

(Translation)

**Minutes of the 2015 Annual General Meeting of Shareholders
Of Planet Communications Asia Public Company Limited**

Time and Venue

The Meeting was held on April 29, 2015 at 14.00 hrs venue at The Cattleya Room, Rama Gardens Hotel located at 9/9 Vibhavadi Rangsit Road, Bangkok, Thailand.

Preliminary Proceedings

There were 91 shareholders attended the meeting either in person or proxy, representing 175,705,886 shares out of 250,000,000 ordinary shares of the Company of which equivalent to 70.28 percent of total paid up shares of the Company. Furthermore, registration for the shareholders' meeting was allowed even after commencement of the meeting. Therefore number of shares that has the rights to vote may not be equal for each agenda.

Mr. Sanpat Sapon, Chairman of the Meeting declared commencement of the meeting and introduced members of the Board of Directors, chairman and members of the committees, management, the Auditors, and advisor to the meeting. Then, he clarified the voting procedures to the shareholders as follows:

The Board of Directors and sub-committee Present

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| 1. Mr. Sanpat Sapon | Chairman / Independent Director / Chairman of Nomination Remuneration and Corporate Governance Committee / Chairman of Risk Management Committee (Chairman of the Meeting) |
| 2. Dr. Katiya Greigarn | Independent Director / Chairman of Audit Committee / Nomination Remuneration and Corporate Governance Committee Member / Risk Management Committee Member |
| 3. Mr. Somphong Ouitrakul | Independent Director / Audit Committee Member / Nomination Remuneration and Corporate Governance Committee Member / Risk Management Committee Member |
| 4. Mrs. Sutharak Soonnthornpusit | Independent Director / Audit Committee Member / Nomination Remuneration and Corporate Governance Committee Member / Risk Management Committee Member |
| 5. Mr. Prapat Rathlertkarn | Director / Vice Chairman / Chairman of Executive Committee / President and Chief Executive Officer (CEO) |
| 6. Mr. Trevor John Thompson | Director / Vice Chairman of Executive Committee / President and Chief Technology Officer (CTO) |
| 7. Mr. Satit Rathlertkarn | Director / Executive Committee Member / Executive Vice President of Sales |
| 8. Mrs. Ratana Suwan | Director / Executive Committee Member / Executive Vice President of Finance and Accounting |
| 9. Mr. Somchai Sakulwichitsintu | Director / Executive Committee Member / Vice President of Marketing and Business Development |

The Management Present

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| 1. Mr. Prawich Rungdecharak | Executive Committee Member / Vice President of Technical Services |
| 2. Mr. Rungroj Jaturaworaporn | Executive Committee Member / Vice President of Sale Broadcast and Service Providers |

Company's Advisor Present

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| 1. Mr. Pramote Bhongsetong | The Company's advisor in System and Human Resources Development |
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Representative from the Company's Auditor – EY Office Limited

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| 1. Miss. Thipawan Nananuwat | Auditor |
| 2. Miss. Raksanun Patarawinij | Auditor Assistant |



- One share would be entitled to one vote. In counting the votes, only the votes of disapproval and abstention in each agenda item shall be counted by way of raising their hand to signify the Meeting staff to collect their ballots. Such disapproved or abstained votes shall then be deducted from the total number of votes of shareholders present at the Meeting and the remaining number will be treated as approval for that agenda.

- In the election of directors to replace the retiring directors, the shareholders shall cast their votes for each individual candidate by collecting the disapproval or abstention ballots first, followed by all the approval ballots to be in line with best practice in managing a shareholders' meeting.

- For agenda 6 will be required two-thirds (2/3) of the total votes represented by the shareholders attending the meeting. The remaining agenda will require only a majority votes from the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.

- Before casting a vote for each agenda item, the Chairman will allow shareholders to ask questions relevant to that agenda item as appropriate. Shareholders who wish to ask questions shall stand at the microphone and raise their hand. Once the Chairman permits, the shareholders are asked to state their name and surname every time before asking or giving an opinion. Their questions or opinion should be brief and relevant to the agenda in order to allow other shareholders to exercise their rights and so that the Meeting can be managed within the scheduled time. If a shareholder has a question that is irrelevant to the agenda item taking place, such question should be asked in the agenda item regarding other matters at the end of the Meeting.

- The Company allowed its shareholders to propose matter(s) to the Board of Directors of the Company for consideration as agenda of the shareholders' meeting with proposing period and also allowed shareholders to submit any enquiries prior to the meeting date of 2015 Annual General Meeting of the Shareholders from December 26, 2014 to January 31, 2015. However, there was not any enquiry or proposal from the shareholders to be added in the agenda of the AGM 2015.

