

(Translation)

Registration No 0107535000265

(Formerly Bor Mor Jor 59)

22 February 2013

Subject Invitation to the 2013 Annual General Meeting of Shareholders (the Meeting)**To** All Shareholders of Advanced Info Service Public Company Limited**Attachments:**

1. A copy of Minutes of the Annual General Meeting of Shareholders held on 28 March 2012
2. Annual Report in which Balance Sheet (Statements of Financial Position) and Statements of Income for fiscal year ended 31 December 2012 as well as dividend policy and details of dividend payment are also attached
3. Preliminary information on the retiring directors proposed for re-appointment; and on the new directors proposed for appointment to fill up vacancy
4. A letter to conform with prohibitive characters in connection with foreign dominance
5. (a) Summary of details of offering and conditions of the Warrants, and ordinary shares of the Advanced Info Service Public Co., Ltd. not exceeding 405,800 shares to directors and employees of the Company and its subsidiaries
(b) Report of allocation of shares
(c) Opinion of the Remuneration Committee
6. Proxy Form B (which particulars of delegations are clearly determined)
Proxy Form A (general) and Form C (for foreign investors in which custodians in Thailand have been appointed) can be downloaded from the Company's Website
<http://investor.ais.co.th>
7. Definition and information of the independent directors to present as proxy
8. The Company's Articles of Association in relation to the General Meeting of Shareholders
9. Notes on documents and evidence identifying shareholders or proxies eligible to register, attend and vote at the Meeting
10. Procedures for attending the Annual General Meeting of Shareholders
11. Procedures for sending any query in advance
12. Map of the Meeting venue

Notice is hereby given by the Board of Directors (the Board) of Advanced Info Service Public Company Limited (the Company) that the 2013 Annual General Meeting of Shareholders shall be held on Wednesday of 27 March 2013 at 14.00 hours (**registration opens at 12.00 hours**) at Vibhavadee Ballroom, lobby level, Centara Grand Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok (*Venue*). The items for discussion are as follows:

Item No. 1 Matters to be informed

Purposes and Rationale: This item is designated for the Board to report any significant update or progress (if any) of the Company to the Meeting. There will be neither proposal for the Meeting to consider and approve, nor be any voting on the item.

Item No. 2 To adopt the Minutes of the Annual General Meeting of Shareholders for 2012, held on 28 March 2012

Purposes and Rationale: The Annual General Meeting of Shareholders for 2012 was held on 28 March 2012 and the minutes were prepared and filed with the Stock Exchange of Thailand within 14 days of the Meeting. The details were publicly disclosed on the Company's Website (<http://investor.ais.co.th>) and submitted to the Ministry of Commerce within the period required by law.

The Board's Opinion: The Board has recommended that the minutes of the Annual General Meeting of Shareholders for 2012, held on 28 March 2012 be adopted because they were accurately recorded as shown in Attachment 1.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Item No. 3 To acknowledge the Board of Directors' report on the Company's operating results for 2012

Purposes and Rationale: The Company has summarized the operating results for 2012 along with the significant changes that occurred during the year in the Annual Report for 2012.

The Board's Opinion: The Board has recommended the report on the Company's operating results for 2012 along with the significant changes that occurred during the year, as shown in Attachment 2, Annual Report, Management Discussion and Analysis, Page 196 be presented to the Meeting.

Voting: As this item is for information to shareholders; therefore, a vote is not required.

Item No. 4 To approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended 31 December 2012

Purposes and Rationale: According to the *Public Limited Companies Act, B.E 2535*, the Company must prepare a balance sheet and statements of income at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2012, which have been audited and signed by Mr. Winid Silamongkol, a certified public accountant (registration No. 3378) of KPMG Phoomchai Audit Ltd., and recommended that the Board submit the Company's financial statements for the year ended 31 December 2012 to the Meeting for approval.

The Board's Opinion: The Board has recommended the Company's audited financial statements for the year ended 31 December 2012, which have been reviewed and accepted by the Audit Committee, be presented to the Meeting for approval. A summary of the Company's significant financial status and operating results is shown in the table below.

Selected Information from the Company's Financial Statements

Unit: Baht million

Description	2011	2012	Variance	Percentage
Total assets	86,672	100,968	14,296	16.49
Total liabilities	47,209	57,426	10,217	21.64
Total revenue	126,437	141,568	15,131	11.96
Net profit	22,218	34,883	12,666	57.00
Earnings per share (baht / share)	7.48	11.73	4.25	56.81

The Company's financial statements are shown in the Annual Report for 2012 included with the invitation to the Meeting and shown in Attachment 2, Annual Report, Statements of Financial Position page 129.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Item No. 5 To approve the appropriation of the net profit for the dividend payments

Purposes and Rationale: The Company has adopted a policy to pay dividend to shareholders not less than 100% of net profit after tax as reported in the consolidated financial statements. Dividend payments will be subject to change, depending on cash flow and investment plan including other future obligations of the Company and subsidiaries. Such dividend payments shall not exceed the retained earnings in the separate financial statements of the Company nor adversely affect the Company and subsidiaries ongoing operations. In 2012, the Company has a net profit on its consolidated financial statement of Baht 34,883 million. Therefore, the Company considered appropriate to declare a dividend payment at the rate of Baht 10.90 per share, of which Baht 5.90 per share was paid as an interim dividend on 6 September 2012. The dividend for 2012 remains at Baht 5.00 per share. Therefore, total dividend payment is approximately Baht 14,865.48 million. In compliance with the Public Companies Act, B.E. 2535, the dividend payment is subject to shareholders approval.

The Book Closing and Dividend Payment Dates

The share registration on book closing date to determine the right to receive dividend will be on 4 April 2013 and the dividend payment will be 23 April 2013. For more details of dividend policy, please refer to Attachment 2 Annual Report, Capital Discipline and Dividend Policy, Page 40.

Details of Dividend Payment

According to the Public Companies Act, B.E. 2535, the Company shall allocate not less than five per cent of its annual net profit less the accumulated losses brought forward (if any) to legal reserve until this reserve attains an amount not less than ten per cent of the registered capital. This has been already performed by the Company.

Details of Dividend Payment	2012 (Proposed year)	2011
1. Net Profit (Baht)	34,883,226,960	22,217,710,638
2. Total Dividend Payment (Baht per Share)	10.90	8.43
2.1 Interim Dividend (Baht per Share)	5.90	4.17
2.2 Annual Dividend (Baht per Share)	5.00	4.26
2.3 Special Dividend (Baht per Share)	-	-
3. Total amount of shares (shares)	2,973,095,330	2,973,095,330
4. Total Dividend Amount (Baht)	32,406,739,097.00	25,063,193,631.90
5. Dividend Payout Ratio	93%	113%

The Board's Opinion: The Board has recommended the Meeting approve the appropriation of the net profit for the dividend payment for the fiscal year 2012 at the rate of 10.90 per share, according to the Company's dividend policy. The Company paid an interim dividend at the rate of Baht 5.90 per share, thus the dividend for the fiscal year 2012 remains at Baht 5.00

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Item No. 6 To approve the appointment of the Company's external auditors and fix their remuneration for 2013

Purposes and Rationale: According to Section 120 of the *Public Limited Companies Act, B.E. 2535*, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, a notification from the Capital Market Supervisory Board limits the appointment of individual external auditors (but not the audit firm) at listed companies to no more than five consecutive one-year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

The Audit Committee's Opinion: The Audit Committee recommended the reappointment of KPMG Phoomchai Audit Ltd. (KPMG) as the Company's external audit firm for the year 2013 and selected the following auditors from KPMG as the Company's external auditors for the sixth consecutive term since 2008. KPMG is one of the leading international audit firms and has high standards and considerable expertise. Details are as follows:

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|------------------------------|--|
| 1. Mr. Supot Singsaneh | CPA (Thailand) No. 2826
(never signed the Company's audited financial statements) |
| 2. Ms. Somboon Supasiripinyo | CPA (Thailand) No. 3731
(never signed the Company's audited financial statements) |
| 3. Mr. Charoen Phosamritlert | CPA (Thailand) No. 4068
(never signed the Company's audited financial statements) |

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements in place of Mr. Winid Silamongkol who had performed duty of review/verification and expressed opinion on the Company financial statements for the past 5 consecutive years (the years 2008-2012). In the event that none of these auditors is available, KPMG is authorized to delegate another one of its certified public accountants to conduct the audit.

In 2013, The proposed charge fees is of Baht 3,912,000, the same as previous year which exclude others non-audit fee. The Audit Committee then recommended the Board propose this matter to the Annual General Meeting of Shareholder for approval.

In addition, KPMG and the proposed auditors are independent and have no conflict of interest with the Company, the management, the major shareholders or any related person.

The Board's Opinion: The Board has agreed with the Audit Committee and proposed that the Meeting approve the reappointment of the auditors from KPMG Phoomchai Audit Ltd. as the Company's external auditors for 2013,

KPMG has also been selected the auditor for the Company subsidiaries for the year 2013. The audit fee and the quarterly review fee of the Company in 2013 is recommended at Baht 3,912,000, the same as previous year. This amount excludes the non-audit fee, which the Company will pay based on the actual amount, and excludes the audit fee and the quarterly review fee of subsidiaries in 2013 in the budget approximately Baht 4,170,000, an increase of Baht 620,000 due to a new subsidiary i.e. Advanced Wireless Network Co., Ltd. (AWN) commencing to provide 3G service in 2013.

	2013 (Proposed year)	2012
Audit fee and quarterly review fee of the Company	Baht 3,912,000	Baht 3,912,000

* In 2012, the Company incurred non-audit fee of Baht 50,000.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Item No. 7 To approve the appointment of directors to replace those who will retire by rotation in 2013

Purposes and Rationale: According to the *Public Limited Companies Act, B.E. 2535* and Clause 18 of the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Meeting of Shareholders. The 4 directors listed below are due to retire by rotation in 2013:

<u>Name of Director</u>	<u>Positions held</u>
1. Mr. Surasak Vajasit	- Independent director
2. Mr. Wichian Mektrakarn	- Director
3. Mr. Dusit Nontanakorn	- Director (passed away)
4. Mr. Yeo Eng Choon	- Director

The Company would like to inform that during October - December 2012, in accordance with the principle of good corporate governance policy relating to the promoting of shareholders' right, the Company invited its shareholders to nominate qualified persons to be elected as the Company's director in advance. However, there were no shareholders who had proposed a qualified nominee to be elected as the Company's director.

The Nomination and Corporate Governance Committee's Opinion: The Nomination and Corporate Governance Committee, with the exception of the directors with special interests on this Item, has considered the qualifications, knowledge, competency, experience and performance of each director due to retire by rotation and recommended that:

1. Mr. Surasak Vajasit
2. Mr. Wichian Mektrakarn

be reappointed for another term of office.

The following persons are recommended to be appointed to fill up vacancy:

1. Mr. Vithit Leenutaphong ; and
2. Ms. Jeann Low Ngiaab Jong

Reasons on proposal to appoint 2 directors to fill up vacancy:

1. Mr. Dusit Nontanakorn passed away and the Board has proposed to appoint Mr. Vithit Leenutaphong as independent director at this Meeting
2. Mr. Yeo Eng Choon had stated he did not intend to be re-elected for another term; thus the Board proposed Ms. Jeann Low Ngiaab Jong to become director.

Details of each director's age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in Attachments 3.

The Board's Opinion: The Board, with the exception of the directors with special interests on this item, has agreed with the Nomination and Corporate Governance Committee and proposed that the Meeting approve the reappointment for another term of office of 2 directors, and appointment of another 2 directors to fill up vacancy.

The directors proposed for reappointment meet all the requirements stipulated in the *Public Limited Companies Act, B.E. 2535* and relevant regulations of the Capital Market Supervisory Board.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Item No. 8 To approve the remuneration of the Company's Board of Directors for 2013

Purposes and Rationale: According to Clause 18 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer, meeting fee, expense allowance and bonus.

The Remuneration Committee's Opinion: The Remuneration 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. The Committee recommended that the remuneration budget for the Board and its committees in 2013 be set at not more than Baht 20,000,000 (Baht Twenty Million), the same as in the previous year. However, the Committee recommended that the remuneration policy remain unchanged.

The Board shall consider and impose any conditions, details and rate of such remuneration of directors and members of committees as deemed appropriate.

Details, scope and responsibilities of board of directors and committees are provided in Attachment 2, Annual Report, Management Structure, Page 90 together with Letter of Invitation.

Policy on Directors Remuneration for the Year 2013

Director	Monetary Remuneration for 2013 (Baht)		
	Monthly Retainer	Meeting Allowance	Bonus
Board			
Chairman	200,000	x	√
Member	50,000	25,000	√
Audit Committee			
Chairman	25,000	25,000	√
Member	x	25,000	√
Nomination and Corporate Governance Committee			
Chairman	10,000	25,000	√
Member	x	25,000	√
Remuneration Committee			
Chairman	10,000	25,000	√
Member	x	25,000	
Executive Committee			
Chairman	10,000	25,000	√
Member	x	25,000	√

Notes:

- 1) Directors who are executives / employees of the Company/shareholders shall not be entitled to receive such remuneration.
- 2) Chairman of the Board is not entitled to an additional monthly retainer or meeting allowance if he or she chairs any of the sub-committees.

The Board's Opinion: The Board has agreed with the Remuneration Committee's recommendation and proposed that the Meeting approve the Board of Directors' remuneration for 2013 as stated.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the Meeting.

Item No. 9 To approve a letter to conform with the prohibitive characters in connection with foreign dominance

Purposes and Rationale: The Company has been permitted to operate mobile phone service under the concession (Concession) granted by TOT Public Co., Ltd. and is required under the Notification of NBTC Re: Designation of the Prohibitive Characters in connection with Foreign Dominance B.E. 2555 (NBTC Notification), as amended and published in the Royal Gazette on 23 July 2012, to conform with the designation of prohibitive characters as per details provided in Attachments 4. The designation letter shall be proposed to the general meeting of shareholders for approval before the authorized directors shall sign same and submit to NBTC.

The Board's Opinion: The Board of Directors has considered such letter in consultation with both internal and external legal counsels and is of opinion that in order to comply with the laws and NBTC Notification, the letter be proposed to the Meeting for approval.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Item No. 10 To approve the issuance and offering of warrants not exceeding 405,800 units (the “Warrants”) to the directors and employees of the Company and its subsidiaries to purchase the Company’s ordinary shares

Purposes and Rationale: The objective of the program is to retain qualified employees and promote the best interests of the Company and its subsidiaries in the long term. In addition, the program motivates and rewards the employees of the Company and its subsidiaries.

The Remuneration Committee’s Opinion: considered and approved the issuance and offering of the Warrants, and submitted the proposal to the Board of Directors.

The Board’s Opinion: The Board agreed with the opinion of the Remuneration Committee and approved the issuance and offering of warrants not exceeding 405,800 units to the directors and employees of the Company and its subsidiaries to purchase the Company’s ordinary shares at the rate of 0 (zero) baht per unit and at the exercise ratio of 1 unit per 1 ordinary share and the exercise price of 206.672 baht per share. Details of the terms and conditions are shown in Attachment 5 (a).

