

(English Translation)

Registration No. 0107535000265
(Formerly Bor Mor Jor 59)

20 February 2019

Subject Invitation to the 2019 Annual General Shareholders' Meeting

To All Shareholders of Advanced Info Service Public Company Limited

Attachments:

1. Annual Report in which the Statement of Financial Position (Balance Sheet) and Statements of Income for financial year ended 31 December 2018, dividend policy and details of dividend payment in QR Code as well as Financial Highlight Summary 2018 is also attached (For Agenda No. 1, 2, 3, 5 and 7)
2. Information of Auditors' Profile (For Agenda No.4)
3. Preliminary information on the retiring directors proposed for re-election and on the nominated candidate proposed for election as new director replacing vacant seat (For Agenda No. 5 and 6)
4. Proxy Form B (which particulars of delegations are clearly determined) Proxy Form A (general) and Proxy Form C (for foreign investors in which custodians in Thailand have been appointed) can be downloaded from the Company's Website http://investor.ais.co.th/shareholder_meeting.html
5. Definition and information of the independent directors to present as proxy
6. The Company's Articles of Association in relation to the General Meeting of Shareholders
7. Clarifications concerning documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting
8. Procedures for attending the 2019 Annual General Shareholders' Meeting
9. Procedures for sending any query in advance
10. Procedures for QR Code Download for Annual Report 2018
11. Map of the Meeting Venue: Centara Grand at Central Plaza Ladprao Bangkok

The Company will not provide any souvenir at the Annual General Meeting of Shareholders so as to promote transparency in compliance with the guideline suggested by the supervising authorities.



Notice is hereby given by the Board of Directors (“the Board”) of Advanced Info Service Public Company Limited (the Company) that the 2019 Annual General Shareholders’ Meeting (“the Meeting”) shall be held on Thursday, 28 March 2019 at 14.00 hours (**registration opens at 12.00 hours**) at Vibhavadee Ballroom, lobby level, Centara Grand Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok (*Venue*). The agenda are as follows:

Agenda 1 To Acknowledge the Board of Directors’ Report on the Company’s Operating Results in 2018

Objectives and Rationale: The Company has summarized the operating results for 2018 along with the significant changes that occurred during the year in the 2018 Annual Report.

The Board’s Opinion: The Board has recommended the report on the Company’s operating results for 2018 along with the significant changes that occurred during the year, as shown in *Attachment 1, Annual Report, Section: Management Discussion and Analysis (“MD&A”)* be presented to the Meeting.

Voting: As this item is for information to shareholders; therefore, a vote is not required.

Agenda 2 To Approve the Statements of Financial Position and Statements of Income for the Year Ended 31 December 2018

Objectives and Rationale: According to Section 112 of the *Public Limited Companies Act, B.E 2535*, the Company shall prepare a statement of financial position (balance sheet) and statements of income at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders’ meeting for approval.

The Audit and Risk Committee’s Opinion: The Audit and Risk Committee has reviewed the Company’s financial statements for the year ended 31 December 2018, which have been audited and signed by Dr. Suphamit Techamontrikul, a certified public accountant (registration No. 3356) of Deloitte Touche Tohmatsu Jaiyos Audit Ltd., and recommended that the Board submit the Company’s financial statements for the year ended 31 December 2018 to the Meeting for approval. For more details of the Company’s financial statement, please refer to *Attachment 1 Annual Report, Financial Statements and Financial Highlight Summary 2018*

The Board’s Opinion: The Board has recommended the Company’s audited financial statements for the year ended 31 December 2018, which have been reviewed and accepted by the Audit and Risk Committee, be presented to the Meeting for approval.

A summary of the Company's significant financial status and operating results is shown in the table below.

Selected Information from the Company's Financial Statements

Unit: Baht million

Description	2018	2017	Variance	Percentag
Total assets	290,505	284,067	6,438	2.27
Total liabilities	232,836	233,641	(805)	0.34
Total revenue	169,855	157,722	12,133	7.69
Net profit attribute to owners of the Company	29,682	30,077	(395)	1.31
Earnings per share (Baht / share)	9.98	10.12	(0.14)	1.38

Voting: To approve this matter, a resolution shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 3 To Approve the Allocation of Net Profit 2018 as Dividend

