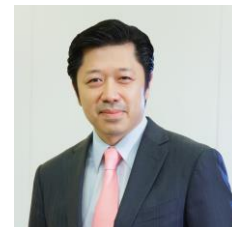


(Translation)

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



Name	Mr. Suphachai Chearavanont
Position	Chairman of the Board 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 re 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. Narong Chearavanont's younger brother
Date of First Appointment	11 <sup>th</sup> February 1993
A number of resuming	9
The latest appointment	27 <sup>th</sup> April 2018
Age (years)	53
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>- Honorary Doctorate Degree in Business Management, Khon Kaen University</li> <li>- Honorary Doctorate Degree in Marketing, Rajamangala University of Technology Isan</li> <li>- Honorary Doctorate Degree in Mass Communications, Ramkamhaeng University</li> <li>- Bachelor of Business Administration in Financial Management, Boston University, USA</li> </ul>
Training	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development (2019)</li> <li>- Introduction to Internet of Things Products (2019)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)</li> <li>- Digital Media and Content (2020)</li> </ul>
Director training programs held by the Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP 92/2011)</li> </ul>
Position in other organization	
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	<p>3 companies</p> <ul style="list-style-type: none"> <li>- Chairman, Siam Makro Public Company Limited</li> <li>- Vice Chairman, CP All Public Company Limited</li> <li>- Vice Chairman, Charoen Pokphand Foods Public Company Limited</li> </ul>
<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	<p>31 companies</p> <ul style="list-style-type: none"> <li>- Chief Executive Officer, Charoen Pokphand Group Company Limited</li> <li>- Chairman of the Digital Council of Thailand</li> <li>- Chairman, Global Compact Network Thailand (GCNT)</li> <li>- Honorary President of the Telecommunications Association of Thailand under the Royal Patronage (TCT)</li> <li>- Independent Committee for Education Reform (ICER)</li> <li>- Member in the public and private sectors committee for driving the nation's economy under Public-Private Collaboration Project</li> </ul>

- Team Leader of private sectors working group for basic education and leadership development
- Director and Chief Executive Officer, True Visions Group Company Limited
- Director, True Move H Universal Communication Company Limited
- Director, True Incube Company Limited
- Director, Satellite Service Company Limited
- Director, Panther Entertainment Company Limited
- Director, True Music Company Limited
- Director, TRUE4U Station Company Limited
- Director, Cineplex Company Limited
- Director, True Media Solutions Company Limited
- Director, K.I.N. (Thailand) Company Limited
- Director, Magnolia Finest Corporation Limited
- Director, Freewill Solutions Company Limited
- Director, Lotuss Stores (Thailand) Limited
- Director, Eastern High-Speed Rail Linking Three Airports Company Limited
- Advisor of the E-Learning Association of Thailand
- Executive Director of Thai-KOSEN Institutes
- Member of the Public Engagement Committee, Princess Maha Chakri Award Foundation
- Advisor, The Thai Chamber of Commerce
- Advisor, The University Council of the University of the Thai Chamber of Commerce
- Director, Pracharath Rak Samakkee Social Enterprise (Thailand) Company Limited
- Director and Advisor of Master of Science Program and Doctor of Philosophy Program in Technopreneurship and Innovation Management (TIP), Chulalongkorn University
- Director of Ramathibodi Foundation
- Chairman of the Sub Committee for Fund Raising Thai Red Cross Eye Bank
- Member of the Thai Red Cross Eye Bank Committee

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

None

Ownership in securities issued by True (as of 3<sup>rd</sup> February 2021)

11,978,169 ordinary shares representing 0.04% of the total issued share

Meeting Attendance in Year 2020

- Board Meeting 8/9 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. 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	9
The latest appointment	27 <sup>th</sup> April 2018
Age (years)	81
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>- Doctor of Philosophy (Engineering), Imperial College London</li> <li>- Bachelor of Engineering, Imperial College London</li> </ul>
Training	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development (2019)</li> <li>- Introduction to Internet of Things Products (2019)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)</li> <li>- Digital Media and Content (2020)</li> </ul>
Director training programs held by the Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> <li>- Chairman 2000 / 2001</li> <li>- Director Accreditation Program (DAP) 2003</li> <li>- Director Certification Program (DCP)</li> <li>- Audit Committee Program (ACP) 2005</li> <li>- Role of the Chairman Program (RCP)</li> <li>- Financial Institutions Governance Program (FGP)</li> <li>- Finance for Non-Finance Directors (FND) 2005</li> <li>- Monitoring Fraud Risk Management (MFM)</li> <li>- Monitoring of the Quality of Financial Reporting (MFR)</li> <li>- Monitoring the Internal Audit Function (MIA)</li> <li>- Monitoring the System of Internal Control and Risk Management (MIR)</li> <li>- Chartered Director Class (R-CDC)</li> <li>- Audit Committee Effectiveness Seminar: What Works Best - Global Practices vs. Practices in Thailand</li> <li>- 2012 Theme: Innovative Approaches to Create Value for Business and Society</li> <li>- IOD Director Briefing 1/2013 Thailand's Economic Outlook 2013</li> <li>- IOD Tea Talk : "Effective Regulation and Corporate Governance in Asia"</li> <li>- The 2<sup>nd</sup> National Director Conference 2013 "Board Leadership Evolution"</li> </ul>

