

SUSTAINABLE INTELLIGENCE  
FOR BETTER LIVING TOGETHER



# CONTENT

1	206
GLOSSARY AND ACRONYMS	INTERNAL CONTROLS AND RISK MANAGEMENT
5	213
COMPANY BACKGROUND AND BUSINESS OVERVIEW	CONNECTED TRANSACTIONS
20	229
NATURE OF BUSINESS	SIGNIFICANT FINANCIAL INFORMATION
35	236
THREE-YEAR BUSINESS GOALS	MANAGEMENT'S DISCUSSION AND ANALYSIS
38	252
RISK FACTORS	REPORT OF THE AUDIT COMMITTEE FOR THE YEAR 2020
58	255
CORPORATE AND OTHER SIGNIFICANT INFORMATION	REPORT OF THE COMPENSATION AND NOMINATING COMMITTEE FOR THE YEAR 2020
91	256
SHAREHOLDERS	REPORT OF THE CORPORATE GOVERNANCE COMMITTEE FOR THE YEAR 2020
92	257
DIVIDEND POLICY	REPORT OF THE FINANCE COMMITTEE FOR THE YEAR 2020
93	258
MANAGEMENT STRUCTURE	REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS FOR THE YEAR 2020
157	259
CORPORATE GOVERNANCE	FINANCIAL STATEMENTS
198	
SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITIES	

# GLOSSARY AND ACRONYMS

## GLOSSARY AND ACRONYMS

<b>The Company or TRUE</b>	True Corporation Public Company Limited
<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 (Registered in foreign country)
<b>CRAVE &lt;B.V.&gt;</b>	Crave Interactive B.V. (Registered in foreign country)
<b>CRAVE &lt;Inc.&gt;</b>	Crave Interactive Inc. (Registered in foreign country)
<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 TUC 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 Charges
<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>MDL</b>	Mediaload Pte. Ltd. (Registered in foreign country)
<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.
<b>TDIN</b>	PT True Digital Indonesia (Registered in foreign country)
<b>TDPH</b>	True Digital Philippines Inc. (Registered in foreign country)
<b>TDPK</b>	True Digital Park Co., Ltd.
<b>TDS</b>	True Distribution & Sales Co., Ltd.
<b>TDVN</b>	True Digital Vietnam Joint Stock Company (Registered in foreign country)
<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>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 (Registered in foreign country)

<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
<b>YTT</b>	Yi Tunnel (Beijing) Technology Co., Ltd. (Registered in foreign country)

# COMPANY BACKGROUND AND BUSINESS OVERVIEW

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

True Group is Thailand's leading integrated telecommunications and digital services provider and an enabler of convergence lifestyles offering mobile, broadband internet, television, content as well as digital platform and offerings. The Group's key competitive strengths are its comprehensive digital platform and ecosystem as well as convergence propositions which combine a variety of quality products and an unparalleled selection of communication services utilizing advanced technologies, innovation, cloud-based and digital solutions and an extensive range of digital media and content. These continue to fulfill customers' needs and enhance their engagement, well positioning True Group to amplify growth alongside the New Normal with rising demands for telecommunications services and significant growth potential of the New S-Curve in this digital era.

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, services and fulfillment platform to consumers while increasing opportunities and channels for Thai people throughout the country to easily access news, information and digital content, as well as to fully facilitate a digital society and bridge the digital divide. 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 strengthen 5G services which has presence in all provinces for both consumer and corporate segments as well as Narrowband IoT ("NB-IoT") network covering all administrative districts in all 77 provinces. TrueMove H continued its upward momentum and remained the only industry player with service revenue growth in 2020 as its postpaid segment outperformed in both revenue and subscribers. The business ended the year with total subscriber base of 30.6 million. **TrueOnline**, the leading broadband internet provider through innovation and superior fiber network with downloading speeds of as high as 1,000 Mbps or 1 Gbps, matching consumers' rising demand for fiber services under the new normal. This drove TrueOnline's above-industry broadband net adds of 390k during the year and grew its subscriber base to 4.2 million. **TrueVisions**, the pay TV, digital TV and content provider offering a wide range of quality international and local content. It places importance on progressing toward digital channels and offerings to boost growth while adapting to changes in consumers' behavior and lifestyles in this digital age. TrueVisions ended 2020 with the total customer base of 3.9 million, of which 2.2 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, with key businesses including Digital Media Platform, O2O and Privilege, Data Analytics, Internet of Things (IoT) and Digital Solutions, Digital Health, Cyber Security and True Digital Academy. The Group's flagship digital media platform "TrueID" has received positive response from the market and reached 2.2 billion video views in 2020, tripled the 2019 level, while its OTT platform expanded further with approximately 2.1 million TrueID TV boxes at customers' premises.

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 three years in a row and maintained its position as DJSI member for four consecutive years in 2020. In addition, the Company has been a member of the FTSE4Good Index Series in the past four years. True is also included in the Thailand Sustainability Investment for three consecutive years in the group of listed companies with market capitalization of over Baht 100,000 million in the technology industry category and is categorized in the Leadership Level (A-) from the evaluation of CDP (Carbon Disclosure Project) on Climate Change aspect in 2020. 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 May 21, 2020. True Group’s total registered and paid-up capital was Baht 133,473 million at the end of 2020. 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 with innovation and expanding fiber broadband network nationwide. TrueOnline’s broadband internet propositions have received strong market response as it continues to add value offerings to both consumer and corporate customers. These include high-quality FTTx network, competitive fiber broadband and bundled propositions, particularly 1,000 Mbps or 1 Gbps offerings with innovative devices such as Gigatex Fiber Router and Mesh WiFi, Google Nest Mini, band steering technology that combines all WiFi frequency bands and chooses the best signal automatically, speed boost and service upgrade especially with special privileges under 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 30 August 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. TUC participated in additional spectrum auctions and was granted the 1800 MHz, 900 MHz, 2600 MHz, 700 MHz and 26 GHz spectrum licenses by the NBTC in December 2015, March 2016, March 2020, December 2020 and February 2021 respectively. The business further took the lead with the commercial launch of 5G services in 2020. At the same time, the value addition of these licenses reinforced its competitiveness and network strength with a comprehensive spectrum portfolio leveraging on an ideal combination of low-band frequencies (700 MHz, 850 MHz under CAT Telecom and 900 MHz) for network coverage and in-building penetration, mid-band frequencies (1800 MHz, 2100 MHz and 2600 MHz) for capacity supporting high usage in dense areas and high-band 26 GHz frequency for enabling vertical industries to better respond to demand while increasing their business efficiency.

True Group remains committed to improving its network quality and coverage. TrueMove H’s networks cover 98% of the Thai population nationwide, penetrating to the village level in all 77 provinces of Thailand, while also expanding NB-IoT network in all administrative districts of all 77 provinces. TrueMove H has placed importance on developing the best network for Thais by utilizing cutting-edge technologies. These include its nationwide deployment of Carrier Aggregation, providing customers with an optimum mobile experience while fulfilling their lifestyles in this digital age, FDD Massive MIMO with an advantage in terms of signal channel distribution and 4 times greater capacity, as well as TDD Massive MIMO 64T64R to support 5G in response to consumers’ increasing demands for higher speeds and the Thailand 4.0 national strategy. Additionally, the business continues to expand its 5G footprint which covers key areas in all 77 provinces matching growing demand for both consumer and business 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.

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 with innovative functions via hybrid box while progressing toward online and customized A-la-Carte packages to address diverse lifestyles and preferences of consumers amid 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.

True Digital Group offers a portfolio of digital services, aimed respectively at consumer, merchant, and enterprise markets. Key businesses include Digital Media Platform, O2O and Privilege, Data Analytics, Internet of Things (IoT), and Digital Solutions, Digital Health, Cyber Security as well as True Digital Academy. True Digital Group’s 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), robotics, and Cyber Security. With this, TDG was able to build a unique ecosystem of digital platforms

and solutions, addressing the digital needs of consumers, merchants, and enterprises. For digital skill development, TDG 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. In the international markets, 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.

With its flagship application, “TrueID”, True Digital Group has established a strong presence in the consumer digital lifestyle market. In 2020, TrueID reached a new high for total video views from the previous 702 million views in 2019 to 2.2 billion views, while its in-app communicator services that include chats and calls have grown its users more than 4 times to 1.1 million users since its launch. For entertainment, TrueID continued to grow its content profile up to 7 times the amount of last year’s accumulated content and published more than 20,000 contents in 2020. The application is also recognized for its exclusive content partnerships, such as its staple acquisition as the sole broadcaster for all matches of the English Premier League on the digital rights in Thailand, Laos and Cambodia, and its platform and exclusive content partnership with 2020’s Miss Universe Thailand - both of which gained significant momentum for the application. Digital Media Platform also incorporated Online Station, the largest online gaming community and number-one digital entertainment platform, to its portfolio to capture the growing gaming industry in Thailand. With its wide variety of offerings, from entertainment and lifestyle content to seamless privileges with TruePoints and TrueMoney Wallet, TrueID stands a unique position with a competitive edge for the entertainment and lifestyle application market.

In 2020, TrueID expanded its offerings to the international markets, such as Indonesia and the Philippines, with steady growth. Continuing to thrive for success, TrueID also has plans to expand its service offered to Cambodia, Myanmar and Vietnam.

TrueID TV extends the content services to accommodate TV-based consumption, leveraging the same underlying platform to create economies of scale. Since the launch in 2019, approximately 2.1 million TrueID TV boxes have been distributed, representing one of the fastest-growing launches of Android TV across the world.

For its privilege and O2O platforms, to help grow small and medium businesses, True Smart Merchant platform was launched 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. With more than 20 billion data point transactions per day, True Analytics’ platform became one of the largest big data platforms in the nation with its standard equivalent to world-class AI capabilities. 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 expanded to 380,000 at the end of 2020.

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. Capturing the new demands, True Digital Group also incorporated 2 new business units – Digital Health and Cyber Security – into its portfolio.

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 is one of True Group’s strategies to enhance capital structure and share resources to help reduce redundancy for the industry. 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 the Digital Telecommunications Infrastructure Fund “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 23.38% at the end of 2020.

## MAJOR DEVELOPMENTS IN 2020

### JANUARY

- TrueID was ranked by App Annie, a leading global provider of mobile market data, as the most downloaded application in the entertainment category for both Android and iOS, with monthly video views of 141 million views and reached its highest video on demand views (VOD) at 36.9 million views, representing 400% growth from the previous year.

### FEBRUARY

- TUC was one of the auction winners of the 2600 MHz IMT Spectrum License and the 26 GHz IMT Spectrum License. The incremental spectra solidify TrueMove H's network strength with a comprehensive range of low, mid and high band frequencies moving ahead to provide 5G services which already cover key areas of all 77 provinces throughout the country in 2020. This combined with True Group's extensive digital ecosystem helps fully drive Thailand towards the digital era.

### MARCH - APRIL

- True Group developed a cloud-based integrated solutions platform "True Virtual World" to support work from home arrangements, e-learning and entertainments anywhere anytime for Thai people under the New Normal lifestyle. It also launched "VLEARN" and "VWORK" packages bundling with access to video conferencing platform "True Virtual World" and various privileges across the Group as well as knowledge sharing via "VSHARE" and lifestyle fulfillment and convenient virtual V-commerce via "VLIVE". At the same time, True Group has extended its partnership in healthcare segment providing digital infrastructure and platforms including 5G devices and network, robotics, Teleclinic digital platform, Mobile PBX services, Virtual COVID-19 Clinic, and health platforms like "True Digital Health Connect" application and VHealth to help patient and primarily screen suspected cases of COVID-19.
- True Group remained committed to support Thai people during the COVID-19 outbreak utilizing its telecommunication networks, digital technology, platform & solutions, content and privileges. In addition to increasing bandwidth and special packages that respond to customers' lifestyles and preferences, the Group offers free TrueMove H's Household SIMs with entertainments via TrueID and usage of True Virtual World, TrueOnline's speed shuffle and upgrade of Gigatex Fiber to 300/300 Mbps for 3 months, uplifting TrueVisions package for 60 days and COVID-19 insurance from Cigna Insurance for 30 days for True Group's customers. It also provided free all net calls for 100 minutes, free 10 GB mobile internet and 100 Mbps broadband internet upgrade to registered users for 30 days through collaboration with the NBTC. For medical personnel and those with risk of infection, True Group provides devices, SIMs with 10 Mbps unlimited data usage at full speed and calls via TrueID as well as 1 Gbps of True Gigatex Fiber free for 3 months for hospitals with COVID-19 patients.
- True Group exclusively partnered with Google in creating home innovation and transforming every household into a Smart Home by using the Google Nest Mini, a smart speaker that functions with the Google Assistance system and embedded with Thai verbal command, to connect with WiFi via True Group's Gigatex Fiber Router and function with various IoT devices. It can also work perfectly with complementary products of True Group such as TrueID TV box and Inno Hybrid Plus box that combines entertainment from TrueVisions and TrueID TV as well as Mari, personal assistance.
- True Digital Group introduced "Virtual COVID-19 Clinic", a 24-hour online medical consultation service for those suspected of COVID-19 symptoms for free during April - May 2020. The service utilizes online platform and

digital capabilities in order to help reduce foot traffic at medical facilities and offer better access for medical consultation during the pandemic.

- True Digital Group introduced “True Digital Guest Solution”, a cloud-based platform that enables a seamless online to offline experience for facility services. The solution reduces challenges such as language barriers and staff availability while also providing an additional revenue stream for entrepreneurs with its analytics capabilities, allowing businesses to see and create personalized journeys and marketing campaigns. A QR code function of the solution is also released under the name “Smart Patient QR Code” for uses in medical facilities.
- TrueBusiness strengthened its telecommunication services and digital solutions for enterprise clients with the launch of “VDO Conference” solution packages responding to the New Normal lifestyles as it enables employees to work anywhere and anytime via conference facility with up to 1,000 participants at a time.

## MAY

- True Group continued to enhance network quality as well as extends its 5G partnership and services for Thai people while innovating 5G-connected robotics and solutions for enterprise across various industries. These include True 5G Temi Thermal ScanBot robot which prescreens body temperature, sends an alert when someone’s temperature is higher than 37.5°C and equips with an automatic hand sanitiser dispenser, True 5G PatrolBot robot which patrols the area to detect those without masks through face-detection technology as well as real-time analytics via Cloud AI, and True Digital RoboCore which is a comprehensive intelligent robotics solutions tailored to best serve specific needs of each business in diverse industries.

## JUNE - JULY

- True Digital Group, in collaboration with Thailand’s Department of Disease Control, introduced “Real-time heat map” to help medical authorities proactively plan for pandemic management. The solution provides real-time insight on the movement of large crowds in order to predict the possibility of the next spread and help local and central medical authority work in sync to strategize the resource needed in each area.
- TrueOnline continued to enhance customer’s internet experience through advanced technology and innovative devices. In addition to the Gigatex Fiber Router and Mesh WiFi, the business introduced band steering technology that combines all WiFi frequency bands and chooses the best signal automatically. This widens internet coverage and offers seamless connection while supporting various connected devices.

## AUGUST

- True Corporation was selected as the member of the sustainability index FTSE4Good for four consecutive years, reflecting its good governance with social and environmental responsibility as well as continued sustainable development. True has placed importance on climate change while minimizing impact on environment through the reduction of greenhouse gas emission, electricity and water, and waste management as well as increasing usage of renewable and alternative energy.
- True Digital Group developed “True Digital Media Activation Platform”, a media management platform that enables omnichannel advertising through multi-screen to serve advertising demand in the digital era. True Digital Group also provides data analytics and consumer insight in order to effectively design an advertising package that serves the right products and services to the right targets.
- True Digital Group launched “Smart Living” demo space in True shop at Central World. The demo space includes Home center application, Home IoT Sensor and Devices, as well as Homecare solutions for homeowners.



## OCTOBER

- True Group is committed to build a digital ecosystem providing 5G technology, robotics “True5G Temi Connect & Carebot” and VLEARN platform to support and sustainably transform Thai education into “Smart Education, Smart University” focusing on three development frameworks: Smart Learning, Smart Campus, as well as Innovation and R&D. The Group collaborated with 20 leading universities nationwide to promote extra-curriculum experience through innovation in the “True5G World of Smart Education with Temi Robot Bootcamp” incubating university students with Startup potential while driving the country towards Smart Nation in a sustainable manner.

## NOVEMBER

- True Corporation Public Company Limited was the first and only Telecommunications operator in Thailand that received the highest rating in the world’s telecommunications industry for the Dow Jones Sustainability Indices (DJSI) in the emerging markets for three years in a row and maintained its position as the DJSI member for the fourth consecutive year in 2020. This international recognition stems from its consistent developments and innovations in 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.
- True Digital Park, Southeast Asia’s largest tech and startup hub, continued to build a complete ecosystem for startups and tech entrepreneurs encouraging Thai people and new generations to upgrade their digital literacy needed for organizations and workforce in 4.0 era by launching “True Digital Park House of Digital Academy,” the world-class digital learning institution in Thailand. The academy enhances digital literacy through various courses from Alibaba Cloud Thailand, Amazon Web Services, Cisco System (Thailand), Google Thailand, Huawei Cloud Thailand, Microsoft (Thailand), Mitsubishi, Sea (Thailand), True Digital Academy, Bit.studio, Tellscore, Thai Programmer Association and Everyday Marketing.
- True Ryde continued to enhance platform and service level of the country’s public transportation in the 4.0 era. The business collaborated with SMART TAXI in launching “PRIVATE TAXI BY SMART TAXI” providing safety throughout the ride via real-time digital tracking, 24/7 contact point of True Ryde including call center, line and facebook while enabling cashless payment platform through TrueMoney Wallet.

## DECEMBER

- True Digital Group introduced “True Digital Property Integration System”, a real-time IoT and data analytics management platform that helps enhance property management capabilities with digital solutions.
- True Group, the leading digital lifestyle enabler, partnered with six leading financial institutions in launching the innovative EDC pooling system which requires only one EDC (Electronic Data Capture) machine to support credit card payments of all 6 partnered banks. This increases convenience, reduces cost and improves efficiency of the payment system while aligning with global trend on reducing environmental impact from using electronic devices.
- True is included in the Thailand Sustainability Investment (THSI) for the third consecutive year in 2020, in the listed companies with market capitalization of more than Baht 100,000 million in the technology industry category. This reflects the Company’s commitment to conduct and grow its businesses 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.
- True Group is categorized in the Leadership Level (A-) from the evaluation of CDP (Carbon Disclosure Project) on Climate Change aspect in 2020 moving ahead with continued development on utilizing Solar Cell to reduce the greenhouse effect, adjusting or installing energy saving equipment at base stations, planting more trees to absorb the carbon dioxide, and applying various innovations to drive an organization further.

## AWARDS IN 2020

### TRUE GROUP'S MOBILE BUSINESS RECEIVES "THAILAND QUALITY AWARD 2019", THE FIRST THAI ORGANIZATION IN THE PAST EIGHT YEARS

- True Group's mobile business wins "Thailand Quality Award 2019" held by the Office of Thailand Quality Award, Thailand Productivity Institute, the Ministry of Industry. The award honors qualified organizations which passed the rigorous criteria equivalent to the world-class standard in developing management in all business dimensions as well as maximizing competitive edge and becoming a good example for other organizations. True Group's Mobile Business Group is the first and only organization in Thailand winning this prestigious award in the past eight years, passing the criteria to win Thailand Quality Award 2019. The Company is also the one and only Thai telecommunication organization to receive this highest level award.

### TRUE GROUP'S MOBILE BUSINESS GROUP RECEIVES "GLOBAL PERFORMANCE EXCELLENCE AWARD 2020 – BEST IN CLASS"

- The Mobile Business Group of True Group has emerged as 1 of the 2 Thai organizations in Thailand in the past 18 years to win "Global Performance Excellence Awards 2020" (GPEA 2020) for "Best in Class" level held by Asia Pacific Quality Organization Inc (APQO) in New Zealand. This award honors organizations in Asia Pacific that achieve global business excellency for 2020 in applying quality evaluation framework based on international standard in every aspect of business management in order to maximize its competitive edge to the international level. True Group's Mobile Business Group is the first and only Thai private organization winning this award.

### TRUE GROUP RECEIVES THE "BEST COMPANIES TO WORK FOR IN ASIA 2020" AWARD FROM HR ASIA

- True Group received the "Best Companies to Work for in Asia 2020" from HR Asia, an award that honors an organization that has an outstanding human resources management with concrete policy and concept in looking after staff in every aspect, leading to strong bonding between employees and the company and making the organization the best company to work for in Asia.

### TRUE GROUP RECEIVES THREE OUTSTANDING AWARDS FROM THAILAND CORPORATE EXCELLENCE AWARDS 2020

- Thailand Management Association and Sasin Graduate Institute of Business Administration of Chulalongkorn University organized the royal award announcement and presentation ceremony of Thailand Corporate Excellence Awards 2020 to honor model organizations with excellent management practice. On this occasion, True Group received three distinguished awards in three categories namely;
  - Leadership Excellence for True Corporation Plc.
  - Innovation Excellence for True Corporation Plc.
  - Marketing Excellence for TrueOnline

### TRUE GROUP TOPS DJSI'S HIGHEST SCORE FOR WORLD INDUSTRY LEADER IN THE LATEST TELECOMMUNICATIONS SEGMENT AND MAINTAINS ITS STATUS AS DOW JONES INDICES MEMBER FOR THE 4<sup>TH</sup> CONSECUTIVE YEAR

- True Group has been recognized in the world sustainability stage for 2020 as the first and the only Thai telecommunication organization that is listed as the member of the Dow Jones Sustainability Indices (DJSI) in the Emerging Markets index with the highest score for World Industry Leader for three consecutive years in telecommunication segment and maintain its position as Dow Jones member for four consecutive years (2017-2020). This reflects True Group's determination to continuously, concretely and sustainably operate its

business that covers all dimensions from economy, society and environment under good governance policy that concerns all stakeholders.

**TRUE GROUP IS LISTED AS A MEMBER OF WORLD-CLASS SUSTAINABILITY “FTSE4GOOD INDEX SERIES” FOR THE 4<sup>TH</sup> CONSECUTIVE YEAR WITH THE HIGHEST SCORE FOR ENVIRONMENTAL ASPECT IN THE TELECOMMUNICATION SECTOR WORLDWIDE IN 2020**

- True Corporations Plc. is selected to be listed as the member of world-class sustainability FTSE4Good Index Series for the 4<sup>th</sup> consecutive year from FTSE Russell in the evaluation circle of June 2020, reflecting the business organization on environment and social responsibilities, including good governance by earning a top evaluation score for environment aspect in the telecommunication sector worldwide. This is a result of its management achievement in climate change and minimizing environmental impact on a macro level via greenhouse effect minimization, water usage reduction, waste management as well as increasing the ratio of renewable and alternative energy based on the company’s sustainable development goal.

**TRUE GROUP IS AWARDED AN HONORARY PLAQUE AS AN ORGANIZATION TO SUPPORT THE PERSONS WITH DISABILITIES FOR THE 4<sup>TH</sup> CONSECUTIVE YEAR ON THE INTERNATIONAL DAY OF PERSONS WITH DISABILITIES 2020**

- On the occasion of the International Day of Persons with Disabilities 2020, the Ministry of Social Development and Human Security awarded an honorary plaque to organizations that excellently support the persons with disabilities to True Group which is the top award at the event. True Group is proud to receive the award for the 4<sup>th</sup> consecutive year as an organization to seriously and sustainably support the vulnerable groups.

**TRUE GROUP RECEIVES AN HONORARY CERTIFICATE AND PIN OF “SEMAKUNUPAKARN” OF THE MINISTRY OF EDUCATION FOR 2020**

- The Ministry of Education presented an honorary certificate and pin of “Semakunupakarn” to True Group as those who provided benefit to the ministry for the year 2020. True Group has brought its digital telecommunication technology’s potentials to support Thai education for 12 consecutive years under the “True Plookpanya Project” along with driven the “CONNEXT ED” Project for the Thai public nationwide to be able to access to knowledge sources equally.

**TRUE GROUP RECEIVES THAILAND SUSTAINABILITY INVESTMENT 2020 AWARD FOR THREE CONSECUTIVE YEARS**

- True Group received Thailand Sustainability Investment (THSI) 2020 Award from the Stock Exchange of Thailand (SET). True Group has been selected as one of the companies in Thailand Sustainability Investment 2020 for three consecutive years in the group of listed companies with market capitalization over Baht 100 million in the Technology Industry category.

**TRUE GROUP AWARDED LEADERSHIP LEVEL EVALUATED BY CARBON DISCLOSURE PROJECT ON CLIMATE CHANGE ASPECT 2020**

- True Group was awarded an A- or equivalent to Leadership Level from an international credible information disclosure evaluation organization, Carbon Disclosure Project (CDP) on Climate Change aspect which is higher than the previous level last year. (B or equivalent to Management Level).

**TRUE GROUP RECEIVES A CERTIFICATE OF CARBON FOOTPRINT FOR ORGANIZATION TRADEMARK AT THE “HUNDRED HEARTS TO REDUCE THE GLOBAL WARMING EVENT 2020”**

- Thailand Greenhouse Gas Management Organization (Public Organization) presented the certificate of carbon footprint for organization trademark to True Group at the “Hundred Hearts to Reduce the Global Warming Event

2020". The ceremony aims to award companies, municipalities, and relevant stakeholders certified under TGO schemes as well as to recognize their contributions and efforts in combating climate change.

#### **TRUE'S INNOVATORS WIN THREE INTERNATIONAL AWARDS FROM "ARCHIMEDES-2020" IN RUSSIA**

- True Group's innovators won three awards for three innovations, comprising the Gold Medal for HOMEY ROBOT, the accompany friend robot at home; Silver Medal for SERVICE ROBOT and Bronze Medal for the livestock Chauyleang Platform in the "XXIII Moscow International Inventions and Innovative Technologies Salon" (ARCHIMEDES-2020), the Eastern Europe's biggest international innovation stage in Russian Federation, which was organized by the RF government, Chamber of Commerce and Industry of RF, in collaboration with partners including the World Intellectual Property Organization (WIPO), the International Federation of Inventors Associations (IFIA) as well as the Invention and Innovation Associations from innovative leading countries.

#### **TRUE GROUP WINS THE NATIONAL INNOVATION AWARDS 2020 FOR ECONOMIC CONTRIBUTION IN THE LARGE ORGANIZATION CATEGORY**

- On the occasion of National Innovation Day 2020, the National Innovation Agency (Public Organization), Ministry of Higher Education, Science, Research and Innovation presented an honorary award for economic contribution in the Large Organization Category to True Group. The award recognizes and honors the company as the organization developing innovations to create commercial values and benefits to Thai economy.

#### **TRUEMOVE H WINS "THE BEST NETWORK/THE BEST IN THAILAND FOR THE FIRST QUARTER OF 2020" AWARD FROM WORLD-CLASS QUALITY TESTING INSTITUTION "NPERF" FOR THE 4<sup>TH</sup> CONSECUTIVE YEAR.**

- World-class quality testing institution nPerf who provides testing on mobile's Internet service on both iOS and Android operational systems announced that TrueMove H was "The Best Network/The Best in Thailand for the first quarter of 2020" for the 4<sup>th</sup> consecutive year during 2016-2019 in Mobile Internet Service's category. The result had been collected from nPerf application's users during 1 January to 31 March 2020 for over 547,242 times in which TrueMove H earned the highest scores and led in the categories of Best Browsing Performance and Best Streaming Performance. The awards emphasize the success of TrueMove H in continuously developing its network along with the launch of True genius 5G network that help enhance the quality of TrueMove H 4G.

#### **TRUEMOVE H WINS THE BEST OFFICIAL ACCOUNT IN TECH IN TELCO & ENTERTAINMENT CATEGORY FROM LINE THAILAND AWARDS 2020**

- TrueMove H won the Best Official Account in Tech in Telco & Entertainment category from Line Thailand Awards 2020 that honors brands and organizations that succeed in creating marketing campaigns and communication via Line Thailand's platform through excellently creative innovation and various features in TrueMove H LINE Official Account.

#### **TRUEONLINE WINS THAILAND'S MOST ADMIRER BRAND 2020 FOR THE 7<sup>TH</sup> CONSECUTIVE YEAR IN IT & DIGITAL CATEGORY FOR INTERNET SERVICE PROVIDER GROUP**

- True Group received Thailand's Most Admired Brand 2020 as a trusted and reliable brand from consumers in IT & Digital Product category for Internet Service Provider group for the 7<sup>th</sup> consecutive year which was held by BrandAge Magazine. The result had been surveyed among consumers nationwide, reflecting their trust towards TrueOnline and emphasizing its position as the country's No.1 leader in broadband Internet service provider which is in line with the consumers' digital lifestyle.

## **TRUEONLINE WINS MARKETEER NO.1 BRAND THAILAND 2019-2020 FOR THE 6<sup>TH</sup> CONSECUTIVE YEAR**

- TrueOnline received Marketeer No.1 Brand Thailand 2019 – 2020 (No. 1 Most Popular Brand in Thailand) in Broadband Internet category for the 6<sup>th</sup> consecutive year at “Marketeer No. 1 Brand Thailand 2019-2020” held by Marketeer Magazine.

## **SRI AYODHAYA PART 2 FILM SERIES WINS OUTSTANDING CREATIVE MEDIA INNOVATION AWARD AT THE 34<sup>TH</sup> GOLDEN TELEVISION AWARD**

- Television Promotion Association and Chamnong Rangsiikul Foundation in collaboration with the Ministry of Culture and Thai Media Fund presented an Outstanding Creative Media Innovation Award to Sri Ayodhaya Part 2 Film Series produced by True Group at the 34<sup>th</sup> Golden Television Award. This reflects the group’s determination to develop and present quality content broadcasted on True4U Channel 24. The concept is to record and inherit the origins, custom, culture and the nation’s decent way of life for Thais to be aware of and to make audiences proud, love and protect the land which would lead to the nation’s unity.

## **SRI AYODHAYA PART 2 FILM SERIES WINS TWO CHOR SAAD AWARDS IN TELEVISION PROGRAM CATEGORY FOR PRODUCER AND BROADCASTER 2020 FROM THE OFFICE OF NATIONAL ANTI-CORRUPTION COMMISSION**

- The Office of National Anti-Corruption Commission presented two NACC Awards or Chor Saad Awards on Television Program category for Producer and Broadcaster 2020 for the Sri Ayodhaya Part 2 Film Series to True Group as an organization to create valued content for the Thai society, inheriting the culture, tradition and the nation’s decent way of life as well as to cultivate morals and virtues for a better and immaculate Thai society in the future.

## **TNN 16 NEWS STATION RECEIVES TWO MAJOR AWARDS AT THE MAYA AWARDS 2020 FOR “OUTSTANDING TV STATION MANAGEMENT EXECUTIVE” AND “OUTSTANDING NEWS PRODUCTION TV STATION”**

- TTNN 16 News Station received two major prestigious awards for “Outstanding TV Station Management Executive” and “Outstanding News Production TV Station” at the Maya Awards 2020 organized by Maya Channel Magazine. This honorable award guarantees the quality and pride for news makers and showbiz entertainers in all groups.

## **GROUP INVESTMENT STRUCTURE**

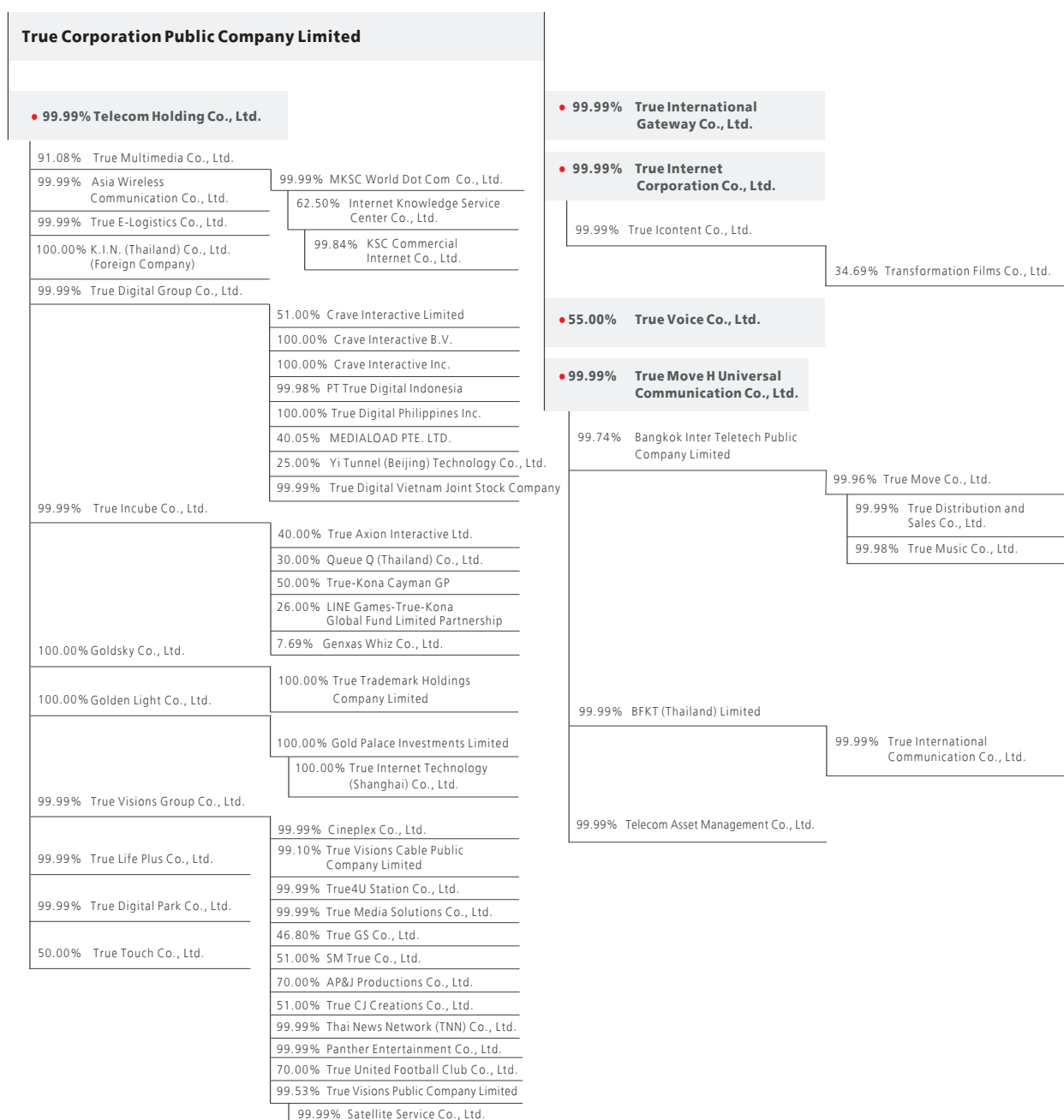
As at 31 December 2020 True Group have investment structure as categorized by business segments as follows :

- (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 7 active subsidiaries and 2 associates.
- (5) Other Businesses consists of 9 active subsidiaries, 3 joint ventures and 2 associates.



# GROUP INVESTMENT STRUCTURE

AS AT 31<sup>ST</sup> DECEMBER 2020



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 2020, True Group held 2,485,561,907 units or equivalent to 23.38% of the total units offered of Digital Telecommunications Infrastructure Fund.

# INVESTMENT STRUCTURE BY BUSINESS GROUP

AS AT 31<sup>ST</sup> DECEMBER 2020

## True Corporation Public Company Limited and Subsidiaries

• TrueMove H	• TrueVisions	• TrueOnline	• Digital Platform and Digital Services	• Other
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. 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 99.98%	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%	MEDIALOAD PTE. LTD. 40.05 %	Gold Palace Investments Limited 100.00%
	True Media Solutions Co., Ltd. 100.00%	True Axion Interactive Ltd. 40.00%	Yi Tunnel (Beijing) Technology Co., Ltd. 25.00 %	Golden Light Co., Ltd. 100.00%
	True United Football Club Co., Ltd. 70.00%	Internet Knowledge Service Center Co., Ltd. 56.93%	True Digital Vietnam Joint Stock Company 99.99 %	Goldskey 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 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%) True Public Communication Co., Ltd. (100.00%) and Telecom KSC Co., Ltd. (34.39%)

# REVENUES BREAKDOWN

## REVENUES BREAKDOWN BY BUSINESS GROUP

BUSINESS GROUP	FULL YEAR OF 2020		FULL YEAR OF 2019		FULL YEAR OF 2018	
	Baht Million	%	Baht Million	%	Baht Million	%
1. TrueOnline	24,533	17.7%	23,673	16.8%	40,655	25.2%
2. TrueMoveH	105,379	76.3%	107,615	76.3%	110,675	68.3%
3. TrueVisions	8,300	6.0%	9,655	6.9%	10,490	6.5%
<b>Total Revenues</b>	<b>138,212</b>	<b>100.0%</b>	<b>140,943</b>	<b>100.0%</b>	<b>161,820</b>	<b>100.0%</b>

## REVENUES BREAKDOWN BY COMPANY

BUSINESS GROUP / OPERATION BY	FULL YEAR OF 2020		FULL YEAR OF 2019		FULL YEAR OF 2018	
	Baht Million	%	Baht Million	%	Baht Million	%
<b>1. TrueOnline</b>						
• True Corporation Public Company Limited	27	0.0%	18	0.0%	19	0.0%
• True Life Plus Co., Ltd.	6	0.0%	13	0.0%	21	0.0%
• KSC Commercial Internet Co., Ltd.	505	0.4%	502	0.4%	490	0.3%
• Asia Wireless Communication Co., Ltd.	453	0.3%	432	0.3%	436	0.3%
• True Touch Co., Ltd.	-	-	641	0.5%	558	0.3%
• True Internet Corporation Co., Ltd.	22,583	16.4%	21,409	15.2%	39,086	24.3%
• True Digital Park Co., Ltd.	328	0.2%	194	0.1%	-	-
• True Digital & Media Platform Co., Ltd..	450	0.3%	337	0.2%	35	0.0%
• Others	181	0.1%	127	0.1%	10	0.0%
<b>Total</b>	<b>24,533</b>	<b>17.7%</b>	<b>23,673</b>	<b>16.8%</b>	<b>40,655</b>	<b>25.2%</b>
<b>2. TrueMoveH</b>						
• BITCO Group of companies	16,259	11.8%	17,045	12.1%	25,717	15.9%
• BFKT (Thailand) Co., Ltd.	12,696	9.2%	12,427	8.8%	12,178	7.5%
• Real Move Co., Ltd.	-	-	49,725	35.3%	68,367	42.2%
• True Move H Universal Communication Co., Ltd.	76,379	55.3%	28,355	20.1%	4,354	2.7%
• Telecom Asset Management Co., Ltd.	45	0.0%	63	0.0%	59	0.0%
<b>Total</b>	<b>105,379</b>	<b>76.3%</b>	<b>107,615</b>	<b>76.3%</b>	<b>110,675</b>	<b>68.3%</b>
<b>3. TrueVisions</b>						
• True Visions Group Group of companies	8,300	6.0%	9,655	6.9%	10,490	6.5%
<b>Total Revenues</b>	<b>138,212</b>	<b>100.0%</b>	<b>140,943</b>	<b>100.0%</b>	<b>161,820</b>	<b>100.0%</b>

# NATURE OF BUSINESS

## PRODUCTS AND SERVICES

True Group is Thailand's leading and fully-integrated telecommunications, digital services and convergence provider. Its ongoing commitment is to provide value-driven products that respond to consumers' needs and lifestyles. These include network and service excellence and leading combination of the Group's comprehensive range of products, services and privileges under its multiple platforms comprising mobile, broadband internet, WiFi, television, content and media as well as 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 advanced technologies particularly 5G and 4G as well as Narrowband IoT ("NB-IoT") networks nationwide leveraging on its comprehensive spectrum portfolio with an ideal combination of low, mid, and high band frequencies;
- 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
- True Digital Group offers a portfolio of digital services, aimed respectively at consumer, merchant, and enterprise markets. Key businesses include Digital Media Platform, O2O and Privilege, Data Analytics, Internet of Things (IoT) and Digital Solutions, Digital Health, Cyber Security, as well as True Digital Academy.

## TRUEMOVE H

TrueMove H provides mobile services through a comprehensive spectrum portfolio accommodating all market segments and ecosystems. It continues to strengthen network quality and enhance customers' experiences utilizing advanced technologies and an ideal combination of low-band frequencies (700 MHz, 850 MHz under CAT Telecom and 900 MHz) for network coverage and in-building penetration, mid-band frequencies (1800 MHz, 2100 MHz and 2600 MHz) for capacity supporting high usage in dense areas and the high-band frequency (26 GHz) for enabling vertical industries to better respond to demand while increasing their business efficiency. 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. TUC participated in additional spectrum auctions and was granted the 1800 MHz license in December 2015, the 900 MHz license in March 2016, the 2600 MHz license in March 2020, the 700 MHz license in December 2020, and the 26 GHz license in February 2021 further extending True Group's mobile business until at least 2036. The value addition of these spectra heightened TrueMove H's competitiveness, network strength and consumers perception on its offerings.

TrueMove H continues to place importance on developing the best network for Thai consumers while utilizing cutting-edge technologies with its nationwide deployment of Carrier Aggregation, FDD massive MIMO with an advantage in terms of signal channel distribution and 4 times more capacity, as well as TDD Massive MIMO 64T64R to support 5G in response to consumers' rising usage of data and digital transactions. The business expanded and densified its networks which cover 98% of the Thai population and penetrate to the village level in all 77 provinces of Thailand. It also enlarged NB-IoT network across the country to cover all administrative districts in Thailand's 77 provinces. In 2020, TrueMove H expanded 5G footprint on 700 MHz and 2600 MHz frequencies, strengthening coverage and in-building penetration while enabling it to offer maximum speeds that are 20 times faster than 4G LTE and 10 times lower latency (lesser responsive time) compared to that of 4G, matching an ever-growing data usage in both consumer and enterprise segments. TrueMove H's 5G network now covers key areas of all 77 provinces particularly in the BMA with 98% population coverage supporting rising demands in these areas. At the same time, synergy with China Mobile for know-how, 5G expertise as well as device and network procurement continues to give True Group a significant competitive edge.

## SUBSCRIBERS

TrueMove H's postpaid acquisition remained strong and outperformed the industry driving postpaid revenue and subscriber up in double-digit rates driven by its network strength as well as continued success of its device-bundling campaigns and channel synergy with strong partners. In the meantime, impact from economic situation and prolong COVID-19 pandemic put pressure on consumer spending and lowered tourist arrivals resulting in prepaid decline for the overall industry but saw a pick up in the fourth quarter.

TrueMove H's total subscriber base reached 30.6 million, of which 20.9 million were prepaid and 9.7 million were postpaid, with blended ARPU increasing to Baht 215 per month in 2020.



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,				
	2016	2017	2018	2019	2020
<b>Subscribers</b>					
- Prepaid	18,465,482	20,339,992	21,613,597	22,336,970	20,915,503
- Postpaid	6,060,388	6,880,449	7,604,868	8,304,587	9,712,055
<b>Total Subscribers</b>	<b>24,525,870</b>	<b>27,220,371</b>	<b>29,218,465</b>	<b>30,641,557</b>	<b>30,627,558</b>
<b>Blended ARPU</b>	<b>217</b>	<b>208</b>	<b>208</b>	<b>209</b>	<b>215</b>
(Baht/Sub/Month)					
- Prepaid ARPU	122	117	118	115	107
- Postpaid ARPU	505	485	470	463	478

## 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 HD Voice service on its superior network which enhances customers' voice communication through high definition quality and 4 times faster call set up than 3G era for supported devices, as well as calling via TrueID application.

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 and mobile content services boosting data monetization opportunity further. In addition, TrueMove H is able to use content as a growth driver while enhancing customer's engagement and brand perception by leveraging exclusive and popular content assets of True Group including TrueID, Online Station, TrueVisions and TrueMusic.

## MOBILE HANDSETS AND ACCESSORIES SALES

True 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 in over 110 countries and 5G roaming service in 13 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 continued subscriber growth to 4.2 million capitalizing on its high-quality fiber footprint nationwide. True Group’s subsidiary, True Internet Corporation Company Limited “TICC”, was granted licenses from the NBTC to provide internet and fixed-line telephone services 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, value-driven products and state-of-the-art offerings to consumers through cutting-edge technology, innovation and fiber footprint expansion to meet consumers’ growing demand. These include Gigatex Fiber Router, Gigatex Mesh WiFi, Google Nest Mini, band steering technology that combines

all WiFi frequency bands and chooses the best signal automatically, speed boost and shuffle as well as service upgrade with added benefits from True Card.

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: Multiprotocol Label-Switching; True Ethernet Fiber service, an advanced IP network which enables the secure transferring of large multi-format files over fiber-optic; Enterprise Private Line, a service connected with Cloud Data Center enabling high-speed data transfer and low latency through Dense Wavelength Division Multiplexing technology (DWDM); and Software-Defined Wide Area Network (SD-WAN) technology in response to customers' demand for private network while allowing a secured access to public internet for applications in the public internet cloud which has continued to receive positive market responses particularly enterprise customers managing a large number of branches. 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.

True Group invested in the fiber-optic network, presenting ample growth opportunity, via Gigabit-capable Passive Optical Network (GPON) technology and XGS-PON technology with 10 times higher speed than GPON or 10 Gigabit/Second. These reach corporate clients located in buildings on key roads in the BMA as well as several provincial industrial estates and tourist destinations. 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 and privileges into optimal mix that suits different size and demand of each SME customer which have continued to receive positive response from the targeted segments.

All these developments strengthened TrueOnline's broadband internet leadership, driving its above-industry broadband net adds of 390k, and grew total subscriber base to 4.2 million with an ARPU of Baht 533 in 2020.

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

Broadband	As of December 31,				
	2016	2017	2018	2019	2020
Subscribers	2,768,641	3,154,092	3,485,720	3,806,156	4,195,852
ARPU (Baht/Sub/Month)	629	606	605	564	533

## 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 2.8 Tbps to support growth of internet and international data services which have grown sizably in 2020, partly due to COVID-19 situation which has resulted in increasing bandwidth demand for the use of International Internet Gateway and International connectivity by both True Group and external customers. Its client base comprises 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 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 aggregated contents that match local taste while progressing toward digital channels and offerings in response to changes in consumers’ behavior and lifestyles in this digital age.

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 and TrueID TV as well as its local and global partners in the future, creating a revenue upside potential and fulfilling consumers' lifestyles.

TrueVisions ended 2020 with the total customer base of 3.9 million and ARPU of Baht 259 along with higher proportion of mass customers.

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

TrueVisions	As of December 31,				
	2016	2017	2018	2019	2020
Premium package	290,394	254,934	237,922	217,725	160,041
Standard package	1,694,611	1,906,032	2,066,023	2,035,874	2,017,333
FreeView package	409,573	367,291	340,696	334,073	334,061
Free-to-air box	1,535,457	1,436,728	1,411,984	1,408,884	1,417,969
<b>Total customers</b>	<b>3,930,035</b>	<b>3,964,985</b>	<b>4,056,625</b>	<b>3,996,556</b>	<b>3,929,404</b>
<b>ARPU (Baht/Sub/Month)</b>	<b>379</b>	<b>311</b>	<b>298</b>	<b>281</b>	<b>259</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), robotics, and Cyber Security. With this, TDG was able to build a unique ecosystem of digital platforms and solutions, addressing the digital needs of consumers, merchants, and enterprises. For digital skill development, TDG 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. In the international markets, TDG launched its regional operations with Indonesia and the Philippines as its first two markets, aiming to further expand across Southeast Asia while leveraging the economies of scale of digital platforms. Capturing the new demands, True Digital Group also incorporated 2 new business units - Digital Health and Cyber Security.

## DIGITAL MEDIA PLATFORM

With its flagship application, "TrueID", True Digital Group has established a strong presence in the consumer digital lifestyle market. In 2020, TrueID reached a new high for total video views from the previous 702 million views in 2019 to 2.2 billion views, while its in-app communicator services that include chats and calls have grown its users by more than 4 times to 1.1 million users since its launch. For entertainment, TrueID continued to grow its content profile up to 7 times the amount of last year's accumulated content and published more than 20,000 contents in 2020. The application is also recognized for its exclusive content partnerships, such as its staple acquisition as the sole broadcaster for the English Premier League on the digital rights in Thailand, Laos and Cambodia, and its platform

and exclusive content partnership with 2020's Miss Universe Thailand - both of which gained significant momentum for the application. Digital Media Platform also incorporated Online Station, the largest online gaming community and number-one digital entertainment platform, to its portfolio to capture the growing gaming industry in Thailand. With its wide variety of offerings, from entertainment and lifestyle content to seamless privileges with TruePoints and TrueMoney Wallet, TrueID stands a unique position with a competitive edge for the entertainment and lifestyle application market.