Objectives and Rationale: The Company has adopted the policy to pay dividend to shareholders at least 70% of its net profit as reported in the consolidated financial statement. The dividend payment may be made to the shareholders twice a year by which the first payment shall be the interim dividend from the operation result during 1 January – 30 June and the second payment shall be the second half of the year dividend from operation result during 1 July – 31 December. Dividend payments will be subject to change, depending on cash flow and investment plan including other future obligations of the Company and its subsidiaries. Such dividend payments shall not exceed the retained earnings in the separate financial statements of the Company nor adversely affect the Company and subsidiaries ongoing operations. In 2018, the Company has a net profit attribute to owners of the Company on its consolidated financial statement of Baht 29,682,178,137. Therefore, the Company considered appropriate to declare a dividend payment at the rate of Baht 7.08 per share, of which Baht 3.78 per share was paid as an interim dividend on 29 August 2018. The remaining dividend for 2018 shall be paid at Baht 3.30 per share. In this regard, the total dividend payment is approximately Baht 21,049,514,936.40. This dividend payment is in accordance with the Company's policy as well as in compliance with the Public Companies Act, B.E. 2535, the dividend payment is subject to shareholders' approval.

The Record Date and Dividend Payment Date

The record date to determine the right to receive dividend will be on **21 February 2019** and the dividend payment will be made on **18 April 2019**.

Details of Dividend Payment

According to the *Public Companies Act, B.E. 2535*, the Company shall allocate not less than five per cent of its annual net profit less the accumulated losses brought forward (if any) to legal reserve until this reserve attains an amount not less than ten per cent of the registered capital. This has been already performed by the Company.

For more details of dividend policy and dividend payment, please refer to *Attachment 1 Annual Report, Dividend Policy*.

Details of Dividend Payment	Year 2018 (Proposed year)	Year 2017	Year 2016
1. Net Profit Attribute to Owners of the Company (Baht)	29,682,178,137	30,077,312,101	30,666,538,425
2. Total Dividend Payment (Baht per Share)	7.08	7.08	10.08
2.1 Interim Dividend (Baht per Share)	3.78	3.51	5.79
2.2 Second half of the year Dividend (Baht per Share)	3.30	3.57	4.29
	-	-	-
3. Total amount of shares (shares)	2,973,095,330	2,973,095,330	2,973,095,330
4. Total Dividend Amount (Baht)	21,049,514,936.40	21,049,514,936.40	29,968,800,926.4
5. Dividend Payout Ratio	70.92%	70.00%	97.72%

The Board's Opinion: The Board has recommended the Meeting approve the appropriation of the net profit for the dividend payment for the fiscal year 2018 at the rate of Baht 7.08 per share, according to the Company's dividend policy. The Company paid an interim dividend at the rate of Baht 3.78 per share, thus the dividend for the fiscal year 2018 remains at Baht 3.30 per share. *"The dividend right entitlement is uncertain as it has not yet been approved from the 2019 shareholders' meeting."*

Voting: To approve this matter, a resolution shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 4 To Approve the Appointment of the Company's External Auditors and Fix Their Remuneration for year 2019

Objectives and Rationale: According to Section 120 of the *Public Limited Companies Act, B.E. 2535*, the appointment of the Company's external auditors and the audit fees shall be approved at the annual general meeting of shareholders. In addition, a notification from the Capital Market Supervisory Board imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies

to no more than seven (7) fiscal years, therefore, other individual external auditors from the same audit firm shall be appointed. However, the auditor shall be re-appointed after five (5) fiscal years interval break.

The Audit and Risk Committee's Opinion: After considering the independence, competency, experience in auditing, competitiveness, and other value added service of the auditors as well as the audit fee, the Audit and Risk Committee recommended the following auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd., to be the Company's external auditor for the year 2019:

Name of Auditor	CPA Registration No.
1. Dr. Suphamit Techamontrikul	3356
2. Mr. Chavala Tienpasertkij	4301
3. Dr. Kiatniyom Kuntisook	4800

Any of the above auditors can conduct an audit and express an opinion on the Company's financial statements. Each auditor's profile is shown in Attachment 2.

In 2019, the proposed Audit fee is Baht 2,426,000 which is equivalent to those 2018, excluding out of pocket expense. The Audit and Risk Committee then recommended the Board propose this matter to the Annual General Shareholders' Meeting for approval. Such appointment will be Deloitte's fourth consecutive fiscal years during 2016 - 2019.

In addition, Deloitte and the proposed auditors are independent and do not have any conflicts of interest with the Company, the management, the major shareholders or any related person.

The Board's Opinion: The Board has agreed with the Audit and Risk Committee and proposed that the Meeting approves the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd. as the Company's external auditors for fiscal year 2019 and fix their remuneration for year 2019.

