



## Translation

Minutes of the Annual General Meeting of Shareholders for 2010  
 Shin Corporation Plc - Company Registration No. 0107535000257

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## Date, Time &amp; Place

Held on Friday, 9 April 2010 at 10.00 a.m. at the Auditorium on the 9<sup>th</sup> floor of Shinawatra Tower 3, 1010 Vibhavadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok.

## Closing of share registration book

The Company's 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) was on March 8, 2010. The Company's share registration book was closed on March 9, 2010. On the closing date, 2,992 shareholders were registered holding a combined total of 3,201,066,604 shares.

## Directors present

1. Dr. Virach Aphimeteetamrong Chairman of the Board of Directors
2. Mr. Somchai Supphatada Director and Chairman of the Audit Committee
3. Mr. Vithit Leenutaphong Director, Member of the Audit Committee, Member of the Leadership Development and Compensation Committee, Member of the Nomination and Governance Committee and Member of the Strategic and Organizational Review Committee
4. Mr. Chalaluck Bunnag Director and Member of the Audit Committee
5. Mr. Arthid Nanthawithaya Director, Member of the Nomination and Governance Committee, and Member of the Strategic and Organizational Review Committee
6. Mr. Somprasong Boonyachai Director, Member of the Leadership Development and Compensation Committee, Member of the Nomination and Governance Committee, Member of the Strategic and Organizational Review Committee and Chairman of the Executive Committee

## Directors absent

1. Mr. Boon Swan Foo Director, Chairman of the Leadership Development and Compensation Committee, Chairman of the Nomination and Governance Committee and Chairman of the Strategic and Organizational Review Committee
2. Mr. Arak Chonlatanon Director, Member of the Executive Committee and Member of the Strategic and Organizational Review Committee

**SHIN CORPORATION PUBLIC COMPANY LIMITED**

Company Registration No. 0107535000257

414 Shinawatra Tower 1, Phahonyothin Rd., Samsennai, Phayathai, Bangkok 10400 THAILAND.

Tel : (662) 299-5000 Fax : (662) 299-5196 Website <http://www.shincorp.com>

## Executives present

- |                               |  |
|-------------------------------|--|
| 1. Mr. Anek Pana-apichon      | Executive Vice President of Finance & Accounting       |
| 2. Mr. Wichai Kittiwittayakul | Vice President of Internal Audit and Company Secretary |
| 3. Mr. Kim Siritaweechai      | Vice President of Portfolio Management                 |

## External auditor

- |                       |   |
|-----------------------|---|
| Mr. Winid Silamongkol | CPA (Thailand) No.3378 of KPMG Phoomchai Audit Ltd. |
|-----------------------|---|

## External lawyer present to observe voting procedures

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|------------------------|--|
| Ms. Yaowarote Klinboon | Weerawong, Chinnavat and Peangpanor Ltd. |
|------------------------|--|

## Rights Protection Volunteer

- |                              |                            |
|------------------------------|----------------------------|
| Mr. Anuphot Phanapornsirikul | Thai Investors Association |
|------------------------------|----------------------------|

## Preliminary notification

1. The ballot cards were distributed to shareholders and proxies at the registration desk.
2. The meeting agreed that the agenda would be proposed by the Chairman item by item as specified in the invitation letter and the shareholders or their proxies would be asked to raise any questions they might have or express their opinions (after identifying themselves) before voting on each item. Each proxy had to inform the meeting of the shareholder he or she represented before expressing an opinion or casting a vote.
3. Each shareholder was entitled to one vote for each share he or she held.
4. The method of voting was based on one vote per share. The meeting agreed that shareholders who would like to disapprove of or abstain from voting on any item should mark either the disapproval or abstention box on the ballot paper for each item and sign the ballot paper before it was collected by the Company's officers and the Company would then deduct these votes or abstentions from the total eligible votes in the meeting to determine the number of approval votes. As no objection was raised or comments made by the shareholders, it was deemed that the meeting agreed to this method of voting.
5. According to the AGM guidelines for good governance, during Item No. 7, to consider and approve the appointment of directors to replace those who would retire by rotation in 2010, the Company's officers would collect all the ballot papers from shareholders (whether they specified approval, disapproval or abstention) to calculate the votes. The proxies of shareholders who had already indicated their vote for each item on their proxy forms did not receive ballot papers upon registration and each resolution included the votes on the proxy forms.
6. The meeting agreed that any ballot paper which had not been clearly marked would be deemed void and the resolution for each item on the agenda would be displayed on the large electronic screen in the meeting room.



The Company's officer informed the meeting that there were 186 shareholders present in person and by proxy representing 3,115,106,787 shares or 97.31% of the Company's total issued shares (3,201,066,604) and the proxies represented 11 shareholders holding 1,753,034,340 shares or 54.76% of the total. The Company's officer then stated that the total number of shareholders and proxies present represented no less than one-third of the total issued shares, thereby constituting a quorum according to the Company's Articles of Association.

Dr. Virach Aphimeteetamrong, the Chairman of the meeting, declared the meeting duly convened.

**Item No. 1 Matters to be informed**

The Chairman informed the meeting of the following matters:

1. Regarding the request by a shareholder at the Annual General Meeting of Shareholders for 2009 to bring forward the closing date of the share registration book to determine the shareholders who are eligible to receive dividends, the Company had been in the practice of paying dividends as soon as the shareholders had approved them in order to uphold good governance. However, the payments take 14 days to process and, for this year, the dividends would be paid on May 4, 2010.
2. The Company had provided an opportunity for shareholders to submit questions for this meeting in advance through the Company's website ([www.shincorp.com](http://www.shincorp.com)), by facsimile (02-299-5083) or through the post to the Company's address as stated, from February 22 to March 31, 2010, but no questions had been received.
3. The Company had distributed two documents to each shareholder and proxy at the registration for this meeting, namely *SHIN's Announcements and Income Statement for the Period January 1 to April 8, 2010 (Unaudited and Unreviewed)* for consideration in Item No. 5.2.

