LEADING TOWARDS
A BETTER FUTURE

THAICOM

ANNUAL REPORT 2019

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Glossary

Analog	A variable signal that is continuous in time and amplitude
Bandwidth	*Digital bandwidth*: a rate of data transfer, throughput or bit rate, measured in bits per second *Analog bandwidth*: a measure of the width of a range of frequencies, measured in hertz
Broadband	Way or moving information across a network and is used for high speed internet connections.
Broadcast Beam	A group of transponders aimed at the Earth's surface as a result of combining of a number of SPOT Beams. The number of SPOT Beams may vary according to the service area and it is mostly used in one-way communication.
C and Ku-Bands	Certain portions of the electromagnetic spectrum in the microwave range of frequencies, used for communications;

	C-band	Ku-band
Frequency Range	6/4 GHz	14.5/12.75 GHz
Coverage	Large footprint	Small footprint
Dish Size	Large dish (expensive)	Small dish (inexpensive)
Rainfade	Not much rainfade	More rainfade
Power	Standard power	Higher power

Compression	The reduction of the time needed to transmit a given amount of data in a given bandwidth.
Digital	Discrete-time signal which is a waveform that switches between two voltage levels representing the two states.
Digital Broadcasting	The practice of using digital data rather than analogue waveforms to carry broadcasts over television channels or assigned radio frequency bands.
Digital Direct-to-Home (DTH)	Satellite television broadcasts intended for home reception
Downlink	The link from a satellite to a ground station.

Gateway	A computer or a network that allows or controls access to another computer or network.
Geostationary Earth Orbit (GEO)	A geosynchronous orbit directly above the Earth's equator (0° latitude), with a period equal to the Earth's rotational period and an orbital eccentricity of approximately zero. Geostationary orbits are useful because they cause a satellite to appear stationary with respect to a fixed point on the rotating Earth. The satellite orbits in the direction of the Earth's rotation, at an altitude of 35,786 km above ground. It takes only three of four satellites to cover the Earth's surface (except the area around the North Pole and the South Pole.
Hertz (Hz)	The number of cycles per second of a sound wave or electromagnetic wave. 1 GHz = 1,000,000,000 Hertz 1 MHz = 1,000,000 Hertz
IPSTAR Satellite	THAICOM 4 Satellite
Low Earth Orbit (LEO)	A low attitude orbit at approximately 200-2,000 kilometers above the Earth's surface. LEO satellite can circle the Earth in about an hour and a half but require at least 32 satellites to cover the Earth.
Multi-channel per carrier (MCPC)	Several subcarriers are combined into a single bitstream before being modulated onto a carrier transmitted from a single location to one or more remote sites.
Medium Earth Orbit (MEO)	The region of space around the Earth above low Earth orbit (altitude of 2,000 kilometres) and below geostationary orbit (altitude of 35,786 kilometres).
Radio Frequency (RF)	Frequencies from 100 kHz to 20 GHz.
Shaped Beam	A group of transponders aimed at the Earth's surface, which is modified to have a suitable shape for different geographical area coverage. Mostly used in two-way communications service in an open and less populated areas.
Spot Beam	A satellite signal that is specially concentrated in power (i.e. sent by a high-gain antenna) so that it will cover only a limited geographic area on Earth. When seen from the satellite, the Spot Beam covers the service areas in multiple, narrowed, circular-shaped footprints connected in the shape of a cellular network. Spot beam is focused on two-way communications and areas of high population density.
Teleport	A teleport (telecommunications port) is an earth station providing a comprehensive range of television and radio broadcasting and

	telecommunications services, including networking service and high quality internet service to user in remote area.
Terminal	A highly integrated satellite transceiver that enables low-cost broadband satellite access. The IPSTAR User Terminal consists of the satellite modem and antenna.
Transponder	In a Thaicom satellite, a device that receives a earth-based signal, shifts the signal's frequency, amplifies the signal, and retransmits the signal to receivers on the earth.
Turnaround Service	Receiving the channel from other satellites and re-transmitted on the Thaicom satellites.
Turnkey Service	A service which can be implemented or utilized with no additional work required by the buyer (just by 'turning the key').
Telemetry Telecommand and Monitoring (TTC & M)	A satellite operation control system used to collect data from operating spacecraft and satellites.
Uplinking	Transmitting a signal up to a Thaicom satellite.
Very Small Aperture Terminal (VSAT)	A two-way satellite ground station with a dish antenna for both broadcast reception and interactive communications via satellites.

Message from the Chairman of the Board of Director and Chief Executive Officer

Dear Shareholders,

In the year 2019, the Company generated THB 5,000 million in revenue against a net loss of THB 2,250 million, mainly due to the impairment of satellite assets and the decrease of revenue from the satellite business and services. However, with THB 1,660 million net cash provided by operating activities for 2019, the Company achieved financial stability with high liquidity. The Company also ended the year with cash and cash equivalents of THB 5,703 million, while The Company's net borrowings were THB 4,203 million.

In order to set the Company's roadmap for a sustainable future, the Board of Directors and the management team are committed to broadening the company strategy and realizing a new vision of becoming "An Asian leading provider of space-air-ground-maritime enabled platforms and smart solutions for a better future". Formerly positioned as a satellite operator providing television broadcasting and telecommunications services, we will transform ourselves into an end-to-end solutions provider with emphasis on being highly customer centric. In the near future, the widespread convergence of technologies will continue to cross boundaries as we will see the further integration of satellites (Space), unmanned aerial vehicles (UAV) (Air) and ground communication systems such as IoT (Ground). This network of space, air and ground systems will generate a vast amount of information that we refer to as Big Data, which can then be analyzed through the use of artificial intelligence technology to provide benefits and value for our customers (Smart Solutions).

In realizing this vision, the Company sees collaboration with strategic partners as the most effective way of driving forward and exploring exciting new business opportunities, such as consortium satellites, cooperation with global partners to operate satellite broadband internet, and partnering with Thai and international companies that have expertise in UAV or other services.

With regard to satellite management after the end of the concession, NBTC has announced a number of policies on the operation of satellites, such as a liberalization policy that will allow foreign satellite service providers to operate in Thailand (on the condition that they comply with the conditions specified by the NBTC.) Such clarity gives the Company more alternatives, with the option of operating by our own satellites or using foreign satellites, depending on which option offers the most beneficial outcome. In the meantime, the Company remains committed to engaging in constructive cooperation with strategic partners in Thailand to manage satellites that have been handed over under concessions.

In the area of organization management, the Company has placed emphasis on restructuring the organization to make it fit for the digital age by ensuring that it is fast and flexible. The Company places great importance on the value of "agile management", guided by a customer focus strategy and driven by our accumulated expertise in

running the business and making informed decisions for the good of our stakeholders, society as a whole and the wider environment.

Indeed, the Board of Directors places importance not only on business but equally so on good corporate governance. In 2019, the World Teleport Association (WTA) ranked Thaicom 9th in the Global Top 20 category (up from 10th in 2018). The Company has also been selected for the 2019 Thailand Sustainability Investment (THSI) list for the fifth consecutive year based on the Stock Exchange of Thailand's (SET) annual sustainability assessment, as well as being recognized for a commitment to sustainability by being awarded Thaipat Institute for Sustainability Disclosure Recognition 2019. These recognitions reflect the Company's strong commitment to operating under the principles of good corporate governance for the benefit of all stakeholders.

On behalf of the Board of Directors and the Company's Management, we would like to express our sincere gratitude to all stakeholders for your continued support. To ensure the utmost value to all stakeholders, The Board remains committed to overseeing the Company through good governance and pursuing a strategic direction that maximizes the benefits to shareholders and stakeholders.

(Mr. Prasert Bunsumpun)
Chairman of the Board of Directors

(Mr. Anant Kaewruamvongs)
Chief Executive Officer

Part 1

Business Operation

1. Company's Policy and Business Overview

General Background

The Company was established on 7 November 1991 by Intouch Holdings Public Company Limited (INTOUCH) (formerly known as Shin Corporation Public Company Limited), and was granted a 30-year Domestic Communications Satellite Operating Agreement by the Ministry of Transport and Communications (currently transferred to the Ministry of Digital Economy and Society). The Agreement expires in 2021. The Company has the right to build, launch and operate satellites with a requirement that the Company pay the Ministry of Digital Economy and Society (MDE) an agreed percentage of the Company's annual gross revenue earned from the transponder business, or a minimum remuneration, whichever is higher. Under the Agreement, the Company must transfer ownership of the satellites, satellite control station, and all related operational equipment to the MDE once the construction and installations are complete.

On 17 December 1991, His Majesty King Bhumibol Adulyadej officially bestowed the name "THAICOM" on the first of the Company's satellites. Abbreviated from "Thai Communications," the name is symbolic of the linkage between Thailand and modern communications technology. Since its inception, the Company has launched 8 satellites, THAICOM 1, 2 and 3 (now all de-orbited), THAICOM 4, 5, 6, 7 and, 8.

In 1997, the Company expanded its business operations to include Internet services, while telephone services and DTV satellite television dish sales operations were added in 2000 and 2007 respectively.

The Company became a listed company on the Stock Exchange of Thailand on 18 January 1994. Intouch Holdings Public Company Limited, which is the Company's major shareholder, holds 41.13% of the Company's shares.

1.1 Vision, Mission, Values, and Operational Strategies

Vision:

An Asian leading provider of space-air-ground-maritime enabled platforms and smart solutions for a better future

Mission:

- To create new revenue streams based on the Space-Air-Ground-Maritime Integrated network & solutions.
- To leverage our partnerships and local market knowledge to grow our business.
- To become an agile organization to support organization transformation and business diversification.
- To operate the business that creates benefits for the shareholders under the principle of corporate governance.
- To create social value for sustainable development.

Operational Strategies

The company has developed business policies intended to engage all departments in the company's core strategic direction and to maintain profitable and sustainable growth. The Company's key operational strategies include:

(1) Business strategy

The Company formulated its business strategy as a framework to deliver products and services in response to customer demand, enhancing competitive advantage and sustainable growth. The company divides its business strategy into three categories as follows:

1. Core Services

Broadcast Service (Television broadcast via satellite): The Company values the importance of developing the broadcast service to advance the Thai broadcast industry by offering state-of-the-art solutions to support high definition and ultra-high definition broadcasting as well as value-added services to enhance the capabilities of satellite TV operators and deliver a quality viewing experience to people across Thailand, Greater Mekong Subregion, and South Asia. In addition, we will continue to strengthen our Hot-Bird position at orbit 78.5 degrees east.

For the African market, our strategy is to differentiate ourselves from competitors by localizing in specific countries and targeting specific segments. The Company will adapt our expertise and experience to this market and form strategic partnerships with regional ground operators in Europe to provide video broadcasting services from Europe to Africa also.

Broadband Service (Internet service via satellite): The Company places importance on enhancing bandwidth efficiency, for both the IPSTAR platform and our business partners' platforms. Our primary objective is to increase the bandwidth utilization of THAICOM 4 (IPSTAR) through both capacity wholesale to telecommunication operators, business and government sectors in the region, and broadband internet retail to end users in potential markets. In addition, the Company plans to extend NAVA services, our end-to-end maritime broadband service platform, to new geographies in international markets. With regards to our long term plan, the Company has potential business collaboration on the Next Generation High Throughput Satellite for providing broadband services at a very competitive price.

2. Strategy for Innovative Services

The Company aims to develop new businesses by creating communication platforms and digital technologies for customers. The platform leverages the satellite's unique ability to reach users anytime and anywhere, integrating with the internet and strength of the Company in technology innovations to create smart solutions to meet our customers' needs. The Company provides services such as the NAVA platform for high-speed connectivity with value-added-services at sea, and the TV solution platforms (LOOX TV and TV Head-end) that provide end-to-end solutions for customer. The Company aims to provide services both in Thailand and in the region.

3. Business Diversification

The Company places importance on both vertical and horizontal business expansion on a regional scale. Vertically, the Company will expand its satellite services, together with our space-air-ground platforms, downstream in the value chainthrough areas such as retail broadband internet and maritime services. Horizontally, the Company will focus on digital technology-related businesses to our existing business, such as Satellite Remote Sensing, IoT and Data Analytic etc. The Company has established this business expansion plan in both dimensions to enhance its competitiveness and ensure long-term sustainable growth.

The company is also aware of the rapidly changing technologies therefore we are trying to expand into non-satellite business and some new businesses. For example, Drone as a service will be able to support more sustainable agriculture in the Kingdom. This results in the reduced impact of chemicals on the ecosystem, lower production costs, and improved quality of life for farmers—as well as improve the agro sector's international competitiveness. Moreover, the company is developing applications for UAV (UNMANNED AERIAL VEHICLE), electric motorbike rental project under the revenue sharing model to provide transportation services for the target universities etc.

(2) Human resources strategy

The Company is a Thai company that operates in Thailand and strives to act and grow sustainably. We strongly believe that human resources are our most valuable asset and the key indicator of our competitive advantage. The role our employees play in the organization is even more important now in our drive towards sustainable growth and success. Our goal is to effectively utilize manpower planning and labor cost by strengthening employee engagement, competency, and business ethics in order to leverage staff capabilities, drive business growth, and enhance competitiveness. We aim to recruit, retain, motivate, and develop the most talented people we can find. We also strive to create sustainable success and maximize individual capabilities to compete in digital world while promoting the organization's corporate culture and values.

3) Strategy for sustainability

Thaicom Public Company Limited gives importance to sustainable development in order to move forwards to Thaicom Sustainability Goals under the concept of "Connectivity for Sustainability". Thaicom therefore conducts its business in all dimensions (economic, environment and social) by using strategies to be in line with the sustainable development on three areas:

1. Responsible business

The company has reflected the responsibility to society and Stakeholders through the business practices by offering products and services that meet the needs of customers, create a competitive advantage and create sustainable growth with adhere to good governance and business ethics.

2. Environmental responsibility

The company emphasis on preserving the environment by reducing and mitigate the environmental impact of the company's operations together with the preservation of natural resources and better environment.

3. Responsibility to people and society.

The company is aware of responsibility in human rights and labor practices in the human resources management and with stakeholders. In regards to responsibility to society, the company is utilizing the company's products and services to provide access to information and communication as well as innovations that meet the expectations of stakeholders. The company intends to promote education and enhance career for the remote community for the better livings and sustain.

1.2 Significant Change and Developments

Significant Changes and Developments within the Group during the past 3 years

2019

- At the end of year 2019 continuously to the beginning of the year 2020, the Thaicom 5 satellite has experienced a technical incident, starting on 17 December 2019. The Company, together with the manufacturer of the satellite, attempted to restore the system but not successful. To ensure the service continuity, the Company migrated all relevant customers out of the satellite and eventually, to complied with the manufacturer's opinion, the Thaicom 5 satellite was de-orbited on 26 February 2020.

- In 2019, the Company divested all 1,000 ordinary shares in Cambodian DTV Network Limited, or representing 100 percent of its registered capital at the price of USD 800 per share, totaling USD 800,000 or Baht 24.6 million, due to the fierce competition in Cambodia.

- Lao Telecommunications Public Company, operating telephone business in the Lao People's Democratic Republic (Lao PDR), which the Company's subsidiary, Shenington Investments Pte Limited holds 49% of the shares, entered into Sale and Purchase Agreement to acquire Vimplecom Company Limited, which also operates the telecom business in Lao PDR. This acquisition will significantly enhance LTC network efficiency and expand its customer base, especially young generations. After the acquisition, Vimplecom Company Limited changed its registered name to TPLUS Digital Company Limited.

- Also in 2019, the Company received a corporate governance rating of excellent, or 5 stars for 7th consecutive year (2013-2019) from the Stock Exchange of Thailand (SET). This recognition is a milestone as the Company works toward sustainable development by adhering to corporate governance (CG) principles and raising the bar for CG practices that promote transparency and consistently create shared value for all stakeholders.

- The Company has been selected for the 2019 Thailand Sustainability Investment (THSI) list based on SET's annual sustainability assessment. This recognition awarded to Thaicom for the 5th consecutive year, reflecting a balance of outstanding performance across financial, environmental, social and governance (ESG) dimensions, which are the powerful mechanisms for sustainable development.

- The Company received the Sustainability Disclosure Recognition 2019 from the Thaipat Institute, which has set up the Sustainability Disclosure Community (SDC) with the objective of elevating the sustainability disclosure standard and developing the long-term sustainability to the organization.

- And, the Company received the Drive Award 2019 in Technology towards achievements for good innovation and sustainable development for social and environmental projects, including economically and socially driven for the international competition.

2018

- In 2018, the Company has restructured its subsidiary company, DTV Service Company Limited, by changing the company name to Thai Advanced Innovation Company Limited in order to prepare for new business related to advanced technologies to reinforce Thaicom's core business.

- In addition, the Company has significant developments in relation to corporate governance. The company has received the renewed certification of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), the company was certified for the CAC membership for the first time in 2014.

2017

- At the Extra-Ordinary General Meeting of Shareholders (EGM) No. 1/2017 on 30 November 2017, the shareholders approved the sale of all ordinary shares that DTV Service Company Limited (DTV), a subsidiary

of the Company, held in CS Loxinfo Public Company Limited (CSL)—a total of 250,099,990 shares or equivalent to 42.07% of all the total issued and paid-up shares of CSL—to Advanced Wireless Network Co., Ltd. (AWN), which is a subsidiary of Advanced Info Service Public Company Limited (AIS), at the offering price of Baht 7.80 per share, totaling Baht 1,950.78 million. The sale of the ordinary shares of CSL will commence upon the making of the Conditional Voluntary Tender Offer by AWN.

1.3 Shareholding Structure of the Company and its subsidiaries

The Company's business operations can be divided into 3 different main sectors as follows: (1) Satellite and Related Services (2) Media services and (3) Telephone Business Abroad. Investment in all these businesses is considered long-term. Investment decisions are based primary on the fundamentals of the particular business, including future business trends. The Company's investment policy is to be the major shareholder in its investments. The aim is to have overall management authority and to set the business direction of its subsidiaries and associated companies. The Company's investment structure is as follows:

1. Satellite and Related Services

The Company has a 30-year Domestic Communications Satellite Operating Agreement with the Ministry of Information and Communication Technology (currently Ministry of Digital Economy and Society, or the Ministry), expiring in 2021, to operate the national satellite communications project. Since its inception, the Company has launched 8 satellites, THAICOM 1, 2, 3 (all now de-orbited), THAICOM 4, 5, 6, 7 and 8.

The Company has established the following subsidiaries, associates, and joint ventures to operate and provide satellite and related services

Name	Type of Business
IPSTAR Company Limited	Providing THAICOM 4 transponder services
IPSTAR New Zealand Company Limited	Providing THAICOM 4 transponder services and sale of user terminal for THAICOM 4 in New Zealand
IPSTAR Australia Pty Limited	Providing THAICOM 4 transponder services and sale of user terminal for THAICOM 4 in Australia
Orion Satellites Systems Pty Limited	Providing satellite communication services and business solutions
IPSTAR International Pte Limited	Providing THAICOM 4 transponder services and sale of satellite equipment for THAICOM 4
IPSTAR Global Services Company Limited	Providing THAICOM 4 transponder services
IPSTAR Japan Company Limited	Providing THAICOM 4 transponder services and sale of user terminal for THAICOM 4 in Japan
IPSTAR (India) Private Limited	Providing technical support related to the satellite business and sale of satellite equipment

Name	Type of Business
Star Nucleus Company Limited	Providing engineering and development services, technology and electronics
TC Broadcasting Company Limited	Providing broadcasting television and telecommunications services
International Satellite Company Limited	Providing THAICOM 7 and THAICOM 8 transponder services
TC Global Services Company Limited	Providing technology services

2. Media Services

The Company provides media services through its subsidiaries, associated companies, and joint ventures described below:

Name	Type of Business
Thai advance Innovation Company Limited(1)	Sale of direct television equipment, providing system integration consultancy services for broadband networks and broadband content services

Remark:

(1) DTV has changed its name to Thai Advance Innovation Company Limited, registered on 27 November, 2018.

3. Telephone Business Abroad

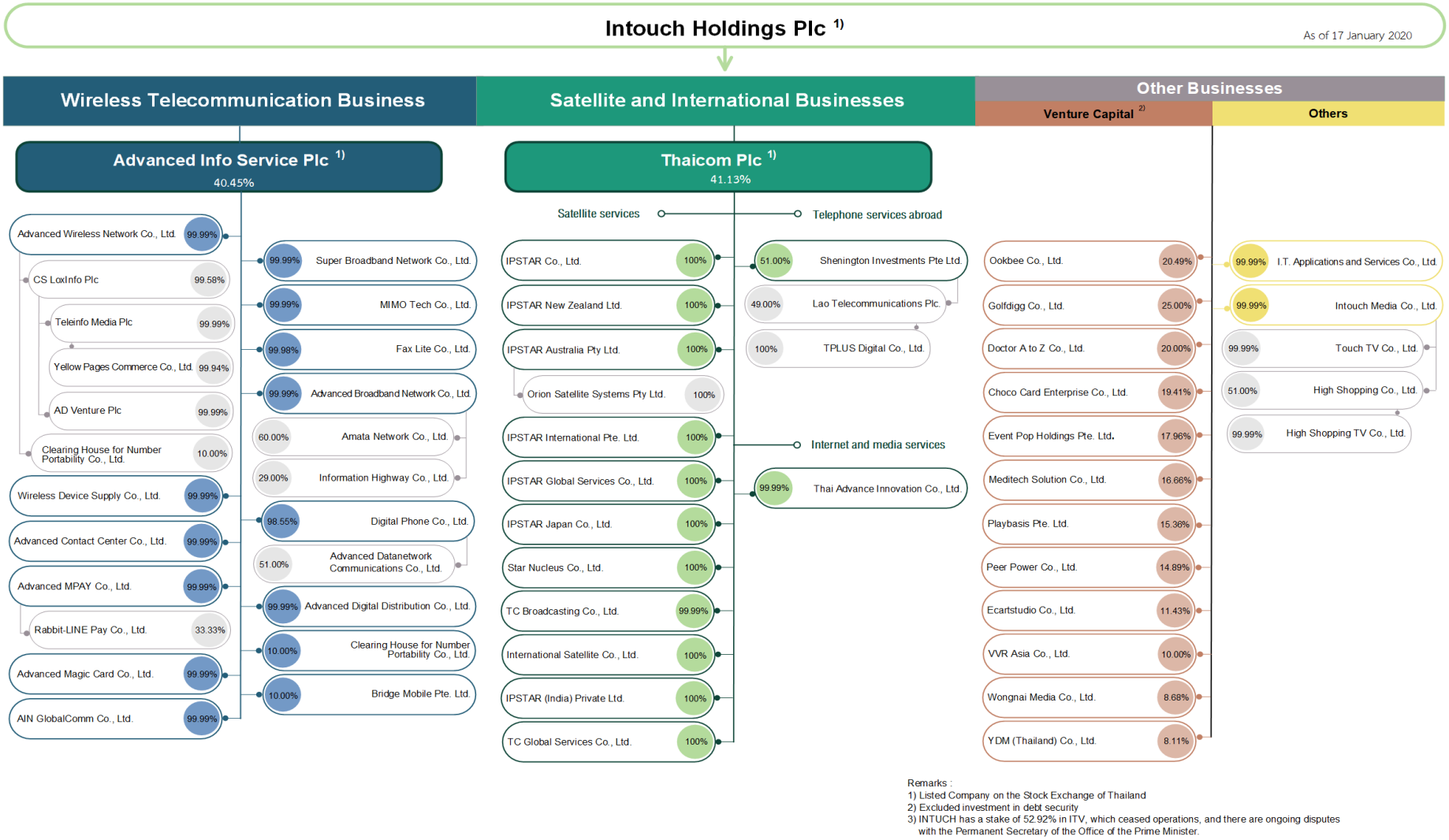
The Company provides telephone services through an investment in Shenington Investments Pte Ltd. (SHEN), a joint venture of the Company. SHEN is a holding company for investment in international telecommunications. Currently, SHEN is invested in Lao Telecommunications Public Company, a joint venture company with the government of the Lao People's Democratic Republic, this company has a 25-year license expiring in 2021. The government of Lao PDR and SHEN signed a new joint venture agreement to extend the concession another 25 years, from 2021 to 2046

Name	Type of Business
Shenington Investments Pte Limited	Holding company for investment in international telecommunications
Lao Telecommunications Public Company	Providing fixed line, mobile phone, public phone, public international facilities and Internet services at Lao PDR
Tplus Digital Company Limited(1)	Providing fixed line and mobile phone services at Lao PDR

Remark:

(1) Vimpelcom Company Limited has changed its name to Tplus Digital Company Limited, registered on 2 September 2019

1.4 The Relation of Shareholding Structure in Business Group



Remarks :
1) Listed Company on the Stock Exchange of Thailand
2) Excluded investment in debt security
3) INTUCH has a stake of 52.92% in ITV, which ceased operations, and there are ongoing disputes with the Permanent Secretary of the Office of the Prime Minister.

2. Nature of Business Operations

Revenue Structure

The revenue structure of the Company and its subsidiaries for the year 2018 - 2019 is as follows:

Unit: Million Baht

Type of Business	Operating Company	2019		2018	
		Revenue	%	Revenue	%
Satellite and related services	Thaicom, TC Broadcasting, and IPSTAR Group	4,594	91.87	5,850	71,57
Media services	Thai Advance Innovation and Cambodian DTV Network	122	2.44	229	2.80
Segment elimination		-53	-1.06	-71	-0.87
Revenue from Sales and services		**4,663**	**93.25**	**6,008**	**73.50**
Net foreign exchange gain (loss)		0	0.00	6	0.07
Gain from sale of investment		0	0.00	1,950	23.86
Other revenues		337	6.74	210	2.57
Total revenue		**5,000**	**100.00**	**8,174**	**100.00**

Sales and services revenue by geographic area for the years 2018 – 2019:

Country	2019	2018
Thailand	2,251	3,225
Australia	250	252
India	660	650
Japan	618	663
Myanmar	127	180
Malaysia	258	273
Others	499	766
Total	**4,663**	**6,008**

Business operations of the Company based on main business segments:

2.1 Satellite and Related Services

2.1.1 Satellite Communications and Related Services by Thaicom Public Company Limited and IPSTAR Group

THAICOM satellites

Thaicom's satellite fleet can be divided into 2 types: Conventional Satellite and Broadband Satellite (or High Throughput Satellite, HTS)

- **Conventional Satellite**

A conventional satellite is a satellite that provides fixed satellite services (FSS), whereby a signal is transmitted from an earth station, amplified, and retransmitted down to the other earth station(s) anywhere under the satellite's footprint – allowing broadcasters and telecommunications operators to benefit from the satellite's nationwide and cross-regional coverage.

- **Broadband Satellite**

A broadband satellite or High Throughput Satellite (HTS) is primarily designed to provide broadband Internet access services (point-to-point). Through high level frequency re-use and spot beam technology, HTS usually provides much more total throughput than a conventional satellite for the same amount of allocated orbital spectrum, thus significantly reducing cost per megabit per second (Mbps). In addition, HTS can offer services to government and enterprise markets, as well as to terrestrial cellular network operators.

The Company currently operates four conventional satellites THAICOM 5, 6, 7 and 8 and one broadband satellite THAICOM 4. The specifications of Thaicom's satellite fleet are as follows:

	THAICOM 4	THAICOM 5	THAICOM 6	THAICOM 7	THAICOM 8
Satellite Type	Broadband High Throughput Satellite (HTS)	Conventional	Conventional	Conventional	Conventional
Orbital Slot	119.5° East	78.5° East	78.5° East	120° East	78.5° East
Manufacturer	Space Systems Loral, (USA)	Aerospatiale (France)	Orbital Sciences Corporation (USA)	Space Systems Loral (USA)	Orbital ATK (USA)
Model	LS-1300S	Spacebus 3000	Star 2.3	LS-1300	Star 2.4
Design Life*	12 years	12 years	15 years	15 years	15 years
Launch Date	August 2005	May 2006	January 2014	September 2014	May 2016

	THAICOM 4	THAICOM 5	THAICOM 6	THAICOM 7	THAICOM 8
Capacity / Transponder	84 Ku-Spot Beams 8 Ku-Spot Beams (Augment) 3 Ku-Shaped Beams 7 Ku-Broadcast Beams	25 C-band transponders 15 Ku-band transponders	24 C-band transponders 9 Ku-band transponders	14 C-band transponders	24 Ku-band transponders
Coverage Area	14 countries: Australia, Cambodia, China, India, Indonesia, Japan, Malaysia, Myanmar, New Zealand, Philippines, South Korea, Taiwan, Thailand and Vietnam	C-band Thailand, Greater Mekong Subregion, South Asia, Asia, Europe, Africa and Australia Ku-band Thailand and Greater Mekong Subregion	C-band Southeast Asia and Africa Ku-band Southeast Asia (Mainland)	C-band Thailand, Greater Mekong Subregion and Asia	Ku-band Thailand, Greater Mekong Subregion, South Asia

* Design Life does not take into account any concessions or licenses for satellite operation.

At the end of year 2019 continuously to the beginning of the year 2020, the Thaicom 5 satellite has experienced a technical incident, starting on 17 December 2019. The Company, together with the manufacturer of the satellite, attempted to restore the system but not successful. To ensure the service continuity, the Company migrated all relevant customers out of the satellite and eventually, to complied with the manufacturer's opinion, the Thaicom 5 satellite was de-orbited on 26 February 2020.

Nature of Product or Service

1) Broadcast & Media

1.1) Contribution Distribution

The Company provides end-to-end video distribution services in standard definition, high definition, and ultra-high definition formats to customers such as terrestrial TV operators, satellite TV operators and content providers, allowing them to transmit television programs or content to receiving stations under Thaicom's coverage area. Our

distribution services are the perfect choice for operators to transmit television programs and content to various destinations including repeater stations, Digital Terrestrial TV multiplexes and cable TV operators.

1.2) Digital Channel Broadcast Service

The company provides one-stop-shop Multi-Channel Per Carrier (MCPC) Broadcast Platform. This allows TV operators and content providers to distribute their digital channels to viewers. Broadcasters can gain immediate access to global markets via Thaicom's prime video neighborhood location at 78.5° East orbital slot. Our satellites ensure seamless C- and Ku-band coverage of Asian, European, Middle Eastern and African countries.

1.3) Direct-to-Home (DTH)

The Company provides effective end-to-end Direct-To-Home (DTH) broadcasting services in standard definition, high definition, and ultra-high definition formats to pay-TV broadcasters and satellite TV operators, giving them direct access to DTH viewers using small satellite antennas. In addition, to enhance our customers' capabilities and competitiveness, the company provides a variety of value-added services and channel options, including pay-per-view, video-on-demand, electronic program guides, advertising and home shopping.

Ground System

Teleport and DTH Center

A teleport or telecommunications port is a centralized location that provides access to advanced bandwidth services with a comprehensive range of broadcasting and telecommunications services. Certified under ISO 9002 and ISO 9001:2000, the Thaicom Teleport and DTH Center are equipped with state-of-the-art facilities to support any domestic and international satellite broadcasting requirement. Through the Thaicom Teleport and DTH Center, the Company offers end-to-end services by bundling transponder bandwidth with value-added services such as satellite downlink, tape playout, digital signal compression in standard definition, high definition and ultra-high definition formats, satellite uplink, signal monitoring and logging as well as a new over-the-top (OTT) platform.

Thaicom also cooperates with a subsidiary company: TC Broadcasting Co. Ltd., who provides multiplexing, encoding, uplinking, and downlinking services for Thai content channels.

2) Broadband & Data

2.1) IPSTAR Retail

The Company enables Internet Service Providers (ISPs) to deliver satellite broadband services to a group of residents and small businesses in remote or rural areas in Asia-Pacific. IPSTAR Retail has been entrusted by service providers in many countries for its nationwide uniform quality of service (QoS) and cost advantages when compared to conventional satellite. The service allows ISPs to gain a competitive edge over rivals and to drive nationwide expansion of their subscriber base and residential and small business users.

2.2) IPSTAR Carrier

The Company provides cost-effective, end-to-end satellite broadband services allowing mobile operators to backhaul their mobile traffic via satellite in the areas where terrestrial networks cannot reach. IPSTAR Carrier solutions can support Base Transceiver Stations (BTS) of all sizes—from macro cells and micro cells to small cells, or IP-Node-Bs. IPSTAR Carrier can provide nationwide mobile network coverage to accommodate higher voice and data traffic loads or to cover more geographic areas quickly and economically.

2.3) IPSTAR Business

IPSTAR Business allows small businesses and enterprises, who require dependable broadband connectivity to run or safeguard their operations against network failure and stay ahead of the competition. Whether you are an oil and gas company with multiple locations nationwide, a large retailer in need of an uninterrupted backup for vital online business applications, or a bank that requires a reliable network for credit and debit card transactions, IPSTAR Business provides a reliable service regardless of the number of business sites connected to the network.

2.4) IPSTAR Government

Governments in Asia-Pacific can count on IPSTAR. IPSTAR Government service lets government administrations extend their reach nationwide and enables universal access to broadband Internet and cost-effective government sector communications. Whether it is disaster recovery and emergency communications for crisis-affected areas, distance learning for schools, community broadband Internet, or reliable VPN networks for broadband Internet and e-Government services, IPSTAR is a proven solution for governments to extend their communications reach on a nationwide scale.

2.5) Mobility

NAVA is an end-to-end maritime broadband service platform for ship and offshore operators. With Nava, Thaicom brings reliable broadband connectivity to the sea which is essential to connect crew and passengers, improve safety on board and support efficient vessel operations.

IPSTAR Gateway

IPSTAR gateways have been designed to facilitate a variety of applications to enable broadband communications for corporate users, Internet Service Providers (ISP) and individual subscribers. IPSTAR is capable of delivering broadband Internet, intranet networks, video conferencing, multimedia broadcasting and multicasting, online transactions, and telephony. The services are supported by a wide-band forward link from the IPSTAR gateway to the IPSTAR user terminal and a narrow-band return link from the IPSTAR user terminal to the IPSTAR gateway. Currently, there are 15 active IPSTAR gateways in 10 countries in Asia-Pacific.

3) Consultancy and Satellite System Design Services

In 2019, Thaicom initiated consultancy and satellite system design services to target satellite service providers from government and private sectors as customers who have requirements to establish their satellite business and service. Consultancy services to be offered by Thaicom will be comprehensive including, for instants, satellite filing and frequency coordination, license, satellite system design, business and market development, etc. With local and international expertise and experience in satellite industry, Thaicom is confident to deliver successful consultancy services for customers to gain satellite business insight to run their business professionally and efficiently. Recently, Thaicom provided the consultancy services to Bangladesh's government sector and finding new opportunities to expand this services to other countries in South Asia.

Industry Outlook, Competition and Strategies in 2020

1) Broadcast and Media Industry Outlook

There is an upward trend in consumer behavior in which more viewers consume video content via internet devices e.g. tablets, smart phones. However, this trend does not affect demand on satellite for broadcasting markets. On the contrary, the demand for satellite bandwidth is positively influenced by the transition of content resolution from standard definition to high definition, and ultra-high definition.

Asia

There has been a consistent growth on the satellite demand for broadcast applications in this region. Especially, in India and Myanmar where the significant growth takes place.

In India, the C-band demand on distribution is expected to grow as a result of higher number of channels as well as the trend of transition to high definition. For, Ku-band, demand will continuously be driven by DTH service which has been generating the largest share of demand. Introduction of new channels and resolution upgrade to high definition are also expected to contribute in the demand growth.

In contrast, the growth of the satellite demand in Myanmar is mainly from an effort to provide communication to its population especially in rural areas. Mobile backhaul is another key application contributed to the demand growth as to provide 4G services across the country.

Africa

Due to the size of Africa continent and its landscape, it is very challenging for terrestrial infrastructure to be developed. Hence, satellite service has been playing an important role to fulfill the demand in this region, especially services for mobile backhaul, broadband internet, and VSAT (Very Small Aperture Terminal).

Conventional Satellite Competition

Asia

In Asia region where there is a growth in satellite demand, there also is competition at the same time. For instance, in India, Thaicom's major competitors include SES Astra from Luxembourg, Intelsat from America, Asia Satellite Telecommunications from Hong Kong, and Measat Satellite Systems from Malaysia. In Myanmar, Thaicom also competes with Intelsat from America, Asia Satellite Telecommunications from Hong Kong, Sky Perfect JSAT from Japan, and APT Satellite from Hong Kong. These competitions have brought price pressure to satellite operators in the region. We expect that the competition will not significantly impact the Company due to our long-term relationships with the customers as well as there are a high in demand on Thaicom satellites.

Africa

There are many players who are interested and see opportunities to expand their target markets into Africa. Some of the major players in this market include Arabsat from Saudi Arabia, Eutelsat from France, and Intelsat from America, and SES Astra from Luxembourg. Over 50% of the market share are dominated by Intelsat, Eutelsat and SES. As a result, the price in Africa region is challenging. However, as the second largest continent in the world with high population density but a low penetration rate for telecommunications technology, Africa is full of potential demand. Hence, the effect of the competition is minimized.

Strategies in 2020

The Company will continue to drive our "Hot Bird" strategy by strengthening the broadcast platform at 78.5 degrees East where the THAICOM 5, 6, and 8 satellites are co-located—as a "Hot Bird" position in high demand based on the number of subscribers and number of satellite TV channels on the platform. As of 31 December 2019, the number of satellite TV channels transmitting from 78.5 degrees East is 972 channels in which 190 channels are high definition channels.

For THAICOM 7 and 8 satellites, the company focuses on long-term partnerships with its customers in order to provide satellite services especially in India market. Moreover, the company concentrates on collaboration with local partners to support mobile backhaul services in Myanmar market also.

For the African market, our strategy is to adapt our expertise and experience to this market and form strategic partnerships with regional operators to provide broadcast and telecommunications services such as mobile backhaul, VSAT service and full/back-up IP trunking service. In addition, we also collaborate with European teleport partner in order to provide satellite service and bring European channels onto Africa platform.

2) Broadband and Data Industry Outlook

Northern Sky Research (NSR) expects global broadband service demand on GEO High Throughput Satellite (GEO-HTS) to increase exponentially in the next decade, at a compound annual growth rate of 36%.

Contributing 26%, Asia-Pacific is expected to generate the second highest cumulative capacity and service revenue after North America (28%), with mobile backhaul and social inclusive driving revenue growth (Source: VSAT and Broadband Satellite Markets, 17th Edition).

Broadband Satellite Competition

The broadband satellite industry is in its transition phase with multiple ongoing developments—including incumbents extending to new geographic areas, emergence of new GEO/MEO/LEO High Throughput Satellite (HTS) offerings, innovative space and ground segment designs as well as new business models and solutions—resulting in a more competitive environment. None the less, THAICOM 4 (IPSTAR) will likely maintain its competiveness as the first mover in Asia Pacific with over ten years of hands-on experience and landing rights in more than ten countries in the region.

Strategies in 2020

The Company places importance on enhancing bandwidth efficiency, for both the IPSTAR platform and our business partners' platforms. Our primary objective is to increase the bandwidth utilization of THAICOM 4 (IPSTAR) through both capacity wholesale to telecommunication operators, business and government sectors in the region, and broadband internet retail to end users in potential markets. In addition, the Company plans to extend NAVA services, our end-to-end maritime broadband service platform, to new geographies in international markets. With regards to our long term plan, the Company has potential business collaboration on the Next Generation High Throughput Satellite for providing broadband services at a very competitive price.

2.1.2 Radio or Television Broadcasting Network Services not using radio frequencies operated by TC Broadcasting Company Limited (TCB)

Nature of Products or Services

TCB provides the satellite related services to enhance the Company's business. TCB's services can be categorized into:

Television broadcasting network services not using radio frequencies

The radio or television broadcasting network services offered by TCB will consist of gathering content from different sources, including such content as public announcements, news, programs or public information, multiplexes from providers of audio or television broadcasting contents, and the provision of encryption services for clients who have specific requirements for channel reception by end-users such as Conditional Access (CA) or BISS Key encryption before the broadcasting of the radio or television signals to receiving apparatus through the permitted satellite broadcasting network. In addition, TCB has also expanded services via IP networks, with service coverage in all areas of Thailand.

Telecommunications network and service provision

Telecommunications network and service provision offered by TCB consists of:

1) Satellite uplink/downlink service as transmission platform

2) Satellite uplink/downlink service

3) Satellite uplink/downlink service with hub station

4) Public very small aperture terminal (VSAT) service

5) Satellite Internet service with hub station

6) Wholesale service of 1) – 5)

7) Satellite Transponders Leasing Services

8) Satellite internet service (fixed) with wholesale service

9) Satellite internet service (mobility) with wholesale service

10) Co-location service

Through these services, users can access information in different formats such as audio, video, and data feeds, via satellite network without geographical limitations.

2.2 Internet and Media Services

2.2.1 Internet Access and Related Services by Thai Advance Innovation Company Limited (THAIAI)

Nature of Products or Services

(1) Platform Service

This service includes selling and leasing of platforms, or providing marketing services, or systems developed by THAIAI, such as IPTV Channel (Internet TV channel) and Multimedia Streaming Platforms used for broadcasting video or audio content via Internet networks (e.g. television or radio broadcast via Internet). Including an eSport platform that facilitates participation in eSport competitions for both applicants and promoters. The platforms and applications developed are ideal for broadband Internet application. This service also includes development of particular services to match customers' specific demands.

(2) DTV Satellite Dish Sales

THAIAI's products consist of satellite dishes and IRD boxes to receive signals from Ku-band transponders on THAICOM 5 and THAICOM 6. Customers may buy the equipment as a set (dish and box) or opt for only the IRD box. Compact in size and relatively inexpensive, the dish offers viewers an opportunity to view a wide variety of TV channels, including free-to-air and education channels. The equipment is sold through satellite dish installation shops, electrical appliance shops, shopping malls, and other similar locations nationwide. The sales prices might cover equipment fees only or include an installation fee as well.

THAIAI will focus on the high quality of after-sale service, to make sure that customers can access to DTV's outstanding satellite TV channels and programs, including news, documentaries, movies, cartoons, music, and several education channels. As part of its market-building activities, THAIAI will also provide training to its dealers covering installation and benefits of new devices.

(3) Broadband and Television Network and System Integration Services both consultant and installation services

THAIAI works with each customer to analyze the customer's needs and then devise solutions that utilize satellite communications or Internet media formats. Solutions provided are as follows:

1. Platform services such as: IPTV, VDO Conferencing, Data Transfer, and Multimedia Online.

2. System integration to service network and software

3.1 Broadband Network Services

For broadband networks, the Company offers network and software services to meet customer demand for network connections to transfer data in different formats for both one-way and two-way transactions. THAIAI also arranges training to meet customer requirements.

3.2 Master Antenna TV Network Services

This service offers antenna network solutions to meet the needs of customers who live in buildings, such as hotels, apartments, or condominiums. THAIAI can provide the service on a one-time investment by the building's owner or a monthly rental model.

Competition and Marketing

(1) Industry Outlook and Competition

• Platform Service

THAIAI continues to provide services to its current customer group with earnings being realized from existing equipment. The customer base has not been actively expanded, as similar platform services are widely available at low cost through other vendors, so customers are able to choose services, choose to invest on their own, or do it by themselves. In addition, THAIAI provides marketing services to support the sale of services, platforms, or applications for customers. THAIAI also market an eSport platform to new customers.

• DTV Satellite Dish Sales Service

A wide variety of TV receivers is available in the market, including satellite dishes, local cables, and Digital TV antennas. This availability creates fierce price competition, and new low-cost alternatives enter the market frequently. Nevertheless, THAIAI remains competitive with regards to price as well as in comparison to indirect competition from products such as AIS Playbox and AIS Fibre which connect to the Internet via routers.

• System Integration Service

Currently there are several operators providing broadband network system integration services, each with their own particular technical expertise. THAIAI has placed emphasis on IP file transfer technology using the IPSTAR broadband satellite for in-house education and training.

For master antenna TV network services, there are competitors in the market who provide TV channels via satellite just as THAIAI does, while others provide TV channels via cable TV networks. THAIAI focuses on reaching new buildings, especially condominiums. THAIAI also focusess on the installation of TV networks with HDTV boxes inside customers' buildings, which will provide viewers with higher quality viewing than regular boxes do. Additionally, THAIAI will also market its DTV-IP Gateway Box to local cable operators to convert existing cable TV networks from analogue to digital.

(2) Marketing and Sales

Marketing and sales can be divided into 2 groups as follows:

1. Direct Sales Group - This group comprises system integration services where the emphasis is on direct contact with customers to give product descriptions, gather customers' needs, demonstrate products, or design network systems for buildings such as hotels, condominiums and apartment buildings. The majority of customers are organizations. This group is not likely to use mass media advertising, focusing instread on training seminars to teach about product knowledge and solutions.

2. Sales through Distributors – This group consists mainly of distributors of full DTV sets. Marketing activities are undertaken through point of sale support, training seminars for building operators and cable TV operators, and promotion of new products or sales support through social media marketing channels. There are also mass media campaigns from time to time and incentives for high-volume distributors. At present, however, the sales and marketing focus is increasingly on solutions for hotels, condominiums and apartment buildings as well as system integration.

Description of Customers and Relationship between THAIAI and its Customers

• Sales of DTV Satellite Dishes - Customers consist of distributors of electrical appliances or satellite dishes, including modern trade, end users, buildings, and other organizations nationwide. Customers in this group receive such after sales services as service delivery, marketing support, and technical and logistical advice, including equipment repair services.

• System Integration and Platform Services - Customers in this group include government agencies, state enterprises, and private organizations with branches nationwide or institutions, direct sales businesses where conferences, in-house training, or seminars are regularly organized, including various industrial sectors, such as the tourism and hospitality segments. Other potential customers include condominiums, apartment buildings, or

hotels which require the design and installation of in-building TV systems whether through satellite TV or IPTV. Therefore, the market plan will focus on system integration (SI) services for potential customers, including hotels, condominiums, and apartment buildings, in order to manage cost and investment efficiently. The relationship with the customers is a service user/service provider relationship with an emphasis on direct sales in project and other services leading to annual contracts.

2.3 Telephone Business Abroad

The Company offers telephone services through its investment in Shenington Investments Pte Ltd. (SHEN), a holding company registered in Singapore. The only subsidiary under SHEN is Lao Telecommunication Public Company (LTC).

Lao Telecommunication (LTC)

Nature of Products or Services

(1) **Nature of Service**

LTC has been granted a license to operate the following telecommunications services in the Lao PDR

- Digital Phone Service (GSM 900/1800/WCDMA 2100, LTE 1800, 2300 & 2600 MHz)
- Public Switched Telephone Network (PSTN)
- Fixed Wireless Local Loop – GSM
- Broadband Internet: both fixed broadband and mobile broadband services such as leased line, DPLC and IPLC), IP Transit, ADSL, FTTH, and Internet SIM Card.
- International Roaming Service
- Value-added services for mobile phones

LTC's income came from local and international telephone service charges, monthly subscription fees, income from sales of handsets (Fixed Wireless Local Loop - GSM) and SIM cards, monthly Internet service charges, leased line service charges, prepaid Internet cards, international Roaming (IR) charges and Inter-Connection Charge both domestic and international and value-added service charges

Competition and Marketing

(1) Industry Outlook and Competition

Currently, there are 3 fixed-line operators in Lao PDR — namely LTC, ETL Company Limited (ETC), and Star Telecom Company Limited (UNITEL) — and 4 cellular phone operators — namely LTC, T-PLUS (100% owned by LTC), ETL, and UNITEL. LTC holds the top rank in market share while UNITEL ranks second, ETL third and T-PLUS fourth.

In addition to telephone services, there are 6 major Internet service providers in the Lao PDR, namely: LTC, ETL, UNITEL, T-PLUS, Planet Computer Company Limited (Planet Online) and Sky Telecom Company Limited, with LTC holding over 50% of the market share.

Telecommunications systems in the Lao PDR have developed and improved extensively over the past few years, with the introduction of state-of-the-art technology on par with global trends. LTC was the first mobile operator to provide 3G cellular phone service in Lao PDR, with the network now covering all provinces of the country and network quality continuing to improve. The Company was also the first to offer 4G services with network coverage continuing to expand. Mobile broadband services underwent significant system improvement to allow for higher data usage by customers and high data business growth. In 2018, LTC became the second company in South East Asia to launch 4.5G services for its customers. The service is currently available in all major metropolitan areas in the 17 provinces of the country. And in 2019, LTC launched the system testing for 5G for the first company in Lao PDR.

For fixed wireless service, currently marketed as WinPhone, the technology and system were developed to be used on the same network as the Company's 3G and 4G mobile services. The fixed wireless tariffs were typically lower than the postpaid and prepaid mobile service tariffs, and affordable handset prices offered to customers.

Meanwhile, the Mobile Broadband Service (MBB) saw continued growth on the part of Internet SIM Cards, both in terms of subscribers and revenue in 2019, in-line with the global trend.

The Ministry of Posts, Telecommunications and Communication (MPTC) issued tariff control regulations for telecom services in 2011. The regulations do not allow operators to give away free airtime to customers and control the levels of promotions offered by operators. However, over the past two years, the regulations were not monitored as stringently as previously, resulting in a renewed price war in late 2018 and carrying over into 2019. In mid-2019 the MPTC once again reiterated the requirement to adhere to the tarriff regulations, and also issued a renewed call for all wireless subscribers to be officially registered. The effort diminished the price war but there was still fierce competition between mobile operaters

(2) Marketing

As competition grew stronger in the market, LTC placed greater emphasis on network expansion to ensure nationwide coverage with both 4G and 4.5G expansion and network optimization. The Company continued working closely with its partners to ensure efficient distribution channel management, while customer-focused activities included the expansion of customer service and call centers throughout the country.

LTC is increasingly improving its marketing optimization with more narrowly targeted marketing activities aimed at specific customer segments. Localized marketing campaigns offer service packages tailor-made to customer lifestyles; other activities are aimed at new target groups, such as teenagers, entrepreneurs, and organizations.

LTC has also focused on increasing data consumption by offering access to a variety of value-added content services. Furthermore, the Company has continued to develop customer convenience services and applications such as the M-Services mobile application that allows customers to access services and make payments or top-ups to their usage plans. Since 2018 the Company has also offered M-Top-Up services through partner banks in an effort to create more convenience for customers but also to initiate the reduction of dependence on refill cards and in a move toward greater e-commerce integration. From early performance in 2019, the electronic top-ups through M-Top_up grew continuously.

To support corporate customers who need high-speed Internet through leased line services and individual customers who want to use home Internet services through fiber-to-the-home (FTTH) solutions, the Company is continuing to improve the infrastructure and expand its network coverage. Service convergence and managed service solutions that best serve customers' particular needs continue to be developed and resolved customer issues in a timely and efficient manner.

3. Risk Factors

The Board of Directors realizes that its operations may face many risks, including economic, social, political, financial, innovation, technological, and climate changes. Currently, Thaicom Public Company Limited's business operations consist of 3 core areas: (1) Satellite and Related Services (2) Internet and Media Services and (3) Telephone Business Abroad. There are various risk factors, both internal and external, associated with each of the Company's areas of business operation.

The Board of Directors has established a Risk Management Committee to manage risks which affect the Company. The Risk Management Committee will evaluate both general and specific risk factors quarterly, summarizing and reporting all risks to the Board of Directors for consideration, review and determination of risk prevention procedures.

The following information describes significant risk factors which might affect the Company's operations, financial status, or business performance. However, the Company has already prepared plans to deal with and mitigate the risks outlined below.

Strategic Risks

1. Business risk

At the present time, the government and National Broadcasting and Telecommunication Commission (NBTC) is in the process of issuing rules and procedures for managing the satellite both before and after the concession. As this process has not been completed, there may be an impact on service continuity that the company provides to both domestic and foreign customers. To sustain the business, the company has prepared to cooperate with the government for the Public Private Partnership (PPP) model, and is also finding a partnership with some satellite operators in the form of using license from foreign countries. At the same time, the company also considers and prepares some new businesses such as NAVA, drone as a service, Unmanned Arial Vehicle (UAV), etc.

2. Status of THAICOM 7 and THAICOM 8

The Company is currently operating THAICOM 7 and THAICOM 8 under a telecommunications license granted by NBTC in accordance with the currently applicable laws, namely Telecommunications Business Act B.E. 2544 and the Act on Organization to Assign Radio Frequency and to Regulate the Broadcasting and Telecommunications Services B.E. 2553. The Ministry of Information and Communications Technology (currently the Ministry of Digital Economy and Society, or Ministry) notified NBTC that authorization to use the orbital slots had been granted for the two satellites in question and NBTC then referenced said authorization in the license granted to the Company. Later, on 7 August 2017, the Ministry officially informed the Company that THAICOM 7 and THAICOM 8 are the satellites under the Concession Agreement, and on 5 October 2017, the Ministry sent a letter again confirming that

THAICOM 7 and THAICOM 8 were under the concession and accelerates the Company to comply with the agreement.

The extraordinary meeting of the Board of Directors No. 11/2017 dated 24 October 2017 was arranged to consider this agenda together with the legal consultant cautiously and carefully. The Company has concluded that THAICOM 7 and THAICOM 8 are not the satellites under the Concession Agreement since the operation of both satellites are under the license framework granted by the NBTC. Also, the Company has complied with the terms and conditions of the Concession Agreement completely with the different perspective between the Ministry and the Company.

The meeting resolved that the Company has submitted a formal letter to argue that the Ministry opinion by confirming that the THAICOM 7 and THAICOM 8 operate under the license framework. Therefore, the Company has the right to use the article no. 45.1 of the Concession Agreement by bringing the matter into arbitration to be the judge. The Company filed its dispute with the Thai Arbitration Institute on 25 October 2016, as a black case No. 97/2560.

According to Clause 45.6 of the Concession Agreement, in the event that the dispute is pending arbitration, the parties still have to comply with the terms of the Concession Agreement. Therefore, while the dispute is pending arbitration, the Company has no duties in compliance with the opinion of the Ministry referred to above until the arbitral award.

3. Risk from regulatory changes of the national frequency allocation to accommodate additional spectrum for 5G technology

Due to the government's policy for a highly effective development of digital infrastructure which includes the applications of 5G technology, the National Broadcasting and Telecommunications Commission (NBTC) has been considering to recall the 3400 – 3700 MHz spectrum (currently operated by the fixed satellite service (FSS)) to accommodate additional spectrum to 5G.

As the time frame for recalling the 3400 - 3700 MHz spectrum for 5G is still not clear, the company has evaluated the impact in order to request appropriate compensation from the NBTC as well as has prepared an action plan to reduce the impact on satellite users.

Operational Risks

1. Service life of satellites

Although satellites generally have no less than 15 years of service life, there are some factors that may decrease their service life. These factors include the spacecraft quality, the sturdiness and durability of spacecraft components, the performance of the launch vehicle to deliver satellite to the correct orbit, satellite fuel consumption, and the operator's skill in controlling the satellite under different conditions. The Company might lose customers and revenue if the Company's satellites have shorter service lives than expected and the Company cannot launch replacement satellites in a timely manner.

Therefore, the Company's satellite engineering team regularly calculates the remaining service life of our satellites. If a satellite nears the end of its service life, the relevant departments will be informed to consider preventive and corrective action plans, which include transferring satellite users to other satellite, leasing satellite services from other satellite operators, and investing in a replacement satellite.

2. In-orbit failure

The satellite is a state-of-the-art piece of technology and engineering which, once launched into orbit, is subject to risk from possible system failure, solar discharges, or collision with other objects in space. These damages can affect the Company's services to its customers, temporarily or permanently degrading the satellite's ability to uplink and downlink signals. The Company may lose current customers and/or may not acquire new customers while replacing the damaged satellite.

However, all satellites are designed to withstand a certain amount of adverse environment. The probability of satellites suffering severe damage to the point of complete failure is very low. Thaicom maintains a contingency plan to minimize the adverse effects on customers in the case of severe damage to the satellites. These plans include transferring as many customers as possible to available transponders on the remaining Thaicom satellites. The Company has also discussed agreements with other satellite operators for possible temporary leasing of transponders for service continuity.

The Company is aware of the potential risks to satellites in geostationary orbit; therefore, it minimizes such risks by fully insuring the Thaicom satellites. Under the Domestic Communications Satellite Operating Agreement, the Ministry of Information and Communication Technology (currently Ministry of Digital Economy and Society, MDES) and Thaicom are co-beneficiaries on the insurance policy for Thaicom satellites under the agreement.

3. Risks as a result of the use of information technology

The Company may be exposed to risks if its satellite control system receives cybersecurity threats from outside due to its computer system and internet connection, which could be detrimental to its business.

In view of this risk exposure, the Company sets up a committee to manage IT risks. The committee is responsible for prescribing guidelines and policies, and assessing and managing IT risk. The committee also assesses the company's IT system's environment, status, and risk management in order to be flexible enough to keep up with changes in information technology and communication, to design the satellite control system with minimum connection to the outside world, and to lower risks to an acceptable level at an appropriate cost.

The company also has been certified with ISO 22301: 2012 Business Continuity Management. In addition, the company has insured both Commercial Crime Insurance to prevent financial damage and Cyber/Technology Professional Indemnity Insurance to reduce the damage either from cyber threats or from a third party lawsuit in case of corporate or personal data breach.

Financial Risks

1. Currency exchange rate fluctuation

Thaicom offers both domestic and international services in which some portion of revenues receive in foreign currency. Meanwhile, some expenses including the loan financing are denominated in foreign currency. The risk of currency exchange fluctuations could affect the Company's financial statements as well as cash flows. However, the Company has reduced this risk by netting off cash inflow and outflow as the natural currency hedge.

In addition, the Company may manage such risk by controlling the net exposure of foreign-currency-dominated transactions by using several hedging approaches such as foreign exchange forward, foreign exchange options and cross currency and interest rate swap.

Compliance Risks

1. Domestic Communications Satellite Operating Agreement

The Company provides satellite communications services under the Domestic Communications Satellite Operating Agreement, dated 11 September 1991. The agreement was originally between the Ministry of Transport (currently the matter is under the supervision of the Ministry of Digital Economy and Society) and Shinawatra Computer and Communications Co., Ltd., now named Intouch Holdings Public Company Limited[1] (Intouch Holdings Plc). Intouch Holdings Plc is the major shareholder of the Company.

Risks related to allegations of breach of the terms of the Domestic Communications Satellite Operating Agreement may be divided into 2 main issues and summarized as follows:

(A) Shareholding ratio

Per the Domestic Communications Satellite Operating Agreement, Clause 4, Intouch Holdings Plc has to establish a new company (currently Thaicom Plc) to operate the satellite business under the agreement. This new company has to have a registered capital of no less than Baht 1 billion, and Intouch Holdings Plc must not hold less than 51% of the shares in this new Company. In 2005, the Company had to raise capital through a Public Offering (PO) of new shares, so Intouch Holdings Plc's proportional percentage of shareholding would have dropped below 51%. Before issuing the new PO, the Company consulted with the Ministry of Information and Communications Technology (currently Ministry of Digital Economy and Society) and asked it to review the agreement and adjust the shareholding ratio from at least 51% to at least 40%. Subsequently, the Ministry submitted the matter to the Cabinet for consideration, but the Secretary General of the Cabinet notified the Ministry that the matter did not need to be submitted to the Cabinet. Furthermore, the Cabinet was working to decrease the number of matters to be considered by the Cabinet, subject to the Regulations of the Office of the Prime Minister, Section 22. The regulations

[1] Intouch Holdings Public Company Limited, changed its name from Shin Corporation Public Company Limited

did not specify any further procedure once a matter has been rejected for consideration. As the matter was not deemed to be an issue for consideration by the Cabinet, it was returned to the Ministry. The Ministry further requested the opinion of the Juridical Council (the Council of State) on this issue twice. The Juridical Council informed the Ministry that as the Secretary General of the Cabinet had informed the Ministry that the matter did not need to be considered by the Cabinet, the Ministry could make the final decision in the case. Previously, the Juridical Council had given the opinion that the Domestic Communications Satellite Operating Agreement could be amended, per the Company's request, because, regardless of the shareholding ratio, Intouch Holdings Plc still retained the same rights, duties, and obligations under the agreement. Further, although Intouch Holdings Plc's shareholding ratio might be reduced, its duties and commitments would remain in place, and the reduction in shareholding would not affect the benefits to be returned to the Ministry under this agreement.

Furthermore, the reduction in Intouch Holdings Plc's shareholding in the publicly listed company, Thaicom, from 51% to 40% of total shares issued, would also negate the classification of Intouch Holdings Plc as a controlling entity according to Section 247 of the Securities and Exchange Act B.E. 2535. In consideration of cases brought before it under the charge of Criminal Activity by Persons Holding Political Positions, the Supreme Court deliberated and made rulings regarding the change in Intouch Holdings Plc's shareholding ratio. However, the Company was not a party in the said court case, hence the final judgement of the Court is not binding and cannot be enforced on the Company. Regarding any amendments to the agreement, the Company proceeded properly in compliance with all its contractual and legal obligations, having received Ministry approval. The Ministry later appointed a committee under Article 72 of the Private Investment in State Undertaking Act B.E. 2556, in order to find a proper solution to this issue. The Company has coordinated with the Ministry and the recently established committee regarding further procedure.

(B) Back-up satellite

According to the Domestic Communications Satellite Operating Agreement, the satellites provided under the obligation shall be agreed upon by the Ministry and the Company. This agreement will include the technical specifications of the satellites. Under this agreement any subsequent satellite shall not be of lower specifications than the initial main satellite. However, the number of transponders and frequency on the satellites will depend on the joint consideration of the Ministry and the Company.

Where the issue of THAICOM 4 is concerned, the Company performed in strict accordance to its obligations under the agreement. THAICOM 4 was approved by the Ministry and launched as a subordinate or back-up satellite. There is question as to whether or not the THAICOM 4 satellite should be considered a back-up satellite for THAICOM 3 since the technical specifications are not the same as those of THAICOM 3. In the Supreme Court's consideration of cases brought before it under the charge of Criminal Activity by Persons Holding Political Positions, there was mention of some facts related to THAICOM 4. However, the Company is not a party in the said court case,

hence the final judgement of the Court is not binding and cannot be enforced on the Company. Regarding the Company's THAICOM 4 operations, the Company proceeded properly in compliance with all its contractual and legal obligations, having received Ministry approval. The Ministry has since appointed a committee under Article 72 of the Private Investment in State Undertaking Act B.E. 2556 to consider the most appropriate course of action. The Company has coordinated with the Ministry and the recently established committee regarding further procedure.

