



**Minutes of the Annual General Meeting of Shareholders for the Year 2009
of
Advanced Info Service Public Company Limited
Held on Wednesday, 8 April 2009 at 14.00 Hrs.
At the Auditorium, 9th Floor Shinawatra Tower III
1010 Vibhavadee Rangsit Road, Chatuchak, Bangkok.**

There were 1,141 shareholders present in person and by proxy altogether holding 2,468,200,066 shares from the total of 2,961,748,766 shares equivalent to 83.34 percent of the total number of shares sold.

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

1. To cast vote in each agenda, one share shall have one vote;
2. To sum up the number of votes in each agenda, only the votes disagreeing or abstaining (from which ballots of the respective purposes have been previously collected from those shareholders) shall be extracted from the total votes attending the Meeting whereas the remaining votes shall be regarded to have agreed with each agenda; a vote shall be cast by shareholder or proxy on one opinion only (except in case of custodian by which proxy allows).
3. As regards Agenda 8 re-election of retired directors, all votes shall be cast by every shareholder by using ballots specifying name of shareholder / proxy, number of shares held regardless whether each shareholder agrees, disagrees or abstains the vote; therefore, there will be 4 separate casts of votes for each director.

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

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

Chairman of the Meeting first introduced directors, executive, auditor and legal counsel examining the procedure for casting votes, respectively as follows:

Directors:

- | | |
|--------------------------------|--|
| 1. Dr. Paiboon Limpaphayom | Chairman |
| 2. Mr. Somprasong Boonyachai | Vice Chairman |
| 3. Mr. Aviruth Wongbuddhapitak | Chairman of Audit Committee, Member of Remuneration Committee, and Independent Director |
| 4. Mrs. Tasanee Manorot | Member of Audit Committee, and Independent Director |
| 5. Mr. Surasak Vajasit | Member of Audit Committee, Member of Nomination and Corporate Governance Committee, and Independent Director |
| 6. Mr. Suphadej Poonpipat | Director |
| 7. Mr. Chakree Subprawong | Director |
| 8. Mr. Ng Ching-Wah | Director |
| 9. Mr. Ng Kwon Kee | Director |
| 10. Mr. Vikrom Sriprataks | Director and Chief Executive Officer (CEO) |

Director Apology :

Mr. Allen Lew Yoong Keong

Chairman of the Executive Committee

Executive:

Mr. Pong-amorn Nimpoonsawat

Chief Finance Officer (CFO)

Auditor:

Mr. Winid Silamongkol

KPMG Phoomchai Audit Co., Ltd.

Legal Counsel:

Ms. Yaowarote Klinboon

Weerawong, Chinnavat & Peangpanor Ltd.

Mr. Somprasong Boonyachai informed the Meeting that this Annual General Meeting of Shareholders was convened on this day pursuant to the resolution of the Board of Directors' Meeting No. 2/2009 held on 18 February 2009 to consider the matters as specified in the notice calling this Meeting dated 6 March 2009. The Record Date on which shareholders have rights to attend and vote in the Annual General Meeting of Shareholders was on 17 March 2009 and the share registration book for gathering Shareholders' names under the Section 225 of the Securities and Exchange Act. (No.4) B.E. 2551 was on 18 March 2009.

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

1. Matters to be Informed.

Chairman reported in order to be in compliance with good corporate governance as regards general meeting and rights of minority shareholders, the Company had notified the Stock Exchange of Thailand and posted notice on the Company website during December 2008 until January 2009 that shareholders were welcome to propose additional agenda and nominate persons to be elected as directors of the company for consideration by the Board of Directors in advance. However, there were no such proposal submitted to the Company.

2. To certify the Minutes of the Annual General Meeting of Shareholders for the Year 2008, held on 10 April 2008.

Chairman requested the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2008 held on 10 April 2008 as per details in a copy, which had already been distributed to shareholders together with the notice calling this Meeting.

Since there was no shareholder raising any question, the Chairman, then, proposed the Meeting to cast their votes.