Then, the Chairman conducted the meeting according to the following agenda.

Agenda 1 Certify of the minutes of the 2014 Annual General Meeting of Shareholders (AGM)

The Chairman proposed the Minutes of the 2014 Annual General Meeting of Shareholders, held on April 29, 2014 which been considered and certified on the correctness and the copies were distributed together with the notice of the meeting to all shareholders in order to examine the minutes in advance.

The Chairman noted that there was no shareholder objected or proposed any amendment, the Chairman requested for resolution from the meeting.

Resolution: *The meeting certified the minutes of the 2014 Annual General Meeting of Shareholders held on April 29, 2014 .*

Agenda 2 Acknowledgment of 2014 the Company's performance outcomes and the Annual Report

The Chairman requested Mr. Prapat Rathlertkarn, Director, Vice, Chairman of Executive Committee, President and Chief Executive Officer, to report the Company's operating results to the meeting.

Mr. Prapat summarized the Company's operating results for previous year to the meeting as follows:

1. Products and Services are consisted of three (3) categories as follows:

1.1 Products for which the Company is an authorized distributor are: Products related to telecommunications systems, and Products related to digital TV broadcasting systems.

1.2 Products designed, researched, developed and integrated under the PlanetComm brand are: Advanced telecommunications equipment designed, developed, integrated and customized according to customer needs, Telecommunications control software, and General products distributed under the PlanetComm brand.

1.3 PlanetComm Services are: Pre-sales services, Implementation & installation services, and After-sales services.

Furthermore, PlanetComm was authorized as ISO9001:2000 accreditation On 10 September 2001. And PlanetComm has managed under ISO 9001:2008 standards since September 17, 2010 and onwards.



2. 2014 Business Achievements

2.1 Telecommunications systems

- Web Conference System
- Upgrade of Vsat System & RCAG
- Geographic information system for natural disaster management and prevention

2.2 Digital TV broadcasting systems

- Digital TV studio

2.3 PlanetComm Products

- Satellite Mobile Vehicle
- Set Top Box

3. Finance Performance

In 2014, the Company's total revenue was 963.69 million Baht. 951.33 million Baht of revenue from sales and services were consisted of 769.43 million Baht of revenue from distributed products, 119.90 million Baht of revenues from Planetcomm Products, and 62 million Baht of Revenue from Services.

4. Our Pride for 2014

- Traded ordinary shares on the Market for Alternative Investment (MAI) under the stock symbol "PCA" on June 23.
- Appointed as a Premier Partner of Cisco.

5. Corporate Social Responsibility (CSR)

PlanetComm operates business with responsibility, transparency and good governance, gives priority to responsibility to society and environment. To achieve our CSR (Corporate Social Responsibility) mission, PlanetComm enhances top executives together with all employees to grow public spirit, creating several CSR projects continuously. PlanetComm developed its CSR In Process Plan in the fourth quarter of 2014 under the project name "We Care," emphasizing the 3P's, namely Care for People, Care for PlanetComm and Care for Planet. The project aims at developing a CSR policy to raise employee awareness of their responsibilities to themselves, customers, shareholders, vendors, society and the environment. Furthermore, Planetcomm has continued CSR after Process activities by dividing into three main areas: (1) Environment Conservation, (2) Development of youth and underprivileged children, and (3) Fostering Buddhism.

6. Anti-bribery and Anti-corruption

PlanetComm's directors, executives and all employees are required to comply with the Code of Business Conduct regarding anti-bribery and anti-corruption.

In the fourth quarter of 2014, the Company signed the Declaration of Thailand's Private Sector Collective Action Coalition Against Corruption, and its participation has garnered recognition from the Project Committee. A self-assessment on anti-corruption measures will be conducted for further inspection and membership approval

The Chairman then requested the meeting to certify the Board of Directors' report on the Company's operating results and the annual report for 2014.

Resolution: *The meeting certified the Company's 2014 operating results and the Board of Directors' Annual Report as proposed.*



Agenda 3 Approval of the audited financial statements for the year ended December 31, 2014

The Chairman requested Mr. Prapat Rathlertkarn, Director, Vice, Chairman of Executive Committee, President and Chief Executive Officer, to report and brief the audited financial statements for the year ended December 31, 2014.

Mr. Prapat reported that the Company's external auditor, EY Office Limited, considered the Company's Financial Statements and Notes, for the year ended December 31, 2014 and opinioned that the Company's Financial Statements has adequate disclosure information and the unqualified auditor's report which were certified according to the Financial Reporting Standard.