4. Operating Assets

1.1 The Company's major operating assets

4.1 The Company's major operating assets

The Company's major operating assets consist of THAICOM Satellites, Tracking, Telemetry Command & Monitoring equipment, and satellite ground equipment, telecommunication equipment for telephone system services and internet equipment.

Pursuant to the Agreement for the Operation of Domestic Communication Satellite between the Company and the Ministry of Digital Economy and Society (formerly known as "the Ministry of Information and Communication Technology") (the Ministry), the Company has already transferred the ownership of all satellites (including Thaicom 1A, Thaicom 2, Thaicom 4, Thaicom 5 and Thaicom 6), Tracking, Telemetry Command & Monitoring equipment, and satellite ground equipment related to the current operations to the Ministry.

The Company currently has 2 satellites, Thaicom 7 and Thaicom 8, those operate under Telecommunication Business Type III License, granted by the National Broadcasting and Telecommunications Commission (NBTC). Under this license, The Company is permitted to provide satellite network operator services by using their own network for 20 years starting from 26 June 2012 to 25 June 2032.

4.1.1 Operating Agreements and Joint Venture Agreements of the Company and Its Subsidiaries

(Please see details of the Company and its subsidiaries' Operating Agreements, Joint venture Agreements and Licenses in Attachment 9 Summary of Operating Agreements, Joint Venture Agreements and Licenses)

4.1.1.1 Agreement for the Operation of Domestic Communication Satellite

The Company was granted a 30-year Agreement for the operation of Domestic Communication Satellite from the Ministry to operate the national satellite project dated 11 September 1991. The operating agreement expires in 2021. The Company agrees to pay a percentage of its annual gross income or a total minimum remuneration of Baht 1,415 million to the Ministry throughout the 30- year agreement period.

4.1.1.2 Licenses

- Thaicom Public Company Limited
  - Telecommunication Business Type I License from the NBTC to operates without his or her own network for telecommunications services which are deemed appropriate to be fully liberalized, valid for 5 years from 16 August 2016 to 15 August 2021.

- Telecommunication Business Type III License from the NBTC to provide telecommunication network and services valid for service providers using their own network, valid for 20 years from 26 June 2012 to 25 June 2032.
- Internet Services Type I License from the NBTC to provide mobile Internet services and Co-location services without own network under the scope of Internet Services Type I License, valid for 5 years from 7 May 2015 to 6 May 2020

➢ Thai Advance Innovation Company Limited

- License to operate network services from the NBTC to provide satellite TV broadcasting network not requiring the use of frequency at the national level, valid for 15 years from 21 January 2013 to 20 January 2028
- License to operate TV satellite services - TV channel from the NBTC as follows:
  1. License to operate TV Broadcasting for D-Channel, valid for 5 years from 28 January 2016 to 27 January 2021
  2. License to operate TV Broadcasting for TV Lao, valid for 5 years from 24 November 2017 to 23 November 2022
  3. License to operate TV Broadcasting for Lao Star, valid for 5 years from 28 January 2016 to 27 January 2021

➢ TC Broadcasting Company Limited

- License to operate network services from the NBTC to provide satellite TV broadcasting as a network provider without the use of frequency at the national level, valid for 15 years from 4 March 2013 to 3 March 2028
- Telecommunication Services Type III License from the NBTC to provide telecommunication network and services, valid for 15 years from 10 November 2015 to 9 November 2030

4.1.2 Fixed Assets

4.1.2.1 Long-Term Leasing Agreements

(1) Land Leasing Agreement

The Company leases land located at 63/21 Rattanathibet Road, Kwang Bangkrasor, Amphur Muang Nonthaburi, Nonthaburi Province (formerly 41/103 Rattanathibet Road, Kwang Bangkrasor, Amphur Muang, Nonthaburi Province) from the Treasury Department of Nonthaburi province, Ministry of Finance,

for the construction of its office and satellite control station according to the operating agreement with a total area of 7 rai 3 ngan 14.80 square wah. Total leasing fee over the contract period is Baht 7,027,810

Summary of contract and obligations of leased area:

Contract Name	Property Land Leasing Agreement
Party Name	Ministry of Finance, by Ms. Supatra Songprateep, Treasury Officer of Nonthaburi receiving authority from the governor of Nonthaburi province, according to provincial order no. 441/2555 dated 9 July 2012
Term of Contract	3 years, commencing on 11 September 2018 and expiring on 10 September 2021
Essence of the Contract	1. The lessee agrees to lease the land to establish its teleport by paying an annual leasing fee in advance at the office of the lessor. 2. On the date of entering into the agreement, the lessor deposited Baht 7,027,810 as a guarantee for damages. 3. The lessee shall pay land and property tax, local development tax or any other tax, including fees and expenses within 15 days from the date of receiving notification from the lessor's officer. 4. The lessor shall insure the place against fire risk with Thipphaya Insurance Company Limited. The insured amount shall not be less than the replacement value of property and building, which at present are valued at Baht 108,788,536. The insurance premiums shall be paid by the lessee. 5. When the leasing agreement ends or terminates for any reason, the lessee shall return the leased land as well as giving the ownership of connecting equipment and the property and building equipment to the lessor.

(2) Treasury Department Land Leasing Agreement

The Company leases land for multipurpose buildings and microwave antennas from the Treasury Department of Nonthaburi province, Ministry of Finance. The total area leased is 1 ngan 83.3 square wah. Total leasing fee over the contract period is Baht 12,351,770.

Summary of contract and obligations of leased area:

Contract Name	Property Land Leasing Agreement
Party Name	Ministry of Finance, by Mr. Kasem Suksankrai, Treasury Officer of Nonthaburi receiving authority from the Director General of Treasury Department according to the Department order no. 259/2549 dated 1 May 2006
Term of Contract	26 years 11 Months and 12 Days, commencing on 30 September 1994 and expiring on 10 September 2021
Essence of the Contract	1. The lessee agrees to lease the land to establish multipurpose buildings and microwave antennas and shall pay an annual leasing fee in advance at the office of the lessor in February of every year. 2. On the date of entering into the agreement, the lessor deposited Baht 295,297 as a guarantee for damages 3. The lessee shall pay land and property tax, local development tax or any other tax, including fees and expenses within 15 days from the date of receiving notification from the lessor's officer.

(3) Building Leasing Agreement

The Company leases the buildings of the Thaicom Teleport & DTH Center, located at No. 50, Moo 1, Wat Jedee Hoi Road, Tambol Bor-ngern, Amphur Ladloomkaew, Pathumthani Province from OAI Management Company Limited (OAI) to be used as the Thaicom teleport. Term of contract is 3 years with total contract value of Baht 2,266,896.

Summary of contract and obligations of the building lease:

Contract Name	Thaicom Teleport & DTH Center Leasing Agreement
Party Name	OAI Management Company Limited
Term of Contract	3 years commencing on 1 January 2019 and expiring on 31 December 2021
Essence of the Contract	1. The lessor agrees to lease the Thaicom Teleport & DTH Center comprising a teleport, the generator building, a dormitory for working officers, canteen and parking area for 28 motor vehicles. 2. The lessor agrees to pay a leasing fee under this agreement at a rate of Baht 188,908 per month, the payment terms are as follows:

	3. At the end of the contract term, the lessor shall let the lessee further lease the place for 3 years each time under the agreed terms and conditions by giving prior written notice of not less than 90 days before the end of the contract term. The lessor may increase the fee by 15% or according to the economic conditions agreed by both parties. 4. In the event that the lessee defaults on their leasing fee payment, the lessee agrees to pay the landlord interest of 15% per year on the fee amount overdue. 5. On the date of entering into the agreement, the lessee shall deposit an amount equal to two months' rent under this agreement, amounting to Baht 377,816, to the lessor as a guarantee for damages and compliance to the terms of the contract, including the termination of the contract prior to the term. The lessor shall return the amount to the lessee without interest within 30 days of the occurrence of one of the following two events: a) The contract ends and the lessee does not fail to comply with the contract terms or b) Both parties agree to enter into a contract for the sale of the land and buildings of the Thaicom Teleport & DTH Center and complete transfer of ownership of said land and buildings to the buyer, and the lessor does not charge the lessee with any fees.

(4) Leasing Agreement on Building System Support Equipment

The Company leases building system support equipment of Thaicom Teleport & DTH Center, located at No. 50, Moo 1, Wat Jedee Hoi, Tambol Borngern, Amphur Ladlumkaew, Pathumthani Province from OAI Management Company Limited (OAI). The term of contract is 3 years with total contract value of Baht 8,319,864.

Summary of contract and obligations of the building system support equipment rental:

Contract Name	Leasing Agreement Building System Support Equipment
Party Name	OAI Management Company Limited
Term of Contract	3 years commencing on 1 January 2019, expiring on 31 December 2021

Essence of the Contract	1. The lessee agrees to lease building system support equipment of Thaicom Teleport & DTH Center on a 3-year term, the same as the building leasing agreement. 2. The lessee agrees to pay for building system support equipment at a rate of Baht 693,322 per month. 3. In the case that both parties agree to renew the land and buildings leasing contract, this contract will renew with the same contract period as the land and buildings leasing contract, The lessor may increase the fee by 15% or according to the economic conditions agreed by both parties. 4. In the event that the lessee defaults on their leasing fee payment, the lessee agrees to pay the landlord interest of 15% per year on the fee amount overdue. 5. On the date of entering into the agreement, the lessee shall deposit an amount equal to two months' rent under this agreement, amounting to Baht 1,386,644 to the lessor as a guarantee for damages and compliance to the terms of the contract, including the termination of the contract prior to the term. The lessor shall return the amount to the lessee without interest within 30 days of the occurrence of one of the following two events: a) The contract ends and the lessee does not fail to comply with the contract terms or b) Both parties agree to enter into a contract for the sale of the land and buildings of the Thaicom Teleport & DTH Center and complete transfer of ownership of said land and buildings to the buyer, and the lessor does not charge the lessee with any fees.

(5) Building Leasing Agreement of the SJ Infinite One Business Complex

The Company leases the buildings of the SJ Infinite One Business Complex, located at No. 349, 28th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok Province from WHA Business Complex Freehold and Leasehold Real Estate Investment Trust by KTAM to be used as the providing Technology Information & Communication Technology, Term of contract is 3 years with total contract value of Baht 7,512,860.

Summary of contract and obligations of the building lease:

Contract Name	Building Leasing Agreement
Party Name	WHA Business Complex Freehold and Leasehold Real Estate Investment Trust by KTAM
Term of Contract	3 years commencing on 1 January 2018 and expiring on 28 February 2021
Essence of the Contract	1. The lessor agrees to lease the SJ Infinite One Business Complex, on 28th Floor with a total area approximately 929 square meters 2. The lessor agrees to pay a leasing fee under this agreement at a rate of Baht 208,690 per month, in advance within the fifth date of every month. The fee for the first month shall be paid within 1 March 2018 3. At the end of the contract term, the lessor shall let the lessee further lease the place for 3 years each time under the agreed terms and conditions by giving prior written notice of not less than 6 months before the end of the contract term. The lessor may increase the fee by 15% or according to the economic conditions agreed by both parties. 4. In the event that the lessee defaults on their leasing fee payment, the lessee agrees to pay the landlord interest of 15% per year on the fee amount overdue. 5. On the date of entering into the agreement, the lessee shall deposit an amounting to Baht 626,071.68, to the lessor as a guarantee for damages and compliance to the terms of the contract.

(6) Service Agreement

The Company leases the buildings of the SJ Infinite One Business Cpmplex, located at No. 349, 28th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok Province from WHA Business Complex Freehold and Leasehold Real Estate Investment Trust by KTAM to be used as the providing Technology Information & Communication Technology, Term of contract is 3 years with total contract value of Baht 7,512,860.

Summary of contract and obligations of the building lease:

Contract Name	Service Agreement
Party Name	WHA Business Complex Freehold and Leasehold Real Estate Investment Trust by KTAM

Term of Contract	3 years commencing on 1 January 2018 and expiring on 28 February 2021
Essence of the Contract	1. The service receiver agrees to enter to the Service Agreement of SJ Infinite One Business Cpmplex on a 3-year term, the same as the building leasing agreement. 2. The service receiver agrees to pay a service fee under this agreement at a rate of Baht 313,035 per month in advance within the fifth date of every month. The fee for the first month shall be paid within 1 March 2018 3. In the event that the service receiver defaults on their leasing fee payment, the service receiver agrees to pay the interest of 1.5% per month on the fee amount overdue. 4. On the date of entering into the agreement, the service receiver shall deposit an amounting to Baht 939,107.52 to the service provider as a guarantee for damages and compliance to the terms of the contract.

4.1.2.2 Property and Equipment

As at 31 December 2019, there are no obligations on the property and equipment as per the Company's consolidated financial statements. Net property and equipment consist of the following:

Item	Estimated Useful Life (Years)	As at 31 December 2019 (Million Baht)
Leasehold lands & buildings	30 / 5-10	23
THAICOM 7	17.67	859
THAICOM 8	16	2,297
Equipment	5-10	104
Vehicles & office equipment	5	20
Total		**3,304**
Assets under construction		9
Total Property & Equipment		**3,313**

4.1.2.3 Intangible assets under operating agreement

Net Intangible assets under operating agreement as at 31 December 2019:

Type of Assets	Cost (Million Baht)	Years of Amortization	Net Book Value (Million Baht)
THAICOM 4	16,643	15.75	573
THAICOM 5	4,037	14.25	-
THAICOM 6	5,000	7.58	758
Satellite Control Equipment	95	5.00	19
IPSTAR Ground Equipment	78	15.75	7
TTC&M	161	27.50	9
Total	**26,013**		**1,366**

4.1.3 Intangible Assets

Intangible Assets as at 31 December 2019:

Type of Assets	Cost (Million Baht)	Years of Amortization	Net Book Value (Million Baht)
Patent, Copy Rights and the right to use equipment	1,509	Not exceeding 20	154
Software System	94	5 - 10	19
Goodwill	962	-	55
Total	**2,565**		**228**

4.2 Investment Policy on Investments in Subsidiaries and Affiliated Companies

The Company focuses on investments in its 3 main business segments: (1) Satellite and Related Services (2) Internet and Media Services (3) Telephone Business Abroad.

The Company emphasizes long-term investments by taking into account fundamental factors of the business in which it will invest as well as the business trend. Moreover, the Company has a policy to invest sufficiently to ensure management authority and to set the business direction in subsidiaries and associated companies.

In making any decision on investments, the Company has a business unit which is directly responsible for investment analysis. This function will work together with the related segment, financial and legal consultants to select businesses in which to invest. This process will minimize the risk that may arise from wrong decisions and avoid the disadvantage from the restrictions on joining the business management. Most importantly, the Company has a policy to strengthen each business in which it invests in all aspects to be able to stand on its own, especially in the field of finance and technology

development. The two are important factors for any telecommunications business operator in order to be prepared for competition in the international market.

After the Company has invested in any subsidiary or associated company, the responsible business unit and the related segment will closely monitor the business's operating results and performance. It then presents the analysis results and makes a comment or suggestion to the Board of Directors and the Executive Committee of the subsidiary or associated company. The information will be used to support policy setting and improve the business of the subsidiary or associated company so that it can keep growing further.

5. Legal Dispute

5.1 Income Tax Assessment in India

The Company began to provide transponder services to customers in India around the fourth quarter of 1997 after the THAICOM 3 was launched into orbit. Most of the customers were television broadcasters and internet service providers. In 2000, the Income Tax Authority of India notified the Company that the income from transponder services was considered a royalty from which a withholding tax at the rate of 15% should be deducted. The Authority made an assessment of the income tax demanded from the Company for the assessment year 1998-1999 (1 April 1997 – 31 March 1998). The Company sent a letter to the Income Tax Authority of India to clarify that the Company considered the income from transponder services as business income and the Company had no permanent establishment (P.E) in India, hence, such income was not taxable in India. The Income Tax Authority of India, however, affirmed its position and continued with assessments of the Company's income tax liability in India. The Company appealed the assessment of the Income Tax Authority of India with the Income Tax Appellate Tribunal ("ITAT") on the ground that the income from transponder services was not a royalty. In 2006, ITAT decided in the case of PanAmSat on the same issue, namely that income which comes from transponder services is a business income rather than royalty. The Company's legal and tax consultant in India is of the opinion that ITAT and the High Court of India will give their decisions in favour of the Company, and that the Company will have no income tax liability in India from such income. The Company also requested the Thai Ministry of Finance to enter into discussions with the Ministry of Finance/Income Tax Authority of India using the mutual agreement procedure under Article 25 of the Double Tax Avoidance Agreement between Thailand and India to reach an understanding whether income from transponder services is a royalty or business income.

The Indian tax assessment officer has assessed the income tax, surcharge, educational tax and interest from the revenue received from the customers in India at the total amount of INR 859.4 million (approximately Baht 439 million) and levied penalty in the amount of INR 566.1 (approximately Baht 289 million) for the Assessment Year ('AY') 1998-1999 to 2012-2013 (1 April 1997 to 30 March 2012).

On 16 October 2009, the ITAT Special Bench gave its ruling on the Company's appeal and that of another satellite company: SES New Skies Satellite ("NSS") on the assessment by the Revenue Department of India and the Commissioner of Income Tax (Appeals) or CIT(A) on whether or not the revenues realized from transponder services constituted a 'royalty' or business income. The ITAT Bench concluded that the use of transponder services constituted a "process" and the revenue from the transponder service is a royalty, and as a result, withholding tax must be paid at the rate proscribed by law. However, the ITAT Special Bench's ruling covers only the income tax and interest payable, and excludes the penalty with interest.

The Company's tax agent in India received the official copy of the ITAT Special Bench ruling on 11 November 2009, and the Company had the right to file an appeal against the ITAT Special Bench ruling with the High Court within 120

days. The Company's tax consultant in India felt that the opinion and ruling of the ITAT Special Bench might not be correct, and that it should be challenged, as the ruling is contrary to previous applicable judgements of the High Court in cases related to telecommunications services. The Company is comparable in terms of its business operations, and as such, the Company should file an appeal against the ruling with the High Court. The Company filed an appeal against the ITAT Special Bench's ruling with the High Court of Delhi in early December 2009.

On 31 January 2011, the High Court of Delhi passed judgement on AsiaSat's case, ruling that the income received by AsiaSat from non-resident customers in India are not taxable, as such income does not constitute a royalty payment, but instead is regarded as income from transmission services provided.

On 17 February 2011, the High Court of Delhi ruled that the decision by the ITAT Special Bench, declaring that the income from transponder service is a royalty, was not correct as it is contrary to the High Court of Delhi's judgement in the AsiaSat case. The High Court ordered the return of the Company's appeal to ITAT for re-consideration and to bring their judgment in line with the principle of law as ruled in the AsiaSat case.

On 4 March 2011, ITAT made a decision that the Company's income from transponder services in India was not a royalty, and as there was no permanent establishment in India, such income is free of taxes in India. ITAT also ruled that the interest and penalty fees already assessed by the Revenue Department of India were to be nullified, and the penalty fees assessed and requested for the years 1998-1999, 1999-2000, 2000-2001, 2001-2002 and 2002-2003 by the Revenue Department of India against the Company to be cancelled. The Revenue Department of India did not appeal against ITAT's decision on the penalty issue for the said assessment years with the High Court of Delhi. To that end, ITAT's decision on the penalty assessment is final. On 30 December 2011, the Revenue Department of India refunded the deposit guarantee which was placed by the Company for the payment of penalties for the assessment years 1998-1999 to 2001–2002 in the amount of INR 162.4 million (approximately Baht 83 million).

As per ITAT's decision as stated in the preceding paragraphs, the Company is in the process of requesting the refund of its guarantee money and withholding tax money already previously submitted to the Revenue Department of India. The withholding tax money which was the responsibility of the Company's customers to collect on behalf of the Company, will be refunded to those customers after the final judgment of the Supreme Court of India.

On 28 September 2011, the Revenue Department of India filed an appeal with the Supreme Court of India against the High Court of Delhi's Judgment, which had ruled that ITAT Special Bench's judgment on the income from transponder service is a royalty was incorrect. The Supreme Court of India issued a letter dated 9 November 2011, to inform the agent of the Company's tax consultant of the appeal.

Currently, the matter is in process, awaiting the Supreme Court of India's consideration.

5.2 Case in which the Court ordered the Company to be made a defendant jointly with Ministry of Information and Communication Technology ("MICT") and the National Telecommunication Commission ("NTC")

On 19 April 2007, Mr. Supong Limthanakul filed a lawsuit against MICT and NTC with the Central Administrative Court claiming that the two government agencies were negligent in the performance of their duties by not investigating whether the Company was carrying on telecommunication business in breach of the laws after the sale of Shin Corporation Plc.(1)'s shares to a new shareholder.

On April 28, 2009, the CAC issued an order making the Company the 4th respondent in the case and the Company filed the Statement of Defence with supporting evidence with the Central Administrative Court in July 2009.

On 10 June 2011, the Central Administrative Court delivered its judgement, dismissing the case on the ground that the Company was not on alien under the Foreign Business Act 1999, and the refusal by MICT to terminate the Operating Agreement with the Company did not constitute failure to perform its duty. Mr. Supong Limthanakul filed an appeal against the CAC's judgement with the Supreme Administrative Court on 8 July 2011. On 23 September 2011, the Company filed an argument against appeal with the Supreme Administrative Court. Currently, the matter is still pending consideration by the Supreme Administrative Court.

5.3 Legal dispute between IPSTAR Australia and SkyMesh

SkyMesh Pty Ltd (now APS Satellite Pty Ltd) filed a suit against IPSTAR Australia Pty Ltd (IPA), a subsidiary of the Company, seeking recovery of costs incurred due to defective satellite receiver equipment imported by IPA for sale in Australia since 2011.

On 28 December 2016, the Supreme Court of New South Wales in Sydney, Australia ordered IPA to pay for the recovery of said costs in the amount of AUD 5,320,159 with interest. IPA appealed against the judgement of the the Supreme Court of New South Wales in Sydney.

On 16 February 2018, the Appeal Court ordered to dismiss the appeal of IPA. The case was, therefore, final according to the laws of Australia. The court is considering the total costs and expenses of the case.

5.4 Legal dispute between Thaicom and AsiaSat

This case was brought before an arbitrators in the Hong Kong Special Administrative Region by Asia Satellite Telecommunications Company Limited and Thaicom Public Company Limited in 2016 to resolve a disagreement over the interpretation of certain terms of a cooperation agreement between the two companies.

On 11 October 2017, the arbitration issued its award that the interpretation of certain terms of cooperation agreement by the Company is correct.

However, after the award of the arbitral tribunal, there are some disputes according to the obligations stated in the agreement. Therefore, the Company submitted the case for the second arbitration. The case is now on the arbitration process.

5.5 Legal dispute between Thaicom and Ministry of Digital Economy and Society

On 5 October 2017, the Company received a letter from the Ministry of Digital Economy and Society (the "Ministry") stating that THAICOM 7 and THAICOM 8 satellites were the satellites under the Operating Agreement on Domestic Communication Satellite dated 11 September 1991 between Intouch Holdings Public Company Limited ("INTOUCH"), which is a major shareholder of the Company holding 41.14 percent, and the Ministry (formerly known as the Ministry of Information and Communication Technology (MICT)) (the "Agreement"), which INTOUCH established the Company to operate works under the Agreement. In this regard, the letter from the Ministry stated a request for the full compliance with the Agreement on an urgent basis; e.g. transfer of ownership and delivery of assets, procurement of the backup satellite(s), payment of overdue revenue sharing, and property insurance.

The Extra-Ordinary Board of Directors' Meeting of the Company No. 11/2017 held on 24 October 2017 (the "Meeting") considered such letter and consulted with the Company's legal advisor and then opined that THAICOM 7 and THAICOM 8 satellites were not the satellites under the Agreement as the procedures of THAICOM 7 and THAICOM 8 satellites fell under the scope of license received from the National Broadcasting and Telecommunications Commission. Moreover, the Company has fully complied with the terms and conditions of the Agreement and has not proceed with any operations against or violating the Agreement. Therefore, the Company had a different opinion from the Ministry on THAICOM 7 and THAICOM 8 satellites. Accordingly, the Meeting resolved that the Company submit to an arbitrator the dispute, resulting from the terms of and compliance with the Agreement and that the parties thereto have not been able to resolve it, for further settlement. This is in accordance with Clause 45.1 of the Agreement and the Company has submitted the dispute to the Arbitration Institute on 25 October 2017, as appeared in the Black case no. 97/2560.

During a period that the dispute is pending arbitration proceedings, the Company does not have any duties to comply with any of the foregoing requests made by the Ministry until an award is rendered. During the arbitration process, the Ministry submitted petition to the Central Administrative Court to consider whether the arbitral tribunal had the jurisdiction over the case. The Central Administrative Court is now considering the case. For the arbitration, both parties is waiting for the first meeting of the tribunal to define the time frame and the issues of the case.

Remark:

(1) Currently Intouch Holdings Public Company Limited

6. General Information and Other Information

6.1 General Information

(1) General Information of Thaicom Public Company Limited

Company's Name	:	Thaicom Public Company Limited
Symbol	:	THCOM
Industry	:	Technology
Sector	:	Information and Communication Technology
Type of Business :	:	The Company operates 3 different main sectors as follows: 1. Satellite and Related Services 2. Internet and Media Services 3. Telephone Business Abroad
Company's Registration Number	:	0107536000897 (formerly number Bor Mor Jor. 163)
Registered Office	:	414 Phahonyothin Road, Samsen Nai Sub-District, Phaya Thai District, Bangkok 10400
Branch Office	:	(1) 63/21 Rattanathibet Road, Bang Kraso Sub-District, Mueang Nonthaburi District, Nonthaburi Province 11000 (2) 50 Moo 1, Bo Ngoen Sub-District, Lat Lum Kaeo District, Pathum Thani Province 12140
สถานที่ติดต่อ		SJ Infinite One Business Complex, No. 349, 28th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok
Registered Capital	:	Baht 5,499,884,200 Divided into ordinary share at 1,096,101,954 shares (as of 31 December 2019)
Paid-Up Capital	:	Baht 5,480,509,770 Divided into ordinary share at 1,096,101,954 shares (as of 31 December 2019)
Par Value	:	Baht 5 per share
Telephone Number	:	(66) 2596 5060
Fax	:	(66) 2591 0705
Company's Website	:	www.thaicom.net

(2) Information of juristic persons in which the Company held more than 10% of fully paid-up capital [1]

Name and Details of Company	Type of business	Registered Capital	Number of shares issued	Par Value	Paid-up Capital	% of Shareholding
Satellite and Related Services						
IPSTAR Company Limited (IPSTAR) Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands	Providing THAICOM 4 transponder services	USD 2,000,000	200,000,000 shares	USD 0.01	USD 2,000,000	100
IPSTAR New Zealand Limited (IPNZ) 24 Unity Drive North, Abany, Auckland 0757, New Zealand Tel. (649) 414 5920 Fax (649) 414 5922	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in New Zealand	NZD 3,196,133	3,196,133 shares	NZD 1	NZD 3,196,133	100
IPSTAR Australia Pty Limited (IPA) 5 George Place, Artarmon, NSW 2064, Australia Tel. (612) 8458 0500 Fax (612) 8006 5592	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in Australia	AUD 6,950,000	6,950,000 shares	AUD 1	AUD 6,950,000	100
Orion Satellite Systems Pty Limited (OSS) (100% shares held by IPA) Level 2, 231 Adelaide Terrace, Perth, WA 6000, Australia Tel. (61) 8 9225 7800 Fax (61) 8 9225 7811	Providing satellite communication services and business solutions	AUD 13,374,571	1 share 5,960,354 shares	AUD 7,414,217 AUD 1	AUD 13,374,571	100
IPSTAR International Pte Limited (IPIN) 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel. (65) 6338 1888 Fax (65) 6337 5100	Providing THAICOM 4 transponder services and sale of satellite equipment of THAICOM 4	SGD 20,000	20,000 shares	SGD 1	SGD 20,000	100
IPSTAR Global Services Limited (IPGS) Intercontinental Trust Limited Level 3,Alexander House, 35, Cybercity, Ebene, Mauritius Tel. (230) 213 9800 Fax (230) 210 9168	Providing THAICOM 4 transponder services	USD 20,000	20,000 shares	USD 1	USD 20,000	100
IPSTAR Japan Company Limited (IPJ) 1231-1 Hio, Oganomachi, Chichibu-gun, Saitama, Japan Tel. +813-6279-0933 Fax +813-6279-0934	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in Japan	JPY 100,000,000	10,000 shares	JPY 10,000	JPY 100,000,000	100
IPSTAR (India) Private Limited (IPI) 408-409, II FLOOR, ABW TOWER,, M.G. ROAD, IFFCO CHOWK, GURGAON - 122002, Haryana, INDIA	Sale of satellite equipment and providing technical support in relation satellite business	30,000,000 Rs.	30,000,000 shares	1 Rs.	30,000,000 Rs.	100

Name and Details of Company	Type of business	Registered Capital	Number of shares issued	Par Value	Paid-up Capital	% of Shareholding
Star Nucleus Company Limited (STAR) Trident Chambers, P.O. Box 146, Road Town, Tortolar, British Virgin Islands	Providing engineering and development services, technology and electronics	USD 50,000	10 shares	USD 1	USD 10	100
TC Broadcasting Company Limited (TCB) 414 Phaholyothin Road, Samsen Nai Sub- istrict, Phaya Thai District, Bangkok Tel. (66) 2596 5060	Providing broadcasting, television and telecommunication services	THB 1,000,000	100,000 shares	THB 10	THB 250,000	99.99
International Satellite Company Limited (ISC) Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius	Providing THAICOM 7 and THAICOM 8 transponder services	USD 50,000	50,000 shares	USD 1	USD 50,000	100
TC Global Services Company Limited (TCGS) 12th Floor, Standard Chartered Tower, 19, Cybercity, Ebene, Mauritius	Providing technology services	USD 50,000	50,000 shares	USD 1	USD 50,000	100
Internet and Media Services						
Thai Advance Innovation Co., Ltd. (Thai AI) 414 Phaholyothin Road, Samsen Nai Sub-District, Phaya Thai District, Bangkok Tel. (662) 950-5005 Fax (662) 591-0708 Website www. thaiai.co.th	Sale of direct television equipment, providing system integration consultancy service for broadband network and broadband content services	THB 398,791,470	39,879,147 shares	THB 10	THB 398,791,470	99.99
Telephone Business Abroad						
Shenington Investments Pte Limited (SHEN) 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel. (65) 6338 1888 Fax (65) 6337 5100	Holding company for investment in international telecommunications	SGD 14,658,000	14,658,000 shares	SGD 1	SGD 14,658,000	51
Lao Telecommunications Public Company (LTC) Lanexang Avenue 0100, Vientiane, Lao People's Democratic Republic Tel. (856) 2121 6465-6 Fax (856) 2121 9690	Providing fixed line, mobile phone, public phone, public international facilities and Internet services in Lao PDR	USD 96,840,000	96,840,000 shares	USD 1	USD 96,840,000	24.99

Name and Details of Company	Type of business	Registered Capital	Number of shares issued	Par Value	Paid-up Capital	% of Shareholding
Tplus Digital Company Limited (2) (100% share held by LTC) 23 Singha Road, Phonexay Village, Saysettha District, Vientiane Capital Tel. (020) 7780 0700 Fax (020) 7780 0701	Providing fixed line, mobile phone in Lao PDR	USD 500,000	500,000 shares	USD 1	USD 500,000	100

Remarks:

(1) Information as of 31 December 2019

(2) Vimpelcom Company Limited has changed its name to Tplus Digital Company Limited, registered on 2 September, 2019.

(3) Reference Persons

Security Registrar	:	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building 93 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel. : (66) 2009 9000 Fax : (66) 2009 9991 www.set.or.th/tsd
Bond Registrar and Paying Agent	:	Bank of Ayudhya Public Company Limited 1222 Rama III Road, Bang Ohongphang, Yan Nawa, Bangkok 10120 Tel. : (66) 2296 2000 Fax : (66) 2683 1304 Call Center: 1572 www.krungsri.com
Auditor	:	Mr. Chavala Tienpasertkij Certified Public Accountant Registration Number 4301 Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23rd – 27th Floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel. : (66) 2034 0000 Fax : (66) 234 0100 www.deloitte.com

6.2 Other Information

-None-

6.3 Investor Information

Investors should contact the Investor Relations Department to request information about Thaicom Plc:

Investor Relations,

Thaicom Public Company Limited

63/21 Rattanathibet Road, Nonthaburi 11000

Telephone	: (66) 2596 5068
Fax	: (66) 2591 0705
Email	: ir@thaicom.net
Website	: www.thaicom.net
Social Network	: Facebook : Thaicom PLC.

THAICOM is listed on the Stock Exchange of Thailand (SET)

SET ticker	THCOM
Reuters	THCOM.BK
Bloomberg	THCOM TB

Foreign limit	: 40%
Fiscal year ends	: December 31
External Auditor	: Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

For additional information, please visit the Company's Form 56-1 at www.sec.or.th or the Company's website.

Part 2

Management and Corporate Governance

7. Securities Information and Shareholders

7.1 Registered Capital and Paid-up Capital

(1) Ordinary Shares

Registered Capital and Paid-up Capital as of 31 December 2019

Registered Capital:	Baht 5,499,884,200
	Divided into 1,096,101,954 ordinary shares
	At par value of 5 Baht per share
Paid-up Capital:	Baht 5,480,509,770
	Divided into 1,096,101,954 ordinary shares
	At par value of 5 Baht per share

(2) Non-Ordinary Share

-None-

7.2 Shareholders

(1) Name of major shareholders

(a) List of top 10 major shareholders of Thaicom Public Company Limited as at the latest book closing date on 22 February 2019 as follows:

No.	Name	Number of Shares	% of shareholding
1.	INTOUCH HOLDINGS PLC.	450,870,934	41.13
2.	STATE STREET EUROPE LIMITED	71,021,966	6.48
3.	Thai NVDR Co., Ltd.	36,159,162	3.29
4.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	20,808,277	1.89
5.	Mr. Narit Jia-Arpa	18,150,000	1.65
6.	Mr. Wachira Tayanaraporn	16,800,000	1.53
7.	CITIBANK NOMINEES SINGAPORE PTE LTD-LEMBAGA TABUNG HAJI-ASIA PACIFIC	15,520,000	1.41
8.	Mr. Chawalit Visarankul	11,319,000	1.03
9.	CREDIT SUISSE AG, SINGAPORE BRANCH	8,281,500	0.75
10.	NORTRUST NOMINEE LTD-CL AC	6,158,900	0.56
	Total	655,089,739	59.77

Source: Thailand Securities Depository Company Limited

(b) The major shareholders whose behaviours have had a significant influence on the operational policies or management of the company

- Thaicom Public Company Limited held by Intouch Holdings Public Company Limited ("INTOUCH") in the amount of 450,870,934 shares, or 41.13% of the Company's paid-up capital (as of 22 February 2019). INTOUCH is a holding company, its operation is investment in telecom, media, and technology. There are presently three principal business units: Wireless Telecommunications, Satellite and International Businesses, and Other Businesses. Major shareholder of INTOUCH as of 20 August 2019 are as follows:

	Name (1)	No. of Shares	% of shareholding
1.	SINGTEL GLOBAL INVESTMENT PTE LTD 1)	673,348,264	21.00
2.	THAI NVDR COMPANY LIMITED 2)	532,380,897	16.60
3.	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	320,283,660	9.99
4.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	128,425,755	4.01
5.	SOCIAL SECURITY OFFICE	43,537,600	1.36
6.	KRUNGSRI DIVIDEND STOCK LTF	38,737,100	1.21
7.	UBS AG LONDON BRANCH	28,245,994	0.88
8.	MR. PERMSAK KENGMANA	27,829,500	0.87
9.	STATE STREET EUROPE LIMITED	24,515,815	0.76
10.	KRUNGSRI DIVIDEND STOCK FUND	20,869,600	0.65

Remarks: 1) Singtel Global Investment Pte. Ltd. is an indirect subsidiary of Singapore Telecommunications Ltd., of which Temasek Holdings Pte. Ltd. holds 49.81%. (Source: Singapore Telecommunications Ltd.'s Annual Report for 2019.)

2) The information on investors, which is shown on the SET website (www.set.or.th.) under Thai NVDR Co., Ltd. as of 20 August 2019, is as follows:

	Name	Number of NVDR units	Percentage of investment
1.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	66,622,317	2.08
2.	STATE STREET EUROPE LIMITED	49,442,891	1.54
3.	STATE STREET BANK AND TRUST COMPANY	49,112,000	1.53
4.	N.C.B. TRUST LIMITED-NORGES BANK 1	28,789,872	0.90
5.	GIC PRIVATE LIMITED	28,471,700	0.89
6.	N.C.B. TRUST LIMITED-NORGES BANK 5	24,081,100	0.75
7.	SOUTH EAST ASIA UK (TYPE A) NOMINEES LIMITED	20,081,488	0.63
8.	OTHER SHAREHOLDERS	265,779,529	8.29
	Total	532,380,897	16.60

Limitation on shares held by foreigners

There is a limitation on the number of shares which may be held by foreign investors in the Company as per Article 11 of the Company's Articles of Association as follows:

"The Company's shares are freely transferable. However, the aggregate number of share of the Company held by aliens at any one time shall not exceed forty percent of the total issued shares of the Company.

Aliens may acquire newly-issued shares of the Company in excess of the limit prescribed in the first paragraph of this Article by subscription of new shares issued and offered by the Company in their entirety to specific individual and/ or institutional investors pursuant to the Notification of the Securities and Exchange Commission, Re: Private Placement, (as amended from time to time) (including shares dividend or new shares issued to the shareholders under this second paragraph), provided that the aggregate number of shares held by aliens in such case together with those shares held by aliens under the first and second paragraphs of this Article shall be less than half of the total issued shares of the Company. This restriction shall be applicable to all subsequent transfers"

(2) Agreement among major shareholders

- None -

7.3 Other Securities Issuance

(1) Warrants to purchase the Company's ordinary shares issued to directors and employee of the Company and/or its Subsidiaries

As of 31 December 2019, the Company has Warrants program: Program to issue and offer Warrants to purchase of the Company's ordinary shares to directors and employees of the Company and its subsidiaries ("Warrant Program")

(a) The Annual General Meeting of Shareholders for the year 2016 held on 30 March 2016 resolved to approve the issuance and offering of Warrants to directors and employees of the Company and its Subsidiaries ("Warrants Program") in the amount not exceeding 1,074,300 units. Significant information related to this isse is summarized below:

Securities Type	:	Warrants to purchase the ordinary shares of Thaicom Public Company Limited
Type of Warrants	:	Warrants to purchase the Company's ordinary shares with specified name and non-transferable (unless as provided under terms and conditions of the Warrants)
Number of Warrants to be Offered	:	Not exceeding 1,074,300 units

Number of Reserved Shares	:	Not exceeding 1,074,300 shares (at the par value of 5 Baht per share)
Offer Price per Unit	:	Baht 0 (zero Baht)
Term	:	Not exceeding 5 years from the date of issuance and offering
Issue Date	:	6 June 2016
Maturity Date	:	1 June 2020
Exercise Ratio	:	One unit of Warrant per one ordinary share, subject to change according to the conditions for adjustment of rights as prescribed under the terms and conditions of the Warrants.
Exercise Price	:	Baht 25.918 per shares
Exercise Date of the Warrants	:	The Warrant holders are entitled to exercise their rights to purchase the newly issued ordinary shares of the Company on the exercise date as follows: (1) Exercise Date No. 1 on 3 June 2019 (2) Exercise Date No. 2 on 1 June 2020 (3) Exercise Date No. 3 (Last Period) any day during the period of 25 – 31 May 2021

(b) The Annual General Meeting of Shareholders for the year 2015 held on 26 March 2015 resolved to approve the issuance and offering of Warrants to directors and employees of the Company and its Subsidiaries (“Warrants Program”) in the amount not exceeding 1,085,300 units. Significant information related to this isse is summarized below:

Securities Type	:	Warrants to purchase the ordinary shares of Thaicom Public Company Limited
Type of Warrants	:	Warrants to purchase the Company’s ordinary shares with specified name and non-transferable (unless as provided under terms and conditions of the Warrants)
Number of Warrants to be Offered	:	Not exceeding 1,085,300 units
Number of Reserved Shares	:	Not exceeding 1,085,300 shares (at the par value of 5 Baht per share)
Offer Price per Unit	:	Baht 0 (zero Baht)
Term	:	Not exceeding 5 years from the date of issuance and offering
Issue Date	:	5 June 2015
Maturity Date	:	1 June 2020

Exercise Ratio	:	One unit of Warrant per one ordinary share, subject to change according to the conditions for adjustment of rights as prescribed under the terms and conditions of the Warrants.
Exercise Price	:	Baht 37.626 per shares
Exercise Date of the Warrants	:	The Warrant holders are entitled to exercise their rights to purchase the newly issued ordinary shares of the Company on the exercise date as follows: (1) Exercise Date No. 1 on 1 June 2018 (2) Exercise Date No. 2 on 31 May 2019 (3) Exercise Date No. 3 (Last Period) any day during the period of 25 – 31 May 2020

(c) The Annual General Meeting of Shareholders for the year 2014 held on 27 March 2014 resolved to approve the issuance and offering of Warrants to directors and employees of the Company and its Subsidiaries ("Warrants Program") in the amount not exceeding 1,197,700 units. Significant information related to this isse is summarized below:

Securities Type	:	Warrants to purchase the ordinary shares of Thaicom Public Company Limited
Type of Warrants	:	Warrants to purchase the Company's ordinary shares with specified name and non-transferable (unless as provided under terms and conditions of the Warrants)
Number of Warrants to be Offered	:	Not exceeding 1,197,700 units
Number of Reserved Shares	:	Not exceeding 1,197,700 shares (at the par value of 5 Baht per share)
Offer Price per Unit	:	Baht 0 (zero Baht)
Term	:	Not exceeding 5 years from the date of issuance and offering
Issue Date	:	5 June 2014
Maturity Date	:	1 June 2019
Exercise Ratio	:	One unit of Warrant per one ordinary share, subject to change according to the conditions for adjustment of rights as prescribed under the terms and conditions of the Warrants.
Exercise Price	:	Baht 38.265 per share
Exercise Date of the Warrants	:	The Warrant holders are entitled to exercise their rights to purchase the newly issued ordinary shares of the Company on the exercise date as follows:

(1) Exercise Date No. 1 on 1 June 2017

(2) Exercise Date No. 2 on 31 May 2018

(3) Exercise Date No. 3 (Last Period) any day during the period of 25 – 31 May 2019

(2) Debenture

As of 31 December 2019, the Company had 4 outstanding debentures, namely: THCOM190A, THCOM190B, THCOM210A and THCOM210B which not exceeding than 4.55 million units, equivalent to Baht 4,550 million. The debentures were registred and are traded on the Thai Bond Market Association Detials of the debenture are as follows:

Debenture of Thaicom Public Company Limited				
	No.1/2557 Series 1 THCOM190A	No.1/2557 Series 2 THCOM210A	No.1/2557 Series 3 THCOM190B	No.1/2557 Series 4 THCOM210B
Debenture Type	Debenture entered in a name, unsubordinate and unsecured with bond shareholder representative			
Distribution	Public Offering		Institutional Investors and Private Placement	
Term	5 year from the issue dated	7 year from the issue dated	5 year from the issue dated	7 year from the issue dated
Total Issue Size	Baht 600,000,000	Baht 600,000,000	Baht 1,775,000,000	Baht 1,775,000,000
Total Issue Offering	600,000 units	600,000 units	1,775,000 units	1,775,000 units
Par Value Per Unit	Baht 1,000			
Offer Price Per Unit	Baht 1,000			
Issue Date	2 October 2014			
Maturity Date	2 October 2019	2 October 2021	2 October 2019	2 October 2021
Coupon Rate	Fixed 4.28% p.a.	Fixed 4.68% p.a.	Fixed 4.28% p.a.	Fixed 4.68% p.a.
Payment Frequency	Semi-annually at 2 April and 2 October yearly			
Registrar and Paying Agent	Bank of Ayudhaya Public Company Limited			
Rating	A- (Negative)			

7.4 Dividend Policy

A. Dividend policy of the Company

The Board of Directors of the Company may recommend annual dividends, subject to the approval of the Company's shareholders, at an Annual General Meeting. From time to time, the Company's Board of Directors may declare interim dividends. The current policy of the Board of Directors of the Company is to recommend to our shareholders a dividend of not less than 40% of stand-alone net profits, and shall not exceed the retained

earnings as shown in the Company's Financial Statement. However, the dividend payment shall not materially affect our investment plans and operations, and depends on cash flows as well as any other future obligations of the Company and subsidiaries and any obligations with the financial institutions.

B. Dividend policy of the subsidiaries and associated companies

The Company's subsidiaries and associated companies have dividend policies in line with that of the Company. The Board of Directors of the Company and those of its subsidiaries and associated companies will consider and propose dividend payments to shareholders for approval, subject to their investment plans and financial needs or unless the payment of dividends would materially affect their operations.

3-year dividend payment history of the Company are as follows:

Details of dividend payment	2019	2018 [1]	2017
Earnings per Share (Baht)	(2.05)	0.21	(2.42)
Dividend per Share (Baht)	0.20	1.36	-
Dividend Payout Ratio (%)	-	649	-

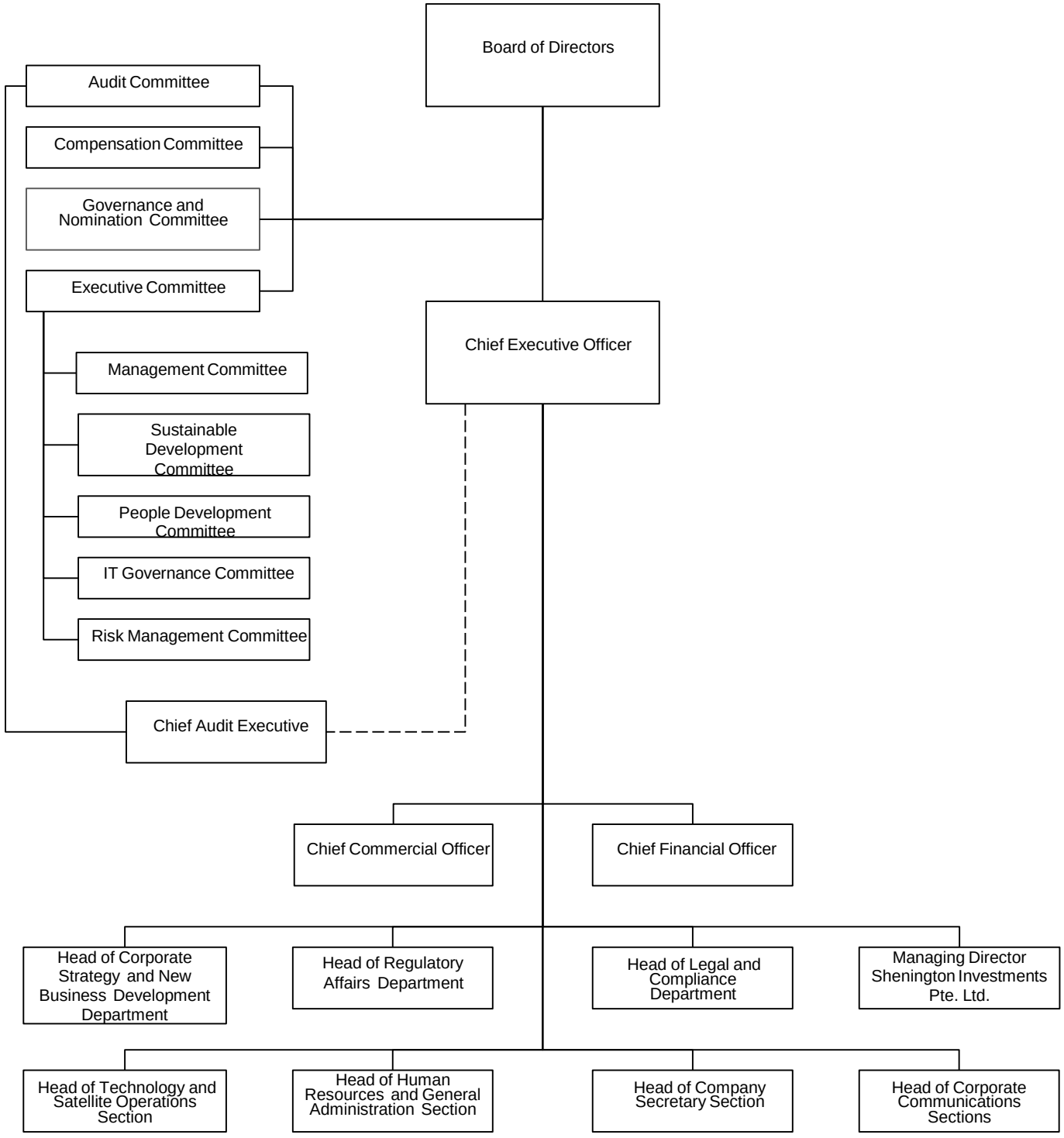
Remark:

[1] The 2018 Annual General Meeting of Shareholders on 28 March 2018 has passed the resolution to approve no appropriation of the net profit and no dividend payment for to year 2017 due to the Company's net loss and approve the interim dividend payment for performance during the period of 1-31 January 2018 of 1.36 Baht per share, which was appropriated from the net profit from selling of CS Loxinfo Public Company Limited.

8. Management Structure

Management Structure*

Thaicom Public Company Limited



*Management Structure as of 16 May 2019

8.1 Board of Directors

The Articles of Association of the Company specifies that the Company must have a Board of Directors which consists of no less than 5 persons with proper qualifications under the law. No less than half of the Board of Directors shall have residency in the Kingdom of Thailand. The Board of Directors shall perform their duties in conformity with the law, the Company's objectives and the Articles of Association as well as the resolutions of shareholder meetings.

As of 31 December 2019, the Company's Board of Directors comprises the following 9 members:

Name of Directors	Position	Date of Appointment [1]
1. Mr. Prasert Bunsumpun	Chairman (Independent Director)	1 October 2015
2. Mrs. Patareeya Benjapolchai	Independent Director and Chairman of the Audit Committee, and Member of the Governance and Nomination Committee	30 March 2016
3. Mrs. Charintorn Vongspootorn	Independent Director, Member of the Audit Committee, and Chairman of the Compensation Committee	8 December 1988
4. Prof. Samrieng Mekkriengkrai	Independent Director, Member of the Audit Committee, Member of the Compensation Committee, and Chairman of the Governance and Nomination Committee	10 August 2007
5. Mr. Somprasong Boonyachai	Director	11 August 2006
6. Mr. Kwek Buck Chye	Director, Member of the Governance and Nomination Committee, and Member of the Executive Committee	27 March 2015
7. Mr. Anek Pana-Apichon	Director and Chairman of the Executive Committee, and Member of the Compensation Committee	1 July 2017
8. Mr. Anant Kaewruamvongs	Director, Member of the Executive Committee	1 May 2018
9. Mr. Phuwieng Prakhammintara[2]	Director	2 April 2019

Remarks

[1] Date of Appointment means the first date appointed as a Director of the Company.

[2] Mr. Phuwieng Prakhammintara was appointed as Director, Representative from Ministry of Digital Economy and Society in replacement of Mrs. Arthidtaya Sutatam who resigned, by the resolution of the Board of Directors Meeting No. 4/2019 held on 2 April 2019, effective from 2 April 2019.

Authorized Directors of the Company

The directors who are authorized to sign on behalf of the Company are Mr. Anant Kaewruamvongs and Mr. Anek Pana-Apichon, who must jointly sign and affix the Company's seal.

Board of Directors' Attendance

In 2019, the Board of Directors (Board) held total of 9 meetings included of regular and extra meetings with the details of attendance for each director shown below:

Name of Directors	Meeting Attended / Total Meetings (Time)		Remarks
	AGM 2019	BOD Meeting	
1. Mr. Prasert Bunsumpun	Present	9/9	
2. Mrs. Charintorn Vongspootorn	Present	9/9	
3. Prof. Samrieng Mekkriengkrai	Present	9/9	
4. Mrs. Patareeya Benjapolchai	Present	9/9	
5. Mr. Somprasong Boonyachai	Present	8/9	
6. Mr. Kwek Buck Chye	Present	9/9	
7. Mr. Anek Pana-Apichon	Present	9/9	
8. Mr. Anant Kaewruamvongs	Present	9/9	
9. Mr. Phuwieng Prakhammintara(1)	-	3/5(1)	Not in the position for a full year

Remarks

(1) Mr. Phuwieng Prakhammintara was appointed as Director, Representative from Ministry of Digital Economy and Society in replacement of Mrs. Arthidtaya Sutatam, by the resolution of the Board of Directors Meeting No. 4/2019 held on 2 April 2019 and she resigned because of her retirement.

For the annual Non-Executive Directors Meeting, it was scheduled to be on 29 January 2020, in order to be in line with the meeting's agenda, the agenda of this meeting will be the assessment of Chief Executive Officer's performance for year 2019 and discussion on the Company's turnaround strategy.

8.2 Management

According to the Company's Management Structure as of 16 May 2019, the Company's management as defined by Notification of the Securities and Exchange Commission, consists of the following 8 executives:

Name of Executive	Position
1. Mr. Anant Kaewruamvongs	Chief Executive Officer
2. Mr. Anuwat Sanguansappayakorn	Chief Financial Officer
3. Mr. Patompob Suwansiri	Chief Commercial Officer
4. Mr. Wichai Kittiwittayakul	Chief Audit Executive

Name of Executive	Position
5. Dr. Sakon Kittivatcharapong	Head of Marketing and Business Development Department
6. Mr. Ekachai Phakdurong	Head of Regulatory Affairs Department
7. Mrs. Pannee Nivasnanda	Head of Financial Department
8. Mr. Salil Charuchinda(1)	Head of Legal and Compliance Department

Remark

(1) Mr. Salil Charuchinda was appointed as Head of Legal and Compliance Department since 1 April 2019, therefore Mr. Salil Charuchinda considered as the Company's Management as defined by Notification of the Securities and Exchange Commission.

8.3 Company Secretary

Ms. Yupapan Panclurbthong has been serving as Company Secretary since being appointed by the Board on 12 November 2012. She has completed a company secretary training program and other relevant courses from the Thai Institute of Directors, and she is an expert in good corporate governance, compliance, and secretarial functions, with many other qualifications which support the Company Secretary function (details of Company Secretary as enclosed in Attachment 1).

The Company Secretary reports to the Board, sub-committees, and management including the Chief Executive Officer. Her duties include matters related to Board meetings, shareholders meetings, and the provision of support in monitoring the Company's adherence to good corporate governance guidelines.

The Company Secretary's responsibilities include:

(1) Present any resolutions from the Board and shareholders to management for their acknowledgement; consult with and propose basic information to the Board and management on Company regulations and corporate governance guidelines.

(2) Prepare and file documents including, but not limited to the following: Directors list, Board meeting invitations, shareholder meeting invitations, Board meeting minutes, shareholders meeting minutes and the Company's annual report.

(3) File mutual benefits report, which is created by directors, executives, and other relevant persons subject to the law; keep records of the said documents; and forward copies to the Chairman of the Board and the Chairman of the Audit Committee.

(4) Organize and arrange the meetings of the Board and other sub-committees as established in accordance with the law, Company Articles of Association, Charter, and best practice as well as take the minutes of meeting and follow-up the resolution of meeting.

(5) Disclose information and present reports related to responsibility areas to the related authorities.

(6) Communicate with shareholders to inform them of their rights as a shareholder.

(7) Serve an administrative function for the Board and cooperate with executive management to provide information and news to the Board on events related to the Company's operations.

(8) Arrange the evaluation process for the Board and others sub-committee that shall include separate individual evaluations and propose the evaluation results to the Board.

(9) Other operations as defined by law on Securities and Exchange Commission and relevant laws and regulations.

8.4 Remuneration of Directors and Executives

The Company established a remuneration scheme for Directors and Executives based on the following criteria:

1. Compensation of Board members is determined based on their duites, responsibilities and performance. The Chaiman of the Board of Directors and Chairman of the Audit Committee have received additional compensation according to their duties and responsibilities. The compensation is compared with directors' compensation at other listed companies of similar type and size. The level of compensation shall be set to motivate and retain quality directors on the Company's Board.
2. The Company has formulated a remuneration policy for the Chief Executive Officer and executives which consists of salary, bonus, provident fund and other fringe benefits and is linked to the short-term and long-term performance of the Company, performance of each executive, and best practices among business leaders.
3. Non-monetary remuneration: The Company has implemented a project to allocate warrants to directors and employees. This is a long-term policy divided into 4 projects with a period of 5 years for each project. The policy was started in 2013 to provide employees with performance incentives.

8.4.1 Monetary Remuneration

(A) Directors' Remuneration

The directors of the Company shall be entitled to receive remuneration, such as monthly allowance, meeting allowance, per diem allowance while traveling for the Company's business, bonuses, and life insurance which shall be approved at the shareholders meeting.

At the 2019 Annual General Meeting of Shareholders, held on 2 April 2019, the shareholders approved total remuneration for the Board of Directors and sub-committees in an amount not exceeding Baht 22 million.

The policy of monetary remuneration for the Chairman, Independent Directors, and Non-Executive Directors includes monthly allowances, meeting allowances, annual remuneration, and other benefits as follows:

Position	Monetary Remuneration for 2019 (Baht)		
	Monthly Allowance	Meeting Allowance (per meeting)	Annual Remuneration
Board of Directors			
Chairman	250,000	✗	✓
Director	50,000	25,000	✓
Audit Committee			
Chairman	25,000	25,000	✓
Member	✗	25,000	✓
Executive Committee			
Chairman	25,000	25,000	✓
Member	✗	25,000	✓
Other Sub-Committee			
Chairman	10,000	25,000	✓
Member	✗	25,000	✓

Remarks

(1) The Chairman of the Board of Directors is not entitled to receive an allowance for Board of Directors or sub-committee meetings and also is not entitled to receive a monthly allowance for duties as Chairman of any sub-committees.

(2) The Chairman of the Board of Directors has received other benefits which include an office car with driver.

(3) Directors who are executives of the Company are not entitled to receive any allowance for their duties as Director.

(4) Each member of the Board is eligible for a per diem allowance while traveling for the Company's business, at the rate determined by the Company.

(5) Directors, except the Chairman of the Board, shall receive life insurance and an annual health insurance.

For 2019, the total monetary remuneration consisting of monthly allowances, meeting allowances, annual remuneration and other benefits for the Chairman, Independent Directors and Non-Executive Directors totaled Baht 14,208,167. Executive Directors of the Company do not receive any remuneration for their duties as Company Director. The table below summarizes payments made to each individual:

Directors	Monthly and Meeting Allowances (Baht)								
	Board of Directors	Audit Committee	Compensation Committee	Governance and Nomination Committee	Executive Committee	Independent Directors Meeting	Non-Executive Directors Meeting	Annual Remuneration	Total
1. Mr. Prasert Bunsumpun	3,000,000	-	-	-	-	-	-	877,500	3,877,500
2. Mrs. Patareeya Benjapolchai	825,000	550,000	-	100,000	-	-	-	789,750	2,264,750
3. Prof. Samrieng Mekkriengkrai	825,000	250,000	150,000	220,000	-	-	-	607,500	2,052,500
4. Mrs. Charintorn Vongspootorn	825,000	250,000	270,000	-	-		-	607,500	1,952,500
5. Mr. Somprasong Boonyachai	800,000	-	-	-	-	-	-	607,500	1,407,500
6. Mr. Kwek Buck Chye	825,000	-	-	100,000	300,000	-	-	607,500	1,832,500
7. Mr. Phuwieng Prakhammintara (1)	520,917	-	-	-	-	-	-	300,000	820,917
Total									14,208,167

Remark

(1) Mr. Phuwieng Prakhammintara was appointed as Director the resolution of the Board of Directors Meeting No. 4/2019 held on 2 April 2019 in replacement of Mrs. Arthidtaya Sutatam who resigned.

In 2019, Mr. Prasert Bunsumpun, Independent Director of the Company, also holds a position of Independent Director at Intouch Holdings Public Company Limited (Intouch), which is the Company's parent company. He received remuneration from Intouch in the amount of Baht 4,003,563.

(b) Management Remuneration**

In 2019, the total remuneration for the 7 members of the Company's executives was Baht 41,638,531 million, consisting of salary and bonus which are based on the Company's operations and performance as well as each individual's performance.

Remark

**Executives means the executives as defined by the Notification of the Securities and Exchange Commission i.e. Chief Executive Officer, Chief Financial Officer, Chief Commercial Officer, Chief Audit Executive, Head of Business Development Department, Head of Platform and Services Business Department/Head of Regulatory Affairs Department, and Head of Financial Department.

8.4.2 *Other Remuneration for Directors and Management*

(A) Warrants program to purchase the Company's ordinary shares for directors and employees of the Company and/or its Subsidiaries (Warrants Program)

The Company issued and offered warrants for the purchase of the Company's ordinary shares to directors and employees of the Company and its Subsidiaries as part of a Performance Share Plan to motivate employees

and retain valuable personnel to ensure continued advantage and sustainable growth for the Company and its Subsidiaries.

