

(Translation)

**Enclosure No. 5**

**Details of the Nominees Proposed for  
Election of the Directors Retiring by Rotation**

Name	:	Mr. Dhanin Chearavanont
Position	:	Chairman of the Board
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	Father of Mr. Soopakij Chearavanont, Mr. Narong Chearavanont and Mr. Suphachai Chearavanont
Date of First Appointment	:	11 <sup>th</sup> February 1993
A number of resuming	:	8
The latest appointment	:	24 <sup>th</sup> April 2015
Age (years)	:	78
Nationality	:	Thai
Education	:	- Commercial School, Hong Kong - Shantou Secondary School, The People's Republic of China - The National Defence College of Thailand
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Accreditation Program (DAP)
Position in other organization	:	
• Listed Company in SET	:	2 companies - Chairman, Charoen Pokphand Foods Public Company Limited - Chairman, CP All Public Company Limited

- Non-listed Company in SET : 2 companies
  - Director, Telecom Holding Company Limited
  - Senior Chairman, Charoen Pokphand Group Company Limited
  
- Other organizations that may cause conflict of interests to the Company : None
  
- Major work experiences : - Honorary Chairman, True Move Company Limited
  - Director, True Move Company Limited
  - Director, Bangkok Inter Teletech Public Company Limited
  
- Ownership in securities issued by True (as of December 31, 2017) : None
  
- Board Meeting Attendance in Year 2017 : 5 times from 6 times
  
- Compensation and Nominating Committee Meeting Attendance in Year 2017 (attended the first meeting and resigned afterwards) : 1 time from 3 times

**Details of the Nominees Proposed for  
Election of the Directors Retiring by Rotation**

Name	: Dr. Kosol Petchsuwan
Position	: Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee
Type of Director to be elected	: Independent Director
Nomination Criteria and Procedure	: Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company. Furthermore, he is an independent director who is qualified according to the regulation of the Capital Market Supervisory Board and the Policy on Corporate Governance of the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	: None
Date of First Appointment	: 11 <sup>th</sup> February 1993
A number of resuming	: 8
The latest appointment	: 24 <sup>th</sup> April 2015
Age (years)	: 78
Nationality	: Thai
Education	: - Doctor of Philosophy (Engineering), Imperial College London - Bachelor of Engineering, Imperial College London
Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Accreditation Program (DAP) - Director Certification Program (DCP) - Audit Committee Program (ACP) - Role of the Chairman Program (RCP)

- Financial Institutions Governance Program (FGP)
- Finance for Non-Finance Directors (FND)
- Monitoring Fraud Risk Management (MFM)
- Monitoring of the Quality of Financial Reporting (MFR)
- Monitoring the internal Audit Function (MIA)
- Monitoring the system of Internal Control and Risk Management (MIR)
- Chartered Director Class (R- CDC)
- Audit Committee Effectiveness Seminar : What Works Best - Global Practices vs. Practices in Thailand
- 2012 Theme : Innovative Approaches to Create Value for Business and Society
- IOD Director Briefing 1/2013 Thailand's Economic Outlook 2013
- IOD Tea Talk : "Effective Regulation and Corporate Governance in Asia"
- The 2nd National Director Conference 2013 "Board Leadership Evolution"
- IOD Director Briefing 2/2014 : The Four Pillars of Board Effectiveness
- Directors Forum 2014 : Family Business Governance of Sustainability
- Improving Corporate Governance Key to Advancing Thailand (the 3<sup>rd</sup> National Director Conference 2014)
- CG Forum 2/2015 : Board's and Management's Responsibilities on Internal Control
- Thailand Competitiveness Conference 2015 : Building Competitive Thailand for Sustainability and Inclusiveness
- National Director Conference 2017 "Steering Governance in a Changing World"
- Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance

Positions in other organization

- Listed Company in SET : None
- Non-listed Company in SET : 1 Company  
- Member of the National Legislative Assembly
- Other organizations that may cause conflict of interests to the Company : None

Major work experiences	: - Chairman of the Audit Committee, Industrial and Commercial Bank of China (Thai) Public Company Limited - Director, Mahidol Wittayanusorn School (Public Organization) - President, The Telecommunications Association of Thailand under Royal Patronage - Chairman, The Aeronautical Radio of Thailand Limited - Rector, King Mongkut's Institute of Technology Ladkrabang
Ownership in securities issued by True (as of December 31, 2017)	: None
Board Meeting Attendance in Year 2017	: 6 times from 6 times
Audit Committee Meeting Attendance in Year 2017	: 7 times from 7 times
Corporate Governance Committee Meeting Attendance in Year 2017	: 4 times from 4 times
Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years.	: None