Then, Mr. Prapat reported the Company's financial statement for the year ended December 31, 2014 as follows:

In 2014, revenue from sales and services was Baht 951.33 million with total revenue of Baht 963.68 million. Cost of sales & services was Baht 702.60 million with total selling & admin and others expenses of Baht 191.67 million and Baht 8.12 million and Baht 12.84 million of finance cost and tax respectively. Nevertheless, the Company has a net profit of Baht 48.5 million. This reflected a net gain of Baht 0.23 per share.

In addition, the Company's current assets were Baht 552.55 million with total assets of Baht 700.75 million. The current liabilities were Baht 202.04 million with total liabilities of Baht 240.44 million and shareholders equity of Baht 460.31 million.

The Chairman requested the meeting to approve the Company's Statement of Financial Position and Profit and Loss Statement for accounting year ended December 31, 2014.

Resolution: *The meeting unanimously approved the Company's Statement of Financial Position and Profit and Loss Statement for accounting year ended December 31, 2014 with the votes of the shareholders who attended the meeting and have the right to vote as follows:*

Total	96	Shareholders	representing	175,795,187 shares
Approved	175,795,187	Votes,	equal to	100 %
Disapproved	-	Votes,	equal to	- %
Abstained	-	Votes,	equal to	- %

Remark: In this agenda, there were 5 additional shareholders attended the Meeting that represented 89,301 shares.

Agenda 4 Consider and approve the appropriation of legal reserve and dividend payment for 2014

The Chairman requested Mr. Prapat Rathlertkarn, Director, Vice, Chairman of Executive Committee, President and Chief Executive Officer, to report the appropriation of legal reserve and the dividend payment for 2013 company's performance.

Mr. Prapat reported that according to Section 115 of the Public Company Limited Act and Clause 49 of the Articles of Association of the Company, Dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. As Section 116 of the Public Company Limited Act and Clause 50 of the Articles of Association of the Company, the company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

As the Company's dividend policy, it is to pay not less than approximately 50% of net profit from financial statement, except when there is a compelling reason not to.

As financial statements for the year ended December 31, 2014, the Company operating performance has Baht 48,453,495 of net profit, Baht 2,430,600 of five-percentage legal reserved. Profit for dividend payment is Baht 46,022,895 or Baht 0.18 per share. Thus, the Company consider and approve the dividend payment against the 2014 performance outcomes at Baht 0.12 per share (or 65% of dividend payout ratio). Total dividend payment was Baht 30,000,000 which this amount shall be paid from the net profit after the 20 % corporate income tax.

Chairman asked if any shareholder would like to ask or comment on agenda 4 further. As there was no further question or comment, the Chairman proposed that the shareholders vote on this matter.



Resolution: The meeting considered and approved the allocation against the 2014 performance outcomes as follows:

1. Acknowledged Baht 2,430,600 of legal reserved
2. Approved 2015 dividend payment is at Baht 0.12 per share. The record date for the right to receive dividend would fall on May 13, 2015, the names would be collected under Article 225 of the Securities and Exchange Act through a suspension of the share roster for share transfer purposes on May 14, 2015. The dividend would be paid on May 27, 2015.

The dividend payment was resolved with the votes of the shareholders who attended the meeting and have the right to vote as follows:

Total	96	Shareholders	representing	175,795,187	shares
Approved	175,785,387	Votes,	equal to	99.99	%
Disapproved	9,800	Votes,	equal to	0.01	%
Abstained	-	Votes,	equal to	-	%

Agenda 5 consider and approve the election of Company's directors to replace of those who will retire by rotation for 2015

The Chairman stated that as the Company's CG Policy stated that the directors who have conflict of interest in which agenda, they should not participate and vote on such agenda. Then the Chairman invited the three directors to go outside the meeting room.

The Chairman reported that according to Section 71 of the Public Company Limited Act and Clause 18 of the Articles of Association of the Company, one-third (1/3) of the Company's directors must be retired on each Annual General Meeting of Shareholders. However, the said retired directors are eligible to be re-elected for another term. In 2015, three directors are due to complete their terms namely:

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| 1) Mr. Prapat Rathlertkarn | Director and Executive Director |
| 2) Mr. Trevor Thompson | Director and Executive Director |
| 3) Mrs. Ratana Suwan | Director and Executive Director |

The Nomination Remuneration and Corporate Governance Committee recommended re-electing the three retiring directors to retain office for another term. All are duly qualified under the Public Company Limited Act and requirements of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In addition, since they are knowledgeable, command experiences useful for the Company, can devote their time and expertise for the Company's development efficiently and effectively for the maximum benefit of the Company as well as all shareholders and stakeholders.