The program only allows designated members of the Company's management and staff to allocate a certain amount of their annual bonus to request warrants for the Company's shares. Warrants are allocated on pre-set criteria, as are bonus payments to employees, depending on the conditions, criteria, and targets set by the Company. The Company has allocated warrants under the aforementioned scheme 4 times, the details of which are as follows:

Director and Executive(1)	Number of Allocated Warrants in 2013 (Grant 1)		Number of Allocated Warrants in 2014 (Grant 2)		Number of Allocated Warrants in 2015 (Grant 3)		Number of Allocated Warrants in 2016 (Grant 4)	
	Units	%	Units	%	Units	%	Units	%
1. Mr. Anant Kaewruamvongs	-	-	-	-	-	-	-	-
2. Mr. Patompob Suwansiri	32,111	4.71	116,400	9.72	97,611	8.99	96,738	9.00
3. Mr. Anuwat Sanguansappayakorn	-	-	-	-	-	-	-	-
4. Mr. Wichai Kittiwittayakul	-	-	-	-	-	-	-	-
5. Mr. Sakon Kittivatcharapong	31,933	4.68	48,200	4.02	35,335	3.26	35,019	3.26
6. Mr. Ekachai Phakdurong	18,022	2.64	53,000	4.43	38,849	3.58	38,502	5.58
7. Mrs. Pannee Nivasnanda	12,633	1.85	23,000	1.92	23,622	2.18	21,282	1.98
8. Mr. Salil Charuchinda	-	-	23,000	1.92	21,477	1.98	21,282	1.98

Remark

(1) Executives means the executives as defined by the Notification of the Securities and Exchange Commission, and in accordance with the new organization structure as of 16 May 2019.

Securities Holding of the Directors and Executives 2019

The Company has notified all Board of Directors and Executives on them to filed their securities holding, including those of their spouses or cohabitee and children not yet of age, to SEC Office within 7 days as from date of appointment as director or executive. In case of change in securities holding shall be filed with SEC Office within 3 business days as form the date of purchase, sale, transfer or acceptance of transfer of such securities.

Each quarter, directors and executives of the Company must report the securities holding and changes to the Board of Directors. As of 31 December 2019, the securities holding of the directors and executives are as follows.

Name of Directors and Executives		Thaicom Public Company Limited								
		Common share (shares)			Warrant (units)			Debentures (units)		
		31 Dec 18	31 Dec 19	+ / (-)	31 Dec 18	31 Dec 19	+ / (-)	31 Dec 18	31 Dec 19	+ / (-)
1.	Mr. Prasert Bunsumpun	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
2.	Mrs. Charintorn Vongspootorn	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
3.	Prof. Samrieng Mekkriengkrai	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
4.	Mrs. Patareeya Benjapolchai	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
5.	Mr. Somprasong Boonyachai	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
6.	Mr. Kwek Buck Chye	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
7.	Mr. Anek Pana-Apichon	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
8.	Mr. Anant Kaewruamvongs	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
9.	Mr. Phuwieng Prakhammintara[(1)]	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
10.	Mr. Anuwat Sanguansappayakorn	-	-	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
11.	Mr. Patompob Suwansiri	13,379	13,379	-	329,481	329,481	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
12.	Mr. Wichai Kittiwittayakul	50	50	-	-	-	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
13.	Mr. Ekachai Phakdurong	7,509	7,509	-	140,864	140,864	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
14.	Dr. Sakon Kittivatcharapong	8,905	8,905	-	137,182	137,182	-	1,000	-	(1,000)
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
15.	Mrs. Pannee Nivasnanda	-	-	-	75,274	75,274	-	1,000	-	(1,000)
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
16.	Mr. Salil Charuchinda[(2)]	-	-	-	65,759	65,759	-	-	-	-
	Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-

Remarks:

(1) Mr. Phuwieng Prakhammintara was appointed as Member of the Board of Directors in replacement of Mrs. Arthidtaya Sutatam who resigned, by the resolution of the Board of Directors Meeting No. 4/2019 held on 2 April 2019, effective from 2 April 2019.

(2) Due to the appointment of Mr. Salil Charuchinda to be Head of Legal and Compliance Department on 1 April 2019, therefore Mr. Salil Charuchinda considered as the first four (4) managers who need to disclose their securities holding in the Company and to notify to Securities and Exchange Commission of Thailand (SEC) according to the definition of executive for compliance with Section 3/1 of the Securities and Exchange Act BE 2535.

(B) Provident Fund

The Company has implemented a Provident Fund. In 2019, the Company paid a total of Baht 2,578,397.50 million into the provident fund for 7 executives**.

Remark

**Executives means the executives as defined by the Notification of the Securities and Exchange Commission i.e. Chief Executive Officer, Chief Financial Officer, Chief Commercial Officer, Chief Audit Executive, Head of Business Development Department, Head of Platform and Services Business Department/Head of Regulatory Affairs Department, and Head of Financial Department.

8.5 Personnel

As of 31 December 2019, the Company and its affiliated companies had a total of 3,272 employees divided by type of business as follows:

Type of Business	Number of Employees (Persons)
Internet and Media Services	12
Satellite Transponder Services	460
Telephone Services	2,800
Total	**3,272**

The remuneration for employees of the Company and its subsidiaries includes salary, provident fund contributions, and other benefits. In 2019, compensation paid to the Company's employees total Baht 894,235,389.

Human Resources Development Policy

Thaicom PLC, or Thaicom ("the Company"), is a Thai company that operates in Thailand and strives to act and grow sustainably. We strongly believe that human resources are our most valuable asset and the key indicator of our competitive advantage. The role our employees play in the organization is even more important now in our drive towards sustainable growth and success. Our goal is to effectively utilize manpower planning and labor cost by strengthening employee engagement, competency, and business ethics in order to leverage staff capabilities, drive business growth, and enhance competitiveness. We aim to recruit, retain, motivate, and develop the most talented people we can find. We also strive to create sustainable success and maximize individual capabilities to compete in digital world while promoting the organization's corporate culture and values.

The Human Resources Policy ("this Policy") has been drawn up to align the recruitment, retention, and development of all employees throughout the organization with the Company's current business strategy and both

short- and long-term goals. In addition, anti-corruption measures have been adopted as a part of the Company's human resources management.

This Policy contains twelve sections, as detailed below.

1) Organization Structure and Manpower

The structure of the organization, position titles, job grades, and manpower are reviewed every year in order to ensure alignment with the Company's business direction and strategy, and respond to any changes. Additional reviews may be conducted from time to time if required.

2) Fair Recruitment and Selection

Employee selection is based not only on job profile and specifications, but also on individual capability and future potential to develop. In order to implement this policy fairly and efficiently, various assessment tools are used, and verification of each applicant's information is undertaken to ensure that the applicant's background does not show association with any wrongdoing, particularly corruption, and the results are considered by a selection committee. This ensures that the best people for the positions, who are most likely to fit into the Company's culture, are hired

3) Equal Opportunities

The Company is an equal opportunity employer, and all staff members are provided opportunities for development and advancement based on their capability, commitment, and achievement. To promote diversity and allow people to perform at their maximum potential, the Company does not discriminate based on personal characteristics such as race, nationality, religion, sex, age, marital status, or disability.

4) Human Rights

The Company has Policy on Respect of Law and Principles of Human Rights. According to this policy, employees shall thoroughly understand and strictly obey the law relating to one's own duties and responsibility. If in doubt, seek advice from legal department or a legal adviser. Avoid acting based on one's own interpretation and when working aboad, study the law, customs, traditions, and cultures of that country before undertaking any activity concerning the Company's business so as not to violate the law, traditions, and culture of that country. The Company promote and respect the protection of human rights, and ensure that the Company's business is in line with human rights concerning forced labor or child labor and respect and provide fair treatment to all stakeholders based on fairness, human dignity, Non-discrimination of origin, race, gender, age, skin color, religion, physical state, status, or birth. In addition, the Company promote compliance with human rights within the Company and encourage subsidiary companies, investors, business partners, and all stakeholders to observe the international standard of the principles of human rights and protect the rights of stakeholders affected by the violation of their right as a result of the Company's operation by considering compensation no lower than the rate stipulated by law.

5) Freedom of Association

The Company respects the rights of its employees to associate freely and join workers' associations or other organizations established in accordance with applicable laws and regulations for the benefit of people, society, or the nation, as long as this does not involve any unauthorized use of the Company's intellectual property and time, disclosure of proprietary information, any outside personal interests, or any additional sources of remuneration which may impair the employee's independence in performing their duties.

6) Employee Privacy

The Company respects the privacy of all its employees and will not disclose any personal information such as salaries, medical records, or family data to anyone who does not have a right to that information unless required to do so by law.

7) Merit Compensation

The Company has implemented a job evaluation system to determine the value or worth of a particular job in relation to other jobs within the organization in order to provide merit compensation. Regular salary and benefit surveys are conducted to benchmark the Company against the market, while the cost-of-living index is taken into account to ensure that compensation packages and rewards are reasonable and competitive. The Company considers it a high priority to provide equitable rewards through a meritocratic system and ensure that compensation is in line with the market by using the following "3P" principle (Position, Performance and Person):

i. Pay for Position - based on fair comparisons to create internal equity by determining the value of a particular job and job benchmarking against the external market.

ii. Pay for Performance - based on individual, team, and organization performance and rewarded through an annual merit-based salary increase and bonus.

iii. Pay for Person - based on each employee's knowledge, skills, required skills, professional qualifications, and level of competency.

The Company also uses a performance management system, which aims to align business objectives at all levels and help employees understand their value and contribution to the organization. This system also reinforces individual accountability for achieving goals, tracks individual and organizational performance results, and facilitates feedback and coaching to develop competencies and improve performance.

Performing work with honesty is a significant factor in performance appraisal, rewards and promotion consideration. The Company will not compromise with an employee proven to have any behavior associated with corruption.

8) Employee Well-being

The Company places consistent priority on employee well-being. In addition to providing a safe and healthy working environment as required under occupational health, safety, and environment legislation, the company also aims to

improve overall quality of life for its employees by adhering to international standards for workplace health and safety, providing ergonomic office equipment, and offering facilities and programs to encourage wellness among all employees.

In order to provide knowledge and improve health quality for our employees, in 2018, the company initiated integration health program named “Thaicom Young Fit” to build employee’s awareness and to provide opportunity to targeted employees to join health camp. And the company also support budget to Thaicom ’s club activities, prepare luncheons, provide hospital rooms as well as insurance to help and support excess medical expense to our employees such as cancer and etc.

And the Company has also set up a provident fund, run by a professional fund management company certified by the Securities and Exchange Commission, to help employees prepare for financial security in retirement.

9) Employee Development

The Company supports and invests in continuous employee development throughout the organization with a systematic approach whereby managers must consistently plan, review, and report on staff development activities that are aligned with their business direction. This development covers managerial knowledge and skills, leadership, professional/functional knowledge & skills, critical thinking skills, and global perspectives. The Company provides a career path for continual advancement, supported by a succession plan and a talent development program, in order to achieve objectives, maintain a culture of good corporate governance, and fulfill commitments to all stakeholders.

To ensure that the employees are aware of the importance of and fully understood the anti-corruption policy, the Company has added anti-corruption practices into the content of the onboarding program for new employees. All employees will be trained and required to take an annual test to review their knowledge concerning the anti-corruption policy.

The Company strives to be a Learning Organization, encouraging employees to learn how to learn, think about thinking, and appreciate learning for the sake of learning. Every person is challenged to actively seek out all kinds of new knowledge about their respective functions through self-learning, project-based learning, and other experiences, so they can advise or coach other people in the organization and apply their knowledge and experience for the benefit of themselves, their colleagues, the organization, and society at large.

The Company also nurtures budding innovators, encouraging employees to show initiative and providing channels for them to communicate suggestions and new ideas that will improve business processes and overall competency. The Company provides scholarships for higher education and supports research and development that will benefit the organization, society in general, and the environment.

The Company places importance on training and development which allows employees to enhance their knowledge and abilities in the performance of their duties. In 2018, the Company set out development plans appropriate for

employees at various levels, covering managerial & leadership skills as well as professional skills. Trainings were facilitated by experienced and knowledgeable internal trainers as well as by outside experts.

Employee Level	Objective	Courses
All levels	Comply with Law& Regulation and support excellence in functional performance	• Basic Fire Fighting • Safety Committee • Electric System and First Aid • Energy Conservation Awareness • AIS Academy for THAIS Intelligent Nation Series • New business for Thaicom and Cyber security law • Act of Legislation Cyber Security • Cyber Security • Economic Direction AIS • Financial Planning with Bangkok Bank • TC We Peace • TC We Rich
Staff	Provide specialized skills and readiness for individuals' professional growth	• Software Robotics UiPath • Idirect system overview training for GNOC • DLTV Anywhere • DLTV Digital Life service for operation • IDP Compression training • Gilat VSAT for Opeartion Team • C BAND Heights Remote Site • Consult Design Thinking • Kratos SigX Training and Testing • Tableau Workshop • Workshop on Tech PI, Cyber and Crime insurance • Workshop with Facebook • Agile Project • Online Learning Platform - O'Reilly Media • Online Learning Platform - Udemy
Management and Senior Executives	Develop stronger management skills and provide opportunities to exchange ideas with leaders in Thailand and abroad as well	• Digital CEO • Leadership Development Program by Manchester business Scholl

Employee Level	Objective	Courses
	as Provide opportunities to make professional connections	• Leadership Development Program by Harvard Business School • Next Generation Leadership development program by SEAC

To support continual self-learning, the Company created an e-learning platform through which employees can learn about compliance-related issues, such as the Corporate Governance Policy, IT security, and fraud risk. Employees can learn from easy-to-understand multimedia modules and then take a test to check their understanding and show that they have acknowledged the Company's major policies.

10) Succession Planning

The Company has implemented a systematic succession plan and has appointed a committee to nominate successors and monitor their development in order to ensure that the plan is effective and transparent, providing career advancement along both professional and management tracks. This plan covers all senior management across the group, down to the assistant vice-president level, and aims to mitigate inherent business continuity risks by retaining and developing leaders while strengthening relationships within the organization in order to ensure the Company's long-term growth and sustainability.

11) Management Role

The Company encourages managers at all levels of the organization to undertake the following human resource management roles:

- Strengthen the understanding between the Company and its employees by building good relationships between management and staff.
- Build motivation among staff by listening to employees, responding to their concerns, and providing helpful advice through a variety of communication channels.
- Treat employees who encounter personal difficulties in a fair and humane manner as long as any assistance provided is in accordance with the law, the Human Resources Rules & Regulations, and the Corporate Governance Policy.

In 2019, the Company provided training for employees throughout the year. The number of training hours averaged 13.80 hours per person.

Year	2019	2018	2017	2016
Training hours/person/year	12.85	23.75	32.09	24.95

The Company also places importance on the environment and provides both internal and external environmental training opportunities for employees. Environmental trainings have also been added as a fixed part of the yearly training plan. In 2019, the following relevant courses were provided:

Course Name	Employees Attending (persons)	Note
Energy Conservation Awareness	38	Internal Course

9. Corporate Governance

9.1 Corporate Governance Policy

The Board of Directors (Board) realizes the importance of the principles of good corporate governance as a crucial factor and a foundation of the Company's sustainable growth, with professionally in operating the Company to be a transparency and accountability organization, and as it firmly believes, the long-term maximization of value and returns to shareholders and all stakeholders, as well as to create a value to the society and nation. The Board therefore considered that this is one of our key mission to regularly review and revise Corporate Governance Policy to be up to date and in line with rapidly changed of environment, in order to be ensure the alignment of all stakeholders, and to serve the Company's current and future directions.

Additionally, the Board also follows up to ensure that the Management has implemented according to the policy by assigned the Governance and Nomination Committee to oversee and report annually. Besides, the Company has determined implementation of corporate government policy as one of corporate KPI.

Year 2019 is another year that Thaicom received a score of "excellent", or 5 stars CG for seventh consecutive years from CG Report on listed companies conducted by the Stock Exchange of Thailand, and Thai Institute of Directors. Moreover, the Company also was in the list of Thailand Sustainability Investment (THIS) Index 2019 for fifth consecutive years, to which Thaicom was one of total 98 firms in "THSI" Index and was one of 19 firms under company with market capital at 3,000 – 10,000 Million Baht.

Formulation of the Corporate Governance Policy

The Securities and Exchange Commission ("SEC") has issued the 2017 Corporate Governance Code (CG Code) as a practice guideline for the Board of Directors, who is the leader accountable for supervising the organization to apply with their business, in order to create the good operating results of the company for the long run. This will also establish the trustworthiness among the shareholders and other stakeholders which will also favorable in creating sustainable business in aligning with all expectation of every business sectors, investors and also the capital market and society as a whole. The Board of Directors will consider and review the appropriateness in adopting and implementing the CG Code at least once a year and record their consideration as part of the Board's resolutions and disclose the message confirming in the Annual Report and Annual Registration Statement (Form 56-1) that the Board has already reviewed and considered its appropriateness to apply the CG Code with the Company, in considering of its business context.

The Board has approved the latest revision of Corporate Governance Policy on 30 October 2018, which revised to comply with the principle of CG Codes 2017, launched by the Securities and Exchange Commission of Thailand, by focusing on the role and responsibilities of the Board for each aspect of governance, it will be used as a guideline for directors, executives and staff for the best practice of the Company. The Policy upholds the good corporate

governance principles and the Stock Exchange of Thailand's (SET) best practices on corporate governance, covering the following five areas:

1. The Board of Directors
2. Rights and Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Risk Management and Internal Control

In 2019, the Governance and Nomination Committee and the Board of Directors have reviewed the corporate Governance Policy and viewed that Thaicom current Corporate Governance Policy is still up to date and its guidelines contained adequate provisions for all of company's operations and complied with the CG Code. Therefore, the Corporate Covernance Policy will remain the same without any changes.

Communication of the Corporate Governance Policy

The Company also issued a Corporate Governance and Code of Business Ethics Handbook. The handbook consists of 3 main parts—Part 1 Corporate Governance Policy, Part 2 Code of Conduct, and Part 3 Anti-Corruption Policy—communicated to all directors, executives, and staff as guidelines to be strictly followed in the performance of duties. Each recipient is required to sign an acknowledgement form stating that they will adhere to the Company's Corporate Governance Policy, Code of Conduct, and Anti-Corruption Policy. All new employees are also given the handbook and required to sign the acknowledgement form stating that they will adhere to the policies and guidelines presented in the handbook.

(For further information please visit the Company's website at www.thaicom.net under the tabs for Corporate Governance > Corporate Governance Policy)

In 2019, the Board remains committed to ensuring that the Company will strictly comply with corporate governance policies and best practice guidelines. The Board will continue to focus on developing and improving corporate governance to ensure international compliance, particularly with the corporate governance requirements of the ASEAN region. This compliance will also ensure that the Company can maintain its goal of sustainable growth and contributions to its shareholders and stakeholders in all sectors. Focusing on maintaining standards and improving governance, as well as promoting a corporate culture of good governance, the Company has taken the following actions:

- Created and published a Corporate Governance and Code of Business Ethics Handbook for employees to read and pledge to follow. This has continued since 2013 and is helpful in allowing new employees to develop a better understanding of the Company as they pledge to follow the code.

- Arranged a new employee orientation to provide advice and information on corporate culture and governance, as well as the Code of Conduct and the purpose of the Company's Anti-Corruption Policy.
- Announced the application of guidelines for suppliers to promote mutual understanding between the Company and suppliers that these guidelines will be used when conducting business. These guidelines will be used as an essential element when selecting and evaluating suppliers for the Company. The Company has notified all suppliers of these guidelines and requested that each supplier sign in acknowledgement and agreement to follow these guidelines as a mutual standard.
- Required that all employees complete a report on conflicts of interest which they, their family members, or any related juristic person may have. Employees are also required to report any changes to said conflicts of interest in a timely manner to ensure that all Company transactions are carried out transparently, reasonably, and with primary consideration for the highest benefit of the Company.

Corporate Governance Awards

In 2019, the Company was recognized for its excellence in Corporate Governance as follows:

- The Company's 2019 Annual General Meeting of Shareholders was evaluated by the Thai Investors Association under the AGM Assessment Program and was awarded a perfect score of 99 points.
- In the Corporate Governance Report of Thai Listed Companies 2018 (CGR 2018) conducted by the Thai Institute of Directors (IOD), the Company received a score of "Excellent" for the 7th year in a row (2013-2019).

Adherence to Corporate Governance Best Practice Policy

A review of the Corporate Governance Policy in 2019 by the Board showed strict compliance with the relevant policies and guidelines. However, some principles held by the Company are different from the Principles of Good Corporate Governance for Listed Companies 2012 recommended by the Stock Exchange of Thailand. The differences are detailed as follows:

Principles/guidelines from Stock Exchange of Thailand	Company statement
The company has limited the term of office of independent directors to a maximum of 3 consecutive 3-year terms, or 9 years. If the board of directors sees it necessary that certain independent directors, who have served on the board for 3 consecutive terms, or 9 years, should continue to hold the position, the board	As the satellite business requires special expertise, directors have to clearly understand the Company's business operation and administration, management of investments that requires large funds, and the varying social and political climates for business operations abroad. The Company believes that long-

Principles/guidelines from Stock Exchange of Thailand	Company statement
of directors has the right to extend the term of offices of said independent directors.	term involvement supports all directors' responsibilities. Furthermore, the Company conducts a director evaluation process every year and in the year 2015, the Company began using a professional search firm for the director evaluation process to confirm that there are not any conflicts of interest and also that the director selection process has been considered and approved by the Governance and Nomination Committee. In 2018, the Board has approved to revise the Corporate Governance Policy, in item 7) Age limit for directors, at 72 years of age or older at the time of appointment shall not be nominated as a director. When this policy becomes effective, current directors who are 72 years old of age or older may still hold their positions for their remaining term of office.
The nomination committee should consist entirely of independent directors.	On 31 December 2019, independent directors constituted 66.7% of the Governance and Nomination Committee. The Board believed that was the appropriate portion for the business and the Company's structure.

The details of Corporate Governance Policy 2019 are as follow:

Section 1: The Board of Directors

The Board of Directors closely adheres to good corporate governance guidelines for listed companies in performing its various duties to ensure maximum benefits and returns to the Company's shareholders and other stakeholders with fairness as it is the key factor to create the value of the Company in long-term for its sustainability.

1. Composition of the Board of Directors

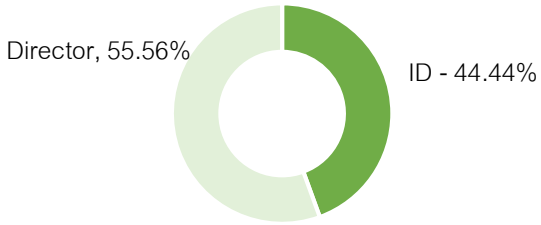
1.1 The Board shall be composed of experts with a wide range of experience in various fields. The Company has to additionally consider knowledge, ability, experience, and management expertise of that person (Board Diversity). There shall be sufficient directors to govern and supervise the corporation not less than five (5) directors (as required by law) and not more than twelve (12) shall sit on the Board. The Board shall

have one Chairman and the remaining members shall be directors. At least one director shall be experienced in the area of telecommunication, and at least one director shall be experienced in the area of finance and accounting.

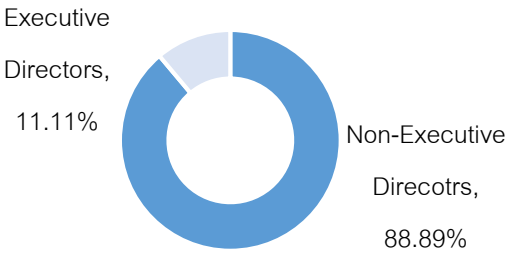
1.2 Independent and non-executive directors must constitute a majority of the Board, and at least one-third of the member and not less than three (3) persons must be independent directors, in order to ensure balance between executive and non-executive directors and can express their opinion freely.

As of 31 December 2019, the Board of Directors, as per affidavit of the Company, consisted of the following 9 members; including 4 independent directors or 44.44% of the entire the Board ofDirectors, which can divided into 1 executive directors and 8 non-executive directors.

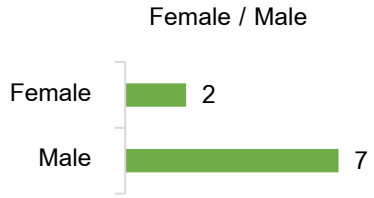
Proportion of Independent Directors (ID)



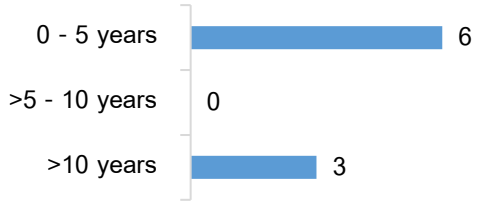
Proportion of Non-Executives Directors

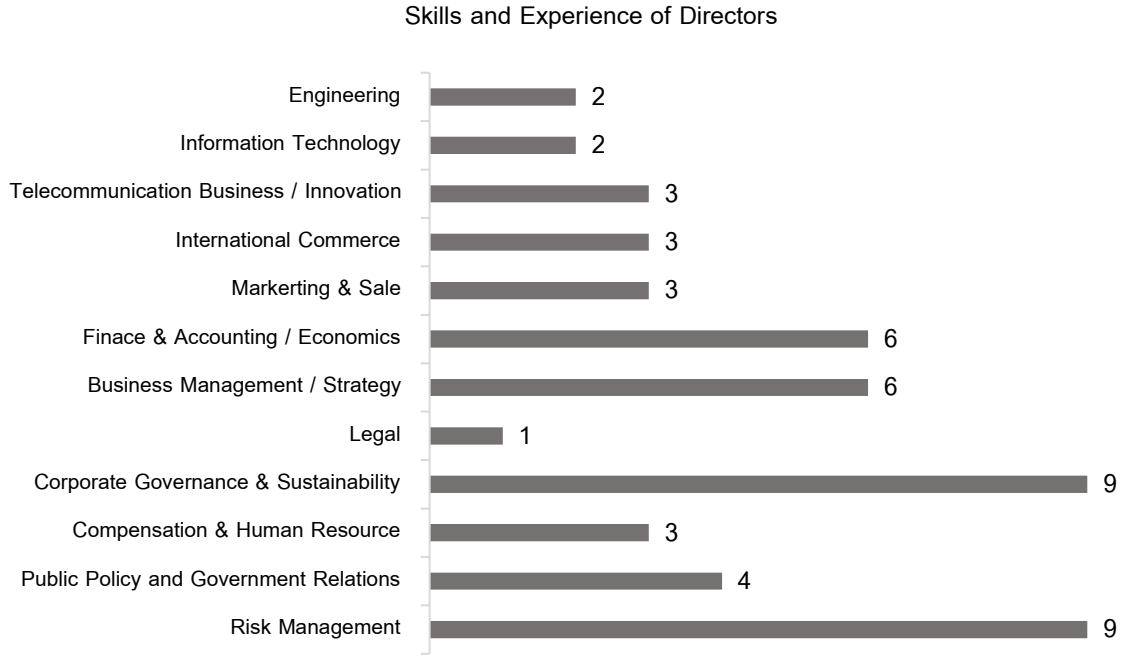


Female / Male



Length of Directors' Tenure





1.3 The Board shall be representative of all shareholders, not of a particular group of shareholders

1.4 The Board has policy whereby the controlling shareholders of the Company are proportionally represented

2. Qualification of Directors

2.1 The Company's directors must hold qualifications and shall not have the prohibited characteristics pursuance to laws on public limited companies.

2.2 The Company's directors shall not have characteristics indicating a lack of appropriateness in respect to trustworthiness in managing a business whose shares are held by public shareholders pursuance to laws on securities and exchange.

2.3 The directors must have knowledge, ability, experience, and management expertise, including demonstrated capability, integrity, and ethical business practices.

2.4 The directors must have adequate time and devote their knowledge and abilities to performing duties for the Company.

3. Qualification of Independent Directors

Independent directors shall have all the qualifications stipulated by the Capital Market Supervisory Board. Independent directors have a duty to protect the interests of every shareholder in a fair and impartial manner in order to avoid any conflicts of interest that may arise. They shall be able to attend board meetings and independently express their comments and opinions.

The Independent Directors shall hold the following qualifications.

1. Holds no more than 0.1% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or controlling persons who may have conflicts of interest, including stocks held by connected persons of the independent director;

2. Is not or has never been an executive director, employee, staff, advisor who receives salary of a controlling person of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing status has ended for more than 2 years before the date of appointment as independent director. The above restrictions do not apply to the appointment of an independent director who was a Government official or civil servant or consultant to a Government entity which was a major shareholder in the Company or which had a control over the Company;

3. Is not a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;

4. Does not have or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons who may have conflicts of interest, in a manner that may interfere with his independent judgment, or is not or has never been a major shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years prior to appointment as independent director;

   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 applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the applicant or 20 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 Capital Market Supervisory Board concerning Rules on Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person commences;

5. Is not or has never been an auditor of the Company, its parent company, its subsidiaries or its associated companies who may have conflicts of interest and is not a major shareholder, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies,

a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years prior to appointment as independent director;

6. Is not or has never been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest, and is not a major shareholder, controlling persons or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years appointment as independent director;

7. Does not represent the Company's or its major shareholder's board member or a shareholder who is related to the Company's major shareholder;

8. Is not an entrepreneur in any business similar to or materially competing with the Company or its subsidiaries or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds more than 1% of total voting stocks of the company similar to or materially competing with the Company or its subsidiaries;

9. Has no characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business.

After appointment as a director in accordance with the above 9 qualifications, independent directors may be tasked by the Company's Board to make collective decisions on the activities of the Company, its subsidiaries or associated companies, its major shareholder or other controlling interest of the Company through a collective decision process.

The Company may appoint a person who has or used to have business affair or professional service exceeding the amount specified in item 4 or 6 as Independent Director if through careful consideration, the Board agrees that an appointment of such person has no effect on performing duty and expressing independent opinion. This information shall be disclosed in an invitation letter of AGM in the agenda of appointment of Independent Director.

a. Characteristics of the person's business affairs or professional services which might cause the disqualification of such a person

b. Reason and necessity for maintaining or appointing such person as Independent Director.

c. Opinion of the Board on nominating such person as Independent Director.

4. The Selection and Appointment of Directors

4.1 The Governance and Nomination Committee is responsible for identifying and selecting qualified candidates to be proposed through the Board for election at the shareholder' meeting or appointed by the

Board according the Company's articles of association.

4.2 The Governance and Nomination Committee is responsible for reviewing, on an annual basis, the skills and characteristics required of directors in the light of the Board's composition and the Company's current and future business and strategic directions. The committee must develop a skill matrix to identify gaps in the Board's current profile and make recommendations accordingly. In conducting this review, the committee will also consider diversity in terms of skills, knowledge, independence, age and gender.

4.3 In determining whether to recommend a director for re-election, the Governance and Nomination Committee will consider relevant factors such as the director's performance, history of attendance at and participation in meetings, and other contributions to the activities undertaken by the Board.

4.4 To identify director candidates, the Governance and Nomination Committee may use the following sources:

(1) The directors may propose a candidate

(2) An external consultant

(3) The Thai Institute of Directors (IOD) list of Chartered Directors in line with the qualifications identified by the Securities and Exchange Commission, and the Stock Exchange of Thailand

(4) Allow minority shareholders to propose a qualified person through the Company's website in accordance with the criteria and procedures specified by the Company.

4.5 The appointment of members of the Board shall comply with the Company's articles of association and all relevant laws in Thailand. Selection of the directors shall be transparent and clear, and processed through the Governance and Nomination Committee.

5. Chairman of the Board, Chairman of the Executive Committee and Chief Executive Officer

The Company has a policy on segregation of duties between the Chairman of the Board and the Chairman of the Executive Committee, that they shall not be the same person, in order to maintain a balance of power between direction and management functions.

5.1 The Chairman of the Board of Directors is an independent director and is a leader of directors. The Chairman of the Board is responsible for monitoring and supervising management functions of the Executive Committee in accordance with the approved business plan. The Chairman also acts as the Chairman of the Board at Shareholders meetings.

5.2 The Chairman of the Executive Committee is the head of the Executive Committee and responsible in supervising the Executive Committee to carry out the duties that were assigned by the Board. The Chairman is also responsible for considering each agenda item before proposing it to the Committee and

also to approve the procedures of the Company's ordinary business operations.

5.3 The Chief Executive Officer (CEO) is the head of the Company's management team, responsible to the Board to achieve the approved business plan, and reports the business performance to the Executive Committee and the Board (if any). The assignment shall be done by designate of the Board.

6. Directors' Terms

6.1 The term which directors will serve is based on the Company's Articles of Association. In every Annual General Meeting of Shareholders, one-third of the directors must retire; moreover, if this number is not a multiple of three, then the number nearest to one-third. The directors who have been longest in office shall retire. The directors who have completed their terms may be re-appointed.

6.2 Independent directors shall not hold office continuously for more than 3 consecutive terms or 9 years, whichever is longer, unless the Board considers it necessary for such independent directors to continue in office, in which case the Board can extend the term.

7. Age limit for directors

7.1 It is the Board's policy that an individual who will be 72 years of age or older at the time of appointment shall not be nominated as a director. When this policy becomes effective, current directors who are 72 years old of age or older may still hold their positions for their remaining term of office.

7.2 The Board may approve the nomination for re-appointment of directors who will be 72 years of age or older at the time of appointment for only one more time.

8. Roles, Duties and Responsibilities of Board of Directors

8.1 The Board govern the operations of the Company in accordance with the previsions of the law, the Company's objectives and articles of association, resolutions of the shareholders, meeting and this Policy. In governing the Company, the directors must exercise their business judgment and act in a way that they reasonable believe to be in the best interests of the Company, consistent with their statutory duties.

8.2 The Board has delegated specific authority to various sub-committee, the CEO and other members of the management team, as defined in each sub-committee charter and the Company's Approval Authority Policy and Designation of Authorized Signatory Policy. However, the Board has reserved some significant matters for its consideration and approval.

8.3 The Board shall set the right tone from the top, and all the directors should lead by example and ensure that good standards of behavior permeate all levels of the organization.

8.4 The Board of Directors has the following duties and responsibilities:

(1) Provide leadership and set strategic objectives for the Company that promote sustainable value creation, responsible business and good corporate citizenship.

(2) Review and approve the Company's vision and mission statements, organizational culture, core values and ethical standards.

(3) Review and approve the Company's strategies, business plan, budget and key performance indicators (KPIs), and monitor the implementation of the approved strategies, along with the performance against business plan, budget and KPIs.

(4) To consider and approve major transactions related to the business operations of the Company and subsidiaries, such as new business investments, project investments, levels of authority, asset acquisition and disposal, major capital expenditure, and other issues as required by law

(5) To approve and/or agree to all connected transaction or acquisition or disposition of asset transaction of the Company and its subsidiaries in compliance with the relevant notifications, regulations and guidelines of the Stock Exchange of Thailand.

(6) Appoint the Chief Executive Officer and the other senior executives, assess their performance, determine appropriate remuneration, and replace them if necessary.

(7) Approve the Company's Remuneration Policy and Framework.

(8) Oversee the Company's process for making timely and balanced disclosure of all material information.

(9) Ensure that the Company has appropriate and effective risk management and internal control framework, and setting the Company's risk appetite.

(10) Oversee the integrity and reliable of the Company's accounting and reporting systems, including external audit.

(11) Ensure avoidance of conflicts of interest amongst the Company's stakeholders.

(12) Annually review this Policy, and assess its effectiveness along with due compliance.

(13) Ensure that this Policy is extended to, and accepted by, all the Company's subsidiaries, associates and joint ventures.

(14) Prepare a report title "The Board of Directors' Responsibility for Financial Reporting" to be disclosed in the annual report along with the audited financial statements. This report covers key issues according to the Policy Statement and the Stock Exchange of Thailand's Code of Best Practices for Directors of a Listed Company.

(15) Evaluate performance of all Committees and individuals at least once a year.

9. Board of Directors Meetings

9.1 Number of and Schedule of Meeting

(1) The Board's meetings are officially scheduled throughout the year and well in advance. Board members are informed of these meeting in advance.

(2) The Board shall meet at least eight (8) times a year. Extraordinary meetings are allowed if they are required.

9.2 Agenda

(1) The Chairman of the Board in consultant with the Chief Executive Officer and the Company Secretary will set the agenda for each meeting.

(2) Any director may suggest agenda items and other matters to be discussed.

9.3 Distribution of Materials

The Board secretary's duty is to make meeting appointments, prepare all meeting documents, and submit those documents along with invitation letters at least 7 days before the meeting date so that Board members have sufficient time to read and study the materials ahead of the meeting.

9.4 Meeting Attendance

The Board expects each director to make a reasonable effort to attend all meeting of the Board and board committee on which they serve. Although the Board recognizes that, on occasion, circumstances may prevent directors from attending meetings, they are expected to ensure that other commitment do not materially interfere with the performance of their duties. All directors are expected to attend a minimum of 80% of regularly schedule board and committee meeting.

9.5 Quorum and Meeting

(1) At least two-thirds of the directors must be present at the meeting to constitute a quorum

(2) A minimum quorum of the meeting requires at least 2/3 of members for Board decisions.

(3) In the Board meeting, the Chairperson shall allocate sufficient time for Management to propose documents and information to discuss significant problems and for the Board to discuss important issues adequately. All members of the Board can express their opinions and propose agenda items for meetings independently.

(4) Directors who have a personal interest in an agenda item must not be present in the meeting when

such agenda item is discussed.

9.6 Board Minutes

(1) The secretary is also responsible for recording minutes in writing, submit them to the Chairman of the Board for review, and then circulate them to each board member within 14 days of the meeting. The minutes must contain all the meeting resolutions along with sufficient background information, and be prepared in accordance with relevant laws.

(2) The Company Secretary shall keep all minutes and all relevant materials for filing and future verification.

9.7 Executive Sessions for Non-Executive Directors

The non-management directors shall have an internal meeting without the presence of executive director at least once a year. This is to give opportunity to discuss any problems related to the Company's business operations or management which attracts attention, and then inform the Chairman of the Board and the Chief Executive Officer about the results of meeting.

9.2 The Sub-Committees

The Board has established 6 Committees to study and screen tasks and reduce the workload of the Board. Each of these committees has a clear scope of duties, responsibilities and authority as follows:

10.1 Audit Committee

The Audit Committee consists of at least 3 directors, all of which must be independent directors who all meet the criteria set out by the Securities and Exchange Commission or the Stock Exchange of Thailand. At least one director shall have sufficient knowledge and experience in accounting or finance to be able to audit the reliability of financial statements. The term for directors serving on the Audit Committee is three years, with the possibility for reappointment, but not exceeding three consecutive terms, unless the Board views that it is necessary to retain a person as a member of the Committee. The duties and authority of the Audit Committee are included in the Audit Committee Charter.

Committee members shall hold 3-year terms and may be reappointed at the end of their term, but for no more than 3 consecutive terms unless the Board of Directors considers it necessary for the member to continue in office.

As of 31 December 2019, the Audit Committee consists of 3 members, all of whom are independent directors:

Committee Members	Position
1 Mrs. Patareeya Benjapolchai	Chairman of the Audit Committee
2. Mrs. Charintorn Vongspootorn	Member of the Audit Committee
3. Prof. Samrieng Mekkriengkrai	Member of the Audit Committee

According to the its charter, the Audit Committee shall meet at least 8 times a year and not less than one-half of the Committee shall constitute a quorum for the transaction of business. In 2019, the Committee met 10 times and presented subsequent proposals to the Board of Directors (Please see details in the section "The meetings of the sub-committees in the year 2019").

Authority, Duties and Responsibilities of Audit Committee

The Committee has been given the following authority, duties and responsibilities:

1.1 Review the accuracy of the Company's financial reports in accordance with financial reporting standards, and ensure there is adequate disclosure.

1.2 Oversight development of internal control over financial reporting to be accurate and reliable, and ensure that system for information security and confidentiality, maintaining information integrity and availability are in place including management of information that may impact securities price.

1.3 Review the Company's internal control system and internal audit system to ensure that they are suitable and efficient.

1.4 Review the Company has in place preventive operation system and beneficial to the Company to enhance operating effectiveness and efficiency.

1.5 Evaluate the performance of internal audit department is according to internationally accepted approaches and standards. Determine and approve the internal audit plan. Determine the adequacy of resource and the independence of internal audit unit, as well as, approve the appointment, rotation, termination, performance appraisal and remuneration of the head of internal audit unit or any other department responsible for internal audit.

1.6 Review the Company's compliance with the laws on securities and exchange, the regulations of the Stock Exchange of Thailand (the "SET"), the Securities and Exchange Commission (the "SEC"), and the laws and regulations related to Company's business.

1.7 Review the efficiency and effectiveness of the information technology system relating to operations, financial reports and compliance with the Laws and regulations including recommendation to improve and makes system security up to date.

1.8 Consider, select, nominate and terminate an independent person to be the Company's auditor, propose the auditor's remuneration, and attend a non-management meeting with auditor at least once a year.

1.9 Review the auditor's independence, and consider a policy on the engagement of audit firm to provide non-audit service to the Company.

1.10 Review all connected transaction or transactions that may lead to conflicts of interest in order to ensure that they are in compliance with related laws and the regulations of the SET, are reasonable and bring the highest benefit to the Company.

1.11 Review the acquisition and disposition transaction of asset that is significant in order to ensure that they are in compliance by laws and regulations of the SET and review the disclosure of information of the Company in case that there is a connected transaction or transaction that may lead to conflict of interest and acquisition and disposition transaction of asset so as to ensure the accurateness and completeness.

1.12 Review the anti-corruption policy and measures to ensure that the Company performs in accordance with prescribed legal and ethical obligations including review the accuracy of supporting documents and Self-Evaluation Tool for Countering Bribery form according to Thailand's Private Sector Collective Action Coalition against Corruption that has been verified by internal audit department to provide assurance that there are appropriate anti-corruption systems being in line with the report made in the Self-Evaluation Tool.

1.13 Review the risk management system to ensure it is appropriate and effective, and include assessment results of internal controls system and risk management of subsidiaries and related companies into overall Company's risk consideration.

1.14 Review that the Company has established the Whistle Blower process to serve as a channel for staff and stakeholders to lodge complaints regarding misconduct, fraud and irregularities of financial reporting, review the summary report of fraud and misconduct audit, and review the established internal preventive measures

1.15 Prepare the Committee's reports to be signed by the Chairman of the Committee and disclosed in the Company's annual reports. These must contain the following information:

1.15.1 An opinion on the accuracy, completeness and reliability of the Company's financial reports;

1.15.2 An opinion on the adequacy and review of the efficiency of the Company's internal control and risk management systems;

1.15.3 An opinion on the compliance with the law on securities and exchange, the regulations of the SET and the laws relating to the Company's business;

1.15.4 An opinion on the suitability of the external auditor;

1.15.5 An opinion on connected transactions or transactions that may lead to conflicts of interest and fraud;

1.15.6 An opinion on prevention of fraud and misconduct and report on review of fraud and misconduct audit result

1.15.7 The number of Committee meetings held and the member's attendance;

1.15.8 Any comments or opinions received by the Committee regarding its performance in accordance with this charter;

1.15.9 Any other transaction which, according to the Committee's opinion, should be known to shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board.

1.16 Report the Committee's performance to the Board at least four (4) times a year.

1.17 Undertake an annual self-assessment program to evaluate the Committee's scope of work and performance both individually and as an entire group.

1.18 If, during the performance of its duties, the Committee finds or suspects any of the following situations which may have a material impact on the Company's financial condition or operation results, it must report these to the Board for rectification within a period of time the Committee deems appropriate:

1.18.1 A transaction which causes a conflict of interest;

1.18.2 Any act of fraud, irregularity, or material defect in an internal control system;

1.18.3 An infringement of the law on securities and exchange, the regulations of the SET, or any law relating to the Company's business.

If the Board or management fails to rectify the situation within the period of time stipulated by the Committee, any member of the Committee may report this situation to the Office of the Securities & Exchange Commission or the SET

1.19 Investigate any circumstances reported by the external auditor where a director, executive or other person responsible for the Company's operations, is suspected of committing an offense under the specified laws. The committee shall report the results of the preliminary investigation to the office of the Securities and Exchange Commission and the external auditor within thirty (30) days from the date reported by the external auditor. The type of suspicious circumstances that must be reported and the procedures for obtaining information pertinent to these are listed in and must comply with notifications of the Capital Market Supervisory Board.

1.20 All members of the Committee should undergo continual training and enhance their knowledge of matters related to their duties.

1.21 Perform other tasks requested by the Board, which the Committee agrees to, with the authority delegated in the other policies announced of the Company.

Under the scope of authority, the Audit Committee have the authority to invite management team, executives, head of department or employees to discuss and answers the questions of the Audit Committee, and have authority to hire advisors or external personnel in line with the Company's regulation to make comments or give advice as necessary.

The Audit Committee performs duties within the scope of authority and responsibility as instructed by the Board of Directors. The Board of Directors is responsible the Company's operations directly to the shareholders, stakeholders and general public.

The details of performance of the Audit Committee for 2019, can be found in attachment no. 5: Report of the Audit Committee for 2019.

10.2 Compensation Committee

The Compensation Committee shall consist of at least 3 members, of which more than one-half must be independent directors, and the Chairman of the Committee must be an independent director appointed by the Board of Directors. The term of the Compensation Committee is three years and members may be reappointed, but not exceeding three consecutive terms, unless the Board views that it is necessary to retain a person as member. The duties and authority of the Compensation Committee are included in the Compensation Committee Charter.

The members of the Compensation Committee shall hold office for a term of 3 years and may be reappointed at the end of their term, but for no more than 3 consecutive terms unless the Board of Directors considers it necessary for the member to continue in office.

As of 31 December 2019, the Compensation Committee consists of the following 3 members:

Committee Members	Position
1. Mrs. Charintorn Vongspootorn	Chairman of the Compensation Committee
2. Prof. Samrieng Mekkriengkrai	Member of the Compensation Committee
3. Mr. Anek Pana-Apichon	Member of the Compensation Committee

The Compensation Committee shall meet at least twice a year. At a meeting of the Compensation Committee more than half of the Committee members shall be present to form a quorum. In 2019, the Committee met 6 times and presented results to the Board (Please see details in the section "The meetings of the sub-committees in the year 2019").

Roles, Duties, and Responsibilities of the Compensation Committee

The Compensation Committee performs its duties in accordance to the Compensation Committee Charter which is regularly reviewed by the Board of Directors. The Charter is presented below:

- Fix appropriate remuneration, both monetary and non-monetary, in order to be an incentive for members of the Board, the Committee, and high level executives to remain with the Company;

- Prescribe criteria and policy for determining the remuneration of the Board and executives for the Board' or the shareholders' consideration, as the case may be;
- Consider and approve the annual remuneration of directors and submit its recommendation to the Board and for the shareholder meeting for approval;
- Review the Company's performance in order to determine the KPI bonus and merit-based increase in salary for executives (above 15th Grade) and propose to the Board for approval;
- Review the special bonus adjustment requisition for executives (above 15th Grade) and propose to the Board for approval;
- Consider and approve the EV Bonus Plan (Economic Value Bonus Plan) and prescribe criteria for implementation of the EV Bonus Plan, including consideration and the allocation of annual EV Bonus to the Company's executives and submit its recommendations to the Board for approval;
- Supervise the implementation of the EV Bonus Plan and to give final determination in case there are problems or controversies in the implementation of the EV Bonus Plan and report to the Board;
- Consider and approve the evaluation of performance for determining the annual EV Bonus and salary increase for the Company's CEO and submit its recommendation to the Board for approval;
- Review the salary structure and remuneration package for executives (above 15th Grade) and propose to the Board for approval;
- Consider and give consent for the early retirement program for executives (above 15th Grade) and propose to the Board;
- Consider and give consent for employment and remuneration adjustment for executives (above 15th Grade) which includes hiring, personal grade adjustment, salary and remuneration package adjustment and propose to the Board for approval;
- In the event there is a proposal to issue new shares (or stock option), to be made part of the director and employee remuneration package, the Compensation Committee should consider and propose guidelines so that will be attractive for directors and employees to work in the long-term interest of the Company's shareholders, and to ensure that valuable employees will remain with the Company, while at the same time being just to the Company's shareholders. Furthermore, if a member of the Board or an employees is to be awarded more than 5% of the total stock option to be issued, the Compensation Committee should review the appropriateness of such a decision and recommend the approval or disapproval of such a decision. Under

no circumstances should one of the Committee's members have a say or vote on the issuance of stock options if that particular Committee member stands to receive more than 5% of the total stock option to be issued;

- The Compensation Committee is responsible to the Board of Directors and has a duty to provide reasons/answers relating to the remuneration of directors at the shareholder meeting;
- Engage consultants or independent persons to give opinions or advice as necessary and in accordance with the Company's regulations;
- Review and assess the adequacy of the Charter of the Compensation Committee and recommend to the Board if any change or amendment is needed;
- Report the performance of important tasks to the Board on a regular basis and important issues for the Board' knowledge;
- To report the Committee's activities of previous year, in accordance with the Committee Charter, and to include such a report in the Company's Annual Report and to answer shareholders' questions at the Annual General Meeting. The Committee is also responsible for disclosing policies governing the directors' remuneration in the Company's Annual Report;
- Annually review its performance
- The Committee has the authority to require the management, executives or concerned persons to give opinions, provide information, or participate in meetings;
- Carry out any other duties assigned by the Board.

The details of performance of the Compensation Committee for 2019 can be found in attachment no. 6: Report of the Compensation Committee for 2019.

10.3 Governance and Nomination Committee

The Governance and Nomination Committee consists of at least 3 members and not less than 50 percent of the quorum is Independent Directors. The term of office is three years, with the possibility for a reappointment, but not exceeding three consecutive terms, unless the Board views that it is necessary to retain a person as member. The duties and authority of the Governance and Nomination Committee are presented in the Charter of the Governance and Nomination Committee.

The members of the Committee shall hold office 3-year terms and may be reappointed, but shall not serve more than 3 consecutive terms unless the Board of Directors considers it necessary for the member to continue in office.

As of 31 December 2019, the Governance and Nomination Committee consists of the following 3 members:

Committee Members	Position
1. Prof. Samrieng Mekkriengkrai	Chairman of the Governance and Nomination Committee
2. Mrs. Patareeya Benjapolchai	Member of the Governance and Nomination Committee
3. Mr. Kwek Buck Chye	Member of the Governance and Nomination Committee

The Governance and Nomination Committee shall meet at least twice a year. The presence of more than half the total number of members shall constitute a quorum. In 2019, the Committee met 4 times and made subsequent presentations to the Board (Please see details in the section "The meetings of the sub-committees in the year 2019").

Roles, Duties, and Responsibilities of the Governance and Nomination Committee

The Committee shall have the following authorities, duties, and responsibilities:

Consideration and Selection

- To establish the criteria and policy for Board membership including Board membership of subsidiaries.
- To evaluate and propose candidates to the Board and shareholders for election as members of the Board as well as for re-election or removal. The GNC may use professional or recruiter services and/or search from among the IOD chartered directors.
- Consider qualified candidates to be Chairman of Executive Committee and Chief Executive Officer (CEO) in relevant vacant positions and present for the Board's consideration and appointment.
- Nominate qualified persons to be directors and chairmen of sub-committees for the Board's consideration;
- Nominate qualified persons to be appointed as directors of the subsidiaries, affiliates, and joint ventures for the Board's consideration.

Corporate Governance

- Set policy on compliance with good corporate governance, annually review the Company's Corporate Governance Policy and recommend any amendments or revisions for the Board's consideration.
- Arrange an orientation for new directors and encourage all directors to attend seminars to develop their skills to increase capability to perform their duties efficiently.
- Consider and specify the criteria of the succession plan for executive management (UC Level) that report directly to the Chief Executive Officer (CEO) and further propose to the Board for consideration and approval annually.

- Carry out the annual evaluation of the performance of the Board, the Board's committees (including its own performance) and of each member of the Board, review the results of the evaluation of each of the Board's committees and report to the Board.
- Carry out the annual evaluation of the Chief Executive Officer (CEO) and report results to the Board.
- Engage consultants or independent persons to give opinions or advice as necessary and in accordance with the Company's regulations.
- Review and assess the adequacy of this charter and recommend to the Board if any change or amendment is needed.
- Report the performance of important tasks to the Board on a regular basis and bring up important issues for the Board's knowledge.
- To perform such other duties and responsibilities enumerated in and consistent with this Charter.

The details of performance of the Governance and Nomination Committee for 2019 can be found in attachment no. 7: Report of the Governance and Nomination Committee for 2019.

10.4 Executive Committee

The Company's Executive Committee consists of at least 4 qualified and experienced members appointed by the Board of Directors. A member of the Committee shall vacate office upon death, resignation or being retired from office by a Board resolution. The Committee shall report its performance to the Board, and the duties and authority of the Executive Committee are presented in the Charter of the Executive Committee.

The Executive Committee members must be knowledgeable, capable, and honest, with business ethics and sufficient time to devote their knowledge and capability to the Company's business operations, and must not have any disqualifications as prescribed by the Public Limited Companies Act. In addition, no member shall be a partner in any ordinary partnership or hold a position in the juristic entity of the same nature as or in competition with that of the Company, whether for his own benefit or that of others, unless receiving approval from the Board of Directors.

As of 31 December 2019, the Executive Committee consists of the following 4 members:

Committee Members	Position
1. Mr. Anek Pana-Apichon	Chairman of the Executive Committee
2. Mr. Kwek Buck Chye	Executive Director
3. Mr. Anant Kaewruamvongs	Executive Director
4. Mr. Paiboon Panuwattanawong[(1)]	Executive Director

Remark:

(1) Mr. Paiboon Panuwattanawong was appointed as Member of the Executive Committee in replacement of Mr. Patompob Suwansiri, by resolution of the Board of Director Meeting No. 3/2019 held on 26 March 2019, effective from 1 April 2019.

The Executive Committee shall meet at least once a month. A majority of the members comprising the Committee shall constitute a quorum for the transaction of business. In 2019, the Committee met 12 times and made subsequent presentations to the Board (Please see details in the section "The meetings of the sub-committees in the year 2019").

Roles, Duties, and Responsibilities of the Executive Committee

The Executive Committee performs its duties in accordance with the Executive Committee Charter which is regularly reviewed by Board of Directors. The Charter is presented below:

- Formulate the Company's goals, strategic direction, management structure, and annual business plan and budget for the Board of Directors' approval; guide and control the Company's business operations to ensure that they are in keeping with the overall vision, commitments, strategies and policies of the Company's Board of Directors, related laws, regulations and Articles of Association of the Company;
- Develop and manage the direction of the Company's business operations to ensure the Company's growth and development is in keeping with the vision, commitments, strategies, policies and decisions of the Board of Directors;
- Supervise and monitor the operating results and financial standing of the Company and report the business performance, along with the remedial actions to be taken in case the business performance of the Company fails to meet the target, to the Board of Directors every month;
- Identify and evaluate new business opportunities;
- Review and make recommendations to the Board of Directors regarding the Company's dividend policy;
- Review and approve all transactions concerning investments and disposal of assets, human resources management, finance and treasury, general administration and any other transactions related to the Company's business within the limits of authority granted by the Board of Directors;
- Appoint Company management members to fill all necessary management areas within the Company per the Human Resources Authority Table, and screen potential candidates for appointment as UC-level management team members, the first appointment of which requires the approval of the Board of Directors;
- Review matters that require the Board of Directors' approval and make appropriate recommendations with the exception of activities that have been delegated to other Board sub-committees;

- Consider and review the Company's risk management and control system;
- The Committee may delegate its authority to any member of the management or staff as it deems appropriate. However, such authority does not permit the Committee or appointed persons to approve any transaction between them or related persons having mutual benefits or conflicts of interest (as prescribed in the Company's Articles of Association and *Notifications of the Securities Exchange Commission*). The approval for transactions shall be in accordance with the policies and principles already determined by the Board and regulatory bodies;
- Engage consultants or independent persons to provide opinions or advice if necessary;
- The Committee may ask members of the management or other persons to attend its meetings or provide pertinent information as necessary;
- Report to the Board of Directors on a monthly basis regarding the material actions taken by the Committee under the Chief Executive Committee Report agenda;
- Annually review its own performance and assess the adequacy of the charter of the Executive Committee, which may be done in conjunction with the annual evaluation of the Board and its other committees, conducted under the oversight of the Governance and Nomination Committee;
- Take any other action or assume any other powers and responsibilities that may from time to time be assigned or delegated to the Committee by the Board.

The details of performance of the Executive Committee for 2019 can be found in attachment no. 8: Report of the Executive Committee for 2019.

10.5 Management Committee

The Management Committee is appointed by the Executive committee in order to support the Chief Executive Officer in discharging his/her roles and responsibilities effectively. In this regard, the Management Committee consists of the Chief Executive Officer and senior executives who are knowledgeable and capable to perform the duties in supporting and reviewing all the business data of the company; those are business management, financial management, and new business review as well as other tasks as assigned by the Executive Committee.

As of 31 December 2019, the Management Committee consists of 5 directors, whose names are as follows

Committee Members	Position
1. Mr. Anant Kaewruamvongs	Chairman of the Management Committee
2. Mr. Patompob Suwansiri	Member of the Management Committee
3. Mr. Anuwat Sanguansappayakorn	Member of the Management Committee

Committee Members	Position
4. Mr. Park Boonyubol	Member of the Management Committee
5. Mr. Sanpetch Sanpasiri	Member of the Management Committee

Remarks:

The Management Committee was established in accordance with the resolution of the Executive Committee Meeting No. 3/2019, held on 4th April 2019, effective from 4th April 2019 onwards.

Duties and Responsibilities of the Management Committee

The Management Committee has the scope of duties and responsibilities that has been approved by the Executive Committee as follow:

- Manage the Company's business operations in order to achieve Strategic Direction of the Company.
- Monitor the financial and operating results and follow up important issues of the Company and the Group companies.
- Screen and review matters that require approval from Excom and Board of Directors and make appropriate recommendation.
- Follow up important matters arising from Excom and Board of Directors as well as make appropriate recommendation.
- Identify and evaluate new business opportunities.
- Perform other tasks as designated by Excom and Board of Directors.

10.6 Risk Management Committee

The Risk Management Committee comprises not less than 7 members and not more than 15 members. The members are management with knowledge, capability, and honesty, and dedicate adequate time in order to drive the Company's risk management goals in alignment wth the Company's business direction.

As of 31 December 2019, the Risk Management Committee consists of the following 10 members:

Committee Members	Position
1. Mr. Anant Kaewruamvongs	Chairman of the Risk Management Committee
2. Mr. Patompob Suwansiri	Member of the Risk Management Committee
3. Mr. Anuwat Sanguansappayakorn	Member of the Risk Management Committee
4. Mr. Teerayuth Boonchote	Member of the Risk Management Committee
5. Mr. Wichai Kittiwittayakul	Member of the Risk Management Committee
6. Mr. Pramook Chaiwongwutthikul	Member of the Risk Management Committee
7. Mr. Ekachai Phakdurong	Member of the Risk Management Committee

Committee Members	Position
8. Mrs. Yupapan Panchurbthong	Member of the Risk Management Committee
9. Mr. Salil Charuchinda	Member of the Risk Management Committee
10. Mr. Komson Seripapong	Member of the Risk Management Committee

The Risk Management Committee shall meet at least once a quarter as well as upon request. In 2019, there were 4 meetings in total and reports were presented to the Board of Directors.

Roles, Duties, and Responsibilities of the Risk Management Committees

The Risk Management Committee is responsible for:

- Determining and reviewing the risk manangement framework and policy, risk appetite statement, risk criteria and risk management process to ensure that these are aligned with international standards, as well as the Company's strategic direction, business objectives, diay operations and changing circumstances, and proposing any revisions to the Audit Committee and Executive Committee for review, and to the Board of Directors for approval.
- Reviewing risks and considering mitigation measures so that the risk owners can take the appropriate actions to improve their management of these risks.
- Following up on the risk mitigation measures recommended by the Risk Management Committee in order to ensure that these are implemented in accordance with the risk management policy and have the desired effectiveness within the defined risk appetite levels.
- Reporting to the Board of Directors, Audit Committee, and Executive Committee regularly about the management, operations, company's risk status, various changes, and the improvement and corrective actions in accordance with the defined framework and policy, and strategies.

10.7 Sustainable Development Committee

The Sustainable Development Committee consists of at least 5 members, chosen from among the directors and executives who are knowledgeable, capable, honesty and dedicate adequate time to their position on the Committee in order to drive the Company's sustainable development goals in alignment with the Company's business direction. The committee is appointed by the Board of Directors, and a member of the Committee shall vacate office upon death, resignation, retirement from position as Chairman of the Executive Committee, Chief Executive Officer, senior management or being retired from office by a Board resolution. The Committee shall report its performance to the Board. The duties and authority are presented in the Charter of the Sustainable Development Committee in keeping with the Company's directions and the guidelines form the Stock Exchange of Thailand on Sustainable Development.

As of 31 December 2019, the Sustainable Development Committee consists of the following 8 members:

Committee Members	Position
1. Mr. Anant Kaewruamvongs	Chairman of the Sustainable Development Committee
2. Mr. Anuwat Sanguansappayakorn	Member of the Sustainable Development Committee
3. Mr. Patompob Suwansiri	Member of the Sustainable Development Committee
4. Mr. Teerayuth Boonchote	Member of the Sustainable Development Committee
5. Mr. Sanpetch Sanpasiri	Member of the Sustainable Development Committee
6. Ms. Yupapan Panchurbthong	Member of the Sustainable Development Committee
7. Mr. Park Boonyubol	Member of the Sustainable Development Committee
8. Ms. Piyanuch Sujpluem	Member and Secretary of the Sustainable Development Committee

The Sustainable Development Committee shall meet at least once a quarter as well as upon request. The presence of more than half the total number of members shall constitute a quorum. In 2019, the Sustainable Development Committee held 2 meetings in total and subsequent reports were presented to the Board (Please see details in the section "The meetings of the sub-committees in the year 2019").

The Responsibilities of the Sustainable Development Committee

The Sustainable Development Committee has written scope of duties and responsibilities in accordance with the Sustainable Development Committee Charter, which has been approved by the Board of Directors as follows:-

- Define the Sustainable Development Policy and review the budget annually.
- Define strategies and goals for sustainable development that align with the Company's vision
- and business direction
- Set up a system of policy, strategy, innovation and implementation to facilitate continual sustainable development.Define sustainable development materiality which shall then require the further approval of the Board of Directors.
- Monitor sustainable development implementation to ensure the realization of policies, strategies and goals.
- Provide recommendations and possibly assign other related persons to implement activities pursuant to sustainable development strategies and goals.
- Report sustainable development performance to the Board of Directors.
- Approve a Sustainability Report that aligns with the Stock Exchange of Thailand's guidelines.
- Appoint the Sustainable Development Working Group (SDWG).
- Carry out any other duties assigned by the Board of Directors.

