

# BEYOND THE CORE



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# COMPANY OVERVIEW

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Form 56-1 One Report for the year 2020 (Annual Report)

INTOUCH HOLDINGS PLC.



**LEADING INVESTMENT  
COMPANY IN TMT AND  
DIGITAL BUSINESS TO  
CREATE SUSTAINABLE  
VALUE TO ALL**

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**VISION**



# THE COMPANY'S OBJECTIVES AND LONG-TERM GOALS

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INTOUCH strives to maximize shareholder wealth and generate sustainable returns by investing in the TMT sector, including digital businesses. The Company's policy is to continue passing through dividends from the companies in which it has invested after the deduction of operating expenses. The Company aims to deliver a total shareholder return that is at least 2% higher than the annual SET Index return, and increase its net asset value to 320 billion baht by 2025.

## MISSION

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STRATEGICALLY INVEST  
AND GROW PORTFOLIO  
BY OUR EXCELLENT EXPERTISE

TO BE THAILAND LEADING  
TELECOM, MEDIA, TECHNOLOGY  
AND DIGITAL GROUP



# SUSTAINABLE GROWTH & CREATE VALUE TO SHAREHOLDER

## GROWTH & CULTURE OF INNOVATION

## HOLDING OF EXCELLENCE

### ASSET MANAGEMENT



### NEW GROWTH



### PEOPLE



### PROCESS



### GOVERNANCE



### REPUTATION

## CORE VALUE A.C.T.I.V.E.

### AGILITY

Be enthusiastic and welcome changes with speed

### CREATIVITY

Generate great ideas and drive innovation

### TEAMWORK

Work collaboratively to deliver extraordinary results as a team

### INTEGRITY

Uphold professional standards of reliability, ethics and trust

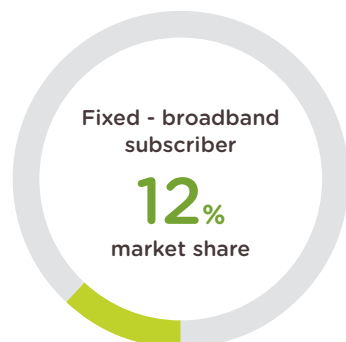
### VALUE

Committed to success to create value for all stakeholders

### EXCELLENCE

Strive passionately to be the best in everything we do

## INTOUCH Group Business Highlights

**AIS**

**leadership  
in Thailand**


**AIS Fibre  
available nationwide**  
**1,336,900**  
subscribers  
End of 2020

**5** main areas  
of digital service businesses



VDO Platforms



Business Cloud



Mobile Money

Internet  
of Things (IoT)Other platform  
-based services
**THAICOM**
**LTC**
**Conventional satellite  
utilization rate**

**Broadband satellite  
utilization rate**

**#1**
**Total subscriber  
market share in Lao PDR**
**52.8%**
**Business Partnership**
**NATION SPACE**  
AND TECHNOLOGY CO., LTD.  
บริษัท เนชั่น สเปซ เทคโนโลยี จำกัด

**InVent**
**Investment Cost 2012-2020**
**931** Million Baht

**Total Portfolio Value**
**1,330** Million Baht

**Portfolio**
**Active**

**Exit**

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# FINANCIAL HIGHLIGHTS

## Intouch Holdings Public Company Limited and Its Subsidiaries



### OPERATING RESULTS AND FINANCIAL POSITIONS - CONSOLIDATED

(Million Baht)

	2020	2019	2018
Revenues from sales of goods and rendering of services	3,668	4,878	6,371
Share of profits of associates and joint ventures	11,108	12,234	12,094
Total revenues	15,680	17,531	20,404
Gross profit	984	1,004	1,891
Profit for the year attributed to owners of the Company	11,048	11,083	11,491
Total assets	52,637	49,535	50,009
Total liabilities	8,496	9,086	12,068
Total equity attributable to equity holders of the Company	38,064	34,525	30,768

### FINANCIAL RATIOS - CONSOLIDATED

	2020	2019	2018
Net profit margin	70%	63%	56%
Return on equity	30%	34%	39%
Return on assets	22%	22%	23%
Debt-to-equity ratio (times)	0.22	0.26	0.39
Basic earning per share (Baht)	3.45	3.46	3.58
Book value per share (Baht)	11.87	10.77	9.60
Dividend per share (Baht)	2.50	2.65	2.71
Dividend payout ratio (calculated from the separate financial statements)	72.7%	76.8%	75.7%

### Number of share

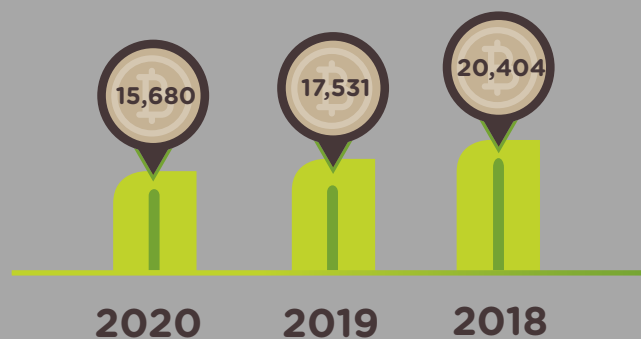
(Million)

(at one Baht par value per share)





## Total revenues

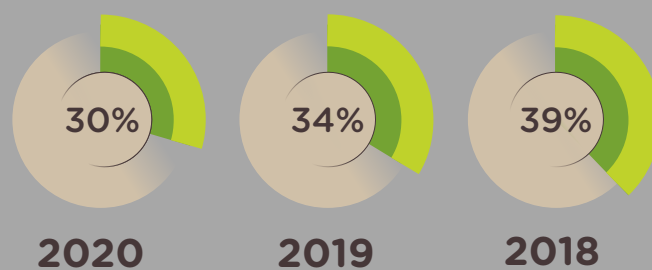


## Total assets

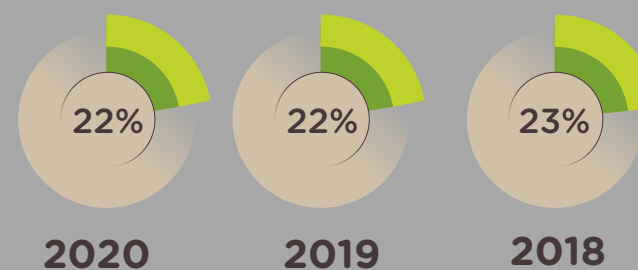
(Million Baht)



## Return on equity



## Return on assets



## Message from the Chairman of the Board and the Chief Executive Officer



**Dr. Virach Aphimeteetamrong**  
Chairman of the Board



**Mr. Anek Pana-apichon**  
Chief Executive Officer


### To: The Shareholders of Intouch Holdings Plc.

The year 2020 brought a lot of new challenges in different areas, especially the global coronavirus pandemic, the trade war between the economic superpowers, and anti-government protests in many countries. As a result, the world's economy as a whole has declined, which has had an impact on Thailand. In 2020, the Thai economy contracted by 6.1%, while both consumer and social behavior changed as people adjusted to the new situation by working from home and avoiding contact with others. These changes have made telecommunications and technology applications more popular, and led to new digital services riding the latest trends.

INTOUCH reported a net profit of 11,048 million baht for the year 2020, a decrease of 0.32% from the previous year. The Company also continued to pay dividends in line with its policy. The annual dividend for 2020, based on the results of the operating performance, will be 2.50 baht per share.

AIS, in which INTOUCH has a stake of 40.45%, is transforming itself into a digital life service provider. In 2020, AIS was awarded 5G licenses for all the related frequency spectrums. Moreover, it was the first operator to officially provide a 5G service and, despite the broad impact of the Covid-19 situation, remains the industry leader. AIS has prepared itself for 5G and is ready to deliver new services. Its performance remains strong and continues to generate the highest return of INTOUCH's investments. AIS has declared a dividend of 6.92 baht per share for 2020.

THAICOM, in which INTOUCH has a stake of 41.13%, operates satellites and related services. THAICOM also faced business challenges in 2020, such as having to deorbit one of its satellites (Thaicom 5), intense competition, and the approaching expiry of the operating agreement in September 2021. THAICOM successfully cooperated with CAT Telecom in 2020 to establish



a joint venture company called Nation Space and Technology Co., Ltd. (NSAT), which will develop and provide future telecom services (such as those via Low Earth Orbit satellite systems). THAICOM is determined to find new businesses in which it can invest its excess cash, and continues to improve its cost efficiency. Moreover, Lao Telecom (LTC), an associate of THAICOM, was still the leading provider of mobile and internet services in Lao PDR at the end of 2020.

In addition to its core businesses, INTOUCH has a corporate venture capital arm called InVent, which makes investments in the Telecom, Media and Technology sector, including the digital space, in order to strengthen and sustain business growth across the group. INTOUCH has a policy to invest in start-up companies with potential prospects in Thailand and abroad. During 2020, five new investments were made, while two previous ones were monetized. There are currently 18 active companies in the InVent portfolio, and the total value (including investments that were monetized) had risen to 1,330 million baht at the end of 2020, an increase of 27% from the previous year. The Company continues to seek new investment opportunities, especially those related to 5G technology, in response to rapidly changing consumer behavior and the new challenges faced by the group.

INTOUCH continues to adhere to the principle of sustainable development by integrating Environment, Social and Governance (ESG) factors into its business activities. It also encourages the companies in its group to invest in technology and use their expertise to improve the quality of life for local

communities and society in general. INTOUCH is committed to ensuring the sustainability of the organization in order to create long-term benefits for all of its stakeholders, especially investors, partners and employees.

INTOUCH has a policy to treat every group of stakeholders equitably. As a result, in 2020, the Company received a rating of “Excellent” by the Thai Institute of Directors for the eighth consecutive year, demonstrating its commitment and dedication to good corporate governance. In addition, the Company was recognized by Chulalongkorn University as “Thailand’s Top Corporate Brand” in the IT and Telecom category for the third consecutive year, and received the “Best Performance Award” from the Stock Exchange of Thailand for the second year running. In this regard, the Company considers it important to listen to all of its stakeholders’ ideas and advice with respect to new opportunities and the development of existing businesses.

INTOUCH would like to thank its shareholders, business partners and other stakeholders, all of whom play an important part in maintaining the Company’s position, for their continuing support and trust. We would also like to thank all of the Company’s directors, executives and employees, who have shown great dedication and commitment despite last year’s difficult challenges. INTOUCH pledges to continue following the principles of good corporate governance in order to create sustainable growth across the group, which will lead to long-term business success.

# Audit and Risk Committee Report

## To the Shareholders of Intouch Holdings Plc.

On behalf of the Audit and Risk Committee (“the Committee”), I am pleased to present this report, which describes how the Committee discharged its responsibilities during the year 2020.

### The Committee’s Role and Responsibilities

The main purpose of the Committee is to assist the Board in fulfilling its responsibilities with regard to: 1) the integrity of the Company’s financial reporting; 2) the effectiveness of the Company’s risk management and internal control systems; 3) the Company’s compliance with related laws and regulations; 4) the performance of the internal audit function; and 5) the qualifications, performance and independence of the external auditor.

The Committee’s role and responsibilities are set forth in its charter approved by the Board, which can be viewed on the Company’s website ([www.intouchcompany.com](http://www.intouchcompany.com)).

### The Committee’s Composition

The Committee consists of three independent directors. Mr. Somchai Supphatada (the Chairman) and Ms. Sopawadee Lertmanaschai served as members of the Committee throughout the year 2020. Ms. Manida Zimmerman was appointed to the Committee on March 25, 2020, after she joined the Board to replace Mr. Chalaluck Bunnag. The head of the internal audit function acts as Secretary to the Committee.

All the members meet the qualifications set by the Capital Market Supervisory Board, while the Board considers that Mr. Somchai and Ms. Sopawadee have the relevant accounting and financial experience.

### The Committee’s meetings

During 2020, the Committee held a total of seven (7) meetings with full attendance, while the Chief Financial Officer, the external auditors and the head of the internal audit function were invited to attend all of these meetings in whole or in part. Other members of the management team were also invited to attend when it was considered appropriate.

*S Supphatada*

**Mr. Somchai Supphatada**  
Chairman of the Audit and  
Risk Committee

**4 February 2021**

The external auditors and the head of the internal audit function held one private meeting with the Committee without the presence of management. The Chairman reported the Committee's activities to the Board every quarter.

#### The Committee's key activities

The following sub-sections describe the key activities undertaken by the Committee during the year 2020.

#### Financial Reporting

The Committee reviewed the Company's interim and annual financial statements with the management and the external auditor. These included compliance with the applicable financial reporting standards, key audit matters reported by the external auditors, the appropriateness of accounting policies that had been adopted, and the judgements and estimates made by the management in the preparation of the financial statements, especially with regard to the areas affected by the COVID-19 pandemic.

The Committee was satisfied that the Company's financial statements for the year 2020 were presented fairly, in all material respects, in accordance with Thai Financial Reporting Standards.

#### Risk Management and Internal Controls

The Company has an ongoing process for identifying, evaluating and managing risks that could prevent the achievement of business objectives. The Committee reviewed the progress of the Company's risk management every quarter, as presented by the management. This included the risk profiles and changes to key risks and their mitigation plans, particularly those related to new and emerging risks connected to the COVID-19 pandemic.

The Committee reviewed the effectiveness of the Company's internal control system, based on the key audit findings reported by both the internal and external auditors, along with the results of the evaluation of this system that had been conducted by the management. Moreover, the Committee reviewed and endorsed the three-year road map to strengthen the Company's cyber-security capabilities in response to the rising threat of cyber-attacks.

The Committee was satisfied that the Company's risk management and internal control systems had been operating effectively throughout the year.

#### Connected Party Transactions

The Company and its subsidiaries entered into a number of connected party transactions during the year 2020, which have been disclosed in the annual report. The Committee reviewed these transactions, as presented by the management, and was satisfied that all of them were reasonable, made in the best interests of the Company and its subsidiaries, and complied with all the related laws and regulations.

#### The External Auditor's Independence

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. ("Deloitte"), has been the Company's external auditor since 2016. In order to safeguard the external auditor's independence, the Company has a non-audit services policy that restricts the different types of service the external auditor can provide. All proposed contracts for non-audit services to be provided by the external auditor or a related firm in excess of one (1) million baht or fifty (50) percent of the annual audit fee (whichever is higher) require the Committee's approval. In 2020, the Company engaged a firm related to Deloitte to conduct a cyber-security assessment for a fee of 1.5 million baht, which was approved by the Committee.

Deloitte also confirmed that its auditors were independent from the Company under the *Code of Ethics for Professional Accountants and the Accounting Profession Act, B.E.2547*.

The Committee was satisfied that the independence of the external auditor was maintained throughout the year.

#### Effectiveness of the External Audit process

The Committee reviewed Deloitte's audit plan for 2020 in order to ensure that the audit was appropriately focused, and monitored the performance of the external auditors in the execution of this plan. The effectiveness of the external audit process was also assessed by using a questionnaire that covered the external audit firm's team, objectivity, planning, knowledge, communication and quality of reporting.



After taking all these matters into consideration, the Committee was satisfied with the effectiveness of the external audit during the year.

#### *Appointment of the External Auditor*

In 2020, the Committee conducted a formal competitive tender for the external audit engagement. Following presentations by and discussions with the candidates, the Committee recommended that Deloitte, whose audit teams have extensive experience of the businesses in INTOUCH Group, be re-appointed as the Company's external auditor at the Annual General Meeting of Shareholders for 2021.

#### *Internal Audit*

The Company's Internal Audit department provides an independent and objective assessment of the effectiveness of the Company's governance, risk management and internal control processes. The Committee reviewed and approved the annual Internal Audit Plan for 2020, and ensured that the department had the appropriate resources to successfully complete the plan. The Committee received quarterly updates on the execution of this plan, which included summaries of the key findings in each audit.

The Committee was satisfied with the overall performance of the Internal Audit department throughout the year, which had sufficient resources and a scope that was appropriate for the size and nature of the Company's operations.

#### *Legal and Regulatory Compliance*

The Committee reviewed the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws pertaining to the Company's business operations, as presented by the Legal, Compliance and other relevant departments. The Committee was satisfied that the Company had implemented appropriate processes and controls to ensure compliance with all the applicable laws and regulations.

#### *Anti-bribery and Corruption*

The Company has an Anti-bribery and Corruption Programme in place to reflect its zero-tolerance approach to bribery and corruption of all kinds. This Programme sets out the policy and control measures to prevent bribery and corrupt practices,

and is aligned with the good practices stipulated in the Guidelines on Appropriate Internal Control Measures for Juristic Persons to Prevent Bribery of State Officials, Foreign Public Officials, and Agents of Public International Organizations issued by the National Anti-Corruption Commission. During the year 2020, the Committee received reports from the Compliance Office on the monitoring of these control measures. No cases of non-compliance were found.

The Committee was satisfied that the Company's Anti-bribery and Corruption Programme had been effective throughout the year.

#### *Whistle-blowing*

The Company has a Whistle-blowing Policy to encourage its employees and other stakeholders to raise any concerns they might have about misconduct or fraud in confidence. The Committee received quarterly updates on cases that had been reported through various channels, which included details of investigations and corrective actions that were taken.

The Committee was satisfied that the Company had an effective whistle-blowing procedure in place, including appropriate safeguards to protect employees who report their concerns or cooperate with investigations.

#### *Corporate Governance*

The Committee also reviewed the Company's compliance with its Corporate Governance Policy. The Committee was satisfied with the Company's corporate governance practices throughout the year.

#### *The Committee's Performance Evaluation*

The Committee conducted a self-evaluation of its performance by using a questionnaire based on the SEC's Audit Committee Handbook. The results were reported to the Board, which concluded that the Committee had completely and effectively discharged its duties in accordance with the defined charter.

Finally, I would like to thank every member of the management, along with the external and internal auditors, for all their valuable contributions to the Committee's work throughout the year.

# Nomination and Governance Committee Report

To: The Shareholders of Intouch Holdings Plc.

The Nomination and Governance Committee (“the Committee”) currently comprises three directors, namely Mr. Prasert Bunsumpun (the Chairman), Mr. Kan Trakulhoon and Ms. Jeann Low Ngiap Jong. At least half of these are independent directors, including the Chairman. Mr. Wichai Kittiwittayakul, the Company Secretary, is the Secretary to the Committee.

During the year 2020, the Committee held a total of four meetings to undertake the duties stipulated in its charter approved by the Board of Directors. The significant activities have been summarized below.

- The Committee reviewed the Company’s Corporate Governance (CG) practices during the year to assess compliance. Overall, the Committee believes that the Company had complied with the CG Policy and applied all the principles in the SEC’s CG Code, while the governance structure was suitable for the current business environment.
- The Committee reviewed the Company’s CG Policy, and endorsed amendments to ensure that the policy was aligned with other best practice guidelines.
- The Committee revised the Board Skills Matrix, then used it to review the Company’s and its subsidiaries’ current boards and their committees’ structure, composition and expertise. In addition, this matrix was used as supportive information in assessing the performance and expertise of each director who had to retire by rotation and stand for re-appointment.



A handwritten signature in white ink on a green background, reading "Prasert".

**Mr. Prasert Bunsumpun**  
Chairman of the Nomination and  
Governance Committee

26 January 2021

- The Committee recommended that the Annual General Meeting of Shareholders for 2020 approve the re-appointment of three retiring directors for another term of office, namely Mr. Kan Trakulhoon (independent director), Ms. Manida Zinmerman (independent director) and Mr. Anek Pana-apichon (director). Further to this, the Board of Directors approved a one-year extension to the term of appointment for Mr. Somchai Supphatada as an independent director.
  - The Committee considered candidates for directorship to replace the directors who resigned.
  - The Committee reviewed the Company's authorized signatories and recommended a change to the name list.
  - The Committee proposed amendments to the Company's board committee composition and structure, namely the CSR Committee for Sustainable Development and the Strategic and Organizational Review Committee.
  - The Committee nominated representative directors to sit on the boards at the Company's subsidiaries and associate.
  - The Committee continued to develop succession plans for the Company's and its subsidiaries' directors to ensure that all the boards were run smoothly.
  - The Committee provided an orientation program for new directors to gain a thorough understanding of the Company's management, business and governance practices, through a series of detailed briefings by the Company Secretary and the executives.
  - The Committee facilitated continuous training and encouraged the other directors to participate. The board members took part in the annual board seminar, held on 1 December 2020. The seminar shared insights on the emerging trends in 5G technology, the Low Earth Orbit satellite technology, and start-ups riding new trends arising from the COVID-19 situation.
  - The Committee reviewed the annual board, board-committee and director evaluations, organized by the Company Secretary Office, and concluded that the Board of Directors had operated in an effective manner throughout the year 2020.
  - The Committee provided an opportunity for all the Company's shareholders to propose agenda items for the Annual General Meeting of Shareholders for 2021 and nominate candidates for directorship. This was done to recognize the importance of treating all the shareholders equitably.
- The Committee conducted a self-assessment, and agreed that, overall in 2020, it had completely discharged its duties as assigned by the Board of Directors, had a suitable structure and composition, and was operating in an effective and consistent manner.

# Leadership Development and Compensation Committee Report

## To: The Shareholders of Intouch Holdings Plc.

The Leadership Development and Compensation Committee (“the Committee”) currently comprises three directors, namely Mr. Kan Trakulhoon (the Chairman), Mr. Prasert Bunsumpun and Ms. Jeann Low Ngiap Jong. At least half of these are independent directors, including the Chairman. Mr. Wichai Kittiwittayakul, the Company Secretary, is the Secretary to the Committee.

During the year 2020, the Committee held a total of six meetings to undertake the duties stipulated in its charter approved by the Board of Directors. The significant activities have been summarized below.

- The Committee considered the board remuneration policy, and proposed that it remain unchanged as it was appropriate and aligned with the top 30 listed companies. The Committee recommended that the budget remain the same as the previous year, not exceeding 42.5 million baht. The total directors’ remuneration in 2020 amounted to 37,309,500 baht.
- The Committee considered and evaluated the performance of the Company’s CEO and senior executives in order to determine their annual bonuses and merit-based salary increases.
- The Committee set the annual KPI targets for the Company, the CEO and the senior executives.
- The Committee considered and approved the annual merit-based salary increases for the Company’s employees, along with the budget for these.
- The Committee reviewed the long-term incentive program for the Company’s senior executives to ensure that their interests were aligned with those of the shareholders, while the compensation was sufficient to attract, retain and motivate talented people.
- The Committee considered the succession plan for senior executives in the group.
- The Committee reviewed the Company’s approval authority, which had been revised to reflect the new organizational structure.

The Committee conducted a self-assessment, and agreed that it had completely discharged its duties during the year as assigned by the Board of Directors, had a suitable structure and composition, and was operating in an effective and consistent manner.



**Mr. Kan Trakulhoon**  
Chairman of the Leadership Development  
and Compensation Committee

26 January 2021

# CSR Committee for Sustainable Development Report

## To: The Shareholders of Intouch Holdings Plc.

The Corporate Social Responsibility Committee for Sustainable Development (“the Committee”) currently comprises four directors, namely Mr. Kan Trakulhoon (the Chairman), Ms. Sopawadee Lertmanaschai, Ms. Manida Zimmerman and Mr. Anek Pana-apichon. Mr. Wichai Kittiwittayakul, the Company Secretary, is the Secretary to the Committee. On 25 March 2020, the Committee was restructured; Mr. Kan Trakulhoon was appointed as the Chairman of the Committee, while Ms. Sopawadee Lertmanaschai and Ms. Manida Zimmerman were appointed as members.

During the year 2020, the Committee held a total of two meetings to undertake the duties stipulated in its charter approved by the Board of Directors. The significant activities have been summarized below.

1. The Committee reviewed and agreed with the Company’s Social Responsibility and Sustainable Development policies, strategies, operational plans and annual budgets.
2. The Committee endorsed the implementation of SD strategies under the approved framework, and assigned the Company’s SD working team to collaborate with the relevant parties at the other companies in the group to ensure that all the operations were aligned across the organization.
3. The Committee encouraged employees to continuously participate in activities that benefit society, for example the Employees with a Volunteer Spirit for Community Development Project funded by the Company.
4. The Committee conducted a self-assessment and agreed that it had completely discharged its duties during the year as assigned by the Board of Directors, had a suitable structure and composition, and was operating in an effective and consistent manner.



A handwritten signature in white ink on a green background. The signature appears to read 'Kan Trakulhoon'.

**Mr. Kan Trakulhoon**  
Chairman of the CSR Committee  
for Sustainable Development

26 January 2021



The Committee agreed with the implementation of the Company's Social Responsibility programs to improve the quality of life and nurture young people through various activities. These included the following: expanding the scope of the Healthy Rice Growing Project by INTOUCH at Nasao village in Chiang Khan district of Loei province; applying agricultural knowledge and technology to the Organic Farming Project for the Wang Rong Yai Farmers Group at Chan Ngam farm in Sikhio district of Nakhon Ratchasima province; continuing the Scientific Approach to Water Management in Cooperation with the Hydro Informatics Institute at Ban Wang Yao Community in Chiang Kwan district of Roi Et province; supporting the project "You take care of the forest, we take care of you"; continuing the Thai Art & Literature Conservation Contest with INTOUCH (Year 14); and purchasing medical equipment and supplies for hospitals nationwide during the COVID-19 epidemic.

Last year presented many challenges due to the heavy impact from the COVID-19 pandemic. However, the Company continued to believe that sustainable growth was the foundation for its business operations, along with taking care of all its stakeholders and improving society and the environment. The Company adopted online media as a tool to communicate with shareholders and

potential investors. The Company's employees were encouraged to work from home and keep abreast of new knowledge. The adoption of online communication tools increased employee awareness of corporate governance and cyber-security. Moreover, the Company focused on raising awareness of business sustainability in all the companies in which it had invested, and made this one of the criteria for new investments.

As for the environmental aspect, the Company, along with the Securities and Exchange Commission, Mae Fah Luang Foundation and Thailand Responsible Business Network, provided support for the project "You take care of the forest, we take care of you". This project motivates forest communities to become directly involved in order to increase their income, improves bushfire protection measures and assesses the amount of carbon stored in the forest ecosystem. This will help to conserve natural resources and develop sustainable communities.

On behalf of the Committee, I would like to thank all the directors, executives, employees and other stakeholders for their full cooperation. This has resulted in the Company's present success and recognition. We will continue to contribute to society in order to grow strong together, which will help to drive economic growth and create long-term sustainable benefits for the country.

# Strategic and Organizational Review Committee Report

## To: The Shareholders of Intouch Holdings Plc.

The Strategic and Organizational Review Committee (“the Committee”) currently comprises five directors, namely Ms. Jeann Low Ngiap Jong (the Chairperson), Mr. Prasert Bunsumpun, Mr. Kan Trakulhoon, Mr. Somprasong Boonyachai and Mr. Anek Pana-apichon. Mr. Wichai Kittiwittayakul, the Company Secretary, is the Secretary to the Committee. The Committee was restructured during the year and two positions, previously held by Ms. Sopawadee Lertmanaschai and Mr. Kwek Buck Chye, were abolished on 25 March and 6 November 2020 respectively.

During the year 2020, the Committee held a total of three meetings to undertake the duties stipulated in its charter approved by the Board of Directors. The significant activities have been summarized below.

- The Committee reviewed the Company’s annual and five-year business plans, strategic objectives & direction, and budget before submitting these to the Board of Directors for approval.
- The Committee reviewed the Company’s half-year operating & financial results, and monitored the performance of the Company’s portfolio.
- The Committee considered key investment & divestment decisions concerning the Company’s portfolio.
- The Committee considered new VC investment opportunities and the long-term growth plan proposed by the management. The Committee approved the proposed investment scope under the agreed investment policy, limits and framework of the Company.
- The Committee reviewed the amendments to the Company’s Approval Authority, concerning venture capital investment & management, before submitting them to the Board of Directors for approval.

The Committee conducted a self-assessment, and agreed that it had completely discharged its duties during the year as assigned by the Board of Directors, had a suitable structure and composition, and was operating in an effective and consistent manner.



**Ms. Jeann Low Ngiap Jong**  
Chairperson of the Strategic  
and Organizational Review Committee

15 December 2020

# BOARD OF DIRECTORS



Dr. Virach Aphimeteetamrong



Mr. Somchai Supphatada



Ms. Sopawadee Lertmanaschai



Ms. Manida Zimmerman



**Mr. Kan Trakulhoon**



**Mr. Prasert Bunsumpun**



**Ms. Jeann Low Ngiap Jong**



**Mr. Lang Tao Yih, Arthur**



**Mr. Somprasong Boonyachai**



**Mr. Anek Pana-apichon**

# MANAGEMENT TEAM



**Mr. Anek Pana-apichon**



**Mr. Kim Siritaweechai**



**Mr. Wichai Kittiwittayakul**



**Ms. Kantima Lerlertyuttitham**



## Details of Directors and Executives 2020



**Dr. Virach Aphimeteetamrong**

Age 77 / Thai

### Title

- Chairman of the Board of Directors
- Authorized Director

**Appointment Date as the Director/Management** 7 November 2001

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

### Highest Education

- Ph.D. Finance, University of Illinois, USA

### Governance Training of IOD/Others

- DAP: Directors Accreditation Program Class 2/2003

### Experience

- 2007 - Present
- Chairman of the Board of Directors, Authorized Director, Intouch Holdings Plc

### Other Positions at Present

### Other Listed Companies in SET

- 2020 - Present
- Independent Director, Allianz Ayudhya Assurance Plc

2013 - Present

- Independent Director and Member of the Audit Committee, Thai Agro Energy Plc

2004 - Present

- Independent Director and Member of the Audit Committee, Bangkok Chain Hospital Plc
- Independent Director and Chairman of the Audit Committee, Asia Plus Group Holdings Plc

1995 - Present

- Independent Director and Member of the Audit Committee, Metro Systems Corporation Plc

1993 - Present

- Chairman of the Independent director, Supalai Plc

### Other Companies/Organizations

2003 - Present

- Director, TRIS Corporation Co., Ltd.

1988 - Present

- Chairman (Main job), Dr. Virach and Associates Public Firm

### Past Experience

2003 - 2016

- Director, TRIS Rating Co., Ltd.

2007 - 2011

- Member of the Audit Committee, Thai Agro Energy Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Somchai Supphatada**

Age 61 / Thai

### Title

- Independent Director
- Chairman of the Audit and Risk Committee

**Appointment Date as the Director/Management** 30 June 2006

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

### Highest Education

- Master Degree in Professional Accounting University of Texas at Austin, USA

### Governance Training of IOD/Others

- High Performance Board 2015, IMD
- DCP: Directors Certification Program Class 100/2008
- DAP: Directors Accreditation Program Class 56/2006

### Experience

- 2007 - Present
- Independent Director and Chairman of the Audit and Risk Committee, Intouch Holdings Plc

### Other Positions at Present

### Other Listed Companies in SET

None

### Other Companies/Organizations

2020-Present

- Member of Subcommittee on Monitoring of Accounting Standard, Federation of Accounting Professions
- Member of Audit Committee, Siam University

2019 - Present

- Director, Thailand Post Co., Ltd.
- Director, Police Printing Bureau

2018 - Present

- Chairman of the Working Group on Education and Curriculum Development for Prevention of Fraud, Money Laundering and Terrorism Support, Federation of Accounting Professions

2014 - Present

- Chairman of Audit Committee, Police Printing Bureau

### Past Experience

2016 - 2020

- Asst. Prof., Department of Accounting (Main job) Faculty of Commerce and Accountancy, Thammasat University

2007 - 2018

- Member of Accounting Standards Setting Committee, South-East Asia University

2014 - 2017

- Member of Subcommittee on Monitoring of Accounting Standard, Federation of Accounting Professions

2013 - 2016

- Associate Dean for Finance and Planning, Faculty of Commerce and Accountancy,

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Ms. Sopawadee Lertmanaschai**

Age 67 / Thai

#### Title

- Independent Director
- Member of the Audit and Risk Committee
- Member of the CSR Committee for Sustainable Development

**Appointment Date as the Director/Management** 28 March 2014

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- Master of Science (Accounting), Thammasat University

#### Governance Training of IOD/Others

- SFE: Successful Formulation & Execution of Strategy Class 6/2010
- ACP: Audit Committee Program Class 27/2009
- DCP: Directors Certification Program Class 2/2000

#### Experience

- 2014 - Present
- Independent Director and Member of the Audit and Risk Committee, Intouch Holdings Plc

#### Other Positions at Present

#### Other Listed Companies in SET

- 2019 - Present
- Independent Director, Dohome Co., Ltd.
- 2018 - Present
- Independent Director and Chairman of the Audit Committee, Central Plaza Hotel Plc
- 2015 - Present
- Independent Director and Chairman of the Audit Committee, Maybank Kim Eng Securities (Thailand) Plc
- 2014 - Present
- Advisor to Chairman of the Board of Directors and Member of the Investment Committee, Dhipaya Insurance Plc

#### Other Companies/Organizations

- 2020 - Present
- Independent director, Chotiwat Manufacturing Co., Ltd.
- 2019 - Present
- Director and Chairman of the Audit Committee The Stock Exchange of Thailand (SET)
- 2018 - Present
- Chairman of the Board of Directors and Independent Director, KTBST REIT Management Co., Ltd.
- 2017 - Present
- Director, General Hospital Productc Plc
- 2015 - Present
- Director in Accounting, Nationals Saving Fund

#### Past Experience

- 2017 - 2020
- Director, Orthopesia Co., Ltd.
- 2015 - 2018
- Director, Metropolitan Electricity Authority
- 2014 - 2018
- Director, Government Pharmaceutical Organization
- 2016 - 2017
- Chairman of the Board of Directors, Aisance Co., Ltd.
- 2015 - 2017
- Director, Eco Energy Group Corporation Co., Ltd.
- Apr - Aug 2016
- Director, Thai Herbal Products Co., Ltd.
- 2014 - 2016
- Director, Provincial Waterworks Authority
- 2013 - 2016
- Commissioner, Securities and Exchange Commission, Thailand
- 2014 - 2015
- Independent Director and Member of the Audit Committee, CIMB Thai Bank Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Ms. Manida Zimmerman**

Age 54 / Thai

#### Title

- Independent Director
- Member of the Audit and Risk Committee
- Member of the CSR Committee for Sustainable Development

**Appointment Date as the Director/Management** 25 March 2020

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- LL.M., Columbia University, USA
- MBA, Assumption University

#### Governance Training of IOD/Others

- RNG: Role of the Nomination and Governance Committee Class 2/2012
- DAP: Directors Accreditation Program Class 8/2001

#### Experience

- 2007 - Present
- Independent Director and Member of the Audit and Risk Committee, Intouch Holdings Plc

#### Other Positions at Present

#### Other Listed Companies in SET

- 2003 - Present
- Director, Business Online Plc

#### Other Companies/Organizations

- 2015 - Present
- Director, Sa-Nor-Sote Co.,Ltd.

#### Past Experience

- 2008 - 2019
- Partner, Hunton Andrews Kurth (Thailand) LLP

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Kan Trakulhoon**

Age 65 / Thai

#### Title

- Independent director
- Chairman of the Leadership Development and Compensation Committee
- Chairman of the CSR Committee for Sustainable Development
- Member of the Nomination and Governance Committee
- Member of the Strategic and Organizational Review Committee

**Appointment Date as the Director/Management** 31 March 2017

**Shareholding<sup>v</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- Honorary Doctor of Engineering, Chulalongkorn University
- Honorary Doctor of Engineering in Manufacturing Engineering, Mahasarakham University

#### Governance Training of IOD/Others

- DCP: Directors Certification Program Class 29/2003

#### Experience

- 2017 - Present • Independent director, Intouch Holdings Plc

#### Other Positions at Present

##### Other Listed Companies in SET

- 2017 - Present • Independent Director, Bangkok Dusit Medical Services Plc
- 2016 - Present • Chairman of the Board of Directors, Advanced Info Service Plc
- Director, Siam Commercial Bank Plc
- 2015 - Present • Independent Director, Advanced Info Service Plc
- 2005 - Present • Director (Main job), The Siam Cement Plc

##### Other Companies/Organizations

- 2016 - Present • Director, Advance Wireless Network Co., Ltd

#### Past Experience

- 2015 - 2019 • Member of Advisory Board, Nomura Holdings Inc.
- 2011 - 2019 • Global Advisor, Kubota Corporation (Japan)
- 2006 - 2015 • President, The Siam Cement Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Prasert Bunsumpun**

Age 68 / Thai

#### Title

- Independent Director
- Chairman of the Nomination and Governance Committee
- Member of the Leadership Development and Compensation Committee
- Member of the Strategic and Organizational Review Committee

**Appointment Date as the Director/Management** 26 December 2011

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- Honorary Doctor of Engineering, Chulalongkorn University
- Honorary Doctor of Management, National Institute of Development Administration (NIDA)
- Honorary Doctor of Management Science, Petchaburi Rajabhat University
- Honorary Doctor of Management, Mahasarakham University
- Honorary Doctor of Public and Local, Suan Sunandha Rajabhat University
- Master Degree in Business Administration, Utah State University, USA

#### Governance Training of IOD/Others

- RCP: Role of the Chairman Program Class 27/2012
- DAP: Directors Accreditation Program Class 26/2004

#### Experience

- 2011 - Present • Independent Director, Intouch Holdings Plc

#### Other Positions at Present

#### Other Listed Companies in SET

- 2020 - Present • Independent director, Major Cineplex Groups Plc.
- Chairman of the Board of Directors and Independent Director, AIRA Capital Plc.
- 2019 - Present • Chairman of the Board of Directors and Independent director, AIRA Property Plc.
- Independent Director and Member of the Audit Committee, T.K.S. Technologies Plc.

- 2018 - Present • Chairman of the Board of Directors, Thaicom Plc

- 2017 - Present • Chairman of the Board of Directors and Independent Director, SVI Plc

- 2015 - Present • Independent Director, Thaicom Plc

- 2012 - Present • Chairman of the Board of Directors and Chairman of the Executive Committee, Thoresen Thai Agencies Plc

#### Other Companies/Organizations

- 2012 - Present • Chairman of the Board of Directors and Chairman of the Executive Committee, Mermaid Maritime Plc

- 2011 - Present • Chairman, Thailand Business Council for Sustainable Development

#### Past Experience

- 2019 - 2020 • Chairman of the Board of Directors, Yuanta Securities (Thailand) Co., Ltd

- 2018 - 2020 • Chairman of the Board of Directors and Independent Director, Nok Airlines Plc

- Independent Director and Chairman of Risk Management Committee, PTT Global Chemical Plc.

- 2014 - 2019 • Member, The National Legislative Assembly

- 2011 - 2018 • Chairman of the Board of Directors, PTT Global Chemical Plc

- 2013 - 2017 • Independent Director, PTT Plc

- 2011 - 2015 • Director and Chairman of the Executive Committee, Krung Thai Bank Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Ms. Jeann Low Ngiap Jong**  
Age 60 / Singaporean

#### Title

- Director
- Chairperson of the Strategic and Organizational Review Committee
- Member of the Nomination and Governance Committee
- Member of the Leadership Development and Compensation

**Appointment Date as the Director/Management** 30 November 2016

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- Bachelor of Accountancy, National University of Singapore

**Governance Training of IOD/Others** None

#### Experience

- 2016 - Present • Director, Intouch Holdings Plc

#### Other Positions at Present

##### Other Listed Companies in SET

- 2013 - Present • Director, Advanced Info Service Plc

##### Other Companies/Organizations

- 2017 - Present • Director, Advance Wireless Network Co., Ltd.  
2015 - Present • Group Chief Corporate Officer (Main job), Singapore Telecommunications Ltd.

#### Past Experience

- 2008 - 2015 • Group Chief Financial Officer, Singapore Telecommunications Ltd.

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Lang Tao Yih, Arthur**  
Age 48 / Singaporean

#### Title

- Director
- Authorized Director

**Appointment Date as the Director/Management** 6 November 2020

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- MBA, Harvard Business School

**Governance Training of IOD/Others** None

#### Experience

- 2020 - Present • Director and Authorized Director, Intouch Holdings Plc

#### Other Positions at Present

Other Listed Companies in SET None

##### Other Companies/Organizations

- 2017 - Present • Chief Executive Officer, International, Singapore Telecommunications Ltd.

#### Past Experience

- 2011 - 2016 • Group Chief Financial Officer, CapitaLand Limited

**Illegal Record in the past 5 years<sup>2/</sup>** None





**Mr. Somprasong Boonyachai**

Age 65 / Thai

#### Title

- Director
- Member of the Strategic and Organizational Review Committee

**Appointment Date as the Director/Management** 25 April 2007

**Shareholding<sup>1/</sup>** 0.0057%

**Relationship with Directors and Management** None

#### Highest Education

- Master Degree in Engineering, Asian Institute of Technology (AIT)

#### Governance Training of IOD/Others

- High Performance Board 2015, IMD
- RCP: Role of the Chairman Program Class 21/2009
- DCP: Directors Certification Program Class 65/2005
- DAP: Directors Accreditation Program Class 30/2004

#### Experience

- 2007 - Present • Director, Intouch Holdings Plc

#### Other Positions at Present

#### Other Listed Companies in SET

- 2017 - Present • Director, BEC World Plc
- Independent Director, Dusit Thani Plc
- 2016 - Present • Vice Chairman of the Board of Directors and Independent Director, Osotspa Plc.
- 2008 - Present • Vice Chairman of the Board of Directors, Advanced Info Service Plc

- 2006 - Present • Director, Thaicom Plc

- 2002 - Present • Independent Director and Member of the Audit Committee, Power Line Engineering Plc

#### Other Companies/Organizations

- 2018 - Present • Director, Geo-Informatics and Space Technology Development Agency (Public Organization)
- 2017 - Present • Director, National Strategic Committee for the Development and Capacity Building and Human Resources
- 2016 - Present • Director, Advance Wireless Network Co., Ltd.

#### Past Experience

- 2017 - 2018 • Chairman of the Executive Committee, BEC World Plc
- 2016 - 2017 • Advisor to the Chief Executive Officer, Intouch Holdings Plc
- Independent Director, Pruksa Real Estate Plc
- Jan - Dec 2016 • Independent Director, Pruksa Holding Plc
- 2008 - 2016 • Director, Praram 9 Hospital Co., Ltd.
- 2007 - 2016 • Chairman of the Executive Committee, Intouch Holdings Plc
- 2008 - 2015 • Chief Executive Officer, Intouch Holdings Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Anek Pana-apichon**

Age 55 / Thai

#### Title

- Director
- Chairman of the CSR Committee for Sustainable Development
- Member of the Strategic and Organizational Review Committee
- Authorized Director
- Chief Executive Officer

**Appointment Date as the Director/Management** 1 July 2017

**Shareholding<sup>1/</sup>** 0.0027%

**Relationship with Directors and Management** None

#### Highest Education

- Master Degree in Business Administration, Chulalongkorn University

#### Governance Training of IOD/Others

- Diploma, National Defence College, The National Defence Course Class 62: Thailand National Defence College
- Harvard Leadership Development Program: Harvard Business Publishing (2017-2018)
- Advance Management Program: The Wharton School of the University of Pennsylvania, USA
- DCP: Directors Certification Program Class 111/2008

#### Experience

- 2019 - Present • Chief Executive Officer, Intouch Holdings Plc
- 2017 - Present • Director and Authorized Director, Intouch Holdings Plc

#### Other Positions at Present

#### Other Listed Companies in SET

- 2020 - Present • Member of the Governance and Nomination Committee and Member of the New Business Development Committee, Thaicom Plc
- 2019 - Present • Director and Member of the Executive Committee, Advanced Info Service Plc

2018 - Present

- Member of the Compensation Committee and Chairman of the Executive Committee, Thaicom Plc

2017 - Present

- Director and Authorized Director, Thaicom Plc

#### Other Companies/Organizations

2019 - Present

- Director, Thai Listed Companies Association
- Director, Advance Wireless Network Co., Ltd.

2017 - Present

- Chairman of the Board of Directors and Authorized Director, High Shopping Co., Ltd.
- Director and Authorized Director, Intouch Media Co., Ltd.
- Director and Authorized director, Touch TV Co., Ltd.

2015 - Present

- Director and Authorized Director, High Shopping TV Co., Ltd.
- Director and Authorized Director, I.T. Applications and Services Co., Ltd.

#### Past Experience

2018 - 2019

- Director and Member of the Executive Committee, CS LoxInfo Plc
- Director and Member of the Executive Committee, Teleinfo Media Plc

2017 - 2018

- Acting Chief Executive Officer, Intouch Holdings Plc

2010 - 2018

- Member of the Executive Committee, Thaicom Plc
- Executive Vice President - Finance & Accounting, Intouch Holdings Plc

2015 - 2017

- Director and Authorized Director, High Shopping Co., Ltd.