The Board or other persons delegated by the Board shall have the authority to determine the other provisions pertaining to the issuance of the Warrants, including obtaining approval from the relevant authorities and performing any other related actions considered necessary.

Voting: The issuance and offering of the Warrants must be approved by the shareholders’ meeting with not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all eligible votes.

Item No. 11. To approve the issuance and allotment of not more than 405,800 new ordinary shares at a par value of one (1) Baht each to be reserved for the exercise of the Warrants

Purposes and Rationale: The Company will issue and allot 405,800 new ordinary shares, at a par value of 1 (one) baht each, to be reserved for the exercise of the Warrants described in Item 10 above.

The Board’s Opinion: The Board has approved the issuance and allotment of 405,800 new ordinary shares at a par value of one (1) baht each, from the remaining 2,024,364,470 unpaid shares, to be reserved for the exercise of the Warrants. Details of the allotment are shown in Attachment 5 (b).

The Board or other persons delegated by the Board shall have the authority to determine the related terms and conditions and take any necessary action in connection with the issuance and allocation of the new shares and their listing on the Stock Exchange of Thailand.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Items No. 12 To approve the allocation of the Warrants exceeding five (5) per cent of the Warrants issued to eligible directors and employees of the Company and its subsidiaries

The eight people listed below are eligible to receive more than five percent of the Warrants issued are as follow:

	Director/Employee	Number of Allocated Warrants	Percentage of Total Allocated Warrants
1.	Mr. Wichian Mektrakarn Director, Member of Executive Committee, Chief Executive Officer and director of subsidiaries	Not exceeding 29,900 units	7.37%
	Company meetings in the previous year	No. of meetings	Attendance
	1. Advanced Info Service Plc.	-	-
	2. Digital Phone Co., Ltd	5	5
	3. Advanced Datanetwork Communications Co., Ltd.	5	5
	4. Wireless Device Supply Co., Ltd.	3	3
	5. Advanced MPAY Co., Ltd.	3	5
	6. Advanced Magic Card Co., Ltd.	1	1
	7. AIN Globalcomm Co., Ltd.	3	3
	8. Super Broadband Network Co., Ltd.	3	3
	9. Advanced Wireless Network Co., Ltd.	4	4
	10. MIMO Tech Co., Ltd.	3	3
	11. Fax Lite Co., Ltd.	1	1
	12. Advanced Internet Revolution Co., Ltd.	1	1
	13. Advanced Broadband Network Co., Ltd.	1	1
2.	Mrs. Suwimol Kaewkoon Chief Organization Development Officer and director of subsidiaries	Not exceeding 26,200 units	6.46%
	Company meetings in the previous year	No. of meetings	Attendance
	1. Advanced MPAY Co., Ltd.	-	-
3.	Mr. Pong-amorn Nimpoonsawat Chief Financial Officer and director of subsidiaries	Not exceeding 26,200 units	6.46%
	Company meetings in the previous year	No. of meetings	Attendance
	1. Digital Phone Co., Ltd	5	3
	2. Advanced Datanetwork Communications Co., Ltd.	5	4
	3. Wireless Device Supply Co., Ltd.	3	3
	4. Advanced Contact Center Co., Ltd.	2	2
	5. Advanced MPAY Co., Ltd.	3	3
	6. Advanced Magic Card Co., Ltd.	1	1
	7. AIN Globalcomm Co., Ltd.	3	3
	8. Super Broadband Network Co., Ltd.	3	3
	9. MIMO Tech Co., Ltd.	3	3
	10. Fax Lite Co., Ltd.	1	1
	11. Advanced Internet Revolution Co., Ltd.	1	1
	12. Advanced Broadband Network Co., Ltd.	1	1

	Director/Employee	Number of Allocated Warrants	Percentage of Total Allocated Warrants
4.	Mr. Somchai Lertsutiwong Chief Marketing Officer and director of subsidiaries	Not exceeding 26,200 units	6.46%
	Company meetings in the previous year	No. of meetings	Attendance
	1. Wireless Device Supply Co., Ltd.	-	-
	2. Advanced MPAY Co., Ltd	3	3
	3. Advanced Magic Card Co., Ltd.	-	-
	4. AIN Globalcomm Co., Ltd.	-	-
	5. MIMO Tech Co., Ltd.	-	-
	6. Fax Lite Co., Ltd.	-	-
	7. Advanced Internet Revolution Co., Ltd.	-	-
5.	Mr. Walan Norasetpakdi Executive Vice President - Service Operations	Not exceeding 26,200 units	6.46%
6.	Mrs. Vilasinee Puddhikarant Chief Customer Officer	Not exceeding 25,100 units	6.19%
7.	Mr. Weerawat Kiattipongthaworn Executive Vice President - Operations and director of subsidiaries	Not exceeding 25,100 units	6.19%
	Company meetings in the previous year	No. of meetings	Attendance
	1. Digital Phone Co., Ltd	5	5
	2. Fax Lite Co., Ltd.	1	1
	3. Advanced Broadband Network Co., Ltd.	1	1
8.	Mr. Issara Dejakaisaya Executive Vice President - Solutions and director of subsidiaries	Not exceeding 25,100 units	6.19%
	Company meetings in the previous year	No. of meetings	Attendance
	1. MIMO Tech Co., Ltd.	3	3

Purposes and Rationale: To reward eight directors and employees who have a high level of expertise and well-rounded experience of the Company's administration. All of these people are very knowledgeable and capable, and have demonstrated honesty, loyalty, accountability and dedication in driving the success of the Company and its subsidiaries. This allocation of warrants will contribute more benefit to the organization through sustainable leadership.

The Remuneration Committee's Opinion: considered and approved the allocation of more than five percent of the Warrants to each of the eight directors and employees named above, and submitted the proposal to the Board of Directors. The details are shown in *Attachment 5 (c)*.

The Board's Opinion: The Board has agreed with the proposal and approved the allocation of more than five percent of the Warrants to each of the eight directors and employees named above.

Voting: The issuance and offering of more than five percent of the Warrants to any employee must be approved by the shareholders' meeting with not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 5 percent of all eligible votes. A separate vote must be held for each employee to be offered more than five percent of the Warrants.

Item No. 13 Others business (if any)

Purposes and Rationale: This item is designated so that shareholders can raise query and/or give comments to the Board and/or request the Board to give explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on the item.

The Record Date (to collect the names of shareholders who have the right to attend the shareholders' meeting as stipulated in Section 225 of the *Securities and Exchange Act, B.E. 2535*) will be 21 February 2013. The Company's share registration book will be closed on 22 February 2013. All shareholders are invited to attend the Annual General Meeting of Shareholders for 2013 on Wednesday 27 March 2013 at 14.00 hours. at Vibhavadee Ballroom, Lobby Level, Centara Grand Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok. Registration will open at 12.00 hours.

Any shareholder who wishes to appoint a proxy to attend the Meeting and vote on his or her behalf must complete only one proxy (Proxy Form B can be found in *Attachment 6*); or can download other proxy form from the Company Website: <http://investor.ais.co.th>

Any shareholder who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors to attend and vote on his or her behalf. Details of independent directors can be found in *Attachment 7*. The Company requests the shareholders' proxy be mailed to the address below and be received by the Company by 21 March 2013:

Company Secretary Office,
414 Intouch Tower 1,
1st Floor, Phaholyothin Road,
Samsen-nai, Phyathai, Bangkok 10400

Yours sincerely,

By order of the Board of Directors

(Signature)

Mr. Somprasong Boonyachai
Vice Chairman of the Board of Directors
Advanced Info Service Public Company Limited

(Translation)

Minutes of the Annual General Meeting of Shareholders for the Year 2012
of
Advanced Info Service Public Company Limited
Held on Wednesday, 28 March 2012 at 14.00 Hrs.
At the Vibhavadee Ballroom
Centara Grand Central Plaza Ladprao
1695 Phaholyothin Rd. Chatuchak Bangkok

There were 2,370 shareholders present in person and by proxy altogether holding 2,555,583,038 shares from the total of 2,973,095,330 shares equivalent to 85.957 per cent of the total number of shares sold.

Prior to the Meeting, an officer of the Company explained the procedure for casting votes as follows:

1. To cast vote in each item, one share shall have one vote;
2. To sum up the number of votes in each item, only the votes disapproving or abstaining (from which ballots of the respective purposes have been previously collected from those shareholders) shall be extracted from the total votes attending the Meeting whereas the remaining votes shall be regarded to have approved with each item; a vote shall be cast by shareholder or proxy on one opinion only (except in case of custodian by which proxy allows). In ordinary item, according to Section 107 (1) of the Public Companies Act B.E 2535, a resolution shall require the majority vote of shareholders who attend the Meeting and cast their votes, in case of a tie vote, Chairman of the Meeting shall have a casting vote.
3. As regards Item 7: Re-election of retired directors and Item 8: Appointment of a new director, all votes shall be cast by every shareholder by using ballots specifying name of shareholder / proxy, number of shares held regardless whether each shareholder approves, disapproves or abstains the vote; therefore, there will be 4 separate casts of votes for each director regarding Item 7 and 1 cast of votes regarding Item 8 respectively.

Dr. Paiboon Limpaphayom, Chairman of the Board of Directors, presided over the Meeting.

He then requested Mr. Somprasong Boonyachai, Vice-Chairman of the Board of Directors to preside over the Meeting.

Mr. Somprasong Boonyachai first introduced directors, executives, auditor and legal counsel examining the procedure for casting votes, respectively as follows:

Directors:

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| 1. Mr. Aviruth Wongbuddhapitak | Director, Chairman of the Audit Committee, Member of the Remuneration Committee and Independent Director |
| 2. Mrs. Tasanee Manorot | Director, Member of the Audit Committee and Independent Director |
| 3. Mr. Ng Ching-Wah | Director |
| 4. Mr. Vikrom Sriprataks | Director and Vice-Chairman of the Executive Committee |

Executives:

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|--------------------------------|-------------------------------|
| 1. Mr. Wichian Mektrakarn | Chief Executive Officer (CEO) |
| 2. Mr. Mark Chong Chin Kok | Chief Operating Officer (COO) |
| 3. Mr. Pong-amorn Nimpoonsawat | Chief Finance Officer (CFO) |

Auditor:

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| Mr. Winid Silamongkol | KPMG Phoomchai Audit Ltd., nominated as auditor for the year 2012 |
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Legal Counsel:

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| Mr. Arthit Hemara | Weerawong, Chinnavat & Peangpanor Ltd. |
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Mr. Somprasong Boonyachai stated to the Meeting that this 2012 Annual General Meeting of Shareholders was convened pursuant to the resolution of the Board of Directors' Meeting No. 2/2012 held on 9 February 2012 to consider the matters as specified in the Notice of Invitation Letter to Shareholders. The Record Date on which shareholders have rights to attend and vote in the Annual General Meeting of Shareholders was on 24 February 2012 and the share registration book for gathering shareholders' names under the Section 225 of the Securities and Exchange Act. (No.4) B.E. 2551 was on 27 February 2012.

Since the number of shareholders present in person and by proxy was sufficient to constitute the quorum as required by Section 103 of the Public Company Act B.E. 2535 and Clause 32 of the Company's Articles of Association i.e. shareholders and proxies amounting to not less than 25 or not less than one half of the total number of shareholders holding not less than one-third of the total number of shares sold of the Company, he thus requested the Meeting to consider the matters in accordance with the following items.

1. Matters to be Informed.

Mr. Somprasong Boonyachai reported on the progress of 3G auction procedures that the NBTC, on 21 March 2012, had approved the three Master Plans in relation to frequency management; broadcasting and television; and telecommunication which shall be posted on the NBTC Website by the end of March 2012. If there were no objection within 7 days, then such Master Plans shall be published in the Royal Gazette. It is expected that the 3G auction should take place in the third quarter of 2012.

Mr. Somprasong Boonyachai stated the Company's readiness and preparation for the coming 3G auction in terms of knowledge, personnel, funding and regulations compliance.

There was no shareholder raising further question. As this agenda was for information to shareholders; therefore, there was no cast of votes.

2. To certify the Minutes of the 2011 Annual General Meeting of Shareholders, held on 31 March 2011.

Mr. Somprasong Boonyachai requested the Meeting to consider and certify the Minutes of the 2011 Annual General Meeting of Shareholders, held on 31 March 2011 as per details in a copy, which had already been distributed to shareholders together with the Notice of Invitation Letter to Shareholders.

Since there was no shareholder raising any question, Mr. Somprasong Boonyachai, then, proposed the Meeting to cast their votes. This item required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT

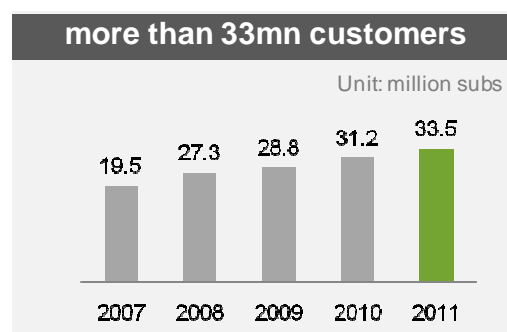
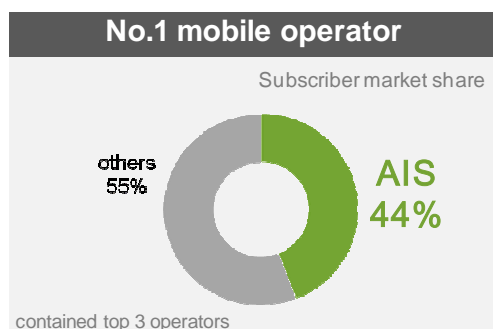
The Minutes of the 2011 Annual General Meeting of Shareholders, held on 31 March 2011 be and hereby was certified with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,539,389,002	99.9955
2. Disapproved	112,300	0.0044
3. Abstained	16,328,200	Not constituted as votes

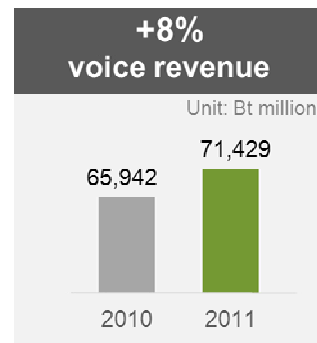
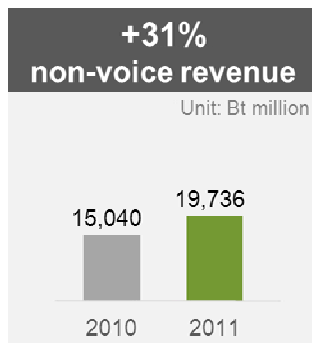
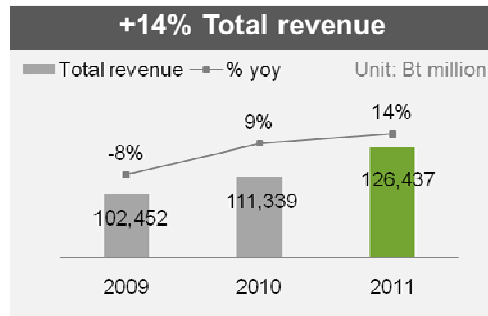
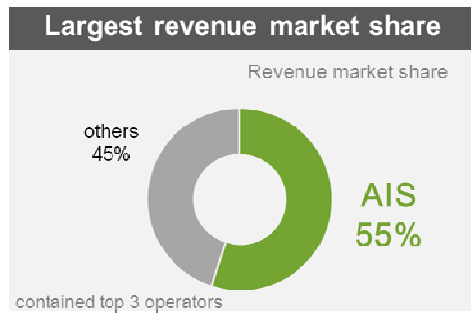
3. To acknowledge the results of operation for 2011.