10. Remuneration of Directors and Management

11.1 The Board has in place the Remuneration Policy and framework for the Company's directors and executives.

11.2 The compensation framework for directors reflect their duties, responsibilities and contribution,

and is comparable to the industry standard and companies of a similar size in order to be sufficient to attract and retain competent directors. Additional, remuneration is also provided when directors must assume additional duties as sub-committee members.

11.3 The directors' remuneration as defined in the Company's articles of association comprises of monthly retainer, meeting fee, per diem and annual bonus. The Compensation Committee will determine the annual remuneration budget, and propose to the Board and the shareholders for approval.

11.4 Directors who are staff or hold executive management positions within the Company have no right to receive any per diems, meeting or allowances or remuneration in the performance of their duties as directors or subcommittee members

11.5 The executive compensation framework is based on the following key guiding principles:

- Ensure that the interests of executives and shareholders are aligned.
- Foster a performance-based culture.
- Be sufficient to attract, retain and motivate talented employees.
- Reflect business life cycles and strategic priorities.

11.6 The remuneration of executives comprises salary, bonus, provident fund, and other benefits which are linked to the performance of the Company and criteria for executives

11.7 The Compensation Committee is responsible for annually review the Remuneration Policy and framework.

11. Directorships in other Companies

12.1 Directors can hold the position of board member in no more than 6 listed companies simultaneously unless the Board grant specific approval, provided that these appointments do not interfere or cause conflicts of interest with their performance and duties for the Company.

12.2 It is the Board's policy that executive directors and the Chief Executive Officer shall not serve on the boards of any other public companies (excluding the Company's subsidiaries or associates) unless the Board grant specific approval.

12. Evaluation of the Board of Directors

13.1 A formal performance evaluation of the Board as a whole and the individual directors is conducted annually. The results are used as basis for strengthening the effectiveness of the Board and developing its members. The Board will engage an independent outside consultant to undertake the evaluation of the Board every three years. A consultant can set up criteria and provide recommendation for transparency and reliable evaluation.

13.2 Each board committee shall conduct an annual evaluation of its performance and report the results to the Board.

13.3 The Governance and Nomination Committee has tasked the Company Secretary with distributing the Self-Assessment forms to the members of the Board and member of sub-committee to complete the Self-Assessment forms and is framework for review their performance during the past year. The evaluation forms used are those developed by the Stock Exchange of Thailand.

13.4 After collecting all evaluation forms, the Company Secretary Department will summarize all scores, including criteria and processes of evaluation, and present the results to the Governance and Nomination Committee for consideration. The Governance Committee will then present the findings to the Board.

In addition, the Company will engage and independent outside consultant to undertake the evaluation of the Board every 3 years. A consultant can set up criteria and provide recommendation for transparency and reliable evaluation. In 2015, the Company engaged AON Hewitt, an external advisor, to evaluate the entire Board for the first time.

In 2019, the Company Secretary sent the entire board performance evaluation form and the individual self-evaluation form to the Board and all subcommittees for individual self-evaluation for the year 2019. The criteria and results are detailed as follows:

Type of Committee and Type of Evaluation Form	Evaluation Result
Board of Directors	
Entire board evaluation Criteria of the evaluation consist of 7 topics (1) Board Policy (2) Structure and Characteristics of Board (3) Role and Responsibilities of the board (4) Board meeting preparation and procedure (5) The board's performance of duties (6) Relationship with management (7) Self-development of Directors and Executives Development	3.64 / 4.00
Individual self-evaluation Criteria of the evaluation consist of 5 topics (1) Background of the Board's Duty (2) The Organization Knowledge (3) The Boards' Meeting (4) Relationship with Director and Executive (5) Individual Personal Performance as a Board Member	3.79 / 4.00
Audit Committee	
Entire committee evaluation Criteria of the evaluation consist of 2 topics (1) Role of the Audit Committee (2) Duty of the Audit Committee with consists of (2.1) To review company's financial report (2.2) To review	2.98 / 3.00

Type of Committee and Type of Evaluation Form	Evaluation Result
Internal Control and independent of Corporate Audit Department (2.3) To review rules and regulations of the company (2.4) To consider, select and nominate an independent person to be auditor of the company (2.5) To consider connected transaction or conflict of interest accordance with rules and regulations (2.6) Disclose audit committee report in annual report.	
Individual self-evaluation Criteria of the evaluation consist of 3 topics (1) Committee structure and qualifications with consists of (1.1) Knowledge and experience of a member is fit with business (1.2) knowledge and experience are appropriate to the assigned duties and responsibilities (2) The committee meeting with consists of (2.1) A member prepares and studies information prior to the meeting (2.2) Opinions of a member are useful for the business (2.3) Particular member does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest (2.4) Chairman or an assigned person can conduct efficient meetings (3) Roles, duties and responsibilities of the Committee with consists of (3.1) A member complies with related rules, laws and charter, and performs his duty well (3.2) A member devotes time for his duties (3.3) A member does not intervene the normal operation carried out by management team (3.4) A member properly supervises and monitors management's operation (3.5) A member is enthusiastic about continuous development	3.79 / 4.00
Compensation Committee	
Entire committee evaluation Criteria of the evaluation consist of 5 topics (1) Preparation of the Committee (2) Policy Determination and Consideration of Procedure (3) Monitoring and Evaluation (4) The Meeting of the Compensation Committee (5) Roles and Responsibilities of the Committee	2.90 / 3.00
Individual self-evaluation Criteria of the evaluation consist of 10 topics (1) Overall performance of the Committee (2) Understanding of the Committee's roles and responsibilities as specified in the charter (3) Clearly defined in the Committee's role and responsibilities (4) Have a good working relationship with other Committee members (5) Have an appropriate procedure in considering the compensation for directors and top executives, which also in line with the Company's performance and same industry group (6) Have an appropriate for evaluation the Chairman of Executive Committee (7) Allocate sufficient time in considering the procedure and related criteria on Compensation matters (8) Allocate sufficient time in solving-problem, in case the matter is not in line with the criteria (9) Study and prepare for the meeting in advance (10) Each member can express their opinion freely	4.36 / 5.00

Type of Committee and Type of Evaluation Form	Evaluation Result
Governance and Nominations Committee	
Entire committee evaluation Criteria of the evaluation consist of 5 topics (1) Preparation of the Governance and Nominations Committee (2) Policy Determination and Consideration of Procedure (3) Monitoring and Evaluation (4) The Meeting of the Governance and Nominations Committee (5) Roles of Chairman of the Committee	2.98 / 3.00
Individual self-evaluation Criteria of the evaluation consist of 9 topics (1) Overall performance of the Committee (2) Understanding of the Committee's roles and responsibilities as specified in the charter (3) Clearly defined of the Committee's role and responsibilities (4) Have a good working relationship with other Committee members (5) Have an appropriate procedure in selecting, nominating and appointing directors and top executives, which also in line with the Company's requirements (6) The Committee has review Corporate Governance policy and other related policies on regularly basic (7) Allocate sufficient time in considering the policies and related criteria on Corporate Governance (8) Study and prepare for the meeting in advance (9) Each member can express their opinion freely	4.82 / 5.00
Executive Committee	
Entire committee evaluation Criteria of the evaluation consist of 4 topics (1) Composition and qualification of the Executive Committee (2) Meeting arrangement (3) Roles, duties and responsibilities (4) Knowledge and skill in specialized analysis	3.32 / 4.00
Individual self-evaluation Criteria of the evaluation consist of 14 topics (1) Overall satisfaction of the performance of the Executive Committee (2) Satisfaction with the Executive Committee's management of problems (3) Understanding of the Committee's roles duties and responsibilities as specified in the charter (4) Understanding the Company's Strategy (5) Have a good relationship with other Committee members (6) Clearly defined of the Committee's role and responsibilities (7) The Performance Assessment of the Committee has an appropriated procedure (8) Spend sufficient time on considering the policy and direction of the Company appropriately (9) Spend sufficient time on considering the Company's operational appropriately (10) Spend sufficient time on considering in direction of problem-solving if undefined with determined direction appropriately (11) Study and prepare for the meeting in advance (12) Independently	3.55 / 4.00

Type of Committee and Type of Evaluation Form	Evaluation Result
to express opinion freely (13) Impartial to express opinion (14) Chairman has given the opportunity and encourage all member to express opinion independently	
Risk Management Committee	
Entire committee evaluation Criteria of the evaluation consist of 4 topics (1) Composition and Quality (2) Understanding the business and associated risks (3) Process and Procedure (4) Monitoring Activities	3.70 / 4.00
Individual self-evaluation Criteria of the evaluation consist of 12 topics (1) Overall satisfaction of the performance (2) Satisfaction as to the process of problem-solving (3) Understanding of the Committee's roles and duties as specified in the RMC charter (4) Understanding of the Company's Enterprise Risk Management Policy (5) Relationship among the Committee members (6) Clearly defined Committee's role and responsibilities (7) Appropriate performance evaluation process (8) Sufficient time for considering the risk assessment of the company, (9) Sufficient time on considering the company's risk management and risk treatment, (10) Sufficient time for problem-solving when implementation is not in line with the direction, (11) Preparation before the meeting (12) Independentce in opinion sharing in the meeting.	4.38 / 5.00
Sustainable Development Committee	
Entire committee evaluation Criteria of the evaluation consist of 6 topics (1) Preparation of the Sustainable Development Committee (2) Determination and Consideration of the Company's Strategy (3) Risk Management (4) Sustainable Development Framework (5) The Meeting of the Sustainable Development Committee (6) Roles Duties and Responsibilities of the Chairman of the Sustainable Development Committee	1.78 / 3.00
Individual self-evaluation Criteria of the evaluation consist of 14 topics (1) Overall satisfaction of the performance (2) Satisfaction the process of problem-solving (3) Understanding of the Committee's roles duties and responsibilities as specified in the charter (4) Understanding of the Sustainable Development strategy (5) Relationship among the Committee (6) Clearly defined of the Committee's role and responsibilities (7) Appropriate for the criteria of performance evaluation (8) Spend sufficient time on considering the policy and direction of the company's sustainable development appropriately (9) Spend sufficient time on considering the sustainable development report and other performance results appropriately (10) Spend sufficient time on considering in direction of problem-solving if undefined with determined	4.27 / 5.00

Type of Committee and Type of Evaluation Form	Evaluation Result
direction appropriately (11) Preparation before the meeting (12) Independently to express opinion freely (13) Independently to express opinion without bias (14) Chairman has given the opportunity and encourage all member to express opinion independently	

13. Company Secretary Office

The Company appointed the Company Secretary according to the laws on Securities and Exchange in order to take a responsible for safekeeping documents and minutes of meetings, including reports on interests of directors and executives and other relevant issues. The Company Secretary shall advise to the Board regarding relevant laws and regulations, and arrange the meetings of the Board of Directors, its sub-committees and shareholders. The Company Secretary shall perform his or her duty with responsibility, due care and loyalty, and shall comply with all laws, objectives; the Company's articles of association. The Company Secretary responsible for follow up to comply with the Board's resolutions and the shareholders' resolutions. The decision to appoint or remove the Company Secretary shall be formally resolved by the Board.

14. Orientation and Knowledge Development of Board of Directors and Management

15.1 All new-appointed directors must participate in the Company's director orientation program in order to be adequately briefed on the Company's information, code of conduct, policy and business information prior to assuming their responsibilities. In 2019, there was an orientation for 1 new director, Mr. Phuwieng Prakhammintara, the representative director from the Ministry of Digital Economy and Society, on 8 May 2019.

15.2 The Company provides directors and executives with opportunities to attend special training courses and seminars related to their specific duties, particularly those seminars and training sessions organized by the Thai Institute of Directors (IOD) or the Stock Exchange of Thailand so that they may familiarize themselves with their duties and the manner of performing those duties efficiently.

In 2019, directors and executives applied for and participated in the following courses and seminars:

Directors / Executives	Courses/Seminar
1.Mr. Prasert Bunsumpun Chairman (Independent Director)	- AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Innovfest Unbound, Sinagapore - Singtel (Advanced Security Operations Centre & FutureNow Innovation Centre), Sinagapore - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand
2 Mrs. Charintorn Vongspootorn Independent Director, Member of Audit Committee, and Chairman of Compensation Committee	- AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Showcase of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore. - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand.
3.Mr. Somprasong Boonyachai Director	- AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Showcases of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore. - Workshop on Collaboration of 5G Technology and Devices Trends organized by business partners in China (i.e. Huawei and ZTE). - Workshop on Collaboration of 5G Technology and Devices Trends organized by business partners in USA (i.e. Amazon and Microsoft). - Consumer Electronics Showcases (CES 2020) in Las Vegas, USA.

Directors / Executives	Courses/Seminar
4. Professor Samrieng Mekkriengkrai Independent Director, Member of Audit Committee, Member of Compensation Committee and Chairman of Governance and Nomination Committee	- AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Showcase of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore - FutureNow Innovation Centre, Singapore. - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand.
5. Mrs. Patareeya Benjapolchai Independent Director, Chairman of Audit Committee and Member of Governance and Nomination Committee	- AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Showcase of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore.
6. Mr. Anek Pana-Apichon Director, Chairman of Executive Committee, and Member of Compensation Committee	- AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Showcases of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore. - Workshop on Collaboration of 5G Technology and Devices Trends organized by business partners in China (i.e. Huawei and ZTE). - Workshop on Collaboration of 5G Technology and Devices Trends organized by business partners in USA (i.e. Amazon and Microsoft). - Consumer Electronics Showcases (CES 2020) in Las Vegas, USA.

Directors / Executives	Courses/Seminar
7. Mr. Kwek Buck Chye Director, Member of Governance and Nomination Committee	- Showcase of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore. - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand.
8. Mr. Anant Kaewruamvongs Director, Member of the Executive Committee and Chief Executive Officer	- Showcase of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore. - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand.
9. Ms. Yupapan Panclurbthong Company Secretary	-SET: "How to Communicate Effectively in A Digital Age". -TMA Trend Talk #10: Mastering the foresight by Digital Lead. - AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - CAC Project Meeting of Thailand's Private Sector Collective Action Coalition Against Corruption. - APSCC 2019 Sattellite Conference & Exhibition in Bangkok, Thailand. - Agile Mindset Development Program - Management Team.
10. Mr. Patompob Suwansiri Chief Commercial Officer	- Harvard Leadership Development Program (1 Year Program, started from Jan 2018 – Jan 2019). - Executive Learning Sustainment Program (Advance). - Agile Mindset Development Program – Management Team. - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand.

Directors / Executives	Courses/Seminar
11. Mr. Anuwat Sanguansappayakorn Chief Financial Officer	- Cyber Security Act. - Regulatory Compliance: Thailand Cyber Security Law. - Executive Learning Sustainment Program (Advance).
12. Mr. Wichai Kittiwittayakul Chief Audit Executive	- Harvard Leadership Program (1 Year Program started from Jan 2018 – Jan 2019). - AIS Digital Intelligent Nation & AIS Academy for THAIs 2019. - Project to Promote Moral Standards and Transparency in Operation of Private Business Entities. - Analytics and Forensic Technology Showcase. - Showcase of Innovfest Unbound 2019, Singapore. - Advanced Security Operations Centre, Singapore. - FutureNow Innovation Centre, Singapore. - Re-inventing Internal Controls in the Digital Age. - Economic Sharing with Krungsri.
13. Dr. Sakon Kittivatcharapong Head of Marketing and Business Development Department	- Harvard Leadership Development Program (1 Year Program, started from Jan 2018 – Jan 2019). - Executive Learning Sustainment Program (Advance). - XWF Workshop with Facebook.
14. Mr. Ekachai Phakdurong Head of Regulatory Affairs Department	- Thaicom's New Business and the Cyber Security Law. - New Cyber Security Law. - Cyber Security Act. - Regulatory Compliance: Thailand Cyber Security Law. - APSCC 2019 Satellite Conference & Exhibition in Bangkok, Thailand.

15. Evaluation of Chief Executive Officer

The Board, excluding executive directors or members of the Compensation Committee, should assess the performance of the Chief Executive Officer annually in keeping with pre-agreed standards and performance criteria covering the Company's financial performance as well as other strategic objectives.

The evaluation criteria are divided into 7 parts:

Part 1 Evaluation of Leadership Competency

Part 2 Evaluation of Financial Management

Part 3 Evaluation of Skills and Attitudes

Part 4 Evaluation of successful completion of important tasks over a period of time longer than the last 12 months

Part 5 Evaluation of decision making on significant matters in the last twelve months.

Part 6 Evaluation of preparation to meet significant new challenges in the future.

Part 7 Evaluation of any other related criteria.

The results of the evaluation will be used to formulate a compensation package for the CEO for the following year.

16. Contact with Management and access with Independent Advisors

17.1 Directors are entitled to request and receive additional information they consider necessary in order to make information decisions.

17.2 All directors shall allowed direct access to the management and the Company Secretary. However, this access and communication should not interfere with or interrupt the Company's normal business operations.

17.3 The Board supports the participation of the top executives in meetings of the Board.

17.4 The Board and its committee have the power to engage experts or advisors, including independent legal counsel at the Company's expense.

17. Management Succession Plan

18.1 A succession plan for the Company's Chief Executive Officer and senior executives must be developed in order to maintain the confidence of shareholders and other stakeholders and allow business operations to continue without interruption when these positions become vacant.

18.2 The Governance and Nomination Committee is responsible for considering the succession plan and nominating candidates of Chairman of the Executive Committee, the Chief Executive Officer and senior management from EVP level upwards who report directly to the CEO. The succession plan must be reviewed on an annual basis and an updated version submitted to the Board.

Section 2 Rights and Equitable Treatment of Stakeholders

Shareholders own the company, controlling it by appointing the Board of Directors (Board) to act as their representatives. Shareholders are eligible to make decisions on any significant corporate change. Therefore, the Board's policy is to encourage, promote and facilitate shareholders in exercising their rights. The Company shall treat each and every shareholder equally regardless of gender, age, disability, race, nationality, religion, belief, or political opinion.

1. To encourage, promote and facilitate shareholders in exercising their basic rights as follows:

   - Right to buy, sell, or transfer shares of the Company;
   - Right to receive correct, adequate and timely information regarding the Company's operations and activities. Furthermore, the Company has a policy to prevent obstruction of communication between shareholders and/or the Company;
   - Right to attend shareholders' meetings, express his/her opinions, give recommendations, and be involved in decision making for significant matters;
   - Right to appoint and remove directors at shareholders meetings;
   - Right to appoint Company Auditors and set their remuneration;
   - Right to acquire profit of Company in the form of dividend;
   - Right to acquire share certificate, transfer share, and return share on the Company's behalf;
   - The right to stipulate, change, add, or delete clauses from the Company's Articles of Association;
   - Other rights as prescribed by law and the Company's Articles of Association and other relevant regulations.

2. To support and facilitate all shareholders to participate and vote in the meeting:

   2.1 All meeting shall be conducted in accordance with related laws and guidelines prescribed by regulatory.

   2.2 The Company has granted minor shareholders the right to propose items for inclusion on the agenda and to propose suitable candidates for selection as Directors at least 3 months in advance of the AGM. The Company provided the guidelines and procedures on how to propose items for inclusion on the agenda and directors for nomination on the Company's website.

   2.3 The Company provides shareholders, in advance of meetings, with date, time, venue, and all agenda items with objective, rationale and Board opinions for each agenda item as well as any other relevant information required in the notice of shareholders meeting.

2.4 The Company encourage and support all shareholder and institution investor participation and voting in the shareholder meeting.

2.5 Set the date, time, and place of the meeting by considering the interest of shareholders for convenient and easy to reach.

2.6 The Company prepares and discloses the Company's notice of shareholder meetings in both Thai and English so that all shareholders can access information equally.

2.7 To send out the notice of the shareholders, meeting and related papers to all shareholders by postal at least 21 days before the meeting and posted on the Company's website at least 30 days before the meeting. This provided shareholders enough time to acknowledge and study the information in advance.

2.8 To ensure that the Company does not through its meeting attendance requirements or prerequisite prevent attendance by or places an undue burden on shareholders.

2.9 The Company allows shareholders to send their questions to the Company prior to the meeting date. Shareholders are clearly informed in advance of the determined criteria for accepting advance questions and the process for submitting them on the Company's website.

2.10 The Company supports shareholders who are unable to attend the meeting in person by allowing them authorize another representative as a Proxy for Shareholders, to submit their votes. The Company encloses a Proxy Form on which shareholders are able to specify their votes with the AGM invitation letter. The Company appointed at least one independent director as a proxy for shareholders who cannot attend.

2.11 The Company uses secure, fast, precise, and accurate technology in the shareholders meeting, including in recording attendee registration, printing ballots and processing voting results.

2.12 To promote the use of ballots for voting on resolutions proposed at the shareholders' meeting, and to disclose such voting results at the meeting by identifying the number of "approve", "disapprove" and "abstain" votes. The voting results for each proposed resolution should be included in the minutes of the meeting in order to transparency and easy to verify. Also, multiple votes should not be bundled into the same vote.

2.13 All directors and executives are required to attend the shareholders' meeting in order to answer any queries the shareholders might have. The Company's external auditor shall be invited to answer any questions about the Company's financial reporting.

2.14 The Company designate an independent party to count or to audit the voting results for each resolution in the meeting, and disclose such voting at the meeting and record in the minutes of the meeting.

2.15 Before starting the meeting, the Company informs shareholders of the number and proportion of shareholders and share represented at the meeting in person and through proxies, the meeting procedures, and voting criteria and vote counting methods.

2.16 The Chairman of the Board is responsible for compliance with applicable legal requirement and the Company's articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders who wish to share their opinions or ask question related to the Company.

2.17 The Company will provide the opportunity for shareholders to appoint the directors individually. The Company will also use ballots to vote for and appointment directors individually.

2.18 The Company will not add items to the meeting agenda or change significant information without prior notice to the shareholders.

2.19 To ensure that the Company discloses the results of voting on proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and through the Company's website by the next business day.

2.20 The Minutes of the shareholders' meeting is submitted to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date, and posted on the Company's website. The minutes of the shareholders' meeting should be included the following information:

(1) Attendance of directors, executives, and the proportion of attending directors;

(2) Voting and vote counting methods, meeting resolutions, and voting results ("approve", "disapprove", and "abstain") for each proposed resolution; and

(3) Questions asked and answers provided during the meeting, including the identity of the persons asking and answering the questions.

3. Directors, executives and employees must not use any material inside information about Thaicom Group's securities that has not been generally disclosed to the public and is material to the change of price or the value of Thaicom Group's securities, for their own or any other person's benefit.

4. All directors, executives and employees who wish to trade Thaicom Group's securities must comply with the Company's Securities Trading Policy.

5. Directors and executives must declare their own or related person's interest in accordance with the Company's rules and procedures in order to prevent any possible conflict of interest. Any directors or executives with a conflict of interest in a transaction involving the Company is prohibited from participation in or approval of this matter. All transactions will proceed according to the Company's approval process for related transactions.

6. In case of transactions between related companies, the Board will consider the benefits of the Company to be of foremost importance, and the principles and process in their approval shall be followed accordingly.

Section 3: Role of Stakeholders

The Company and its Board take into account the rights of all stakeholder groups and consistently abide by corporate governance principles, best practices, and other supporting guidelines, including our Code of Conduct, to ensure equal and proper treatment of all stakeholders. This takes into account, although not exclusively, employees, shareholders, customers, business partners, competitors, creditors, communities in which we operate, society as a whole, and the environment. Furthermore, the Company abides by international human rights principles and anti-corruption guidelines to promote the development of society as follows:

1. **Responsibility to shareholders**

   The Company takes into account the rights and equitable treatment of stakeholders in line with the Company's Corporate Governance Policy and Code of Conduct. The Company is determined to operate its businesses in a manner that ensures the greatest shareholders satisfaction. This includes long-term growth in the Company's value, consistent returns, and transparent and trustworthy disclosure of data to shareholders.

2. **Responsibility to customers**

   The Company has a quality policy as well as the ISO 9001:2008 quality system dedicated to creating customer satisfaction and trust that they are receiving high quality products and services at reasonable prices. The Company aims to maintain good customer relations and is dedicated to ensuring that any customer complaints are dealt with fairly and efficiently. The Company will also safeguard any customer data that should not be divulged, unless such customer information must be disclosed to third parties according to the Sustainable Development Policy and Code of Conduct on responsibility to customers.

3. **Responsibility to business partners and creditors**

   The Company complies with the Policy on fairness and responsibilities towards business partners and/or creditors which identifies good practice in the fairness of business partner selection and maintaining long-term relationships. All transactions must be based on equality and mutual benefit. The Company firmly observes contractual agreements and strictly follows the conditions of such agreements, including the repayment of loans and interest or other charges due to creditors. As well as to avoid a situation which can give rise to conflict of interest or damage to the Company's reputation or illegal as follows:

- The Company shall do its best to endeavor to comply with any contract, agreement, or various conditions concluded with business partners and/or creditors. If compliance with the conditions cannot be achieved, the Company shall promptly inform business partners and/or creditors within a reasonable time in order to determine sound and reasonable remedial actions.

- The Company shall provide business partners and/or creditors with adequate data, and shall not provide any false, distorted, or incomplete data which, in turn, can cause business partners and/or creditors to have a misunderstanding and impact decisions.

- The Company shall conduct financial management in a way that business partners and/or creditors shall have confidence in its financial status and ability to pay Company debt.

- The Company shall by no means, ask for, receive, or grant any trade benefits to business partners and/or creditors with dishonesty. If dishonest behavior occurs, the Company shall notify business partners and/or creditors of all details and cooperate with them to correct the problem with speed as well as take measures to prevent recurrence.

- Deals with business partners and/or creditors shall be conducted in a good manner without damage to the Company's reputation or any illegal activity. Conduct should be on a basis of equality, fairness, and mutual benefits.

The Company has disclosed its policy on fairness and responsibilities towards business partners and/or creditors on www.thaicom.net in the Section of Corporate Governance > Other Policy

4. Responsibility to community and society

The Company believes in the idea if creating a shared value between the business and social sectors and implements this belief as a guideline for business conduct, to maintain sustainable growth. The Company has a policy to provide educational support and access to technology and learning, crate jobs, and develop potential and investment for the benefit of society with regard to the involvement and unique characteristics of each community. Being publically-minded, the Company aims to reduce environmental impact and improve of life across society in the long term, but especially in the field of telecommunications. The Company plays an important role in strengthening cooperation in developing and maintaining quality of communication, both in normal circumstance as well as in disaster situation in order to assist communities, disadvantaged individuals, and victims to receive timely assistance at the first possible opportunity as described in the Sustainable Development Policy and Code of Conduct.

5. Responsibility to environment

The Company has policy to emphasize environmental sustainability and conservation of resources by nurturing

a corporate culture which encourages environmental restoration and care activities, prevents and reduces pollution, uses resources efficiently, and promotes sustainability. The objectives are to reduce global warming, promote living and working in harmony with nature, and foster cooperation among organizations, including community involvement as described in the Sustainable Development Policy and Code of Conduct.

6. **Responsibility to Staff**

Our employees are our most valuable asset. Therefore, there are policies to foster advancement of employees driven by procedures for human resource improvement including the provision of both professional and general improvement training courses on a regular basis. Also, the Company values equal and fair treatments of its employees. Other policies exist to determine the appropriate remuneration and other benefits for employees in line with the Company's performance both in the short and long terms. The Company is also focused on creating a strong corporate culture and providing a good atmosphere and safe working environment for all employees. The Company strictly complies with labor laws as addressed in the Sustainable Development Policy and Code of Conduct.

7. **Human rights**

The Company supports and respects human rights and will operate its business based on the principles and intention of the Universal Declaration of Human Rights under the auspices of the United Nations. Under no circumstance will the Company take part in any action which is against the principles of human rights. The Company has also specified compensation measures in its "business ethics" manual for cases where the stakeholders incur damage from a violation of stakeholders' legal rights as addressed in the Sustainable Development Policy and Code of Conduct.

8. **Competition in business**

The Company has a policy to support and promote free and fair competition in business. It has no policy to resort to competition in business in any form that would acquire information from competitors in an unlawful or unethical manner as further referenced in the Code of Conduct.

9. **Anti-corruption practices**

The Company opposes all forms of corruption and complies with all anti-corruption laws in Thailand as well as in any other countries or territories where the Company may have business interests or operations. The Company has an Anti-Corruption Policy and put in place an internal compliance and control program to prevent and monitor corruption risk which all directors, executives, and employees must acknowledge and adhere to strictly. The Company has also outlined activities that encourage and promote all staff to follow the policy.

The Anti-Corruption Policy exists for the following purposes: To demonstrate the Company's position against fraud of all kinds, To set up rules and guidelines that prevent the Company and employees from violating anti-

corruption law, To establish procedures for monitoring and determining compliance with the policy and To encourage employees to observe and report any fraud through secure communication channels.

According to this policy, fraud refers to the abuse of power acquired through position and any act of giving, accepting, receiving, or authorizing assets or benefits to and from government officials, state agencies, private officials, or private agencies to allow them to seek personal gain from Thaicom, unless they are not prohibited by the provisions of laws, customs, or traditions. Fraud also refers to bribery and corruption.

In 2013, the Company agreed to sign the declaration of Thailand's Private Sector Collection Action Against Corruption ("CAC") with the Thai Institute of Directors (IOD) to realize transparency of business operations and ensure that there are regulatory audits.

Moreover, the Board of Directors meeting on 17 December 2014 called for the submission of a self-evaluation form. The Board of Directors had reviewed the data and participated in the verification of the members of the private sector alliance in an attempt to combat fraud in the fourth quarter of 2014. The Company was certified by the Private Sector Collective Action Coalition Against Corruption Council on 16 January 2015.

In 2017, the Board of Directors' Meeting No. 14/2017 held on 13 December 2017 has considered and approved the re-certification of a member of the Private Sector Collective Action Coalition Against Corruption. In addition, the Company complied with the Anti-Corruption Policy through the following:

1. The Company implemented the policy strictly. The Board of Directors assigned the Audit Committee to the Anti-Corruption Policy to ensure the Company's compliance with the laws and Code of Conduct.

2. The CG Committee is responsible for implementing the aforementioned policy and communicating such policy to all employees as well as following up on its outcomes. All directors are required to ensure that their subordinates understand such policy. The Company shall also provide adequate training for employees regularly.

3. Every executive is responsible for ensuring that each person who reports to them is aware of and understands this Policy through adequate and regular training.

4. Employees must perform their duties in accordance with this Policy. Anyone who suspects or discovers a violation of this Policy must report it to a supervisor or through the channels prescribed under the Company's Whistle-blowing Policy.

5. The Company has also set guidelines for disbursement procedures to comply with the Anti-Corruption Policy. The employees must fill out the following application forms through the request system:

   (1) Charity and/or sponsorship

   (2) Recreation or entertainment

(3) Giving or receiving gifts

The employees must provide details such as the names of recipients of donation or sponsors, recreational activity participants, gift receivers, and nature of business relationships. Once the forms are completed, the system will send them to the authorized person for approval.

In addition, the Company can summarize a report from the aforementioned data, in which such report may be utilized as a guideline to evaluate the anti-corruption efforts. The report and the evaluation results shall then be proposed to the Board for their consideration quarterly.

6. The Compliance Office is responsible for regularly monitoring its executives and employees to evaluate the work under their responsibilities and whether they are in compliance with the Anti-Corruption Policy.

7. The Company also regularly provides training and communication of its Anti-Corruption Policy and guidelines to its employees. The Company arranged e-learning courses for employees' study and taking the quiz online and has electronic magazines "Keeping up with Compliance" on such topics which are also available to ensure that all employees have the same understanding of the Anti-Corruption Policy.

8. The Company has established the Risk Management Committee. They consider the assessment process, monitor and control risks for the organization, including fraud risk which had been identify the risk may incurred from administration procedure operation that would be result of fraud risks.

9. The Company determined the fraud risk in order to determine appropriate plans to control, prevent, monitor and verify risks, including evaluating the effectiveness of any criteria to ensure that risk management processes are performed and further propose to management, the Audit Committee and the Board of Directors.

10. The Company also specified principles of corporate governance with an internal compliance and control program to prevent and monitor corruption risk.

11. The Company requires all directors and executives, as defined by notification of the SEC, to report on conflicts of interest as ordered by the law, and has extended this requirement to all employees to prevent conflicts of interest which they, their family members, or any related juristic person may have to ensure that all Company transactions are carried out transparently, reasonably, and with primary consideration for the highest benefit of the Company.

12. The Company has communicated the Anti-Corruption Policy to directors, management, and staff for acknowledgement in a variety of ways:

- Addressed the Anti-Corruption Policy via the Company's intranet and website.

- Developed e-learning courses for employees and executives in order to provide them with access to and education on the Company's Anti-Corruption Policy.
- Arranged a new employee orientation to provide advice and information on the Company's Anti-Corruption Policy.
- Added a channel for communicating Anti-Corruption Policy to directors, executives and employees by publishing an e-magazine entitled "Keeping Up with Compliance" to ensure employees of all level receive up-to-date compliance information monthly.
- Conducted a training course in the topic of "Catching up with HQ" to ensure employees working overseas have a common understanding of anti-corruption practice.
- Announced Gift Guidelines to prevent and avoid the exchange of inappropriate gifts with respect to the Anti-Corruption Policy.
- Communicated the Anti-Corruption Policy to country representatives abroad in order to inform country representative heads to communicate the Anti-Corruption Policy to suppliers, service providers and contractors for acknowledgement and commitment on a best effort basis to ensure that anti-corruption procedures are aligned across the Company.
- Arranged a seminar in the topic of "Thaicom Open House for sustainable business No. 1" in order to promote mutual understanding between the Company and suppliers and to operate the Company's business with transparency and equitable according to the corporate governance principles.

13. The Company has announced a 'No Gift Policy' of refraining from accepting gifts from business partners and suppliers during the New Year season.
14. The Company has notified all suppliers of its Supplier Charter and Anti-Corruption Policy and requested that each supplier sign in acknowledgement and agreement to follow these guidelines as a mutual standard.
15. The Company has revised the Human Resources Policy in order to incorporate anti-corruption measures as a part of the Company's human resources management such as fair recruitment and selection, merit-based compensation, and equal promotion opportunities.

Then, in 2018, the Company has recertified as the member of Thailand's Private Sector Collective Action against Corruption (CAC) for second term after received the first certification in year 2015.

The Company has also promoted activities that encourage all staff to follow the policy. The Company has disclosed an Anti-Corruption Policy on www.thaicom.net under Corporate Governance > Anti-Corruption.

10. **Observance of the law, rules and regulations:** Directors, executives and staff must operate the business in agreement with the Company's Articles of Association, applicable laws, rules, and regulations. They must not, under any circumstances, knowingly participate in or take any action that is in violation of these regulations.

11. **Political activities:** The Company has an Unbiased Political Policy for acknowledgment and strict adherence by directors, executives, and employees and staff of the group in accordance with the sections of the Anti-Corruption Policy related to political sponsorship, as well as in accordance with the Company's Code of Conduct.

12. **Conflict of interest:** The Board of Directors realizes that working for the Company can lead to situations whereby personal interests of directors, executives and staff may be in conflict with the Company's interests. Such conflicts may come in many forms and make it impossible to act in a manner that ensures fairness to partners, stakeholders or entities. Therefore, the Board has considered and approved the Conflict of Interest Policy contained in the Company's Code of Conduct.

13. **Protecting and looking after company assets:** Directors, executives and staff at every level have a duty and responsibility to safeguard the Company's assets for the best interest of the Company. They must appropriately control confidential data and sensitive information that they may possess or become aware of as part of their responsibilities. They must not communicate such information to other work units or outsiders and must store confidential documents as addressed in the said policy and the Code of Conduct.

14. **Intellectual property rights**

    The Company emphasizes respect and not infringing on other people's intellectual property and has set guidelines for intellectual property in the Intellectual Property Policy and Code of Conduct.

15. **Giving information or interviews to the press or the public**

    Any information about the Company to be supplied to outside sources must be factual and accurate, and presented with care. This policy has been included in the Code of Conduct. Those who do not have relevant duties or assignments cannot give information or interviews to any press or public in reference to the Group in any way. This prohibited action can give rise to undesirable impacts on the reputation and business operations of the Company.

    In 2019, the Company held the following press conferences and activities for shareholders:

Meeting with Shareholders and Analysts	Frequency (per year)
Analyst Meeting	2
Opportunity Day	4

16. Whistle-blowing

The Company operates its business with adherence to the principles of corporate accountability, authenticity and transparency so the Company is committed to protecting its business operation and property from the risk arising out of any conduct which violates the code of conduct and any fraud which affects the reputation or the value of the shareholders of the Company. The Board has approved the Company's Whistle-blowing Policy in order to provide the channels for reporting and to encourage directors, executives, employees and stakeholders to report any information on misconduct and/or fraud occurring in the Company. This Policy has set a procedure to manage all complaints and reports of misconduct of fraud, protection of whistle-blower and confidentiality.

Channels for making a complaint or reporting misconduct or fraud

1. If an employee has any cause for concern over matters relating to misconduct or fraud, they must immediately report their concerns to their immediate line manager verbally or in writing. If the line manager ignores or dismisses the concerns raised, the employee must report their concerns to the next level manager.

2. If the employee suspects any Company supervisor or manager is involved in misconduct or fraud, the Employee can report any concerns through the following channels:

   2.1 Head of Internal Audit: Tel. +662 596 5001 or E-mail: wichaik@thaicom.net

   2.2 People Strategy Manager: Tel. +662 596 5074 or E-mail: monteainn@thaicom.net

   2.3 Ethics Hotline; on the company's Intranet. Any information is passed directly to the Chairman of the Audit Committee, the Head of Internal Audit and the Head of Human Resources.

   2.4 Chairman of the Audit Committee or the Board of Directors at the following address:

   Thaicom Public Company Limited

   63/21 Rattanathibet Road, Muang Nonthaburi District,

   Nonthaburi, Thailand 11000

   E-mail: comsec@thaicom.net

3. If an employee suspects a senior manager at the department head-level or above, the Head of Internal Audit, or the Head of Human Resources is involved in misconduct or fraud, the Employee should notify the Chairman of the Audit Committee or the Chairman of the Board of Directors.

4. Responsible executives noted in Article 1 and 2, upon receiving notification of misconduct or fraud, must report to the Internal Audit Department of the Company within (seven) 7 working days.

5. For external parties, complaints or reports can be lodged on www.thaicom.net under the section "Sustainability" > "Corporate Governance" > "Whistle Blowing". Their complaints or reports will be sent directly to any of the following:

   5.1 Chairman of Audit Committee

   5.2 Head of Internal Audit

   5.3 Head of Human Resources

The Company's response

1. When the Company receives a complaint or report of misconduct or fraud via any channel, the Company must complete the evaluation and verification of the primary information within thirty (30) days from the date of receiving the complaint or report of misconduct or fraud.

   - If finds that the information received indicates that misconduct or fraud has occurred, a request must be submitted to the Ethic Committee and an authorized person to appoint an Investigation Committee.

   - If finds that the information received indicates that misconduct or fraud has not occurred, Internal Audit or the assigned department must be notified that no evidence can be found and the case has been closed.

2. The Investigation Committee must interview each person accused of committing misconduct or fraud along with his or her supervisor and any other related persons, and complete the investigation within forty-five (45) days from the date of appointment. If the investigation cannot be completed within this time, the Investigation Committee must report the cause of the delay to the person who appointed the committee and request an extension not exceeding thirty (30) days each time.

3. When the investigation is completed, the Investigation Committee must prepare an investigation report and submit this to the person who appointed the committee. A copy of this report must also be submitted to the chairman of Executive Committee, the Chief Executive Officer, the Head of Finance, the Head of Accounting, the Head of Internal Audit, the Head of Human Resources, the Head of Legal, other relevant parties as the case may be, and the Disciplinary Committee (in case of misconduct or fraud that is characterized as a disciplinary violation).

4. If the person who appointed the Investigation Committee and/or the Head of Internal Audit finds that the material facts are unclear or incomplete, the person who appointed the committee must either instruct it to conduct a further investigation or appoint a new committee as deemed appropriate.

Disciplinary Action and Legal Proceeding

1. The Disciplinary Committee must consider the nature of misconduct or fraud that occurred and determine the disciplinary action. The matter must then be submitted to the authorized persons for approval within thirty (30) days of receiving the investigation report.

2. When a decision has been made to take disciplinary action, Human Resources must issue a notification of disciplinary action and submit it to the authorized person stipulated in the Approval Authority Policy, report the disciplinary action and obtain a written acknowledgement from the recipient(s).

3. If a case of misconduct or fraud has occurred and caused damage to the Company's property, reputation or image, or violated relevant laws or regulations, the Disciplinary Committee must submit the matter to the Company's authorized persons as stipulated in the Approval Authority Policy to consider the legal proceedings (civil and/or criminal) to be taken. The matter may be considered in consultation with the Head of Legal or any other related department.

Communication with Whistle-Blowers

The Company will inform the whistle-blowers who have disclosed their names and contact details of the progress of investigations and their outcome. However, the Company may not provide details of the investigation process or any disciplinary action taken if these are deemed to be private and confidential.

Protection of Employees

1. The Company will not tolerate any intimidation of employees who provide information for misconduct or suspected fraud, including those employees who cooperate with or assist in the investigation with honest intent. The company will provide protection and not allow Company executives to threaten, take any disciplinary action against, or dismiss employees who provide information during the investigation. The Company will take disciplinary action against any violation of Company employees.

2. If an employee is threatened or intimidated in any way, he or she has the right to request the necessary protection. The Company may provide additional protection as required and determined by the severity and importance of the complaint(s). In the event that an employee is threatened, the employee must report the incident to the Head of Human Resources immediately, and the Head of Human Resources will serve as a protection officer for the employee.

3. In the case of an investigation where the Company conducts an investigation and finds no evidence of wrongdoing, any employee who has provided information with honest intent will not be subject to any disciplinary action. However, if the investigation finds that an employee made unfounded complaints, or provided false information or facts that were disparaging or made with willingly intent to cause harm to the Company or its employees, the company will consider appropriate disciplinary action and consequent penalties against the employee concerned, including, but not limited to, a verbal or written warning, dismissal from the Company or legal prosecution.

Confidentiality

1. All related persons must keep the fraud information and the investigation confidential and disclose details to anyone other than those who have a legitimate need to know.

2. The Investigation Report may not be disclosed to anyone in order to avoid damaging the reputation of an employee suspected but subsequently found innocent of any fraud, and to avoid potential civil liability.

Section 4 Information Disclosure and Transparency

The Company values accurate, complete, timely, and transparency disclosure of both financial and non-financial through easy-to-access channel that are fair and trustworthy.

1. The Company issued its Market Disclosure Policy in accordance to the regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). The objective of the policy to ensure that all stakeholders can access to the Company's information easily and equally.

2. The Investor Relations Department has been established to represent the Company and communicate useful information to shareholders, investors, securities analysts, and other related person.

3. To disclose of financial reports, annual report and Form 56-1 that reflect its accurate financial status and performance accurately, and to promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide to investors more complete and accurate information about the Company's true financial status, performance and circumstances.

4. Prepare a report title "Board of Directors' Responsibility for Financial Reporting" to be disclosed in the annual report along with the auditor's report.

5. To disclose of auditing fees and other service fees paid to its auditors in Form 56-1 and the annual report.

6. To disclose of roles and responsibilities of the Board and subcommittees, number of meetings, attendance of each member, as well as trainings and knowledge development activities of the Board in Form 56-1 and the annual report.

7. To disclose of remuneration policy for directors and executives that correspond to the contributions and responsibilities of each person, indicating forms and types of remuneration, in Form 56-1 and the annual report.

8. The Company has a policy requiring directors to disclose/report security trading/holdings in the Company every quarter and/or every time there is a change in their holdings.

9. In addition to disclosing information as specified in regulation through the SET, the Company has disclosed important Company's information, both in Thai and English, to the public on the Company's website. All disclosed information is up-to-date and includes the following:

   (1) The Company's vision and mission

   (2) Nature of business

   (3) List of the Company's Board of Directors, subcommittees and executives

   (4) Financial statement and Management Discussion and Analysis (MD&A) (current and least one prior year)

   (5) Downloadable version of Form 56-1 and annual report

   (6) Shareholders structure and the Company structure

   (7) List of major shareholders

   (8) Invitation letter for shareholder meetings, other relevant documents and minutes of shareholder meetings

   (9) The Company's articles of association and affidavit

   (10) Corporate Governance Policy, Code of Conduct, Anti-Corruption Policy, Enterprise Risk Management Policy, and other policy

   (11) Charters of sub-committees

   (12) Contact information for Investor Relations

   (13) Other information and documents for analysts, fund manager, and mass media

Section 5 Risk Management and Internal Control

The Board values the effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies and comply with applicable law and standards.

1. Risk Management

1.1 The Company has drawn up the Risk Management Policy and framework to identify and manage risk on

an ongoing basis. The aim is to protect the Company's value and capitalize on opportunities to create more value.

1.2 The Risk Management Committee, the CEO and other management are responsible for the design and implementation of the framework, and ensuring that the Company operates within the risk appetite set by the Board.

The Company identifies and manages risk when formulating and choosing its business strategies, executing the chosen strategies, marketing investment decisions, and conducting daily operations.

The Audit Committee will assist the Board by reviewing the Risk Management Policy and framework on an annual basis in order to ensure that the Company has a sound and effective risk management system.

2. Internal Control

2.1 The Company has adopted international standards and guidelines issued by the SEC in developing and implementing its internal control system in order to ensure that the following objectives can be achieved:

- Reliability, timeliness and transparency of both internal and external financial and non-financial reporting.
- Compliance with applicable laws and regulations.
- Safeguarding of the Company's assets.
- Efficiency and effectiveness of business operations.

2.2 The CEO and other management are responsible for the design and implementation of a sound internal control system.

2.3 The Board has delegated its responsibility for reviewing the effectiveness of the internal control system at least once a year to the Audit Committee. The latter will submit the results and its opinions to the Board for approval before they are reported to the shareholders.

3. Internal Audit

The Internal Audit department has been established as an independent unit in the Company. The Head of Internal Audit reports directly to the Audit Committee to ensure that his or her role is independent and objective.

The internal audit activities help the Company accomplish its objectives by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of the risk management, control and governance process.

The meetings of the sub-committees in the year 2019

Committee Member	Attendance of Meeting/Total of Meetings (Times)					
	Audit Committee	Compensation Committee	Governance and Nomination Committee	Executive Committee	Risk Management Committee	Sustainable Development Committee
1. Mr. Prasert Bunsumpun						
2. Mrs. Patareeya Benjapolchai	10/10		4/4			
3. Prof. Samrieng Mekkriengkrai	10/10	6/6	4/4			
4.Mrs. Charintorn Vongspootorn	10/10	6/6				
5.Mr. Somprasong Boonyachai						
6.Mr. Anek Pana-apichon		6/6		12/12		
7.Mr. Kwek Buck Chye			4/4	12/12		
8.Mr. Anant Kaewruamvongs				12/12	4/4	2/2
9.Mr. Phuwieng Prakhammintara[1]						
10.Mr. Paiboon Panuwattanawong[2]				10/12		
11. Mr. Patompob Suwansiri				2/12	4/4	2/2
12. Mr. Anuwat Sanguansappayakorn					4/4	2/2
13. Mr. Wichai Kittiwittayakul					4/4	
14. Mr. Teerayuth Boonchote					3/4	2/2
15. Mr. Ekachai Phakdurong					4/4	
16. Mr. Pramook Chaiwongwutthikul[3]					3/4	
17. Ms. Yupapan Panclurbthong					4/4	1/2
18. Mr. Salil Charuchinda					4/4	
19. Mr. Komson Seripapong					4/4	
20. Mr. Theerawat Kusalanggoorawat[4]						
21, Mr. Sanpetch Sanpasiri						2/2
22. Mr. Park Boonyubol						2/2
23. Ms. Piyanuch Sujpluem						2/2

Remarks:

(1) Mr. Phuwieng Prakhammintara was appointed as Director, representative from the Ministry of Digital Economy and Society in replacement of Mrs. Arthidtaya Suthatham who resigned, by resolutionthe of the Board of Directors Meeting No. 4/2019 held on 2 April 2019, effective from 2 April 2019.

(2) Mr. Paiboon Panuwattanawong was appointed as Member of the Executive Committee in replacement of Mr. Patompob Suwansiri, by resolution of the Board of Directors Meeting No. 3/2019 held on 26 March 2019, effective from 1 April 2019.

(3) Mr. Pramook Chaiwongwutthikul was resigned from the company, effective from 1 January 2020.

(4) Mr. Theerawat Kusalanggoorawat was retired, effecrive from 1 January 2019.

9.3 The Selection of Directors and Management Executives

(1) The Selection of Independent Directors

The criteria to propose and to elect independent directors and the qualifications required for such directors can be found in Section 5: The Role and Responsibility of the Board of Directors, Item 1 Structure and Composition of the Board of Directors > 1.3 Qualification of Independent Directors

(2) The Selection of Directors and Management

The Selection of Directors

The Board of Directors has appointed the Governance and Nomination Committee, which consists mainly of independent directors, to select and screen the nominees for selection and appointment to positions on the Board under the Company's director selection policy. In the selection stage, appropriate ratio, number, and diversity of Board members are considered in a variety of areas, including skills and specific expertise needed and alignment with the Company's strategic directions. Board members should be prepared to dedicate their time to fully performing their role on the Board and not possess any characteristics which would disqualify them under the law. Good corporate governance for registered companies includes selection policies and committee selection procedures as follows:

1. *Selection criteria* – the Governance and Nomination Committee can use the Board Skill Matrix in order to nominate qualified people for the post of director based on their qualifications and by considering other skills they may possess which may be lacking on the Board and are aligned with the Company's strategic directions.
2. *Selection procedures* – Candidates for director may be selected via the following methods:
    - Directors may propose a candidate.
    - Minority shareholders may be allowed to propose a qualified person through the Company's website prior to the AGM pursuant to the rules specified by the Company.

On 15 January 2020, the Company notified the Stock Exchange of Thailand that at the expiration of the period for proposing directors by minority shareholders, no proposals had been received from shareholders.

- An external professional search firm may be used to pre-select qualified candidates.

- The Company Secretary will present the list of qualified candidates per the qualifications identified by the Securities and Exchange Commission, the Stock Exchange of Thailand, and the Thai Institute of Directors (IOD) Chartered Directors guidelines.

3. *Selection* – The Governance and Nomination Committees will assess the initial qualifications of the nominated applicants and select the ones considered appropriate.

4. *Appointment* – The Governance and Nomination Committees will propose a list of qualified candidates to the Board of Directors' meeting for concurrence before presenting the list in the shareholder meeting for a vote on each individual, when appointing new directors in place of directors whose terms have expired.

If a Board seat is vacant because of reasons other than term expiration, the matter of re-appointment should be proposed in the Board of Directors' meeting.

Director selection must follow the rules and regulations specified in the Articles of Association of the Company as follows:

1. According to the Articles of Association, the term of one third of the directors shall end at every Annual General Meeting of Shareholders. The longest serving directors shall be due first, and may be re-elected to resume duty.

2. At the Annual General Meeting of Shareholders, directors should be chosen in the following manner:

   2.1 Each shareholder shall have a number of votes equal to the number of shares held.

   2.2 Each shareholder may exercise all the votes he/she has under item 1 to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may not allocate his/her votes in different numbers to different persons.

   2.3 The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directorships are filled. When there is a tie in the votes cast for candidates in descending order, which would otherwise cause the number of directors to exceed the limit, the Chairman is entitled to cast the deciding vote.

3. In case of vacancy or vacancies due to other reasons, the Board of Directors, by a vote in which three-fourths of its members agree, shall elect someone who has the prerequisite qualifications and is not subject to prohibited conditions according to clause 68 of the Public Companies Act, B.E. 2535 (1992). The Board of Directors can thereby appoint him/her as a director in the next Meeting. An exception is the case of a term with less than 2 months remaining, where the term of the newly appointed director shall expire at the same time as the preceding director.

The Selection of Management

The selection of management is disclosed in Section 5: The Role and Responsibility of the Board of Directors, Clause 11 Selection of Management Executives

9.4 Corporate Governance Concerning Subsidiaries and Associated Companies

The Board of Directors uses its authority to oversee and manage the Company's subsidiaries and joint venture companies according to the Company's objectives and Articles of Association, as well as in compliance with any resolutions passed at shareholder meetings. This management and oversight is performed through the appointment of management executives, or by authorizing a sub-committee or any other persons if necessary, to perform the business operations in compliance with the directions set by the Board of Directors to ensure good corporate governance and maximum benefits for the Company.

The Company will authorize directors and/or management to be its representatives in subsidiaries or joint venture companies. The authorization of such persons shall be approved by the Company's Board of Directors. The Board of Directors will authorize the Governance and Nomination Committee to select eligible persons for such positions, and propose them to the Board of Directors for consideration and approval.

The nominated person shall operate and/or oversee the activities of the subsidiary or joint-venture Company in keeping with the Company's policies and in line with Corporate Governance Best Practices as outlined by the Securities and Exchange Commission and the Stock Exchange of Thailand, and the Company's own Code of Conduct to ensure to maximum profit for shareholders.

9.5 Internal Control Information

The Company is committed to carrying out its business with customers, partners, and shareholders in an ethical manner with integrity and honesty. A Code of Conduct has been developed and issued to all employees to guide corporate behavior at all levels. Disclosure of inside information by employees or management to others or for their own interest or involvement in activities that may lead to conflicts of interest is considered severe misconduct and may subject them to the highest disciplinary action.

In addition, the Company prohibits employees and management who work in a department or business unit that has access to inside information from buying or selling the Company's securities for a period of one month prior to the disclosure of financial statements to the public.

The Company also educates directors and management on their duties to report their, as well as their spouse or minor children's, holdings or changes in holdings of the Company's securities to the Securities Exchange Commission (SEC) in accordance with Section 59 of the Securities and Exchange Act B.E. 2535, and the SET regulations. Regarding the sharing of supporting data or documents within the group of companies, data rules have been issued to prevent the leak of information. These rules include requesting a letter of confidentiality or non-disclosure agreement, and the prohibition of making photo copies without permission.

In 2019, the Company revised its Information Security Management Regulations to be in line with the Information Security Management Regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, including to build confidence in the Company's business operations among investors, shareholders, business partners and stakeholders. This regulation complied with the ISO 27001 by adapted to the Company's context. In addition, the Company also utilized the Policy Statement on the Security of the Information System in its principles alongside the Information Security Management Regulations.

9.6 Auditor Fees

In 2019, the Company and its subsidiaries paid auditor fees as detailed below:

(1) Audit Fees

The Company and its subsidiaries paid auditor fees to Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as folloes:

Company	Audit Fees (Million Baht)
Thaicom Public Company Limited	1.86
Subsidiaries and associates	4.40
Total audit fees	6.26
Out-of-pocket	0.36
Total audit fees and out-of-pocket	6.62

(2) Non-Audit Fees

The Company paid other compensation for special audit and consultant service which not related to audit to Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. in the amount of 180,000 Baht.

10. Corporate Social Responsibilities: CSR

Corporate Social Responsibility

Business Sustainability

Thaicom recognizes that in order to achieve and maintain its goals in a sustainable manner, the Company must strive for and focus on good business governance and operations that respond to and reduce negative impacts on the economy, society, and the environment. The Company, therefore, has determined and set goals for sustainability that will continue to create value and growth for the economy and will likewise continue to work unceasingly to create value both for society and the environment. We aim to deliver real results and respond to the needs of all our stakeholders by reaching the Thaicom Sustainability Goals under the concept of "Connectivity for Sustainability". Thaicom conducts all its business operations, therefore, with a focus on and consideration for all sustainable business practices as mentioned above.

Policies to Promote Sustainability

For continued, steady growth and as an organization that is recognized and trusted by its stakeholders for its good corporate governance, the Company has established clear policies on a variety of issues. These have been defined in order to promote development in accordance with good corporate governance principles and have been announced clearly in writing and published on the Company's website for general information and awareness as follows:

Sustainable Development Policy

1. The Company adheres to the principles of good corporate governance as laid out in the Corporate Governance Policy.
2. The Company operates its business fairly and ethically, promoting free trade competition and corporate social responsibility throughout the value chain.
3. The Company is against corruption of all kinds. Our expectations in this regard extend to relationships with all relevant stakeholders, which we take into consideration for collaborations and the development of our business network as a matter of risk management.
4. The Company respects human rights and protects human dignity without discrimination.
5. The Company regards its employees as its main resource. The Company employs people without discrimination, supporting their training and knowledge development.
6. The Company delivers quality products and services and provides continuous customer and consumer relation management, with a focus on respect for consumer rights.
7. The Company believes in and implements the idea of creating shared value between business and social sectors as a guideline for business conduct to promote mutual sustainable growth. The Company has a focus on providing educational support and access to technology and learning, career and skill building, and developing potential and investment for the benefit of society.
8. The Company believes in its potential and ability to innovate, which is an essential component for business

operations and sustainable growth. The Company encourages employees to develop products and services and to participate in technological, work process, and business model innovation, either to create change or to bring about further development. Our objectives are to achieve positive creativity and product improvement.

9. The Company conducts its business with an emphasis on environmental sustainability and the conservation of resources by nurturing a corporate culture which encourages environmental restoration and care activities and behavior.

Anti-Corruption

Thaicom opposes all forms of corruption with awareness that corruption is a serious threat to destroy a fair competition and causing damage to economic and social development. The anti-corruption policy of the company is in the company's business ethics manual and is a guideline for everyone in the organization to follow, with training along with the business ethics. In addition, the policy has been informed to customers, business partners, or those who will enter into business with Thaicom in order to be aware of the anti-corruption policy. In 2019, Thaicom joined activity on the “Anti-Corruption Day” organized by Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) to reaffirm the company's stance on anti-corruption.

Respect for human rights

Thaicom supports and respects the protection of human rights. By making sure that the company's business does not get involved to human rights abuses. Also respect and treat those with stake in all parties with fairness based on human dignity by not discriminating against such as origin, ethnicity, color of skin, age, gender, etc. The company has a policy to respect the law and Human rights principles In which employees must understand the laws relating to duties and their own responsibility thoroughly and strictly comply with the law. Because the company has business in many countries that cultures and norms are different. For employees that have to work in those countries, it is necessary to study the laws, customs, traditions and cultures of that country thoroughly in order not to cause a violation of the said human rights law.

Support for a Sustainable Society

With belief that all human should equally receive education and access to data and also that education is the basis for the development of a sustainable society, Thaicom aims to improve education quality through various projects including;

- Distance Learning through satellite communication:

“Thai Kids Thaicom” project, a continuous project running since 2009 under the Company’s vision to use the Thaicom Satellites to promote learning and reduce disparity in information access and increase learning channels for children in rural communities and in areas with shortage of education personnel. In addition to broadcasting the education TV Channels or DLTV, via Thaicom satellite for the Distance Learning Foundation under the Royal Patronage of His Majesty the King, in all areas at all times and continuously, the Company has given "satellite dish and set-top box Equipment" to schools in rural areas or other schools in need including installation, and also providing training in the use of equipment and maintenance. In 2019, the Company provided supporting the

installation of satellite dish and set-top box for Border Patrol Police Schools under the Police Force 21, 22, 23 and 24, for the new ones and to replace the old or damaged equipment.

To date Thaicom donated a set of satellite dish and equipment in total of 7,861 sets. There are about 786,100 students who have benefited from distance learning education via satellite.

Aside from the distance learning education via satellite, Thaicom has also developed a new satellite TV box, "Digital Life", to meet the needs of customers, "Distance Learning Foundation", "DLTV" Channel, from traditional satellite set-top boxes into a high definition system or HD. We have also developed the applications that have higher performance and more diverse applications, which can support all devices including television, computers, mobile phones, tablet. In addition, the DLTV program can be viewed both real time and watch later on which will be useful for teaching and learning. The school is able to more effectively manage its teaching schedule. In the year 2019, Thaicom has delivered the "Digital Life" Box for Schools affiliated with the Distance Education Foundation in a total of 1,500 sets. Additionally, there are also ten (10) pilot schools that participated in the Thai Kid Thaicom project, "Digital Life for Education" installing the same type of the above Digital Life set-top box. Approximately 2,462 students will benefit from the "Digital Life for Education" by Thaicom and there are thousands of students in schools under the Distance Learning Foundation to benefit from this Digital Life boxes.

In addition, Thaicom also provides knowledge regarding assembly and installation of satellite television equipment to vocation students, border patrol police, teachers and student in the non-formal and informal education centers with the aim to create professional standard installations which can be beneficial to future career paths. In 2019, the Company provided the satellite TV dish installation training and Digital Life equipment installation training for vocational students at "Tak Technical College, Tak Province"

- **Knowledge and Experience Sharing:**

Thaicom is determined to be a learning center for satellites for young people and general public who interested and inspire. The Company built a "**Thaicom Space & Satellite Pavilion**" in the Thaicom Satellite Station, Nonthaburi. Since opening in 1994, this exhibition room has always been up-to-date, with Thaicom engineers providing lectures and knowledge sharing for visitors (as a group with appointment in advance). The Company also encourages employees to give lectures and sharing experiences to students in the university especially in engineering and related fields, and to the government agencies and other organizations that are interested. Aside from having the opportunity to share knowledge and experience, we also provide career guidance because these young people can help develop the country in the future. In 2019, there are total of 1,242 visitors including such as vocational and undergraduate students, Military unit and government agencies. Every year. Thaicom also recruit internships for on-the-job training creating experience from real work assignments.

- **Thaicom Classroom Project**

Thaicom Classroom Project was the project that supporting new learning styles, "Constructionism" by teaching and learning on which the learner interest. The Company funded this pilot project at "Wat Khian Khet School, Pathum Thani Province" from year 2014 to 2019. We launched from one classroom and expanded to three classrooms, from

the secondary year 4 to 6 and already graduated to three (3) generation. The main concept is focusing on management processes of Learn according to students' interests. The learning process include a search for information by oneself and a group work for the project throughout the period of study and examination in the last semester before graduate. Thaicom also supported additional training for teaching advisor in Thaicom classrooms and teachers in general classes. The school has further built sustainability in learning by adopting the concept of Constructionism and applying in the general classroom, which is successful in the development of student learning when compared to the traditional teaching methods.