After due consideration, the Meeting

RESOLVED THAT

The Minutes of the Annual General Meeting of Shareholders for the year 2008 held on 10 April 2008 be and hereby was certified with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,464,082,491	99.80
2. Disagreed	-	0.00
3. Abstained	4,822,600	0.20
Total	2,468,905,091	100

3. Report by the Board of Directors for operation of the year 2008.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting on summary of operations for the year 2008 as follows:

Subscribers (in million)

2005	2006	2007	2008
16.4	19.5	24.1	27.3

- As at end of 2008, AIS had total subscribers of 27.3 million
- It was a 13% subscriber growth from 2007, or 3.2 million net additions.

Network Investment (Baht: Billion)

2005	2006	2007	2008
17	20	17	13

- The Company will continue policy on investment in effective network expansion thereby resulting in a decrease to Baht 13,000 Million in 2008 compared with Baht 17,000 Million in 2007
- Revenue market share : 52%
- Network coverage : more than 97% of populated area
- Network and service qualities higher than criteria imposed by National Telecommunications Commission (NTC)

Parameters	NTC Criteria	Result
On – net success call rate	Not less than 90%	✓
Off – net success call rate	Not less than 85%	✓
Drop call rate	Not exceeding 2%	✓
Claim rate on billing error	Not exceeding 2% per month	✓
Response time for accessing customer service call center	Not exceeding 60 seconds	✓

* Data as of Q4 2008, October - December

Innovation, such as:

- Mobile Internet
- First mobile phone operator to provide Full Internet View Browsing through GPRS phones – a full page View on mobile
- *123 Calling Grammy – unlimited song download with Grammy
- Connect Talk – Everywhere is now local – a foreign rental number to allow customers to call from 5 countries (US, UK, Japan, Australia and Singapore) at local rate
- Thairath top news

Corporate Social Responsibility

- 2007 career opportunities of Call Center for blind disabilities
- 2008 expanding career opportunities for deaf
- AIS Water Shortage Relief Project (2006 – 2008)
More than 10,000 water tanks delivered to over 850,000 households
- AIS Sarnrak Children Development Center over the past 5 years in Kalasin, Pitsanuloke, Chiangmai and Nakornratsima
- Sarn Rak Kon Keng Hua Jai Krang (promoting and funding education for needy child / youth) Inspires child / youth to further education and come back to their homeland; over the past 8 years more than 380 students in project and 31 graduates

Awards of Pride in 2008

- Brandage – GSM advance and One-2-Call most admired brand in 2008
- Asian Mobile News – Asian Mobile Operator of the Year 2008 and the Mobile Operator of the Year, Thailand 2008
- The Asset Magazine – one of the best in corporate governance in Thailand, 2008
- Wall Street Journal Asia – 7th ranked company in its 2007 annual survey of Thailand's top 10 leading companies – the only Thai mobile operator to make this list of the 200 Most Pleasurable Companies in Asia
- National Office for Employment of Persons with Disabilities (NEP) for the best workplace for disabilities

Further details appeared in the Annual Report distributed to shareholders together with the notice calling this Meeting.

There was no shareholder raising any question.

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

4. To approve the Balance Sheet, Profit and Loss Statements Cash Flow Statements for 2008 ended 31 December 2008.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks proposed the Meeting to consider and approve the Balance Sheets, Profit and Loss Statements, and Cash Flow Statements for 2008 ended 31 December 2008 with auditor's report which had been reviewed by the Audit Committee and approved by the Board of Directors respectively the copies of which were attached to the Notice letter.

Balance sheet as at 31 December (Baht million)	2008	2007
Current assets	26,958	20,586
Property, plant and equipment and assets under the Agreements for operation	81,189	87,088
Total assets	128,081	128,942
Total borrowings and debentures*	34,328	30,349
Total liabilities	54,646	53,481
Shareholders' equity	73,436	75,461
Total liabilities and shareholders' equity	128,081	128,942

*Includes swap contract

Statement of Income (Baht:million)	2008	2007	Variance (%)
Total revenues	110,792	108,454	2.2
Total cost	(72,039)	(70,756)	1.8
Gross Profit	38,753	37,697	2.8
Selling & Administrative expenses	(11,205)	(12,767)	(12.2)
Operating profit	26,471	25,525	3.7
Other revenue	2,565	662	388
Income tax	(8,381)	(7,562)	10.8
Net profit	16,409	16,290	0.7