Mr. Somprasong Boonyachai requested Mr. Vikrom Sriprataks, Director and Vice-Chairman of the Executive Committee, to report the Meeting on summary of operations for the year 2011 as follows:

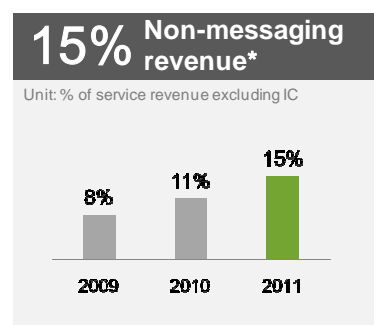
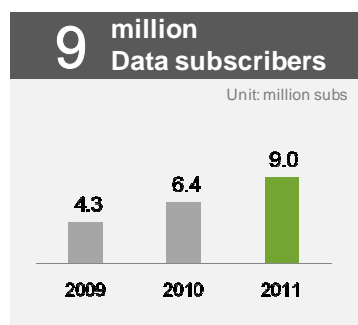
- The Company has maintained a leading position in Thai telecommunication industry with a 44% subscriber market share in 2011, representing nationwide subscribers of over 33.5 million, an increase of 2.3 million subscribers from 2010.



- The Company achieved 14% of total revenue growth which was driven by non-voice services, device sales and voice service. Revenue market share reached 55% in 2011, an increase from 54% last year.
 - Non-voice revenue continued to grow by 31% given the growth of mobile internet usage.
 - Device sales rose by 41% as the Company offered a wide range of smart devices bundled with value data package.
 - Voice revenue marked an 8% growth attributable to a variety of voice packages being offered to satisfy a diverse need of customers together with a superior network quality.



- With a strong demand of mobile data usage, the Company provided a seamless data connectivity experience through 3G, WiFi and EDGE+.
 - 3G – 1,884 base stations in Bangkok and strategic cities. The Company registered 1.2 million 3G subscribers.
 - WiFi – 70,000 WiFi hotspots could help off-load mobile data traffic in high traffic areas.
 - EDGE+ - to serve data connection beyond 3G coverage with increased speed of both uploads and downloads.
- As the voice service started experiencing slower growth, data revenue has grown strongly from both user and usage.
 - As at end 2011, data users reached 9 million subscribers, an increase by over 100% from 2009.
 - Revenue from mobile internet service accounted for 15% of total service revenue in 2011, an increase from 8% in 2009.



*non-voice excluding SMS and ringback tone

- The Company values business conduct through creation of sustainable growth and good governance practice, with regards to responsibilities in terms of consumers, environment, employees and community.
 - Maintain good governance with checks & balances operations
 - Deliver quality services at a fair price to consumers

- Enhance energy savings programs and deploy an environmental friendly network
 - Take good care of employees by providing appropriate benefits and ongoing development opportunities
 - Enhance family relations and seek opportunities to develop and enrich society.
- The Company has continually committed to promote Corporate Social Responsibilities.
 - Sarnrak Project – With 11 consecutive years since the launch of the project, over 500 youth joined the project and 63 persons graduated.
 - Flood relief – The helps included protection of network base stations to ensure that emergency calls could be made if needed, free top up services, donation and offering services via AIS Call Center as another channel for Flood Relief Operation Center (FROC), etc.

Awards

- Securities Analysts Association – “Best CEO”, “Best CFO”, and “Best Investor Relations” for listed company in technology sector
- Finance & Banking Magazine – Best public company of the year 2011
- The Asian Banker Technology Implementation Awards 2011
- Enterprise Asia Magazine – Asia Responsible Entrepreneurship Award for Best Social Empowerment

Other details appear in the Attachment 2 distributed to shareholders.

Shareholders raised the following queries:

Shareholder: As the growth in non-voice service is high, may I ask if the Company has formulated related strategies or directions or the Company has any plan on this.

In respect of bidding for 3G license, would the Company foresee any structure of what it would be like in future.

Mr. Wichian Mektrakarn: The growth of this kind has been seen worldwide although it might be rather slow in Thailand. Our current strategy is to apply existing frequency as the new one is upcoming. We offer concept of services in 4 major areas i.e. Devices, Network, Application and Services (DNAS) while promoting ecology and friendly encouragement. We have partnered with WiFi service operator (3BB) but have no policy to buy shares of that company. We have provided customers with e-magazine, for example, download of Steve Jobs biography, the only mobile phone operator to provide this download.

Mr. Somprasong Boonyachai: Added that back in 2010, the Company was in fact ready to participate in 3G bidding; unfortunately there was a court case resulting in no auction. Presently, NBTC has been considering related regulations which are based upon previous ones subject to revision. The next procedure will require public hearing accordingly.

Shareholder: From the Annual Report page 97, in 2011 the Company convened only 3 meetings of the Risk Management

Committee, were these sufficient and why they were not in four quarters. Page 103 mentioned on natural disaster, how did the Company tackle this situation. And finally, during 2008-2010, human resource was mentioned, but not in 2011, what happened then.

Mr. Wichian Mektrakarn:

The Company has designated the Risk Management Committee that scheduled meeting to identify risks in various areas as well as to designate responsible personnel. The outcome will be reported to both the Audit Committee and the Board on a quarterly interval. That which had not been in 4 quarters depended on cycle. We view that the number of meetings was sufficient and all risks have been closely monitored. How to tackle the situation can be compared to regular or routine maintenance of computers. We have assigned staff to closely take care of any accidents such as road accident, storm even fire by local people to pave way or land which could affect the Company stations. In all cases, the Company has routine checks and maintenance. As regards human resource, the Company has paid attention to all staff so that they will feel secure working with the Company particularly during the great flood in late 2011, the Company has well taken care of those affected staff.

Mr. Somprasong Boonyachai:

Managers shall be responsible for staff under them which is considered normal in the circumstance. In addition, in 2011 the Company was awarded the “Best Employer”.

Shareholder:

Made a complaint that the Company should provide due care to customers in respect of settlement of disputes particularly this customer whereupon the subject dispute has been going on for 21 months without resolution and how long it would last was not yet known.

Mr. Somprasong Boonyachai:

The Company requests re-consideration and gives a promise something must be done.

Shareholder:

Expressed concern whether the 3G bidding could occur or there would be another legal complaint. If that happened, how would the Company tackle that situation.

Mr. Somprasong Boonyachai:

The 3G bidding has now become a matter of the nation. The Company has made periodic consultation with NBTC which gave its view that the legal case in 2010 had been based upon then legal ground. Now the time has passed and the circumstance has come under new era of law with establishment of new NBTC and regulations which are of different foundation.

Shareholder:

Made another complaint that call center agents are perhaps junior ones who could not solve some difficulties as raised by customers. The situation is considered fragile whereby when difficulties could not be overcome, they were not further reported to higher management. This particular

customer has made a number of calls and now asks the Company to take care.

Mr. Somprasong Boonyachai: The Company requests re-consideration of the matter.

As this item was for information to shareholders; therefore, there was no cast of votes.

4. To approve the Balance Sheet (Statement of Financial Position), and Statement of Income for fiscal year ended 31 December 2011.

Mr. Somprasong Boonyachai requested Mr. Vikrom Sriprataks to report the Meeting.

Mr. Vikrom Sriprataks proposed the Meeting to consider and approve the Statement of Financial Position, Statement of Income and Statement of cash flow for fiscal year ended 31 December 2011 with auditor's report which had been reviewed by the Audit Committee and approved by the Board of Directors, respectively the copies of which were attached to the Notice letter.

Statement of Financial Position as at 31 December (Baht million)	2010	2011
Cash	12,618	21,887
Other current asset	13,335	11,291
Total current asset	25,953	33,178
Network and PPE	55,265	44,121
Other non-current asset	16,130	9,373
Total assets	97,348	86,672
Current portion of long-term borrowings	15,883	5,469
Other current liabilities	19,403	24,265
Total current liabilities	35,285	29,734
Long-term borrowing	20,478	16,537
Other non-current liabilities	394	938
Total liabilities	56,157	47,209
Total equity	41,191	39,464
Total liabilities and equity	97,348	86,672

Statement of Income (Baht million)	2010	2011	Variance (%)
Total revenue	111,339	126,437	14%
Total cost	(68,763)	(76,220)	11%
Gross profit	42,576	50,217	18%
SG&A expenses	(9,840)	(11,118)	13%
Operating profit	32,736	39,100	19%
Profit before income tax expense	29,986	36,709	22%
Income tax expense	(9,353)	(14,365)	54%
Profit for the period	20,633	22,344	8%
Minority interest	(119)	(127)	6%
Net profit	20,514	22,218	8%

Statement of Cash Flow (Baht Million)	2010	2011
Net cash from operating activities	44,865	48,216
Net cash used in investing activities	(5,440)	(1,581)
Net proceed/repayment from borrowings	(486)	(12,851)
Dividend payment	(51,351)	(24,102)
Net cash used in other financing activities	(1,397)	(1,773)

Cash and cash equivalent at beginning of the year	24,261	10,451
Effect of exchange rate changes on balances held in foreign currencies	0	0
Cash and cash equivalent at end of the year	10,451	18,361

Shareholders raised the following queries:

Shareholder: According to the Annual Report page 178, a subsidiary i.e. Digital Phone Co., Ltd. (DPC) recorded an impairment of Baht 5,539 million, why was it that much. And when the concession contract comes to its expiry, how would DPC tackle the situation. According to page 150, note 20, a concern is if the Company has been in receipt of any subsidy from the government. Finally, was the ESOP program still available to executives.

Mr. Pong-amorn Nimpoonsawat: According to accounting standard, impairment of investment in subsidiaries shall be measured by comparing with investment value. If it were lower, then it would be recorded as expenses which is called impairment as reported in the balance sheet being in fact a non-cash item. When the concession contract expires in 2013, these expenses will be recorded if being lower than investment value.

The Company has not been in receipt of any subsidy from the government; therefore there will be no impact at all.

Mr. Wichian Mektrakarn: Currently, DPC has 100,000 subscribers and has adopted an MNP practice to encourage migration. Although DPC has been ready to continue providing mobile phone service, it is not certain with respect to regulator. Perhaps, 3G bidding should be completed before 1800 MHz frequency will be handled. The Company will try every possible way and on consistent basis on this frequency.

As regards ESOP program, it has come to its end although some eligible staff may have exercised their right of conversion and held shares in their respective portfolio.

Shareholder: According to the Annual Report page 181, value of assets prior to depreciation but remain usable as of 31 December 2011 was Baht 22,769 million, what did it mean.

According to the Annual Report page 197, note 28, recovered debt was Baht 94 million, what did it mean, was there any settlement.

According to the Annual Report page 190, note 18, interest burden on undrawn facility of USD 85 million, how much would it be on commitment.

Mr. Pong-amorn Nimpoonsawat: Accounting and engineering staff will consult each other to determine life span of equipment for the purpose of

depreciation upon expiry of which such equipment remain usable although all cost shall have been depreciated.

The Company shall also consult and seek a consensus with external auditor on related statistics of active/suspended/terminated subscribers so as to determine if doubtful debts should be provided and how much they would be. If it were found to be doubtful, it would be written off. On the other hand, when such provision is not written off, and becomes collectible, it will become other revenue of the Company and this is not considered any settlement at all.

The Company shall pay a commitment fee not exceeding 0.15 per cent on undrawn facility.

Since there was no shareholder raising further question, Mr. Somprasong Boonyachai, then, proposed the Meeting to cast their votes. This item required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT The Statement of Financial Position, and Statement of Income for fiscal year ended 31 December 2011 be and hereby were approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,536,393,537	99.9955
2. Disapproved	112,300	0.0044
3. Abstained	19,382,100	Not constituted as votes

5. To approve dividend payment for the fiscal year 2011.

Mr. Somprasong Boonyachai requested Mr. Vikrom Sriprataks, to report the Meeting.

Mr. Vikrom Sriprataks presented to the Meeting as follows:

- In 2011, net profit was Baht 22,218 million (earning per share was Baht 7.28).
- In 2011, net cash provided by operating activities was Baht 46,365 million.
- Retained earnings as at end of 2011 was Baht 13,246 million (after paying interim dividend of Baht 4.17 per share).
- Total cash and cash equivalent as at end of 2011 was Baht 18,361 million

Therefore, the Company considered appropriate to declare dividend payment at the rate of Baht 4.26 per share. The Board of Directors previously approved an interim dividend at the rate of Baht 4.17 per share, paid on 2 September 2011. Therefore, the total dividend payment for the fiscal year 2011 is Baht 8.43 per share.

The share registration book closing date to determine the right to receive dividends will be on 5 April 2012 and the dividend payment date will be on 23 April 2012.

Shareholders raised the following query:

Shareholder: The amount for which approval was sought was Baht 4.26, why it should not become Baht 4.50.

Mr. Pong-amorn Nimpoonsawat: The Company shall declare dividend under law provided retained earnings shall not be less than dividend. The Company during a few years in the past declared special dividend resulting in less retained earnings. Dividend distribution shall depend on the Company performance and ability as reported in the column of earning per share. When any interim dividend is deducted, then the remaining shall be annual dividend.

Since there was no shareholder raising further question, Mr. Somprasong Boonyachai, then, proposed the Meeting to cast their votes. This item required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT Payment of dividend for fiscal year 2011 be and hereby was approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and voting
1. Approved	2,519,151,841	99.2899
2. Disapproved	18,015,296	0.7100
3. Abstained	18,720,900	Not constituted as votes

6. To approve the appointment of the Company's auditors and determine the auditors' remuneration for the year 2012.

Mr. Somprasong Boonyachai requested Mr. Vikrom Sriprataks to report the Meeting.

Mr. Vikrom Sriprataks stated to the Meeting that in compliance with the Company's Articles of Association, the Annual General Meeting of Shareholders shall determine to appoint the Company's auditors and to designate auditing fee of the year 2011, thus proposed the Meeting to consider appointing the Company's auditors from KPMG Phoomchai Audit Ltd (the fifth year) namely:

- | | |
|-----------------------------|---|
| 1. Mr. Supot Singhasaneh | Registration No. 2826
(never signed the Company's audited financial statements) |
| 2. Mr. Winid Silamongkol | Registration No. 3378
(has signed the Company's audited financial statements for 4 consecutive years since 2008) |
| 3. Ms. Somboon Supsiripinyo | Registration No. 3731
(never signed the Company's audited financial statements) |

4. Mr. Charoen Phosamritlert

Registration No. 4068

(never signed the Company's audited financial statements)

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. In the event that none of these auditors is available, KPMG Phoomchai Audit Ltd. is authorized to delegate another one of KPMG Phoomchai Audit Ltd. to conduct the audit. The audit fee and the quarterly review fee of the Company in 2012 is recommended at Baht 3,912,000 (same as last year). This amount excludes the non-audit fee, which the Company will pay based on the actual amount, and the audit fee and the quarterly review fee of subsidiaries in 2012 in the budget approximately Baht 4,895,000, an increase of Baht 10,000 due to establishment of a new subsidiary.