**Details of the Nominees Proposed for  
Election of the Directors Retiring by Rotation**

Name	: Mr. Joti Bhokavanij
Position	: Independent Director, Chairman of the Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee
Type of Director to be elected	: Independent Director
Nomination Criteria and Procedure	: Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company. Furthermore, he is an independent director who is qualified according to the regulation of the Capital Market Supervisory Board and the Policy on Corporate Governance of the Company. Moreover, although he is a director of Loxley Public Company Limited; the company which has a part of its major businesses in technology area that may be similar to some of the Company's business segment pursuant to Section 86 of the Public Limited Companies Act B.E. 2535; after careful consideration, he is an independent director of both companies and has independence to express his opinions, suggestions and does not take part in the Company's management. Mr. Joti Bhokavanij is therefore qualified to be an independent director of the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	: None
Date of First Appointment	: 22 <sup>nd</sup> December 1999
A number of resuming	: 6
The latest appointment	: 24 <sup>th</sup> April 2015
Age (years)	: 75

Nationality	: Thai
Education	: - Fellow of the Association of Chartered Certified Accountants, England - Programme for Management Development, Harvard Business School, USA - Marketing Management Programme, Stanford University, Graduate School of Business, USA
Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Accreditation Program (DAP) - Chairman 2000 - Director Certification Program (DCP) - IOD National Director Conference 2012 - Moving Corporate Governance Forward : Challenge for Thai Directors - Monitoring the Quality of Financial Reporting (MFR) - Successful Formulation & Execution of Strategy (SFE) - How to Measure the Success of Corporate Strategy (HMS) - Monitoring Fraud Risk Management (MFM) - Monitoring the Internal Audit Function (MIA) - Monitoring the System of Internal Control and Risk Management (MIR) - CG Forum 2/2015 : Board's and Management's Responsibilities on Internal Control - IOD Seminar: Nomination Committee Best Practice Guideline - IOD Seminar: Audit Committee Forum
Positions in other organization	
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	: 3 Companies - Independent Director and Member of the Audit Committee, Siam Makro Public Company Limited - Chairman, Bangkok Ranch Public Company Limited - Independent Director and Member of the Audit Committee, Loxley Public Company Limited
<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	: 1 Company - Director, Thai Smart Card Company Limited
<ul style="list-style-type: none"> <li>• Other organizations that may cause conflict of interests to the Company</li> </ul>	: None

Major work experiences	: - Chief Executive Officer, ACL Bank Public Company Limited (Presently known as Industrial and Commercial Bank of China (Thai) Public Company Limited) - Executive Chairman, TISCO Finance Public Company Limited (Presently known as TISCO Bank Public Company Limited) - President & CEO, Thai Wah Group of Companies - Managing Director and Consul-General of Denmark for Bangkok, The East Asiatic (Thailand) Public Company Limited - Director, True Move Company Limited - Director, Bangkok Inter Teletech Public Company Limited - Director, Kingfisher Holdings Limited
Ownership in securities issued by True (as of December 31, 2017)	: None
Board Meeting Attendance in Year 2017	: 6 times from 6 times
Audit Committee Meeting Attendance in Year 2017	: 7 times from 7 times
Compensation and Nominating Committee Meeting Attendance in Year 2017	: 3 times from 3 times
Finance Committee Meeting Attendance in Year 2017	: 4 times from 4 times
Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years.	: None



**Details of the Nominees Proposed for  
Election of the Directors Retiring by Rotation**

Name	:	Mrs. Preeprame Seriwongse
Position	:	Independent Director, and Member of the Audit Committee
Type of Director to be elected	:	Independent Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that she is qualified according to the applicable laws and she has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company. Furthermore, she is an independent director who is qualified according to the regulation of the Capital Market Supervisory Board and the Policy on Corporate Governance of the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	15 <sup>th</sup> September 2017
A number of resuming	:	-
The latest appointment	:	-
Age (years)	:	62
Nationality	:	Thai
Education	:	- Master of Science in Computer Information System (MIS), (Outstanding Performance Certificate) Assumption University (ABAC) - Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University
Director training programs held by the Thai Institute of Directors Association (IOD)	:	- Director Certification Program (DCP)
Positions in other organization		
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	:	None