- 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
- Learn, unlearn and relearn - Audit Committee in the Age of Disruption
- National Director Conference 2019, Board of the Future
- Audit Committee Forum 2019, “Strategic Audit Committee: Beyond Figure and Compliance”
- Director’s Briefing, China Economic Outlook: Pathway to Recovery / 2020

Position in other organization

- Listed Company in SET None
- Non-listed Company in SET 1 company
  - Honorary President of the Telecommunications Association of Thailand under the Royal Patronage (TCT)
- Other organizations that may cause conflict of interests to the Company None

Ownership in securities issued by True (as of 3<sup>rd</sup> February 2021) None

Meeting Attendance in Year 2020

- Board Meeting	9/9 times
- Audit Committee Meeting	7/7 times
- Corporate Governance Committee Meeting	4/4 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.
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	7
The latest appointment	27 <sup>th</sup> April 2018
Age (years)	78
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>- Fellow of the Association of Chartered Certified Accountants, England</li> <li>- Programme for Management Development, Harvard Business School, USA</li> <li>- Marketing Management Programme, Stanford University, Graduate School of Business, USA</li> </ul>
Training	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development (2019)</li> <li>- Introduction to Internet of Things Products (2019)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)</li> <li>- Digital Media and Content (2020)</li> </ul>
Director training programs held by the Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> <li>- Chairman 2000 / 2001</li> <li>- Director Accreditation Program (DAP) 2003</li> <li>- Director Certification Program (DCP) 2009</li> <li>- IOD National Director Conference 2012 - Moving Corporate Governance Forward : Challenge for Thai Directors</li> <li>- Monitoring the Quality of Financial Reporting (MFR)</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE)</li> <li>- How to Measure the Success of Corporate Strategy (HMS)</li> <li>- Monitoring Fraud Risk Management (MFM)</li> <li>- Monitoring the Internal Audit Function (MIA)</li> <li>- Monitoring the System of Internal Control and Risk Management (MIR)</li> <li>- CG Forum 2/2015 : Board's and Management's Responsibilities on Internal Control</li> <li>- IOD Seminar : Nomination Committee Best Practice Guideline</li> <li>- IOD Seminar : Audit Committee Forum</li> </ul>

Position in other organization

- Listed Company in SET  
1 company
  - Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee, Siam Makro Public Company Limited
- Non-listed Company in SET  
None
- Other organizations that may cause conflict of interests to the Company  
None

Ownership in securities issued by True  
(as of 3<sup>rd</sup> February 2021)

None

Meeting Attendance in Year 2020

- Board Meeting 9/9 times
- Audit Committee Meeting 7/7 times
- Compensation and Nominating Committee Meeting 4/4 times
- Finance Committee Meeting 5/5 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	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	4
The latest appointment	30 <sup>th</sup> April 2019
Age (years)	76
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>- Master of Laws, Chulalongkorn University</li> <li>- Bachelor of Laws, Thammasat University</li> <li>- Barrister at Law, Thai Bar Association</li> </ul>
Training	<ul style="list-style-type: none"> <li>- National Defence College, Joint Public-Private Course (Class 1)</li> <li>- Introduction to Internet of Things Products (2019)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)</li> <li>- Digital Media and Content (2020)</li> </ul>
Director training programs held by the Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) 2004</li> <li>- Director Certification Program (DCP) 2008</li> </ul>
Position in other organization	<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>
	<p>5 companies</p> <ul style="list-style-type: none"> <li>- Chairman of the Board and Independent Director, Sino-Thai Engineering and Construction Public Company Limited</li> <li>- Independent Director, Loxley Public Company Limited</li> <li>- Independent Director, Sermsuk Public Company Limited</li> <li>- Independent Director, Siam Makro Public Company Limited</li> <li>- Advisor, Bangkok Airways Public Company Limited</li> </ul>

