

(Translation)

**Enclosure No. 5**

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

Name	: Prof. Rawat Chamchalerm
Position	: Independent Director
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. Prof. Rawat Chamchalerm 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	: 1 <sup>st</sup> March 2010
A number of resuming	: 3
The latest appointment	: 8 <sup>th</sup> April 2016
Age (years)	: 74
Nationality	: Thai

Education : - Master Degree of Laws, Chulalongkorn University  
- Bachelor of Laws, Thammasat University  
- Barrister at Law, Thai Bar Association  
- Degree: National Defence College, Joint Public-Private Course (Class 1)

Director training programs held by the Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP)

#### Position in other organization

- Listed Company in SET : 4 companies
  - Chairman of the Board and Independent Director, Sino-Thai Engineering and Construction Public Company Limited
  - Independent Director, Loxley Public Company Limited
  - Independent Director, Sermasuk Public Company Limited
  - Advisor, Bangkok Airways Public Company Limited
  
- Non-listed Company in SET : 18 companies
  - Advisor, AP Honda Co., Ltd.
  - Vice Chairman, Don Muang Tollway Public Company Limited
  - Adjunct Professor, Faculty of Law, Chulalongkorn University
  - Adjunct Professor, Institute of Legal Education Thai Bar Association
  - Adjunct Professor, Master Degree, Mahidol University
  - Adjunct Professor, Doctoral, Bangkokthonburi University
  - Adjunct Professor, Faculty of Law, Mae Fah Luang University
  - Lecturer in Justice Affairs, the Ministry of Justice
  - Lecturer in Department of Special Investigation, the Ministry of Justice
  - Lecturer in Administration Development, the Ministry of Interior of Thailand
  - Special Lecturer, Office of the Attorney General, Ministry of Interior of Thailand
  - Advisor, Athletic Association of Thailand Patron : His Majesty the King

- Expert Member in Law, Special Committee in the Council of State
- Director, Thai National Food Commission
- Chairman of the Ethics Committee, National Bureau of Agricultural Commodity and Food Standards
- Director, Board of Directors on Disclosure of Information
- Member of the Council of State, Office of the Council of State
- Director, National Olympic Committee of Thailand

- Other organizations that may cause conflict of interests to the Company : None
- Ownership in securities issued by True (as of December 31, 2018) : 494,570 ordinary shares representing 0.00% of the total issued share
- Board Meeting Attendance in Year 2018 : 5 times from 5 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	: Dr. Harald Link
Position	: Independent Director and Chairman 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.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	: None
Date of First Appointment	: 1 <sup>st</sup> March 2010
A number of resuming	: 6
The latest appointment	: 8 <sup>th</sup> April 2016
Age (years)	: 64
Nationality	: Thai
Education	: - Honorary Doctor of Business Administration (Management), Rajamangala University of Technology Srivijaya - MBA, St. Gallen University, Switzerland
Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Accreditation Program 03/2016

Positions in other organization

- Listed Company in SET : 2 companies
    - Chairman, B. Grimm Power Public Company Limited
    - Independent Director, Siam City Cement Public Company Limited
  
  - Non-listed Company in SET : 4 companies
    - Chairman, B. Grimm Group of Companies
    - Director, Carrier Ltd.
    - Director, Siemens Ltd.
    - Director, Merck Ltd.
  
  - Other organizations that may cause conflict of interests to the Company : None
- Ownership in securities issued by True (as of December 31, 2018) : 1,266,974 ordinary shares representing 0.00% of the total issued share
- Board Meeting Attendance in Year 2018 : 2 times from 5 times
- Compensation and Nominating Committee Meeting Attendance in Year 2018 : 2 times from 2 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. Umroong Sanphasitvong
Position	: Director, Member of the Finance Committee and Member of the Compensation and Nominating
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	: None
Date of First Appointment	: 16 <sup>th</sup> November 2001
A number of resuming	: 6
The latest appointment	: 8 <sup>th</sup> April 2016
Age (years)	: 66
Nationality	: Thai
Education	: - Master of Accounting, Thammasat University - Bachelor of Accounting, Thammasat University
Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Certification Program (DCP) - Company Secretary - Board Performance Evaluation - DCP Refresher - IOD National Director Conference 2012 - Moving Corporate Governance Forward: Challenge for Thai Directors - Role of the Compensation Committee - Ethical Leadership Program - IT Governance