Mr. Somprasong Boonyachai, Chairman of the Executive Committee, informed the meeting that following the Supreme Court's verdict on the assets-seizure case concerning the former prime minister, on February 26, 2010, many issues related to the Company and its subsidiaries had been raised. Mr. Somprasong stated that he would explain this matter in detail in Item No. 9, "Other business". The Company had invited a representative from Weerawong, Chinnavat & Peangpanor Ltd., Mr. Weerawong Chittmittrapap, to attend the meeting and express his legal opinion, and answer questions raised by the shareholders.



- Item No. 2 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2009, held on April 10, 2009

The Chairman proposed that the shareholders adopt the Minutes of the Annual General Meeting of Shareholders for 2009, held on April 10, 2009, as recommended by the Board. The minutes had been prepared and sent to the Stock Exchange of Thailand within 14 days from the date of the meeting, publicly disclosed on the Company's website (www.shincorp.com) and submitted to the Ministry of Commerce within the period required by law. As the Minutes of the Annual General Meeting of Shareholders for 2009, held on April 10, 2009, had been correctly recorded, the Chairman asked the shareholders to consider all 20 pages one by one as shown in *Enclosure 1* of the invitation letter for this meeting.

The Chairman asked the meeting if there were any questions but none of the shareholders replied. The Chairman then informed the shareholders that the Company would provide an opportunity for them to read the minutes of this meeting and express their opinions on the Company's website before the minutes were adopted at the next meeting. The Company reserved the right to amend the minutes or append additional supporting information within the scope of the meeting.

The Company's officer informed the meeting that anyone who disagreed with the Minutes of the Annual General Meeting of Shareholders for 2009 or intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

**Resolution** The meeting resolved to adopt the Minutes of the Annual General Meeting of Shareholders for 2009, held on April 10, 2009, as presented, by a unanimous vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,028,540	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	0	shares, representing	0%

- Item No. 3 To consider and adopt the Board of Directors' report on the Company's operating results for 2009

The Chairman assigned Mr. Somprasong Boonyachai, Chairman of the Executive Committee, to report the Company's operating results for 2009 along with the significant changes that had

occurred during the year and the Company's financial statements for 2009. The details were provided in the Annual Report for 2009 as shown in *Enclosure 2* of the invitation letter for this meeting. Mr. Somprasong then presented the following summary to the meeting:

#### Major changes and key events in 2009

- The Company has continued to focus on its area of expertise, namely telecommunications and media, and supports new business opportunities related to these.
- As a result of focusing on its area of expertise, the Company has continued to generate strong consolidated profits and pay attractive dividends. In 2009, the Company paid a dividend of 2.40 baht per share, or 7,683 million baht in total.
- The Company continually strives to conduct all its business operations under the principle of good corporate governance, and strongly urges its subsidiaries to govern their businesses in the same manner.
- The Company believes that in order to be successful and recognized it must conduct its business in a socially responsible way. The Company has a continuous policy for CSR activities focused on young people. The following CSR programs involve a wide array of activities:
  1. The 10<sup>th</sup> Camp Sanook Kid with Shin Corp "Self-sufficient Youth; Self-sufficient Schools" project to build a learning network to increase knowledge of His Majesty the King's philosophy of a sufficiency economy and achieve economic sustainability. This will be implemented at 10 schools across the country, each one in a different province.
  2. The 4th "Thai Literature Conservation Contest" in which young people submit paintings inspired by stories from Thai literature. The Company will be honored by another visit from Her Royal Highness Princess Maha Chakri Sirindhorn, who will bestow a Royal Trophy upon the winner of the competition.
  3. The "Forestation and Water Source Conservation" project (from 2008–2012), in which people are invited to plant trees in the following three areas during 2010:
    - Huai Hong Khrai Royal Development Study Centre, Chiang Mai
    - Phu Phan Royal Development Study Center, Sakonnakhon
    - The mangrove forest in Banggachai, Lamsing, Chanthaburi

#### The Company's operating results

The Company's 2009 financial statements (using the cost method)

- **Statements of income:** The Company had total revenue of 8,045 million baht, mostly from a dividend income of 8,007 million baht. Operating expenses amounted to 268 million baht. The net profit was 7,777 million baht, an increase of 66 million baht or 1% from the previous year.

- Balance sheets: The Company had total assets of 14,408 million baht. Liabilities dropped to a low level of 49 million baht whilst shareholders' equity amounted to 14,359 million baht, a slight increase from the previous year due to a rise in retained earnings from better operating results.

The Company's 2009 consolidated financial statements

- Statements of income: The Company recorded a consolidated net profit of 6,496 million baht, an increase of 15% from the previous year, mainly due to an increase in the net result from Advanced Info Service Plc ("AIS") and lower loss contribution from Thaicom Plc ("THCOM").
- Net profit and loss from each business: The Company itself lost 230 million baht but realized profits of 7,341 million baht from AIS and 11 million baht from other businesses, offset by losses of 430 million baht from ITV (mainly from accrued interest on an unpaid concession fee) and 195 million baht from THCOM. Therefore, the Company's consolidated net income was 6,496 million baht, an increase of 15% from the previous year, due to a 9% increase in the net results from AIS and a lower loss contribution from THCOM.
- Balance sheets: The Company had total consolidated assets of 61,540 million baht, a slight decrease from the previous year, mainly from depreciation and amortization in the satellite business. The total consolidated liabilities were 16,358 million baht at the end of 2009 whilst total shareholders' equity was 45,182 million baht.