Statement of Cash Flow 2008

(In Baht Million)	2008	2007
Net cash from operation	36,721	35,698
Net cash used in investment	-12,359	-16,767
Net proceeds from loans from financial institutions	3,883	-2,999
Dividend payment	-18,681	-18,658
Net cash used in other financing	-1,329	-1,528
Net increase (decrease) in cash	8,235	-4,254
Cash and cash equivalents, beginning of the year	6,822	11,098
Effect of exchange rate on foreign currencies	-71	-22
Cash and cash equivalents at the end of the year	14,986	6,822
Add specifically – used bank deposits	1,315	1,495
Total cash and equivalents at the end of the year	16,301	8,317

Shareholders raised the following queries:

Shareholder: What was the Book Value of the share at the end of 2008; was it possible to incorporate in the Annual Report; how to proceed further as regards impairment?

Chairman: CFO please respond to the query

CFO : Shareholders please refer to the Annual Report page 108 and Note 20 Share Capital page 148 attached to the Financial Statements. By dividing the issued shares with the equity, the result of the Book Value will be:

Year 2007	Baht	25.51
Year 2008	Baht	24.79

A decline was as a result of the Company payment of dividend at the rate exceeding 100% of net profit.

Management will consult further with auditor to determine whether the Book Value should be incorporated in the Annual Report.

As regards impairment loss of goodwill of Digital Phone Co., Ltd. (DPC), it was carried out in accordance with the accounting principle i.e. calculation of current value of cash flow to be received in future in comparison with goodwill; if less, then impairment shall be recorded. However, such practice did not affect cash flow of the Company.

Shareholder : Considering from operation performance and payment of dividend in the amount of Baht 18,000 million thereby resulting in decline in shareholders' equity in the past 3 years, what would the Company do?

Chairman: The Company has adopted a policy to give best return to shareholders by means of dividend payment. When the Company has accumulated retained earnings, it would be appropriate to return to shareholders. This has resulted in good credit rating for the Company and helped raise funds for working capital. Though dividend payment has caused a decline in shareholders' equity, confidence in investors has been created and share price stabilized, higher than average criteria. In general, if a company paid dividend, there might be no investment. On the other hand, when there was a project, then no dividend. The Company has tried to balance those two areas so as to help raise funds and create potential.

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

After due consideration, the Meeting

RESOLVED THAT The Balance Sheets, Profit and Loss Statements, and Cash Flow Statements for the year 2008 ended 31 December 2008 be and hereby were approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,457,897,076	99.55
2. Disagreed	1,884,718	0.08
3. Abstained	9,279,500	0.38
Total	2,469,061,294	100.00

5. To approve dividend payment to the shareholders for fiscal year 2008.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks stated to the Meeting that according to the operation results as aforementioned, management considered appropriate to allocate the net profit for the Annual Dividends Payment of the year 2008 at the rate of 6.30 Baht per share to shareholders. The Company had proceeded to pay out the interim dividends payment during the first half of the year at the rate of 3.00 Baht per share, the management would thus take opportunity to inform of the interim dividends payment to the Meeting as required by law, thus the dividends for the second half of the year remained at 3.30 Baht per share. Accordingly, the Record Date to determine the right to receive dividend will be on 20 April 2009 and share registration for book closing will be 21 April 2009 for gathering shareholders' names under Section 225 of the Securities and Exchange Act B.E. 2535 and the date of Dividends Payment is fixed on 4 May 2009.

Since there was no shareholder raising any question, Chairman, then, proposed the Meeting to cast their votes.