## Positions in other organization

- Listed Company in SET : 2 Companies
    - Director, CP All Public Company Limited
    - Director, Siam Makro Public Company Limited
  
  - Non-listed Company in SET : 14 Company
    - Deputy Group CFO, Charoen Pokphand Group Company Limited
    - Director, CPPC Public Company Limited
    - Director, C.P. Lotus Corporation
    - Director, ICONSIAM Company Limited (Formerly named Grand River Place Corporation Company Limited)
    - Director, The Icon Siam Residences Corporation Limited (Formerly named Grand River Front Corporation Company Limited)
    - Director, The Icon siam Superlux Residence Corporation Limited (Formerly named Grand River Park Corporation Company Limited)
    - Director, The Iconsiam Chaopraya River Holdings Company Limited
    - Director, Thai Smart Card Company Limited
    - Director, Ascend Group Company Limited
    - Director, Asia Freewill Company Limited
    - Director, Suksapiwat Company Limited
    - Director, OHT Company Limited
    - Director, Siam River Holdings Company Limited
    - Director, Siam Makro Holding (Thailand) Ltd.
  
  - Other organizations that may cause conflict of interests to the Company : None
- Ownership in securities issued by True (as of December 31, 2018) : 1,750,075 ordinary shares representing 0.01% of the total issued share
- Board Meeting Attendance in Year 2018 : 5 times from 5 times
- Compensation and Nominating Committee Meeting Attendance in Year 2018 : 2 times from 2 times
- Finance Committee Meeting Attendance in Year 2018 : 5 times from 5 times

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

Name	:	Prof. Dr. Warapatr Todhanakasem
Position	:	Director, Member of the Finance Committee and Member of the Corporate Governance
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	:	None
Date of First Appointment	:	1 <sup>st</sup> March 2012
A number of resuming	:	2
The latest appointment	:	8 <sup>th</sup> April 2016
Age (years)	:	69
Nationality	:	Thai
Education	:	<ul style="list-style-type: none"> <li>- Ph.D. in Business Economics, University of Illinois, Urbana-Champaign, USA</li> <li>- M.S. in Economics, University of Illinois, Urbana-Champaign, USA</li> <li>- M.B.A. in Finance, Kellogg School of Management, Northwestern University, Evanston, Illinois, USA</li> <li>- B.Econ. (1st Class Honor), Thammasat University</li> <li>- LL.B., Thammasat University</li> </ul>
Director training programs held by the Thai Institute of Directors Association (IOD)	:	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP)</li> <li>- Director Accreditation Program (DAP)</li> <li>- The Role of Chairman (RCM)</li> <li>- Role of the Compensation Committee (RCC)</li> </ul>



## Positions in other organization

• Listed Company in SET	: 3 Companies - Independent Director, Khon Kaen Sugar Industry Public Company Limited - Chairman and Independent Director, Prinsiri Public Company Limited - Director, Amata Vn Public Company Limited
• Non-listed Company in SET	: 4 Companies - Director, Institute of Research and Development for Public Enterprises of Thailand (IRDP) - Chairman, Pantavanij Company Limited - Expert Director, Faculty of Commerce and Accountancy, Thammasat University - Arbitrator, The Securities and Exchange Commission
• Other organizations that may cause conflict of interests to the Company	: None
Ownership in securities issued by True (as of December 31, 2018)	: 201,947 ordinary shares representing 0.00% of the total issued share
Board Meeting Attendance in Year 2018	: 5 times from 5 times
Finance Committee Meeting Attendance in Year 2018	: 4 times from 5 times
Corporate Governance Committee Meeting Attendance in Year 2018	: 4 times from 4 times

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

Name	: Mr. Vichaow Rakphongphairoj
Position	: Director and Vice 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 nephew
Date of First Appointment	: 30 <sup>th</sup> November 2000
A number of resuming	: 6
The latest appointment	: 8 <sup>th</sup> April 2016
Age (years)	: 61
Nationality	: Thai
Education	: - Master of Business Administration, Pepperdine University, USA - Master of Electrical Engineering, University of Wisconsin, USA - Bachelor of Electrical Engineering, Arizona State University, USA
Training	: - Senior Executives on Justice Administration Program (No. 15) - Capital Market Academy Leader Program (No. 14) - Advanced Security Management Program : ASMP (No. 7)
Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Certification Program (DCP No. 16)