Audit Fee	2019 (Proposed year)	2018	2017
The Company's Audit fee	1,714,000	1,714,000	1,640,000
Annual audit fee for the consolidated financial statements, and quarterly review fee for the financial statements of the Company	712,000	712,000	680,000
Total	2,426,000	2,426,000	2,320,000

Unit: Baht

The aforementioned audit fee for the year 2018 excluded non-audit fee paid for the assurance fee of the Company's anti-corruption guidelines in compliance with Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in

the amount of Baht 400,000 and the out of pocket expense in the amount of Baht 44,186.

In addition, The Board has agreed to notify the Annual General Shareholders' Meeting that Deloitte should be appointed as an external audit firm for the Company's sixteen (16) subsidiaries for fiscal year 2019. The audit fee and quarterly review fee is Baht 8,873,900 (Baht 8,866,900 from Deloitte and Baht 7,000 from the other audit firm), which excluded non-audit fee. The details of the engagement are as follows:

Audit Fee	2019 (Proposed year)	2018	2017
Subsidiaries: Audit fee and quarterly review fee (Baht)	8,873,900	8,991,600	6,150,000
Number of Subsidiaries (companies)	17	17	12

(The audit fees of subsidiaries for the year 2019 are subject to change pursuant to the actual number of subsidiaries and/or actual workload during the year.)

The above audit fees for the year 2018 excluded non-audit fees paid by subsidiaries for the advisor fee relating to establishing data lose protection program and other expenses in the amount of Baht 5,742,500 and out of pocket expense in the amount of Baht 154,961.

Details of the audit fee and quarterly review fee of the Company's subsidiaries for the fiscal year 2018, please refer to Attachment 1 Annual Report.

Voting: To approve this matter, a resolution shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 5 To Approve the Appointment of Directors Replacing those Retired by Rotation in 2019

Objectives and Rationale: According to the *Public Limited Companies Act, B.E. 2535* and Clause 18 of the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. The three (3) directors listed below are due to retire by rotation in 2019:

<i>Name of Directors</i>	<i>Type of Director</i>
1. Mr. Surasak Vajakit	- Independent Director
2. Ms. Jeann Low Ngiap Jong	- Non-executive Director
3. Mr. Somchai Lertsutiwong	- Executive Director

The Company would like to inform that, during 2018, in accordance with the principle of good corporate governance policy relating to the promoting of shareholders' right, the

Company invited its shareholders to nominate qualified persons to be elected as the Company's director in advance. However, there is no shareholders had nominated a qualified person to be elected as the Company's director.

The Nomination and Governance Committee's Opinion: The Nomination and Governance Committee, with the exception of the directors with special interests on this agenda, has considered the qualifications, knowledge, competency, experience, ethics and performance of each director due to retire by rotation and recommended to re-elect three (3) directors for another term.

The criteria for selection, and nomination process, please refer to *Attachment 1 Annual Report, Corporate Governance.*

Details of each director's age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in *Attachment 3.*

The Board's Opinion: The Board, with the exception of the directors with special interests on this agenda, has agreed with the Nomination and Governance Committee and proposed that the Meeting re-elects three (3) directors for another term.

Further, for an independent director due to retire by rotation, who is qualified as an independent director for more than nine (9) years, the Board has considered that the independent director could provide opinions freely and in accordance with relevant regulations.

The directors proposed for re-election meet all the requirements stipulated in the *Public Limited Companies Act, B.E. 2535* and relevant regulations of the Capital Market Supervisory Board.

Voting: To approve this matter, a resolution shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 6 To Approve the Appointing of New Director

Objectives and Rationale: Due to Mr. Stephen Miller, a non-executive director retired by rotation, has notified his intention to resign from directorship of the Company which effective on 6 November 2018, causes a vacant seat in the Board of Directors.

The Nomination and Governance Committee's Opinion: The Nomination and Governance Committee has considered the current board diversity and lack of necessary skills in order to select the right person for the position and proposed **Mr. Anek Pana-apichon** to be a non-executive director replacing Mr. Stephen Miller, taking into consideration of qualifications stipulated in the Public Company Limited Act B.E. 2535 and relevant

regulations of the Capital Market Supervisory Board and experience could be well support the Company’s development.

Details of Mr. Anek Pana-apichon’s age, percentage of shareholdings, educational background, and work experience, are provided in Attachments 3.

The Board’s Opinion: The Board has agreed with the Nomination and Governance Committee and proposed that the Meeting approve the appointment for new director to replace the resigned director as described above.