<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	<p>22 companies</p> <ul style="list-style-type: none"> <li>- Chairman of the Committee to Examine the Draft Legislations and Legal Matters for Proposal Submitted to Cabinet</li> <li>- Chairman of the Criminal Procedure Code adjustment Committee</li> <li>- Chairman of the Legal Committee, the Thai Red Cross Organ Donation Center</li> <li>- Property Management Committee, the Thai Red Cross Society</li> <li>- Advisor, AP Honda Co., Ltd.</li> <li>- Vice Chairman, Don Muang Tollway Public Company Limited</li> <li>- Adjunct Professor, Faculty of Law, Chulalongkorn University</li> <li>- Adjunct Professor, Institute of Legal Education Thai Bar Association</li> <li>- Adjunct Professor, Master Degree, Faculty of Social Sciences, Mahidol University</li> <li>- Adjunct Professor, Doctoral, Bangkokthonburi University</li> <li>- Adjunct Professor, Faculty of Law, Mae Fah Luang University</li> <li>- Lecturer in Justice Affairs, the Ministry of Justice</li> <li>- Lecturer in Department of Special Investigation, the Ministry of Justice</li> <li>- Lecturer in Administration Development, the Ministry of Interior of Thailand</li> <li>- Special Lecturer, Office of the Attorney General, Ministry of Interior of Thailand</li> <li>- Advisor, Athletic Association of Thailand Patron : His Majesty the King</li> <li>- Expert Member in Law, Special Committee in the Council of State</li> <li>- Director, Thai National Food Commission</li> <li>- Chairman of the Ethics Committee, National Bureau of Agricultural Commodity and Food Standards</li> <li>- Director, Board of Directors on Disclosure of Information</li> <li>- Member of the Council of State, Office of the Council of State</li> <li>- Director, National Olympic Committee of Thailand</li> </ul>
<ul style="list-style-type: none"> <li>• Other organizations that may cause conflict of interests to the Company</li> </ul>	<p>None</p>
<p>Ownership in securities issued by True (as of 3<sup>rd</sup> February 2021)</p>	<p>705,862 ordinary shares representing 0.00% of the total issued share</p>
<p>Meeting Attendance in Year 2020</p>	<p>- Board Meeting 9/9 times</p>
<p>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</p>	<p>None</p>



**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 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	15 <sup>th</sup> September 2017
A number of resuming	1
The latest appointment	27 <sup>th</sup> April 2018
Age (years)	65
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>- Master of Science in Computer Information System (MIS), (Outstanding Performance Certificate) Assumption University</li> <li>- Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University</li> </ul>
Training	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development (2019)</li> <li>- Introduction to Internet of Things Products (2019)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)</li> <li>- Digital Media and Content (2020)</li> <li>- Financial and Fiscal Management Program for Senior Executives (FME 7/2020)</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>- Tea Talk 1/2018 "Dealing with Cyber Risk in the Boardroom"</li> <li>- Advanced Audit Committee Program (AACP 30/2018)</li> <li>- Boards that Make a Difference 2019</li> <li>- Defining Boardroom Culture/ An Imperative of A High-Performing Leadership</li> <li>- Risk Management Program for Corporate Leaders (RCL 21/2020)</li> </ul>
Position in other organization	
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	None
<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	None
<ul style="list-style-type: none"> <li>• Other organizations that may cause conflict of interests to the Company</li> </ul>	None
Ownership in securities issued by True (as of 3 <sup>rd</sup> February 2021)	None

Meeting Attendance in Year 2020

- Board Meeting 9/9 times
- Audit Committee Meeting 7/7 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	Prof. Dr. Warapatr Todhanakasem
Position	Director, Member of the Finance Committee, and Member of the Corporate Governance 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	None
Date of First Appointment	1 <sup>st</sup> March 2012
A number of resuming	3
The latest appointment	30 <sup>th</sup> April 2019
Age (years)	71
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>
Training	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development (2019)</li> <li>- Introduction to Internet of Things Products (2019)</li> <li>- Cloud-Solutions that Support the Society with the Possibility of Distance Learning, Distance Working, and Distance Medical Consultation (2020)</li> <li>- Digital Media and Content (2020)</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) 2000</li> <li>- Director Accreditation Program (DAP)</li> <li>- The Role of Chairman (RCM)</li> <li>- Role of the Compensation Committee (RCC)</li> </ul>
Position in other organization	
<ul style="list-style-type: none"> <li>• Listed Company in SET</li> </ul>	<p>3 companies</p> <ul style="list-style-type: none"> <li>- Independent Director, Amata Vn Public Company Limited</li> <li>- Independent Director, Khon Kaen Sugar Industry Public Company Limited</li> <li>- Chairman and Independent Director, Prinsiri Public Company Limited</li> </ul>
<ul style="list-style-type: none"> <li>• Non-listed Company in SET</li> </ul>	<p>3 companies</p> <ul style="list-style-type: none"> <li>- Independent Director and Audit Committee, Standard Chartered Bank (Thai) Public Company Limited</li> <li>- Director, Institute of Research and Development for Public Enterprises of Thailand (IRDP)</li> <li>- Chairman, Pantavanij Company Limited</li> </ul>

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

None

Ownership in securities issued by True  
(as of 3<sup>rd</sup> February 2021)

360,461 ordinary shares  
representing 0.00% of the total issued share

Meeting Attendance in Year 2020

- Board Meeting 8/9 times
- Finance Committee Meeting 5/5 times
- Corporate Governance Committee Meeting 4/4 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

**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.