Positions in other organization

- Listed Company in SET : None
  
- Non-listed Company in SET : 12 Companies
  - Director and President (Co), True Move H Universal Communication Company Limited
  - Director, True E-Logistics Company Limited (Formerly named True Information Technology Company Limited)
  - Director, Telecom Holding Company Limited
  - Director, True Touch Company Limited
  - Director, Cineplex Company Limited
  - Director, True Visions Group Company Limited
  - Director, True Incube Company Limited
  - Director, True Digital Park Company Limited
  - Director, True Distribution & Sales Company Limited
  - Chairman of Executive Committee, Pantavanij Company Limited
  - Chairman of Executive Committee, Freewill Solutions Company Limited
  - Director, Thai Smart Card Company Limited
  
- Other organizations that may cause conflict of interests to the Company : None

Major work experiences

- : - Director and Deputy Chief Executive Officer, True Corporation Public Company Limited
- Director, Telecom Asset Management Company Limited
- Director, True Move Company Limited
- Director, Bangkok Inter Teletech Public Company Limited
- Director and Group Chief Operating Officer - Network Quality and Operation & Maintenance Broadband, Mobile, CATV, True Corporation Public Company Limited
- Director and Group Chief Operating Officer - Network Quality and Operation and Maintenance, True Corporation Public Company Limited

Ownership in securities issued by True : 2,702,500 ordinary shares  
(as of December 31, 2018) representing 0.01% of the total issued share

Board Meeting Attendance in Year 2018 : 5 times from 5 times

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

Name	:	Mr. Adhiruth Thothaveesansuk
Position	:	Vice Chairman of the Executive Committee
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	The Board concurred with the Compensation and Nominating Committee's recommendation and was of an opinion that the nominated person should be proposed for election to be a new director in replacement of a director who would retire by rotation since he is qualified according to the applicable laws and has broad knowledge and experiences, which are in line with the Company's business operation, strategies, and could beneficially contribute to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	None
A number of resuming	:	None
The latest appointment	:	None
Age (years)	:	55
Nationality	:	Thai
Education	:	- Master Degree of Finance & Marketing, Indiana University of Pennsylvania, USA - Bachelor of Industrial Management, Thammasat University
Training	:	- Capital Market Academy (CMA16)
Director training programs held by the Thai Institute of Directors Association (IOD)	:	- Director Certification Program (DCP) - Director Diploma of Australian Institution of Director 2005
Positions in other organization		
• Listed Company in SET	:	None

- Non-listed Company in SET : 13 Companies
  - Director, True E-Logistics Company Limited
  - Director, True Life Plus Company Limited
  - Director, BFKT (Thailand) Limited
  - Director, True United Football Club Company Limited
  - Director, Satellite Service Company Limited
  - Director, Panther Entertainment Company Limited
  - Director, True Music Company Limited
  - Director, Bangkok Inter Teletech Public Company Limited
  - Director, Telecom Holding Company Limited
  - Director, True Move Company Limited
  - Director, True Visions Group Company Limited
  - Director, True Internet Technology (Shanghai) Company Limited
  - Director, True Public Communication Company Limited
  
- Other organizations that may cause conflict of interests to the Company : None
  
- Major work experiences :
  - President (Co), Operations, True Corporation Public Company Limited
  - Group Chief Operating Officer, True Corporation Public Company Limited
  - Group Chief Information Officer and Group Managing Director - Regional Management, True Corporation Public Company Limited
  - Managing Director – Mobile Business, True Corporation Public Company Limited
  - Chief Commercial Officer, True Move Company Limited
  - Executive Vice President, True Corporation Public Company Limited
  - President, Asia Wireless Communication Company Limited
  - General Manager, Wire & Wireless Company Limited
  - President, Asia Wireless Communication Company Limited
  
- Ownership in securities issued by True (as of March 15, 2019) : 6,495,387 ordinary shares representing 0.02% of the total issued share

**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.