- **Community Development:**

  Sustainable Community Development Project

As a part of Thai society, Thaicom aims to support the development from grassroots level especially, in the remote areas. The Company continues to promote a strong and sustainable community from the construction of learning basis and from the potential of communication to the process of long-distance learning through satellite turning into knowledge and career, which in turn drives the economy and society creating better quality of life. With this concept, the Company has collaborated with the “Office of Non-formal Education and Informal Education” (NFE) to further develop our knowledge pool from the “”Thai Kid Thaicom” Project in rural area in Chiangmai, and Mae Hong Son Province. Our "Social Fund for Sustainable Development" Project is carried out with the goal to promote the use of knowledge gained from long-distance learning via Satellite to the development of quality of life as well as enhancing to develop skills and support career opportunities in the community. In addition to the support in basic learning, the Company also support by funding various projects for careers of NFE’s students according to potential of areas and with the process we introduce such as using Constructionism concept and the life-long educational philosophy of NFE to drive the project. With this initiative, the Company expects it will strengthen the community to earn more and more and sustainable at last.

In 2019, Thaicom provided funds to 100 students of NFE with total of 48 projects which the students were required to submit projects for learning to create a career according to their interests and suitability of terrain and community participation. Combined the above funds, therefore, the Career Development Fund Project under Thaicom have a total of 84 projects with a total of 409 NFE students participated. The Company has followed up and evaluated projects continuously with NFE for project expansion or to help solve problems if there is any. The NFE student projects are such as the Solar Dried Banana Project (Ban Pong Khao, Kalaya Niwatana), Mountain Frog Farming (Ban Huai Wok Village, Mae Chaem District), Goat Farming (Ban Mae Pa Klang, Sop Moei), Shiitake Mushroom Cultivation on tree branch (Ban Huay Yak Village, Sop Moei District), Planting Coffee and Coffee product (Ban Nong Nan, Bo Kluea District) etc.

- **Thaicom Volunteer**

"Thaicom We Share" is the project that encourages employees of Thaicom and affiliated companies to participate in social community development by allowing employees to design and manage activity by themselves to find the solutions together to help solve social problems. In 2019, Thaicom employees organized six (6) Thaicom We Share

activities to solve various social problems including such as public health, education, and support for disadvantaged people and society during flooding. By following up and participating in such activities, employees can develop themselves in other areas than their job responsibility in the company. It creates awareness and volunteer spirit to employees to be a developer both in the role of the company mission itself and the developers as members of Sustainable society.

In 2019, the activities of Thaicom We Share included helping the employment of the deaf, disabled, moving the medical device borrow center, promoting food quality at School lunch, helping to alleviate the effects of flooding in the North-Eastern and learning activities by planting mangrove forests. Last year, there were total of 126 Thaicom volunteers or equivalent to 33.24% from the total of 379 Thaicom and affiliated employees. (as of 31 December 2019)

Environmental Resource Management and Impact Mitigation

- **Energy conservation and alternative energy**

The Company recognizes the importance of appropriate management as responsibility for the operation of business that may directly or indirectly affect the environment to prevent and reduce effects on stakeholders both in and outside the organization. The products and services, as well as the company's business process, require a lot of electrical power. Therefore, the Company issued energy management policy to designate operation since 2009 with the goal to continuously reduce energy consumption and increase energy saving efficiency. Under "iSAVE" campaign, we drive various measures and activities within the organization. The Company have various protocol in place to support energy saving and alternative energy source by installing Solar Cells in Thaicom Teleport Center, Pathum Thani, producing 92,151.87 kWh in 2019, compared to 73,500 kWh. In 2018. This is not only reducing energy consumption but also serve as an alternative to CO_2 emission, which is the major cause of the Greenhouse Effect.

- **Thaicom contributing to reduce "Global Warming"**

As our commitment to environmental protection, in 2018, Thaicom participated in the "Fifth Carbon Offset Program to Voluntarily Support Thai Carbon Market". This program is implemented by the Faculty of Environment, Kasetsart University, and funded by Thailand Greenhouse Gas Management Organization (Public Organization) ("TCOP"). The Company aims to reduce global warming business for sustainable growth. In 2019, the Company released a report (of year 2018) on the amount of greenhouse gas emission continuously for the second year to reveal information to stakeholders and find measures that will help reduce emissions. The reports have been verified by the agency approved by the TGO, namely the Institute of Water for Environment and Sustainability, The Federation of Thai Industries. Recently, TGO certified the amount of greenhouse gas emission released from Thaicom Satellite Station, Nonthaburi Province and Thaicom Teleport & DTH Center, Pathum Thani Province.

Regarding the above Report (of 2018), Thaicom has emitted greenhouse gases from Thaicom Satellite Station, Nonthaburi province, of 1,261.00 tons of carbon dioxide equivalent, which is reduced by 6.31% from the base year (2017). While Thaicom Teleport & DTH Center, Pathum Thani province, released 2,920.00 tons of carbon dioxide

equivalent, an increase of 0.89% from the base year (2017) due to increased electricity consumption in 2018 from the testing of some equipment in that year. To reduce the amount of greenhouse gas emissions, we continue "saving electricity" measure. “Electricity consumption” is the main cause (Scope 2) for Thaicom greenhouse gas emissions.

The Company has disclose details related to the responsibility society to promote sustainable society along with performance for achievement relevant to sustainability as public in the Sustainability Report online via www.thaicom.net under the Investors > Publications > Sustainability Report.

11. Internal Control and Risk Management

11.1 Summary of the Board of Directors' Opinion towards the Internal Control System of the Company.

For 2019, the Board of Directors has evaluated the effectiveness of internal control systems through the Evaluation Form developed by The Office of the Securities and Exchange Commission (SEC) and Internal Control Evaluation Form developed by The Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Board has concluded that the internal control was appropriately and adequately undertaken and risk management measures were appropriately developed. The Audit Committee discloses their opinion on this matter in "Annual Audit Committee Report for 2019"

Internal Control and Internal Auditing

The Company has established the internal control systems according to the standards set by SEC, the Stock Exchange of Thailand and COSO Internal Control Integrated Framework. The Internal Control Framework has five components, which are as follows:

1) Control Environment

The control environment is the set of standards, processes, and structures that provide the basis for implementing internal controls across the Company. The Board has established the tone at the top regarding the importance of internal controls and expected standards of conduct. The main elements of the Company's control environment are as follows:

- The Board acts independently from management and demonstrates relevant skills and expertise in carrying out its oversight responsibilities. The Board has clearly defined its retained authority and the authority delegated to the CEO and other executives.
- The Board and management at all levels demonstrate through their directives, actions and behavior the importance of integrity and ethical values to support the functioning of the internal control system. Codes of conduct have also been drawn up as guidelines for all the directors, executives and employees.
- Clear reporting lines and levels of management authority and responsibility have been established in the Company's organizational structure.
- The processes are in place for attracting, developing and retaining competent employees, measuring their performance and determining incentives.
- The CEO and other executives have designed and implemented the organizational structure, delegated approval authority and defined managerial responsibilities, all of which are required in order to establish accountability for internal controls at every level of the organization. These are periodically reviewed to ensure that they are appropriate.

2) Risk Assessment

The Company conducts all its business within its defined risk appetite in order to achieve set business objectives. The risks that may affect the achievement of these have been identified and assessed across the organization, along with the potential for fraud and changes in both the external and internal environments, in order to determine the appropriate mitigation measures.

All the Company's executives and many of the staff are risk owners who are responsible for identifying and assessing the risks in their business areas as part of the annual strategic and business plans, day-to-day management and decision-making, and the project management process.

3) Control Activities

The Control activities are the actions established through the Company's policies and procedures, including implementation of ISO in the working process to be more effective and efficient. This is to help ensure that managerial directives to mitigate risks that may affect the achievement of set objectives are carried out. The Company's control activities are performed at all levels of the organization, at various stages within business processes, and across the technology environment. These include authorization and approval, verification, reconciliation, segregation of duties, and business performance reviews.

4) Information and Communication

The Company obtains or generates relevant and high-quality information from both internal and external sources to support the functioning of internal controls. This information, including the objectives of and responsibilities for internal control, is communicated across the organization and, in related matters, to outside parties.

A Whistle-blowing Policy has been implemented to provide secure and confidential channels for any stakeholder to make a complaint and report misconduct or fraud, or suspicions thereof, involving the Company. Whistle-blowing reports are periodically reviewed by the Audit Committee.

5) Monitoring Activities

The Company performs evaluations to ascertain whether the components of internal control are present and functioning. These are conducted by competent functional managers, who have sufficient knowledge to understand the purpose of and procedure for each evaluation, and are able to analyze the information they receive carefully. The Company has an internal audit unit, which supports the Audit Committee in overseeing the control system. The main role of this unit is to independently ensure that internal controls are adequate and effective.

Any internal control deficiencies will be communicated to the relevant parties, including the responsible management, Audit Committee and the Board, in a timely manner so that prompt corrective action can be taken.

The Audit Committee and The Board of Directors has assessed sufficiency of company's internal control system using five various measures which composed of, control environment, risk assessment, control activities, information

systems and communication, and monitoring including its 17 principles substantiated by reasons and explanations as well as reporting from internal and external auditors, thus, concluded that the Company has sufficient and effective control system, particularly the management control system to safeguard Company's assets from improper usage and unauthorized sales or disposal, and undertake transactions in accordance with approval authority and recorded properly to ensure reliability and accuracy of financial statements. The Company maintained documentary systems for information to be readily available for auditing processes by external auditors and regulatory authorities.

Furthermore, to assure the internal control system and important document filing is effective and developed continuously, the Company has established an independent Internal Auditing Office directly reporting to the Audit Committee with an approved internal audit charter. The Internal Audit Charter specifies duties and responsibilities of Internal Audit Office clearly and is reviewed annually in conformance with current situations. The Internal Auditors were certified by internationally accepted internal auditing, auditing institutions or associations such as Certified Internal Auditors (CIA), Certified Information System Auditor (CISA) and Certified Public Accountant (CPA). The Internal Auditing Office has unlimited access to information, personnel and all departments to achieve auditing activities, and report its results to the Audit Committee, Board of Directors and Chairman of Executive Committee and CEO for corrective and preventive actions, as well as continuous improvement in a timely manner.

In 2019, the Internal Auditing Office combined result of risk management from management, the Company's strategic direction and internal auditing assessment as a basis of information to prepare its risk-based audit plan for 2020, which covered the reliability of revenue assurance, operational efficiency and effectiveness, effective use of resources, regulatory compliance, safeguarding of assets, information technology, corporate governance and anti - fraud and corruption.

Moreover, Internal Audit Office provided consultancy service for the improvement of work process and information system that management could implement to improve efficiency and effectiveness in achieving the business objective; for instance, debt management, procure-to-pay process, satellite insurance management and treasury management. In addition, the Internal Auditing Office encouraged and trained internal auditors to continuously obtain more qualifications in line with the Institute of Internal Auditors standards.

Risk Management

The Company has adopted the INTOUCH Group's Risk Management Policy to correspond with the Company's environment. In 2018, the Company conducted trainings and workshops, and established Risk Management Committee which is composed of the Chief Executives Officer and management from various business units.

The Risk Management Committee designed risk management guidelines in line with COSO Framework, the Securities and Exchange Commission and the Stock Exchange of Thailand, and the Company's business operations. The risk management policy was applied in defining the Company's vision by analysing internal and external factors affecting the company's vision, determining its mission and objectives, formulating strategies and

key performance indicator of operations at all levels, analysing potential risk and significance of impact, planning of risk mitigation and improving of internal control. In the year 2018, the Company emphasized the Enterprise Risk Management (ERM) system to be effective by requiring evidence for confirming its treatment plan as well as introducing lessons learned from any key risks that were successfully or unsuccessfully mitigated to the Risk Management Committee. This is in order for the management to control and manage the risk effectively and efficiently, and to monitor process to report to the Executive Committee, the Audit Committee and Board of Directors properly. In conclusion, the Company's risk management process has been supported continuously by all levels.

In 2018, all Company's subsidiaries which have operations in overseas had been conducted and completed risk assessment and risk management. The Company also reviewed the risk assessment and management of related companies that THAICOM holds at least 20% share, i.e., Lao Telecom Company Limited; this is to be in line with group risk management methodology in order to enhance effectiveness of Enterprise Risk Management.

11.2 Auditors Opinion

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, the auditor who certified the Company's Financial Statements for the Year 2018, found no significant deficiencies and weaknesses in the control of Company documents or internal control over financial reporting. The Auditors found that the Company had sufficient and effective internal control systems in place.

11.3 Information on the Head of Internal Audit and Head of Compliance

(1) The Head of the Internal Audit Office is Mr. Wichai Kittiwittayakul, whose official position is Chief Audit Executive. Mr. Wichai Kittiwittayakul holds a Master's Degree in Accountancy from Thammasat University. He is Certified Internal Auditor (CIA) and Certified Information Systems Auditor (CISA), also an expert in corporate governance, compliance, internal control, internal audit and risk management. In addition, he is a former director of the Thai Company Secretary Club and held the position of Chairman of the Institute of Internal Auditors of Thailand. The Audit Committee has concurred that the appointed head of internal audit is eligible person with the proper education, professional qualifications and work experiences to effectively perform the duties required of this position.

Head of the Compliance Office is Mr. Salil Charuchinda, whose official position is Head of Legal and Compliance Department.

(2) The Audit Committee Charter addresses the proper procedure for appointments, removals, transfers, and evaluations the Head of Internal Audit or related departments being responsible for internal audit of the company that must be agreed and approved by the Audit Committee under scope and authorities as set forth in the charter. The Audit Committee Charter shall be reviewed annually to ensure relevance and conformity

with current situations. (Details of the Audit Committee Charter could be accessed at www.thaicom.net under topic: corporate governance > charter)

12. Related Transactions

During the year 2019, the Company and its subsidiaries have the following lists of related transactions with connected persons. Details of related transactions are as follows:

Related Companies/Relationship	Transactions	Value of Related Transactions For the year ended December 31, 2019 (Million Baht)	Reason and Necessity of Transaction
		Consolidated	
Intouch Holdings Public Company Limited ("INTOUCH") / The major shareholder hold 41.13% shares of the Company with joint directors. - A holding company acquiring the controlling interest in various companies.	1. Expense		
	- Application maintenance services	1.44	The Company was provided application maintenance services by INTOUCH for conducting to the policy of the company group.
	2. Other account receivable	0.18	
	3. Trade account payable	0.13	
CS LoxInfo Public Company Limited ("CSL") / a subsidiary of AIS group - Provides internet data center service and satellite uplink-downlink services	1. Expenses		
	- Application development service	2.25	The Company used application development service under ordinary course of business. Service fee was charged under normal contracts and trade conditions on an arm's length basis.
	- The Company paid for internet service charges and other expenses	0.82	The Company used internet services and other services under ordinary course of business. Service fee was charged under normal contracts and trade conditions on an arm's length basis.
	2. Trade accounts payable	1.86	

Related Companies/Relationship	Transactions	Value of Related Transactions For the year ended December 31, 2019 (Million Baht) Consolidated	Reason and Necessity of Transaction
IT Applications and Services Co., Ltd. ("ITAS") / INTOUCH holds 99.99% shares. - Provides system software and related services.	1. Expenses - The Company used accounting software and consultancy service	6.68	The Company used software programs for accounting data processing including consultancy service, which supported the ordinary course of business. Service fee was charged at prices close to those of other companies that conduct the same nature of business.
	2. Trade accounts payable and accrued expenses	1.11	
Shenington Investments Pte Ltd ("SHEN") / The Company and Asia Mobile Holdings Pte Ltd. (AMH) jointly hold shares in SHEN at 51%: 49%. - A holding company investing in telecom service business	1. Other income - Interest income	103.26	The Company provided financial support in the form of shareholder loan. The interest rate was charged at the actual cost of financing plus margin on an arm's length basis.
	- Income from providing consultancy services. SHEN paid consultancy and service fees on a monthly basis. Service fee was charged based on the cost of executives and employees providing the service in order to support business course of the Company	7.39	This is the Company's supervision policy on subsidiaries to enable maximum benefits over the supervision.
	2. Long term loan	1,758.13	
	3. Other receivables	5.67	

Related Companies/Relationship	Transactions	Value of Related Transactions For the year ended December 31, 2019 (Million Baht)	Reason and Necessity of Transaction
		Consolidated	
Lao Telecommunication Co., Ltd ("LTC") / SHEN and Lao People's Democratic Republic jointly hold shares at 49%: 51%. - Provides telecom services in Lao People's Democratic Republic.	1. Expenses - Gateway operation and maintenance service fee	0.93	IPIN, a subsidiary, paid for gateway operating fee and maintenance service fee for IPSTAR gateway in Lao. The service was under ordinary course of business and charged under normal contracts and trade conditions on an arm's length basis.

Related Companies/Relationship	Transactions	Value of Related Transactions For the year ended December 31, 2019 (Million Baht) Consolidated	Reason and Necessity of Transaction
Advanced Wireless Network Co., Ltd.(AWN)/ a subsidiary of AIS group Provides telecommunication and network services	1. Revenue		
	- Revenue from sale satellite equipment	45.26	The Company is the service provider of transponder leasing under ordinary course of business. Service fee was charged under normal contracts and trade conditions on an arm's length basis.
	- Revenue from system integration	0.70	The Company had revenue from system integration under ordinary course of business, equipment and service fee charged under normal contracts and trade conditions on an arm's length basis.
	- Other income	6.42	
	2. Expense		
	- The Company paid for mobile phone services and others for its executives and employees	0.84	The Company used mobile phone services to support the ordinary course of business. Service fee was based on market price on an arm's length basis.
	- Other expenses	0.16	
	3. Trade accounts receivable and accrued income	10.49	
	4. Trade accounts payable, advance receipt, other account payable and accrued expenses	4.46	

Related Companies/Relationship	Transactions	Value of Related Transactions For the year ended December 31, 2019 (Million Baht)	Reason and Necessity of Transaction
		Consolidated	
High Shopping Co., Ltd. ("High Shopping") / INTOUCH and Hyundai Home Shopping Network Corporation (Hyundai Home Shopping) jointly hold shares in High Shopping at 51%: 49% - Operates a home shopping business in Thailand.	1. Revenue - Providing the broadcasting service and TV guide service	10.44	DTV, a subsidiary, provided the broadcasting service and TV guide service. Service fee was charged under normal contracts and trade conditions on an arm's length basis.
	- Other income	2.43	
	2. Trade account receivable	0.01	
	3. Advance receipt and other account payable	1.19	
	4. Other current liabilities	1.74	

Related Companies/Relationship	Transactions	Value of Related Transactions For the year ended December 31, 2019 (Million Baht)	Reason and Necessity of Transaction
		Consolidated	
Other related parties	1. Revenues		
	- Revenue from providing TV signal uplink services	7.08	TCB, a subsidiary, provided TV signal uplink services under ordinary course of business. Service fee was charged under normal contracts and trade conditions on an arm's length basis.
	- Other income	0.92	
	2. Expense		
	- Consulting and management service fees	2.77	The Company was provided consulting and management service fees to support the ordinary course of business. Service fee was based on market price on an arm's length basis.
	3. Trade accounts receivable	1.77	
	4. Other current assets	0.01	
	5. Trade accounts payable, advance receipt and other account payable	0.24	

Necessity and Justification of Transactions

In 2019, Thaicom Plc. and its subsidiaries ("the Company") had related transactions as shown in Note 4 of the 2019 audited financial statements. The related transactions stated that those transactions which the Company had undertaken with INTOUCH group and Singtel group e.g. its subsidiaries, Joint venture, executives and other businesses on which INTOUCH, Singtel and the Company had significant influence, whether directly or indirectly, were shown as related transactions.

The Company set the sale and purchase prices for goods and services with related parties under normal contracts and trade conditions on an arm's length basis. Crucial transactions required adhering to the rules set forth by the Securities Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) had been examined and approved of justification and necessity to the Company by the Audit Committee.

Methods of Related Transactions

Thaicom Plc. is a listed company in the Stock Exchange of Thailand. Its business target is to create maximum benefits to its shareholders with a policy to sufficiently disclose information to investors and abide by the rules, regulations and laws of the country where the Company undertakes business. To enable transparent proceedings on related transactions, lessen conflicts of interest and conform with good governance principles as well as the laws, rules and regulations of such related supervisory units as the Stock Exchange of Thailand (SET) and the Office of the SEC in order to provide sufficient information for investment decision, the Company has set up criteria for related transactions as follows:

The Company proceeds related transactions with connected persons on an arm's length basis for the Company's maximum interest under fair prices and business conditions which shall not create conflicts of interest. Where there is doubt whether related prices are based on an arm's length basis or not, the Company is required to submit such transactions to the Audit Committee for approval prior to the proceeding.

The Company has authorized its executives a certain limit of budget for endorsement in accordance with their ranks. Nevertheless, the approval authority is prohibited to those directors and executives who have stakes or may have personal conflicts of interest over the transactions. Additionally, these directors and executives, having no voting right shall not attend meetings related to the transactions. The Audit Committee shall examine the related transactions of the Company and its subsidiaries with connected persons to ensure the conformity with the rules and regulations of the Stock Exchange of Thailand. However, the related transactions between the Company and related parties with less than 10% of shares will not be examined by the Audit Committee pursuant to the Notification of the Stock Exchange of Thailand Re: Disclosure of Information of Related Transactions.

The related transactions shall be conducted as usual since they are practiced under normal course of business and in accordance with trade conditions on an arm's length basis with prices or remuneration fees within the rate approved in accordance with the Company's financial practices. The vendor selection process is required to be regularly reviewed to ensure fair competition from outside vendors who may offer greater benefits to the Company and also serve as external sources for comparison of price and trading terms.

The Company discloses information on related transactions in compliance with Article 24 (revised 2016) of the Thai Generally Accepted Accounting Principles regarding disclosure of information on related parties, and in accordance with the regulations of the Office of the Securities Exchange Commission and the Stock Exchange of Thailand. The Legal and Compliance Department and the Accounting Department shall submit the related transactions or those which may cause conflicts of interest to the Audit Committee for examination and comments on necessity and justification for the Company's maximum benefits before forwarding to the Board of Directors. In addition, related transactions shall be submitted by the Accounting Department on a monthly basis to comply with the rules and regulations of the Stock Exchange of Thailand (SET) and the Office of the Securities Exchange Committee (SEC).

Future Policy or Trends of Related Transactions

In the future, the Company may have to do related transactions through both customary and non-customary business transactions under reasonable prices and conditions that yield maximum benefits to the Company. Further, the Company will fully abide by the laws on securities and stock exchange, as well as rules, notifications, orders or regulations of the Stock Exchange of Thailand (SET) including regulations and practices relevant to disclosure of related transactions, acquisition or disposal of major assets of listed companies and subsidiaries. The related transactions will be disclosed in the notes to the financial statements audited by the auditor.

Part 3

Financial Statements and Operating Performance

13. Financial Statements

13.1 Audit Report of Certified Public Accountant

The independent auditor, Chavala Tienpasertkij– Certified Public Accountant Registration No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., has audited the consolidated financial statements of Thaicom Public Company Limited and its subsidiaries (the "Group") and the separate financial statements of Thaicom Public Company Limited (the "Company"), which comprise the consolidated and separate statements of financial position as at December 31, 2019, and the related consolidated and separate statements of profit or loss, profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In his opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Thaicom Public Company Limited and its subsidiaries and of Thaicom Public Company Limited as at December 31, 2019, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

13.2 Summary Table of Consolidate Financial Statement

Thaicom Public Company Limited

Statements of financial position as of December 31

(Unit: Baht)

Statements of financial position	2019		2018		2017	
	Amount	%	Amount	%	Amount	%
Assets						
Current assets						
Cash and cash equivalents	2,621,710,435	15.41	2,830,234,585	12.75	1,960,770,857	7.56
Current investments	3,080,846,431	18.11	4,227,209,793	19.04	3,407,069,423	13.13
Trade and other current receivables	1,889,979,972	11.11	1,851,432,896	8.34	1,666,859,482	6.43
Amounts due from related parties	5,849,681	0.03	42,699,114	0.19	90,824,861	0.35
Short-term loan to a joint venture	630,634,826	3.71	485,724,816	2.19	244,591,079	0.94
Inventories	124,027,672	0.73	122,483,562	0.55	124,813,587	0.48
Current tax assets	78,804,510	0.46	96,384,799	0.43	93,203,229	0.36
Other current assets	28,188,571	0.17	22,520,023	0.10	1,837,189,239	7.08
Total current assets	**8,460,042,098**	**49.73**	**9,678,689,588**	**43.59**	**9,425,321,757**	**36.34**
Non-current assets						
Long-term loans to related parties	1,127,498,629	6.63	1,457,174,448	6.56	1,712,137,550	6.60
Investments in a joint venture	1,408,768,775	8.28	1,444,282,683	6.51	1,356,700,860	5.23
Property, plant and equipment	3,312,615,980	19.47	4,814,703,118	21.69	7,859,316,266	30.30
Intangible assets under operating agreement	1,365,689,010	8.03	3,007,340,364	13.55	3,986,568,906	15.37
Deferred charges	11,597,293	0.07	13,614,935	0.06	15,632,576	0.06
Intangible assets	228,075,766	1.34	325,027,926	1.46	427,047,889	1.65
Deferred tax assets	797,296,114	4.69	1,117,018,424	5.03	775,824,882	2.99
Other non-current assets	299,195,600	1.76	344,227,641	1.55	380,643,468	1.47
Total non-current assets	**8,550,737,167**	**50.27**	**12,523,389,539**	**56.41**	**16,513,872,397**	**63.66**
Total assets	**17,010,779,265**	**100.00**	**22,202,079,127**	**100.00**	**25,939,194,154**	**100.00**
Liabilities and equity						
Current liabilities						
Trade and other current payables	554,716,866	3.26	712,891,519	3.21	866,662,159	3.34
Amounts due to related parties	1,028,799	0.01	169,230	0.00	829,729	0.00
Current portion of long-term borrowings	392,001,950	2.30	2,673,841,281	12.04	421,788,460	1.63
Advance receipts from customers	349,788,454	2.06	275,480,256	1.24	218,392,223	0.84
Accrued operating agreement fee	171,654,807	1.01	258,340,350	1.16	263,344,848	1.02
Income tax payable	140,438	0.00	34,032,013	0.15	7,225,864	0.03
Other current liabilities	56,577,787	0.33	91,314,282	0.41	95,844,393	0.37
Liabilities directory associated with non-current assets classified as held for sale	-	-	-	-	1,055,257,237	4.07

(Unit: Baht)

Statements of financial position	2019		2018		2017	
	Amount	%	Amount	%	Amount	%
Total current liabilities	**1,525,909,101**	**8.97**	**4,046,068,931**	**18.22**	**2,929,344,913**	**11.29**
Non-current liabilities						
Long-term borrowings	3,810,724,091	22.40	4,349,010,715	19.59	7,024,628,257	27.08
Long-term accounts payable - property and equipment	209,285,970	1.23	225,042,120	1.01	226,645,680	0.87
Non-current provisions for employee benefit	231,765,525	1.36	160,746,632	0.72	175,939,941	0.68
Other non-current liabilities	238,134,841	1.40	284,153,167	1.28	302,925,926	1.17
Total non-current liabilities	**4,489,910,427**	**26.39**	**5,018,952,634**	**22.61**	**7,730,139,804**	**29.80**
Total liabilities	**6,015,819,528**	**35.36**	**9,065,021,565**	**40.83**	**10,659,484,717**	**41.09**
Equity						
Share capital						
Authorized share capital	5,499,884,200	32.33	5,499,884,200	24.77	5,499,884,200	21.20
Issued and paid-up share capital	5,480,509,770	32.22	5,480,509,770	24.68	5,480,333,200	21.13
Premium on ordinary shares	4,325,271,183	25.43	4,325,271,183	19.48	4,324,626,137	16.67
Retained earnings						
Appropriated						
Legal reserve	549,988,420	3.23	549,988,420	2.48	549,988,420	2.12
Unappropriated	873,555,310	5.14	2,936,698,328	13.23	4,201,676,132	16.20
Other components of equity	(234,364,684)	(1.38)	(155,409,877)	(0.70)	265,469,175	1.02
Equity attributable to owners of the Company	**10,994,959,999**	**64.64**	**13,137,057,824**	**59.17**	**14,822,093,064**	**57.14**
Non-controlling interests	(262)	(0.00)	(262)	(0.00)	457,616,373	1.76
Total equity	**10,994,959,737**	**64.64**	**13,137,057,562**	**59.17**	**15,279,709,437**	**58.91**
Total liabilities and equity	**17,010,779,265**	**100.00**	**22,202,079,127**	**100.00**	**25,939,194,154**	**100.00**

Thaicom Public Company Limited

Statement of profit or loss for the years ended 31 December

(Unit: Baht)

Statements of profit or loss	2019		2018*		2017*	
	Amount	%	Amount	%	Amount	%
Income						
Revenues from sale of goods and rendering of services	4,663,285,238	93.26	6,008,200,977	73.51	6,688,843,268	92.54
Construction revenue under operating agreement	-	0.00	17,980,846	0.22	186,400	0.00
Net foreign exchange gain	-	-	5,515,942	0.07	152,243,504	2.11
Gain from sale of investment	-	-	1,949,515,538	23.85	-	
Other income	337,065,896	6.74	192,303,277	2.35	387,141,296	5.36
Total income	**5,000,351,134**	**100.00**	**8,173,516,580**	**100.00**	**7,228,414,468**	**100.00**
Expenses						
Cost of sale of goods and rendering of services	2,968,072,357	59.36	3,301,555,523	40.39	4,312,036,220	59.65
Construction cost under operating agreement	-	-	17,980,846	0.22	186,400	0.00
Operating agreements fee	702,808,759	14.06	917,473,311	11.22	978,521,346	13.54
Selling expenses	42,335,305	0.85	97,842,549	1.20	105,906,051	1.47
Administrative expenses	937,663,149	18.75	1,362,031,738	16.66	1,515,011,381	20.96
Impairment loss on assets	1,622,699,764	32.45	2,253,000,000	27.56	3,308,681,047	45.77
Directors and management benefit expenses	59,951,261	1.20	56,957,789	0.70	63,129,812	0.87
Net foreign exchange loss	128,326,746	2.57	-	-	-	-
Loss from investment in subsidiaries	28,542,789	0.57	-	-	-	-
Finance costs	299,742,497	5.99	338,242,739	4.14	382,429,405	5.29
Total expenses	**6,790,142,627**	**135.79**	**8,345,084,495**	**102.10**	**10,665,901,662**	**147.56**
Share of profit (loss) of investment in a joint venture	(116,447,819)	(2.33)	119,387,670	1.46	196,184,926	2.71
Profit (loss) before income tax expense from continuing operations	**(1,906,239,312)**	**(38.12)**	**(52,180,245)**	**(0.64)**	**(3,241,302,268)**	**(44.84)**
Income tax expense	(343,709,537)	(6.87)	269,216,801	3.29	454,566,970	6.29
Profit (loss) from continuing operations	**(2,249,948,849)**	**(45.00)**	**217,036,556**	**2.66**	**(2,786,735,298)**	**(38.55)**
Discontinued operation						
Profit from discontinued operation, net of income tax	-	-	29,649,253	0.36	325,660,831	4.51
Profit (loss) for the year	**(2,249,948,849)**	**(45.00)**	**246,685,809**	**3.02**	**(2,461,074,467)**	**(34.05)**
Profit (loss) attributable to:						
Owner of the Company	**(2,249,948,849)**	**(45.00)**	**229,545,355**	**2.81**	**(2,649,777,292)**	**(36.66)**
Non-controlling interest						
Continuing operation	-	-	-	-	-	-
Discontinued operation	-	-	17,140,454	0.21	188,702,825	2.61
Profit (loss) for the year	**(2,249,948,849)**	**(45.00)**	**246,685,809**	**3.02**	**(2,461,074,467)**	**(34.05)**
Earnings (loss) per share (Baht)	(2.05)		0.21		(2.42)	

Remark: *In 2017, the investment in CS Loxinfo Plc. (CSL), previously recognized as the investment in indirect subsidiary, was presented as a disposal group held for sale since the terms and conditions of the Conditional Voluntary Tender Offer, according to the Share Tender Agreement signed between DTV Service Co.,Ltd. and Advance Wireless Network Co.,Ltd., were achieved on 1 December 2017 and recognized as Gain from sale of investment of Baht 1,949,515,538 in 2018

Thaicom Public Company Limited

Statements of cash flows for the years ended 31 December

(Unit: Baht)

Statements of cash flows	2019	2018	2017
	Amount	Amount	Amount
Cash flows from operating activities			
Profit for the year	(2,249,948,849)	246,685,809	(2,461,074,467)
Adjustments for :			
Depreciation of property and equipment	500,283,459	719,411,686	910,015,082
Amortization of intangible assets under operating agreement	1,213,974,532	1,150,329,737	2,022,365,154
Amortization of deferred charges	2,017,642	2,017,642	2,017,642
Amortization of intangible assets	97,795,101	103,920,740	125,264,936
Impairment loss on assets	1,613,406,614	2,253,000,000	3,308,681,047
Impairment loss on intangible assets	9,293,150	-	-
Investments income	(200,657,578)	(181,558,213)	(159,053,634)
Share-based payment	2,226,464	3,773,577	9,874,025
Finance costs	299,742,497	338,242,739	400,807,998
(Gain) loss on exchange rate	248,538,557	12,420,499	(297,171,291)
Amortization of borrowing costs	910,874	1,065,891	1,065,891
Bad and doubtful debts expense	65,866,756	358,394,586	494,032,966
(Reversal of) allowance for obsolete inventory	(5,570,270)	9,996,089	12,931,779
Gain on disposal of property and equipment	(5,161,397)	4,585,037	(4,798,459)
Write-off property and equipment	1,393,792	148,358	1,691,518
(Gain) loss from sale of investment in a subsidiary	28,542,789	(1,949,515,538)	
Write-off intangible assets	-	7,223	950,001
Share of (profits) loss of investment in a joint venture	116,447,819	(119,387,670)	(196,184,926)
Income tax expense	343,709,537	(260,628,962)	(383,352,970)
	2,082,811,489	**2,692,909,230**	**3,788,062,292**
Changes in operating assets and liabilities :			
Trade and other receivables	(212,409,540)	(549,956,343)	(234,633,428)
Amounts due from related parties	36,341,168	48,053,827	33,311,762
Inventories	(5,494,623)	(25,011,294)	147,918,136
Other current assets	7,888,805	25,282,541	(27,229,677)
Other non-current assets	5,615,895	(43,119,327)	132,322,907
Trade and other payables	(141,090,524)	(212,108,369)	(112,096,459)
Amounts due to related parties	1,183,688	(681,364)	780,360
Advance receipts from customers	74,308,197	57,088,032	(465,788,925)
Accrued operating agreement fee	(86,685,543)	(5,004,497)	(52,878,113)
Other current liabilities	(32,487,566)	(5,606,818)	21,961,645
Other non-current liabilities	(24,658,947)	(18,772,759)	(17,929,002)
Defined benefit obligations	38,012,101	(27,643,171)	143,402
Income tax paid	(83,017,850)	(66,474,200)	(234,177,100)

(Unit: Baht)

Statements of cash flows	2019	2018	2017
	Amount	Amount	Amount
Net cash from operating activities	**1,660,316,750**	**1,868,955,488**	**2,979,767,800**
Cash flows from investing activities			
Interest received	208,956,365	169,092,557	161,005,365
Current investments	1,167,407,949	(818,477,229)	98,250,625
Purchase of property and equipment	(224,126,037)	(81,963,778)	(303,764,408)
Proceeds from sale of property and equipment	25,290,324	5,989,370	7,783,701
Proceeds from short-term loan to a joint venture	46,858,086	-	18,185,988
Purchase of intangible assets	(1,658,484)	(1,409,200)	(27,857,560)
Net cash outflow on acquisition of indirect subsidiaries	18,100,341	1,950,779,922	-
Net cash used in investing activities	**1,240,828,544**	**1,224,011,642**	**(46,396,289)**
Cash flows from financing activities			
Dividends paid to owners of the company	-	(1,490,585,395)	(918,734,829)
Proceeds from borrowings	-	-	480,000,000
Repayments of borrowings	(2,790,944,948)	(414,482,938)	(2,496,861,589)
Interest paid	(318,735,726)	(318,269,838)	(391,157,693)
Net cash from (used in) financing activities	**(3,109,680,674)**	**(2,223,338,171)**	**(3,326,754,111)**
Net increase (decrease) in cash and cash equivalents	**(208,535,380)**	**869,628,959**	**(393,382,600)**
Cash and cash equivalents at 1 January	2,830,234,585	1,960,770,857	2,683,685,053
Non-current assets classified as held for sale	-	-	(329,573,477)
Effects of exchange rate changes on balances held in foreign currencies	11,230	(165,231)	41,881
Cash and cash equivalents at 31 December	**2,621,710,435**	**2,830,234,585**	**1,960,770,857**

Thaicom Public Company Limited - Financial ratios

Consolidated financial statement	2019	2018*	2017*
Liquidity Ratio			
Current Ratio	5.54	2.39	3.22
Quick Ratio	4.75	2.13	2.35
Liquidity of Cash Flow from Operation	0.60	0.54	0.91
Accounts Receivable Turnover	3.03	4.05	3.79
Average Collection Period (days)	119	89	95
Inventory Turnover Rate	7.72	5.33	6.53
Average Number of Days Sales (days)	47	68	55
Account Payable Turnover	11.55	9.35	8.65
Payment Days	31	38	42
Cash Cycle (days)	134	118	109
Profitability Ratio			
Gross Profit Margin (%)	21.28	29.78	20.90
Operating Profit Margin (%)	(39.18)	(33.27)	(53.74)
Other Income Margin (%)	4.52	27.39	9.91
Return on Total Income (%)	(90.87)	(94.36)	(82.90)
Net Profit Margin (%)	(48.25)	3.82	(39.61)
Return on Equity (%)	(18.65)	1.64	(15.90)
Efficiency Ratio			
Return on Assets (%)	(11.48)	0.95	(9.02)
Return on Fix Assets (%)	(6.97)	22.42	2.70
Assets Turnover	24.91	0.26	0.25
Financial Policy Ratio			
Interest Bearing Debt - Equity Ratio	0.38	0.53	0.49
Debt-Equity Ratio	0.55	0.69	0.70
Time Interest Earned	7.69	5.75	7.48
Leverage Ratio	0.55	0.94	0.80
Payout Ratio (%)	0.00	649.41	0.00
Per Share Data			
Book Value per Share (Baht)	10.03	11.99	13.52
Earnings per Share (Baht)	(2.05)	0.21	(2.42)
Dividend per Share (Baht)	0.00	1.36	0.00

Remark: *In 2017, the investment in CS Loxinfo Plc. (CSL), previously recognized as the investment in indirect subsidiary, was presented as a disposal group held for sale since the terms and conditions of the Conditional Voluntary Tender Offer, according to the Share Tender Agreement signed between DTV Service Co.,Ltd. and Advance Wireless Network Co.,Ltd., were achieved on 1 December 2017 and recognized as Gain from sale of investment of Baht 1,949,515,538 in 2018

14. Management's Discussion & Analysis (MD&A)

Investors may study from the Company's consolidated financial statements, adjusted financial data, the summary of operating data in previous years together with the notes to the financial statements and the contents presented on this Annual Registration Statements.

- Important matters in 2019

Impairment of assets

On 17 December 2019, the Thaicom 5 satellite experienced a technical incident on the status notification system, resulted in technical limitations to monitoring the status of the satellite. Thaicom Plc (THCOM or the Company), together with the satellite's manufacturer and specialists, performed many attempts to recover the system but not yet successful. In the meantime, the Company has been cooperating with all relevant customers in order to migrate the customers to other satellites so that our broadband and broadcast services will be able to continue. Because of this incident, the Company recognized the impairment of the Thaicom 5 satellite assets, in total of Baht 222 million.

The Company also recognized the impairment of satellites and equipment in total of Baht 1,401 million. This was due to the slowdown of satellite industry from the change in customer behavior, together with fierce competition, which cause the price per unit to drop further than expected. However, the impairment is considered a non-cash item and does not affect the cash management of the Company.

- Business Overview

Transponder leasing and related business

In 2018, the Company recognized the revenue from satellite and related services with the total of Baht 4,663 million, a decreased of 22.4% from Baht 5,850 million for 2018. Despite high competitive among the industry, the company continue to drive the strategy to strengthen our popular satellite service with high number of subscribers and satellite TV channels on the platform at 78.5 degrees East or "Hot Bird" where the Thaicom 5, 6, and 8 satellites are co-located.

The overall utilization rate as at the end of 2019 of the Company's conventional satellites, the Thaicom 5, Thaicom 6, Thaicom 7 and Thaicom 8, was 55%, decreased from 59% as at the end of 2018, mainly due to churns on clients during Q1/2019. The utilization was rather stable from Q2/2019 onwards. For broadband satellite, the Thaicom 4, the utilization rate was 23%, down from 30% as at the end 2018, mainly from the ramp down and churn of customers.

During 2019, THCOM secured a long-term contract with True Visions Group Co., Ltd for several Ku-band transponder services on the Thaicom 8 satellites, which delivers pay TV services to audiences in Thailand and

across Asia including premier sports and entertainment events. The Company also secured new contracts for customers from Myanmar and Africa to replace customer churns.

As for the concession to operate satellite services on the Thaicom 4, Thaicom 5 and Thaicom 6 will ended in September 2021, the company wish to engage in a constructive cooperation with the Thai Government to enhance national security by joining the public-private partnership (PPP) model and open to discuss various forms of project collaboration in order to guarantee service continuity both domestically and globally.

Integrating to our core satellite services, the company will continuously focus on developing our new businesses with an aim to be an Asian leading provider of space-air-ground-maritime enabled platforms and smart solutions for a better future

Internet and media business

Since the completion of the sale of CS Loxinfo Plc (CSL) shares to Advance Wireless Network Co.,Ltd during January 2018, the Company has no longer recognized the share of profit from CSL. And during Q3/2019, the Company divested its shares in Cambodian DTV Network Limited (CDN) due to fierce competition on the business. Therefore, the revenue from internet and media services from Q4/2019 onwards solely comes from Thai Advance Innovation Co., Ltd (Thai AI), which are the income from the sale of set-top-boxes and related equipment, including the sale and rental services for internet platform such as IPTV channels, video streaming, eSport and LOOX TV. The revenue from Internet and media services for 2019 was Baht 122 million, decreased by 46.5% from Baht 122 million for 2018.

Telephone business abroad

In January 2019, Lao Telecommunications Public Company (LTC) entered into Sale and Purchase Agreement to acquire 500,000 shares or 100% of Vimpelcom Company Limited, one of the mobile operator in Lao PDR. This acquisition will significantly enhance LTC network efficiency and expand its target market, especially young generations. After the acquisition, Vimplecom Company Limited changed its registered name to TPLUS Digital Company Limited.

LTC became the first of Lao telecom operators to demonstrate the potential of 5G services in the Lao PDR in an event held at LTC's headquarters in Vientiane on 16 October 2019. LTC plans to expand 5G services over the next several years and LTC is working with partners across the region to introduce IoT solutions to the country.

As of the end of 2019, LTC had total mobile subscribers (excluded fixed wireless) of 1.42 million subscribers, still ranking No.1 with approximately 55.3% of total mobile's market share, slightly decreased from 56.1% as at the end of 2018 due to price war during the year.

14.1 Operating Performance of the Year 2019 with that of the Year 2018

Performance overview

The Company's consolidated revenue from sales of goods and rendering of services for 2019 was Baht 4,663 million, decreased 22.4% from Baht 6,008 million for 2018, mainly due to the decrease of revenue from satellite and related services as a result of average price per unit sold drop following the discounted yield provided to a major customer in Thailand for contract extension, together with churn of broadband customers. In addition, there was also revenue drop from internet and media services due to the sale of investment of Cambodian DTV Network Limited.

The Company reported a consolidated net profit (loss) for 2019 of Baht (2,250) million, representing the earning (loss) per share of Baht (2.05). However, excluding the extra items, the Company incurred normalized net profit (loss) of Baht (432) million, whereas the normalized net profit for 2018 was Baht 82 million.

Summary of key financial information

Unit: Baht million	Amount		Changes
	2019	2018	YoY (%)
Revenue from sales of goods and rendering of services	4,663	6,008	-22.4%
Cost of sales of goods and rendering of services	(3,671)	(4,219)	-13.0%
Normal SG&A expenses *	(1,040)	(1,517)	-31.4%
EBIT from normal operations	(48)	272	n/a
Other income	337	192	75.3%
Gain (loss) from sale of investment **	(29)	1,950	n/a
Gain (loss) from foreign exchange	(128)	6	n/a
Loss from assets impairment	(1,623)	(2,253)	-28.0%
EBIT from operations	(1,490)	167	n/a
EBITDA from operations	1,766	2,246	-21.4%
Share of profit of investment in joint venture	(116)	119	n/a
Financial costs	300	338	-11.4%
Profit (loss) for the period from continuing operations	(2,250)	217	n/a
Profit (loss) for the period from discontinued operation	-	30	-100.0%
Profit (loss) for the period	(2,250)	247	n/a
Profit (loss) attributable to: non-controlling interest	-	17	-100.0%
Profit (loss) attributable to owner of the Company	(2,250)	230	n/a
Earnings (loss) per share (Baht)	(2.05)	0.21	n/a
Extra items – net of tax: - Loss from assets impairment - Gain (loss) from sale of investment - Gain (loss) from foreign exchange - Written-off of deferred tax asset - Recognition of past service cost (additional compensation for employees) due to the Labor Protection Act (No. 7) B.E. 2562	(1,818)	147	n/a
Normalized profit	(432)	82	n/a

* Normal SG&A expenses: Selling and administrative expenses, including directors and management benefit expenses

** The loss from investment in 2019 was from the sale of investment in CDN, whereas the gain from investment 2018 was from the sale of investment in CS Loxinfo Public Company Limited.

Revenue from sale of goods and rendering of services

Consolidated revenue from sales of goods and rendering of services for 2019 was Baht 4,663 million, a decrease of 22.4% from Baht 6,008 million for 2018, caused by a decrease of revenue from satellite and internet and media services.

Revenue from sales of goods and rendering of services Unit: Baht million	2019	2018	% YoY
Satellite and related services	4,594	5,850	-21.5%
Internet and media services	122	229	-46.5%
Consolidation eliminations	(53)	(71)	-25.5%
Total	**4,663**	**6,008**	**-22.4%**

Satellite transponder leasing and related services

Revenue from satellite and related services for 2019 was Baht 4,594 million, a decrease of 21.5% from Baht 5,850 million for 2018, contributed by a decrease of both conventional and broadband satellite services.

Satellite and related services Unit: Baht million	2019	2018	% YoY
Conventional*	2,536	3,565	-28.9%
Thaicom 4 Broadband	2,058	2,284	-9.9%
Services	*1,873*	*2,143*	*-12.6%*
Sales	*185*	*141*	*31.1%*
Total	**4,594**	**5,850**	**-21.5%**

* Include the Thaicom 5 6 7 and 8 satellites

- Revenue from the conventional satellites and related services for 2019 was Baht 2,536 million, decreased by 28.9% from Baht 3,565 million for 2018. This was due mainly to the extension of a long-term contract for a major customer in Thailand, which THCOM has provided a discount to the existing contract, together the churn of digital television channels.
- Revenue from the Thaicom 4 Broadband Satellite and related services was Baht 2,058 million for 2019, decreased by 9.9% from Baht 2,284 million for 2018 due to the ramp down of utilization from foreign customers.

Internet and media services

For 2019, the revenue from internet and media services was Baht 122 million, decreased by 46.6% compared to Baht 229 million for 2018. This was mainly from the sale of CDN which THCOM recognized the revenue from CDN only for the period of 1 January 2019 – 16 September 2019.

Cost of sale of goods and rendering of services

The Company reported consolidated cost of sales of goods and rendering of services for 2019 of Baht 3,671 million, decreased by 13.0% compared to Baht 4,219 million for 2018 as a result of the decrease of revenue from satellite business and internet and media services and also the decrease of depreciation expense after the recognition of satellite assets impairment in Q4/2018.

Cost of sales of goods and rendering of services Unit: Baht million	2019	2018	% YoY
Satellite and related services	3,613	4,112	-12.1%
Internet and media services	112	188	-40.6%
Consolidation eliminations	(54)	(81)	-33.3%
Total	**3,671**	**4,219**	**-13.0%**

Cost of satellite transponder leasing and related services

Cost relating to satellite and related services for 2019 was Baht 3,613 million, decreased by 12.1% from Baht 4,112 million for 2018. The percentage of cost decrease was less than that of revenue since majority of the cost for satellite and related services, excluding the revenue sharing to the government, are fixed cost.

Satellite and related services Unit: Baht million	2019	2018	% YoY
Conventional*	1,949	2,412	-19.2%
Thaicom 4 Broadband	1,664	1,700	-2.1%
Total	**3,614**	**4,112**	**-12.1%**

* Include the Thaicom 5 6 7 and 8 satellites

- Cost relating to the conventional satellites and related services was Baht 1,949 million for 2019, decreased by 19.2% compared with Baht 2,412 million for 2018, mainly from a decrease of the revenue sharing to government following a drop in revenue, together with the decrease of depreciation expense.
- Cost relating to the Thaicom 4 Broadband Satellite and related services for 2019 was Baht 1,664 million, decreased by 2.1% from Baht 1,700 million for 2018 following the revenue dropped.

Cost of Internet and media services

Cost relating to the internet and media services for 2019 amounted to Baht 112 million, a decrease of 40.4% from Baht 188 million for 2018 following the sale of investment in CDN.

Selling and administrative expenses

The normal SG&A expenses, including directors and management benefit expenses, were Baht 1,040 million for 2019. A decrease of 31.4% from Baht 1,517 million for 2018 was due mainly to the decrease of marketing expense, staff cost and the provision for doubtful debts.

There were major additional to the normal SG&A expenses as followings:

- The loss from impairment of satellites and equipment total of Baht 1,623 million

- The loss from divestment of CDN's shares of Baht 29 million
- The loss from foreign exchange of Baht 128 million

Finance cost

Finance costs for 2019 was Baht 300 million, a decrease of 11.4% from Baht 338 million for 2018, mainly due to the repayment of debenture in Q4/2019 of Baht 2,275 million, together with the repayment of other long-term loans according to schedule.

Share of profits of investment in joint venture

Share of profit (loss) of investment in joint venture was Baht (116) million for 2019, decreased from Baht 119 million for 2018. The share of loss recognized in 2019 was from the decrease of revenue from mobile business in Laos PDR due to price war, and the result of tax expense from LTC's dividend.

In December 2019, LTC declared an extra dividend of USD 123 million with scheduled payment for 15 yearly installments. Shennington Investments Pte (SHEN) was entitled to 49% of the amount according to its shareholding. SHEN did not recognize the accrued dividend as income since it was a related transaction by nature. However, the tax expense (10% of the dividend declared) was immediately recognized. THCOM was shared the loss from such tax expense from SHEN around Baht 90 million.

Net profit

The company's net profit (loss) for 2019 was Baht (2,250) million. This was mainly from revenue drop, together with the extra expenses in total of Baht 1,818 million that consisting of a loss from asset impairment, sale of investment, foreign exchange, recognition of pass service cost and deferred tax assets.

The company has normalized net profit (loss) excluding the impact from extra expenses for 2019 and 2018 of Baht (432) million and Baht 82 million, respectively.

14.2 Financial Position

1. Assets

Asset components and asset quality

As at the end of 2019, the Company reported total assets of Baht 17,011 million, decreased by 23.4% from Baht 22,202 million as at the end of 2018. This was mainly caused by the depreciation and amortization of PP&E and intangible assets under operating agreements, together with the impairment of satellite assets and equipment.

THCOM's Asset components

Assets Unit: Baht million	December 31, 2019		December 31, 2018	
	Amount (Bt mn)	% of Total assets	Amount (Bt mn)	% of Total assets
Current assets	8,460	49.7%	9,679	43.6%
Property, plant and equipment	3,313	19.5%	4,815	21.7%

Assets Unit: Baht million	December 31, 2019		December 31, 2018	
	Amount (Bt mn)	% of Total assets	Amount (Bt mn)	% of Total assets
Intangible assets under operating agreement	1,366	8.0%	3,007	13.5%

Trade and other accounts receivable

As at the end of 2019, the Company had trade and other current receivables of Baht 1,890 million, an increase of 2.1% from Baht 1,851 as at the end of 2018, mainly due to the delay payment of foreign government entity. As a result, the average collection period for 2019 was 119 days, increasing from 89 days for 2018. The Company had an allowance for doubtful accounts for 2019 of Baht 66 million, decreasing from Baht 155 million for 2018 due to effective receivable management.

In respect of trade accounts receivable, the Company has regularly reviewed its collection performance. The Company believed that the allowance for doubtful accounts receivable recorded upon analysis on each debtor would sufficiently cover the total figure of doubtful accounts receivable. After the total allowance for doubtful accounts receivable is set, the Company's legal unit will work on legal proceeding for strictest collection prior to the amortization of trade accounts receivable and allowance for doubtful accounts expected to be non-collectable.

Inventories

As at the end of 2019, the Company's net inventories was Baht 124 million, slightly decreased by 1.3% from Baht 122 million as at the end of 2018. The days of inventory on hand was 47 days in 2019, decreased from 68 days in 2018. The Company has consistently conducted an audit on asset quality. At the end of 2019, the accumulated allowance for obsolete inventories was Baht 86 million, slightly decreased from Baht 92 million in 2018.

Loans to a joint venture and related parties

As at the end of 2019, the Company had loans to a joint venture and related parties in total of Baht 1,758 million, decreased by 9.5% compared with Baht 1,943 million as at the end of 2018. The amount was lending to Shennington Investments Pte.

Property, plant and equipment

Property, Plant and Equipment (PP&E) as at the end of 2019 was Baht 3,313 million, a decrease of 31.2% from Baht 4,815 million as at the end of 2018. This was due mainly to the recognition of Impairment of satellite assets and depreciation and amortization of PP&E during 2019.

Intangible assets under operating agreement

Intangible assets under operating agreement are mainly the assets of the satellites operating under concession agreement, which are the Thaicom 4, Thaicom 5, and Thaicom 6 Satellites. As at the end of 2019, the assets was Baht 1,366 million, a decrease of 54.6% from Baht 3,007 million as at the end of 2018. This was due mainly to depreciation and amortization of the intangible assets during 2019.

2. Liquidity and capital sufficiency

Sources of Fund

Net cash provided by operating activities for 2019 was Baht 1,660 million, a decrease of 11.2% from Baht 1,868 million for 2018, due mainly to the decrease of operating profit.

The Company's net borrowings as at the end of 2019 were Baht 4,203 million, a decrease of 40.2% from Baht 7,023 million as at the end of 2018, mainly attributable to the repayment of debenture of Baht 2,275 million, along with the long-term loans for the satellite projects.

The Company's shareholders' equity as at the end of 2019 was Baht 10,995 million, decreased by 16.3% from Baht 13,137 million as at the end of 2018, mainly reflecting from consolidated net loss.

As at the end of 2019, the ratio of net borrowings to equity was 0.38x, significantly decreased from 0.53x as at the end of 2018.

Investments

Net cash provided (used) by investing activities for 2019 was Baht 1,241 million, most of which were cash from current investment.

Sufficiency of liquidity

As at the end of 2019, the Company had a current ratio of 5.54x, increased from 2.39x as at the end of 2018, due mainly to the decrease of the current portion of long-term loan from the repayment of debenture.

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations, including finding short term credit facility from various banks as a reserve in case of necessary and to mitigate the effects of fluctuations in cash flows.

Capital-raising capability

As at 31 December 2019, the Company reported interest-bearing liabilities of Baht 4,203 million, consisting of the debenture with fixed interest rate of Baht 2,275 million where the interest rate was 4.68% per annum, and the long-term borrowings with floating interest rate of Baht 1,928 million where the weighted average interest rate was 4.26% per annum.

The available credit facilities as at the end of 2019 for loans from local and overseas banks were total of USD 607 million.

14.3 Possible Key and Influential Factors over the Company's Future Operations or Financial Position

Potential loss of major customers

The major source of the Company's revenue comes from several customers who provide telecommunications and broadcast services. If major customers face financial problems or have been approached by other satellite operators, they may cancel their services or may not renew contracts with the Company. These factors can affect the Company's financial results, as it usually takes time to attract new customers. Historically, the Company's major

customers have never defaulted on their payments, as they must broadcast their programs for their viewers. Changing to other satellites will bring technical hurdles as it requires relocating or repositioning the customer's antennas from their previous configuration for Thaicom's satellites, which can be a very costly undertaking. The Company usually signs long-term contracts with its major customers, offering high-quality services with flexible technical and business solutions to help customers grow. In addition, the Company consistently maintains good relationships with its customers to ensure customer satisfaction and win-win cooperation, as well as regularly conducts a customer health report of its major customers.

Currency exchange rate fluctuations

The Company offers both domestic and international satellite communications services and international telecommunications services. Therefore, the Company faces the risk of currency exchange fluctuations in its accounts payable and accounts receivable, as well as any foreign currency loan. These fluctuations could affect the Company's financial statements as well as cash flows.

Exchange rate risk arises from the foreign currency transactions that the Company performs during normal business operations related to foreign currencies, and may have an effect in terms of foreign exchange gains or losses, including gains or losses on derivatives transactions. Significant factors that affect the movement of the exchange rate are as follows:

1. Changes in the global economic situation.

2. Changes in both Thai and foreign monetary and fiscal policies.

The Company has a hedging policy to manage such risk by controlling the net exposure of foreign-currency-dominated transactions. That is, the risk is managed by balancing the revenue and expense structure to maintain a currency balance to meet operational needs. In the event of an imbalance, the Company may use several hedging approaches such as foreign exchange forward, foreign exchange option, cross currency and interest rate swap, and hedge accounting, including partial pre-repayment of foreign currency loans when the Company has sufficient liquidity.

Certification of Correctness of Information

The Company has already reviewed all information contained in this Form 56-1 carefully. We, hereby, represent and warrant that all such information are accurate and complete and contain no false statement without any lack of material fact which should have been informed where such information may cause damages to the purchasers of those shares. In addition, we would like to certify that:

1) Financial statements and financial information, attached to this filing, are represent accurate and complete without any lack of material fact about the financial status, performance and cash flow of the company and its subsidiaries.
2) We provided the good disclosure system of the information of the company to ensure that the Company discloses the material fact of the company and its subsidiaries accurately and completely. I also supervise the practice of that system.
3) We provided the good corporate governance system of the company and supervise the practice of that system. In addition, we already inform the result of the good corporate governance appraisal as of 29 January 2020 to the Auditor and the Audited Committee of the company including the material incomplete and change of the corporate governance as well as false practice that may influent the preparation of the financial statements of the company and its subsidiaries

As an evidence that all pages of the documents that have been reviewed and verified by us as to their accuracy are the same set of documents filed for your approval, we have appointed and assigned Mr. Anuwat Sanguansappayakorn, Chief Financial Officer, to place his signature on every page of these documents. Therefore, should there be any page(s) of the documents containing no Mr. Anuwat Sanguansappayakorn's signature; it shall be deemed that the information in such page(s) has not been verified by us as to the accuracy.