KPMG Phoomchai Audit Ltd. and the four auditors mentioned above are completely independent from the Company and have no relation / interest with the Company / subsidiaries / executives / major shareholders or connected persons; as evidenced by their report on securities holding submitted to the Company.

Shareholders raised the following query:

Shareholder:

According to the increase of Baht 10,000 of audit fee for a new subsidiary, what is the name of such subsidiary and if the Company has any overseas joint venture.

Mr. Pong-amorn Nimpoonsawat: A new subsidiary is Advanced Broadband Network Co., Ltd. (ABN) but does not yet commence its operation. The Company has no joint venture overseas.

Since there was no shareholder raising further question, Mr. Somprasong Boonyachai, then proposed the Meeting to cast their votes.

This item required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT

The appointment of the Company's auditors and determination of fees be and hereby were approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,532,915,737	99.8280
2. Disapproved	4,362,600	0.1719
3. Abstained	18,610,100	Not constituted as votes

7. To approve the re-appointments of retiring directors.

Mr. Somprasong Boonyachai requested Mr. Vikrom Sriprataks to report the Meeting.

Mr. Vikrom Sriprataks stated to the Meeting that, in compliance with the Public Company Act B.E. 2535 and Clause 18 of the Company's Articles of Association, at the Annual General Meeting of Shareholders, one-thirds of directors shall be retired by rotation but they can be re-appointed.

In the Company's 2012 Annual General Meeting of Shareholders, 4 directors who will be retired by rotation and are recommended to be re-appointed are:

- | | |
|--------------------------------|--|
| 1. Mr. Somprasong Boonyachai | Vice-Chairman of the Board of Directors |
| 2. Mr. Aviruth Wongbuddhapitak | Chairman of the Audit Committee,
Member of the Remuneration Committee and
Independent Director |
| 3. Mrs. Tasanee Manorot | Member of the Audit Committee and Independent
Director |
| 4. Mr. Allen Lew Yoong Keong | Director and Chairman of the Executive Committee |

In compliance with the Principles of Good Corporate Governance for Listed Companies, the Company announced to the SET and posted on the Company's web site the items of the Annual General Meeting of Shareholders during October 2011 – December 2011 in order to allow shareholders to be informed of the information and nominate candidates for the new Board of Directors. Nonetheless, no nomination of candidates had been proposed.

The Board of Directors, excluding those having conflicts of interest, considered the qualifications of retiring directors and agreed with the recommendation by the Nomination and Corporate Governance Committee that all 4 retiring directors had the qualifications pursuant to the Public Company Act B.E. 2535 and their respective expertise and experience related to the Company operation. Therefore, the said 4 directors who are retired by rotation should be re-appointed for another term. Details of age, shares held, and educational qualifications, working experience, attendance record of the Board of Directors and Committees as well as contribution by each of directors are as attached to the Meeting documents delivered to shareholders.

Since there was no shareholder raising any question, Mr. Somprasong Boonyachai, then, proposed the Meeting to cast their votes, and requested each shareholder to use ballot no matter whether shareholder approves, disapproves or abstains the vote, for each director. This item required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT **Mr. Somprasong Boonyachai**, a director retired by rotation, be and hereby was re-elected with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,505,151,464	98.7368
2. Disapproved	32,048,473	1.2631
3. Abstained	18,743,400	Not constituted as votes

After due consideration, the Meeting

RESOLVED THAT **Mr. Aviruth Wongbuddhapitak**, a director retired by rotation, be and hereby was re-elected with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,534,242,437	99.9335
2. Disapproved	1,684,500	0.0664
3. Abstained	20,016,400	Not constituted as votes

After due consideration, the Meeting

RESOLVED THAT **Mrs. Tasanee Manorot**, a director retired by rotation, be and hereby was re-elected with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,534,233,737	99.8836
2. Disapproved	2,952,500	0.1163
3. Abstained	18,757,100	Not constituted as votes

After due consideration, the Meeting

RESOLVED THAT **Mr. Allen Lew Yoong Keong**, a director retired by rotation, be and hereby was re-elected with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,333,922,215	92.1161
2. Disapproved	199,752,116	7.8838
3. Abstained	22,269,006	Not constituted as votes

8. To approve the appointment of a new director.

Mr. Somprasong Boonyachai requested Mr. Vikrom Sriprataks to report the Meeting.

Mr. Vikrom Sriprataks stated to the Meeting that, prior to the 2011 Annual General Meeting of Shareholders, Dr. Arnon Tubtiang, the director being nominated by TOT Public Company Limited (TOT) pursuant to the Concession Contract, had resigned as a director. The Company

therefore considered to nominate a qualified and experienced person to fill the vacancy in anticipation of the upcoming 3G auction whereby a candidate of suitable qualifications be required.

The Board of Directors considered and agreed with the recommendation by the Nomination and Corporate Governance Committee to appoint Dr. Montchai Noosong as a new director. Details of age, shares held, and educational qualifications and working experience, are as attached to the Meeting documents delivered to shareholders.

Since there was no shareholder raising any question, Mr. Somprasong Boonyachai, then, proposed the Meeting to cast their votes, and requested each shareholder to use ballot no matter whether shareholder approves, disapproves or abstains the vote, to appoint a new director. This item required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT **Dr. Montchai Noosong** be and hereby was appointed as a new director with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Agreed	2,486,235,465	98.5313
2. Disagreed	37,057,502	1.4686
3. Abstained	32,650,470	Not constituted as votes

9. To approve the directors' remuneration for 2011.

Chairman reported to the Meeting that, by recommendation of the Remuneration Committee, deliberately taking into consideration of appropriateness by a number of factors compared within the same industry together with business expansion and growth of profit of the Company, in 2012 the total budget for the directors' remuneration shall not exceed Baht 20,000,000 (Baht Twenty Million) inclusive of monetary remuneration i.e. monthly retainer fee, attendance fee and annual remuneration should be allocated, travelling and accommodation expenses on performance of duties of directors.

Policy on Remuneration for Directors for the Year 2012

Director	Monetary Remuneration for 2012 (Baht)		
	Monthly Retainer Fee	Attendance Fee	Annual Remuneration
Board of Directors			
Chairman	200,000	x	✓
Member	50,000	25,000	✓
Audit Committee			
Chairman	25,000	25,000	✓

Member	x	25,000	✓
Nomination and Corporate Governance Committee			
Chairman	10,000	25,000	✓
Member	x	25,000	✓
Remuneration Committee			
Chairman	10,000	25,000	✓
Member	x	25,000	✓
Executive Committee			
Chairman	10,000	25,000	✓
Member	x	25,000	✓

- Notes:**
- 1) Directors who are executives / employees of the Company / shareholders shall not be entitled to receive such remuneration.
 - 2) Chairman of the Board is not entitled to an additional monthly retainer or attendance fee if he or she chairs any of the sub-committees.

Shareholders raised the following query:

Shareholder: Expressed comment that increase in remuneration for directors should be more works for board members rather than an increase in a new director.

Since there was no shareholder raising further question, Mr. Somprasong Boonyachai, then, proposed the Meeting to cast their votes. In addition, shareholders were advised a resolution shall require an affirmative vote of not less than two-thirds of the total number of shareholders attending the Meeting.

After due consideration, the Meeting

RESOLVED THAT Directors' remuneration for the year 2012 be and hereby was approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending the Meeting
1. Approved	2,525,883,072	98.8239
2. Disapproved	10,771,365	0.4214
3. Abstained	19,289,000	0.7546

The votes were of not less than two-thirds of the total number of shareholders attending the Meeting.

10. To consider other matters (if any).**Shareholders raised following queries:**

- Shareholder:** Would there be high cost for 3G bidding.
- If the Company were granted a new license, how would the Company handle existing frequency.
- The Company should declare vision of where the Company will be going in future.
- Mr. Somprasong Boonyachai:** Granting 3G license shall be by bidding/auctioning which might be based upon previous foundation/principle; however it is believed the bidding price should not be unreasonably high as some countries experienced in the past.
- Mr. Wichian Mektrakarn:** Presently, there are no regulations governing management of existing frequency whereupon the Company shall manage until expiry of Concession Contract. As regards 900 frequency, if there were any bidding, the Company has been ready to participate including request for rent of equipment from TOT Plc.
- If we were granted 3G licence, the Company could save cost as much as 45 per cent.
- The Company has declared its vision to become innovative wireless telecommunication service provider to deliver good experience to customers, quality of network, good human resource and organizational culture.
- Shareholder:** Added that though the complaint is personal, the Company is bound to rectify it. As regards call center, the Company should provide more equipment for staff for more efficiency.
- Mr. Somprasong Boonyachai:** The Company requests re-consideration on the matter.
- Shareholder:** If the Company were granted 3G license, then there would be concern as regards high cost, would there be any dividend.
- Mr. Somprasong Boonyachai:** The Company has paid high dividend for 8 consecutive years and shall continue to do so based upon performance of good corporate governance. This should result in good rating for the Company and more flexible in fund raising. In addition, the Company has remained engaged in 2G frequency with revenue in parallel, then it is believed dividend can be made.

Shareholder:	What is the 4G test
Mr. Somprasong Boonyachai:	The Company has intention to demonstrate to public what 4G technology is. This has resulted from co-operation among ICT, NBTC, CAT and TOT. However, this technology is new and supports some groups of users due to current lack of enabled devices, even in developed countries. The Company has been prepared for this technology, though.
Shareholder:	Does the Company have a roadmap on 2.3 GHz.
	Would the reduction in corporate income tax affect the Company.
	How is the Company prepared for 3G applications.
	How about 3G frequency, coverage, market share and speed when compared with competitors.
Mr. Somprasong Boonyachai:	Frequency 2.3 GHz is a matter in future of NBTC as it is now managed by TOT.
	The Company might have slight impact in an initial period as result of reduction in corporate income tax due to deferred tax according to new accounting principle.
Mr. Wichian Mektrakarn:	The Company has been well prepared as regards applications, and focused on quality, rather than coverage. Speed of service per competitors' advertisements will, in practice, be relative with the number of users at the moment resulting in speed not being in the range as advertised. The Company shall provide best quality in service and add more applications.
Shareholder:	Does the Company have plans to tackle local and international crises.
	Does the Company have policy to merge with or buy shares of WiFi operator.
Mr. Somprasong Boonyachai:	The Company experienced and survived local crisis in 1997 and US sub-prime in 2008 by means of, among others, cost efficiency and increase operating process efficiency to sustain present growth. The Company believes in GDP growth and in the government initiative of Baht 350,000 million loan which will boost real/manufacturing sectors.
Mr. Wichian Mektrakarn:	WiFi is another method of communication of both data and voice, similar to that used in microwave and requires no license. However, the Company does not give much priority to this but co-ordinate with other operator in this area so as to lessen burden of the Company's network.

The Company has no policy to purchase shares from such operator.

Shareholders: Expressed comment and made complaint in respect of computation of Internet Sim.

Mr. Somprasong Boonyachai: The Company will receive customer's complaint for re-consideration.

Shareholder: Thailand will enter the ASEAN Economic Community in 2015, what will the Company do to prepare for this.

Mr. Somprasong Boonyachai: Telecommunication business has grown in advance. Such initiative in 2015 should bring more opportunities in that there will be more movement of people which requires communication naturally and of course the Company has been well prepared for this.

Since there was no shareholder raising further question, Mr. Somprasong Boonyachai then, on behalf of Chairman, thanked all shareholders and declared the Meeting adjourned.

The Meeting was adjourned at 16.30 Hrs.

After the Meeting commenced at 14.00 hours, there were additional shareholders registering in person and by proxy, thus the total number was 2,503 holding 2,555,944,568 shares or 85.9691 per cent of the total number of shares sold.

Signed _____
 -Signature-
 (Paiboon Limpaphayom, Ph.D) Chairman of the Meeting

Signed _____
 -Signature-
 (Mr. Ong-art Thongpitaksakul) Company Secretary

Preliminary Information of the retired directors being proposed for re-election

Name	Mr. Surasak Vajasit		
Age (year)	59		
Position	Director, Member of the Audit Committee, Member of the Nomination and Corporate Governance Committee, and Independent Director		
Starting Date of Directorship	10 May 2006		
Tenure	6 year and 7 months		
% Shareholding	- None -		
Highest Education	Bachelor Degree at the laws (Honors), London University Barrister-at-law Lincoln's Inn		
Director training	DAP : Director Accreditation Program Class 29/2004		
Working Experiences	2008 - Present	Member of the Nomination and Corporate Governance Committee, Advanced Info Service Plc.	
	2006 - Present	Director, Member of the Audit Committee and Independent Director, Advanced Info Service Plc.	
	2005 - Present	Partner, Hunton & Williams (Thailand) Limited	
	2007 - 2008	Member of the Nomination Committee, Advanced Info Service Plc.	
	1997 - 2008	Director, Thai Tollow and Oil Co., Ltd.	
Director/Management	■ Listed Company	- None -	
Position in other companies	■ Non-listed company	1 Company	
	■ Other companies that compete with/relate to the Company	- None -	
Attend of meeting in 2012	■ The Board of Directors Meeting	8/10 times	
	■ The Audit Committee Meeting	12/12 times	
	■ The Nomination Committee Meeting	4/4 times	
	■ The 2012 Annual General Meeting of	1/1 times	
Illegal Record in past 10 year	- None -		
Relationship with Management	- None -		
Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years			
1. Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee		- No -	
2. Being a professional service provider (i.e., auditor, lawyer)		- No -	
3. Having the significant business relations that may affect the ability to perform independently		- None -	

Preliminary Information of the retired directors being proposed for re-election

Name	Mr. Wichian Mektrakarn	
Age (year)	58	
Position	Director	
Starting Date of Directorship	3 January 2013	
Tenure	1 month	
% Shareholding	- None -	
Highest Education	Bachelor Degree at the laws (Honors), London University Barrister-at-law Lincoln's Inn	
Director training	DAP : Director Accreditation Program Class 29/2004	
Working Experiences	<div>2013 - Present Director and Member of the Executive Committee, Advanced Info Service Plc.</div> <div>2011 - Present Member of the Executive Committee, Shin Corporation Plc.</div> <div>2009 - Present Chief Executive Officer, Advanced Info Service Plc.</div> <div>2010 - 2012 (Acting) Chief Marketing Officer, Advanced Info Service Plc.</div> <div>2006 - 2009 President, Advanced Info Service Plc.</div>	
Director/Management Position in other companies	<div>■ Listed Company</div> <div>■ Non-listed company</div> <div>■ Other companies that compete with/relate to the Company</div>	<div>1 Company: Member of the Executive Committee, Shin Corporation Plc.</div> <div>17 Companies</div> <div>- None -</div>
Attend of meeting in 2012	- None -	
Illegal Record in past 10 year	- None -	
Relationship with Management	- None -	