In 2020, TrueID expanded its offerings to the international markets, such as Indonesia and the Philippines, with steady growth. Continuing to thrive for success, TrueID also has plans to expand its service offered to Cambodia, Myanmar and Vietnam.

TrueID TV extends the content services to accommodate TV-based consumption, leveraging the same underlying platform to create economy of scale. Since its launch in 2019, approximately 2.1 million TrueID TV boxes have been distributed, representing one of the fastest-growing launches of Android TV across the world.

## PRIVILEGE AND O2O PLATFORM

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

To enable small merchants to participate in the online economy, the True Smart Merchant platform was launched, 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. With more than 20 billion data point transactions per day, True Analytics' platform became one of the largest big data platforms in the nation which its standard equivalent to world-class AI capabilities.

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) AND DIGITAL SOLUTIONS

The Internet of Things (IoT) market in Thailand has shown a strong potential for growth and increasingly became the key driver for entrepreneurs. 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, Property, Smart Living, Manufacturing, and Supply Chain. 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.

On AgriTech, True Digital Group 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. In the retail industry, True Digital Group has developed new retail solutions leveraging computer vision and artificial intelligence. For LivingTech, True Digital Group introduced its smart living solutions that include Home center application, Home IoT Sensor and Devices, as well as Home care solutions for homeowners. Throughout 2020, True Digital Group continued to build competence in blockchain, cloud, and robotics, which are relevant across multiple industries, and by the end of 2020, True Digital Solutions has connected over 380,000 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, Data and Analytics, User Experience (UX) and Design, Product Management, Digital Marketing, Business Management, and Cyber Security.

## 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 throughout the country as well as progressing toward online and digital channels to efficiently reach and add convenience to consumers. 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 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. 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. The Group also leverages nationwide footprint of strong partners through Shop in Shop at 7-Eleven, Makro and Lotus's with rapidly growing contribution;
- 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 comprising direct sales teams, direct sales agents, and freelances; and
- Telesales and e-commerce such as TrueStore, Wemall, TrueMoney, TrueID and True iService

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 global partner like China Mobile.

## THAI TELECOMMUNICATIONS INDUSTRY AND COMPETITIVE LANDSCAPE

### MOBILE BUSINESS

Thailand had approximately 90.9 million mobile subscribers at the end of 2020, excluding subscribers of CAT Telecom, TOT and their MVNOs. Majority of the Thai mobile users remained in the prepaid market accounting for 71% of the total base. The market's postpaid share grew from 26% in 2019 to 29% in 2020 expecting to increase further given strong emphasis on pre-to-post migration as the postpaid segment secures more recurring source of revenue and offers higher ARPU and stickiness. TrueMove H was the second largest mobile operator in the country with 33.7% subscriber market share on 30.6 million subscriber base, of which 20.9 million were prepaid and 9.7 million were postpaid subscribers. Its postpaid segment continued to outgrow the industry with revenue and subscriber increasing in double-digit rates from the previous year.

In 2020, the Thai mobile industry was pressured by softend economy and the COVID-19 pandemic resulted in lower consumer spending and loss of tourist arrivals. The postpaid market continued to grow along with higher data usage, more device models and campaigns, 5G commercial launch and pre-to-post migration with relatively stable competition. The prepaid market remained challenging with competitive price plans on fixed-speed unlimited data and low-speed packages in untapped areas pressuring top-up and ARPU uplift opportunities but saw positive movement with efforts to increase certain price point during the year. The country's digitalization towards the new normal lifestyles and consumers' growing demand for data, digital and IoT offerings as well as government's direction to drive Thailand toward 5G era should bolster growth for the mobile industry and TrueMove H in 2021.

### BROADBAND INTERNET

Thailand's broadband internet market continued to grow with total subscriber base of approximately 11 million, driving the household penetration rate to 51%, supported by new normal with working and learning from home. TrueOnline's position as the largest broadband operator in Thailand remained intact with 4.2 million broadband subscribers, representing 38 percent share of the Thai broadband market.

Fiber expansion, speeds, and pricing were the key drivers for competition in the fixed broadband market in Thailand. Convergence propositions bundling with content and other services were also offered to attract high-quality subscriptions and customers' stickiness. Despite competitive intensity which saw ARPU decline for the overall industry, the fixed broadband internet market grew in both revenue and subscriber in 2020 and is expected to continue solid growth this year alongside new normal momentum that bolsters demands for broadband connectivity.



## PAY TV BUSINESS

Penetration rate of cable TV and satellite TV in Thailand was approximately 66 percent. TrueVisions is the leading pay TV and HD TV provider with the total customer base of 3.9 million, of which 2.2 million subscribed to its premium and standard packages while the rest were FreeView and Free-to-air customers, at the end of 2020.

The pay TV business in Thailand has been affected by economy, piracy and consumers' behavior shift towards digital media and online consumption particularly over-the-top (OTT) services. True Group's digital platform, TrueID and TrueID TV, has served this behavioral shift well with increasing scale and strong market responses. Meanwhile, TrueVisions remains the content bank for True Group, continuing to equip its portfolio with an extensive range of quality content, and will progress toward online and offerings that better respond to consumers' preferences to resume growth.

## 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	Resale of Telecommunication Service, Internet Service	-	11 Nov 2009	-
2 True Internet Corporation Company Limited (TICC)	1	Resale of Telecommunication Service, Internet Service	-	26 Aug 2009	-
3 True Move H Universal Communication (TUC)	1	MVNO, Internet Service, Resale of Telecommunication Service	-	11 May 2016	-
4 True Internet Corporation Company Limited (TICC)	2	International Internet Gateway & National Internet Exchange (IIG & NIX)	-	25 Sep 2017	-
5 True Internet Corporation Company Limited (TICC)	3	Fixed Line Service and IPLC	20 years	8 Dec 2006	7 Dec 2026
6 True Move H Universal Communication (TUC)	3	International Direct Dialing (IDD) and VAS	15 Years	22 Jun 2016	21 Jun 2031
7 True Move H Universal Communication (TUC)	3	ISP (WiFi)	15 Years	23 Nov 2016	22 Nov 2031
8 True Move H Universal Communication (TUC)	Frequency	Frequency band 2100 MHz	15 years	7 Dec 2012	6 Dec 2027
9 True Move H Universal Communication (TUC)	Frequency	Frequency band 1800 MHz	17 years 9 months	4 Dec 2015	15 Sep 2033
10 True Move H Universal Communication (TUC)	Frequency	Frequency band 900 MHz	15 years 3 months	16 Mar 2016	30 Jun 2031
11 True Move H Universal Communication (TUC)	Frequency	Frequency band 2600 MHz	15 years	16 Mar 2020	15 Mar 2035
12 True Move H Universal Communication (TUC)	Frequency	Frequency band 700 MHz	15 years	27 Dec 2020	26 Dec 2035
13 True Move H Universal Communication (TUC)	Frequency	Frequency band 26 GHz	15 years	17 Feb 2021	16 Feb 2036
<b>Broadcasting and Television license</b>					
14 True Visions Group Co., Ltd.	Broadcasting and Television Network	Subscription Television Network Service	15 years	21 Jan 2013	20 Jan 2028
15 True4U Station Co., Ltd.	Broadcasting and Television Service	Digital Terrestrial Television Service	15 years	25 Apr 2014	24 Apr 2029
16 Thai News Network (TNN) Co., Ltd.	Broadcasting and Television Service	Digital Terrestrial Television Service	15 years	25 Apr 2014	24 Apr 2029

Remarks: Announcement of the NBTC on Licensing Criteria and Procedures for Telecommunication Services (as announced in the Royal Thai Gazette, dated 19 March, 2020) regulated the Term of Type 1 and Type 2 licenses shall be continuously valid and granted to the Licensee subject to its telecommunication services and operations.

## THREE-YEAR BUSINESS GOALS

### THREE-YEAR BUSINESS GOALS

True Group is Thailand's leader in digital infrastructure, connecting people, the economy and society, and advancing Thailand into a technologically enhanced future for a better living experience.

### NETWORK: ELEVATING QUALITY OF LIFE WITH TRUE GROUP'S SUPERIOR NETWORK THAT IS FAST, COMPREHENSIVE AND THE BEST IN THAILAND

True Group is determined to be the 5G leader in Thailand through advanced technology and comprehensive digital and fulfillment platforms. True Group is singularly capable of delivering exceptional network quality through its comprehensive spectrum portfolio which has the optimal mix of the industry's largest inventory of low-band frequencies (700 MHz, 850 MHz\* and 900 MHz) for network coverage and in-building penetration, mid-band frequencies (1800 MHz, 2100 MHz and 2600 MHz) for capably supporting high usage in heavily populated areas and high-band 26 GHz frequency for enabling vertical industries to better manage responses to demand, while simultaneously increasing their business efficiency.

The Synergy with strong partners, particularly China Mobile which is the world's largest mobile operator, and True Group's leading digital ecosystem of advanced technology and intelligence solutions such as AI, Robotics, Deep Data Analytics and Smart IoT, give True Group a significant competitive advantage.

True Group will continue to expand its fiber network (FTTx) throughout the country in order to increase broadband access for consumers and for enterprises in both the B2C and the B2B segments. The superior and high-speed fiber networks are enhanced by being bundled with innovative devices and advanced technology.

These network assets will further drive digital revolution in the Thai society, especially in the industrial segment, and propel Thailand forward to a sustainable smart country with ever-greater global competitiveness.

### TECHNOLOGY DIGITAL: UPLIFT AND DIFFERENTIATE SERVICES WITH COMPREHENSIVE DIGITAL ECOSYSTEM

#### BRIDGING ONLINE AND OFFLINE WORLDS THROUGH CREATING AN OMNI-EXPERIENCE FOR USERS

Possessing the digital capabilities and platforms to provide a truly seamless omni-channel experience, True Group aims to utilize its capabilities to bridge the gap between online and offline experiences using applications and platforms services, all the while maintaining good service experiences and creating new business opportunities.

\*Under CAT Telecom

## DEVELOPING E-COMMERCE ECOSYSTEM FOR A SUSTAINABLE DIGITAL ECONOMY

True Group remains committed to developing an e-commerce ecosystem on its network and platforms such as True Smart Merchant, TrueRyde and TrueFood. The ecosystem will strengthen small businesses by allowing them to reach new customers, increase sales and service channels and help them manage the customer lifecycle in order to operate sustainably in today's digital economy.

## STRENGTHENING DATA ANALYTICS AND AI CAPABILITIES

True Group aims to drive business through the development of data analytics while always remaining in compliance with the Personal Data Protection Act (PDPA) and other related regulations. True Group has been strengthening its core data analytics capabilities and AI technologies to increase customer understanding, thereby enabling True Group to create strategies and products that will result in a more seamless and precise experience journey for all users in both online and offline worlds.

## ESTABLISHING TRUE AS THE CENTER OF IOT SERVICES

True Group aims to capture IoT market growth by expanding IoT solutions to cover both vertical industries and lifestyle consumers, establishing the True brand as the center of IoT services for all. This will help bolster business potential for various industries including the agriculture, property, hospitality, smart city and industrial sectors. These IoT solutions will optimize process and productivity while delivering a truly fast, flexible and automated user experience.

## EXPANDING PRODUCTS AND SERVICES INTERNATIONALLY

Along with the continuous growth from early expansions in Thailand, there are international opportunities for True Group's products and services in both B2C and B2B markets. TrueID has been launched as the hero pilot toward establishing a meaningful presence in the digital entertainment and lifestyle markets in ASEAN.

## PARTNER: KEY COMPONENT TO MAKE CHANGE AND CREATE ADDED VALUE

True Group continues to strengthen collaboration with various partners as it is one of the key driving forces to help grow business sustainably. These include China Mobile, with which True Group has shared telecommunications expertise focusing on products and services, network and procurement; large organizations which work cohesively with True Group in utilizing advanced technology for elevating standards and offerings in various vertical industries; strategic partners through which True Group is greatly enabled in reaching a wider range of consumers better and more efficiently; geo-based business partners which possess deep understanding of consumers in their specific regions, allowing True Group to craft its response to consumer needs; and startups among which new and innovative ideas that help strengthen the digital ecosystem are shared.

## EMPLOYEES: UPSKILL AND SUPPORT THE NEXT GENERATION

### DEVELOPING A TALENT PIPELINE TOWARD BUILDING A DIGITAL ORGANIZATION

True Group prioritizes its employees that, together, they constitute the key drivers for creating and maintaining a successful organization. True Group has groomed employees in self-development as well as upskill in digital technologies and other skills that are necessary to be high performers in today's and the future workplace as a digital organization. True Group will remain at the forefront of introducing the latest communicative technology

innovations into the workplace to enhance employee efficiency and productivity, and to foster employees as part of the True Family while improving quality of life and invigorating the work environment. Simultaneously, True Group will continually develop new generations of leaders to cultivate a culture that enables employees to share ideas and realize their full potential.

## **SUSTAINABILITY: EMBRACING INNOVATION TO TRANSFORM THE WORLD AND THAILAND**

### **ENCOURAGING THE RIGHT MINDSET**

True Group strives to develop a sustainable organization encompassing economic, social, and environmental responsibility, under the 3H's mission: Heart Health Home. As its foundation, True Group adheres to organization transparency and good governance, as well as thorough consideration of both positive and negative effects to all stakeholder groups. Principles of care for the society and for the environment, as well as enhancement of the value of life are at the core of True Group's mission of sustainability.

## RISK FACTORS

True Group sees continued growth opportunities in year 2021 after achieving key milestones in year 2020 as core Telecommunication services particularly mobile and broadband internet continued to grow for both revenue and subscriber base, television business progressed toward online while digital related businesses exhibited strong growth matching rising demand from both consumer and enterprise segments. 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, 700 MHZ, 2600 MHZ AND 26 GHZ 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, of which the license fee is Baht 17,584 million. On 24 December 2020, TUC made a payment for the license fee of 700 MHz IMT spectrum for the first installment in the amount of Baht 1,758.4 million and, consequently, TUC is entitled to utilize 700 MHz IMT spectrum on 27 December 2020 to provide mobile service for 15 years. This license will expire on 26 December 2035. However, TUC shall be still responsible for the license fee payment of the remaining 9 installments in the second to tenth anniversary of license acquisition. This 700 MHz IMT spectrum will support True Group to generate more income from mobile service, though True Group bear the burden of license fee of this spectrum.

Besides, on 16 February 2020, TUC won the auction for 2600 MHz IMT spectrum set no. 11-19, the license value is Baht 17,872.88 million, and 26 GHz IMT spectrum set no. 1- 8, the license value is Baht 3,576.88 million.

Regarding 2600 MHz IMT spectrum, the first license installment has already been paid and the license certificate for 2600 MHz IMT spectrum is obtained on 16 March 2020, thus, TUC can provide mobile service for a period of 15 years. The mentioned license certificate will expire on 15 March 2035. However, TUC is still responsible for the payment of the 6 remaining installments for the fifth to tenth anniversary of license acquisition, in case the network is expanded as specified by the NBTC. Regarding 26 GHz IMT spectrum, the payment will be made within 1 year from the day of receiving of notice of auction winner (19 February 2020).



## 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 including deployment of 5G network and services, introducing mobile packages together with various devices to increase market share along with continued growth in mobile internet usage. 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 with comprehensive spectrum portfolio and digital ecosystem. True Group's 4G and 3G network coverage has reached 98% population coverage nationwide. Furthermore, True Group is committed to developing and enhancing the network quality and coverage including bringing 5G service to the services in 77 provinces nationwide. Also, 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. This, together with its expanding sales and distribution channels through collaboration with partners 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. However, True Group companies have followed relevant steps in accordance with NBTC regulations. 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 28 October 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, True Group's major competitors (such as TOT, 3BB, and AWN which provides AIS Fiber broadband) have continued expanding their services in the BMA, where is one of TrueOnline's core

markets. However, TrueOnline's broadband internet offerings via advanced and efficient FTTx, 1Gbps internet speed with innovative devices, and high-value offerings through a combination of the Group's various products particularly TrueID and TrueID TV box increase its revenue growth potential further.

While True Group expects overall competition across all of its businesses to remain intense, True Group has competitive advantages given the strength of its brand and its ability to provide fully-integrated services and diverse content via its convergence strategy, as well as its comprehensive digital ecosystem and synergy with partners on nationwide distribution channels. These offerings should continue to 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.

However, True Group believes that TrueVisions' superior-quality content, 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, in the year 2019, Thaicom 5 Satellite Service Agreement, which provides broadcast through Ku-Band transponders, has expired on 31 December 2019. TrueVisions has leased Ku-band transponder on the new Thaicom-8 satellite in order to provide services to subscribers for continuity and in a long term. However, regarding the services through C-Band transponder whose Agreement expires in June 2020, in the mid of February 2020, Thaicom Public Company Limited has informed TrueVisions that Thaicom 5 Satellite is needed to be retired on 26 February 2020. Therefore, the services through Thaicom 5 Satellite in C-Band transponder of TrueVisions will be ceased prior to the expiration of Term of the Agreement in June 2020 due to technical failures of the Thaicom 5 Satellite status notification system, which cannot be resolved. TrueVisions, therefore, has the obligation to expedite the promotion of C-Band customers to immediately replace the relevant equipment to be able to continue watching the TrueVisions service on the Ku-Band system.

## 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 19 June 2019, TUC has been granted 2x10 MHz of 700 MHz spectrum licenses on 27 December 2020 to provide mobile phone services for a period of 15 years. The license will expire on 26 December 2035. Besides, on 16 February 2020, TUC won the auction of 2600 MHz spectrum and 26 GHz. Regarding the 2600 MHz spectrum, TUC has obtained the license on 16 March 2020 to provide mobile phone services for a period of 15 years and the license will expire on 15 March 2035. Regarding the 26 GHz spectrum, TUC must pay the spectrum fee in full within 1 year from the date of receiving a notice of auction winner (19 February 2020).

This results 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 or 5G services or other related 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, 5G 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 3 December 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 previously allocated and granted by the NBTC and the 850 MHz frequency obtained as Mobile Virtual Network Operator. On 4 December 2015, TUC has obtained the 1800 MHz spectrum license and the telecom service license which is valid until 15 September 2033. Also, on 16 March 2016, TUC has been obtained the 900 MHz spectrum license and the telecom service license which are valid until 30 June 2031. On 19 June 2019, TUC has been granted 2x10 MHz of 700 MHz spectrum licenses and TUC obtained the 700 MHz spectrum licenses on 27 December 2020 to provide mobile phone services for a period of 15 years. The license will expire on 26 December 2035. Besides, on 16 February 2020, TUC won the auction of 2600 MHz spectrum and 26 GHz. Regarding the 2600 MHz spectrum, TUC has obtained the license on 16 March 2020 to provide mobile phone services for a period of 15 years and the license will expire on 15 March 2035. Regarding the 26 GHz spectrum, TUC must pay the spectrum fee in full within 1 year from the date of receiving a notice of auction winner (19 February 2020).

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 16 September 2013 to 17 July 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 17 November 2015, TrueMove filed a complaint to revoke such resolution because during the period TrueMove provided service to protect the subscribers from 16 September 2013 to 3 December 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 2 November 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 1 November 2015 to 3 December 2015 in the amount of Baht 709.65 million.

In addition, on 7 September 2018, the Office of the NBTC has notify the NBTC's resolution No. 17/2561 dated 5 September 2018 that TrueMove has to deliver its income from providing mobile service under 1800 MHz spectrum during 18 July 2014 to 3 December 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 6 December 2018, TrueMove has filed a complaint to revoke such resolution. Currently, the case is in the process of the Central Administrative Court.

On 6 September 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 16 September 2013 to 3 December 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 24 September 2019, submitted a request to revise the complaint on the claimed amount to be Baht 8,234.57 million.

Besides, as a result of following the Protection of Subscribers Notification, the Office of the NBTC filed a lawsuit against TrueMove at the Central Administrative Court, requesting TrueMove to remit revenue from mobile phone service on the 1800 MHz frequency according to the Protection of Subscribers Notification from September 2013 to July 2014 in the amount of Baht 1,150.66 million. On 7 June 2019, NBTC has submitted the motion to amend the plaint in connection with the litigation capital in total amount of Baht 3,637.63 million. On 17 February 2020, TrueMove has submitted the motion objecting the mentioned motion to amend the plaint to the Central Administrative Court. The NBTC has filed a lawsuit against the Central Administrative 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 DISPUTES OVER EXCISE TAX**

Since 2007, the Cabinet has approved the zero-rate excise tax (from originally imposed an excise tax of 2% and 10% for fixed-line phones and mobile phones, respectively) which would allow TOT and CAT to receive full revenue share or benefits. However, for the time until the zero-tax excise tax regime had been implemented, the total amount paid by the private operators to government agencies (including Ministry of Finance, TOT and CAT) remained unchanged. Presently, there are 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. For instance, CAT filed an appeal of the judgment of the Central Administrative Court which dismissed the CAT's 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. On 22 April 2020, the Supreme Administrative Court has a judgment to dismiss the CAT's petition for revocation of the arbitral award. This case then became final.

Moreover, CAT has demanded TrueMove for indemnification of value added tax on the benefits relating to the excise tax together with the tax penalties and surcharges as assessed by the Revenue Department against CAT (which CAT had filed the petition to the tax cost but lost the case) as well as the litigation expenses, fees and interests arising out of or in connection with the non-performance of the Agreement, totaling Baht 1,302.8 million (calculated till the end of March 2012). It is probably that CAT may bring this case to arbitration. However, True Group is of view that TrueMove has no obligation to make such payment. As the result of the case is unpredictable, Truemove has not recorded or accrued such demanded amount in the financial report. If the final outcome of the dispute is not in favor of TrueMove, TrueMove may have to pay such amount and record such value added tax as an additional overdue expense which are collectively determined as the principal amount of not more than Baht 1,302.8 million.

In relation to TOT, TOT submitted the case to arbitration claiming the Company to return the shared revenue which the Company had received from the fixed line business in excess amount of Baht 1,479.62 million including interest. The Company filed a petition to the Central Administrative Court to revoke the arbitration award which ordered the Company to pay the shared revenue including interests as TOT requested. TOT had earlier sent the Company a demand letter demanding the Company to return the money that TOT had provided to the Company during January 2003 until December 2006, for payment of excise tax and value added tax to the Ministry of Interior on behalf of TOT, amounting to Baht 1,479.6 million together with the interest at the rate of 7.5% per annum and applicable value added tax. The Company asserts that it is not bound to return the money to TOT because it had paid excise tax and value added tax to the Ministry of Interior per the direction, and on behalf, of TOT. The Excise Department also issued a receipt and a tax invoice under TOT's name and tax ID. The Company neither breached the contract nor broke the law and the claim amount requested by TOT is the same amount which TOT seeks in the arbitration. On 26 September 2018, the Central Administrative Court ruled to dismiss the arbitration award. Namely, the Company has no obligation to make a payment to TOT. As the case is not yet final, TOT has appealed the case to the Supreme Administrative Court.

## RISKS FROM DISPUTES OVER REVENUE SHARING

CAT filed a petition with the arbitration requesting TrueMove to pay for revenue shortfall in the amount of Baht 18,555.95 million which had arisen 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. On 1 September 2015, by a majority of votes, the arbitral tribunal made an award that TrueMove had to pay to CAT for the shortfall for the 15<sup>th</sup> year of operation, amounting to Baht 1,571.60 million together with the penalties at the rate of 15% penalty per annum from such principal calculating from 14 December 2011 to the date the payment has been completed. However, the minority votes of the arbitral 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 4 December 2015.

On 21 August 2020, TrueMove filed a motion to withdraw the case since TrueMove has a view that it is not necessary to proceed the case further. The Central Administrative Court permitted such withdrawal and disposed the case. The case then became final.

Based on the view taken by the minority, TrueMove has understood in good faith that the revenue from IC can be excluded from the calculation of revenue sharing payable to CAT. Therefore, on 18 January 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 arbitration filing until the date the payment to TrueMove is completed. On 6 December 2019, the arbitral tribunal awarded to dismiss the arbitration case of TrueMove. TrueMove desired not to file a petition to revoke such award. The case then became final.

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 8 August 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. Then CAT submitted a motion to revoke the award of the arbitration to the Central Administrative Court on 5 November 2018; 2) On 18 October 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. Then CAT submitted a motion to revoke the award of the arbitration to the Central Administrative Court on 18 January 2019; and 3) On 24 May 2019, the arbitration has an award 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 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 as requested. Then CAT submitted a motion to revoke the award of the arbitration to the Central Administrative Court on 16 August 2019. On 21 August 2020, CAT filed a motion to withdraw all 3 cases because since CAT has a view that it is not necessary to proceed the cases further. The Central Administrative Court permitted such withdrawal and disposed all the cases. These 3 cases then became final.

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

Hutchison CAT Wireless Multimedia Limited (“Hutchison 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 Hutchison CAT for 2 cases. In the first case, on 30 December 2008, CAT demanded for Baht 1,204 million from Hutchison CAT, however, Hutchison 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 11 September 2015, the arbitration panel ruled to dismiss CAT’s claim and Hutchison CAT’s counterclaim. CAT filed a petition to revoke the award of the arbitration panel to the Central Administrative Court on 25 December 2015. On 21 August 2020, CAT filed a motion to withdraw the case to the Central Administrative Court and the Central Administrative Court permitted such withdrawal and disposed the case. The case then became final. In the second case, CAT demanded Baht 241 million under the same Agreement. On 13 August 2015, the arbitration panel ruled that Hutchison CAT had to pay Baht 91.83 million including 7.5% interests per annum and dismissed CAT’s claim for Baht 146.82 million. Hutchison CAT and CAT submitted a plea to withdraw the arbitration award to the Administrative Court. On 24 September 2019, the Central Administrative Court had revoked some parts of the award of the arbitration panel. On 24 October 2019, Hutchison 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. On 21 August 2020, Hutchison CAT and CAT filed a motion to withdraw the appeal to the Supreme Administrative Court and the Supreme Administrative Court permitted such withdrawal and disposed the case. The case then became final.

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, Hutchison CAT 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 Hutchison CAT 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 20 March 2014, CAT filed a lawsuit at the Central Administrative Court against Hutchison CAT, BFKT, and the bank who issued letters of guarantee for the payment, claiming that Hutchison 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 Hutchison CAT of approximately Baht 1.27 billion and from Hutchison CAT and BFKT of approximately Baht 298.40 million. Hutchison 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. On 21 August 2020, CAT and Hutchison CAT filed a motion to withdraw the case because CAT and Hutchison CAT viewed that it is not necessary to proceed the case further. The Central Administrative Court permitted such withdrawal and disposed the case. The case then became final.

## **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. TrueMove 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 TrueMove. The Central Administrative Court ruled in favor of TrueMove. 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 TrueMove 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. TrueMove 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, TrueMove 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 3 August 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 31 July 2014, the Central Administrative Court had the order to dismiss the case and the Company had appealed the case to the Supreme Administrative Court. On 26 September 2019, 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 26 December 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 23 February 2016, the Central Administrative Court had the order to revoke the NTC acting on behalf of the NBTC's meeting resolution no. 30/2554 on 28 September 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 TrueMove 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 TrueMove and CAT had already expired on 15 September 2013. During the period which TrueMove 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 28 October 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 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 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 4 September 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 Baht 59.1 million, 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 11 October 2018. TOT has submitted the enforcement request to the Administrative Court on 14 February 2019. The Company has submitted the motion objecting the enforcement request of TOT on 15 July 2019. The Central Administrative Court has order

to combine the cases. On 29 December 2020, the Central Administrative Court decided to revoke the award of the arbitration and to dismiss the TOT's enforcement request, which the decision is in favor of the Company. However, the case is not yet final because TOT may file an appeal to the Supreme Administrative Court.

## **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 223.0 billion at the end of 2020, increasing from Baht 205.1 billion at the end of 2019 due to additional borrowings to support the Group's business expansion, license fee payments and working capital requirements. 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 improving cash flows from operations, vendor financing, and asset divestment. True Group is committed to maintain its financial discipline and will select an optimal mix of capital structure to support future expansion.

## RISKS FROM FOREIGN EXCHANGE RATE

True Group adopts the following foreign currency risk management practice in order to manage the risks arising from fluctuations in currency exchange rates as a part of its payables is foreign currency denominated.

- 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.

At 31 December 2020 and 2019, the outstanding foreign currency liabilities as follows:

LIABILITIES	CONSOLIDATED FINANCIAL STATEMENTS	
	2020 CURRENCY MILLION	2019 CURRENCY MILLION
US Dollar	1,605.66	1,558.54
Japanese Yen	0.04	0.04
Great British Pound Sterling	0.08	0.03
Euro	0.08	0.81
HKD	0.19	1.04
SGD	0.01	0.01
PHP	1.16	-

Foreign currency liabilities represent trade accounts payable, other payables and financial leases.

## 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 THE DEBENTURE

**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 debentureholders' 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 the issuer's 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 date 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 in the secondary market. The issuer will not trade the debentures on any exchanges. 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 21 May 2020, 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.

## **RISKS FACED BY TRUE GROUP FROM THE COVID-19 OUTBREAK**

True Group has planned for the implementation measures to cope with the COVID-19 outbreak since January 2020. The COVID-19 War Room Committee was set up with the direct report to the President (Co) to determine the measures to prevent the disease that may spread to employees, customers, business partners and other contacts. The mandate and support for the continuity of customer service include the screening measures, the hygiene cleaning of the office buildings and the service areas. The standard health sanitation measures have been applied to all frontline functions including technicians, regional sales and shop representatives.

The Company has applied technology and digital platform to facilitate work from home scheme so that the employee can operate work for continuous services, mitigating risk of travelling to work during the pandemic. True Connect application helps enable virtual work effectively. It allows employees working from home to promptly receive the Company announcement and measures, practically create electronic forms as a work process including e-approval, e-work order, e-assignment, etc. The application equips with work assist functions like sending-receiving text messages and files, follow-up alert, and group or individual voice call and video call in VRoom. Besides,



the employees receive mobile package unlimited data usage and free call among TrueMove H. On health, safety and hygiene aspects, True has provided adequate personal hygiene supplies and protection e.g., alcohol hand gel, face masks. The meticulous cleaning and sanitizing guideline have been put in place to ensure of clean workplace. During the relaxing phases, manpower management and shift are carried out; social distancing practices in office and common area are communicated and applied.

The digital technology and digital platform have been introduced to facilitate customer service such as True iService which is the after-sales service application for all kinds of True service 24 hours. In addition, True Store online application, TrueID application and 'Mari AI' Chat are among digital platform services provided to True's customers in helping of reducing risk of COVID-19 infection.

True Group is well aware that the communication infrastructure is crucial and necessary for the daily life. With this respect, all staff responsible for the network operations of True Group networks including fiber broadband, cable TV, and mobile are readily prepared to assure Thai people to have continuous and efficient connectivity anytime, anywhere from work at home, online study, online from home in the daily life. True Group has expanded the bandwidth 3 times of the normal usage for Domestic Bandwidth connecting access and exchange with domestic gateway and International Bandwidth to support entertainment content, news update, VDO conference meeting, and other online activities. Our engineering team is assigned to standby 24 hours to monitor the network quality online, real-time from access remote to check the network signals from everywhere to support work from home.

In addition, our Cells on Wheels (COW) have been stationed at various hospitals to increase the efficiency of network in the areas of intensive use of internet. We have prepared our technician teams to be ready for immediately solving problems. Our network team has continuously exercised the business continuity plan to ensure that our nation-wide network is ready and with highest efficiency to continuously support the increasing usage for Thai people to have access to communication all the time and will be able to get through this crisis together.

As a consequence of the COVID-19 pandemic, True Corporation is aware of the impact on the wider community. The Company constantly seeks out solutions to help the community during the pandemic. For example:

- TRUE VIRTUAL WORLD – platform portal for VLearn/VWork/VRoom
- Develop new platform “Tele Clinic” with Chulalongkorn Hospital COVID-19 Center
- True Digital Health Connect is a hub that contains useful health information and connection between doctors and patients
- True Health Platform has been developed to allow medical doctors to easily access the patient's medical record.
- To develop True5G robot for medical assistant
- Provide frontline medical personel in Samutsakorn province with mobile communication equipments and SIM cards.

- Free SIM card loaded with data allowance for use during quarantine
- Free data for MorChana application
- Free 60 minutes voice call to any mobile provider via TrueID application
- Free COVID-19 insurance for top-up prepay SIM

As previously mentioned, True Group has a business plan and can modify the business and investment in accordance with the ongoing customer behavior changes. This includes preparing staff members to adapt to the 'New Normal' working conditions. True group supports the development of new technology to assist the country so that the community can constantly sustain itself throughout the crisis.

## 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.

The recent threats of COVID-19 pandemic, changes of customer behavior and Thailand economy continuous downturn are inevitable challenges towards the Company operations. Additionally, predicted as substantial factors that will impact telecommunication, the advancement of 5G technology and the enforcement of Personal Data Protection Act B.E. 2562 (2019) (PDPA) in midyear 2021 are recognized by True as an important part of development towards the fourth industrial revolution which is accounted by Thailand's policy. Additionally, 5G and PDPA are 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, security systems, and land, water and air communication to be faster and safer in order to conform to the national development sustainably. True has conducted threats assessment and predictions as follows.

### 1. The civil lawsuit against the Company related to 5G services in daily living

One of the remarkable characteristics of 5G technology is the stability of quality in receiving and sending data which not only as clear and as fast as comparing to network on fiber optic, but also enable data retrieve from Cloud storage in no time. This includes the developed technology that offers download and upload faster than in 4G technology. This promising 5G technology provides quicker response and more accurate control.

The COVID-19 pandemic and the economic recession increases the need to integrate the use of 5G technology in all aspects of the daily living. For instance, promote the use of 5G technology in medical field, and integrate vehicle tracking technology in logistic transport. In a scenario where the customer experiences negative consequence from 5G services, this could result in civil lawsuit against the 5G provider. The Company as a 5G provider may be partially responsible for the damage resulting from the use of 5G technology. The liability to the Company per lawsuit is expected to be no less than Baht 5 million per case.

In order to reduce risk of getting sued on the 5G technology related issues, True has plans of mitigations as below;

- Establishing a corporate governance committee to oversee the development of 5G, to analyze impact of 5G services in every aspect and consider appropriate operation plans
- Designing redundant network architecture to enable the active-active network in order to assure network availability
- Having preventive maintenance on timely basis and effective communication from Network Operation Center (NOC) in order to reduce the recovery time to restore services to pre incident level

2. Risk of international trade barrier from western countries, causing from the Company cooperation of 5G development with operator from China.

Since the telecommunication operators in China receive supports and strategies directly from the Chinese government to develop and integrate 5G technology into every industry - logistic, energy, agriculture, education and public health to name a few. With successful development under competitive investment in the telecommunication industry, the Chinese operators play an important role in global telecommunication network.

The western countries concern that the 5G telecommunication hardware from Chinese manufacturers is the threat to cyber security, in which they make it possible for China to spy on the other countries. Hence, the western countries set up trade barriers against China.

In consequence, the trade barrier against China becomes a threat to the Company in using the 5G technologies from Chinese operators. In this case, True estimates impact to the Company's customer not less than 10 million subscribers / customers.

In this respect, True proactively mitigates risk:

- Study and consider applicable technologies from various operators in choosing material for telecom network infrastructure, and embracing new technologies as appropriate
- Opening to 5G hardware technology from various operators in developing, designing and implementing the Company 5G network, to ensure the effectiveness of 5G services throughout the contract period.
- Promoting the development of innovation in the Company, to reduce impact from unexpected events including trade barriers. Having investment plan with system developer to mitigate the risk.
- Keeping up with the updated of measurements and laws in western countries to assure that there is no impact on the Company.

3. 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. These threats are, for instance, hacking and phishing scams, aiming to obtain customers private data or information, which may lead to a lawsuit against the service provider.

True notices the risk of increasing reliance on digital technology of end-users and liability of customer information storing and protecting, the Company has been promoting the cyber threats awareness to customers as well as elevates the Intrusion Prevention System in preventing cyber threat.

The Company's concern is when the important information of the end-user is 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. These may lead to the decreasing assurance towards the service providers and affecting the long-term business. For this case, monetary impact is expected to be no less than Baht 20 million. 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 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.

#### 4. Global warming from higher energy consumption of 5G Services

5G technology is ready to enhance and stabilize the internet speed to IoT (Internet of Things) more effectively. On the other hand, the energy consumption from 5G services will rise accordingly causing the corporate to responsible to higher carbon footprint record.

The consumption of energy from 5G network infrastructure rises 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 not only involve the cost of operation, but also relate to higher carbon emission which affect global warming situation. For this case, monetary impact is expected to be no less than Baht 60 million.

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 557.9 MWh per year (from 455 base stations) in order to reduce the cost and the risk of energy cost fluctuation in long term.
- Encourage and support a development of innovation in the Company to be a guideline to a high-efficiency network infrastructure design to effectively reduce energy consumption.

# 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 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 February 1993. The Public Company Registration Number is 0107536000081

As at 31 December 2020, 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	Dormant	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

Company Name	Address	Type of Business	Paid-up Capital	% of investment
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
True Digital Group Co., Ltd.	True Digital Park, 9 <sup>th</sup> -12 <sup>th</sup> Floor 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 802.37 million divided into 8.02 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

Company Name	Address	Type of Business	Paid-up Capital	% of investment
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
True E-Logistics Co., Ltd.	18 True Tower, Ratchadapisek 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, Ratchadapisek 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, Ratchadapisek 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, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Telecommunication Services and Internet Solution Provider	THB 22,000 million divided into 220 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, Ratchadapisek 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

Company Name	Address	Type of Business	Paid-up Capital	% of investment
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
True Move Co., Ltd.	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	Dormant	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
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

Company Name	Address	Type of Business	Paid-up Capital	% of investment
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 million 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 up	51.00
Crave Interactive Inc.	7 East 14 <sup>th</sup> 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	Digital Platform for Commercial	Rupiah 61,500 million divided into 2.46 million ordinary shares with a par value of Rupiah 25,000 each	99.98
True Digital Philippines Inc.	16 <sup>th</sup> Floor, JMT Building, 27 ADB Avenue, Ortigas Center Pasig City	Business Process Outsource in Technical Service, Marketing and Customer Relations	Php 10.00 million divided into 10.00 million ordinary shares with a par value of Php 1.00 each and fully paid up.	100.00
True Digital Vietnam Joint Stock Company	21 <sup>st</sup> Floor, VPBank Tower, No.89 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi City, Vietnam	Data Analytics and Digital Solutions	Vnd 4,649,600,000 divided into 464,960 ordinary shares with a par value of Vnd 10,000 each	99.99
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



Company Name	Address	Type of Business	Paid-up Capital	% of investment
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 454,401 divided into 2,200 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 22.72 million divided into 22.72 million ordinary shares with a par value of USD 1 each and fully paid up.	26.00
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
True Axion 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

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Queue Q (Thailand) Co., Ltd.	630/1 Sirichai Building, Ladprao Road, Chankasem Subdistrict, Chatuchak District, Bangkok 10900	Software Consulting Business	THB 8.68 million divided into 1.17 million ordinary shares and 0.56 million preference shares with a par value of Baht 5 each and fully paid up.	30.00
Yi Tunnel (Beijing) Technology Co.,Ltd.	Unit 8, Room 1151, 13F, No.3 Building, East Daqiao Road, Chaoyang District Beijing, China	Technology Develop	524,431 ordinary shares of zero par value each	25.00
Mediaload PTE .Ltd.	51 Goldhill Plaza #07-10/11, Singapore 308900	Digital Media	6.68 million ordinary shares of zero par value each	40.05
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. 033 125 100	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 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.	50.00
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 1.08 million 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: (662) 009 9000 Fax: (662) 009 9991 Call Center : (662) 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) 296-5695, (662) 296-2796, (662) 296-5715, (662) 296-2030, (662) 296-4788, (662) 296-4808 Fax: (662) 683-1389, (662) 683-1298

## OTHER SIGNIFICANT INFORMATION

### 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)	Baht 11,098 million	Within January 2019	To repay approximately Baht 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	Baht 1,148 million	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)	Baht 13,000 million	Within January 2019	To repay (1) Approximately Baht 6,467 million of the debentures matured during April to May 2019, and (2) Approximately THB 6,533 million which was partial payment of debenture matured in July 2019
2. To support capital expenditure ,investment or expansion of its business and its subsidiaries	Baht 12,000 million	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.

(3) Objective of fund raising for Debentures of True Corporation Public Company Limited No. 3/2020 Tranche 1-4

Objective	Approximate amount	Use of proceed period	Details
1. To repay existing debt (e.g. loan or matured fixed income securities)	Baht 15,735 million	Within 2020	To repay the Company's and its subsidiary's debentures matured in July 2020 of approximately Baht 5,100 million and in August 2020 of approximately Baht 10,635 million.
2. To support capital expenditure, investment or expansion of its business and its subsidiaries	The remaining amount but not more than Baht 8,265 million	Within 2020	To support working capital of the Company and its subsidiaries

**Governing law**

The laws of Thailand

**SUMMARY OF AGREEMENTS IN RELATION TO THE BUSINESSES OPERATION OF THE GROUP**

- (1) 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 January 2011, for the period of 14.5 years (27 January 2011 - 3 August 2025) and the attached MOU dated 27 January 2011 and dated 17 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.

- (2) The Wholesaling of Mobile Service Agreement (HSPA) (the “Agreement”) between CAT Telecom as the wholesaler and TUC as a reseller for the period of 14.5 years (27 January 2011 - 3 August 2025) and the attached MOU dated 27 January 2011 and dated 17 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 29 December 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 31 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 1 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.

### **(3) 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 approximately 23.38% of the total number of the Fund’s investment units as of 31 December 2020.

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 kilometres 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 kilometres 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 (24 December 2013 - 3 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 (24 December 2013 - 3 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 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) 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 March 2015 - 3 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 December 2017 - 3 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 telecommunications 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 31 December 2014; and (b) 3,000 telecommunications towers by 31 December 2015 pursuant to which the purchase price for such telecommunication towers is Baht 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 kilometres 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 Baht 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 kilometres of FOC or equivalent to approximately 62,594 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. 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 kilometres 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 Baht 3,629,906,842 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 kilometres of FOC or equivalent to approximately 117,147 core kilometres 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 kilometres 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 kilometres 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 Baht 5,312,107,901 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 kilometres of FOC or equivalent to approximately 107,694 core kilometres 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 kilometres of FOC or equivalent to approximately 40,823 core kilometres 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 kilometres of FOC or equivalent to approximately 37,505 core kilometres 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 kilometres of FOC or equivalent to approximately 109,704 core kilometres 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 kilometres of FOC or equivalent to approximately 303,453 core kilometres in capacity in upcountry regions (“Leased Property”) for the period of 20 years from 5 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 Baht 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 Baht 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 its 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 kilometres of FOC or equivalent to approximately 80,014 core kilometres 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 kilometres of FOC or equivalent to approximately 619,986 core kilometres 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 Baht 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 Baht 200 million and for the TICC Leased Property for Additional Investment No. 3 at Baht 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 January 2015;
- b) 13,993 slots on 6,000 telecommunications towers commencing from 1 January 2016; and
- c) 15,249 slots on 6,000 telecommunications towers commencing from 1 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 28 November 2017; and
- c) Properties from TUC Towers for Additional Investment No. 3 : 5,178 slots on 2,589 telecommunications towers commencing from 17 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 28 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 17 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 31 December 2027 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, the term will be extended to expire on 15 September 2033 ; and



- b) Properties from TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3 : until 15 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 28 November 2017;
- c) Properties from TUC Towers for Additional Investment No. 3: 5,178 slots on 2,589 telecommunications towers commencing from 17 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 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 September 2033; and
- b) Properties from TUC Towers for Additional Investment No. 4 : until 15 September 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 kilometres 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% of TUC FOC for additional investment No. 2 being, FOC for provision of mobile services in provincial areas with a length of 1,113 kilometres or equivalent to approximately 62,594 core kilometres in capacity; and
  - 80% 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 kilometres or equivalent to approximately 117,147 core kilometers in capacity.
- c) Properties from part of the FOC for additional investment no. 3:

#### **TICC**

- 80% 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 kilometres or equivalent to approximately 220,428 core kilometres in capacity (the “True Move FOC for FTTx for Additional Investment No. 3”).

#### **TUC**

- 80% 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 kilometres or equivalent to approximately 252,006 core kilometres in capacity (the “TUC FOC for Additional Investment No. 3”); and
- 80% 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 kilometres or equivalent to approximately 117,871 core kilometres 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 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 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 31 December 2026 and upon the occurrence of the Effective Date for Additional Investment No.3 occurs, which is 17 May 2018, the term will be extended to expire on 15 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 31 December 2018), until 31 December 2021.

b) Properties from part of the FOC for Additional Investment No. 2 and FOC for Additional Investment No. 3 : until 15 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% 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 kilometres or equivalent to approximately 107,694 core kilometers in capacity (the “TUC FOC for FTTx for Additional Investment No. 4”).

#### **TICC**

- 80% 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 kilometres 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 kilometres 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 28 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 31 December 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, which is 17 May 2018, the term will be extended to expire on 15 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 31 December 2018), until 31 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 15 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 kilometres 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 kilometres 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 kilometres 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 kilometres 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% 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 kilometres 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 28 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 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 7 December 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, which is 17 May 2018, the term will be extended to expire on 15 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 15 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 NBTC.

**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 15 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 24 December 2013 between the Telecom Asset Manager and the Fund (as amended and supplemented including pursuant to a supplement agreement dated 5 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 24 December 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% 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% 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% 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% 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% 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% of the total issued shares in such subsidiaries.

### **3. Letter of Undertaking dated 24 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 24 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 21 MAY 2020)

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. THAI NVDR COMPANY LIMITED <sup>4/</sup>	2,030.52	6.08
4. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED <sup>5/</sup>	370.61	1.11
5. UOB KAY HIAN (HONG KONG) LIMITED - Client Account <sup>3/</sup>	270.77	0.81
6. STATE STREET EUROPE LIMITED <sup>5/</sup>	262.48	0.78
7. UBS AG HONG KONG BRANCH <sup>6/</sup>	220.44	0.66
8. CORE PACIFIC YAMAICHI INTERNATIONAL (HK) LIMITED-CLIENT <sup>3/</sup>	148.57	0.44
9. MR. SOMPOB TINGTHANATHIKUL	121.00	0.36
10. EAST FOURTEEN LIMITED-DIMENSIONAL EMER MKTS VALUE FD <sup>5/</sup>	104.51	0.31

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 Sumetjaravanon 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 Chiaravanont 4.22%, Mrs. Somsri Lamsam 4.21%, Mr. Noppadol Chearavanont 3.00% and Mrs. Nuchanart Chiaravanont 3.00%), held 17.84% 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 ATCM Holding Company Limited), held 4.31% of TRUE's shares
- (5) Jumbo Kingdom Ventures Limited which operates business in investment (held by Active Business Holding Limited), held 3.36% 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 ATCM Holding Company Limited), held 2.84% of TRUE's shares
- (7) Worth Access Trading Limited which operates business in investment (100% held by CPG Overseas Company Limited), held 2.32% of TRUE's shares.
- (8) C.P. Interfood (Thailand) Company Limited which operates businesses in production and wholesale of ready-made meat products (99.99% held by CPG), held 2.21% 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) 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
- (11) C.P. Holding (Thailand) Company Limited which operates business in investment (99.99% held by Charoen Pokphand Holding Company Limited), held 0.66% of TRUE's shares
- (12) Charoen Pokphand Holding Company Limited which operates business in investment (99.99% held by CPG), held 0.62% of TRUE's shares
- (13) Kasetphand Industry Company Limited which operates businesses in production and distribution of livestock farming equipment products (99.99% held by CPG), held 0.61% of TRUE's shares and
- (14) Creative Light Investments Limited which operates business in investment (100% held by Charoen Pokphand Holding Company Limited), held 0.31% of TRUE's shares

(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/ 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.

5/ 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.

6/ 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.

## 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
3. from its Year 2018 net profits at the rate of Baht 0.09 per share and
4. from its Year 2019 net profit in the form of interim dividend at the rate of Baht 0.09 per share.