Name	Position	Signature
1. Mr. Anek Pana-Apichon	Director	*-Signed-*
2. Mr. Anant Kaewruamvongs	Director	*-Signed-*

The Attorney		
Mr. Anuwat Sanguansappayakorn	Chief Financial Officer	*-Signed-*

Attachment 1

Information of Directors, Executives, Controlling Person and Company Secretary

1. Information of Directors, Executives, Controlling Person and Company Secretary

1.1 Information of Directors, Executives, Controlling Person and Company Secretary as follows:

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
1. Mr. Prasert Bunsumpun • Chairman of the Board of Directors • Independent Director Date of Appointment as Director: 1 October 2015	67	Highest Education • Honorary Doctor of Engineering, Chulalongkorn University • Honorary Doctor of Management, National Institute of Development Administration (NIDA) • Honorary Doctor of Management Science, Petchaburi Rajabhat University • Honorary Doctor of Management, Mahasarakham University • Honorary Doctor of Public and Local Innovative Management, Suan Sunandha Rajabhat University • Advanced Management Program, Harvard Business School • Master Degree in Business Administration, Utah State University, USA IOD Training Programs • RCP: Role of the Chairman Program Class 27/2012 • DAP: Directors Accreditation Program Class 26/2004 Other Training / Seminars • The Rule of Law for Democracy Class 7 by the Office of the Constitutional Court • The Executive Program of Energy Literacy for a Sustainable Future Class No.3, Thailand Energy Academy (TEA).	None	None	Oct 2015 - Present Mar 2018 – Present Position in other listed companies Apr 2019 – Present Feb 2018 - Present May 2018 - Present Apr 2017 - Present Jan 2012 - Present Dec 2011 - Present Position in other listed companies outside Thailand Mar 2009 - Present Position in other non-listed companies Nov 2019 – Present Jun 2019 - Present	Independent Director Chairman of the Board of Director Independent Director Chairman of the Board of Directors / Independent Director Independent Director and Chairman of Risk Management Committee Chairman of the Board of Directors / Independent Director Chairman of the Board of Directors / Chairman of the Executive Committee Independent Director Chairman of the Board of Directors / Chairman of the Executive Committee Chairman of the Board of Directors Chairman of the Board of Directors	Thaicom Plc. Thaicom Plc. T.K.S. Technologies Plc. Nok Airlines Plc. PTT Global Chemical Plc. SVI Plc. Thoresen Thai Agencies Plc. Intouch Holdings Plc. Mermaid Maritime Plc. (Registered in Singapore) Aira Property Limited Yuanta Securities (Thailand) Company Limited

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
		• Executive Program Class 3, The Capital Markets Academy (CMA) • King Prajadhipok's Institute: Politics & Democracy for Senior Executive Class 6 • National Defense College of Thailand (NDC 4010) • Certification in Advanced Management Program (1998) Harvard Business School (USA)			2011 – Present	Chairman	Thailand Business Council for Sustainable Development
					<u>Past Experiences</u>		
					Sep 2014 - 2019	Member	The National Legislative Assembly
					Oct 2011 – 2018	Chairman of the Board of Directors	PTT Global Chemical Plc
					Apr 2013 – Feb 2016	Independent Director	PTT Plc.
					Oct 2011 – Apr 2015	Director / Chairman of the Executive Committee	Krung Thai Bank Plc
					Jul 2006 – Apr 2013	Chairman of the Board of Directors / Director /	IRPC Plc
2. Mrs. Patareeya Benjapolchai • Independent Director • Chairman of the Audit Committee • Member of the Governance and Nomination Committee Date of Appointment 30 March 2016	65	<u>Highest Education</u> • Master of Business Administration, Thammasat University • Certificate in Advance Auditing, Chulalongkorn University <u>IOD Training Programs</u> • Ethical Leadership in 2018 • Driving Company Success with IT Governance in 2016 • Director Certification Program Update in 2014 • Financial Institutions Governance in 2010 • Director Certification Program (DCP) 1st in 2000 <u>Other Training / Seminar</u> • IOD (Singapore) 2017 Flagship Conference "The Sustainability Imperative" โดย Singapore Institute of Director (SID) in 2017	None	None	Mar 2016 – Present	Independent Director	Thaicom Plc.
					Mar 2018 - Present	Chairman of Audit Committee / Member of Governance and Nomination Committee	Thaicom Plc.
					<u>Position in other listed companies</u>		
					2563 – Present	Independent Director/Member of Audit Committee	Interlink Communication Plc.
					2562 – Present	Independent Director/Member of Audit Committee	Central Retail Corporation Plc.
					<u>Position in other non-listed companies</u>		
					2562 – Present	Independent Director/Member of Audit Committee	Glow Energy Plc.
					2562 – Present	Independent Director/Member of Audit Committee	ANZ BANK (THAI) Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
		• IOD (UK) Annual Convention 2016 "Thriving in a changing world" โดย The Institute of Director (UK) ปี 2016			Feb 2017 – Present	Subcommittee on Acquisition of Securities for Business Takeover	The Securities and Exchange Commission
					2013 – Present	Independent Director	Bangkok Glass Plc.
					2013 – Present	Director of Revolving Fund Evaluation Committee	Ministry of Finance
					2013 – Present	Member of the SET AWARD Committee as an Expertise for Corporate Governance and Social Responsibilities	The Stock Exchange of Thailand
					2010 – Present	Associate Judge	The Central Intellectual Property and International Trade Court
					Past Experiences		
					2014 – 2019	Independent Director / Chairperson of the Audit Committee	MCOT Plc.
					2017 – 2019	Advisor for Civil Penalties Measurement	The Securities and Exchange Commission
					2013 – 2019	Director	Thai Institute of Directors Association
					2011 – 2019	Independent Director / Member of Audit Committee	TISCO Financial Group Plc.
					2011 – 2019	Independent Director / Member of Audit Committee	TISCO Bank Plc.
					2013 – 2017	Directors' Responsibilities Steering Committee	The Securities and Exchange Commission

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
					2011 – 2017	Member of Ethics Committee	Federation of Accounting Professions Under The Royal Patronage of His Majesty the King
					2006 - 2010	Director and Manager	Stock Exchange of Thailand
3. Mrs. Charintorn Vongspootorn • Independent Director • Member of the Audit Committee • Chairman of the Compensation Committee Date of Appointment 8 December 1999	73	<u>Highest Education</u> • Master of Business Administration, Creighton University, USA • Bachelor of Accountancy, Chulalongkorn University <u>IOD Training Programs</u> • BMD: Boards that Make a Difference Class 3/2016 • SFE: Successful Formulation & Execution of Strategy Class 21/2014 • MFM: Monitoring Fraud Risk Management Class 2/2010 • AACP: Advance Audit Committee Program Class 2010 • RCC: Role of the Compensation Committee Class 6/2008 • MIA: Monitoring the Internal Audit Function Class 2/2008 • MIR: Monitoring the System of Internal Control and Risk Management Class 2/2008 • MFR: Monitoring the Quality of Financial Reporting Class 5/2007 • DCP: Refresher Class 1/2005 • ACP: Audit Committee Program Class 1/2004 • DCP: Directors Certification Program Class 8/2001 <u>Other Training / Seminars</u> - None -	None	None	2012 – Present 1999 - Present <u>Position in other listed companies</u> -None- <u>Position in other non-listed companies</u> 2010 – Present <u>Past Experiences</u> 2015 – Jan 2018 2013 – Jan 2017 2008 - 2014	Chairman of Compensation Committee Independent Director and Member of the Audit Committee Independent Director / Chairman of Audit Committee Advisor to Board of Directors Advisor of Chief Executive Officer Advisor of Chief Executive Officer	Thaicom Plc. Thaicom Plc. Ini3 Digital Plc. Solaris Asset Management Co., Ltd. SEAMICO Securities Plc. KT ZIMICO Securities Co., Ltd.
4. Prof. Samrieng Mekkriengkrai • Independent Director	66	<u>Highest Education</u> • Master of Laws, University of Miami, USA	None	None	Jan 2018 - Present	Chairman of the Governance and Nomination Committee	Thaicom Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
• Member of the Audit Committee • Member of the Compensation Committee • Chairman of the Governance and Nomination Committee Date of Appointment 10 August 2007		• Thai Barrister At Law, Institute of Legal Education of Thai Bar <u>IOD Training Programs</u> • BMD: Boards that Make a Difference Class 3/2016 • SFE: Successful Formulation & Execution of Strategy Class 19/2013 • HMS: How to Measure the Success of Corporate Strategy Class 2/2013 • FSD: Financial Statement for Directors Class 9/2010 • MFM: Monitoring Fraud Risk Management Class 2/2010 • ACP: Audit Committee Program Class 20/2007 • DCP: Directors Certification Program Class 96/2007 <u>Other Training / Seminars</u> • Top Executive Program in Commerce and Trade (TEPCoT 8) • Deloitte AC Forum "Anti-Bribery & Anti-Corruption"			2012 - Present 2007 - Present <u>Position in other listed companies</u> 2016 - Present 2012 - Present <u>Position in other non-listed companies</u> 2014 – Present 1990 - Present <u>Past Experiences</u> 2018 – 2019 2018 – 2018 2518 – 2557	Member of Compensation Committee Independent Director / Member of Audit Committee Independent Director Independent Director Expert Lecturer Researcher of Law and Organization Independent Director Member of the Governance and Nomination Committee Lecturer	Thaicom Plc. Thaicom Plc. Sermsang Power Corporatin Plc. Unique Engineering and Construction Plc. Faculty of Law, Chulalongkorn University Chulalongkorn University. HRI Tech Company Limited Thaicom Plc. Faculty of Law, Chulalongkorn University
5. Mr. Somprasong Boonyachai • Director Date of Appointment 11 August 2006	64	<u>Highest Education</u> • Master Degree in Engineering, Asian Institute of Technology (AIT) <u>IOD Training Programs</u> • RCP : Role of the Chairman Program Class 21/2009 • DCP: Directors Certification Program Class 65/2005 • DAP: Directors Accreditation Program Class 30/2004	None	None	2006 – Present <u>Position in other listed companies</u> 2018 – Present 2008 – Present 2008 – Present	Director Vice Chairman of the Board of Directors / Independent Director Director Vice Chairman of the Board of Directo	Thaicom Plc. Osotspa Plc. Intouch Holdings Plc. Advanced Info Service Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
		Other Training / Seminars • National Defense College of Thailand (NDC 4313) • Graduate School of Business, Stanford University: Leading Change and Organizational Renewal • IMD International, MIT Sloan: Leadership Dilemmas and Profitable Growth • King Prajadhipok's Institute: Politics & Democracy for Senior Executive Class 11 • Executive Program Class 6, The Capital Markets Academy (CMA) • Top Executive Program in Commerce and Trade (TEPCoT 4) • Harvard Business School: Corporate Restructuring, Mergers, and Acquisitions • The Programe for Senior Executive on Justice Administration (BATCH 17) • Energy Literacy for Sustainable Future Class 4 • High Performance Board 2015 by IMD			2017 – Present 2017 - Present 2002 - Present	Director Independent Director Independent Director / Member of the Audit Committee	BEC World Plc. Dusit Thani Plc. Power Line Engineering Plc.
					Position in other non-listed companies		
					2017 – Present 2016 – Present	Director Director	National Strategy Committee for the Development and Capacity Building of Human Resources of year 2017 Advanced Wireless Network Company Limited
					Past Experiences		
					2016 – 2018 Jan 2017 – Mar 2018 Jan 2016 – Jun 2017 Jan 2016 – Jan 2017 2016 – 2016 2008 – 2016 2008 - 2016 2008 – 2015	Director Chairman of the Executive Committee Advisor of Chief Executive Officer Independent Director Independent Director Director Chairman of the Executive Committee Chief Executive Officer	Osotspa Co., Ltd, BEC World Plc. Intouch Holdings Plc. Pruksa Real Estate Plc. Pruksa Holdings Plc. Praram 9 Hospital Co., Ltd. Intouch Holdings Plc. Intouch Holdings Plc.
6. Mr. Kwek Buck Chye • Director • Member of the Executive Committee	65	Highest Education • Advanced Management Program, Harvard University, USA • Bachelor of Accountancy, University of Singapore	None	None	Mar 2017 - Present Mar 2015 - Present	Member of Governance and Nomination Committee Director / Executive Committee Member	Thaicom Plc. Thaicom Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
• Member of the Governance and Nomination Committee Date of Appointment as Director: 27 March 2015		<u>IOD Training Programs</u> • DCP: Director Certification Program Class 214/2015 <u>Other Training / Seminars</u> • High Performance Board 2015, IMD			<u>Position in other listed companies</u> Apr 2017 – Present Apr 2016 - Present Jan 2015 - Present <u>Position in other non-listed companies</u> 2013 – Present <u>Position in other listed companies outside Thailand</u> Apr 2017 - Present 2011 – Present <u>Past Experiences</u> Sep 1992 – Sep 2013	 Director Director Director Self-employed financial consultant Director / member of Risk & Audit Advisory Committee Member Chief Financial Officer	 Accuron Technologies Ltd. Trailblazer Foundation Ltd. (Singapore) Intouch Holdings Plc. Precision Engrg & Aerospace Parts Mfg Singapore CFO Institute, subsidiary of Singapore Accounting Commission StarHub Ltd.
7. Mr. Anek Pana-Apichon • Chairman of the Executive Committee • Member of Compensation Committee • Director (Authorized Director) Date of Appointment 1 July 2017	54	<u>Highest Education</u> • Master Degree in Business Administration, Chulalongkorn University <u>IOD Training Programs</u> • DCP: Director Certification Program 111/2008 <u>Other Training / Seminar</u> • Advanced Management Program – The Wharton School of the University of Pennsylvania, USA • Executive Program Class 15, The Capital Markets Academy (CMA) • Harvard Leadership Development Program by Harvard Business Publishing (2017 – 2018)	None	None	Mar 2018 - Present July 2017 – Present <u>Position in other listed companies</u> 28 Mar 2019 - Present Jan 2019 - Present Jul 2017 – Present <u>Position in other non-listed companies</u> 30 Apr 2019 - Present 28 Mar 2019 - Present 1 Jul 2018 – Present 2017 – Present	Chairman of Executive Committee Director / Authorized Director Director Chief Executive Officer Director / Authorized Director Director Director Director Chairman of Board of Director	Thaicom Plc. Thaicom Plc. Advanced Info Service Plc. Intouch Holdings Plc. Intouch Holdings Plc. Thai Listed Companies Association Advanced Wireless Network Company Limited Intouch Media Limited High Shopping Co.,Ltd.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
					2015 – Present	Director	I.T. Applications and Services Co.,Ltd.
					2015 – Present	Director	High Shopping TV Co., Ltd.
					Past Experiences		
					2018 – 2019	Director/ Member of the Executive Committee	CS Loxinfo Plc.
					2018 – 2019	Director/ Member of the Executive Committee	Teleinfo Media Plc.
					2017 – 2018	Acting Chief Executive Officer	Intouch Holding Plc.
					2010 - 2018	Executive Vice President - Finance & Accounting	Intouch Holding Plc.
					2010 - 2018	Member of the Executive Committee	Thaicom Plc.
					2015 – Jun 2017	Director	High Shopping Co.Ltd.
					2010 – 2015	Director	Thaicom Plc.
8. Mr. Anant Kaewruamvongs [2] • Director • Member of the Executive Committee • Chief Executive Officer (Authorized Director) Date of Appointment 1 May 2018	58	Highest Education • Master Degree in Management, SASIN Graduate Institute of Business Administration of Chulalongkorn University • Diploma, National Defence College, The Joint State - Private Sector Course Class 26 IOD Training Programs • DCP: Director Certification Program Class 66/2005 • DAP: Director Accreditation Program Class 45/2005 • EDP: Executive Development Program Class 2/2008	None	None	May 2018 - Present	Director / Chief Executive Officer	Thaicom Plc.
					Mar 2018 - Present	Member of the Executive Committee	Thaicom Plc.
					Position in other listed companies		
					-None-		
					Position in other non-listed companies		
					May 2018 - Present	Director / member of the Executive Committee	Shenington Investment Pte. Ltd.
					May 2018 - Present	Director	International Satellite Co., Ltd.
					May 2018 - Present	Director	Lao Telecommunications Co., Ltd.
					May 2018 - Present	Director	IPSTAR Co., Ltd.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
		• SFE: Successful Formulation and Executive Strategy Class 6/2010 • HRP: How to Develop a Risk Management Plan Class 9/2016 Other Training / Seminars • TCLA Executive Development Program (EDP) Class 2/2008 by Thai Listed Companies Association • Advance Management Program Class 187/2014 by Harvard Business School, USA • Harvard Leadership Development Program (2560-2561)			May 2018 - Present May 2018 - Present May 2018 - Present May 2018 - Present May 2018 - Present May 2018 – Present May 2018 – Present 2007 - Present **Past Experiences** Feb 2016 - 2019 Mar 2010 – 2018 Aug 2009 – 2018 Apr 2013 - Apr 2018 Jul 2005 – Apr 2018	Director Director Director Director Director Director Director Director / Member of the Executive Committee Member of Executive Committee Director / Member of the Executive Committee Director Chief Executive Officer Managing Director	Star Nucleus Co., Ltd. IPSTAR International Pte. Ltd. IPSTAR Global Services Ltd. IPSTAR Australia Pty Ltd. IPSTAR New Zealand Ltd. IPSTAR Japan Ltd. TC Broadcasting Company Limited CS Loxinfo Plc. Advance Info Service Plc. Teleinfo Media Plc. AD Ventures Plc. CS Loxinfo Plc. CS Loxinfo Plc.
9. Mr. Phuwieng Prakhammintara • Director Date of Appointment 2 April 2019	58	Highest Education • PhD. Philosophy Program (Marine Science), Chulalongkorn University • Master of Science (Marine Science), Chulalongkorn University IOD Training Programs -None- Other Training / Seminar -None-	None	None	2 April 2019 – Present **Position in other listed companies** -None- **Position in other non-listed companies** 9 Nov 2019 – Present **Past Experiences** 15 Dec 2017 – 8 Nov 2019	Director Deputy Permanent Secretary Director-General	Thaicom Plc. Ministry of Digital Economy and Society Meteorological Department

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
					6 Mar 2014 – 2017	Director of Bureau of Aeronautical Meteorology	Meteorological Department
10. Mr. Patompob Suwansiri [2] • Member of Executive Committee Date of Appointment 1 January 2016	51	<u>Highest Education</u> • Advanced Management Program, Harvard Business School • Executive MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University <u>IOD Training Programs</u> • DCP: Director Certification Program Class 185/2014 <u>Other Training / Seminar</u> • Harvard Leadership Development Program (2017-2019) • Strategy and Innovation for Business in Asia (SIBA), College of Management Mahidol University • Executive Program Class 18/2014, The Capital Markets Academy (CMA)	0.0008	None	Jan 2016 – Present Nov 2015 – Present <u>Position in other listed companies</u> - None - <u>Position in other non-listed companies</u> Sep 2019 – Present Feb 2015 – Present Feb 2014 – Present <u>Past Experiences</u> Nov 2015 – Apr 2019 Sep 2018 – 2019 May 2014 – Dec 2015 Apr 2013 - Apr 2014 Jan 2012 - Mar 2013 Jul 2009 - Dec 2011	Chief Commercial Officer Member of Executive Committee Director Director Director Member of Executive Committee Academic Director (Thai and International Curriculum Review and Revision Committees) Chief Marketing Officer Senior Vice President - Marketing and Business Development Vice President - Marketing and Business Development Vice President - Marketing and Sales	Thaicom Plc. Thaicom Plc. Thai Advance Innovation Company Limited International Satellite Co., Ltd. Orion Satellite Systems Pty Ltd. Thaicom Plc. College of Management Mahidol University Thaicom Plc. Thaicom Plc. Thaicom Plc. Thaicom Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
11. Mr. Anuwat Sanguansappayakorn [2] • Chief Financial Officer Date of Appointment 1 September 2017	54	Highest Education • Master of Accounting, Chulalongkorn University IOD Training Programs • DCP: Director Certification Program Class 88/2017 Other Training / Seminar • Harvard Leadership Development Program (2017-2019) • Capital Market Academy (CMA 27/2018) • Executive Development Program (EDP) by TLCA Class 9/2012 • Diploma ISP Class 116 Institute of Security Psychology, National Defense Studies Institute, Royal Thai Armed Forces Headquarters	None	None	Sep 2017 - Present	Chief Finance Officer	Thaicom Plc.
					Position in other listed companies		
					- None -		
					Position in other non-listed companies		
					2017 - Present	Director	Shenington Investments Pte Ltd.
					2017 - Present	Director	IPSTAR Global Services Limited
					2017 - Present	Director	Star Nucleus Company Limited
					2017 - Present	Director	International Satellite Company Limited
					2017 - Present	Director	IPSTAR Company Limited
					2017 - Present	Director	IPSTAR Australia Pty Limited
					2017 - Present	Director	IPSTAR New Zealand Limited
					2017 - Present	Director	IPSTAR Japan Company Limited
					2017 - Present	Director	IPSTAR International Pte Limited
					2017 - Present	Director	Lao Telecommunications Company Limited
					2017 - Present	Director	TC Broadcasting Company Limited
					Past Experiences		
					2017 - 2019	Director	Cambodian DTV Network Limited
					May 2003 – Aug 2017	Chief Finance Officer	CS Loxinfo Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
12. Mr. Wichai Kittiwittayakul[2] • Chief Audit Executive Date of Appointment 1 August 2018	58	Highest Education • Master of Accounting, Thammasat University IOD Training Programs • Risk Management for Corporate Leader 2019 • Directors Certification Program Class 104/2008 • Company Secretary Program 2005 • Board & CEO Assessment Program 2003 • Effective Audit Committee 2002 • Board Practices / Board Policy 2002 • Board Composition and Relations 2002 Other Training / Seminar • Harvard Leadership Development Program (2017 – 2019) • High Performance Board Program by IMD 2015 • Risk Management for Corporate Leader by Harvard Business School (HBS) 2012	0.000004	None	Aug 2018 - Present	Chief Audit Executive	Thaicom Plc.
					Position in other listed companies		
					Aug 2008 - Present	Executive Vice President - Governance, Risk and Compliance	Intouch Holdings Plc.
					2008 – Present	Company Secretary	Intouch Holdings Plc.
					Position in other non-listed companies		
					2016 - Present	Director	Condominium Juristic Person of Ocas Hua Hin
					Past Experiences		
					2013 - 2018	Executive Vice President - Company Secretary and Internal Audit	Intouch Holdings Plc.
					2011 – 2017	Professional Accounting Committee on Accounting Education and Technology	Federation of Accounting Professions (Under The Royal Patronage of His Majesty The King)
					2010 – 2017	Advisor	The Institute of Internal Auditors of Thailand
					2011 - 2013	Senior Vice President - Company Secretary and Internal Audit	Intouch Holdings Plc.
13. Mr. Sakon Kittivatcharapong[2] • Head of Marketing and Business Development Department	59	Highest Education Doctor of Engineering in Electrical Engineering, The Ohio State University IOD Training Programs • DCP: Directors Certification Program Class 193/2014	0.0008	None	2016 – Present	Head of Marketing and Business Development Department	Thaicom Plc.
					Position in other listed companies		
					-None-		

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
Date of Appointment 1 November 2019		Other Training / Seminar • Harvard Leadership Development Program (2017 – 2019)			Position in other non-listed companies 2016 - Present Past Experiences - None –	Director	TC Global Services Company Limited
14. Mr. Ekachai Phakdurong[2] • Head of Regulatory Affairs Department • Head of Platform and Services Business Department Date of Appointment 1 November 2019	49	Highest Education • Master of Sciences in Electrical Engineering, University of Southern California IOD Training Programs • DCP: Directors Certification Program Class 157/2014 Other Training / Seminar -None-	0.0007	None	2018 - Present Position in other listed companies -None- Position in other non-listed companies Present Present Past Experiences 2014 – 2018 2017 - 2018 2011 - 2014	Head of Regulatory Affairs Department Director Director Senior Vice President – Government Affairs Senior Vice President – Media and Retail Business Vice President – Corporate Affairs	Thaicom Plc. TC Broadcasting Ltd. Thai Advance Innovation Company Limited Thaicom Plc. Thaicom Plc. Thaicom Plc.
15. Mrs. Pannee Nivasnanda[2] • Head of Finance Department	57	Highest Education • Bachelor of Business Administration, Assumption University IOD Training Programs	None	None	Nov 2018 - Present Position in other listed companies -None-	Head of Finance Department	Thaicom Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
Date of Appointment 1 November 2019		• DCP: Directors Certification Program Class 179/2013 Other Training / Seminar • TLCA Executive Development Program (EDP) • Management Development Program (MDP)			Position in other non-listed companies 2016 – Present 2016 – Present 2016 – Present Past Experiences May 2018 – Oct 2018 2010 – Apr 2018	 Director Director Director Senior Vice President – Finance Department Vice President – Finance Department	 IPSTAR (India) Private Limited TC Global Services Company Limited Thai Advance Innovation Company Limited Thaicom Plc. Thaicom Plc.
16. Mr. Salil Charuchinda[2] • Head of Legal and Compliance Department Date of Appointment 1 April 2019	56	Highest Education Master of Law, Washington College of Law, The American University IOD Training Programs • DCP: Directors Certification Program Class 184/2015 • Advance Audit Committee Program Class 31/2018 Other Training / Seminar -None-	None	None	1 Apr 2019 - Present Position in other listed companies -None- Position in other non-listed companies 2016 – Present 2016 – Present 2016 – Present 2013 – Present 2012 – Present Past Experiences Nov 2010 -2019	Head of Legal and Compliance Department Director Director Director Director Director Head of Legal Section	Thaicom Plc. TC Global Services Company Limited IPSTAR Global Services Limited Star Nucleus Company Limited Thai Advance Innovation Company Limited TC Broadcasting Ltd. Thaicom Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding[1]	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
17. Ms. Chalalai Leebhumivanich[3] • Acting Head of Accounting Unit Date of Appointment 1 July 2019	41	Highest Education • Master in Accountancy, Chulalongkorn University IOD Training Programs -None- Other Training / Seminar • School of Tax: Mini-MBA in Taxation Class 17/2015	None	None	1 Sep 2014 – Present Position in other listed companies -None- Position in other non-listed companies -None- Past Experiences 2 Jul 2001 – 31 Aug 2014	Acting Head of Accounting Unit Associate Director	Thaicom Plc. KPMG Phoomchai Audit Limited
18. Ms. Yupapan Panclurbthong • Head of Company Secretary and Company Secretary [4] Date of Appointment 12 November 2012	56	Highest Education • Bachelor of Arts, Chulalongkorn University IOD Training Programs • BMD: Boards that Make a Difference Class 3/2016 • ACPG: Anti-Corruption: The Practical Guide Class 10/2014 • DCP: Directors Certification Program Class 185/2014 • CSP: Company Secretary Program Class 48/2012 Other Training / Seminar • TMA: Management Development Program Class 26/2017 • ITD World: Change your habits, change your world 2017 • TLCA Executive Development Program – EDP Class 12/2013	None	None	1 Apr 2019 - Present 2012 – Present Position in other listed companies - None – Position in other non-listed companies - None – Past Experiences 12 Nov 2012 - 2019 2017 – 2018 Apr 2014 - 2018	Head of Company Secretary Section Company Secretary Head of Compliance Section Vice President – Corporate Communications Vice President – Executive Office and Company Secretary	Thaicom Plc. Thaicom Plc. Thaicom Plc. Thaicom Plc. Thaicom Plc.

Name - Surname / Position / Date of Appointment	Age	Education / Training	% Shareholding(1)	Relationship between Directors and Executives	Working Experiences in the 5 preceding years		
					Duration	Position	Organization / Company / Type of Business
					2012 - 2014	Assistant Vice President - Executive Office	Thaicom Plc.
					1989 - 2012	Secretary to Chairman of the Executive Committee	Thaicom Plc.

Remarks

(1) Includes shareholding by spouse or cohabitee and minor children

(2) Executive according to definition of the Notification of Securities and Exchange Commission

(3) Responsible in overseeing the Company's accounting.

(4) Duties and Responsibilities of Company Secretary presented in Corporate Governance and Management: Company Secretary

1.2 The Company Secretary's responsibilities

Responsibilities of Company Secretary as follows:

(1) Present any resolutions from the Board of Directors and shareholders to management for their acknowledgement; consult with and propose basic information to the Board of Directors and management on Company regulations and corporate governance guidelines.

(2) Prepare and file documents including, but not limited to the following: Directors list, Board of Directors meeting invitations, shareholder meeting invitations, Board of Directors meeting minutes, shareholders meeting minutes and the Company's annual report.

(3) File mutual benefits report, which is created by directors, executives, and other relevant persons subject to the law; keep records of the said documents; and forward copies to the Chairman of the Board and the Chairman of the Audit Committee.

(4) Organize and arrange the meetings of the Board of Directors and other Committees as established in accordance with the law, Company Articles of Association, and the rules and governance guidelines of the Board of Directors and other committees.

(5) Disclose information and present reports related to responsibility areas to the related authorities.

(6) Communicate with shareholders to inform them of their rights as a shareholder.

(7) Serve an administrative function for the Board of Directors and cooperate with executive management to provide information and news to the Board of Directors on events related to the Company's operations.

(8) Arrange the evaluation process for the Board of Directors and others sub-committee that shall include separate individual evaluations and propose the evaluation results to the Board.

(9) Other operations as defined by the Securities and Exchange Commission and relevant regulations.

2. Information of Directors, Executives and Controlling Authorities of Subsidiaries and Associates (As of 31 December 2019)

Name of Directors and Executives	Holding Company	Company	Subsidiaries and Associates															
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
	INTOUCH	THAICOM	IPSTAR	IPNZ	IPA	OSS	IPIN	IPGS	IPJ	IPI	STAR	TCB	ISC	TCGS	ThaiAI	SHEN	LTC	TPLUS (1)
1. Mr. Prasert Bunsumpun	/	C																
2. Mrs. Charintorn Vongspootorn		/																
3. Prof. Samrieng Mekkriengkrai		/																
4. Mrs. Patareeya Benjapolchai		/																
5. Mr. Somprasong Boonyachai	/	/																
6. Mr. Kwek Buck Chye	/	/, //																
7. Mr. Anek Pana-Apichon	/	/, //																
8. Mr. Anant Kaewruamvongs		/, //, E	/	/	/		/	/	/		/	/	/			/, //	/	
9. Mr. Phuwieng Prakhammintara		/																
10. Mr. Patompob Suwansiri		E				/							/		/			
11. Mr. Anuwat Sanguansappayakorn		E	/	/	/		/	/	/		/	/	/			/, //		
12. Mr. Wichai Kittiwittayakul		E																
13. Mr. Sakon Kittivatcharapong		E												/				
14. Mr. Ekachai Phakdurong		E										/			/			
15. Mrs. Pannee Nivasnanda		E								/				/	/			
16. Mr. Salil Charuchinda		E						/			/	/		/	/			
17. Ms. Chalalai Leebhumivanich																		
18. Ms. Yupapan Panclurbthong																		

C = Chairman / = Director // = Executive Committee Member E = Executive

Remarks

(1) Vimpelcom Limited Lao Co,, Ltd has changed the name to be TPLUS Digital Limited on 2 September 2019

Holding Company	INTOUCH	Intouch Holdings Public Company Limited
Company	THAICOM	Thaicom Public Company Limited
1	IPSTAR	IPSTAR Company Limited
2	IPNZ	IPSTAR New Zealand Limited
3	IPA	IPSTAR Australia Pty Limited
4	OSS	Orion Satellite System Pty Limited
5	IPIN	IPSTAR International Pte Limited

6	IPGS	IPSTAR Global Services Limited
7	IPJ	IPSTAR Japan Limited
8	IPI	IPSTAR (India) Private Limited
9	STAR	Star Nucleus Company Limited
10	TCB	TC Broadcasting Company Limited
11	ISC	International Satellite Company Limited
12	TCGS	TC Global Services Company Limited

13	ThaiAI	Thai Advance Innovation Company Limited
14	SHEN	Shenington Investment Pte Limited
15	LTC	Lao Telecommunications Public Company
16	TPLUS	TPLUS Digital Limited

3. Record of the punishment of Directors, Executives and Controlling Person

In the 5 preceding years, have no Directors, Executives and Controlling Person be punish due to the violation of the Securities and Exchange Act B.E. 2535 or the Derivatives Acts B.E. 2546.

Attachment 2

Information of Directors of Subsidiaries

Information of Directors of Subsidiaries (Direct and Indirect) as of 31 December 2019

Name of Directors	Subsidiaries															
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
	IPSTAR	IPNZ	IPA	OSS	IPIN	IPGS	IPJ	IPI	STAR	TCB	ISC	TCGS	ThaiAI	SHEN	LTC	TPLUS[1]
1. Mr. Anant Kaewruamvongs	/	/	/		/	/	/		/	/	/			/, //	/	
2. Mr. Anuwat Sanguansappayakorn	/	/	/		/	/	/		/	/	/			/, //	/	
3. Mr. Patompob Suwansiri				/							/		/			
4. Mr. Mark D. Thompson	/								/							
5. Mr. Chris Ockwell				/												
6. Mr. Shannon Fisher		/	/													
7. Mr. Teh Kwang Hwee					/											
8. Mr. Salil Charuchinda						/			/	/		/	/			
9. Mr. Tommy Lo Seen Chong						/										
10. Mrs. Smitha Algoo Bissonauth						/					/					
11. Mr. Seiji Sugiura							/									
12. Mr. Toru Ishii							/									
13. Mrs. Pannee Nivasnanda								/				/	/			
14. Mr. Gouri Prasad Das								/								
15. Mr. Rajendra Singh Rathore								/								
16. Mr. William L. Snell									/							
17. Mr. Ekachai Phakdurong										/			/			
18. Ms. Beatrice Lan Kung Wa											/					
19. Dr. Sakon Kittivatcharapong												/				
20. Mr. Kevin Allagapen												/				
21. Mr. Yuvraj Juwaheer												/				

Name of Directors	Subsidiaries															
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
	IPSTAR	IPNZ	IPA	OSS	IPIN	IPGS	IPJ	IPI	STAR	TCB	ISC	TCGS	ThaiAI	SHEN	LTC	TPLUS(1)
22. Mr. Pramote Boonnumsuk													/			
23. Mr. Chutidej Printhitipa														/, //		
24. Mr. Kim Sirithaveechai														/		
25. Mr. Steven Geoffrey Miller														/		
26. Ms. Ho Koon Lian Irene														/		
27. Dr. Nasser Marafih														/		
28. Mr. Alvin Oei														//	/	
29. Mr. David Poon														//		
30. Ms. Lee Pui Yee														//		
31. Mr. Thongsay Xanexaya															/	
32. Mr. Keovisouk Lolaphom															/	
33. Mr. Philip Chen Chong Tan															/	
34. Mr. Khenlangsy Seankhamyong															/	
35. Dr. Thongpheth Chanthanivong															/	
36. Mr. Xayphone Kongmanila															/	
37. Mr. Latthapanya Khieovongphachanh																/
38. Mr. Chanthadeth Atanaphone																/
40. Mr. Phanawouth Phongsampanh																/
41. Mr. Niwat Yenkai																/
42. Ms. Arunee Panpipat																/

/ = Director // = Executive Director

Remark

(1) Vimpelcom Company Limited has changed its name to Tplus Digital Company Limited, registered on 2 September, 2019.

Company's Name

1	IPSTAR	IPSTAR Company Limited
2	IPNZ	IPSTAR New Zealand Limited
3	IPA	IPSTAR Australia Pty Limited
4	OSS	Orion Satellite System Pty Limited
5	IPIN	IPSTAR International Pte Limited
6	IPGS	IPSTAR Global Services Limited
7	IPJ	IPSTAR Japan Limited
8	IPI	IPSTAR (India) Private Limited
9	STAR	Star Nucleus Company Limited
10	TCB	TC Broadcasting Company Limited
11	ISC	International Satellite Company Limited
12	TCGS	TC Global Services Company Limited
13	ThaiAI	Thai Advance Innovation Company Limited
14	SHEN	Shenington Investment Pte Limited
15	LTC	Lao Telecommunications Public Company
16	TPLUS	Tplus Digital Company Limited

Attachment 3

Information of Head of Internal Audit and Head of Compliance

Information of Head of Internal Audit

Name-Surname : Mr. Wichai Kittiwittayakul

Position : Chief Audit Executive

Education : Master Degree in Accounting, Thammasat University

Professional Qualification:

- Certified Internal Auditor **(CIA)** Registration - The Institute of Internal Auditors of USA
- Certified Information Systems Auditor **(CISA)** - Information Systems Audit and Control Association of USA

Experience:

- Executive Vice President -Governance, Risk, and Compliance - Intouch Holdings Public Company Limited
- Company Secretary - Intouch Holdings Public Company Limited
- Chief Audit Executive - Thaicom Public Company Limited
- Executive Vice President - Company Secretary and Internal Audit - Intouch Holdings Public Company Limited
- Member of the Accounting Educational and Technology Committee - Federation of Accounting Professions
- Advisor - The Institute of Internal Auditors of Thailand (IIA)
- Senior Vice President - Company Secretary and Internal Audit - Intouch Holdings Public Company Limited
- Vice President - Company Secretary and Internal Audit - Intouch Holdings Public Company Limited
- Chairman of the Board - The Institute of Internal Auditors of Thailand (IIA)
- Secretary to the Board of Directors - Intouch Holdings Public Company Limited

Training:

- Risk Management for Corporate Leader – 2019, IOD
- Harvard Leadership Development - 2017 – 2019, Harvard Business Publishing
- High Performance Board Program - 2015, IMD
- Risk Management for Corporate Leader - 2012, Harvard Business School (HBS)
- DCP: Directors Certification Program Class 104/2008, IOD
- Company Secretary Program – 2005, IOD
- Board & CEO Assessment Program – 2003, IOD
- Effective Audit Committee – 2002, IOD
- Board Practices – 2002, IOD
- Board Composition and Relations – 2002, IOD
- Board Policy – 2002, IOD

*Audit Committee are able to given an opinion to appointment, rotation, promotion and termination of the department head of Internal Audit or others who are responsible for Internal Audit activities of the Company subject to Charter of Audit Committee.

Information of Head of Compliance

(During November 2012 – 31 March 2019)

Name-Surname : Ms. Yupapan Panclurbthong

Position : Vice President – Executive Office and Company Secretary

Education : Bachelor of Communication Art, Chulalongkorn University

Experience:

1 April 2019 – Present	Head of Company Secretary Thaicom Public Company Limited
2012 - Present	Company Secretary Thaicom Public Company Limited
Nov 2018 – 2019	Head of Compliance Thaicom Public Company Limited
2017 – 2018	Vice President – Corporate Communication Thaicom Public Company Limited
Apr 2014 - Present	Vice President - Executive Office and Company Secretary Thaicom Public Company Limited
2012 - 2014	Assistant Vice President - Executive Office Thaicom Public Company Limited
1989 - 2012	Secretary to Chairman of the Executive Committee Thaicom Public Company Limited

Training:

- BMD: Boards that Make a Difference Class 3/2016, Thai Institute of Directors (IOD)
- ACPG: Anti-Corruption: The Practical Guide Class 10/2014, Thai Institute of Directors (IOD)
- DCP: Directors Certification Program Class 185/2014, Thai Institute of Directors (IOD)
- CSP: Company Secretary Program Class 48/2012, Thai Institute of Directors (IOD)
- EDP: TLCA Executive Development Program Class 12/2013, Thai Listed Companies Association
- TMA: Management Development Program Class 26/2017
- ITD World: Change your habits, change your world 2017

(During April 2019 – Present)

Name-Surname : Mr. Salil Charuchinda

Position : Head of Legal and Compliance Department

Education : Master of Law, Washington College of Law, The American University

Experience:

1 April 2019 – Present	Head of Legal and Compliance Department Thaicom Plc.
2016 – Present	Director TC Global Services Company Limited
2016 – Present	Director IPSTAR Global Services Limited
2016 – Present	Director Star Nucleus Company Limited
2016 – Present	Director Thai Advance Innovation Company Limited
2016 – Present	Director TC Broadcasting Ltd.
Nov 2010 – 2019	Head of Legal Section Thaicom Plc.

Training:

- DCP: Directors Certification Program Class 184/2015, Thai Institute of Directors (IOD)
- Advance Audit Committee Program (AACP) Class 31/2561, Thai Institute of Directors (IOD)

Duties and Responsibilities:

(1) To ensure that operations ate transparent according to Board Resolution, Corporate Governance Policy and under the law including any relevant regulation of the Securities and Exchange and the Stock Exchange of Thailand as well as guidelines for Good Corporate Governance standard.

(2) To provide guidance for Directors and Executives according to Good Corporate Governance Policy and Best Practice on their duties and responsibilities. To support Directors and Executives on transparent operational to meet the expectation of shareholders and in consideration of the best interested of the Shareholders and Stakeholders.

(3) To monitor and evaluate on the implementation of the law including complying under the Good Corporate Governance Policy guidelines as defined.

Attachment 4

Information of Asset Assessment

- None -

Attachment 5

Annual Audit Committee Report

Audit Committee Report 2019

To: the Shareholders of Thaicom Plc.

The Audit Committee of Thaicom PLC was appointed by a resolution of the Board of Directors ("the Board") and consists of three independent directors. Mrs. Patareeya Benjapolchai was appointed as the Chairperson of the Committee while Mrs. Charintorn Vongspootorn and Professor Samrieng Mekkriengkrai were appointed as members. The Secretary to the Committee is Mr. Wichai Kittiwittayakul, who also serves as the Chief Audit Executive. All the Committee's members meet the qualifications set by the Stock Exchange of Thailand. Mrs. Patareeya Benjapolchai and Mrs. Charintorn Vongspootorn have considerable knowledge and experience of both finance and accounting.

The primary responsibility of the Committee is to assist the Board in reviewing the accuracy of the Company's financial reports, along with the adequacy and effectiveness of the internal control and risk management systems, as well as compliance with all the laws and regulations pertaining to the Company's business operations and also perform consideration and appointment of the external auditor. The Committee also oversees the performance of both the internal auditor and external auditor, and carries out its duties in accordance with the defined roles and responsibilities set forth in the Audit Committee Charter approved by the Board. This charter can be viewed on the Company's website at: www.thaicom.net

During the year 2019, the Committee held a total of ten (10) meetings with the Company's management, the Head of Internal Audit, and the external auditor. All the Committee's members attended these meetings. The Committee reported its performance to the Board every quarter and made recommendations. The Committee's significant activities have been summarized below.

1. Financial Statements: The Committee reviewed the Company's quarterly and annual financial statements for the year 2019, including the disclosure of information in the attached notes, which had already been reviewed and audited by the external auditors. In addition, the Committee, the management and the external auditors discussed the estimates and judgments applied to the financial statements, the impact from the revised accounting standards that had led to changes in the Company's accounting policies, significant accounting issues, and key audit matters highlighted in the external auditor's report.

2. Internal Controls and Risk Management: The Committee reviewed the effectiveness of the Company's entity-level internal control system, using guidelines from the Office of the Securities and Exchange Commission and

COSO - Internal Control Integrated Framework, which had been prepared by the management. The Committee also reviewed the results of internal audits conducted on various key business processes every quarter, along with the issues and recommendations listed in the management letter from the external auditor. Moreover the Committee reviewed the risk management result which had been prepared by the risk management committee every quarter. The Committee also reviewed and concurred with the Company's risk management framework and risk appetite statement.

3. Internal Audit: The Committee approved the audit plan for 2019. The plan focuses on risk-based proactive audit which align with the company's direction and strategy. In addition, the Committee also reviewed Internal Audit Department's independence, direction, strategy and resource sufficiency.

The Committee also reviewed the performance of the Internal Audit Department on a quarterly basis, evaluated the annual performance of the Head of Internal Audit, and held a private meeting with the Head of Internal Audit without the presence of management in order to independently discuss matters that had arisen.

4. Compliance: The Committee held a meeting with the legal, compliance and other relevant departments to review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws pertaining to the Company's business operations.

Moreover, the external auditor did not report any suspicious circumstances in which a director, executive or other person responsible for the Company's operations might be suspected of committing an offense under Section 89/25 of the Securities and Exchange Act during 2019.

5. Corporate Governance: The Committee reviewed the Company's governance practices by applying the principles stipulated in the Securities and Exchange Commission's Corporate Governance Code, along with other best practice guidelines such as the Stock Exchange of Thailand's Principles of Good Corporate Governance for Listed Companies, the Thai Institute of Directors' Corporate Governance Criteria, and the ASEAN Corporate Governance Scorecard. The Committee also reviewed the Company's compliance with its Corporate Governance Policy. For the year 2019, the Company was rated "Excellence" in good corporate governance, for the 7th consecutive year (2013 - 2019) from the Thai Institute of Directors Association (IOD).

6. Whistle-blowing: The Committee reviewed the quarterly whistle-blowing reports covering all the companies in the group, which contained complaints that had been made through various reporting channels such as E-mail or Ethics

Hotline in Internet and the Company's Intranet. During 2019, there are three complaints relating to the Company's employee. The Audit Committee recommended that the results from the investigation should be used to improve work process, as well as developing preventive measure and practices guidelines.

7. External Auditor: The Committee considered the selection of the Company's external auditor and concluded that the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., a leading international audit firm, were independent with considerable expertise and reasonable fees. Deloitte's performance in the previous year had also been satisfactory. The Committee consequently recommended that the Board propose the re-appointment of external auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for another year at the Annual General Meeting of Shareholders for 2019. The audit fee is amount to 1.86 million baht, which is equal to last year. The committee also reviewed non-audit service policy. During 2019, the Company engaged non-audit service from the external auditor, amounting to 180,000 baht.

In addition, the Committee held a meeting with the external auditors without the presence of the Company's management to discuss issues and concerns that had arisen while performing their duties.

8. Connected Transactions: The Committee reviewed the reasonability and the benefits of connected transactions and transactions that might have led to a conflict of interest, including the accuracy and adequacy of disclosures to ensure that they complied with related laws and Stock Exchange of Thailand's regulations.

9. Anti-Bribery and Corruption: The Committee reviewed the alignment of the Anti-Corruption Policy with the guidelines of Office of the National Anti-Corruption Commission (NACC), as well as reviewed the Company's compliance with such policy. In addition, the Committee encouraged the Company to participate in various activities of the Thailand's Private Sector Collective Action Coalition Against Corruption.

10. Audit Committee Self-Assessment: The Committee conducted a self-assessment to review and evaluate its performance by benchmarking it against the Audit Committee Charter and best practice guidelines. The review concluded that the Committee had been effective in carrying out its duties and had followed the terms of reference in the charter. The Committee also reviewed, and made amendments to, the Audit Committee Charter in order to align it with best practice guidelines, and submitted it to the Board for approval.

In conclusion, the Committee believes that it completely discharged its duties in the year 2019 using its knowledge and expertise, with the utmost care and independence. The Committee also believes that the Company's financial

statements were presented fairly, in all material respects, in accordance with Thai Financial Reporting Standards. Moreover, all disclosures of information were adequate and reliable, while all connected transactions were reasonable and beneficial to the Company. The Company's internal control and risk management systems are both adequate and effective. Furthermore, the Company had complied with all related laws, regulations and good corporate governance principles without material flaw throughout the year.

-Signed-

(Mrs. Patareeya Benjapolchai)

Chairperson of the Audit Committee

On behalf of the Audit Committee

February 8, 2019

Attachment 6

Annual Compensation Committee Report

Compensation Committee Report for 2019

To: Shareholders of Thaicom Public Company Limited

The Compensation Committee is still composed of 3 members. Mrs. Charintorn Vongspootorn chairs the committee, while Professor Samrieng Mekkriengkrai and Mr. Anek Pana-Apichon serve as members. Ms. Yupapan Panclurbthong, the Company Secretary, serves as the secretary of the committee.

The Compensation Committee has performed its duties as stipulated in its charter and as assigned by the Board of Directors by carry out their duties with diligently and independently for benefit of the Company and Shareholders.

During the year 2019, the Committee held a total of 5 meetings, which their significant activities have been summarized below:-

- The policy on compensation of directors of 2019 was considered, and the Committee approved maintaining the existing policy with the same provisions which consist of monthly remuneration, meeting allowances, annual remuneration, per diem allowances, life insurance and an annual health insurance which in line with Group Policy.
- The budget for director compensation in 2019 was set at 22 million baht, which same as last year. The Committee has carefully considered the directors' remuneration and concluded it is equitable with the market and industry standards, and commensurate with each member's responsibility and performance, which it should also be able to retain the qualified directors in the Company.
- Compensation provided to directors in 2019 was reviewed. In 2019, the director compensation of all types, total at 14,208,167 Baht which did not exceed the amount approved by the shareholders at annual general shareholders' meeting.
- The results of the Chief Executive Officer and high-level Executive's performances and evaluations were reviewed and used to set for their annual salary increase and bonus.
- The Committee also considered on the Company's annual merit-based and annual salary increases.
- Reviewed and consented on the result of Performance Share Plan Grant 4, and proposed for the Board of Directors' consideration and approval.
- Reviewed and consented on the Economic Value (EV) Achievement and annual EV Bonus payment, and proposed for the Board of Directors' consideration and approval.

- Determined the KPI 2019 for Chief Executive Officer and high-level Executive and proposed for the Board of Directors' consideration and approval, as well as followed-up their performances accordingly.
- The Compensation Committee's charter was reviewed and found to be appropriated and aligned with the committee's performance of its duties as well as with relevant policies and procedures.
- The Committee conducted its self-assessment and performance, which agreed that the Committee had performed its duties completely with a continuity operating in effective manner and a suitable structure and composition.

On behalf of the Compensation Committee,

-Signed-

(Mrs. Charintorn Vongspootorn)

Chairman of the Compensation Committee

Attachment 7

Annual Governance and Nomination Committee Report

Governance and Nomination Committee Report for 2019

To: Shareholders of Thaicom Public Company Limited

The Governance and Nomination Committee is still composed of 3 members i.e. Professor Samrieng Mekkriengkrai chairs the Committee, while Mrs. Patareeya Benjapolchai and Mr. Kwek Buck Chye serve as members. Ms. Yupapan Panclurbthong, the company secretary, serves as the secretary of the Committee.

The Governance and Nomination Committee has performed its duties as stipulated in its Charter and as assigned by the Board of Directors to carry out their duties with diligence and independence for benefit of the Company and Shareholders.

The main responsibility of the Governance and Nomination Committee is to develop and oversee the Company to ensure that it operates according to good governance principles so that it can grow sustainably. The Committee also seeks out and considers qualified candidates for positions as directors of the Company. In 2019, the Governance and Nomination Committee had a total of 4 meetings, the significant results of which are summarized below.

1. Nomination

- The 3 directors were considered and set to retire by rotation namely Mr. Prasert Bunsumpun, Mrs. Patareeya Benjapolchai, and Mr. Somprasong Boonyachai.

  To which, those 3 directors were considered for reappointment. The Committee's recommendation for these reappointments will be presented for approval to the Board of Directors and the Annual General Meeting of Shareholders.
- Consideration on the appointment of new director from the Ministry of Digital Economy and Society, which was Mr. Phuwieng Prakhammintara to replace the previous director who resigned, which the Board of Directors approved the appointment effective from 2 April 2019.
- The succession planning were considered and reviewed for Chief Executive Officer, and high-level executives, beginning with senior executives who report directly to the Chief Executive Officer, to ensure business continuity and successor readiness in the event that a high-level executive retires or is otherwise unable to perform their duties.
- The structure of the Executive of Executives Committee were reviewed, and recommended to add more satellite technical expert to assist the Executive Committee, by nominated Mr. Paiboon Panuwattanawong be appointed as the Executive Committee Member in replacement of Mr. Patompob Suwansiri, which the Board of Directors approved the appointment effective from 1 April 2019

- The structure of the Board of Directors, as well as directors serving as representatives on the boards of subsidiary companies, was reviewed to ensure that board structure and composition is appropriate and aligned with the strategies and business environments of each company, while also ensuring that the Company appropriately oversees and follows up on the operations of its subsidiaries in accordance with the law and corporate governance principles.
- The Board Skills Matrix was reviewed to ensure gender, age, and diversity of knowledge and expertise are covered so that the Board Skills Matrix may be used to select qualified director candidates and to identify necessary skills which may be lacking on the Board.
- The Committee provided an orientation program for a new director to gain a thorough understanding of the Company's management, business, and governance practice through a series of detailed briefing by the Company Secretary and the Company's executives. In 2019, there was 1 orientation program for a new director i.e. Mr. Phuwieng Prakhammintara on 8 May 2019.

2. Governance

- The Corporate Governance policy was reviewed, and the policy is still up-to-date, and reflected the Company's operation, as well as aligned with CGR Checklist and principle of CG Code.

  Additionally, the Company has promoted further adherence to good governance within the Company to all employees for their understandings and application of Company rules and policies.
- The Governance and Nomination Committee's Charter was reviewed and found to be appropriated and aligned with the Committee's performance of its duties as well as with relevant policies and procedures.
- The Committee conducted its self-assessment and performance, which agreed that the Committee had performed its duties completely with a continuity operating in effective manner and a suitable structure and composition.

In 2019, the Company was also recognized through the following honors for consistently making corporate governance a priority:

- For 2019 of CG Report on listed companies conducted by the Stock Exchange of Thailand, Thaicom received a score of "excellent", or 5 stars CG for seventh consecutive years (2013-2019).
- Thaicom has been selected for the 2019 Thailand Sustainability Investment (THSI) list based on SET's annual sustainability assessment. This recognition awarded to Thaicom for the fifth consecutive years.

Those awards reflect the Company's strong commitment to enhance the Company's operation under the principle of the good corporate governance with effectiveness and transparency. Moreover, the Company will adhere and maintain our good governance practices for the benefits of all stakeholders along with our sustainability's growth.

On behalf of the Governance and Nomination Committee,

-Signed-

(Professor Samrieng Mekkriengkrai)

Chairman of the Governance and Nomination Committee

Attachment 8

Annual Executive Committee Report

Executive Committee Report for 2019

To: Shareholders of Thaicom Public Company Limited

In 2019, the Company continued facing another year of challenges in business operation and a downturn in the satellite industry that leaded to high competition. In addition, an uncertainty in new regulations from the Government toward satellite business, to which the Company still needs to follow-up and coordinate with them closely. The Executive Committee has provided a policy and strategy for the Company's operation that has been assigned by the Board of Directors, by managed, and followed up on each matter, and worked closely with the Management in order to enhance the strength of the organization to continuously operate the business and be ready for the new business execution. The followings were the policies that have been assigned and emphasized to the Management:-

1) To have a well management in existing assets to maximize the most benefit of existing satellite' transponder, including to accelerate on sales of existing satellites' transponders.
2) To increase a revenue channel from adjacent business.
3) To develop and execute the new business projects/initiatives.
4) To have a well cost management to be in line with the performance of the Company
5) To follow up and prepare for new regulations from Government toward satellite business in the future.

The significant activities of the Executive Committee in 2019, it was deemed appropriate to inform the shareholders as follow:

The Board of Directors has appointed Mr. Paiboon Panuwattanawong who has an expertise in satellite engineering, as Member of Executive Committee in replacement of Mr. Patompob Suwansiri with effective on 1 April 2019.

Therefore, the Executive Committee consists of 4 members as follow:

1. Mr. Anek Pana-apichon Chairman
2. Mr. Kwek Buck Chye Member
3. Mr. Anant Kaewruamvongs Member
4. Mr. Paiboon Panuwattanawong Member

In addition, the Executive Committee has appointed an Advisor to support and guide the Committee and Management in term of business direction, international marketing and new technology to be in line with the strategy for new business initiative. Ms. Yupapan Panclurbthong, the company secretary, serves as the secretary of the committee.

Additionally, the Executive Committee has appointed the Management Committee with effective on 4 April 2019, by the Management Committee has responsibility to support and analyze information for the Executive Committee and Chief Executive Officer in every aspects of Company's operation, as well as consider the information before proposed for the Board of Directors' consideration, and other assignments from the Executive Committee. The Management Committee comprised of:-

1. Mr. Anant Kaewruamvongs Chairman
2. Mr. Patompob Suwansiri Member
3. Mr. Anuwat Sanguansappayakorn Member
4. Mr. Park Boonyubol Member
5. Mr. Sanpetch Sanpasiri Member

The Executive Committee has performed its duties as stipulated in its charter and as assigned by the Board of Directors by carry out their duties with diligently for benefit of the Company and Shareholders.

The main responsibility of the Executive Committee is to manage and oversee the Company's business operations to ensure alignment with vision, strategies, policies, regulations, and any Board resolutions. The committee is also responsible for screening matters requiring the Board's approval.

During the year 2019, the Committee held a total of 12 meetings, the significant activities have been summarized below:

- The Company's strategy, direction, policies, goals, business plan, budget, and KPI Items & Weights, as well as those of the Company's subsidiaries, were considered with recommendations before proposed to the Board for approval, also followed up on those to monitor and see if they were in line with the plan and budget.
- Implementation of policies and other aspects of management as well as budgeting were monitored regularly to ensure they are carried out as assigned by the Board.
- Consideration and approval was granted for projects, investments, and other usual business transactions falling under the limits or annual budget approved by the Board and within the limits of authority delineated in the Company's Approval Authority Table.
- Consideration and monitoring on the core and adjacent businesses of the Company.

- Followed up the progress of exploration, development and investment plans of new business projects/initiatives of the Company by opened in various ways of investment either joint venture or others.
- The Company's business performance was monitored monthly, including operating, financial results, and legal matters
- Progress on regulatory matters related to the Company's business operations, including ongoing litigation was followed-up and monitored.
- The Company's risk management and internal control systems were reviewed.
- The Executive Committee's charter was reviewed and was revised to be aligned with the current structure and composition of the Committee, while its duties and responsibilities remained unchanged.
- The Committee conducted its self-assessment and performance, which agreed that the Committee had performed its duties completely with a continuity operating in effective manner and a suitable structure and composition.

On behalf of the Executive Committee,

-Signed-

(Mr. Anek Pana-Apichon)

Chairman of the Executive Committee

Attachment 9

Summary of Operating Agreements, Joint Venture Agreements and Licenses

Summary of Operating Agreements, Joint Venture Agreements and Licenses

Summary of Operating Agreements and Joint Venture Agreements of the Company and its Subsidiaries as follows:

1. Domestic Communications Satellite Operating Agreement

1) Privilege to provide transponder services

The Company is entitled to administrate the satellite projects, provide transponder services and collect transponder service charge from users.

2) Operating Agreement terms and privilege protection

The Company is granted a 30-year contract commencing from the agreement date under the Ministry of Transport and Communications (currently the matter is under the supervision of the Ministry of Digital Economy and Society) (the Ministry)' 8-year protection allowing no competitors in the business. Such protection privilege ended on 11 September 1999.

3) Shin Corporation Public Company Limited is required to hold no less than 40% of shares in Thaicom Public Company Limited (Formerly known as Shin Satellite Public Company Limited).

4) Operation and operational plan

The Company agrees to proceed as follows:

- Procure the construction of and launch its first communications satellite into orbit within 33 months from the date of agreement while providing a back-up satellite and ground system, a second main satellite with a back-up satellite, and followed by subsequent satellites in preparation for timely and efficient launch following the end of service life of the previous ones.
- Construct satellite control stations at locations agreed upon by the Ministry and the Company.
- Procure and install necessary operational tools and equipment.
- Launch supplementary satellite into orbit within 12 months after the commercialization of the first satellite.

5) Specifications of the first satellite

Frequency Band	Usable Bandwidth	Number of Orbital Slots	EIRP Value measured at Bangkok, Chiangrai, Ubon Ratchathani, Tak and Songkhla
C-Band	Not less than 36 MHz	10	Not less than 37 dBW
Ku-Band	Not less than 54 MHz	2	Not less than 50 dBW

6) Allocation of orbital slots and frequency bands

The Ministry is responsible for international organization coordination while the Company shall extend cooperative and technical support all under the Company's experience.

7) Use of orbital slots by other countries

All domestic users shall be given fair opportunity. However, the Company is permitted to lease the unused transponders to international users upon the Ministry' approval.

8) Transfer of ownership, delivery, and receipt of assets

The Company must transfer ownership of all satellites to the Ministry after the launch into orbit and the completion of function test. The satellite control stations and related equipment shall belong to the Ministry right after the installation and efficiency test, but the Ministry shall deliver the assets into the Company's control for further operation.

9) Rate of transponder service charge

The Company is entitled to impose a transponder service charge which shall not be higher than the tariff rate presented by the Ministry; such tariff rate shall not be higher than the market rate for satellites of similar functional quality. The following considerations shall be taken into account in prescribing the tariff rate:

- Functional quality
- Duration and commencement of service
- Type of transponders
- Fair treatment of users
- Category and size of earth stations including signal type

10) Insurance on assets

Throughout the agreement period, the Company will arrange for a full value insurance against all risk on the assets.

11) Complimentary use of transponder

The Company agrees to allow the use of one C-Band transponder by the Ministry or Government units or those agencies approved by the Ministry throughout the agreement period without any remuneration.

12) Agreement renewal

If the Company wishes to continue the business it is required to tender a new proposal to the Ministry within the 25th year from the signing date, during 11 September 2015 to 10 September 2016.

13) Operating Agreement Remuneration

The Company agrees to pay a percentage of its annual gross income with a total minimum guarantee remuneration of 1,415 million baht to the Ministry throughout the 30-year agreement period.

The rate of remuneration as a percentage of annual gross revenue is as follows:

Year	Remuneration in Percentage of Gross Revenue	Year	Remuneration in Percentage of Gross Revenue
2535	5.5	2550	17.5
2536	5.5	2551	17.5
2537	5.5	2552	17.5
2538	5.5	2553	17.5
2539	5.5	2554	17.5
2540	10.5	2555	20.5
2541	10.5	2556	20.5
2542	10.5	2557	20.5
2543	10.5	2558	20.5
2544	10.5	2559	20.5
2545	15.5	2560	22.5
2546	15.5	2561	22.5
2547	15.5	2562	22.5
2548	15.5	2563	22.5
2549	15.5	2564	22.5

2. Joint Venture Agreement for Telecommunications Business Operation in Laos

1) Privilege to provide services

The Company is responsible for telecommunications network operation and development to serve the needs of both public and private sectors in accordance with the national social and economic development plan.

2) Operating Agreement terms and protection privilege

The Company is entitled to operate the business for 25 years from the date of agreement under a 5-year investment protection privilege. Lao PDR is responsible for procuring the frequencies, facilitating the domestic and international transmission links, and granting permission for installation of network stations including assistance in the acquisition process for station and equipment sites.

3) Transfer of ownership, delivery, and receipt of assets

Upon the completion of the 25-year joint venture agreement, Shenington Investments Pte Ltd. must transfer its shares in the joint venture to the Government of Lao PDR without any remuneration.

4) Agreement renewal

On 23 October 2015, the Government of Lao PDR and Shenington Investments Pte Ltd. have officially reached the agreement to extend the Joint Venture Agreement and the Master Agreement for the Development of Telecommunications Services in the Lao PDR for another 25 years starting from Year 2021 to Year 2046.

3. Telecommunication Business Type I License , Thaicom Public Company Limited

The Company was granted the Telecommunication Business Type I License by the National Broadcasting and Telecommunications Commission (NBTC) to operates without his or her own network for telecommunications services which are deemed appropriate to be fully liberalized, valid for 5 years from 16 August 2016 to 15 August 2021 including the following services:

(1) Public Switched Telecommunication Service:
- (1.1) ISDN (Integrated Service Digital Network) resale service
- (1.2) xDSL (Digital Subscriber Line) resale service
- (1.3) GPRS (General Pocket Radio Service) resale service

(2) Leased Circuit / Channel Service:
- (2.1) IP-VPN (Internet Protocol – Virtual Network) resale service
- (2.2) MPLS (Multi-Protocol Label Switching) resale service
- (2.3) Frame Relay resale service
- (2.4) ATM (Asynchronous Transfer Mode) resale service
- (2.5) Leased Line resale service
- (2.6) IPLC (International Private Lease Circuit) resale service
- (2.7) VSAT resale service
- (2.8) Transmission Platform

(3) Store-and-Retrieve Value-Added Service
- (3.1) GPS Tracking Service
- (3.2) Vessel Monitoring System Service (VMS)
- (3.3) Electronic Reporting System and Electronic Monitoring System Service (ERS/EM)

4. **Telecommunication Business Type III License , Thaicom Public Company Limited**

The Company was granted the Telecommunication Business Type III License by the NBTC as a telecommunication operator by using their own network, to providing satellite network operator services in satellite transponder leasing, valid for service providers using their own network, valid for 20 years from 26 June 2012 to 25 June 2032.

5. **Internet Services Type I License , Thaicom Public Company Limited**

The Company was granted the Internet Services Type I License by NBTC provide mobile internet services and co-location services without own network via satellite to end users, valid for 5 years from 7 May 2015 to 6 May 2020.