The Chairman requested the meeting to consider the appointment for replacement of directors who will retire by rotation, individually.

Resolution: The meeting considered and resolved as follows: (There were 3 directors who have conflict of interest, Mr. Prapat Rathlertkarn, Mr. Trevor John Thompson, and Mrs. Ratana Suwan, did not participate voting). The Meeting acknowledged the retirement by rotation of Mr. Prapat Rathlertkarn, Mr. Trevor John Thompson, and Mrs. Ratana Suwan from the directorship. The meeting has approved the appointment of Mr. Prapat Rathlertkarn, Mr. Trevor John Thompson, and Mrs. Ratana Suwan to resume the directorship for another term with the votes of the shareholders who attended the meeting and have the right to vote as follows:



1) Mr. Prapat Rathlertkarn		Director and Executive Director		
Total	97	Shareholders	representing	175,821,187 shares
Approved	105,611,387	Votes,	equal to	60.07 %
Disapproved	-	Votes,	equal to	- %
Abstained	70,209,800	Votes,	equal to	39.93 %
2) Mr. Trevor Thompson		Director and Executive Director		
Total	97	Shareholders	representing	175,821,187 shares
Approved	105,611,387	Votes,	equal to	60.07 %
Disapproved	-	Votes,	equal to	- %
Abstained	70,209,800	Votes,	equal to	39.93 %
3) Mrs. Ratana Suwan		Director and Executive Director		
Total	97	Shareholders	representing	175,821,187 shares
Approved	170,635,387	Votes,	equal to	97.05 %
Disapproved	-	Votes,	equal to	- %
Abstained	5,185,800	Votes,	equal to	2.95 %

Remark: In this agenda, there was 1 additional shareholder attended the Meeting that represented 26,000 shares.

Agenda 6 Approval of 2015 remuneration for the Board of Directors and Committees

The Chairman reported that previous year, the AGM resolved the 2014 remuneration for the Board of Directors and Committees limiting at Baht 350,000 per person per annum consisted of monthly remuneration and meeting allowance.

The Nomination Remuneration and Corporate Governance Committee considered 2015 remuneration for the Board of Directors and Committees under business size and good corporate governance practice by comparing with general practice in the industry and be appealing enough to attract and retain qualified directors. The Board considered and agreed with the proposal made by the Nomination Remuneration and Corporate Governance Committee to recommend the Meeting to approve the 2015 remuneration for the Board of Directors and Committee would not exceed Baht 400,000 per person per annum which increased Baht 50,000 per person per annum.

The details of 2015 remuneration and meeting allowance for Board of Directors and Committees were as follows:

Remuneration for the Board and Committee	2015	
	Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/each attendance)
1. Board of Directors		
Chairman	20,000	5,000
Director	10,000	5,000
2. Audit Committee		
Chairman	15,000	5,000
Member	10,000	5,000
3. Nomination, Remuneration, and Corporate Governance Committee*		
Chairman	-	25,000
Member	-	20,000
4. Risk Management Committee*		
Chairman	-	25,000
Member	-	20,000



Remark: * The Board of Directors resolved appointing Nomination, Remuneration, and Corporate Governance Committee and Risk Management Committee on 12 November 2014

Under the Public Company Act B.E. 2535 in Section 90, the directors' remuneration shall be approved by the Shareholders' meeting with the vote of no less than two-thirds (2/3) of the total votes represented by the shareholders attending the meeting. The Chairman then requested the meeting to consider the directors' remuneration, including meeting allowance for the Board of Directors and Committees, for 2015.

Resolution: *The Meeting approved the Board of Directors' Remuneration for 2015 at the amount of not exceed Baht 400,000 per person per annum and the 2015 remuneration and meeting allowance for Board of Directors and Committees were as follows:*

The above resolution was resolved with the votes of the shareholders who attend the meeting and have the right to vote as follows:

Total	98	Shareholders	representing	175,826,187 shares
Approved	175,816,387	Votes,	equal to	99.99 %
Disapproved	-	Votes,	equal to	- %
Abstained	9,800	Votes,	equal to	0.01 %

Remark: In this agenda, there was 1 additional shareholder attended the Meeting that represented 5,000 shares.

This agenda has been approved with 99.99% of the shareholders attending the Meeting and was complied with the law that requires two-thirds (2/3) of the total votes represented by the shareholders attending the Meeting.

Agenda 7 Approval of the appointment of the external auditor and audit fee for 2015

The Chairman informed that the Board of Directors considered and agreed with the proposal made by the Audit Committee to recommend the Meeting to appoint external auditors from EY Office Limited. Then the Chairman requested Dr. Katiya Graigarn, Independent Director and Chairman of Audit Committee to report the external auditor and audit fee for 2015.