# MANAGEMENT STRUCTURE

## 1. THE BOARD OF DIRECTORS

The Board of Directors consists of directors who possess different qualifications in terms of skills, experiences, and special expertise that benefit the Company, including races, nationalities, and genders. 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 3 February 2021, the Company's Board of Directors consisted of 16 directors as follows:

- (1) 2 Executive Directors
- (2) 14 Non-Executive Directors, accounting for 87.50% of the total numbers of the board, consisted of:
  - 6 Independent Directors, accounting for 37.50% of the total numbers of the board which is in compliance with the regulation of the Capital Market Supervisory Board
  - 8 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 3 February 2021) was as follows:

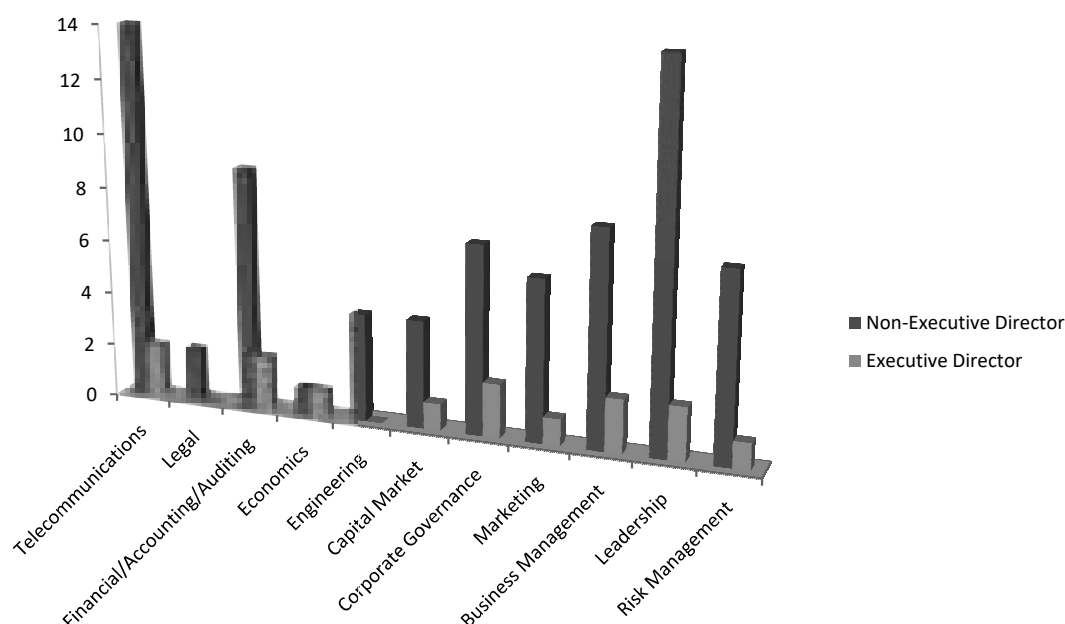
Name			Position
1.	Dr. Kosol	Petchsuwan	Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee
2.	Mr. Joti	Bhokavanij	Independent Director, Chairman of the Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee
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. Gao	Tongqing	Vice Chairman and Member of the Compensation and Nominating Committee
10.	Mr. Umroong	Sanphasitvong	Vice Chairman, Member of the Finance Committee and Member of the Compensation and Nominating Committee
11.	Dr. Li	Feng	Director and Member of the Finance Committee
12.	Prof. Dr. Warapatr	Todhanakasem	Director, Member of the Finance Committee and Member of the Corporate Governance Committee
13.	Mr. Chatchaval	Jiaravanon	Director
14.	Mr. Narong	Chearavanont	Director
15.	Mr. Adhiruth	Thothaveesansuk	Director
16.	Dr. Kittinut	Tikawan	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 Company’s directors give priority to Corporate Governance Policy to encourage all directors to focus on the continuous knowledge development training courses organized by the Thai Institute of Directors Association (“IOD”).

## SKILL MATRIX OF TRUE BOARD OF DIRECTORS

Total Number of Board of Directors (16)



## AUTHORIZED DIRECTORS

Any two of four directors, namely, Mr. Suphachai Chearavanont, Mr. Chatchaval Jiaravanon, Mr. Adhiruth Thothaveesansuk, Mr. Kittinut Tikawan jointly sign with the Company's seal affixed. In case of the signing Financial Statements, certified letter of Financial Statements and other documents relating thereto, the Annual Registration Statement, 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;
- Determine and approve the Anti-Corruption Policy and Measure and supervise the management to implement the Anti-Corruption Policy and Measure;
- 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 3 February 2021, the Audit Committee consists of 3 Independent Directors and at least 1 audit committee member has a sufficient knowledge and experience to review the reliability of financial statements. Details are 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

Remarks:

- 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 2020 ("Form 56-1").
- In the Year 2020, the Audit Committee held 7 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 2020 in the annual report, Form 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 3 February 2021, 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. Gao Tongqing	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 2020 in the annual report, Form 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 3 February 2021, the Finance Committee consists of 5 directors, one 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 2020 in the annual report, Form 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 3 February 2021, the Corporate Governance Committee consists of 3 Directors, one 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 2020 in the annual report, Form 56-1 and on the Company's website.

## The Details of Directors' Attendance in the Year 2020

Name		Board of Directors	Audit Committee	Compensation & Nominating Committee	Finance Committee	Corporate Governance Committee
1. Dr. Kosol	Petchsuwan	9/9	7/7			4/4
2. Mr. Joti	Bhokavanij	9/9	7/7	4/4	5/5	
3. Dr. Harald	Link	9/9		4/4		
4. Prof. Rawat	Chamchalerm	9/9				
5. Mr. Xu	Genluo	7/9				
6. Mrs. Preprame	Seriwongse	9/9	7/7			
7. Mr. Suphachai	Chearavanont	8/9				
8. Dr. Ajva	Taulananda	9/9			5/5	4/4
9. Dr. Li	Zhengmao (Resigned on 23 March 2020)	0/2		0/1		
10. Dr. Gao	Tongqing (Appointed as a Director on 19 June 2020 and as a Member of the Compensation and Nominating Committee on 16 September 2020)	1/4		0/1		
11. Mr. Vichaow	Rakphongphairoj (Resigned on 16 December 2020)	8/8				
12. Mr. Umroong	Sanphasitvong	9/9		4/4	2/5	
13. Dr. Li	Feng	5/9			5/5	
14. Prof.Dr. Warapatr	Todhanakasem	8/9			5/5	4/4
15. Mr. Chatchaval	Jiaravanon	4/9				
16. Mr. Narong	Chearavanont	9/9				
17. Mr. Adhiruth	Thothaveesansuk	9/9				
18. Dr. Kittinut	Tikawan (Appointed as a Director on 17 December 2020)	-				

## 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 3 February 2021, the Executive Committee consists of the following members:

Name			Position
1.	Mr. Suphachai	Chearavanont	Chairman of the Executive Committee
2.	Mr. Noppadol	Dej-udom	Executive Vice Chairman of the Executive Committee
3.	Mr. Adhiruth	Thothaveesansuk	Executive Vice Chairman of the Executive Committee
4.	Mr. Anat	Mekpaiboonvatana	Executive Vice Chairman of the Executive Committee
5.	Mr. Sarit	Jinnasith	Executive Vice Chairman of the Executive Committee
6.	Dr. Michael	Gryseels	Executive Vice Chairman of the Executive Committee
7.	Dr. Kittinut	Tikawan	Member of the Executive Committee
8.	Mr. Kachorn	Chiaravanont	Member of the Executive Committee
9.	Mr. Manat	Manavutiveth	Member of the Executive Committee
10.	Mr. Natwut	Amornvivat	Member of the Executive Committee
11.	Dr. Teeradet	Dumrongbhalasitr	Member of the Executive Committee
12.	Mr. Suphakit	Vuntanadit	Member of the Executive Committee
13.	Mr. Birathon	Kasemsri Na Ayudhaya	Member of the Executive Committee
14.	Miss Yupa	Leewongcharoen	Member of the Executive Committee
15.	Miss Sarinra	Wongsuppaluk	Member of the Executive Committee
16.	Mr. Suwicha	Pornawalai	Member of the Executive Committee
17.	Dr. Naetchanok	Wipatasinlapin	Member of the Executive Committee
18.	Dr. Teerapon	Tanomsakyut	Member of the Executive Committee
19.	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

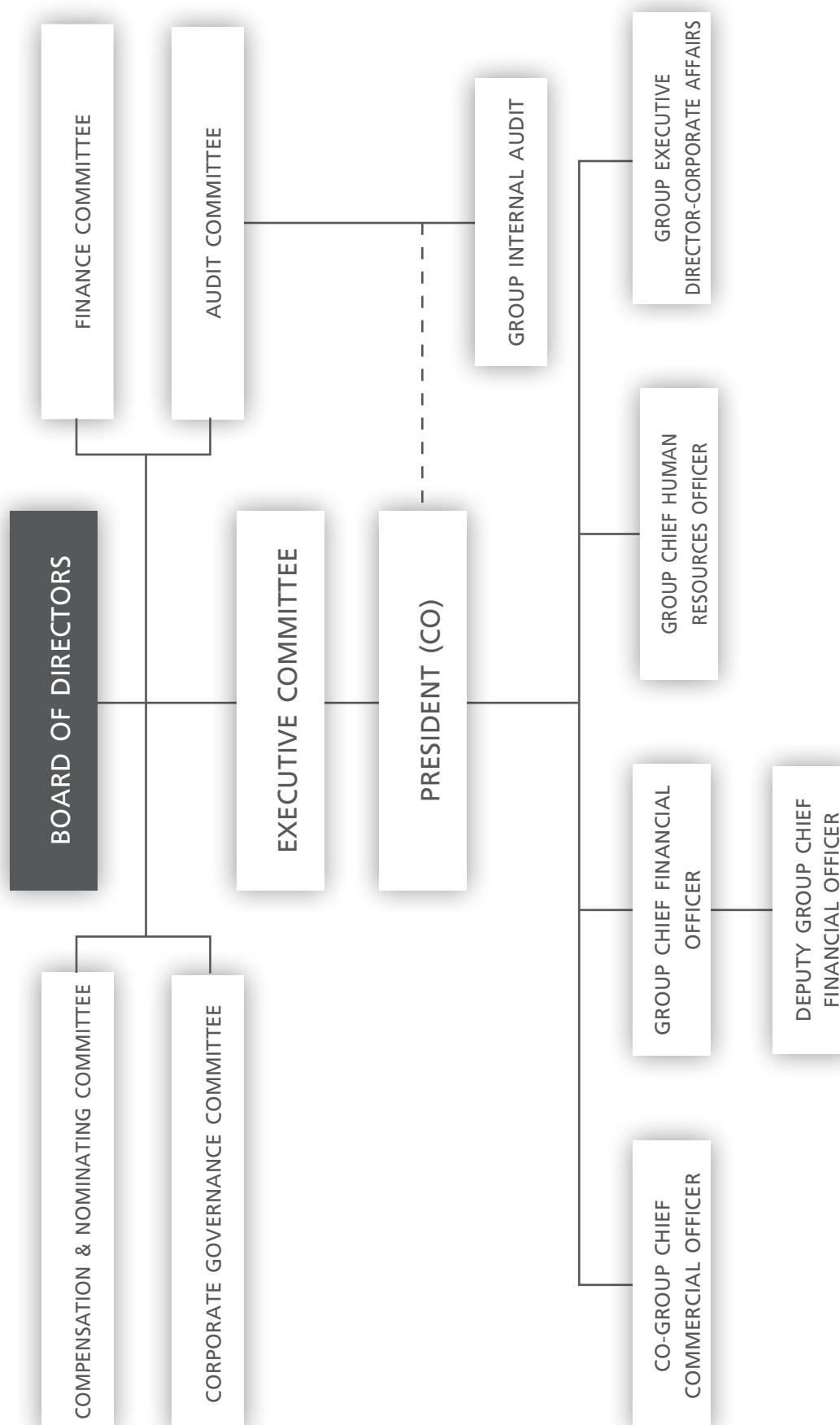
As of 3 February 2021, there were 8 Executive Officers <sup>1/</sup>, namely:

Name		Position
1.	Mr. Manat Manavutiveth	President (Co)
2.	Mr. Natwut Amornvivat	President (Co)
3.	Dr. Teeradet Dumrongbhalasitr	President (Co)
4.	Mr. Suphakit Vuntanadit	Co-Group Chief Commercial Officer
5.	Mr. Kachorn Chiaravanont	Group Executive Director of Corporate Affairs
6.	Miss Yupa Leewongcharoen	Group Chief Financial Officer
7.	Miss Sarinra Wongsuppaluk	Group Chief Human Resources Officer
8.	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 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

The Company has disclosed the remuneration of directors under the topic of "Corporate Governance" Section 4 Item 1.8 in the Annual Report and Form 56-1.

During 1 January - 31 December 2020, the 15 directors of the Company were remunerated in the total amount of Baht 28,370,162; details are as follows:

	Remuneration per person (Baht)	Total (Baht)
<b>Group 1</b>		
- Chairman		
• Mr. Suphachai Chearavanont	3,600,000	
- Independent Directors who are the Chairman of the Committee		
• Dr. Kosol Petchsuwan Mr. Joti Bhokavanij and Dr. Harald Link	3,600,000	
Total		14,400,000
<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	
• Mr. Vichaow Rakphongphairoj (16 Sep - 15 Dec 20) and	447,581	
• Mr. Umroong Sanphasitvong (17 Dec - 31 Dec 20)	72,581	
Total		2,320,162
<b>Group 4</b>		
- Independent Directors		
• Professor Rawat Chamchalerm and Mr. Xu Genluo	1,200,000	
- Directors		
• Mr. Chatchaval Jiaravanon, Prof. Dr. Warapatr Todhanakasem,		
Mr. Narong Chearavanont, Mr. Adhiruth Thothaveesansuk	1,200,000	
Mr. Umroong Sanphasitvong (1 Jan - 16 Dec 20)	1,151,613	
Mr. Vichaow Rakphongphairoj (1 Jan - 15 Sep 20)	850,000	
Dr. Kittinut Tikawan (17 Dec - 31 Dec 20)	48,387	
Total		9,250,000
<b>Grand Total</b>		<b>28,370,162</b>

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

- None -

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

The 10 executives received remuneration totaling Baht 199.16 million in the Year 2020 (from 1 January 2020 to 31 December 2020) 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 2020, the Company made contributions for 10 Executive Officers in the aggregate amount of Baht 10.37 million.

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

The Company has implemented the EJIP which is a long-term incentive plan. This program has a period of 4 years (including Silent Period), starting from 1 January 2017 to 31 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 2020, 10 Executive Officers joined the program and the Company made contributions in the aggregate amount of Baht 22.47 million.

## (2.2.3) Employee Joint Investment Program (“EJIP”) Year 2020 - 2022

The Company has implemented the EJIP which is a long-term incentive plan. This program has a period of 3 years, starting from 1 January 2020 to 31 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.

In 2020, 10 Executive Officers joined the program and the Company made contributions in the aggregate amount of Baht 7.29 million.

## (2.2.4) Employee Joint Investment Program (“EJIP”) Year 2020 - 2025

The Company has implemented the EJIP which is a long-term incentive plan. This program has a period of 5 years, starting from 1 July 2020 to 30 June 2025. Eligible Senior Executives of the Company as defined by the Securities and Exchange Commission or executives who are selected by the Company and must not participate in the Employee Joint Investment Program (EJIP) in other projects that have not expired. 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.

In 2020, 9 Executive Officers joined the program and the Company made contributions in the aggregate amount of Baht 6.44 million.

### (3) REMUNERATION 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 Form 56-1 under the Topic of "Corporate Governance".

The Company has the policy to pay remuneration to executives including President (Co), 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 (1) financial performance such as Earnings Before Interest and Taxes (EBIT) and Revenue Market Share and (2) long-term strategic performance and performance according to corporate sustainability goals such as customer satisfaction and experience, network availability and climate change management. The executives' compensation structure comprises (1) fixed compensation such as salary, and other benefits, which includes provident funds and employee joint investment program year 2020-2022 and (2) variable compensation such as performance pay.

## 6. PERSONNEL

As of 31 December 2020, the total number of employees was as follows:

Work Group and Classification	Number of Employees
Management	840
IT & Network Operation	717
Marketing & Sales	470
Customer Services & Service Area	976
Professionals (Finance, Accounting, Legal, HR)	518
Support	672
Total	4,193

### 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 January - 31 December 2020, the total remuneration for employees was approximately Baht 4,944.96 million, comprising wages and salaries of Baht 4,010.15 million, bonuses of Baht 404.41 million, social security fund of Baht 66.84 million, provident fund of Baht 230.07 million, and other benefits of Baht 233.49 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

Year 2020 could be called as the year of disruption, especially the pandemic situation from COVID-19, that impacted the Company's learning and development plan to be changed dramatically in order to keep our employees safe as the first priority with social distancing and keep them grow at the same time. The Center of People Growth & Care under Human Resources Department then evolved the learning approach from traditional face-to-face workshop to be online learning on True Connect platform and virtual training via True VROOM platform. This new learning approaches has led to our employee's new learning awareness and behavior and created more learning opportunity to up-skill and re-skill themselves in the crisis situation.

Within 10 months after the crisis situation, the Company has successfully created self-directed online learning over 700 courses and the employees registered the courses 152,034 times. There were also 96 virtual trainings done with over 23,159 employees enrolled. In total, there were 94,197 training mandays and training expense was at approximately Baht 33 million. The training programs includes Functional Competencies Training, Core Competencies Training such as effective communication, project management, personality development, presentation excellence, and time management, Leadership Competencies training such as people management, team development, and Digital Competencies such as data analytics, and digital marketing.

In addition to the learning programs above for specific Business Unit needs and for general employees, the Center of People Growth & Care also had Strategic Learning Programs to support the Company's strategic moves, which are:

- 1) **Strategic Project & Leadership Development 2020 with modular organization and O2O ecosystem mission.** Over 2,000 talents from various Business Units were selected to join the programs and sent to areas all over Thailand to drive business plans in micro-based areas and develop their hidden entrepreneurship in the same time. This is proven concept of action learning to up-skill and re-skill employees to deeply understand the Company's business context as well as to allow employees to explore new career paths.
- 2) **Customer Segmentation Lifetime Management Program.** By selecting over 200 talents from various Business Units to analyze customer insights, based on design thinking concept, and design business model and solutions that truly match customer lifestyles in each segment in order to discover new business new opportunities
- 3) **Digital Capability Development for Organization.** Implemented data analytics skills development program for True employees by collaboration with True Digital Academy. The priority was targeted on 1,000 regional leaders, regional analysts, and data champions to make sure that the skills will leverage data-oriented decision making in the Business Units. In addition, there were digital foundations programs deployed for talents and digital marketing programs deployed for regional management teams.
- 4) **People Manager Development Program.** In order to uplift people management and team development skills for line managers, the people manager development series were created with four modules: Module 1 Leadership Starter to understand self and others, Module 2 People Manager – Leading Performance to understand the role of manager in managing performance through people, Module 3 People Manager – Leading Team to develop people skill and team, and Module 4 Leadership Lab to certify people management skills in action.
- 5) **Provincial General Manager Development Program.** The program was designed with blended learning approach including online learning, self-directed learning, coaching, learning forum, and workshop to onboard newly promoted Provincial General Manager to understand their new roles, goals, strategies, and operational management.

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 three consecutive years as well as the HR Asia Best Company to Work for Award 2020 from HR Asia. In addition, the best-in-class people development and HR practices were taken into account for the Thailand Quality Award 2020 and World Industry Leader of Dow Jones Sustainable Indices for the three consecutive years.

## 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 3 FEBRUARY 2021)

### DIRECTORS

**DR. KOSOL PETCHSUWAN**

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

AGE 81 YEARS

DATE OF APPOINTMENT

11 February 1993

THE YEARS OF DIRECTORSHIP

28 Years



SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)

Ordinary share

Debenture

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

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

DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)

TUC

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

FAMILY RELATIONSHIP

- None -

EDUCATION

Doctor of Philosophy (Engineering), Imperial College London

Bachelor of Engineering, Imperial College London

TRAINING

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Chairman 2000 / 2001

Director Accreditation Program (DAP) 2003

Director Certification Program (DCP)

Audit Committee Program (ACP) 2005

Role of the Chairman Program (RCP)

Financial Institutions Governance Program (FGP)  
 Finance for Non-Finance Directors (FND) 2005  
 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"  
 Director's Briefing, China Economic Outlook: Pathway to Recovery / 2020

## 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

2020 - Present	Honorary President of the Telecommunications Association of Thailand under the Royal Patronage (TCT)
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2014 - 2019	Member of the National Legislative Assembly
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**MR. JOTI BHOKAVANIJ**

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

**AGE 78 YEARS**

**DATE OF APPOINTMENT**

22 December 1999

**THE YEARS OF DIRECTORSHIP**

21 Years 1 Month

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary shareDebenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**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

**TRAINING**

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Chairman 2000 / 2001

Director Accreditation Program (DAP) 2003

Director Certification Program (DCP) 2009

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 - May 2020	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

**DR. HARALD LINK****INDEPENDENT DIRECTOR AND CHAIRMAN OF  
THE COMPENSATION AND NOMINATING COMMITTEE**

AGE 66 YEARS

**DATE OF APPOINTMENT**

1 March 2010

**THE YEARS OF DIRECTORSHIP**

10 Years 11 Months

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 2,714,732 shares (0.01%)  
 - Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

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

**TRAINING**

Digital Business for Organizational Development (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
 and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Director Accreditation Program 2017

**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 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
Dec 2020 - Present	President, B. Grimm Power Public Company Limited
Dec 2020 - Present	Member of Executive Committee, B. Grimm Power Public Company Limited
2018 - Dec 2020	Member of Nomination and Compensation, B. Grimm Power Public Company Limited
1998 - Mar 2020	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
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**PROF. RAWAT CHAMCHALERM**

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**INDEPENDENT DIRECTOR**

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**AGE 76 YEARS**

**DATE OF APPOINTMENT**

1 March 2010

**THE YEARS OF DIRECTORSHIP**

10 Years 11 Months



**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

- Individual : 705,862 shares (0.00%)  
- Spouse : 76,728 shares (0.00%)

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master of Laws, Chulalongkorn University  
Bachelor of Laws, Thammasat University  
Barrister at Law, Thai Bar Association

**TRAINING**

National Defence College, Joint Public-Private Course (Class 1)  
Introduction to Internet of Things Products (2019)  
Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
and Distance Medical Consultation (2020)  
Digital Media and Content (2020)

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

Director Accreditation Program (DAP) 2004  
Director Certification Program (DCP) 2008

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

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**MR. XU GENLUO**

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**INDEPENDENT DIRECTOR**

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**AGE 62 YEARS**

**DATE OF APPOINTMENT**

2 September 2014

**THE YEARS OF DIRECTORSHIP**

6 Years 5 Months



**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

- Individual : - None -

- Spouse : - None -

Debenture

- Individual : - None -

- Spouse : - None -

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

TUC

- Individual : - None -

- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Electronics Major, Hangzhou Institute of Electronic Engineering

**TRAINING**

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

**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 Chairman, 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 65 YEARS

**DATE OF APPOINTMENT**

15 September 2017

**THE YEARS OF DIRECTORSHIP**

3 Years 4.5 Months

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

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

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

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

Assumption University

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

**TRAINING**

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

Finance and Fiscal Management Program for Senior Executive (FME 7/2020)

**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

Risk Management Program for Corporate Leaders (RCL 21/2020)

## 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



**MR. SUPHACHAI CHEARAVANONT\*****CHAIRMAN OF THE BOARD AND  
CHAIRMAN OF THE EXECUTIVE COMMITTEE  
(EXECUTIVE DIRECTOR)****AGE 53 YEARS****DATE OF APPOINTMENT**

11 February 1993

**THE YEARS OF DIRECTORSHIP**

28 Years

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 11,978,169 shares (0.04%)  
 - Spouse : 1,930,255 shares (0.01%)

Debenture

- Individual : - None -  
 - Spouse : 1,000 units

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**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, Ramkamhaeng University  
 Bachelor of Business Administration in Financial Management, Boston University, USA

**TRAINING**

Digital Business for Organizational Development (2019)  
 Introduction to Internet of Things Products (2019)  
 Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
 and Distance Medical Consultation (2020)  
 Digital Media and Content (2020)

**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, True Move H Universal Communication Company Limited  
 Director, True Incube Company Limited

\* Authorized Director

Present	Director, Satellite Service Company Limited Director, Panther Entertainment Company Limited Director, True Music Company Limited Director, TRUE4U Station Company Limited Director, Cineplex Company Limited Director, True Media Solutions 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 Director, Bangkok Inter Teletech Public Company Limited
1995 - Jan 2017	Director, True Internet Company Limited
<u>Positions held in Other Organizations in the Last Year</u>	
Other Listed Companies in the Stock Exchange of Thailand	
Present	Chairman, Siam Makro Public Company Limited Vice Chairman, CP All Public Company Limited Vice Chairman, Charoen Pokphand Foods Public Company Limited
Non - Listed Companies in the Stock Exchange of Thailand	
Present	Honorary President of the Telecommunications Association of Thailand under the Royal Patronage (TCT) 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, Magnolia Finest Corporation Limited Director, Freewill Solutions Company Limited Director, Lotuss Stores (Thailand) Limited Director, Eastern High-Speed Rail Linking Three Airports Company 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
Aug 2018 - Present	Member of the Public Engagement Committee, Princess Maha Chakri Award Foundation
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
2017 - 2020	Director of the Telecommunications Association of Thailand under the Royal Patronage (TCT)
Jul 2017 - 2019	President, The Thai Federation of ICT Technology Association (TFIT)
2016 - Present	Director, Pracharath Rak Samakkee Social Enterprise (Thailand) Company Limited
2015 - 2017	President of the Telecommunications Association of Thailand under the Royal Patronage (TCT)
2010 - Present	Director and Advisor of Master of Science Program and Doctor of Philosophy Program in Technopreneurship and Innovation Management (TIP), Chulalongkorn University Director of Ramathibodi Foundation
2006 - Present	Chairman of the Sub Committee for Fund Raising Thai Red Cross Eye Bank Member of the Thai Red Cross Eye Bank Committee

**DR. AJVA TAULANANDA**

**VICE CHAIRMAN OF THE BOARD, CHAIRMAN  
OF THE FINANCE COMMITTEE AND MEMBER  
OF THE CORPORATE GOVERNANCE COMMITTEE  
(NON-EXECUTIVE DIRECTOR)**

**AGE 82 YEARS**

**DATE OF APPOINTMENT**

11 February 1993

**THE YEARS OF DIRECTORSHIP**

28 Years

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

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

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**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

**TRAINING**

Public - Private Joint Defence curriculum, Class 1, The National Defence College of Thailand

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Director Accreditation Program (DAP) 2005

Chairman 2000 / 2001

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

Present	Chairman, Board of Trustee of Thailand Management Association
1992 - 2017	Vice Chairman, Charoen Pokphand Group Company Limited

**DR. GAO TONGQING**

**VICE CHAIRMAN OF THE BOARD AND  
MEMBER OF THE COMPENSATION AND  
NOMINATING COMMITTEE  
(NON-EXECUTIVE DIRECTOR)**

**AGE 57 YEARS**

**DATE OF APPOINTMENT**

19 June 2020

**THE YEARS OF DIRECTORSHIP**

7 Months

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

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

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Doctoral Degree in Business Administration, Hong Kong Polytechnic University

Bachelor Degree in Telecommunications Engineering, Changchun Institute of Posts and Telecommunications

**TRAINING**

Digital Media and Content (2020)

**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 2020 - Present	Vice Chairman of the Board and Member of the Compensation and Nominating Committee, True Corporation Public Company Limited
Jun 2020 - Sep 2020	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

Feb 2020 - Present	Deputy General Manager, China Mobile Limited
Jan 2020 - Present	Deputy General Manager, China Mobile Communications Group Co., Ltd.
May 2013 - Jan 2020	Deputy General Manager, China Telecom Corporation Limited
Apr 2013 - Jan 2020	Deputy General Manager, China Telecommunications Corporation

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**MR. UMROONG SANPHASITVONG**

**VICE CHAIRMAN OF THE BOARD,  
MEMBER OF THE FINANCE COMMITTEE AND  
MEMBER OF THE COMPENSATION AND  
NOMINATING COMMITTEE  
(NON-EXECUTIVE DIRECTOR)**

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**AGE 68 YEARS**

**DATE OF APPOINTMENT**

16 November 2001

**THE YEARS OF DIRECTORSHIP**

19 Years 2.5 Months



**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

- Individual : 2,070,893 shares (0.01%)

- Spouse : - None -

Debenture

- Individual : - None -

- Spouse : 2,000 units

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

TUC

- Individual : 30,000 units

- Spouse : 8,000 units

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master of Accounting, Thammasat University

Bachelor of Accounting, Thammasat University

**TRAINING**

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Director Certification Program (DCP) 2001

Company Secretary

Board Performance Evaluation

DCP Refresher 2006

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

Role of the Compensation Committee (RCC) 2007

Ethical Leadership Program

IT Governance

Collective Action Against Corruption Conference 1/2019

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

Dec 2020 - Present	Vice Chairman of the Board, True Corporation Public Company Limited
Present	Member of the Finance Committee and Member of the Compensation and Nominating Committee, True Corporation Public Company Limited
2001 - Dec 2020	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
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## 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. Director, Lotuss Stores (Thailand) Limited
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**DR. LI FENG**

**DIRECTOR AND MEMBER OF THE FINANCE COMMITTEE  
(NON-EXECUTIVE DIRECTOR)**

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**AGE 52 YEARS**

**DATE OF APPOINTMENT**

16 September 2019

**THE YEARS OF DIRECTORSHIP**

1 Year 4.5 Months



**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

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's Degree in Wireless Communications, Nanjing University of Posts and Telecommunications

**TRAINING**

Digital Media and Content (2020)

**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  
(NON-EXECUTIVE DIRECTOR)**


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**AGE 71 YEARS**
**DATE OF APPOINTMENT**

1 March 2012

**THE YEARS OF DIRECTORSHIP**

8 Years 11 Months


**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**
Ordinary share

 - Individual : 360,461 shares (0.00%)  
 - Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**
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

**TRAINING**

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

 Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Director Certification Program (DCP) 2000

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, 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

May 2019 - Present	Independent Director, Amata Vn Public Company Limited
2010 - Present	Independent Director, Khon Kaen Sugar Industry Public Company Limited
2009 - Present	Chairman and Independent Director, Prinsiri Public Company Limited

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

2020 - Present	Independent Director and Audit Committee, Standard Chartered Bank (Thai) Public Company Limited
June 2012 - Present	Director, Institute of Research and Development for Public Enterprises of Thailand (IRDP)
2010 - Present	Chairman, Pantavanij Company Limited

**MR. CHATCHAVAL JIARAVANON\*****DIRECTOR  
(EXECUTIVE DIRECTOR)**

AGE 59 YEARS

**DATE OF APPOINTMENT**

11 February 1993

**THE YEARS OF DIRECTORSHIP**

28 Years

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 2,619,885 shares (0.01%)

- Spouse : - None -

Debenture

- Individual : - None -

- Spouse : 20,000 units

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

- Individual : - None -

- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Bachelor of Business Administration, University of Southern California, USA

**TRAINING**

Introduction to Internet of Things Products (2019)

Digital Media and Content (2020)

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

Director Accreditation Program (DAP) 2008

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
2013 - Present	Independent Director, SVI Public Company Limited
Feb 2017 - May 2019	Member of the Audit Committee, SVI Public Company Limited
2013 - Present	Chairman, Finansia Syrus Securities Public Company Limited
Present	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, CPPC Public Company Limited
	Director, ECHO Autoparts (Thailand) 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  
(NON-EXECUTIVE DIRECTOR)**

AGE 55 YEARS

**DATE OF APPOINTMENT**

29 April 2008

**THE YEARS OF DIRECTORSHIP**

12 Years 9 Months

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 304,269 shares (0.00%)  
 - Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

- Individual : - None -  
 - Spouse : - 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)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

**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, 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 Senior 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  
(NON-EXECUTIVE DIRECTOR)****AGE 57 YEARS****DATE OF APPOINTMENT**

30 April 2019

**THE YEARS OF DIRECTORSHIP**

1 Year 9 Months

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 8,896,754 shares (0.03%)

- Spouse : - None -

Debenture

- Individual : - None -

- Spouse : - None -

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

- Individual : - None -

- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master's Degree in Finance &amp; Marketing, Indiana University of Pennsylvania, USA

Bachelor's Degree in Industrial Management, Thammasat University

**TRAINING**

Capital Market Academy (CMA16)

Digital Business for Organizational Development (2019)

Introduction to Internet of Things Products (2019)

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working,  
and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Director Certification Program (DCP) 2005

Director Accreditation Program (DAP) 2005

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

\* Authorized Director

May 2016 - Feb 2017	Group Chief Operating Officer, True Corporation Public Company Limited
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

2018 - Present	Vice Chairman - Special Projects Development Office, Charoen Pokphand Group Company Limited
	Member of the Executive Committee, Charoen Pokphand Group Company Limited
Present	Director, Eastern High-Speed Rail Linking Three Airports Company Limited



**DR. KITTINUT TIKAWAN\*****DIRECTOR  
(NON-EXECUTIVE DIRECTOR)**

AGE 48 YEARS

**DATE OF APPOINTMENT**

17 December 2020

**THE YEARS OF DIRECTORSHIP**

1.5 Months

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 3,067,747 shares (0.01%)  
 - Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Doctor of Philosophy (Ph.D.) in Organization Development, Assumption University

Certificate of Berkeley Executive Program, Haas School of Business, University of California - Berkeley, USA

Master of Business Administration, Assumption University

Master of Science in Information Systems, Assumption University

Bachelor of Business Administration in Marketing, Assumption University

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

Director Certification Program (DCP) 2019

Board Nomination and Compensation Program 2020

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

True Corporation Public Company Limited

Dec 2020 - Present	Director, True Corporation Public Company Limited
Dec 2017 - Present	Member of the Executive Committee, True Corporation Public Company Limited
Dec 2017 - Nov 2019	President (Co), True Corporation Public Company Limited
Aug 2017 - Dec 2017	Executive Assistant to Chairman of the Executive Committee
May 2016 - Jul 2017	Group Chief Commercial Officer, True Corporation Public Company Limited
Feb 2015 - May 2016	Head of Commercial & Business Development, Mobile (True Move)
Jan 2014 - Feb 2015	Managing Director, Retail Business
Nov 2012 - Jan 2014	Director, Retail Business - Device Product Management

\* Authorized Director

True's Subsidiaries

Aug 2018 - May 2019	Director, True Incube Company Limited
May 2018 - Aug 2020	Director, True Internet Corporation Company Limited
May 2018 - Aug 2020	Director, True Move H Universal Communication Company Limited
May 2018 - Mar 2019	Director, True Distribution & Sales Company Limited
Feb 2018 - Dec 2019	President (Co), True Move H Universal Communication 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 -

**EXECUTIVE OFFICERS****MR. MANAT MANAVUTIVETH****PRESIDENT (CO)**

AGE 46 YEARS

DATE OF APPOINTMENT

26 November 2019

SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)

Ordinary share

- Individual : 528,501 shares (0.00%)  
 - Spouse : - None -

Debenture

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



DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)

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)

Feb 2021 - Present	President (Co), True Corporation Public Company Limited
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 -

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**MR. NATWUT AMORNVIVAT****PRESIDENT (CO)**

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AGE 47 YEARS

**DATE OF APPOINTMENT**

2 February 2021

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

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

Debenture

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



**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master's Degree in Business Administration, Massachusetts Institute of Technology, U.S.A.

Master's Degree in Industrial Engineering, Georgia Institute of Technology, U.S.A.

Bachelor's Degree in Electrical Engineering, Chulalongkorn University

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

Director Accreditation Program (DAP) 2019

**MAJOR EXPERIENCE**

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

Feb 2021 - Present                      President (Co), True Corporation Public Company Limited

Mar 2020 - Present                      Member of the Executive Committee, True Corporation Public Company Limited

Aug 2020 - Present                      President, True Digital Group 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 -

**DR. TEERADET DUMRONGBHALASITR****PRESIDENT (CO)****AGE 46 YEARS****DATE OF APPOINTMENT**

2 February 2021

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 224,930 shares (0.00%)
- Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Doctor of Philosophy (Ph.D.) in Business Administration and Management, Finance, Thammasat University

Master's Degree in Information Technology and Business, Chulalongkorn University

Bachelor's Degree in Statistical Science, Chiang Mai University

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

Director Certification Program (DCP) 2020

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

- |                     |   |
|---------------------|---|
| Feb 2021 - Present  | President (Co), True Corporation Public Company Limited                     |
| Feb 2021 - Present  | Member of the Executive Committee, True Corporation Public Company Limited  |
| Jul 2019 - Feb 2021 | Managing Director, Retail Business, 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

- |             |   |
|-------------|---|
| 2013 - 2019 | Managing Director, Dunnhumby (Thailand) Limited |
|-------------|---|

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**MR. SUPHAKIT VUNTANADIT**

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**CO-GROUP CHIEF COMMERCIAL OFFICER**

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AGE 56 YEARS

**DATE OF APPOINTMENT**

1 January 2018

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

- Individual : 2,057,277 shares (0.01%)
- Spouse : - None -

Debenture

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



**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

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 272/2019)

Boards That Make a Difference (BMD 10/2020)

**MAJOR EXPERIENCE**

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

Feb 2021 - Present	Co-Group Chief Commercial Officer, True Corporation Public Company Limited
Jan 2018 - Feb 2021	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
Present	Group Chief Commercial Officer, True Move H Universal Communication 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 54 YEARS

**DATE OF APPOINTMENT**

21 February 2012

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 775,221 shares (0.00%)
- Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Bachelor Degree in Management, Fairleigh Dickinson University, New Jersey, USA

**TRAINING**

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

**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, True Corporation Public Company Limited Group Executive Director - Corporate Affairs, True Move H Universal Communication Company Limited Chairman and Director, True United Football Club Company Limited Director, True E-Logistics Company Limited Director, True Distribution & Sales Company Limited Director, Song Dao Company Limited Director, Cineplex Company Limited Director, True Media Solutions Company Limited Director, Satellite Service Company Limited Director, Panther Entertainment Company Limited Director, Telecom Holding Company Limited 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 56 YEARS****DATE OF APPOINTMENT**

28 February 2019

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 2,217,074 shares (0.01%)
- Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

- Individual : - 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

**TRAINING**

Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)

Digital Media and Content (2020)

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

Director Certification Program (DCP 270/2019)

**CONTINUING DEVELOPMENT COURSE IN ACCOUNTING KNOWLEDGE (REFRESH COURSE)**Year 2020

Business Literacy by Financial Statements Analysis Program, approved by the Federation of Accounting Professions under the Royal Patronage of His Majesty The King, total 7 hours

Year 2019

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
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

\*\* the Person taking the Highest Responsibility in Finance and Accounting

## 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
Sep 2020 - Present	Director, True Move Company Limited
Aug 2020 - Present	Director, True Digital Vietnam Joint Stock Company
Dec 2019 - Present	Director, True Digital Philippines Inc.
Apr 2019 - Present	Director, Bangkok Inter Teletech Public Company Limited
Feb 2019 - Present	Director, True Internet Corporation Company Limited
Nov 2018 - Present	Director, True Distribution & Sales Company Limited
Aug 2018 - Present	Director, True4U Station 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 - Aug 2020	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
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 51 YEARS

**DATE OF APPOINTMENT**

26 November 2019

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**Ordinary share

- Individual : 1,899,306 shares (0.01%)
- Spouse : - None -

Debenture

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

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**TUC

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

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master of Business Administration (MBA), Assumption University

Bachelor of Business Administration (BBA), Majoring in Marketing, Assumption University

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

Director Certification Program (DCP) 2019

Board Nomination and Compensation Program (BNCP) 2020

**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 - Aug 2020	Director, True Distribution & Sales Company Limited
2017 - Present	Director, True Digital Park Company Limited
2017 - 2018	Director, True Digital Group 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 -

**THE PERSON SUPERVISING ACCOUNTING (CHIEF ACCOUNTANT) WHO HAS QUALIFICATIONS AND CONDITIONS AS PER THE NOTIFICATION OF THE DEPARTMENT OF BUSINESS DEVELOPMENT**

**MRS. RAKSA-ORN TANTIVESS**

**DEPUTY GROUP CHIEF FINANCIAL OFFICER**

AGE 54 YEARS

**DATE OF APPOINTMENT**

1 January 2018

**SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)**

Ordinary share

- Individual : 605,191 shares (0.00%)  
- Spouse : - None -

Debenture

- Individual : 1,000 units  
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)**

TUC

- Individual : 2,500 units  
- Spouse : - None -

**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)**

Year 2020

Business Literacy by Financial Statements Analysis Program, approved by the Federation of Accounting Professions under the Royal Patronage of His Majesty The King, total 7 hours

Year 2019

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****MRS. RANGSINEE SUJARITSUNCHAI****COMPANY SECRETARY**

AGE 55 YEARS

DATE OF APPOINTMENT

27 February 2009

SECURITIES HOLDING IN TRUE (AS OF 3 FEBRUARY 2021)

Ordinary share

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

Debenture

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

DEBENTURE HOLDING IN TRUE'S SUBSIDIARIES (AS OF 3 FEBRUARY 2021)

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 (CSP 19/2006)

Effective Minutes Taking (EMT 5/2006)

Corporate Governance and Social Responsibilities (CSR 1/2007)

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 &amp; SET Compliance

SECURITIES HOLDING OF THE COMPANY'S DIRECTORS AND EXECUTIVES  
AS AT 3 FEBRUARY 2021

Name	Ordinary shares (shares)			
	As at 31 Dec 2019	Changes	As at 3 February 2021	
			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	1,805,050	Acquisition 909,682 Disposition -	2,714,732	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
4. Prof. Rawat Chamchalerm	511,138	Acquisition 194,724 Disposition -	705,862	0.00
Spouse and minor children	76,728	Acquisition - Disposition -	76,728	0.00
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	9,361,087	Acquisition 2,617,082 Disposition -	11,978,169	0.04
Spouse and minor children	1,930,255	Acquisition - Disposition -	1,930,255	0.01
8. Dr. Ajva Taulananda	-	Acquisition - Disposition -	-	-
Spouse and minor children	135,601	Acquisition - Disposition -	135,601	0.00
9. Dr. Gao Tongqing	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-



Name	Ordinary shares (shares)			
	As at 31 Dec 2019	Changes	As at 3 February 2021	
			Number of shares	%
10. Mr. Umroong Sanphasitvong	1,859,983	Acquisition 210,910 Disposition -	2,070,893	0.01
Spouse and minor children	5,271	Acquisition - Disposition 5,271	-	-
11. Dr. Li Feng	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
12. Prof. Dr. Warapatr Todhanakasem	282,572	Acquisition 77,889 Disposition -	360,461	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
13. Mr. Chatchaval Jiaravanon	1,918,881	Acquisition 701,004 Disposition -	2,619,885	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
14. Mr. Narong Chearavanont	304,269	Acquisition - Disposition -	304,269	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
15. Mr. Adhiruth Thothaveesansuk	7,290,286	Acquisition 1,606,468 Disposition -	8,896,754	0.03
Spouse and minor children	-	Acquisition - Disposition -	-	-
16. Dr. Kittinut Tikawan <sup>1/</sup>	-	Acquisition - Disposition -	3,067,747	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
17. Mr. Manat Manavutiveth	155,839	Acquisition 372,662 Disposition -	528,501	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
18. Mr. Natwut Amornvivat <sup>2/</sup>	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
19. Dr. Teeradet Dumrongbhalasitr <sup>2/</sup>	-	Acquisition - Disposition -	224,930	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-

Name	Ordinary shares (shares)			
	As at 31 Dec 2019	Changes	As at 3 February 2021	
			Number of shares	%
20. Mr. Suphakit Vuntanadit	1,123,722	Acquisition 933,555	2,057,277	0.01
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
21. Mr. Kachorn Chiaravanont	453,927	Acquisition 321,294	775,221	0.00
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
22. Ms. Yupa Leewongcharoen	1,125,250	Acquisition 1,091,824	2,217,074	0.01
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
23. Ms. Sarinra Wongsuppaluk	1,066,345	Acquisition 832,961	1,899,306	0.01
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
24. Mrs. Raksa-orn Tantivess	314,598	Acquisition 290,593	605,191	0.00
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		

Remarks : <sup>1/</sup> On 17 December 2020, the Board of Directors Meeting No. 9/2563 passed a resolution to appoint Dr. Kittinut Tikawan as a Director of the Company.

<sup>2/</sup> On 2 February 2021, the Board of Directors Meeting No. 1/2564 passed a resolution to appoint Mr. Natwut Amornvivat and Dr. Teeradet Dumrongbhalasitr as “Executives” defined by the Securities and Exchange Commission.

# REPORT ON THE DIRECTORS' SHAREHOLDING IN THE COMPANY'S SUBSIDIARIES AS OF 3 FEBRUARY 2021

<div>Director</div> <div>Company</div>	Mr. Suphachai Chearavanont		Dr. Ajva Taulananda		Mr. Chatchaval Jiaravanon	
	Change in 2020	Outstanding Share(s)	Change in 2020	Outstanding Share(s)	Change in 2020	Outstanding Share(s)
Telecom Holding Co., Ltd.	-	1	-	-	-	-
True E-Logistics Co., Ltd.	-	1	-	1	-	-
True Touch Company Limited	-	1	-	1	-	1
True Multimedia Co., Ltd.	-	1	-	1	-	1
Asia Wireless Communication Co., Ltd.	-	1	-	1	-	1
True Distribution & Sales Co., Ltd.	-	1	-	-	-	-
BFKT (Thailand) Limited	-	1	-	-	-	-
True Visions Group Co., Ltd.	-	-	-	-	-	-
True Move H Universal Communication Co., Ltd.	-	-	-	-	-	-
Telecom Asset Management Co., Ltd.	-	-	-	-	-	-

DIRECTORSHIP OF THE COMPANY'S DIRECTORS AND SENIOR EXECUTIVES  
IN SUBSIDIARIES AND ASSOCIATED COMPANIES (AS OF 3 FEBRUARY 2021)

Name		TRUE	Subsidiaries / Associated Companies																																									
			AP&J	AWC	BKFT	BITCO	CNP	Golden Light	Goldsky	GPI <BVI>	K.I.N. <BVI>	PTE	SD	SMT	SSV	TCJ	TDG	TDPH	TDPK	TDS	TDVN	TE	TEL	TGS	TH	TIC	TICC	TICT	TIS	TLP	TM	TMD	TMV	True Incube	True Music	True Trademark	True4U	TUC	TUFC	TV	TVG			
1. Dr. Kosol	Petchsuwan	ID																																										
2. Mr. Joti	Bhokavanij	ID																																										
3. Dr. Harald	Link	ID																																										
4. Prof. Rawat	Chamchalern	ID																																										
5. Mr. Xu	Genluo	ID																																										
6. Mrs. Preeprame	Seriwongse	ID																																										
7. Mr. Suphachai	Chearavanont	C				/			/	/		/																			/		/	/	/	/	/	/	/	/	/	/	/	
8. Dr. Ajva	Taulananda	VC																				/		/																				
9. Dr. Gao	Tongqing	VC																																										
10. Mr. Umroong	Sanphasitvong	VC																																										
11. Dr. Li	Feng	/																																										
12. Prof. Dr. Warapatr	Todhanakasem	/																																										
13. Mr. Chatchaval	Jiaravanon	/				/			/	/		/		/								/		/							/											/		/
14. Mr. Narong	Chearavanont	/				/				/		/	/	/																												/		/
15. Mr. Adhiruth	Thothaveesansuk	/		/	/					/		/		/								/	/		/	/		/	/		/	/		/	/		/	/	/	/	/	/	/	
16. Dr. Kittinut	Tikawan	/																																										
17. Mr. Manat	Manavutiveth	E																													/													
18. Mr. Natwut	Amornvivat	E														/																												
19. Dr. Teeradet	Dumrongbhalasitr	E																																										
20. Mr. Suphakit	Vuntanadit	E																/							/	/		/																
21. Mr. Kachorn	Chiaravanont	E				/				/	/	/	/				/		/		/	/	/	/	/			/		/		/				/	/	/	/	/	/	/	/	
22. Ms. Yupa	Leewongcharoen	E	/	/	/	/	/	/	/		/	/	/	/	/	/	/	/	/	/	/	/	/	/		/	/				/	/			/	/	/	/	/	/	/	/	/	
23. Ms. Sarinra	Wongsuppaluk	E															/																											
24. 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 Corporate Governance Policy 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 management and 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% 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 percent 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 at least 3 months prior the end of the financial year via the Company's website for the Compensation and Nominating Committee's considerations. Furthermore, the Company will consider the qualified persons to be directors through recommendations from director pool of Thai Institute Directors (IOD) together with qualified persons recommended by directors, executives or major shareholders.
- (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, including the disclosure of such transaction and data storage for inspection.
  - 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 of 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 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 1 business day in advance of the date of entering into such transaction.