2010 - 2015

- Director, Thaicom Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Kim Siritaweechai**

Age 52 / Thai

#### Title

- Chief Financial Officer  
(the person taking the highest responsibility in finance and accounting)

**Appointment Date as the Director/Management** 1 April 2014

**Shareholding<sup>1/</sup>** 0.0008%

**Relationship with Directors and Management** None

#### Highest Education

- Master of Business Administration, Thammasat University

#### Governance Training of IOD/Others

- Harvard#1 Executive Learning Sustainment Program (2018-2019)
- Harvard Leadership Development Program:  
Harvard Business Publishing (2017-2018)
- DCP: Directors Certification Program Class 116/2009

#### Orientation Training and Continuing development course in accounting knowledge (Refresh Course)

- E-learning CFO's Refresh Course (English Version) organized by Thailand Securities Institute (TSI) in November 2020 (6 hours)
- Strategic Financial Leadership Program (SFLP) 2019 Beyond Accounting: Strategies to improve performance and financial management for sustainable success organized by the Thai Listed Company Association, 27-29 May 2019 (22 hours)

#### Experience

- 2019 - Present • Chief Financial Officer, Intouch Holdings Plc

#### Other Positions at Present

Other Listed Companies in SET None

#### Other Companies/Organizations

- |                |   |
|----------------|---|
| 2018 - Present | • Director, Shenington Investments Pte Ltd.                                     |
| 2017 - Present | • Director and Authorized Director,<br>Little Shelter Co., Ltd.                 |
|                | • Director, Event Pop Holdings Pte. Ltd.  |
|                | • Director and Authorized Director,<br>High Shopping Co., Ltd.                  |
| 2015 - Present | • Director and Authorized Director,<br>High Shopping TV Co., Ltd.               |
| 2014 - Present | • Director and Authorized Director,<br>I.T. Applications and Services Co., Ltd. |
| 2013 - Present | • Director and Authorized Director,<br>Intouch Media Co., Ltd.                  |
|                | • Director and Authorized Director, Touch TV Co., Ltd.                          |

#### Past Experience

- |             |  |
|-------------|--|
| 2018 - 2020 | • Director, Wongnai Media Co., Ltd.  |
| 2012 - 2019 | • Director and Authorized Director, Ookbee Co., Ltd.                       |
| 2014 - 2018 | • Executive Vice President - Portfolio Management,<br>Intouch Holdings Plc |
| 2010 - 2016 | • Member of the Executive Committee,<br>Advanced Info Service Plc          |
| 2011 - 2014 | • Senior Vice President - Portfolio Management,<br>Intouch Holdings Plc    |

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Wichai Kittiwittayakul**  
Age 59 / Thai

#### Title

- Company Secretary
- Executive Vice President - Governance, Risk and Compliance

**Appointment Date as the Director/Management** 1 July 2007

**Shareholding<sup>1/</sup>** 0.0005%

**Relationship with Directors and Management** None

#### Highest Education

- Master Degree in Accounting, Thammasat University

#### Governance Training of IOD/Others

- Harvard#1 Executive Learning Sustainment Program (2018-2019)
- Harvard Leadership Development Program: Harvard Business Publishing (2017-2018)
- High Performance Board 2015, IMD
- DCP: Directors Certification Program Class 104/2008
- Company Secretary Program - 2005
- Board & CEO Assessment Program - 2003
- Board Policy - 2002
- Board Composition and Relations - 2002
- Board Practices - 2002
- Effective Audit Committee - 2002

#### Experience

- 2018 - Present • Executive Vice President - Governance, Risk and Compliance, Intouch Holdings Plc
- 2008 - Present • Company Secretary, Intouch Holdings Plc

#### Other Positions at Present

##### Other Listed Companies in SET

- 2020 - Present • Advisor, Thaicom Plc

##### Other Companies/Organizations

- 2020 - Present • Member of subcommittee on Auditing, Federation of Accounting Professions

#### Past Experience

- 2018 - 2020 • Chief Audit Executive, Thaicom Plc
- 2013 - 2018 • Executive Vice President - Company Secretary and Internal Audit, Intouch Holdings Plc
- 2011 - 2017 • Member of the Accounting Educational and Technology Committee, Federation of Accounting Professions
- 2010 - 2017 • Advisor, The Institute of Internal Auditors of Thailand (IIA)

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Ms. Kantima Lerlertyuttitham**  
Age 50 / Thai

#### Title

- Group Chief Human Resources Officer

**Appointment Date as the Director/Management** 25 August 2016

**Shareholding<sup>1/</sup>** None

**Relationship with Directors and Management** None

#### Highest Education

- Master of Psychology Counseling Service, Rider University, USA

#### Governance Training of IOD/Others

- ELP: Ethical Leadership Program Class 21/2021
- BNCP: Board Nomination and Compensation Program Class 9/2019
- DCP: Director Certification Program Class 244/2017

#### Experience

- 2016 - Present • Group Chief Human Resources Officer, Intouch Holdings Plc

#### Other Positions at Present

##### Other Listed Companies in SET

- 2015 - Present • Chief Human Resources Officer, Advanced Info Service Plc

##### Other Companies/Organizations

- 2020 - Present • Director and Authorized director, LearnDi Co., Ltd.
- 2018 - Present • Director, CS Loxinfo Plc

#### Past Experience

- 2013 - 2015 • Deputy Chief Operation Officer, MC Group Plc
- 2011 - 2013 • Chief Human Resources Officer, Prudential Life Insurance (Thailand) Plc

**Illegal Record in the past 5 years<sup>2/</sup>** None



**Mr. Anan Chatngoenngam** <sup>3)</sup>

Age 53 / Thai

#### Title

- Senior Vice President - Accountant (the person supervising accounting)

**Appointment Date as the Director/Management** 1 April 2016

**Shareholding<sup>1/</sup>** 0.0018%

**Relationship with Directors and Management** None

#### Highest Education

- Master of Accountancy, Chulalongkorn University

#### Governance Training of IOD/Others

#### Continuing development course in accounting knowledge (Refresh Course)

- Continuous training course in Accounting “Forensic Accounting Certificate Program” organized by Dharmniti Seminar and Training Co., Ltd., on 27 November 2020 (6 hours)
- TFRS version 2019 and 2020 Practical Implication organized by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., 25 September 2019 (7 hours)

#### Experience

- 2016 - Present** • Senior Vice President - Accountant, Intouch Holdings Plc

#### Other Positions at Present

Other Listed Companies in SET None

Other Companies/Organizations None

#### Past Experience

- 2011 - 2016** • Assistant to Vice President - Accountant, Intouch Holdings Plc

- 2006 - 2011** • Vice President - Accountant, Intouch Holdings Plc
- Illegal Record in the past 5 years<sup>2/</sup>** None

Remark : 1) As at 31 December 2020, the number of ordinary shares includes holding by spouse and children age under 20.

2) Offences under the Securities and Exchange Act B.E. 2535 or the Derivatives Act B.E. 2546 specified in the list of offences as follows:

- 2.1 acted or omitted to act, without good faith or with gross negligence, in executing any transaction.
- 2.2 disclosed or disseminated false information or statement regarding the company or its subsidiary which may cause misunderstanding or concealing material facts that should have been stated which may affect decision making of shareholders, investors or other parties involved.
- 2.3 engaged in any unfair practice or taking advantage of investors in trading securities or derivatives or aided or abetted thereof.

3) Mr. Anan Chatngoenngam is the Company's accountant as prescribed in the Notification of the Department of Business Development Re: Qualifications and Requirements of Bookkeepers B.E. 2557

# AWARDS AND RECOGNITION



**CG rating of “Excellent” for the eighth consecutive year in the Corporate Governance Report of Thai Listed Companies 2020**, compiled by the Thai Institute of Directors Association (IOD).

**Thailand's Top Corporate Brand Value 2020** in the IT and Telecom category from Chulalongkorn University, for the fourth consecutive year.

**Certificate for excellence in investor relations** in the sector of communications (IR Magazine Awards South East Asia 2020), by IR magazine.

**Sustainability Disclosure Recognition** in the Sustainability Disclosure Award 2020 organized by Thaipat Institute, for the second consecutive year.

**Best Company Performance Awards** in the category of market capitalization of more than 100,000 million baht, in the SET Awards 2020, organized by the Stock Exchange of Thailand, for the second consecutive year.

**ESG 100 Certificate** from Thaipat Institute for the sixth consecutive year, recognizing outstanding Environmental, Social and Governance performance.

**Best Public Company of the Year in the Stock Exchange of Thailand and Technology Industry categories** organized by Money and Banking magazine, for the third consecutive year.

**FTSE4Good Index Certification in 2020** for the fourth consecutive year from FTSE Russell, the global index provider, for outstanding corporate performance in terms of the Environmental, Social and Governance aspects.

**Thailand Sustainability Investment Awards** for the sixth consecutive year in the SET Awards 2020 organized by the Stock Exchange of Thailand. These awards are presented to listed companies with sustainable stocks and outstanding performance in terms of the Environmental, Social and Governance (ESG) aspects.





# MILESTONES



## 2020



### AIS

- **In February**, AWN (a subsidiary of AIS) participated in the 5G license auction and was awarded the low-band 700MHz (2 x 5MHz blocks), mid-band 2600MHz (100MHz block) and high-band 26GHz (1,200MHz block) frequency spectrums by the National Broadcasting and Telecommunications Commission (NBTC) for a total amount of 42,060 million baht.
- **In February**, AIS launched a nationwide 5G service using the 2600MHz spectrum, the first operator to officially provide a 5G service in Thailand.
- **In March**, WDS (a subsidiary of AIS) jointly invested in Digital Gaming International Pte. (DGI) to provide a gaming content platform using AI technology in order to meet the demand for various online games and eSports content. Singtel and SK Telekom Co., Ltd. also jointly invested in DGI.
- **In June**, ABN (a subsidiary of AIS) and Saha Pathana Inter-Holding Plc. (SPI) established a joint venture company to install a fiber-optic network and ICT infrastructure in SPI's industrial park (covering 7,255 rai) and develop 5G solutions to improve operational efficiency.



- **In July**, AIS collaborated with Amata Corporation Plc. to install important digital infrastructure, such as 5G technology and fiber-optic networks, to offer Smart City solutions for the Eastern Economic Corridor.
- **In August**, AIS collaborated with U-Tapao Airport to install a 5G network and develop solutions for passenger management. These include AI robots to interactively communicate with passengers, lead them to various service areas, and provide basic information.



## THAICOM

- In February, THAICOM ceased operating Thaicom 5 and completed the deorbiting process. This satellite had provided reliable communication services for 14 years since its launch in May 2006.
- In April, LTC (a joint venture company of one of THAICOM's subsidiaries) established Lao Mobile Money Sole Co., Ltd., a mobile platform for payments and money transfers, which operates in Lao PDR under the brand "M-Money". Its customers are in both the private and public sectors.
- In June, CAT Telecom Plc. (which recently merged with TOT to become National Telecom Plc. [NT]) and THAICOM established a joint venture company called Nation Space and Technology Co., Ltd. (NSAT) to develop telecom services via Low Earth Orbit Satellite systems. The shareholding proportion between THAICOM and NT is 75:25.
- In July 2020, Thai Advance Innovation (Thai AI), a subsidiary of THAICOM and AI and Robotics Ventures Co., Ltd. (ARV), which is a subsidiary of PTT Exploration and Production Plc., established a joint venture company called ATI Technologies Co., Ltd. (ATI) to develop, produce and distribute unmanned aerial vehicles (drones) for Thailand's agricultural sector. The shareholding proportion between Thai AI and ARV is 50:50.



## InVent Project

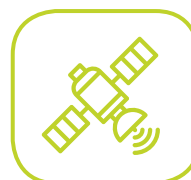
- INTOUCH invested in five more start-up companies, namely Datafarm Co., Ltd., Axinan Pte. Ltd., Paronym Inc., Chomchobgroup Co., Ltd. and Swift Dynamics Co., Ltd., and made additional investments in Peer Power Co., Ltd. Choco Card Enterprise Co., Ltd., and Event Pop Holdings Pte. Ltd. There were eighteen companies in the InVent portfolio at the end of the year.
- In April, monetized investment in Social Nation Inc.
- In September, monetized investment in Wongnai Media Co., Ltd.

## 2019



## AIS

- In March, ADD (a subsidiary of AIS) launched an online insurance brokerage service. By leveraging its technological and digital expertise, ADD will develop products and services to accommodate the lifestyle of Thais and support alliances with various industries in order to grow sustainably.
- In May, AIS was awarded the “World’s Strongest Telecoms Brand” by Brand Finance, based on survey and ranking results covering financial strength, investment, stakeholder equity, and potential for business expansion. Brand Finance is the world’s leading independent brand valuation consultancy.
- In June, AWN (a subsidiary of AIS) was granted the right to obtain a license to use the 700MHz spectrum license (in the frequency range 723-733MHz paired with 778-788MHz) by the NBTC. This license will enable AIS to prepare for future 5G services in order to become a Digital Life Service Provider for businesses and other entities.



## THAICOM

- In January, LTC made an outright purchase of Vimplecom Company Limited, which also operates a telecom business in Lao PDR. This acquisition significantly enhanced LTC’s network efficiency and expanded its target market, especially among the young generation. Vimplecom changed its registered name to TPLUS Digital Company Limited in September.

- In August, THAICOM sold all its shares in CDN, a distributor of satellite receiver sets in Cambodia, to Quality TV Shopping Co., Ltd. for 800,000 US dollars (24,640,320 baht). This disposal of investment was in accordance with a recent adjustment to THAICOM's business direction.
- In September, THAICOM announced that it had signed an Agreement of Intention with Russian Satellite Communications Company (RSCC). In accordance with the framework of the agreement, THAICOM and RSCC studied roaming options on their proprietary maritime VSAT networks. Roaming on THAICOM's network was provided by Nava Roaming Solutions. NAVA was THAICOM's new maritime broadband service platform, addressing the needs of ship owners and offshore operators for fast, reliable and secure satellite-enabled broadband connectivity and managed services. The RSCC maritime VSAT network is the largest satellite broadband network in Russia, connecting more than 300 maritime vessels operating in the waters near Russia and Europe.
- In October, THAICOM entered into a Memorandum of Understanding (MoU) with China Great Wall Industry Corporation (CGWIC). The two companies cooperated in the area of application development for Unmanned Aerial Vehicles (UAV) and BeiDou - China's proprietary Global Navigation Satellite System (BDS). This deal was part of THAICOM's ambition to diversify its business and enter the emerging next technology markets through the integration of space, air, ground and maritime networks.



### High Shopping

- High Shopping's revenue continued to grow through offering high-margin products and obtaining repeat orders. The number of sales channels increased on other platforms, namely digital TV, pay TV and satellite TV to reach more viewers. In addition, High Shopping started collecting delivery fees from its customers in the fourth quarter in order to increase revenue.



### InVent Project

- INTOUCH invested in three more start-up companies, namely Peer Power Co., Ltd., Doctor A to Z Co., Ltd. and Ninja Logistics Pte. Ltd. In addition, the Company sold all its shares in Digio (Thailand) Co., Ltd. for a return of 30% (capital gain) or IRR of 13.5% on an investment made two years before. As a result, there were fifteen companies in the InVent portfolio at the end of the year.

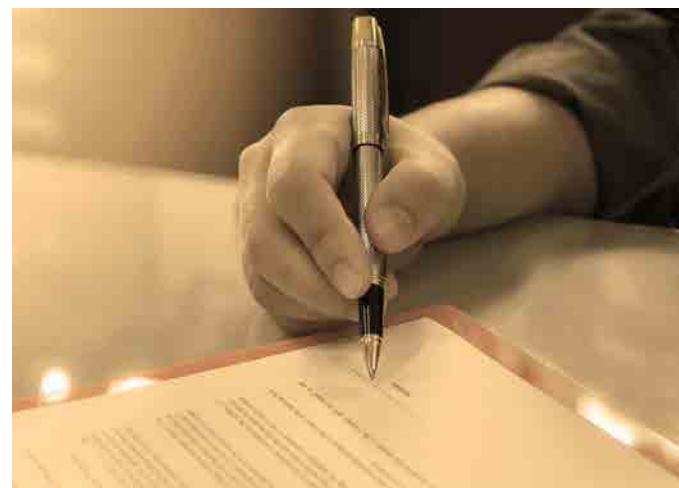
## 2018



## AIS

- **In January**, AWN and SBN (a subsidiary of AIS) entered into commercial agreements with TOT Public Company Limited (now NT) to strengthen network quality and efficiently serve over 40 million subscribers as data consumption grows. These commercial agreements will end in August 2025.
- **In March**, AMP (a subsidiary of AIS) signed a joint venture agreement with Rabbit Pay System Company Limited and Line Pay Corporation (Japan) to invest in Rabbit-Line Pay Company Limited (“RLP”) with a stake of 33.33% each. The purpose of this investment was to expand into the e-money and e-payment business in response to consumer demand in the digital age.
- **In July**, AWN reported the results of a tender offer for CSL shares. After the tender offer was executed, AWN’s shareholding increased from 81.47% to 98.96% and CSL was delisted from the Stock Exchange of Thailand.

- **In August**, AWN was granted an 1800MHz spectrum license for the 1740-1745MHz frequency band (paired with the 1835-1840MHz band) by the NBTC. This aligned the voice and data services with the 4G standard and improved the user experience.







## THAICOM

- THAICOM adjusted its strategy for becoming the leading Asian satellite and digital platform operator by focusing on three areas, namely the core satellite business, new adjacent business, and business prototyping.
- THAICOM launched its new flagship mobility service in the satellite broadband business (“Nava maritime service platform”) to provide maritime connectivity. This increased the operational efficiency on board ocean-going vessels, and connected their crews and passengers to high-speed internet anywhere and at any time.
- THAICOM and Bangladesh Communication Satellite Company Limited (BCSCL), a satellite operator owned by the government of Bangladesh, signed a multi-year consulting services agreement. Under this agreement, THAICOM provided comprehensive business and market development services to BCSCL for Bangabandhu Satellite-1, Bangladesh’s first geostationary satellite, which was successfully launched in May.



## High Shopping

- High Shopping’s revenue continued to grow as the company focused on offering a wider range of products, such as fashion, jewelry and seasonal items. High Shopping increased its live broadcasting to improve sales, and continued its partnerships with satellite TV operators, in order to raise its profile and reach more viewers.



## InVent Project

- INTOUCH invested in three more start-up companies, namely YDM (Thailand) Co., Ltd., Choco Card Enterprise Co., Ltd. and Ecartstudio Co., Ltd. In addition, the Company completed a share swap with VVR Asia Co., Ltd., exchanging its stakes in Infinity Levels Studio Pte. Ltd. and Sinoze Co., Ltd. for preferred shares in VVR Asia. Consequently, there were thirteen companies in the InVent portfolio at the end of the year.





# OUR BUSINESS

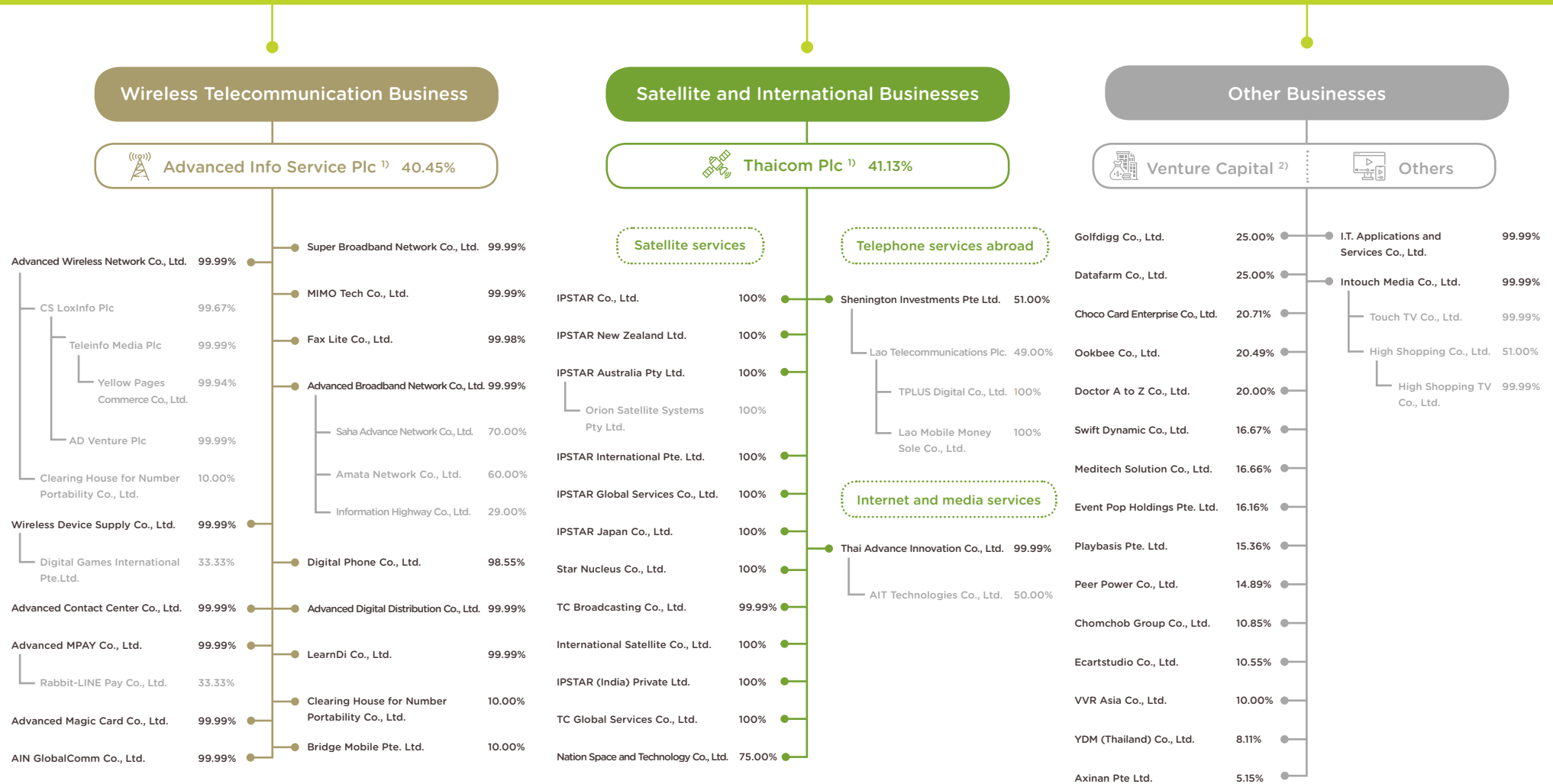
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Form 56-1 One Report for the year 2020 (Annual Report)

INTOUCH HOLDINGS PLC.

# INTOUCH GROUP'S INVESTMENT STRUCTURE

## Intouch Holdings Plc <sup>1)</sup>



Remarks :

1) Listed Company on the Stock Exchange of Thailand

2) Excluded investment in debt security

3) INTOUCH has a stake of 52.92% in ITV, which ceased operations, and there are ongoing disputes with the Permanent Secretary of the Office of the Prime Minister.

## POLICY AND NATURE OF BUSINESS



### Policy of the Group's operational results

INTOUCH is a holding company that invests in other companies and has policies to categorize into major business units. These are domestic wireless telecommunications, satellite and international businesses, and other businesses mainly home shopping, information technology and venture capital investments. The operational results for each business unit in the consolidated financial statement for 2020 are as follows.



#### Local wireless telecommunications:

This involves mobile service provider on a 2.1-GHz, 2600MHz, 1800MHz and 900MHz cellular telephone system, and was allotted 700MHz spectrum, service provider of online data communications via telephone land line & optical fiber, telecom & network operator, broadcasting network services or television, importer & distribution of handset & accessories, internet data center services, distribute internet equipment, advertising, insurance broker and other related services. The share of the net profit contributed to INTOUCH in 2020 was 11,108 million baht.



#### Satellite and international businesses:

This primarily involves operating transponder services for domestic & international communications, sale of user terminal of IPSTAR, broadband content services, sale of direct television equipment, satellite uplink-downlink services, broadcasting television service & telecommunication, telephone network services, and engineering development services on communication technology and electronics. The net profit contributed to INTOUCH in 2020 was 211 million baht.



**Other businesses:** These comprise the following:

- The Company's own activities, which provide development and synergy within the group, set financial and performance targets for the operating companies, assist to obtain funding at the most attractive terms possible, search for opportunities in emerging technology and provide funding, knowledge sharing & mentoring to the start-up companies, as well as crafted a business strategy to create synergy among the group.
- Business operations under Venture Capital projects.
- Home shopping business in Thailand
- Information technology business which provides computer program and related services.
- Media and advertising, comprising a UHF television broadcasting station and advertising business. The television station, ITV, ceased operations on 7 March 2007 after its operating agreement was terminated by the PMO. At present, the dispute between ITV and the PMO relating to the Operating Agreement was disclosed in note 38.2 to the 2020 financial statements.

The total net loss recorded by other businesses in 2020 was 271 million baht.

The consolidated net profit attributable to owners of parent in the year 2020 was 11,048 million baht.

1. INTUCH, which is a holding company with investments in telecom, media and technology (TMT) sector, including digital businesses.
2. ADVANC, which operates telecommunication business including mobile network service, fixed broadband service, and digital service.
3. THCOM, which operates the satellite and related services, internet and media services, and telephone business abroad.

## The size of the Company meets the criteria for holding companies

The Company as a holding company complies with the notification of the Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares and the notification of the Securities and Exchange Commission Re: Consideration of the size of a holding company that offers newly issued shares for sale, as follows:

- 1 The combined size of the Company's subsidiaries that make up its core business amounts to 36.05% of the total assets.
- 2 The combined size of all the Company's subsidiaries and associates amounts to 98.15% of the total assets
- 3 The combined size of the Company's other investments amounts to 1.85% of the total assets.

These figures have been calculated from the the Company's financial statement as of 31 December 2020 and comply with the notification of the Capital Market Supervisory Board mentioned above.

## Relationships with the major shareholders' businesses

- None -

## The operating results

The consolidated net operational results by business segment for the previous 3 years are as follows:

Business Segment	Operated by	Operation interest as at 31-Dec-20	2020		2019		2018	
			Baht Million	%	Baht Million	%	Baht Million	%
Local wireless telecommunications	AIS and its subsidiaries	40.45	11,108	100.55	12,401	111.89	12,043	104.80
Satellite and international businesses	THAICOM and its subsidiaries	41.13						
- Profit (loss) from operation			(56)	(0.51)	(125)	(1.13)	54	0.47
- Gain from sale of investment			-	-	-	-	463 <sup>3)</sup>	4.03
- Loss from assets impairment <sup>2)</sup>			(22)	(0.20)	(692)	(6.24)	(741)	(6.45)
- Gain (Loss) from extra items <sup>4)</sup>			289	2.62	(108)	(0.97)	5	0.04
Other businesses:	Operated by Intouch Holdings Plc, subsidiaries and associates <sup>1)</sup>		(271)	(2.46)	(393)	(3.55)	(333)	(2.89)
Net profit to owners of parent			11,048	100.00	11,083	100.00	11,491	100.00

Remark:

<sup>1)</sup> Comprised of ITAS Co., Ltd., (which ceased its operation in 2020) Intouch Media Co., Ltd., which held investment in High Shopping Co., Ltd. (a joint venture which operates home shopping in Thailand), ITV PLC. (ITV ceased operations on 7 March 2007) and business under Venture Capital Project.

<sup>2)</sup> During 2020, the Company recognized the share of goodwill impairment which related to satellite businesses at 22 million baht. In 2019 and 2018, the Company recognized the share of these impairment losses on satellite and other related assets at 692 million baht and 741 million baht, respectively (net of non-controlling interest and tax). This was due to the decrease of revenue from satellite after the slowdown of satellite industry from the change in consumer behaviour, together with fierce competition.

<sup>3)</sup> During 2018, Thai Advance Innovation Co., Ltd. ("Thai AI") (formerly DTV), a subsidiary of THAICOM, sold all ordinary shares in CSL to AWN, a subsidiary of AIS. The Company recognized the share of these gain at 463 million baht (net of non-controlling interest and tax).

<sup>4)</sup> Excluded share of gain/loss from extra items such as write-off assets, compensation income, contract restructuring transactions, net foreign exchange gain (loss).



## Nature of Business

INTOUCH is a holding company that invests in the telecom, media and technology (TMT) sector, including digital businesses, which is currently one of the most important drivers of economic growth. This sector covers everyday life and provides services to a large number of people. Over the past 30 years, INTOUCH has supported the country's economic growth by adopting innovative technologies, creating jobs, and making life more convenient through technological developments that serve customer needs. The Company has two main business strategies.





## 1. Asset management

to support the growth of the companies in which it invests and increase their value. There are two categories of investment.

1.1 Major investments in established companies in which INTOUCH participates in the management, policy-setting and business direction. These currently comprise:

- **Advanced Info Service Plc. (AIS)**, an associated company that operates a wireless telecommunication business
- **Thaicom Plc. (THAICOM)**, a subsidiary that operates satellite and international businesses
- **High Shopping Co., Ltd. (High Shopping)**, a joint-venture home shopping business

1.2 Minor investments in start-up companies in which INTOUCH is not regularly involved in managing. These comprise venture capital investments under **the InVent project**.



## 2. New investments

to diversify the portfolio and generate additional growth for sustainable returns. INTOUCH identifies and researches emerging technology trends that have the potential for future growth. Opportunities can be exploited by establishing a new company or joint venture, undertaking a merger or acquisition, or investing in a fund of funds.

INTOUCH operates its business professionally, focusing on asset management to create sustainable benefits for all the stakeholders and maximize shareholder returns, which are the Company's ultimate goals. There are three business segments as follows:

- 1) **Wireless Telecommunications Business operated by AIS;**
- 2) **Satellite and International Business operated by THAICOM; and**
- 3) **Other Businesses.**

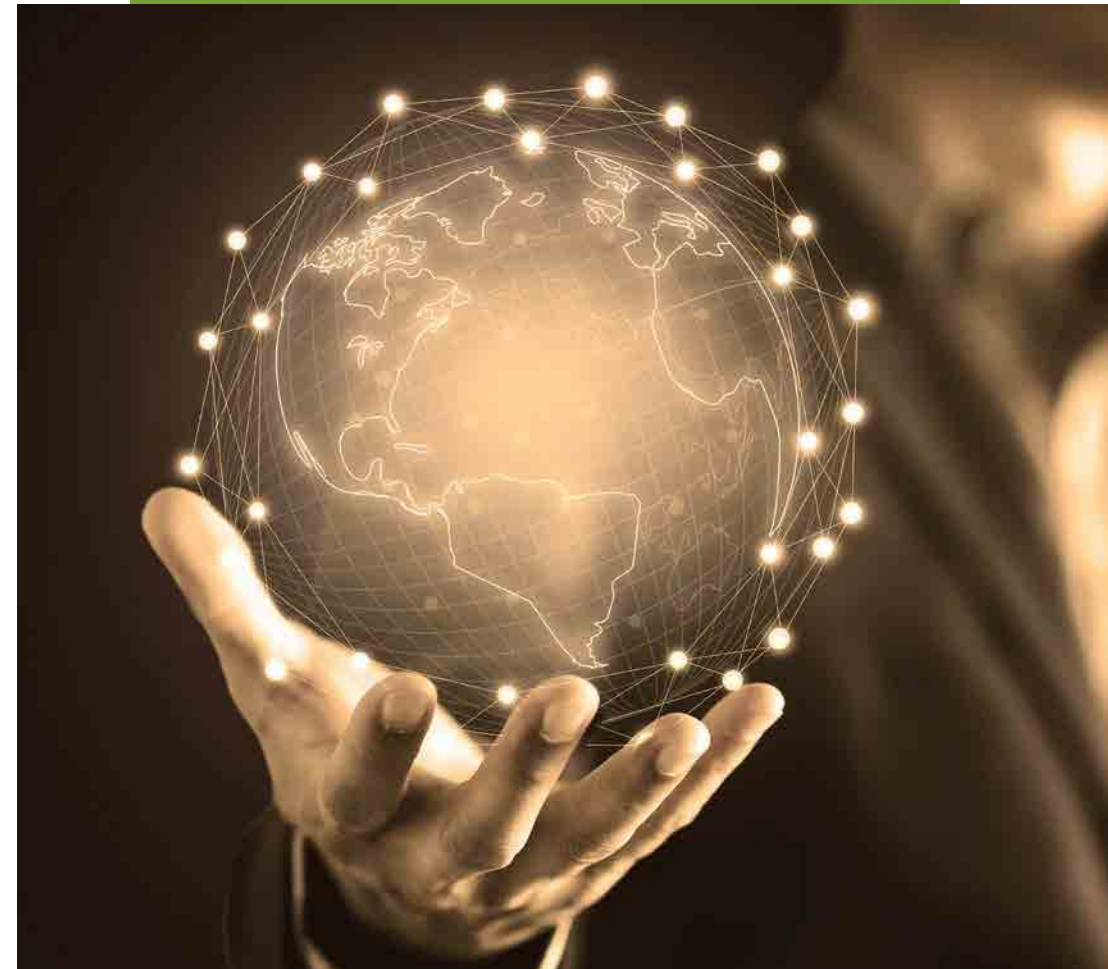
The major profit contribution is currently made by AIS, which generates the highest revenue and had a market value equivalent to 97% of the Company's net asset value at the end of 2020.



## Wireless Telecommunications Business operated by AIS

INTOUCH's biggest investment is in AIS, which had a market capitalization of 523,346 million baht at the end of 2020. INTOUCH's dividends are mostly those passed through from AIS. The latter is the leading digital life service provider in Thailand, operating in three key business areas: **mobile** (which contributed approximately 92% of total revenue in 2020), **fixed-broadband, and digital services**. AIS's goal is to be the best and most popular service provider in Thailand.

The majority of AIS's businesses are operated under the regulations of the NBTC. AIS is mandated to pay operating license fees to the NBTC, along with Universal Service Obligation (USO) fees and phone numbering fees totaling around 4% of service revenue per year.



## Mobile Business

At the end of 2020, AIS was still the market leader in terms of revenue and customer market share with 46%. AIS provides services on 2G, 3G, 4G & 5G networks using the 900MHz, 1800MHz, 2100MHz & 2600MHz frequency bands with a total capacity of 220MHz (2x60 MHz using the FDD technique and 100MHz using the TDD technique), of which 190MHz is under a license granted by the NBTC and 2x15MHz is under a partnership agreement with TOT (now NT). AIS's mobile network now covers over 98% of the country's population.



In addition, AIS was allocated the 700MHz with 30MHz capacity and 26GHz with 1,200MHz capacity spectrums. The license for the latter will be issued in February, while the license for the former is expected by the end of the first quarter of 2021.

As a result of securing the largest additional bandwidth in the industry, AIS will maintain its leadership in terms of both service quality and capability to provide 5G. AIS has already launched a 5G service, and is expanding the coverage in Bangkok and key areas of every province in Thailand, prioritizing industrial estates and locations with a high demand for data services.

## Fixed-Broadband Business

AIS launched its fixed-broadband business under the “AIS Fibre” brand in 2015, with the goal of creating a new source of revenue by utilizing the fibre-optic network that was already in place, and leveraging its mobile subscriber base. AIS Fibre is currently available in 77 cities across Thailand, covering 8 million households. AIS has used its strengths in the provision of FTTH technology to penetrate the market and connect homes to the internet, and is ready to support existing ADSL users who wish to upgrade to better equipment and a superior speed of up to 1 Gbps. In 2020, fixed-broadband contributed 5.4% of core service revenue. At the end of the year, there were 1,336,900 subscribers, accounting for more than 12% of the fixed-broadband subscriber market share.

AIS Fiber continues to maintain its leading service quality and differentiate itself with new services; for example, Speed Toggle (which allows users to adjust their download and upload speeds online) and MESH WiFi routers (which provide better coverage in large homes). AIS has also begun rolling out Fixed Wireless Access (FWA) using 5G technology, which makes a high-speed internet service possible for buildings in which fibre-optic cables are not allowed or remote areas where the cost of installing them is prohibitive.







## Digital Service Business

This business involves the development of services using digital technology in a variety of formats, including communication networks, internet platforms and technical solutions, for both corporate and retail end-users. This is achieved via cooperation with various partners, along with the development of an integrated business ecosystem in which all of them can grow together and become successful. AIS continues to develop its digital services in response to rapid changes in consumer demand and behavior, especially as the COVID-19 shutdown triggered a need for digital services in the “new normal”. With 5G readiness, AIS strives to become a comprehensive digital lifestyle service provider through cooperation with partners in different areas of expertise.

AIS is currently focused on five main business areas:



VDO Platforms



Business Cloud



Mobile Money



Internet  
of Things (IoT)



Other platform  
-based services

The other platform-based services include the following; 1) ICT solutions, 2) Services for SMEs, such as mobile phone plans, online business platforms, IoT solutions and business software and 3) Digital marketing for businesses to attract more customers. AIS’s digital services are an important driver that are generating new revenue streams in addition to its current mobile internet charges. They have enabled the company to be an integrated service provider via the convergence of products and services from its three core businesses.



## Industry Conditions and Competition in 2020

### Mobile business under pressure from the economic slowdown

The COVID-19 outbreak in February 2020 resulted in a national shutdown for most of the second quarter, while cross-border travel restrictions were maintained for the rest of the year. This had a severe impact on Thailand's economy, particularly tourism and exports but also domestic consumer purchasing power. The country's GDP contracted and mobile service revenue experienced an industry decline. While the majority of mobile phone users remained on prepaid plans, the postpaid subscriber base grew due to increasing demand for continuous data connections.

Competition in the mobile industry remained intense from late 2019. The operators continued to offer fixed-speed unlimited packages in both the prepaid and postpaid segments in order to retain their subscribers and attract new ones. Although all the operators were able to increase their prices by 50 to 100 baht per package, weaker purchasing power and the loss of revenue from foreign visitors reduced ARPU across the industry.

### Official launch of 5G service

Following the spectrum license auction on 16 February 2020, operators have begun rolling out 5G networks to serve retail customers and corporate clients, focusing on strategic locations with a high demand, particularly the Eastern Economic Corridor and the new Smart Cities. In October, the operators began to unveil their 5G packages with related content, such as Augmented Reality/Virtual Reality (AR/VR), Cloud Gaming and high-definition Video Streaming, which offer new experiences to consumers that can generate additional revenue. As it was the early stage of 5G technology and there were only thirty handset models available with a high starting price of 10,000 baht, the initial subscription rate was low. However, AIS expects this to increase rapidly soon.

### Robust growth in fixed-broadband, following the trend to work and study from home

The fixed-broadband market continued to grow robustly during 2020. The necessity of working or studying from home during the national shutdown led to a rapid increase in demand for home internet, which prompted all the providers to offer new services with very competitive pricing. By the end of the year, the total number of retail and enterprise fixed-broadband subscribers exceeded 11 million, up from 10 million in 2019, with a nationwide penetration rate of 51%, compared to 47% in 2019.



## Industry Outlook and Competition in 2021

### Mobile business revenue will continue to be pressured by sluggish economic recovery

The COVID-19 situation was a catalyst for rapid change in consumer behavior, forcing people to work and study online from home and hiking demand for data. Due to the continuing uncertainty, economic recovery in Thailand will be slow. Consequently, the competition in 2021 is expected to remain high, with operators continuing to offer fixed-speed unlimited-data packages at attractive prices. However, the expected drop in the price of 5G handsets will accelerate user adoption and allow the operators to increase their revenue from 5G-related services.

### 5G network expansion will make more value-added services possible and penetrate enterprise accounts

The trend towards 5G adoption will become clear in 2021 as a higher number of smartphones begin to use the new network. Over 40 5G-models with a starting price of lower than 10,000 baht are expected to be launched in the Thai market, while a more diverse array of content will provide new user experiences to drive demand. Competition will be high as all the operators strive to be the 5G market leader by strengthening their networks. The operators are slated to receive their 700MHz and 26GHz spectrum licenses within 2021; the 700MHz band's wider coverage will support 5G and IoT devices, while the 26GHz band (millimeter-wave spectrum) will deliver massive network capacity and allow high-speed data transfers. As a result, the operators can apply effective 5G technology in many industries via business partnerships; for example, remote-control machinery, security systems and Smart Home solutions. Moreover, 5G technology will also be deployed in Fixed Wireless Access (FWA) for home broadband internet.

### Fixed-broadband growth expected to continue

Consumers are expected to continue adapting to the digital era, altering their daily lives and work routines, which will require more Over-the-Top (OTT) services, leading to higher demand for home internet. About 52% of households nationwide are connected to broadband, a low penetration rate compared to some countries, so this segment has a high growth potential in 2021. Therefore, 5G will bolster high-speed internet by providing FWA in remote areas where it is not financially viable to install fibre-optic cables.

Competition in the fixed-broadband market is likely to remain high in 2021. However, service providers are expected to use additional strategies to retain and expand their customer bases, including increasing internet speeds and providing free equipment upgrades, while offering extra devices (such as more routers for better coverage within the home) or convergence packages that amalgamate different services, in order to boost revenue and sustain ARPU.



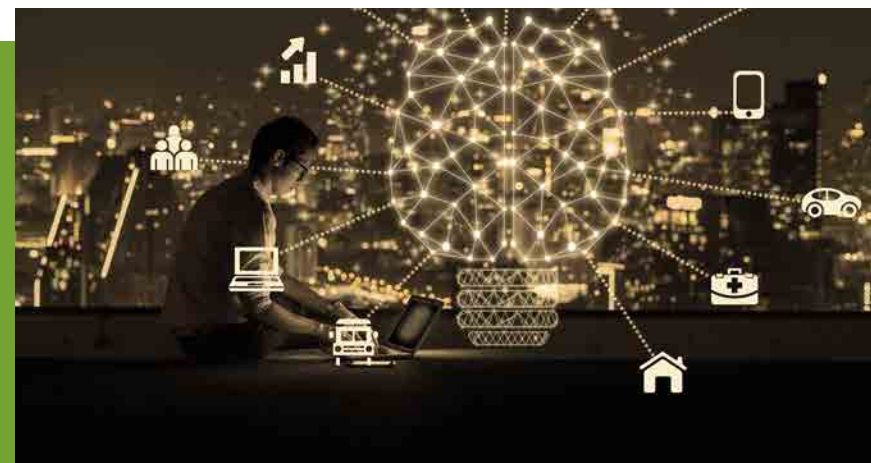
## Business Direction over the next three years

AIS aims to reinforce its goal of becoming a “Digital Life Service Provider” by enhancing its core businesses, namely mobile services, broadband services and digital solutions, and developing innovative products that will enrich people’s lives and support business operations, as well as increase Thailand’s competitiveness. AIS can see that utilizing the latest technology creates a competitive edge that will strengthen capabilities and drive sustainable growth across the country.

### Reinforcing core businesses and maintaining market leadership with quality services and operational excellence

AIS strives to maintain its leading position in the mobile industry, and is committed to investing in its networks in order to provide better services. The multi-band and multi-technology network equipment will support both the 4G & 5G networks, thereby making the investment more cost effective, to meet the increasing demand for 4G data and capture the rising adoption of 5G. Moreover, AIS is determined to be the market leader in rich-media content and digital entertainment, serving its customers at a more personalized level through enhanced data analytics.

As this is the early stage of 5G, AIS has given priority to building up its technological knowledge and studying use cases with its allies and partners in their specialized industries. AIS intends to create a robust and efficient 5G ecosystem in order to offer different services; for example, 3D video-conferencing, cloud operations, industrial automation, mission critical software, and Smart City/Home/Car solutions. For corporate clients, AIS is ready to develop various kinds of industrial automation and customized data management, intent on using its expertise and network knowledge to meet the specific demands of different businesses and create new revenue streams.



### Increasing access to home broadband by leveraging the mobile network

Quality broadband has become essential in Thai households as digital services have become more important. There has been a growing demand for ultra-high-resolution streaming of video content and games, requiring a faster, more reliable and higher-capacity network. AIS plans to continue expanding its broadband network into areas that are urbanizing, by leveraging its currently available infrastructure. With 5G capabilities, home broadband can benefit from FWA, which enables connectivity in areas where installing fiber-optic cables is prohibitively expensive or where there are geographic limitations to building and maintaining the infrastructure. FWA can reduce the set-up cost and time, as connections via mobile equipment make physical cables unnecessary. With growing home access, AIS aims to provide more domestic services in the future, such as entertainment, security and automation.