Preliminary Information of the director being proposed for election

Name	Mr. Vithit Leenutaphong		
Age (year)	57		
Proposing to be	Director		
% Shareholding	- None -		
Highest Education	M.B.A (1982) International Finance, University of Southern California, U.S.A.		
Director training	Directors Certification Program Class 16/2002		
	Audit Committee Program Class 5/2005		
	Role of Compensation Committee Class 7/2008		
	Successful Formulation & Executive of Strategy 3/2009		
Working Experiences			
	2005 - Present	President, Thai Yarnyon Co., Ltd.	
		Director, Saha Thai Steel Pipe Plc.	
		Director, The Queen’s Gallery	
		Director, The Bangkok Bank Foundation	
	2001 - Present	Independent Director and Member of the Audit Committee, Shin Corporation Plc.	
	2002 - 2010	Director, German - Thai Chamber of Commerce	
	2005 - 2009	Director, Yontrakit Volkswagen Marketing Co., Ltd.	
		Vice Chairman, Yontrakit Group	
	1999 - 2009	Director, Worldclass Rent a Car Co., Ltd.	
Director/Management	■ Listed Company	2 Companies :	
Position in other companies		2.1 Independent Director and Member of the Audit Committee, Shin Corporation Plc.	
		2.2 Director, Saha Thai Steel Pipe Plc.	
	■ Non-listed company	1 Company	
	■ Other companies that compete with/relate to the Company	- None -	
Attend of meeting in 2012	- None -		
Illegal Record in past 10 year	- None -		
Relationship with Management	- None -		



Preliminary Information of the director being proposed for election

Name	Ms. Jeann Low Ngiap Jong	
Age (year)	53	
Proposing to be	Director	
% Shareholding	- None -	
Highest Education	Accountancy from the National University of Singapore and Certified Public Accountant, Singapore	
Director training	- None -	
Working Experiences	<p>2013 - Present Member of the Governing Board, Lee Kong Chian School of Medicine</p> <p>2010 - Present Council Member, Singapore Institute of Certified Public Accountants</p> <p>2008 - Present Group Chief Financial Officer, Singapore Telecommunications Limited</p> <p>2004 - 2008 Executive Vice President, Strategic Investments, Singapore Telecommunications Limited</p>	
Director/Management Position in other companies	<p>■ Listed Company</p> <p>■ Non-listed company</p> <p>■ Other companies that compete with/relate to the Company</p>	<p>- None -</p> <p>1 Company</p> <p>- None -</p>
Attend of meeting in 2012	- None -	
Illegal Record in past 10 year	- None -	
Relationship with Management	- None -	



The Prohibitions of Business Domination by Foreigner

XX XXX 2013

We, Advanced Info Service Public Company Limited (**the “Company”**), hereby certify that the Company has not performed any acts which are contrary to the prohibitions of business domination by foreigner according to the definitions of Business Domination and the guidelines specified in the List of the Prohibitions of Business Domination by Foreigner attached to the Notification of the National Broadcasting and Telecommunications Commission On Determination of the Prohibitions of the Business Domination by Foreigner B.E. 2555 (**the “Notification”**) as follows:

1. The domination in business by allowing Foreigner, its agent or puppet to hold shares, either directly or indirectly, in order to avoid the Notification.

2. The domination in business through shareholding by Foreigner, or his agent or proxy, where such shares have voting privilege in the shareholders meeting in the proportion of more than the actual number of shares held, or are the shares that have privilege above the shares held by Thai shareholders.

3. The domination in business through the fact that the Foreigner has controlling power or influences either directly or indirectly on policy determination, management, operation or appointing directors, or senior executives.

Senior executives means chairman of the board, managing director, manager, director, chief procurement executive, chief financial executive, or any other persons who has controlling power or influence on business administration, or the operation of telecom business of the Company.

4. The domination in business through legal relationship with the source of investment or loan from Foreigner, or affiliated juristic person such as a loan guarantee, a loan at the interest rate lower than the market rate, business risk assurance, or a credit in discriminatory manner.

5. The domination in business through an agreement relating to intellectual property, franchise, or exclusive right with Foreigner, or affiliated juristic person, and such agreement results in the transfer of expenses and return to Foreigner.

6. The domination in business through a procurement agreement, or management agreement with Foreigner, or affiliated juristic person, or employees, or staffs of Foreigner, or affiliated juristic person, and such agreement results in the transfer of expenses and return to Foreigner.

7. The domination in business through a joint operation of business with Foreigner, or affiliated juristic person by allocating, or dividing operating cost in the manner that results in the transfer of expenses and return to Foreigner.

8. The domination in business through transaction in the manner of transfer pricing, or price fixing with Foreigner, or affiliated juristic person

Signed Authorized Signatory (First Person)

()

Dated

Signed Authorized Signatory (Second Person)

()

Dated

Advanced Info Service Public Company Limited

Details and conditions of the Warrants to purchase the ordinary shares of the Company and its reserved shares in the number of not exceeding 405,800 shares to employees of the Company and/or its subsidiaries

1. Definition

Company	means	Advanced Info Service Public Company Limited
Employees	means	Employees of the Company or its subsidiaries who are employed by the Company or its subsidiaries and receives salary, wage or other types of compensation for work
Program	means	Program regarding the issuance and offering of Warrants to purchase ordinary shares to employees of the Company or its subsidiaries
Warrants	means	Warrants to purchase the Company's ordinary shares
Reserved Shares	means	Newly issued shares reserved for the exercise of Warrants

2. Objectives and necessities

The objective of the Program is to retain the qualified Employees and to create the best interests of the Company and its subsidiaries in the long term. In addition, the Program motivates and rewards the performance of the Employees of the Company and its subsidiaries by providing additional benefits with mutual interests between the Company, shareholders and Employees.

To motivate the Employees to work with the Company and its subsidiaries in the long term, the terms of Warrants issued will not exceed 5 years from the date of issuance. In 2013, the Company will issue and offer Warrants in an amount of not exceeding 405,800 units, and allocate ordinary shares of not exceeding 405,800 shares (at Baht 1 par value) to reserve for the exercise of Warrants, which is equivalent to approximately 0.014 percent of the total paid-up capital of the Company.

Details of the Warrants under the Program will be proposed to the shareholders' meeting as set out below.

3. Details of the offered securities

3.1. Important Characteristics of the Warrants

Securities Type	Warrants to purchase the ordinary shares of Advanced Info Service Public Company Limited
Type of Warrants	Warrants to purchase the Company's ordinary shares with specified name and non-transferable unless as provided under Clause 5.2.3 herein of this conditions
Term	Not exceeding 5 years from the date of issuance and offering
Number of Warrants to be Offered	Not exceeding 405,800 units
Offer Price per Unit	Baht 0 (zero Baht)

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	<p>The weighted average of the market price of the Company's shares traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting for approval of the offer of Reserved Shares or at Baht 206.672 per share, unless there is an adjustment to the exercise price as prescribed under the terms and conditions of the Warrants.</p> <p>Such exercise price is not lower than 90 percent of market price according to the Notification of the Office of the Securities and Exchange Commission No. SorJor 39/2551 Re: Calculation of Offering Share Price and Determination of Market Price for Consideration of offering of New Ordinary Share at Discount dated December 24, 2008.</p>
Number of Reserved Shares	Not exceeding 405,800 shares (at the par value of Baht 1), or 0.014 percent of the total paid-up shares.
Offer Period	The offer shall be completed within one year from the date on which the issuance and offer of the Warrants under the Program is approved by the 2013 Annual General Meeting of Shareholders.
Issue Date	The Board of Directors of the Company or the authorized person of the Board of Directors of the Company will determine the date of issuance and offer of the Warrants after it has been approved by the shareholders' meeting.
Offer Method	The Warrants shall be offered directly to the Employees and shall not be offered through representative or secondary purchaser. The Company's Board of Directors or the authorized person of the Company's Board of Directors shall determine the number of Warrants to be allocated to each Employee by considering scope of work, duties, responsibilities, potential, performance and benefits brought to the Company and/or its subsidiaries according to the Company's criteria.
Secondary Market for the Warrants	None

4. Terms and Conditions of the Warrants

4.1 Exercise Date of the Warrants

4.1.1 (Except clause 4.1.2 and 4.1.3) the Warrant holders are entitled to exercise their rights to purchase the newly issued ordinary shares of the Company on the exercise date. The conditions for each exercise are stipulated as follows:

4.1.1.1 Exercise Date No. 1 on June 1, 2016

The Warrant holders are entitled to exercise not more than one-third of the total number of Warrants allocated to the Warrant holder.

In case the exercise of rights pursuant to the Warrants creates a fraction of share(s) less than the unit traded on the board lot in the Stock Exchange of Thailand, such fraction will be included in the next exercise of rights.

4.1.1.2 Exercise Date No. 2 on June 1, 2017

The Warrant holders are entitled to additionally exercise not more than one-third of the total number of Warrants allocated to the Warrant holder or in case the Warrant holder has not exercised the rights to purchase ordinary shares on the Exercise Date No. 1, the Warrant holder is entitled to exercise not more than two-thirds of the total number of Warrants allocated to the Warrant holder.

In case the exercise of rights pursuant to Warrants creates a fraction of share(s) less than the unit traded on the board lot in the Stock Exchange of Thailand, such fraction will be included in the next exercise of rights.

4.1.1.3 Exercise Date No. 3 (Last Period) any day during the period of May 25 – May 31, 2018

The Warrant holders are entitled to additionally exercise not more than one-third of the total number of Warrants allocated to the Warrant holder. If the Warrant holder has not exercised the rights to purchase ordinary shares on the Exercise Date No. 1 and on the Exercise Date No. 2, the Warrant holder is entitled to exercise the total number of Warrants allocated to him/her. If the Warrant holder has not exercised the rights to purchase ordinary shares on the Exercise Date No. 1 or on the Exercise Date No. 2, the Warrant holder is entitled to exercise not more than two-thirds of the total number of Warrants allocated to the Warrant holder.

If the aforementioned exercise dates are not a business day, the exercise date shall be the last business day prior to such exercise date of the Warrants.

All warrants which have not been exercised by the last Exercise Date No. 3 shall be terminated and no longer exercisable and it shall be deemed that the Warrant holder has waived his or her right to exercise the outstanding Warrants without making any claims to the Company.

4.1.2 Exercise date and condition if there are the occurrence of specific events

4.1.2.1 During the first three years after the date of issuance and offering the Warrant, if there is any of the following events occurred; the conditions for exercise of the Warrants shall be as stipulated under this clause 4.1.2

- (1) The Company acquires or disposes an asset (or assets) representing more than 50% of the Company's net tangible assets. The meaning and calculation method of the net tangible asset are in accordance with the Notification of the Board of governors of the Stock Exchange of Thailand Re: disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (including the amendment in the future, if any).
- (2) Any shareholder, who has largest shareholding in the Company transfers or disposes its shares in the Company to any other person (other than a subsidiary or associated company of the said shareholder) which result in such person acquires shares in the Company, or becomes the Company's shareholder, which shareholding of such person reach or exceeding 25% of the total issued and paid-up shares of the Company

4.1.2.2 When the event under 4.1.2.1 occurred, the Company will inform the Warrant holders within 3 business days after the occurrence of the event (the date that the Company completely and legally transfers or owns the asset, as the case maybe, for event under 4.1.2.1 (1) or the date that the Company is formally informed or formally known the event under 4.1.2.1 (2)). The Warrant holders are entitled to exercise their right to

purchase the newly issued ordinary shares of the Company under the conditions stipulated as follows:

(1) Exercise Date No.1 on the seventh business day after the occurrence of event

The Warrant holders are entitled to exercise not more than one-third of the total number of Warrants allocated to the Warrant holder.

In case the exercise of rights pursuant to the Warrants creates a fraction of share(s) less than the unit traded on the board lot in the Stock Exchange of Thailand, such fraction will be included in the next exercise of rights

(2) Exercise Date No.2 on the first anniversary day of the Exercise Date No. 1

The Warrant holders are entitled to additionally exercise not more than one-third of the total number of Warrants allocated to the Warrant holder or in case the Warrant holder has not exercised the rights to purchase ordinary shares on the Exercise Date No. 1, the Warrant holder is entitled to exercise not more than two-thirds of the total number of Warrants allocated to the Warrant holder.

In case the exercise of rights pursuant to Warrants creates a fraction of share(s) less than the unit traded on the board lot in the Stock Exchange of Thailand, such fraction will be included in the next exercise of rights.

(3) Exercise Date No.3 on the second anniversary day of the Exercise Date No.1

The Warrant holders are entitled to additionally exercise not more than one-third of the total number of Warrants allocated to the Warrant holder. If the Warrant holder has not exercised the rights to purchase ordinary shares on the Exercise Date No. 1 and on the Exercise Date No. 2, the Warrant holder is entitled to exercise the total number of Warrants allocated to him/her. If the Warrant holder has not exercised the rights to purchase ordinary shares on the Exercise Date No. 1 or on the Exercise Date No. 2, the Warrant holder is entitled to exercise not more than two-thirds of the total number of Warrants allocated to the Warrant holder.

If the aforementioned exercise dates are not a business day, the exercise date shall be the last business day prior to such exercise date of the Warrants.

All warrants which have not been exercised by the last Exercise Date No. 3 of this clause 4.1.2.2 shall be terminated and no longer exercisable and it shall be deemed that the Warrant holder has waived his or her right to exercise the outstanding Warrants without making any claims to the Company.

4.1.3 Exercise date and condition in case the Company wishes to delist its shares

During the term of the Warrants (not exceeding 5 year from the date of issuance and offering of the Warrants), if the Company wishes to delist its shares from the Stock Exchange of Thailand, the Warrant holders are entitled to exercise all of number of Warrants allocated to the Warrant holder within 15 business days after the date of which the Company notify to the Warrant holders on the resolution of the shareholders' meeting of the Company to approve the delisting the shares. The Company shall notify to the Warrant holders on such resolution of the shareholders' meeting of the Company within 3 business days after such shareholders' meeting date.

All warrants which have not been exercised under the date and conditions stipulated under this clause 4.1.3 shall be terminated and no longer exercisable and it shall be deemed that the Warrant holder has waived his or her right to exercise the outstanding Warrants without making any claims to the Company.

- 4.1.4 If there is the occurrence of events under clause 4.1.2 or 4.1.3, the exercise date and conditions as stipulated in clause 4.1.2 and 4.1.3, as the case may be, shall apply and the exercise date and conditions as provided in clause 4.1.1 shall become cancelled or invalid.

4.2 Exercise Period

The Warrant holders are required to submit an exercise notice to the Company between 9.00 a.m. and 4.00 p.m. within three business days prior to each exercise date as stipulated under Clause 4.1.1 and 4.1.2 except for the exercise date as stipulated under 4.1.3 and the exercise during the last exercise period under Clause 4.1.1.3 and 4.1.2.2 (3), the Warrant holder shall submit the notification of intention to exercise the right to purchase ordinary shares 15 days prior to the exercise date.