## **6. REMUNERATION FOR AUDIT FIRM**

### **1) AUDIT FEE**

In 2020, the Company and subsidiaries paid audit fee to the firm, to which the auditors work for, in the total amount of Baht 29.02 million, of which Baht 12.30 million was paid in the 2020 fiscal year and the remaining Baht 16.72 million would be paid in the following year, comprising;

- Audit fee of the Company for 2020 in the amount of Baht 5.50 million, of which Baht 2.00 million was paid in the 2020 fiscal year and Baht 3.50 million would be paid in the following year.
- Audit fee of subsidiaries for 2020 in the amount of Baht 23.52 million, of which Baht 10.30 million was paid in the 2020 fiscal year and Baht 13.22 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 2020, with remuneration of Baht 1.33 million, of which Baht 1.33 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 2020, the Board of Directors' meeting No. 9/2020 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.

## 8. OTHER CORPORATE GOVERNANCE PRACTICES

In 2020, 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 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.

Due to the pandemic situation of Coronavirus Disease 2019 (COVID-19) which has a tendency to spread and increase rapidly in early 2020, the Government requested for cooperation from general public to abstain from holding meetings or mass gatherings as well as issued the Emergency Decree regarding the public administration in the emergency situation in order to control the spread of COVID-19, for that reason, the Board of Directors Meeting No. 3/2563 held on 27 March 2020 resolved that the Annual General Meeting of the Shareholders for the Year 2020 (the AGM) dated 30 April 2020 would be postponed. The postponement would not cause any significant effect to the Company's business operation and shareholders' rights to receive the dividend. After the situation was resolved and appropriated, the Board of Directors resolved that a new meeting would be held on 19 June 2020.

- 1.3 In all shareholder meetings, including the 2020 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 Committees including President (Co) participated in the 2020 AGM.
- 1.5 In all previous shareholder meetings, including the 2020 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 2020, 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 2019 AGM, which has never been changed since 2002, should be presented to the 2020 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 2020 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 2020 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 Form 56-1 and also presented it to the AGM for consideration and approval regularly on annual basis, with clear information and supporting reasons.

Due to the pandemic situation of COVID-19, the Board of Directors Meeting No.3/2020 held on 27 March 2020 approved the payment of interim dividend from the Company's 2019 net profit based on the Company's latest audited financial statements ended 31 December 2019 to shareholders at the rate of Baht 0.09 per share with the date of dividend payment on 27 April 2020 in order to relieve the shareholders from possible impact of the indefinite postponement of the 2020 AGM previously fixed on 30 April 2020. The 2020 AGM which held on 19 June 2020, resolved to acknowledge the aforementioned interim dividend payment.

- 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.

For the 2020 AGM that affected by the pandemic situation of COVID-19, the Company was deeply concerned about the safety of all meeting attendants, therefore, the Company determined to organize the 2020 AGM in a way to ensure hygiene safety and compliance to all relevant guidelines issued by the government agencies and related organizations on the hosting of meetings, seminars or other activities involving mass gathering. In this regard, the arranged meeting venue of the 2020 AGM will be set up to provide safe distance for all meeting attendants and will result in limited number of seats in the meeting room from the reason that the mass gathering should be limited to a short period of time. Moreover, for the purpose of safety and hygiene of all meeting participants, the Company has necessity to request for the shareholders' kind cooperation to consider authorizing the Company's independent directors to vote on their behalf according to the proxy form, in which shareholders can specify his/her voting request for all agenda in advance. The proxy form and the list of independent directors who are proposed to be proxies will be provided to all shareholders together with the invitation letter.

- 1.13 In all shareholder meetings, including the 2020 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, 20<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 2020 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, approval, 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 the SET, i.e. as at 21 May 2020, which was the shareholder register closing date to determine the rights to attend the 2020 AGM, the Company had minor shareholders' shareholding proportion (free float) of 31.86%, institution investors' shareholding proportion of 25.43 % and the shareholding proportion of the Board of Directors including related parties of 0.14%.

## 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 2020 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 43 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 2020 AGM, the Company delivered the letters of invitation to the meetings together with relevant documents to shareholders 15 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 2020 AGM, the Company publicized the letter of invitation to the meeting and relevant documents on the Company's website 31 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 the 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.
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).

The Company notified the shareholders for the documents or evidences required to present in order to attend the shareholder meeting, and also recommended instructions and procedures for appointing a proxy in the invitation letter of every shareholder meeting.

- 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 the 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 2020 AGM, proposed issues were sent via registered mail to the Company from 1 October 2019 to 31 December 2019. 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 3 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 2020, 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 1 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 2019, the number acquired and disposed of during 2020 and the balance as at the end of 2020 were presented in Form 56-1 and the 2020 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 2020, 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 the 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 the 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 2020, 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 2020 in the annual report and Form 56-1 under the heading “Connected Transactions”.

8. The Company strictly complied with laws and requirements of the Capital Market Supervisory Board and the 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 Form 56-1 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 abilities 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, management 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 for CP Group" 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. Improving the safety reporting system and online reporting through the Company's website.
- 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, working with high voltage and low voltage, 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.
- 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, 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 2018, 2019 and 2020 were as follows.

Year	Accident Statistics	Leave Statistics	Loss Working Day Statistic	IFR	ISR
2018	5	-	224	0.57	25.50
2019	3	-	24	0.40	2.93
2020	3	-	42	0.57	4.82

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 2018, 2019 and 2020 were employees 4,310, 3,862 and 4,193 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 Form 56-1.
- 1.5 The Company has established a provident fund for employees.
- 1.6 Year 2020 could be called as the year of disruption, especially the pandemic situation from COVID-19, that impacted the Company’s learning and development plan to be changed dramatically in order to keep our employees safe as the first priority with social distancing and keep them grow at the same time. The Center of People Growth & Care under Human Resources Department then evolved the learning approach from traditional face-to-face workshop to be online learning on True Connect platform and virtual training via True VROOM platform. This new learning approaches has led to our employee’s new learning awareness and behavior and created more learning opportunity to up-skill and re-skill themselves in the crisis situation.

Within 10 months after the crisis situation, the Company has successfully created self-directed online learning over 700 courses and the employees registered the courses 152,034 times. There were also 96 virtual trainings done with over 23,159 employees enrolled. In total, there were 94,197 training mandays and training expense was at approximately 33 million baht. The training programs includes Functional Competencies Training, Core Competencies Training such as effective communication, project management, personality development, presentation excellence, and time management, Leadership Competencies training such as people management, team development, and Digital Competencies such as data analytics, and digital marketing.

In addition to the learning programs above for specific Business Unit needs and for general employees, the Center of People Growth & Care also had Strategic Learning Programs to support the Company’s strategic moves, which are:

- 1) **Strategic Project & Leadership Development 2020 with modular organization and O2O ecosystem mission.** Over 2,000 talents from various Business Units were selected to join the programs and sent to areas all over Thailand to drive business plans in micro-based areas and develop their hidden entrepreneurship in the same time. This is proven concept of action learning to up-skill and re-skill employees to deeply understand the Company’s business context as well as to allow employees to explore new career paths.
- 2) **Customer Segmentation Lifetime Management Program.** By selecting over 200 talents from various Business Units to analyze customer insights, based on design thinking concept, and design business model and solutions that truly match customer lifestyles in each segment in order to discover new business new opportunities.
- 3) **Digital Capability Development for Organization.** Implemented data analytics skills development program for True employees by collaboration with True Digital Academy. The priority was targeted on 1,000 regional leaders, regional analysts, and data champions to make sure that the skills will leverage data-oriented decision making in the Business Units. In addition, there were digital foundations programs deployed for talents and digital marketing programs deployed for regional management teams.

- 4) **People Manager Development Program.** In order to uplift people management and team development skills for line managers, the people manager development series were created with four modules: Module 1 Leadership Starter to understand self and others, Module 2 People Manager–Leading Performance to understand the role of manager in managing performance through people, Module 3 People Manager – Leading Team to develop people skill and team, and Module 4 Leadership Lab to certify people management skills in action.
- 5) **Provincial General Manager Development Program.** The program was designed with blended learning approach including online learning, self-directed learning, coaching, learning forum, and workshop to onboard newly promoted Provincial General Manager to understand their new roles, goals, strategies, and operational management.

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 three consecutive years as well as the HR Asia Best Company to Work for Award 2020 from HR Asia. In addition, the best-in-class people development and HR practices were taken into account for the Thailand Quality Award 2020 and World Industry Leader of Dow Jones Sustainable Indices for the three consecutive years.

- 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. For major or critical vendors, in addition to quality evaluation, the Company will conduct an on-site audit of social, environment and risk management to comply with sustainable policy.

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 President & 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 and the certificate is valid for three years of membership. On 28 September 2020, the Company has submitted an application for re-certify as member of the Private Sector Collective Action Coalition Against Corruption and is in the process of consideration by the CAC Committee.

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 acknowledgement.

1.12 The Company has set the guideline for communication and 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 2020, there were 1,440 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). Details are as follows;

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 & 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;

Channels for stakeholders to make complaints or report to the Company's Board of Directors via the Audit Committee:

Stakeholders can, in confidentiality, make complaints or provide information concerning fraud, wrongdoing, 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
- Complainant/Whistleblower 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 inquiries
  - 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 both internal and external environmental issues and has set its sustainability goals on climate change management in order to reduce the environmental impact.

In 2020, the Company joined the Carbon Footprint for Organization Campaign and was certified by the Thailand Greenhouse Gas Management Organization (Public Organization). This was another tool to find out how much of the greenhouse gas was being produced that could lead to the effective greenhouse gas emission reduction guidelines for the Company. The Company had installed solar cells at its site since 2019 with plans to install more solar cells at more sites and to use energy efficient equipment.

This year the Company has expanded the scope of coverage of its environmental management system (EMS), which has been certified according to the international standard ISO14001:2015 to cover 80 percent of its total office buildings. 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, and Kao Chamao – Kao Wong National Park, Rayong. 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 movements of wild elephants and transmit the images to park rangers. This initiative helped reduce conflict and confrontation between the wild elephants and 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 and raising public awareness on nature conservation. The Company also supported many forestation campaigns so as to reduce greenhouse gas emission. The We Grow application was developed to record the trees planted and calculate the CO<sub>2</sub> absorption.

- 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.

In Year 2020, True Robotics had focused in-house development for Home Robot, Service Robot Plug & Plan and True Robotics Platform. Home Robot had developed prototype with change ear (gadget) relate to robotic action, eye follow user, face recognize, video call, home sensor monitoring e.g. temperature,

humidity, light, air pollution via True Robotics Platform (fully in-house for development). Next year, our plan for integrate robotic with smart home gateway that robotic can management all devices in our house.

In part of Service Robot Plug & Play, True Robotics developed Prototype with remote control, and there are plans to develop and test for Indoor Mapping & Navigation in the next year.

True Robotics Platform had using with TEMI Robot as commercial base on Android and 5 applications available for services. True Robotics Platform can expand to other robotics base on android and robotic platform-as-a service.

Advance Research by True Robotics on development Humanoid Robot Arm with control set and expands to arm, movement hand for body suite.

Our success story from development in XXIII Moscow International Inventions and Innovative Technologies Salon (ARCHIMEDES-2020), the biggest international innovation in East Europe at Russia, win GOLDEN medal for HOMEY ROBOT, and SILVER medal for SERVICE ROBOT. All Home Robot and Service Robot had registered patent more than 10 patents.

#### **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. The 4 strategies which is “4i” are Inspire, encourage new entrepreneurs to kick off their dream; Innovate, support startups to be the first mover in driving innovation by develop ideas into products; Incubate, scale and accelerate pre-seed stage startups to expand the market and build partnership in South East Asia, and Invest, with the corporate venture capital unit by investing in early stage startups having clear synergies with True Corp and its parent company, CP group

For this year, True Incube has built a program named “True Startup” targeting the university students in Thailand by instilling the entrepreneurial mindset among the students. True Incube has been working with 50+ universities and education entities in providing the opportunity to the students to pitch their ideas and to attempt in receiving grant funding to transform their ideas into actual products. Among 1,000 participants and dozens of teams took part in presenting to the top management and potential investment from True/CP’s business partners.

- 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) 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 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 Form 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 2020 within the schedule determined by the SEC and the 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 the 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 together with the audit's 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 2020 in the annual report and Form 56-1, by clearly separating the remuneration into audit fee and non-audit fee.
- 1.6 The Company discloses the name, 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 the SET and the SEC regulations.
- 1.7 The Company disclosed the backgrounds of all directors in the annual report, Form 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, directorship 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 2020 at such rates as approved by the 2020 AGM,



which were the same rates as approved by the 2019 AGM, which have remained unchanged since 2002. Details of the directors' remuneration policy 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 Director, who is also member of one or more Committees	Baht 200,000	per month
Independent Director, who is 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 Form 56-1 under the "Management Structure" and publicized them on the Company's website.

- 1.9 In 2020, 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 Form 56-1 under the 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 high-level executives who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least 1 business day in advance of the date of entering into such transaction.

Moreover, the Company disclosed changes of 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. The Company advised general investors of the contact channel via the Company's website, annual report and Form 56-1 for all individual investors. For the year 2020, 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 the SET accurately, completely, timely and transparently, both in the Thai and the English versions, via various channels, i.e. the SET's channel, annual report, Form 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 committees, organizational structure, financial statements and financial information at least 3 years retroactively for comparison purpose, annual report, Form 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 The Board of Directors must consist of directors who possess different qualifications in terms of skills, experiences, and special expertise that benefit the Company, including races, nationalities, and genders.

As at 31 December 2020, 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) 2 Executive Directors and (2) 14 Non-Executive Directors or 87.5% of the total number of directors, of which 6 directors were independent directors or 37.5% of the total number of directors, which was in accordance with requirements of the Capital Market Supervisory Board, and 8 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 composition and 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, the years of directorship of each director, as well as background of each director in the annual report, Form 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 Form 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 of voting shares 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.
- 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 discloses the background and position of each member of the Board in its Annual Report and Form 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 high – level executives is or was an employee or partner of the external auditing company providing services to True Group for the past 2 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 of director 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 the topic "Management structure" in the annual report and Form 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 Form 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 Form 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 good 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 Form 56-1 under the topic “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 annually 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 roles and responsibilities of the Board of Directors in the annual report and Form 56-1 publicized on the Company’s website.

Throughout the past up to and including 2020, the Company has never committed any act violating or breaching rules and regulations of the SEC and the 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 2020, 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 the topic “Report from the Audit Committee”.

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 the topic “Report from the Audit Committee”.

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 President & 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. The Company had disclosed under Section 3 “Role of Stakeholder”.

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 2020, non-executive directors had held such meetings, in an unofficial form, after finishing the Board Meetings.

- 4.3 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.
  - 4.4 The Company organized 9 Board of Directors meetings during 2020, 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 81.21% of the total number of meetings of the year.
  - 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 propose 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 Secretary for compilation of information. The Company 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 2020, 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 Secretary for



compilation of information. The Company 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 more responsibilities, such as independent directors who also hold committee memberships, are paid more.

In 2020, the Company disclosed the remuneration of each director in its annual report and Form 56-1 which also posted on the Company's website.

- 6.2 Remuneration of the Chairman of the President (Co) and top executives is set in accordance with Board policy, reflects their responsibilities and is in the same standard of industry. 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 2020, 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>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Mr. Joti Bhokavanij	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Dr. Harald Link	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Prof. Rawat Chamchalerm	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Mr. Xu Genluo	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>

LIST OF DIRECTORS	Details of the Training Program
Mrs. Preeprame Seriwongse	<ul style="list-style-type: none"> <li>- Risk Management Program for Corporate Leaders (RCL 21/2020)</li> <li>- Financial and Fiscal Management Program for Senior Executives (FME 7/2020)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Mr. Suphachai Chearavanont	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Dr. Ajva Taulananda	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Dr. Gao Tongqing	<ul style="list-style-type: none"> <li>- Digital Media and Content</li> </ul>
Dr. Li Feng	<ul style="list-style-type: none"> <li>- Digital Media and Content</li> </ul>
Prof.Dr. Warapatr Todhanakasem	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Mr. Umroong Sanphasitvong	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Mr. Chatchaval Jiaravanon	<ul style="list-style-type: none"> <li>- Digital Media and Content</li> </ul>
Mr. Narong Chearavanont	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</li> </ul>
Mr. Adhiruth Thothaveesansuk	<ul style="list-style-type: none"> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning Distance Working and Distance Medical Consultation</li> <li>- Digital Media and Content</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 3 (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.

The Company has complied with the principles of good corporate governance for listed companies that suitable for the Company's business and only minor parts that are not suitable to the Company's business that in the Year 2020, 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 9 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.

Furthermore, since the Company's shareholding structure has shareholders who have significant investments in the Company, which the Chairman of the Board of Directors who represent such shareholders is able to lead the Company to thrive and through various crises as well, so it is believe that the Chairman of the Board of Directors will continue to create benefits for the shareholders as a whole.

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 Board of Directors has already considered that the element of the Compensation and Nominating Committee is suitable for the Company.

# 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 impacts 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 practices 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 conducts 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 customers and consumers, True Group operates its business according to the business Code of Conduct to deliver products and services in order to meet and exceed customer's satisfaction. The Total Quality Management (TQM) standards have also been applied so as to create sustainable innovation and development, leading to better product and service quality for customers. The Company won Thailand Quality Award 2019 and was the first and only Thai telecom company that qualified and passed the criteria to win this award in the past 8 years. All electronic devices are certified for their quality and safety according to the standards. The Company also 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**

The Company highlights its commitment to both internal and external environmental issues and has set its sustainability goals on climate change management in order to reduce the environmental impacts. These initiatives are related to the United Nations Sustainable Goal No.13-Climate Action. True Group set the Company's 2020 sustainability goals include achieving 10% reduction in greenhouse gas intensity (emissions per revenue) when compared to 2016 as the base year. By the end of 2020, the Company achieved such target. In addition, True Group aimed at protecting the ecosystem and biodiversity through the We Grow application with a target of 6 million trees planted and shared via the application by 2020. By the end of 2020, the Company achieved the target by having 6.07 million trees recorded.

In 2019, the Company joined the Carbon Footprint for Organization Campaign and was certified by the Thailand Greenhouse Gas Management Organization (Public Organization). This was another tool to find out how much of the greenhouse gases were being produced that could lead to the effective greenhouse gas emissions reduction guidelines for the Company. The Company had installed solar cells at its site since 2019 with plans to install more solar cells at more sites and to use energy efficient equipment.

This year the Company has expanded the scope of coverage of its environmental management system (EMS), which has been certified according to the international standard ISO14001:2015 to cover more than 90% of its total office buildings. 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, and Kao Chamao – Kao Wong National Park, Rayong. 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 movements of wild elephants and transmit the images to park rangers. This initiative helped reduce conflict and confrontation between the wild elephants and 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 and raising public awareness on nature conservation. The Company also supported many forestation campaigns so as to reduce greenhouse gas emission. The We Grow application was developed to record the trees planted and calculate the CO<sub>2</sub> absorption.

## **(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 Providing 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 SDG No. 4 -Quality Education, through the Government’s Pracharat Project “CONNEXT ED” and the “Broadening the Learning Experience with True Plookpanya” program. As of 31 December 2020, more than four million people had access to digital content and knowledge.
- 7.2 Enhancing the quality of life for 10,000 people in vulnerable groups to create positive social impacts which is in line with the UN SDG No. 10 – Reduce Inequality through capability building and quality of life improvement program for Autistic people. True Group has developed application to improve their functional skills, provide vocational training, support 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, as well as collaborating with the Mirror Foundation the Hai Mai Huang Project to locate missing people through QR-coded wristbands. In addition, True Group provided TrueMove H Deaf SIM cards for persons with hearing-impairments and TrueMove H Prepaid Blind SIM cards for visually-impaired persons, enabling them to conveniently access to information. By the end of 2020, the Company succeeded in enhancing the quality of life of more than 10,000 people as targeted.

#### **(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 Group develops innovation to connect people digitally in the new normal era. The Company has developed robots to support medical persons such as True 5G “Temi” Robot to help doctors visit patients remotely, and “Pinto” Quarantine Delivery Robot to help deliver food and medicines. In addition, the Company has developed the Teleclinic application which is a part of TRUE VHEALTH platform for medical management system. The platform gathers and analyzes user information and supports appointments and video conferences with doctors.
- 8.2 True Group promotes innovation development to increase efficiency and optimize the use of resources by organizing the Annual True Innovation Awards, which encourages employees at all levels to take part in developing innovations that benefit the organization and the society. Innovation is therefore promoted as part of the corporate culture. Examples of outstanding innovations include the Gigatex Fiber internet service with high speed and high voice quality in digital system to serve consumer’s need and TRUE ID, a center of entertainment and customer’s privileges, which is connected with True Money online payment to serve customer’s lifestyles.

- 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 an 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

### 2.1 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 2020, the Company has categorized its stakeholder into six groups as follows: customers, employees, business partners & suppliers, government, shareholders & creditors, and community & society.

TrueGroup applied GRI Standards reporting guidelines based on four key principles steps : 1) Topic Identification 2) Prioritization 3) Verification and 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 2020 has identified the following significant topics: cybersecurity, network reliability, corporate governance & business ethics, and data privacy. 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.

### 2.2 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. Last year, True Group set up long-term

Sustainable Development Goals 2030 including 2 major challenging goals: 1. Become a Carbon Neutral Organization by 2030 through carbon dioxide emissions reduction, avoidance of energy-consuming technology and use of alternative energy. 2. Become a Zero Waste Organization by 2030 with net zero waste generated from corporate operations.

### 3. CORPORATE SOCIAL RESPONSIBILITY IMPACT ON SOCIETY

In 2020, 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. There were 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% coverage, or 4,781 schools of the total 30,000 OBEC schools. A total of 333 True staff volunteers joined the project as a School Partner and helped about 1,000 schools nationwide.

##### 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, the [www.trueplookpanya.com](http://www.trueplookpanya.com) website - a database of educational and general knowledge and True Plookpanya application - a free application with access to the database of the True Plookpanya website.

## 4.2 Activities to Create Social Impact

### 1) Projects to Improve the Quality of Life for people in Vulnerable Groups

- Improving the Quality of Life through the Autism Program: The Company developed an application for Autistic people, set up the True Autistic Thai Center to provide vocational training and took part in setting up a social enterprise where True Group provided support for the marketing and selling of products under the product line “ArtStory by Autistic Thai”, enabling them to make a living for themselves and their families. In addition, the Company supported with financial management, setting up the Community Bank, hiring them according to their skills and abilities as well as increased social awareness about people with autism.
- Hai Mai Huang Project: True Group, in collaboration with the Mirror Foundation, other governmental organizations and the private sector, developed an initiative to reunite missing people with their families, particularly people with dementia, psychiatric disorder and brain abnormalities and other disabilities, young children and the elderly. This innovation deploys communications technology with QR-coded wristbands for faster identification of missing people whose information was securely registered in the project’s database.
- 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) Project to Develop Learning Capabilities and Life Skills for Youths

The Company has continued to organize a number of projects every year to enrich and enhance the learning experience for youths in various areas such as future careers, sports and other life skills. These projects include True Future Journalist Award Contest, True Young Producer, the Annual Pirab Noi and True Junior Golf Tour.

## 4.3 Corporate Citizenship Activities

The Company donated money to various charitable causes and supported rescue and recovery efforts to the victims and relatives in times of natural disasters and humanitarian crises. In 2020 when the world was impacted by COVID-19 pandemic, the Company assisted customers and the public in many areas such as increased mobile internet hours to customers, provided free calling across networks including chat and vdo call features via True ID, extended sim card usage automatically, increased mobile internet, TrueMove H and true online as well as extended the payment period for customers who might not be convenient to pay the bills. In addition, a network team was set up to monitor all of True Group network 24 hours on a real-time basis. The network bandwidth was increased 3 times higher for information exchange via domestic and international gateways for entertainment, information update and video conferences. People and students were offered SIM card for free to help them with e-learning, meeting at home via VROOM as well as logging in any educational institution’s website free of charge.

#### 4.4 Social and Environmental Innovation

True Group focuses on Social and Environmental Innovation that is in line with the SD Goals No.3 - Good Health and Well-being and No. 9 - Industry, Innovation and Infrastructure. We have three outstanding innovative achievements worth mentioning.

1. TRUE VIRTUAL WORLD Platform was accelerated by True group during the crisis of the COVID-19 virus outbreak to meet all the needs of business organizations, education sectors, and Thais anytime anywhere. The platform supports those who wish to work from home, learning online, and spending time at home. The platform offers a comprehensive and highly secure cloud solution. The main components of the cloud solution include; 1. VWORK offers a comprehensive work management platform for the organization. The platform is designed to facilitate work-from-home arrangements. This fully equipped solution will support work efficiency and come in handy where virtual experiences are a new norm. Communication means like a chat room, recordable virtual meetings via VROOM, and the company billboard for the internal announcement are available. VWORK also carries the work processes such as task management, project plan, approval, and file transfer. 2. VLEARN goes beyond the physical boundary with systematic tools for educational institutions and educators to conduct online learning. This platform is invented to facilitate users to teach and learn, request, and submit homework without restrictions like place and time. Moreover, VLEARN archives study materials and tests for users to revisit when necessary. It also includes measurement tools for users to track their performances, carry out discussions, and complete school management requirements. 3. VLIVE lets you live a quality lifestyle at home for entertainment and an online shopping experience or opening an online store.
2. TRUE VHEALTH Platform is a mobile application platform that connects users with professional doctors for online health consultation through an application 'TRUE VHEALTH Powered by Chiiwii'. The application combines fundamental telecommunications infrastructure and True's digital solutions to create meaningful values to the society and improve the quality of life of Thais. The application addresses consumers' pain-points such as inconvenient commute and long waits at the hospitals by facilitating appointment booking digitally. The users can access the medical consultation service at their fingers. The consultations are given by leading doctors and health care professionals at the speed of the demand. With the recent outbreak, the virtual consultation on the VHEALTH application positively reduces the risk of infections from public gatherings and human interactions.
3. 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 TrueMove H SIM cards, positioned at passageways where elephants frequently pass, making use of TrueMove H's high-speed wireless network. Once a camera detects an elephant walking by, it will send the image and location information of the elephant to the surveillance center via a cloud system. As a result, patrol officers can push the elephants back into the forest before reaching the community. In 2020, the company expanded this project to the eastern part of Thailand, where True supports the wild elephant surveillance system for the Patcharasuthakhachanurak Project.

# 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 developed 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 adapted 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. 2/2021 held on 25 February 2021 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 did not identify 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 emphasized 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 up 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, which 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 and True Connect Application 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 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 3 FEBRUARY 2021)

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MRS. DAOPAKAY LUKSANAKULBUTR

HEAD OF GROUP INTERNAL AUDIT

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AGE 63 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

- Internal Audit-New Normal
- Internal Audit Digital Transformation
- Data Analytics
- IIA Annual Conference 2020
- Post Covid-19 Era
- 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

- Data Protection Management Program
- Make Remote Teamwork Productive
- Maximising Productivity & Effectiveness for Remote Teams
- Sustainable Online Business Growth Strategy
- True Digital Marketing
- Design Thinking
- Ramp up Organization to Drive Digital Transformation
- 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 2020, 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 2020 (Note 42). 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	31 DECEMBER 2020 (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	22,266	• The transactions arose in ordinary course of business that the Company proposed to the third party.
		Purchase :		
		• Office rental and related services	274,129	• 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	70,712	• The transactions arose in ordinary course of business.
		• Vehicle rental and related services	132,919	• 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	87	• The transactions arose in ordinary course of business.
		• Training	7,606	• The transactions arose in ordinary course of business.
		• Other services	60,808	• 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
1.2 True Voice Co., Ltd. (TV)	The Company indirectly holds 55.00% in TV's equity interest.	Sale : • Other services	17	• The transactions arose in ordinary course of business that the Company proposed to the third party.
		Purchase : • Other services	6,214	• The transactions arose in ordinary course of business.
1.3 True Touch Co., Ltd. (TT)	The Company indirectly holds 50.00% in TT's equity interest.	Sale : • Other services	2,497	• The transactions arose in ordinary course of business that the Company proposed to the third party.
1.4 True CJ Creation Co., Ltd. (TCJ)	The Company indirectly holds 51.00% in TCJ's equity interest.	Sale : • Other services	29	• The transactions arose in ordinary course of business that the Company proposed to the third party.
1.5 True Axion Interactive Ltd. (TAG)	The Company indirectly holds 40.00% in TAG's equity interest.	Sale : • Other services	59	• The transactions arose in ordinary course of business that the Company proposed to the third party.
1.6 True GS Co., Ltd. (TGS)	The Company indirectly holds 46.80% in TAG's equity interest	Sale : • Other services	253	• The transactions arose in ordinary course of business that the Company proposed to the third party.

## 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 : • Sales of mobile handset and accessories	729	• 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 • Commission and other services	189,878 366,633	• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party. • The transactions arose in ordinary course of business that BITCO's subsidiary 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
		Purchase : • Office rental and related services	373,271	• 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	1,548,404	• The transactions arose in ordinary course of business.
2.3 True Touch Co., Ltd. (TT)	The Company indirectly holds 99.74% in BITCO's equity interest and indirectly holds 50.00% in TT's equity interest.	Sale : • Sales of mobile handset and accessories	146	• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.
<b>3. 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 : • Collection agent fee	448	• The transactions arose in ordinary course of business.
<b>4. Asia Wireless Communication Co., Ltd. (AWC) (The Company indirectly holds 100.00%)</b>				
4.1 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in AWC's equity interest and directly and indirectly holds 23.38% in DIF's equity interest respectively.	Sale : • Network rental	453,058	• The transactions arose in ordinary course of business that AWC proposed to the third party.
		Purchase : • Tower rental	1,218,187	• The transactions arose in ordinary course of business.
4.2 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 : • Other services	13,729	• 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
<b>5. True Visions Group of Companies (TVG) (The Company indirectly holds 100.00%)</b>				
5.1 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 : • Advertising  Purchase : • Other services  • Advertising and Marketing expenses	71,418   93  1,593	• The transactions arose in ordinary course of business that TVG proposed to the third party.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.
5.2 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  • Advertising and Marketing expenses  • Other services	127,470  61,636  48,386  27,327  5,206  870  1,477  20,822	• 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.  • 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
5.3 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 : • advertising  Purchase : • Other services	69   180	• The transactions arose in ordinary course of business that TVG proposed to the third party.  • The transactions arose in ordinary course of business.
5.4 True Touch Co., Ltd. (TT)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 50.00% in TT's equity interest.	Sale : • advertising	6,490	• The transactions arose in ordinary course of business that TVG proposed to the third party.
5.5 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 : • advertising	1,000	• The transactions arose in ordinary course of business that TVG proposed to the third party.
<b>6. True Internet Corporation Co., Ltd. (TICC) (The Company directly and indirectly holds 100.00%)</b>				
6.1 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  Purchase : • Other services	1,865   694	• The transactions arose in ordinary course of business that TICC proposed to the third party.  • The transactions arose in ordinary course of business.

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
6.2 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.	Sale : • Digital Data Network services  Purchase : • Office rental and related services  • Vehicle rental and related services  • Repair and maintenance network  • Internet server rental  • Collection agent fee  • Other services	608,566   142,581  234,186  704,381  329,743  175,341  70,879	• The transactions arose in ordinary course of business that TICC 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.  • The transactions arose in ordinary course of business.
6.3 Digital Telecommunications Infrastructure Fund (DIF)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and directly and indirectly holds 23.38% in DIF's equity interest respectively.	Sale : • Digital Data Network services  Purchase : • Rental of fiber link	55  5,274,204	• The transactions arose in ordinary course of business that TICC proposed to the third party.  • The transactions arose in ordinary course of business.
6.4 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.	Sale : • Digital Data Network services  Purchase : • Other services	21,670  (858)	• The transactions arose in ordinary course of business that TICC 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
6.5 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	727	• The transactions arose in ordinary course of business that TICC proposed to the third party.
6.6 True Touch Co., Ltd. (TT)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 50.00% in TT's equity interest.	Sale : • Digital Data Network services  Purchase : • Rental Computer	11,871  26,871	• The transactions arose in ordinary course of business that TICC proposed to the third party.  • The transactions arose in ordinary course of business.
6.7 True CJ Creation Co., Ltd. (TCJ)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 51.00% in TCJ's equity interest.	Sale : • Digital Data Network services	48	• The transactions arose in ordinary course of business that TICC proposed to the third party.
6.8 True Voice Co., Ltd. (TV)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 55.00% in TV's equity interest.	Sale : • Digital Data Network services	4	• The transactions arose in ordinary course of business that TICC proposed to the third party.
<b>7. KSC Commercial Internet Co., Ltd. (KSC) (The Company indirectly holds 56.84%)</b>				
7.1 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.	Sale : • Internet services  Purchase : • Internet services and other services	5  24,151	• The transactions arose in ordinary course of business that KSC 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
7.2 True Touch Co., Ltd. (TT)	The Company indirectly holds 56.84% in KSC's equity interest and indirectly holds 50.00% in TT's equity interest.	Sale : • Internet services	426	• The transactions arose in ordinary course of business that KSC proposed to the third party.
<b>8. BFKT (Thailand) Co., Ltd. (BFKT) (The Company indirectly holds 100.00%)</b>				
8.1 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  • Internet server rental	14,161  12,959	• 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.
8.2 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in BFKT's equity interest and directly and indirectly holds 23.38% in DIF's equity interest respectively.	Purchase : • Telecommunication infrastructure rental	643,252	• The transactions arose in ordinary course of business.
<b>9. True Move H Universal Communication Co., Ltd. (TUC) (The Company directly holds 100.00%)</b>				
9.1 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 : • Mobile services  Purchase : • Office rental and related services  • Commission	649,557  87,264  2,043,162	• The transactions arose in ordinary course of business that TUC 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.

\*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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
		<ul style="list-style-type: none"> <li>Collection agent fee</li> </ul>	384,586	<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>	208,445	<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>	252,215	<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>	1,290,653	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>IOT</li> </ul>	19,292	<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>	104,816	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
9.2 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 : <ul style="list-style-type: none"> <li>Mobile services</li> </ul>	116,579	<ul style="list-style-type: none"> <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>Roaming</li> </ul>	44,554	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
9.3 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 : <ul style="list-style-type: none"> <li>Mobile services</li> </ul>	2,399	<ul style="list-style-type: none"> <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>Other services</li> </ul>	822	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
9.4 Digital Telecommunications Infrastructure Fund (DIF)	The Company directly holds 100.00% in TUC's equity interest and directly and indirectly holds 23.38% in DIF's equity interest respectively.	Sale : <ul style="list-style-type: none"> <li>Other services</li> </ul>	83,535	<ul style="list-style-type: none"> <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>Network rental</li> </ul>	3,913,958	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
9.5 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 : • Content	483	• The transactions arose in ordinary course of business.
9.6 True Touch Co., Ltd. (TT)	The Company indirectly holds 100.00% in TUC's equity interest and indirectly holds 50.00% in TT's equity interest.	Sale : • Mobile services  Purchase : • Other services	12,258  74,994	• The transactions arose in ordinary course of business that TUC proposed to the third party.  • The transactions arose in ordinary course of business.
9.7 True Voice Co., Ltd. (TV)	The Company directly holds 100.00% in TUC's equity interest and indirectly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen. and Mr. Pichit Thabyodom.	Sale : • Mobile services	22	• The transactions arose in ordinary course of business that TUC proposed to the third party.
9.8 True CJ Creation Co., Ltd. (TCJ)	The Company indirectly holds 100.00% in TUC's equity interest and indirectly holds 51.00% in TCJ's equity interest.	Sale : • Mobile services	14	• The transactions arose in ordinary course of business that TUC proposed to the third party.
9.9 True Axion Interactive Ltd. (TAG)	The Company indirectly holds 100.00% in TUC's equity interest and indirectly holds 40.00% in TAG's equity interest.	Sale : • Other services	383	• The transactions arose in ordinary course of business that TUC proposed to the third party.

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
<b>10. Telecom Asset Management Co., Ltd. (TAM) (The Company indirectly holds 100.00%)</b>				
10.1 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in TAM's equity interest and directly and indirectly holds 23.38% in DIF's equity interest respectively.	Sale : • Management and marketing services	45,321	• The transactions arose in ordinary course of business that TAM proposed to the third party.
10.2 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	5	• The transactions arose in ordinary course of business.
<b>11. True Digital Group Co., Ltd. (TDG) (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 TDG's equity interest.	Sale : • Other services  Purchase : • Royalty program  • Purchase of goods	25,118  498,657  628,981	• 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.
11.2 True Touch Co., Ltd. (TT)	The Company indirectly holds 100.00% in TDG's equity interest and indirectly holds 50.00% in TT's equity interest.	Purchase : • Call Center	4,320	• The transactions arose in ordinary course of business.
11.3 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.	Sale : • Other services  Purchase : • Royalty program	1,284  144	• The transactions arose in ordinary course of business that TDG 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
11.4 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.	Purchase : • Royalty program	141	• The transactions arose in ordinary course of business.
<b>12. True Incube Co., Ltd. (TINC) (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 TINC's equity interest.	Purchase : • Other service	30	• The transactions arose in ordinary course of business.
<b>13. True Digital Park Co., Ltd. (TDPK) (The Company indirectly holds 100.00%)</b>				
13.1 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	226,236  339,090	• 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.
13.2 True Touch Co., Ltd. (TT)	The Company indirectly holds 100.00% in TDPK's equity interest and indirectly holds 50.00% in TT's equity interest.	Purchase : • Call Center	307	• The transactions arose in ordinary course of business.
<b>14. True E-Logistic Co., Ltd. (TEL) (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 TEL's equity interest.	Sale : • Other services  Purchase : • Management services related to logistics and other services	73,818  152,752	• 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	31 DECEMBER 2020 (BAHT'000)	RATIONALE AND NECESSITY
14.2 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	1,003	• The transactions arose in ordinary course of business that TEL proposed to the third party.

## THE AUDIT COMMITTEE'S OPINION CONCERNING THE ENTERING INTO RELATED PARTY TRANSACTION

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.

### 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 2019	INCREASE (DECREASE)	31 DECEMBER 2020
True Voice Co., Ltd.	1,642	(1,610)	32
True CJ Creation Co., Ltd.	20,819	32	20,851
True GS Co., Ltd.	80,547	(51,893)	28,654
True Axion Interactive Ltd.	159	794	953
True Touch Co., Ltd.	70,707	7,251	77,958
Transformation Films Co., Ltd.	2,000	(1,000)	1,000
Digital Telecommunications Infrastructure Fund	126,938	110,455	237,393
China Mobile Group of companies	33,475	(7,840)	25,635
CP Group of companies	12,649,201	1,127,826	13,777,027
Total	12,985,488	1,184,015	14,169,503

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 2019	INCREASE (DECREASE)	31 DECEMBER 2020
Digital Telecommunications Infrastructure Fund	323,769	2,104	325,873
True Voice Co., Ltd.	46	101	147
True CJ Creations Co., Ltd.	39,076	(21,947)	17,129
True GS Co., Ltd.	189	1,850	2,039
True Touch Co., Ltd.	13,593	59,637	73,230
True Axion Interactive Ltd.	-	953	953
China Mobile Group of companies	21,980	(492)	21,488
CP Group of companies	7,538,146	(572,120)	6,966,026
Total	7,936,799	(529,914)	7,406,885

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

RELATED COMPANIES	31 DECEMBER 2019	INCREASE (DECREASE)	31 DECEMBER 2020
True Touch Co., Ltd.	1,110	38,586	39,696
True Voice Co., Ltd.	-	12,000	12,000
Total	1,110	50,586	51,696

## 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 2020, 2019, 2018 and 2017**

(Unit: Thousand Baht)

	31 December 2020	Common Size (%)	31 December 2019	Common Size (%)	31 December 2018	Common Size (%)	(Restated) 31 December 2017	Common Size (%)
<b>Assets</b>								
<b>Current assets</b>								
Cash and cash equivalents	24,330,348	3.94	49,405,101	9.43	20,671,759	4.17	18,226,744	3.97
Restricted cash at bank	43,528	0.01	43,675	0.01	43,666	0.01	69,316	0.02
Financial assets at fair value through profit or loss	1,438	0.00	-	-	-	-	-	-
Financial assets at fair value through other comprehensive income	92,687	0.02	-	-	-	-	-	-
Short-term investments	-	-	1,129	0.00	2,950	0.00	2,910	0.00
Trade and other receivables	44,918,614	7.28	47,612,577	9.09	64,476,817	13.01	47,703,703	10.39
Short-term loans to related parties	51,696	0.01	1,110	0.00	-	-	197,000	0.04
Other financial assets at amortised cost	1,227	0.00	-	-	-	-	-	-
Inventories	4,508,245	0.73	7,273,555	1.38	7,448,856	1.50	16,849,082	3.67
Income tax deducted at source	10,291,442	1.67	13,561,474	2.59	12,377,160	2.50	9,638,664	2.10
Claimable value added tax	5,263,253	0.85	10,653,448	2.03	8,953,278	1.81	8,653,539	1.88
Other current assets	14,903,086	2.41	5,897,326	1.13	10,718,013	2.16	10,342,092	2.25
<b>Total current assets</b>	<b>104,405,564</b>	<b>16.92</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>Non-current assets</b>								
Restricted cash at bank	23,394	0.00	23,756	0.01	30,692	0.01	26,763	0.01
Financial assets at fair value through profit or loss	1,210,082	0.20	-	-	-	-	-	-
Financial assets at fair value through other comprehensive income	260,870	0.04	-	-	-	-	-	-
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	23,213,285	3.76	26,159,393	4.99	21,947,955	4.43	16,539,115	3.60
General investments	-	-	1,071,670	0.20	617,214	0.12	543,848	0.12
Investment property	1,264,572	0.20	1,319,613	0.25	103,095	0.02	5,528	0.00
Property, plant and equipment	231,894,086	37.55	228,962,448	43.69	205,811,952	41.53	176,190,412	38.36
Right-of-use assets	103,336,042	16.73	-	-	-	-	-	-
Goodwill	9,993,769	1.62	9,993,769	1.91	11,403,094	2.30	11,403,094	2.48
Intangible assets	132,748,844	21.50	114,622,024	21.87	121,079,628	24.43	129,377,058	28.18
Deferred tax assets	6,080,653	0.98	3,275,159	0.63	2,570,858	0.52	5,396,614	1.18
Other non-current assets	3,116,739	0.50	3,974,265	0.76	6,887,690	1.39	7,604,976	1.66
<b>Total non-current assets</b>	<b>513,142,336</b>	<b>83.08</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>Total assets</b>	<b>617,547,900</b>	<b>100.00</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>

**True Corporation Public Company Limited**  
**Consolidated Statement of Financial Position**  
**As at 31 December 2020, 2019, 2018 and 2017**

(Unit: Thousand Baht)

	31 December 2020	Common Size (%)	31 December 2019	Common Size (%)	31 December 2018	Common Size (%)	(Restated) 31 December 2017	Common Size (%)
<b>Liabilities and equity</b>								
<b>Current liabilities</b>								
Short-term borrowings	3,500,000	0.56	16,662,572	3.18	84,908,793	17.13	46,752,379	10.18
Financial liabilities at fair value through profit or loss	1,274,426	0.21	-	-	-	-	-	-
Trade and other payables	90,276,648	14.62	109,365,088	20.88	111,754,897	22.55	115,494,627	25.15
Current portion of lease liabilities	12,654,125	2.05	-	-	-	-	-	-
Current portion of long-term borrowings	61,007,697	9.88	18,037,019	3.44	2,361,277	0.48	30,777,810	6.70
Income tax payable	161,833	0.03	175,401	0.03	141,965	0.03	5,338	0.00
Other current liabilities	6,911,239	1.12	6,910,153	1.32	5,093,441	1.03	4,772,957	1.04
<b>Total current liabilities</b>	<b>175,785,968</b>	<b>28.47</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>Non-current liabilities</b>								
Long-term borrowings	158,491,494	25.66	178,029,703	33.96	68,054,307	13.73	49,924,210	10.87
Financial liabilities at fair value through profit or loss	1,139,170	0.18	-	-	-	-	-	-
Deferred tax liabilities	6,251,016	1.01	6,270,865	1.20	6,084,575	1.23	3,196,865	0.70
Unrealised discount on acquisition cost of telecom licence	-	-	3,031,400	0.58	-	-	-	-
Lease liabilities	113,751,160	18.42	-	-	-	-	-	-
Liabilities under agreements and licences for operation	55,521,542	8.99	38,598,011	7.37	64,059,399	12.92	64,633,973	14.08
Employee benefits obligations	3,990,075	0.65	3,750,069	0.72	2,375,222	0.48	2,154,845	0.47
Provisions	6,485,825	1.05	3,507,124	0.67	3,367,696	0.68	-	-
Other non-current liabilities	10,514,517	1.70	13,636,198	2.60	13,483,605	2.72	13,285,093	2.89
<b>Total non-current liabilities</b>	<b>356,144,799</b>	<b>57.66</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>Total liabilities</b>	<b>531,930,767</b>	<b>86.13</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>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	21.62	133,472,781	25.47	133,472,781	26.94	133,472,781	29.07
Premium on share capital	26,384,073	4.27	26,384,073	5.04	26,384,073	5.32	26,384,073	5.75
Retained earnings								
Appropriated - legal reserve	1,347,000	0.22	1,040,174	0.20	731,162	0.15	389,994	0.08
Appropriated - treasury shares reserve	72,540	0.01	-	-	-	-	-	-
Retained earnings (deficits)	(74,074,383)	(12.00)	(33,630,887)	(6.42)	(25,651,268)	(5.18)	(31,090,925)	(6.77)
<u>Less</u> Treasury shares	(72,540)	(0.01)	-	-	-	-	-	-
Other components of equity	(2,040,373)	(0.33)	(1,898,200)	(0.36)	(1,645,903)	(0.33)	(1,641,124)	(0.36)
<b>Equity attributable to owners of the parent</b>	<b>85,089,098</b>	<b>13.78</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>
Non-controlling interests	528,035	0.09	651,200	0.12	592,670	0.12	669,554	0.15
<b>Total Equity</b>	<b>85,617,133</b>	<b>13.87</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>Total liabilities and equity</b>	<b>617,547,900</b>	<b>100.00</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>

**True Corporation Public Company Limited**  
**Consolidated Statement of Comprehensive Income**  
For the year ended 31 December 2020, 2019, 2018 and 2017

(Unit: Thousand Baht)