6. **License to Operate Network Services, Thai Advance Innovation Company Limited (Thai AI)**

Thai AI was granted the license by the NBTC to operate a voice or TV broadcasting network not requiring the use of frequency at the national level. The license was granted for a period of 15 years starting from 21 January 2013 to 20 January 2028.

7. **License to Operate TV Satellite Services, Thai Advance Innovation Company Limited (Thai AI)**

Thai AI was granted the license by the NBTC to operate TV Broadcasting for D-Channel, valid for 5 years from 28 January 2016 to 27 January 2021

8. **License to Operate Network Services, TC Broadcasting Company Limited**

TCB was granted the license by the NBTC to operate a radio or television broadcasting network not using the radio frequencies at the national level for a period of 15 years, starting from 4 March 2013 to 3 March 2028, which consists of services as follows:

1) Radio or television broadcasting network services to Operate Satellite Network Services
2) Radio or television broadcasting network services
3) Radio or television broadcasting network services not using the radio frequencies

9. **Telecommunication Services Type III License, TC Broadcasting Company Limited**

TC Broadcasting Co., Ltd was granted license from the NBTC to provide Telecommunication Service Type III, for network providers and service providers for a period of 15 years starting from 10 November 2015 to 9 November 2030, to operate telecommunication network and services consisting of:

1) Satellite Uplink/Downlink service as transmission platform
2) Satellite Uplink/Downlink Service

3) Satellite Uplink/Downlink Service with hub station

4) Public Very Small Aperture Terminal (VSAT) Service

5) Satellite Internet service with hub station

6) Wholesale Service for Services no. 1) – 5)

7) Satellite Transponders Leasing Services

8) Satellite internet service (fixed) with wholesale service

9) Satellite internet service (mobility) with wholesale service

10) Co-location service

Attachment 10

Board of Directors' Responsibility for

Financial Reporting Report

Board of Directors' Responsibility for Financial Reporting 2019

The Board of Directors is responsible for Thaicom Public Company Limited's separate financial statements and Thaicom Public Company Limited and its subsidiaries' consolidated financial statements, including the financial information presented in this annual report. The aforementioned financial statements are prepared in accordance with generally accepted accounting principles, using careful judgment and the best estimations. Important information is adequately and transparently disclosed in the notes to financial statements for the Company's shareholders and investors.

The Board of Directors has provided and maintained a risk management system and appropriate and efficient internal controls to ensure that accounting records are accurate, reliable and adequate to protect its assets and uncover any weaknesses that may be presented in order to prevent fraud or materially irregular operations.

In this regard, the Board of Directors has appointed an Audit Committee to be responsible for reviewing the accounting policy, financial reports, internal controls, internal audit and risk management system. The Audit Committee has also reviewed a disclosure of related party transactions. All their comments on these issues have been included in the Audit Committee Report which is presented in this annual report.

The separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries have been examined by an external auditor, DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD. To conduct the audits and express an opinion in accordance with generally accepted auditing standards, the auditor was provided with all of the Company's records and related data as requested. The auditor's opinion is presented in the auditor's report as part of this annual report.

The Board of Directors believes that the Company's overall internal control system has functioned up to a satisfactory level and rendered credibility and reliability to Thaicom Public Company Limited's separate financial statements and Thaicom Public Company Limited and its subsidiaries' consolidated financial statements for the year ended 31 December 2019. The Board of Directors also believes that all these financial statements have been prepared in accordance with generally accepted accounting principles and related regulations.

(Mr. Prasert Bunsumpun)

Chairman of the Board of Directors

(Mr. Anant Kaewruamvongs)

Chief Executive Officer

Attachment 11

Financial Statements of the Company and its subsidiaries

for the year ended on 31 December 2019

THAICOM PUBLIC COMPANY LIMITED

AND ITS SUBSIDIARIES

Financial Statements

Year ended December 31, 2019

Deloitte.

บริษัท ดีลอยท์ ทูช โธมัทสุ ไชยยศ
สอบบัญชี จำกัด
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REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS THAICOM PUBLIC COMPANY LIMITED

Opinion

We have audited the consolidated financial statements of Thaicom Public Company Limited and its subsidiaries (the "Group") and the separate financial statements of Thaicom Public Company Limited (the "Company"), which comprise the consolidated and separate statements of financial position as at December 31, 2019, and the related consolidated and separate statements of profit or loss, profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Thaicom Public Company Limited and its subsidiaries and of Thaicom Public Company Limited as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

Basis for Opinion

We conducted our audit in accordance with Thai Standards on Auditing ("TSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to the audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Key Audit Procedures
Recognition of revenue from rendering of services The Group has many service agreements which have different terms and pricing conditions. Therefore, the key audit matter is occurrence, accuracy and completeness of recognition of revenue from rendering of services whether the revenue from rendering of services has been recorded according to the service agreements accurately in accordance with TFRSs. Accounting policy of revenue recognition and detail of revenue from rendering of services were disclosed in the Note 3.17 and Note 22 to the financial statements, respectively.	Key audit procedures included: • Understanding the revenue recognition process related to rendering of services and related internal control procedures • Testing the design and implementation of the internal control procedures related to rendering of services • Performing the operating effectiveness testing over the internal control procedures around revenue recognition process related to rendering of services including related information, and • Performing substantive testing as follows: – Examining the terms and condition of the service agreements and recalculating the revenues whether it has been recorded appropriately and examining the related supporting documents of those revenues from rendering of services – Performing substantive analytical procedures relating to the revenue from rendering of services.

Key Audit Matters	Key Audit Procedures
Impairment of equipment and intangible assets under operating agreement The consideration of impairment of equipment and intangible asset under operating agreement is depended on the management judgements and assumptions. Therefore, the key audit matter is whether the valuation of equipment and intangible asset under operating agreement and impairment of equipment and intangible asset under operating agreement have been recognized in accordance with TFRSs. Accounting policies of property, plant and equipment, intangible assets under operating agreement and impairment and detail of property, plant and equipment and intangible assets under operating agreement were disclosed in the Note 3.8, Note 3.9, Note 3.12, Note 10, and Note 11 to the financial statements, respectively.	Key audit procedures included: • Understanding the impairment consideration process and impairment recognition and related internal control procedures • Testing the design and implementation of the internal control procedures • Performing the operating effectiveness testing over the internal control procedures around impairment consideration process, and • Performing substantive testing as follows: – Examining the supporting documents in relation to the management consideration of impairment indicators for equipment and intangible asset under operating agreement. – Involving the internal specialists of the independent auditor in assessing and testing the appropriateness of valuation model and key assumptions the management used in the estimation of the impairment provision for equipment and intangible asset under operating agreement – Examining the correctness of the data used in the estimation of the impairment provision for equipment and intangible asset under operating agreement with supporting documents and relative report – Examining the correctness of the calculation of the impairment provision for equipment and intangible asset under operating agreement.

Key Audit Matters	Key Audit Procedures
Allowance for doubtful accounts The allowance for doubtful accounts of trade receivables represent management's estimation of allowance for doubtful accounts as at the end of financial reporting period. The Company has assessed the allowance for doubtful accounts by consideration of the payment histories and the ability to make payments in the future of customer. Therefore, the key audit matter is whether as valuation of the trade receivables and the allowance for doubtful accounts are in accordance with TFRSs. Accounting policy of allowance for doubtful accounts and detail of trade receivables and allowance for doubtful accounts were disclosed in the Note 3.5 and Note 7 to the financial statements, respectively.	Key audit procedures included: • Understanding the allowance for doubtful accounts consideration process and related internal control procedures • Testing the design and implementation of the internal control procedures • Performing the operating effectiveness testing over the internal control procedures around the consideration of allowance for doubtful accounts and • Performing substantive testing as follows: - Examining the supporting documents the managements used in considering the indicators of allowance for doubtful accounts - Assessing the appropriateness of considering process and key assumption and information that management used in assessing the allowance for doubtful accounts - Testing the calculation of the allowance for doubtful accounts.

Other Information

Management is responsible for the other information. The other information comprises information in the annual report, we have received such other information in the annual report that has been prepared for issuance before the date of this auditors' report.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our 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 financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We have read other information in the annual report that has been prepared for issuance, we did not find any material inconsistency therein which we have to report.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of the 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, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our 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 our 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, we exercise professional judgment and maintain professional skepticism throughout the audit. We 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 our 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 internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group 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. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we 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 our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we 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. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Chavala Tienpasertkij
Certified Public Accountant (Thailand)
Registration No. 4301
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

BANGKOK
February 5, 2020

Thaicom Public Company Limited and its Subsidiaries
Statements of financial position
As at 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	5	2,621,710,435	2,830,234,585	1,717,356,107	1,719,753,567
Current investments	6	3,080,846,431	4,227,209,793	2,633,569,666	3,834,155,421
Trade and other current receivables	7	1,889,979,972	1,851,432,896	3,094,843,758	2,571,027,795
Amounts due from related parties	4	5,849,681	42,699,114	58,399,710	88,525,483
Current portion of long-term loan to related parties	4	630,634,826	485,724,816	655,634,826	525,724,816
Inventories	8	124,027,672	122,483,562	113,600,249	98,280,234
Current tax assets		78,804,510	96,384,799	78,804,510	96,384,799
Other current assets		28,188,571	22,520,023	21,203,460	19,786,409
Total current assets		**8,460,042,098**	**9,678,689,588**	**8,373,412,286**	**8,953,638,524**
Non-current assets					
Long-term loans to related parties	4	1,127,498,629	1,457,174,448	1,127,498,629	1,467,174,448
Investments in subsidiaries	9	-	-	1,232,336,021	1,502,621,824
Investments in a joint venture	9	1,408,768,775	1,444,282,683	1,408,768,775	1,444,282,683
Property, plant and equipment	10	3,312,615,980	4,814,703,118	3,305,220,394	4,771,240,586
Intangible assets under operating agreement	11	1,365,689,010	3,007,340,364	1,365,689,010	3,007,340,364
Deferred charges	11	11,597,293	13,614,935	11,597,293	13,614,935
Intangible assets	11	228,075,766	325,027,926	152,270,274	240,374,560
Deferred tax assets	12	797,296,114	1,117,018,424	741,912,231	992,281,352
Other non-current assets	13	299,195,600	344,227,641	287,412,153	326,404,118
Total non-current assets		**8,550,737,167**	**12,523,389,539**	**9,632,704,780**	**13,765,334,870**
Total assets		**17,010,779,265**	**22,202,079,127**	**18,006,117,066**	**22,718,973,394**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries
Statements of financial position (Continued)
As at 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
		Baht	Baht	Baht	Baht
Liabilities and equity					
Current liabilities					
Trade and other current payables	15	554,716,866	712,891,519	418,755,625	543,581,634
Amounts due to related parties	4	1,028,799	169,230	38,961,588	3,724,256
Current portion of long-term borrowings	14	392,001,950	2,673,841,281	392,001,950	2,695,841,281
Advance receipts from customers		349,788,454	275,480,256	105,904,926	65,907,840
Accrued operating agreement fee		171,654,807	258,340,350	171,654,807	258,340,350
Income tax payable		140,438	34,032,013	-	-
Other current liabilities	16	56,577,787	91,314,282	23,788,529	44,493,053
Total current liabilities		**1,525,909,101**	**4,046,068,931**	**1,151,067,425**	**3,611,888,414**
Non-current liabilities					
Long-term borrowings	14	3,810,724,091	4,349,010,715	3,813,724,091	4,352,010,715
Long-term accounts payable					
- property and equipment		209,285,970	225,042,120	209,285,970	225,042,120
Net liabilities in subsidiaries	9	-	-	1,399,893,099	980,026,152
Non-current provisions for employee benefit	17	231,765,525	160,746,632	205,055,735	135,591,812
Other non-current liabilities	18	238,134,841	284,153,167	232,130,747	277,356,357
Total non-current liabilities		**4,489,910,427**	**5,018,952,634**	**5,860,089,642**	**5,970,027,156**
Total liabilities		**6,015,819,528**	**9,065,021,565**	**7,011,157,067**	**9,581,915,570**
Equity					
Share capital	19				
Authorised share capital		5,499,884,200	5,499,884,200	5,499,884,200	5,499,884,200
Issued and paid-up share capital		5,480,509,770	5,480,509,770	5,480,509,770	5,480,509,770
Premium on ordinary shares	19	4,325,271,183	4,325,271,183	4,325,271,183	4,325,271,183
Retained earnings					
Appropriated					
Legal reserve	20	549,988,420	549,988,420	549,988,420	549,988,420
Unappropriated		873,555,310	2,936,698,328	873,555,310	2,936,698,328
Other components of equity		(234,364,684)	(155,409,877)	(234,364,684)	(155,409,877)
Equity attributable to owners of the Company		**10,994,959,999**	**13,137,057,824**	**10,994,959,999**	**13,137,057,824**
Non-controlling interests		(262)	(262)	-	-
Total equity		**10,994,959,737**	**13,137,057,562**	**10,994,959,999**	**13,137,057,824**
Total liabilities and equity		**17,010,779,265**	**22,202,079,127**	**18,006,117,066**	**22,718,973,394**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries

Statements of profit or loss

For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Continuing operations					
Income	4				
Revenues from sale of goods and rendering of services	22	4,663,285,238	6,008,200,977	4,269,611,432	5,457,530,264
Construction revenue under operating agreement		-	17,980,846	-	17,980,846
Net foreign exchange gain		-	5,515,942	-	-
Gain from sale of investment in a subsidiary	23	-	1,949,515,538	-	-
Other income	24	337,065,896	192,303,277	293,837,264	225,186,039
Total income		**5,000,351,134**	**8,173,516,580**	**4,563,448,696**	**5,700,697,149**
Expenses	4				
Cost of sale of goods and rendering of services		2,968,072,357	3,301,555,523	2,522,579,097	2,833,216,042
Construction cost under operating agreement		-	17,980,846	-	17,980,846
Operating agreements fee		702,808,759	917,473,311	702,808,759	917,473,311
Selling expenses		42,335,305	97,842,549	17,746,331	62,937,377
Administrative expenses		937,663,149	1,362,031,738	732,488,699	964,284,842
Impairment loss on assets		1,622,699,764	2,253,000,000	1,468,819,073	2,253,000,000
Directors and management benefit expenses		59,951,261	56,957,789	59,697,348	56,589,817
Net foreign exchange loss		128,326,746	-	136,340,095	3,658,714
Loss from sale of investment in a subsidiary		28,542,789	-	28,542,789	-
Finance costs		299,742,497	338,242,739	294,758,082	338,228,829
Total expenses		**6,790,142,627**	**8,345,084,495**	**5,963,780,273**	**7,447,369,778**
Share of profit (loss) of investment in subsidiaries and a joint venture		(116,447,819)	119,387,670	(597,865,755)	1,628,779,604
Loss before income tax expense from continuing operations		**(1,906,239,312)**	**(52,180,245)**	**(1,998,197,332)**	**(117,893,025)**
Income tax expense	27	(343,709,537)	269,216,801	(251,751,517)	334,929,581
Profit (loss) from continuing operations		**(2,249,948,849)**	**217,036,556**	**(2,249,948,849)**	**217,036,556**
Discontinued operation					
Profit from discontinued operation, net of income tax	23	-	29,649,253	-	12,508,799
Profit (loss) for the year		**(2,249,948,849)**	**246,685,809**	**(2,249,948,849)**	**229,545,355**
Profit (loss) attributable to:					
Owner of the Company		(2,249,948,849)	229,545,355	(2,249,948,849)	229,545,355
Non-controlling interest					
Continuing operation		-	-	-	-
Discontinued operation		-	17,140,454	-	-
Profit (loss) for the year		**(2,249,948,849)**	**246,685,809**	**(2,249,948,849)**	**229,545,355**
Earnings (loss) per share (Baht)	28				
Basic earnings (loss) per share		(2.05)	0.21	(2.05)	0.21
Diluted earnings (loss) per share		(2.05)	0.21	(2.05)	0.21
Earnings (loss) per share - continuing operation (Baht)	28				
Basic earnings (loss) per share		(2.05)	0.20	(2.05)	0.20
Diluted earnings (loss) per share		(2.05)	0.20	(2.05)	0.20

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries
Statements of profit or loss and other comprehensive income
For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Profit (loss) for the year		**(2,249,948,849)**	**246,685,809**	**(2,249,948,849)**	**229,545,355**
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Defined benefit plan actuarial gains (loss)		233,780,317	(4,949,366)	233,780,317	(4,949,366)
Income tax on other comprehensive income		(46,974,486)	931,481	(46,974,486)	931,481
		186,805,831	**(4,017,885)**	**186,805,831**	**(4,017,885)**
Items that maybe reclassified to profit or loss					
Foreign currency translation differences for foreign operations		(98,016,940)	(61,929,642)	(98,016,940)	(61,929,642)
Change in cumulative gain on dilution of investment in a subsidiary	23	-	(350,970,688)	-	(350,970,688)
Changes in fair value of available-for-sale investment transfers to profit or loss		(2,677,724)	(1,481,089)	(2,677,724)	(1,481,089)
Changes in fair value of available-for-sale investment		23,722,310	(12,182,265)	23,722,310	(12,182,265)
Income tax on other comprehensive income		(4,208,917)	2,732,671	(4,208,917)	2,732,671
		(81,181,271)	(423,831,013)	(81,181,271)	(423,831,013)
Other comprehensive income for the year, net of income tax		**105,624,560**	**(427,848,898)**	**105,624,560**	**(427,848,898)**
Total comprehensive income for the year		**(2,144,324,289)**	**(181,163,089)**	**(2,144,324,289)**	**(198,303,543)**
Total comprehensive income attributable to:					
Owners of the Company		(2,144,324,289)	(198,303,543)	(2,144,324,289)	(198,303,543)
Non-controlling interests		-	17,140,454	-	-
Total comprehensive income for the year		**(2,144,324,289)**	**(181,163,089)**	**(2,144,324,289)**	**(198,303,543)**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries

Statement of changes in equity

For the year ended 31 December 2019

		Consolidated financial statements											
				Retained earnings		Other components of equity							
	Notes	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Other reserve for share-based payment	Cumulative gain on dilution of investment in subsidiaries	Foreign currency translation differences	Changes in fair value of available-for-sale investments	Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	Total equity
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Year ended 31 December 2018													
Balance as at 1 January 2018		**5,480,333,200**	**4,324,626,137**	**549,988,420**	**4,201,676,132**	**11,792,737**	**328,844,639**	**(77,646,719)**	**2,478,518**	**265,469,175**	**14,822,093,064**	**457,616,373**	**15,279,709,437**
Transactions with owners, recorded directly in equity													
Shares options exercised	19	176,570	645,046	-	-	(821,616)	-	-	-	(821,616)	-	-	-
Share-based payment transactions	19	-	-	-	-	3,773,577	-	-	-	3,773,577	3,773,577	-	3,773,577
Dividends to owners of the Company	29	-	-	-	(1,490,505,274)	-	-	-	-	-	(1,490,505,274)	-	(1,490,505,274)
Disposal of investment in an indirect subsidiary		-	-	-	-	-	-	-	-	-	-	(474,757,089)	(474,757,089)
Total transactions with owners, recorded directly in equity		**176,570**	**645,046**	**-**	**(1,490,505,274)**	**2,951,961**	**-**	**-**	**-**	**2,951,961**	**(1,486,731,697)**	**(474,757,089)**	**(1,961,488,786)**
Comprehensive income for the year													
Profit	28	-	-	-	229,545,355	-	-	-	-	-	229,545,355	17,140,454	246,685,809
Other comprehensive income		-	-	-	(4,017,885)	-	(350,970,688)	(61,929,642)	(10,930,683)	(423,831,013)	(427,848,898)	-	(427,848,898)
Total comprehensive income for the year		**-**	**-**	**-**	**225,527,470**	**-**	**(350,970,688)**	**(61,929,642)**	**(10,930,683)**	**(423,831,013)**	**(198,303,543)**	**17,140,454**	**(181,163,089)**
Balance as at 31 December 2018		**5,480,509,770**	**4,325,271,183**	**549,988,420**	**2,936,698,328**	**14,744,698**	**(22,126,049)**	**(139,576,361)**	**(8,452,165)**	**(155,409,877)**	**13,137,057,824**	**(262)**	**13,137,057,562**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries

Statement of changes in equity (Continued)

For the year ended 31 December 2019

		Consolidated financial statements											
				Retained earnings		Other components of equity							
	Notes	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Other reserve for share-based payment	Cumulative gain on dilution of investment in subsidiaries	Foreign currency translation differences	Changes in fair value of available-for-sale investments	Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	Total equity
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Year ended 31 December 2019													
Balance as at 1 January 2019		**5,480,509,770**	**4,325,271,183**	**549,988,420**	**2,936,698,328**	**14,744,698**	**(22,126,049)**	**(139,576,361)**	**(8,452,165)**	**(155,409,877)**	**13,137,057,824**	**(262)**	**13,137,057,562**
Transactions with owners, recorded directly in equity													
Share-based payment transactions	19	-	-	-	-	2,226,464	-	-	-	2,226,464	2,226,464	-	2,226,464
Total transactions with owners, recorded directly in equity		**-**	**-**	**-**	**-**	**2,226,464**	**-**	**-**	**-**	**2,226,464**	**2,226,464**	**-**	**2,226,464**
Comprehensive income for the year													
Loss	28	-	-	-	(2,249,948,849)	-	-	-	-	-	(2,249,948,849)	-	(2,249,948,849)
Other comprehensive income		-	-	-	186,805,831	-	-	(98,016,940)	16,835,669	(81,181,271)	105,624,560	-	105,624,560
Total comprehensive income for the year		**-**	**-**	**-**	**(2,063,143,018)**	**-**	**-**	**(98,016,940)**	**16,835,669**	**(81,181,271)**	**(2,144,324,289)**	**-**	**(2,144,324,289)**
Balance as at 31 December 2019		**5,480,509,770**	**4,325,271,183**	**549,988,420**	**873,555,310**	**16,971,162**	**(22,126,049)**	**(237,593,301)**	**8,383,504**	**(234,364,684)**	**10,994,959,999**	**(262)**	**10,994,959,737**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries

Statement of changes in equity

For the year ended 31 December 2019

		Separate financial statements									
				Retained earnings		Other components of equity					
	Notes	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Other reserves for share-based payment	Cumulative gain on dilution of investment in subsidiaries	Foreign currency translation differences	Changes in fair value of available-for-sale investments	Total other components of equity	Total equity
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Year ended 31 December 2018											
Balance as at 1 January 2018		**5,480,333,200**	**4,324,626,137**	**549,988,420**	**4,201,676,132**	**11,792,737**	**328,844,639**	**(77,646,719)**	**2,478,518**	**265,469,175**	**14,822,093,064**
Transactions with owners, recorded directly in equity											
Shares options exercised	19	176,570	645,046	-	-	(821,616)	-	-	-	(821,616)	-
Share-based payment transactions	19	-	-	-	-	3,773,577	-	-	-	3,773,577	3,773,577
Dividends to owners of the Company	29	-	-	-	(1,490,505,274)	-	-	-	-	-	(1,490,505,274)
Total transactions with owners, recorded directly in equity		**176,570**	**645,046**	**-**	**(1,490,505,274)**	**2,951,961**	**-**	**-**	**-**	**2,951,961**	**(1,486,731,697)**
Comprehensive income for the year											
Profit	28	-	-	-	229,545,355	-	-	-	-	-	229,545,355
Other comprehensive income		-	-	-	(4,017,885)	-	(350,970,688)	(61,929,642)	(10,930,683)	(423,831,013)	(427,848,898)
Total comprehensive income for the year		**-**	**-**	**-**	**225,527,470**	**-**	**(350,970,688)**	**(61,929,642)**	**(10,930,683)**	**(423,831,013)**	**(198,303,543)**
Balance as at 31 December 2018		**5,480,509,770**	**4,325,271,183**	**549,988,420**	**2,936,698,328**	**14,744,698**	**(22,126,049)**	**(139,576,361)**	**(8,452,165)**	**(155,409,877)**	**13,137,057,824**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries

Statement of changes in equity (Continued)

For the year ended 31 December 2019

		Separate financial statements									
				Retained earnings		Other components of equity					
	Notes	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Other reserve for share-based payment	Cumulative gain on dilution of investment in subsidiaries	Foreign currency translation differences	Changes in fair value of available-for-sale investments	Total other components of equity	Total equity
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Year ended 31 December 2019											
Balance as at 1 January 2019		**5,480,509,770**	**4,325,271,183**	**549,988,420**	**2,936,698,328**	**14,744,698**	**(22,126,049)**	**(139,576,361)**	**(8,452,165)**	**(155,409,877)**	**13,137,057,824**
Transactions with owners, recorded directly in equity											
Share-based payment transactions	19	-	-	-	-	2,226,464	-	-	-	2,226,464	2,226,464
Total transactions with owners, recorded directly in equity		**-**	**-**	**-**	**-**	**2,226,464**	**-**	**-**	**-**	**2,226,464**	**2,226,464**
Comprehensive income for the year											
Loss	28	-	-	-	(2,249,948,849)	-	-	-	-	-	(2,249,948,849)
Other comprehensive income		-	-	-	186,805,831	-	-	(98,016,940)	16,835,669	(81,181,271)	105,624,560
Total comprehensive income for the year		**-**	**-**	**-**	**(2,063,143,018)**	**-**	**-**	**(98,016,940)**	**16,835,669**	**(81,181,271)**	**(2,144,324,289)**
Balance as at 31 December 2019		**5,480,509,770**	**4,325,271,183**	**549,988,420**	**873,555,310**	**16,971,162**	**(22,126,049)**	**(237,593,301)**	**8,383,504**	**(234,364,684)**	**10,994,959,999**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries
Statements of cash flows
For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit (loss) for the year		(2,249,948,849)	246,685,809	(2,249,948,849)	229,545,355
Adjustments for					
Depreciation of plant and equipment	10	500,283,459	719,411,686	455,050,178	673,105,752
Amortisation of intangible assets under operating agreements	11	1,213,974,532	1,150,329,737	1,213,974,532	1,150,329,737
Amortisation of deferred charges	11	2,017,642	2,017,642	2,017,642	2,017,642
Amortisation of intangible assets	11	97,795,101	103,920,740	88,811,135	94,592,453
Impairment loss on assets		1,613,406,614	2,253,000,000	1,459,525,923	2,253,000,000
Impairment loss on intangible asset		9,293,150	-	9,293,150	-
Investment income		(200,657,578)	(181,558,213)	(192,648,091)	(177,488,647)
Share-based payment	19	2,226,464	3,773,577	2,226,464	3,773,577
Finance costs		299,742,497	338,242,739	294,758,082	338,228,829
(Gain) loss on exchange rate		248,538,557	12,420,499	217,720,861	(18,933,924)
Amortisation of borrowing costs	14, 25	910,874	1,065,891	910,874	1,065,891
Bad and doubtful debts expense	7	65,866,756	358,394,586	111,680,903	337,681,328
Allowance for (reversal of) obsolete inventories		(5,570,270)	9,996,089	(7,333,429)	5,680,403
(Gain) loss on disposal of plant and equipment		(5,161,397)	4,585,037	(4,812,966)	4,541,280
Write-off plant and equipment		1,393,792	148,358	1,393,450	148,350
(Gain) loss from sale of investment in subsidiaries	23	28,542,789	(1,949,515,538)	28,542,789	-
Write-off intangible assets		-	7,223	-	7,223
Share of (profits) loss of investment in subsidiaries and a joint venture	9	116,447,819	(119,387,670)	597,865,755	(1,641,288,403)
Income tax expense		343,709,537	(260,628,962)	251,751,517	(334,929,581)
		2,082,811,489	2,692,909,230	2,280,779,920	2,921,077,265
Changes in operating assets and liabilities					
Trade and other current receivables		(212,409,540)	(549,956,343)	(731,197,250)	(967,715,787)
Amounts due from related parties		36,341,168	48,053,827	27,768,502	101,771,630
Inventories		(5,494,623)	(25,011,294)	(17,128,156)	(14,277,128)
Other current assets		7,888,805	25,282,541	(1,819,929)	8,090,689
Other non-current assets		5,615,895	(43,119,327)	407,929	(45,387,964)
Trade and other current payables		(141,090,524)	(212,108,369)	(104,973,195)	(121,335,822)
Amounts due to related parties		1,183,688	(681,364)	35,550,377	(19,819,551)
Advance receipts from customers		74,308,197	57,088,032	39,997,086	5,887,548
Accrued operating agreement fee		(86,685,543)	(5,004,497)	(86,685,543)	(5,004,497)
Other current liabilities		(32,487,566)	(5,606,818)	(19,994,082)	(19,836,906)
Other non-current liabilities		(24,658,947)	(18,772,759)	(25,144,055)	(21,922,548)
Non-current provisions for employee benefit		38,012,101	(27,643,171)	37,313,681	(24,253,642)
Income tax paid		(83,017,850)	(66,474,200)	(420,951)	(450,012)
Net cash from operating activities		**1,660,316,750**	**1,868,955,488**	**1,434,454,334**	**1,796,823,275**

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries

Statements of cash flows (Continued)

For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Cash flows from investing activities					
Interest received		208,956,365	169,092,557	198,650,148	174,454,150
Dividends received	9	-	-	184,088,137	1,717,154,736
Current investments		1,167,407,949	(818,477,229)	1,221,630,342	(359,635,556)
Payment for plant and equipment		(224,126,037)	(81,963,778)	(13,105,888)	(59,518,209)
Proceeds from sale of plant and equipment		25,290,324	5,989,370	6,532,828	5,888,374
Proceeds from loan to a subsidiary	4	-	-	25,000,000	-
Proceeds from loan to a joint venture	4	46,858,086	-	46,858,086	-
Loan to related party	4	-	-	-	(10,000,000)
Purchase of intangible assets		(1,658,484)	(1,409,200)	-	(1,409,200)
Proceeds from sale of investment in subsidiaries	23	18,100,341	1,950,779,922	24,640,320	-
Net cash from investing activities		**1,240,828,544**	**1,224,011,642**	**1,694,293,973**	**1,466,934,295**
Cash flows from financing activities					
Dividends paid to owners of the Company	29	-	(1,490,585,395)	-	(1,490,585,214)
Repayments of borrowings	14	(2,790,944,948)	(414,482,938)	(2,812,944,948)	(414,482,938)
Interest paid		(318,735,726)	(318,269,838)	(318,212,049)	(322,536,394)
Net cash used in financing activities		**(3,109,680,674)**	**(2,223,338,171)**	**(3,131,156,997)**	**(2,227,604,546)**
Net increase (decrease) in cash and cash equivalents		**(208,535,380)**	**869,628,959**	**(2,408,690)**	**1,036,153,024**
Cash and cash equivalents as at 1 January		2,830,234,585	1,960,770,857	1,719,753,567	683,765,774
Effect of exchange rate changes on ending balances held in foreign currencies		11,230	(165,231)	11,230	(165,231)
Cash and cash equivalents as at 31 December	5	**2,621,710,435**	**2,830,234,585**	**1,717,356,107**	**1,719,753,567**
Non-cash transactions					
Acquisition of property and equipment through credit		1,808,702	6,191,328	1,744,942	1,701,109
Acquisition of property and equipment under operating agreement		-	271,331	-	271,331
Finance lease liabilities		25,906,391	30,788,907	25,906,391	30,788,907

The accompanying notes are an integral part of these financial statements.

Thaicom Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

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These notes form an integral part of the financial statements.

The financial statements were approved and authorized for issuing by the Board of Directors on 5 February 2020.

1 General information

Thaicom Public Company Limited, the "Company", is incorporated in Thailand and has its registered office at 414 Phaholyotin Road, SamsenNai, Phayathai, Bangkok 10400.

The Company was listed on the Stock Exchange of Thailand in January 1994.

The Company's parent company during the financial year was Intouch Holdings Public Company Limited (41.13% shareholding) which is incorporated in Thailand.

The Company, its subsidiaries and a joint venture (collectively referred to as "the Group") are primarily involved in transponder service is for domestic and international communications, sale of user terminal of iPSTAR, broadband content services, sale of direct television equipment, internet data center services, internet services, satellite uplink-downlink services, providing technical support in relation satellite business, broadcasting television service, telecommunication, telephone network services, mobile contents, and engineering and development services on communication technology and electronics, which are mainly operated under agreements for operation.

The Group has operations in 10 countries; Thailand, Singapore, Cambodia, Lao PDR, Australia, New Zealand, Mauritius, the British Virgin Islands, Japan and India.

The Company obtained agreements for operation from the Ministry of Transport and Communication for a period of 30 years to operate and administer satellite projects and to render transponder services for domestic and international communications as well as the right to collect, for a 30-year period, service charges from users of the transponders. These agreements for operation have been transferred to the Ministry of Digital Economy and Society and will expire in 2021.

The Company received a license from the National Broadcasting and Telecommunications Commission ("NBTC"), to provide telecommunication services on its network for domestic and international communications. The license has a term of 20 years and will expire in 2032.

Details of the Company's subsidiaries and a joint venture as at 31 December 2019 and 2018 were as follows:

Name of the entity	Type of business	Country of incorporation	Ownership interest	
			2019 (%)	2018 (%)
Direct subsidiaries				
Thai Advance Innovation Company Limited	Sale of direct television equipment, providing system integration consultancy service for broadband network and broadband content services	Thailand	99.99	99.99
iPSTAR Company Limited	Providing Thaicom 4 transponder services	The British Virgin Islands	100	100
Star Nucleus Company Limited	Providing engineering and development services, technology and electronics	The British Virgin Islands	100	100
IPSTAR International Pte Limited	Providing Thaicom 4 transponder services and sale of satellite equipment of Thaicom 4	Singapore	100	100
IPSTAR Global Services Company Limited	Providing Thaicom 4 transponder services	Mauritius	100	100
Cambodian DTV Network Limited	Sale of direct television equipment	Cambodia	-(1)	100
IPSTAR Australia Pty Limited	Providing Thaicom 4 transponder services and sale of user terminal of Thaicom 4 in Australia	Australia	100	100
TC Broadcasting Company Limited	Providing broadcasting, television and telecommunication services	Thailand	99.99	99.99
IPSTAR Japan Company Limited	Providing Thaicom 4 transponder services and sale of user terminal of Thaicom 4 in Japan	Japan	100	100
IPSTAR New Zealand Company Limited	Providing Thaicom 4 transponder services and sale of user terminal of Thaicom 4 in New Zealand	New Zealand	100	100
International Satellite Company Limited	Providing Thaicom 7 and Thaicom 8 transponder services	Mauritius	100	100

Name of the entity	Type of business	Country of incorporation	Ownership interest	
			2019 (%)	2018 (%)
IPSTAR (India) Private Limited	Providing of service for technical support for satellite network	India	100	100
TC Global Services Company Limited	Providing technology service	Mauritius	100	100
Indirect subsidiaries				
Orion Satellite Systems Pty Limited	Providing satellite communication services and business solutions in Australia	Australia	100	100
Joint venture				
Shenington Investments Pte Limited	Holding company for investment in international telecommunications	Singapore	51	51
Joint ventures of Shenington Investments Pte Limited				
Lao Telecommunications Company Limited	Providing fixed line, mobile phone, public phone, public international facilities and Internet services	Lao PDR	24.99	24.99

(1) The Group sold all of investment in Cambodian DTV Network Limited on 17 September 2019. (Note 9)

Material intercompany transactions between the Company and its subsidiaries have been eliminated from this consolidated financial statements. The consolidated financial statements for the year ended 31 December 2019 have included the subsidiaries' financial information for the year ended 31 December 2019 which were audited.

2. Basis of preparation of the financial statements

2.1 Statement of compliance

The Group maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards ("TFRSs") and accounting practices generally accepted in Thailand.

The Group's financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 (Revised 2018) "Presentation of Financial Statements", which was effective for financial periods beginning on or after January 1, 2019 onward, and the Regulation of The Stock Exchange of Thailand (SET) dated October 2, 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statements (No.2) B.E. 2559" dated October 11, 2016.

During the period, the Group has adopted the revised and new financial reporting standards and guidelines on accounting issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after January 1, 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial.

Since 1 January 2019, the Group has adopted Thai Financial Reporting Standard No.15 "Revenue from Contracts with Customers" which has been announced in the Royal Gazette on 14 March 2018 and will be effective for the financial statements for the period beginning on or after 1 January 2019 onwards. The Group has considered adoption of this financial reporting standard does not have significant impact on the Group's financial statements.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis unless otherwise stated.

2.3 Functional and presentation currency

The financial statements are prepared and presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded to the nearest thousand unless otherwise stated.

2.4 Use of estimates and judgements

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 9	Classification of the joint venture
Note 9	Consolidation: whether the Group has De facto control over an investee

(ii) Assumptions and estimation uncertainties

Information about significant areas of estimation uncertainties that have a significant risk of resulting in a material adjustments to the amounts recognised in the financial statements is included in the following notes:

Note 7	Allowance for doubtful accounts
Note 8	Realisable value of inventory
Note 9, 10, 11	Key assumptions used in discounted cash flow projections
Note 10	Estimated useful lives and measurement of the recoverable amounts of property and equipment
Note 11	Estimated useful lives and measurement of the recoverable amounts of intangible asset under operating agreements and other intangible assets.
Note 12	Deferred income tax
Note 17	Measurement of employee benefits
Note 19	Measurement of share-based payment
Note 30	The measurement of fair values of foreign currency forward contracts
Note 32 and 33	Provisions and contingencies

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries and joint ventures.

Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group, as describe in subsidiaries section, other than those with entities under common control.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Goodwill is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination. If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognised in other expenses.

When share-based payment awards exchanged (replacement awards) for awards held by the acquiree's employees (acquiree's awards) relate to past services, then a part of the market-based measure of the awards replaced is included in the consideration transferred. If they require future services, then the difference between the amount included in consideration transferred and the market-based measure of the replacement awards is treated as post-combination compensation cost.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

Acquisitions from entities under common control

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within Group equity except that any share capital of the acquired entities is recognised as part of share premium. Any cash paid for the acquisition is recognised directly in equity.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity - accounted investees

The Group's interests in equity-accounted investees is interests in a joint venture.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity–accounted investees, until the date on which significant influence or joint control ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates and jointly-controlled entities are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.2 Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in profit or loss.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the foreign exchange rates ruling at the dates of the transactions.

Foreign entities

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Thai Baht at the foreign exchange rates ruling at the reporting date.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are translated to Thai Baht at the foreign exchange rates ruling on the reporting date.

The revenues and expenses of foreign operations are translated to Thai Baht at the weighted average foreign exchange rates for the year.

Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

3.3 Derivative financial instruments

Derivative financial instruments are used to manage exposure to foreign exchange arising from operational, financing and investment activities. Derivative financial instruments are not used for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognised initially at fair value; attributable transaction costs are recognised in the profit or loss when incurred. Subsequent to initial recognition, they are remeasured at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged.

The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price at the reporting date for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

3.4 Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments with original maturities of three months or less. Bank overdrafts that are repayable on demand are a component of operating activities for the purpose of the statement of cash flows.

3.5 Trade and other current receivables

Trade and other current receivables are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments, net of deposit from customers. Bad debts are written off when incurred.

3.6 Inventories

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

Cost is calculated using the weighted average cost principle, and comprises all costs of purchase and costs directly attributable to the acquisition of the inventory, such as taxes and transportation charges, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads based on normal operating capacity, but excludes borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

3.7 Investments

Investments in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures in the separate financial statements of the Company are accounted for using the equity method. Investments in joint ventures in the consolidated financial statements are accounted for using the equity method.

Interests in associates, subsidiaries and joint ventures are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the separate financial statements include the Company's share of the profit or loss and other comprehensive income of equity–accounted investees, until the date on which significant influence or joint control ceases.

Investments in other debt and equity securities

Debt securities and marketable equity securities held for trading are classified as current assets and are stated at fair value, with any resultant gain or loss recognised in profit or loss.

Debt securities that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity investments. Held-to-maturity investments are stated at amortised cost, less any impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortised using the effective interest rate method over the period to maturity.

Debt securities and marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised in other comprehensive income. Impairment losses and foreign exchange differences are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised in other comprehensive income is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as held-for-trading and available-for-sale is determined as the quoted bid price at the reporting date.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

3.8 Property, plant and equipment

Owned assets

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Any gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment, and are recognised net in profit or loss.

Leased assets

Leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

Assets for rent

Assets leased out under operating leases are included in property and equipment in the statements of financial position. They are depreciated over their expected useful lives on a basis consistent with similar fixed assets.

Subsequent costs

The cost of replacing a part of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property and equipment are recognised as expenses in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property and equipment or, if shorter, the lease term. The estimated useful lives are as follows:

Leasehold land	30	years
Buildings and improvements	5-10	years
Equipment	5-18	years
Furniture fixtures and office equipment	5-18	years
Computer equipment	3-5	years
Motor vehicles	5	years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

3.9 Intangible assets under operating agreement

Intangible assets under operating agreement comprise rights of the charges for satellite services under the operating agreement.

Amortisation is amortised on the straight-line basis over the lower of the period of useful lives or operating agreement.

3.10 Deferred charges

Deferred charges principally represent bond issuing and long-term borrowing costs and are amortised on the straight-line basis over the period of time to maturity of the bond or long-term loan agreement.

3.11 Intangible assets

Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. The measurement of goodwill at initial recognition is described in note 3.1. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted investee.

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technological feasibility, and only if the cost can be measured reliably. Other development expenditure is recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs that have been capitalised are amortised from the commencement of the commercial production of the product.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

The cost of other intangible assets comprises the development of IPSTAR technology, expenditure on acquired software, patents, trademarks and licenses and is amortised using the straight-line method over their period of their benefits of related assets for a period of 5 to 15.75 years.

Specific software is recognised as assets when acquired and operated to intend purposes and is amortised using the straight-line method over their expected benefits for a period of 3 - 5 years.

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

3.12 Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year, at the same time.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of available-for-sale financial assets is calculated by reference to the fair value.

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

An impairment loss in respect of goodwill is not reversed. Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.13 Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

3.14 Trade and other current payables

Trade and other current payables are stated at cost.

3.15 Provision for employee benefits

Defined contribution plans

The Group operates a provident fund, which is a defined contribution plan. The assets of which are held in a separate trust fund which is managed by external fund manager. The provident fund is funded by payments from employees and by the relevant Group companies. Contributions to the provident fund are charged to the statements of profit or loss in the year to which they relate.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed at least one in three years by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any application minimum funding requirements.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payments

The grant-date fair value of equity-settled share-based payment awards granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period that the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognised as personnel expenses in profit or loss.

3.16 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Provision for warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical expense related to warranty data and a weighting of all possible outcomes against their associated probabilities.

3.17 Revenue

Revenue excludes value added tax and is arrived at after deduction of trade discounts.

Sale of goods and services rendered

Revenue is recognised when a performance obligation is satisfied by transferring a promised good or service to a customer. The revenue from contracts with customers should be allocated to the performance obligations in the contract by reference to their relative standalone selling prices.

Revenue from sale of goods includes revenue and cost of sales of equipment with installation are recognised in profit or loss when control of that goods or equipment with installation have been transferred to the buyer. That may indicate that the buyer has obtained the ability to direct the use of that goods or equipment with installation, and obtain substantially all of the remaining benefits from that goods or equipment with installation. Also, the Company's group has a right to receive payment for those goods and equipment with installation. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

Revenue from rendering transponder services and services related to the satellite business, internet services, and other business related to the internet business, and telephone services is recognised when the said services are provided to customers and there are certainties regarding recovery of the consideration due.

Revenue from leases on equipment is recognised over the period and at the rate of the leasing contract.

Revenue arising from royalties is recognised on an accrual basis in accordance with the substance of the relevant agreements.

Interest income

Interest income is recognised in profit or loss as it accrues.

3.18 Finance costs

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration, losses on disposal of available-for-sale financial assets, dividends on preference shares classified as liabilities, fair value losses on financial assets at fair value through profit or loss, impairment losses recognised on financial assets (other than trade receivables), and losses on hedging instruments that are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

3.19 Lease payment

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

Determining whether an arrangement contains a lease

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. A specific asset is the subject of a lease if fulfilment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the Group the right to control the use of the underlying asset.

At inception or upon reassessment of the arrangement, the Group separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Group concludes for a finance lease that it is impracticable to separate the payments reliably, an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Subsequently the liability is reduced as payments are made and an imputed finance charge on the liability is recognised using the Group's incremental borrowing rate.

3.20 Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint venture to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4. Related parties

Related parties are enterprises and/or 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 and fellow subsidiaries are related parties of the Company. Joint ventures 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.

The Company is controlled by Intouch Holdings Public Company Limited ("Intouch") (incorporated in Thailand), which owns 41.13% of the Company's shares. Transactions with Intouch Group and shareholders of the Intouch Group are recognised as related party transactions of the Group.

Sales and service transactions with related parties were conducted under normal commercial terms and conditions, which were the same as for other customers. Consulting and management services were charged at an agreed percentage of assets.

Significant transactions for the years ended 31 December 2019 and 2018 with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Revenue				
Revenue from sale of goods and rendering of services				
Parent	-	91	-	-
Subsidiaries	-	-	1,709,980	1,794,641
Related parties under common control	73,077	114,016	52,346	72,121
Other related party	-	45	-	-
Other income				
Subsidiaries	-	-	30,748	43,476
Joint venture	110,648	109,316	110,648	109,316
Related parties under common control	176	19	176	19
Total revenue	**183,901**	**223,487**	**1,903,898**	**2,019,573**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Expenses				
Purchases of goods and services				
Subsidiaries	-	-	102,936	135,827
Joint venture	929	5,322	-	-
Related parties under common control	2,665	4,658	2,665	2,945
Other related party	-	21,760	-	7,768
Selling and administrative expenses				
Parent	1,445	771	1,445	723
Subsidiaries	-	-	16,718	17,767
Related parties under common control	10,863	7,898	10,527	7,153
Director and management benefit expenses	60,673	57,782	60,419	57,414
Total expenses	**76,575**	**98,191**	**194,710**	**229,597**

Balance as at 31 December 2019 and 2018 with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Trade receivables and accrued income				
Trade receivables				
Subsidiaries	-	-	2,025,736	1,295,882
Related parties under common control	8,762	29,288	5,705	28,834
Other related parties	-	52,736	-	2,629
Total	**8,762**	**82,024**	**2,031,441**	**1,327,345**
Accrued income				
Subsidiaries	-	-	2,372	1,580
Joint venture	-	350	-	350
Related parties under common control	3,505	1	3,388	-
Total	**3,505**	**351**	**5,760**	**1,930**
Total trade receivables and accrued income	**12,267**	**82,375**	**2,037,201**	**1,329,275**
Less allowance for doubtful accounts	-	(52,737)	-	(2,629)
Net	**12,267**	**29,638**	**2,037,201**	**1,326,646**
Other current receivables				
Parent	180	250	180	250
Subsidiaries	-	-	52,550	45,826
Joint venture	5,670	42,449	5,670	42,449
Total	**5,850**	**42,699**	**58,400**	**88,525**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Loan to related parties				
Current portion of long-term loans				
Subsidiary	-	-	25,000	40,000
Joint venture	630,635	485,725	630,635	485,725
	630,635	**485,725**	**655,635**	**525,725**
Long-term Loans				
Subsidiary	-	-	-	10,000
Joint venture	1,127,499	1,457,174	1,127,499	1,457,174
	1,127,499	**1,457,174**	**1,127,499**	**1,467,174**
Total	**1,758,134**	**1,942,899**	**1,783,134**	**1,992,899**

The term of the long-term loan to subsidiary is 2 years. As at 31 December 2019, the interest rate at the rate of 5.77 % per annum (31 December 2018: rate of 5.05% to 5.64% per annum).

The term of the long-term loan to a joint venture is 10 years with the interest rate at the rate of LIBOR + 3.

Movements during the years ended 31 December 2019 and 2018 of loans to subsidiary and a joint venture were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Long-term loans				
Subsidiary				
As at 1 January	-	-	50,000	40,000
Increase (Decrease)	-	-	(25,000)	10,000
As at 31 December	**-**	**-**	**25,000**	**50,000**
Joint venture				
As at 1 January	1,942,899	1,956,729	1,942,899	1,956,729
Decrease	(46,858)	-	(46,858)	-
Unrealised loss on exchange rate	(137,907)	(13,830)	(137,907)	(13,830)
As at 31 December	**1,758,134**	**1,942,899**	**1,758,134**	**1,942,899**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Other current assets				
Subsidiaries	-	-	3	-
Related party under common control	11	2	11	2
Total	**11**	**2**	**14**	**2**
Trade payables				
Parent	132	72	133	72
Subsidiaries	-	-	3,744	13,596
Joint venture	-	445	-	-
Related party under common control	2,499	2,052	1,985	1,781
Other related parties	-	1,252	-	1,252
Total	**2,631**	**3,821**	**5,862**	**16,701**
Other current payables				
Subsidiaries	-	-	38,254	3,555
Related party under common control	1,029	97	708	97
Other related party	-	72	-	72
Total	**1,029**	**169**	**38,962**	**3,724**
Advance receipts from customers				
Subsidiaries	-	-	360	3,411
Related party under common control	5,294	9,974	4,386	8,865
Total	**5,294**	**9,974**	**4,746**	**12,276**
Accrued expenses				
Subsidiaries	-	-	126,726	143,663
Related party under common control	34	374	32	370
Other related party	-	14,686	-	-
Total	**34**	**15,060**	**126,758**	**144,033**
Other current liabilities				
Related party under common control	**1,740**	**2,200**	**-**	**160**
Other non-current liabilities				
Subsidiaries	**-**	**-**	**-**	**1,308**

Key management personnel compensation

Key management personnel compensation comprised:

	Consolidated financial statements		Separate financial statements	
For the year ended 31 December	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Short-term benefits	58,819	55,403	58,565	55,035
Other long-term benefits				
- Current service costs, included in administrative expenses	922	1,154	922	1,154
- Interest on obligation, included in finance costs	722	824	722	824
- Share-based payment	210	401	210	401
Total	**60,673**	**57,782**	**60,419**	**57,414**

From time to time directors of the Group, or their related entities, may purchase goods from the Group. These purchases are on the same terms and conditions as those entered into by the Group with employees or customers.

Directors' remuneration

The directors' remuneration represents monthly compensation, annual remuneration, meeting fees, and other benefits. The directors' remuneration was approved by the shareholders of the Company at their annual general meetings. The directors' remuneration was presented as part of directors and management benefit expenses presented in the statement of profit or loss.

Significant agreements with related parties

1. The Company and subsidiary entered into agreements with a subsidiary, under which the Company and subsidiaries were committed to pay royalty fee at 1% of revenue from sale or lease of IPSTAR gateway, 1% of revenue from sale or lease of IPSTAR user terminal and 3% of revenue from sale or service of Thaicom 4.

2. The Company entered into agreements with subsidiaries and related parties under common control, under which the Company was committed to provide transponder service and advisory service. Subsidiaries and related parties under common control were committed to pay the Company for the service of the agreements at approximately USD 6.36 million and Baht 4.38 million (2018: approximately USD 14.97 million and Baht 9.20 million). The service fees of contracts vary to the actual used or number of installed user terminal at the rate stated in the contract.

3. The Company had entered into agreements with a subsidiary, under which a subsidiary was committed to provide broadcasting, television and telecommunication service. The Company was committed to pay for the service in respect of the agreements at USD 6,480 per channel/per year.

5. Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Cash on hand	2,008	105,311	1,786	91,879
Current accounts and saving deposits	1,697,169	2,230,682	844,016	1,330,209
Highly liquid short-term investments	922,533	494,242	871,554	297,666
Total	**2,621,710**	**2,830,235**	**1,717,356**	**1,719,754**
The weighted average interest rate of saving deposits and fixed deposits	**0.47%**	**0.71%**	**0.58%**	**0.77%**

6. Current investments

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Short-term deposit and bill of exchange	1,135,692	2,272,934	524,892	1,787,934
Debt securities available for sale	1,945,154	1,954,276	2,108,678	2,046,221
Total	**3,080,846**	**4,227,210**	**2,633,570**	**3,834,155**

As at 31 December 2019, short-term deposit and bill of exchange have interest rates of 1.50% to 2.40% per annum (31 December 2018: 0.80% to 2.87% per annum) and mature within 1 year.

7. Trade and other current receivables

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht'000	Baht'000	Baht'000	Baht'000
Trade receivables					
Related parties	4	8,762	82,024	2,031,441	1,327,345
Other parties		1,910,811	1,891,098	989,884	1,144,910
Total		**1,919,573**	**1,973,122**	**3,021,325**	**2,472,255**
Accrued income					
Related parties	4	3,505	351	5,760	1,930
Other parties		557,974	639,793	415,304	447,482
Total		**561,479**	**640,144**	**421,064**	**449,412**
Other current receivables					
Prepaid expenses		55,240	49,760	41,228	28,567
Advance payments		96,123	159,038	95,328	139,418
Others		194,028	106,599	168,313	79,881
Total		**345,391**	**315,397**	**304,869**	**247,866**
Total trade receivables accrued income and other current receivables		**2,826,443**	**2,928,663**	**3,747,258**	**3,169,533**
Less allowance for doubtful accounts		(936,463)	(1,077,230)	(652,414)	(598,505)
Net		**1,889,980**	**1,851,433**	**3,094,844**	**2,571,028**

	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Bad and doubtful debts expenses for the years ended 31 December	**65,867**	**358,395**	**111,681**	**337,681**

Aging analyses for trade receivables were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Related parties				
Within credit terms	5,464	8,668	247,576	795,961
Overdue:				
Less than 3 months	2,837	3,721	361,480	411,054
3 - 6 months	-	15,537	376,769	115,739
6 - 12 months	-	463	1,045,155	1,063
Over 12 months	461	53,635	461	3,528
	8,762	**82,024**	**2,031,441**	**1,327,345**
Less allowance for doubtful accounts	-	(52,737)	-	(2,629)
	8,762	**29,287**	**2,031,441**	**1,324,716**
Other parties				
Within credit terms	92,857	138,934	50,409	97,118
Overdue:				
Less than 3 months	147,626	416,532	101,957	345,010
3 - 6 months	188,277	226,721	76,523	100,455
6 - 12 months	525,542	256,184	65,030	148,889
Over 12 months	956,509	852,727	695,965	453,438
	1,910,811	**1,891,098**	**989,884**	**1,144,910**
Less allowance for doubtful accounts	(811,815)	(1,024,493)	(527,766)	(595,876)
	1,098,996	**866,605**	**462,118**	**549,034**
Net	**1,107,758**	**895,892**	**2,493,559**	**1,873,750**

The normal credit term for general customers were granted by the Group ranging 15 - 120 days.

8. Inventories

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Raw material and supplies	26,873	45,066	26,600	44,777
Work in process	72,144	15,434	72,144	15,434
Finished goods	110,852	154,303	83,005	113,551
Goods in transit	1,042	134	-	-
	210,911	**214,937**	**181,749**	**173,762**
Less allowance for decline in value	(86,883)	(92,453)	(68,149)	(75,482)
Net	**124,028**	**122,484**	**113,600**	**98,280**

9. Investments in subsidiaries and a joint venture

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Investments in subsidiaries	-	-	(167,557)	522,595
Investments in a joint venture	1,408,769	1,444,283	1,408,769	1,444,283
Total investments, net	**1,408,769**	**1,444,283**	**1,241,212**	**1,966,878**
Presentation in the statement of financial position as follows:				
Investments - equity method	1,408,769	1,444,283	2,641,105	2,946,904
Net liabilities in subsidiaries	-	-	(1,399,893)	(980,026)
Total investments, net	**1,408,769**	**1,444,283**	**1,241,212**	**1,966,878**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
As at 1 January	1,444,283	1,356,701	1,966,878	2,455,515
Share of net profits (loss) of investments in equity method	(116,448)	119,388	(597,866)	1,628,780
Share of net profits of discontinued operation	-	-	-	12,509
Dividend income	-	-	(184,088)	(1,717,155)
Defined benefit plan actuarial gain	207,939	-	207,488	130
Written-off from sale of investment in a subsidiary	-	-	(40,685)	(350,971)
Foreign currency translation adjustments	(127,005)	(31,806)	(110,515)	(61,930)
As at 31 December	**1,408,769**	**1,444,283**	**1,241,212**	**1,966,878**

Investments in subsidiaries and joint venture as at 31 December 2019 and 2018 and dividend income from those investments for the years then ended were as follows:

	Consolidated financial statements									
	Ownership interest		Paid-up capital		Cost		Equity		Dividend income	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	%	%			Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
Joint venture										
Shenington Investments Pte Limited	51.00	51.00	SGD 15 million	SGD 15 million	138	138	1,409	1,444	-	-
					138	**138**	**1,409**	**1,444**	**-**	**-**

Name of the Company's joint venture is not publicly listed and consequently do not have published price quotations.

	Separate financial statements									
	Ownership interest		Paid-up capital		Cost-net of impairment		Equity method		Dividend income	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	%	%			Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
Subsidiaries										
Thai Advance Innovation Company Limited	99.99	99.99	Baht 399 million	Baht 399 million	399	399	464	478	-	1,491
iPSTAR Company Limited	100.00	100.00	USD 2 million	USD 2 million	157	157	(1,331)	(964)	-	-
Star Nucleus Company Limited	100.00	100.00	-	-	-	-	88	74	-	99
IPSTAR International Pte Limited	100.00	100.00	SGD 20,000	SGD 20,000	1	1	(51)	1	-	-
IPSTAR Global Services Company Limited	100.00	100.00	USD 20,000	USD 20,000	1	1	17	54	44	-
Cambodian DTV Network Limited	-	100.00	-	USD 600,000	-	21	-	84	29	-
IPSTAR Australia Pty Limited	100.00	100.00	AUD 6.95 million	AUD 6.95 million	425	425	178	249	-	-
TC Broadcasting Company Limited	99.99	99.99	Baht 0.25 million	Baht 0.25 million	-	-	14	8	-	-
IPSTAR Japan Company Limited	100.00	100.00	JPY 100 million	JPY 100 million	33	33	301	261	-	29
IPSTAR New Zealand Company Limited	100.00	100.00	NZD 3.20 million	NZD 3.20 million	98	98	94	102	-	-
International Satellite Company Limited	100.00	100.00	USD 50,000	USD 50,000	2	2	41	160	111	98
IPSTAR (India) Private Limited	100.00	100.00	INR 30 million	INR 30 million	16	16	36	32	-	-
TC Global Services Company Limited	100.00	100.00	USD 12,500	USD 12,500	1	1	(19)	(16)	-	-
Total					**1,133**	**1,154**	**(168)**	**523**	**184**	**1,717**
Joint venture										
Shenington Investments Pte Limited	51.00	51.00	SGD 15 million	SGD 15 million	**138**	**138**	**1,409**	**1,444**	-	-

Joint Venture

The following table summarises the financial information of the joint venture as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in this company.

	Reporting date	Ownership	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Net assets	Total revenues	Net profit (loss)	Other comprehensive income (loss)	Total other comprehensive income (loss)
		(%)	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
2019											
Shenington Investments Pte Limited	31 December	51.00	1,714,903	4,591,210	(1,355,402)	(2,133,396)	2,817,315	-	(228,329)	(297,664)	(525,993)
Total			1,714,903	4,591,210	(1,355,402)	(2,133,396)	2,817,315	-	(228,329)	(297,664)	(525,993)
2018											
Shenington Investments Pte Limited	31 December	51.00	151,905	6,701,997	(89,239)	(3,829,076)	2,935,587	4	234,093	(73,483)	160,610
Total			**151,905**	**6,701,997**	**(89,239)**	**(3,829,076)**	**2,935,587**	**4**	**234,093**	**(73,483)**	**160,610**

Significant movements in investments in subsidiaries and joint ventures for the year ended 31 December 2019 and 2018 were as follows:

Subsidiary

On 2 September 2019, the Company entered into the Share Purchase Agreement with a company in Cambodia to sale the 1,000 shares, equivalent to 100% shareholding in Cambodian DTV Network Limited ("CDN"). The Company agreed to sale share at USD 0.8 million or approximately Baht 24.64 million. The share payment was received on 17 September 2019.

Joint venture

Dividend payment of Lao Telecommunications Company Limited ("LTC")

At the Annual General Meeting of the shareholders of LTC held on 7 February 2019, the shareholders approved the appropriation of dividend from 2018 operation of USD 26 million.

At the Extraordinary Shareholders' Meeting of LTC held on 12 December 2019, the shareholders approved the appropriation of special dividend from Company's retained earnings of USD 123 million. The dividends will be paid over 15 installments for a total payment per year of USD 8 million.

Purchase Contract for Shares in Vimpelcom Lao Company Limited

On 16 January 2019, Lao Telecommunication Public Company ("LTC") entered into the Sale and Purchase Contract for Shares in Vimpelcom Lao Company Limited with the Government of The Lao PDR ("LAOGOV") to purchase the 500,000 shares, equivalent to 100% shareholding in Vimpelcom Lao Company Limited. LTC agreed to purchase at the price of USD 42 million. LTC paid to LAOGOV in July 2019. In addition, 500,000 shares certificate, equivalent to 100% shareholding in Vimpelcom Lao Company Limited was delivered to LTC by on 1 August 2019. Afterwards, Vimpelcom Lao Company Limited has changed its name to TPLUS Digital Company Limited.

Commitments

According to the joint venture agreement between the Group and the Government of the Lao People's Democratic Republic, the Group must transfer all of LTC's shares to the Government of the Lao People's Democratic Republic, without any charges or compensation, on the expiration date of the joint venture agreement in 2046 (Note 31.2).