After due consideration, the Meeting

RESOLVED THAT Payment of dividend to Shareholders for year 2008 be and hereby was approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,464,240,894	99.80
2. Disagreed	-	0.00
3. Abstained	4,820,500	0.20
Total	2,469,061,394	100.00

6. To approve the issuing and offering of debentures in an amount not exceeding Baht 15,000,000,000 (Baht Fifteen Billion)

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks reported the Board of Directors deemed appropriate to propose to shareholders' meeting to approve the issuing and offering of debentures to prepare a financing source for the 3G license, to finance its working capital and to repay matured debts, with the following details:

Total Amount:	shall not exceed Baht 15,000,000,000 or equivalent in other currencies with condition that the approved amount for issuing and offering of debentures will be valid from the date of the Annual General Meeting (AGM) of the year 2009 until the date of the AGM of the year 2010.
Offering:	<p>The debentures may be</p> <ul style="list-style-type: none"> – offered to public and/or institutional investors and/or specific investors in Thailand (either in whole or in part) and/or outside Thailand in accordance with the relevant notifications of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board or the relevant rules and regulations – offered to the existing debenture holders prior to the offering to the general investors in accordance with the relevant notifications of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board or the relevant rules and regulations – offered in the same set or several sets at the same time or several times.
Authority:	to empower the Executive Committee or person who is empowered by the Board of Directors and/or the Executive Committee of the Company (" Attorney ") to be the authorized person to decide and proceed with the issuing and offering debentures and to perform other acts relating to the issuing and offering of debentures (including (without limitation) to structure, determine and specify the type and any details of the debentures, appointment of arranger/underwriter, registrar and/or representative of the debentures holders (if any) and the arrangement for the listing of debentures on the secondary market, to negotiate, prepare, agree, execute and deliver any agreement and other documents with respect to the issuing and offering of the debentures) that the Attorney deems necessary or desirable for the purpose of facilitating or implementing the issuing and offering of the debentures including making decisions and carrying out other acts relating to hedging transactions (whether in whole or in part) in order to protect any risk arising from fluctuation of interest rate and/or currency exchange rate.

Cancellation of Outstanding Debentures

In addition, as the 2008 Annual General Meeting of Shareholders held on 10 April 2008 had resolved to approve the program for issuing and offering debt instruments (including, but not limited to, debentures, short-term debentures and bill of exchange) in the amount of not exceeding 14,000,000,000 (Baht Fourteen Billion) or equivalent in other currencies. Consequently, the Company had already issued and offered debentures in the total amount of Baht 11,500,000,000 (Baht Eleven Billion and Five Hundred Million), which Baht 2,500,000,000 (Baht Two Thousand Five Hundred Million) remains outstanding (the "Outstanding Balance"). The Board of Directors, at its meeting No. 2/2009 held on 18 February 2009 deemed appropriate to cancel the Outstanding Balance thereby the issuing and offering of debentures in the amount of Baht 15,000,000,000 (Baht Fifteen Billion) shall be operated instead.

Shareholders raised the following queries:

Shareholder : Please report progress in applying for 3G license and crediting rating of the Company

Chairman: CEO please respond to the query

CEO : National Telecommunications Commission (NTC) has yet issued such 3G license, but is expected at the end of 2009 and the Company shall invest in this project. The Company rating is AA.

Since there was no shareholder raising further questions, Chairman, then, proposed the Meeting to cast their votes. In addition, shareholders were advised a resolution shall require an affirmative vote of not less than three-fourths of the total number of shareholders attending and eligible to vote.

After due consideration, the Meeting.

RESOLVED THAT Program for issuing and offering debentures be and hereby was approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,396,725,894	97.07
2. Disagreed	-	0.00
3. Abstained	72,335,500	2.93
Total	2,469,061,394	100.00

The votes were of not less than three-fourths of the total number of shareholders attending and eligible to vote.