- Non-listed Company in SET : 2 Companies  
- Member of the National Legislative Assembly
  - Other organizations that may cause conflict of interests to the Company : None
- Major work experiences : - Advisor, Bangkok Broadcasting Television Channel 7  
- Director, National ITMX Co., Ltd.  
(A Joint Venture of major commercial banks for Electronics Fund Transfer)  
- Board Member, Technology Council, The Asian Banker Summit  
- First Executive Vice President, Information Technology Group/Operations Group, Bank of Ayudhya Public Company Limited  
- Director, Applied Technology Department, Bank of Asia Public Company Limited (Presently known as United Overseas Bank (Thai) Public Company Limited (UOB))  
- Deputy Director, Computer Department, Kasikornbank Public Company Limited
- Ownership in securities issued by True (as of December 31, 2017) : None
- Board Meeting Attendance in Year 2017 (Before being appointed, 5 Board Meeting was held) : 1 times from 6 times
- Audit Committee Meeting Attendance in Year 2017 (Before being appointed, 5 Audit Committee was held) : 2 times from 7 times
- Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years. : None

**Details of the Nominees Proposed for  
Election of the Directors Retiring by Rotation**

Name	:	Mr. Soopakij Chearavanont
Position	:	Director and Member of the Compensation and Nominating Committee
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	Mr. Dhanin Chearavanont's son, Mr. Narong Chearavanont and Mr. Suphachai Chearavanont's elder brother
Date of First Appointment	:	11 <sup>th</sup> February 1993
A number of resuming	:	9
The latest appointment	:	24 <sup>th</sup> April 2015
Age (years)	:	54
Nationality	:	Thai
Education	:	- Honorary Degree of Doctor of Philosophy in Business Administration, Ramkhamhaeng University, Thailand - Bachelor of Science Degree in the College of Business and Public Administration of New York University, USA
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Accreditation Program (DAP) 92/2011
Positions in other organization		
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	:	1 Company - Director, C.P. All Public Company Limited
<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	:	35 Companies - Executive Chairman, True Visions Group Company Limited - Executive Chairman, Telecom Holding Company Limited

- Chairman, SM True Company Limited
- Chairman, Satellite Service Company Limited
- Chairman, True Media Solutions Company Limited (Formerly True Digital Media Company Limited)
- Chairman, Panther Entertainment Company Limited
- Chairman, Cineplex Company Limited
- Director, True Information Technology Co., Ltd.
- Chairman, Charoen Pokphand Group Company Limited
- Chairman, Chia Tai Land Holding Company Limited
- Chairman, Chia Tai Land Property Management Company Limited
- Chairman, Chia Tai Real Estate Group Company Limited
- Chairman, Chia Tai Lotus (Shanghai) Company Limited
- Chairman, Fortune Leasing Company Limited
- Chairman, Mass Gain Investment Limited
- Chairman, Beijing Lotus Supermarket Chain Store Company Limited
- Co-Chairman, Shanghai Kinghill Limited - Super Brand Mall
- Chief Executive Officer & Executive Vice Chairman, Marketing and Distribution Business (China), Charoen Pokphand Group Company Limited
- Chief Executive Officer, Real Estate & Land Development Business (China), Charoen Pokphand Group Company Limited
- Executive Chairman & Chief Executive Officer, C.P. Lotus Corporation
- Executive Vice Chairman & Chief Executive Officer, Shanghai Lotus Supermarket Chain Store Company Limited
- Vice Chairman, Marketing and Distribution Business (Thailand), Charoen Pokphand Group Company Limited
- Vice Chairman, Real Estate and Land Development Business (Thailand), Charoen Pokphand Group Company Limited
- Vice Chairman, Telecommunication Business, Charoen Pokphand Group Company Limited
- Vice Chairman, Automotive Industrial Business (China), Charoen Pokphand Group Company Limited
- Vice Chairman, Chia Tai Trading (Beijing) Company Limited
- Vice Chairman, Chia Tai Vision Limited

- Vice Chairman, Chia Tai International Finance Company Limited
- Vice Chairman, Shanghai Fortune World Development Company Limited
- Director, Chia Tai Development Investment Company Limited
- Director, Chia Tai Group Company Limited
- Director, CP Pokphand Company Limited
- Director, Fortune Shanghai Limited
- Director, Lotus-CPF (PRC) Investment Company Limited
- Director, Ping An Insurance (Group) Company of China Limited