	<b>(Restated)</b>							
	<b>31 December</b>	<b>Common</b>	<b>31 December</b>	<b>Common</b>	<b>31 December</b>	<b>Common</b>	<b>31 December</b>	<b>Common</b>
	<b>2020</b>	<b>Size (%)</b>	<b>2019</b>	<b>Size (%)</b>	<b>2018</b>	<b>Size (%)</b>	<b>2017</b>	<b>Size (%)</b>
<b>Revenues</b>								
Revenues from telephone and other services	121,325,881	87.78	120,926,274	85.80	118,185,448	73.03	115,853,018	83.04
Revenues from product sales	16,886,456	12.22	20,017,215	14.20	43,634,866	26.97	23,666,212	16.96
<b>Total revenues</b>	<b>138,212,337</b>	<b>100.00</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>Costs</b>								
Cost of providing services	81,984,285	59.32	87,868,061	62.34	85,383,125	52.76	84,287,978	60.41
Cost of sales	18,653,695	13.50	19,542,668	13.87	20,396,402	12.60	17,808,045	12.76
<b>Total costs</b>	<b>100,637,980</b>	<b>72.82</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>Gross profit</b>	<b>37,574,357</b>	<b>27.18</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>
Other income	5,126,204	3.71	9,703,627	6.88	13,188,458	8.15	5,468,563	3.92
Selling expenses	(13,245,119)	(9.58)	(12,978,053)	(9.21)	(20,993,807)	(12.97)	(19,372,507)	(13.89)
Administrative expenses	(13,683,043)	(9.90)	(15,253,830)	(10.82)	(14,641,085)	(9.05)	(13,933,160)	(9.99)
Other expenses	(505,312)	(0.37)	(4,607,611)	(3.27)	(16,939,112)	(10.47)	(2,585,287)	(1.85)
Share of results	4,152,790	3.00	6,887,407	4.89	3,789,256	2.34	3,153,802	2.26
Finance costs	(18,475,562)	(13.37)	(9,539,106)	(6.77)	(7,477,057)	(4.62)	(8,293,982)	(5.94)
<b>Profit before income tax</b>	<b>944,315</b>	<b>0.67</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>
Income tax	(18,765)	(0.01)	(2,172,179)	(1.54)	(6,009,574)	(3.71)	(1,315,519)	(0.94)
<b>Profit for the year</b>	<b>925,550</b>	<b>0.66</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>Other comprehensive income:</b>								
Item that will not be reclassified to profit or loss:								
Remeasurements of post-employment benefit obligations, net of tax	-	-	(584,002)	(0.41)	(233,247)	(0.14)	-	-
Changes in the fair value of equity instruments at fair value through other comprehensive income, net of tax	(48,564)	(0.04)	-	-	-	-	-	-
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	6,397	0.00	(11,723)	(0.01)	(330)	0.00	(706)	0.00
<b>Total comprehensive income for the year</b>	<b>883,383</b>	<b>0.62</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>Profit for the year attributable to:</b>								
Owners of the parent	1,048,398	113.27	5,636,733	101.14	7,034,590	101.10	551,291	101.13
Non-controlling interests	(122,848)	(13.27)	(63,718)	(1.14)	(76,724)	(1.10)	(6,174)	(1.13)
<b>Profit for the year</b>	<b>925,550</b>	<b>100.00</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>Total comprehensive income for the year attributable to:</b>								
Owners of the parent	1,006,231	113.91	4,800,617	101.35	6,810,425	101.14	709,765	100.88
Non-controlling interests	(122,848)	(13.91)	(63,891)	(1.35)	(76,518)	(1.14)	(6,174)	(0.88)
<b>Total comprehensive income for the year</b>	<b>883,383</b>	<b>100.00</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>Basic earnings per share</b>								
<b>attributable to owners of the parent</b>								
-Basic (Baht per share)	0.03		0.17		0.21		0.02	

**True Corporation Public Company Limited**  
**Consolidated Statement of Cash Flows**  
**For the year ended 31 December 2020, 2019, 2018 and 2017**

	(Unit: Thousand Baht)			
	31 December 2020	31 December 2019	31 December 2018	(Restated) 31 December 2017
<b>Cash flows from operating activities</b>				
<b>Profit before income tax</b>	944,315	7,745,194	12,967,440	1,860,636
Adjustments for:				
Depreciation and amortisation	45,753,902	29,344,406	36,672,538	36,266,561
Interest income	(308,283)	(320,071)	(313,046)	(532,984)
Interest expense	15,673,971	7,489,298	5,325,468	5,916,685
Finance costs related to licences	1,889,699	1,932,602	2,098,786	2,392,920
Dividends received	(4,397)	(1,784)	-	-
(Gain) loss on disposals of property, plant and equipment	(25,945)	(4,650)	645,290	119,853
Gain on termination of right-of-use assets	(7,622)	-	-	-
Provision for relocation expenses	-	-	2,049,023	-
Expected credit loss	2,470,644	2,015,361	2,142,917	1,830,629
Gain from disposal of infrastructure assets	-	(7,241,458)	(8,802,238)	(2,429,887)
Loss on obsolete inventories	162,191	212,375	23,529	-
Gain from sales of investment in subsidiaries	-	(121,578)	-	-
Gain from sales of investment in associate	(3,396,230)	(797,635)	-	-
Loss (gain) from liquidation of subsidiaries	94	(7,299)	-	(5,279)
Gain from fair value revaluation of investment	-	(123,397)	-	-
Reversal of provision for CAT's call option	-	-	-	(2,285,897)
Gain from revaluation of financial assets				
at fair value recognised in profit or loss	(442,968)	-	-	-
Increase in retirement benefits obligations	382,884	1,094,088	234,729	221,116
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	(176,157)	(571,295)	10,845	(416,744)
Realised gain on foreign exchange related to repayment of borrowings	-	-	-	(3,306)
Share of results	(4,194,352)	(6,932,594)	(3,831,785)	(3,192,590)
Employee benefit obligation-benefit paid	(142,878)	(306,370)	(262,074)	(48,390)
Changes in working capital				
- Trade and other receivables	(2,396,262)	14,744,506	(18,795,807)	(17,122,168)
- Short-term investments - trading securities	-	-	(19)	(22)
- Inventories	3,085,455	(1,112,505)	4,730,122	(5,607,118)
- Other current assets	(4,378,971)	(5,611,777)	(8,317,301)	(12,393,558)
- Film and program rights	(2,549,806)	(3,755,806)	(3,227,294)	(1,930,185)
- Other non-current assets	517,833	(245,354)	(731,253)	(899,925)
- Trade and other payables	(3,488,342)	(20,168,541)	1,147,243	8,620,181
- Other current liabilities	831,078	(1,613,230)	373,004	106,393
- Other non-current liabilities	(64,477)	2,452,101	(211,255)	(268,939)
Cash generated from operations	50,135,376	22,683,945	45,080,503	10,197,982
<b>Add</b> Interest received	313,404	317,243	363,127	546,631
Income tax received	4,514,163	941,347	1,667,463	1,820,073
<b>Less</b> Interest paid	(8,850,447)	(6,876,538)	(4,628,796)	(4,079,412)
Income tax paid	(1,993,556)	(2,642,237)	(4,553,389)	(3,491,932)
<b>Net cash received from operating activities</b>	<b>44,118,940</b>	<b>14,423,760</b>	<b>37,928,908</b>	<b>4,993,342</b>



**True Corporation Public Company Limited**  
**Consolidated Statement of Cash Flows**  
**For the year ended 31 December 2020, 2019, 2018 and 2017**

	(Unit: Thousand Baht)			
	31 December 2020	31 December 2019	31 December 2018	31 December (Restated) 2017
<b>Cash flows from investing activities</b>				
Withdrawal (deposit) in restricted cash	509	6,927	21,720	(26,021)
Disposal of short-term investments	-	-	-	500,000
Loans made to related parties	(524,030)	-	(20,000)	(50,000)
Acquisition of subsidiaries, net of cash acquired	-	(425,720)	-	-
Transaction costs paid for the acquisition of subsidiary	-	(31,039)	-	-
Acquisition of investment in associates and joint ventures	(988,790)	(4,985,849)	(17,547,102)	(35,600)
Acquisition of general investments	-	(693,754)	(98,366)	(218,637)
Acquisition of financial assets at fair value through profit or loss	(34,927)	-	-	-
Acquisition of financial assets at fair value through other comprehensive income	(400)	-	-	-
Proceeds from disposal of general investment	-	453,881	-	-
Proceeds from disposal of short-term investments	-	1,825	-	-
Proceeds from disposal of investment in subsidiary	-	231,086	-	-
Proceeds from disposal of investment in associate	8,369,370	1,602,095	-	-
Acquisition of property, plant and equipment	(41,326,786)	(37,564,771)	(52,362,721)	(34,083,088)
Acquisition of intangible assets	(33,518,267)	(8,847,211)	(17,442,697)	(13,497,899)
Repayment received from loan to related parties	473,444	-	217,000	-
Acquisition of investment property	(240,798)	(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	229,168	12,287,897	23,986,087	3,990,679
Dividends received	2,989,346	3,036,504	2,159,699	1,583,807
Net cash used in investing activities	(64,572,161)	(35,868,450)	(61,169,343)	(42,049,769)
<b>Cash flows from financing activities</b>				
Investment in subsidiary by purchasing shares from non-controlling interests	(8)	(12)	(36)	(10)
Proceeds from loans from subsidiaries	96,923	-	-	-
Proceeds from short-term borrowings	3,500,000	24,124,270	131,009,865	67,206,682
Proceeds from borrowings, net of cash paid for debt issuance cost	46,925,960	124,088,186	19,946,879	17,665,491
Repayments to loans from subsidiaries	(96,923)	-	-	-
Repayments to short-term borrowings	(16,700,000)	(92,514,600)	(93,152,000)	(58,444,000)
Repayments to borrowings	(16,131,300)	(2,489,967)	(31,108,674)	(21,313,690)
Repayment to lease liabilities	(19,157,838)	-	-	-
Repayment to treasury shares	(72,540)	-	-	-
Dividends paid	(3,003,017)	(3,003,031)	(1,034,353)	-
Net cash (used in) received from financing activities	(4,638,743)	50,204,846	25,661,681	5,114,473
<b>Net (decrease) increase in cash and cash equivalents</b>	(25,091,964)	28,760,156	2,421,246	(31,941,954)
Opening balance	49,405,101	20,671,759	18,226,744	50,183,813
Effects of exchange rate changes	17,211	(26,814)	23,769	(15,115)
Closing balance	24,330,348	49,405,101	20,671,759	18,226,744
<b>Non-cash transactions</b>				
Acquisition of property, plant and equipment using leases	3,155,450	4,498,430	513,550	2,939,610
Acquisition of property, plant and equipment and intangible assets, not yet paid	122,572,830	121,483,740	128,555,070	9,419,380
Acquisition of investment in associate	15,710	-	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 2020	PricewaterhouseCoopers ABAS Limited	Mr. Pisit Thangtanagul	4095
31 December 2019	PricewaterhouseCoopers ABAS Limited	Mr. Pisit Thangtanagul	4095
31 December 2018	PricewaterhouseCoopers ABAS Limited	Mr. Prasit Yuengsrikul	4174

According to the three (3) years' Reports of Certified Public Accountant (2018-2020), 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

		2020	2019	2018
<b>Consolidated Financial Results</b>				
Service revenues <sup>1/</sup>	Million Baht	107,240	105,807	101,788
Total revenues	Million Baht	138,212	140,943	162,773
Total revenues excl. revenue from asset sale to DIF	Million Baht	138,212	138,457	136,009
EBITDA	Million Baht	52,654	33,850	56,001
EBITDA excl. TFRS16 and gain from asset sale to DIF	Million Baht	37,189	31,457	32,537
Operating profit	Million Baht	10,646	7,104	22,408
Operating profit excl. TFRS16 and gain from asset sale to DIF	Million Baht	5,320	4,712	(1,056)
Net profit (loss) to equity holders of the Company	Million Baht	1,048	5,637	7,035
Net profit (loss) to equity holders of the Company excl. TFRS16 and gain from asset sale to DIF	Million Baht	1,764	2,170	(3,294)
<b>Consolidated Balance Sheets</b>				
Total Assets	Million Baht	617,548	523,993	495,569
Total Liabilities	Million Baht	531,931	397,974	361,685
Total Liabilities excl. lease liabilities (TFRS16 impact)	Million Baht	405,525	397,974	361,685
Total Shareholders' Equity	Million Baht	85,617	126,019	133,884
Total Shareholders' Equity excl. TFRS16 impact <sup>2/</sup>	Million Baht	123,374	126,019	133,884
<b>Key Financial Ratios</b>				
<b>Liquidity Ratios</b>				
Current Ratio	Times	0.6	0.9	0.6
Quick Ratio-Accrual Basis	Times	0.4	0.6	0.4
<b>Activity Ratios</b>				
Receivable Turnover Ratio	Times	3.5	3.8	3.9
Average Collection Period	Days	104	94	93
Inventory Turnover Ratio	Times	3.2	2.8	2.3
Average Inventory Turnover Period	Days	111	128	157
Payable Turnover Ratio	Times	1.5	1.6	1.6
Average Payment Period	Days	233	222	231
Cash Cycle	Days	(18)	1	19
<b>Leverage Ratios</b>				
Net Debt to EBITDA <sup>3/</sup>	Times	3.8	4.6	2.3
Net Debt to Equity <sup>3/</sup>	Times	2.3	1.2	1.0
Total Liabilities to Total Equity Ratio <sup>4/</sup>	Times	3.3	3.2	2.7
Interest Coverage Ratio <sup>5/</sup>	Times	3.5	4.1	6.0
<b>Profitability Ratios</b>				
Gross Profit Margin	%	27.2%	24.2%	35.3%
Net Profit Margin	%	0.8%	4.0%	4.3%
ROE	%	1.0%	4.4%	5.4%
<b>Per Share Data and Others</b>				
Profit (loss) per share	Baht	0.03	0.17	0.21
Book value per share	Baht	2.57	3.78	4.01
Share price at the end of period	Baht	3.44	4.60	5.20
No. of outstanding shares at year end	Million Shares	33,368	33,368	33,368
Market capitalization	Million Baht	114,787	153,494	173,515

Note :

<sup>1/</sup> Service revenues excluding interconnection (IC) revenue and network rental revenue

<sup>2/</sup> The impairment of lease assets was deducted from retained earnings at the beginning of the year following the TFRS16 adoption to reflect value of lease assets in use

<sup>3/</sup> Debt comprises short-term and long-term borrowings exclude liabilities under finance leases

<sup>4/</sup> Ratio excludes impact from TFRS16 adoption

<sup>5/</sup> Interest coverage ratio is derived from EBITDA/ (interest expenses and other financial fee) excluding TFRS16 and gain from asset sale to DIF  
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 6.2 times in 2020, 3.5 times in 2019 and 10.2 times in 2018

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## 2020 OVERVIEW

**True Group** outperformed the industry for topline, subscriber acquisition, and double-digit EBITDA growth despite a challenging year in 2020. Core service revenue growth of 3% YoY driving consolidated service revenue up to Baht 107.2 billion and total revenue to Baht 138.2 billion in 2020 amid lengthy COVID-19 and economic impact. Core Telecommunication services outgrew the industry with mobile revenue growing 3% YoY and broadband internet delivered highest net adds of 390k while digital platform and services continued to grow revenues in double-digit rates. These, combined with ongoing focus on quality acquisition and spending effectiveness, drove EBITDA up 18% YoY to Baht 37.2 billion, or increased 56% YoY to Baht 52.7 billion in 2020 as reported including the effect of the new accounting standard (TFRS16). True Group reported net profit of Baht 1.8 billion or 1.0 billion with the TFRS16 effect. On 25 February 2021, True's board of directors approved a dividend payment from True's full-year 2020 financial performance totaling Baht 2.3 billion (Baht 0.07 per share) with similar dividend yield level as prior year, subject to approval by shareholders at the AGM in April.

**TrueMove H's** service revenue remained strong and outshined the industry with 3.1% YoY growth to Baht 80.1 billion in 2020 contrasting with 6% YoY contraction of the other industry's players combined. This solid performance was achieved as TrueMove H's postpaid revenue and subscriber expanded in double-digit rates while the overall industry particularly price-sensitive prepaid market was affected by the COVID-19 impact with weakened consumers' spending and loss of foreign travelers. Market competition remained on fixed-speed unlimited data packages as key attractions with efforts to uplift price point while low-tier, lower-speed price plan was offered in selected areas to penetrate untapped segment. Commercial 5G service was also launched with 5G network in key areas of all 77 provinces and 98% population coverage in the BMA aiming for high-value subscriber growth and data monetization. TrueMove H gained 541k net adds in Q4 boosting its total subscriber base to 30.6 million, of which 20.9 million were prepaid and 9.7 million were postpaid.

**TrueOnline** continued to lead the broadband internet market in both revenue and subscriber acquisition. Its broadband internet revenue increased Baht 1.2 billion or 4.6% YoY to Baht 27.1 billion in 2020 once again posting above-industry net adds of 390k in 2020. The business ended the year with broadband subscriber base climbing to 4.2 million as its expanding fiber footprint and 1Gbps offerings received strong market responses alongside new normal momentum that bolstered demands for broadband connectivity for the overall industry. Competitive intensity remained on speeds, pricing and valued-added contents. TrueOnline's ongoing determination to providing high-quality network and innovative offerings particularly True Gigatex Fiber Router, band steering technology, and upselling via Mesh WiFi and TrueID TV bundled should continue to drive this solid growth momentum as they match consumers' rising trend toward remote working, e-learning and entertainment at home.

**TrueVisions'** service revenue was Baht 10.7 billion in 2020 pressured by the COVID-19 impact on consumers' spending and clients in the hotel segment as well as an absence of entertainment events and live-sports postponement which lowered their associated revenues and costs. The business saw revenue picking up 4% QoQ in the fourth quarter with advertising revenue growth and certain activities resumed. TrueVisions will continue to aggregate contents that match local taste and adapt to changes in consumers' behavior and lifestyles in this digital

age by progressing toward digital channels and offerings. This should boost revenue and customer base beyond 3.9 million customers at the end of 2020.

**True Digital Group** continued to gain scale while solidifying True Group's competitive edge and ecosystem with its quality platforms and services. TrueID, its digital media platform, increased monthly average video views to 256 million in 4Q20, accumulating to 2.2 billion views in 2020 which tripled the 2019 level, and content transactions up 29% QoQ to 400,000 transactions. Its communicator services, which included the in-app chats and calls, also saw a steady growth, closing the year with 1.12 million users. At the same time, TrueID TV, its OTT platform, expanded with approximately 2.1 million TrueID TV boxes at customers' premises. These continued to drive digital content subscription and advertising revenues up in double-digit rates. Online Station, the leading digital entertainment platform for gaming and network influencers, also received more than 180 million views across all platforms and 33 million views for its original content. In the enterprise segment, True Digital Solutions scaled up its solutions and connected over 380,000 IoT endpoints and devices by the end of 2020. Q4 also introduced Digital Guest Solution, a cloud-based platform that enables a seamless online-to-offline for facility services in various industries such as property and hospitality.

## 2020 FINANCIAL SUMMARY

True Group reported a consolidated net profit to shareholders of the parent company of Baht 1,048.4 million in 2020, representing a change of greater than 20% YoY, which is summarized as below:

Total revenue reached Baht 138.2 billion in 2020 as consolidated service revenue increased 1.4% YoY to Baht 107.2 billion despite the lengthy COVID-19 and economic impact. This was driven by above-industry subscriber growth of postpaid and broadband internet. This, together with continued focus on cost discipline, drove EBITDA up 18% YoY to Baht 37.2 billion, or increased 56% YoY to Baht 52.7 billion in 2020 as reported including the effect of the new accounting standard (TFRS16).

Net profit declined YoY to Baht 1.0 billion in 2020 driven by continued network expansion and spectrum acquisition resulting in higher depreciation and amortization, TFRS16 adoption, and the net benefit of approximately Baht 3.4 billion in 2019 as the gain from asset sale to DIF outpaced non-recurring expenses related to asset impairments.

The prolonged COVID-19 pandemic caused lower activities and tourist arrivals, particularly during the city lockdown, as well as weakening consumers' spending. Telecommunications industry has been pressured by lower tourist related revenues for both inbound and outbound as well as certain shop closure temporarily. True Group still maintained service revenue growth driven by mobile, broadband, and digital businesses. These revenue streams outpaced revenue decline at TrueVisions, accounting for less than 10% of True Group's revenues, which was affected by the pandemic with an absence of entertainment events and live-sports postponement lowering both their associated revenues and costs as well as revenue from clients in affected industry such as hotel. The crisis, however, enables True Group to renegotiate contracts and revisit content aggregation on its platform while improving operations and customer service via digitalization.

## LOOKING FORWARD TO 2021

True Group expects Core Telecommunication businesses to continue its upward momentum along with GDP rebound and to capture ample growth potential from the digital arm or New S-Curve capitalizing on its comprehensive digital platform and ecosystem. TrueMove H's competitive strengths in terms of 5G and high-quality network with the most comprehensive spectrum portfolio and combined strengths of 7 frequency bands from low to mid to high, should boost revenue from high-value users while deepening analytics helps support further penetration and gain share in the untapped segment for True Group's multiple products. TrueOnline's broadband internet has led the market with its superior fiber services and will continue to provide value-driven products particularly with innovative devices and TrueID TV to maintain leadership position and respond to growing demands for broadband connectivity from both consumer and enterprise segments under the new normal lifestyles. At the same, the Group's cloud-based integrated solutions platform "True Virtual World" serves well to this needs as it supports work from home arrangements, e-learning and entertainments. TrueVisions will also move forward to digital channels and online propositions that match customers' preferences to resume growth path.

Meanwhile, True Digital Group is well positioned to accelerate growth in this rapid digital adoption and fulfillment era leveraging its unique ecosystem of digital platforms and solutions and deep competences in cutting-edge technologies such as artificial intelligence, big data, blockchain, cloud, Internet of Things (IoT), robotics, and Cyber Security. The digital platform, TrueID, ideally responds to consumers' digital lifestyles with strong traction embedding with a complete range of quality digital content, communication, community and commerce as well as fulfillment platform with personalized privileges. Online Station, the largest online gaming community and leading digital entertainment platform, will further ride on the growing gaming industry in Thailand. The enterprise segment has also gained scale and collaborated with various partners providing significant growth potential for the Group's Analytics, Digital Solutions and IoT offerings for diverse industry verticals.

All these, together with engaging privilege programs, synergy with strategic partners on distribution channels throughout the country and a progress toward self-service, digital and online channels, adding convenience while enabling True Group to reach end users better and more efficiently, such as TrueID, True iService, Mari service, True Store and Wemall should continue to drive solid growth for True Group this year. At the same time, True Group has laid out various initiatives to significantly improve cost structure and productivity to sustainably enhance profitability. These include efficient spending on subsidy with quality subscriber growth, progressing toward online and digital marketing, sales channel and manpower productivity, network and content optimization, paperless and digitalization for process improvement and better customers' experiences.

## CONSOLIDATED RESULTS OF OPERATIONS - NORMALIZED BASIS

(Baht in millions unless otherwise indicated)	4Q20	3Q20	4Q19	% Change		2020	2019	% Change
				Y-o-Y	Q-o-Q			Y-o-Y
Revenues from providing services	31,119	30,011	30,787	1.1	3.7	121,326	120,926	0.3
Interconnection revenue	394	405	515	(23.5)	(2.8)	1,577	2,902	(45.7)
Network rental revenue	3,144	3,140	3,061	2.7	0.1	12,509	12,217	2.4
Service revenue	27,581	26,466	27,210	1.4	4.2	107,240	105,807	1.4
Revenues from product sales	5,364	2,997	6,894	(22.2)	79.0	16,886	20,017	(15.6)
<b>Total revenues</b>	<b>36,483</b>	<b>33,008</b>	<b>37,681</b>	<b>(3.2)</b>	<b>10.5</b>	<b>138,212</b>	<b>140,943</b>	<b>(1.9)</b>
Total cost of providing services	21,147	20,606	22,442	(5.8)	2.6	81,984	87,242	(6.0)
Regulatory costs	769	764	634	21.2	0.6	2,918	2,781	4.9
Interconnection cost	537	533	733	(26.7)	0.7	2,149	3,432	(37.4)
Cost of providing services exclude IC	10,532	10,268	14,878	(29.2)	2.6	41,742	57,954	(28.0)
Depreciation and amortization	9,310	9,041	6,198	50.2	3.0	35,176	23,075	52.4
Cost of sales	5,741	3,256	7,306	(21.4)	76.3	18,654	19,543	(4.5)
Selling and administrative expenses	6,499	6,595	7,221	(10.0)	(1.5)	26,928	27,054	(0.5)
Depreciation and amortization	1,618	1,759	1,148	40.9	(8.0)	6,832	3,670	86.1
Others	4,881	4,836	6,072	(19.6)	0.9	20,096	23,384	(14.1)
<b>EBITDA</b>	<b>14,024</b>	<b>13,351</b>	<b>8,058</b>	<b>74.0</b>	<b>5.0</b>	<b>52,654</b>	<b>33,850</b>	<b>55.6</b>
<b>EBITDA excl. TFRS16 and gain from asset sale to DIF</b>	<b>10,130</b>	<b>9,376</b>	<b>8,058</b>	<b>25.7</b>	<b>8.0</b>	<b>37,189</b>	<b>31,457</b>	<b>18.2</b>
Depreciation and amortization	(10,929)	(10,800)	(7,346)	48.8	1.2	(42,008)	(26,745)	57.1
<b>Operating profit</b>	<b>3,095</b>	<b>2,550</b>	<b>712</b>	<b>335.0</b>	<b>21.4</b>	<b>10,646</b>	<b>7,104</b>	<b>49.9</b>
Interest expense (net)	(2,344)	(2,323)	(1,938)	21.0	0.9	(8,919)	(7,169)	24.4
Interest income	64	66	90	(28.6)	(2.9)	308	320	(3.7)
Interest expense	(2,409)	(2,389)	(2,028)	18.8	0.8	(9,227)	(7,489)	23.2
Interest expense related to lease liabilities	(1,586)	(1,605)	-	NM	(1.2)	(6,447)	-	NM
Other financial fees	(230)	(225)	(83)	176.0	2.3	(802)	(260)	208.2
Financial cost related to license	(474)	(473)	(475)	(0.4)	0.1	(1,890)	(1,933)	(2.2)
Income tax (expense) revenue	(5)	(27)	26	NM	(82.6)	(19)	(2,172)	(99.1)
Share of results in subsidiaries and associates	1,207	913	1,060	13.8	32.2	4,153	5,134	(19.1)
Foreign exchange gain (loss)	(43)	(234)	(55)	23.1	81.8	357	449	(20.6)
Other (expense) income	217	1,486	925	(76.5)	(85.4)	3,846	4,420	(13.0)
Non-controlling interests	5	41	39	(88.2)	(88.7)	123	64	92.8
<b>Net profit (loss) to equity holders of the Company</b>	<b>(157)</b>	<b>104</b>	<b>210</b>	<b>NM</b>	<b>NM</b>	<b>1,048</b>	<b>5,637</b>	<b>(81.4)</b>
<b>Net profit (loss) to equity holders of the Company excl. TFRS16 and net benefit from asset sale to DIF</b>	<b>9</b>	<b>268</b>	<b>(587)</b>	<b>NM</b>	<b>(96.5)</b>	<b>1,764</b>	<b>2,170</b>	<b>(18.7)</b>

## CONSOLIDATED RESULTS OF OPERATIONS IN 2020

- True Group's **total revenue** reached Baht 138.2 billion with increasing contribution from **consolidated service revenue** of Baht 107.2 billion in 2020, a growth of 1.4% YoY despite impact from the prolonged COVID-19 pandemic lowering consumers' spending and events. The cellular business grew with strong postpaid subscriber growth while emergence of the new normal lifestyles drove higher scale and user bases of broadband internet as well as digital platform and solutions.

- **TrueMove H** continued to outperform the industry for revenue and subscriber acquisition particularly in the postpaid market with above-industry growth in both revenue (+11%) and subscribers (+17%). The prepaid and international roaming segments were affected by the COVID-19 impact with weakened consumers' spending and loss of tourist-related revenues. As a result, TrueMove H's **service revenue** grew 3.1% YoY to Baht 80.1 billion as **combined voice and non-voice revenues** increased 3.8% YoY to Baht 75.8 billion while **revenues from international roaming and other services** decreased 8.6% YoY to Baht 4.3 billion.

TrueMove H ended 2020 with total subscriber base of 30.6 million, of which 20.9 million were prepaid and 9.7 million were postpaid users, adding 541k net subscribers with blended ARPU of Baht 216 in 4Q20.

- **TrueOnline's service revenue** increased 3.7% YoY to Baht 38.0 billion due to ongoing growth of broadband internet business (+6.5% YoY excluding non-core, non-recurring services reported under other service revenue such as True Touch, contact center service, as True Group sold its stake in late December 2019).

**Broadband, Internet and Business Data Service revenues** grew 4.6% YoY to Baht 27.1 billion as TrueOnline's subscriber acquisition remained strong leading the market with the highest net adds of 390k in 2020. Its value-driven products via 1Gpbs speed, innovative devices and TrueID TV bundled continued to meet rising demands for broadband connectivity following a shift toward remote working, e-learning and home entertainments. TrueOnline's broadband subscriber base expanded to 4.2 million with flat ARPU of Baht 533 in the fourth quarter despite competition and low-tier, lower speeds packages causing industry's ARPU decline.

- **TrueVisions' service revenue** was Baht 10.7 billion, declining 11.3% YoY from the COVID-19 impact on clients particularly in the hotel segment as well as entertainment events and live-sports postponement, which lowered both their associated revenues and costs. These softened **other service revenues** (comprising entertainment, sponsorship, advertising and other revenues) to Baht 3.7 billion, although saw positive development QoQ in the fourth quarter with higher advertising revenues, and **subscription and installation revenue** to Baht 7.0 billion representing 65% of TrueVisions' service revenue.
- Along with consumers' increasing trend toward streaming content, accessing content anytime, anywhere as well as digital media consumption, content subscription on the digital platform "TrueID" increased further to over 400,000 content transactions in the fourth quarter driving its continued double-digit revenue growth from digital content subscription and digital advertising. In addition to being a content bank for multiple platforms of True Group, TrueVisions will progress toward digital channels and offerings particularly through collaboration with TrueID.



- **Product sales** were Baht 16.9 billion, softening 3.7% YoY excluding the asset sale to DIF in prior year due to impact from temporary shop closure as well as late launch of the new iPhone model compared to 2019. The Group's ongoing focus on quality subscriber growth reduced net product loss by 8% YoY excluding the gain from asset sale to DIF in 2019.
- **Regulatory costs** increased 4.9% YoY to Baht 2.9 billion along with higher service revenue.
- **Net IC expense** was Baht 572 million, increasing YoY on higher net off-net traffic but saw positive development on gradual removal of certain unlimited off-net voice tariffs resulting in 10% decline in the second half compared to the first half of the year.
- **Core operating expense** (comprising cost of providing services excluding IC and other S&A excluding depreciation and amortization) dropped 24% YoY to Baht 61.8 billion driven by spending effectiveness with corporate-wide efforts on optimizing cost and productivity. The TFRS16 impact also contributed to the cost decline; excluding this, core operating expense decreased 5% YoY despite higher network-related expenses along with 8% decline of selling and administrative expenses.
- **EBITDA** consecutively grew in double-digit rates YoY (both pre and post TFRS16) in every quarter of 2020. Service revenue growth and continued cost discipline drove EBITDA up 18% YoY to Baht 37.2 billion in 2020, excluding the TFRS16 impact and the gain from asset sale to DIF for a meaningful performance comparison. Reported EBITDA was Baht 52.7 billion, increasing 55.6% compared to 2019.
- **Depreciation and amortization expenses** increased to Baht 42.0 billion driven mainly by the TFRS16 adoption; excluding this, depreciation and amortization expenses were Baht 31.9 billion, rising on network expansion including 5G rollout in key areas of 77 provinces and amortization of the newly-acquired 2600 MHz spectrum license.
- Solid EBITDA growth drove **Operating profit** up to Baht 10.6 billion (Baht 5.3 billion with 13% YoY growth excluding impact from the TFRS16 adoption and asset sale to DIF).
- **Interest expense (net)**, excluding the TFRS16 impact, increased to Baht 9.4 billion due to higher borrowings with longer average maturity to support business expansion including 5G and working capital requirements.
- **Income tax expense** decreased to Baht 19 million compared to income tax expense of Baht 2.2 billion in 2019 with deferred income tax expense related to the asset sale transactions to DIF.
- **Net profit to shareholders of the parent company** was Baht 1.0 billion or Baht 1.8 billion excluding the TFRS16 impact softening from 2019 with net benefit of approximately Baht 3.4 billion as the gain from asset sale to DIF outpaced non-recurring expenses related to asset impairments.

## REVENUE PROFILE (YTD)

(Baht in millions unless otherwise indicated)	Consolidated Revenues (Before Intersegment Eliminations)				
	2020		2019		% Change
	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	YoY
<b>TrueMove H</b>	<b>111,745</b>		<b>113,575</b>		<b>(1.6)</b>
Service revenue	80,130		77,740		3.1
- Voice and Non-Voice	75,790		72,989		3.8
- IR and others	4,341		4,751		(8.6)
Interconnection revenue	1,578		2,904		(45.7)
Network rental revenue	12,057		11,787		2.3
Product sales	17,980		21,145		(15.0)
Intersegment elimination	(6,365)		(5,960)		6.8
TrueMove H after elimination	105,379	76.2%	107,615	76.4%	(2.1)
<b>TrueOnline</b>	<b>38,793</b>		<b>37,352</b>		<b>3.9</b>
Service revenue	38,034		36,668		3.7
- Broadband, Internet and Business Data Service	27,103		25,904		4.6
- Others	10,931		10,764		1.5
Network rental revenue (FOC)	452		431		5.0
Product sales	307		253		21.6
Intersegment elimination	(14,260)		(13,679)		4.2
TrueOnline after elimination	24,533	17.8%	23,673	16.8%	3.6
<b>TrueVisions</b>	<b>10,663</b>		<b>12,096</b>		<b>(11.8)</b>
Service revenue	10,662		12,014		(11.3)
- Subscription and installation	6,969		7,640		(8.8)
- Others	3,693		4,374		(15.6)
Product sales	1		82		(98.9)
Intersegment elimination	(2,364)		(2,441)		(3.2)
TrueVisions after elimination	8,300	6.0%	9,655	6.9%	(14.0)
<b>Consolidated service revenues</b>	<b>107,240</b>		<b>105,807</b>		<b>1.4</b>
Core service revenue	102,877		99,851		3.0
<b>Consolidated revenues</b>	<b>161,201</b>		<b>163,023</b>		<b>(1.1)</b>
Intersegment elimination	(22,989)		(22,079)		4.1
<b>Consolidated revenues - net</b>	<b>138,212</b>	<b>100%</b>	<b>140,943</b>	<b>100%</b>	<b>(1.9)</b>

Remark: Core service revenue refers to consolidated service revenue excluding revenues from event based and non-core services such as outsourcing callcenter, non-recurring contracted business as well as entertainment and others.

TrueOnline's other revenues such as revenues related to network O&M and partial revenues from digital platform.

## REVENUE PROFILE (QUARTER)

(Baht in millions unless otherwise indicated)	Consolidated Revenues (Before Intersegment Eliminations)							
	4Q20		3Q20		4Q19		% Change	
	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	YoY	QoQ
<b>TrueMove H</b>	<b>28,808</b>		<b>26,738</b>		<b>30,313</b>		<b>(5.0)</b>	<b>7.7</b>
Service revenue	19,926		19,940		19,850		0.4	(0.1)
- Voice and Non-Voice	18,792		18,858		18,719		0.4	(0.3)
- IR and others	1,134		1,082		1,131		0.2	4.8
Interconnection revenue	394		406		516		(23.5)	(2.8)
Network rental revenue	3,026		3,025		2,954		2.4	0.0
Product sales	5,462		3,367		6,994		(21.9)	62.2
Intersegment elimination	(1,379)		(1,853)		(1,381)		(0.2)	(25.6)
TrueMove H after elimination	27,429	75.2%	24,885	75.4%	28,932	76.8%	(5.2)	10.2
<b>TrueOnline</b>	<b>10,463</b>		<b>9,657</b>		<b>9,670</b>		<b>8.2</b>	<b>8.3</b>
Service revenue	10,240		9,454		9,477		8.1	8.3
- Broadband, Internet and Business Data Service	7,066		6,832		6,697		5.5	3.4
- Others	3,174		2,623		2,780		14.2	21.0
Network rental revenue (FOC)	118		115		108		8.9	2.5
Product sales	106		88		85		24.0	19.8
Intersegment elimination	(3,498)		(3,583)		(3,434)		1.9	(2.4)
TrueOnline after elimination	6,965	19.1%	6,075	18.4%	6,236	16.5%	11.7	14.7
<b>TrueVisions</b>	<b>2,759</b>		<b>2,648</b>		<b>3,044</b>		<b>(9.3)</b>	<b>4.2</b>
Service revenue	2,759		2,648		3,043		(9.3)	4.2
- Subscription and installation	1,685		1,726		1,881		(10.4)	(2.4)
- Others	1,075		922		1,162		(7.6)	16.5
Product sales	0		(0)		0		NM	NM
Intersegment elimination	(671)		(599)		(531)		26.4	12.0
TrueVisions after elimination	2,088	5.7%	2,049	6.2%	2,513	6.7%	(16.9)	2.0
<b>Consolidated service revenues</b>	<b>27,581</b>		<b>26,466</b>		<b>27,210</b>		<b>1.4</b>	<b>4.2</b>
<b>Consolidated revenues</b>	<b>42,030</b>		<b>39,043</b>		<b>43,027</b>		<b>(2.3)</b>	<b>7.7</b>
Intersegment elimination	(5,548)		(6,035)		(5,346)		3.8	(8.1)
<b>Consolidated revenues - net</b>	<b>36,483</b>	<b>100%</b>	<b>33,008</b>	<b>100%</b>	<b>37,681</b>	<b>100%</b>	<b>(3.2)</b>	<b>10.5</b>

Remark: TrueOnline's other revenues such as revenues related to network O&M and partial revenues from digital platform.

## CONSOLIDATED BALANCE SHEET AND CASH FLOWS

	31 Dec 20	31 Dec 19	% Change
(Baht in millions unless otherwise indicated)			
<b>Balance Sheet</b>			
Cash and cash equivalents	24,330	49,405	(50.8)
Trade accounts receivable, net	42,274	37,396	13.0
Other receivables	2,644	10,217	(74.1)
Other current assets	35,157	37,432	(6.1)
<i>Total current assets</i>	<i>104,406</i>	<i>134,449</i>	<i>(22.3)</i>
Property, plant and equipment, net	231,894	228,962	1.3
Goodwill, net	9,994	9,994	0.0
Intangible assets, net	132,749	114,622	15.8
Deferred income tax assets	6,081	3,275	85.7
Right-of-use assets	103,336	-	NM
Other non-current assets	29,089	32,690	(11.0)
<i>Total non-current assets</i>	<i>513,142</i>	<i>389,543</i>	<i>31.7</i>
<b>Total assets</b>	<b>617,548</b>	<b>523,993</b>	<b>17.9</b>
Short-term borrowings	3,500	16,663	(79.0)
Trade accounts payable	64,480	65,935	(2.2)
Other payables	25,796	43,430	(40.6)
Current portion of long-term borrowings	61,008	18,037	NM
Current portion of lease liabilities	12,654	-	NM
Other current liabilities	8,347	7,086	17.8
<i>Total current liabilities</i>	<i>175,786</i>	<i>151,150</i>	<i>16.3</i>
Long-term borrowings	158,491	178,030	(11.0)
Deferred income tax liabilities	6,251	6,271	(0.3)
Liabilities under agreements and licenses for operations	55,522	38,598	43.8
Employee benefit obligations	3,990	3,750	6.4
Lease liabilities	113,751	-	NM
Other non-current liabilities	18,140	20,175	(10.1)
<i>Total non-current liabilities</i>	<i>356,145</i>	<i>246,823</i>	<i>44.3</i>
<b>Total liabilities</b>	<b>531,931</b>	<b>397,974</b>	<b>33.7</b>
<b>Total shareholder's equity</b>	<b>85,617</b>	<b>126,019</b>	<b>(32.1)</b>
<b>Total liabilities and shareholder's equity</b>	<b>617,548</b>	<b>523,993</b>	<b>17.9</b>

	31 Dec 20	31 Dec 19	% Change
<b>Cash Flows</b>			
Cash flows from operating activities before interest and tax	50,135	22,684	121.0
Net interest and tax paid	(6,016)	(8,260)	(27.2)
Cash flows from operating activities (net)	44,119	14,424	205.9
Cash flows (used in) from investing activities	(64,572)	(35,868)	80.0
Cash flows (used in) from financing activities	(4,639)	50,205	(109.2)
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(25,092)</b>	<b>28,760</b>	<b>NM</b>
Beginning cash balance and effects of exchange rate changes	49,422	20,645	139.4
<b>Ending cash balance</b>	<b>24,330</b>	<b>49,405</b>	<b>(50.8)</b>

## FINANCIAL POSITION

True Group's liquidity remained strong amid the COVID-19 impact with current ratio of 0.6 although declining from 0.9 in 2019 on lower reserved cash. Its cash cycle improved in 2020 to a negative of 18 days mainly driven by lower inventory days, which declined 17 days from 2019 to 111 days in 2020 following active inventory management and prioritization. True Group's capital structure remained at a comfortable level with the net debt to EBITDA ratio of 3.8 times driven by continued EBITDA growth in 2020 compared to 4.6 times in prior year. The net debt to equity and total liabilities to total equity ratios were 2.3 times and 6.2 times respectively, increasing YoY mainly on the TFRS16 effect of approximately Bt 38 bn which was deducted from beginning retained earnings; excluding this, these ratios were 1.6 and 3.3 times, respectively.

True Group is in compliance with and meets all of its debt obligations. Its primary capital resources in 2020 were operating cash flows which improved significantly expecting this positive trend to continue along with higher scale of its key business segments. While True Group expects to rely more from its enhancing operating cash flows, it has other funding alternatives including debenture issuance, vendor financing, as well as asset divestment. The Group is committed to maintain its financial discipline and will select an optimal mix of capital structure to support future expansion.

True Group's gross profit margin increased to 27.2% in 2020 compared to 24.2% in 2019. Its ROE and net profit margin were 1.0% and 0.8%, respectively or 1.7% and 1.3% excluding the TFRS16 impact and net benefit from the asset sale to DIF in 2019. YoY decline was driven by continued network expansion including 5G as well as spectrum license acquisition.

Financial Ratios		2020	2019
Current Ratio	Times	0.6	0.9
Average Payment Period	Days	233	222
Average Collection Period	Days	104	94
Average Inventory Turnover Period	Days	111	128
Net Debt to EBITDA	Times	3.8	4.6
Net Debt to Equity	Times	2.3	1.2
Net Debt to Equity excl. TFRS16 effect	Times	1.6	1.2
Net Profit Margin	%	0.8	4.0
Return on Equity	%	1.0	4.4

Remark: Net benefit from the asset sale to DIF in 2019 refers to net benefit of approximately Baht 7.7 billion from selling assets to DIF offset other non-recurring expenses of approximately Baht 4.3 billion, primarily asset impairments. The TFRS16 impact to profit in 2020 was negative of Baht 0.7 billion.

## ASSETS

- **True Group's assets** increased 17.9% from the end of 2019 to Baht 617.5 billion mainly due to **Right-of-use assets** totaling Baht 103.3 billion following the TFRS16 adoption (see more detail in the note to financial statements section 23).
- **Property, plant and equipment (net)** increased 1.3% from the end of 2019 to Baht 231.9 billion driven by continued expansion of the Group's mobile business including expanding 5G footprint as well as fiber broadband.
- **Intangible assets (net)** increased from Baht 114.6 billion at the end of 2019 to Baht 132.7 billion due to acquisition of the 2600 MHz and 700 MHz spectrum licenses.
- **Inventory (net)** dropped 38% YoY to Baht 4.5 billion as a result of continued focus on inventory management and stock prioritization while provision for obsolete inventory in profit and loss declined to Baht 162.2 million in 2020 compared to Baht 212.4 million in 2019.
- **Investment in associates and interest in joint ventures** declined 11.3% from the end of 2019 to Baht 23.2 billion as the Group sold 598 million investment units in DIF this year (see more detail in the note to financial statements section 21). The Group's unit holding in the fund was 23.38% after the sale transactions.
- **Goodwill (net)** remained unchanged at Baht 10.0 billion (see more detail in the note to financial statements section 24).
- **Trade account receivables (net)** increased 13.0% from the end of 2019 to Baht 42.3 billion along with the Group's continued business expansion (see more detail in the note to financial statements section 17).

The credit term granted by the Company is generally in the approximate range of 15 days to 120 days subject to type of services and customer segment. For consumer segment, the normal term is 30 days along with their monthly subscription for mobile, broadband, and television services. For business and corporate customers, the credit term is varied and generally longer than consumer segment depending on type of services and customers. The average collection period was 104 days in 2020 compared to 94 days in 2019 partly driven by COVID-19 measures with temporary relaxed payment for customers.

At 31 December	Consolidated Financial Statements		Separate Financial Statements	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
Receivable from TOT	360.41	343.35	360.41	343.35
Billed customers	23,994.49	20,610.57	822.37	860.59
Receivables and accrued income from related parties (Note 42)	14,169.50	12,985.49	18,675.66	10,824.74
Trade accounts receivable	38,524.40	33,939.41	19,858.44	12,028.68
Accrued income	11,658.49	10,420.15	2,273.31	2,268.96
Total trade accounts receivable	50,182.89	44,359.56	22,131.75	14,297.64
<u>Less</u> Expected credit loss (2019 : Allowance for doubtful account under TAS 101)	(7,908.51)	(6,964.03)	(2,947.21)	(2,990.01)
Trade accounts receivable, net	42,274.38	37,395.53	19,184.54	11,307.63

Outstanding trade accounts receivable as at 31 December can be analyzed as follows:

At 31 December	Consolidated Financial Statements		Separate Financial Statements	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
Current	9,172.32	10,586.64	1,728.97	2,369.28
Less than 3 months	9,709.07	9,547.15	2,979.00	4,071.14
3 - 6 months	5,616.09	3,312.06	2,212.35	428.18
6 - 12 months	7,315.36	2,517.01	4,804.98	1,547.56
More than 12 months	6,711.56	7,976.55	8,133.14	3,612.52
Trade accounts receivable	38,524.40	33,939.41	19,858.44	12,028.68
Accrued income	11,658.49	10,420.15	2,273.31	2,268.96
Total trade accounts receivable	50,182.89	44,359.56	22,131.75	14,297.64
<u>Less</u> Expected credit loss (2019 : Allowance for doubtful account under TAS 101)	(7,908.51)	(6,964.03)	(2,947.21)	(2,990.01)
Trade accounts receivable, net	42,274.38	37,395.53	19,184.54	11,307.63

Trade accounts receivable are carried at the amount of consideration that is unconditional unless they contain significant financing components. They are recognized at fair value and subsequently measured at amortized cost less allowance for expected credit loss.

The allowance for expected credit loss 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 7,908.51 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 33.7% from the end of 2019 to Baht 531.9 billion mainly from **lease liabilities** (current and non-current portion) of Baht 126.4 billion as a result of the TFRS16 adoption in 2020 (see more detail in the note to financial statements section 31).
- **Interest bearing debt** (short-term and long-term borrowings excluding financial leases) was Baht 223.0 billion, increasing 8.8% from a year earlier in order to support business expansion including the mobile segment with 5G and license fee payments.
- **Trade accounts payable** decreased 2.2% from the end of 2019 to Baht 64.5 billion following vendor payments during the period.

## SHAREHOLDERS' EQUITY

- **Shareholders' equity** was Baht 85.6 billion, declining from the end of 2019 directly driven by the effect from the TFRS16 adoption of approximately Baht 38 billion, mainly asset impairment, which was deducted from retained earnings at the beginning of the year to reflect value of lease assets in use.

## CASH FLOW

- True Group's primary capital resources in 2020 were **Cash flows from operating activities** which grew significantly to Baht 50.1 billion before interest and tax payments and Baht 44.1 billion after interest and tax payments, compared to Baht 22.7 billion and Baht 14.4 billion in 2019 respectively, along with EBITDA expansion and VAT refund.
- **Cash flows used in investing activities** increased YoY to Baht 64.6 billion in 2020 mainly due to acquisition of intangible assets as cash payments for the 900 MHz, 2600 MHz and 700 MHz installments were made during the year. Cash flows used in investing activities excluding payments of the mobile spectrum licenses were relatively flat from the previous year at Baht 39 billion.



- Net cash used in financing activities in 2020 as reported in the financial statement was Baht 4.6 billion driven by TFRS16 adoption with a record of repayments to lease liabilities of Baht 19.2 billion under financing cash flows; excluding this, **cash flows from financing activities** was Baht 14.5 billion.
- True Group ended 2020 with cash and cash equivalents of Baht 24.3 billion.

## IMPACTS FROM INITIAL APPLICATION OF THE NEW AND REVISED FINANCIAL REPORTING STANDARDS

The Group has adopted financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16) retrospectively from 1 January 2020, but has not restated comparatives for the 2019 reporting period, as permitted in the standards. The reclassifications and the adjustments arising from the changes in accounting policies are therefore recognised in the statement of financial position on 1 January 2020.

The Group has adopted new accounting guideline for investment in associates investing in Infrastructure Fund which described in Note 4.5 due to the Thai Accounting standard No. 106 (TAS 106) accounting for investment companies has been superseded by TFRS 9 for the period beginning on or after 1 January 2020.