Voting: To approve this matter, a resolution shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 7 To Approve the Remuneration of the Company’s Board of Directors for Year 2019

Objectives and Rationale: According to Clause 16 of the Company’s Articles of Association, the Company’s directors are eligible to receive remuneration in the form of a monthly retainer fee, meeting allowance, per diem and bonus.

The Leadership Development and Compensation Committee’s Opinion: The Leadership Development and Compensation Committee (“LDCC”) has carefully considered the directors’ remuneration and concluded that it is in line with the market and industry standards, and commensurate with each member’s responsibility and performance. The LDCC recommended that the remuneration budget for the Board and its committees in 2019 is set at not more than Baht 36,000,000 (Thirty-Six Million Baht comprising of monthly retainer fee, meeting allowance, bonus and per diem¹⁾, equivalent to 2018 remuneration budget. The other policy on director remuneration remains the same as approved by the Annual General Shareholders’ Meeting Year 2019 as follows:

Policy on Directors Remuneration for the Year 2019

Director	Monetary Remuneration for 2019 (Baht)		
	Monthly Retainer Fee	Meeting Allowance	Bonus
Board of Directors			
Chairman ²⁾	300,000	x	✓
Member ³⁾	75,000	25,000	✓
Audit and Risk Committee / Executive Committee			
Chairman	25,000	25,000	✓
Member	x	25,000	✓
Other Committees			
Chairman	10,000	25,000	✓
Member	x	25,000	✓

Remarks:

- 1) Directors shall be entitled to per diem in the event that they travel and perform their duties overseas at the same rate as Chief Executive Officer and in accordance with the regulations of the Company.
- 2) Chairman of the Board is not entitled to an additional monthly retainer or meeting allowance if he or she holds any position in the Board's sub-committees.
- 3) Directors, who are executives / employees of the Company or of the subsidiaries or of the major shareholders, shall not be entitled to receive such remuneration.

In this regard, the Company has not provided any other remuneration to its directors, except certain facilities assisting the directors in performing their duties such as directors & officers' liability insurance, health and life insurance, training tuition, mobile devices and tablets for communication and access to the Board Portal system, and vehicle for the Chairman of the board which have been arranged in accordance with the Company's respective policy.

The Board shall be assigned to specify the conditions in details including the actual payment amount to each specific director and board committee member as deem appropriate.

The Board's Opinion: The Board has agreed with the Leadership Development and Compensation Committee's recommendation and proposed that the Meeting approves the Board of Directors' remuneration for the year 2019 according to the proposal.

For 2018, the total actual directors' remuneration was Baht 29,668,757; the Details are shown in the Annual Report, which provided in Attachment 1 Annual Report, Management Structure.

Voting: To approve this matter, a resolution shall be passed by not less than **two-thirds** of the shareholders who attend the Meeting.

Agenda 8 Others business (if any)

Objectives and Rationale: This agenda is designated so that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

The record date for the shareholders' right to attend the meeting and the right to receive dividend shall be on 21 February 2019.

Any shareholder who wishes to appoint a proxy to attend the Meeting and vote on his or her behalf must complete only one proxy (Proxy Form B can be found in Attachment 4); or can download either Proxy Form A (general appointment) or Proxy Form C (only foreign shareholders as registered in the

registration book who have custodian in Thailand) from the Company Website:
http://investor.ais.co.th/shareholder_meeting.html

Any shareholder who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors namely; Mr. Krairit Euchukanonchai, Mr. Surasak Vajait or Mr. Prasan Chuaphanich to attend and vote on his or her behalf. Details of independent directors and definition of independent director can be found in Attachment 5. The Company requests the shareholders' proxy be mailed to the address below and be received by the Company by 16 March 2019:

Company Secretary Office,
414 AIS Tower I, 28th Floor,
Phaholyothin Road, Samsen-nai, Phyathai,
Bangkok 10400

Yours sincerely,

By order of the Board of Directors

- (Signature) -

Mr. Kan Trakulhoon
Chairman of the Board of Directors
Advanced Info Service Public Company Limited

NOTES:

-All shareholders can access the notice of the Annual General Shareholders' Meeting for 2019 and all related documents at the Company's website: http://investor.ais.co.th/shareholder_meeting.html from 27 February 2019 under "Investor/New & Events/Shareholders' Meeting". If any shareholders have a query about the agenda, he or she can contact the Company through the procedures for sending any query in advance can be found in Attachment 9.