4.3 Exercise Procedures

- 4.3.1 The Warrant holder, who wishes to exercise his or her right is required to submit the following documents to the registrar of the Warrants during the exercise period:
- 4.3.1.1 The notification of intention to exercise the right to purchase ordinary shares form which has been accurately and completely filled in (the notification of intention to exercise form can be obtained at Human Resources Department of the Company). In case of Employee's executor, statutory heir, legatee, curator or guardian under the law pursuant to Clause 5.2.3 herein is the person notifying such intention, notification of intention to exercise the right to purchase ordinary shares which has been accurately and completely filled in together with complete and accurate evidence demonstrating his or her accession as the transferee of the right pursuant to the laws and conditions of Clause 5.2.3 of this conditions.
 - 4.3.1.2 The Warrants in the number as specified under the notification of intention to exercise the right to purchase the Company's ordinary shares.
 - 4.3.1.3 Payment for shares in the amount as specified in the notification of intention to exercise the right to purchase the Company's ordinary shares.
 - 4.3.1.4 Withholding tax payment from exercising the rights to purchase ordinary shares for which the company has an obligation to make the payment to the Revenue Department in accordance with the laws.
- 4.3.2 The Warrant holders are liable to pay its own personal income taxes incurred from exercising the rights to purchase ordinary shares.
- 4.3.3 In the case that the Warrant holders are unable to pay taxes to the Company according to Clause 4.3.1.4 in full within specific date for any reasons and the Company has to pay such taxes in advance for the Warrant holders, it is deemed that those Warrant holders give the irrevocable rights to the Company to deduct any amount of taxes paid in advance for the participating employees of the Program from wage, bonus or other benefits to be paid by the Company which can be set off according to the laws and give the rights to the Company to use such money to pay or set-off with the amount of withholding taxes owed to the Company.
- 4.3.4 The Warrant holders are liable to stamp duty or other taxes (if any) pursuant to the Revenue Code or rules or relevant laws governing the exercise of rights to purchase the Company's ordinary shares.
- 4.3.5. After the Warrant holder has fully complied with the terms and conditions for the exercise of rights to purchase ordinary shares, the Company will issue the underlying shares under the names of Warrant holder or Employee's executor, statutory heir,

legatee, curator or guardian under the law (in case of Clause 5.2.3) and will deliver the Share Certificate via registered mail to the address stated in the notification of intention of exercise the right to purchase ordinary shares within 30 days from each exercise date. However, the Company may agree in advance with the Warrant holder to keep the Share Certificate at the Company so the Warrant holder can obtain the certificate by themselves or deliver to the Warrant holder's department. Alternatively, the Warrant holders may wish to use scripless system of the securities depository which will not lower their exercise rights.

- 4.3.6 After the Warrant holder has submitted his intention to exercise the right to purchase ordinary shares according to Clause 4.3.1, such intention to exercise the right may not be cancelled nor revocable, unless a written consent is provided by the Company.
- 4.3.7 The Company shall notify the list of Warrant holders who have exercised their rights to Thailand Securities Depository Company Limited, as a registrar of the Warrants, to proceed to register such Warrant holders as ordinary shareholders in the register of shareholders according to the number of ordinary shares from such exercise and the Company shall register the change of its issued and paid up capital with the Ministry of Commerce within 14 days from the end of each exercise period.
- 4.3.8 If, after the last exercise date, the rights pursuant to the Warrants have not been exercised, the outstanding Warrants shall be deemed terminated and no longer exercisable.

4.4 Adjustment to the Exercise Price and the Exercise Ratio

The Company shall adjust the Exercise Price and the Exercise Ratio in order to protect the Warrant holders from losing their rights and benefits in the following events:

- 4.4.1 In case where the Company changes the par value of its ordinary shares as a result of split or consolidation of its issued shares. The adjustment to Exercise price and Exercise Ratio shall be immediately effective after the par value of the Company's shares has been changed.

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times (\text{Par 1})}{(\text{Par 0})}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (\text{Par 0})}{(\text{Par 1})}$$

Where:

Price 1 =	new Exercise Price after the change
Price 0 =	old Exercise Price before the change
Ratio 1 =	new Exercise Ratio after the change
Ratio 0 =	old Exercise Ratio before the change
Par 1 =	par value after the change
Par 0 =	par value before the change

- 4.4.2 In case where the Company offers for sale of its ordinary shares to the existing shareholders according to their rights and/or the public and/or private placement and the net price of the newly issued shares is lower than 90% of "the market price of the Company's ordinary shares".

The adjustment in the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not

entitled to subscribe newly issued shares (the first day on which the SET posts the XR sign) in case of newly issued shares are being offered to the existing shareholders (Right Issue) and/or the first day on which newly issued shares are offered to the public and/or private placement, as the case may be.

“Net price of the newly issued ordinary shares” is calculated by the whole amount of money for which the Company obtained from the offer of the new shares after deducting expenses incurred from the offer of such securities and divided by the total number of newly issued ordinary shares.

“Market price of the Company’s ordinary shares” means the weighted average of the market price of the Company’s ordinary shares traded on the SET during the 7 consecutive business days (days on which the Company’s ordinary shares are traded on the SET) before the Calculation Date. Weighted average of the market price of the Company’s ordinary shares means the total trading value of the Company’s ordinary shares divided by the total number of the Company’s ordinary shares traded on the SET.

“Calculation Date” means the first day on which the purchasers of ordinary shares are not entitled to subscribe the newly issued ordinary shares in case of the shares are being offered to the existing shareholders (the first day on which the SET posts the XR sign) and/or the first day on which the newly issued shares are offered to the public for the case of public offering and/or the private placement.

In the case that an offer of newly issued ordinary shares at the same time provides more than one offer price and with the condition that such shall be subscribed together, the average of all offer prices shall be used to calculate the net price of the newly issued ordinary shares. If the offer is not subject to the conditions that must be subscribed together, only the offer price which is lower than 90 percent of “the market price of the Company’s ordinary shares” shall be used for the calculation of change.

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + BX]}{[\text{MP} (A + B)]}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} (A + B)]}{[(A \times \text{MP}) + BX]}$$

Where:

Price 1	=	new Exercise Price after the change
Price 0	=	old Exercise Price before the change
Ratio 1	=	new Exercise Ratio after the change
Ratio 0	=	old Exercise Ratio before the change
MP	=	the market price of the company’s ordinary shares
A	=	the number of fully paid ordinary shares as at the date before the closing of share register book date for the offer of newly issued ordinary shares to the existing shareholders and/or before the first day of the public offering and/or the private placement of the new shares, as the case may be.
B	=	the number of newly issued ordinary shares offered to the existing shareholders and/or the public and/or the private placement

BX = the net amount of money, after deducting expenses incurred (if any), received from the offer of newly issued shares to the existing shareholders and/or the public and/or the private placement as the case may be

- 4.4.3 In case where the Company offers to the existing shareholders and/or the public and/or the private placement any newly issued securities with the right to convert to ordinary shares or the right to subscribe ordinary shares (e.g. convertible debentures or warrants to purchase ordinary shares) and the net price of the newly issued ordinary shares to accommodate the exercise of rights is lower than 90% of the market price of the Company's ordinary shares.

The adjustment of the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not entitled to subscribe the newly issued securities (the first day the SET posts the XR sign), in case that the newly issued securities are offered to the existing shareholders (Rights Issue) and/or the first day on which such newly issued convertible securities are offered to the public and/or private placement (as the case may be).

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BX}]}{[\text{MP} (A + B)]}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} (A + B)]}{[(A \times \text{MP}) + \text{BX}]}$$

Where:

Price 1	=	new Exercise Price after the change
Price 0	=	old Exercise Price before the change
Ratio 1	=	new Exercise Ratio after the change
Ratio 0	=	old Exercise Ratio before the change
MP	=	the Market price of the Company's ordinary shares
A	=	the number of fully paid ordinary shares as at the date before the closing of share register book date for the offer of newly issued convertible securities to the existing shareholders and/or before the first day of the public offering and/or private placement of the newly issued convertible securities, as the case maybe
B	=	the number of newly issued ordinary shares to accommodate the conversion of the securities offered to existing shareholders and/or the public and/or the private placement
BX	=	the net amount of money received, after deducting expenses incurred (if any), from the issuance of the convertible securities offered to the existing shareholders and/or the public and/or the private placement, plus the money received from the conversion or the exercise of right to purchase the ordinary shares

"Market price of the Company's ordinary shares" means the weighted average of the market price of the Company's ordinary shares traded on the SET during the 7 consecutive business days (days on which the Company's ordinary shares are traded

on the SET) prior to the Calculation Date. Weighted average of the market price of the Company's ordinary shares means the total trading value of the Company's ordinary shares divided by the total number of the Company's ordinary shares traded on the SET.

"Calculation Date" means the first day on which the purchasers of ordinary shares are not entitled to subscribe any of the newly issued convertible securities in case of offer to the existing shareholders (the first day on which the SET posts the XR sign) and/or the first day on which the newly issued convertible securities to any person to subscribe ordinary shares as the case may be.

- 4.4.4 In case where the Company pays out all or parts of its dividends in the form of its ordinary shares to its shareholders, the adjustment of the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not entitled to such stock dividends (the first day on which the SET posts the XD sign).

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times (A)}{(A + B)}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (A + B)}{A}$$

Where:

Price 1	=	new Exercise Price after the change
Price 0	=	old Exercise Price before the change
Ratio 1	=	new Exercise Ratio after the change
Ratio 0	=	old Exercise Ratio before the change
A	=	the number of fully paid ordinary shares as at the date before the closing of share register book date to determine the entitlement of stock dividends
B	=	the number of newly issued shares as stock dividends

- 4.4.5 In case where the Company pays out dividend more than 120% of its net profits after tax in any accounting period during the term of the Warrants, the adjustment of the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not entitled to the dividends (the first day on which the SET posts the XD sign).

The dividend payout ratio paid to shareholders is calculated by dividing all actual dividends paid for each accounting period by the net profits after tax of the same period. The actual dividends paid shall include the interim dividend paid during such accounting period.

For the calculation of adjustment to the Exercise Price and the Exercise Ratio, the Company shall include only the actual dividend paid to the shareholders in the same accounting period.

In the case that the Company makes the interim dividend payment and the Company is not required to adjust the rights of the Warrant holders as the dividend payout ratio is lower than 120%, however, if the Company subsequently pays another dividend,

the Company shall include the interim dividend paid earlier in the same accounting period to consider the adjustment of rights of the Warrants.

In the event that the Company already calculated the adjustment to Exercise Price and the Exercise Ratio from the interim dividend in any accounting period and later pays another dividend in the same accounting period, the earlier interim dividend shall not be included again in the adjustment as the Warrant holders have been compensated by the adjustment of rights resulting from the payment of interim dividend.

“Market price of the Company’s ordinary shares” means the weighted average of the market price of all of the Company’s ordinary shares traded on the SET during the 7 consecutive business days (days on which the Company’s ordinary shares are traded on the SET) before the Calculation Date. Weighted average of the market price of the Company’s ordinary shares means the total trading value of the Company’s ordinary shares divided by the total number of the Company’s ordinary shares traded on the SET.

“Calculation Date” is the first day on which the purchasers of ordinary shares are not entitled to the dividends (the first day on which the SET posts the XD sign).

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{MP} - (\text{D} - \text{R})]}{\text{MP}}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (\text{MP})}{[\text{MP} - (\text{D} - \text{R})]}$$

Where:

Price 1	=	new Exercise Price after the change
Price 0	=	old Exercise Price before the change
Ratio 1	=	new Exercise Ratio after the change
Ratio 0	=	old Exercise Ratio before the change
MP	=	the Market price of the Company’s shares
D	=	actual dividends per share paid to the shareholders
R	=	dividends per share paid, by taking into the calculation the net profit after tax at the rate of 120% and the total number of shares with entitlements to dividends.

4.4.6 In case that there is any event which causes the Warrant holder to lose his/her right and benefit and such event is not stipulated under Clauses 4.4.1 to 4.4.5, the Company shall determine the adjustment to the Exercise Price and/or the Exercise Ratio without undermining the rights of the Warrant holder. Such consideration by the Company shall be deemed final and shall be notified to the SEC Office within 15 days from the date on which the event causing the adjustment of rights occurs.

4.4.7 The calculation of the adjustment to the Exercise Price and the Exercise Ratio in accordance with Clauses 4.4.1 through 4.4.6 are independent with each other and shall be calculated in order compared to the market price of the Company’s ordinary shares. In cases where these events simultaneously occur, the calculation shall be conducted in the ascending order from 4.4.1 \Rightarrow 4.4.5 \Rightarrow 4.4.4 \Rightarrow 4.4.2 \Rightarrow 4.4.3 \Rightarrow 4.4.6 which the decimals for the Exercise Price shall be maintained at 3 decimals and the decimals for Exercise Ratio shall be maintained at 5 decimals.

- 4.4.8 The calculation of the adjustment to the Exercise Price and the Exercise Ratio in accordance with Clauses 4.4.1 through 4.4.6 shall not cause the increase of the Exercise Price and/or decrease of the Exercise Ratio, except in the case of the share consolidation and the new Exercise Price is used after the adjustment (in 3 decimals) multiplying by the number of ordinary shares (The number of ordinary shares shall be calculated from the new Exercise Ratio multiplied by the number of Warrants stated under the notification of intention to exercise the right. If such calculation results in a fraction of share, such fraction shall be cancelled.) If the money calculated from the exercise is a fraction of Baht, such fraction shall be cancelled. If the adjustment results in the new Exercise Price being lower than the par value of the Company's ordinary shares, the par value of the Company's ordinary shares shall be used as the new Exercise Price. The Exercise Ratio calculated from Clauses 4.4.1 to 4.4.6 shall be used as the new Exercise Ratio.
- 4.4.9 In case of the adjustment of the Exercise Price and/or the Exercise Ratio as mentioned in Clauses 4.4.1 through 4.4.6, the Company shall notify to the Warrant holders the results of the adjustment including the methods of calculation, reasons for the adjustment to the SEC Office and the Stock Exchange of Thailand in order to notify the new Exercise Price, the new Exercise Ratio, and the effective date of the new Exercise Price and the new Exercise Ratio. The Company shall inform the details of the adjustment to the Exercise Price and/or the Exercise Ratio to the Warrant holders via the disclosure system of the Stock Exchange of Thailand and shall post an announcement at the Company's office within 15 days from the date on which such adjustment to the Exercise Price and the Exercise Ratio becomes in effect.

4.5 Status of the Warrants during the notification of intention to exercise

The status of the Warrants while notifying the intention to exercise shall be equivalent to and have the same rights as the Warrants that have not been notified the intention to exercise. In the event where the Company has adjusted the Exercise Price and/or the Exercise Ratio pursuant to Clause 4.4 during the period of notifying intention to exercise or while the Company has not yet registered the ordinary shares derived from the exercise of Warrants with the Ministry of Commerce, such adjustment to the Exercise Price and/or the Exercise Ratio shall apply to the Warrants of which the notification to exercise has been submitted and the Company has not yet registered with the Ministry of Commerce in order to prevent the rights of the Warrant holders who have exercised their rights from being impaired.