Operating results of the Company's subsidiaries and affiliates

AIS and its subsidiaries

Consolidated (million baht)	2009	2008	% Change
Revenue from sales and services	102,452	110,792	-8%
Operating profit	26,002	27,699	-6%
Net profit	17,055	16,409	4%
Normalized net profit	17,277	18,760	-8%
Total assets	125,026	128,081	-2%
Total liabilities	53,215	54,646	-3%
Total equity	71,811	73,436	-2%

- At the end of 2009 there were 28.8 million subscribers, an increase of 1.5 million or 6% from the previous year, accounting for about 44% of the subscriber market share and 52% of the service revenue market share.
- Sales and services revenue decreased 8%, mainly due to the weak domestic economy and political instability. However, due to effective cost control, operating profit was only down 6%, which was lower than the decreasing rate of revenue from sales and services.

- The net profit was 17,055 million baht, an increase of 4% from the previous year, mainly due to a goodwill impairment on a subsidiary recorded in 2008. The normalized net profit was 17,277 million baht, a decrease of 8% from the previous year, due to lower revenue despite the effective cost control.

## THCOM and its subsidiaries

Consolidated (million baht)	2009	2008	% Change
Revenue from sales and services	7,188	7,013	2%
Operating loss	(117)	(45)	-160%
Net loss	(471)	(713)	34%
Normalized net loss	(797)	(455)	-75%
Total assets	27,403	28,421	-4%
Total liabilities	11,777	12,318	-4%
Total equity	15,626	16,103	-3%

- Revenue increased by 2% from the previous year due to growth in IPSTAR revenue and higher transponder leasing for conventional satellites.
- The operating loss was 117 million baht, an increase from the previous year. This was mainly due to higher depreciation of assets in the telephone business (from the re-estimation of their useful life) following the expansion of networks.
- The net loss was 471 million baht, compared to a net loss of 713 million baht in the previous year, due largely to a gain on foreign exchange. Excluding the gain on foreign exchange, the normalized net loss was 797 million baht, compared to only 455 million baht in the previous year.

All the details of the operating results of the Company's subsidiaries and affiliates in 2009 were published in the Company's Annual Report for 2009, which had been sent to all shareholders with the notice of this meeting.

The shareholders were asked to consider and approve the Board of Directors' report on the Company's operating results for 2009 as presented.

The Chairman asked the meeting if there were any questions. One shareholder raised the questions below.

- Shareholder (Mr.Thonginn Seangnam) Could the Company use the appropriate wording of "Consider and acknowledge the Board of Directors' report on the Company's operating results" because using "approve" means that the shareholders have to vote on this item but using "acknowledge" means that we don't.
- Was there any impact on the Company's revenue and profits from other factors, for example, competition?
- The Chairman The choice of words is up to each company. Our company asks its shareholders to vote on approving the operating results in order to ensure transparency and acknowledge that whether there was any shareholder did not agree with the management's operating results. Khun Somprasong will answer the other question.
- Mr. Somprasong Boonyachai, Chairman of the Executive Committee Since SHIN is a holding company, competition occurs at the subsidiary level. As previously reported, AIS performed better than its competitors even though all the operators faced the same economic conditions. THCOM has no specific competitors but its 2009 performance was better than the previous year.

The Company's officer informed the meeting that anyone who disagreed with the Company's operating results for 2009 or intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

Resolution The meeting resolved to approve the Company's operating results for 2009 as presented, by a unanimous vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,047,040	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	0	shares, representing	0%

Item No. 4 To consider and approve the balance sheets and income statements for the year ended December 31, 2009

The Chairman assigned Mr. Somprasong Boonyachai, Chairman of the Executive Committee, to present the balance sheets and income statements for the year ended December 31, 2009 to the meeting. Mr. Somprasong then informed the meeting that, according to the *Public Companies Act, B.E. 2535*, the Company was required to prepare balance sheets and



Disapproved: 0 shares, representing 0%

Abstained: 0 shares, representing 0%

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

The Chairman assigned Mr. Somprasong Boonyachai, Chairman of the Executive Committee, to present this item to the meeting. Mr. Somprasong informed the meeting about the details of the dividends in Items 5.1 and 5.2, which were in accordance with the Company's policy to pay a dividend of not less than 40 percent of its net profit if there were no necessary reasons not to and the payment would not have a critical impact on the Company's business.

5.1 The Board had proposed that the shareholders' meeting approve the appropriation of the net profit as an annual dividend of 2.40 baht per share, totaling 7,683 million baht, for the year 2009. Since the Company had already paid the two interim dividends shown in the table below during 2009 (the Annual General Meeting of Shareholders for 2009 had approved the first interim dividend on April 10, 2009 and the Board had approved the second one on August 14, 2009),

No.	Performance period	Payment date	Dividend payment (baht/share)	Amount (million baht)
1	1 January 2009- 9 April 2009	6 May 2009	1.25	4,001
2	10 April 2009- 13 August 2009	11 September 2009	1.15	3,682
Total			2.40	7,683

Therefore, there was no additional dividend payment from the year 2009 results.

5.2 The Board had also proposed an interim dividend for 2010, SHIN, as a holding company, has the major revenue from dividend paid received from its investments. To be in line with the Company's practice of distributing a dividend when one was approved by its investment's shareholder meeting and was received. The Company is upholding its policy to continue regular dividend payments by passing on dividends received from its investments

The Board had therefore proposed that the shareholders' meeting approve an additional interim dividend paid from net profit for the period January 1 – April 8, 2010 as the AIS annual general meeting of shareholders on April 8, 2010 had passed a resolution to pay a dividend of 3.30 baht per share along with a special dividend of 5.00 baht per share, and the Company had recognized this dividend as income of 10,489 million baht on that date. (SHIN held a 42.67% stake in AIS as of December 31, 2009.) This dividend was recorded in the interim financial statements for the period January 1 – April 8, 2010, which had not been audited or reviewed by the external auditor. The details, which are shown below, had been distributed to all the shareholders before the meeting.