#### Community Service

- Honorary Committee of Thailand Cambodia Friendship Association
- Advisor to the Deputy Minister of Defence
- Advisor to the Deputy Minister of Ministry of Education
- Advisor to Minister of Culture
- Advisor to the Deputy Minister of Defence
- Expert to the Committee on Labour and Social Welfare Group
- Vice Chairman of Youth Committee of China Overseas Chinese Investment Enterprises Association
- Chairman of China Thailand Chamber of Commerce
- Committee Members of The Build Foundation
- Advisor to the Committee on Education, The House of Representatives
- Advisor to Minister of Culture
- Honorary Consul of the Russian Federation for the provinces of Phuket, Krabi and Phang-nga
- Committeeman of Chinese People's Government Consultant Committee - Wuhan Province No. 10<sup>th</sup>
- Award of Bai Yu Lan from Shanghai Government
- Member of Fudan Incentive Management Fund Committee of Fudan University
- Management Committee of Chia Tai International Center of Peking University
- Advisor of the Standing Committee on Public Health, The House of Representatives
- Member of Young Thai Entrepreneurs Association (YTEA)
- Vice President of Thai-Chinese Promotion of Investment and Trade Association
- Committee on Cultural Promotion Fund of Office of the National Cultural Commission

- Vice President of Thailand Equestrian Federation
- Member of Young Thai Entrepreneurs Assembly
- Vice Chairman of Thailand-China Business Council
- Honorary Advisor to the Senate Standing Committee on Sports, The House of Representatives
- Member of Thai-Chinese Culture and Economy Association
- Committee on Children Youth, Women and the Elderly

Royal Decorations

- Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand
- Companion (Fourth Class) of the Most Exalted Order of the White Elephant
- Companion (Fourth Class) of the Most Noble Order of the Crown of Thailand
- Companion (Fifth Class) of the Most Exalted Order of the White Elephant

- Other organizations that may cause conflict of interests to the Company

: None

Major work experiences

- : - Director, True Move Company Limited  
 - Director, Bangkok Inter Teletech Public Company Limited  
 - Director, True Internet Corporation Company Limited  
 - Director, True Internet Company Limited

Ownership in securities issued by True (as of December 31, 2017)

: 5,631,336 ordinary shares representing 0.02% of the total issued share

Board Meeting Attendance in Year 2017

: 3 times from 6 times

Compensation and Nominating Committee Meeting Attendance in Year 2017

: 2 times from 3 times

**Details of the Nominees Proposed for  
Election of the Directors Retiring by Rotation**

Name	:	Mr. Suphachai Chearavanont
Position	:	Director and Chairman of the Executive Committee
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	Mr. Dhanin Chearavanont's son, Mr. Soopakij Chearavanont and Mr. Narong Chearavanont's younger brother
Date of First Appointment	:	11 <sup>th</sup> February 1993
A number of resuming	:	8
The latest appointment	:	24 <sup>th</sup> April 2015
Age (years)	:	50
Nationality	:	Thai
Education	:	- Bachelor of Business Administration, in Financial Management, Boston University, USA
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Accreditation Program (DAP) 92/2011
Positions in other organization		
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	:	1 companies - Director, Siam Makro Public Company Limited
<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	:	32 Companies - Director and Chief Executive Officer, True Visions Group Company Limited - Director, Satellite Service Company Limited - Director, Panther Entertainment Company Limited - Director, True Music Company Limited - Director, Telecom Holding Company Limited

- Director, TRUE4U Station Company Limited
- Director, Cineplex Company Limited
- Director, True Media Solutions Company Limited
- Director, True Move H Universal Communication Company Limited
- Director, BEBOYDCG Company Limited
- Director, True Incube Company Limited
- Director, True Touch Company Limited
- Member in the public and private sectors committee for driving the nation's economy under Public-Private Collaboration Project
- Team Leader of private sectors working group for basic education and leadership development
- Director of the Telecommunications Association of Thailand under the Royal Patronage (TCT)
- President, The Thai Federation of ICT Technology Association (TFIT)
- Chief Executive Officer, Charoen Pokphand Group Co., Ltd.
- Vice Chairman, Charoen Pokphand Group Co., Ltd.
- Chairman, Steering Committee, UN Global Compact Local Network in Thailand
- Director and Advisor of Master of Science Program and Doctor of Philosophy Program in Technopreneurship and Innovation Management (TIP), Chulalongkorn University
- Advisor to Executive Chairman of Rajapranugroh Foundation
- Director of Ramathibodi Foundation
- The Bangkok Art and Culture Centre Foundation Committee
- Member of Management Committee on Nation-wide Strategic Approach Eye Provisioning Project
- Chairman of the Sub Committee for Fund Raising Thai Red Cross Eye Bank
- Member of the Thai Red Cross Eye Bank Committee
- Chairman of the Board of Director, Freewill Solutions Company Limited
- Asia Freewill Company Limited
- Pantavanij Company Limited
- Director, CPPC Public Company Limited
- Director, C.P. Lotus Corporation
- Director, C.P. Pokphand Company Limited