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16) and adjustments from change in accounting standards of associate:

Consolidated financial statements						
Statement of financial position	Notes	At 31 December 2019 Previously reported Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	Adjustments from change in accounting standards of associate Baht Million	At 1 January 2020 Restated Baht Million
Trade and other receivable	A,C	47,612.58	(218.79)	(2,588.71)	-	44,805.08
Short-term investment	B	1.13	(1.13)	-	-	-
General investments	B	1,071.67	(1,071.67)	-	-	-
Financial assets at fair value						
through profit or loss	B	-	711.68	-	-	711.68
Financial assets at fair value						
through other comprehensive						
income	B	-	401.72	-	-	401.72
Other financial assets at amortised						
cost	B	-	1.02	-	-	1.02
Investment in available for sale						
securities	B	141.25	(141.25)	-	-	-
Other current assets	B	5,897.33	(0.37)	-	-	5,896.96
Investment in associates and						
interests in joint ventures	E	26,159.39	-	-	(186.87)	25,972.52
Investment property	D	1,319.61	-	(101.83)	-	1,217.78
Property, plant and equipment	D	228,962.45	-	(20,476.40)	-	208,486.05

### Consolidated financial statements

Statement of financial position	Notes	At 31 December 2019 Previously reported Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	Adjustments from change in accounting standards of associate Baht Million	At 1 January 2020 Restated Baht Million
Right-of-use assets	C	-	-	108,009.37	-	108,009.37
Intangible assets	D	115,130.82	-	(2,044.95)	-	113,085.87
Deferred income tax assets	A,C	3,275.16	41.51	2,066.74	-	5,383.41
Trade and other payable	C	(109,365.09)	-	50.53	-	(109,314.56)
Other current liabilities	B	(6,910.15)	816.78	-	-	(6,093.37)
Other non-current liabilities	B	(13,636.20)	2,442.55	-	-	(11,193.65)
Financial liabilities at fair value						
through profit or loss	B	-	(3,248.08)	-	-	(3,248.08)
Current portion of lease liabilities	C	-	-	(13,002.62)	-	(13,002.62)
Current portion of long-term						
borrowings	D	(18,037.02)	-	1,934.64	-	(16,102.38)
Long-term borrowings	D	(178,029.70)	-	5,740.54	-	(172,289.16)
Lease liabilities	C	-	-	(118,476.63)	-	(118,476.63)
Liabilities under agreements and						
licences for operation	D	(61,839.01)	-	2,364.66	-	(59,474.35)
Provisions	C	(3,507.12)	-	(1,231)	-	(4,738.76)
Non-controlling interests	C	651.20	-	(0.31)	-	650.89
Deficits	A,C,E	(33,630.89)	(166.03)	(37,756.61)	(186.87)	(71,740.40)
Other components of equity	A	(1,898.20)	(100.00)	-	-	(1,998.20)

#### NOTE:

- A) Adjustments on impairment of financial assets
- B) Impacts from changes in classification and measurement of financial assets and financial liabilities
- C) Recognition of right of use assets and lease liabilities under TFRS 16
- D) Reclassification of leased assets and finance lease liabilities
- E) Adjustments from change in accounting standards of associate

## EVENT AFTER REPORTING DATE

On 11 February 2021, the Company issued the debentures for its ongoing operations as following;

- 1) 7.44 million units at par value Baht 1,000.00, totaling Baht 7,438.90 million. The debentures carry interest at the rate of 3.30% per annum and paid at maturity date on 11 November 2023.
- 2) 4.27 million units at par value Baht 1,000.00, totaling Baht 4,268.70 million. The debentures carry interest at the rate of 3.85% per annum and paid at maturity date on 11 November 2024.
- 3) 2.49 million units at par value Baht 1,000.00, totaling Baht 2,486.60 million. The debentures carry interest at the rate of 4.20% per annum and paid at maturity date on 11 November 2025.
- 4) 5.81 million units at par value Baht 1,000.00, totaling Baht 5,805.80 million. The debentures carry interest at the rate of 4.50% per annum and paid at maturity date on 11 November 2026.

On 17 February 2021, a subsidiary of the Group, who is an auction winner in the auction of the 26 GHz Spectrum Licence, paid the Spectrum Licence auction fee in the amounting to Baht 3,576.89 million (excluding VAT) and completely fulfilled the conditions precedent as determined by NBTC and already received the 26 GHz Spectrum Licence.

On 25 February 2021, the Company's Board of Directors approved the payment of dividends at Baht 0.07 per share, totaling Baht 2,334.09 million. The dividends will be distributed to shareholders listed in the share register on 15 March 2021. The dividend payment will later be proposed for approval in the Annual General Meeting of the Company's shareholders.

## REPORT OF THE AUDIT COMMITTEE FOR THE YEAR 2020

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 June 2018 to perform duties and discharge responsibilities under the Charter for the Audit Committee. During the Year 2020, the Audit Committee proceeded as follows:

1. Held seven meetings in 2020 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 2020 *
1. Mr. Joti	Bhokavanij	Chairman of the Audit Committee	7/7
2. Dr. Kosol	Petchsuwan	Member of the Audit Committee	7/7
3. Mrs. Preeprame	Seriwongse	Member of the Audit Committee	7/7

Remark \* In the Year 2020, the Audit Committee held one meeting with the auditor without Management's presence.

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 2020 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;
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 2020 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 recognised 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 2020, the Audit Committee received 5 complaints, 1 of 5 was a complaint about inappropriate action of an employee in performing his duties. The Audit Committee passed on such complaint to the relevant business unit for investigation and it was established that the misconduct was an act in violation of the Code of Conduct of the Company and the Company punished this employee

accordingly. In addition, there were 4 complaints about the Company's services, and the Audit Committee passed them on to related business units who resolved the issues satisfactorily;

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; and
12. Reviewed the Self-Evaluation Tool for Countering Bribery for re-certification as a member of Thailand's Private Sector Collective Action against Corruption (CAC) and proposed to the Board of Directors for approval.

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 discharged their duties with ethics and commitment to achieve the Company's goals. They have also recognised the importance of an effective internal control and internal audit system, good corporate governance including a continual improvement of working processes.



**Mr. Joti Bhokavanij**  
Chairman of the Audit Committee

## REPORT OF THE COMPENSATION AND NOMINATING COMMITTEE FOR THE YEAR 2020

By virtue of the resolution of the Board of Directors of the Company passed at its meeting No. 8/2544 held on 16 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 2020, 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 new Directors to replace the resigned Directors;
4. Considered and proposed recommendation to the Board of Directors regarding the appointment of new member of the Compensation and Nominating Committee to replace the resigned member;
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 2019 (payout in 2020);
7. Considered and approved the variable pay plan for Chairman of the Executive Committee and Presidents (Co) for the Year 2020 (payout in 2021); and
8. Considered the Employee Joint Investment Program (“EJIP”) in Phase 4 for the Years 2020-2025 and proposed to the Board of Directors for consideration and approval.



**Dr. Harald Link**

Chairman of the Compensation and Nominating Committee

# REPORT OF THE CORPORATE GOVERNANCE COMMITTEE FOR THE YEAR 2020

By virtue of a resolution of the Board of Directors of the Company passed at its meeting No. 3/2549 held on 24 March 2006, the Corporate Governance Committee was appointed to perform and discharge responsibilities under the Charter for the Corporate Governance Committee. During the Year 2020, 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 2020 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 2020 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 2019 and proposed to the Board of Directors together with certain suggestions for consideration;
5. Reviewed and revised the Charter of the Corporate Governance Committee and proposed revision to the Board of Directors for approval;
6. Reviewed the Company's Policy on Corporate Governance and proposed certain revisions to the Board of Directors for approval;
7. Reviewed the Anti-corruption Policy and Measure and proposed certain revisions to the Board of Directors for approval;
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 2020

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 November 2001, the Finance Committee was appointed to perform and discharge certain responsibilities under the Charter for the Finance Committee. During the Year 2020, the Finance Committee has carried out the following tasks:

1. Held 5 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 2019 as a legal reserve according to the law and dividend payments for the Year 2019; the matters were proposed to the Board of Directors and further proposed to the Annual General Meeting for the Shareholders for the Year 2020 for approval;
6. Considered investment in various projects as well as provided advices to Management and proposed recommendation to the Board of Directors for approval;
7. 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 2020 for approval; and
8. Considered the entering into and the carrying out of the obligations under True’s Undertaking Letter, Finance Documents and relevant documents in connection with the Letter of Guarantee Facility of Mobile Group with various banks 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 2020

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 December 2020 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 2020**



Index	Page
Auditor's report	1
Statements of financial position	7
Statements of comprehensive income	10
Statements of changes in equity	11
Statements of cash flows	13
Notes to the consolidated and separate financial statements	
1 General information	15
2 Agreements and licences for operation	15
3 Basis of preparation	16
4 New and amended financial reporting standards	17
5 Impacts from initial application of the new and revised financial reporting standards	
5.1 Financial Instruments	22
5.2 Leases	24
6 Accounting policies	
6.1 Principles of consolidation and equity accounting	25
6.2 Business combination	26
6.3 Foreign currency translation	27
6.4 Cash and cash equivalents	27
6.5 Trade accounts receivables	28
6.6 Inventories	28
6.7 Financial assets	28
6.8 Investment property	30
6.9 Property, plant and equipment	30
6.10 Goodwill	31
6.11 Intangible assets	31
6.12 Impairment of assets	33
6.13 Leases	33
6.14 Financial liabilities	34
6.15 Borrowing Costs	35
6.16 Current and deferred income taxes	35
6.17 Provisions	36
6.18 Employee benefits	36
6.19 Share capital	36
6.20 Revenue recognition	36
6.21 Segment reporting	38
6.22 Dividend distribution	38
7 Financial risk management	
7.1 Financial risk factors	38
7.1.1 Market risk	38
(a) Foreign exchange risk	38
(b) Cash flow and fair value interest rate risk	39
7.1.2 Credit risk	39
(a) Risk management	39
(b) Security	39
(c) Impairment of financial assets	40
7.1.3 Liquidity risk	40
7.2 Capital management	42
8 Critical accounting estimates and judgements	
8.1 Critical accounting estimates and assumptions	42
(a) Estimation impairment of goodwill	42
(b) Estimated impairment of assets	42
(c) Expected credit loss for accounts receivable	42
(d) Allowance for obsolete and slow-moving inventories	42
8.2 Critical judgements in applying the entity's accounting policies	
(a) Consolidation of the entity in which the Group holds less than 50%	43
(b) Investment in associates	43
(c) Joint arrangements	43

<b>Index</b>	<b>Page</b>
9 Consolidated segment information	43
10 Fair value	45
11 Expenses by nature	47
12 Finance costs	48
13 Income tax	48
14 Basic earnings per share	49
15 Cash and cash equivalents	49
16 Restricted cash at bank	49
17 Trade and other receivables	50
18 Financial assets and financial liabilities	51
19 Inventories	52
20 Other current assets	53
21 Investments in subsidiaries, associates and interests in joint ventures	53
22 Property, plant and equipment	62
23 Right-of-use assets	67
24 Goodwill	67
25 Intangible assets	68
26 Deferred income taxes	71
27 Other non-current assets	73
28 Borrowings	73
29 Trade and other payables	76
30 Other current liabilities	77
31 Lease liabilities	77
32 Liabilities under agreements and licences for operation	78
33 Employee benefits obligations	79
34 Provisions	81
35 Other non-current liabilities	81
36 Share capital and premium on share capital	82
37 Legal reserve	82
38 Assets and liabilities relating to contracts with customers	82
39 Commitments and contingent liabilities	83
40 Contracts	84
41 Litigations and Arbitration disputes and contingent liabilities	85
42 Related party transactions	93
43 Dividend	96
44 Event after reporting date	96

## List of abbreviations

### Subsidiaries

AP&J Production Co., Ltd.  
 Asia Wireless Communication Co., Ltd.  
 Bangkok Inter Teletech Public Company Limited  
 BFKT (Thailand) Limited  
 Cineplex Co., Ltd.  
 Hutchison CAT Wireless MultiMedia Limited  
 Hutchison MultiMedia Services (Thailand) Limited  
 Hutchison Telecommunications (Thailand) Company Limited  
 Hutchison Wireless MultiMedia Holdings Limited  
 Internet Knowledge Service Center Co., Ltd.  
 KSC Commercial Internet Co., Ltd.  
 MKSC World Dot Com Co., Ltd.  
 Panther Entertainment Co., Ltd.  
 Samut Pakan Media Corporation Co., Ltd.  
 Satellite Service Co., Ltd.  
 SM True Co., Ltd.  
 Song Dao Co., Ltd.  
 Tele Engineering and Services Co., Ltd.  
 Telecom Asset Management Co., Ltd.  
 Telecom Holding Co., Ltd.  
 Telecom KSC Co., Ltd.  
 Thai News Network (TNN) Co., Ltd.  
 True Digital Group Co., Ltd.  
 True Digital Park Co., Ltd.  
 True Distribution and Sales Co., Ltd.  
 True4U Station Co., Ltd.  
 True E-Logistic Co., Ltd.  
 True Icontent Co., Ltd.  
 True Incube Co., Ltd.  
 True International Communication Co., Ltd.  
 True International Gateway Co., Ltd.  
 True Internet Corporation Co., Ltd.  
 True Life Plus Co., Ltd.  
 True Media Solutions Co., Ltd.  
 True Move Co., Ltd.  
 True Move H Universal Communication Co., Ltd.  
 True Multimedia Co., Ltd.  
 True Music Co., Ltd.  
 True Music Radio Co., Ltd.  
 True Public Communication Co., Ltd.  
 True United Football Club Co., Ltd.  
 True Visions Cable Public Company Limited  
 True Visions Group Co., Ltd.  
 True Visions Public Company Limited  
 True Vistas Co., Ltd.  
 K.I.N. (Thailand) Co., Ltd.

### Abbreviation

AP&J  
 AWC  
 BITCO  
 BFKT  
 CNP  
 HCAT  
 HMSTL  
 HTTCL  
 HWMH  
 IKSC  
 KSC  
 MKSC  
 PTE  
 SPM  
 SSV  
 SM True  
 SD  
 TE  
 TAM  
 TH  
 TKSC  
 TNN  
 TDG  
 TDPK  
 TDS  
 True4U  
 TEL  
 TICT  
 True Incube  
 TIC  
 TIG  
 TICC  
 TLP  
 TSC  
 TMV  
 TUC  
 TM  
 TMS  
 TMR  
 TPC  
 TUFC  
 True Cable  
 TVG  
 True Visions  
 TVT  
 KINBVI

## List of abbreviations(Cont'd)

### Subsidiaries (Cont'd)

	Abbreviation
Crave Interactive Limited	CRAVE
Gold Palace Investments Limited	GPI
Golden Light Co., Ltd.	GDL
Golsky Co., Ltd.	GSK
Golden Pearl Global Limited	GDP
Rosy Legend Limited	RL
Prospect Gain Limited	PG
PT True Digital Indonesia	PTTD
True Digital Philippines Inc.	TDPI
True Digital Vietnam Joint Stock Company	TD Vietnam
True Internet Technology (Shanghai) Company Limited	TIS
True Trademark Holdings Company Limited	TTH

### Associates

Digital Telecommunications Infrastructure Fund	DIF
Genxas Whiz Co., Ltd.	Genxas
Mediaload Pte. Ltd.	Mediaload
Queue Q (Thailand) Co., Ltd.	Queue Q
True Axion Interactive Ltd.	TrueAxion
True GS Co., Ltd.	TGS
Yi Tunnel (Beijing) Technology Co., Ltd.	YI Tunnel

### Joint ventures

Asia Infonet Co., Ltd.	AI
Transformation Films Co., Ltd.	TFF
True CJ Creation Co., Ltd.	TCJ
True Touch Co., Ltd.	TT
True Voice Co., Ltd.	TV
True - Kona Cayman GP	True-Kona
LINE Games - True - Kona Global Limited Partnership	LINE games-TRUE

### Other organisations

Telephone Organisation of Thailand (currently TOT Public Company Limited)*	TOT
The National Telecommunication Commission	NTC
The National Telecommunication Commission of NBTC	NTC of NBTC
The National Broadcasting and Telecommunication Commission	NBTC
CAT Telecom Public Company Limited*	CAT
Mass Communication Organization of Thailand (currently MCOT Public Company Limited)	MCOT
Securities and Exchange Commission of Thailand	SEC
Thailand Federation of Accounting Professions	TFAC

\*On 7 January 2021, TOT and CAT has merged into a new company, National Telecom Public Company Limited ("NT")





## 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 and the separate financial statements present fairly, in all material respects, the consolidated financial position of True Corporation Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2020, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

### What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2020;
- 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 significant accounting policies and other explanatory information.

### 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 Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that are relevant to my audit of the consolidated and separate 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 matters

I draw attention to Note 41 to the financial statements discussing the uncertainties in respect of the outcome of the lawsuits against the Group, Note 4.5 to the financial statements which describes the accounting policy for the investment in associate investing in the Infrastructure Fund and Note 4.4 to the financial statements which describes the accounting policies in relation to adopting the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19 for the reporting periods ending between 1 January 2020 and 31 December 2020. My opinion is not modified in respect of these matters.



## Key audit matters

Key audit matters are those matters that, in my professional judgement, 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>Revenue recognition - Accuracy and cut-off of recorded revenue</b></p> <p>Refer to Note 6.20 to the consolidated and separate financial statements on accounting policy in revenue recognition.</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 packages, and the impact on revenue recognition of changing price plans covering tariffs, structures and discounts throughout the year. These complexities may give rise to the risk that the revenue of each performance obligation may not be accurately recognised.</p> <p>I focused on revenue recognition because the balance and transaction volume of revenue are materially high, revenue recognition is complex and management estimations are involved in unbilled revenue at the close of the billing period. Due to multiple monthly billing cycles, 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>My audit procedures included the following:</p> <ul style="list-style-type: none"><li>• evaluating and testing IT general controls over billing and other relevant support systems, including changes to system control procedures currently in place</li><li>• evaluating and testing the internal controls in place over the authorisation of price rate changes, the implementation of new sales campaigns and entering the information into billing systems</li><li>• testing that the allocation of fair value for each performance obligation for product and service bundled packages in sales campaigns launched during the year is in accordance with the transaction price allocation method under TFRS</li><li>• testing end-to-end reconciliations from the billing systems to the general ledger, including examining material journal entries 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 closing by checking actual revenue based on customer usage data against estimated revenue for incomplete billing cycles recorded in the accounts.</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 Note 8.1 and Note 24 to the consolidated and separate financial statements on critical accounting estimates and judgements, and goodwill.</p> <p>The Group's goodwill is attributable to paying the TV cash generating unit (CGU) Baht 9,167.47 million. The Group is required to test goodwill for impairment at least annually in accordance with the requirements of Thai financial reporting standards.</p> <p>The COVID-19 pandemic accelerated changes in consumer behaviour and churn with consumers taking more control over their own media consumption and turning to internet-based media such as over-the-top (OTT) services and streaming platforms, resulting in more intense competition across the industry. In addition, many live and sports events have been cancelled or postponed, leading to a decline in sponsorship and advertising revenue.</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.</p> <p>For the year ended 31 December 2020, management assessed impairment of goodwill by:</p> <ol style="list-style-type: none"> <li>1. determining the recoverable amount of goodwill from the value in use for the CGU, using the discounted cash flow (DCF) model, 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, the management concluded that no additional impairment provision was required. The key assumptions are disclosed in Note 24 to the consolidated and separate financial statements.</p>	<p>My audit procedures included:</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 on sources of revenue, revenue growth, profit margin, capital expenditure and discount rates by comparing them against the economic and industry outlook and the previous year's assumptions, taking into account the sensitivity of the goodwill balance changes in these assumptions</li> <li>• engaging my firm's valuation experts to assess the reasonableness of the discount rate applied in the DCF model.</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 circumstances.</p>



Key audit matter	How my audit addressed the key audit matter
<p><b>Adoption of TFRS 16 Leases</b></p> <p>The Group adopted TFRS 16 Leases on 1 January 2020, using the modified retrospective approach. This approach adjusts cumulative effects to the opening retained earnings rather than restating comparative financial statements, as permitted by the transitional provisions contained within TFRS 16.</p> <p>The adoption of TFRS 16 resulted in the recognition of right-of-use assets of Baht 108,009.37 million and lease liabilities of Baht 131,479.25 million in the statement of financial position at 1 January 2020. The impact of adopting TFRS 16 is disclosed in Note 5 to the consolidated and separate financial statements.</p> <p>Management's judgement and estimates are required in the application of TFRS 16, including the application of transition options and practical expedients and the determination of key assumptions used in measuring the lease liabilities and measuring the impairment of the right-of-use assets.</p> <p>I focused on TFRS 16 adoption transactions because of the variation in the nature of the lease arrangements and the significance of the management judgements in determining the assumptions used to measure lease liabilities, i.e. the nature of lease assets, lease terms and discount rates.</p> <p>In addition, I focused on testing the impairment of the right-of-use assets because the recoverable amounts are based on management judgements of variables such as revenue, revenue growth, profit margin, capital expenditure and discount rates.</p>	<p>My key procedures included:</p> <ul style="list-style-type: none"> <li>• evaluating and testing IT general controls in the systems implemented for lease contracts management, including first-time implementation and changing system control procedures currently in place</li> <li>• obtaining an understanding and evaluating the internal controls over the application of TFRS 16, and testing key controls in place for the identification and recognition of leases</li> <li>• assessing the appropriateness of management's assessments on the identification of leases based on the contractual agreements</li> <li>• testing the completeness of the summary of leases obtained from management and testing, on a sample basis, the key terms of each lease including lease terms and lease payments by tracing them to the underlying lease contracts</li> <li>• assessing the reasonableness of the interest rate implicit in the lease contracts and the market data used to determine the discount rate</li> <li>• testing, on a sample basis, the calculation of the right-of-use assets and lease liabilities based on lease payments, the discount rates and the expected lease terms</li> <li>• challenging management's key assumptions on sources of revenue, revenue growth, profit margin, capital expenditure and discount rates to calculate the recoverable amount of right-of-use assets, using the discounted cash flow (DCF) model by comparing with the economic and industry outlook</li> <li>• engaging my firm's valuation experts to assess the reasonableness of the discount rate applied in the DCF model.</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 circumstances.</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 TFRS, 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's 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's 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 judgement 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's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by



- 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's 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  
25 February 2021



**True Corporation Public Company Limited**  
**Statements of Financial Position**  
**As at 31 December 2020**

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	15	24,330,348	49,405,101	13,331,428	1,299,392
Restricted cash at bank	16	43,528	43,675	43,459	43,606
Financial assets at fair value through profit or loss	10	1,438	-	-	-
Financial assets at fair value through other comprehensive income	10	92,687	-	-	-
Short-term investments		-	1,129	-	-
Trade and other receivables	17	44,918,614	47,612,577	19,334,125	11,448,128
Short-term loans to related parties	42	51,696	1,110	46,228,675	29,811,677
Other financial assets at amortised cost		1,227	-	-	-
Inventories	19	4,508,245	7,273,555	61,188	115,960
Income tax deducted at source		10,291,442	13,561,474	140,560	646,602
Claimable value added tax		5,263,253	10,653,448	31,803	-
Other current assets	20	14,903,086	5,897,326	145,119	105,878
<b>Total current assets</b>		<b>104,405,564</b>	<b>134,449,395</b>	<b>79,316,357</b>	<b>43,471,243</b>
<b>Non-current assets</b>					
Restricted cash at bank	16	23,394	23,756	-	-
Financial assets at fair value through profit or loss	10	1,210,082	-	-	-
Financial assets at fair value through other comprehensive income	10	260,870	-	1,000	-
Investment in available for sale securities		-	141,252	-	-
Investment in subsidiaries	21	-	-	181,028,382	181,028,382
Investment in associates and interests in joint ventures	21	23,213,285	26,159,393	30,712,296	37,967,948
General investments		-	1,071,670	-	1,000
Investment property		1,264,572	1,319,613	-	-
Property, plant and equipment	22	231,894,086	228,962,448	412,206	450,321
Right-of-use assets	23	103,336,042	-	1,175,181	-
Intangible assets	25	132,748,844	114,622,024	252,673	257,780
Goodwill	24	9,993,769	9,993,769	-	-
Deferred tax assets	26	6,080,653	3,275,159	-	84,402
Other non-current assets	27	3,116,739	3,974,265	132,574	413,094
<b>Total non-current assets</b>		<b>513,142,336</b>	<b>389,543,349</b>	<b>213,714,312</b>	<b>220,202,927</b>
<b>Total assets</b>		<b>617,547,900</b>	<b>523,992,744</b>	<b>293,030,669</b>	<b>263,674,170</b>

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.

**True Corporation Public Company Limited**  
**Statements of Financial Position (Cont'd)**  
**As at 31 December 2020**

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Short-term borrowings	28	3,500,000	16,662,572	3,500,000	5,088,408
Financial liabilities at fair value through profit or loss	10	1,274,426	-	-	-
Trade and other payables	29	90,276,648	109,365,088	3,184,467	3,279,059
Current portion of lease liabilities	31	12,654,125	-	363,586	-
Current portion of long-term borrowings	28	61,007,697	18,037,019	29,288,888	7,115,199
Short-term loans from related parties	42	-	-	1,005,847	995,761
Income tax payable		161,833	175,401	42,363	-
Other current liabilities	30	6,911,239	6,910,153	811,277	1,020,186
<b>Total current liabilities</b>		<b>175,785,968</b>	<b>151,150,233</b>	<b>38,196,428</b>	<b>17,498,613</b>
<b>Non-current liabilities</b>					
Long-term borrowings	28	158,491,494	178,029,703	74,634,216	70,200,431
Financial liabilities at fair value through profit or loss	10	1,139,170	-	-	-
Deferred tax liabilities	26	6,251,016	6,270,865	449,319	-
Unrealised discount on acquisition cost of telecom licence	25	-	3,031,400	-	-
Lease liabilities	31	113,751,160	-	583,411	-
Liabilities under agreements and licences for operation	32	55,521,542	38,598,011	-	-
Employee benefits obligations	33	3,990,075	3,750,069	1,606,778	1,533,248
Provisions	34	6,485,825	3,507,124	121,727	-
Other non-current liabilities	35	10,514,517	13,636,198	-	-
<b>Total non-current liabilities</b>		<b>356,144,799</b>	<b>246,823,370</b>	<b>77,395,451</b>	<b>71,733,679</b>
<b>Total liabilities</b>		<b>531,930,767</b>	<b>397,973,603</b>	<b>115,591,879</b>	<b>89,232,292</b>

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.



**True Corporation Public Company Limited**  
**Statements of Financial Position (Cont'd)**  
**As at 31 December 2020**

		<b>Consolidated</b>		<b>Separate</b>	
		<b>financial statements</b>		<b>financial statements</b>	
		<b>31 December</b>	<b>31 December</b>	<b>31 December</b>	<b>31 December</b>
		<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
		<b>Baht Thousand</b>	<b>Baht Thousand</b>	<b>Baht Thousand</b>	<b>Baht Thousand</b>
<b>Liabilities and equity (Cont'd)</b>					
<b>Equity</b>					
Share capital	36				
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	36	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	37	1,347,000	1,040,174	1,347,000	1,040,174
Appropriated - treasury shares reserve	36	72,540	-	72,540	-
Retained earnings (deficits)		(74,074,383)	(33,630,887)	16,234,936	13,544,850
Less Treasury shares	36	(72,540)	-	(72,540)	-
Other components of equity		(2,040,373)	(1,898,200)	-	-
<b>Equity attributable to owners of the parent</b>		85,089,098	125,367,941	177,438,790	174,441,878
Non-controlling interests	21	528,035	651,200	-	-
<b>Total equity</b>		85,617,133	126,019,141	177,438,790	174,441,878
<b>Total liabilities and equity</b>		617,547,900	523,992,744	293,030,669	263,674,170

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.

**True Corporation Public Company Limited**  
**Statements of Comprehensive Income**  
**For the year ended 31 December 2020**

		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
	Notes	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Revenues</b>					
Revenues from telephone and other services		121,325,881	120,926,274	12,905,043	12,308,261
Revenues from product sales		16,886,456	20,017,215	8,255	6,763
<b>Total revenues</b>		<b>138,212,337</b>	<b>140,943,489</b>	<b>12,913,298</b>	<b>12,315,024</b>
<b>Costs</b>					
Cost of providing services		81,984,285	87,868,061	1,341,653	1,563,256
Cost of sales		18,653,695	19,542,668	4,780	4,102
<b>Total costs</b>		<b>100,637,980</b>	<b>107,410,729</b>	<b>1,346,433</b>	<b>1,567,358</b>
<b>Gross profit</b>		<b>37,574,357</b>	<b>33,532,760</b>	<b>11,566,865</b>	<b>10,747,666</b>
Other income		5,126,204	9,703,627	5,779,013	5,647,118
Selling expenses		(13,245,119)	(12,978,053)	(1,685,997)	(1,745,333)
Administrative expenses		(13,683,043)	(15,253,830)	(4,555,191)	(5,177,301)
Other expenses		(505,312)	(4,607,611)	(63,730)	(221,106)
Share of results	21	4,152,790	6,887,407	-	-
Finance costs	12	(18,475,562)	(9,539,106)	(4,110,018)	(2,857,360)
<b>Profit before income tax</b>		<b>944,315</b>	<b>7,745,194</b>	<b>6,930,942</b>	<b>6,393,684</b>
Income tax	13	(18,765)	(2,172,179)	(794,410)	(213,444)
<b>Profit for the year</b>		<b>925,550</b>	<b>5,573,015</b>	<b>6,136,532</b>	<b>6,180,240</b>
<b>Other comprehensive income:</b>					
Item that will not be reclassified to profit or loss:					
Remeasurements of post-employment benefit obligations, net of tax		-	(584,002)	-	(184,817)
Changes in the fair value of equity instruments at fair value through other comprehensive income, net of tax		(48,564)	-	-	-
Item that will be reclassified subsequently to profit or loss:					
Unrealised loss on changes in fair value of available-for-sale securities, net of tax		-	(240,564)	-	-
Exchange differences on translation		6,397	(11,723)	-	-
<b>Total comprehensive income for the year</b>		<b>883,383</b>	<b>4,736,726</b>	<b>6,136,532</b>	<b>5,995,423</b>
<b>Profit for the year attributable to:</b>					
Owners of the parent		1,048,398	5,636,733	6,136,532	6,180,240
Non-controlling interests	21	(122,848)	(63,718)	-	-
<b>Profit for the year</b>		<b>925,550</b>	<b>5,573,015</b>	<b>6,136,532</b>	<b>6,180,240</b>
<b>Total comprehensive income for the year attributable to:</b>					
Owners of the parent		1,006,231	4,800,617	6,136,532	5,995,423
Non-controlling interests		(122,848)	(63,891)	-	-
<b>Total comprehensive income for the year</b>		<b>883,383</b>	<b>4,736,726</b>	<b>6,136,532</b>	<b>5,995,423</b>
<b>Basic earnings per share attributable to owners of the parent</b>	14				
- Basic (Baht per share)		0.03	0.17	0.18	0.19

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.

	Notes	Separate financial statements					Baht Thousand
		Issued and fully paid-up common shares	Premium on shares	Treasury shares	Legal reserve	Treasury shares reserve	
<b>Opening balance at 1 January 2019</b>		133,472,781	26,384,073	-	731,162	-	171,449,486
Appropriation of legal reserve	37	-	-	-	309,012	-	-
Dividends paid	43	-	-	-	-	-	(3,003,031)
Total comprehensive income for the year		-	-	-	-	-	5,995,423
<b>Closing balance at 31 December 2019</b>		133,472,781	26,384,073	-	1,040,174	-	174,441,878
<b>Opening balance at 1 January 2020</b>		133,472,781	26,384,073	-	1,040,174	-	174,441,878
As previously reported		-	-	-	-	-	(64,063)
Modified retrospective	5	-	-	-	-	-	-
As modified retrospective		133,472,781	26,384,073	-	1,040,174	-	174,377,815
Treasury shares	36	-	-	(72,540)	-	-	(72,540)
Treasury shares reserve	36	-	-	-	-	72,540	-
Appropriation of legal reserve	37	-	-	-	306,826	-	-
Dividends paid	43	-	-	-	-	-	(3,003,017)
Total comprehensive income for the year		-	-	-	-	-	6,136,532
<b>Closing balance at 31 December 2020</b>		133,472,781	26,384,073	(72,540)	1,347,000	72,540	177,438,790

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.

## True Corporation Public Company Limited

## Statements of Cash Flows

For the year ended 31 December 2020

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Cash flow from operating activities</b>					
<b>Profit before income tax</b>		944,315	7,745,194	6,930,942	6,393,684
Adjustments for:					
Depreciation and amortisation		45,753,902	29,344,406	794,311	245,858
Interest income		(308,283)	(320,071)	(1,203,103)	(526,672)
Interest expense	12	15,673,971	7,489,298	3,897,768	2,710,713
Finance costs related to licences	12	1,889,699	1,932,602	-	-
Dividends received	42	(4,397)	(1,784)	(3,578,319)	(4,868,069)
Gain on disposals of property, plant and equipment		(25,945)	(4,650)	(1,040)	(297)
(Gain) loss on termination of right-of-use assets		(7,622)	-	98	-
Loss on obsolete inventories	19	162,191	212,375	-	-
Gain from disposal of infrastructure assets		-	(7,241,458)	-	-
Expected credit loss (reversal)	17	2,470,644	2,015,361	(39,802)	(52,853)
Gain from revaluation of financial assets at fair value recognised in profit or loss	10	(442,968)	-	-	-
Loss on impairment assets		-	3,777,112	-	-
Increase in retirement benefits obligations	33	382,884	1,094,088	143,090	455,773
Unrealised (gain) loss on foreign exchange		(176,157)	(571,295)	102	111
Loss (gain) from liquidation of subsidiaries	21.1	94	(7,299)	-	(16,231)
Gain from fair value revaluation of investment	21.1	-	(123,397)	-	-
Gain from sales of investment in general investment		-	(213,143)	-	(213,140)
Gain from sales of investment in subsidiaries	21.1	-	(121,578)	-	-
Gain from sales of investment in associate	21.2	(3,396,230)	(797,635)	(967,176)	-
Unrealised gain on product sold to DIF		-	1,025,389	-	-
Share of results	21.2	(4,194,352)	(6,932,594)	-	-
Employee benefit obligation-benefit paid	33	(142,878)	(306,370)	(69,559)	(159,560)
Changes in working capital					
- Trade and other receivables		(2,396,262)	14,744,506	(7,832,120)	(2,966,018)
- Short-term investments - trading securities		-	-	-	(3)
- Inventories		3,085,455	(1,112,505)	54,772	(17,380)
- Other current assets		(4,378,971)	(5,611,777)	(59,260)	8,787
- Film and program rights		(2,549,806)	(3,755,806)	-	-
- Other non-current assets		517,833	(245,354)	16,372	(193,830)
- Trade and other payables		(3,488,342)	(20,168,541)	(245,595)	(6,159)
- Other current liabilities		831,078	(1,613,230)	(205,917)	668,390
- Other non-current liabilities		(64,477)	2,452,101	-	-
Cash generated from (used in) operations		50,135,376	22,683,945	(2,364,436)	1,463,104
<u>Add</u> Interest received		313,404	317,243	1,132,440	495,275
Income tax received		4,514,163	941,347	436,233	292,711
<u>Less</u> Interest paid		(8,850,447)	(6,876,538)	(3,679,032)	(2,896,727)
Income tax paid		(1,993,556)	(2,642,237)	(132,505)	(367,697)
Net cash received from (used in) operating activities		44,118,940	14,423,760	(4,607,300)	(1,013,334)

The accompanying notes on pages 15 to 96 are an integral part of these financial statements.

True Corporation Public Company Limited

Statements of Cash Flows (Cont'd)

For the year ended 31 December 2020

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Cash flows from investing activities</b>					
Withdrawal of restricted cash		509	6,927	147	60
Loans made to related parties	42	(524,030)	-	(64,463,055)	(43,808,443)
Repayment received from loan to related parties	42	473,444	-	48,046,056	24,079,447
Acquisition of property, plant and equipment		(41,326,786)	(37,564,771)	(55,260)	(154,751)
Acquisition of intangible assets		(33,518,267)	(8,847,211)	(37,444)	(144,398)
Acquisition of investment property		(240,798)	(940,321)	-	-
Acquisition of subsidiaries, net of cash acquired	21.1	-	(425,720)	-	-
Transaction costs paid for the acquisition of subsidiary	21.1	-	(31,039)	-	-
Acquisition of investment in associates and joint ventures	21.2	(988,790)	(4,985,849)	-	(9,786,522)
Acquisition of financial assets at fair value through profit or loss		(34,927)	-	-	-
Acquisition of financial assets at fair value through comprehensive income		(400)	-	-	-
Acquisition of general investments		-	(693,754)	-	-
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 investment in subsidiary	21.1	-	231,086	-	-
Proceeds from disposal of investment in associate	21.2	8,369,370	1,602,095	8,222,828	-
Proceeds from liquidation of investment in subsidiary	21.1	-	-	-	16,231
Proceeds from disposals of equipment and intangible assets		229,168	12,287,897	1,337	298
Dividends received	42	2,989,346	3,036,504	3,578,319	4,868,069
Net cash used in investing activities		(64,572,161)	(35,868,450)	(4,707,072)	(24,474,290)
<b>Cash flows from financing activities</b>					
Investment in subsidiary by purchasing shares from non-controlling interests		(8)	(12)	-	-
Proceeds from loans from subsidiaries	42	96,923	-	23,823	23,082
Proceeds from short-term borrowings		3,500,000	24,124,270	3,500,000	12,573,081
Proceeds from borrowings, net of cash paid for debt issuance cost	28	46,925,960	124,088,186	33,538,116	68,979,324
Repayments to short-term borrowings		(16,700,000)	(92,514,600)	(5,100,000)	(62,021,100)
Repayments to loans from subsidiaries	42	(96,923)	-	(13,737)	(9,788)
Repayments to borrowings	28	(16,131,300)	(2,489,967)	(7,131,300)	-
Repayments to lease liabilities	31	(19,157,838)	-	(394,937)	-
Repayments to treasury shares	36	(72,540)	-	(72,540)	-
Dividends paid	43	(3,003,017)	(3,003,031)	(3,003,017)	(3,003,031)
Net cash (used in) received from financing activities		(4,638,743)	50,204,846	21,346,408	16,541,568
<b>Net (decrease) increase in cash and cash equivalents</b>					
Opening balance		(25,091,964)	28,760,156	12,032,036	(8,946,056)
Effects of exchange rate changes		49,405,101	20,671,759	1,299,392	10,245,448
		17,211	(26,814)	-	-
Closing balance		24,330,348	49,405,101	13,331,428	1,299,392

Non-cash transactions

Significant non-cash transactions are as follows:

	Consolidated financial statements	
	31 December 2020	31 December 2019
	Baht Million	Baht Million
Acquisition of property, plant and equipment using leases	3,155.45	4,498.43
Acquisition of property, plant and equipment and intangible assets, not yet paid	122,572.83	121,483.74
Acquisition of investment in associate	15.71	-
Acquisition of investment in subsidiary	-	6.65

The accompanying notes on pages 15 to 96 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 2020**

**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 25 February 2021.

**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 2020**

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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 16 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 Bath 40,819.43 million (including value added tax) for the unpaid licence fee.

On 16 March 2020, a subsidiary, TUC was granted with the 2600 MHz Bandwidth licence by NBTC. The licence authorised TUC to provide mobile service for 15 years. The expiry date of licence is on 15 March 2035. 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 Bath 17,211.59 million (including value added tax) for the unpaid licence fee.

On 27 December 2020, a subsidiary, TUC was granted with the 700 MHz Bandwidth licence by NBTC. The licence authorised TUC to provide mobile service for 15 years. The expiry date of licence is on 26 December 2035. 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 and cash deposit to NBTC totaling Bath 16,933.39 million (including value added tax) for the unpaid licence fee.

Pay-TV services

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 Basis of preparation**

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 8.

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.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**4 New and amended financial reporting standards**

**4.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2020 and have significant impacts to the Group**

**a) Financial instruments**

The new financial standards related to financial instruments are as follows:

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

The new financial reporting standards related to financial instruments introduce new classification and measurement requirements for financial instruments as well as provide derecognition guidance on financial assets and financial liabilities. The new guidance also provides an option for the Group to apply hedge accounting to reduce accounting mismatch between hedged item and hedging instrument. In addition, the new rule provides detailed guidance on financial instruments issued by the Group whether it is a liability or an equity. Among other things, they require extensive disclosure on financial instruments and related risks.

The new classification requirements of financial assets require the Group to assess both i) business model for holding the financial assets; and ii) cash flow characteristics of the asset whether the contractual cash flows represent solely payments of principal and interest (SPPI). The classification affects the financial assets' measurement. The new guidance requires assessment of impairment of financial assets as well as contract assets and recognition of expected credit loss from initial recognition.

On 1 January 2020, the Group has adopted the financial reporting standards related to financial instruments in its financial statements. The impact from the first-time adoption has been disclosed in Note 5.

**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 has adopted the new lease standard in its financial statements. The impact from the first-time adoption has been disclosed in Note 5.

- c) 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.
- d) 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.
- e) 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.
- f) 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. The Group 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.
- g) 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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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- h) **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.
- i) **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, i.e. 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.

**4.2 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2021**

Certain amended financial reporting standards have been issued that are not mandatory for current reporting period and have not been early adopted by the Group.

- a) **Revised Conceptual Framework for Financial Reporting** added the following key principals and guidance:
  - Measurement basis, including factors in considering difference measurement basis
  - Presentation and disclosure, including classification of income and expenses in other comprehensive income
  - Definition of a reporting entity, which maybe a legal entity, or a portion of an entity
  - Derecognition of assets and liabilities

The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.

- b) **Amendment to TFRS 3, Business combinations** amended the definition of a business which requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers and to exclude returns in the form of lower costs and other economic benefits.
- c) **Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments disclosures** amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.
- d) **Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors** amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.
- e) **Amendment to TFRS 16, Leases** amended to provide a practical expedient where lessees are exempted from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications. It applies to rent concessions that reduce lease payments due from 1 June 2020 to 30 June 2021. The amendment is effective for the annual accounting period beginning on or after 1 June 2020 where early application is permitted.

The Group and the Company has chosen to early apply the exemption for the current reporting period. The impacts from the exemptions is disclosed in Note 4.4.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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**4.3 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022**

Certain amended financial reporting standards have been issued that are not mandatory for current reporting period and have not been early adopted by the Group.

- a) **Amendment to TFRS 16, Leases** amended to include a practical expedient for leases that are modified as a direct consequence of IBOR reform (e.g. replacement of THBFIX as a benchmark interest rate due to the cancellation of LIBOR) for lessee to remeasure the lease liability by discounting the revised lease payments using a discount rate that reflects the change in the interest rate. An early application of the amendment is permitted.

The Group and the Company has not chosen to early apply the exemption for the current reporting period.

**4.4 The temporary exemption guidance to relieve the impact from COVID-19**

The Federation of Accounting Professions (TFAC) announced on 22 April 2020 the temporary exemption guidance to relieve the impact from COVID-19 for the reporting periods ending between 1 January 2020 and 31 December 2020. The Group has considered and applied the following exemptions:

**Assessment of expected credit loss under simplified approach**

The Group has chosen to exclude forward-looking information in assessing the expected credit loss under the simplified approach of trade receivables and contract assets. As at 31 December 2020, the expected credit loss was assessed based on historical credit loss together with the management's judgement in estimating the expected credit loss.

**Impairment of assets**

The Group has chosen to exclude information related to COVID-19 as an indication of the impairment of assets.

**Reversal of deferred tax assets**

The Group has chosen to exclude information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

**Assessment of provisions and contingent liabilities**

The Group has chosen to exclude the COVID-19 situation as a past event that has resulted in a present obligation in assessing the Group's provisions and contingent liabilities.

**Lease modification**

During the reporting period, the Group received discounts in the lease payments from lessors due to the COVID-19 situation. The Group has chosen not to account for all discounts in the lease payment under the lease modification in accordance with TFRS 16. Instead, the Group has chosen to reduce lease liabilities in the proportion of the reduction to the lease payments throughout the period that the Group has received the reduction. The Group also reversed depreciation charges on the right-of-use assets and interest expenses on the lease liabilities recognised in the same proportion. The differences between the reduction of the lease liabilities and the reversal of the expenses are recognised in profit of loss instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification.

The Group's management is assessing the impact of the termination of the temporary exemption guidance to relieve the impact from COVID – 19.

#### **4.5 Investment in associate investing in the infrastructure Fund**

The Federation of Accounting Professions revoked Thai Accounting Standard No. 106 "Accounting for Investment Companies" (TAS 106) as it was superseded by Thai Financial Reporting Standards No. 9 "Financial instruments" for the period beginning on or after 1 January 2020. For the purpose of the preparation of the financial statements for the Property Fund, Real Estate Investment Trust, Infrastructure Fund and Infrastructure Trust ("the Fund/ the Trust") will be in the same direction. The Capital Market Supervisory Board and the Office of the Securities and Exchange Commission have revised the announcement relating to preparation of the financial statements of the Fund/the Trust by applying the new accounting guidelines for the Property Fund, Real Estate Investment Trust, Infrastructure Fund and Infrastructure Trust established by the Association of Investment Management Companies and endorsed by the Securities and Exchange Commission, Thailand ("AIMC's Accounting Guidelines"). Therefore, Digital Telecommunications Infrastructure Fund, an associate applies the AIMC's Accounting Guidelines. The Group consulted with the Securities and Exchange Commission for applying the AIMC's Accounting Guidelines. It is the accounting practice under TAS 106, which has applied since the establishment of the Digital Telecommunications Infrastructure Fund. The Securities and Exchange Commission has no further comment on the consultation. Accordingly, the Group applies the AIMC's Accounting Guidelines for investment in associate investing in Digital Telecommunications Infrastructure Fund by analogy. As a result, the Group's accounting policy of investment in associate investing in Digital Telecommunications Infrastructure Fund is consistent with the accounting policy of Digital Telecommunications Infrastructure Fund. Consequently, the Group does not have to make adjustment on the fund's financial statements to take share of result on the investment in the associate.

#### **5 Impacts from initial application of the new and revised financial reporting standards**

The Group has adopted financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16) retrospectively from 1 January 2020, but has not restated comparatives for the 2019 reporting period, as permitted in the standards. The reclassifications and the adjustments arising from the changes in accounting policies are therefore recognised in the statement of financial position on 1 January 2020.