## Adapting new value-added digital services to changing consumer lifestyles, and strengthening enterprise competencies

AIS aims to expand its digital service offerings and make them real-time, predictive and more personalized. These services include video streaming, mobile payments, IoT, cloud computing, gamification and online insurance broking. By building strong business partnerships, increasing convenience and improving platform usability, AIS intends to expand its digital service user base.

AIS also aims to play a major role in addressing the growing needs of corporate digital transformation. The company will reinforce the advanced services it offers, which will include improving its cloud computing capability, looking for partnerships with leading ICT providers, and expanding the capacity of its data centers to capture the rising demand for cloud services. These services will allow enterprises to optimize cost efficiency, ensure system reliability & security, and strengthen their capabilities, which will complement Thailand's competitive advantage in economic development.

## Integrating technology to improve business process efficiency and human resource development

Heading into the digital age, AIS aims to utilize technology to enhance its competitiveness. Firstly, it will not only offer the right product mix with existing services and platforms, but also be able to personalize bundles through the use of data analytics in order to meet increasingly diversified needs. Secondly, AIS will integrate technologies such as Robotic Process Automation (RPA), Artificial Intelligence (AI) and Machine Learning (ML) to enhance its customer services and internal processes, as well as optimize costs. And finally, the AIS Innovation Center and digital learning platform, which provide a variety of courses on demand, have been established to increase the knowledge and skills of AIS's employees. Reinforced by these programs, the employees will be ready to use the latest technological innovations in their work processes, and collectively move towards AIS's goal of becoming a "Digital Life Service Provider" with ease.



## Assets used in operations

The total assets used in the operation of AIS's business can be divided into three main groups:

- 1) **Fixed assets** such as network equipment, service shops, office buildings and land, along with the financial leases recognized under right-of-use assets. The net book value of fixed assets as at 31 December 2020 was 181,241 million baht.
- 2) **Licenses to operate telecommunication services**, namely spectrum licenses and Telecommunication Business License Types 1, 2 & 3, Internet Service Provider Type 1, and International Internet Gateway and Internet Exchange License Type 2 (with its own network). Moreover, the company has licenses to operate an electronic money business and mobile electronic payment service, including an electronic wallet and online prepaid top-ups.
- 3) **Commercial Agreements**, namely a Roaming Agreement and Telecommunication Equipment Rental Agreement with TOT (now NT), and a Telecommunication Tower Rental Agreement with TOT and CAT (now NT).



More information can be found in AIS's Form 56-1 One Report for 2020.

## Satellite and International Businesses operated by THAICOM

THAICOM's main businesses comprise



1) Satellite and Related Services



2) Internet and Media Services



3) Telephone Business Abroad

The company is focused on long-term return on investment, as its businesses are capital intensive and require specific capabilities. Nearly all the current revenue comes from the Satellite and Related Services business and over half of this (55%) is generated in Thailand. THAICOM, one of the Company's significant investments, has been established for almost 30 years. Its market capitalization at the end of 2020 was 9,372 million baht.





## Satellite and Related Services

THAICOM conducts its business under the Operating Agreement on Domestic Communication Satellites with the Ministry of Information and Communication Technology (now the Ministry of Digital Economy and Society), which expires in September 2021, and a satellite network license from the NBTC, which expires in 2032. THAICOM operates two types of satellite, conventional ones (Thaicom 6, 7 & 8) and a broadband one (Thaicom 4).

The conventional satellites provide end-to-end broadcasting satellite services, in Standard Definition (SD), High Definition (HD) and Ultra-High Definition (UHD) formats, to terrestrial and satellite TV operators, content providers and direct-to-home broadcasters. THAICOM's distribution services are the perfect choice for pay-TV and satellite TV operators to transmit television programs and other content to their subscribers.

The broadband satellite is primarily designed to provide broadband internet access (point-to-point). It enables Internet Service Providers (ISPs) to deliver satellite broadband services to groups of residents and small businesses in rural areas, especially remote ones, of the Asia-Pacific region. THAICOM also provides end-to-end satellite broadband services that allow mobile operators to backhaul their traffic via satellite in rural areas not covered by terrestrial networks. The broadband satellite allows businesses, which require dependable connectivity, to run their operations smoothly and safeguard themselves against network failure. THAICOM also provides broadband services to government agencies to extend their reach nationwide, and has enabled universal access to broadband internet. This has already helped governments during nat-



ural disasters, and provides distance-learning for schools, community broadband internet, and reliable Virtual Private Networks (VPN) for e-Government and other services.

In addition, THAICOM provides an end-to-end maritime broadband service platform (NAVA) for connectivity at sea, including offshore operators. Passengers and crew members on ships now expect a reliable broadband service, which can also increase safety on board and support operational efficiency.

Other services include a consultancy for satellite service operators and government agencies that want to operate their own satellites. THAICOM currently provides this service to a government agency in Bangladesh, and is looking for opportunities to expand it to other countries in South Asia.



## Industry Conditions and Competition in 2020

**Conventional satellites** – Although the number of consumers accessing video content via internet-connected devices is increasing fast, there has not been a corresponding demand for satellite bandwidth. This is mainly due to the transition of content resolution from SD to HD & UHD.

In the Asian market, satellite demand in India is growing, driven by both broadcast and telecom services. THAICOM has focused on finding business alliances in order to introduce more flexible services for both wholesale and retail customers, while the growing demand in Indochina is mainly due to government-supported initiatives to improve communications, especially in under-connected rural areas. Mobile backhaul is the key application that has contributed to the growth in demand for 4G services across the region.

The high demand in Asia has drawn other satellite operators to this market and brought competitive pricing pressure to bear on the existing ones. However, THAICOM does not expect the competition to have a significant impact on its performance, due to the company's long-term relationships with many customers and the high demand for its satellite transponders.

In the African market, the sheer size of the continent and the difficult terrain makes it very challenging to develop terrestrial telecom infrastructure. Satellite services, therefore, fill an important role in meeting demand in this region, especially mobile backhaul, broadband internet and VSAT (Very Small Aperture Terminal). Due to the advantages of these services, satellite demand in this region continues to grow, despite the economic disruption caused by the COVID-19 pandemic.

Africa is the second-largest continent in the world, with a high population density in some areas but a low penetration rate for telecom services. There are many major players who have expanded into this market after seeing the business opportunities so the pricing is very competitive. Moreover, high-speed internet has become essential for many people in this region. Satellite services are being considered as the best option for delivering programs to terrestrial TV stations and connecting mobile networks throughout the region.

**Broadband satellite** – Despite the COVID-19 pandemic, the global demand for broadband services remained strong during 2020. This was mainly due to an increase in bandwidth usage by satellite receiving stations and the development of satellite network technology, which has resulted in mobile operators upgrading their 2G, 3G & 4G networks in order to protect their market share.

The broadband satellite industry is in a transition phase with multiple ongoing developments – including incumbent operators extending to new geographic areas, the emergence of GEO/MEO/LEO High Throughput Satellites (HTS), innovative space- and ground-segment designs, and new business models & solutions – resulting in a more competitive environment. Nevertheless, it is likely that Thaicom 4 will maintain its competitiveness, as the first mover in the Asia-Pacific market with over ten years of hands-on experience and landing rights in more than ten countries around the region.



## Strategies in 2020

THAICOM will continue to support its “Hot Bird” position and strengthen the broadcasting platform at 78.5 degrees East, where Thaicom 6 & 8 are located. As of 31 December 2020, there were 748 satellite TV channels (of which 147 were HD channels). As for Thaicom 7 & 8, the company is focused on long-term partnerships with its existing customers in order to continue generating revenue, especially in India. Moreover, the company is concentrating on collaboration with global partners to support mobile backhaul services in the Indochina region.

In the African market, THAICOM’s strategy is to form strategic partnerships with regional operators to provide broadcasting and telecommunications services such as mobile backhaul, VSAT systems, and full/back-up IP trunking. In addition, the company has entered a partnership with a European teleport services provider to broadcast European TV channels on its Africa platform.

As for the broadband service, THAICOM has placed importance on enhancing the bandwidth efficiency on both the Thaicom 4 platform and its business partners’ platforms. This will increase the utilization rate through the sale of wholesale bandwidth to telecom operators, businesses and government sectors in the region, along with broadband internet to individual users in potential markets. In addition, THAICOM plans to extend its NAVA services through NSAT (see “Other businesses” below) in cooperation with CAT (which recently merged with TOT to become National Telecom Plc. [NT]). With regard to its long-term plan, THAICOM is considering potential partnerships to operate a Next Generation High Throughput Satellite in order to provide broadband services at very competitive prices.



## Internet and Media Services

This service is operated by Thai Advance Innovation Co., Ltd. for the sale and lease of internet platforms and the sale of DTV’s satellite dishes, along with broadband & television network and system integration services in Thailand, both installation and consultancy.

## Telephone Business Abroad

This service is provided by Lao Telecommunication Public Company (LTC), an investment through Shenington Investments Pte Ltd. (SHEN), a holding company registered in Singapore. LTC is a joint venture with the Government of Lao PDR, under a concession agreement that expires in 2046. LTC provides mobile & fixed wireless, mobile broadband, international roaming, and value-added services. LTC is the leading telecom operator in Lao PDR, with approximately 1.72 million subscribers at the end of 2020.



## Other businesses

In 2020, THAICOM established two joint venture companies called Nation Space and Technology Co., Ltd. (NSAT) and ATI Technologies Co., Ltd. (ATI).



- NSAT, a joint venture with CAT (now NT), announced the launch of a new service called “NAVA by NSAT” in December 2020. This service provides digital solutions for ships and offshore operators, by integrating THAICOM’s satellite technology with NT’s digital capability.



- ATI, a joint venture with AI and Robotics Ventures Co., Ltd. (a subsidiary of PTT Exploration and Production Plc.), launched a project in December 2020 to produce and distribute unmanned aerial vehicles (drones), and provide a full range of related solutions. The aim in the initial phase is to help farmers increase their crop yields.

Both companies planned the initial launches of these products and services last year, and will be fully operational this year.

## Assets used in operations

THAICOM’s major assets used in the operations comprise the following:

- Assets under Agreement for the Operation of Satellites**, including Thaicom 4 & 6, satellite control equipment, ground equipment, and TTC&M (Telemetry, Tracking, Command and Monitoring System).
- Assets under license**, including Thaicom 7 & 8, satellite control equipment, ground equipment, and TTC&M (Telemetry, Tracking, Command and Monitoring System).



More information can be found in THAICOM’s Form 56-1 One Report for 2020.

## Other businesses

The Home Shopping Business operated by High Shopping has various sales channels, namely satellite, cable & terrestrial TV, e-commerce, and outbound calls. High Shopping also provides a call center service for business partners. However, most of the revenue is still generated through satellite TV. In 2020, High Shopping enhanced its revenue through various strategies, including business partnerships with channel operators, collection of delivery fees from customers, and a new strategy of offering products through direct sales.



In 2020, High Shopping's revenue was 576 million baht, a decrease of 24% from the previous year. The revenue softened from a slowdown in the satellite TV industry, especially on key platforms. Moreover, the competition heated up due to digital TV operators selling various products through their channels, along with the popularity of e-commerce platforms during the COVID-19 outbreak that led to a change in consumer buying behavior.

In 2021, High Shopping will continue to use its business model of partnerships, improve both its offline and online sales channels, offer new products through direct sales, and increase competitiveness by differentiating its products and itself through better advertising content, as well as manage costs more effectively.

All the products offered by High Shopping can be viewed on the satellite television platforms PSI, DTV & BIG4, on the High Shopping channel, as well as other satellite TV channels on airtime rental. The online channel at [www.highshopping.com](http://www.highshopping.com) and the mobile application "HIGHSHOPPING" are other options to reach the company and order its goods.

High Shopping's operating assets comprise the following:

- 1) **Fixed assets**, including production and broadcasting equipment.
- 2) **Assets under license**, including radio and television broadcasting business licenses.



Corporate venture capital under the InVent project searches for opportunities in emerging technology in order to generate new growth and supplement the existing business units. The Company continues to follow its policy of investing in the TMT sector, including digital businesses. The territory is not limited to Thailand, and the Company currently has investments in Singapore and Japan as well.

On 1 January 2020, INTOUCH adopted a new accounting method to record the gain or loss on changes in the fair value of its investments, instead of recording gains or losses using the equity method, in order to reflect the real value of its investments. The Company will now estimate the fair value of its total venture capital investment on an annual basis.



INTOUCH strives to support and strengthen the start-up community by helping to fund new companies with innovative ideas, promoting collaboration amongst the companies in the group, and standardizing their internal processes such as accounting and legal compliance, including the new law on personal data protection. In addition, the Company participates in various related activities, which includes providing speakers and judges at start-up conventions, both domestic and international, and advisors on topics such as investment, business development and fundraising techniques in several government and private business incubation programs. In 2020, INTOUCH sponsored the “Techsauce Global Summit 2020: Special Edition”, and provided several speakers.

During the event, representatives from INTOUCH and Eventpop (one of the InVent companies) organized a panel discussion on the topic “Reinventing amid crisis” to show how start-ups should work with investors in pivoting their businesses amid the COVID-19 pandemic, which attracted a lot of interest from the people who attended the summit. In addition, the Company joined a business partner matching event to seek potential strategic investments.

In 2020, INTOUCH invested a total of 215 million baht in five more companies, as described below.



Datafarm Co., Ltd. - a leading Thai cyber-security start-up providing penetration tests and IT audits to government agencies and top commercial enterprises. The demand for cyber-security expertise is expected to increase, and Datafarm's strong team has the potential for successful collaborations with the companies in INTOUCH Group.



Axinan Pte. Ltd. - a Singaporean Insurtech start-up with footprints in Thailand, Indonesia, the Philippines and Malaysia. The team members of Axinan, which has since been rebranded as Igloo, are experienced in the insurance sector and related technology development. This company is expanding fast in the insurance industry, which is increasingly adopting new technology, and has the potential for a successful collaboration with AIS's digital insurance business.

## PARONYM

Paronym Inc. - a Japanese start-up developing interactive video technology that enables end users to have a higher level of engagement, especially in the 5G era, with brands in various industries that use video media as a means of communication. These include e-commerce, tourism, education and social media.



Chomchobgroup Co., Ltd. - a Thai start-up providing a platform on which customers can exchange points from credit cards and partners' reward programs for points that can be redeemed for other products and services. INTOUCH expects that these points will become digital assets for both the issuers and holders with several value-added use cases, such as cash equivalents to invest in other assets, and also support AIS's reward system.



Swift Dynamics Co., Ltd. - a Thai start-up developing construction and facility management software that uses IoT technology to connect multiple devices to the cloud, increasing the efficiency of enterprise customers. INTOUCH will support Swift Dynamics in developing Smart Cities across Thailand, which will help to expand AIS's business by penetrating the Smart Home segment.


INTOUCH also made additional investments in three InVent companies, namely Peer Power Co., Ltd., Choco Card Enterprise Co., Ltd., and Event Pop Holdings Pte. Ltd. totaling 64 million baht.

Consequently, the value of the active InVent portfolio rose to 975 million baht at the end of 2020 (excluding companies that were monetized or written-off), from 943 million baht at the beginning of the year.

The Company also sold all of its shares in Social Nation Inc. and Wongnai Media Co., Ltd. Therefore, the total exit value at the end of 2020 was 355 million baht.

There are currently 18 companies in the InVent portfolio (excluding five that were monetized and two that were swapped). The other 13 companies are listed in the table below.

Year	Company	Nature of Business
2012	 (Ookbee Co., Ltd.)	<ul style="list-style-type: none"> <li>A leading digital content platform in Thailand for User Generated Content (UGC) by anyone, including novels, comics and music.</li> </ul>
2013	 (Meditech Solution Co., Ltd.)	<ul style="list-style-type: none"> <li>A manufacturer and distributor of eye-tracking communication devices for paralytics and other disabled people, which allows them to communicate with medical staff and relatives clearly and more conveniently.</li> </ul>
2015	 (Playbasis Pte. Ltd.)	<ul style="list-style-type: none"> <li>A gamification platform for websites and mobile applications, providing innovative digital marketing to connect consumers to brands.</li> </ul>
	 (Golfdigg Co., Ltd.)	<ul style="list-style-type: none"> <li>The leading online golf-course reservation and payment application, which also provides related services and develops golf course websites.</li> </ul>
2017	 (Event Pop Holdings Pte. Ltd.)	<ul style="list-style-type: none"> <li>Thailand's leading end-to-end event management platform with comprehensive technology-oriented services, from ticketing and site access control to related cashless payment solutions and CRM suites.</li> </ul>
	 (Ecommerce Enablers Pte. Ltd.)	<ul style="list-style-type: none"> <li>An integrated e-commerce platform called "Shopback" that now operates in nine countries, namely Singapore, Taiwan, Malaysia, Indonesia, the Philippines, Thailand, Australia, Vietnam and South Korea.</li> </ul>

Year	Company	Nature of Business
2018	 (VVR Asia Co., Ltd.)	<ul style="list-style-type: none"> <li>A leading provider of premium Virtual Reality (VR), Augmented Reality (AR) and Mixed Reality (MR) solutions on mobile devices. These solutions have been used in various sectors, including healthcare, telecom, entertainment, transportation and education.</li> </ul>
	 (YDM Thailand Co., Ltd.)	<ul style="list-style-type: none"> <li>A leading digital marketing group in Thailand that provides related services, such as consulting, media hosting, and marketing solutions &amp; platforms.</li> </ul>
	 (Choco Card Enterprise Co., Ltd.)	<ul style="list-style-type: none"> <li>A leading CRM and POS digital platform services provider that develops systems for the SME sector, customer data analytics and data-driven marketing, in order to increase the returning visitor rate and create sustainable revenue growth.</li> </ul>
	 (Ecartstudio Co., Ltd.)	<ul style="list-style-type: none"> <li>A leading designer, developer and provider of location-based information systems, which also offers a consulting service on digital map systems and location-based technology.</li> </ul>



Year	Company	Nature of Business
2018	 <b>PeerPower</b> (Peer Power Co., Ltd.)	<ul style="list-style-type: none"> <li>A debt crowdfunding platform that connects creditworthy enterprises to investment capital, which enables the business owners to obtain unsecured loans and provides alternative options for investors.</li> </ul>
	 <b>DOCTOR A<sup>TO</sup> Z</b> (Doctor A to Z Co., Ltd.)	<ul style="list-style-type: none"> <li>A 24-hour online healthcare service platform, with a strong network of JCI hospitals and highly-qualified medical specialists.</li> </ul>
	 <b>ninjavan</b> (Ninja Logistics Pte. Ltd.)	<ul style="list-style-type: none"> <li>A provider of innovative logistics technology and services, designed to help e-commerce businesses optimize their logistics and meet their needs. Ninja Logistics currently operates in six countries in South East Asia, namely Singapore, Malaysia, the Philippines, Indonesia, Thailand and Vietnam.</li> </ul>

INTOUCH can foresee that venture capital investments increase the opportunities for business growth by exploiting new innovations that will generate INTOUCH's Group additional value. The total value of the InVent portfolio has jumped over the past nine years to 1,330 million baht (combined active and exit value), while most of the companies in which INTOUCH has invested have grown and developed their financial acumen and business skills. The Company aims to continue growing the InVent portfolio in order to increase its contribution to total shareholder return in the future.



## Major Shareholders

### The Company's major shareholders

The Company's shareholding structure as compiled by Thailand Securities Depository Co., Ltd. on 21 August 2020, the last record date for specifying the shareholders who had the right to receive a dividend, is shown below.

Shareholders	Number of shareholders	Number of shares	Percentage of investment
Thai securities holders	65,207	2,062,979,395	64.34
Foreign securities holders	236	1,143,530,031	35.66
<b>Total</b>	<b>65,443</b>	<b>3,206,509,426</b>	<b>100.00</b>



The Company's top 10 major shareholders are as follows:

Name	Number of shares	Percentage of investment
1. SINGTEL GLOBAL INVESTMENT PTE LTD <sup>1)</sup>	673,348,264	21.00
2. THAI NVDR COMPANY LIMITED <sup>2)</sup>	517,091,460	16.13
3. GULF ENERGY DEVELOPMENT PLC <sup>3)</sup>	256,287,400	7.99 <sup>4)</sup>
4. THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	166,753,460	5.20
5. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	75,690,674	2.36
6. SOCIAL SECURITY OFFICE	42,600,100	1.33
7. THE BANK OF NEW YORK MELLON	31,483,300	0.98
8. STATE STREET EUROPE LIMITED	31,364,584	0.98
9. MR. PERMSAK KENGMANA	30,023,100	0.94
10. KRUNGSRI DIVIDEND STOCK LTF	26,230,400	0.82

Remarks : <sup>1)</sup> Singtel Global Investment Pte. Ltd. is an indirect subsidiary of Singapore Telecommunications Ltd., of which Temasek Holdings Pte. Ltd. holds 49.81%. (Source: Singapore Telecommunications Ltd.'s Annual Report for 2020.)

<sup>2)</sup> The information on investors, which is shown on the SET website (www.set.or.th.) under Thai NVDR Co., Ltd. as of 21 August 2020, is as follows:

Name	Number of NVDR units	Percentage of investment
1. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	69,371,617	2.16
2. STATE STREET EUROPE LIMITED	64,734,352	2.02
3. STATE STREET BANK AND TRUST COMPANY	55,231,852	1.72
4. GIC PRIVATE LIMITED	23,320,325	0.73
5. N.C.B. TRUST LIMITED-NORGES BANK 5	21,579,000	0.67
6. SOUTH EAST ASIA UK (TYPE A) NOMINEES LIMITED	21,204,759	0.66
7. OTHER SHAREHOLDERS	255,441,905	7.97
<b>Total</b>	<b>517,091,460</b>	<b>16.13</b>

<sup>3)</sup> & <sup>4)</sup> Gulf Energy Development Plc. (GULF) is a holding company listed on the Stock Exchange of Thailand (the SET). Gulf submitted Form 246-2 to the SEC that it held 480,976,414 of the Company's ordinary shares as of 28 January 2021, representing 15% of the Company's paid-up capital.

## Major shareholders of the subsidiaries undertaking the Company's core businesses

Company	Name	%	Other minor shareholders	%
<b>Thaicom Plc</b> <i>(The latest register book closing date as of 13 January 2021)</i>	1. INTOUCH HOLDINGS PLC	41.13	Other Shareholders	44.14
	2. THAI NVDR COMPANY LIMITED	3.61		
	3. MR. WACHIRA THAYANARAPORN	2.51		
	4. MR. CHAWALIT WISARANKUL	2.15		
	5. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	1.67		
	6. MR. NARIT CHIA-APAR	1.66		
	7. MR. SONGKRAN RUKKARAT	0.99		
	8. CITIBANK NOMINEES SINGAPORE PTE LTD- LEMBAGA TABUNG HAJI-ASIA PACIFIC	0.79		
	9. MR. PICHIT CHINWITTHAYAKUL	0.72		
	10. MR.KITTI NGAMMAHARAT	0.63		
<b>I.T. Applications and Services Co., Ltd.</b> <i>(Subsidiary operating core business)</i>	INTOUCH HOLDINGS PLC	99.99	Other Shareholders	0.01
<b>Intouch Media Co., Ltd.</b>	INTOUCH HOLDINGS PLC	99.99	Other Shareholders	0.01
<b>ITV Plc <sup>1)</sup></b> <i>(The latest register book closing date as of 10 July 2020)</i>	1. INTOUCH HOLDINGS PLC	52.92	Other Shareholders	33.55
	2. GOLDMAN SACHS AND CO LLC	4.04		
	3. MR. NARIT CHIA-APAR	2.21		
	4. NORTRUST NOMINEES LTD-CL AC	1.92		
	5. THAILAND SECURITIES DEPOSITORY COMPANY LIMITED	1.44		
	6. MRS. MEI LEE	1.23		
	7. SAENG ENTERPRISE CORPORATION COMPANY LIMITED	0.83		
	8. MR. VINAI KLONGPRAKIJ	0.68		
	9. UOB KAY HIAN PRIVATE LIMITED	0.59		
	10. MR. PRASERT LOHAVIBOONSAP	0.59		

Remarks : <sup>1)</sup> Currently not in operation.

## Shareholder's agreement

The Company does not co-sign any agreements with its major shareholders related to the issuance and offering of the Company's securities or its management.

## Registered Capital and Paid-up Capital

On 31 December 2020, the Company had a total registered capital of 5,000,000,000 baht divided into 5,000,000,000 shares at a par value of 1 baht per share. The paid-up capital was 3,206,509,426 baht divided into 3,206,509,426 shares. The Company had no preferred stock.



## Other Securities

### Warrants to be offered to employees of the Company and/or its subsidiaries.

The Company has issued warrants to purchase its ordinary shares and offered these to some of its employees. The objective of this program is to retain qualified employees who will drive the Company's growth in the long term. In addition, the program motivates these employees and rewards them for their performance, creating mutual benefits for the Company and its shareholders. In order to encourage these employees to remain at the Company for a long time, the warrants can be exercised during a period of five (5) years from the date of issuance.

The Company issued five tranches of warrants under the Performance Share Plan program (from 2013 to 2017). There are currently two tranches remaining (from 2016 to 2017). The details are shown in the table below.

Details	Warrants	
	2016	2017
AGM date	31 March 2016	31 March 2017
Securities Type	Warrants to purchase the ordinary shares of Intouch Holdings Plc	
Type of Warrants	Warrants to purchase the Company's ordinary shares, with a non-transferable specified name (unless prescribed under the related conditions).	
Term	Not exceeding 5 years from the date of issuance and offering	
Number of Warrants to be offered	671,200 units	1,107,800 units
Number of reserved shares	671,200 shares	1,107,800 shares
Offer price per unit	0 baht (zero baht)	
Exercise ratio	One unit of warrant per one ordinary share, subject to change according to the conditions for adjustment of rights as prescribed under the related terms and conditions.	
Exercise price	55.241 baht per share	53.806 baht per share
Issue date	5 June 2016	6 June 2017
Maturity date	1 June 2021	1 June 2022
Exercise date	No.1 : 3 June 2019 No.2 : 1 June 2020 No.3 : 25-31 May 2021	No.1 : 1 June 2020 No.2 : 1 June 2021 No.3 : 25-31 May 2022



## Dividend Policy

### Dividend policy of the Company

The board of directors of the Company may recommend annual dividends, subject to the approval of the Company's shareholders, at an annual general meeting. From time to time, the Company's board of directors may declare interim dividends.

The current policy of the board of directors of the Company is to pay dividends from our standalone financial statements and to pass through dividends received from our associates and subsidiaries after the deduction of operating expenses, subject to the Company's financial needs or unless the payment of dividends would materially affect our operations

The dividend payment ratio over the last three years is shown below:

Dividend payment from the annual results using the Equity Method	2020	2019	2018
Earnings per share (Baht)	3.44	3.45	3.58
Dividend per share (Baht)	2.50	2.65	2.71
Payout ratio (%)	72.6	76.8	75.7



### Dividend policy of the subsidiaries and associated companies

The dividend payment of our subsidiaries and associated companies (except AIS) will be considered and proposed to their shareholders meeting approval, a dividend of not less than 40% of the net profits and shall not exceed retained earnings of standalone financial statements. The dividend payment shall not materially affect their investment plans and operations, and depend on cash flows as well as any other future obligations and any obligations with the financial institutes.

AIS, the Company's associated, aims to pay dividend at least 70% of consolidated net profit twice a year. The first of which shall be paid as interim as a result of operation during the first half of the year whereas the remaining thereof as annual payment as a result of operation in the second half year. Dividend payment shall be depending on cash flow, investment plan including any other future obligations. Such dividend shall not exceed the retained earnings of standalone financial statements nor adversely affect its ongoing operations.



# RISK MANAGEMENT AND RISK FACTORS



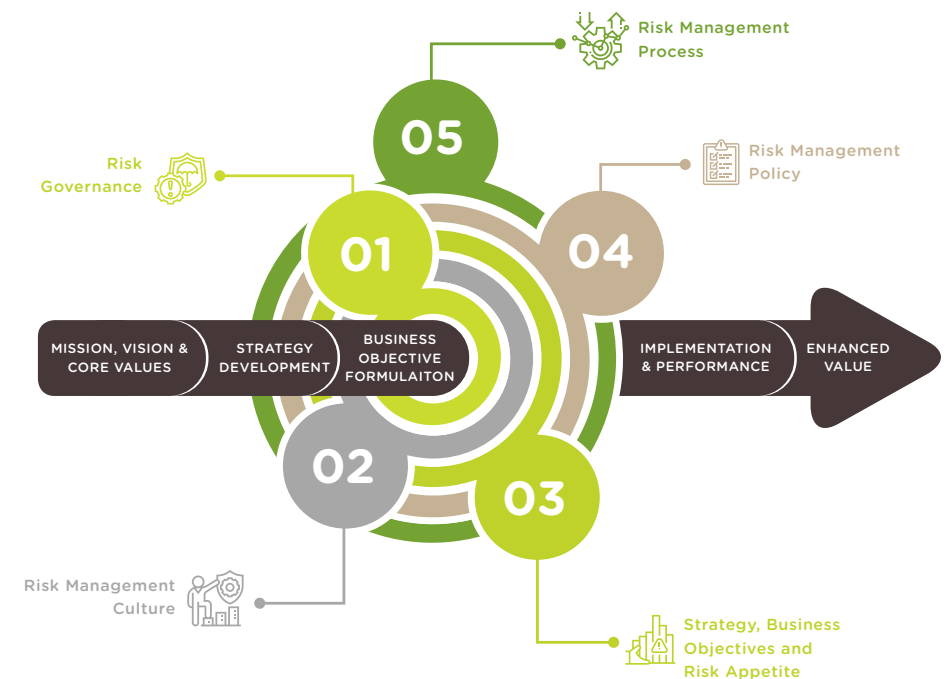
## Risk Management

Intouch Holdings Plc. (“the Company”) recognizes that risk management is an important part of good corporate governance, which provides the basis for the Company to achieve its business sustainability objectives, build confidence among stakeholders and the investor community, enable better executive decision-making in order to reduce performance volatility, and increase the efficiency of the Company’s resource utilization. This will also prepare the Company to deal with new risks that are always emerging and any crises that may occur, as well as exploit opportunities to create more value.

The Company has implemented risk management that meets international standards throughout the organization, by applying the principles and methods defined under the COSO ERM Framework and ISO 31000 guidelines to its own risk management framework. This has enabled the management and staff to manage risks in a way that is consistent across the Company. The framework for risk management consists of the following components:

- 1 Risk Governance
- 2 Risk Management Culture
- 3 Strategy, Business Objectives and Risk Appetite
- 4 Risk Management Policy
- 5 Risk Management Process

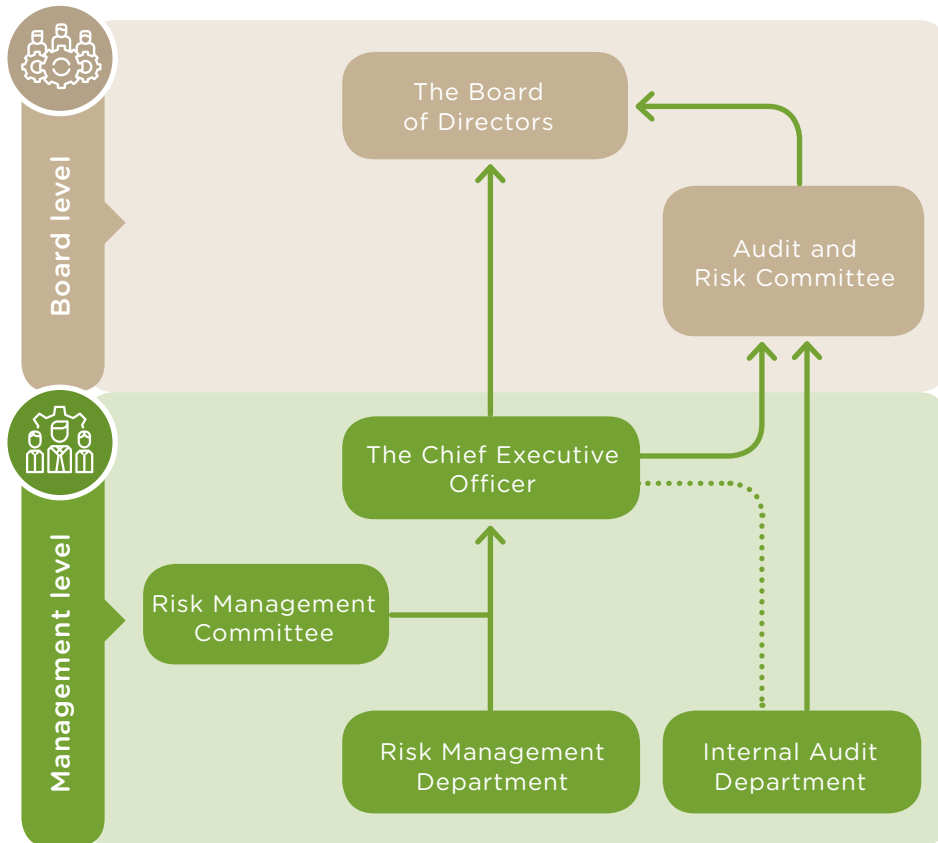
## Risk Management Framework



## 1. Risk Governance

The Company has determined that risk governance is a part of its management at every level in order to ensure that the structures of supervision and responsibility are appropriate, as well as encourage effective risk management. The Company's risk governance structure is shown in the chart below\*.

### Risk Governance Structure



## 2. Risk Management Culture

The Company realizes that a risk management culture is an important component of its risk management framework. Therefore, the Company is committed to creating and promoting a strong culture of continuous risk management. The objective is to ensure that all of the employees are aware of the risks in their daily operations and take responsibility for managing these appropriately. The creation of a risk management culture operates the following components\*:

### Risk Management Culture



### 3. Strategy, Business Objectives and Risk Appetite

Strategic planning involves setting out all the Company's strategies and objectives in the overall business plan in order to fulfill its mission and vision, as well as live up to its core values. A good strategic plan must contain clearly defined objectives that are communicated to the relevant business unit to achieve. Risk management is not part of how the Company creates its strategy, but is integrated into its strategic and business objectives through the provision of risk information in order to choose a strategy that is aligned with the Company's risk appetite. Risk appetite is defined as the type and number of overall risks that the Company will accept to create value, as there are various levels of risk involved in different strategies. Therefore, the risk appetite is important in helping the Company decide which strategy to choose and, after making a decision, determining the level of risk tolerance. This is the range of performance that the Company can accept in its business targets within the defined risk appetite levels.

The Company reviews its risk appetite levels every year or when significant changes in the internal or external environments lead to changes in business strategies and objectives.

### 4. Risk Management Policy

The Company has formulated a risk management policy that provides the direction and support for risk management to be consistent with the Company's strategy and objectives. This policy contains guidelines for all the executives and employees that can be applied in the same direction.\*

### 5. Risk Management Process

Risk management is integrated into the annual business plan. The risk management process must be applied to the Company's strategic plan and set objectives in order to ensure that any risk events that may occur and affect the achievement of these are managed accordingly. The Company's risk management process involves the following five steps:

- 1 Determine the risk assessment criteria and risk appetite in parallel with the Company's strategy and objectives.
- 2 Assess each risk in three sub-steps:
  - 2.1 Identify inherent risk
  - 2.2 Analyze inherent risk
  - 2.3 Evaluate inherent risk
- 3 Assess the existing mitigation measures and the residual risk.
- 4 Manage the residual risk.
- 5 Monitor and review.

\*Remark: The Risk Management Framework can be found in the "Corporate Governance" section of our website at: [www.intouchcompany.com](http://www.intouchcompany.com)

## Risk Factors

The Company is a holding company with investments in the Telecom, Media and Technology (TMT) sector, including digital businesses. The Company is exposed to various risks which could adversely affect its business, results of operations and financial condition.

The following risks are presently considered to be key risks. However, there may be other risks of which the Company is currently unaware or has deemed immaterial to its operations.

### 1. The Company is a holding company with investments in other businesses

**Risk:** The Company's major investments are in Advanced Info Service Plc. (AIS) and Thaicom Plc. (THAICOM), and majority of dividend income is from AIS.

As a holding company, the Company's performance and ability to pay dividends are dependent on the performance of and the receipt of dividends from its subsidiaries and associates. These companies face their own internal and external business risks, such as loss of key personnel, changes in various areas (including technology, legal & regulatory requirements, and customer behavior & needs), and other factors in the business environment, which might have an adverse impact on their financial performance and result in lower-than-expected dividends. This would subsequently impact to the Company's performance, financial position as well as ability to pay dividends.

In addition, the ability of these subsidiaries and associated companies to pay dividends to their shareholders, including the Company, is subject to applicable laws and any restrictions or covenants contained in each company's debt instruments and credit agreements.

(Investors should study the risk factors for AIS and THAICOM in each company's annual report.)



**Risk Mitigation:** The Company requires each company in the group to prepare an annual business plan that sets out its objectives and strategy, which includes exploring business opportunities that arise from innovation and changes in technology such as create new business or revenue in new streams, which will help the companies in the group achieve long-term growth. The annual plan must be considered and approved by the respective business unit's executive committee and board of directors, on which a representative of the Company sits, prior to implementation. In addition, the Company's Risk Management Committee closely monitors and reviews the risks faced by the business units, while the Management Committee considers the progress of each business plan every month, including the competition, marketing strategies, and financial management. This helps the Company to plan for any risks that might arise in order to ensure that appropriate mitigation measures are implemented in time.

## 2. New business

**Risk:** The Company plans to continue investing in new business ventures in order to drive growth and/or complement the competitiveness of its current subsidiaries. With advances in technology, there are increasing investment opportunities in new ventures that utilize digital innovation in non-TMT industries. In all investment cases, the Company aims for appropriate returns and is determined to strengthen all the businesses in its portfolio. However, there is a risk that the anticipated revenue and profit may not be achieved due to adverse economic conditions, rapid changes in technology, or new legal restrictions. There is also no assurance that a new business will successfully achieve its planned objectives, which may require new expertise or management skills, synergy from the Company's subsidiaries, significant integration of processes or systems, or changes in organizational and cultural mindset. Because of the inherent risk in new business ventures, there could be an adverse impact on the Company's financial condition and operating results.

**Risk Mitigation:** The Company has proportioned the investment budget into investing for strategic benefits, for financial returns, and for technology and innovation to increase the INTOUCH Group's competency. The Company still has a policy to manage the strategic risks in new business expansion by mainly investing in areas of the TMT sector in which the Company has expertise, especially those relating to 5G technology and aligning with the future behavior of both corporates and general consumers. When investing in non-TMT ventures, the Company takes a precautionary approach and seeks to collaborate with other venture capital firms, both domestic and foreign, as well as government or independent organizations, for the purpose of sharing knowledge and expertise. Co-investment is also considered in order to diversify risk. Every investment case must be approved by the Board of Directors with a careful consideration taking into account the market size, business model, competitive advantage, interviews with the related management, and valuation of the target company.



In addition, the strengths and resources of INTOUCH Group are always taken into consideration when new investment opportunities are explored in order to manage and minimize business risks. The Company also tracks and manages the risks in related sectors proactively and thoroughly in order to discover new trends, technology and business models, as well as be informed of the related laws and regulations.

The Company continually updates its organizational structure and talent management & employee development plans, as well as regularly reviews its policies and processes to always keep up with changing business factors.

## 3. Business expansion

**Risk:** The Company's subsidiaries and associates continue to expand their businesses. Should these companies be unable to obtain the necessary investment capital by themselves, the Company, as the major shareholder, would incur the risk of having to inject more capital or secure the necessary funding, which may have an impact on its future ability to pay dividends.



**Risk Mitigation:** The Company has a strong financial status and sustainable cash inflow from dividend income, which should maintain its liquidity. The Company also places a strong emphasis on preserving good relationships with its investors and the financial community, both local and foreign, in order to facilitate future financing requirements.



#### 4. Loss of key personnel

**Risk:** The Company realizes that its human capital is the key to business success. Loss of key employees from retirement, accident or headhunting by competitors will have an impact on the efficiency and effectiveness of the Company's operations, and could result in a loss of expertise as well as incur additional costs for recruiting and training replacements.

**Risk Mitigation:** The Company has drawn up a HR Policy which supports the engagement and retention of valuable people in the organization through a fair compensation structure and management system. Regular compensation and benefit surveys are conducted to benchmark the Company against the market, while the cost-of-living index is taken into account to ensure that remuneration packages are fair and competitive.

In addition, the Company has implemented a systematic succession plan. The Leadership Development and Compensation Committee is responsible for the effectiveness of this plan, assessing the criteria and identifying leadership competencies. Including the individual development plans are drawn up to support the nominated successors, which cover the areas of Managerial Knowledge and Skills, Leadership, Professional/Functional Knowledge & Skills, and Perspective Development. The progress of each successor is continually monitored. The Company is currently focused on developing digital literacy and understanding so that each person will have the necessary skills to work in the digital age environment in the future.

All of the planning aims to mitigate the inherent risk associated with business continuity, as well as retain and foster leaders within the organization in order to ensure long-term growth and success.



## 5. Foreign exchange and interest rates

**Risk:** Because investment in the telecommunications business involves foreign currency, both in terms of trade and funding, INTOUCH Group is, by necessity, exposed to the risks related to foreign exchange and interest rates. There is currently a rising trend in global interest rates. On 31 December 2020, the Company and its subsidiaries had outstanding foreign currency assets and liabilities totaling 5,943 million baht and 1,224 million baht, respectively, after entering into foreign currency forward contracts, cross-currency interest rate swaps and foreign currency options. (The details are shown in note 36 to the financial statements.)

**Risk Mitigation:** INTOUCH Group has consistently been very conservative in foreign exchange management, which is based on the net foreign-currency-dominated transactions, revenue and cash-flow structures. The Company closely monitors different factors that influence foreign exchange and interest rates, and implements appropriate risk mitigation measures and hedging instruments that correspond to different situations, in accordance with the hedging policy approved by the Board of Directors, such as foreign exchange forward and swap contracts, and interest rate swap agreements (from a floating rate to a fixed one).

## 6. Uncertainties in the monetary and fiscal policies of major countries

**Risk:** In 2020, the global pandemic of COVID-19 had a significant impact on the Thai economy, which contracted 6.1% (according to the Fiscal Policy Office, Ministry of Finance). However, this was less than the previously estimated figure of -8.5%, due to the impressive results in controlling the COVID-19 outbreak in the country, which allowed economic activity to resume after lockdown restrictions were slowly eased. It is generally expected that the Thai economy will continue to recover after passing its lowest point of 2020 in the second quarter.

In 2021, the economy is forecast to expand by 4.5%, driven by higher exports, following a recovery among Thailand's Asian trading partners, along with government stimulus measures and disbursements to encourage spending and compensate people who have been affected by the COVID-19 situation.

However, major downside risks to the growth projections remain, such as another outbreak of COVID-19 in Thailand, an inability to control the global pandemic, geopolitical issues, the policies of the new US administration (which may affect the direction of global trade), Brexit, and a fragile global financial system that is influenced by the monetary and fiscal policies of the major economies.

**Risk Mitigation:** INTOUCH Group has prudently managed its own liquidity by maintaining excess cash on hand, diversifying its source of funding in the form of short-term working capital from many banks, signing loan agreements in advance for the planned investment projects in the coming year, and using appropriate foreign exchange and interest rate hedging instruments in accordance with the policy approved by the Board of Directors, which will be adjusted to accommodate future changes in the economic situation.

## 7. Possible non-compliance with the Agreement for the Operation of Domestic Communication Satellites

**Risk:** In accordance with Clause 4 of the Agreement for the Operation of Domestic Communication Satellites (“the Agreement”), dated 11 September 1991, between the Ministry of Transport and Shinawatra Computer and Communications Plc. (now Intouch Holdings Plc.), the Company established Thaicom Public Company Limited (THAICOM) to operate communication

satellites. The Agreement is currently under the governance of the Ministry of Digital Economy and Society (“the Ministry”), and the following two issues have not yet been resolved: 1) providing a back-up satellite for Thaicom 3, even though Thaicom 4 was launched in 2005 for this purpose; and 2) increasing the Company’s shareholding in THAICOM to not less than 51 percent. In 2014, a committee under Section 72 of the Permission for the Private Sector to Jointly Undertake Work or Operate the Work of State Enterprises Act, B.E. 2556 (“PPS Act”) was appointed to reconsider these matters.

**Risk Mitigation:** With regard to the back-up satellite, the Company and THAICOM had both replied to the Ministry and stated clearly that the matter had been handled under the provision of the Agreement. All of the Company’s and THAICOM’s actions pertaining to this issue had been approved by the Ministry, including the characteristics and lifespan of Thaicom 4 in accordance with its design. The Company had provided the necessary facts and background information to find a solution that was mutually beneficial, and the Ministry had always received revenue-sharing from all of THAICOM’s satellites, as well as related assets. Therefore, this matter should be resolved under the relevant clauses in the Agreement. However, there has been no progress to date.