7. To approve the addition of the Company's objective Item 49 on Electronics Payment Business, and amendment of the Company's Memorandum of Association Clause 3.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks reported Section 9 of the Royal Decree on Control of Service of Electronic Payment B.E. 2551 issued by virtue of the Electronic Transactions Act B.E. 2544 requires that those who are juristic entities and wish to render the service shall contain an objective relating to receiving payment by electronic means; the subject service has been carried out by the Company via channel mPAY Station and falls under List C(5) Receiving Payment; as a result the Company shall register additional Item 49 with the Department of Business Development, the Ministry of Commerce, as follows:

“Item 49 To render electronic payment services such as clearing service, settlement service, electronic payment service by the equipment or network, transaction switching service, electronic payment service for purchase of goods, and/or receiving services from sellers or service providers at any place and such service is not subjected to service and distribution system of electronic money (unless permission to render services has been granted by relevant authority)”

After adding the Company's objective Item 49, the Company shall amend the Memorandum of Association Clause 3 with the Department of Business Development, the Ministry of Commerce by changing the numbers of the Company's objectives from 48 Items to 49 Items. The Board of Directors thus deemed appropriate to propose to the Meeting today.

Shareholders raised the following queries:

Shareholder : What would the Company benefit from the objective as proposed?

Chairman: CEO please respond to the query

CEO : This business is to receive payments by electronic means thereby objective of the Company will be expanded, provided it shall comply with relevant law i.e. additional objective shall be clearly registered in the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

Chairman : This operation of business is similar with ATM in early years in that the number could not be ascertained; however this has provided convenience for customers / subscribers whereas the Company will benefit from charge / fee in return for the service.

Since there was no shareholder raising further questions, Chairman, then, proposed the Meeting to cast their votes. In addition, shareholders were advised a resolution shall require an affirmative vote of not less than three-fourths of the total number of shareholders attending and eligible to vote.

After due consideration, the Meeting.

RESOLVED THAT The addition of the Company's objective Item 49 on Electronics Payment Business, and amendment of the Company's Memorandum of Association Clause 3, be and hereby were approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,464,665,494	99.79
2. Disagreed	-	0.00
3. Abstained	5,129,800	0.21
Total	2,469,795,294	100.00

The votes were of not less than three-fourths of the total number of shareholders attending and eligible to vote.

8. To approve the re-appointment of retiring directors.

Chairman requested Mr. Surasak Vajasit, Member of Nomination and Corporate Governance, to report the Meeting.

Mr. Surasak Vajakit stated to the Meeting that, according to the Company's Articles of Association, one-third of the Board of Directors shall be retired by rotation at the Annual Ordinary General Meeting of Shareholders provided those retired directors are eligible for re-election. For this Meeting, four directors were to be retired by rotation as follows:

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

The Nomination Committee had considered this issue, in the absence of such retiring directors, and then considered appropriate to propose to shareholders' meeting that:

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

be re-elected for another term.

Details of age, shares held, educational qualifications, working experience, attendance record of the Board of Directors and Committees as well as contribution by each of directors are as attached to Meeting documents delivered to shareholders.

Shareholders raised the following queries:

Shareholder : Considering of and comparing with the minutes of the meeting of last year whereby retiring directors had excused themselves from the meeting, won't it be done for this year, and what would that mean?

Mr. Surasak Vajakit : The Board of Directors has studied this issue and found that there have been no laws to require as such. In addition, this agenda is an exclusive right of shareholders to vote for, or against, any director who has no interest of whatsoever nature.

Shareholder : Mr. Allen Lew Yoong Keong is not attending the meeting today. Please advise his involvement / participation in the Company?

Chairman : Mr. Allen Lew Yoong Keong has indeed been working with the Company for a long time, for example in 1999 – 2001 in operation area. He also got education from one of the world's best school in engineering and management, and has gained good knowledge of market in Thailand.

Since there was no shareholder raising further question, Chairman, then, proposed the Meeting to cast their votes, and requested each shareholder to use ballot no matter whether shareholder agrees, disagrees or abstains the vote, for each director.

After due consideration, the Meeting

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

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,463,135,940	99.73
2. Disagreed	6,657,254	0.27
3. Abstained	2,100	0.00
Total	2,469,795,294	100.00

After due consideration, the Meeting

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

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,462,550,340	99.79
2. Disagreed	5,242,354	0.21
3. Abstained	2,600	0.00
Total	2,467,795,294	100.00

After due consideration, the Meeting

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

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,464,549,340	99.79
2. Disagreed	5,242,354	0.21
3. Abstained	3,600	0.00
Total	2,469,795,294	100.00