Interim Financial Statements (Cost Method)  
For the period January 1, 2010 – April 8, 2010  
(Unaudited & Unreviewed)

Unit: Million Baht

Statements of Income	Actual	Pro Forma <sup>(1)</sup>
<b>Revenues</b>		
Dividend income	10,489	10,489
Other income	5	6
<b>Total revenue</b>	10,494	10,495
<b>Expenses</b>		
Administration expenses	69	65
<b>Total expenses</b>	69	65
<b>Net profit for the period</b>	10,425	10,430
<b>Earnings per share (baht)</b>	3.26	3.26

Unit: Million Baht

Balance Sheets	Actual	Pro Forma <sup>(1)</sup>
<b><u>Assets</u></b>		
Cash, cash equivalents and short-term investments	1,531	1,527
Investments in subsidiaries and associates	12,502	12,502
Accrued dividend	10,489	10,489
Long-term investments and other assets	285	288
<b>Total assets</b>	24,807	24,806
<b><u>Liabilities and shareholders' equity</u></b>		
<b>Total liabilities</b>	24	18
<b>Shareholders' equity</b>		
Share capital	3,201	3,201
Premium on share capital	10,197	10,197
Retained earnings		
Legal reserve	500	500
Retained earnings – unappropriated	10,885	10,890
<b>Total shareholders' equity</b>	24,783	24,788
<b>Total liabilities and shareholders' equity</b>	24,807	24,806

Remark

(1) As shown in *Enclosure 4* of the invitation letter for this meeting.



As the Company's financial statements using the cost method for the period January 1 – April 8, 2010 showed a net profit of 10,425 million baht and unappropriated retained earnings of 10,885 million baht, the Company would be able to pay an interim dividend for the period January 1 – April 8, 2010.

The Board had agreed to propose an interim dividend for 2010 of 1.25 baht per share and a special dividend of 2.00 baht per share, totaling 3.25 baht per share or 10,403 million baht, for the performance during the period January 1 – April 8, 2010, and reserve the remaining amount for working capital.

The closing date of the share registration book to determine the shareholders who are eligible to receive the dividends listed in Item 5.2 is April 21, 2010, and the dividend will be paid on May 4, 2010.

The dividends listed in Items 5.1 and 5.2 will be paid from the dividend income received from the Company's subsidiaries and associates, which has already been taxed. Individuals who receive a dividend may be eligible for a tax credit under Section 47(2) of the Revenue Code as shown in the table below.

Item No.	Dividend per share	Corporate income tax rate	Tax credit
5.1	2.4	30%	3/7
5.2	2.98	30%	3/7
	0.27	25%	25/75
<b>Total</b>	<b>3.25</b>		

The shareholders were asked to consider and approve the following matters. These items had to be determined by a majority of votes of the shareholders who attended the meeting and cast their votes.

**5.1 Appropriation of the net profit for 2009 as the annual dividend**

The Chairman asked the meeting if there were any questions but none of the shareholders replied.

The Company's officer informed the meeting that anyone who disagreed with this item or intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

Resolution The meeting resolved to approve that there was no additional dividend payment from the year 2009 results and acknowledged the interim dividend paid during the year 2009 as presented, by a simple majority of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	1,788,732,215	shares, representing	57.27%
Disapproved:	0	shares, representing	0%
Abstained:	1,334,354,825	shares, representing	42.73%

5.2 Appropriation of the net profit for the period January 1 – April 8, 2010 as the interim dividend

The Chairman asked the meeting if there were any questions. One shareholder raised the question below.

Shareholder  
(Mr. Anuphot  
Phanapornsirikul,  
Proxy from The Thai  
Investors Association)

Rather than immediately distribute the dividends received from its subsidiaries, the Company should invest them to increase the return on investment for this year operating results. What is the Company's dividend payment policy? After this payment, will there be any no additional annual dividend from the year 2010 results, as in Item 5.1?

Mr. Somprasong  
Boonyachai,  
Chairman of the Executive  
Committee

The Company's dividend policy is intended to benefit the shareholders. The management team has proposed various options to the Board for distributing dividends, which were considered very carefully with the best benefit to the shareholders in mind. Moreover, the Company has a sustainable cash inflow when compared to the existing investment projects. The Company is in a strong financial position with a low level of liabilities. Furthermore, the Company has been willing to enhance its credit reliability based on good corporate governance practices, resulting in good fundraising opportunities for project investment. In addition, this is based on the widely-accepted financial principle that investment from debt provides better results than investment from capital (because the cost of debt is lower than the cost of capital), coupled with the Company's increasing EVA. "No additional dividend payment" is merely legal jargon, which means the dividend has already been paid even though this payment will be made from the operating results of a later period.

The Company's officer informed the meeting that anyone who disagreed with this item or

intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

Resolution The meeting resolved to approve the appropriation of the net profit for the period January 1 – April 8, 2010 as the interim dividend payment as presented, by a simple majority of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	1,788,738,215	shares, representing	57.27%
Disapproved:	0	shares, representing	0%
Abstained:	1,334,354,825	shares, representing	42.73%

Item No. 6 To consider and approve the appointment of the Company's external auditors and to fix their remuneration for 2010

The Chairman assigned Mr. Somchai Supphatada, Chairman of the Audit Committee, to present this matter to the meeting. Mr. Somchai informed the shareholders that, according to Section 120 of the *Public Limited Companies Act, B.E. 2535*, the appointment of the Company's external auditors and their audit fee must be approved at the annual general meeting of shareholders. Mr. Somchai then asked the meeting to approve Item 6.1 (the appointment of the Company's external auditors) and Item 6.2 (the external auditors' remuneration for 2010).