As for the reduction in the Company’s shareholding in THAICOM permitted by Amendment No. 5, the Company replied that the Agreement had been amended lawfully under the related provisions. Each procedure had been approved by the relevant state agencies and officials. Therefore, the amendment was legally binding. The Agreement can be amended or even revoked by mutual consent, subject to the approval of the Cabinet. This matter has been considered by the committee under Section 72 of the PPS Act but has not yet been concluded for the Ministry to take appropriate action.



## 8. Thaicom 7 & 8 may be interpreted by the Ministry of Digital Economy and Society as subject to the Agreement for the Operation of Domestic Communication Satellites

**Risk:** In 2011, the Ministry informed THAICOM that the Cabinet had passed a resolution on 20 September 2011 to retain the orbital slot at 120 degrees East, and stated that it had asked the National Broadcasting and Telecommunications Commission (“the NBTC”) in writing to delegate the related authority to consider and regulate the telecom business under the Act on the Organization to Assign Radio Frequency and to Regulate the Broadcasting and Telecommunications Services, B.E. 2553 (2010) (“the NBTC Act”) in accordance with this resolution. That was the starting point for the construction of Thaicom 7 in order to retain Thailand’s right to continue using the aforementioned orbital slot. THAICOM obtained licenses to operate Thaicom 7 & 8 from the NBTC in 2012, in accordance with the Telecommunications Business Act, B.E.2544 and the NBTC Act. The Ministry of Information and Communications Technology (now the Ministry of Digital Economy and Society) (“the Ministry”) had notified the NBTC that permission to use both designated orbital slots had been granted for the two satellites, to which the NBTC referred in the Type 3 license it granted to THAICOM.

However, in 2017 the Ministry informed THAICOM and INTOUCH, as a contract party to the Agreement for the Operation of Domestic Communication Satellites (“the Agreement”), that Thaicom 7 & 8 were subject to the Agreement as they had been used for transmissions during the concession period. The Ministry requested compliance with the terms and conditions of the Agreement, namely transfer of ownership, delivery of assets, preparation of backup satellites, and payment of concession fees and property insurance.

**Risk Mitigation:** INTOUCH and THAICOM have carefully considered this issue together, in consultation with external legal experts, and concluded that neither of these satellites are subject to the Agreement since their operations fall within the license framework granted by the NBTC and were not under the Agreement when they began. Moreover, both THAICOM and INTOUCH have fully complied with all the terms and conditions in the Agreement, even though the Ministry views this matter from a different perspective.

Therefore, both THAICOM and INTOUCH notified the Ministry in writing of their conclusion, and submitted this dispute to the Arbitration Institute, which accepted it on 25 October 2017 as Black Case No. 97/2560. The Ministry then submitted a request to the Central Administrative Court for an interim injunction against the arbitration proceedings in order to file a lawsuit at this court instead. However, the court did not accept this request and ruled that the case must be heard by an arbitral tribunal. The arbitration proceedings began in February 2019, and an award is expected to be issued in one to two years. Either party will be entitled to appeal against the award at the Central Administrative Court if it meets the stipulated legal criteria.





## 9. The Ministry of Digital Economy and Society's demand regarding Thaicom 5

**Risk:** Thaicom 5 was deorbited on 26 February 2020 due to a systems failure that could not be rectified. Moreover, this satellite had operated beyond its design life. Later in the year, THAICOM and INTOUCH, as a contract party to the Agreement for the Operation of Domestic Communication Satellites ("the Agreement"), received a notice of arbitration from the Ministry of Digital Economy and Society ("the Ministry"), dated 2 November 2020, demanding that THAICOM: (i) build and transfer the ownership of a replacement satellite for Thaicom 5. If THAICOM did not do this, it would have to compensate the Ministry in an amount equal to the cost of Thaicom 5 when it was built 7,790,097,900 baht with interest at 7.5% per annum from 30 October 2020; (ii) pay a fine amounting to 4,980,000 baht (calculated from 25 February 2020 to 30 October 2020) with interest at 7.5% per annum; (iii) pay another fine from 1 November 2020 until the replacement satellite is delivered or the compensation is paid.

**Risk Mitigation:** The Ministry was aware of Thaicom 5's design life when it granted the license to operate it. When this satellite suffered a systems failure, it had already operated beyond its design life and had to be deorbited. THAICOM and INTOUCH had consulted the Ministry and the NBTC in advance and notified all the parties concerned. Furthermore, THAICOM compensated the Ministry with an amount equal to the revenue-sharing it would have received with respect to the customers who had been affected, and negotiated with the insurer for the Ministry to obtain additional compensation. Thaicom 4 & 6 are continuing to provide services, and the Ministry has the right to manage these satellites after the concession ends in accordance with the related terms.

Both INTOUCH and THAICOM are confident that they have complied with the concession agreement in every respect. In this regard, they will jointly prepare a defense statement in accordance with the arbitration process. The arbitration panel has not yet been appointed. Therefore, the Company is under no obligation to comply with any requests made by the Ministry until an arbitral award has been rendered or this dispute has been legally resolved.

## 10. Cyber security risk

**Risk:** As the Company relies on information technology systems to undertake its business, it is exposed to both internal and external threats, such as security breaches or cyber-attacks. During the COVID-19 outbreak in 2020, the Company shifted its entire operations online and to the cloud, which remains the situation today. Therefore, the risk of a security breach or cyber attack has increased. These could result in business disruption, loss of data, or leakage of sensitive and/or confidential information, which may adversely affect the Company's performance and/or reputation. There is no guarantee that the Company can successfully protect itself from these threats.

**Risk Mitigation:** The Company has established a cyber-security framework and Information Security Policy, under which processes and tools have been implemented, along with protective measures that meet the latest standards for system security and threat detection. In addition, continuous penetration testing is conducted to identify security weaknesses. Moreover, the IT department continually informs the employees of related matters, and conducts regular training sessions and cyber-security drills to raise their awareness of information security and improve their ability to respond to threats.



## 11. Social and environmental risks

**Risk:** As a holding company, the Company's daily business activities do not have a material exposure to social and environmental risks. However, these risks may arise from the Company's investment in a business that creates a negative impact on society or the environment.

**Risk Mitigation:** The Company integrates social and environmental concerns into its strategy. In the investment process, these risks will be evaluated before a decision is made to invest in a particular business.

As part of society, the Company is aware that it has social responsibilities, and has implemented activities that encourage young people and local communities to become self-dependent and build a sustainable future.

Moreover, the Company emphasizes good environmental management and strives to mitigate the material impact from its operations. The Company has a policy to conserve energy and the other utilities it uses, reduce waste by reusing or recycling items where possible, and support activities that protect the environment and save energy in order to optimize the utilization of resources.

## Management of emerging risks

Emerging risks are those that arise from changes in the business environment or various other factors, which may be new risks or related to existing ones, but are still uncertain so their potential impact on the Company's operations cannot be clearly assessed. In this regard, the Company regularly monitors changes in the business environment, while the Risk Management Committee uses reliable external data to identify emerging risks and choose appropriate mitigation measures.

In 2020, the coronavirus (COVID-19) outbreak had a significant impact on Thai society and the economy, including the Company and its employees and suppliers. In response, the Company drew up mitigation plans to reduce the impact from this situation, as described below.

### The immediate response plan

At the beginning of the COVID-19 outbreak, the Company drew up a Pandemic Response Plan with the aim of ensuring the health and safety of employees and allowing the business to continue operating.

This plan included measures to immediately respond to the outbreak in order to reduce the spread, such as providing adequate personal protective equipment to employees, limiting travel to high-risk areas, and establishing a procedure for employees who became infected or suspected that they had caught the virus. Each department was divided into two teams to alternate between working in the office and working from home if the situation became severe, while the necessary systems were prepared for remote working.



## The business recovery plan

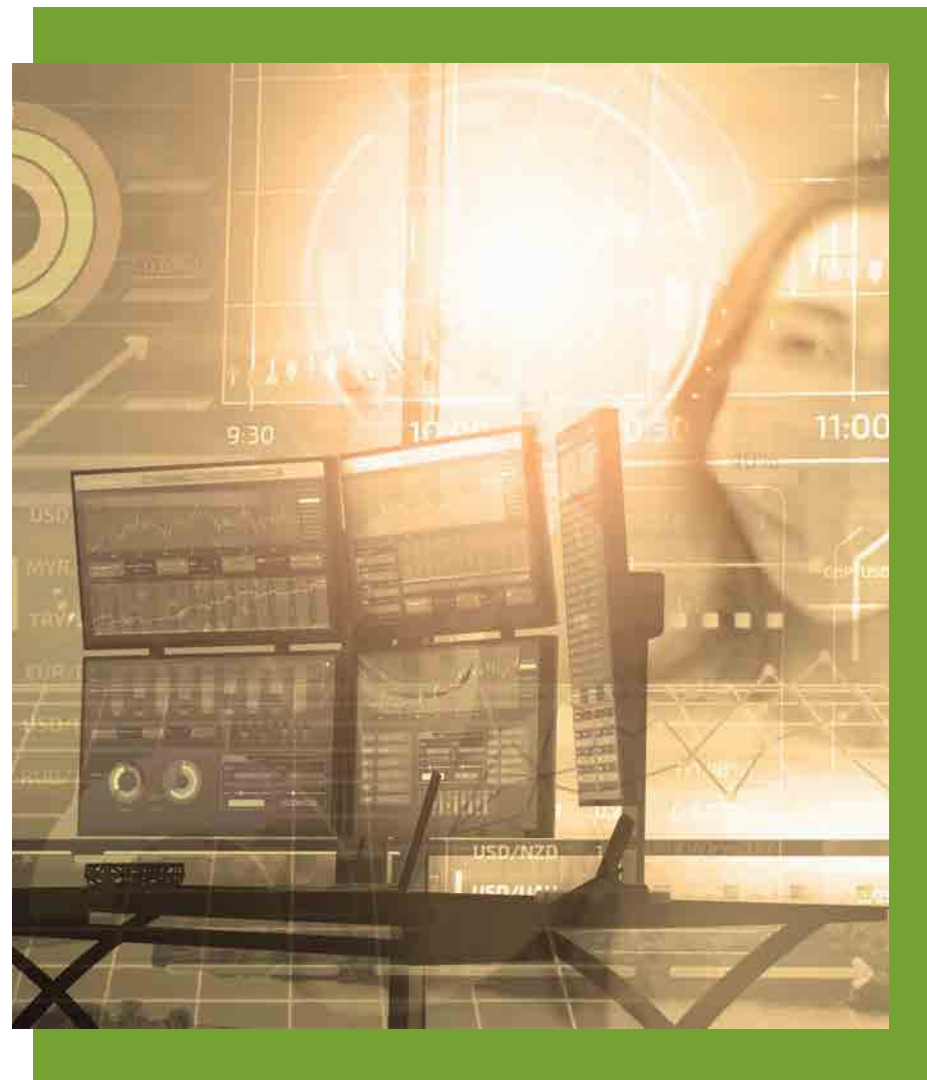
The Company closely monitored the progress of its response plan and assessed the impact from the COVID-19 situation, as well as adjusted its strategies to restore and maintain business operations as close to normal as possible. Moreover, the Company supervised the companies in the group with regard to reviewing major investment plans (in terms of cost and return), maintaining a strong cash flow at all times, and supporting government policies to help the country get through the crisis.

## The next normal

After the global pandemic has ended, many people's lives will have radically changed due to digital disruption. Whether it is communications, economic opportunities, business operations, working style or social behavior, Information and technology will affect mankind in every dimension.

INTOUCH has seen the opportunities arising from this situation, and adjusted its investment strategy to find new businesses that are riding the digital trends.

In addition, the Company has accelerated the development of its employees' digital skills in order to support new investments in this field. The Company has also adjusted the way its business is conducted, by introducing a conference call system, using internal VPNs, and creating cloud data solutions.





# CORPORATE GOVERNANCE

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Form 56-1 One Report for the year 2020 (Annual Report)

INTOUCH HOLDINGS PLC.

# OVERALL POLICY AND CORPORATE GOVERNANCE GUIDELINE



## Introduction

The Board of Directors (“the Board”) is committed to maintaining good corporate governance and ethical business practices, and demonstrating responsibility to society, the environment and every group of stakeholders. The Board believes that good corporate governance is essential for the Company to uphold probity, maintain credibility, improve transparency and accountability, and create sustainable value. Moreover, it enables the Company to compete ethically in a changing business environment, maximize shareholder returns, and make a long-term beneficial contribution to society.

The Board has adopted and continues to develop the Company’s Corporate Governance (CG) Policy to assist it in discharging its duties in a proper manner. This policy is reviewed periodically to align it with amendments to the SEC’s Corporate Governance Code for Listed Companies, and ensure that the Board’s corporate governance practices are effective. Any changes to the policy are communicated to all the directors, executives and employees. The last revision was undertaken on 12 March 2020.

This section of the annual report describes how the Board directs and controls the Company, and summarizes the corporate governance activity that has taken place throughout the year 2020.



The Corporate Governance Policy can be found in the “Corporate Governance” section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)



## The Company's Corporate Governance In 2020

The Board annually reviews the Company's corporate governance practices, and monitors those of other leading organizations, both domestic and international, in order to analyze improvements and apply them to its own business activities. The Company's CG practices which deviate from the recommended standards are submitted to the Nomination and Governance Committee every year for review. In 2020, INTOUCH made the following improvements:

- Reviewed the application of the SEC's Corporate Governance Code for Listed Companies<sup>1</sup> to the Company's CG practices, which was approved by the Board on 12 March 2020.
- Revised the Company's CG Policy, strengthened the role of the Board of Directors in governing subsidiaries and associates which operate the core businesses, and established guidelines for holding electronic meetings in compliance with the relevant laws.
- Drew up the Practice Guidelines for Holding Board Meetings via Electronic Media so that virtual meetings could be held legitimately during the COVID-19 shutdown.
- Reviewed and amended the Company's Approval Authority with regard to venture capital investment & management.
- Approved the Company's Personal Data Protection Policy.

- Implemented the measures set forth by government agencies for holding the Annual General Meeting of Shareholders for 2020 during the COVID-19 epidemic; for example, enforced social distancing and prohibited food and beverages in the meeting room. The Company also provided a live broadcast for shareholders.
- Conducted the annual board evaluation by using an internal system.

## The Corporate Governance Code For Listed Companies

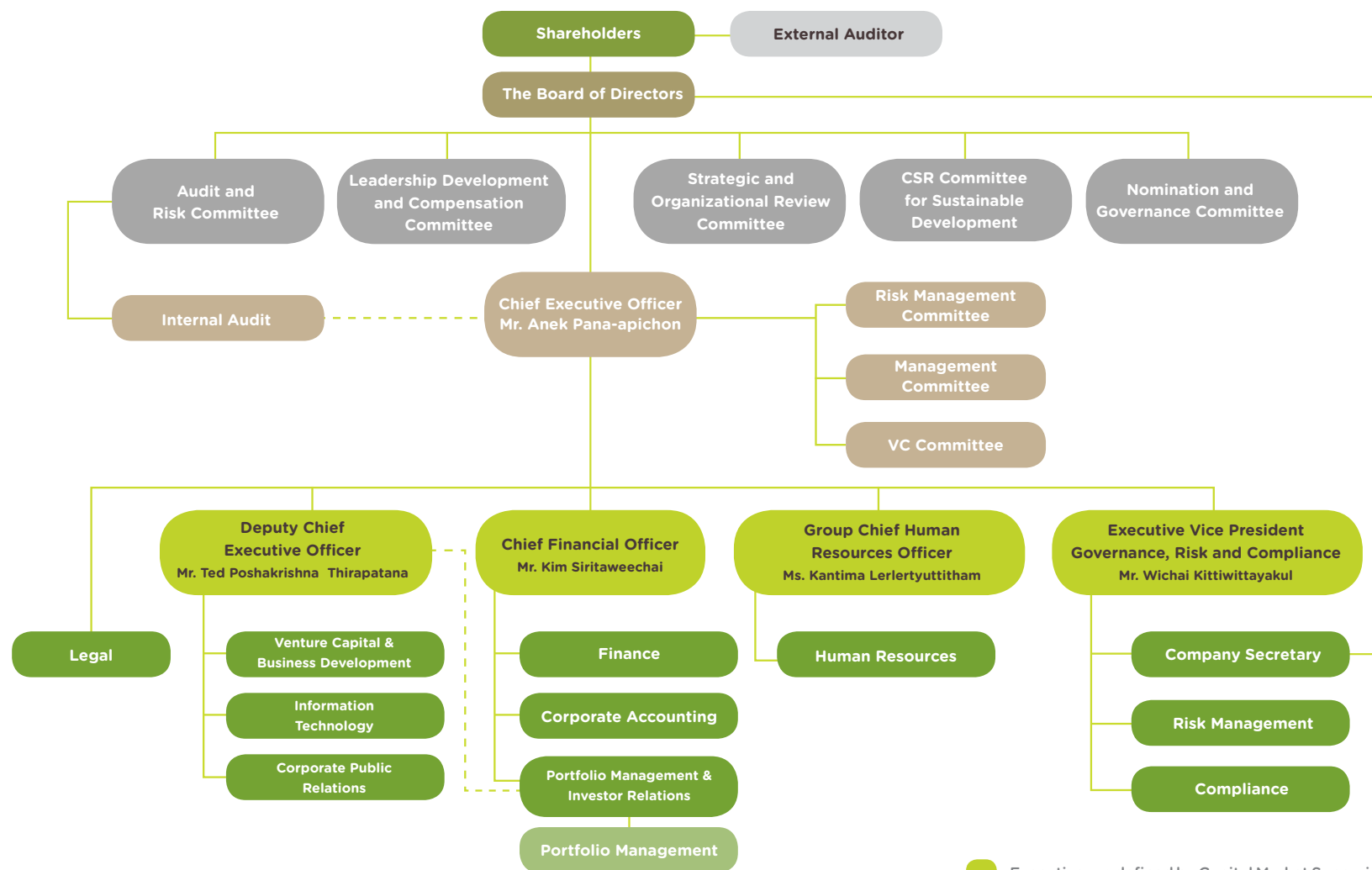
The Securities and Exchange Commission (SEC) developed the Corporate Governance Code for Listed Companies (the "CG Code") as principles for boards of directors to apply to their governance practices as deemed suitable in their business contexts. A board of directors may select different practices it considers appropriate, but those practices must achieve the same objectives as the recommendations in the SEC's CG Code (the "Apply or Explain" principle).

In 2020, the Board assessed its application of the principles stipulated in the SEC's CG Code, and concluded that it had applied all of these.

<sup>1</sup> The principles developed by the Securities and Exchange Commission.



# GOVERNANCE STRUCTURE



The diagram above shows the Company's governance structure. Shareholders exercise their decision-making rights through the shareholders' meetings. The Board represents all the shareholders and is responsible for governing the operations of the Company. The Board has delegated responsibility for managing the Company's day-to-day business and operations to the management through the Chief Executive Officer. The Company's external auditor is appointed by the Annual General Meeting of Shareholders.

#### Remark:

Mr. Ted Poshakrishna Thirapatana resigned from the Company on 1 February 2021, and Mr. Anek Pana-apichon is currently covering his position.

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# CORPORATE GOVERNANCE REPORT



## Shareholders

### Capital Structure and Major Shareholders

The Company's registered capital was 5,000,000,000 baht, consisting of 5,000,000,000 ordinary shares with a par value of one (1) baht each. The paid-up capital of 3,206,509,426 baht consists of 3,206,509,426 ordinary shares.

As of 21 August 2020<sup>2</sup>, there were four shareholders that held more than 5% each of the Company's total issued share capital, as shown in the table below.

	No. of shares	%
SINGTEL GLOBAL INVESTMENT PTE LTD	673,348,264	21.00
THAI NVDR COMPANY LIMITED	517,091,460	16.13
GULF ENERGY DEVELOPMENT PCL	256,287,400	7.99 <sup>3</sup>
THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	166,753,460	5.20

<sup>2</sup> The latest closing date of the shareholders registration book

<sup>3</sup> Gulf Energy Development Plc. submitted Form 246-2 to the SEC that it held 480,976,414 of the Company's ordinary shares as of 28 January 2021, representing 15% of the Company's paid-up capital.

## Voting Rights

The Company has only one class of share, namely ordinary shares which carry a right to one vote per share. Voting rights may be exercised only after a shareholder has been recorded in the Company's share registration book.

## Dividend Policy

The Company pays dividends based on its separate financial statements. The Company's policy is to pass through dividends received from its associates and subsidiaries after the deduction of operating expenses, subject to its financial needs or unless the payment of a dividend would materially affect its operations.

## Shareholder Rights

The Company respects the rights of all its shareholders, whether they are retail, foreign, institutional or major shareholders, and provides them with appropriate information and facilities to exercise those rights effectively. Every shareholder receives equitable treatment and is entitled to the following rights, as stipulated in the relevant laws and the Company's Articles of Association:

- The right to receive share certificates and share transfers, and to be sufficiently informed of operating results and management policies on a timely basis.
- The right to receive an equitable dividend.
- The right to sell shares back to the Company, should the shareholder disagree with the resolutions of a shareholders' meeting to amend the Company's Articles of Association concerning voting rights or dividend entitlement, on the grounds that they consider themselves to be treated unfairly.
- The right to elect directors.
- The right to call extraordinary general meetings of shareholders as stipulated in Section 100 of the Public Limited Companies Act.

In addition, every shareholder is entitled to the following:

- The right to participate in shareholders' meetings, vote and make recommendations on decisions concerning major corporate actions such as amendments to the Articles of Association, appointment of new directors and the Company's external auditors, and the issuance of new share capital.
- The right to be furnished with information concerning connected transactions and the acquisition or disposal of significant assets.
- The right to propose agenda items for the annual shareholders' meeting.
- The right to nominate candidates for directorship.
- The right to use the established channels listed on page 108 of this report to contact the Board.
- The right to discuss business-related matters with members of the Investor Relations department while attending the Company's events, as stipulated in the section "Communication with Shareholders and Potential Investors" in Form 56-1 One Report for 2020, pp. 109.



### Agenda Proposal

Shareholders may propose agenda items for the annual shareholders' meeting and nominate candidates for directorship between 1 October and 30 December of the preceding year. All proposals and nominations must be submitted to the Company Secretary.

## Shareholders Meetings

Shareholders' meetings are an important part of communication with the shareholders. The annual general meeting is held within four months of the end of the financial year. In practice, it will be held as soon as possible after the approval of the annual financial statements so that the shareholders may receive the latest information about the Company, such as dividend payments (if any). Extraordinary meetings may be held if warranted by particular circumstances that could affect the shareholders' benefits or are required by law.

The Company encourages its shareholders, including institutional ones, to attend and participate in all shareholders' meetings. In order to encourage the shareholders to attend, the Company selects a venue that is convenient and easy to access. At each meeting, the Company appoints at least one independent director to act as a proxy and vote on behalf of shareholders who are unable to attend. The details and documents required are stipulated in the notice of the meeting.

The notice of the meeting and related documents are published on the Company's website at least 30 days before the meeting and sent to all the shareholders at least 21 days before. Shareholders are encouraged to submit questions in advance.

The Chairman of the Board, board committee members, the CEO and other executives, and the external auditor attend each meeting to provide explanations and answer questions about items on the agenda. Before each meeting begins, the shareholders are informed of the rules, the meeting and voting procedures, and their rights under the Company's Articles of Association, including their right to ask questions about, and express opinions on, the items to be discussed. The Chairman of the meeting allots sufficient time to encourage the shareholders to express their opinions and ask questions.

The minutes of each shareholders' meeting are published within fourteen (14) days of the meeting, and also posted on the Company's website for the benefit of absent shareholders.

## Meeting Resolutions

For most items, the shareholders' meeting passes resolutions and elects directors with the absolute majority of the votes represented at the meeting. However, under the Company's Articles of Association, the following resolutions must be passed by not less than three-fourths of the total number of eligible votes represented at the meeting:

- The sale or transfer of whole or essential parts of the Company's business to other entities.
- The purchase or acceptance of transfer of another company's business or a private company to the Company.
- Entering into, amending or terminating a contract relating to the leasing out of the Company's business in whole or in essential parts; the assignment to other entities to manage the businesses of the Company or the amalgamation of those businesses with other entities with the objective of sharing profit and loss.
- Any amendment to the Memorandum of Association or Articles of Association.
- An increase or reduction in the Company's capital or the issuance of debentures.
- The amalgamation or liquidation of the Company.

Any shareholders with a conflict of interest in a particular agenda item are not allowed to vote on that item.

## Annual General Meeting of Shareholders for 2020

In order to encourage the shareholders to attend, the Company holds its annual shareholders' meetings at a venue in a convenient location. The Annual General Meeting of Shareholders for 2020 was held at Centara Grand Central Plaza Ladprao in Bangkok on 31 March 2020.

The invitation letter, along with the agenda and related documents, was sent to every shareholder prior to the meeting so they had enough time to consider each item. A proxy form was included for shareholders who were unable to attend the meeting in person. These shareholders could choose their own proxies, or one of the Company's three independent directors, to vote on their behalf.

However, due to the COVID-19 outbreak, the Company postponed the annual shareholders' meeting to 24 July 2020 and implemented the measures set forth by government agencies, namely limiting the number of attendees, enforcing social distancing, prohibiting food and beverages in the meeting room, checking body temperatures, and denying entry to anyone who showed symptoms of fever. Moreover, for convenience and to encourage shareholder participation, the Company streamed a live broadcast of the meeting on its website and provided a page for shareholders to pre-register if they wished to attend.

A total of 2,299 shareholders participated in the meeting or appointed proxies, representing 59.63% of the Company's issued share capital, while 16 shareholders watched the live broadcast. All of the Company's directors and executives attended, along with the external auditor.

Before the meeting started, the shareholders were informed of the rules, the meeting and voting procedures, and their rights under the Company's Articles of Association. The meeting proceeded without any change to the sequence of the agenda items listed in the notice, and no other items were added. The Chairman of the meeting allowed the shareholders to freely express their opinions and ask questions about every item on the agenda. The shareholders were asked to write their questions on slips of paper, which were collected by the Company's officers, in order to reduce the risk of COVID-19 transmission. All the questions were answered at the meeting and recorded in the minutes, which were later published on the Company's website.



### The meeting passed the following resolutions:

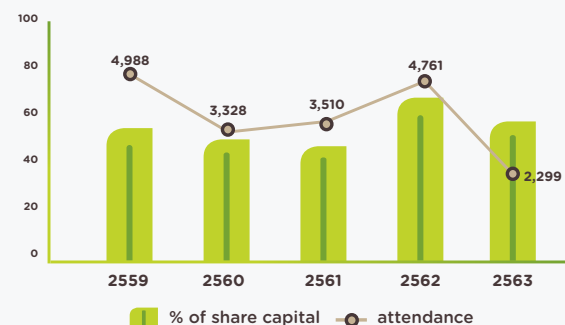
- Approved the financial statements for the year ended 31 December 2019.
- Acknowledged the interim dividend payments of 1.35 baht per share and 1.30 baht per share from the operating results during the first half of 2019 and from the net profit as at 31 December 2019 respectively.
- Appointed the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's external auditors, and fixed the audit fees for 2020 at an amount not exceeding 2.04 million baht.
- Re-appointed Mr. Kan Trakulhoon, Ms. Manida Zimmerman and Mr. Anek Pana-apichon to the Board for another term of office.
- Approved the remuneration for the Board and its committees in 2020 at not more than 42.5 million baht.
- Approved the amendments to Articles 6, 12, 13, 14, 15, 28 & 31 of the Company's Articles of Association to allow electronic meetings and to support the operation of the Company's securities registrar.



The minutes of the shareholders' meeting can be found in the "Investor Relations" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)



AGM Attendance from 2016 to 2020



### Number of Shares Held

As at 21 August 2020	Number of registered shareholders	Registered share capital (%)
1-1,000	28,823	0.42
1,001-10,000	26,762	3.27
10,001-100,000	8,485	7.72
100,001-1,000,000	1,164	10.18
1,000,001-5,000,000	165	11.03
Over 5,000,000	44	67.39
Total	65,443	100.00

## The Board Of Directors

### 1. Role of the Board and the Management

The Board represents all the shareholders and is responsible for governing the Company's operations in accordance with the provisions of the law, Articles of Association, and resolutions of shareholder meetings. The key roles of the Board are to set the Company's strategic direction, provide the necessary leadership and oversight to build long-term shareholder value, set the right tone from the top, lead by example, and ensure that good standards of behavior permeate all levels of the organization. In governing the Company, the directors must exercise their business judgment and act in what they reasonably believe to be the best interests of the Company and its shareholders. Directors must also, when appropriate, take into consideration the interests of other stakeholders.

The Board has delegated responsibility for managing the Company's day-to-day business and operations to the management through the CEO, within the limits set out in the delegation of authority it has approved while reserving key matters for itself.

#### The roles and responsibilities of the Board are as follows:

- Provide leadership and set strategic objectives for the Company that promote sustainable value creation, responsible business and good corporate citizenship.
- Review and approve the Company's vision and mission statements, organizational culture, core values and ethical standards.

- Review and approve the Company's strategic direction, business plan, budget and key performance indicators (KPIs), ensure the business plan is implemented accordingly, and monitor the performance against budget and set targets.
- Consider and approve major transactions such as new business investments, acquisition or disposal of assets, major capital expenditure, and any other transactions as prescribed by law.
- Approve and/or agree to all major related transactions between the Company and its subsidiaries in compliance with the relevant notifications, regulations and guidelines of the Stock Exchange of Thailand (the SET).
- Appoint the CEO and other senior executives, assess their performance, determine appropriate remuneration, and replace them if deemed necessary.
- Approve the Company's Remuneration Policy and Framework.
- Oversee the Company's process for making timely and balanced disclosure of all material information.
- Ensure that the Company has appropriate and effective risk management and internal control frameworks, which include a proper IT governance framework, competent IT management and cyber security measures, as well as set the Company's risk appetite and monitor IT risk assessments.
- Oversee the integrity of the Company's accounting and reporting systems, including external audits.
- Ensure avoidance of conflicts of interest amongst the Company's stakeholders.
- Annually review the Company's CG Policy, and assess its effectiveness along with due compliance.
- Ensure that the CG Policy is extended to, and accepted by, all the Company's subsidiaries, associates and joint ventures.
- Prepare a report titled "The Board of Directors' Responsibility for Financial Reporting", to be disclosed in the annual report along with the audited financial statements. This report covers key issues as defined under the SET's Code of Best Practices for Directors of a Listed Company.



### Key matters reserved for the Board's approval:

- Strategic direction, business plan, key performance indicators and budget
- Capital expenditure and expenses exceeding certain material limits
- Strategic investments in new businesses, and any divestments
- Organizational structure and the appointment of the CEO and senior executives
- Significant business policies
- Senior executive succession plan
- Senior executive compensation
- Material contracts
- Material litigation
- Loan commitments and lines of credit from banks and other financial institutions
- Dividend policy, declaration of interim dividends, and proposal of final dividends at the annual general meeting of shareholders

## Tasks undertaken by the Board in 2020

- Approved the Company's business plan, KPI targets and budget for the year 2020
- Reviewed the operating results for the year 2019 and approved the financial statements
- Approved the Report on the Board of Directors' Responsibility for Financial Reporting
- Approved the disclosure of information in SEC Forms 56-1 and 56-2
- Reviewed the Company's risk management report and internal control evaluation results
- Approved the re-designation of the annual dividend payment as an interim dividend
- Reviewed the Board's structure and composition
- Considered the selection and appointment of directors
- Considered the Board's remuneration policy and budget for the year 2020
- Nominated representative directors at the Company's subsidiaries
- Nominated the Company's representative on a subsidiary's executive committee
- Considered the appointment of the Company's external auditors and fixed the audit fees for 2020
- Called the Annual General Meeting of Shareholders for 2020
- Acknowledged and monitored an associated company's participation in the 5G spectrum auction
- Approved amendments to the Company's CG Policy
- Considered how to vote at each annual shareholders' meeting held by the Company's subsidiaries
- Considered the annual board performance evaluation results
- Monitored the performance of the VC portfolio
- Monitored the pending litigation and regulatory issues at the companies in the group
- Postponed the Annual General Meeting of Shareholders for 2020 due to the COVID-19 epidemic

### Q1

- Reviewed the operating results for the first quarter of the year and approved the financial statements
- Approved the KPI targets for the CEO
- Approved amendments to the Company's Approval Authority
- Monitored the performance of the VC portfolio
- Monitored the pending litigation and regulatory issues at the companies in the group
- Approved amendments to a significant policy
- Considered amendments to the Company's Articles of Association
- Called the Annual General Meeting of Shareholders for 2020

### Q2

- Reviewed the operating results for the second quarter of the year and approved the financial statements
- Reviewed the Company's second-half strategic direction in 2020
- Assigned the re-elected directors to the board committees
- Approved the interim dividend payment
- Approved amendments to the Company's Approval Authority
- Approved the divestment from Wongnai Media Co., Ltd.
- Approved the renewal of the office lease agreement
- Approved entering into a one-day bridge loan agreement
- Monitored the performance of the VC portfolio
- Monitored the pending litigation and regulatory issues at the companies in the group

### Q3

- Reviewed and approved the Company's vision and mission statements, along with the strategic objectives and direction for the year 2021
- Reviewed the vision and mission statements of the Company's major subsidiary and associate, along with their strategic directions
- Reviewed the operating results for the third quarter of the year and approved the financial statements
- Appointed a new director to replace a director who had resigned
- Approved the VC Fund Investment Policy, along with an investment in a fund of funds
- Monitored the performance of the VC portfolio
- Monitored the pending litigation and regulatory issues at the companies in the group
- Participated in INTOUCH's Board Seminar 2020

### Q4

## 2. Authorized Signatories

Dr. Virach Aphimeteetamrong, Mr. Anek Pana-apichon and Mr. Arthur Lang Tao Yih have been designated as the Company's authorized signatories. Validation of all documents requires the signatures of any two of these three directors along with the Company's seal.

## 3. Chairman of the Board and Chief Executive Officer

The roles of Chairman of the Board and the Chief Executive Officer ("CEO") are separate and clearly defined, which ensures a balance of power and authority at the highest level of the Company. The Chairman, Dr. Virach Aphimeteetamrong, is responsible for leading the Board and ensuring that it effectively fulfills its role in every aspect. The CEO, Mr. Anek Pana-apichon, is responsible for the day-to-day management of the business, in line with the strategic direction and long-term objectives approved by the Board.



The roles and responsibilities of the Chairman of the Board and the Chief Executive Officer are described in the Company's CG Policy, which can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)

## 4. Board Composition

All the Company's directors have a broad knowledge and experience of business. As at 31 December 2020, the Board comprised ten (10) members as listed below. (All the directors' biographies are shown in Form 56-1 One Report for 2020, pp. 21-30.)

Name of Director	Nationality	Position	Date First Appointed
1. Dr. Virach Aphimeteetamrong	Thai	Chairman of the Board	7 November 2001
2. Mr. Somchai Supphatada	Thai	Independent Director	30 June 2006
3. Ms. Sopawadee Lertmanaschai	Thai	Independent Director	28 March 2014
4. Ms. Manida Zimmerman <sup>4</sup>	Thai	Independent Director	25 March 2020
5. Mr. Prasert Bunsumpun	Thai	Independent Director	31 March 2017
6. Mr. Kan Trakulhoon	Thai	Independent Director	26 December 2011
7. Ms. Jeann Low Ngiap Jong	Singaporean	Non-Executive Director	30 November 2016
8. Mr. Arthur Lang Tao Yih <sup>5</sup>	Singaporean	Non-Executive Director	7 November 2020
9. Mr. Somprasong Boonyachai	Thai	Non-Executive Director	25 April 2007
10. Mr. Anek Pana-apichon	Thai	Executive Director	1 July 2017

<sup>4</sup> Replaced Mr. Chalaluck Bunnag (who resigned on 25 March 2020).

<sup>5</sup> Replaced Mr. Kwek Buck Chye (who resigned on 6 November 2020).

The Board annually reviews its size, composition and expertise to align it with the Company's business direction and strategy, as recommended by the Nomination and Governance Committee. This ensures that the Board performs its duties effectively with careful decision-making in the best interests of the Company.

The Board firmly believes that its current size and composition enable effective and efficient supervision and monitoring of the Company's business operations and performance.

## 5. Term of Office

In accordance with the Company's Articles of Association, one-third of the board members, namely the directors who have served the longest, shall retire at each annual general meeting of shareholders. If the total number of board members is not a multiple of three, the number of persons nearest to one-third shall retire.

If a vacancy arises on the Board for reasons other than the expiration of a director's term of office, the Board will select a replacement, choosing a person with the appropriate qualifications in accordance with Sections 68 & 75 of the Public Limited Companies Act B.E. 2535 and related laws at the next scheduled meeting, unless the remaining term of that director is less than (2) months. The replacement must be approved by a vote of not less than three-quarters of the remaining directors, and will hold the position only until the departed director's term of office expires.



The Articles of Association can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)

## 6. Age Limit

Under the Company's Corporate Governance Policy, an individual who will be 72 years of age or older at the time of appointment shall not be nominated as a director. When this policy became effective on 16 March 2015, directors who were 72 years of age or older could still hold their positions for their remaining terms of office. Moreover, the Board may approve the nomination for re-appointment of directors who will be 72 years of age or older at the time of appointment for one more term.

## 7. Board Diversity

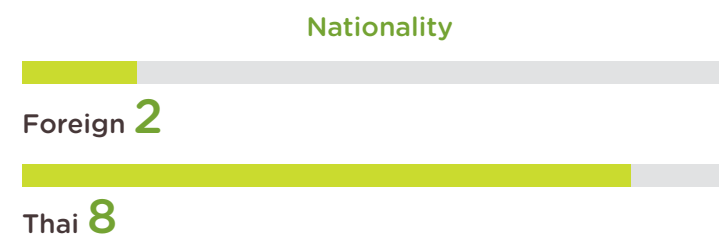
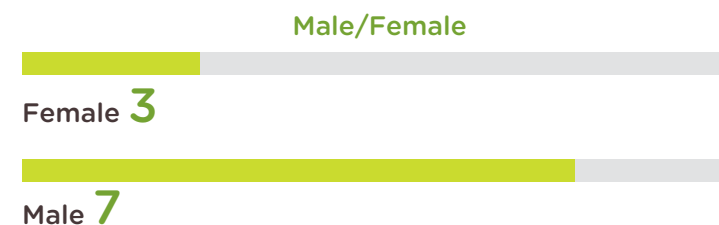
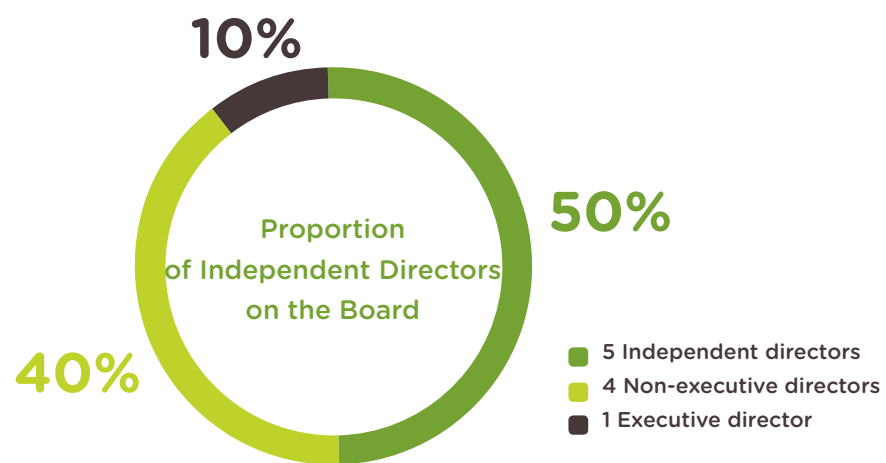
The Board recognizes the benefits of diversity and considers it an important element in effective decision-making and management.

The Board Diversity Policy requires that the Nomination and Governance Committee has at least one female director. Female candidates are included for consideration whenever the Company seeks to appoint a new director. This is to ensure that there is a significant and appropriate female representation on the Board, recognizing that the Board's needs will change over time and taking into account the skills and experience on the Board.

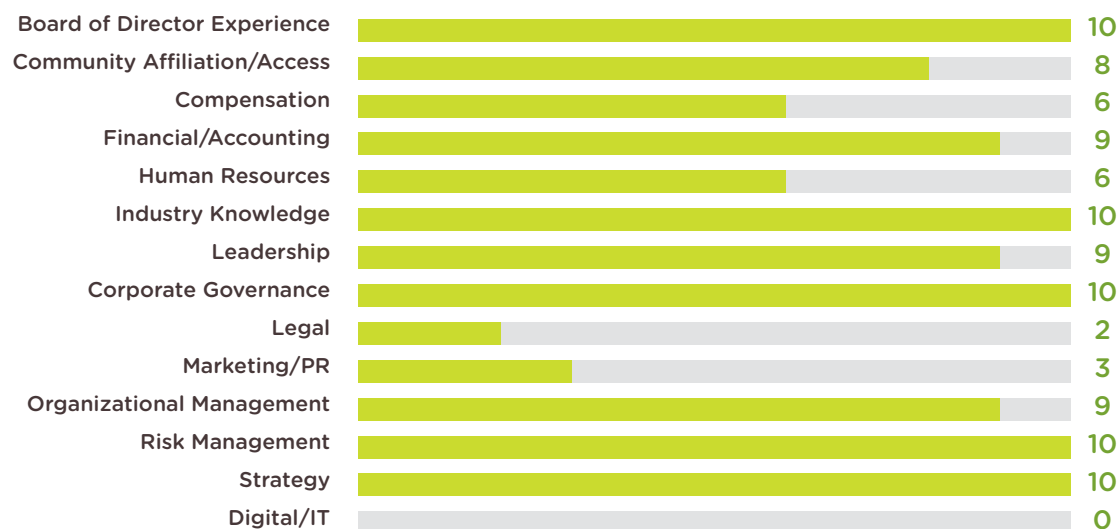
Board diversity has not been limited to gender alone, but it is considered from a number of aspects such as ethnicity, age, cultural and educational background, professional experience, skills, knowledge and attitude. The search for board candidates is conducted by using objective selection criteria and with due regard for the benefits of diversity. All appointments are based on suitability and merit.

In 2020, the Nomination and Governance Committee nominated a candidate with legal expertise for a position on the Board. This was in recognition of the results of the annual board evaluation, which had found that young entrepreneurs and people with legal expertise or experience of investment banking or M&A were required. This candidate was recommended by an external search firm.





### Skills and Experience (Number of Directors)



## 8. Independent Directors

Under the Company's Corporate Governance Policy, at least one-third of the board members (and not less than three persons) must be independent directors who are capable of exercising independent judgment and will act in the best interests of the Company and its shareholders. These directors must meet all the qualifications stipulated by the Capital Market Supervisory Board, while the Company has a stricter requirement regarding the number of its shares that an independent director can hold.

An independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-level subsidiary or legal entity in which he or she may have a conflict of interest, on condition that these decisions must be collective ones.

It is the Board's policy that an independent director may not be considered to remain "independent" after he or she has completed three (3) consecutive terms or a total of nine (9) years. However, the Board may still approve extensions for a period of one (1) year each time.



The qualifications of an independent director are described in the Company's CG Policy, which can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)

## 9. Board Membership Criteria

All directors must satisfy the following minimum requirements:

- Demonstrate capability, display the utmost integrity, and uphold ethical business practices.
- Devote sufficient time to the Company in order to perform their duties professionally.
- Possess the necessary qualifications for their positions, and not be disqualified in any way under the Public Limited Companies Act, BE 2535 or other related laws.

## 10. Board Selection and Appointment

The Nomination and Governance Committee is responsible for reviewing, on an annual basis, the skills and characteristics required of directors in the light of the Board's composition, along with the Company's current and future business and strategic directions. The nomination process is shown below.

### 10.1 Selection and Appointment of New Directors

When the Board decides to appoint a new director, the Nomination and Governance Committee will proceed as follows:

- 1) The committee develops a skills matrix to identify gaps in the Board's current profile. In conducting this review, the committee will also consider diversity in terms of skills, experience, knowledge, independence, age, gender, and other characteristics.
- 2) The committee identifies potential candidates who would best meet the selection criteria from the sources below:
  - Recommendations from current Board members.
  - Proposals by the Company's shareholders who hold voting rights, as individuals or a group, equivalent to not less than five (5) percent of the total.
  - Professional search firms.
  - The IOD director pool.
- 3) The committee conducts an initial assessment of candidates' qualifications, and then interviews people it has short-listed.
- 4) The committee submits nominations to the Board, which will propose these at the shareholders' meeting or approve a temporary replacement if a director resigns during his or her term of office.