4.6 Status of the new shares derived from the exercise of the Warrants

The new shares derived from the exercise of the Warrants shall have the same rights and benefits as the existing issued and fully paid-up shares. Any entitlement from being the ordinary shareholder from the exercise of right pursuant to the Warrants shall commence from the date on which the Ministry of Commerce accepts the registration of new shareholders as appeared on the list of new ordinary shareholders from the exercise of rights of the Warrant holders. In addition, the Company shall register the ordinary shares derived from the exercise of the Warrants to be listed on the Stock Exchange of Thailand within 30 days from each exercise date.

4.7 Compensation in cases where the Company cannot arrange sufficient shares to accommodate the exercise of the Warrants.

The Company shall compensate only to the Warrant holders who notify his/her intention to exercise within each exercise period and the Company cannot provide shares to fully accommodate the exercise of his/her warrants. The compensation shall be calculated in the following formula;

$$\text{Compensation per 1 unit of Warrants} = B \times (MP - EP)$$

Where:

- B = the number of shares which cannot be provided and/or increased in accordance with the Exercise Ratio that increases per 1 unit.
- MP = the weighted average price of the Company's ordinary shares on each exercise date for which the Warrant holder notify his/her intention to exercise
- EP = the Exercise Price or the Exercise Price which has been adjusted

Such compensation shall be made payable by the Company via crossed cheque and sent by registered mail or submitted to the department of the employees within 30 business days from the date on which the Warrant holders notify the intention to exercise the right.

5. Warrant Allocation

5.1 Qualifications of Employees Eligible for Warrant and Allocation Method

The Company shall allocate the Warrants to the full-time employees of the Company and its subsidiaries who participate in the Performance share plan. The list of eligible employees and the number of Warrants, including the adjustment of the number of Warrants which has been allocated to each employee shall be determined by the Company's Board of Directors or the authorized person of the Company's Board of Directors (the adjustment shall not result in any employee being entitled to more than 5 percent of the total number of Warrants being issued and offered). The number of Warrants allocated to the respective employees will be varied based on scope of work, duties, responsibilities, potential, performance and benefits brought to the Company and/or its subsidiaries according to the Company's criteria.

5.2 Obligations between the Company and Employees in respect of Allocation of Warrants

- 5.2.1 If any person who is entitled to the Warrants retires from the Company and/or its subsidiaries pursuant to the Company's work rules or his/her term in the position has expired, as the case may be, such employee of the Company and/or its subsidiaries shall be entitled to exercise their Warrants during the term of the Warrants, subject to terms and conditions of the Warrants and other relevant agreements between the Company and each relevant employee.
- 5.2.2 If any person who is entitled to the Warrants is no longer an employee of the Company and/or its subsidiaries due to the instruction of the Company and/or its subsidiaries to transfer such employee, such employee shall be entitled to exercise their Warrants during the term of the Warrants, subject to terms and conditions of the Warrants and other relevant agreements between the Company and each relevant employee.
- 5.2.3 If any person who is entitled to the Warrants is no longer an employee of the Company and/or its subsidiaries by reason of being deceased, disappeared, infirmity (quasi-incompetent), or incompetent, such Warrants can be exercised by the Employee's executor, statutory heir, legatee, curator or guardian under the law, as the case may be, according to the conditions for the term of the Warrants being allocated. Such executor, statutory heir, legatee, curator or guardian under the law, as the case may be, shall notify such reason to the Company and submit relevant documents and evidence as requested by the Company and agrees to be bound by the terms and conditions of the Warrants, including other agreements between the Company and each relevant Employee.
- 5.2.4 If any person who is entitled to the Warrants is no longer an employee of the Company for any reason other than as specified in Clauses 5.2.1, 5.2.2, or 5.2.3 above, such person shall have no right to exercise the Warrants and the Board of Directors or any person appointed by the Board of Directors shall be able to re-allocate the Warrants to other eligible employees according to the Notification of the

Capital Market Supervisory Board No. TorJor. 32/2008 Re: Issuance and Offering of Securities to Directors and Employees.

- 5.2.5 The case other than as specified in Clauses 5.2.1 to 5.2.4 shall be subject to the discretion of the Board of Directors or any person appointed by the Board of Directors.
- 5.2.6 The Warrants which have not been exercised due to any reasons apart from the reasons which have been specified in Clause 5, such Employee shall deliver such Warrants to the Company for cancellation. In the case that the Company uses scripless system, the Company can re-allocate the Warrants pursuant to Clause 5.2.4.

5.3 In case the Rights of the Warrants have not been fully exercised

If the Warrant holders do not exercise or do not fully exercise the rights to purchase ordinary shares pursuant to the Warrants and the term of the Warrants has expired, it shall be deemed that the Employee waives their rights pursuant to such un-exercised Warrants. In this respect, such Employee shall not be entitled to claim any compensation from the Company.

5.4 The List of All Directors (of the Company and its subsidiaries) Entitled to Receive Warrants and Employees to receive Warrants at the Rate Exceeding 5 Percent of the Warrant To Be Issued and Offered.

5.4.1 Name and number of Warrants

	Director/Employee	Number of Allocated Warrants (Units)	Percentage of Total Allocated Warrants (percent)
1.	Mr. Wichian Mektrakarn Chief Executive Officer and Director of subsidiaries	Not exceeding 29,900 Units	7.37 percent
2.	Mrs. Suwimol Kaewkoon Chief Organization Development Officer and Director of subsidiaries	Not exceeding 26,200 Units	6.46 percent
3.	Mr. Pong-amorn Nimpoonsawat Chief Financial Officer and Director of subsidiaries	Not exceeding 26,200 Units	6.46 percent
4.	Mr. Somchai Lertsutiwong Chief Marketing Officer and Director of subsidiaries	Not exceeding 26,200 Units	6.46 percent
5.	Mr. Walan Norasetpakdi Executive Vice President - Service Operations	Not exceeding 26,200 Units	6.46 percent
6.	Mrs. Vilasinee Puddhikarant Chief Customer Officer and Director of subsidiaries	Not exceeding 25,100 Units	6.19 percent
7.	Mr. Weerawat Kiattipongthaworn Executive Vice President - Operations and Director of subsidiaries	Not exceeding 25,100 Units	6.19 percent
8.	Mr. Issara Dejakaisaya Executive Vice President - Solutions and Director of subsidiaries	Not exceeding 25,100 Units	6.19 percent

	Director/Employee	Number of Allocated Warrants (Units)	Percentage of Total Allocated Warrants (percent)
9.	Ms. Sunitaya Shinawatra Senior Vice President - Finance and Director of subsidiaries	Not exceeding 8,400 Units	2.07 percent
10.	Mr. Waroonthep Watcharaporn Vice President - VCHB Executive Office and Director of subsidiaries	Not exceeding 3,600 Units	0.89 percent
11	Mr. Suttisak Kundhikanjana Vice President - International Operations & Support and Director of subsidiaries	Not exceeding 3,600 Units	0.89 percent

5.4.2 The Exercise Price is determined by the weighted average of the market price of the Company's shares traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting for approval of the offer of Reserved Shares which is the market price according to the Notification of the Office of the Securities and Exchange Commission. Therefore, there is no benefit from the different between the Exercise Price and the market price to each director and employee who receive Warrants at the rate exceeding 5 percent of the Warrant to be issued and offered.

6. Transfer Restrictions

The Warrants are non-transferable, unless the person who is entitled to the Warrants is no longer an employee of the Company and/or its subsidiaries due to being deceased, disappeared, infirmity (quasi-incompetent) or incompetent according to terms and conditions under Clause 5.2.3.

7. Effects upon Shareholders from Issuance of Warrants and Offer to Employees of the Company

7.1 Price Dilution Effect due to the Exercise of Rights to Purchase Shares by Employees

Exercise Price	=	The weighted average market price of the Company's share traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the date on which the Board of Directors resolves to propose the shareholders' meeting to approve the offer of the Reserved Shares by the Company.
Market Price	=	The weighted average market price of the Company's share traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the date on which the Board of Directors resolves to propose the shareholders' meeting to approve the offer of the Reserved Shares by the Company.

The Exercise Price of the Warrants allocated to Employees = Baht 206.672 per share, which is the Market Price. Thus, the issuance and offer of Warrants will not create price dilution.

7.2 Effects upon Existing Shareholders due to Dilution of Ownership or Control Dilution in case Warrants are Exercised by All Employees as Calculated from the Current Paid-up Capital

Number of the total paid-up shares	=	2,973,095,330 shares (at a par value of Baht 1 each)
Number of shares or reserved shares for this offer	=	Not exceeding 405,800 shares (at a par value of Baht 1 each)
Control Dilution	=	$\frac{\text{Number of Shares reserved for this offer}}{\text{Number of paid-up shares} + \text{Number of shares reserved for this offer}}$
Control Dilution	=	$\frac{405,800}{2,973,095,330 + 405,800}$
	=	0.014 percent

In case that all Warrants allocated to the Employees in the number of not exceeding 405,800 units have been exercised, the control of the existing shareholders of the Company shall be diluted by 0.014 percent of the existing voting rights, where the rights of the existing shareholders after the exercise shall be equivalent to 99.986 percent.

8. Rights of Shareholders in Opposing the Offer of Warrants

Pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551 Re: Issuance and Offering of Securities to Directors or Employees dated December 15, 2008 (as amended), the rights of shareholders in opposing the offer of Warrants are as follows:

8.1 The issuance and offer of Warrants to the Employees shall be approved by the shareholders' meeting with the votes of not less than three quarters of all votes of the shareholders attending the meeting and having the rights to vote and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of the shareholders attending the meeting.

8.2 In case of issuance and offer of Warrants to any Employee in the number exceeding five percent of the total Warrants being offered, such matter shall be approved by the shareholders' meeting with the votes of not less than three quarters of all votes of shareholders attending the meeting and having the rights to vote and must not be opposed by shareholders with an aggregate number of shares exceeding five percent of all votes of shareholders attending the meeting.

(Translation)

Capital Increase / Share Allotment Report Form
Advanced Info Service Plc.
7 February 2013

Advanced Info Service Plc. (“the Company”) hereby reports that Board of Directors Meeting No. 3/2013, held on 7 February 2013 at 9.00 a.m., passed a resolution concerning the following share allotment.

1. Allotment of shares

The Company’s registered share capital is currently 4,997,459,800 baht. There are 2,973,095,330 paid-up shares at par value 1 (one) baht and 2,024,364,470 unpaid shares.

The Board of Directors has approved the allotment of not exceeding 405,800 unissued ordinary shares, at a par value of 1 (one) baht, totaling not exceeding 405,800 baht or approximately 0.014 percent of the total paid-up capital shares, for the exercise of warrants to be issued to the Company’s employees subject to the shareholders’ approval. The details of the allotment are shown in the table below.

1.1 The details of the allotment

Allotted to	Number (shares)	Ratio (old: new)	Exercise Price (baht/share)	Subscription and payment period	Notes
Reserved for the exercise of warrants issued to employees (the Warrants)	Not exceeding 405,800 shares	1 : 1	The weighted average of the market price of the Company’s shares traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the date on which the Board of Directors resolved to propose this matter to the shareholders’ meeting. (206.672 baht/share)	-	-

Note: The details of the Warrants are shown in Attachment 5 (a).

1.1.1 The Company’s plan in case there is a fraction of shares remaining

-None-

2. Schedule for shareholders’ meeting to approve the capital increase/allotment

The Annual General Meeting of Shareholders for the year 2013 will be held on 27 March 2013 at 2.00 p.m. at Vibhavadee Ballroom, Lobby Level of Centara Grand at Central Plaza Ladprao, 1695 Phaholyothin Road, Chatuchak, Bangkok. The Record Date, to determine the shareholders who have the right to attend the meeting and vote, will be on 21 February 2013, and the share registration book (under Section 225 of the *Securities and Exchange Act B.E. 2535*) will be closed on 22 February 2013.

3. Approval of the capital increase/share allotment by relevant governmental agencies and conditions thereto (if any)

The Company will register the increase of paid-up capital at the Department of Business Development, Ministry of Commerce when the Warrants are exercised and seek approval from the Stock Exchange of Thailand to list the newly issued ordinary shares as securities that can be publically traded.

4. Objectives of the capital increase and plans for utilizing the proceeds received

Reserved for the exercise of Warrants issued to the employees. The Company will use the proceeds from the exercise of Warrants as its working capital.

5. Benefits which the Company will receive from the capital increase/share allotment

The objective of issuing these warrants is to retain, motivate and compensate key employees of the Company and its subsidiaries in order to improve their long-term performance and the Company's competitiveness.

6. Benefits which the shareholders will receive from the capital increase/share allotment

6.1 Dividend policy

The Company has a policy of paying dividends of not less than 100 percent of net profits.

6.2 Rights to receive dividends from the Company

Holders of newly issued shares from the exercise of these warrants will have the same rights as holders of previously issued shares for capital increases. They will also be entitled to receive dividends from the date their names are listed in the share registration book submitted to the Department of Business Development, Ministry of Commerce.

7. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

8. Schedule of action where the Company's board of directors passes a resolution approving a capital increase or allotment of new shares

No.	Procedures for the Capital Increase	Date / Month / Year
1	Board of Directors' resolution to issue warrants to the Company's employees and allot new ordinary shares for the exercise of these warrants.	7 February 2013
2	Notify Stock Exchange of Thailand re Board of Directors' resolution.	7 February 2013
3	Determine the shareholders who have the right to attend the Annual General Meeting of Shareholders for 2013. (Record Date)	21 February 2013
4	Close share registration book in accordance with Section 225 of the <i>Securities and Exchange Act, B.E. 2535</i> .	22 February 2013
5	Hold Annual General Meeting of Shareholders for 2013	27 March 2013

The Company hereby certifies that the information provided in this report form is accurate and complete in all respects.

Signed *-Signed-* Authorized director
(Mr. Somprasong Boonyachai)
Director

Signed -Signed- Authorized director
(Mr.Wichian Mektrakarn)
Director

(Translation)

Opinion of the Remuneration Committee

7 February 2013

To: The Board of Directors
Advanced Info Service Plc.

The Remuneration Committee (“the Committee”) of Advanced Info Service Plc. (“the Company”) is appointed by the Board of Directors and comprises Dr. Paiboon Limpaphayom as the Chairman, with Mr. Aviruth Wongbuddhapitak and Mr. Somprasong Boonyachai as members. The Committee has considered and approved the allocation of the Warrants to employees of the Company and its subsidiaries. Some of these people will be entitled to receive an amount of more than 5 (five) percent of the total warrants so in order to comply with the *Notification of the Capital Market Supervisory Board No. TorChor 32/2551, Re: Offer for Sale of Newly Issued Securities to Directors and Employees*, dated 15 December 2008, they have been named in the table below.

According to the Committee’s resolution, the following people will be entitled to receive more than 5 (five) percent of the total warrants under this scheme.