Dr. Katiya Graigarn reported that EY Office Limited has been the Company's external auditors since 2012 which the names of auditors were as follows:

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| 1. | Miss. Thipawan Nananuwat | C.P.A. Registration No. 3459, or |
| 2. | Miss. Vissuta Jariyathanakorn | C.P.A. Registration No. 3853, or |
| 3. | Mr.Termphong Opanaphan | C.P.A. Registration No. 4501 |

The proposed Auditors are neither related to nor engaged in any conflict of interest with the company. They also have knowledge, capability and independence in conducts the audits. Any of the above officers should serve as the external auditor and express opinions on the financial statements for 2015 and the audit fee for 2015 with a ceiling of Baht 1,160,000 exceeding of Baht 60,000 from previous year.

The Chairman then requested the meeting to consider.

Resolution: *The Meeting approved and appointed Miss. Thipawan Nananuwat C.P.A. Registration No. 3459, or Miss. Vissuta Jariyathanakorn C.P.A. Registration No. 3853, or Mr.Termphong Opanaphan C.P.A. Registration No. 4501 as the Company's auditors for 2015 with the remuneration of Baht 1.16 million per annum.*

The above resolution was resolved with the votes of the shareholders who attend the meeting and have the right to vote as follows:

Total	99	Shareholders	representing	175,832,187 shares
Approved	175,822,587	Votes,	equal to	99.99 %
Disapproved	-	Votes,	equal to	- %
Abstained	9,800	Votes,	equal to	0.01 %

Remark: In this agenda, there was 1 additional shareholder attended the Meeting that represented 6,200 shares.

Agenda 8 Other matters

There were some questions from shareholders as follows:


1. **Q:** Ms. Waralee Wanichsatien requested to describe about the Company business natures, major products and competitors.
A: Mr. Prapat described about the Company products and services which details were as agenda 2 in page no. 2 -3 of this Minutes. PlanetComm stressed on distributors of Telecommunication System to Niche Market in Multimedia (Teleconference), Satellite, Digital TV broadcast system. PlanetComm also served in Digital Economy Society with Fiber optic Hi Speed Internet service. Additional, Planetcomm engaged in businesses our competitor as partners and alliances.
2. **Q:** Mrs. Chitana Satnurag asked why price of PCA share was decrease and how about Set Top Box (STB) market.
A: Mr. Prapat replied that:
 1. PCA share price was up on stock market.
 2. Specification of PlanetComm STB was certified by NBTC.
3. **Q:** Miss. Nuchanart Youngchana asked how the company maintained profit in low GDP crisis. She also requested to arrange shareholders meeting in downtown and convenience to travel by sky train or subways.
A: Mr. Prapat informed that PlanetComm products were Niche product and do business in the same industry with partners and alliances. For examples, PlanetComm served our products and implement to 4G network expansion project.
4. **Q:** Mr. Pornchai Petchpornsirikul (by Proxy) requested to describe about PlanetComm, PlanetLife, PlanetFiber, their revenue proportion, AEC market. And how to compete with AIS Play Box, 3BB, and True?
A: Mr. Prapat described that:
 - “PlanetComm” is the distributed telecommunication product.
 - “PlanetLife” is digital products and services on Application via television, smartphone, and tablet thru Fiber optic Hi-Speed internet.
 - “Planet Fiber” is Hi Speed internet service with Fiber to The Home (FTTH) technology. Planet Fiber’s main customers are residences in condominium and hotel. AIS would service to village or horizontal residences.
 - The Company estimated the proportion of PlanetLife and PlanetFiber at 50:50.
 - Currently, AEC members are our PlanetComm customers.
5. **Q:** Mr. Surachai Pongphreuksa gave an opinion that the Company growth at 10% was too low.
A: Mr. Prapat said that the company growth target was at 10% from previous year. But our executives and staffs strongly intend and push forward our growth, extremely.

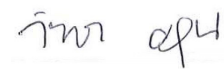
Since there was no further question raised by any shareholder, the Chairman then expressed his appreciation to the shareholders for attending the meeting and for their views and suggestions given in the meeting which the Board would take into consideration, and then declared the meeting closed.

The meeting was adjourned at 16.00 hrs.

Furthermore, during the Annual General Meeting of Shareholders, there were more shareholders to register for attendance of the meeting after the open of the meeting. In conclusion, there were 101 shareholders, accounted for a total of 175,988,187 shares or 70.40% of total number of shares issued.




 _____ Chairman of the Meeting
 (Mr. Sanpat Sopon)


 _____ Company Secretary
 (Miss. Wathara Arun)