In 2020, the Board appointed two new directors, namely Ms. Manida Zimmerman (who was recommended by an external search firm) and Mr. Arthur Lang Tao Yih (who was nominated by the major shareholder).

Two of the ten current directors, Ms. Sopawadee Lertmanaschai and Ms. Manida Zimmerman, were recommended by external search firms.

## 10.2 Re-appointment of Directors

In deliberations on the re-appointment of existing directors, the Nomination and Governance Committee will consider relevant factors such as performance, continuity, attendance at and participation in meetings, and other contributions to the activities undertaken by the Board.

This procedure was followed in 2020 when Mr. Kan Trakulhoon, Ms. Manida Zimmerman and Mr. Anek Pana-apichon were re-appointed as directors.

# 11. Board Orientation and Continuous Development

## 11.1 Orientation

All new directors must attend the Company's director orientation program for one to two days prior to assuming their responsibilities. The intention of this program is to enable new directors to gain a thorough understanding of the Company's management, business and governance practices, through a series of detailed briefings by the Company Secretary and the Company's executives. These cover the following aspects of the different businesses in the group and their support functions.

Topics	Responsible department
INTOUCH Group's investment structure	Company Secretary
Board and sub-committee matters	Company Secretary
Corporate governance and the Company's other policies	Company Secretary
Strategic direction and the Company's KPIs	Portfolio Management
Overview of the businesses in the group	Portfolio Management
New business investment	Business Development
Relevant regulatory issues and pending litigation	Legal
Risk management	Risk Management
Financing and accounting methods	Finance & Corporate Accounting
Social responsibility programs and corporate image	Corporate Public Relations
Human resource management and development	Human Resources

In 2020, two new directors (Ms. Manida Zimmerman and Mr. Arthur Lang Tao Yih) and one new executive (Mr. Ted Poshakrishna Thirapatana) attended the Company's orientation program.

## 11.2 Continuous Training and Development Program

A continuous training and development program, paid for by the Company, is provided to all directors to ensure they are adequately prepared to discharge their duties and govern the Company efficiently. The Company Secretary discusses this matter with each director in order to create an individual program suitable for his or her needs. This program may take a variety of forms such as internal and external courses, site visits and overseas trips.

Details of the training and development program during 2020 are shown below.

Name	Training / Seminars / Exhibitions				Annual Board Seminar <sup>4</sup>
	IOD <sup>1</sup>	Satellite Industry Landscape <sup>2</sup>	Forensic Accounting Certificate Program	National Defence Course <sup>3</sup>	
1. Dr. Virach Aphimeteetamrong			✓		✓
2. Mr. Somchai Supphatada			✓		✓
3. Ms. Sopawadee Lertmanaschai					✓
4. Ms. Manida Zimmerman					✓
5. Mr. Kan Trakulhoon	✓				✓
6. Mr. Prasert Bunsumpun					✓
7. Ms. Jeann Low Ngiap Jong					✓
8. Mr. Arthur Lang Tao Yih					✓
9. Mr. Somprasong Boonyachai					✓
10. Mr. Anek Pana-apichon		✓		✓	✓

Remarks :

1. "Leading Boardrooms through Disruption: What should Directors know?", a seminar held by the Thai Institute of Directors on 14 October 2020.
2. "The Satellite Industry Landscape", a sharing session with speakers from Delta Partners on 29 July 2020.
3. National Defence Course Class 2019-2020
4. INTOUCH's Board Seminar on 1 December 2020, with a presentation by Huawei on 5G Technology & Business Trends, an update by Delta Partners on Satellite Industry Trends, and a discussion panel about tech start-ups in the Asia-Pacific region.

## 12. Board Meetings

### 12.1 Number of Meetings and Schedules

The Board schedules meetings in every quarter, at least eight (8) meetings a year, and meets at other times as necessary. The schedule for the year's meetings is drawn up before the end of the previous year and sent to all the board members in advance so they are able to attend each meeting in order to act in the best interests of the Company.

In 2020, the Company drew up the Practice Guidelines for Holding Board Meetings via Electronic Media. The Chairman of the Board decides whether a virtual meeting should be held, which must follow the criteria and requirements prescribed by the relevant laws

### 12.2 Quorum and Meetings

The Company's Articles of Association define the quorum as at least half of the total directors. However, in practice, the Board follows the quorum stipulated in the Company's CG Policy and will only pass resolutions if a minimum of two-thirds of its members are present (excluding those with conflicts of interest). The quorum for meetings held via electronic media complies with the relevant laws. Each meeting generally lasts two to three hours. The Chairman of the Board allocates sufficient time for the management to present the necessary information and the members to discuss each item on the agenda in order to ensure that the shareholders' best interests are represented fairly. All board members have a right to express their opinions.

### 12.3 Agendas

The Chairman of the Board, in consultation with the CEO and the Company Secretary, will set the agenda for each meeting. Any director may propose agenda items and raise other matters to be discussed.



### 12.4 Distribution of Meeting Notices and Supporting Documents

The Company Secretary is responsible for distributing the meeting notice and supporting documents at least seven (7) days before the date of each meeting. However, if there is an urgent matter, there may not be time to distribute some documents in advance so they will be handed out at the meeting or sent by electronic media. Supporting documents will include a summary of the matters to be considered. Moreover, a Board Portal system has been developed for all the directors to access board-related documents via computers and mobile devices (such as iPads) anywhere and at any time. This system, which meets the information security standards SSAE16, SOC2 & ISO27001, allows the directors to perform their duties more conveniently.



## 12.5 Meeting Attendance

All of the Company's directors have devoted sufficient time to attend board and board committee meetings, and were present at the Annual General Meeting of Shareholders for 2020.

The meeting attendance in 2020 is recorded in the table below.

Name	2020 Annual General Meeting	Board	Audit and Risk Committee	Nomination and Governance Committee	Leadership Development and Compensation Committee	CSR Committee for Sustainable Development	Strategic and Organizational Review Committee
1. Dr. Virach Aphimeteetamrong	Yes	11/11					
2. Mr. Somchai Supphatada	Yes	11/11	7/7				
3. Ms. Sopawadee Lertmanaschai	Yes	11/11	7/7			2/2	0/0
4. Ms. Manida Zinmerman <sup>6</sup>	Yes	7/7	5/5			2/2	
5. Mr. Prasert Bunsumpun	Yes	11/11		4/4	5/6		2/3
6. Mr. Kan Trakulhoon	Yes	11/11		4/4	6/6	2/2	3/3
7. Ms. Jeann Low Ngiap Jong	Yes*	11/11		4/4	6/6		3/3
8. Mr. Arthur Lang Tao Yih <sup>7</sup>	-	1/1					
9. Mr. Somprasong Boonyachai	Yes	11/11					3/3
10. Mr. Anek Pana-apichon	Yes	11/11				2/2	3/3
Directors who resigned during the year							
11. Mr. Chalaluck Bunnag <sup>8</sup>	-	3/4	2/2			0/0	
12. Mr. Kwek Buck Chye <sup>9</sup>	Yes*	9/10					1/1

\* Attended via electronic media, <sup>6</sup>Ms. Manida Zinmerman was appointed on 25 March 2020 to replace Mr. Chalaluck Bunnag. <sup>7</sup> Mr. Arthur Lang Tao Yih was appointed on 6 November 2020 to replace Mr. Kwek Buck Chye.

<sup>8</sup> Mr. Chalaluck Bunnag resigned on 25 March 2020. <sup>9</sup> Mr. Kwek Buck Chye resigned on 6 November 2020.

## 12.6 Board Minutes

The Company Secretary must record the minutes of each meeting, submit them to the Chairman of the Board for review, and then circulate them to each board member within seven (7) days of the meeting. The minutes must contain all the meeting resolutions along with sufficient background information, and be prepared in accordance with the relevant laws.

## 12.7 Executive Sessions for Non-executive Directors

Under the Company's CG Policy, non-executive directors shall hold regular meetings to discuss matters related to the Company's business, or issues of common interest, without the presence of executive directors. Four meetings were held during 2020 (on 7 February, 8 May, 7 August and 6 November) to consider the CEO's performance evaluation and KPI targets.

### 13. Access to Management and Independent Advisors

Every director has independent access to the management and the Company Secretary at any time if he or she needs additional information concerning the Company's performance or other information that is not provided at board meetings. The Board and its sub-committees may engage independent advisors at the Company's expense, should they deem this necessary to discharge their responsibilities.

### 14. Conflicts of Interest

The Board has established rules and procedures for reporting of directors' and executives' interests in the Company and its affiliated companies to ensure that the Company complies with the Securities and Exchange Act, B.E. 2535 and other relevant laws.

Directors and executives are required to disclose any potential conflicts of interest with the Company. If one arises during a business decision or transaction involving the Company, he or she is prohibited from participating in or approving that matter.

In 2020, none of the Company's directors, executives or employees made a transaction that involved a conflict of interest.

### 15. Outside Board Memberships

Under the Company's Corporate Governance Policy, an individual director should not serve on more than six (6) other boards of listed companies, unless the Board grants specific approval, in order to ensure that all directors allocate sufficient time to prepare for and attend board and board committee meetings.

Furthermore, the CEO shall not serve on the boards of any other public listed companies (excluding the Company's subsidiaries or associates) unless the Board grants specific approval.

In 2020, none of the Company's directors served on more than six other boards of listed companies.

(The details of outside board memberships held by each director and the CEO can be found in Form 56-1 One Report for 2020, pp. 21-30.)

### 16. Board Evaluations

The effectiveness of the Board is vital to the success of the Company so it is current policy to conduct an evaluation every year, and consider an independent evaluation by an external consultant every three years. These evaluations review the performance of the Board as a whole, its individual members and each board committee, with the objective of improving overall effectiveness.



#### Scope of board evaluations:

1. Evaluation of the Board as a whole
2. Evaluation of the board committees
3. Self-evaluation by individual directors

In 2020, the board evaluation was conducted internally and covered the Board as a whole, the board committees and individual directors, in the following assessment areas:



### The Board

- Board Composition & Independence
- The Roles of the Chairman
- Board Processes/Roles & Functions
- Board Strategy and Priorities
- Information Management
- Monitoring of Company Performance
- Management of Risks & Adversity
- Management of CEO Performance & Succession Planning
- Representation of Shareholders & Corporate Social Responsibility
- Director Development & Remuneration



### Board Committees

- Fulfillment of responsibilities
- Compliance with regulatory requirements
- Effective communication & decisions
- Frequency of meetings and time management
- Suitable mix of capabilities, experience and skills
- Accessibility to other directors



### Individual Members

- Contribution
- Knowledge and Abilities
- Teamwork
- Integrity

The Nomination and Governance Committee began the process by reviewing the assessment areas and revising the related questions. The questionnaires for the Board as a whole and for individual members were then distributed, and the completed forms sent to the Company Secretary to compile a report on the results. This report was considered by the Nomination and Governance Committee, which drew up a development plan that was submitted to the Board for consideration.

In addition, each board committee conducted a self-evaluation against its charter and concluded that it had completely and effectively discharged its duties during the year 2020. Moreover, the Audit and Risk Committee also conducted an additional self-evaluation using a checklist prepared by the Securities and Exchange Commission.

In 2020, the evaluation revealed that the Board and its sub-committees were operating in an effective manner. The detailed scores are shown in the table below.

Board/Board Committee	Type of assessment	Results
Roles of the Chairman		4.14 out of 5
Board of Directors	The whole board	4.30 out of 5
	Self-assessment	4.17 out of 5
Audit and Risk Committee	The whole committee	4.17 out of 5
	Self-assessment	3.98 out of 5
Nomination and Governance Committee	The whole committee	4.78 out of 5
	Self-assessment	4.50 out of 5
Leadership Development and Compensation Committee	The whole committee	4.78 out of 5
	Self-assessment	4.50 out of 5
CSR Committee for Sustainable Development	The whole committee	3.79 out of 5
	Self-assessment	3.75 out of 5
Strategic and Organizational Review Committee	The whole committee	4.23 out of 5
	Self-assessment	4.10 out of 5

## 17. Board Committees

The Board has established five (5) standing board committees to assist it in discharging its responsibilities. Each committee performs its duties in accordance with a written charter approved by the Board. These committees provide advice and recommendations to the Board in relation to their areas of expertise, and make decisions on specific matters that have been delegated to them by the Board. The composition of each committee and its roles and responsibilities are shown below.

Board committees and members	Name	Key roles and responsibilities
Audit and Risk Committee	1. Mr. Somchai Supphatada <sup>10</sup> (Chairman) 2. Ms. Sopawadee Lertmanaschai <sup>10</sup> 3. Ms. Manida Zinmerman <sup>11</sup>	This committee assists the Board in fulfilling its responsibility with respect to the integrity of the Company's financial statements, compliance with legal and regulatory requirements, the effectiveness of risk management and internal controls, and the performance of both the internal and external auditors, including the qualifications and independence of the latter along with recommendations on their appointment, termination and remuneration.
Nomination and Governance Committee	1. Mr. Prasert Bunsumpun (Chairman) 2. Ms. Jeann Low Ngiap Jong 3. Mr. Kan Trakulhoon	This committee assists the Board in ensuring that the nomination and governance processes are properly implemented with respect to director nomination, board composition & succession plan, board assessment & training, and the Company's compliance with corporate governance standards and best practices.
Leadership Development and Compensation Committee	1. Mr. Kan Trakulhoon (Chairman) 2. Mr. Prasert Bunsumpun 3. Ms. Jeann Low Ngiap Jong	This committee assists the Board in determining the compensation of directors and executives, along with cultivating an internationally competitive management team. The committee, together with the CEO, assesses and determines the succession plan for the Company's and its subsidiaries' CEOs and the persons who report directly to them, as well as evaluates the performance of the CEO and senior executives. The committee also ensures that the compensation packages for the directors and executives are commensurate with their roles and responsibilities in order to attract and retain high-quality leaders.
CSR Committee for Sustainable Development	1. Mr. Kan Trakulhoon <sup>12</sup> (Chairman) 2. Ms. Sopawadee Lertmanaschai <sup>13</sup> 3. Ms. Manida Zinmerman <sup>13</sup> 4. Mr. Anek Pana-apichon	This committee assists the Board in reviewing and approving the Sustainable Development Policy and the Sustainability Report. The committee also monitors the Company's compliance with this policy, oversees the CSR programs (which includes reviewing the related strategy and budget), and ensures that the Company's business operations follow the principles of sustainable development.
Strategic and Organizational Review Committee	1. Ms. Jeann Low Ngiap Jong (Chairperson) 2. Mr. Prasert Bunsumpun 3. Mr. Kan Trakulhoon 4. Mr. Somprasong Boonyachai 5. Mr. Anek Pana-apichon	This committee assists the Board in the strategic positioning of INTOUCH Group in order to achieve business success and sustainable growth. The committee's main responsibilities are reviewing the strategic direction, organizational structure and half-year performance of companies in the group, along with studying strategic moves. The committee also evaluates new business opportunities, and approves investments within the prescribed limits.

 All the board committee charters can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)

<sup>10</sup> Has an accounting background and related financial management expertise, with the competence to review the reliability of financial statements.

<sup>11</sup> Replaced Mr. Chalaluck Bunnag (who resigned on 25 March 2020).

<sup>12</sup> Replaced Mr. Chalaluck Bunnag (who resigned on 25 March 2020) as the chairman of the committee.

<sup>13</sup> Appointed to the committee on 25 March 2020.

## 18. Company Secretary

The Company Secretary acts as secretary to the Board and is accountable directly to the Board, through the Chairman, on all matters relating to governance and board effectiveness. All the directors have immediate access to the Company Secretary, and his or her appointment or removal is a matter for the Board as a whole.

The Company Secretary has the following duties and responsibilities:

- Organize and facilitate board and board committee meetings.
- Organize the annual general meeting of shareholders, and record and publish the related minutes.
- File all documents and related records.
- Ensure that the Board is in compliance with all related laws and regulations.
- Handle corporate governance issues and provide advice on these to the Board.
- Assist in matters related to the Board, members of management and shareholders.
- Follow up on all resolutions passed and instructions given by the Board and shareholders' meetings.
- Undertake any other actions specified in the Securities and Exchange Act, B.E. 2535 or related laws and regulations, including notifications issued by the Capital Market Supervisory Board.

The incumbent Company Secretary is Mr. Wichai Kittiwittayakul, who is 59 years old and holds a Master's Degree in Accountancy from Thammasat University. Prior to becoming the Company Secretary, he was the Secretary to the Board and the Audit Committee. He is an expert in corporate governance, compliance, internal control, internal audit and risk management, and previously worked as a compliance manager. In addition, he is a former director of the Thai Company Secretary Club and held the position of Chairman of the Institute of Internal Auditors of Thailand.

In 2020, Mr. Wichai Kittiwittayakul attended the following events and seminars:

- Harvard Leadership and Development Program held by Harvard Business Publishing.
- Advanced Audit Committee Program (AACP), held by the Thai Institute of Directors on 4, 11, 18 & 25 February 2020.
- "The Company Secretary's Roles in Supporting Good Corporate Governance in an Organization", held by the Thai Institute of Directors on 18 August 2020.
- "Disclosure in Form 56-1 One Report", an internal seminar for the companies in INTOUCH Group on 19 October 2020, with speakers from the Securities and Exchange Commission.
- "Direction of the Thai Economy and Capital Market in 2021", an internal seminar for the companies in INTOUCH Group on 13 November 2020, with speakers from Kasikorn Bank and Kasikorn Securities.
- INTOUCH's Board Seminar on 1 December 2020, with a presentation by Huawei on 5G Technology & Business Trends, an update by Delta Partners on Satellite Industry Trends, and a discussion panel about tech start-ups in the Asia-Pacific region.



## The Management

### The CEO

The CEO is appointed by the Board, and is responsible for the day-to-day management of the Company in accordance with the business plan, strategy and long-term objectives approved by the Board. In addition, the Board approves the CEO's short- and long-term performance indicators, and considers the CEO's annual performance in order to approve his or her remuneration.

The Board has authorized the Leadership Development and Compensation Committee to determine the CEO's KPIs, and evaluate the results of his or her performance before these are considered by the Board. The CEO's KPIs cover key dimensions, in accordance with the balanced scorecard system, such as portfolio performance, reputation and governance, internal processes, and human resource development. In addition, there are long-term indicators that focus on Total Shareholder Return (TSR) and the Company's Economic Value (EV).



### Management Committee

The Management Committee is responsible for assisting the CEO in managing the Company's day-to-day operations, implementing the approved strategies and policies in order to achieve the planned objectives and targets, making investment decisions under the authority delegated by the Board, monitoring the financial and operating results of all the companies in INTOUCH Group, and ensuring that all pertinent information is reported to the Board in a timely manner.

The Management Committee is chaired by the CEO and meets at least once a month. Twenty-three meetings were held in 2020. The Management Committee consists of the following senior executives (whose biographies are shown in Form 56-1 One Report for 2020, pp. 21-33).

Name	Position
1. Mr. Anek Pana-apichon	Chief Executive Officer
2. Mr. Ted Poshakrishna Thirapatana <sup>1</sup>	Deputy Chief Executive Officer
3. Mr. Kim Siritaweechai	Chief Financial Officer
4. Mr. Wichai Kittiwittayakul	Executive Vice President - Governance, Risk and Compliance
5. Ms. Kantima Lerlertyuttitham	Group Chief Human Resources Officer

<sup>1</sup> Appointed on 1 May 2020 and resigned from the Company, effective 1 February 2021.

## Succession Plan for the CEO and top management

The Board recognizes the importance of the succession planning for top management, especially for the CEO, and has assigned the Leadership Development and Compensation Committee, together with the CEO, to develop a succession plan for the CEO (N), the persons who report directly to him or her (N-1), and executive positions at the level below (N-2). Moreover, an external consultant is engaged to assess this plan and help develop it.

In addition, the Company has also developed a succession plan for the lower management level (AVP) by identifying existing personnel. For positions with no potential successors, a development program has been established to train suitable candidates, while external candidates will also be considered. The aim of this program is to guarantee a smooth transition without any impact on the Company's operations in order to maintain stakeholder confidence.

The Company draws up individual development plans (IDPs) for all the designated successors at every level to improve their readiness. If an internal successor is not ready to take up a vacant position, external candidates will be recruited. The succession plan and the IDPs are included in the Company's KPIs.

In 2020, 90% of the approved IDPs were successfully completed.

## Role To Stakeholders

The Company respects the rights of every group of stakeholders and has set guidelines within the Code of Conduct, Human Resources Policy and Corporate Social Responsibility for Sustainable Development Policy to ensure that appropriate priorities are maintained for all shareholders, executives, employees, customers, business partners, creditors, and the public and community at large. The Company facilitates cooperation among the various groups of stakeholders according to their roles and duties in order to create a fair and stable business environment that runs smoothly for the benefit of all parties concerned.

### Shareholders

The Board represents all of the Company's shareholders by overseeing every aspect of the business in order to create long-term growth and maximize shareholder value, as well as ensure transparency and the timely disclosure of accurate information. The Board ensures that the Company treats all of its shareholders equally and respects their rights, by applying the related principles and guidelines for good corporate governance. The Company has provided communication channels, such as [ir-intouch@intouchcompany.com](mailto:ir-intouch@intouchcompany.com) and [companysecretary@intouchcompany.com](mailto:companysecretary@intouchcompany.com).

## Employees

The workforce is a valuable asset and a critical success factor, so the Company places strong emphasis on developing and promoting a good culture and working atmosphere, teamwork, courtesy, and respect for individuality. All decisions about the hiring, promotion and transfer of employees are based on ethical standards and unlocking employee potential for the benefit of the Company.

The Company is responsible for implementing and maintaining a safe working environment in order to protect the lives and property of all its employees. Moreover, the Company strictly adheres to all the labour laws and regulations in Thailand.

## Customers

The Company places the highest importance on customer satisfaction and consumer confidence. All the companies in INTOUCH Group aim to provide high-quality goods and services at reasonable prices, and maintain good relationships with their customers. The Company has therefore determined the following guidelines:

- **Goods and Services:** All the companies in INTOUCH Group shall provide high-quality goods and services, and continuously strive to improve these. All the information pertaining to the goods and services shall be disclosed without any misrepresentation.
- **Confidentiality of Customers' Information:** Directors, management, and staff members at all levels shall not disclose any information about customers without prior permission from those customers or the authorized personnel of the relevant company in the group. The only exception to this is information requested by law enforcement officers acting in accordance with the law.

## Competitors

All the companies in INTOUCH Group have a policy of free and fair competition, will not try to monopolize their industries, and will not force their business partners to only sell their goods or services. None of the companies in the group acquire information on their competitors by any illegal or unethical methods.

## Society

The Company is aware that, as a Thai company, it has a responsibility to Thailand and Thai society. Therefore, the Company is committed to making social contributions by supporting activities of public interest, and cooperating with the communities in which those activities occur. Information on the Company's CSR programs is provided in Form 56-1 One Report for 2020, pp. 181.

## The Environment

The Company has a policy not to invest in any business that destroys or harms the environment. The Company encourages all the companies in the group to sell goods and services that are environmentally friendly, make the best use of natural resources, and comply with all related environmental laws. The Company supports activities that protect the environment and save energy. In addition, the Company conducts an annual environmental awareness session for all the employees, and has a policy to purchase and promote the use of products that are environmentally friendly. In addition, the Company resolved in 2020 to reduce greenhouse gas emissions from business operations.

## Business Partners

The Company's dealings with its business partners are conducted in a manner that upholds the reputation of the Company and all relevant laws. All employees are made aware of the common interests that the Company has with its business partners in order to treat them equitably. The selection of business partners is both fair and transparent, and the Company considers them to be the key factor in jointly creating value for its customers.

The Company has drawn up and implemented a Supplier Code of Conduct, which has been communicated to all its business partners in order to emphasize transparency in every business relationship.

## Intellectual Property

The Company respects the intellectual property of others and will only utilize it after obtaining permission to do so. Any infringement of intellectual property rights is against the Company's policy.

The Company purchases all the licensed software necessary for employees to perform their functions adequately. Employees are not permitted to install any unlicensed software onto the Company's computers or devices.

## Creditors

The Company honors all its commitments, safeguards all guaranteed assets, and complies with all the terms and conditions agreed with its creditors for the repayment of principal and interest. To ensure compliance with loan covenants, the Company will:

- Maintain healthy financial ratios
- Monitor its relevant financial ratios (such as interest-bearing debt to equity).
- Provide key information in a timely manner, even though it may have a negative impact on the Company's business.

If the Company finds that it is unable to comply with any obligation in a loan agreement, it will notify its creditors as soon as possible in order to seek a mutually agreed solution.

### Contacting the Board

Any stakeholder who wishes to offer suggestions or report unfair treatment, illegal acts or any infringement of the Company's code of conduct, or any matter that may cause damage to the Company, can contact the Board or the Audit and Risk Committee through the channels below.



#### Mail

Intouch Holdings Plc.  
Company Secretary Office  
SJ Infinite One Business Complex 30F,  
349 Vihavadi-Rangsit Road,  
Chompol, Chatuchak, Bangkok 10900



#### E-mail

auditandriskcommittee@intouchcompany.com  
(to contact the Audit and Risk Committee)  
companysecretary@intouchcompany.com  
(to contact the Board of Directors)

All suggestions, complaints or reports will be forwarded to the relevant parties and all actions taken reported to the Audit and Risk Committee and the Board.

## Disclosure Of Information And Transparency

### Disclosure of Material Information

The Company is committed to providing its shareholders and potential investors with accurate, adequate, timely and equal access to information, in accordance with legal and regulatory requirements in order to promote investor confidence in the Company's integrity.

The Board has adopted a Market Disclosure Policy to assist it in fulfilling the reporting obligations required by the Stock Exchange of Thailand (SET), and provide investors with proper, timely and accurate information which may affect the price or value of its securities and influence decisions to buy or sell them.

Under this policy, the CFO and Head of Compliance have the primary responsibility of determining whether information must be disclosed to the SET; if so, an appropriate announcement will be prepared for the CEO's approval. Significant announcements are made promptly and directly to the SET, then immediately posted on the Company's website.



The Market Disclosure Policy can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)

### Communication with Shareholders and Potential Investors

Recent developments in technology have made corporate communication more convenient, enabling all the Company's stakeholders to access clear and precise information easily and quickly. INTOUCH regularly upgrades its communication channels by adopting the latest technology; as a result, the Company had seamless communication with its stakeholders, both local and foreign, during the COVID-19 pandemic. The communication channels in 2020 were mostly online platforms, such as private video conferencing and live broadcasting by the management in INTOUCH Group, as well as phone calls, e-mails, and QR codes linked to the Company's website. These channels allowed everyone equal access all the information they needed.

Another communication channel is the Company's Facebook page, which provides INTOUCH's performance results and details of social & community activities, along with information on financial markets and new technology trends. At the end of 2020, there were more than 50,000 followers, an increase from approximately 40,000 at the end of 2019. This increase was an indication of the quality of the content on the Company's Facebook page, as well as the rising interest in the Company's activities and the latest technology trends. INTOUCH will continue to develop more effective communication channels to accommodate changing stakeholder behavior.

In addition, the main communication channels were still available, widely used and effective. These comprised answering telephone inquiries, regularly posting information on the Company's website, sending e-mail updates to the investment community, and various meetings. Due to the COVID-19 pandemic, in 2020 the Company held a virtual public meeting with analysts and fund managers, two private on-site meetings with analysts, potential investors and shareholders, and seventeen local and international video conferences and conference calls (attended by a total of 173 fund managers). The Company also participated in the SET Opportunity Day every quarter, both physical and virtual meetings, and published its annual newsletter with details of the half-year performance results.





All shareholders and potential investors can submit enquiries through the Company's website under "Request for more information". Every year, the Investor Relations department asks the shareholders, investment community and analysts for feedback on the Company's operations so that it can develop a communication strategy to help them understand the business better and address any concerns. These enquires enable the Company to identify and prioritize issues so that appropriate communication activities can be arranged to resolve them, which will allow the business to proceed smoothly. All the Investor Relations activities in 2020 have been summarized below.

#### First quarter

- Opportunity Day physical meeting arranged by the Stock Exchange of Thailand, attended by analysts, the media and members of the general public
- Video conferences and conference calls arranged by SCB Securities Co., Ltd., Maybank Kim Eng Securities (Thailand) Plc., Kasikorn Securities Plc. and TISCO Securities Co., Ltd.

#### Second quarter

- Opportunity Day virtual meeting arranged by the Stock Exchange of Thailand, attended by analysts, the media and members of the general public
- Video conferences arranged by Krungsri Securities Plc. and Thanachart Securities Plc., partnered with Daiwa Securities Group Inc.
- Participated in Thailand Virtual Conference 2020, organized by the Stock Exchange of Thailand and CGS-CIMB Securities (Thailand) Co., Ltd.

#### Third quarter

- 2020 INTOUCH Group half-year analysts virtual meeting
- Opportunity Day virtual meeting arranged by the Stock Exchange of Thailand, attended by analysts, the media and members of the general public
- Video conferences arranged by Maybank Kim Eng Securities (Thailand) Plc. and Kasikorn Securities Plc.
- Participated in Thailand Focus 2020 virtual meeting organized by the Stock Exchange of Thailand
- Virtual meeting between start-up companies in the InVent portfolio and investors, organized by Thanachart Securities Plc.

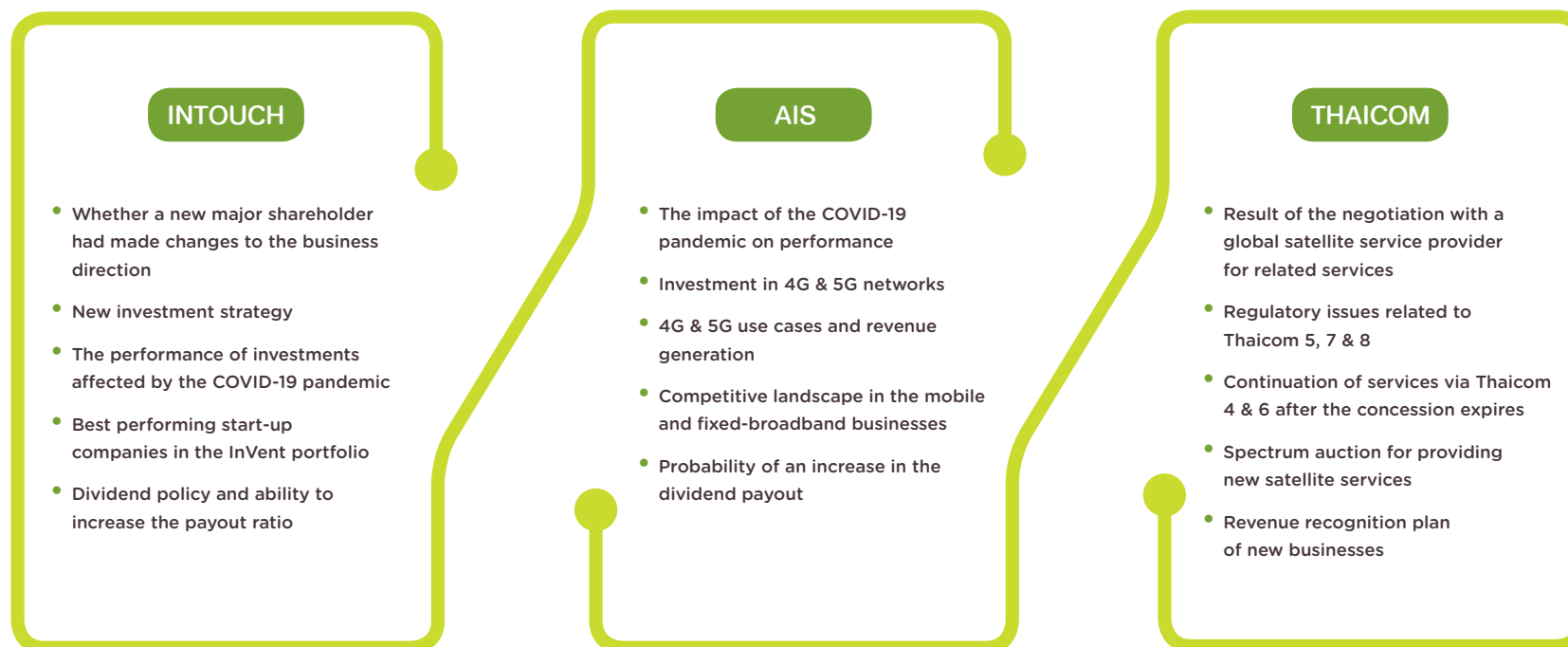
#### Fourth quarter

- Opportunity Day virtual meeting arranged by the Stock Exchange of Thailand, attended by analysts, the media and members of the general public
- Video conference arranged by KGI Securities (Thailand) Plc.

Investor Relations arranged engagement activities to help analysts and potential investors, both local and foreign, discuss many topics with the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer, and Senior Vice President of Portfolio Management & Investor Relations. The discussions covered changes in technology, the Company's performance and strategic direction, corporate governance policy, environmental and social management, and risk mitigation.

The Company observes a 30-day silent period prior to its scheduled earnings announcements in order to ensure fairness and prevent the improper disclosure of information that might affect its share price while the financial statements are being prepared.

## Frequently asked questions in 2020



For more information about the Company and its activities, please contact Ms. Tomyantee Kongpoolsilpa in the Investor Relations department through one of the following channels: Tel. (66) (0)2118 6909, Email to: [ir-intouch@intouchcompany.com](mailto:ir-intouch@intouchcompany.com) or the Company's website at: [www.intouchcompany.com](http://www.intouchcompany.com)

## Company Website

The Company's website ([www.intouchcompany.com](http://www.intouchcompany.com)) is available in both Thai and English. It is regularly updated in order to maintain effective communication with the shareholders and other stakeholders.

## Risk Management And Internal Controls

### Responsibility

The Board believes that risk management and internal control are fundamental for achieving the Company's goal of creating long-term sustainable shareholder value. The Board has overall responsibility for ensuring that the Company establishes and maintains effective risk management and internal control systems to safeguard the shareholders' investment and the Company's assets and interests.

However, these systems are designed to manage, not eliminate, the risk of failure to achieve the Company's business objectives. They can only provide reasonable, but not absolute, assurance against material misstatement, fraud or loss.

The Board has delegated the responsibility for monitoring the effectiveness of the Company's risk management and internal control systems to the Audit and Risk Committee, while the management is responsible for designing and implementing these systems.

### Risk Management

The Company's risk management framework is the foundation for effective risk management. It sets out the risk management governance, risk culture, risk appetite and risk policy, including the ongoing process for identifying, analyzing, evaluating and mitigating material risks, enabling the Company to respond to changes in the business environment. This process is regularly reviewed by the Audit and Risk Committee to ensure that the Company's risk management is operating effectively. The key risks faced by the Company have been disclosed in the section "Risk Management and Risk Factors" in this report.

### Internal Controls

The Company has put in place an effective internal control system, which will enable it to respond appropriately to key risks that might affect the achievement of business objectives. This system has been developed based on the COSO (Committee of the Sponsoring Organizations of the Treadway Commission) Internal Control-Integrated Framework.

The key elements of the internal control system include:

- An appropriate organizational structure with clearly defined responsibilities, accountability and approval authority, all of which underpin a proper segregation of duties.
- The Company's Code of Conduct and Whistle-blowing Policy, which are communicated to all of the employees through awareness training and reviewed regularly to ensure that they cover any new situations that may arise.
- Policies and procedures covering key business processes, which are communicated to all of the employees and reviewed regularly to ensure continued relevance, effectiveness and improvement.
- Relevant information, which is communicated to both internal and external parties to support the achievement of the Company's business objectives.
- Comprehensive management reports, covering financial performance and key business indicators, which are made available to the Board on a regular basis to enable effective monitoring of the actual performance against budgets and plans.
- Continual monitoring, which is undertaken to ascertain that the internal control system is still present and functioning properly or whether changes need to be made.

The Audit and Risk Committee reviews the effectiveness of the internal control system across the Company (which includes financial, operational and compliance controls) by means of regular updates from and discussions with the management, along with the key audit findings submitted by the external and internal auditors.

During the year 2020, no material issues were reported to the Audit and Risk Committee in the areas of the Company's internal control system that were reviewed.

In addition, the Board assesses the effectiveness of the internal control system on an annual basis by using guidelines from COSO's Internal Control-Integrated Framework and the Office of the Securities and Exchange Commission.

## The Effectiveness of the Company's Risk Management and Internal Control Systems

Based on the work performed by the Audit and Risk Committee and the results of the internal control assessment, the Board is satisfied that the Company's risk management and internal control systems were effective throughout the year 2020. Moreover, the monitoring system for safeguarding the Company's and its subsidiaries' assets from misappropriation by the directors or management was also adequate and effective.

## Ethical Standards

### Code of Conduct

The Company is committed to the key principles of integrity, ethical business conduct and accountability in accordance with good corporate governance practices. The Board expects all executives and employees to act with honesty, integrity and impartiality.

The Board reviews and approves the Code of Conduct. The latest version covers the following areas:

- 1 Responsibility to shareholders
- 2 Responsibility to customers
- 3 Responsibility to business partners and creditors
- 4 Responsibility to society and the environment
- 5 Responsibility to staff
- 6 Human rights
- 7 Business competition
- 8 Anti-corruption
- 9 Compliance with laws, rules and regulations
- 10 Participation in political activities
- 11 Conflicts of interest
- 12 Safeguarding the Company's assets
- 13 Intellectual property
- 14 Use of inside information and trading of the group's securities
- 15 Distribution of information and interviews with the press or public
- 16 Related transactions within the group

A copy of the latest version is provided to all executives and employees, and is discussed during induction training. All executives and employees are required to sign a declaration of compliance every year. An annual test is conducted to assess each person's understanding of the Code of Conduct in different situations.

Any violation of the Code of Conduct is subject to a full range of disciplinary action, including dismissal. In addition, managers and supervisors at all levels must monitor the business activities of their subordinates, and encourage them to abide by the code and always behave as model citizens.

The Ethics Committee monitors compliance with the Code of Conduct and reports the results to the Audit and Risk Committee on an annual basis.

The results of the Code of Conduct test in 2020 were exemplary and exceeded the target.



The Code of Conduct can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)

## Whistle-blowing

The Board has adopted a Whistle-blowing Policy to encourage all employees and other stakeholders to report concerns in good faith about any misconduct or fraud, or suspicions thereof, through secure and confidential channels without fear of reprisal.

Every report will be investigated in a manner that is both confidential and fair. If the investigation shows that wrongdoing has occurred, the necessary disciplinary action and/or legal proceedings will be taken against the person(s) involved, while the related business processes will be improved accordingly. All whistle-blowing cases are reported to the Audit and Risk Committee on a quarterly basis.

Moreover, the Company provides protection for those who report wrongdoing in good faith and/or assist in an investigation, and will not tolerate threats or intimidation of any kind.

In 2020, two cases concerning other companies in the group were reported directly to INTOUCH. These cases were processed in accordance with the Company's defined procedures, and did not have any material impact on business operations.



The Whistle-blowing Policy can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)



## Dealing in Securities

The Board has adopted a Securities Trading Policy to prohibit the Company's directors, executives and employees from trading INTOUCH Group's securities and other financial instruments if they possess inside information, as well as from passing on inside information to anyone else.

The Company's rules and guidelines for trading INTOUCH Group's securities are as follows:

- 1) Directors, senior executives and any employee who, because of their positions or responsibilities, have access to material non-public information about the Company ("designated persons") are prohibited from trading INTOUCH Group's securities for a period of thirty (30) days (the "black-out period") prior to the disclosure or publication of the quarterly and annual financial statements, or any other period that the Company might specify from time to time.
- 2) Designated persons are required to report any changes in their holdings of INTOUCH Group's securities (including those held by their spouses/cohabitees and/or minor children, as well as any juristic person in which the aforementioned persons hold an aggregated amount of shares exceeding 30% of its total voting rights if this amount constitutes the largest proportion of the overall shareholding) to the Company Secretary within three (3) business days of the trading date. The Company Secretary submits copies of these reports to the Chairman of the Board, the Chairman of the Audit and Risk Committee and the CEO within seven (7) business days of receipt, and reports the details at the next board meeting.
- 3) Any designated person who intends to trade INTOUCH Group's securities must notify the Board at least one day in advance.

Moreover, all designated persons are encouraged to make long-term investments in INTOUCH Group's securities (rather than speculative or short-term trading) and should avoid the following transactions: short selling of INTOUCH Group's securities; trading derivatives (i.e. futures and options) in relation to INTOUCH Group's securities; and holding INTOUCH Group's securities in a margin account.



The Securities Trading Policy can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)





## Anti-Bribery And Corruption

The Company is committed to conducting its business in a transparent, ethical and lawful manner. As part of this commitment, the Company has a zero-tolerance policy towards bribery and corruption, and will not pay or accept bribes of any kind, either directly or indirectly. The Company has implemented the following program in order to maintain high ethical standards, as well as uphold its position against any form of bribery or corruption.

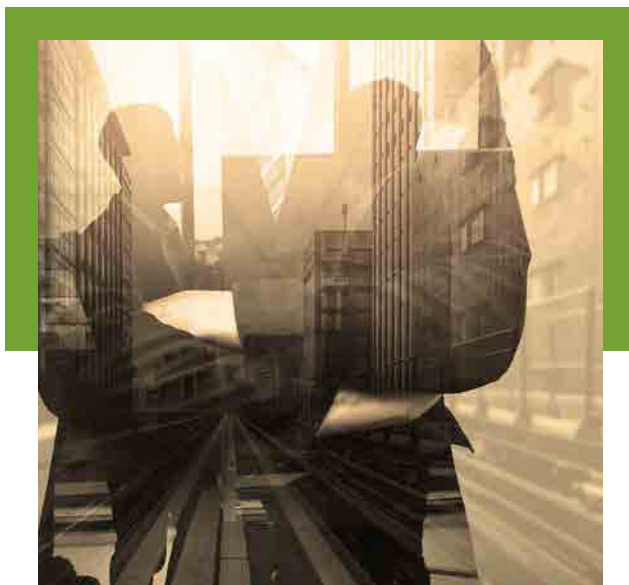
Moreover, the Company was first certified by Thailand's Private Sector Collective Action Coalition against Corruption (CAC) in 2013, re-certified in 2016, and re-certified for the second consecutive time on August 5, 2019. The Company also encourages its executives and employees to participate in related activities with external parties. On Anti-Corruption Day (15 September 2020), many employees took part in a virtual event called “จับโกงโคตรง่ายแค่ปลายนิ้ว – Power of Data”, which was arranged by the Anti-Corruption Organization of Thailand. This was the first virtual collaboration to be held in the country.

The Company has implemented the following program in order to maintain high ethical standards, as well as uphold its position against any forms of bribery or corruption.

- 1) **Tone from the Top:** The Board fosters a culture within the Company in which bribery and corruption are never acceptable. The Board has provided a clear statement of its commitment to conducting business fairly, honestly and transparently, which has been communicated to all of the Company's employees and business partners
- 2) **Risk Assessment:** The Company regularly assesses the risks of bribery and corruption, and reviews the related mitigation measures to ensure that they are appropriate.
- 3) **Policy and Procedures:** The Company has a clear Anti-Bribery and Corruption Policy with detailed guidance and procedures. This covers the areas of political contributions, charitable contributions & sponsorships, facilitation payments, gifts & hospitality, and business relationships. The Company has also established Procedures for Engaging Third Parties in order to align its practices with those stipulated in the Guidelines on Appropriate Internal Control Measures for Juristic Persons to Prevent Bribery of State Officials, Foreign Public Officials, and Agents of Public International Organizations issued by the National Anti-Corruption Commission.
- 4) **Training and Communication:** A training program has been provided for employees to recognize situations in which bribery or corruption may occur so they can avoid them, while their understanding of this matter is tested from time to time. This program is designed to raise employee awareness, particularly with regard to the different types of bribery, the risks of engaging in illegal behavior, and how to report any suspicious activity. All new employees undergo this training during their orientation or induction process.
- 5) **Business Relations:** The Company has communicated its Anti-Bribery and Corruption Policy to all its subsidiaries and associates, along with suppliers, consultants and business partners who receive more than 500,000 baht a year from the Company in purchases or fees. The Company has also invited all of these to join the CAC in order to fight against corruption.
- 6) **Whistle-blowing:** cure communication channels have been established for reporting any suspicion of bribery or corruption within the Company and its group.
- 7) **Monitoring and Review:** A monitoring system is in place to ensure that the procedures and related internal controls, which are reviewed regularly, are effective in countering bribery and corruption.