The Board of Directors had agreed with the Audit Committee to propose the reappointment of KPMG Phoomchai Co., Ltd. ("KPMG"), one of the four leading international audit firms, as the Company's external auditors for 2010 for the third consecutive year (2008, 2009 and 2010) because KPMG had high standards and considerable expertise. KPMG's performance in 2009 was satisfactory and the firm had agreed to charge the same fees for 2010. Each auditor's personal details including background and work experience had been distributed to the shareholders before the meeting and can be found in *Enclosure 5* of the invitation letter.

Therefore, the Board had proposed that the shareholders' meeting approve the reappointment of the following auditors from KPMG:

- |                              |                         |
|------------------------------|-------------------------|
| 1. Mr. Supot Singhasaneh     | CPA (Thailand) No. 2826 |
| 2. Mr. Winid Silamongkol     | CPA (Thailand) No. 3378 |
| 3. Ms. Somboon Supasiripinyo | CPA (Thailand) No. 3731 |
| 4. Mr. Charoen Phosamrittert | CPA (Thailand) No. 4068 |

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 can delegate another one of its certified public accountants to conduct the audit. KPMG has been reappointed as the external auditors of all the Company's subsidiaries and associates for the year 2010. The four auditors mentioned above are completely independent from the Company, its subsidiaries, management, major shareholders and all related persons. No other payments were made to KPMG or its related entities for additional services in 2009.

The proposed audit fees for 2010 will not exceed 2.19 million baht (the same as the previous year). In addition, there will be a professional service fee of approximately 1 million baht paid to a related entity of KPMG for the International Financial Reporting Standards conversion project to prepare the group's financial statements in line with new accounting standards that become effective in 2011.

Fees	2010 (the proposed year) (million baht)	2009 (million baht)
Audit fees	2.19	2.19
Other fees	1.00	-

The shareholders were asked to consider and approve the following matters. These items had to be determined by a majority of votes of the shareholders who attended the meeting and cast their votes.

#### 6.1 Appointment of the Company's external auditors for 2010

The Chairman asked the meeting if there were any questions but none of the shareholders replied.

The Company's officer informed the meeting that anyone who disagreed with this item or intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

Resolution The meeting resolved to approve the appointment of the Company's external auditors for 2010 as presented, by a unanimous vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,093,080	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	0	shares, representing	0%

**6.2 Fixing the remuneration of the Company's external auditors for 2010**

The Chairman asked the meeting if there were any questions but none of the shareholders replied.

The Company's officer informed the meeting that anyone who disagreed with this item or intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

**Resolution** The meeting resolved to approve the remuneration of the Company's external auditors for 2010 as presented, by a unanimous vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,093,081	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	0	shares, representing	0%

**Item No. 7 To consider and approve the appointment of directors to replace those who will retire by rotation in 2010**

In order to ensure transparency in the voting procedure, the Chairman informed the meeting that Mr. Arthid Nanthawithaya, who was directly involved with this item on the agenda, would temporarily leave the room until a resolution had been passed. After Mr. Arthid had left the room, the Chairman informed the meeting that according to Section 18 of the Company's Articles of Association, at every annual general meeting of shareholders one-third of the directors, namely those people who had been in office the longest, must retire by rotation. The Chairman then stated that three of the directors due to retire by rotation in 2010 were eligible for re-election. The details are shown below.

Name	Position(s) held
1. Mr. Boon Swan Foo	Authorized Director, Chairman of the Leadership Development and Compensation Committee, Chairman of the Nomination and Governance Committee, Chairman of the Strategic and Organizational Review Committee
2. Mr. Arthid Nanthawithaya	Director, Member of the Strategic and Organizational Review Committee, Member of the Nomination and Governance Committee
3. Mr. Surin Upatkoon	Director who resigned on November 13, 2009

The Board, with the exception of the directors due to retire by rotation, had considered each candidate's suitability including educational background, competency, experience, integrity, ethics, and contribution to the Company, and had agreed with the Nomination and Governance Committee to propose that the shareholders' meeting approve the reappointment of Mr. Boon Swan Foo and Mr. Arthid Nanthawithaya to the same positions for another term of office.

Each director's personal details including age, percentage of shareholding, educational background, work experience, board meeting attendance record and contribution to the Company had been distributed to the shareholders before the meeting and can be found in *Enclosure 6* of the invitation letter.

The Chairman then informed the meeting that the Nomination and Governance Committee was still looking for a replacement for Mr. Surin Upatkoon, who resigned on November 13, 2009. When a suitable candidate has been found, the Board will submit its nomination to the shareholders for approval.

The election of the Company's directors is determined by a majority of votes of the shareholders who attend the meeting and cast their votes, in accordance with Article 17 of the Company's Articles of Association.

The Company's officer informed the meeting that all the ballot papers would be collected from the shareholders (whether they specified approval, disapproval or abstention) to calculate the votes for the reappointments of Mr. Boon Swan Foo and Mr. Arthid Nanthawithaya to the same positions for another term of office.

The shareholders were asked to consider and approve the following matters:

1. The reappointment of Mr. Boon Swan Foo to the same positions for another term of office

The Chairman asked the meeting if there were any questions but none of the shareholders replied.

Resolution The meeting resolved to approve the reappointment of Mr. Boon Swan Foo to the same positions for another term of office by a simple majority of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,094,833	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	1,600	shares, representing	0%

2. The reappointment of Mr. Arthid Nanthawithaya to the same positions for another term of office

The Chairman asked the meeting if there were any questions but none of the shareholders replied.

Resolution The meeting resolved to approve the reappointment of Mr. Arthid Nanthawithaya to the same positions for another term of office by a simple majority of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,096,333	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	100	shares, representing	0%

After the resolution was announced, Mr. Arthid returned to the meeting.