10. Property, plant and equipment

	Consolidated financial statements				
	Land Leasehold land & building	Equipment	Vehicles & equipment	Asset under construction	Total
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Cost					
As at 1 January 2018	**438,709**	**11,443,954**	**378,881**	**4,380**	**12,265,924**
Additions	2,010	61,474	24,061	5,237	92,782
Transfers	(1,630)	(9,939)	(9,122)	(77)	(20,768)
Disposals	(427)	(32,149)	(33,594)	-	(66,170)
Write-offs	(1,138)	(17,704)	(2,994)	-	(21,836)
Foreign currency translation adjustments	(27,248)	(19,726)	(5,004)	(577)	(52,555)
As at 31 December 2018 and 1 January 2019	**410,276**	**11,425,910**	**352,228**	**8,963**	**12,197,377**
Additions	35	183,713	7,666	10,365	201,779
Transfers	522	17,920	-	(9,711)	8,731
Disposals	(6,131)	(41,814)	(71,440)	(277)	(119,662)
Write-offs	(5,824)	(11,762)	(451)	-	(18,037)
Foreign currency translation adjustments	(18,927)	(30,361)	(7,042)	(773)	(57,103)
As at 31 December 2019	**379,951**	**11,543,606**	**280,961**	**8,567**	**12,213,085**
Accumulated depreciation and impairment loss					
As at 1 January 2018	**379,094**	**3,740,605**	**286,909**	**-**	**4,406,608**
Depreciation for the year	19,752	660,192	39,468	-	719,412
Loss on impairment	-	2,423,000	-	-	2,423,000
Transfers	(1,558)	(29,015)	(8,370)	-	(38,943)
Disposals	(356)	(25,349)	(29,891)	-	(55,596)
Write-offs	(1,136)	(17,620)	(2,931)	-	(21,687)
Foreign currency translation adjustments	(27,027)	(18,638)	(4,455)	-	(50,120)
As at 31 December 2018 and 1 January 2019	**368,769**	**6,733,175**	**280,730**	**-**	**7,382,674**
Depreciation for the year	15,693	444,005	40,586	-	500,284
Loss on impairment	-	1,186,881	-	-	1,186,881
Transfers	-	(410)	-	-	(410)
Disposals	(3,762)	(41,046)	(54,725)	-	(99,533)
Write-offs	(5,615)	(11,762)	(418)	-	(17,795)
Foreign currency translation adjustments	(18,616)	(27,577)	(5,439)	-	(51,632)
As at 31 December 2019	**356,469**	**8,283,226**	**260,734**	**-**	**8,900,469**

	Consolidated financial statements				
	Land Leasehold land & building	Equipment	Vehicles & equipment	Asset under construction	Total
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Net book value					
As at 1 January 2018					
Owned assets	59,615	7,703,349	70,984	4,380	7,838,328
Assets under finance leases	-	-	20,988	-	20,988
	59,615	**7,703,349**	**91,972**	**4,380**	**7,859,316**
As at 31 December 2018 and 1 January 2019					
Owned assets	41,507	4,692,735	55,131	8,963	4,798,336
Assets under finance leases	-	-	16,367	-	16,367
	41,507	**4,692,735**	**71,498**	**8,963**	**4,814,703**
As at 31 December 2019					
Owned assets	23,482	3,260,340	12,236	8,567	3,304,625
Assets under finance leases	-	-	7,991	-	7,991
	23,482	**3,260,340**	**20,227**	**8,567**	**3,312,616**

The gross amount of the Group's fully depreciated plant and equipment that was still in use as at 31 December 2019 of Baht 2,422.43 million (31 December 2018: Baht 2,239.61 million).

Impairment loss for equipment

The fierce competition in satellite industry has resulted to a significant market price erosion. As a consequence, the satellite operating result of the company has been affected. As at 31 December 2019 and 2018, the Company has assessed the impairment of equipment which was measured by recoverable amount of the equipment (value in use) by way of discounted cash flow approach applying the discount rate of 8.3% and 8%, respectively. The book value of the assets were higher than the recoverable amount estimated by the discounted cash flow. Therefore, the impairment losses were recorded in the amount of Baht 1,187 million and Baht 2,423 million, respectively, which were presented as impairment losses for the years ended 31 December 2019 and 2018, respectively.

	Separate financial statements				
	Leasehold land & building	Equipment	Vehicles & equipment	Asset under construction	Total
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Cost					
As at 1 January 2018	**168,560**	**10,554,888**	**222,817**	**-**	**10,946,265**
Additions	2,004	51,233	12,608	-	65,845
Transfers	(1,630)	11,030	(8,298)	-	1,102
Disposals	(427)	(32,149)	(24,450)	-	(57,026)
Write-offs	(1,138)	(17,468)	(1,878)	-	(20,484)
As at 31 December 2018 and 1 January 2019	**167,369**	**10,567,534**	**200,799**	**-**	**10,935,702**
Additions	35	9,385	3,876	1,555	14,851
Transfers	-	9,478	-	(746)	8,732
Disposals	-	(39,198)	(26,244)	(55)	(65,497)
Write-offs	(5,824)	(11,713)	(355)	-	(17,892)
As at 31 December 2019	**161,580**	**10,535,486**	**178,076**	**754**	**10,875,896**
Accumulated depreciation and impairment loss					
As at 1 January 2018	**114,783**	**2,875,368**	**162,073**	**-**	**3,152,224**
Depreciation for the year	18,841	629,635	24,630	-	673,106
Loss on impairment	-	2,423,000	-	-	2,423,000
Transfers	(1,558)	(7,831)	(7,548)	-	(16,937)
Disposals	(356)	(25,349)	(20,892)	-	(46,597)
Write-offs	(1,136)	(17,384)	(1,815)	-	(20,335)
As at 31 December 2018 and 1 January 2019	**130,574**	**5,877,439**	**156,448**	**-**	**6,164,461**
Depreciation for the year	14,927	419,462	20,661	-	455,050
Loss on impairment	-	1,033,000	-	-	1,033,000
Transfers	-	(410)	-	-	(410)
Disposals	-	(38,839)	(24,938)	-	(63,777)
Write-offs	(5,614)	(11,713)	(321)	-	(17,648)
As at 31 December 2019	**139,887**	**7,278,939**	**151,850**	**-**	**7,570,676**
Net book value					
As at 1 January 2018					
Owned assets	53,777	7,679,520	39,756	-	7,773,053
Assets under finance leases	-	-	20,988	-	20,988
	53,777	**7,679,520**	**60,744**	**-**	**7,794,041**
As at 31 December 2018 and 1 January 2019					
Owned assets	36,795	4,690,095	27,984	-	4,754,874
Assets under finance leases	-	-	16,367	-	16,367
	36,795	**4,690,095**	**44,351**	**-**	**4,771,241**
As at 31 December 2019					
Owned assets	21,693	3,256,547	18,235	754	3,297,229
Assets under finance leases	-	-	7,991	-	7,991
	21,693	**3,256,547**	**26,226**	**754**	**3,305,220**

The gross amount of the Company's fully depreciated plant and equipment that was still in use as at 31 December 2019 amount of Baht 1,860.39 million (31 December 2018: Baht 1,722.15 million).

11. Intangible assets under operating agreement, deferred charges and intangible assets

	Consolidated financial statements				
			Intangible assets		
	Intangible assets under operating agreement	Deferred charges	Goodwill	Other intangible assets	Total intangible assets
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Cost					
As at 1 January 2018	**26,233,096**	**20,177**	**967,503**	**1,615,807**	**2,583,310**
Additions	271	-	-	1,409	1,409
Transfer	17,710	-	-	-	-
Disposal	-	-	-	(298)	(298)
Write-offs	-	-	-	(8,135)	(8,135)
Foreign currency translation adjustment	-	-	(5,096)	(5,639)	(10,735)
As at 31 December 2018 and 1 January 2019	**26,251,077**	**20,177**	**962,407**	**1,603,144**	**2,565,551**
Additions	-	-	-	1,658	1,658
Transfer	-	-	-	10,000	10,000
Disposal	(430)	-	-	(18)	(18)
Write-offs	(237,171)	-	-	(144)	(144)
Foreign currency translation adjustment	-	-	-	(12,390)	(12,390)
As at 31 December 2019	**26,013,476**	**20,177**	**962,407**	**1,602,250**	**2,564,657**

	Consolidated financial statements				
			Intangible assets		
	Intangible assets under operating agreement	Deferred charges	Goodwill	Other intangible assets	Total intangible assets
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Accumulated amortisation and impairment loss					
As at 1 January 2018	**22,246,527**	**4,544**	**913,539**	**1,242,723**	**2,156,262**
Amortisation for the year	1,150,330	2,018	-	103,921	103,921
Reversal of impairment	(170,000)	-	-	-	-
Transfers	16,880	-	-	-	-
Disposals	-	-	-	(298)	(298)
Write-offs	-	-	-	(8,128)	(8,128)
Foreign currency translation adjustment	-	-	(5,877)	(5,357)	(11,234)
As at 31 December 2018 and 1 January 2019	**23,243,737**	**6,562**	**907,662**	**1,332,861**	**2,240,523**
Amortisation for the year	1,213,975	2,018	-	97,795	97,795
Loss on impairment	426,526	-	-	9,293	9,293
Disposals	(430)	-	-	(1)	(1)
Write-offs	(236,021)	-	-	(144)	(144)
Foreign currency translation adjustment	-	-	-	(10,885)	(10,885)
As at 31 December 2019	**24,647,787**	**8,580**	**907,662**	**1,428,919**	**2,336,581**
Net book value					
As at 1 January 2018	**3,986,569**	**15,633**	**53,964**	**373,084**	**427,048**
As at 31 December 2018 and 1 January 2019	**3,007,340**	**13,615**	**54,745**	**270,283**	**325,028**
As at 31 December 2019	**1,365,689**	**11,597**	**54,745**	**173,331**	**228,076**

Impairment loss for intangible assets under operating agreement

The fierce competition in satellite industry has resulted to a significant market price erosion. Moreover, the major customers were churned both domestic and international with uncertainty of replacement. As a consequence, the satellite operating result of the company has been affected. The Company recorded impairment loss for intangible assets under operating agreement amounting to Baht 3,196 million for the year ended 31 December 2017. However, the Company has assessed the impairment of equipment which were measured by recoverable amount of intangible assets under operating agreement (value in use) by way of discounted cash flow approach applying the discount rate of 8%. The recoverable amount estimated by the discounted cash flow were higher than the book value of the assets. Therefore, the reversal of impairment loss was recorded in the amount of Baht 170 million for the year ended 31 December 2018.

On 17 December 2019, the Thaicom 5 Satellite has experienced a technical incident on the status notification system. The Company, together with the manufacturer of Thaicom 5 Satellite and specialists are in process of attempting to restore the status notification system. Then the specialists will provide an opinion regarding administrative procedure of Thaicom 5 Satellite, which may result in ceasing of the service of Thaicom 5 Satellite in the future. Nonetheless, to be able to continuously render the service to the customers, the Company, together with all relevant customers, has been cooperating in order to migrate the customers to other satellites.

The Company recognised an impairment loss for Thaicom 5 Satellite and related equipment with net book value amounting to Baht 222 million for the year ended 31 December 2019. In addition, the Company has assessed the impairment of intangible assets under operating agreement (excluded Thaicom 5 Satellite) which were measured by recoverable amount of intangible assets under operating agreement (value in use) by way of discounted cash flow approach applying discount rate of 8.3% resulting the recoverable amount was lower than the book value in the amount of Baht 205 million. The Company has recognised an impairment loss for the year ended 31 December 2019.

	Separate financial statements		
	Intangible assets under operating agreement	Deferred charges	Other intangible assets
	Baht'000	Baht'000	Baht'000
Cost			
As at 1 January 2018	**26,233,096**	**20,177**	**1,426,004**
Additions	271	-	1,409
Transfers	17,710	-	-
Disposals	-	-	(298)
Write-offs	-	-	(8,135)
As at 31 December 2018 and 1 January 2019	**26,251,077**	**20,177**	**1,418,980**
Transfers	-	-	10,000
Disposals	(430)	-	-
Write-offs	(237,171)	-	(144)
As at 31 December 2019	**26,013,476**	**20,177**	**1,428,836**
Accumulated amortisation and impairment loss			
As at 1 January 2018	**22,246,527**	**4,544**	**1,092,439**
Amortisation for the year	1,150,330	2,018	94,592
Reversal of impairment	(170,000)	-	-
Transfers	16,880	-	-
Disposal	-	-	(298)
Write-offs	-	-	(8,128)
As at 31 December 2018 and 1 January 2019	**23,243,737**	**6,562**	**1,178,605**
Amortisation for the year	1,213,975	2,018	88,812
Loss on impairment	426,526	-	9,293
Disposal	(430)	-	-
Write-offs	(236,021)	-	(144)
As at 31 December 2019	**24,647,787**	**8,580**	**1,276,566**
Net book value			
As at 1 January 2018	**3,986,569**	**15,633**	**333,565**
As at 31 December 2018 and 1 January 2019	**3,007,340**	**13,615**	**240,375**
As at 31 December 2019	**1,365,689**	**11,597**	**152,270**

12. Deferred tax assets

Deferred tax assets determined after appropriate off-setting are included in the statement of financial position as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Deferred tax assets	797,296	1,117,018	741,912	992,281
	797,296	**1,117,018**	**741,912**	**992,281**

Movements in total deferred tax assets during the year were as follows:

		Consolidated financial statements (Charged)/credited to:		
	As at 1 January 2019	Profit or loss (*Note 27*)	Other comprehensive income	**As at 31 December 2019**
Deferred tax assets	Baht'000	Baht'000	Baht'000	Baht'000
Loss carry forward	61,228	(60,136)	(659)	433
Allowance for doubtful accounts	6,202	1,922	(486)	7,638
Allowance for obsolete inventories	15,096	(1,467)	-	13,629
Deposits	24,463	(3,537)	-	20,926
Advance receipts from customers	12,948	1,524	(1,226)	13,246
Employee benefit obligations	31,016	14,350	5,010	50,376
Accrued expenses	34,015	(9,950)	(1,815)	22,250
Impairment loss on assets	915,429	(261,421)	(2,187)	651,821
Others	16,621	6,398	(6,042)	16,977
Total	**1,117,018**	**(312,317)**	**(7,405)**	**797,296**

		Consolidated financial statements (Charged)/credited to:		
	As at 1 January 2018	Profit or loss (*Note 27*)	Other comprehensive income	**As at 31 December 2018**
Deferred tax assets	Baht'000	Baht'000	Baht'000	Baht'000
Loss carry forward	3,122	63,904	(5,798)	61,228
Allowance for doubtful accounts	4,350	2,284	(432)	6,202
Allowance for obsolete inventories	16,250	(293)	(861)	15,096
Deposits	30,735	(6,272)	-	24,463
Advance receipts from customers	21,131	(7,452)	(731)	12,948
Employee benefit obligations	33,941	(3,856)	931	31,016
Accrued expenses	17,765	18,946	(2,696)	34,015
Impairment loss on assets	639,200	276,229	-	915,429
Others	9,331	5,854	1,436	16,621
Total	**775,825**	**349,344**	**(8,151)**	**1,117,018**

	Separate financial statements			
		(Charged)/credited to:		
	As at 1 January 2019	Profit or loss (*Note 27*)	Other comprehensive income	**As at 31 December 2019**
	Baht'000	Baht'000	Baht'000	Baht'000
Deferred tax assets				
Allowance for obsolete inventories	15,096	(1,467)	-	13,629
Deposits	23,301	(3,233)	-	20,068
Employee benefit obligations	27,118	13,893	5,170	46,181
Impairment loss on assets	915,429	(258,303)	-	657,126
Others	11,337	(2,221)	(4,208)	4,908
Total	**992,281**	**(251,331)**	**962**	**741,912**

	Separate financial statements			
		(Charged)/credited to:		
	As at 1 January 2018	Profit or loss (*Note 27*)	Other comprehensive income	**As at 31 December 2018**
	Baht'000	Baht'000	Baht'000	Baht'000
Deferred tax assets				
Allowance for obsolete inventories	13,960	1,136	-	15,096
Deposits	29,963	(6,662)	-	23,301
Employee benefit obligations	29,790	(3,709)	1,037	27,118
Impairment loss on assets	639,200	276,229	-	915,429
Others	(8,060)	16,664	2,733	11,337
Total	**704,853**	**283,658**	**3,770**	**992,281**

13. Other non-current assets

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Withholding taxes receivable	147,970	164,440	140,608	154,075
Tax assessment's deposits	182,701	200,994	182,701	200,994
Others deposit	15,256	15,290	15,256	15,290
Others	4,422	17,459	-	10,000
	350,349	398,183	338,565	380,359
Less accumulated impairment loss	(51,153)	(53,955)	(51,153)	(53,955)
Total	**299,196**	**344,228**	**287,412**	**326,404**

14. Interest-bearing liabilities

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Current				
Current portion of long-term borrowings				
Loans from financial institutions	383,273	412,127	383,273	412,127
Loans from others	8,729	8,714	8,729	8,714
Total current portion of long-term borrowings	392,002	420,841	392,002	420,841
Current portion of debenture	-	2,253,000	-	2,275,000
Total current interest-bearing liabilities	392,002	2,673,841	392,002	2,695,841
Non-current				
Long-term borrowings				
Loans from financial institutions	1,533,091	2,060,638	1,533,091	2,060,638
Loans from others	6,410	18,061	6,410	18,061
Total long-term borrowings	1,539,501	2,078,699	1,539,501	2,078,699
Long-term debentures	2,271,223	2,270,312	2,274,223	2,273,312
Total non-current interest-bearing liabilities	3,810,724	4,349,011	3,813,724	4,352,011
Total	**4,202,726**	**7,022,852**	**4,205,726**	**7,047,852**

Long-term debentures

As at 31 December 2019, the Company has one tranche totaling Baht 2,275 million, with a par value of Baht 1,000 each, unsubordinated and unsecured with having registered and bond holders' representative debentures as follows:

Issue date	No. of units	Amount	Interest rate (per annum)	Term of interest payment	Principal payment term	Outstanding balance as at 31 December 2019
	Million	Million Baht				Million Baht
29 September 2014	2.275	2,275	4.68%	Semiannually	Entirely redeemed on 2 October 2021	2,275
Total debenture						2,275
Less bond issuing cost						(1)
Net						**2,274**

The movements in the borrowing can be analysed as follows:

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht'000	Baht'000	Baht'000	Baht'000
For the year ended 31 December					
Opening net book value		7,022,852	7,446,417	7,047,852	7,483,417
Repayment of borrowings		(2,790,945)	(414,483)	(2,812,945)	(414,483)
Amortisation of finance costs	25	911	1,066	911	1,066
Gain on exchange rate		(30,092)	(28,433)	(30,092)	(28,433)
Others		-	18,285	-	6,285
Closing net book value		**4,202,726**	**7,022,852**	**4,205,726**	**7,047,852**

The group has to maintain the financial ratios restricted in the long-term loan agreements.

The interest rate exposure of the borrowings of the Group is as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Total borrowings:				
- at fixed rates	2,286,362	4,550,086	2,289,362	4,575,086
- at floating rates	1,916,364	2,472,766	1,916,364	2,472,766
Total	**4,202,726**	**7,022,852**	**4,205,726**	**7,047,852**
Weighted average interest rates:				
- Loans	4.27%	4.78%	4.27%	4.78%
- Debentures	4.68%	4.48%	4.68%	4.48%

The periods to maturity of long-term borrowings and long-term debentures net of financial costs were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Later than 1 year but not later than 2 years	2,656,315	423,778	2,659,315	423,778
Later than 2 years but not later than 5 years	1,154,409	3,925,233	1,154,409	3,928,233
Total	**3,810,724**	**4,349,011**	**3,813,724**	**4,352,011**

The Group has to maintain the financial ratios restricted in the long-term borrowing agreements and to comply with certain restrictions and maintain certain financial ratios under the terms and conditions of the debentures.

Credit facilities

As at 31 December 2019, available credit facilities for loans from local and overseas banks are Baht 3,247.57 million and USD 30.00 million (2018: Baht 3,924.41 million and USD 30.00 million).

Reconciliation of liabilities arising from financing activities

Unit: Thousand Baht

	Consolidated financial statements			
	Finance lease liabilities	**Long-term loans**	**Debentures**	**Total**
As at 1 January 2019	26,775	2,472,765	4,523,312	7,022,852
Change in cashflows				
Repayment of borrowings	(11,635)	(526,310)	(2,253,000)	(2,790,945)
Non-cash changes				
Amortisation of finance costs	-	-	911	911
Change in currency translation	-	(30,092)	-	(30,092)
As at 31 December 2019	**15,140**	**1,916,363**	**2,271,223**	**4,202,726**

Unit: Thousand Baht

	Consolidated financial statements			
	Finance lease liabilities	**Long-term loans**	**Debentures**	**Total**
As at 1 January 2018	30,721	2,905,450	4,510,246	7,446,417
Change in cashflows				
Repayment of borrowings	(10,231)	(404,252)	-	(414,483)
Non-cash changes				
Addition of finance lease	6,285	-	-	6,285
Amortisation of finance costs	-	-	1,066	1,066
Investment in debentures within the Group	-	-	12,000	12,000
Change in currency translation	-	(28,433)	-	(28,433)
As at 31 December 2018	**26,775**	**2,472,765**	**4,523,312**	**7,022,852**

Unit: Thousand Baht

	Separated financial statements			
	Finance lease liabilities	**Long-term loans**	**Debentures**	**Total**
As at 1 January 2019	26,775	2,472,765	4,548,312	7,047,852
Change in cashflows				
Repayment of borrowings	(11,635)	(526,310)	(2,275,000)	(2,812,945)
Non-cash changes				
Amortisation of finance costs	-	-	911	911
Change in currency translation	-	(30,092)	-	(30,092)
As at 31 December 2019	**15,140**	**1,916,363**	**2,274,223**	**4,205,726**

Unit: Thousand Baht

	Separated financial statements			
	Finance lease liabilities	**Long-term loans**	**Debentures**	**Total**
As at 1 January 2018	30,721	2,905,450	4,547,246	7,483,417
Change in cashflows				
Repayment of borrowings	(10,231)	(404,252)	-	(414,483)
Non-cash changes				
Addition of finance lease	6,285	-	-	6,285
Amortisation of finance costs	-	-	1,066	1,066
Change in currency translation	-	(28,433)	-	(28,433)
As at 31 December 2018	**26,775**	**2,472,765**	**4,548,312**	**7,047,852**

15. Trade and other current payables

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht'000	Baht'000	Baht'000	Baht'000
Trade payables					
- Related parties	4	2,631	3,821	5,862	16,701
- Other parties		248,507	258,785	127,679	146,204
Total		**251,138**	**262,606**	**133,541**	**162,905**
Other current payables					
- Accrued expenses		234,211	329,036	250,958	302,859
- Others		69,368	121,250	34,257	77,818
Total		**303,579**	**450,286**	**285,215**	**380,677**
Total trade and other current payables		**554,717**	**712,892**	**418,756**	**543,582**

16. Other current liabilities

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Short-term deposits from customers	22,228	31,091	19,677	28,197
Other taxes	33,592	58,215	4,111	16,296
Others	758	2,008	1	-
Total	**56,578**	**91,314**	**23,789**	**44,493**

17. Non-current provisions for employee benefit

The statement of financial position obligations was determined as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Present value of unfunded obligations	231,766	160,747	205,056	135,592
Statement of financial position	**231,766**	**160,747**	**205,056**	**135,592**

Movements in the present value of the employee benefit obligations:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Employee benefit obligations at 1 January	160,747	175,940	135,592	148,951
Benefits paid by the plan	(30,401)	(85,311)	(18,657)	(71,172)
Include in profit or loss:				
Current service costs and interest	75,278	23,212	62,269	19,387
Loss from settlement during the year	-	41,957	-	33,241
	75,278	**65,169**	**62,269**	**52,628**
Included in other comprehensive income:				
Actuarial loss recognised during the year	26,142	4,949	25,852	5,185
	26,142	**4,949**	**25,852**	**5,185**
Employee benefit obligations as at 31 December	**231,766**	**160,747**	**205,056**	**135,592**

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	%	%	%	%
Discount rate	2.40	3.20	2.40	3.20
Future salary increases	5.00	5.00	5.00	5.00

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Consolidated financial statements		Separate financial statements	
	Baht'000	Baht'000	Baht'000	Baht'000
Defined benefit obligation 31 December 2019	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(13,056)	14,074	(10,898)	11,739
Future salary growth (0.5% movement)	12,970	(12,188)	10,812	(10,167)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

18. Other non-current liabilities

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Long-term deposits from customers	127,165	161,876	121,161	155,079
Others	110,970	122,277	110,970	122,277
Total	**238,135**	**284,153**	**232,131**	**277,356**

19. Share capital and share-based payment transaction

	Par value per share (Baht)	2019 Number Share'000	2019 Amount Baht'000	2018 Number Share'000	2018 Amount Baht'000
Authorised					
At 1 January					
- ordinary shares	*5*	1,099,977	5,499,884	1,099,977	5,499,884
Increase of new shares	*5*	-	-	-	-
At 31 December					
- ordinary shares	***5***	**1,099,977**	**5,499,884**	**1,099,977**	**5,499,884**
Issued and paid-up					
At 1 January					
- ordinary shares	*5*	1,096,102	5,480,510	1,096,067	5,480,333
Issue of new shares from exercise warrants	*5*	-	-	35	177
At 31 December					
- ordinary shares	***5***	**1,096,102**	**5,480,510**	**1,096,102**	**5,480,510**

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

Share-based payment transaction

19.1 Share-based payment transaction settled by equity

19.1.1 Information of project

The issuance and offering of warrants to purchase ordinary shares to directors and employees of the Company and its subsidiaries. The warrants are offered directly to employees who are full-time employed and qualify for the Performance Share Plan project ("Project"). Major information is listed below:

	Project II	**Project III**	**Project IV**
Issued date:	27 March 2014	26 March 2015	30 March 2016
Issued:	1,197,700 units	1,085,300 units	1,074,300 units
Exercise price:	38.265 Baht/Share	37.626 Baht/Share	25.918 Baht/Share
Number of reserved shares:	1,197,700 shares	1,085,300 shares	1,074,300 shares
Offer period:	5 years after first time to offered the warrant		
Offer price per unit:	Baht 0 (zero Baht)		
Exercise ratio:	One unit of warrant per one ordinary share		

Movements in the number of warrants outstanding are as follows:

	1 January 2019	Issue during the period	Return during the period	Exercise during the period	Expire during the period	31 December 2019
	thousand unit	thousand unit	thousand unit	thousand unit	thousand unit	thousand unit
ESOP - Grant II						
Directors	374	-	-	-	(374)	-
Employees	769	-	-	-	(769)	-
Total	**1,143**	**-**	**-**	**-**	**(1,143)**	**-**
ESOP - Grant III						
Directors	254	-	-	-	-	254
Employees	691	-	-	-	-	691
Total	**945**	**-**	**-**	**-**	**-**	**945**
ESOP - Grant IV						
Directors	155	-	-	-	-	155
Employees	741	-	-	-	-	741
Total	**896**	**-**	**-**	**-**	**-**	**896**
Grand Total	**2,984**	**-**	**-**	**-**	**(1,143)**	**1,841**

19.1.2 Fair value measurement

The measurement is in reference to the fair value of the offered ordinary shares issued at the grant date using Monte Carlo Simulation techniques. The assumptions are as below:

	Project II	**Project III**	**Project IV**
Fair value at grant date	Baht 27.864	Baht 20.424	Baht 12.475
Share price at grant date	Baht 40.500	Baht 36.500	Baht 27.000
Exercise price	Baht 38.265	Baht 37.626	Baht 25.918
Expected volatility	41.562%	39.894%	36.534%
Expected dividend	1.111%	1.781%	2.407%
Risk-free interest rate	3.082%	2.340%	1.721%

Reconciliation of other reserve-shared-base payment settled by equity:

	Consolidated and separate financial statements	
For the years ended 31 December	2019	2018
	Baht'000	Baht'000
As at 1 January	14,745	11,793
Total expense recognised during the year in the statement of profit and loss	2,226	3,774
Decrease during the year	-	(822)
As at 31 December	**16,971**	**14,745**

19.2 Performance incentive payment settled by cash

On 9 May 2018, the Board of Director had a resolution to approve the revised amount of performance incentive payment to Baht 22.76 million allocating to the managements at the end of the project if the Absolute Total Shareholder Return and Relative Total Shareholder Return meet the criteria at the third year of the project. As at 31 December 2019, the Company remeasured the criteria of the project and found that the criteria cannot be met. Therefore, the Company did not recognise such expense.

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

20. Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

The Public Companies Act B.E. 2535 Section 116 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

Other components of equity

Currency translation differences

The currency translation differences account within equity comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Fair value changes in available-for-sale investments

The fair value changes in available-for-sale investments account within equity comprise the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised or impaired.

21. Segment information

Segment information is presented in respect of the Group's business and geographic segments. The primary format, business segments / geographic segments is based on the Group's management and internal reporting structure.

Business segments

The Group comprises the following main business segments:

Segment 1 Services relating to the satellite business and the transponder services segment
Segment 2 Sales and services relating to the internet and media business
Segment 3 Sales and services relating to the telephone network business

Geographic segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographic location of customers.

The areas of operation in Thailand are principally satellite business services, internet and media services. Lao PDRs' main activities are sales and services relating to telephone network business and satellite business services. Australia, India, Japan, Myanmar, Malaysia and Singapore main activities are sales and services relating to satellite business.

The Group comprises the following main geographic segments:

Segment 1 Thailand
Segment 2 Australia
Segment 3 India
Segment 4 Japan
Segment 5 Myanmar
Segment 6 Malaysia
Segment 7 Singapore
Segment 8 Others

Disaggregation of revenue

The Group derives its revenue from the transfer of goods and services over time and at a point in time in the following business segments. This is consistent with the revenue information that is disclosed for each reportable segment for the years ended 31 December 2019 and 2018 were as follows:

	Consolidated financial statements	
	2019	2018
	Baht'000	Baht'000
Segment revenues		
Satellite business services	4,560,949	5,808,081
Internet services and media	102,336	200,120
Total	**4,663,285**	**6,008,201**
Timing of revenue recognition		
At a point in time		
Satellite business services	326,316	216,189
Internet services and media	82,223	177,328
	408,539	**393,517**
Overtime		
Satellite business services	4,234,633	5,591,893
Internet services and media	20,113	22,791
	4,254,746	**5,614,684**
Total	**4,663,285**	**6,008,201**

Revenue and results, based on business segments, in the consolidated financial statements for the years ended 31 December 2019 and 2018 were as follows:

For the years ended	Satellite business services		Internet services and media		Telephone network		Consolidation eliminations		Total continuing operations		Discontinued operation		Consolidated financial statements	
31 December	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
Revenues	4,594	5,850	122	229	-	-	(53)	(71)	4,663	6,008	-	224	4,663	6,232
Shares of profit (loss) of investment in joint venture	-	-	-	-	(116)	119	-	-	(116)	119	-	-	(116)	119
Cost of sales and services	(3,613)	(4,112)	(112)	(188)	-	-	54	81	(3,671)	(4,219)	-	(137)	(3,671)	(4,356)
Selling and administrative expenses	(1,001)	(1,487)	(39)	(33)	-	-	1	4	(1,039)	(1,516)	-	(51)	(1,039)	(1,567)
Segment results	(20)	251	(29)	8	(116)	119	2	14	(163)	392	-	36	(163)	428
Gain (loss) from sale of investment									(29)	1,950	-	-	(29)	1,950
Other income									337	192	-	3	337	195
Net gain (loss) on foreign exchange									(128)	5	-	-	(128)	5
Loss on impairment asset									(1,623)	(2,253)	-	-	(1,623)	(2,253)
Profit (loss) before finance cost and income tax expense									(1,606)	286	-	39	(1,606)	325
Finance costs									(300)	(338)	-	(1)	(300)	(339)
Operating profit (loss)									(1,906)	(52)	-	38	(1,906)	(14)
Income tax expense									(344)	269	-	(8)	(344)	261
Non-controlling interests									-	-	-	(17)	-	(17)
Net Profit (loss)									**(2,250)**	**217**	**-**	**13**	**(2,250)**	**230**

	Satellite business services		Internet services and media		Telephone network		Consolidation eliminations		Total continuing operations		Discontinued operation		Consolidated financial statements	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
Segment assets	13,891	18,741	488	644	-	-	(535)	(570)	13,844	18,815	-	-	13,844	18,815
Loan to related parties	1,758	1,943	-	-	-	-	-	-	1,758	1,943	-	-	1,758	1,943
Investment in joint venture	-	-	-	-	1,409	1,444	-	-	1,409	1,444	-	-	1,409	1,444
Total assets													**17,011**	**22,202**
Segment liabilities	1,806	1,987	14	72	-	-	(6)	(17)	1,814	2,042	-	-	1,814	2,042
Borrowings	4,202	7,023	-	-	-	-	-	-	4,202	7,023	-	-	4,202	7,023
Total liabilities													**6,016**	**9,065**

Revenues based on geographical segments, in the consolidated financial statements for the years ended 31 December 2019 and 2018 were as follows:

	2019	2018
	Baht'000	Baht'000
Segment revenue		
Thailand	2,250,706	3,224,969
Australia	250,008	252,494
India	660,084	649,830
Japan	618,626	662,558
Myanmar	126,924	180,258
Malaysia	257,905	272,771
Others	499,032	765,321
Total continued operation	**4,663,285**	**6,008,201**
Discontinued Operation	-	224,527
Total	**4,663,285**	**6,232,728**

Major customers of the Group

For the years ended 31 December 2019 and 2018, the Group has no revenue transactions with a single external customer amount to 10 percent or more of the Group's revenues.

Non-current assets based on geographical segments in the consolidated financial statements as at 31 December 2019 and 2018 were as follows:

	2019	2018
	Baht'000	Baht'000
Non-current assets		
Thailand	5,102,533	8,323,092
Australia	24,295	16,787
India	7,308	17,460
Japan	9,182	17,636
Myanmar	-	19
Singapore	2,536,267	2,901,457
Others	73,856	129,920
Total	**7,753,441**	**11,406,371**

22. Revenues from sale of goods and rendering of services

	Consolidated financial statements		**Separate financial statements**	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Continuing operation				
Revenues from sale of goods	264,909	382,882	147,187	191,381
Revenues from rendering of services	4,398,376	5,625,319	4,122,424	5,266,149
	4,663,285	**6,008,201**	**4,269,611**	**5,457,530**
Discontinued operation				
Revenues from sale of goods	-	31,184	-	-
Revenues from rendering of services	-	193,343	-	-
	-	**224,527**	**-**	**-**
Total	**4,663,285**	**6,232,728**	**4,269,611**	**5,457,530**

23. Gain from sale of investment in a subsidiary

Thai Advance Innovation Company Limited ("Thai AI"), a subsidiary entered into Shares Tender Agreement on 6 October 2017 to sell entire ordinary shares held in CS Loxinfo Public Company Limited ("CSL") amount of 250,099,990 shares or 42.07% of the issue and paid-up share capital to Advance Wireless Network Company Limited ("AWN") at the bid price of Baht 7.80 per share, totaling of Baht 1,950.78 million. The disposal of CSL is accomplished on 25 January 2018 and there were gain on sale of investment in the amount of Baht 1,949.52 million and profit from discontinued operation in the amount of Baht 29.65 million in consolidated statements of profit or loss for the year ended 31 December 2018.

Gain from sale of investment in a subsidiary for the year ended 31 December 2018 was as follows:

Unit: Thousand Baht

Consideration of sale	1,950,780
Less expenses related to the sale	(4,876)
Net consideration of sale	**1,945,904**
Total assets	1,842,453
Total liabilities	1,020,338
Net assets	**822,115**
Less non-controlling interests	(474,756)
Net assets attributable to owners of parent	347,359
Reverse of cumulative gain on dilution of investment in a subsidiary	350,971
	3,612
Gain from sale of investment in a subsidiary	**1,949,516**

The statement of profit or loss for the year ended 31 December 2018 has been presented to show the discontinued operations separately from continuing operations.

		Consolidated financial statements
For the year ended 31 December	Note	2018
		Baht'000
Results of discontinued operation		
Revenue		227,372
Expenses		(189,241)
Results from operating activities		**38,131**
Income tax		(8,482)
Results from operating activities, net of income tax		**29,649**
Earnings per share		
Basic earnings per share (Baht)	28	0.01
Diluted earnings per share (Baht)	28	0.01

24. Other income

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Continuing operation				
Consulting and management fees	7,389	7,717	35,425	48,603
Interest income	203,335	182,852	192,648	177,488
Gain (loss) on sale of equipment	5,161	(4,585)	4,813	(4,541)
Compensation from customer	59,530	-	-	-
Bad debt recovery	51,752	-	51,752	-
Others	9,899	6,319	9,199	3,636
Total other income from continuing operation	**337,066**	**192,303**	**293,837**	**225,186**
Discontinued operation	-	2,845	-	-
Total	**337,066**	**195,148**	**293,837**	**225,186**

25. Expenses by nature

The statements of profit or loss include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht'000	Baht'000	Baht'000	Baht'000
Continuing operation				
Impairment loss on assets	1,622,700	2,253,000	1,468,819	2,253,000
Depreciation of plant and equipment	500,283	719,412	455,050	673,106
Amortisation of intangible assets under the agreements for operations, deferred charges and intangible assets	1,313,787	1,256,268	1,304,803	1,246,940
Amortisation of finance costs	911	1,066	911	1,066
Staff costs	887,799	959,965	627,277	663,717
Discontinued operation				
Depreciation of plant and equipment	-	13,029	-	-
Amortisation of intangible assets	-	1,312	-	-
Staff costs	-	42,221	-	-

26. Provident funds

The defined contribution plans comprise provident funds established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 3% to 7% of their basic salaries and by the Group at rates ranging from 3% to 7% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

27. Income tax expense

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht'000	Baht'000	Baht'000	Baht'000
Current tax expense from continuing operation					
Current tax expense		(31,393)	(80,127)	(421)	51,271
Deferred tax expense					
Movement in temporary differences	12	(312,317)	349,344	(251,331)	283,658
Total		**(343,710)**	**269,217**	**(251,752)**	**334,929**
Total current tax expense from continuing operation		**(343,710)**	**269,217**	**(251,752)**	**334,929**
Current tax expense from discontinued operation	23	-	(8,482)	-	-
Total current tax expense		**(343,710)**	**260,735**	**(251,752)**	**334,929**

Reconciliation of effective tax rate

	Consolidated financial statements			
	2019		2018	
	Rate (%)	Baht'000	Rate (%)	Baht'000
Profit (loss) for the year		(2,249,949)		217,036
Total income tax expense		343,710		(269,217)
Loss before total income tax expense		(1,906,239)		(52,181)
Income tax using the Thai corporation tax rate	20	381,248	20	10,436
Effect of different tax rates in foreign jurisdictions		(131,972)		110,897
Share of loss of investment in a joint venture		(23,290)		(23,878)
Effect of the income recognised in different periods for account and tax purposes		-		7,119
Effect of non-deductible tax and expense recognised in different periods for accounting and tax purposes		(201,812)		51,497
Current year losses for which no deferred tax asset was recognised		(68,456)		29,827
Write-off of deferred tax asset		(269,213)		-
Others		(30,215)		83,319
Total	**(18)**	**(343,710)**	**516**	**269,217**

	Separate financial statements			
	2019		2018	
	Rate (%)	Baht'000	Rate (%)	Baht'000
Profit (loss) for the year		(2,249,949)		217,036
Total income tax expense		251,752		(334,929)
Loss before total income tax expense		(1,998,197)		(117,893)
Income tax using the Thai corporation tax rate	20	399,639	20	23,579
Income not subject to tax		5,951		9,720
Share of profit (loss) of investment in subsidiaries and a joint venture		(119,573)		325,756
Effect of the income recognised in different periods for account and tax purposes		-		6,684
Effect of the non-deductible tax expense and expense recognised in different periods for accounting and tax purposes		(200,557)		(85,442)
Current year losses for which no deferred tax asset was recognised		(67,999)		-
Write-off of deferred tax asset		(269,213)		-
Others		-		54,632
Total	**(13)**	**(251,752)**	**284**	**334,929**

28. Earnings (loss) per share

Basic earnings (loss) per share

The calculations of basic earnings (loss) per share for the years ended 31 December 2019 and 2018 were based on the profit (loss) for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years by weighted average method as follows:

	Consolidated financial statements and separate financial statements					
	2019			2018		
	Continuing operation	Discontinued operation	Total	Continuing operation	Discontinued operation	Total
	(in thousand Baht/thousand share)					
For the years ended 31 December						
Profit (loss) attributable to ordinary shareholders of the Company (basic)	**(2,249,949)**	**-**	**(2,249,949)**	**217,036**	**12,509**	**229,545**
Number of ordinary shares outstanding	**1,096,102**	**-**	**1,096,102**	**1,096,102**	**1,096,102**	**1,096,102**
Earnings (loss) per share (basic) *(Baht)*	**(2.05)**	**-**	**(2.05)**	**0.20**	**0.01**	**0.21**

Diluted earnings (loss) per share

The calculation of diluted earnings (loss) per share for the years ended 31 December 2019 and 2018, were based on the earnings (loss) for the period attributable to equity holders of the Company and the number of ordinary shares outstanding during the period after adjusting for the effects of all dilutive potential ordinary shares. However, for the years ended 31 December 2019 and 2018, the Company did not calculate diluted earnings per share since exercise price is higher than fair value of weighted ordinary shares during the year.

29. Dividend

At the annual general meeting of the shareholders of the Company held on 28 March 2018, the shareholders approved the appropriation of dividend of Baht 1.36 per share, amounting to Baht 1,491 million. The dividend was paid to shareholders on 25 April 2018.

30. Financial instruments

Financial risk management policies

The principal financial risks faced by the Group are interest rate risk and exchange rate risk. The Group borrows at fixed and floating rates of interest for capital expenditure. Certain sales, purchases and a portion of borrowings are denominated in foreign currencies. In order to manage the risks arising from fluctuations in exchange rates and interest rates, the Group makes use of derivative financial instruments.

The objectives of using derivative financial instruments are to reduce uncertainty over future cash flows arising from movements in interest and exchange rates, and to manage the liquidity of cash resources. The following strategies are employed to achieve these objectives. Interest rate exposures are managed through interest rate swaps taken out with commercial banks and foreign exchange forward contracts and foreign currency options are taken out to manage the currency risks in future sales, purchases and loan repayments. Decisions on the level of risk undertaken are governed by corporate policy, which has established limits by transaction type and by counterparty.

Trading for speculative purposes is prohibited. All derivative transactions are subject to approval of the management before execution.

Management of currency and interest rate exposures is the responsibility of the Treasury Department. Management reports contain detail of cost and market value for all derivative financial instruments including outstanding forward contracts and cross currency and interest rate swap. An analysis of exposures against the limits established by the management is also provided. These limits principally cover the maximum permitted exposure in respect of short-term investment regarding to guideline to short-term investment policy.

Capital management

The primary objective of the Company's capital management is to provide good returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure in order to support asset management plan and new investment opportunities which will create value and strengthen financial position for the whole group.

Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies.

As at 31 December 2019 and 2018, the Group was exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

	Consolidated financial statements			
	2019		2018	
	Foreign currency	Baht	Foreign currency	Baht
	million	million	million	million
Assets				
US Dollars	71.07	2,130.46	114.76	3,704.99
Euro	0.12	3.86	0.11	4.26
India Rupee	463.12	182.70	446.35	193.71
New Zealand Dollars	0.95	19.01	0.14	3.09
Australia Dollars	0.06	1.26	0.10	2.15
Hong Kong Dollars	2.50	9.58	2.50	10.26
Total		2,346.87		3,918.46
Liabilities				
US Dollars	78.61	2,384.48	94.34	3,076.80
India Rupee	246.87	110.97	246.77	122.22
Australia Dollars	0.06	1.25	0.05	1.22
New Zealand Dollars	0.34	6.90	-	-
Vietnam Dong	50.91	6.66	163.63	0.23
Total		2,510.26		3,200.47

Foreign currency assets mainly represent cash at bank and trade receivables. Foreign currency liabilities mainly represent trade payables, accounts payable - plant and equipment and borrowings.

Credit risk

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high quality financial institutions.

Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations, including finding short term credit facility from various banks for reserve in case of necessary and to mitigate the effects of fluctuations in cash flows.

Determination of fair values

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The carrying amount of cash and cash equivalents, short-term investments, trade receivables, amounts due from related parties, short-term loans and advances to related parties, trade payables, accounts payable-plant and equipment, amounts due to related parties, and short-term borrowings are assumed to approximate their fair value due to the short maturities of these instruments.

Fair values of interest-bearing liabilities, together with the carrying amount values shown in the statement of financial position as follows:

	Consolidated financial statements				
		Fair value			
	Carrying amount	Level 1	Level 2	Level 3	Total
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
As at 31 December 2019					
Current					
Debt securities available for sale	1,945,154	-	1,945,154	-	1,945,154
Current portion of long-term loan to related party	630,635	-	-	632,116	632,116
Current portion of long-term borrowings	392,002	-	-	396,693	396,693
Non - current					
Long-term loan to related party	1,127,499	-	-	1,130,148	1,130,148
Long-term borrowings	1,539,501	-	-	1,558,266	1,558,266
Debentures	2,271,223	-	2,410,492	-	2,410,492
As at 31 December 2018					
Current					
Debt securities available for sale	1,954,276	-	1,954,276	-	1,954,276
Current portion of long-term loan to related party	485,725	-	-	598,473	598,473
Current portion of long-term borrowings	420,841	-	-	426,386	426,386
Current portion of debentures	2,253,000	-	2,353,503	-	2,353,503
Non - current					
Long-term loan to related party	1,457,174	-	-	1,795,418	1,795,418
Long-term borrowings	2,078,699	-	-	2,106,425	2,106,425
Debentures	2,270,312	-	2,371,588	-	2,371,588

	Separated financial statements				
		Fair value			
	Carrying amount	Level 1	Level 2	Level 3	Total
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
As at 31 December 2019					
Current					
Debt securities available for sale	2,108,678	-	2,108,678	-	2,108,678
Current portion of long-term loan to related party	655,635	-	-	657,116	657,116
Current portion of long-term borrowings	392,002	-	-	396,693	396,693
Non - current					
Long-term loan to related parties	1,127,499	-	-	1,130,148	1,130,148
Long-term borrowings	1,539,501	-	-	1,558,266	1,558,266
Debentures	2,274,223	-	2,414,125	-	2,414,125
As at 31 December 2018					
Current					
Debt securities available for sale	2,046,221	-	2,046,221	-	2,046,221
Current portion of long-term loan to related party	525,725	-	-	638,473	638,473
Current portion of long-term borrowings	420,841	-	-	426,386	426,386
Current portion of debentures	2,275,000	-	2,376,480	-	2,376,480
Non - current					
Long-term loan to related parties	1,467,174	-	-	1,795,418	1,795,418
Long-term borrowings	2,078,699	-	-	2,106,425	2,106,425
Debentures	2,273,312	-	2,374,717	-	2,374,717

Fair value hierarchy

The table above analyses recurring fair value measurements for financial assets. These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group/Company can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The Group determines Level 2 fair values for debentures have been determined based on quoted selling prices from The Thai Bond Market Association at the close of the business on the reporting date.

The Group determines Level 3 fair values for borrowing have been estimated using discounted cash flows based on the Group's incremental borrowing rates for similar types of borrowings.

31. Commitments with non-related parties

31.1 Agreement for operation of domestic communication satellite

The Company was permitted by the Ministry of Transport and Communications, under an agreement dated 11 September 1991 and an amendment thereto dated 22 March 1992, to operate and administer certain satellite projects and to render transponder services for domestic and international communications as well as the right to collect, for a thirty-year period, service charges from users of the transponders. The agreements for operation have been transferred to the Ministry of Digital Economy and Society ("MDE") (previously named Ministry of Information and Communication Technology ("MICT")).

Under the aforementioned agreement, the Company must pay an annual fee to MDE based on a percentage of certain service incomes or at the minimum level specified in the agreement, whichever is higher. As at 31 December 2019, the remaining minimum fee is Baht 159 million (31 December 2018: Baht 245 million). In addition, the Company, according to the aforementioned agreement, must transfer its ownership of all satellites, and monitoring stations and other operating equipment to MDE on the date of completion of construction and installation.

31.2 Shareholder agreement

Lao Telecommunications Company Limited ("LTC") is a joint venture, which was established under the terms of a Joint Venture Contract dated 8 October 1996, signed by the Government of the Lao People's Democratic Republic ("LAOGOV") and Intouch Holdings Public Company Limited (formerly named Shinawatra Computer and Communications Public Company Limited), According to the aforementioned Joint Venture Contract, LTC has the right to provide telecommunication services - fixed line phone, mobile phone, international facilities, internet and paging - within the Lao PDR for 25 years. Currently, Shenington Investments Pte Ltd. ("SHEN"), which is a joint venture of the Company, owns 49% of LTC's registered shares. After the end of the 20th year, in 2016, LAOGOV shall have the right to consider purchasing all LTC's shares at a market price. And after the end of the 23rd year, in 2019, the Group has a right to submit a proposal to LAOGOV to consider the extension of the term of agreement. Otherwise at the end of the 25th year, in 2021, the Group has to transfer all of LTC's shares to LAOGOV without any charges (Note 9). According to the shareholder agreement, LTC is required to invest at least USD 400 million in the projects specified in the agreement within 25 years, which LTC had invested completely according to the agreement.

On 23 October 2015, SHEN and LAOGOV have officially reached the agreement to extend the Joint Venture Agreement and the Master Agreement for the Development of Telecommunications Services in the Lao PDR, as a result LTC obtain right to operate communication service in Lao PDR for a further period of 25 years until 2046. According to the amended agreements, LTC is required to invest at least USD 400 million in the projects specified in the agreements within 25 years.

31.3 Agreements for operation of the Company and subsidiary companies for the satellite uplink-downlink and Satellite Internet services and Internet services in Thailand

Currently, the National Broadcasting and Telecommunications Commission ("NBTC") (previously termed the National Telecommunications Commission ("NTC")) is responsible for granting licenses to provide telecommunication services and internet access services in Thailand. The Company and its subsidiaries operate the business to provide internet, broadcasting and telecommunication services under licenses granted by NBTC as follows:

Type of license	Issued Date	Period
License of the Company		
Telecom Operation License Type I	16 August 2016	5 years
Telecom Operation License Type III	26 September 2012	20 years
Internet Operation License Type I	7 May 2015	5 years
License of Thai Advance Innovation Company Limited		
Broadcasting Operation License	21 January 2013	15 years
License of TC Broadcasting Company Limited		
Broadcasting Operation License	4 March 2013	15 years
Telecom Operation License Type III	10 November 2015	15 years

Revenue of the Company under the NBTC's regulation

Revenue from rendering of services and equipment rentals of the Company for the years ended 31 December 2019 and 2018 was classified as follows:

	Separate financial statements	
	2019	2018
	Baht'000	Baht'000
Telecom Operation License Type I	39,199	65,566
Telecom Operation License Type III	272,651	229,464
Internet Operation License Type I	20,963	-
Other service income	3,936,798	5,162,500
Total	**4,269,611**	**5,457,530**

31.4 Operating lease commitments

The Group has future aggregate minimum lease payments under non-cancellable operating leases as follows:

	Currency	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		thousands	thousands	thousands	thousands
Within one year	THB	30,655	3,581	30,655	3,581
	IDR	42,000	115,000	42,000	115,000
	VND	13,420	13,328	13,420	13,328
	YEN	1,392	1,392	-	-
	USD	38	70	38	-
	INR	2,596	1,825	-	-
	PHP	85	-	85	-
	AUD	61	180	-	-
	CNY	188	-	188	-
Total equivalent Baht		35,662	11,660	32,796	3,872
After one year but within five years	THB	20,073	5,933	20,073	5,933
	YEN	2,657	4,049	-	-
	AUD	9	9	-	-
	INR	4,542	-	-	-
Total equivalent Baht		23,046	7,345	20,073	5,933
Grand total equivalent Baht		**58,708**	**19,005**	**52,869**	**9,805**

31.5 Other commitments

The Group has commitments with banks, whereby the banks issued letters of guarantee, letters of credit and other guarantees in respect of business contracts, for the following amounts:

	Currency	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		thousands	thousands	thousands	thousands
Minimum operating agreement fee payable to Ministry of Digital Economy and Society	THB	61,238	56,667	61,238	56,667
Satellite space leasing by customers	USD	2,372	2,347	2,364	2,336
	THB	50,799	134,349	50,635	133,799
Others	THB	29,356	25,450	29,087	25,181

31.6 Other services agreement

On 1 December 2017, the Company entered into the Services Agreement for life-extension service to the satellites for five years term with a minimum commitment until the end of concession period of USD 8.88 million and with a certain right of termination by the Company under term and condition specified in the agreement. Another service fee of USD 71.12 million will be incurred depends on certain conditions of the agreement if the Company is allowed to operate the current concession satellites after the concession ends.

On 9 January 2020, the Company sent the letter to terminate the above contract due to the delay in compliance with the conditions of the contract which considered breach of contract.

32. Contingent liabilities

Assessment for income tax in India

The Tax Authority in India ('the Tax Authority'), has held that the payments received by the Company for providing Transponder Services ('TPS') to its Indian Customers and non-resident customers targeting Indian audience ('the Customer') was Royalty under both the Indian Income Tax Act ('the Act'), and the Double Taxation Avoidance Agreement between Thailand and India ('the DTAA') and subject to withholding tax at the rate of 15% on gross basis. But the Company considered income from Transponder Services to be business income, and as the Company does not have permanent establishment in India, such income is not taxable in India.

The Tax Authority still insisted on its consideration and raised the tax demand including surcharge, education tax and interest aggregating to INR 859.4 million (approximately Baht 362.7 million) against the said payment received by it from the customers and also levied penalty of INR 566.1 million (approximately Baht 238.9 million) for the Assessment Year ('AY') 1998-1999 to 2012-2013 (1 April 1997 to 30 March 2012).

So far, the Company had received Withholding Tax Certificates ('WTC') from its customers until Assessment Year ('AY') 2012-2013 net amounting to INR 593.8 million (approximately Baht 250.6 million), in which part of the amount is substituted and paid by the customer on behalf of the Company and used it as deposit. The Company had also deposited INR 480.4 million (approximately Baht 202.7 million). The deposit is presented as other non-current assets in the statements of financial position.

On 4 March 2011, Income Tax Appellate Tribunal (ITAT) gave its decision that the Company's income from transponder services in India was not a royalty and, as the Company has no permanent establishment in India, such income was not taxable in India.

As the consequence, the Company does not have to pay interest and penalty imposed by the Revenue Department of India, and ITAT also decided that the demand for penalty for the assessment year 1998-1999, 1999-2000, 2000-2001, 2001-2002 and 2002-2003 made by the Revenue Department of India against the Company be cancelled. The Revenue Department of India did not appeal against the ITAT's decision on penalty for the said assessment years to the High Court of Delhi and the ITAT's decision on penalty was final. On 30 December 2011, the Tax authority notified the partial return of deposit placed by the Company against the penalty for the Assessment Year ('AY') 1998-1999 to 2001-2002 and interest, aggregating to INR 162.4 million (approximately Baht 68.6 million).

Further to ITAT decision as stated in the preceding paragraphs, the Company is in the process of requesting the refund of the remaining deposit and withholding tax from the Tax Authority. Upon the final decision of the Supreme Court and the receipt of refund, the Company will forward the Customer the amount they substituted on behalf of the Company.

On 28 September 2011, the Tax Authority has filed an appeal against the decision of High Court on 17 February 2011 which decided that the Company's income from transponder services in India was not a royalty, to the Supreme Court. At the moment, this issue is still under the consideration of the Supreme Court.

The Supreme Court of India issued a letter dated 9 November 2011, to inform the agent of the Company's tax consultant of the appeal. Currently, the matter is in process, awaiting the Supreme Court of India's consideration.

33. Other events

33.1 According to the judgment of the Supreme Court, Criminal Division for Persons Holding Political Positions rendered on 26 February 2010, concerns the Company and its affiliated companies in many aspects. The Company is of the opinion that the consequence of the judgment is limited to the holding that some property of the person holding political position was improperly acquired by an abuse of power while being in a political position. The judgment does not contain any order indicating that the Company or its affiliated companies shall take any actions as the Company is not involved to the case. The Company and its affiliated companies have been operating to the best of its ability in accordance with the law and the agreements and in good faith. The Company and its affiliated companies have every right available under the law and agreements to provide the facts to prove its innocence and good faith in any proceeding which may be initiated by the relevant government agencies in accordance with the law and justice.

33.2 On 19 April 2007, Mr. Supong Limthanakul brought legal actions against the National Telecommunications Commission ("NTC"), the office of the NTC and the Ministry of Digital Economy and Society ("MDE") (previously named the Ministry of Information and Communication Technology ("MICT")) in the Central Administrative Court ("CAC") on the ground that the three state agencies neglected to perform their duties in overseeing whether the Company has been carrying on its telecommunications business lawfully after the sale of Shin Corporation Public Company Limited's shares to the new shareholder.

CAC issued an order dated 8 April 2009 making the Company the fourth respondent in order to allow the Company to file the Reply to the petitioner's claim including evidence, documentary or otherwise to CAC and the Company filed the Reply and supporting evidence in July 2009. On 10 June 2011, CAC has dismissed the verdict.

On 8 July 2011, Mr. Supong Limthanakul has filed an appeal with the Supreme Administrative Court ("SAC"). The case is under consideration by SAC. On 23 September 2011, the Company has filed an argument against appeal with the Supreme Administrative Court ("SAC").

On 28 December 2018, the Supreme Administrative Court issued an order that the ending date of the fact inquiry shall be held on 12 February 2019 which both plaintiff and defendant are required to submit the additional documents (if any) to the Court within the said period. After that, the Court shall further determine the first hearing date.

The Company is of the opinion that it will not be adversely affected in any way as the actions were brought against NTC, office of the NTC and MICT for neglecting to perform their duties and will not constitute a cause for terminating the operating agreement as the Company has fully complied with the terms and conditions of the operating agreement.

33.3 A subsidiary of the Company was being sued and claimed for the damages of satellite equipment in Australia since 2011. On 22 December 2016, the Court gave its judgement that the subsidiary shall compensate for damages of AUD 5.3 million with interest which the impact of such expense was recorded in the financial statements for the year 2016. On 17 March 2017, the subsidiary has filed an argument against appeal to Court.

On 16 February 2018, the Court ordered the appeal be dismissed which a subsidiary paid an interest and a portion of expense after the Court's decision in the amount of AUD 1.8 million. Nonetheless, the additional legal costs which a subsidiary shall compensate the Plaintiff are being aggregated for the certain amount by the Court.

33.4 The Company and its partner have a different interpretation of certain clauses of the cooperation agreement. As a result, the Company and such company have submitted the case to the arbitrator to consider and find a solution for such different view. All witnesses from both parties have been already cross-examined. During the year 2018, the arbitrator has already considered that the interpretation of certain clauses of the company is correct, and this decision is final.

Nonetheless, the said partner still has a different interpretation towards the Company's with execution considering breach of the cooperation agreement. The Company, therefore, had to submit the case to the arbitrator to re-consider. At present, it is being on the arbitration proceeding and the trial appointment date is also not determined.

33.5 Dispute over THAICOM 7 and THAICOM 8 satellites under Operating Agreement on Domestic Communication Satellite

On 5 October 2017, the Company received a letter from the Ministry of Digital Economy and Society (the "Ministry") stating that Thaicom 7 and Thaicom 8 satellites were the satellites under the Operating Agreement on Domestic Communication Satellite dated 11 September 1991 between Intouch Holdings Public Company Limited ("INTOUCH") and the Ministry (formerly known as the Ministry of Information and Communication Technology (MICT)) (the "Agreement"), which INTOUCH established the Company to operate works under the Agreement. In this regard, the letter from the Ministry stated a request for the full compliance with the Agreement on an urgent basis; e.g. transfer of ownership and delivery of assets, procurement of the backup satellite(s), payment of overdue revenue sharing, and property insurance.

The Extra-Ordinary Board of Directors' Meetings of the Company on 24 October 2017, considered such letter and consulted with legal advisor and then opined that Thaicom 7 and Thaicom 8 satellites were not the satellites under the Agreement as the procedures of Thaicom 7 and Thaicom 8 satellites fell under the scope of license received from the National Broadcasting and Telecommunications Commission. Moreover, the Company has fully complied with the terms and conditions of the Agreement and has not proceeded with any operations against or violating the Agreement. Therefore, the Company had a different opinion from the Ministry on Thaicom 7 and Thaicom 8 satellites. Accordingly, the Meetings resolved that the Company submit to an arbitrator the dispute, resulting from the terms of and compliance with the Agreement and that the parties thereto have not been able to resolve it, for further settlement. This is in accordance with Clause 45.1 of the Agreement and the Company has submitted the dispute to the Arbitration Institute on 25 October 2017, as appeared in the Black Case No. 97/2560.

The case is in the arbitration process. The Company does not have any duties to comply with any of the foregoing requests until the case is final. However, in August 2019, the Ministry filed a petition to the CAC on the arbitration jurisdiction over the Black Case No. 97/2560, and requesting the CAC's order to suspend the arbitration process. On 24 October 2019, the CAC had an order refusing to suspend the arbitration process.

34. Event after the reporting period

Dividend declaration of the Company

On 5 February 2020, the Company's Board of Directors passed a resolution to approve the dividend payment at Baht 0.20 per share, amounting to Baht 219 million. The Company will propose to the annual general shareholders' meeting for the year 2020 of the Company to approve afterward.

35. Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

The Federation of Accounting Professions has issued the Notification regarding Thai Accounting Standards, Thai Financial Reporting Standards and Thai Financial Reporting Standard Interpretation which have been announced in the Royal Gazette and will be effective for the financial statements for the period beginning on or after January 1, 2020 onwards, as follows:

TAS	**Topic**
No. 32	"Financial Instruments: Presentation"

TFRS	**Topic**
No. 7	"Financial Instruments: Disclosures"
No. 9	"Financial Instruments"
No. 16	"Leases"

TFRIC	**Topic**
No. 16	"Hedge of a Net Investment in a Foreign Operation"
No. 19	"Extinguishing Financial Liabilities with Equity Instruments"

46 numbers of Thai Accounting Standards, Thai Financial Reporting Standards, Thai Accounting Standards Interpretation and Thai Financial Reporting Standards Interpretation (Revised 2019) have been announced in the Royal Gazette on September 24, 2019 without material change in key concept, which will be effective for the financial statements for the period beginning on or after January 1, 2020 onwards.

The Group's management will adopt such TFRSs in the preparation of the Group's financial statements when they become effective. The Group's management is in the process to assess the impact of these TFRSs on the financial statements of the Group in the period of initial application.

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