The Anti-Bribery and Corruption Policy can be found in the “Corporate Governance” section of our website at [www.intouchcompany.com](http://www.intouchcompany.com)



## IT Governance

The Board has the responsibility for IT governance by ensuring that the Company's IT strategy is properly managed and corresponds with the Company's strategic direction and objectives.

The management has been delegated the decision-making responsibility for significant IT matters, such as the purchases of hardware and software, along with the consideration of other matters, including IT security and the potential impacts of technology risks.

The Board has assigned the Audit and Risk Committee to review the Company's technology risks and their potential impacts. The processes are detailed in the section "Risk Management and Risk Factors" in this report.

## External Auditor

### The Appointment of the External Auditor

The appointment of the Company's external auditor must be approved by the annual general meeting of shareholders along with the audit fees. The Audit and Risk Committee will consider prospective auditors and their fees beforehand, and submit its recommendation to the Board of Directors for proposal to the shareholders. The Company invites tenders from the leading audit firms regularly. The Company has a policy to rotate the existing auditor who provides services, in accordance with a notification issued by the Capital Market Supervisory Board.

The selected audit firm and auditor must be independent and have no conflict of interest with the Company or its management, the major shareholders, or any related person.

### Audit Fees

The Company's financial statement for 2020 was audited by Mr. Suphamit Techamontrikul (CPA No. 3356) of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. (DTTJ), who expressed his opinion. The details of the audit fees for the Company and its subsidiaries for the year 2020 are shown in the table below.

(Unit: million baht)

Company	The external auditor under DTTJ	The other auditors under DTTJ and its related firms
Intouch Holdings Plc.	2.04	-
Thaicom Plc. and its group	-	6.21
ITV Plc. and its group	0.46	0.05
Other subsidiaries	-	0.14
Total audit fees	2.50	6.40
Out-of-pocket expenses	0.01	0.34
Total audit fees and out-of-pocket expenses	2.51	6.74

## Non-audit Services Policy

The Company has adopted a Non-audit Services Policy to ensure that the independence of the external auditor is not impaired.

This policy prohibits certain services that the external auditor must not provide to the Company such as book-keeping, actuarial services, or other services related to the Company's accounting records and financial statements.

However, in engaging the external auditor to provide non-audit services which are not perceived to impair the auditor's independence, the management must obtain prior approval from the Audit and Risk Committee or follow the criteria defined in the policy.



The Non-audit Services Policy can be found in the "Corporate Governance" section of our website at [www.intouchcompany.com](http://www.intouchcompany.com).

## Non-audit Service Fees

In 2020, the Company and its subsidiaries engaged the external auditor to provide non-audit services such as cybersecurity assessment service, auditing the revenue report and other related information. The non-audit services fees for 2020 are shown in the table below.

(Unit: million baht)

Company	DTTJ	DTTJ's related firms
Intouch Holdings Plc.	0.06	1.50
Other subsidiaries	0.21	-
Total	0.27	1.50

## Internal Audit

The Company's internal audit activities are undertaken by the Internal Audit department (IA), which functions as a separate unit independent of management. Its primary role is to provide independent and objective assurance to the Board of Directors and the management with regard to the effectiveness of the Company's governance, risk management and internal control systems.

IA carries out risk-based audits under an annual plan approved by the Audit and Risk Committee. The work of IA is guided by the International Standards for the Professional Practice of Internal Auditing published by the Institute of Internal Auditors.

The head of IA reports functionally to the Audit and Risk Committee and administratively to the CEO. The appointment, rotation or removal of the head of IA is subject to the approval of the Audit and Risk Committee. The current head of IA is Mr. Adisak Buakhom. He holds a bachelor's degree in Accountancy from Thammasat University and a master's degree in Business Administration from Kasetsart University, and is a Certified Internal Auditor (CIA) with over 20 years of work experience in this field. His areas of expertise include corporate governance, compliance, internal control, internal audit and risk management. The Audit and Risk Committee is satisfied that Mr. Adisak has the appropriate qualifications, expertise and experience required for this position.

## Compliance Unit

The Company has established a Compliance Office, under the Governance, Risk and Compliance department, headed by Mrs. Parsopsook Chaiwongsurarit. She holds a Master's Degree in Business Administration from the National Institute of Development Administration, and attends regular courses in her field. Her main responsibility is to ensure that the Company complies with the Securities & Exchange Act and all related regulations, and report the results of compliance tasks to the Audit and Risk Committee every year.

## Corporate Governance Of Subsidiaries And Affiliates

### Corporate Governance Practices

As INTOUCH is a holding company, the Board protects the Company's interests by overseeing its subsidiaries and affiliates in the following ways:

- Encourages them to adopt good corporate governance principles.
- Appoints the Company's representatives to their boards or management teams in proportion to the Company's shareholding.
- Monitors business operations through the appointed representative directors, members of management and a group-wide policy.
- Considers key matters such as strategic direction, business plans, capital increases or decreases, divestment and significant policies.

- Monitors their operating results through its representative directors, the Company's management and the Management Committee.
- Monitors compliance with the rules and regulations regarding related-party transactions, acquisition or disposal of assets, and adequate and timely disclosure of information. This includes maintaining proper accounting records and preparing financial reports in accordance with all applicable laws and generally accepted accounting principles.
- Assigns the Internal Audit department to conduct external audits in order to ensure the adequacy and effectiveness of their internal control systems.

### Shareholders' Agreement

In the Shareholders Agreement between the Company and Singtel Strategic Investments Pte Ltd., both parties stated that they did not have any mutual intention to act together, or exercise their voting rights, for the purpose of achieving a common control of the voting rights or the business of AIS.

However, this shareholders' agreement contains a provision for the resolution of any disputes between the shareholders. If they are unable to reach an agreement on significant corporate actions, either shareholder may serve notice requiring the other to purchase its interest in AIS. If the other shareholder declines, then it must sell its interest to the shareholder that served the notice. There has been no significant disagreement between the two parties to date.

## Compensation For Directors And Executives

### 1. Compensation for the Company's Directors and Executives

#### 1.1 Director's Compensation

It is the Company's policy to compensate its directors in a manner equitable with the market and listed companies of a similar size by benchmarking with the top 30 listed companies by market cap. The compensation is also commensurate with the Company's performance, and each director's responsibility and performance, in order to attract and retain qualified people.

The Annual General Meeting of Shareholders for 2020, held on 24 July 2020, approved total remuneration for the Company's directors of not more than 42.5 million baht.

The compensation consists of a monthly retainer, meeting fees, per diem and an annual retainer (bonus). The latter is based on the directors' performance and participation in meetings, and is not correlated with the Company's share price or performance, which may impair their ability to provide independent advice. (The annual retainer (bonus) is paid from the remaining amount of the approved directors' remuneration for that year after the other compensation has been deducted.) Executive directors do not receive any compensation as members of the Board.

The Company has not provided any other remuneration to its directors. However, all of them are covered by Directors & Officers Liability insurance as well as health and life insurance. Every director is provided with training courses, along with mobile devices to facilitate communication and access to the Board Portal system in order to ensure that they can discharge their duties effectively. The Chairman of the Board is provided with a car and driver to facilitate the performance of his duties. The Company is responsible for all work-related expenses, as set out in the relevant policies.

#### Details of Monthly Retainers & Meeting Fees

Unit: baht

	Monthly Retainer	Meeting Fee	Annual Retainer (Bonus)
<b>The Board of Directors</b>			
Chairman	300,000	-	✓
Member	75,000	25,000	✓
<b>Audit and Risk Committee</b>			
Chairman	25,000	25,000	✓
Member	-	25,000	✓
<b>Other Board Committees</b>			
Chairman	10,000	25,000	✓
Member	-	25,000	✓



During 2020, the total compensation paid to the Board and board committee members was 37,309,500 baht (including accrued annual retainer [bonus] of 21,829,500 baht paid in February 2021), an increase of 1,160,016 baht, or 3.21%, from 36,149,484 baht in 2019. The payments to each individual are shown below.

Name	Position	Compensation for 2020 (baht)
1. Dr. Virach Aphimeteetamrong	> Chairman of the Board	6,025,500.00
2. Mr. Somchai Supphatada	> Director > Chairman of the Audit and Risk Committee	4,075,500.00
3. Ms. Sopawadee Lertmanaschai	> Director > Member of the Audit and Risk Committee > Member of the CSR Committee for Sustainable Development	3,825,500.00
4. Ms. Manida Zinmerman <sup>1</sup>	> Director > Member of the Audit and Risk Committee > Member of the CSR Committee for Sustainable Development	2,960,763.35
5. Mr. Prasert Bunsumpun	> Director > Chairman of the Nomination and Governance Committee > Member of the Leadership Development and Compensation Committee > Member of the Strategic and Organizational Review Committee	3,995,500.00
6. Mr. Kan Trakulhoon	> Director > Chairman of the Leadership Development and Compensation Committee > Chairman of the CSR Committee for Sustainable Development > Member of the Nomination and Governance Committee > Member of the Strategic and Organizational Review Committee	4,187,758.07

Name	Position	Compensation for 2020 (baht)
7. Ms. Jeann Low Ngiap Jong	> Director > Chairperson of the Strategic and Organizational Review Committee > Member of the Nomination and Governance Committee > Member of the Leadership Development and Compensation Committee	4,045,500.00
8. Mr. Arthur Lang Tao Yih <sup>2</sup>	> Director	524,487.70
9. Mr. Somprasong Boonyachai	> Director > Member of the Strategic and Organizational Review Committee	3,675,500.00
<b>Directors who resigned during the year</b>		
10. Mr. Chalaluck Bunnag <sup>3</sup>	> Director > Chairman of the CSR Committee for Sustainable Development > Member of the Audit and Risk Committee	917,478.58
11. Mr. Kwek Buck Chye <sup>4</sup>	> Director > Member of the Strategic and Organizational Review Committee	3,076,012.30
Total		37,309,500.00

Note: The remuneration for Ms. Jeann Low Ngiap Jong and Mr. Arthur Lang Tao Yih was paid to Singtel Global Investment Pte. Ltd. in accordance with the Singtel Group Framework.

<sup>1</sup> Replaced Mr. Chalaluck Bunnag on 25 March 2020.

<sup>2</sup> Replaced Mr. Kwek Buck Chye on 6 November 2020.

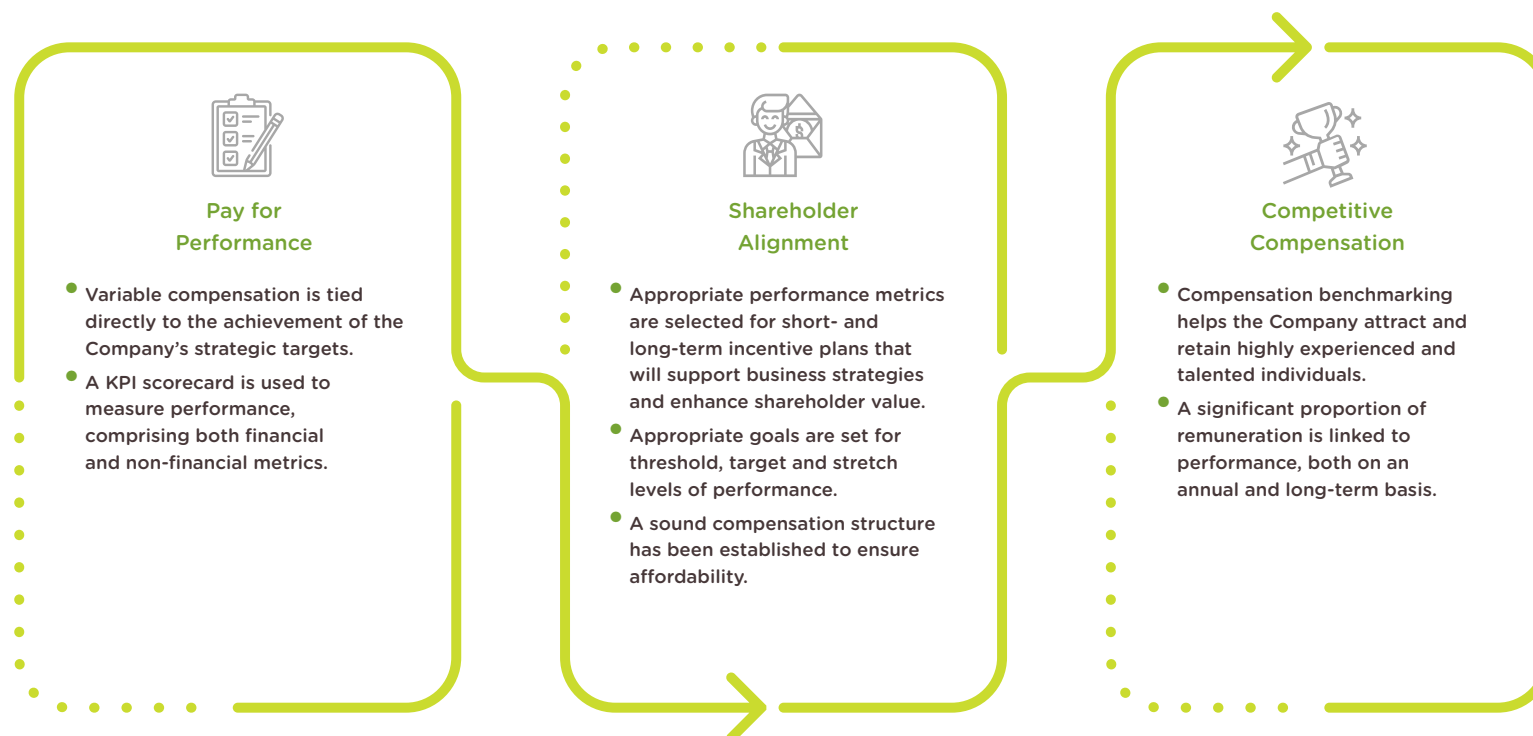
<sup>3</sup> Resigned on 25 March 2020.

<sup>4</sup> Resigned on 6 November 2020.

## 1.2 Executives' Compensation

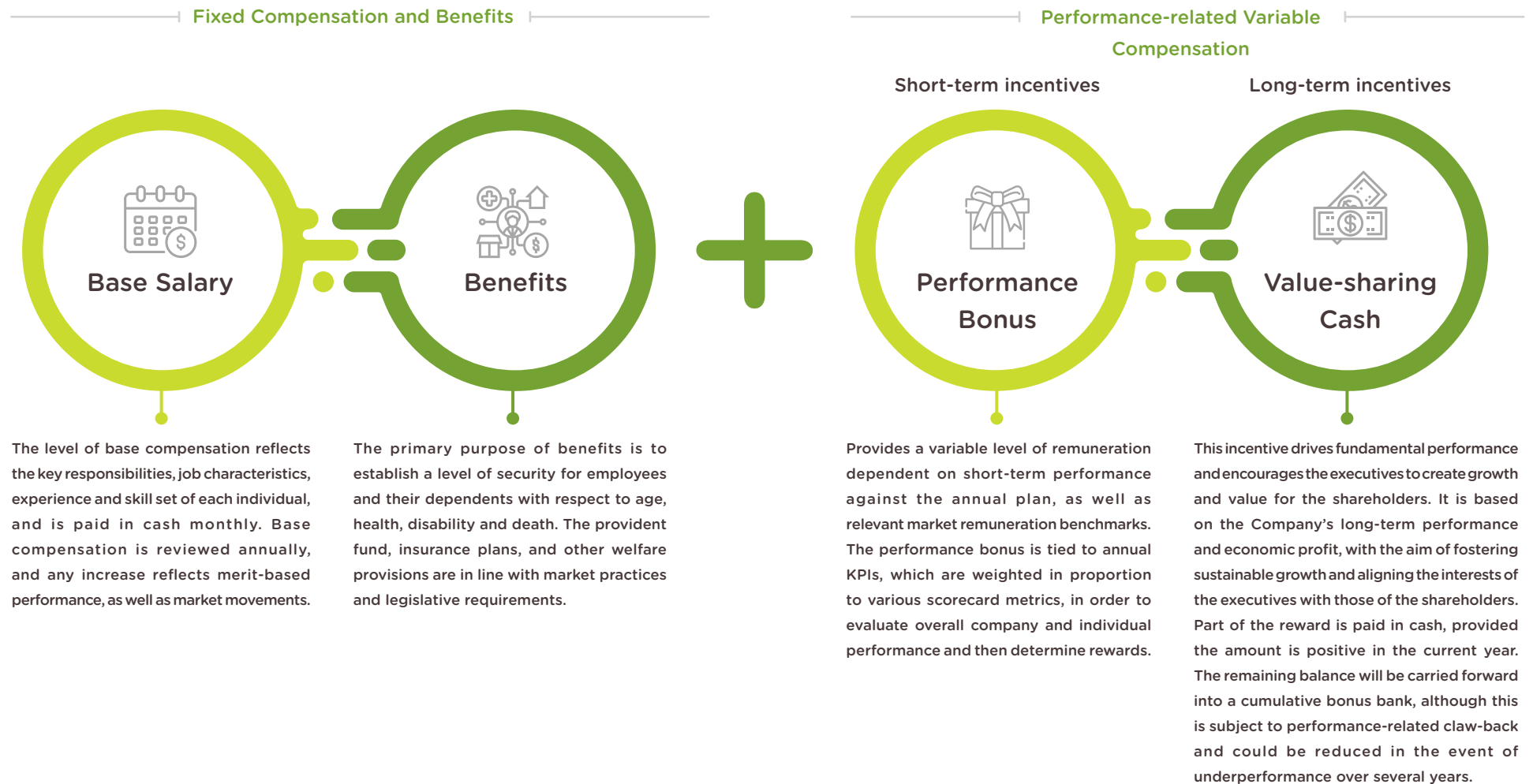
### 1.2.1 Compensation Philosophy

The Company's compensation philosophy seeks to recognize and reward the executives' performance in implementing the approved business plans and policies. The Leadership Development and Compensation Committee, as delegated by the Board, annually reviews and approves the Executives' Compensation Policy, which incorporates the following key elements:



## 1.2.2 Compensation Structure

The compensation provided to the CEO and executives, as approved by the Board, consists of the following components:



	CEO	Executives	All Employees	Description	Objectives & link to compensation principle
Base Salary	•	•	•	Cash	Attracts and retains high-quality employees, and is paid for ongoing discharge of duties (based on the roles and responsibilities of each position).
Benefits	•	•	•	Provident Fund, Life & Health Insurance	Establishes a level of security for employees.
Performance Bonus	•	•	•	Cash	Performance-based compensation that rewards employees annually for individual contributions.
Value-sharing Cash	•	•		Cash	Based on the Company's long-term performance and economic profit in order to drive fundamental performance, as well as create sustainable growth and value for shareholders.

In 2020, the total monetary compensation for the five (5) members of the management team (as defined by the Capital Market Supervisory Board) was 41 million baht, which comprised salaries, bonuses, provident fund contributions and other benefits.

In addition to the above compensation, the Company has issued five tranches of warrants under the Performance Share Plan program (from 2013 to 2017). There are currently two tranches remaining (2016 and 2017). Five executives have been offered these warrants, as detailed in the table below.

	Grant 4		Grant 5	
Exercise Price (per share)	55.241 baht		53.806 baht	
Name	Units	%	Units	%
1. Mr. Anek Pana-apichon	70,076	10.44	92,160	8.32
2. Mr. Ted Poshakrishna Thirapatana	-	-	-	-
3. Mr. Kim Siritaweechai	70,076	10.44	115,200	10.40
4. Mr. Wichai Kittiwittayakul	70,076	10.44	92,160	8.32
5. Ms. Kantima Lerlertyuttitham	-	-	-	-

Remark: Warrants under the Performance Share Plan in Grant 1 expired on 1 June 2018; Grant 2 expired on 1 June 2019; and Grant 3 expired on 1 June 2020.  
Mr. Ted Poshakrishna Thirapatana resigned from the Company, effective 1 February 2021.

## 2. Compensation for the Core Subsidiary's Directors and Executives

### 2.1 Compensation for THAICOM's Directors

During 2020, THAICOM paid its directors total compensation of 15,716,250 baht (including accrued annual bonuses of 4,704,750 baht paid in February 2021 and other benefits), an increase of 845,621 baht, or 5.69%, from 14,870,629 baht in 2019. The payments to each individual are shown below.

Name	Position	Compensation for 2020 (baht)
1. Mr. Prasert Bunsumpun	> Chairman of the Board	3,877,500.00
2. Mr. Winid Silamongkol <sup>1</sup>	> Director > Chairman of the Audit Committee > Member of the Governance and Nomination Committee	1,816,680.00
3. Mrs. Patareeya Benjapolchai	> Director > Member of the Audit Committee > Chairperson of the Governance and Nomination Committee > Member of the Compensation Committee	2,113,653.33
4. Mr. Teeranun Srihong <sup>2</sup>	> Director > Member of the Audit Committee > Chairman of the Compensation Committee > Chairman of the New Business Committee	1,606,416.67
5. Mr. Kwek Buck Chye	> Director > Member of the Executive Committee	1,907,500.00
6. Mr. Somprasong Boonyachai	> Director	1,607,500.00
7. Dr. Phuwieng Prakhmimintara	> Director	1,532,500.00
Directors resigned during the year		
8. Mrs. Charintorn Vongsapootorn	> Director > Chairman of the Compensation Committee > Member of the Audit Committee	614,750.00
9. Prof. Samrieng Mekkiengkrai	> Director > Chairman of Governance and Nomination Committee > Member of the Audit Committee > Member of the Compensation Committee	639,750.00
Total		15,716,250.00

หมายเหตุ: <sup>1</sup> Mr. Winid Silamongkol was appointed as a director to replace Prof. Samrieng Mekkiengkrai who resigned on 27 March 2020.

<sup>2</sup> Mr. Teeranun Srihong was appointed as a director to replace Mrs. Charintorn Vongsapootorn who resigned on 27 March 2020.

### 2.2 Compensation for THAICOM's Executives

In 2020, the total monetary compensation for the seven (7) members of THAICOM's management team (as defined by the Capital Market Supervisory Board) was 48 million baht, which comprised salaries, bonuses and other benefits.

In addition, warrants have been issued and offered to THAICOM's executives (in accordance with the management structure as of 1 January 2021) to purchase THAICOM's ordinary shares under a Performance Share Plan, as detailed in the list below.

Grant 4		
Exercise Price (per share)	25.918 baht	
Name	Units	%
1. Mr. Anant Kaewruamvongs	-	-
2. Mr. Patompob Suwansiri	96,738	9.00
3. Mr. Anuwat Sanguansappayakorn	-	-
4. Dr. Sakon Kittivatcharapong	35,019	3.26
5. Mr. Ekachai Phakdurong	38,502	3.58
6. Mrs. Pannee Nivasnanda	21,282	1.98
7. Mr. Salil Charuchinda	21,282	1.98

Note: Warrants under the Performance Share Plan in Grant 1 expired on 1 June 2018, Grant 2 on 1 June 2019, and Grant 3 on 1 June 2020.



## Securities held by Directors and Executives

Name	Intouch Holdings Plc				Advanced Info Service Plc				Thaicom Plc							
	Ordinary Shares				Ordinary Shares				Ordinary Shares				Debentures (units)			
	31 Dec 19	Changes during 2020		31 Dec 20	31 Dec 19	Changes during 2020		31 Dec 20	31 Dec 19	Changes during 2020		31 Dec 20	31 Dec 19	Changes during 2020		31 Dec 20
		Increase	Decrease			Increase	Decrease			Increase	Decrease			Increase	Decrease	
1. Dr. Virach Aphimeteetamrong	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2. Mr. Somchai Supphatada	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3. Ms. Sopawadee Lertmanaschai	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4. Ms. Manida Zimmerman	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5. Mr. Kan Trakulhoon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6. Mr. Prasert Bunsumpun	-	-	-	-	80,000	-	(30,000)	50,000	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7. Ms. Jeann Low Ngiap Jong	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8. Mr. Arthur Lang Tao Yih	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9. Mr. Somprasong Boonyachai	181,459	-	-	181,459	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10. Mr. Anek Pana-apichon	70,000	15,343	-	85,343	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11. Mr. Ted Poshakrishna Thirapatana <sup>1/</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12. Mr. Kim Siritaweethai	10,500	19,179	(5,000)	24,679	1,000	-	-	1,000	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13. Mr. Wichai Kittiwittayakul	87	15,343	-	15,430	-	-	-	-	50	-	-	50	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
14. Ms. Kantima Lerlertyuttitham	-	-	-	-	4,246	16,699	-	20,945	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Remarks: <sup>1/</sup>Mr. Ted Poshakrishna Thirapatana, the Deputy Chief Executive Officer, has resigned from the Company effective 1 February 2021.

Name	I.T. Applications and Services Co., Ltd.				Intouch Media Co., Ltd.				ITV Plc. <sup>1/</sup>			
	Ordinary Shares				Ordinary Shares				Ordinary Shares			
	31 Dec 19	Changes during 2020		31 Dec 20	31 Dec 19	Changes during 2020		31 Dec 20	31 Dec 19	Changes during 2020		31 Dec 20
		Increase	Decrease			Increase	Decrease			Increase	Decrease	
1. Dr. Virach Aphimeteetamrong	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
2. Mr. Somchai Supphatada	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
3. Ms. Sopawadee Lertmanaschai	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
4. Ms. Manida Zimmerman	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
5. Mr. Kan Trakulhoon	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
6. Mr. Prasert Bunsumpun	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
7. Ms. Jeann Low Ngiap Jong	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
8. Mr. Arthur Lang Tao Yih	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
9. Mr. Somprasong Boonyachai	4	-	-	4	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
10. Mr. Anek Pana-apichon	2	-	-	2	-	-	-	-	20	-	-	20
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
11. Mr. Ted Poshakrishna Thirapatana <sup>2/</sup>	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
12. Mr. Kim Siritaweechai	-	-	-	-	1	-	-	1	20	-	-	20
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
13. Mr. Wichai Kittiwittayakul	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-
14. Ms. Kantima Lerlertyuttitham	-	-	-	-	-	-	-	-	-	-	-	-
Spouse	-	-	-	-	-	-	-	-	-	-	-	-
Minor children	-	-	-	-	-	-	-	-	-	-	-	-

Remarks: <sup>1/</sup>Currently not in operation.

<sup>2/</sup>Mr. Ted Poshakrishna Thirapatana, the Deputy Chief Executive Officer, has resigned from the Company effective 1 February 2021.

[illegible]

As of 31 December 2020

<sup>2)</sup> Mr. Ted Poshakrishna Thirapatana, the Deputy Chief Executive Officer, has resigned from the Company effective 1 February 2021.

SBN	Super Broadband Network Company Limited
SHEN	Shenington Investments Pte Limited
STAR	Star Nucleus Company Limited
Swift Dynamics	Swift Dynamics Company Limited
TCB	TC Broadcasting Company Limited
TCGS	TC Global Services Company Limited
Thai AI	Thai Advance Innovation Company Limited
THAICOM	Thalcom Public Company Limited
TMC	TeleInfo Media Public Company Limited
Touch TV	Touch TV Company Limited
TPLUS	TPLUS Company Limited
VVR Asia	VVR Asia Company Limited
WDS	Wireless Device Supply Company Limited
YDM	YDM (Thailand) Company Limited
YPC	Yellow Pages Commerce Company Limited

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# RELATED-PARTY TRANSACTIONS



## The policy and approval of related-party transactions of INTOUCH Group

### The policy of related-party transactions

The Company has recognition on a heightened risk of conflicts of interest, thus, the “Related-Party Transactions Policy” has been developed. All related-party transactions made by the Company or subsidiaries with related companies must comply with law, announcement, notification and other regulations determined by the regulatory agencies. All transactions must be complied with the principles of good corporate governance, transparency besides reasonably in order to create the highest benefit for the Company. The Policy is intended to:

- Ensure that all related-party transactions of the Company and its subsidiaries comply with the relevant laws along with the regulations and guidelines of the regulatory agencies.
- Ensure that all related-party transactions provide the highest benefit to the Company similar to entering into transactions with independent third parties (on an arm’s-length basis).
- In entering into related-party transactions, which are normal business transactions with general trading conditions, or supporting normal business transactions with general trading conditions as determined by the regulatory agencies, the management can approve these transactions according to the Company’s Approval Authority.
- Any director or executive with a conflict of interest in a transaction involving the Company or its subsidiaries is prohibited from participating in the approval process for that transaction.



## The approval of related-party transactions

- If the related-party transaction is exempt from any obligations in notifications issued by the regulatory agencies, or this transaction can be approved by the management, the responsible department may seek approval according to the Company's Approval Authority.
- If any related-party transaction requires approval from the Board of Directors, the responsible department shall provide the Audit and Risk Committee with complete and adequate information in order to ensure that the transaction is reasonable and creates the highest benefit for the Company, prior to submitting the proposal to the Board of Directors.
- If any related-party transaction requires approval from the shareholders, the Board of Directors will call a shareholders' meeting and engage independent financial advisors to provide an opinion on the transaction regarding its reasonableness, benefits, fairness of price and conditions, and whether or not the shareholders should approve it.

## Related-party transactions with companies that may cause conflicts of interest

INTOUCH Group entered into transactions with related companies, the terms and charge of which were negotiated on an arm's length basis in the ordinary course of business. In the case that there is no third party's price to compare, the Company will compare to the price with the same business which according to normal business conditions.

The Audit and Risk Committee's opinion on related-party transactions was expressed in the Audit & Risk Committee Report for each year, which can be concluded that the transactions were normal business practices with general trading conditions, reasonable and created the highest benefit for the Company.

The significant transactions of the Company and subsidiaries with companies that could be seen as conflicts of interest and necessity/reasoning during the years are described in the table below.



Name of related-party / Relationship	Transaction	Transaction Value (million baht) For the years ended 31 December			Necessity / Reasoning
		2020	2019	2018	
<b>1. Advanced Info Service Plc and its group (AIS)</b>  AIS is an associate company of INTOUCH. AIS and the Company have the same indirect major shareholders.	Income: INTOUCH Group had income from AIS as follows:  1. Income from HR & Legal managements	5.28	2.22	1.20	AIS appointed executives of INTOUCH to manage human resources in order to support normal business of AIS. The service fees were determined by the market rate and based on the proportion of overall work and responsibility.
	2. Income from development and maintenance services of computer program	70.23	166.59	103.31	A subsidiary (ITAS) develops and provides maintenance services of computer program. The services are rapidly and timely while the fees are reasonable. The related-party transactions were normal business practice. The prices are in line with other companies who provide the same services.  *ITAS ceased its operation in 2020.
	3. Income from transponder rental, sale of equipment and others	68.88	60.39	85.48	A subsidiary (THAICOM), the only satellite operator in Thailand, provides satellite transponder leasing services for transmission of television & communications signals and sale of equipment related to satellite. The related-party transactions were normal business practice. The internal customers pay the same prices as external customers.
	4. Income from training & seminar	36.23	-	-	A subsidiary, Intouch Media Co., Ltd., ("ITMD") started to provide training and seminar in 3Q20. The courses are specially designed for Intouch Group. The related-party transactions were normal business practice. The price is charged on an arm's-length basis.

Name of related-party / Relationship	Transaction	Transaction Value (million baht) For the years ended 31 December			Necessity / Reasoning
		2020	2019	2018	
	5. Income from sale of investment in CSL	-	-	1,951	<p>In 2018, a subsidiary, Thai Advance Innovation co., Ltd. ("Thai AI") (formerly DTV) sold all ordinary shares in CSL to AWN, a subsidiary of AIS. This is to enhance the enterprise data service business of AWN, and its competitive position as well as increase AWN's market share in the enterprise data service market.</p> <p>Thai AI sold at the offering price of Baht 7.80 per share, which was within the range of market price considered by the financial advisor and in accordance with the Notification of the Capital Market Supervisory Board.</p>
	6. Service income from providing mobile contents and outsource call center	-	-	14.36	<p>A subsidiary (ADV) specializes in designing and creating website with variety contents which suit AIS' needs.</p> <p>A subsidiary (TMC) specializes in providing information for content on mobile, call center services and advertising in yellow pages business.</p> <p>The related-party transactions with both companies were normal business practices. The prices and business condition are the same as external customers.</p> <p>*During 2018, Thai AI sold all investments in CSL (a major shareholder of ADV and TMC) to AWN, therefore, the status of CSL was changed from a subsidiary to an associate.</p>

Name of related-party / Relationship	Transaction	Transaction Value (million baht) For the years ended 31 December			Necessity / Reasoning
		2020	2019	2018	
	Expenditure: INTOUCH Group used services of HR management, mobile phone, datanet and leased line internet provided by AIS				
	1. HR management	1.21	1.28	1.28	INTOUCH appointed an executive of AIS to manage human resources in order to support normal business of the Company. The service fee was determined by the market rate and based on the proportion of overall work and responsibility.
	2. Airtime, datanet and leased line internet	6.62	8.00	9.65	AIS' network has good coverage. The related-party transactions were normal business practice. The internal customers are charged at the same rate as external customers.
<b>2. Shenington Investment Pte Limited (SHEN)</b>  SHEN is a 51% joint venture held by THAICOM and a 49% by AMH. AMH and the Company have the same indirect major shareholders.	Income: INTOUCH Group provided business consultancy and financial assistance				
	1. Income from business consultant	7.48	7.39	7.72	A subsidiary (THAICOM) has a policy to govern its investments to derive maximize benefits. SHEN paid consultancy and management fees to THAICOM on a monthly basis, which is calculated at actual staff costs.
	2. Interest income	76.34	103.26	101.60	A subsidiary (THAICOM) provides shareholder loan (in proportion to its investment) to support SHEN. The interest rate was charged at actual cost plus margin on an arm's length basis.

Name of related-party / Relationship	Transaction	Transaction Value (million baht) For the years ended 31 December			Necessity / Reasoning
		2020	2019	2018	
	3. Income from development and maintenance services of computer program	0.01	0.03	0.03	A subsidiary (ITAS) develops and provides maintenance services of computer program. The services are rapidly and timely while the fees are reasonable. The related-party transactions were normal business practice. The prices are in line with other companies who provide the same services.  *ITAS ceased its operation in 2020.
<b>3. Singapore Telecommunications Limited and its group (Singtel)</b>  Singtel and the Company have the same indirect major shareholders.	Expenditure: INTOUCH Group paid for the gateway rental and international link	-	-	0.10	Singtel is specialized in International Private Leased Circuit domestic and international connectivity. The related-party transactions were normal business practice of CSL. The internal customers are normally charged the same rates as external customers.  *During 2018, Thai AI sold all investments in CSL to AWN, therefore, the status of CSL was changed from a subsidiary to an associate.

## Future related-party transaction

The Company will continue to have related-party transactions which are synchronized among its business units with the fairness of price and conditions as the main consideration of the connected transactions or related transactions of the Company and INTOUCH Group.

An abstract graphic consisting of several overlapping, thin, light-colored circles or ellipses, creating a sense of motion or a globe-like structure, centered behind the main text.

# SUSTAINABILITY DEVELOPMENT

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Form 56-1 One Report for the year 2020 (Annual Report)

INTOUCH HOLDINGS PLC.

## SUSTAINABLE DEVELOPMENT POLICY AND OBJECTIVES





INTOUCH strives to generate long-term sustainable growth and returns to shareholders by investing in the TMT sector, including digital businesses. As well as continuing to strengthen its ESG practices, INTOUCH raises awareness of these among the companies in which it has invested, and utilizes its resources and expertise to uplift society and improve the environment. Through its investments, the Company aims to deliver a total shareholder return that is at least 2% higher than the annual SET Index return, and increase its net asset value to 320 billion baht by 2025.


The Company operates an asset management business by investing in Telecommunications, Media, Technology and Digital. The Company is committed to corporate sustainability so that all its stakeholders, including shareholders, investors, trade partners and employees, can share long-term mutual benefits. The Company has established a policy for sustainable development with a management framework for common business practices. This Policy is described below.








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Aim to drive portfolio growth by investing in TMT and digital business to the country's present and future development, creating shared value between business and society, and supporting the companies it has invested into ensure that their sustainable development practices are aligned with the Company's.
- 

Promote transparency and fair treatment for every stakeholder, operate in compliance with the principles of Good Corporate Governance, abide by all related laws and regulations, and take action against any kind of corruption whilst encouraging free competition and remaining politically neutral.
- 

Emphasize respect for and protection of human rights and equality, treat employees fairly with a merit-based approach to remuneration and other benefits, promote safety in the workplace, support training and career development to enhance knowledge and skills, build good relationships between employees and the Company, and encourage employees to contribute to both internal and external social activities.
- 

Aim to create benefits for local communities and society by reducing the negative impacts from current issues and making a positive impact on people's lives. The Company is dedicated to creating shared value by responding to the needs of society in terms of education, the quality of life, and overall well-being.
- 

Be aware of possible environmental impacts from the Company's business operations, and take these into consideration when making investment decisions.
- 

Apply the concept of sustainable development to business operation in every function and practice to comply with related regulations, generally-accepted principles and international standards.

The Company will identify the value of each factor of sustainable development and establish an index to measure the efficiency of the implementation of this Policy in order to obtain information for further improvements.

## Sustainable Development Framework

To comply with sustainable development policy, INTOUCH has applied the concept of “Creating Shared Value” for outlining a sustainable development framework, which has been divided into the following three areas:

### Sustainable Impact Investing



All investments must benefit the economy and society as well as create growth and profit for the Company. INTOUCH also promotes the concept of sustainable development among its subsidiaries and associates, along with the start-up companies in the InVent portfolio.

### Human Capital Development

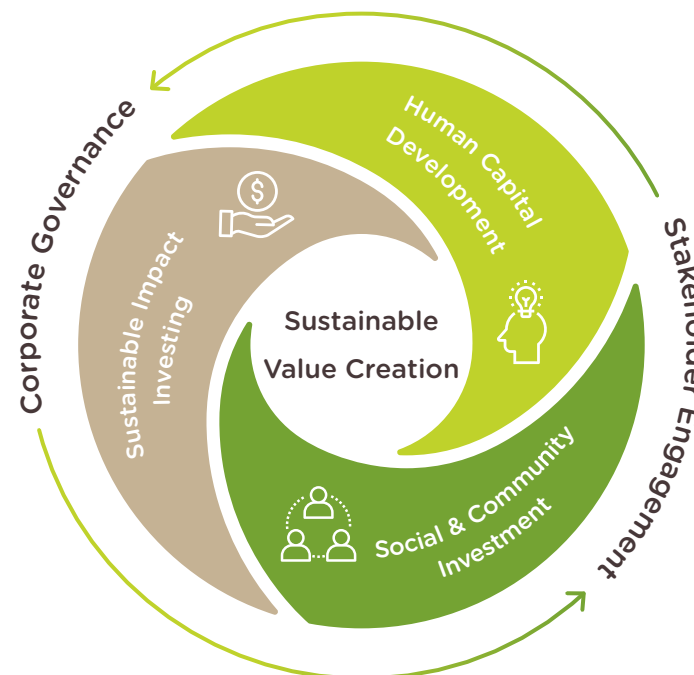


Sustainable growth is driven by the Company’s employees. Therefore, INTOUCH provides employee development programs, and has promoted a culture of innovation that encourages knowledge sharing and stimulates creative thinking.

### Social & Community Investment



We believe that a strong society and community spirit lay the foundations for national development and sustainable growth. INTOUCH focuses on improving the skills of people in local communities in order to develop their proficiency. The Company also utilizes the appropriate technology to meet the needs of each community in its corporate social responsibility program.



These three areas are core sustainable development guidelines. In addition to the return on investment in terms of business performance, INTOUCH understands its obligation to society through good corporate governance and effective stakeholder engagement. This framework will help the Company realize every aspect of the impacts it has on the economy and society, and mitigate any negative ones that might impede sustainable growth.

# CREATING SHARED VALUE AND STAKEHOLDER ENGAGEMENT



## Creating shared value

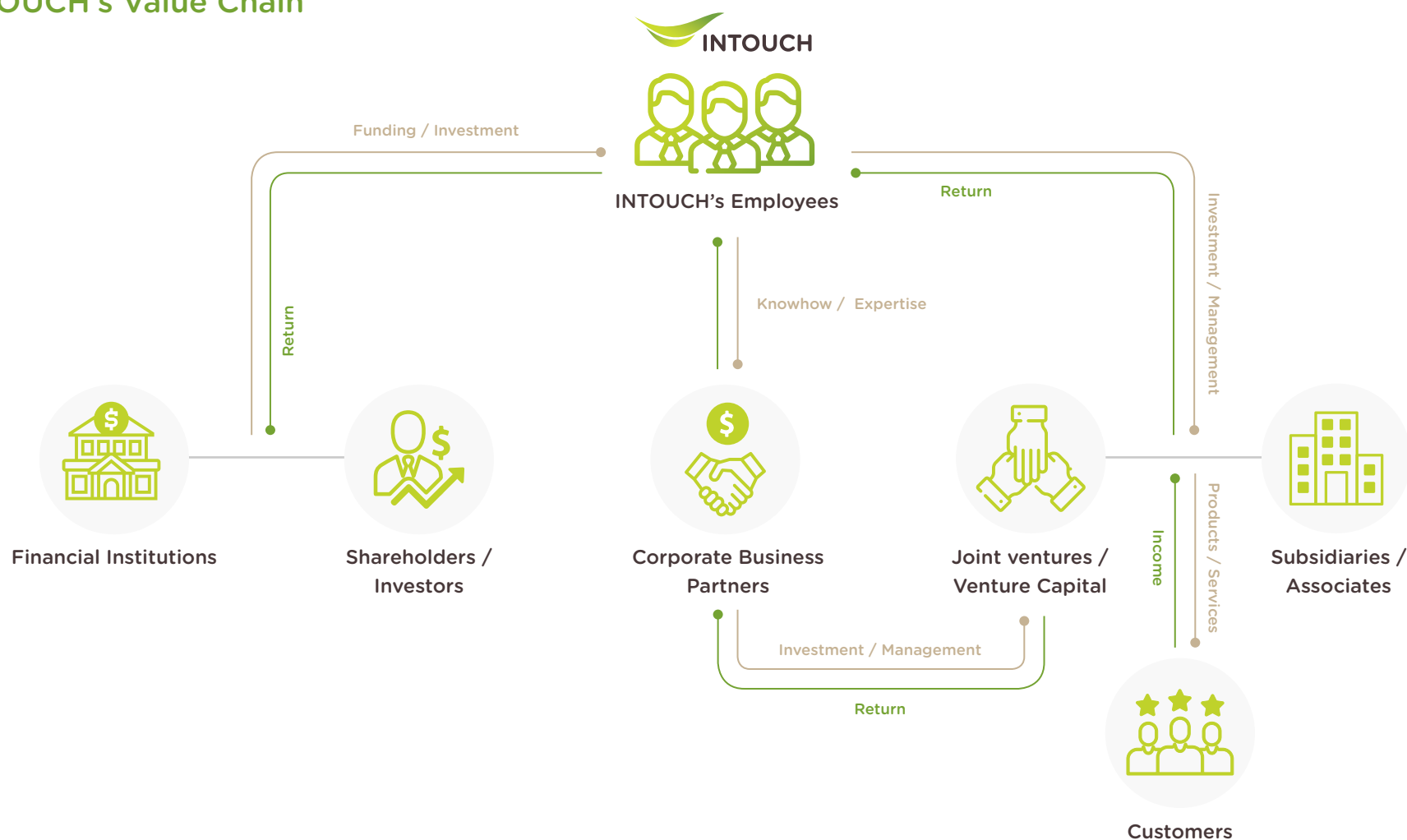
Creating shared value is a vital principle in maximizing economic and social value for the Company's stakeholders in the value chain. INTOUCH upholds this principle, following the concept of "Sustainable Value Creation", by maximizing its resources and utilizing its expertise to make investments in the latest innovative technology. This has provided the opportunity to use new tools for analysing the huge amount of related data in order to make the right decisions for future business expansion, as well as create growth in the existing portfolio.

INTOUCH strives to make positive economic and social impacts on all its stakeholders in the value chain in order to maintain sustainable growth in the business ecosystem and create mutual benefits among them. The stakeholders have been prioritizing and assessing the positive and negative impacts that might occur. The Company also engages with its stakeholders through various channels in order to understand their expectations and address any concerns they might have. These channels include investor activities, interviews, and discussions about material issues, while the Company also studies external challenges such as rapidly-changing technology, changes in consumer behaviour, new regulations and government policies. All these factors are analysed in order to formulate the best strategy for sustainable growth.