- Item No. 8 To consider and approve the remuneration of the Company's Board of Directors for 2010

The Chairman assigned Mr. Somprasong Boonyachai, a member of the Remuneration Committee, to report this matter to the meeting. Mr. Somprasong informed the shareholders that, according to Clause 16 of the Company's Articles of Association, the Company's directors were eligible to receive remuneration in the form of a monthly retainer, meeting fees, an allowance for expenses and an annual bonus.

The Board had agreed with the Remuneration Committee to consider directors' remuneration in a manner equitable with the market and industry standards, and commensurate with each member's responsibility and performance, in order to attract, motivate and retain qualified directors.

The Board had proposed that the shareholders' meeting approve the remuneration budget for the Board and its committees in 2010 be set at not more than 18 million baht, equal to the previous year, and the remuneration policy remain unchanged, whereby only the Chairman of the Board, independent directors and non-executive directors are eligible to receive a monthly retainer, meeting fees and an annual bonus. The policy is as follows:

Directors	Remuneration (baht) for 2010 (the proposed year)		
	Monthly retainer	Meeting fee	Bonus
<b>Board of Directors</b>			
Chairman	300,000	-	✓
Member	75,000	25,000	✓
<b>Audit Committee</b>			
Chairman	25,000	25,000	✓
Member	-	25,000	✓
<b>Other Committees</b>			
Chairman	10,000	25,000	✓
Member	-	25,000	✓

- The Chairman of the Board shall receive a monthly retainer of 300,000 baht and an annual bonus but shall not receive a meeting fee or any other remuneration for the position of chairman or member of a board committee.
- Directors shall receive a monthly retainer of 75,000 baht, an annual bonus and a meeting fee of 25,000 baht for each board or board-committee meeting.
- The Chairman of the Audit Committee shall receive an additional monthly retainer of 25,000 baht and the chairmen of other board committees shall receive an additional monthly retainer of 10,000 baht.
- Executive directors shall not receive any remuneration as members of the Board.

The remuneration policy for 2010 remains the same as last year and the Board is authorized to determine the necessary conditions and set out the details as appropriate.

The roles, duties and responsibilities of the Board and its committees are shown in the section on the Company's management structure in the Annual Report for 2009 (pp. 50-59), which can be found in *Enclosure 2* of the invitation letter for this meeting.

During 2009, the directors' total remuneration amounted to 16,164,000 baht. The details are also shown in the Annual Report for 2009 (pp. 60-62).

The shareholders were then asked to approve the remuneration for the Company's Board of Directors in 2010. This item had to be determined by not less than two-thirds of the votes of the shareholders who attended the meeting and cast their votes.

The Chairman asked the meeting if there were any questions but none of the shareholders replied.

The Company's officer informed the meeting that anyone who disagreed with this item or intended to abstain from voting should raise their hand, so that their ballot paper could be collected and the votes counted. If there were no disagreements or abstentions, the resolution would be based on the total number of eligible votes.

Resolution The meeting resolved to approve the remuneration for the Company's Board of Directors in 2010 as proposed, by a unanimous vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Approved:	3,123,096,433	shares, representing	100%
Disapproved:	0	shares, representing	0%
Abstained:	0	shares, representing	0%

**Item No. 9 Other business**

Action that may be taken by government agencies arising from the judgment of the Supreme Court's Criminal Division for Persons Holding Political Positions, rendered on February 26, 2010

The Chairman assigned Mr.Somprasong Boonyachai, Chairman of the Executive Committee, to present this matter to the meeting. Mr.Somprasong informed the meeting that the judgment of the Supreme Court's Criminal Division for Persons Holding Political Positions rendered on February 26, 2010, concerned SHIN and its affiliated companies in many aspects. In order to be clear, SHIN would like to explain that the potential consequences of the judgment are limited to

the understanding that some property of the person holding a political position was improperly acquired by malfeasance. The Supreme Court's ruling does not contain an injunction requiring SHIN or its affiliated companies to take any remedial action as they have not been implicated in the case.

Furthermore, the Company would like to state that it and its affiliated companies have never been involved in any matter supervised by the cabinet and have always acted in good faith and provided the best possible services to their customers and the public in compliance with the law and all related agreements. The Company and its affiliated companies have every right under the law and existing agreements to prove that they have acted in good faith if any case is brought against them by a relevant government agency. All proceedings which may be initiated by the relevant government agencies must be lawful and not improperly conducted or dominated by a single party.

Mr. Somprasong also informed the meeting that the management had visited the Company's foreign creditors to explain the assets-seizure case and gain their understanding. In addition, on March 10, 2010, the Company held a public conference to inform everyone concerned of the facts related to this case, and stated that it had never breached a contract and always adhered to the principles of good corporate governance. The only issue directly related to SHIN was the reduction of its shareholding in Thaicom, and the Company would like to state that this was done openly after the necessary approval had been granted by the Ministry of Information and Communication Technology ("the MICT") (formerly the Ministry of Transport of Thailand). The MICT had sought an opinion from the public prosecutor and had been advised that the reduction in shares would not lessen any of SHIN's responsibilities identified in the contract. In addition to this, revenue-sharing with the MICT would not be reduced. Therefore, the MICT had agreed that SHIN could reduce its shareholding in THCOM. Following the Supreme Court's verdict on the assets-seizure case, the Company had explained its position to every concerned party quoting the facts of the case and relevant laws. However, the Company would not like to criticize the Supreme Court's decision. As mentioned in Item No.1, the Company had invited Mr. Weerawong Chittmitrapap to attend the meeting and answer questions raised by the shareholders.

The Chairman asked the meeting if there were any other questions concerning the Company's business. Five shareholders raised the questions below.

Anonymous Shareholder	Why has the Company decreased its percentage shareholding in THCOM?
Mr. Somprasong Boonyachai, Chairman of the Executive Committee	At that time, THCOM needed more capital but the Company did not increase its investment, which led to a decrease in the percentage of shares held in THCOM. Nevertheless, the Company remains the major shareholder of Thaicom.