After due consideration, the Meeting

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

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,418,603,840	97.93
2. Disagreed	51,182,654	2.07
3. Abstained	8,800	0.00
Total	2,469,795,294	100.00

9. To approve the directors' remuneration for 2009.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks stated to the Meeting that the Remuneration Committee recommended remuneration for directors be determined in an amount of not exceeding Baht 13,500,000 comprising monthly retainer fee, annual remuneration, attendance fee, a decrease by 10% seen as expression of responsibility by directors towards current economic situation as per the following details:

Policy on Remuneration for Directors for the Year 2009

Director	Monetary Remuneration for 2009 (Baht)		
	Monthly Retainer Fee	Attendance Fee	Annual Remuneration
Board			
Chairman	200,000	x	✓
Member	50,000	25,000	✓
Audit Committee			
Chairman	25,000	25,000	✓
Member	x	25,000	✓
Nomination and Corporate Governance Committee			
Chairman	10,000	25,000	✓
Member	x	25,000	✓
Remuneration Committee			
Chairman	10,000	25,000	✓
Member	x	25,000	✓
Executive Committee			
Chairman	10,000	25,000	✓
Member	x	25,000	✓

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

Shareholders raised the following queries:

Shareholder : What does it mean a decrease of Baht 1,500,000 for directors' remuneration?

Chairman : A total remuneration of Baht 13,500,000 proposed to the meeting today is an overall budget over which no remuneration shall not be paid. A decrease is an expression of responsibility by directors towards current economic crisis. Meeting of the directors shall be regularly convened with some additional agenda from time to time to suit circumstance whereby remuneration at the year end may be reduced.

Shareholder : Would a monthly retainer for Chairman of the Board in the amount of Baht 200,000 be too high given current economic situation?

Chairman : Determination of remuneration for directors is not made without rationale. It has been based upon statistical data of listed companies, similar size and responsibilities of directors in comparison as high as 30 companies. A general overview has shown remuneration proposed for the Company directors is below average by 10%. The Board of Directors has considered this proposal to be fair taking into consideration of responsibilities under laws and towards shareholders.

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

After due consideration, the Meeting

RESOLVED THAT Directors' remuneration for the year 2009 be and hereby was approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,434,160,794	98.56
2. Disagreed	30,779,900	1.25
3. Abstained	4,854,700	0.20
Total	2,469,795,394	100.00

The votes were of not less than two-thirds of the total number of shareholders attending and eligible to vote.

10. To approve the appointment of the Company's auditors and determine a fee for 2009.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks stated to the Meeting that in compliance with the Company's Articles of Association, the Annual General Meeting of Shareholders shall determine to appoint the Company's auditors and to designate auditing fee of the year 2009, thus proposed the Meeting to consider appointing the Company's auditors namely:

Mr. Supot Singhasaneh	Registration No. 2826
Mr. Winid Silamongkol	Registration No. 3378
Ms. Somboon Suprsiripinyo	Registration No. 3731
Mr. Charoen Phosamritlert	Registration No. 4068

from KPMG Phoomchai Audit Ltd. whereby anyone being authorized to conduct the audit and express the opinion of the financial statement of the Company, provided, in the absence of the above named auditors, KPMG Phoomchai Audit Ltd. is authorized to designate one other auditor to carry out the work, and to approve determining auditing fee of the year 2009 of the Company for a fee of not exceeding 5,237,000 Baht, comprising:

Balance Sheets of the Company	Baht	2,876,000
Quarterly review (Inclusive of subsidiaries)	Baht	2,361,000
Total	Baht	<u>5,237,000</u>

A decrease of Baht 15,000, or 0.29% from the year 2008.

The above named auditors have no relation / interest with the Company / subsidiaries / executives/ major shareholders or connected persons.

Since there was no shareholder raising any question, the Chairman, then, proposed the Meeting to cast their votes.

After due consideration, the Meeting

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

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,464,963,394	99.80
2. Disagreed	0	0.00
3. Abstained	4,832,000	0.20
Total	2,469,795,394	100.00

11. To approve the allotment of the additional ordinary shares reserved for exercising the right in pursuance with the ESOP warrants due to the entering into terms and conditions of the Prospectus.