The Group has adopted new accounting guideline for investment in associates investing in Infrastructure Fund which described in Note 4.5 due to the Thai Accounting standard No. 106 (TAS 106) accounting for investment companies has been superseded by TFRS 9 for the period beginning on or after 1 January 2020.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16) and adjustments from change in accounting standards of associate:

Consolidated financial statements						
		At 31 December 2019 Previously reported Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	Adjustments from change in accounting standards of associate Baht Million	At 1 January 2020 Restated Baht Million
Notes						
Statement of financial position						
Trade and other receivable	A,C	47,612.58	(218.79)	(2,588.71)	-	44,805.08
Short-term investment	B	1.13	(1.13)	-	-	-
General investments	B	1,071.67	(1,071.67)	-	-	-
Financial assets at fair value through profit or loss	B	-	711.68	-	-	711.68
Financial assets at fair value through other comprehensive income	B	-	401.72	-	-	401.72
Other financial assets at amortised cost	B	-	1.02	-	-	1.02
Investment in available for sale securities	B	141.25	(141.25)	-	-	-
Other current assets	B	5,897.33	(0.37)	-	-	5,896.96
Investment in associates and interests in joint ventures	E	26,159.39	-	-	(186.87)	25,972.52
Investment property	D	1,319.61	-	(101.83)	-	1,217.78
Property, plant and equipment	D	228,962.45	-	(20,476.40)	-	208,486.05
Right-of-use assets	C	-	-	108,009.37	-	108,009.37
Intangible assets	D	115,130.82	-	(2,044.95)	-	113,085.87
Deferred income tax assets	A,C	3,275.16	41.51	2,066.74	-	5,383.41
Trade and other payable	C	(109,365.09)	-	50.53	-	(109,314.56)
Other current liabilities	B	(6,910.15)	816.78	-	-	(6,093.37)
Other non-current liabilities	B	(13,636.20)	2,442.55	-	-	(11,193.65)
Financial liabilities at fair value through profit or loss	B	-	(3,248.08)	-	-	(3,248.08)
Current portion of lease liabilities	C	-	-	(13,002.62)	-	(13,002.62)
Current portion of long-term borrowings	D	(18,037.02)	-	1,934.64	-	(16,102.38)
Long-term borrowings	D	(178,029.70)	-	5,740.54	-	(172,289.16)
Lease liabilities	C	-	-	(118,476.63)	-	(118,476.63)
Liabilities under agreements and licences for operation	D	(61,839.01)	-	2,364.66	-	(59,474.35)
Provisions	C	(3,507.12)	-	(1,231.64)	-	(4,738.76)
Non-controlling interests	C	651.20	-	(0.31)	-	650.89
Deficits	A,C,E	(33,630.89)	(166.03)	(37,756.61)	(186.87)	(71,740.40)
Other components of equity	A	(1,898.20)	(100.00)	-	-	(1,998.20)

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

		Separate financial information			
		At 31 December 2019 Previously reported Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	At 1 January 2020 Restated Baht Million
	Notes				
Statement of financial position					
Trade and other receivable	C	11,448.13	-	(305.96)	11,142.17
General investments	B	1.00	(1.00)	-	-
Financial assets at fair value through other comprehensive income	B	-	1.00	-	1.00
Right-of-use assets	C	-	-	1,529.32	1,529.32
Deferred income tax assets	C	84.40	-	16.02	100.42
Trade and other payables	C	(3,279.06)	-	2.87	(3,276.19)
Current portion of lease liabilities	C	-	-	(378.79)	(378.79)
Lease liabilities	C	-	-	(816.87)	(816.87)
Provisions	C	-	-	(110.65)	(110.65)
Retained earnings	C	13,544.85	-	(64.06)	13,480.79

**Note:**

- A) Adjustments on impairment of financial assets (Note 5.1)
- B) Impacts from changes in classification and measurement of financial assets and financial liabilities (Note 5.1)
- C) Recognition of right of use assets and lease liabilities under TFRS 16 (Note 5.2)
- D) Reclassification of leased assets and finance lease liabilities (Note 5.2)
- E) Adjustments from change in accounting standards of associate

**5.1 Financial Instruments**

The total impact on the Group's and the Company's unappropriated retained earnings and other components of equity as of 1 January 2020 are as follows:

	Consolidated financial statements Baht Million	Separate financial statements Baht Million
Unappropriated retained earnings (deficits) and other components of equity as of 31 December 2019 (as previously reported)	(35,529.09)	13,544.85
Increase in provision for trade receivables	(207.54)	-
Increase in provision for equity investments at fair value through other comprehensive income (FVOCI)	(100.00)	-
Increase in deferred tax assets related to the above adjustments	41.51	-
Total adjustments to opening unappropriated retained earnings and other components of equity from adoption of TFRS 9	(266.03)	-
Unappropriated retained earnings (deficits) and other components of equity as of 1 January 2020 after reflecting TFRS 9 adoption before impact from TFRS 16	(35,795.12)	13,544.85

The adoption of the new financial reporting standards on financial instruments mainly affects the Group's accounting treatment as follows;

**5.1.1 Classification and measurement of investments in equity instruments (previously called general investments)**

All equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss, or ii) at fair value through other comprehensive income without subsequent recycling to profit or loss.

At 1 January 2020, the Group has equity instruments measured at cost of Baht 1,071.67 million. These instruments are remeasured to fair value through profit or loss of Baht 711.20 million and through other comprehensive income of Baht 360.47 million. In addition, the Group recognised on impairment loss of Baht 100.00 million to the opening balance of other components of equity at 1 January 2020 as described in 5.1.2.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

### 5.1.2 Impairment

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- cash and cash equivalents
- trade and other receivables
- contract assets
- loans to related parties

The Group was required to revise its impairment methodology under TFRS 9. The new requirements on the impairment losses will lead to expected credit losses having to be considered and recognised at the initial recognition and subsequent period. At 1 January 2020, there are an increase in impairment losses of Baht 166.03 million, net of tax due to application of the simplified approach for trade receivables and an increase in impairment losses of Baht 100.00 million for general investment. The transition adjustments are recognised as an adjustment to the opening balance of deficits and other components of equity, respectively.

While cash and cash equivalents is subject to the new impairment requirement, the identified impact was immaterial.

#### Trade receivables

The Group applies the simplified approach in measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses have been grouped based on shared credit risk characteristics and the days past due. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable. The expected loss rates are based on the historical payment profiles of sales, the corresponding historical credit losses experienced as well as forward-looking information that may affect the ability of the customers to settle the receivables.

#### Loans to related parties

The Company has loans to related parties measured at amortised cost. The 12-month expected credit loss was recognised for those loans without any significant increase in credit risk.

On 1 January 2020 (the date of initial application), the management has assessed which business models apply to the financial assets and financial liabilities, and has classified its financial instruments into the appropriate TFRS 9 categories as follows.

	Consolidated financial statements						
	Available-for-sale investments	General investments	Short term investments	Derivative receivables	FVPL	FVOCI	Amortised cost
	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million
<b>Financial assets</b>							
<b>Balance at 31 December 2019 (Previously reported)</b>	141.25	1,071.67	0.11	0.37	-	-	95,505.00
Reclassify investments from available-for-sale to FVOCI	(141.25)	-	-	-	-	141.25	-
Reclassify general investments to FVPL	-	(711.20)	-	-	711.20	-	-
Reclassify general investments to FVOCI	-	(360.47)	-	-	-	360.47	-
Reclassify short-term investments to FVPL	-	-	(0.11)	-	0.11	-	-
Reclassification of derivative instruments	-	-	-	(0.37)	0.37	-	-
Impairment adjustments	-	-	-	-	-	(100.00)	(207.54)
<b>Opening balance 1 January 2020 - TFRS 9 adoption</b>	-	-	-	-	711.68	401.72	95,297.46

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	<b>Consolidated financial statements</b>		
	<b>Derivative payables Baht Million</b>	<b>FVPL Baht Million</b>	<b>Amortised cost Baht Million</b>
<b>Financial Liability</b>			
<b>Balance at 31 December 2019 (Previously reported)</b>	3,248.08	-	358,322.47
Reclassification of derivative instrument	(3,248.08)	3,248.08	-
<b>Opening balance 1 January 2020 - TFRS 9 adoption</b>	-	3,248.08	358,322.47
	<b>Separate financial statements</b>		
	<b>General investments Baht Million</b>	<b>FVOCI Baht Million</b>	<b>Amortised cost Baht Million</b>
<b>Financial assets</b>			
<b>Balance at 31 December 2019 (Previously reported)</b>	1.00	-	42,651.81
Reclassify general investments to FVOCI	(1.00)	1.00	-
<b>Opening balance 1 January 2020 - TFRS 9 adoption</b>	-	1.00	42,651.81

## 5.2 Leases (TFRS 16)

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of TAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at 1 January 2020. The Group and the Company's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was in the range between 3.42% to 5.39% per annum.

For leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

	<b>Consolidated financial statements Baht Million</b>	<b>Separate financial statements Baht Million</b>
Operating lease commitments disclosed at 31 December 2019	123,022.93	1,335.33
Add: Finance lease liabilities recognised at 31 December 2019	7,675.18	-
Add: Extension options reasonably certain to be exercised	44,810.47	-
	175,508.58	1,335.33
Less: Deferred interest expenses	(44,029.33)	(139.67)
<b>Lease liabilities recognised at 1 January 2020</b>	<b>131,479.25</b>	<b>1,195.66</b>
Current lease liabilities	13,002.62	378.79
Non-current lease liabilities	118,476.63	816.87
	131,479.25	1,195.66

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 December 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

On adoption of TFRS 16, the Group recognised the right-of-use assets of Baht 108,009.37 million, net of impairment loss of Baht 30,000.00 million because of the high competition on both quality and price. As a result, the recoverable amount, which was calculated based on value in use for each cash - generating unit, does not cover its carrying value of fixed assets including right-of-use assets (initial recognition). Accordingly, loss on impairment was recognised by adjusting with the brought forward deficits at 1 January 2020, which comply with the financial reporting standards for first time adoption.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The recognised right-of-use assets relate to the following types of assets:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>31 December 2020</b>	<b>1 January 2020</b>	<b>31 December 2020</b>	<b>1 January 2020</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Properties	3,788.17	4,192.11	927.30	1,173.13
Network equipment	96,740.33	100,448.68	-	-
Lease transponder	1,872.22	2,044.96	-	-
Vehicles	935.32	1,323.62	247.88	356.19
<b>Total right-of-use assets</b>	<b>103,336.04</b>	<b>108,009.37</b>	<b>1,175.18</b>	<b>1,529.32</b>

In applying TFRS 16 for the first time, the group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics,
- reliance on previous assessments on whether leases are onerous,
- the accounting for operating leases with a remaining lease term of less than 12 months at 1 January 2020 as short-term leases,
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease, and
- select not to reassess whether a contract is, or contains a lease as defined under TFRS 16 at the date of initial application but relied on its assessment made applying TAS 17 and TFRIC 4 Determining whether an Arrangement contains a lease.

## 6 Accounting policies

### 6.1 Principles of consolidation

#### a) Subsidiaries

Subsidiaries are all 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 consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

#### b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method.

#### c) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of 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 Group's financial statement line items.

##### Joint ventures

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.

d) Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates and joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative 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, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

e) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in associates and joint ventures is reduced but significant influence and joint control 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 reduce of the ownership interest in associates and joint ventures is recognise in profit or loss.

When the Group losses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

f) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. 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 in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

## **6.2 Business combination**

The Group applies the acquisition method to account for business combinations with an exception on business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises.

- fair value of the assets transferred,
- liabilities incurred to the former owners of the acquiree
- equity interests issued by the Group

Identifiable assets and liabilities acquired 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 initially 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.

The excess of the consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related cost

Acquisition-related cost are recognised as expenses in consolidated financial statements

Step-up acquisition

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-measured are recognised in profit or loss.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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Changes in fair value of contingent consideration paid/received

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration 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.

The difference between consideration under 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 of by transferred to retained earnings.

### 6.3 Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's and the Group's functional and 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.

Foreign exchange gains and losses 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.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

c) Group companies

The operational results and financial position of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a different functional currency from the Group's presentation currency are translated into the presentation currency as follows.

- Assets and liabilities are translated at the closing rate at the date of respective statement of financial position;
- Income and expenses for statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

### 6.4 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date and bank overdrafts.

In the statements of financial position, bank overdrafts are shown in current liabilities.

#### **6.5 Trade accounts receivables**

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

#### **6.6 Inventories**

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories is determined by the weighted average method. Cost of raw materials comprise all purchase cost and costs directly attributable to the acquisition of the inventory less all attributable discounts. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and directly attributable costs in bringing the inventories to their present location and condition.

#### **6.7 Financial assets**

##### For the year ended 31 December 2020

##### **a) Classification**

From 1 January 2020, the Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

##### **b) Recognition and derecognition**

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

##### **c) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

##### **d) Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of comprehensive income.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

- FVOCI: Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income is included in other income. Impairment expenses are presented separately in the statement of comprehensive income.
- FVPL: Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

e) Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of comprehensive income.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

f) Impairment

From 1 January 2020, the Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables and contract assets, which applies lifetime expected credit loss, from initial recognition, for those assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

For other financial assets carried at amortised cost and FVOCI, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss included in administrative expenses.

Classification and measurement of financial asset for the year ended 31 December 2020 are disclosed in Note 10.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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For the year ended 31 December 2019

Investments in debt and equity securities

Investments other than investments in subsidiaries, associates and joint ventures are initially recognised at fair value of consideration paid plus direct transaction cost.

Trading and available-for-sale investments

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gains and losses of trading investments are recognised in profit or loss. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income and are subsequently reclassified to profit or loss when the investment is disposed.

Held-to-maturity investments

Held-to-maturity investments are carried at amortised cost using the effective interest method less impairment.

General investments

General investments are carried at cost less impairment.

#### **6.8 Investment property**

Investment property comprise 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

#### **6.9 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:

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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.

#### 6.10 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.

#### 6.11 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.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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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.

(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.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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## 6.12 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.

## 6.13 Leases

For the year ended 31 December 2020

### Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipments.

### 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 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.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

For the year ended 31 December 2019

**Leases - where the Group is the lessee**

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.

At the inception of finance lease, the lower of the fair value of the leased property and the present value of the minimum lease payments is capitalised. Each lease payment is allocated between the liability and finance charges to achieve a constant rate on the liabilities balance outstanding. The corresponding rental obligations is presented net of finance charges. Finance cost is charged to profit or loss over the lease period.

**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 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.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

**6.14 Financial liabilities**

For the year ended 31 December 2020

a) Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

b) Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

c) Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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For the year ended 31 December 2019

**Borrowings**

Borrowings are recognised initially at the fair value, net of directly attributable transaction costs incurred. Borrowings are subsequently stated at amortised cost.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it will be drawn down. The fee is deferred until the drawn down occurs and included in effective interest calculation. However, if it is probable that facility will not be drawn down, that portion of the fee paid is recognised as a prepayment and amortised over the period of related facility.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

**6.15 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.

**6.16 Current and deferred income taxes**

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.

**Current tax**

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. 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 tax authorities.

**Deferred income tax**

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised
- investments in subsidiaries, associates and joint arrangements 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 is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred 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 tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **6.17 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.

#### **6.18 Employee benefits**

##### **Short-term employee benefits**

Liabilities for short-term employee benefits such as wages, salaries and bonuses that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

##### **Defined contribution plan**

The Group pays contributions to a separate fund on a contractual basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

##### **Defined benefit plans**

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated annually by an independent actuary 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 matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to 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.

#### **6.19 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.

#### **6.20 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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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**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 basic 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.

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.

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.

Sales of set-top boxes are recognised on delivery of set-top boxes or customer acceptance.

Group

All revenues have been presented net of cash discounts and related cash-based promotions.

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.

**6.21 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.

**6.22 Dividend distribution**

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

## **7 Financial risk management**

**7.1 Financial risk factors**

The Group exposes to a variety of financial risk: market risk (including foreign exchange risk, 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.

Financial risk management is carried out by the Group Treasury Committee. The Group's policy includes areas such as foreign exchange risk, interest rate risk, price risk, credit risk and liquidity risk. The framework parameters are approved by the Board of Directors and used as the key communication and control tools for Treasury team.

**7.1.1 Market risk**

**a) Foreign exchange risk**

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.

The Group entered foreign currency forwards with the financial institutions in order to hedge its exposure to foreign currency risk.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

At 31 December 2020 and 2019, the outstanding foreign currency assets and liabilities as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020 Currency Million</b>	<b>2019 Currency Million</b>	<b>2020 Currency Million</b>	<b>2019 Currency Million</b>
<b>Assets</b>				
US Dollar	15.41	23.96	-	-
Euro	0.29	0.30	-	-
Japanese Yen	-	0.10	-	-
HKD	0.01	0.01	-	-
<b>Liabilities</b>				
US Dollar	1,605.66	1,558.54	0.71	0.32
Japanese Yen	0.04	0.04	-	-
Great British Pound Sterling	0.08	0.03	-	-
Euro	0.08	0.81	-	-
HKD	0.19	1.04	-	-
SGD	0.01	0.01	-	-
PHP	1.16	-	-	-

Foreign currency assets represent cash and accounts receivable whilst the above foreign currency liabilities represent trade accounts payable, borrowings and other payables.

**b) Cash flow and fair value interest rate risk**

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, long-term loans to related parties, short-term borrowings, long-term borrowings and debentures. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate. The Group assesses that the interest rate risk is insignificant as the interests from financial assets and financial liabilities are not significantly different. However, the Group will use interest rate swap to management the risk when necessary.

The Group and the Company do not apply hedge accounting.

Details of borrowing's interest are disclosed in Note 28.

**7.1.2 Credit risk**

Credit risk arises from cash and cash equivalents, derivative financial instruments as well as credit exposures to customers, including outstanding receivables.

**a) Risk management**

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties with a good rating are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on tips assessments in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

Sales to retail customers are required to be settled in cash or using major credit cards to mitigate credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers or specific industry sectors.

**b) Security**

For some trade receivables the Group may obtain security in the form of guarantees or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.



c) **Impairment of financial assets**

The Group and the Company has 3 types of financial assets that are subject to the expected credit loss model:

- Trade and other receivables
- Contract assets
- Loan to related parties

While cash and cash equivalents are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

*Trade receivables and contract assets*

The Group applies the TFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 12 - 24 month before 31 December 2020 and the corresponding historical credit losses experienced within this period.

The Group and the Company write-off trade receivables and contract assets when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments or cannot be contacted.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

*Previous accounting policy for impairment of trade receivables for comparative period*

In the year 2019, the Group recognised impairment of trade receivables based on the incurred loss model such as uncollectible, which was not taken into account future losses. Therefore, expected credit loss and allowance for doubtful accounts are not comparable.

The expected credit loss at 31 December 2020 for trade receivables and contract assets are disclosed in Note 17.

*Loans to related parties*

Loans to related parties measured at amortised cost are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Lifetime expected credit losses is recognised for the loans that the credit risk is significant increased.

**7.1.3 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 24,330.35 Million (2019: Baht 49,405.10 Million) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and ii) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary, monitoring balance sheet liquidity ratios and maintaining financing plans.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Consolidated financial statements			
	Within 1 year Baht Million	2 - 5 years Baht Million	Over 5 years Baht Million	Total Baht Million
<b>At 31 December 2020</b>				
Short-term borrowings	3,500.00	-	-	3,500.00
Trade and other payables	86,485.91	-	-	86,485.91
Long-term borrowings	61,061.10	136,834.05	22,206.20	222,101.35
Lease liabilities	18,634.50	67,090.12	81,170.90	166,895.52
Liabilities under agreements and licences for operation	-	46,166.33	20,169.47	66,335.80
<b>Total</b>	<b>169,681.51</b>	<b>252,090.50</b>	<b>123,546.57</b>	<b>545,318.58</b>
	Consolidated financial statements			
	Within 1 year Baht Million	2 - 5 years Baht Million	Over 5 years Baht Million	Total Baht Million
<b>At 31 December 2019</b>				
Short-term borrowings	16,662.57	-	-	16,662.57
Trade and other payables	105,368.34	-	-	105,368.34
Short-term loans from related parties	0.01	-	-	0.01
Long-term borrowings	18,378.84	148,131.80	31,611.44	198,122.09
Liabilities under agreements and licences for operation	-	34,967.20	7,879.80	42,847.00
<b>Total</b>	<b>140,409.76</b>	<b>183,099.00</b>	<b>39,491.24</b>	<b>363,000.01</b>
	Separate financial statements			
	Within 1 year Baht Million	2 - 5 years Baht Million	Over 5 years Baht Million	Total Baht Million
<b>At 31 December 2020</b>				
Short-term borrowings	3,500.00	-	-	3,500.00
Trade and other payables	3,150.38	-	-	3,150.38
Short-term loans from related parties	1,005.85	-	-	1,005.85
Long-term borrowings	29,316.60	67,807.50	7,130.30	104,254.40
Lease liabilities	377.72	498.32	165.82	1,041.86
<b>Total</b>	<b>37,350.55</b>	<b>68,305.82</b>	<b>7,296.12</b>	<b>112,952.49</b>

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Separate financial statements			
	Within 1 year Baht Million	2 - 5 years Baht Million	Over 5 years Baht Million	Total Baht Million
<b>At 31 December 2019</b>				
Short-term borrowings	5,088.41	-	-	5,088.41
Trade and other payables	3,265.16	-	-	3,265.16
Short-term loans from related parties	996.67	-	-	996.67
Long-term borrowings	7,131.30	70,533.30	-	77,664.60
<b>Total</b>	<b>16,481.54</b>	<b>70,533.30</b>	<b>-</b>	<b>87,014.84</b>

## 7.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce 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 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.

### 8.1 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 24. 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 6.12. 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) Impairment of trade accounts receivable

The expected credit loss for trade accounts receivable are based on assumptions about default risk and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs used in the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

#### (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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**8.2 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 and Genxas determined that it has significant influence even though the shareholding are 23.38% 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.

**9 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.

**Consolidated reportable segments:**

**External revenue:**

**For the years ended 31 December**

	<b>2020 Baht Million</b>	<b>2019 Baht Million</b>
TrueMove H	105,379.29	107,615.38
TrueOnline	24,533.38	23,672.65
TrueVisions	8,299.67	9,655.46
<b>Total</b>	<b>138,212.34</b>	<b>140,943.49</b>

Revenue in 2020 are recognised at point in time and over time of Baht 16,886.46 million and Baht 121,325.88 million, respectively.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**Segment profit (loss) before tax:**

**For the years ended 31 December**

	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	(9,952.71)	2,857.46
TrueOnline	10,034.06	12,738.12
TrueVisions	893.44	(1,238.81)
Total	974.79	14,356.77
Intersegment	(30.47)	(6,611.58)
Total	944.32	7,745.19

**Segment assets:**

**At 31 December**

	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	431,810.32	377,089.81
TrueOnline	164,225.98	124,551.15
TrueVisions	21,511.60	22,351.78
Total	617,547.90	523,992.74

**Segment liabilities:**

**At 31 December**

	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	320,289.10	264,590.92
TrueOnline	203,993.17	125,998.87
TrueVisions	7,648.50	7,383.81
Total	531,930.77	397,973.60

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**10 Fair value**

The fair value of current financial assets and liabilities equal to their carrying value. In addition, interest rate of loan to related parties approximate market interest rate, therefore management believes that the carrying value equal to their fair value.

The following table shows fair values and carrying amounts of financial assets and liabilities by category, excluding those with the carrying amount approximates fair value at 31 December 2020 are as follow :

<b>Consolidated financial statements</b>					
	<b>Fair value through profit or loss (FVPL) Baht Million</b>	<b>Fair value through other comprehensive income (FVOCI) Baht Million</b>	<b>Amortised cost Baht Million</b>	<b>Total carrying amount Baht Million</b>	<b>Fair value Baht Million</b>
<i>Financial assets measured at fair value</i>					
Financial assets at FVPL	1,188.99	-	-	1,188.99	1,188.99
Financial assets at FVOCI	-	353.56	-	353.56	353.56
Derivative receivables	22.53	-	-	22.53	22.53
	<b>1,211.52</b>	<b>353.56</b>	<b>-</b>	<b>1,565.08</b>	<b>1,565.08</b>
<i>Financial liabilities measured at fair value</i>					
Derivative payables	2,413.60	-	-	2,413.60	2,413.60
<i>Financial liabilities not measured at fair value</i>					
Long-term borrowings	-	-	219,499.19	219,499.19	217,829.97
Lease liabilities	-	-	126,405.28	126,405.28	127,863.83
Liabilities under agreements and licences for operation	-	-	64,353.21	64,353.21	63,383.94
	<b>-</b>	<b>-</b>	<b>410,257.68</b>	<b>410,257.68</b>	<b>409,077.74</b>
<b>Separate financial statements</b>					
	<b>Fair value through profit or loss (FVPL) Baht Million</b>	<b>Fair value through other comprehensive income (FVOCI) Baht Million</b>	<b>Amortised cost Baht Million</b>	<b>Total carrying amount Baht Million</b>	<b>Fair value Baht Million</b>
<i>Financial assets measured at fair value</i>					
Financial assets at FVOCI	-	1.00	-	1.00	1.00
	<b>-</b>	<b>1.00</b>	<b>-</b>	<b>1.00</b>	<b>1.00</b>
<i>Financial liabilities not measured at fair value</i>					
Long-term borrowings	-	-	103,923.10	103,923.10	103,656.43
Lease liabilities	-	-	947.00	947.00	949.84
	<b>-</b>	<b>-</b>	<b>104,870.10</b>	<b>104,870.10</b>	<b>104,606.27</b>

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**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).

The following table presents the group's financial assets and liabilities that are measured at fair value at 31 December 2020.

	<b>Consolidated financial statements</b>		
	<b>Level 1 Baht Million</b>	<b>Level 2 Baht Million</b>	<b>Level 3 Baht Million</b>
<b><u>Assets</u></b>			
<b>Financial assets at fair value through profit or loss</b>			
<b>Current</b>			
Mutual fund	-	0.11	-
Derivative receivables	-	1.33	-
<b>Non-current</b>			
Derivative receivables	-	21.20	-
General investments - equity securities	-	-	1,188.88
<b>Financial assets at fair value through other comprehensive income</b>			
<b>Current</b>			
Equity securities	92.69	-	-
<b>Non-current</b>			
General investments - equity securities	-	-	260.87
<b><u>Liabilities</u></b>			
<b>Financial liabilities at fair value through profit or loss</b>			
<b>Current</b>			
Derivative payables	-	1,274.43	-
<b>Non-Current</b>			
Derivative payables	-	1,139.17	-
	<b>Separate financial statements</b>		
	<b>Level 1 Baht Million</b>	<b>Level 2 Baht Million</b>	<b>Level 3 Baht Million</b>
<b><u>Assets</u></b>			
<b>Financial assets at fair value through other comprehensive income</b>			
<b>Non-current</b>			
General investments - equity securities	-	-	1.00

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**10.1 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.

**10.2 Valuation techniques used to derive Level 2 fair values**

Level 2 Equity 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.

**10.3 Valuation techniques used to measure at fair value level 3**

Level 3 general investments are fair valued using the comparable company analysis model.

**11 Expenses by nature**

The following items have been included in arriving at operating results:

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Direct costs related to revenues	35,628.76	39,716.87	-	0.01
Network operating and maintenance	4,561.70	17,167.04	146.72	185.52
Staff costs	12,289.15	15,011.55	4,916.59	5,714.67
Selling, advertising and publicity	4,652.96	5,422.71	850.46	812.61
Expected credit loss (reversal) (Note 17)	2,470.64	2,015.36	(39.80)	(52.85)
Depreciation				
- owned assets	16,619.76	13,398.96	93.07	69.78
- leased assets under finance leases	-	1,032.44	-	-
Amortisation				
- Intangible assets (Note 25)	14,319.73	13,261.59	42.55	29.43
- Right-of-use assets (Note 23)	11,853.66	-	446.43	-
- Others	2,610.16	1,391.30	-	-

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**12 Finance costs**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Interest				
- borrowings	9,226.94	7,489.30	3,834.89	2,710.71
- lease liabilities (Note 31)	6,447.03	-	62.88	-
Foreign exchange loss (gain)	110.23	(142.90)	-	-
Finance cost related to licences (Note 32)	1,889.70	1,932.60	-	-
Other financial fees	801.66	260.11	212.25	146.65
Total finance costs	18,475.56	9,539.11	4,110.02	2,857.36

**13 Income tax**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Current tax	(735.86)	(550.02)	(244.67)	(157.33)
Deferred income tax:				
Origination and reversal of temporary differences (Note 26)	717.09	(1,622.16)	(549.74)	(56.11)
Income tax	(18.77)	(2,172.18)	(794.41)	(213.44)

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	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Profit before income tax	944.32	7,745.19	6,930.94	6,393.68
Tax calculated at the tax rate of 20%	(188.86)	(1,549.04)	(1,386.19)	(1,278.73)
Income not subject to tax	486.11	601.79	685.01	943.29
(Expenses not deductible) Expenses deductible at a greater amount for tax purposes	192.02	(2,546.50)	(93.23)	55.13
Current year tax loss for which no deferred tax asset was recognised	(2,958.51)	(1,724.56)	-	-
Deferred tax assets recognised from tax loss	1,342.04	(1,180.49)	-	-
Utilisation of previously unrecognised deferred tax asset from tax loss	277.87	2,849.14	-	66.87
Associates results reported, net of tax	830.56	1,377.48	-	-
Income tax	(18.77)	(2,172.18)	(794.41)	(213.44)

The weighted average applicable tax rate for the consolidated financial statements was 1.99% resulted from recognition of deferred income tax assets from future benefit of loss carry forward due to group restructuring and income not subject to tax. The weighted average applicable tax rate for the separate financial statements was 11.46% per annum resulted from income not subjected to tax. (2019: The weighted average applicable tax rate for the consolidated financial statements was 28.05% 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 26.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**14 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 outstanding, excluding treasury shares for 2020 and 2019. The calculation are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
Profit attributable to owners of the parent (Baht Million)	1,048.40	5,636.73	6,136.53	6,180.24
Weighted average number ordinary shares outstanding, excluding treasury shares (million shares)	33,362.47	33,368.20	33,362.47	33,368.20
Basic earnings per share (Baht)	0.03	0.17	0.18	0.19

**15 Cash and cash equivalents**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
<b>At 31 December</b>	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Cash on hand	1,312.22	1,032.49	1.75	1.42
Deposits held at call with banks	23,018.13	48,372.61	13,329.68	1,297.97
	24,330.35	49,405.10	13,331.43	1,299.39

The average interest rate on short term deposits was 1.31% per annum (2019: 1.08% per annum).

**16 Restricted cash at bank**

Restricted cash consist of:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
<b>At 31 December</b>	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Current	43.53	43.68	43.46	43.61
Non-current	23.39	23.76	-	-
	66.92	67.44	43.46	43.61

**Current:**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
<b>At 31 December</b>	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Saving deposits	43.53	43.68	43.46	43.61

**Non-current:**

	<b>Consolidated financial statements</b>	
<b>At 31 December</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Saving deposits	0.32	0.40
Time deposits	23.07	23.36
	23.39	23.76

Under the terms of loan, financing and supplier agreements, certain subsidiaries have deposited in the security accounts as collateral for the contracted parties.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**17 Trade and other receivables**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Receivable from TOT	360.41	343.35	360.41	343.35
Billed customers	23,994.49	20,610.57	822.37	860.59
Receivables and accrued income from related parties (Note 42)	14,169.50	12,985.49	18,675.66	10,824.74
Trade accounts receivable	38,524.40	33,939.41	19,858.44	12,028.68
Accrued income	11,658.49	10,420.15	2,273.31	2,268.96
Total trade accounts receivable	50,182.89	44,359.56	22,131.75	14,297.64
<u>Less</u> Expected credit loss (2019: Allowance for doubtful accounts under TAS 101)	(7,908.51)	(6,964.03)	(2,947.21)	(2,990.01)
Trade accounts receivable, net	42,274.38	37,395.53	19,184.54	11,307.63
Prepaid expenses	1,357.97	3,179.94	24.61	86.17
Other receivable	1,284.86	7,030.60	2.41	2.43
Interest receivable	1.40	6.51	122.57	51.90
Trade account and other receivables	44,918.61	47,612.58	19,334.13	11,448.13

Outstanding trade accounts receivable as at 31 December can be analysed as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Current	9,172.32	10,586.64	1,728.97	2,369.28
Less than 3 months	9,709.07	9,547.15	2,979.00	4,071.14
3 - 6 months	5,616.09	3,312.06	2,212.35	428.18
6 - 12 months	7,315.36	2,517.01	4,804.98	1,547.56
More than 12 months	6,711.56	7,976.55	8,133.14	3,612.52
Trade accounts receivable	38,524.40	33,939.41	19,858.44	12,028.68
Accrued income	11,658.49	10,420.15	2,273.31	2,268.96
Total trade accounts receivable	50,182.89	44,359.56	22,131.75	14,297.64
<u>Less</u> Expected credit loss (2019: Allowance for doubtful accounts under TAS 101)	(7,908.51)	(6,964.03)	(2,947.21)	(2,990.01)
Trade accounts receivable, net	42,274.38	37,395.53	19,184.54	11,307.63

**Impairment of trade receivables**

Information about the impairment of trade receivables is disclosed in note 5.1.2.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The reconciliation of expected credit loss for trade and other receivables as at 31 December are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>At 31 December - calculated under TAS 101</b>				
Amounts restated through opening retained earnings	6,964.03	7,266.22	2,990.01	3,067.90
	(218.79)	-	-	-
Opening expected credit loss as at 1 January 2020				
- calculated under TFRS 9 (2019: TAS 101)	6,745.24	7,266.22	2,990.01	3,067.90
Increase (decrease) in expected credit loss	2,470.64	2,015.36	(39.80)	(52.85)
Write-off trade accounts receivable	(1,307.37)	(2,317.55)	(3.00)	(25.04)
<b>At 31 December - calculated under TFRS 9 (2019: TAS 101)</b>				
	7,908.51	6,964.03	2,947.21	2,990.01

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.

As at 31 December 2020, trade accounts receivable, in the consolidated and separate statements of financial position included accrued income from TOT amount of Baht 256.98 million (2019: 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.

## 18 Financial assets and financial liabilities

At 31 December 2020, classification of the Group's financial assets and financial liabilities are as follows:

	<b>Consolidated financial statements</b>			
	<b>FVPL</b>	<b>FVOCI</b>	<b>Amortised cost</b>	<b>Total</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>Financial assets</b>				
Cash and cash equivalents	-	-	24,397.27	24,397.27
Trade and other receivables	-	-	43,534.51	43,534.51
Short-term loans to related parties	-	-	51.70	51.70
Other current assets	-	-	8,350.19	8,350.19
Other non-current assets	-	-	1,285.49	1,285.49
Financial assets at amortised cost	-	-	1.23	1.23
Financial assets at FVPL	1,188.99	-	-	1,188.99
Financial assets at FVOCI	-	353.56	-	353.56
Derivative receivable	22.53	-	-	22.53

	<b>Consolidated financial statements</b>		
	<b>FVPL</b>	<b>Amortised cost</b>	<b>Total</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>Financial liabilities</b>			
Short-term borrowings	-	3,500.00	3,500.00
Trade and other payables	-	86,485.91	86,485.91
Long-term borrowings	-	219,499.19	219,499.19
Lease liabilities	-	126,405.29	126,405.29
Liabilities under agreement and licences for operation	-	55,521.54	55,521.54
Other current liabilities	-	686.19	686.19
Derivative payable	2,413.60	-	2,413.60

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Separate financial statements			
	FVPL Baht Million	FVOCI Baht Million	Amortised cost Baht Million	Total Baht Million
<b>Financial assets</b>				
Cash and cash equivalents	-	-	13,374.89	13,374.89
Trade and other receivables	-	-	19,306.29	19,306.29
Short-term loans to related parties	-	-	46,228.68	46,228.68
Other current assets	-	-	11.78	11.78
Other non-current assets	-	-	130.87	130.87
Financial assets at FVOCI	-	1.00	-	1.00

	Separate financial statements		
	FVPL Baht Million	Amortised cost Baht Million	Total Baht Million
<b>Financial liabilities</b>			
Short-term borrowings	-	3,500.00	3,500.00
Trade and other payables	-	3,150.38	3,150.38
Short-term loans from related parties	-	1,005.85	1,005.85
Long-term borrowings	-	103,923.10	103,923.10
Lease liabilities	-	947.00	947.00
Other current liabilities	-	18.63	18.63

## 19 Inventories

At 31 December	Consolidated financial statements		Separate financial statements	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
<b>Inventories related to networks</b>				
Spareparts for networks (at cost)	228.11	272.92	184.79	239.23
<u>Less</u> Allowance for decline in value	(128.85)	(128.85)	(128.85)	(128.85)
Spareparts for networks, net	99.26	144.07	55.94	110.38
Work in process (at cost)	-	8.52	-	-
Total inventories related to networks, net	99.26	152.59	55.94	110.38
<b>Merchandise</b>				
Merchandise (at cost)	5,189.23	7,739.02	6.45	6.78
<u>Less</u> Allowance for decline in value	(780.24)	(618.05)	(1.20)	(1.20)
Total merchandise, net	4,408.99	7,120.97	5.25	5.58
Inventories, net	4,508.25	7,273.56	61.19	115.96

During 2020, the damage and obsolete inventories were charged to the consolidated profit or loss for Baht 162.19 million (2019: Baht 212.38 million).

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**20 Other current assets**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Value added tax pending receipt of tax invoices	4,561.59	3,379.59	133.34	105.88
Film and program right (Note 25)	447.79	508.80	-	-
Contract cost, net (Note 38.2)	1,357.83	1,305.37	-	-
Short-term deposit (Note 2)	8,350.19	-	11.78	-
Others	185.69	703.57	-	-
	14,903.09	5,897.33	145.12	105.88

**21 Investments in subsidiaries, associates and interests in joint ventures**

**21.1 Investment in subsidiaries**

Movements of investments in subsidiaries are as follows:

For the years ended 31 December	Separate financial statements	
	2020	2019
	Baht million	Baht million
Opening net book value	181,028.38	181,028.38
Closing net book value	181,028.38	181,028.38

True Corporation Public Company Limited  
Notes to the Consolidated and Separate Financial Statements  
For the year ended 31 December 2020

At 31 December 2020

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	22,000.00	0.01	1.00	-	1.00
				191,443.44	10,415.06	181,028.38
<b>Total investment in subsidiaries</b>						

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
				191,443.44	10,415.06	181,028.38
<b>Total investment in subsidiaries</b>						

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**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.	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	Dormant	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	Dormant	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	Dormant	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	Dormant	Thailand

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

<b>Name of subsidiaries</b>	<b>% Ownership</b>	<b>Business</b>	<b>Country of incorporation</b>
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
Goldsy 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	99.98	Digital platform for commercial	Indonesia
True Digital Philippines Inc.	100.00	Business process outsource in technical service, marketing and customer relations	Philippines
True Digital Vietnam Joint Stock Company	100.00	Data analytics and digital solutions business	Vietnam

**Transactions incurred during 2020:**

On 21 August 2020, TDG, a subsidiary established a new subsidiary, TD Vietnam, amounting to Baht 6.01 million, representing 100.00% of its total equity. TD Vietnam engages in data analytics and digital solution business which incorporated under Vietnam Law.

On 15 October 2020, TDG, a subsidiary additionally invested in PTTD amounting to Baht 77.92 million, representing 99.98% of its total equity.

On 25 December 2020, TKSC registered for liquidation with the Ministry of Commerce and is under the liquidation process. The Group recognised gain from liquidation amounting to Baht 0.09 million in the consolidated financial statements for the year ended 31 December 2020.

**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.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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)
<b>Total identifiable net asset</b>	<b>249.84</b>
Non-controlling interests	(122.42)
Goodwill	465.68
<b>Total</b>	<b>593.10</b>
<b>Net of cash paid for an acquisition</b>	<b>425.72</b>

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 recognised as “Administrative expenses” in the consolidated statement of comprehensive income for the year ended 31 December 2019.

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 statements.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**Non-controlling interests**

The total non-controlling interest as of 31 December 2020 is Baht 528.04 million (2019: Baht 651.20 million), of which Baht 464.38 million (2019: Baht 460.26 million) belongs to TM and Baht 56.22 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**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Associates	22,675.09	25,632.73	30,712.30	37,967.95
Joint ventures	538.20	526.66	-	-
	23,213.29	26,159.39	30,712.30	37,967.95

The amounts recognised in the statement of comprehensive income are as follows:

For the years ended 31 December	Consolidated financial statements	
	2020	2019
	Baht Million	Baht Million
Share of result		
- Associates	4,220.93	6,934.05
- Joint ventures	(26.57)	(1.46)
	4,194.36	6,932.59
Elimination	(41.57)	(45.18)
	4,152.79	6,887.41

**21.2 Investment in associates**

At 31 December 2020		Consolidated financial statements				
			Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Investment - at equity Baht Million
Business	Country of incorporation					
<b>Associates</b>						
Digital Telecommunications Infrastructure Fund	Invest in telecommunication infrastructure	Thailand	127,116.21	23.38	30,712.30	21,618.13
True GS Co., Ltd.	Home shopping	Thailand	340.00	46.80	159.11	28.30
True Axion Interactive Ltd.	Game and application development	Thailand	177.00	40.00	56.05	-
Queue Q (Thailand) Co., Ltd.	Software consulting	Thailand	8.68	30.00	81.69	61.83
Genxas Whiz Co., Ltd.	Advertising and marketing services	Thailand	1.08	7.69	5.00	4.80
Yi Tunnel (Beijing) Technology Co., Ltd.	AI smart camera	China	2.09	25.00	850.83	848.12
Mediaload Pte. Ltd.	Digital media	Singapore	16.68	40.05	115.55	113.91
<b>Total investment in associates</b>					31,980.53	22,675.09

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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

As at 31 December 2020, the fair value of the Group's interest in DIF, a listed company in Stock Exchange of Thailand, is Baht 35,909.41 million (2019: Baht 50,572.27 million).

Movement of interest in associates are as follows:

	Consolidated financial statements Baht Million
<b>For the year ended 31 December 2020</b>	
Opening net book value as previously reported	25,632.73
Modified retrospective (Note 5)	(186.87)
As modified retrospective	25,445.86
Additions	966.39
Disposal of investments	(4,973.13)
Share of results	4,220.93
Dividends received (Note 42)	(2,984.96)
Closing net book value	22,675.09

**Transaction incurred during 2020**

On 12 June 2020, TDG, a subsidiary invested in Yi Tunnel amounting to Baht 850.83 million, representing 25.00% of its equity. Yi Tunnel was classified as investment in associate and engages in AI smart camera business.

On 18 June 2020, the Company disposed 300.00 million units of DIF, and received proceeds amounting to Baht 4,367.67 million. In the consolidated financial statements, the Group recognised gain from disposal of investment amounting to Baht 1,886.04 million under "Other income". The disposal resulted in a decrease of the Group's interest in DIF from 29.00% to 26.18%. In the separate financial statements, the Company recognised gain from disposal of investment amounting to Baht 660.78 million under "Other income". The disposal resulted in a decrease of the Company's interest in DIF from 28.90% to 26.08%.

Subsequently, on 30 September 2020, the Group disposed 298.11 million units and received proceeds amounting to Baht 4,001.70 million on 2 October 2020. In the consolidated financial statements, the Group recognised gain from disposal of investment amounting to Baht 1,510.19 million under "Other income". The disposal resulted in a decrease of the Group's interest to 23.38%. In the separate financial statements, the Company disposed 287.20 million units and received proceeds amounting to Baht 3,855.16 million on 2 October 2020. In the separate financial statements, the Company recognised gain from disposal of investment amounting to Baht 306.40 million under "Other income". The disposal resulted in a decrease of the Company's interest to 23.38%.

On 28 August 2020, TDG, a subsidiary invested in Mediaload amounting to Baht 115.56 million representing 40.05% of its equity. The Group paid for shares subscription by a cash settlement of Baht 99.85 million and by providing services in the future with fair value of Baht 15.71 million. Mediaload was classified as investment in associate and engages in digital media business.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**Transaction incurred during 2019**

On 28 January 2019, TINC, 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, TINC, 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.

**Summarised statement of financial position:**

	DIF		Others		Total	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
<b>At 31 December</b>						
<b>Current assets</b>						
Cash and cash equivalents	4,034.20	480.58	1,247.66	105.46	5,281.86	586.04
Other current assets	3,198.77	10,996.64	436.44	95.93	3,635.21	11,092.57
<b>Total current assets</b>	<b>7,232.97</b>	<b>11,477.22</b>	<b>1,684.10</b>	<b>201.39</b>	<b>8,917.07</b>	<b>11,678.61</b>
<b>Non-current assets</b>	<b>215,751.51</b>	<b>199,266.34</b>	<b>215.62</b>	<b>199.59</b>	<b>215,967.13</b>	<b>199,465.93</b>
<b>Total assets</b>	<b>222,984.48</b>	<b>210,743.56</b>	<b>1,899.72</b>	<b>400.98</b>	<b>224,884.20</b>	<b>211,144.54</b>
<b>Current liabilities</b>						
Financial liabilities	-	-	(6.79)	(3.47)	(6.79)	(3.47)
Other current liabilities	(4,485.97)	(10,116.94)	(523.18)	(370.82)	(5,009.15)	(10,487.76)
<b>Total current liabilities</b>	<b>(4,485.97)</b>	<b>(10,116.94)</b>	<b>(529.97)</b>	<b>(374.29)</b>	<b>(5,015.94)</b>	<b>(10,491.23)</b>
<b>Non-current liabilities</b>						
Financial liabilities	(27,585.89)	(27,880.23)	-	-	(27,585.89)	(27,880.23)
Other non-current liabilities	(16,485.50)	-	(15.45)	(16.39)	(16,500.95)	(16.39)
<b>Total non-current liabilities</b>	<b>(44,071.39)</b>	<b>(27,880.23)</b>	<b>(15.45)</b>	<b>(16.39)</b>	<b>(44,086.84)</b>	<b>(27,896.62)</b>
<b>Total Liabilities</b>	<b>(48,557.36)</b>	<b>(37,997.17)</b>	<b>(545.42)</b>	<b>(390.68)</b>	<b>(49,102.78)</b>	<b>(38,387.85)</b>
<b>Net assets</b>	<b>174,427.12</b>	<b>172,746.39</b>	<b>1,354.30</b>	<b>10.30</b>	<b>175,781.42</b>	<b>172,756.69</b>

**Summarised statement of comprehensive income:**

	DIF		Others		Total	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
<b>For the years ended 31 December</b>						
Revenue	14,690.93	12,938.47	2,313.46	1,328.95	17,004.39	14,267.42
Depreciation and amortisation	-	-	(61.22)	(35.84)	(61.22)	(35.84)
Interest income	15.56	36.90	0.64	0.38	16.20	37.28
Interest expense	-	-	(0.81)	(0.17)	(0.81)	(0.17)
Profit (loss) from continuing operation	13,424.03	20,992.51	68.85	(86.83)	13,492.88	20,905.68
Post-tax profit (loss) from continuing operation	13,424.03	20,992.51	68.85	(86.83)	13,492.88	20,905.68
Total comprehensive income	13,424.03	20,992.51	68.85	(86.83)	13,492.88	20,905.68
Dividends received from associate	2,984.95	3,034.72	-	-	2,984.95	3,034.72

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
Opening net assets 1 January Modified retrospective	172,746.39 (644.27)	146,069.59 -	10.30 -	30.64 -	172,756.69 (644.27)	146,100.23 -
Opening net assets (restated)	172,102.12	146,069.59	10.30	30.64	172,112.42	146,100.23
Common shares call up	-	15,800.00	1,275.14	66.49	1,275.14	15,866.49
Profit (loss) for the year	13,424.00	20,992.51	68.85	(86.83)	13,492.85	20,905.68
Foreign exchange	-	-	43.71	-	43.71	-
Dividends paid	(11,099.00)	(10,115.71)	-	-	(11,099.00)	(10,115.71)
Closing net assets	174,427.12	172,746.39	1,398.00	10.30	175,825.12	172,756.69
Interest in associates	23.38%	29.00%	-	-	-	-
Goodwill	40,779.12	50,104.56	383.53	34.43	41,162.65	50,138.99
Unrealised gain from assets sold	-	-	673.43	52.94	673.43	52.94
	(19,160.99)	(24,559.20)	-	-	(19,160.99)	(24,559.20)
Carrying value	21,618.13	25,545.36	1,056.96	87.37	22,675.09	25,632.73

### 21.3 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

Movement of interests in joint ventures are as follows:

	Consolidated financial statements Baht Million
<b>For the year ended 31 December 2020</b>	
Opening net book value	526.66
Additions	38.11
Share of results	(26.57)
Closing net book value	538.20

#### Transaction incurred during 2020

On 30 July 2020, a subsidiary additionally invested in TRUE-Kona, a joint venture, amounting to Baht 1.41 million. The Group's shareholding interest remains unchanged.

On 30 July 2020, a subsidiary additionally invested in LINE games-TRUE, a joint venture, amounting to Baht 36.70 million. The Group's shareholding interest remains unchanged.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**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.

The Group has interests in number of individually immaterial joint ventures. The total interest in joint ventures as of 31 December 2020 is Baht 538.20 million. (2019: Baht 526.66 million) which is considered immaterial to the Group's equity.

**22 Property, plant and equipment**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
<b>Network equipment</b>				
Opening net book value as previously reported	224,186.25	200,666.50	-	-
Reclassification from adoption of new financial reporting standards (Note 5)	(20,449.22)	-	-	-
As modified retrospective	203,737.03	200,666.50	-	-
Additions	38,073.58	38,007.59	-	-
Disposals, net	(98.73)	(1,297.64)	-	-
Adjustment/reclassifications	(0.35)	1,372.53	-	-
Impairments charge	-	(1,125.97)	-	-
Depreciation charge	(15,329.89)	(13,436.76)	-	-
Closing net book value	226,381.64	224,186.25	-	-
<b>Non-network equipment</b>				
Opening net book value As previously reported	4,776.20	4,570.35	450.32	365.35
Reclassification from adoption of new financial reporting standards (Note 5)	(27.18)	-	-	-
As modified retrospective	4,749.02	4,570.35	450.32	365.35
Additions	1,934.72	2,190.65	55.26	154.75
Acquisition of subsidiaries	-	1.36	-	-
Disposals, net	(24.65)	(7.85)	(0.30)	-
Deconsolidation of subsidiary	-	(66.65)	-	-
Adjustment/reclassifications	20.83	(998.31)	-	-
Depreciation charge	(1,167.47)	(913.35)	(93.07)	(69.78)
Closing net book value	5,512.45	4,776.20	412.21	450.32
Total	231,894.09	228,962.45	412.21	450.32

**Significant transactions**

The Group invested in network equipment at a cost of Baht 38,073.58 million to support business expansion.