- Anonymous Shareholder            The Company continues to realize losses from THCOM and ITV, which have decreased the value of its shareholding in these companies. Do THCOM and ITV have any plans to become profitable in the future?
- Mr. Somprasong Boonyachai,  
Chairman of the Executive  
Committee                            THCOM operates three types of business: (1) the Thaicom 5 satellite; (2) International telephone-related services; and (3) the Thaicom 4 satellite. Thaicom 4 has changed its target to wholesale customers, which is increasing revenue, and has already entered a contract in Japan and received the payments due. Moreover, THCOM has planned to expand its services into China, India and the Indochina region. Due to the growing demand in media and telecommunications, Thaicom intends to launch more satellites in the future. As for ITV, there is a dispute over the high penalty for the unpaid concession fee, so ITV has proposed the appointment of arbitrators to adjudicate, the cost of which will be recorded as an accrued expense, without actual payment. ITV currently has no operating expenses because the Prime Minister's Office confiscated all the operational assets under its concession agreement.
- Anonymous Shareholder            Why has THCOM made a loss from adjusting its depreciation policy? Did it intend to budget for high expenses at the beginning of the project?
- Mr. Anek Pana-apichon,  
Executive Vice President –  
Finance & Accounting                The adjustment for depreciation is related to the telephone business in Cambodia after the useful life of the equipment was re-estimated and found to be less than the concession term. Therefore, THCOM made an adjustment for higher depreciation. This will apply a more conservative accounting principle.
- Anonymous Shareholder            Will there be a significant impact on the Company's financial statements when the current Thai Accounting Standards have been replaced by IFRS?
- Mr. Anek Pana-apichon,  
Executive Vice President –  
Finance & Accounting                The IFRS conversion project is still in progress and is being coordinated and supervised by KPMG. Therefore, the Company cannot make any calculations at present although this will be done before the new accounting system becomes effective next year. This year we will focus on comparing the 2010 and 2011 balance sheets and a projection is expected in the third or fourth quarter.

Anonymous Shareholder	Which standards will be changed?
Mr. Anek Pana-apichon, Executive Vice President – Finance & Accounting	There are many changes and the Company is presently coordinating with the consultant. There are many new accounting standards which will have an impact on the Company's accounting system.
Anonymous Shareholder	Will the interim dividend paid from the Company's performance using the cost method of accounting result in a continuous decrease in the shareholders' equity?
Mr. Somprasong Boonyachai, Chairman of the Executive Committee	The Company has been using the cost method of accounting, principles that reflect the Company's actual financial status, and dividend income will continue to be recorded this way. The Company has realized losses from subsidiaries in the consolidated financial statements, but the dividends have been paid from dividend income that the Company recorded using the cost method. The transition to IFRS will not change the basic accounting principles but only the calculation method, which will help the investors and shareholders comprehend the various aspects of analyzing the financial statements.
Mr. Somchai Supphatada, Chairman of the Audit Committee	To increase the shareholders' understanding, the Audit Committee reviewed the proposed conversion from the current accounting standards to IFRS, which was issued by the Federation of Accounting Professions, and expect that some of the new standards will have an impact on the Company's accounting system, such as those recording property, plant and equipment, revenue recognition, and the adjustment assumption for hedging instruments, which the management has already prepared. In my opinion, the impact will be insignificant although we need to study this in more detail.
Anonymous Shareholder	I would like to know when THCOM will become profitable and pay dividends to its shareholders.
Mr. Somprasong Boonyachai, Chairman of the Executive Committee	SHIN, as a shareholder, has already raised the same question with THCOM and requested a dividend. We have been led to believe that THCOM's management is endeavoring to make the business profitable as soon as possible.
Anonymous Shareholder	Can you estimate when Thaicom will become profitable?

- The Chairman We cannot specify a certain period of time but THCOM's operating results will continuously improve in the future. However, it will depend on global economic conditions and the management's ability to expand the business into China and India. The management of THCOM is trying to improve the operating results and SHIN, as a shareholder, has encouraged THCOM to become profitable so it can pay dividends.
- Shareholder (Mr. Pisit Sutheelaksanaporn) What is the status of THCOM's income tax assessment case in India? Will this problem reoccur in other countries?
- Mr. Somprasong Boonyachai, Chairman of the Executive Committee This situation has been considered a local issue as it has only occurred in India and has been encountered by all the operators there. The Company has already responded with the action it deems necessary. This problem has not occurred in other countries as their applicable tax laws are different.
- Shareholder (Mr. Natthakit Sunthornbura) First of all, I'd like to thank the management for expediting the dividend payment cycle, as I recommended at the last AGM. Mr. Somprasong has already informed us about the impact of the Supreme Court's judgment on SHIN, but I'd like to know about the impact on AIS, because most of SHIN's value and dividends come from AIS.
- Mr. Somprasong Boonyachai, Chairman of the Executive Committee The consequences of the verdict will have a direct impact on AIS in the following three cases:
1. Excise tax
- AIS paid 25% of its revenue-sharing to TOT, which used to function as a regulator and operator under the TOT Act, B.E. 2497 until the NTC was established as the telecommunications regulator. AIS believes that the amount of revenue shared with TOT should decrease as TOT does not function as a regulator any longer. This situation also occurred with CAT, and the government decided that the revenue-sharing should be paid directly to the state in the form of excise tax instead of TOT or CAT receiving the money. Consequently, AIS continued to pay revenue-sharing at the total rate of 25% although 10% was paid to the Excise Department and only 15% to TOT, the same as DTAC and TRUE MOVE. AIS was in full compliance with the applicable laws and cabinet resolution when it deducted this amount from the revenue-sharing paid to TOT. The government's purpose was served and the state received the same amount of revenue-sharing. All

the other operators complied with this regulation so AIS informed TOT that it would also comply and no objection was made by any of the state agencies. After the military coup in 2006, the Assets Scrutiny Committee was established and TOT requested that its share of the revenue be increased from 15% to 25%. AIS believes that it has correctly and fully complied with the applicable laws and the cabinet resolution so a dispute has arisen, which is now under arbitration, the same as AIS, DTAC and TRUE MOVE. AIS is able to prove that it acted in good faith, fully complied with the law and the cabinet resolution, and did not unduly benefit from this situation.