<ul style="list-style-type: none"> <li>• Other organizations that may cause conflict of interests to the Company</li> </ul>	: None
Major work experiences	: - Chief Executive Officer, True Move H Universal Communication Company Limited - Chief Executive Officer, True Move Company Limited - Director, Bangkok Inter Teletech Public Company Limited - Director, True Internet Company Limited - Director, K.I.N. (Thailand) Company Limited - President, The Telecommunications Association of Thailand under the Royal Patronage - Board Member of Board of Trustees, Bangkok University - Director of The National Electronics and Computer Technology Center - Member of Fund Raising and Public Relations Committee for the Construction of a Medical Facility in Honor of HM the King and the Purchase of Medical Equipments - Member of the Listed Companies Association (LCA) - Chairman, Wire & Wireless Company Limited - Chairman, Pantavanij Company Limited - Director & Advisor of the Telecommunications Association of Thailand under the Royal Patronage (TCT) - President, Asia Multimedia Company Limited - Managing Director, Wire & Wireless Company Limited - 2 Years with Vinythai Company Limited - 1 Year with Soltex Federal Credit Union, USA - 1 Year with Siam Makro Company Limited
Ownership in securities issued by True (as of December 31, 2017)	: 8,442,203 ordinary shares representing 0.03% of the total issued share
Board Meeting Attendance in Year 2017	: 6 times from 6 times

**Definition of Independent Directors  
of  
True Corporation Public Company Limited**

Independent Director means a director who is independent of any major shareholder, free from any other relationship that would interfere with the exercise of independent judgment and holds the following qualifications which are more rigorous than that defined by the Capital Market Supervisory Board in area of shareholding percentage:

- (1) holding shares *not* exceeding 0.75 per cent of the total number of voting rights of True, its parent company, subsidiary, affiliate, principal shareholder or controlling person of True, including the shares held by related persons of the independent director;
- (2) *neither* being *nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of True, its parent company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of True unless the foregoing status has ended *not* less than two years prior to the date of appointment;
- (3) *not* being a person related by blood or registration under laws i.e. father, mother, spouse, sibling, and child, including spouse of the children; of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director executive or controlling persons of the Company or its subsidiary;
- (4) *not* having a business relationship with True, its parent company, subsidiary, affiliate, major shareholder or controlling person of True, in the manner which may interfere with his or her independent judgment, and *neither* being *nor* having been a principal shareholder or controlling person of any person having business relationship with True, its parent company, subsidiary, affiliate, major shareholder or controlling person of True unless the foregoing relationship has ended *not* less than two years prior to the date of appointment.

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

- (5) *neither* being *nor* having been an auditor of True, its parent company, subsidiary, affiliate, major shareholder or controlling person of True, and *not* being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of True, its parent company, subsidiary, affiliate, major shareholders or controlling person of True unless the foregoing relationship has ended *not* less than two years from the date of appointment;

- (6) *neither* being *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from True, its parent company, subsidiary, affiliate, major shareholders or controlling person of True, and *neither* being *nor* having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years from the date of appointment;
- (7) *not* being a director who has been appointed as a representative of True's director, major shareholder or shareholders who are related to the major shareholder;
- (8) *not* operate any business which has the same nature as and is in significant competition with the business of True or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares *not* exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of True or subsidiary;
- (9) *not* having any characteristics which make him/her incapable of expressing independent opinions with regard to True's business affairs;
- (10) After having been appointed as independent director with qualifications complying with the criteria under the above (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of True, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of True on the condition that such decision must be a collective one;
- (11) In case of any person *either* having *or* having had a business relationship or professional service exceeding the amount under the above (4) or (6), such person shall be waived from the prohibition concerning *neither* having *nor* having had a business relationship or professional service by the Board of Directors' approval only if True provides the opinion of the Board of Directors which perform duty under Section 89/7 of the Securities and Exchange Act B.E. 2535 that the appointment of such person does not impact his or her independent judgment and True shall disclose the information required by the Capital Market Supervisory Board in the notice of shareholders' meeting in the agenda for election of such independent director.