During 2020, borrowing costs of Baht 106.65 million (2019: Baht 128.74 million) were capitalised during the year and included in "additions". An average capitalisation rate of 1.57% was used representing the actual borrowing costs of the loan used to finance the project.

True Corporation Public Company Limited  
Notes to the Consolidated and Separate Financial Statements  
For the year ended 31 December 2020

		Consolidated financial statements										
		Land and land improvement	Building and improvement	Telephone network equipment	Public phones	Wireless network equipment	Multimedia network equipment	Power supply and computers	Pay - TV	Right to use assets	Work in progress	Total
		Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million
Network equipment												
At 1 January 2019												
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)	-	-	-	(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	
Year ended 31 December 2020												
Opening net book value as previously reported	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	
Reclassification from adoption of new financial reporting standards (Note 5)	-	-	-	-	(430.54)	(4,907.91)	-	(391.93)	(14,533.24)	(185.60)	(20,449.22)	
As modified retrospective	539.83	1,178.99	-	-	79,041.05	43,598.97	27.66	3,069.69	-	76,280.84	203,737.03	
Additions	-	4.40	-	-	1,459.71	9,636.69	0.40	876.97	-	26,095.41	38,073.58	
Disposals, net	-	-	-	-	(13.62)	(5.83)	-	(5.83)	-	(42.24)	(98.73)	
Adjustments/reclassifications	-	-	-	-	17,819.49	2,762.57	0.07	(41.88)	-	(20,540.60)	(0.35)	
Depreciation charge	-	(54.58)	-	-	(8,368.38)	(5,829.26)	(2.33)	(1,075.34)	-	-	(15,329.89)	
Closing net book value	539.83	1,128.81	-	-	89,938.25	50,132.26	25.47	2,823.61	-	81,793.41	226,381.64	
At 31 December 2020												
Cost	539.83	1,454.03	5,085.88	190.02	126,795.27	93,463.33	258.10	15,669.30	-	81,794.59	325,250.35	
Less Accumulated depreciation	-	(313.83)	(3,963.39)	(173.90)	(34,947.04)	(36,635.21)	(204.00)	(12,599.81)	-	-	(88,837.18)	
Allowance for impairment	-	(11.39)	(1,122.49)	(16.12)	(1,909.98)	(6,695.86)	(28.63)	(245.88)	-	(1.18)	(10,031.53)	
Net book value	539.83	1,128.81	-	-	89,938.25	50,132.26	25.47	2,823.61	-	81,793.41	226,381.64	



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Non - network equipment	Consolidated financial statements						
		Land and land improvement	Building and improvement	Furniture, fixtures and equipment	Power supply and computers	Vehicles	Work in progress	Total
		Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million
<b>At 1 January 2019</b>								
Cost		197.62	2,830.06	4,609.62	6,649.49	50.19	677.10	15,014.08
Less Accumulated depreciation		-	(1,762.44)	(2,855.05)	(4,746.41)	(38.11)	-	(9,402.01)
Allowance for impairment		-	(172.75)	(591.74)	(276.20)	(1.03)	-	(1,041.72)
Net book value		197.62	894.87	1,162.83	1,626.88	11.05	677.10	4,570.35
<b>Year ended 31 December 2019</b>								
Opening net book value		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
<b>At 31 December 2019</b>								
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
<b>Year ended 31 December 2020</b>								
Opening net book value		197.62	1,041.16	1,577.15	1,057.20	7.92	895.15	4,776.20
as previously reported		-	-	(27.18)	-	-	-	(27.18)
Reclassification from adoption of new financial reporting standards (Note 5)		-	-	(27.18)	-	-	-	(27.18)
As modified retrospective		197.62	1,041.16	1,549.97	1,057.20	7.92	895.15	4,749.02
Additions		-	41.58	431.51	147.61	0.01	1,314.01	1,934.72
Disposals, net		-	(2.77)	(9.39)	(0.82)	(1.42)	(10.25)	(24.65)
Adjustments/reclassifications		26.90	342.86	267.62	531.24	-	(1,147.79)	20.83
Depreciation charge		-	(354.36)	(416.66)	(392.95)	(3.50)	-	(1,167.47)
Closing net book value		224.52	1,068.47	1,823.05	1,342.28	3.01	1,051.12	5,512.45
<b>At 31 December 2020</b>								
Cost		224.52	3,553.70	5,547.89	5,890.16	37.86	1,051.12	16,305.25
Less Accumulated depreciation		-	(2,316.67)	(3,258.41)	(4,299.11)	(33.82)	-	(9,908.01)
Allowance for impairment		-	(168.56)	(466.43)	(248.77)	(1.03)	-	(884.79)
Net book value		224.52	1,068.47	1,823.05	1,342.28	3.01	1,051.12	5,512.45



True Corporation Public Company Limited  
Notes to the Consolidated and Separate Financial Statements  
For the year ended 31 December 2020

	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
<b>Network equipment</b>						<b>Total Baht Million</b>
<b>At 1 January 2019</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)
Less Allowance for impairment	(14.25)	(1,213.88)	(7.65)	(30.20)	(28.63)	(1,294.61)
Net book value	-	-	-	-	-	-
<b>Year ended 31 December 2019</b>						
Opening net book value	-	-	-	-	-	-
Closing 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)
Less Allowance for impairment	(14.25)	(1,208.84)	(7.65)	(29.11)	(28.63)	(1,288.48)
Net book value	-	-	-	-	-	-
<b>At 31 December 2020</b>						
Cost	43.06	5,087.06	340.02	190.02	224.59	5,884.75
Less Accumulated depreciation	(31.67)	(3,963.39)	(332.37)	(173.90)	(195.96)	(4,697.29)
Less Allowance for impairment	(11.39)	(1,123.67)	(7.65)	(16.12)	(28.63)	(1,187.46)
Net book value	-	-	-	-	-	-

99

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**23 Right-of-use assets**

Movements of right-of-use assets for the year ended 31 December 2020 are as follows:

	<b>Consolidation financial statements</b>				
	<b>Properties Baht Million</b>	<b>Network equipment Baht Million</b>	<b>Vehicles Baht Million</b>	<b>Lease transponder Baht Million</b>	<b>Total Baht Million</b>
Additional from adoption of new financial reporting standards (Note 5)	4,192.11	100,448.68	1,323.62	2,044.96	108,009.37
Additions	1,411.35	6,096.02	79.90	-	7,587.27
Write off due to the termination of contracts	(245.90)	(3.54)	(9.14)	(6.50)	(265.08)
Adjustments/Reclassifications	(112.87)	(28.60)	(0.39)	-	(141.86)
Amortisation	(1,456.52)	(9,772.23)	(458.67)	(166.24)	(11,853.66)
Closing net book value	3,788.17	96,740.33	935.32	1,872.22	103,336.04

	<b>Separate financial statements</b>		
	<b>Properties Baht Million</b>	<b>Vehicles Baht Million</b>	<b>Total Baht Million</b>
Additional from adoption of new financial reporting standards (Note 5)	1,173.13	356.19	1,529.32
Additions	236.18	12.17	248.35
Write off due to the termination of contracts	(124.44)	(0.40)	(124.84)
Adjustments/Reclassifications	(31.22)	-	(31.22)
Amortisation	(326.35)	(120.08)	(446.43)
Closing net book value	927.30	247.88	1,175.18

**24 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.

	<b>Baht Million</b>		
	<b>Consolidated financial statements</b>		
	<b>Online</b>	<b>Pay-TV</b>	<b>Total</b>
<b>Goodwill allocation by segment</b>			
Opening net book value	826.30	9,167.47	9,993.77
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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The key assumptions used for value-in-use calculations are as follows:

By segment	Online		Pay-TV
	Internet	Digital	
Gross margin <sup>1</sup>	27.43%	67.00%	53.20%
Growth rate <sup>2</sup>	7.79%	32.00%	2.74%
Discount rate <sup>3</sup>	7.23%	14.70%	7.00%

<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, Digital and Pay-TV were calculated based on value in use which exceeded carrying value by Baht 39.71 million, Baht 375.89 million and Baht 722.21 million, respectively. In case that the discount rate is changed to 7.85% for Internet, 25.80% for Digital and 9.40% for Pay-TV, the value in use will be equal to carrying value.

## 25 Intangible assets

At 31 December	Consolidated financial statement		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Current (included in "Other current assets" (Note 20))	447.79	508.80	-	-
Non-current	132,748.84	114,622.02	252.67	257.78
Total	133,196.63	115,130.82	252.67	257.78

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Consolidated financial statements							
	Trademark, right and licences Baht Million	Computer software Baht Million	Rights to operate Baht Million	Film and Program right Baht Million	Service contract Baht Million	Leased transponder equipment Baht Million	Work in progress Baht Million	Total Baht Million
<b>At 1 January 2019</b>								
Cost	135,015.61	19,022.17	1,747.38	2,284.01	10,755.00	3,493.58	828.56	173,146.31
Less Accumulated amortisation	(27,066.01)	(12,493.05)	(1,079.02)	(1,301.51)	(5,874.47)	(2,716.79)	-	(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	776.79	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	776.79	787.88	121,494.85
Additions	62.25	1,097.37	-	3,755.81	-	1,449.90	2,542.07	8,907.40
Acquisition of subsidiary (Note 21)	-	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	(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)	(182.06)	-	(13,261.59)
Closing net book value	98,058.60	6,949.15	531.86	1,623.25	4,138.11	2,044.63	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	2,226.69	1,825.90	176,808.24
Less Accumulated amortisation	(35,839.73)	(13,393.94)	(1,179.93)	(2,570.07)	(6,616.89)	(182.06)	-	(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	2,044.63	1,785.22	115,130.82
<b>Year ended 31 December 2020</b>								
Opening net book value	98,058.60	6,949.15	531.86	1,623.25	4,138.11	2,044.63	1,785.22	115,130.82
as previously reported	-	(0.32)	-	-	-	(2,044.63)	-	(2,044.95)
Reclassification from adoption of new financial reporting standards (Note 5)	98,058.60	6,948.83	531.86	1,623.25	4,138.11	-	1,785.22	113,085.87
As modified retrospective	26,923.59	1,590.74	-	2,549.80	-	-	3,416.88	34,481.01
Additions	(6.00)	(2.35)	-	-	-	-	-	(8.35)
Disposals, net	-	1,819.64	-	69.93	-	-	(1,931.74)	(42.17)
Adjustments/reclassifications	(9,565.71)	(1,418.53)	(95.18)	(2,497.89)	(742.42)	-	-	(14,319.73)
Amortisation charge	115,410.48	8,938.33	436.68	1,745.09	3,395.69	-	3,270.36	133,196.63
Closing net book value	160,815.95	24,938.70	1,747.38	5,430.99	10,755.00	-	3,311.04	206,999.06
<b>At 31 December 2020</b>								
Cost	(45,405.47)	(14,957.99)	(1,275.10)	(2,909.76)	(7,359.31)	-	-	(71,907.63)
Less Accumulated amortisation	-	(1,042.38)	(35.60)	(776.14)	-	-	(40.68)	(1,894.80)
Allowance for impairment	115,410.48	8,938.33	436.68	1,745.09	3,395.69	-	3,270.36	133,196.63
Net book value								

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**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 6,050.93 million (net of accumulated amortisation of Baht 7,045.47 million).
2. 1800 MHz bandwidth licence which was awarded by NBTC for a period of 18 years. Net carrying amount is Baht 27,579.05 million (net of accumulated amortisation of Baht 11,023.30 million).
3. 900 MHz bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying amount is Baht 49,087.17 million (net of accumulated amortisation of Baht 21,066.63 million).
4. 2600 MHz bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying amount is Baht 12,810.00 million (net of accumulated amortisation of Baht 716.19 million).
5. 700 MHz bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying amount is Baht 11,312.40 million.
6. 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 952.28 million (net of accumulated amortisation of Baht 1,332.07 million).

**Service contract**

Service contract represents the fair value of identifiable intangible asset derived from a business acquisition.

**Significant transactions**

On 16 March 2020, TUC, the subsidiary was officially granted the 2600 MHz licence from NBTC. The cost of spectrum licence of Baht 14,674.58 million are initially recognised by measuring at cash equivalent price based on the present value of the acquisition cost.

On 27 December 2020, TUC, the subsidiary was officially granted the 700 MHz spectrum licence from NBTC. The cost of spectrum licence of Baht 12,166.13 million are initially recognised by measuring at the cash equivalent price based on the present value of the acquisition cost offset with an unrealised discount of acquisition cost of telecommunication licence Baht 3,031.40 million. TUC made a payment for the licence of Baht 1,758.40 million on 24 December 2020.

Movement of the Company's intangible assets are as follows:

	<b>Separate financial statements Computer software Baht Million</b>
<b>At 1 January 2019</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

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	<b>Separate financial statements Computer software Baht Million</b>
<b>Year ended 31 December 2020</b>	
Opening net book value	257.78
Additions	37.44
Amortisation charge	(42.55)
Closing net book value	252.67
<b>At 31 December 2020</b>	
Cost	2,559.16
<u>Less</u> Accumulated amortisation	(2,306.49)
Net book value	252.67

## 26 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:

	<b>Consolidated financial statements</b>			
	<b>2019 Baht Million</b>	<b>Modified retrospective (Note 5) Baht Million</b>	<b>Credited (charged) to profit or loss Baht Million</b>	<b>2020 Baht Million</b>
<b>At 31 December</b>				
<b>Deferred income tax assets</b>				
Licences	1,274.98	-	183.84	1,458.82
Allowances	134.64	41.51	284.30	460.45
Unearned income	202.50	-	(10.78)	191.72
Accrued expenses	119.80	-	(34.48)	85.32
Tax loss carried forward	2,610.45	-	1,006.28	3,616.73
Income recognition	1.28	-	2.46	3.74
Film and program right	26.81	-	17.62	44.43
Employee benefits obligations	164.44	-	177.91	342.35
Derivative payables	649.52	-	(604.82)	44.70
Lease receivable	-	-	67.18	67.18
Right-of-use assets	-	2,006.42	21.88	2,028.30
Provisions	568.96	59.57	18.94	647.47
	5,753.38	2,107.50	1,130.33	8,991.21
<b>Deferred income tax liabilities</b>				
Accounts receivable - billed customers	(101.35)	-	17.08	(84.27)
Debt issuance cost	(141.95)	-	21.52	(120.43)
Leased assets	(0.75)	0.75	-	-
Equipment	(6,606.28)	-	10.73	(6,595.55)
Borrowings	(1,658.77)	-	145.52	(1,513.25)
Contract cost	(239.99)	-	(12.60)	(252.59)
Equity investment at fair value	-	-	(89.32)	(89.32)
Investment in associate	-	-	(506.17)	(506.17)
	(8,749.09)	0.75	(413.24)	(9,161.58)
<b>Deferred income tax, net</b>	(2,995.71)	2,108.25	717.09	(170.37)

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

At 31 December	Separate financial statements		
	2019 Baht Million	Modified retrospective (Note 5) Baht Million	Credited (charged) to profit or loss Baht Million
<b>Deferred income tax assets</b>			
Depreciation	185.01	-	(48.46)
Allowances	26.01	-	-
Right-of-use assets	-	9.33	4.13
Provisions	-	6.69	6.37
	211.02	16.02	(37.96)
<b>Deferred income tax liabilities</b>			
Accounts receivable - billed customers	(54.51)	-	(11.46)
Debt issuance cost	(72.11)	-	5.85
Investment in associate	-	-	(506.17)
	(126.62)	-	(511.78)
<b>Deferred income tax, net</b>	84.40	16.02	(549.74)

The analysis of deferred tax assets and deferred tax liabilities are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
Deferred tax assets:				
Deferred tax assets to be recovered within 12 months	694.70	353.51	34.38	35.93
Deferred tax assets to be recovered after 12 months	8,296.51	5,399.87	154.70	175.09
	8,991.21	5,753.38	189.08	211.02
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	(668.46)	(797.89)	(33.40)	(63.29)
Deferred tax liabilities to be settled after 12 months	(8,493.12)	(7,951.20)	(605.00)	(63.33)
	(9,161.58)	(8,749.09)	(638.40)	(126.62)
Deferred income tax, net	(170.37)	(2,995.71)	(449.32)	84.40

Presentation in the statements of financial position are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2020 Baht Million	2019 Baht Million	2020 Baht Million	2019 Baht Million
Deferred income tax assets	6,080.65	3,275.16	-	84.40
Deferred income tax liabilities	(6,251.02)	(6,270.87)	(449.32)	-
Deferred income tax, net	(170.37)	(2,995.71)	(449.32)	84.40

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.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The movement on deferred income taxes are as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Opening net book amount as previously reported	(2,995.71)	(1,443.93)	84.40	140.51
Modified retrospective (Note 5)	2,108.25	-	16.02	-
As modified retrospective	(887.46)	(1,443.93)	100.42	140.51
Deconsolidation of subsidiary	-	(8.05)	-	-
Credited (charged) to profit or loss (Note 13)	717.09	(1,622.16)	(549.74)	(56.11)
Credited (charged) to other comprehensive income	-	78.43	-	-
Closing net book value	(170.37)	(2,995.71)	(449.32)	84.40

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.

The Group did not recognise deferred income tax assets of Baht 7,160.01 million in respect of tax loss carried forward approximately Baht 35,800.03 million. A summary of the tax loss carried forward and the expiry dates are set out below:

Expiry year	Consolidated financial statements Baht Million
2021	15,063.34
2022	7,828.28
2023	2,477.32
2024	2,771.08
2025	7,660.01
	35,800.03

## 27 Other non-current assets

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Deposits	1,285.49	1,645.43	130.87	138.57
Prepaid expenses	636.70	1,587.52	1.70	274.52
Others	1,194.55	741.32	-	-
Total	3,116.74	3,974.27	132.57	413.09

## 28 Borrowings

### Short-term borrowings

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Loans from banks	3,500.00	-	3,500.00	-
Debentures	-	16,662.57	-	5,088.41
Total	3,500.00	16,662.57	3,500.00	5,088.41

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**Long-term borrowings**

Borrowings are denominated in Thai Baht and United States Dollars.

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Current</b>				
- Finance leases	-	1,934.64	-	-
- Debentures	61,007.70	16,102.38	29,288.89	7,115.20
Total Current	61,007.70	18,037.02	29,288.89	7,115.20
<b>Non-current</b>				
- Other borrowings	3.45	-	-	-
- Finance leases	-	5,740.54	-	-
- Debentures	158,488.04	172,289.16	74,634.22	70,200.43
Total Non-current	158,491.49	178,029.70	74,634.22	70,200.43
Total	219,499.19	196,066.72	103,923.11	77,315.63

Movement of borrowings can be analysed as follows:

	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
<b>For the year ended 31 December 2020</b>		
Opening net book value as previous reported	196,066.72	77,315.63
Reclassification from adoption of new financial reporting standards (Note 5)	(7,675.18)	-
As modified retrospective	188,391.54	77,315.63
Additional borrowings:		
- other borrowings	3.63	-
- principal (net of debt issuance cost)	46,922.33	33,538.12
Repayment of borrowings		
- cash item	(16,131.30)	(7,131.30)
Amortisation of debt issuance costs	313.17	200.66
Currency translations	(0.18)	-
Closing net book value	219,499.19	103,923.11

Borrowings are presented netting-off unamortised debt issuance costs of Baht 602.16 million and Baht 331.30 million for the consolidated and the separate financial statements, respectively. (2019: Baht 673.06 million for the consolidated and Baht 348.97 million for the separate financial statements.)

Maturity of non-current borrowings (excluding unamortised debt issuance cost):

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Between 1 and 2 years	43,082.59	54,599.30	28,550.10	28,816.60
Between 2 and 5 years	93,751.46	88,357.40	39,257.40	41,716.70
Over 5 years	22,206.20	29,976.60	7,130.30	-
	159,040.25	172,933.30	74,937.80	70,533.30

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Debentures	158,488.04	172,289.16	156,822.27	170,156.22
	<b>Separate financial statements</b>			
	<b>Carrying amounts</b>		<b>Fair values</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Debentures	74,634.22	70,200.43	74,367.54	70,015.73

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 4.41% and 4.01%, respectively (2019: 4.37% and 3.92% 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:

At 31 December	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>%</b>	<b>%</b>	<b>%</b>	<b>%</b>
Weighted average effective interest rates - debentures	4.41	4.37	4.01	3.92

#### Debentures

Debentures are unsecured and will be mature between 2021 and 2029. Debentures are denominated in Thai Baht and carry average interest of 4.41% per annum and paid on quarterly basis.

#### Transactions in 2020

The Company issued the following debenture for its ongoing operation.

<b>Maturities period (Years)</b>	<b>Issue Date</b>	<b>Units (Million Units)</b>	<b>Par value (Baht)</b>	<b>Proceed net with debt issuance cost (Billion Baht)</b>	<b>Interest rate per annum</b>	<b>Maturity Date</b>
1-3	17 February 2020	0.50	1,000	0.50	2.88%	17 May 2021
	17 February 2020	4.33	1,000	4.31	3.43%	17 February 2023
	15 July 2020	5.92	1,000	5.89	3.00%	15 April 2022
Over 3	15 July 2020	6.39	1,000	6.36	3.50%	15 July 2023
	17 February 2020	0.65	1,000	0.65	4.65%	17 August 2025
	18 June 2020	4.80	1,000	4.78	3.60%	18 September 2023
	15 July 2020	3.99	1,000	3.97	4.15%	15 January 2025
	15 July 2020	7.13	1,000	7.09	4.40%	15 January 2026

TUC, a subsidiary, issued the following debentures for its ongoing operations:

<b>Maturities period (Years)</b>	<b>Issue Date</b>	<b>Units (Million Units)</b>	<b>Par value (Baht)</b>	<b>Proceed net with debt issuance cost (Billion Baht)</b>	<b>Interest rate per annum</b>	<b>Maturity Date</b>
1-3	15 May 2020	5.96	1,000	5.94	3.10%	15 November 2021
Over 3	15 May 2020	3.84	1,000	3.82	4.40%	15 November 2025
	6 November 2020	3.64	1,000	3.63	4.50%	6 November 2027

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**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

**29 Trade and other payables**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Trade accounts payable	64,480.25	65,935.24	2,079.23	1,994.78
Other payables	1,696.94	554.78	106.60	104.35
Unearned income	3,790.74	3,996.75	13.68	13.00
Accrued expenses	20,308.72	38,878.32	984.96	1,166.93
Trade and other payables	90,276.65	109,365.09	3,184.47	3,279.06

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

Accrued expenses can be analysed as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Regulatory cost	4,800.42	4,568.39	57.54	67.94
Current portion of liabilities under agreements and licences for operation (Note 32)	8,831.67	23,241.00	-	-
Network facility expenses	262.87	694.03	-	-
Performance pay	753.95	1,399.38	224.56	507.68
Interest expenses	1,185.94	1,000.64	604.91	451.03
Others	4,473.87	7,974.88	97.95	140.28
Total accrued expenses	20,308.72	38,878.32	984.96	1,166.93

### 30 Other current liabilities

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Output VAT pending tax invoice	4,932.06	3,616.96	735.16	655.61
Derivative payables	-	805.53	-	-
Others	1,979.18	2,487.66	76.12	364.58
Total other current liabilities	6,911.24	6,910.15	811.28	1,020.19

### 31 Lease liabilities

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Current	12,654.13	-	363.59	-
Non-current	113,751.16	-	583.41	-
Total	126,405.29	-	947.00	-

Movements of lease liabilities for the year ended 31 December 2020 are as follows:

	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
Addition from adoption of new financial reporting standards (Note 5)	131,479.25	1,195.66
Additions	8,071.62	238.78
Interests (Note 12)	6,447.03	62.88
Repayments of lease liabilities	(19,157.84)	(394.94)
Write off due to the termination of contracts	(265.00)	(124.50)
Adjustment	(166.00)	(30.88)
Currency translations	(3.77)	-
Closing net book value	126,405.29	947.00

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

Maturity of lease liabilities are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Minimum lease liabilities payments</b>				
Not later than one year	18,634.50	-	377.72	-
Later than 1 year but not later than 5 years	67,090.12	-	498.32	-
Later than 5 years	81,170.90	-	165.82	-
	166,895.52	-	1,041.86	-
<u>Less</u> Future finance charges on leases	(40,490.23)	-	(94.86)	-
Present value of lease liabilities	126,405.29	-	947.00	-
<b>Present value of lease liabilities:</b>				
Not later than one year	12,654.13	-	363.59	-
Later than 1 year but not later than 5 years	47,463.81	-	444.50	-
Later than 5 years	66,287.35	-	138.91	-
	126,405.29	-	947.00	-

**32 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	
	2020	2019
	Baht Million	Baht Million
Current (included in "Accrued expenses") (Note 29)	8,831.67	23,241.00
Non-current	55,521.54	38,598.01
	64,353.21	61,839.01

Movement of liabilities under agreements for operation can be analysed as follow:

For the year ended 31 December 2020	Consolidated financial statements
	Baht Million
Opening net book value as previous reported	61,839.01
Reclassification from adoption of new financial reporting standards (Note 5)	(2,364.66)
As modified retrospective	59,474.35
Additions	29,872.12
Payments	(26,882.96)
Finance costs (Note 12)	1,889.70
Closing net book value	64,353.21

On 16 March 2020, a subsidiary was officially granted the 2600 MHz for the period of 15 years at the bidding price of Baht 17,872.89 million from NBTC. The cost of spectrum licences of Baht 14,674.58 million are initially recognised by measuring at the cash equivalent price based on the present value of the acquisition cost. The present value of unpaid amounting to Baht 12,985.20 million will be due in six instalments during 2024 to 2029 and recognised under "Liabilities under agreements and licences for operation".

On 27 December 2020, a subsidiary was officially granted the 700 MHz for the period of 15 years at the bidding price of Baht 17,584.00 million from NBTC. The cost of spectrum licences of Baht 15,197.53 million are initially recognised by measuring at the cash equivalent price based on the present value of the acquisition cost. The present value of unpaid amounting to Baht 13,317.21 million will be due in nine instalments during 2022 to 2030 and recognised under "Liabilities under agreements and licences for operation".

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**33 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 2020</b>	<b>31 December 2019</b>	<b>31 December 2020</b>	<b>31 December 2019</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	3,990.08	3,750.07	1,606.78	1,533.25
Expense in the statements of comprehensive income				
Retirement benefits	382.89	1,094.09	143.09	455.77
Remeasurement loss recognised in other comprehensive income	-	620.24	-	184.82
	382.89	1,714.33	143.09	640.59

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 2020</b>		
Opening net book value	3,750.07	1,533.25
Current service cost	312.84	114.62
Interest cost	70.05	28.47
Benefit paid	(142.88)	(69.56)
Closing net book value	3,990.08	1,606.78

The amounts recognised in the profit or loss are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</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	312.84	253.85	114.62	95.80
Interest cost	70.05	91.76	28.47	38.08
Plan changes from an amendment bill to the Labour Protection Law	-	748.48	-	321.89
Total (included in staff costs)	382.89	1,094.09	143.09	455.77
Classified as:				
Cost of providing services	185.09	381.08	29.31	104.72
Selling expenses	72.84	145.63	19.93	54.54
Administrative expenses	124.96	567.38	93.85	296.51
	382.89	1,094.09	143.09	455.77

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The principal actuarial assumptions used were as follows:

	<b>Consolidated and separate financial statements</b>	
	<b>2020</b>	<b>2019</b>
	<b>%</b>	<b>%</b>
Discount rate	1.90	1.90
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>Impact on defined benefit obligation</b>					
	<b>Change in assumption %</b>	<b>Increase in assumption %</b>		<b>Decrease in assumption%</b>	
		<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
Discount rate	1.00	Decrease by 11.06	Decrease by 10.80	Increase by 13.12	Increase by 12.81
Future salary increases	1.00	Increase by 13.73	Increase by 13.40	Decrease by 11.78	Decrease by 11.50

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 (2019: 19 years).

Expected maturity analysis of undiscounted retirement the year 2021 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 2020</b>				
Retirement benefits obligations	135.04	134.10	11,090.95	11,360.09
	<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 2020</b>				
Retirement benefits obligations	97.83	52.39	3,684.35	3,834.57



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

### 34 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 2020 are as follows:

	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Opening net book amount as previous reported	3,507.12	-
Modified retrospective (Note 5)	1,231.64	110.65
As modified retrospective	4,738.76	110.65
Additions	1,924.97	8.99
Reversal	(283.52)	-
Finance costs	105.62	2.09
Closing net book amount	6,485.83	121.73

In the year 2020, the management reassessed the provision by taking into the decrement in discount rate and change in the relocation plan. Accordingly, the reversal of the provision of Baht 283.52 million was recognised in the consolidated statement of comprehensive income.

### 35 Other non-current liabilities

	<b>Consolidated financial statements</b>	
<b>At 31 December</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Advance received for long-term operating lease	8,092.96	8,707.61
Deposit received from customers	793.57	869.63
Derivative payables	-	2,442.55
Others	1,627.99	1,616.41
Total	10,514.52	13,636.20

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 2020, balances of current and non-current unearned income amounting to Baht 614.66 million and Baht 8,092.96 million were presented under "Trade and other payables" and "Other non-current liabilities", respectively. The Group recognised Baht 452.24 million of rental revenue for the year ended 31 December 2020.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**36 Share capital and premium on share capital**

	<b>Number of shares Million</b>	<b>Common shares Baht Million</b>	<b>Share premium Baht Million</b>	<b>Treasury shares Baht Million</b>	<b>Total Baht Million</b>
<b>Authorised share capital</b>					
At 1 January 2019	33,368.66	133,474.62	-	-	133,474.62
At 31 December 2019	33,368.66	133,474.62	-	-	133,474.62
At 31 December 2020	33,368.66	133,474.62	-	-	133,474.62
<b>Issued and fully paid share capital</b>					
At 1 January 2019	33,368.20	133,472.78	26,384.07	-	159,856.85
Shares issuance	-	-	-	-	-
At 31 December 2019	33,368.20	133,472.78	26,384.07	-	159,856.85
<u>Less</u> Treasury shares	-	-	-	(72.54)	(72.54)
At 31 December 2020	33,368.20	133,472.78	26,384.07	(72.54)	159,784.31

The total authorised number of shares is 33,368.66 million shares (2019: 33,368.66 million shares) with a par value of Baht 4 per share (2019: Baht 4 per share).

On 2 October 2020, the Company repurchased the ordinary share from the main board of Stock Exchange of totaling Baht 72.54 million for the ordinary share of 24 million shares. The payment for treasury shares present as reduction in equity. These shares have not been cancelled and are held as treasury shares. The Company has set up reserve for this treasury shares in the same amount of payment.

**37 Legal reserve**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
At 1 January	1,040.17	731.16	1,040.17	731.16
Appropriation during the year	306.83	309.01	306.83	309.01
At 31 December	1,347.00	1,040.17	1,347.00	1,040.17

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.

**38 Assets and liabilities relating to contracts with customers**

**38.1 Contract assets**

The Group has recognised the following assets related to contracts with customers:

	<b>Consolidated financial statements</b>	
	<b>2020</b>	<b>2019</b>
	<b>Baht Million</b>	<b>Baht Million</b>
<b>At 31 December</b>		
Contract assets		
- Current	1,700.99	1,208.35
<u>Less</u> Expected credit loss	-	-
<b>Total contract assets</b>	<b>1,700.99</b>	<b>1,208.35</b>

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

### 38.2 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.

At 31 December	Consolidate financial statement	
	2020	2019
	Baht Million	Baht Million
<b>Statements of financial position:</b>		
Other current assets	1,357.83	1,305.37
Other non-current assets	4.50	9.80
<b>Statements of comprehensive income:</b>		
Amortisation charges	2,558.73	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.

### 38.3 Contract liabilities

The Group has recognised the following liabilities related to contracts with customers:

At 31 December	Consolidated financial statements	
	2020	2019
	Baht Million	Baht Million
Contract liabilities		
- Current	4,017.01	4,331.02
- Non-current	8,214.19	8,801.31
<b>Total contract liabilities</b>	<b>12,231.20</b>	<b>13,132.33</b>

## 39 Commitments and contingent liabilities

### 39.1 Collateral

	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
	Baht Million	Baht Million	Baht Million	Baht Million
Fixed and saving deposits	66.92	67.43	43.36	43.61
Investments in shares of associate	-	575.37	-	694.55

Under the terms of various agreements, the above assets have been pledged as collateral with the contracted parties.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**39.2 Contingencies**

The bank guarantees provided by banks on behalf of the Group are as follows:

	<b>Consolidated financial statements Baht Million</b>	<b>Separate financial statements Baht Million</b>
At 31 December 2020	72,960.88	3,753.35
At 31 December 2019	71,996.89	3,763.89

**39.3 Capital commitment**

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 2020 were Baht 28,650.78 million and Baht 76.46 million, respectively (2019: Baht 27,554.27 million and Baht 85.63 million, respectively).

**40 Contracts**

**40.1 3G HSPA**

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.

- 40.2 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.
- 40.3 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.
- 40.4 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 years. 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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

- 40.5 On 16 March 2020, a subsidiary, TUC was granted with the 2600 MHz Bandwidth licence issued by NBTC. The licence authorised TUC to provide mobile service for 15 years. The maturity will be on 15 March 2023. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 40.6 On 27 December 2020, a subsidiary, TUC was granted with 700 MHz Bandwidth licence issued by NBTC. The licence authorised TUC to provide mobile service for 15 years. The maturity will be on 26 December 2035. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

#### **41 Litigations and Arbitration disputes and contingent liabilities**

##### **41.1 Litigations outstanding at the Administrative Court**

###### **41.1.1 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.

###### **41.1.2 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.

###### **41.1.3 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 64 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 is under the Supreme Administrative Court proceedings.

###### **41.1.4 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 7.50% 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.

41.1.5 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 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. On 31 July 2020, the Central Administrative Court ruled to enforce an award. On 28 August 2020, the Company filed an appeal with the Supreme Administrative Court. At present, the two cases are under the Supreme Administrative Court proceedings.

41.1.6 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. On 30 October 2020, the Central Administrative Court ruled to partially revoke the Arbitral Award. On 27 November 2020, the Company filed an appeal to the Supreme Administrative Court. Currently, the case is under the Supreme Administrative Court proceedings.

41.1.7 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) from September 2001 to August 2015, totaling 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) from October 2015 to December 2017 totaling 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. On 29 December 2020, the Central Administrative Court ruled to revoke the award and dismiss the application to enforce the arbitral award. The parties who disagree with the judgment have the right to appeal the judgment of the Central Administrative Court to the Supreme Administrative Court.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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41.1.8 Dispute in relation to the lease of telephone conduits

- (1) 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 onwards. The Company submitted a statement of objection on 19 September 2005. Later, on 30 March 2020, the Arbitral Tribunal has rendered the award to dismiss TOT's claim. On 1 July 2020, TOT has filed a petition with the Court to revoke the award. Currently, the case is under the Central Administrative Court proceeding.
- (2) 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. On 28 August 2018, the Arbitral Tribunal amended the award to order the Company to pay Baht 39.80 million plus interest.

On 2 October 2018, the Company has filed a petition with the Court to revoke the said award. On 31 March 2020, the Central Administrative Court ruled to dismiss the Company's petition. On 28 April 2020, the Company filed the appeal to the Supreme Administrative Court. Currently, the case is under the Supreme Administrative Court proceedings.

However, on 17 June 2019, TOT filed an application to enforce the arbitral award. Currently, the case is under consideration by the Central Administrative Court.

- (3) 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. Later, on 16 April 2020, the Arbitral Tribunal has rendered the award instructing the Company to pay Baht 29.52 million with interest at the rate of MLR+1 of the principal amount of Baht 26.13 million from the date of filing for arbitration until a full payment is made. On 20 July 2020, the Company has filed a petition with the Court to revoke the said award. Currently, the case is under the Central Administrative Court proceeding.

41.1.9 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 7.50% per annum from the date of filing arbitration claim until full payment is made which the Company received a copy of the reward 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.

41.1.10 Dispute in relation to revenue sharing from access charges

On 12 March 2020, the Company filed a lawsuit against TOT with the Central Administrative Court claiming for its portion of revenue sharing regarding access charges received by TOT under the Joint Operation and Joint Investment Agreement and on the basis of equality, fairness, and impartiality of the Telecommunications Business Act starting from 1992 to 2006 amounting of Baht 118,812.76 million interest included, and interest at the rate of 7.50% per annum of the sum of Baht 88,843.34 million from a filing date until full payment is made. On 20 March 2020, the Central Administrative Court has accepted the lawsuit for consideration. Currently, the case is under the Central Administrative Court proceedings.



41.1.11 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, which was amended on 4 February 2020, to order the Company to pay TOT a numbering fee. On 30 April 2020, the Company has filed a petition to revoke the award with the Central Administrative Court. On 25 May 2020, the Company received the TOT's petition to partially revoke the arbitral award dated 27 April 2020. Both cases are currently under the Central Administrative Court proceedings.

41.1.12 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 as 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. On 22 April 2020, the Arbitral Tribunal rendered the award ruling TOT to pay the Company Baht 96.49 million (excluding VAT) with interest at the rate of MLR+1 from the 1 December 2018 until a full payment is made. On 20 July 2020, TOT has filed a petition with the Central Administrative Court to revoke such award. Therefore, on 21 January 2021, TOT filed a petition to withdraw the case with the Central Administrative Court.

The ultimate outcomes of the aforementioned cases 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.

**41.2 Arbitration disputes outstanding at the Thai Arbitration Institute**

**Arbitration cases filed by the Company against TOT**

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. On 26 August 2020, the Arbitral Tribunal rendered the award ruling TOT to pay the Company Baht 55.40 million with interest at the rate of MLR+1 from 3 October 2018 until a full payment is made. On 23 November 2020, TOT filed a petition to revoke the arbitration award with the Central Administrative Court. Currently, the dispute is under the Central Administrative Court proceedings.

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 1,045.79 million. On 21 January 2021, the Company filed the petition to withdraw the arbitration claim and the Arbitral Tribunal has permitted the withdrawal and ordered to strike out the case. The dispute becomes final.

The ultimate outcomes of the aforementioned cases 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.



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**41.3 Litigations and arbitration disputes of subsidiaries**

- 41.3.1 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 7.50% 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. On 21 August 2020, CAT filed the petition to withdraw the case with the Supreme Administrative Court. Later, the Supreme Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.2 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 ruled to revoke the award which later CAT appealed the judgment of the Central Administrative Court to the Supreme Administrative Court. On 22 April 2020, the Supreme Administrative Court dismissed the CAT Telecom's appeal. Therefore, this case becomes final.
- 41.3.3 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. Later, on 21 August 2020, CAT filed the petition to withdraw the case with the Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.

For the other claim amount of Baht 241.00 million which is the licence fee and the penalty for delay in monthly invoicing payment, on 13 August 2015, the Arbitrators ordered the subsidiary to pay Baht 91.83 million plus interest at 7.50% per annum, and reject the request of CAT Telecom claims the telecommunications numbering fees and the minimum guarantees of income in years 8 totaling Baht 146.81 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. On 21 August 2020, the subsidiary filed the petition to withdraw the case with the Supreme Administrative Court. Later, the Supreme Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.

- 41.3.4 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 7.50% 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. Later, on 20 March 2020, the Central Administrative Court dismissed the CAT's petition and CAT has filed an appeal with the Supreme Administrative Court. On 21 August 2020, CAT Telecom filed the petition to withdraw the case with the Supreme Administrative Court. Later, the Supreme Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.

- 41.3.5 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. On 21 August 2020, CAT and the subsidiary filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.6 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. On 21 August 2020, CAT filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.7 On 14 September 2011, the dispute in the Central Administrative Court between a subsidiary and the board of the NTC acting as the board of the NBTC and the secretary-general of NBTC, regarding the collection of information and detail of pre-paid mobile telephone customer and charge for administrative fine at Baht 80,000 per day calculated from 6 July 2012 until 15 September 2013. 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.
- 41.3.8 On 8 May 2012, a subsidiary has requested NBTC and the Secretary of the NBTC to the Central Administrative Court 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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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- 41.3.9 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. On 21 August 2020, CAT and the subsidiary filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.10 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. On 21 August 2020, CAT filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.11 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. On 21 August 2020, CAT and the subsidiary filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.12 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.
- 41.3.13 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.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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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.

- 41.3.14 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. On 21 August 2020, CAT filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.15 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.
- 41.3.16 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. On 21 August 2020, CAT filed the petition to withdraw the case with the Central Administrative Court. Later, the Central Administrative Court permitted the petition to withdraw the case and ordered to strike out of this case. The case is therefore final.
- 41.3.17 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. On 7 June 2019, NBTC amended its lawsuit by increasing claimed amount to Baht 3,637.63 million and on 17 February 2020, the subsidiary has filed an objection with the Central Administrative Court. 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.
- 41.3.18 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. On 28 February 2020, a Public Company also filed an appeal. Currently, the cases are under the proceedings of the Special Court of Appeal.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

41.3.19 On 14 May 2020, the subsidiary filed a lawsuit against CAT with the Court of Justice to claim the cost of HSPA cable network that the subsidiary advanced for CAT during the period of 2011 - 2019 in the amount of Baht 1,127.30 million plus interest at the rate of 7.50% per annum of the said principal amount until the date of filing the lawsuit totaling amount of Baht 1,532.78 million and the interest of 7.50% per annum from the date following the filing date until the full payment is made. On 27 January 2021, the Civil Court ordered to transfer the case to the Central Administrative Court.

41.3.20 On 29 May 2020, the subsidiary filed a lawsuit against TOT to claim the Access Charges for the period during May 2006 - November 2006, in the amount of Baht 2,251.26 million with interest payment at the rate of 7.50% per annum of the said principal until the date of filing the lawsuit totaling amount of Baht 2,262.36 million and the interest of 7.50% per annum from the date following the filing date until the full payment is made. Currently, the case is under the Court of Justice proceedings.

The ultimate outcomes of the aforementioned cases 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.

## 42 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.

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	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Sales of goods:</b>				
Subsidiaries	-	-	3.52	4.78
Joint ventures	0.15	-	-	-
Associates	0.18	2,487.09	-	-
Related company				
CP Group of companies	216.12	1,306.27	4.34	0.80
China Mobile Group of companies	0.73	1.85	-	-
	217.18	3,795.21	7.86	5.58
<b>Sales of services:</b>				
Subsidiaries	-	-	12,882.90	12,292.33
Joint ventures	34.74	11.85	2.54	0.98
Associates	661.18	669.47	0.31	-
Related companies				
CP Group of companies	2,073.43	1,456.28	17.93	14.37
China Mobile Group of companies	138.25	457.22	-	-
	2,907.60	2,594.82	12,903.68	12,307.68



**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

ii) **Purchases of goods and services**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Purchases of goods:</b>				
Subsidiaries	-	-	1.33	0.01
Joint ventures	1.33	-	0.73	-
Associates	0.09	0.19	-	-
Related company				
CP Group of companies	1,677.34	1,483.13	14.30	0.29
	1,678.76	1,483.32	16.36	0.30
For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Purchases of services:</b>				
Subsidiaries	-	-	1,102.74	962.69
Joint ventures	112.18	2.09	5.49	0.32
Associates	11,052.86	10,351.09	-	-
Related companies				
CP Group of companies	8,688.83	9,234.40	531.96	481.72
China Mobile Group of companies	43.70	246.86	-	-
	19,897.57	19,834.44	1,640.19	1,444.73

iii) **Outstanding balances arising from sales and purchases of goods and services**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Receivables and accrued income from related parties: (included in "Trade accounts receivable" (Note 17))</b>				
Subsidiaries	-	-	18,547.80	10,707.23
Joint ventures	99.84	95.17	8.53	7.01
Associates	267.00	207.64	0.10	-
Related companies				
CP Group of companies	13,777.02	12,649.20	119.23	110.50
China Mobile Group of companies	25.64	33.48	-	-
	14,169.50	12,985.49	18,675.66	10,824.74
<b>Payables to related parties: (included in "Trade and other payables")</b>				
Subsidiaries	-	-	1,937.80	1,725.40
Joint ventures	90.51	52.71	0.90	0.05
Associates	328.87	323.96	-	-
Related companies				
CP Group of companies	6,966.03	7,538.15	51.61	85.75
China Mobile Group of companies	21.49	21.98	-	-
	7,406.90	7,936.80	1,990.31	1,811.20

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

iv) **Loans to related parties**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Loans to related parties</b>				
Current	51.70	1.11	46,228.68	29,811.68

Movement of loans to related parties can be analysed as follows:

	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
<b>For the year ended 31 December 2020</b>		
Opening net book value	1.11	29,811.68
Additions	524.03	64,463.06
Payment received	(473.44)	(48,046.06)
Closing net book value	51.70	46,228.68

The Group and the Company related interest income for the year ended 31 December 2020 were Baht 0.76 million and Baht 1,122.29 million, respectively (2019: Nil and Baht 402.21 million, respectively).

v) **Loans from related parties**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Current	-	-	1,005.85	995.76

Movement of loans from related parties can be analysed as follows:

	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
<b>For the year ended 31 December 2020</b>		
Opening net book value	-	995.76
Additions	96.92	23.82
Repayments	(96.92)	(13.73)
Closing net book value	-	1,005.85

The consolidated and the Company related interest expense for the year ended 31 December 2020 were Baht 0.02 million and Baht 7.66 million, respectively (2019: Nil and Baht 10.86 million, respectively).

vi) **Interest receivable arising from loans to related parties**

At 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Interest receivable:</b>				
(included in "Trade and other receivables")				
Subsidiaries	-	-	121.37	51.50
Related company	0.10	0.02	-	-
	0.10	0.02	121.37	51.50

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

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**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 272.06 million and Baht 251.63 million, respectively (2019: Baht 251.66 million and Baht 244.62 million, respectively).

The post retirement benefit for directors and senior executive is Baht 12.60 million (2019: Baht 49.13 million).

**viii) Dividends received**

During 2020, the Group received dividends from an associate of Baht 2,984.96 million (2019: Baht 3,034.72 million). Dividends were recognised directly to investment in associate in the consolidated financial statements. In addition, the Group received dividends from other company of Baht 4.40 million (2019: Baht 1.78 million) and recognised as "Other income" in the consolidated financial statements.

During 2020, the Company received dividends from an associate and subsidiary of Baht 2,976.41 million and Baht 601.91 million, respectively (2019: Baht 2,767.65 million and Baht 2,100.42 million, respectively). Dividends were recognised as "Other income" in the separate financial statements.

#### **43 Dividend**

At the Board of Directors Meeting No.3/2563 held on 27 March 2020, the Board of Directors had passed a resolution to approve payment of interim dividends at Baht 0.09 per share, totaling Baht 3,003.02 million. The Company distributed the aforementioned dividends on 27 April 2020.

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.

#### **44 Event after reporting date**

On 11 February 2021, the Company issued the debentures for its ongoing operations as following:

- 1) 7.44 million units at par value Baht 1,000.00, totaling Baht 7,438.90 million. The debentures carry interest at the rate of 3.30% per annum and paid at maturity date on 11 November 2023.
- 2) 4.27 million units at par value Baht 1,000.00, totaling Baht 4,268.70 million. The debentures carry interest at the rate of 3.85% per annum and paid at maturity date on 11 November 2024.
- 3) 2.49 million units at par value Baht 1,000.00, totaling Baht 2,486.60 million. The debentures carry interest at the rate of 4.20% per annum and paid at maturity date on 11 November 2025.
- 4) 5.81 million units at par value Baht 1,000.00, totaling Baht 5,805.80 million. The debentures carry interest at the rate of 4.50% per annum and paid at maturity date on 11 November 2026.

On 17 February 2021, a subsidiary of the Group, who is an auction winner in the auction of the 26 GHz Spectrum Licence, has paid the Spectrum Licence auction fee in the amounting to Baht 3,576.89 million (excluding VAT) and completely fulfilled the conditions precedent as determined by NBTC and already received the 26 GHz Spectrum Licence.

On 25 February 2021, the Company's Board of Directors approved the payment of dividends at Baht 0.07 per share, totaling Baht 2,334.09 million. The dividends will be distributed to shareholders listed in the share register on 15 March 2021. The dividend payment will later be proposed for approval in the Annual General Meeting of the Company's shareholders.





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