#### 2. The reduction of prepaid revenue-sharing

AIS negotiated with TOT over the revenue-sharing from the prepaid service on the grounds it was a new product that would create new opportunities and competitors and have an impact on AIS's growth. TOT's board analyzed the proposed reduction and concluded that it should reduce the percentage of revenue-sharing paid by AIS in order to increase its market share and protect TOT's benefit. However, this reduction was not made directly because AIS had to reduce its service fees as stated in the agreement, which benefited its customers in the form of tariffs and increased the number of users. This led to an increase in revenue and TOT consequently received a higher percentage share than before. AIS had to expand its network to cope with the increase in the number of users and this was duly transferred to TOT. In conclusion, TOT received a higher share of the revenue and a larger network. What was the loss to TOT? TOT has confirmed that it lost nothing because it received a higher share of the revenue and a larger network. The opinion of the academic who stated that TOT had incurred a loss from this situation is not based on the facts or correct calculations.

#### 3. Roaming

Some academics have stated that AIS did not build a network but leased coverage from other operators. This is not true because AIS has built a network, based on sound engineering principles that take into account statistical usage and the number of potential users. The current size of the network has been calculated from those numbers. AIS has confirmed that the whole network can serve and support all the current

subscribers. As user behavior varies, the utilization of each area and time zone differs. For example, a crowded area such as a traffic jam or exhibition centre will have many people using the service. Roaming is technology that allows subscribers of one operator to use the network of another, such as a subscriber of an operator in Thailand using the network of an operator in Hong Kong when visiting Hong Kong. Therefore, a roaming service involves two operators providing the same service to one customer so both operators will share the revenue. For example, a subscriber who travels to Hong Kong pays 10 baht a minute for the roaming service, which will be shared between the operator in Hong Kong and the subscriber's operator. Some academics have stated that AIS deducts a roaming service fee as an expense before calculating the revenue-sharing. This statement is misleading. Actually, the roaming service fee is not an expense, but a standard operating charge that is distributed among all the roaming operators. Without roaming technology, telecommunications coverage would be incomplete. AIS will use all these facts to challenge any contrary academic opinion.

Anyway, the excise tax case is only one of the cases under arbitration. As for the other two cases, we have not received any letter from TOT or the other state agencies. This is only a rumor.

Shareholder  
(Mr.Natthakit Sunthornbura)

Due to the delay in the 3G project, what is the Company's strategy to transfer subscribers or deal with this issue? And what is the impact on operational costs? Will the legal action be dropped after the concession agreement term is over?

Mr. Somprasong Boonyachai,  
Chairman of the Executive  
Committee

The delay in the 3G project has arisen from the deferred selection of NTC commissioners, which is behind schedule. These commissioners are due to study the terms and conditions of the 3G license in detail, which will take them about two months, and the license is expected to be issued before the expiration of the concession agreement term in 2015.

Whether 3G happens sooner or later, AIS can take advantage of either situation. We can receive more return on other investments and invest less in infrastructure if the 3G license is delayed as all the operators will continue to provide services on the same platform as the present. If it happens soon,

the company is already prepared in terms of knowledge, subscriber base and a more efficient network to expedite the service. Following the principle of free competition, the company cannot transfer subscribers so we have to offer better services that can attract customers to 3G. With 3G, AIS will generate more revenue from data services as these currently account for up to 20% of the total revenue. However, the delayed 3G license could cause economic damage to the country, according to research conducted by the World Bank, which found that the introduction of 3G technology raised a country's GDP.

Shareholder  
(Mr. Anuphot Phanapornsirikul,  
Proxy from the Thai Investors  
Association)

The details of the legal dispute explained by the executive in a previous question (impact from the verdict on the assets-seizure case) were complicated so the shareholders might misunderstand or only vaguely understand the situation. I'd like to ask the Company to send a letter to each shareholder clarifying all the details of this situation because the preparation of the meeting minutes can be tardy and some shareholders cannot enter the Company's website.

Mr. Somprasong Boonyachai,  
Chairman of the Executive  
Committee

The Company will consider this request.

Shareholder  
(Mr. Phongsak Suekreangkrai)

What is the Company's policy to deal with the hindrance of double standards?

Mr. Somprasong Boonyachai,  
Chairman of the Executive  
Committee

The Company leads a business based on principles and politically neutral ground, which we believe will help us overcome any obstacles.

Shareholder  
(Mr. Natthakit Sunthombura)

Could the Company include updates on the impact of the IFRS conversion in the quarterly newsletters?

Mr. Anek Pana-apichon,  
Executive Vice President –  
Finance & Accounting

The Company will consider this request.

There was no other business proposed to the shareholders. The Chairman of the meeting expressed his

sincere thanks to everyone for attending the Annual General Meeting of Shareholders for 2010.

The meeting was adjourned at 12:00 p.m.

- ( signed ) -

Dr. Virach Aphimeteetamrong

Chairman of the Meeting

Minutes prepared by:

- (signed) -

Mr. Wichai Kittiwittayakul

Company Secretary

Remark: As some of the shareholders arrived at the meeting after it had begun, starting from Item 2 until the meeting adjourned, there were 223 shareholders and proxies present, representing 3,123,100,633 shares or 97.56% of the total issued shares.