

[Some Quote]

**The Notification of the National Broadcasting and Telecommunications Commission Re:
The prohibitions of actions regarded as business domination by foreigners B.E.2555**

Published in the Government Gazette on 23 July 2012 Book 129 Special Section 117 D

“Prohibitions” means the prohibitions of actions regarded as business domination by foreigners, according to guideline in attachment to the notification.

“Business Domination” means the power to control or influence whether direct or indirect by foreigner to regulate the policy, the management, operation, appointment of directors or top management on consequence of telecommunication business operation of licensee by holding shares at a half or more than half of all voting rights or controlling majority votes in shareholder meeting or being able to appoint and remove more than half of the board of directors.

Item 7. Within 30 days after the Annual General Meeting of Shareholders, licensee shall determine and review the prohibition and submit to the NBTC with certification signed by authorized person that the Company will not violate the prohibition in the Notification.

The prohibitions according to paragraph 1 shall be approved by the shareholder meeting of licensee.

[Attachment to the notification]
List of the Prohibitions of Business Domination by Foreigner

1. Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or
2. Dominated by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or
3. Dominated by Foreigner who has authority, control or influence whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top management Top management means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of licensee; or
4. Dominated by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower than market rate, business risk insurance or granting credit in discriminatory manner; or
5. Dominated by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or
6. Dominated by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or
7. Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or
8. Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

Announcement

Infraset Public Company Limited

The Prohibitions of actions regards as Business Domination by Foreigner is as follows:

1. Prohibition of business dominance through foreigner or agent by holding shares whether directly or indirectly to avoid the announcement of the Notification of the National Broadcasting and Telecommunications Commission Re: The prohibitions of actions regarded as business domination by foreigners B.E. 2555
2. Prohibition of business dominance through shareholding by foreigners themselves or through a representative or representatives of foreigners such shares have the right to vote in the shareholders' meeting in excess of the proportion of shares actually held. Or shares with special privileges over shares held by Thai nationals.
3. Prohibition of business dominance through direct or indirect control or influence by foreigners in policy-making. Management, operation or appointment of directors or senior executives of the company high-level executive means the Chairman of the Board, managing director, manager, director, chief procurement executive, chief financial officer or any other person who controlling or influence on business management or operating telecommunication of license.
4. Prohibition of business dominance through legal relations with sources of funds and loans from foreigners or affiliated such as loan guarantees, offering interest rate that lower than the market price, business risk insurance or granting of credits, in a discriminatory manner.
5. Prohibition of business dominance through an intellectual property contract Franchise contract or a contract that gives exclusive rights to foreigners or affiliate on consequence of transferring expenses and benefits to foreigners.
6. Prohibition of business dominance through a procurement contract or management contract with foreigners or affiliate or employees of foreigners or affiliate on consequence of transferring expenses and benefits to foreigners.
7. Prohibition of business dominance through joint venture with foreigners or affiliate. There is an allocation or share of the cost of operating the business in a way that results in the transfer of expenses and benefits to foreigners.
8. Prohibition of business dominance through transactions in the form of transfer pricing or price collusion with foreigners or affiliate.