Chairman requested Mr. Vikrom Sriprataks, Director and Chief Executive Officer, to report the Meeting.

Mr. Vikrom Sriprataks stated that the Company distributed dividend for the year 2008 at a rate exceeding 50 per cent of net profit, thus fell under conditions prescribed in the Prospectus of the ESOP; it becomes necessary therefore the Company adjust right of those entitled to such ESOP so that their right would not be prejudiced; adjustment will be allotting additional 1,150,000 ordinary shares for subscription at par value of Baht 1 out of unallotted 2,009,693,609 shares at par value of Baht 1 to executives and employees in ESOP program as prescribed in the Prospectus, as per details attached to the Notice calling for the Meeting.

Since there was no shareholder raising any question, the Chairman, then proposed the Meeting to cast their votes. In addition, shareholders were advised a resolution shall require an affirmative vote of not less than three-fourths of the total number of shareholders attending and eligible to vote.

After due consideration, the Meeting

RESOLVED THAT The allotment of the additional ordinary shares reserved for exercising the right in pursuance with the ESOP warrants due to the entering into terms and conditions of the Prospectus be and hereby was approved with the following votes:

Resolution	Votes (1 Share = 1 vote)	% of the total shares held by shareholders attending and having right to vote
1. Agreed	2,388,501,542	96.71
2. Disagreed	76,440,253	3.10
3. Abstained	4,854,300	0.20
Total	2,469,796,095	100.00

The votes were of not less than three-fourths of the total number of shareholders attending and eligible to vote.

12. To consider other matters (if any).

Shareholders raised the following queries:

Shareholder: A notice to this meeting has indicated registration time to be 12.00 – 14.00 hours. When shareholders and the Company's officers are ready, would it be possible for registration before 12.00 hours?

Chairman: Company Secretary please consider this issue.

Shareholder: Would it be possible to pay dividend at a higher rate in future?

Chairman: The Company has exercised best effort to pay dividend at a rate not lower than the current one.

Shareholder: Please carefully consider a souvenir for shareholders to be appropriate for shareholders being adults. It should be of appropriate price and express pride for shareholders.

Chairman: Company Secretary please consider this issue.

Shareholder: Would the Company be affected from financial crisis, how the Company undergo risk management and how could the Company retain the same profit rate?

Chairman: CEO please respond to the query

CEO : The Board and management have carried out operation with great care, and minimized risk in various areas such as cost control and investment only for benefit of subscribers, as well as tried to maintain the same profit rate of the past years.

Shareholder: 1) Could a souvenir be a kind of SIM or scratch card?
2) Would it be possible to allow shareholders to participate as members of working teams in order to strengthen effectiveness and efficiency as well as relationship with the Company?

Chairman: Management will consider these issues.

Shareholder: Would all mobile phone operators be awarded 3G licenses, what will the nature be?

Chairman: CEO please respond to the query

CEO : NTC is expected to issue 4 licenses by the end of 2009, covering 45 MHz bandwidth, probably in the range of 10 MHz x3 and 15 MHz x1, or 10 MHz x4 and 5 MHz x1. All operators that are qualified pursuant to conditions prescribed by NTC can enter an auction. The Company is now ready and shall adopt a basis of a reasonable return on investment.

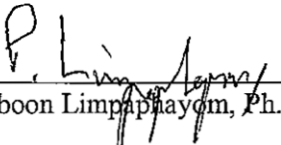
Shareholder: Why is voting in agenda 8 different from other agenda?


Chairman: Company Secretary please respond to query.

CEO : Voting in agenda 8 re-election of retiring directors is in accordance with recommendation of the Stock Exchange of Thailand to create transparency. The procedure is yet applied to other agenda as it would take time of the meeting.

The Meeting was adjourned at 15.45 Hrs.

After the Meeting commenced at 14.00 hours, there were additional shareholders registering in person and by proxy, thus the total number was 1,208 holding 2,469,796,095 shares or 83.39 percent of the total number of shares sold.

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

Signed  Vice Chairman proceeding the Meeting
(Mr. Somprasong Boonyachai)