No.	Name	No. of the Warrants allocated (Units)	% of the Warrants
1.	Mr. Wichian Mektrakarn	Not exceeding 29,900 Units	7.37 percent
2.	Mrs. Suwimol Kaewkoon	Not exceeding 26,200 Units	6.46 percent
3.	Mr. Pong-amorn Nimpoonsawat	Not exceeding 26,200 Units	6.46 percent
4.	Mr. Somchai Lertsutiwong	Not exceeding 26,200 Units	6.46 percent
5.	Mr. Walan Norasetpakdi	Not exceeding 26,200 Units	6.46 percent
6.	Mrs. Vilasinee Puddhikarant	Not exceeding 25,100 Units	6.19 percent
7.	Mr. Weerawat Kiattipongthaworn	Not exceeding 25,100 Units	6.19 percent
8.	Mr. Issara Dejakaisaya	Not exceeding 25,100 Units	6.19 percent

Rationale, needs and potential benefits to the Company

In order to retain valuable employees in the organization, the Committee considered and approved the allocation of the Warrants to 8 employees of the Company and its subsidiaries who have a high level of expertise and well-rounded experience of the Company’s administration. All of these people are very knowledgeable and capable, and have demonstrated honesty, loyalty, accountability and dedication in driving the success of the Company and its subsidiaries. This allocation of warrants will contribute more benefit to the organization through sustainable leadership.

Yours faithfully,

-Signed-

Dr. Paiboon Limpaphayom
Chairman of the Remuneration Committee
Advanced Info Service Plc.

Definition of Independent Director of Advanced Info Service Plc.

An Independent Director is a qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, and the criteria established by the Stock Exchange of Thailand, which have been defined more restrictively than the criteria established by the Stock Exchange of Thailand. An Independent Director must:

1. hold shares *not* exceeding 0.5 per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflict of interest, including the shares held by related persons of the independent director;
2. *neither* be *nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiaries, affiliates, same-level subsidiaries or juristic persons which may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship *not* less than two years prior to the date of appointment;
3. *not* have a business relationship with the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, in any manner that may interfere with his or her independent judgment, and not be, or used to be, a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates or juristic persons that may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

4. *not* be a person related by blood or registration under laws, such as in the manner of father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
5. *not* be a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;
6. *neither* be *nor* having been an auditor of the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates or juristic person who may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
7. *neither* be *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of the professional advisor. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;


8. *not* conduct any business of the same nature as the Company's or its subsidiaries and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) per cent of the voting shares, director (having management role), employee, officer or advisor (obtaining a regular salary) of any company whose business is of the same nature as the Company's or its subsidiaries' business, and is in competition with them in any material respect;
9. *not* have any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as an independent director with qualifications complying with the criteria under items 1 to 9 above, the independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiaries, affiliates, same level subsidiaries or juristic persons which may have any conflict of interest, on condition that these decisions must be collective ones.

The Company may appoint a person who has a business relation or provides a professional service described in item No. 3 or 7 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. The Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.


The Information of Independent Director to present as proxy

Name	Mr. Aviruth Wongbuddhapitak		
Age (year)	64		
Address	414 Phahon Yothin Rd., Samsen Nai, Phayathai, Bangkok 10400		
Position	Director, Chairman of the Audit Committee, Member of the Remuneration Committee and Independent Director		
Highest Education	Master Degree in Business Administration, New York University, USA		
Director training	DCP : Director Certification Program 8/2001 The Board's Role in Setting Effective Compensation Policy		
Working Experiences	2010 - Present	Independent Director, S&P Syndicate Plc.	
	2008 - Present	Advisor, Bureau of the Crown Property	
	2006 - Present	Director, Chairman of the Audit Committee, Member of the Remuneration Committee, and Independent Director, Advanced Info Service Plc.	
	2003 - Present	Director, Thai Plastic and Chemicals Plc. Director, CPB Equity Co., Ltd. Director, CPB Property Co., Ltd.	
	1995 - Present	Director and Chairman of the Executive Director, Deves Insurance Plc.	
	2009 - 2011	Independent director and Member of the Audit Committee, Thai Military Bank Plc.	
	2007 - 2009	Chairman of the Board Of Directors, Marble Co., Ltd.	
	2006 - 2009	Expert Member of the Board of Directors, Government Pension Fund Expert Member of Investment Committee, Government Pension Fund	
	2005 - 2008	Assistance of Director, Bureau of the Crown Property	
	2001 - 2008	Chairman of the Board of Director, IT One Co., Ltd.	
Illegal Record in past 10 years	- None -		
Relationship with Management	- None -		
Conflict of Interest	- None-		

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

- | | |
|---|----------|
| 1. Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee | - No - |
| 2. Being a professional service provider (i.e., auditor, lawyer) | - No - |
| 3. Having the significant business relations that may affect the ability to perform independently | - None - |

The Information of Independent Director to present as proxy

Name	Mrs. Tasanee Manorot	
Age (year)	67	
Address	414 Phahon Yothin Rd., Samsen Nai, Phayathai, Bangkok 10400	
Position	Director, Member of the Audit Committee and Independent Director	
Highest Education	Bachelor Degree in Commerce and Accountancy, Chulalongkorn University	
Director training	DCP : Director Certification Program 32/2003	
Working Experiences	2006 - Present Member of the Audit Committee and Independent Director, Advanced Info Service Plc.	
Illegal Record in past 10 years	- None -	
Relationship with Management	- None -	
Conflict of Interest	- None -	

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee - No -
2. Being a professional service provider (i.e., auditor, lawyer) - No -
3. Having the significant business relations that may affect the ability to perform independently - None -

Company's Articles of Association concerning the Shareholders Meeting

1. Closing of Share Registration Book

Article 15 In the course of 21 days prior to each meeting of the shareholders, the Company may suspend the registration of share and notify the shareholders in advance by placing the notice at the head office and its branch office not less than 14 days before the date commencing the suspension of share transfer.

2. Rule and procedure to elect the Board of Directors

Article 17 The meeting of shareholders shall elect the Board of Directors in accordance with the rules and procedures as follows:

- (1) every shareholder shall have one vote for each share of which he is the holder;
- (2) each shareholder may exercise all the votes he has under the (1) above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.
- (3) the persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the chairman of the meeting shall be entitled to a second or casting vote.

3. Calling of Shareholders Meeting

Article 30 The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The meeting of shareholders other than that in the first paragraph shall be called the Extraordinary General Meetings of Shareholders.

The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever the Board thinks appropriate. The shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary General Meeting of Shareholders at any time but they shall give express reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

Article 31 In summoning for any meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than 3 days before the meeting.

4. The Quorum

Article 32 The meeting of shareholders must be attended by not less than 25 shareholders or proxy (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting of shareholders was requested for by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting. In the subsequent meeting no quorum is required.

5. Granting Proxy

Article 33 At a meeting of shareholders, shareholders may appoint any other person who is sui juris as proxy present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.

6. Voting

Article 34. The resolution of the meeting of shareholders shall be supported by the following votes:

(1) in a normal case, by the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.

(2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:

- a the sale or transfer of whole or essential parts of business of the Company to other persons.
- b the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
- c entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
- d amendment of the Memorandum of Association or Articles of Association of the Company.
- e increase or decrease of the capital of the Company or the issuance of debentures.
- f the amalgamation or liquidation of the Company.

Notes on documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting

The Company shall convene the 2012 Annual General Meeting of Shareholders on 27 March 2013 at 14.00 hours at Vibhavadee Ballroom, lobby level, Centara Grand at Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok. In this connection, the Company shall proceed with a Barcode system so as to promote transparency, fairness and benefits for shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

1. Proxy Form

The Department of Business Development, the Ministry of Commerce issued a notification Re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company has therefore prepared a proxy form for shareholders who cannot attend the Meeting. A proxy may be any independent director.

1.1 The Company attaches to the Notice a Proxy Form B. which prescribes certain particulars.

1.2 In the event shareholders wish to apply a Proxy Form A. being a simple proxy form, or Proxy Form C. for foreign investors appointing custodians as depositary, both Forms can be downloaded from the Company Website <http://investor.ais.co.th>. In all cases, please produce the Registration Form or Proxy Form B. on which a Barcode is affixed on the date of Meeting.

Shareholders may apply either Form A or B while foreign investors appointing custodians as depositary in Thailand can select Form A, B or C.

2. Documents to be produced prior to the Meeting

Person

1. Personal attendance: ID Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please produce the Registration Form as well.

2. Proxy:

- Any Proxy Form duly filled in and signed by shareholder and proxy;
- Copy of ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;
- Copy of ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form A on which a Barcode has been affixed on the date of the Meeting.

Juristic Entity

1. Personal attendance by director

- Any Proxy Form duly filled in and signed by shareholder and proxy;
- Copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
- Copy (ies) of ID Card or others issued by competent authorities duly certified by such director(s).

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting.

2. Proxy:

- Any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy;
- copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- Copy (ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;
- Copies of ID Card or others issued by competent authorities to proxy duly certified together with originals thereof at point of registration.

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting.

3. Custodian appointed as depositary by foreign investors

3.1 documents as under juristic entity 1 and 2 shall be prepared;

3.2 in the event custodian has been authorized to sign on proxy, the following documents shall be produced:

- A power of attorney appointing such custodian to sign on proxy;
- A confirmation letter that signatory has been licensed to engage in custodian business.

In the event shareholder wishes to apply Proxy A or C, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting. If an original document is not made in English, please attach the English translation duly certified by director(s) of such juristic entity.

3. Registration

The Company shall proceed with registration not less than two hours prior to the Meeting or from 12.00 hours, on 27 March 2013 at the venue with a map attached to the Notice.

4. Casting Votes CriteriaGeneral agenda

1. A vote in each agenda shall be one share one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.
2. Proxy:
 - 2.1 Proxy shall cast a vote only as specified in the Proxy; non-compliance shall not constitute a valid vote by shareholders.
 - 2.2 In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

Director agenda

According to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

1. Every shareholder shall have one vote for each share of which he is the holder;
2. Each shareholder may exercise all the votes he has under 1. above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.

3. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

5. Procedures on Casting Votes

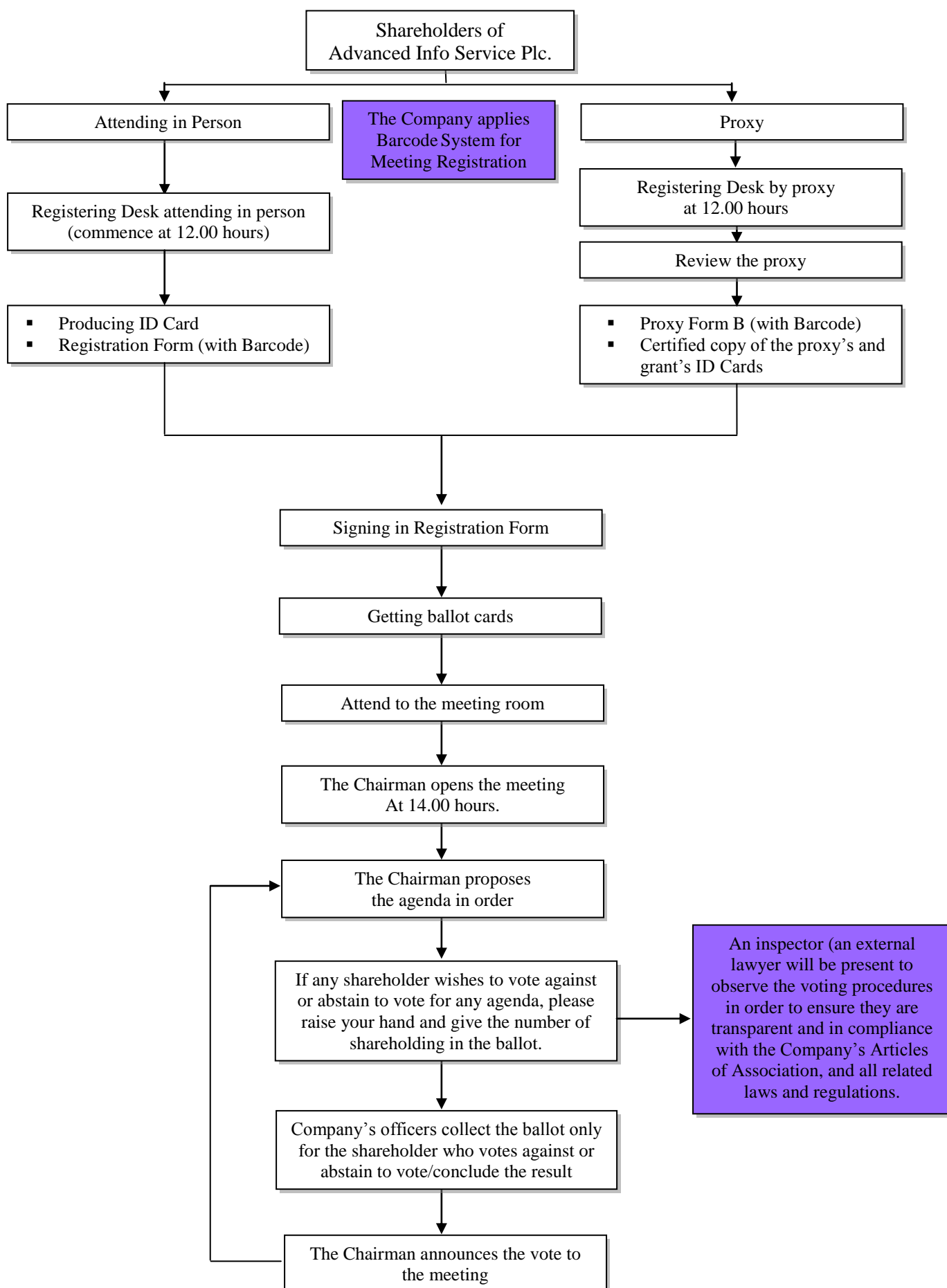
Chairman of the Meeting or officer shall explain casting vote: one share per one vote under the following procedures:

- 5.1 Chairman shall ask the Meeting to cast vote on each agenda as to agreement, disagreement or abstention. A vote shall be cast by shareholder or proxy on one opinion only (except in case of custodian by which Proxy allows).
- 5.2 Votes shall be counted only by shareholders who disagree or abstain from votes as specified in the ballots distributed by officers of the Company at time of registration so that such ballots shall be summed up and deducted from all votes by shareholders attending the Meeting, and that the remainder counted as agreement on such agenda.

6. Counting and Announcing the Votes

Officers of the Company shall count and sum up votes on each agenda based on a Barcode duly affixed on the ballots received and marked with disagreement or abstention, as the case may be, then deduct same from all votes by shareholders attending the Meeting. Results shall be announced for each agenda.

**Procedures for attending of 2013 Annual General Meeting of Shareholders
Advanced Info Service Public Company Limited
On 27 March 2013**



** Please return to the Company's officers the ballot for every agenda when the meeting be completed.*

Procedures for sending any query in advance

The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone, facsimile or e-mail with which the Company can contact;
 - Query raised or comment proposed with documents or accompanying information (if any).
2. Channels:
 - Facsimile No. (66) 2299 5108
 - E-mail: companysecretary@ais.co.th
3. Time to send query
 - The Company requests that any query and/comment may be sent now until 10 days prior to the Meeting i.e 15 March 2013
4. Company Secretary shall gather all query/comment for consideration by Chief Executive Officer and answer in the day of Meeting.

Map to Centara Grand at Central Plaza Ladprao Bangkok



Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok
 No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 Thailand
Tel: (66) 2541 1234 **Fax:** (66) 2541 1089