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INTOUCH is developing a sustainability strategy and aims to increase stakeholder engagement. The Company encourages its subsidiaries, associates and business partners to provide the best products and services to their customers in order to drive sustainable growth and deliver long-term returns to the shareholders and financial institutions that support the Company's investments. This will benefit the country's economy as a whole.

## INTOUCH's Value Chain





## Stakeholder Engagement

In the consideration of INTOUCH's value chain, many of the stakeholders play an important role in driving sustainable growth but can also be affected by business operations. In 2020, INTOUCH determined that the boundaries of stakeholder engagement would be set at the parent level of the organization. The Company reviewed its value chain, along with the level of potential impact that its business operations could have on the stakeholders and vice versa. Consequently, the different groups of stakeholders were re-prioritized in order to align them with the Company's business focus. INTOUCH engaged with these stakeholders to gain an understanding of their interests and expectations with regard to the Environmental, Social and Corporate Governance (ESG) aspects.

INTOUCH's long-term goal is to increase Total Shareholder Return, following its business direction to create sustainable shareholder value by focusing on investment and asset management in order to boost income. Therefore, INTOUCH considers its employees to be the key driver of business expansion and future growth.

All of the stakeholders have been classified into the following seven categories: i) shareholders and investors, ii) employees, iii) regulators, iv) corporate business partners, v) financial institutions, vi) society and local communities, and vii) suppliers. The first four categories have been deemed the most important stakeholders that the Company needs to engage closely in order to understand their requirements and respond to their concerns properly.

Different engagement tools are used, depending on the category of stakeholders and its role in the Company's operations. Every year, the engagement with each category is analyzed so the Company can respond to its concerns and meet its expectations, as well as build on positive impacts and mitigate any negative ones that might have arisen.

The different methods of stakeholder engagement during 2020 and the expectations of each category are shown in the table below.

## 7 categories of the stakeholders



The first four are the most important



## Stakeholder Engagement

Stakeholders	Communication channel / method	Matters in which stakeholders are interested and have expectations	What we did in 2020
Shareholders and investors	<ul style="list-style-type: none"> <li>Annual General Meeting</li> <li>INTOUCH Group virtual meetings with analysts and institutional investors</li> <li>Quarterly virtual meetings with general investors and journalists hosted by the Stock Exchange of Thailand</li> <li>Annual survey of local investors and analysts</li> <li>The Company's website &amp; Facebook page, along with notifications to the SET</li> <li>Online &amp; offline private and public meetings with investors and analysts</li> <li>Online feedback</li> </ul>	<ul style="list-style-type: none"> <li>Investment strategy and business direction</li> <li>Creating growth for AIS and THAI COM</li> <li>Ability to increase InVent portfolio value</li> <li>Best performing start-up companies in the InVent portfolio</li> <li>Ability to pay sustainable dividends</li> <li>Management of regulatory issues</li> <li>Sustainability awareness (Environmental, Social and Governance aspects)</li> </ul>	<ul style="list-style-type: none"> <li>Reviewed the Company's strategy and objectives for sustainable returns.</li> <li>Analyzed the performance of investments every month for a well-planned strategy.</li> <li>Managed communication channels for investors and shareholders with regard to key issues and related mitigation.</li> <li>Invited all the shareholders to the 2020 AGM, and encouraged them to submit questions in advance and express their views during the meeting.</li> <li>Held 19 physical or virtual meetings for both local and overseas investors to discuss the Company's challenges and key issues, as well as answer questions.</li> <li>Disclosed the performance of the Company and its subsidiaries &amp; associates on the Company's Facebook page, and reported technology trends.</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Hold staff meetings every quarter</li> <li>Conduct an Employee Engagement Survey every year</li> <li>Conduct appraisals under the Performance Management Program twice a year</li> <li>Conduct a digital readiness assessment twice a year</li> <li>Appoint a new Company Welfare Committee every two years</li> <li>Organize a knowledge-sharing session three times a year</li> </ul>	<ul style="list-style-type: none"> <li>Provide career opportunities and advancement in line with the Company's growth</li> <li>Review compensation packages to ensure fair treatment</li> <li>Obtain feedback from heads of department on self-evaluation forms submitted by their staff</li> <li>Increase digital readiness to improve work mobility, flexibility and convenience, and provide training on using relevant new technology</li> <li>Encourage employees to look after their physical and mental health</li> <li>Educate employees on useful and interesting topics</li> </ul>	<ul style="list-style-type: none"> <li>Provided e-learning and training courses that helped to develop employee potential in many areas in order to increase work efficiency and achieve the Company's goals</li> <li>Extended the scope of individual development plans for all employees to upgrade their skills, knowledge and expertise in line with the Company's growth</li> <li>Reviewed compensation packages and benchmarked them against other leading companies in order to align them with the Company's performance in a fair way and maintain employee motivation.</li> <li>Reviewed the long-term compensation packages for senior management to ensure that they remained competitive.</li> <li>Held one Company Welfare Committee meeting to organize activities that promote well-being in the workplace, such as a lecture by health specialists on how to avoid work-related health problems. Arranged the annual medical check-up for all of the employees</li> <li>Organized learning sessions on technological knowledge, along with related tests.</li> </ul>

Stakeholders	Communication channel / method	Matters in which stakeholders are interested and have expectations	What we did in 2020
	<ul style="list-style-type: none"> <li>Administer the Code of Conduct test for all employees once a year</li> <li>Organize activities based on the Company's core values at least six times a year</li> </ul>	<ul style="list-style-type: none"> <li>Conduct business with integrity and accountability in accordance with good corporate governance practices</li> <li>Strengthen workplace bonds and increase employee participation to create a common vision for the organization</li> </ul>	<ul style="list-style-type: none"> <li>Organized anti-bribery and corruption activities, and encouraged employees to take part in the virtual Anti-Corruption Day event. Provided a course on business ethics before conducting the employee Code of Conduct test</li> <li>Encouraged all employees to participate in activities related to the Company's new list of core values ("ACTIVE")</li> </ul>
Regulators	<ul style="list-style-type: none"> <li>Reporting / Disclosure of information</li> <li>Meetings with government agencies</li> <li>Ongoing dialogue</li> <li>Joint events</li> <li>Participation in government networks</li> </ul>	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Collaboration with and support of government agencies</li> <li>Compliance with corporate governance requirements</li> <li>Business qualifications and compliance with telecom &amp; broadcasting regulations</li> <li>Anti-bribery and corruption measures</li> </ul>	<ul style="list-style-type: none"> <li>Strictly complied with all the relevant laws, rules and regulations.</li> <li>Supported the work of government agencies by applying digital technology to various operations in order to improve work efficiency.</li> <li>Applied the SEC's CG Code to the organization, and published the Company's Principles of Good Corporate Governance in the annual report and on the INTOUCH website.</li> <li>Put forward the viewpoint of the private sector with regard to ongoing changes in the law and regulations governing the telecom and broadcasting business.</li> <li>Communicated the different kinds of bribery and corruption to all the employees so they could understand these correctly and adhere to the Company's Anti-Bribery and Corruption Policy. In addition, encouraged them to attend the Anti-Corruption Day event organized by the Anti-Corruption Organization of Thailand.</li> </ul>
Financial institutions	<ul style="list-style-type: none"> <li>Semi-annual meetings with analysts and institutional investors</li> <li>Continual updates on the Company's website</li> <li>Meetings with both domestic and international financial institutions to provide information (both top-executive and operational levels)</li> </ul>	<ul style="list-style-type: none"> <li>Corporate performance, growth and direction</li> <li>Corporate governance</li> <li>Ability to fulfill financial obligations</li> <li>Transparent and up-to-date information provided to investors to enable them to accurately analyze the Company's performance and ability to meet its obligations (e.g. financial information and company policies), along with potential business opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Participated in a total of 54 physical and virtual meetings with domestic and international financial institutions to provide information, and invited them to join the annual meeting for analysts and institutional investors.</li> </ul>

Stakeholders	Communication channel / method	Matters in which stakeholders are interested and have expectations	What we did in 2020
Corporate business partners	<ul style="list-style-type: none"> <li>Monthly/quarterly meetings with portfolio companies</li> <li>Networking events/conferences, both domestic and regional, to explore more business partnerships</li> <li>Communication activities through various media channels.</li> </ul>	<ul style="list-style-type: none"> <li>Acceleration of portfolio companies' business growth</li> <li>Strengthening of cooperation with business partners based on good corporate governance and trust</li> </ul>	<ul style="list-style-type: none"> <li>Continued to build good relationships with and synergy among the companies in the group, and encouraged collaboration at the strategic level.</li> <li>Attended 3 major exhibitions/conferences and 2 workshops in Thailand and abroad. Participated as judges and speakers at a total of 10 physical and virtual events in both the public and private sectors, along with 5 annual networking activities with InVent business partners, in order to build strong relationships and explore potential opportunities.</li> <li>Had over 3,000 engagements from 60 posts on social media sites, reaching more than 31,200 users.</li> </ul>
Society and local communities	<ul style="list-style-type: none"> <li>Meetings/Seminars/Focus groups with local communities through social programs four times a year</li> <li>Online media &amp; press releases</li> </ul>	<ul style="list-style-type: none"> <li>Social and community involvement</li> <li>Clear and complete information, provided in a timely manner</li> </ul>	<ul style="list-style-type: none"> <li>Continued various CSR projects to develop local economies, create jobs and generate income, as well as supported social and community activities. Made charitable donations to several foundations, and purchased medical equipment for 85 hospitals nationwide during the COVID-19 outbreak.</li> <li>Collated significant information on the Company's performance to be disseminated through different media.</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>Ongoing dialogue by telephone and e-mail</li> </ul>	<ul style="list-style-type: none"> <li>Fair treatment</li> <li>Anti-bribery and corruption measures</li> </ul>	<ul style="list-style-type: none"> <li>Created a transparent bidding process.</li> <li>Communicated the Company's Anti-Bribery and Corruption Policy.</li> </ul>

## Key interests of stakeholders in 2020

During the year 2020, the COVID-19 pandemic had an impact on all the Company's business activities. Therefore, the Company altered its business communication and engagement channels to mitigate this impact. Most of the engagement activities were conducted via online platforms, and the Company utilized the latest technology to create new activities for maintaining stakeholder relationships.

INTOUCH elicited many opinions (stakeholder inclusiveness) on its sustainable development practices through the various engagement channels mentioned above, analyzed them, and crafted a sustainability strategy to respond in appropriate ways. The key findings are listed below.

- Many investors wanted updates on changes to the Company's business strategy, and raised concerns about regulatory issues in the satellite business and competition in the mobile and fixed-broadband businesses. They also wanted to know the technical aspects of 5G networks and the new Low Earth Orbit satellites.
- Potential new areas for VC investments under the InVent project. Also strategies to drive the growth of existing start-up companies, such as collaboration among the group and with external organizations, under a framework of good ESG practices.
- Due to rapid economic and social changes, the employees need more skills development in order to exploit job opportunities and further their careers.
- Because of the COVID-19 situation, employees need the tools to work anywhere, along with an online learning platform. As the business operations in the group are related to technology, the Company should strive to be more innovative for the benefit of the Thai economy, and promote a culture of innovation within the organization in order to improve employee efficiency and enhance business growth.
- In order to mitigate risks and reduce the number of regulatory issues in the future, the regulators would like to consult the telecom and broadcasting operators before proposing any new laws or issuing new regulations governing the industry.
- The Company's ESG guidelines should be aligned with the UN's Sustainable Development Goals. INTOUCH's social responsibility projects focus on job creation, raising the standard of living, and improving the quality of life in local communities



# ENVIRONMENTAL MANAGEMENT



## Environmental Policy

The Company believes that a successful future for the Company's business depends on sustainability of the environments, communities and economies in which the Company operate. The Company recognizes that its operation have direct and indirect impacts on the environment. Therefore, the Company seeks to manage its environmental impacts, risks and opportunities in order to reduce the cost of doing business, to enhance shareholder returns, and to ensure that the environment is safeguarded for future generation.

The Company is committed to safeguarding the environment and contributing positively to the communities in which it operates by acting with integrity at all times in compliance with the regulatory framework and by good corporate governance. To demonstrate this commitment the Company will:



### Environmental Compliance

- Comply with all relevant environmental laws and relevant standards and practice which relate to the environmental aspects of the Company.



### Investment

- Integrate environmental dimension into investment decisions processes.



### Resources & Waste Management

- Actively manage the use of energy and utilities (e.g. gas, electricity, water) in order to achieve a reduced level of user demand and more efficient usage of available resources.
- Reduce waste by avoidance, recycling, reduction and re-use or efficiently using finite resources.
- Prevent pollution related to our activities and products, impacting the environment.



### Environmental Procurement

- Support the products and services which are friendly to environment.



### Communication and Awareness

- Communicate internally and externally our environmental policy and performance on a regular basis.
- Increase awareness of environmental responsibilities amongst employee.

## Commitment and goals

As INTOUCH takes its environmental responsibilities seriously, it focuses on efficient resource consumption and good management of resources in order to minimize potential negative impacts. The Company has drawn up an **Environmental Policy** to provide guidelines for managing issues related to the environment. The Company continues to raise employee awareness of these issues so everyone can understand the importance of conservation and realize how business operations ultimately affect our environment. Consequently, the employees will take the related environmental impacts into account when performing their duties.

The Environmental Policy has been communicated to all of the Company's employees. This policy covers both internal and external activities. Good environmental management is one of the criteria for selecting business partners, and the Company continues to promote this among its key associates. The internal activities have included a campaign to raise awareness of resource optimization, such as reducing the consumption of energy and other resources.







## Reducing energy consumption

The Company has launched a campaign to improve the efficiency of energy consumption and the utilization of resources in the office. Employees are encouraged to turn off lights and air-conditioning when they are not in use, for example during the lunch break. Electrical appliances are regularly inspected and cleaned to improve their efficiency, while energy-saving light bulbs are now used. Employees have been asked to share a vehicle when more than one person is going in the same direction at the same time, and attend external meetings via teleconference if possible to avoid travelling.



## Reducing other resource consumption

The Company has a policy to procure environmentally-friendly services and select certified products in order to reduce the consumption of resources and their environmental impact. The following measures have been implemented:

- The Company chooses “green” paper manufactured using an eco-friendly process from sustainable forestry. Employees are encouraged to use both sides of every sheet and reuse envelopes.
- The Company only purchases office furniture that has been manufactured using an eco-friendly process.
- The Company only uses photocopiers certified with the “Green Label” in order to reduce toner consumption to a minimum. All the ink cartridges must be certified under the appropriate hygiene, safety and environmental standards.



Picture of the donation of used plastic bottles to Wat Chak Daeng

In addition, the Company has promoted the cost-effective use and reduction of resources in the following ways:

- Implemented a board portal for access to meeting minutes and supporting documents in an electronic format, along with an online pay-slip system and digital document storage and delivery.
- Launched a campaign to reduce the use of Styrofoam containers and plastic & paper bags, by encouraging the use of cloth bags instead.
- Asked the staff to bring their own cups and water jugs to eliminate single-use containers.
- Organized an activity in 2020 for employees to bring used plastic bottles to the office to be donated to Chak Daeng Temple in Samut Prakan province, where they are turned into polyester yarn which is woven into robes for the monks.

Furthermore, the Company has introduced waste sorting in collaboration with the SEC's "Vibhavadi Zero Waste" project, by raising employee awareness of the importance and necessity of waste separation, which makes it easier to recycle the different types of waste such as glass, paper, plastic and metal, and reduce the amount that will be buried in landfill.



 Picture of waste sorting education activity



The Company has set a quantitative target in 2021 to increase the recycling ratio by more than 50% in order to reduce the proportion of general waste. The Company believes that sorting waste is an important part of protecting the environment, conserving natural resources, and developing a sustainable society.

# SOCIAL MANAGEMENT



## Social Policy and Framework

INTOUCH focuses on building strength and grow sustainably. The Company values and the importance of employees by believing that quality employees are the most important factor in leading the organization to its growth and sustained success.

At the same time, it is well maintained and aim to create benefits for local communities and society in general by reducing the negative impacts from current issues and making a positive impact on people's lives. INTOUCH focuses on improving the skills of people to meet the needs of each community in order to offer opportunities and improve the quality of life in education and quality of life and well-being.



Please see the social framework and performance in material sustainable development issues.



## Personnel

INTOUCH paid a total of 196 million baht in remuneration to its executives and employees, comprising salaries, bonuses and provident fund contributions. The Company's subsidiaries and major affiliate paid a total amount of 830 million baht in the same components.

As of December 31, 2020, the Company had a total of 61 employees, categorized by work division as follows:

Work Division	Number of Employees
Executive Office	4
Finance	13
Governance, Compliance and Risk Management	5
Human Resources	5
Information Technology	5
Operations	13
Public Relations	4
New Business Development	6
Legal	4
Internal Audit	2
Total	61



The Company intends to retain its qualified employees, because it believes that they are the significant factor in driving corporate growth in every dimension. All aspects of employee development are taken into account to improve the necessary skills and readiness for new challenges and working methods, as well as efficiently deal with rapid changes that may occur, in order to maintain sustainable growth.

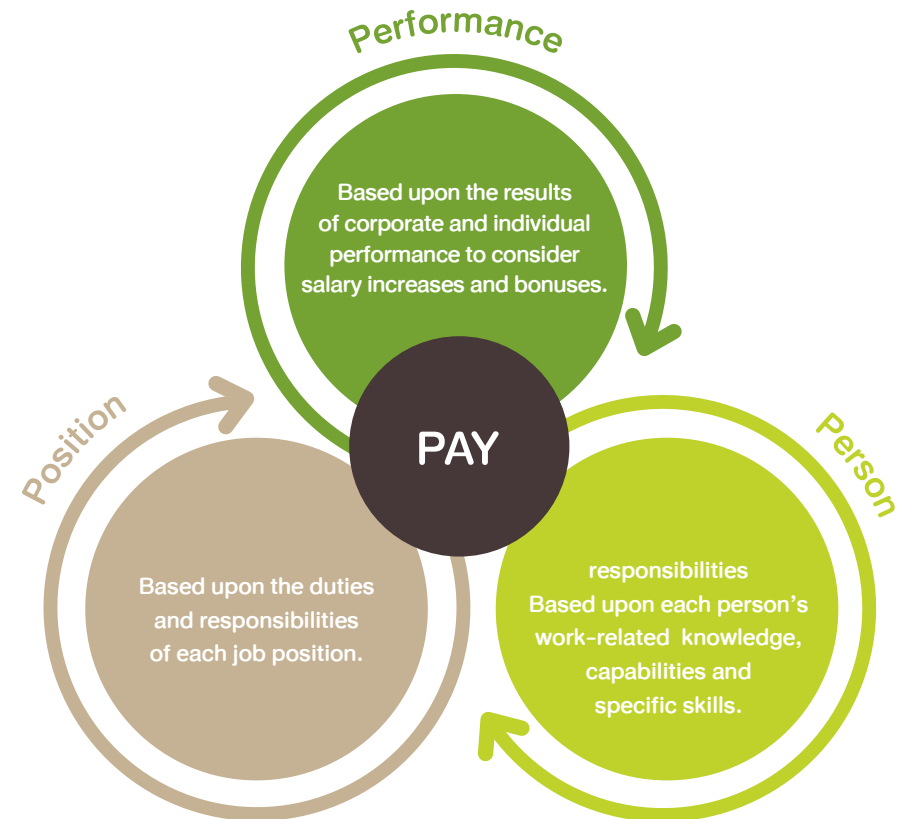
Over the last three years, there have been no significant changes in the Company's headcount and no labor disputes.



## Fair Remuneration

The Company has established a clear remuneration policy (including welfare benefits) for executives and other employees, based on both corporate and individual performance. This policy ensures fair, lawful, standardized and competitive remuneration in order to increase motivation, and adheres to the three principles of remuneration management (the “3Ps”) described below.

- Pay for Position - based upon the duties and responsibilities of each job position
- Pay for Person - based upon each person’s work-related knowledge, capabilities and specific skills
- Pay for Performance - based upon the results of corporate and individual performance to consider salary increases and bonuses



## Long-term Incentive Plan for Executives

The Company's compensation philosophy seeks to recognize and reward the executives' performance in implementing the approved business plan and policies. The Leadership Development and Compensation Committee, as delegated by the Board, annually reviews and approves the Executives' Compensation Policy, which incorporates the following key elements:



## Pay for Performance

- Variable compensation is tied directly to the achievement of the Company's strategic targets.
- A KPI scorecard is used to measure performance, comprising both financial and non-financial metrics.

## Shareholder Alignment

- Appropriate performance metrics are selected for short- and long-term incentive plans that will support business strategies and enhance shareholder value.
- Appropriate goals are set for threshold, target and stretch levels of performance.
- A sound compensation structure has been established to ensure affordability.

## Competitive Compensation

- Compensation benchmarking helps the Company attract and retain highly experienced and talented individuals.
- A significant proportion of remuneration is linked to performance, both on an annual and long-term basis.



## Employee Development

The Company places great importance on systematic, professional and continuous employee development. Therefore, an overall plan has been drawn up that specifies the necessary qualifications for each work division in accordance with the Company's strategic direction. The employees consult their supervisors to set both individual and group development plans that take into account their interests and expectations. These plans identify new skills that are required to deal with emerging technologies, e.g. data science and analytics, artificial intelligence and social media marketing, which can be learnt via online courses, special work assignments or on the job.

Continuous learning is necessary in order to keep up with new innovations, especially digital technology, which are changing the way business is conducted and people live. The Company has provided an online training course on cyber-security called "LearnDi", which was taken by 90.17% of the employees in 2020. The Company also assessed each employee's knowledge and understanding of digital technology, which covered the areas of cyber-security, data privacy, productivity programs and digital lifestyles. This will help to draw up clear individual plans for the employees to apply digital technology to their working lives.



The Company has classified its talented employees into the following four groups:

- 1 **Platinum:** High-potential SVPs and above who are nominated by an incumbent or superior and are ready for a higher position
- 2 **Diamond:** High-potential AVPs and above who are nominated by an incumbent or superior and are ready for a higher position
- 3 **Gold:** High-potential managers who are nominated by an incumbent or superior and are ready for a senior management position
- 4 **Emerald:** High-potential employees who are nominated by an incumbent or superior and are ready for any leadership position

In order for the talented employees' development program to be precise and effectively meet the specific requirements of each level, the overall themes will be "Enhancing Leadership Skills" and "People and Task Management Skills", although the courses will support the individual level of each participant. The development program has also been designed with respect to market trends and the Company's strategic direction.

Program	Institute holding training program	Targeted number of trainees	Number of attendees	Success rate (%)
Redefining The Future of INTOUCH Group	Harvard Business Publishing	6	6	100
Adaptive Strategic Leaders Programme	University of Manchester	3	3	100
Transformational Leadership Program	Harvard Business Publishing	3	3	100
Foresight with Digital Lens to Navigate the New Normal	Duke Corporate Education	7	7	100
Leading The Era of New Digital Business	Ross School of Business (in collaboration with SEAC)	10	3	33.33

The Board of Directors has assigned the Leadership Development and Compensation Committee to develop the succession plan in terms of policy, selection of courses and the performance evaluation of each group, with the aim of having the right candidates fill the key positions. Each Individual Development Plan (IDP) is monitored and reviewed on an annual basis to ensure its effectiveness (in terms of suitable skill sets and experience) in order to enhance it in every dimension.

## Welfare, Occupational Health and Work Safety

The Company's Welfare Committee is re-appointed every two years and meets at least once a year to consider employee welfare and fringe benefits, along with occupational health and safety, in order to strictly comply with all the applicable laws and regulations. The committee focuses on encouraging the employees to maintain a healthy lifestyle and live in areas that reflects their status, as well as providing a safe and comfortable work environment with suitable facilities. All of these things will improve employee engagement and productivity.

The Company provides private health insurance for all the directors, executives and other employees, along with scholarships for the employees' children and funeral allowances (including parents and spouses). The Company also encourages its employees to plan for their retirement, and has established a provident fund run by a professional management company that is certified by the Office of the Securities and Exchange Commission.



## Promoting Ethical Conduct

INTOUCH insists on conducting its business with integrity and in an ethical manner, fulfilling all its fiduciary duties, and adhering to the principles of good corporate governance. The Company continually educates its employees on business ethics via several methods, such as testing their understanding of the Code of Conduct, promoting a “no gift” policy, and organizing activities based on its new core values (“ACTIVE”). One of these activities is the “INTEGRITY Group”, in which the employees play a game called “TaiDi” related to the Company’s

Code of Conduct. The purpose of these activities is to raise awareness of business ethics so the employees can make the right decisions and uphold the Company’s reputation, which will contribute to its future prosperity.

## Code of Conduct Comprehension Test

### Target for 2020

Average comprehension score



### Test results in 2020

Average comprehension score



## Holistic Wellness at Work

The Company believes that body and mind wellness, along with social wellness and a good environment, can make its employees perform better at work and create a good atmosphere that is conducive to cooperation and good working relationships, which will improve efficiency and result in better business outcomes.

During the COVID-19 outbreak in 2020, the Company paid attention to its employees' health, and provided support in the form of personal protective equipment and a safe working environment. The employees were allowed to work from home, as the Company was concerned they might be infected while commuting. During this period, online applications allowed the employees to communicate with each other conveniently. The Company provided sanitary facemasks and sufficient alcohol gel, arranged body temperature checks and records, and set up an alternating two-team working system for necessary or urgent tasks in the office. In addition, a health specialist was engaged to deliver an online lecture on avoiding chronic health problems arising from work and the COVID-19 situation. The Company also encouraged its employees to communicate with each other more often via email or social media and share information. As the feedback has been positive, the Company continues to focus on promoting employee relationships, both online and in the office.



## EMPLOYEE SELF-SERVICES





# MATERIAL SUSTAINABLE DEVELOPMENT ISSUES



During 2020, INTOUCH addressed various business concerns arising from its stakeholder engagement and industry or global issues raised by external researchers with regard to ESG, as well as the 17 sustainable development goals of the United Nations. The Company then assessed and managed the key material issues, based on the level of impact they had or might have had on the Company and/or its stakeholders. Only the direct impact at the parent-company level was considered, as the indirect impact on the Company's subsidiaries and associates may already be included in these material issues. The process of selecting material issues followed the GRI Standard, as described below.

## Identification

The sustainable development team identified the material issues as either having an impact on the Company's strategy and business direction (in terms of ESG aspects) or an impact on stakeholders' interests during the year. The material issues were quite similar to those of the previous year, because they were recurring ones that affect the stakeholders' long-term interests. The Company is aware of these issues and always responds to them in order to meet the stakeholders' expectations and its own targets. However, additional regulatory issues have arisen, involving some of the companies in the group that operate under agreements with the government.

The Company has divided the material issues into the following seven areas:



InVent  
portfolio growth



Enhancing  
shareholder wealth



Career opportunities  
and advancement



Regulatory dispute  
resolution



Corporate reputation  
and  
image management



Innovation culture :  
Potential of personnel  
in digital intelligence



Social  
and community  
involvement





## Prioritization

All seven areas have been prioritized by the level of influence they have on the Company's strategic objectives and the level of importance to all the stakeholders. The Company conducted a survey among analysts, shareholders, potential investors and employees, and the related issues have been weighted and prioritized as shown in the matrix.



## Validation

After the Sustainable Development team had completed the survey and reassessed the issues, it validated them with the stakeholders through the appropriate channels. The team submitted a sustainability report to the Management Committee and CSR Committee for Sustainable Development to review, and then the Board of Directors to acknowledge and approve publication in Form 56-1 One Report and on the Company's website.



## Review and continuous improvement

The working team regularly reviews materiality issues following the GRI Standard, and improves the process of stakeholder engagement in order to align it with the current situation and the latest communication tools. This will increase efficiency and facilitate a more effective response in order to determine precise requirements and expectations.

## The reporting of key material issues

Materiality Aspect	Scope of Reporting	Page
InVent portfolio growth	The Company's strategy to support the start-up companies under the InVent project, including the areas of investment and business scopes, along with the targets for both short- and long-term growth of the portfolio.	163
Enhancing shareholder wealth	The Company's strategies to expand its existing businesses in order to maintain sustainable returns, including both short- and long-term targets, along with the operating results in 2020.	167
Career opportunities and advancement	The Company's employee development plan, including both short- and long-term targets, along with the IDP completion rate in 2020.	170
Regulatory dispute resolution	The Company's strategies to mitigate regulatory risks that have arisen or may arise in the future, which includes explaining the Company's position to the regulators, along with the actions taken.	175
Corporate reputation and image management	The Company's communication plan to directly address stakeholder concerns and expectations in order to build long-term confidence and commitment.	177
Innovation culture: Potential of personnel in digital intelligence	The Company's strategy for fostering an innovation culture and increasing the employees' digital intelligence, including both short- and long-term targets, along with the results of the digital readiness assessment conducted in 2020.	178
Social and community involvement	Social contribution projects to provide opportunities for local communities and improve their quality of life, along with charitable donations made by the Company in 2020.	181



## InVent Portfolio Growth

2020



An increase of InVent portfolio value

Target  
at least

18%

Performance

27%

2025 Target

InVent portfolio value



at least

3,200  
million baht



InVent is the corporate venture capital (CVC) arm of INTOUCH, and the portfolio currently comprises 18 active companies. The Company focuses on investments in the digital sector to exploit new technologies and innovative solutions that can benefit society and create long-term sustainable growth. The Company encourages all Thais to adopt digital technology by using the products and services of the companies in the InVent portfolio. In reinforcing these, the Company motivates entrepreneurs who have the potential and expertise to develop new products, expand their user bases, increase marketing activities, and employ the right people to respond to consumer needs. Consequently, INTOUCH expects to see the companies in the portfolio continue to grow well into the future.



The growth opportunities in the InVent portfolio come not only from investment but also from assistance in creating more value. This includes providing advice and guidance on business management, accounting processes and legal matters, which is derived from INTOUCH Group's expertise and networks. The Company also closely monitors the performance of the portfolio in monthly meetings, as well as board meetings, to ensure that these start-up companies achieve their targets and secure the next rounds of funding.

Moreover, the Company provides opportunities to collaborate with other companies in the INTOUCH Group alliance, both local and international, such as business partnerships with AIS and THAICOM, or network with the National Innovation Agency (NIA) and Digital Economy Promotion Agency (DEPA). The Company also encourages the InVent start-ups to expand overseas, leveraging its connections to experienced partners such as Singtel Innov8, the CVC arm of Singtel in Singapore, and other partners' branches in Israel, China, Australia and the United States. The Company continues to search for more collaborations and partnership networks in order to build a robust portfolio and strengthen the start-up community and ecosystem.



## 2020 Performance

Under its investment policy, the Company not only invests in the TMT sector, but also in such areas as FinTech, MarTech, e-Commerce and HealthTech, through a range of stages from seed to growth. This can provide flexibility, distinct competitive advantages, and innovation cultivation among INTOUCH Group to launch new products and services for consumers. The Company believes that businesses must adapt to the latest technologies for them to be able to develop innovative use cases that can exploit new economic opportunities and create sustainable growth. In 2020, five new investments were made, totaling 215 million baht. These were in the areas of cyber-security, InsurTech, interactive video technology, reward points exchange & redemption, and the Internet of Things (IoT).



### Datafarm Co., Ltd. ([www.datafarm.co.th](http://www.datafarm.co.th))

a Thai start-up providing penetration tests and IT audits to government agencies and leading commercial enterprises



### Axinan Pte. Ltd. ([www.iglooinsure.com](http://www.iglooinsure.com))

a Singaporean Insurtech start-up expanding fast in the insurance industry, which is increasingly adopting new technology



### Paronym, Inc. ([www.paronym.jp](http://www.paronym.jp))

a Japanese start-up developing interactive video technology that enables end users to have a higher level of engagement, especially in the 5G era



### Chomchobgroup Co., Ltd. ([www.chomchob.com](http://www.chomchob.com))

a Thai start-up providing a platform on which customers can exchange points from credit cards and partners' reward programs for points that can be redeemed for other products and services



### Swift Dynamics Co., Ltd. ([www.swiftdynamics.co.th](http://www.swiftdynamics.co.th))

a Thai start-up developing construction and facility management software that uses IoT technology to connect multiple devices to the cloud, increasing the efficiency of enterprise customers



In 2020, the Company exited Wongnai, which had merged with LINE MAN (a leading delivery service provider in Thailand). This divestment was one of the top start-up deals of the year. As a result of this and the abovementioned investments, the total value of the InVent portfolio increased 27% since the beginning of 2020, reflecting continuous growth. However, some companies in the portfolio were affected by the national shutdown due to the COVID-19 outbreak, especially with respect to fundraising and business expansion. INTOUCH helped to relieve the situation through special short-term funding and finding new investors, as well as urging the start-up companies to pivot their businesses in order to reduce risks and quickly get their growth back on track.



### Long-term target by 2025

Since the InVent project began in 2012, INTOUCH has invested over 931 million baht in start-up companies, and the value of the portfolio has grown to 1,330 million baht or 3% CAGR. During the next five years, the Company will continue to explore opportunities in digital lifestyle businesses and increase the proportion of its overseas investments. The Company's long-term goal is to improve the lives of people in Thailand, and create a competitive edge for INTOUCH Group in accessing business opportunities in areas such as 5G services, cloud computing, cyber-security and smart solutions. Overall, INTOUCH aims to increase the value of its InVent portfolio to at least 3.2 billion baht by the year 2025.

## Enhancing Shareholder Wealth

2020



A total shareholder return higher than the SET Index return

Target  
at least

2%

Performance

11%

Note: Total shareholder return comprises capital gain on investment and dividend yield

INTOUCH experienced a tough year in 2020, mainly due to the impact of the COVID-19 pandemic on its investments and changes in consumer behavior. INTOUCH Group mitigated these risks by taking the opportunity to build new businesses, supported by the latest technology, in order to offer products and services that could reduce the adverse impact on revenue and generate sustainable shareholder returns. In 2020, the total shareholder return (comprising -1.7% capital gain and 4.1% dividend yield) was 11% higher than the SET Index return. This ensured that the investors received a sustainable return, despite the impact from negative factors.

2025 Target

A net asset value



320,000  
million baht



The Company believes that the overall impact was limited due to its investment diversification in technology-related businesses. However, other risks were identified that limited the performance of the Company's investments so various strategies were drawn up to mitigate them. Examples of these risks were a big drop in the number of foreign tourists that could partially reduce the revenue of AIS, and lower consumer spending that would heat up the competition in both mobile and fixed-broadband services. To maintain market share, AIS focused on domestic promotions and lowered its prices in order to retain existing customers and attract new ones. Moreover, the companies in the group implemented cost reduction strategies to sustain their earnings and shareholder returns.

Throughout 2020, AIS, the key profit contributor to INTOUCH, strived to be the leader in digital life services. AIS was able to strengthen its network by obtaining the 700MHz, 2600MHz & 26GHz frequency spectrums to provide 5G services, and continued to invest in its 4G network in order to improve the coverage and quality. During the year, AIS spent 35,000 million baht on network improvements, which was supported by a healthy balance sheet.

Due to the COVID-19 pandemic, AIS's market capitalization decreased 17% from the previous year to 523,346 million baht at the end of 2020. However, AIS was still the top company in the Information and Communications Technology (ICT) sector, with the fourth-highest market cap on the SET.

THAICOM ceased operating Thaicom 5 in February 2020 and transferred the customers using that satellite to other ones. THAICOM currently has four satellites in orbit, namely Thaicom 4, 6, 7 & 8, which are sufficient for the present demand. However, Thaicom 4 & 6, which are operated under a concession that ends in

September 2021, have a longer life span than the concession period. THAICOM is negotiating with the regulator to continue operating both these satellites after the concession expires. In addition, THAICOM has sought new revenue streams by establishing NSAT (a joint venture with CAT [now NT]), which will provide satellite-related services, and ATI (a joint venture with ARV), which will develop unmanned aerial vehicles such as agricultural drones. Due to the progress of these new businesses, THAICOM's market capitalization at the end of 2020 was 9,372 million baht, an increase of 122% from the previous year.

INTOUCH's major investments are in AIS and THAICOM. In 2020, AIS made up 97% of the Company's net asset value, while THAICOM comprised 2%. Therefore, INTOUCH focuses on these two companies, including their business strategies, legal and financial risks, and communication with the related stakeholders. The Company's net asset value excludes small investments made in High Shopping and start-up companies under the InVent project. Despite their size, INTOUCH considers these investments important as they have the potential to contribute significant value in the future. Consequently, the Company continually strives to increase the value of its existing assets and identify new investment opportunities, following its business strategy to create sustainable portfolio growth.

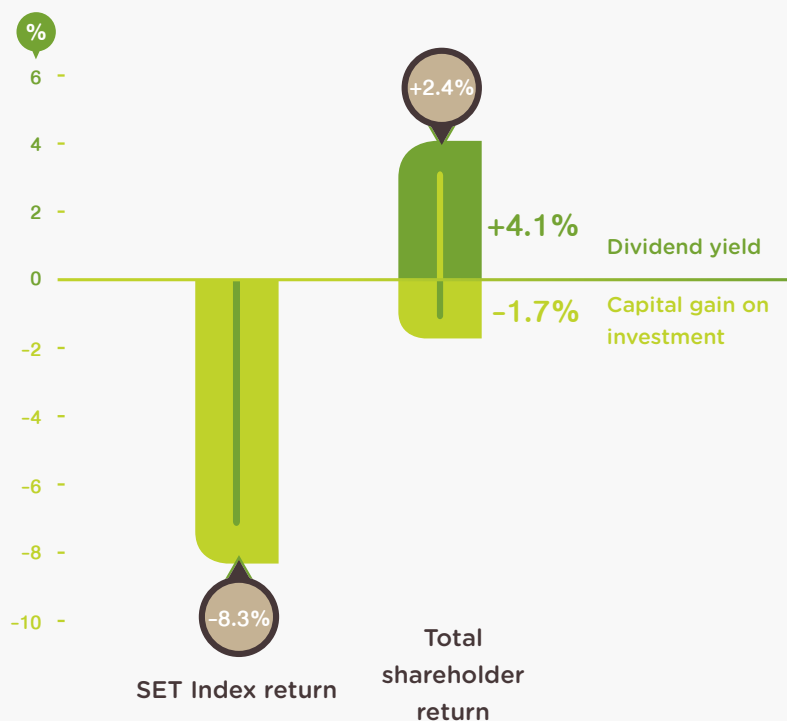
The Company is aware of the importance of effective communication and efficient portfolio management in order to allay any concerns that its shareholders and potential investors might have, as well as minimize the discount to net asset value for a better reflection of the Company's real value in the market. With a lower discount, the shareholders will have a higher return on investment. The Company also passes through all the dividends it receives after the deduction of operating expenses.

## Performance in 2020

INTOUCH's net asset value at the end of 2020 stood at 217,800 million baht, a decrease of 16% from the previous year, while the total shareholder return was 11% higher than the SET Index return. The total return was better than the target due to the Company's investments in technology-related businesses, which experienced less disruption from the COVID-19 pandemic than other industries. In addition, many customers were introduced to new technologies that have reduced the adverse impact on their daily lives or business operations. Moreover, INTOUCH was able to maintain its pass-through dividends at higher than 70% of standalone net profit.



### The relative return in 2020



### Long-term target (2025)

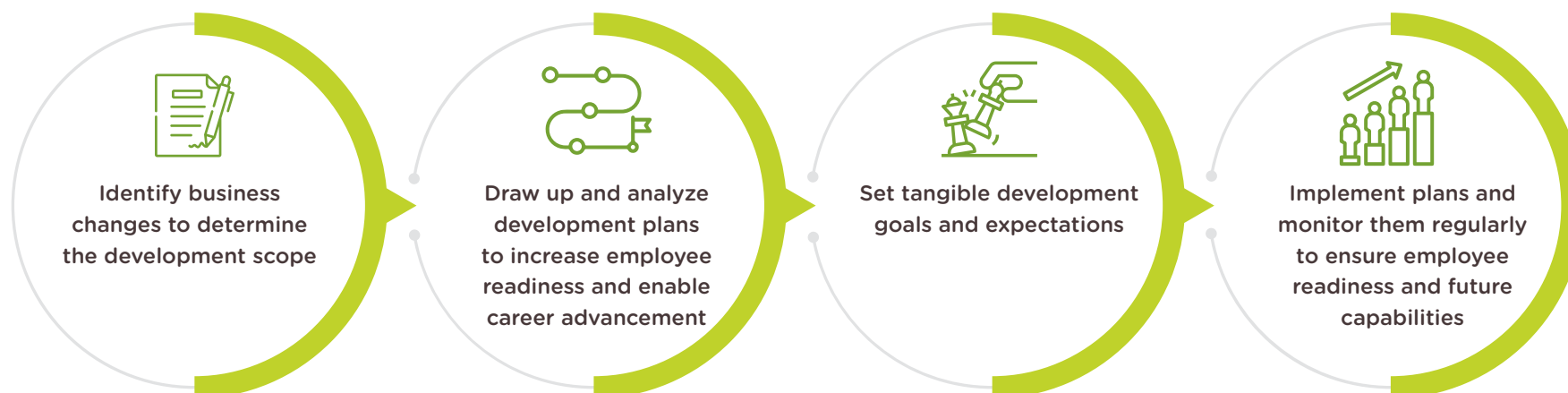
INTOUCH aims to increase its net asset value to 320,000 million baht by the end of 2025. The Company is committed to delivering an annual total shareholder return that is at least 2% higher than the SET Index return, aligned with its objective of creating sustainable shareholder wealth. To meet this target, INTOUCH will continually monitor and manage its investments to ensure sustainable revenue and profit growth, as well as seek new business ventures that will increase the value of the InVent portfolio. INTOUCH believes that emerging technologies will create new revenue models; therefore, in-depth studies and precise analysis will enable the Company to identify business opportunities and then exploit them to create mutual benefits. With approximately 2,000 million baht cash on hand at the end of 2020 and no outstanding debt, INTOUCH has the financial capability to make further investments.

## Career Opportunities and Advancement

In 2020, the social context and the new normal have changed due to the COVID-19 epidemic impacting on people's living and the economic activity was disrupted. This makes business operation in the current world to adjust with the changes all the time. Employees play an important role in dealing with disruptive technology in order to drive sustainable growth. Therefore, INTOUCH supports every aspect of its employees' development to be ready for the innovation and the new working style and ready to respond to rapid changes effectively. As for leadership qualities, INTOUCH pays the utmost attention to broadening the vision of its executives so that it is aligned with business growth and sustainability.



### Capability Enhancement Steps





## Capability Enhancement Expectations

### Long-term Plan (2024)

30%

of existing positions are filled by the “Internal Rotation” process. The rationale for this is based on “Career Interest” indicated in the Individual Development Plan (IDP) for employees.

### 2020 Target

75%

of IDP completion rate

### 2020 Result

84%

was IDP completion rate



### Rationale for the 2020 Target

INTOUCH set an IDP completion rate of 75%, with the focus on developing “New Skills” for each employee. All the employees had to identify which new skill they wanted to learn or existing skill they wanted to enhance, along with the method of learning, e.g. online course, special assignment or on-the-job activities. Employees were required to set tangible targets or expected outcomes that could be used for evaluating their results, as per the Company’s guidelines (SMART Goals) and follow up the learning continuously.



## Capability Enhancement Results for 2020

The development protocol clearly identified the expected achievements. This applied to the career advancement of nominated successors (to prepare them for specific positions) and the other employees. Career advancement for both these groups involves the idea of equipping themselves with new skills to increase the potential of the learners and can be adapted for various changes that occurred in the organization.



## The Company's Succession Plan

The succession plan is a tool for preparing nominated successors to assume specific positions. Having hi-potential employees is a major factor that contributes to productivity and business sustainability. Therefore, INTOUCH has identified the key positions and developed a process and related protocol in order to have an effective succession plan in place. In addition, the IDPs play a significant role in improving both functional and leadership capabilities. Successor readiness is tracked and reported to the senior executives on a regular basis. Most importantly, the Company's standard practice is to consider nominated successors before external candidates when key positions become vacant.

## Employee Career Advancement

INTOUCH desires to retain its employees and believe that they can grow with the Company and able to cope with the rapid change. Hence, the concept of career advancement was adopted with the aim of building clear career paths. The required competencies for each position have been determined with systematic guidelines on employee development, under the observation of supervisors who provide support at least twice a year. Employees have to identify areas they would like to improve, as well as be evaluated on their existing capabilities. Each employee is given the opportunity to analyze potential career paths and select a suitable option, which is discussed with his or her supervisor to gain a mutual understanding and draw up a specific development plan. There are two components to employee development, as follows:



### Group Development (optional):

Interested employees can attend courses or seminars on specific topics, either in-house or external, presented by experts. While the management are encouraged to attend, members of staff can request places if they think a particular activity will be helpful.



### Individual Development (compulsory):

This focuses on the requirements of each employee in order to achieve specific targets under the Company's guidance. All the employees are encouraged to explore new fields, such as data analytics, artificial intelligence and online marketing techniques, new knowledge for digital technology readiness by learning through various channels such as learning through training, knowledge sharing, online learning, etc. which can prepare them for future challenges and business disruption.



## Long-term Plan (2024)

The Company's long-term plan is a result of its strategic direction over the last two years. The efficiency of the IDPs is now assessed every year, along with each employee's ability to analyze and utilize collected data that supports business operations. The Company encourages all of its employees to enhance the capabilities required for their desired career path or position. In addition, from the human resource perspective, the success rate of job rotation using existing employees for positions that become vacant implies that one of the achievement steps in their development has been reached. Moreover, arranging job rotation by taking into account the employees' career interests and aspirations demonstrates the Company's concern for their advancement. This is counted as a significant contribution, leading to both personal development and eventual business growth.



Example of knowledge development channels at the personal level



## Regulatory Dispute Resolution

### 2020



#### 2020 Strategy

- Clearly explain the Company's position to the relevant authorities or governing bodies so they can understand it better in order to reduce the risk of regulatory non-compliance by licensees.
- Take every legal step to protect the Company's rights and stakeholder benefits.



#### 2020 Actions

- Provided valid opinions to the relevant regulators at public hearings and sessions organized by the private sector.
- Clearly explained the Company's position to the relevant authorities and governing bodies.
- Took every legal step to protect the Company's rights and stakeholder benefits, and submitted disputes to arbitration.

### 2021-2022 Strategy



- Avoid and mitigate risks that may arise during THAICOM's transition period when the concession agreement ends, and settle other disputes involving AIS and THAICOM.
- Clearly explain in good faith the actions taken by the Company and the companies in the group.





For smooth business operations across the group, INTOUCH realizes the importance of mitigating legal risks that arise or may arise in the future. THAIKOM is in the process of transitioning as its concession agreement will end in September 2021. In order to ensure business continuity without any obstacles, the Company is negotiating with the regulators to settle the existing disputes and avoid any potential ones that may arise during the transition period.

To reduce the risk of regulatory non-compliance, representatives from companies in the group attended public hearings in good faith to explain their position to the regulators. They also provided information, such as company policies and business performance, to be taken into consideration by the regulators when drawing up legislation that might affect THAIKOM's operations.



## 2020 Actions

The Company participated in a public hearing on the NBTC's draft Criteria and Procedures for the Licensing of Spectrums for Telecommunications Services in Frequency Bands 700 MHz, 1800 MHz, 2600 MHz and 26 GHz, for which the auction was held in February 2020. In addition, the Company joined another public hearing on the NBTC's Criteria and Procedures to License a Satellite Orbit so it would know how to participate in the auction correctly when it is held in 2021.

## 2021 Strategy

The Company will continue to clearly explain its position in good faith at public hearings, as well as discuss and try to understand the concepts behind the related regulations, by communicating its policies, objectives and responsibilities to the regulators. The Company will also try to resolve the existing disputes and mitigate any new risks that may arise in order to reduce operational problems and boost investor confidence.



## Corporate Reputation and Image Management

INTOUCH has established corporate reputation and image management as one of its key strategies in order to increase the number of stakeholders who play an important role in building long-term confidence and commitment.

A communication strategy has been formulated that focuses on providing content relevant to each group of stakeholders, including financial information, corporate governance, social responsibility and general administration, through various online channels and social media, such as the Company's website, Facebook. Moreover, information is also disseminated through offline channels, namely newspaper and magazines, the Company regularly prepares and distributes press releases, photo captions, news scoops, as well as arranging executive interviews and press conferences.

In addition to promoting its brand through different media, INTOUCH, as a company listed on the Stock Exchange of Thailand, organizes regular activities to engage its shareholders and potential investors. These activities include analyst meetings and presentations at promotional events for both local and international investors in order to hear their concerns directly and use the information gathered to make improvements.



## Innovation culture: Potential of Personnel in Digital Intelligence

Long-term Plan (2024)



2020 Target



2020 Result



In this modern era, there is a rapid change in all sectors. The new innovation occurrence will lead the impact on the organization more or less. INTOUCH acknowledges the significance of this situation, and is now preparing its employees to have a potential to deal with the changes of the technology innovation that may occur and to be able to manage permanently in the future. Capability empowerment of the employees on Digital Technology is necessity. The Company has designed the activities covering learning through training on equipment usage, skill and potential assessing of the organization and its employees on digital through a survey and test, and etc. These operations support the employees to apply knowledge with their assigned works to have more efficiency and can be specified as an individual learning development plan in order to be able to grow effectively together with the organization.

## Rationale for the 2020 Target

Capability empowerment of the employees on Digital Technology is deemed to be the one of important missions of INTOUCH. The Company set a target of 66% on its Digital Readiness Index. In the previous year, two aspects of digital readiness tests were held: Digital Maturity, a survey form that assess all aspects of the organization on digital technology, and Digital Literacy, a Test of digital learning and understanding skill of personnel, afterwards its results will be used at a decision to further adjust the way of business running to be in accordance with the digital age.



## Result for 2020

INTOUCH set a target of Digital Readiness for 2020 by considering on the two indexes as follows:



### 1. Digital Maturity Index:

is a Digital Technology survey assessment of an organization in all aspects which showing the level of readiness. The received information can be used to make decisions and improve processes in order to achieve the set target. The assessment covers the following aspects: Leaderships, Technical Capability and Value Creation.



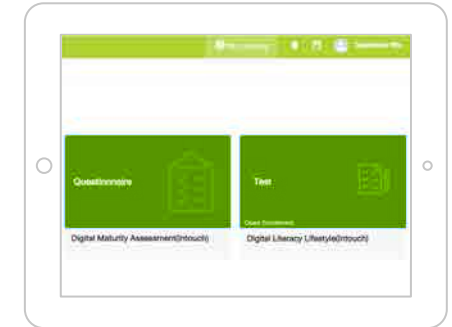
### 2. Digital Literacy Index:

Test of Digital Learning and Understanding skill of personnel will assist in planning and personnel evaluating on cognizance regarding living and technology using in the digital age. This is able to show the level of digital understanding in each people clearly comprising the following aspects: Computer Security and Privacy, Productivity Programs and Digital Lifestyles.

Digital Readiness Index score in 2020 is higher than a set target because of more technology understanding of the employees.

## Long-term Plan (2024)

The Company pays attention to create Innovation Culture in order to apply the knowledge to catch up with the rapid change especially the innovation that related to Digital Technology. Constant preparing the employees will drive the organization more smoothly. The Company stipulates factual indicator to evaluate the status of personnel's readiness and to be in accordance with short term and long term strategies and targets of the organization. The Company sets the long term target of 80 percent by learning through various channels, including training, knowledge sharing, online learning, and etc.



## Social and Community Involvement

Investment in the Telecommunications, Media and Technology (TMT) sector provides infrastructure for the country's development and contributes to significant economic growth. However, social development has also remained a key direction, coupled with economic growth to balance sustainable development.

During 2020, INTOUCH was involved in social and community projects, and used digital applications for various activities to offer opportunities and improve the quality of life in rural communities, under the theme “**Strong Thais, Strong Thailand**”. These projects incorporated the three concepts of Positive Youth Development, Quality of Life Improvement in Local Communities, and Promotion of a Volunteer Spirit for Community Development. The following framework has been used to plan and execute these projects:

### Social contribution activity targets

#### Long-term target (2019 – 2023)



Create benefits  
for at least

**40,000** people.

#### Achievement in 2019 – 2020



Benefits were  
created for

**14,629** people.



1 Identify material and social issues that need to be addressed, in terms of health, environment, education, employment and income.



2 Analyze problems and develop plans to meet social needs, taking into account the Company's capacity utilization.



3 Apply the late King Rama IX's Sufficiency Economy Philosophy to the development of projects and related activities in line with the country's geosocial footprint.



4 Clearly define the goals, methods and desired outcome of each project.



5 Conduct long-term social engagement activities to share knowledge and teach the skills required for communities to become self-reliant.

## 1. Positive Youth Development

### • Thai Art & Literature Conservation Contest with INTOUCH




INTOUCH encourages young people to become passionate about reading. This enables them to express their ideas clearly, develop analytical and interpretive skills and improve their creativity, as reading is necessary to gain knowledge, broaden perspective, improve intelligence and stimulate imagination, all of which can lead to creative thinking. A contest featuring art inspires the participants to read more literature, and use their imagination to portray stories visually through various artistic techniques.

This project entered its 14th year in 2020, when the entrants could choose one of two themes, either “I love Thailand” or “Love the Environment, Love the Earth”. The award winning entries were exhibited for sale and the proceeds, without any deduction for expenses, were donated to the Princess Maha Chakri Sirindhorn Foundation to provide scholarships for underprivileged students.

In 2020, the project organizers collaborated with Event Pop, one of the start-up companies in the InVent portfolio that provides end-to-end solutions for event organization, to facilitate the process through an online platform for submitting and exhibiting entries, live streaming of activities and purchasing the winning artwork. Event Pop also promoted the project through social media channels in order to reach a larger target group in a wider range, raise awareness and boost participation.



[Click to watch the video.](#)

Area	Achievements	Beneficiaries
 Reading encouragement	A total of 390 stories read by participants in 2020.	<ul style="list-style-type: none"> <li>1,342 students who entries submitted</li> <li>13 medical students were supported by the Princess Maha Chakri Sirindhorn Foundation</li> </ul> 
 Building young people's potential and creative thinking skills	Number of entries: 1,430	
 Educational opportunities for young people	<ul style="list-style-type: none"> <li>Total amount of scholarships and school awards granted for winning entries: 1,415,000 baht</li> <li>Proceeds from sale of winning entries donated to Princess Maha Chakri Sirindhorn Foundation (under the “Graduates Return Home” project): At least 800,000 baht</li> </ul>	

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## 2. Quality of Life Improvement in Local Communities and Promotion of Volunteer Spirit

### • Healthy Rice Project by INTOUCH

Farmers are the backbone of the nation, producing rice to feed the population and support themselves. Creating added value and improving efficiency through the proper use of technology are important in order to increase the farmers' income and prevent them from going into debt.

The Healthy Rice Project by INTOUCH has continued for nine consecutive years, expanding across the country. In 2020, the project organizers collaborated with a Community Enterprise, namely the Community Rice Center, Nasao village, Chiang Khan district, Loei province. INTOUCH supported the project by providing knowledge and connecting the community to the relevant agencies in order to upgrade from GAP certification to PGS for sustainable co-living. PGS is accredited by the International Federation of Organic Agriculture Movements (IFOAM) and provides quality assurance based on trust.

In addition, this project involved collaboration with Loei Rajabhat University to obtain advice on product processing. The university's research was applied to the community's capabilities to produce glutinous rice and create a value-added product, under the brand name of “Phon Chiang Kham”, as well as develop the packaging for local products such as healthful tea. Technology was properly applied to create an experimental platform that can accommodate the work processes in order to increase competitiveness. An online marketing promotion was launched via the “Phon Chiang Kham” webpage to popularize the concept of safe agriculture and sell the Community Enterprise's products. Moreover, the “Farm Manager” app enables the plantation owners to check weather forecasts and make effective plans for planting and harvesting.



The Community Enterprise has been transformed into a PGS Organic Agriculture Learning Center and a local market for trading safe agricultural products, as well as an ecotourism destination and a showcase for other communities to emulate. All this has led to additional income for the community.



## Achievements

- Project participating areas with potential to meet PGS standards: 49 rai 2 ngan (79,200 square meters) or 82% of the total
- Total income of Community Enterprise members increased 32% from 2019
- Built six networks to support the project, involving Loei Agriculture Office, Loei Tourism Office, Loei Development Office, Loei Public Relations Office, Loei Commercial Affairs Office and Loei Rajabhat University

## Beneficiaries

20 members  
of the Community  
Rice Center  
in Nasao village



### • Scientific Approach to Water Management in Cooperation with the Hydro Informatics Institute, Ban Wang Yao Community, Chiang Kwan District, Roi Et

This project was extended from 2019, when INTOUCH engaged the Hydro Informatics Institute to apply a scientific approach to water management under a Royal Initiative in order to analyze information and find solutions for the water problems in Ban Wang Yao Community. This area suffers from floods in the rainy season every year, followed by a shortage of water during the dry season, which has a big impact on local agriculture and fishing, as well as the availability of potable water and the community's long-term quality of life.

The water supply network was restructured in order to provide more efficient distribution, by restoring the canal and reservoir to improve water retention and reduce flooding. The total area was 390 rai (624,000 square meters) covering 301 households, and the volume of the water reserve increased to 43,415 cubic meters.

Operations	Area (rai)	Water volume (cubic meters)	Number of households	Beneficiaries
• Dredged Pai Canal to restore water flow to Nong Kwak (swamp).	160	19,146	57	1,287 community members in villages 8-10
• Repaired the embankment of Nong Kam (pool) to prevent flooding.	80	12,269	40	
• Dredged the existing canal to restore water flow and distribute water for agriculture.	150	12,000	204	



Remark: 1 rai = 1,600 square meters

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## • Practicing Organic Agriculture for Safe Food Project

This project was extended from the previous year, with the aim of supporting farmers to grow organic crops in order to obtain sustainable quality and quantity throughout the year. Improving the process also helps to reduce costs and maintain the environmental balance. The organic agriculture prototype was introduced at Chan Ngam farm, Sikhio district, Nakhon Ratchasima. The project participants have been taught about organic farming, and the knowledge has been shared with a local school for students who want to make a living from sustainable agriculture.

Location	Program	Achievements	Beneficiaries
Chan Ngam farm, covering an area of 7 rai	<ul style="list-style-type: none"> <li>• Arrange lectures given by experts on organic agriculture, and prepare a related manual</li> <li>• Purchase raw materials and equipment to build the organic farm prototype and natural cold storage facility</li> </ul>	<ul style="list-style-type: none"> <li>• Reduced the average production cost per cycle by 30%</li> <li>• Increased productivity by 40%</li> <li>• Reduced product waste from natural cold storage by 80%</li> <li>• Increased total community income by 64%</li> </ul>	<ul style="list-style-type: none"> <li>• 17 farm workers</li> </ul> 
Farming families in Pak Chong, Sung Noen and Sikhio, covering 29 rai	<ul style="list-style-type: none"> <li>• Arrange lectures given by experts on organic agriculture, and prepare a related manual</li> </ul>	<ul style="list-style-type: none"> <li>• The Wang Rong Yai Farmers Group is waiting for the final inspection of 2.5 rai to meet the Organic Agriculture Standard</li> <li>• The Ban Ton Sook Farmers Group has expanded its area to 3 rai to grow other vegetables besides green salad, including Chinese cabbage and Chinese broccoli</li> </ul>	<ul style="list-style-type: none"> <li>• 5 farm workers</li> </ul> 
Ban Lert Sawad School (Rat Rangsan Wittaya), covering 0.5 rai in Sikhio	<ul style="list-style-type: none"> <li>• Help fund a course on making ornamental hanging plants</li> <li>• Teach children about organic farming</li> </ul>	<ul style="list-style-type: none"> <li>• Included a course on making ornamental hanging plants in the Occupational Experience subject for student grades 4-6</li> <li>• Reduced the cost of ingredients for school lunches by 10%</li> </ul>	<ul style="list-style-type: none"> <li>• 66 students</li> <li>• 7 teachers</li> </ul> 
Ban Tum Prik, NonThai in Phitsanulok, covering 0.5 rai	<ul style="list-style-type: none"> <li>• Arrange lectures given by experts on organic agriculture, and prepare a related manual</li> <li>• Purchase raw materials and equipment to build the organic farm prototype</li> </ul>	<ul style="list-style-type: none"> <li>• Increased total community income by 29% from growing pineapples</li> <li>• The community learned how to apply for the Organic Agriculture Standard</li> </ul>	<ul style="list-style-type: none"> <li>• 10 farmers involved in the project</li> </ul> 

Remark: 1 rai = 1,600 square meters

## • Employees with a Volunteer Spirit for Community Development Project

INTOUCH encourages its employees to propose and participate in activities beneficial to society and local communities. The Company provides budgets for these and allows employees to undertake their projects on working time.

The projects in 2020 included the renovation of a water filtration system at Wad Wan Utit School, Wiset Chai Chan district, Ang Thong and the sports field of the Rong Moo and Lock 23-24 communities, Klongtoey district, Bangkok.



Time devoted by volunteers:

**633**  
hours



Equivalent value of employees' wages:

**219,132**  
baht



Beneficiaries:

**2,542**  
people



Total financial support provided by INTOUCH:





**355,225**  
baht





### 3. Charitable Donations

Besides the projects related to life quality development and education, INTOUCH made other charitable donations in 2020, such as the ones below.

-  Purchased Negative Pressure Mobile Isolation Rooms and Negative/Positive Isolation Chambers for 10 hospitals nationwide to examine patients infected with COVID-19.
-  Purchased medical supplies, namely N95 masks, medical gloves and PPE suits, for 75 hospitals nationwide.
-  Made a donation to the Phrabuddha Metta Prachathai Foundation, under the Royal Patronage of Her Majesty Queen Sirikit, the Queen Mother, for the benefit of religion, art, culture and education.
-  Made a donation to the Thailand Responsible Business Network to help facilitate the project “You take care of the forest, we take care of you”.



Donations:

**0.87**  
million baht



Community  
investment:

**13.99**  
million baht



## Sustainability Performance

Economic Dimension (Consolidated Financial Statements)	Unit	2018	2019	2020
Total assets	Million Baht	50,009	49,535	52,637
Total revenue	Million Baht	20,404	17,531	15,680
Gross profit	Million Baht	1,891	1,004	984
EBITDA	Million Baht	13,756	12,270	12,969
Net profit for the year	Million Baht	11,651	9,766	11,354
Management and employees' benefits (e.g. salary, OT, bonus, special grants, social security contribution and provident fund)	Million Baht	1,202	1,133	1,026
Financial costs	Million Baht	340	301	191
Tax paid to government (e.g. corporate income tax, local tax dues, property tax and special business tax)	Million Baht	100	121	39
Tax benefits and other promotional privileges under the Investment Promotion Act	Million Baht	-	-	-

Economic Dimension (Separate Financial Statements)	Unit	2018	2019	2020
Total assets	Million Baht	31,780	35,553	39,136
Total revenue	Million Baht	11,822	11,491	11,367
Net profit for the year	Million Baht	11,481	11,075	11,044
Management and employees' benefits (e.g. salary, OT, bonus, special grants, social security contribution and provident fund)	Million Baht	189	213	196
Dividend paid to shareholder	Million Baht	8,995	8,080	7,856
Financial costs	Million Baht	3	3	5
Tax paid to government (e.g. corporate income tax, local tax dues, property tax and special business tax)	Million Baht	-	-	-
Tax benefits and other promotional privileges under the Investment Promotion Act	Million Baht	-	-	-
Investments and expenditures regarding community development, social infrastructure and environment	Million Baht	22	18	15



Social	Unit	2018	2019	2020
Total Number of Employees	Person	73	61	61
Number of Employees by Level				
• Executive Level	Person	20	20	21
• Managerial Level	Person	36	33	32
• Practitioner Level	Person	17	8	8
Number of Employees by Gender				
• Male	Person	30	26	27
• Female	Person	43	35	34
Number of Employees by Age				
• Less than 30 years	Person	7	3	2
• 30-50 years	Person	50	44	46
• More than 50 years	Person	16	14	13
The Female-to-Male Salary Ratio (per person)				
• Executive Level	Time	1:1.57	1:1.68	1:1.69
• Managerial Level	Time	1:1.27	1:1.21	1:1.31
• Practitioner Level	Time	1:0.69	1:0.54	1:0.54
Total Number of New Employees	Person	7	2	3
Total Number of New Employees by Age				
• Less than 30 years	Person	2	0	0
• 30-50 years	Person	5	2	3
• More than 50 years	Person	0	0	0
Total Number of New Employees	Person	11	5	2
Turnover by Age				
• Less than 30 years	Person	4	2	0
• 30-50 years	Person	7	3	1
• More than 50 years	Person	0	0	1

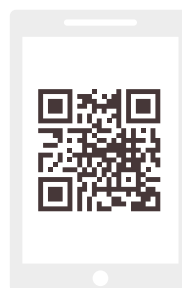
Social	Unit	2018	2019	2020
Maternity Leave	Person	0	0	0
Number of Employees return after taking Maternity Leave	Person	0	0	0
Proportion of Employee Leave				
• Sick Leave	Day/Person	3.09	0.93	1.05
• Leave Due to Work	Day/Person	0	0	0
Total Number of Accidents				
• Lost Time Injury	Person	0	0	0
• No Lost Time Injury	Person	0	0	0
Total Number of Training Hours	Hour	2,016	2,164	509
The Average Number of Training Hours by Level				
• Executive Level	Hour/Person/Year	46.40	64.15	13.81
• Managerial Level	Hour/Person/Year	23.54	25.86	6.16
• Practitioner Level	Hour/Person/Year	16.50	6.50	2.75
Number of Complaints about Human Resource	Case	0	0	0
Environment	Unit	2018	2019	2020
Electricity Consumption	MWh	254.40	261.78	233.48
Electricity Consumption per area	MWh/Sqm	0.13	0.13	0.12
Electricity Consumption per employee	MWh/Person	3.57	4.09	3.82
Water Consumption	Cubic meter	14.00	14.00	14.00
Greenhouse gas emissions arising from the use of resources - Waste separation	kgCO <sub>2</sub> e	N/A	N/A	1,964

## About the Sustainability Report

Intouch Holdings Plc. (“the Company”) publishes its Sustainable Development Report every year to communicate its approach to sustainability management and disclose its economic, social and environmental performance. This report will be published in Form 56-1 One Report for 2020. The scope of the economic data covers the performance of all the Company’s subsidiaries, associates, joint ventures and other investments, while the social and environmental data only cover the Company. This report is for the period 1 January to 31 December 2020, and the information provided reflects the expectations and responsibilities of every group of the Company’s stakeholders. It also includes the creation of shared value and mutual benefits between the Company, society and the nation that began a long time ago, as well as those that will continue into the future.

This report has been prepared in accordance with the GRI Sustainability Reporting Standards (GRI Standards) at Core level (‘in accordance’ Core Option), and identifies issues in line with the United Nations’ Sustainable Development Goals.

More information on the disclosure of data in accordance with the indicators of the reporting guidelines can be found in the tables on pp. 192-198 of this report.



If you have any questions or require further information, please contact:

### Corporate Public Relations Department



Tel : (66) 2 118 6958



Fax : (66) 2 118 6957



Email : [pr-intouch@intouchcompany.com](mailto:pr-intouch@intouchcompany.com)

### Portfolio Management and Investor Relations Department



Tel : (66) 2118 6912



Fax : (66) 2118 6915



Email : [ir-intouch@intouchcompany.com](mailto:ir-intouch@intouchcompany.com)

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GRI Standard	Disclosure	Page number And / Or URL (S)	Omission	Relation to SDGs
GRI 405: Diversity and Equal Opportunity 2016				
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	103-2 The management approach and its components	94-95 <a href="https://www.intouchcompany.com/cg/Board%20Diversity%20policy.pdf">https://www.intouchcompany.com/cg/Board%20Diversity%20policy.pdf</a> <a href="https://www.intouchcompany.com/download/csr/HR%20Policy%202014_EN.pdf">https://www.intouchcompany.com/download/csr/HR%20Policy%202014_EN.pdf</a>		
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GRI 408: Child Labor 2016				
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	103-2 The management approach and its components	<a href="https://www.intouchcompany.com/Human%20Rights%20Policy.pdf">https://www.intouchcompany.com/Human%20Rights%20Policy.pdf</a>		
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An abstract graphic consisting of several overlapping, thin, light-colored ellipses or ovals, creating a sense of motion or a globe-like structure, centered behind the main text.

# FINANCIAL REPORT

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Form 56-1 One Report for the year 2020 (Annual Report)

INTOUCH HOLDINGS PLC.

# MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS OF OPERATIONS



## Executive summary and performance in 2020

### Executive summary

The COVID-19 pandemic in 2020 had an impact on the earnings performance in INTOUCH Group, mainly due to the resulting economic slowdown and a significant drop in the number of both inbound and outbound tourists. In 2020, GDP was -6.1% due to the recovery of exports and domestic consumption in 2H20. However, INTOUCH's two core investments, namely AIS and THAICOM, continued their business expansion for future revenue generation.

AIS participated in the spectrum auction in February 2020, and was awarded the 700MHz, 2600MHz & 26GHz spectrum licenses for a total amount of 42,060 million baht (excluding VAT). Consequently, AIS has the largest number of frequency bands in Thailand and was able to launch a 5G service in October. THAICOM, on the other hand, lost revenue after one of its satellites (Thaicom 5) had to be deorbited following a system failure. However, THAICOM sought new revenue sources by establishing two joint venture companies, namely Nation Space and Technology Co., Ltd. (NSAT) to develop telecom services via Low Earth Orbit satellite systems, and ATI Technologies Co., Ltd. (ATI) to develop, produce and distribute unmanned aerial vehicles (drones) for Thailand's agricultural sector.

At the end of 2020, INTOUCH's total shareholder return (capital gain and dividend yield) was 11% higher than the SET Index return. It was also higher than the target of 2% per annum. The Company's net asset value stood at 217,800 million baht, and the aim is to increase this to 320,000 million baht by the end of 2025.

### Performance in 2020



**INTOUCH** reported a net profit of 11,048 million baht in 2020, flat YoY, following a 10% drop in profit contribution from AIS to 11,108 million baht. This was due to the adverse impact of the economic slowdown arising from the COVID-19 situation, lower revenue from the tourist segment, and intense price competition as all the operators tried to retain their customers. AIS's cost of services remained flat YoY as it continued to expand its network, while marketing and administrative expenses dropped. However, THAICOM contributed a net profit of 211 million baht, compared to a net loss of 926 million baht in the previous year, mainly due to the recognition of impairment losses on satellites in 2019 and compensation income in 2020. The financial results of AIS and THAICOM are described below.



**AIS** reported a net profit of 28,423 million baht in 2020 (excluding the impact from TFRS 16), a decrease of 8.9% YoY. This was mainly due to lower mobile service revenue, which dropped 6.5% YoY, as a result of the COVID-19 impact. During the year, the competition intensified and consumer spending was cautious, while there was a huge drop in the number of tourist arrivals.

These factors pressured ARPU, which decreased from 252 baht in 4Q19 to 234 baht in 4Q20, while the number of subscribers dropped approximately half a million to 41.4 million. Fixed-broadband service revenue grew by 22%YoY, as the subscriber base jumped by approximately 300,000 due to the COVID-19 situation. At the end of 2020, the total number of FBB customers was 1.3 million, with the market share increasing to 12% from 10% at the end of 2019. However, intense price competition continued during the year, resulting in a drop in ARPU from 533 baht in 4Q19 to 476 baht in 4Q20. Other service revenues increased by 1% YoY, mainly from higher corporate demand for cloud and ICT services. Total cost of services was flat YoY. Although there was an increase in 4G & 5G network expansion and depreciation & amortization of the new 2.6GHz license, this was offset by a drop in marketing and administrative expenses due to less activities during the year.



**THAICOM** reported a net profit of 514 million baht in 2020, compared to a net loss of 2,250 million baht in 2019, when extra items amounting to 1,946 million baht were recognized (mainly impairment losses on satellites), while extra items amounting to 649 million baht were recognized in 2020 (mainly compensation income). If these extra items were excluded, THAICOM would have reported a normalized net loss of 135 million baht in 2020, an improvement from the core loss of 304 million baht in 2019, mainly due to the lower depreciation expense after recording impairment losses on both the conventional and broadband satellites. The regulatory fees dropped, following lower revenue, while SG&A expenses also decreased.

Revenue from the sale of goods and rendering of services decreased 24% YoY to 3,557 million baht in 2020, due to lower satellite and related services revenue. The revenue from the conventional satellites decreased by 16% YoY, after the loss of some customers using Thaicom 5 (which had to be deorbited). The other customers were transferred to the remaining conventional satellites so the utilization rate of these increased to 64% at the end of 2020, from 55% at the end of the previous year. The revenue from the broadband satellite decreased 31% YoY, due to lower sales income from foreign customers, and its utilization rate declined to 19% at the end of 2020 from 23% at the end of 2019.

THAICOM has maintained a healthy balance sheet with net borrowing of 3,908 million baht at the end of 2020, down from 4,191 million baht at the end of 2019. Its net borrowing-to-equity ratio was 0.35x, an improvement from 0.38x at the end of 2019. THAICOM had net cash of 2,711 million baht at the end of 2020.

The operational results of the other companies in the portfolio are described below.



### AIS's 2021 guidance

Core service revenue growth	Low-single digit growth
EBITDA growth	Low-single digit growth
CAPEX	Bt25bn - Bt30bn (excluding spectrum license fee)

AIS contributes net profit to INTOUCH pro rata to the current shareholding of 40.45%.

### Share of profit of joint ventures

This contribution is from LTC and HIGH Shopping pro rata to the Company's investment proportion.

- LTC (including TPLUS), an indirect joint venture of THAICOM, reported a total subscriber market share (blended mobile, internet sim, and fixed wireless) of 52.8% in Lao PDR at the end of 2020, an increase from 50.7% in 2019. In 2020, LTC established a wholly owned subsidiary called Lao Mobile Money Sole Co., Ltd., a mobile platform for payments and money transfers, which operates in Lao PDR under the brand "M-Money".
- HIGH Shopping reported total revenue of 660 million baht in 2020, or average daily sales of 1.8 million baht, a decrease of 27% YoY. This was due to intense competition from digital TV operators selling various products through their channels, along with the popularity of e-commerce platforms during the COVID-19 outbreak that led to a change in consumer buying behavior.

### InVent portfolio

In 2020, INTOUCH invested in five more start-up companies, namely Datafarm Co., Ltd., Axinan Pte. Ltd., Paronym Inc., Chomchobgroup Co., Ltd. and Swift Dynamics Co., Ltd., and made additional investments in Peer Power Co., Ltd., Choco Card Enterprise Co., Ltd. and Event Pop Holdings Pte. Ltd. The total amount of investment was 279 million baht in the areas of cyber-security, InsurTech, interactive video technology, reward points exchange & redemption, and the Internet of Things (IoT). All of these are emerging technologies that cater to digital lifestyles. The Company also sold all of its shares in Social Nation Inc. and Wongnai Media Co., Ltd. There are currently 18 companies under the InVent project, and the active portfolio value had risen to 975 million baht at the end of 2020.

The Company will continue to explore opportunities in digital lifestyle businesses and increase the proportion of its overseas investments. These will improve the lives of people in Thailand and create a competitive edge for INTOUCH Group in accessing new business areas such as 5G services, cloud computing, cyber-security and smart solutions.

### The Company's standalone performance

In 2020, INTOUCH had a share of the net result from subsidiaries and associates of 11,297 million baht, a decrease of 1% YoY due to a lower net profit contribution from AIS. Total administrative expenses were 319 million baht, a decrease of 23% YoY, mainly due to better cost efficiency and arranging most of the investor and CSR activities through online platforms because of the COVID-19 situation. Therefore, the administrative expenses in 2020 were much lower than the budget of 400 million baht.

### Dividend payout

INTOUCH has a policy of paying dividends based on the separate financial statements. These are mainly dividends passed through from associates and subsidiaries after the deduction of operating expenses, assuming there are no extraordinary circumstances or items of concern in which the payment of a dividend would have a material impact on the Company's operations.

### Possible key and influential factors affecting the Company's future operations or financial position

INTOUCH conducts its business as a holding company that has investments in other companies. Therefore, the financial position or operational results of these companies could have a material impact on INTOUCH.

The performance of these investments has been disclosed in the Management Discussion & Analysis sections of the Form 56-1 One Report for the year 2020 (Annual Report) submitted by AIS (ADVANC) and THAICOM (THCOM).



## Significant Events

### Change in accounting policy

On 1 January 2020, INTOUCH Group adopted TFRS 16: Leases and TFRS “Group of Financial Instruments”. These had impacts on the accounting policy applied to the financial statements for the year ended 31 December 2019. INTOUCH Group chose to recognize the cumulative effect of initially applying these standards retrospectively as an adjustment to the opening balance at the beginning of 2020. For more details, please see Note 3 to the financial statements for year 2020.

### Local wireless telecommunication business

There was a slowdown in economic activities for most of 2020 due to the impact from the global COVID-19 pandemic and the new outbreak in Thailand in December. The mobile business was pressured by the sluggish economy amidst intense competition around unlimited data plans, and revenue decreased due to lower consumer spending and the loss of customers in the tourist segment. However, fixed-broadband revenue continued to increase with a strong growth of 29% in the subscriber base, compared to 10-12% among competitors, driven by the work-from-home demand, as AIS leveraged its mobile subscriber base and expanded its network to over 77 cities nationwide. Despite this growth, intense price competition resulted in a drop in ARPU.

**In the mobile business,** 5G was deployed on 2600MHz from February 2020 and an official service launched for consumers in October. As this was the early stage of 5G technology with a limited ecosystem, the initial adoption rate was low. The total number of 5G subscribers at the end of the year was 239,300, or 2.4% of the postpaid segment, which was actually more than double the target of 100,000.

With the prolonged COVID-19 situation resulting in weak consumer spending, all the operators continued to offer fixed-speed prepaid and postpaid unlimited data packages as a key strategy to acquire customers expecting value for money. The unlimited packages increased in popularity among data users to optimize spending but hindered the operators in monetizing the sharp increase in data usage. Although the industry was able to raise the price of unlimited packages to alleviate the contraction in ARPU, pricing campaigns for lower-speed packages were usually promoted in the provinces to capture the low-budget segment.

**In the fixed-broadband (FBB) and digital service businesses,** the demand for home connectivity was accelerated by the work- and learn-from-home trend that increased the FBB penetration rate to over 50% from 47% in 2019. However, competition intensified as the broadband providers continued their low-pricing strategy to acquire new customers in response to the macro environment. The starting price was reduced to 399 baht per month for 100Mbps from 599 baht a year earlier so industry ARPU declined. Integrated operators increasingly promoted convergence packages and value-added services such as data speed boosters, equipment upgrades, and various content to differentiate themselves and improve their revenue.

### Satellite business

On 17 December 2019, Thaicom 5 experienced a technical fault that limited THAICOM's ability to monitor the status of the satellite. Following the manufacturer's opinion, Thaicom 5 was deorbited on 26 February 2020, after being in service for 14 years since May 2006.

At the end of 2020, the committed utilization rate of the conventional satellites (Thaicom 6, 7 & 8) was 64%, an increase from 55% in 2019, mainly due to the deorbiting of Thaicom 5. This changed the utilization rate, as the committed rate on the remaining conventional satellites increased. Most of the customers using Thaicom 5 were migrated to other satellites, either operated by THAICOM or ones on which it had leased transponders, although some of them could not be accommodated. The utilization rate of the broadband satellite (Thaicom 4) was 19%, down from 23% in 2019, mainly due to fewer sales to foreign customers and customer churn.

### Telecom services in Lao PDR

At the end of 2020, Lao Telecom was still ranked No.1 in the country for market share (including mobile, internet SIM and fixed-wireless).

## Overview of Consolidated Operational Results

Share of profit (loss) by business segment (in million baht)	For the year ended 31 December				
	2019		2020		%YoY
The Company	(357)	-3%	(261)	-2%	-27%
Local Wireless					
Telecommunication Business	12,401	112%	11,108	101%	-10%
Satellite & International Businesses	(926)	-8%	211	2%	123%
Other Businesses	(35)	0%	(10)	0%	-71%
Net Profit	11,083	100%	11,048	100%	0%
Normalised Net Profit *	11,884	107%	10,781	98%	-9%

“\* Excluded share of gain/loss from extra items in satellite & international businesses such as impairment & write-off assets, compensation income, contract restructuring transactions, net foreign exchange gain (loss) and other one-time items”

The consolidated financial statements for 2020 showed a net profit of 11,048 million baht, a decrease from 2019. This was mainly due to a lower contribution from the local wireless telecommunication business, as a result of a drop in revenue, a rise in depreciation & amortization and a foreign exchange loss, although this was partially offset by a decrease in SG&A. However, the contribution from the satellite & international businesses rose YoY, as a result of the share of compensation included in other income totaling 621 million baht. Moreover, no satellite impairment losses were recorded as in 2019. However, if these items were excluded, the normalized net profit in 2020 would have decreased by 9% from 2019, mainly due to a lower contribution from the local wireless telecommunication business, although this was partially offset by an increase in the contribution from the satellite & international businesses.

## Key Operational Results

The Company (in million baht)	For the year ended 31 December		
	2019	2020	%YoY
Expenses	(412)	(319)	-23%
Others	55	58	5%
Net Loss	(357)	(261)	-27%

**INTOUCH's net loss:** the 2020 expenses decreased 23% from 2019, mainly due to an impairment loss on investment in associates and a loan to an associate under the venture capital project, along with the recognition of additional provision for past service costs of employees under the new Labor Protection Act, while some other expenses dropped as a result of the COVID-19 situation.

Local wireless telecommunications (in million baht)	For the year ended 31 December		
	2019	2020*	%YoY
Share of net result from investment in AIS Group using equity method	12,401	11,108	-10%

\* Post-TFRS 16

**The share of the net results from AIS Group** decreased 10% from 2019, mainly due to lower sales and service revenue in the mobile business, as the prolonged weak economy resulting from the COVID-19 situation created intense price competition for most of the year and lower consumer spending led to a drop in ARPU. Moreover, the revenue from the tourist segment plunged. However, this was partially offset by an increase in fixed-broadband revenue as the subscriber base expanded and many people worked from home from late March, even though ARPU fell due to the continuation of aggressive price plans.

**Sales and service costs** were flat YoY. Even though regulatory fees were lower, following a decline in core service revenue, this drop was offset by an increase in network OPEX.

**Distribution costs & administrative expenses** decreased from 2019, when a one-time payment to settle a dispute with TOT was recorded, along with the past service costs of employees. Moreover, the cost control was more effective in 2020 and there were fewer marketing activities due to the COVID-19 situation.

Satellite & International Businesses (in million baht)	For the year ended 31 December		
	2019	2020	%YoY
Sales and service revenue	4,663	3,557	-24%
Sales and service costs	(2,968)	(2,072)	-30%
Operating agreement fees	(703)	(506)	-28%
Distribution costs & administrative expenses	(1,069)	(865)	-19%
Loss from impairment on assets	(1,623)	(54)	-97%
Share of profit (loss) of investments in joint ventures	(116)	4	103%
Other income	337	811	141%
Net foreign exchange gain (loss)	(128)	(59)	-54%
Finance costs and tax	(643)	(302)	-53%
Net Profit (Loss)	(2,250)	514	123%
Contributed to INTOUCH Group	(926)	211	123%
Contributed to INTOUCH Group*	(125)	(56)	-55%

\* Excluded share of gain/loss from extra items in satellite & international businesses such as impairment & write-off assets, compensation income, contract restructuring transactions, net foreign exchange gain (loss) and other one-time items

**THAICOM's net results** in 2020 showed a profit of 514 million baht, compared to a loss of 2,250 million baht in 2019. This was mainly due to the compensation income, which was recorded as other income in 2020, while impairment losses were recorded on satellites in 2019. However, if these items were excluded, the normalized result in 2020 would have been a loss of 135 million baht, compared to 304 million baht in 2019, even though sales and service revenue fell, mainly due to a drop in distribution costs, administrative expenses, bad debt, doubtful accounts, and finance costs.

**Sales and service revenue** decreased from the previous year. This was mainly due to customer churn after Thaicom 5 was deorbited, especially among foreign customers, along with the loss of digital television broadcasters and retail broadband customers.

**Sales and service costs & operating agreement fees** dropped from 2019, following a decline in revenue and lower depreciation after impairment losses on assets were recognized in 2019, although this was partially offset by having to lease foreign transponders for some of the customers using Thaicom 5.

**Distribution costs & administrative expenses** also dropped, mainly due to less marketing and travelling, although legal fees rose.

**Finance costs and tax** decreased after the repayment of a debenture and long-term loans that were due.



Other Businesses (in million baht)	For the year ended 31 December		
	2019	2020	%YoY
Service revenue	223	123	-45%
Service costs	(203)	(106)	-48%
Distribution costs & administrative expenses	(19)	(47)	147%
Share of loss of investments and gain on revaluation of investments	(51)	3	106%
Other income	29	28	-3%
Finance cost and income tax expense	(7)	(8)	14%
Net profit (loss)	(28)	(7)	-75%
Contributed to INTOUCH Group	(35)	(10)	-71%

**Other businesses** include information technology, a home shopping business, and investments under the InVent Project. Since 2020, a change in the accounting policy has had an impact on the financial statements. The value of venture capital investments (under the InVent Project) is now measured by determining their fair value through profit or loss rather than using the equity method.

## Summary of Financial Position

### Key financial position data

Consolidated Financial Position	As at 31 December 2019*		As at 31 December 2020		Change	
	million baht	%	million baht	%	million baht	%
<b>Assets</b>						
Cash & cash equivalents	3,426	7%	2,843	5%	(583)	-17%
Other current financial assets	5,652	11%	7,269	14%	1,617	29%
Trade receivables	1,578	3%	1,525	3%	(53)	-3%
Current portion of long-term loans to related parties	631	1%	853	2%	222	35%
Inventories	124	0%	55	0%	(69)	-56%
Other current assets	503	1%	473	1%	(30)	-6%
Long-term loans to related parties	1,127	2%	898	2%	(229)	-20%
Investment in associates and joint ventures	29,873	60%	32,687	62%	2,814	9%
Investment in venture capital	452	1%	975	2%	523	116%
Property, plant & equipment	3,358	7%	3,108	6%	(250)	-7%
Intangible assets under operating agreements	1,366	3%	560	1%	(806)	-59%
Other non-current assets	1,445	3%	1,391	3%	(54)	-4%
<b>Total Assets</b>	<b>49,535</b>	<b>100%</b>	<b>52,637</b>	<b>100%</b>	<b>3,102</b>	<b>6%</b>



Consolidated Financial Position	As at 31 December 2019*		As at 31 December 2020		Change	
	million baht	%	million baht	%	million baht	%
<b>Liabilities and Equity</b>						
Current portion of long-term borrowings	392	1%	2,674	5%	2,282	582%
Provision for unpaid operating fees and interest	2,890	6%	2,890	5%	-	0%
Other current liabilities	1,243	3%	880	2%	(363)	-29%
Long-term borrowings	3,768	8%	1,231	2%	(2,537)	-67%
Other non-current liabilities	793	2%	821	2%	28	4%
Total Liabilities	9,086	18%	8,496	16%	(590)	-6%
Total Equity	40,449	82%	44,141	84%	3,692	9%
Total Liabilities and Equity	49,535	100%	52,637	100%	3,102	6%

\* Some items have been reclassified for comparative purposes.

**Total consolidated assets** rose 6% from the end of 2019, mainly from an increase in the value of investments in associates and joint ventures due to their 2020 operational results. There was also an increase in other current financial assets, namely bank deposits & short-term investments, along with venture capital investments due to the change in accounting policy, in accordance with TFRS 9, to recognize these at fair value. The value of property, plant & equipment decreased, along with intangible assets under operating agreements, as a result of the depreciation & amortization recorded in 2020.

**Total consolidated liabilities** decreased 6% from the end of 2019, mainly from customer deposits, accrued expenses in other current liabilities and the repayment of loans in the satellite business during the year.

**Total consolidated equity** increased 9% from the end of 2019, mainly from higher operational results in the group during 2020, net of dividend payments.

**Liquidity and cash flow:** At the end of 2020, the current ratio was 2.0, a decrease from 2.6 at the end of 2019, mainly due to an increase in the current portion of long-term loans that were due within a year. The remaining debenture and long-term loans in the satellite business will be due in 2021. INTOUCH Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations as well as secure short-term credit facilities from various banks as financial backup.

The consolidated cash dropped by 583 million baht from the end of 2019 (excluding the impact from foreign currency fluctuations), mainly due to investments in other current financial assets and further venture capital investments, along with the repayment of long-term loans in the satellite business, although this was partially offset by cash inflow from operating activities.

**Accounts receivable:** At the end of 2020, INTOUCH Group had accounts receivable equivalent to 3% of total assets, almost unchanged from 2019. The group has reserved an appropriate allowance for bad debt.

**Inventory:** At the end of 2020, the value of INTOUCH Group's inventory had dropped from the end of 2019, due to a sale in the satellite business. The group assesses the allowance for obsolete inventories on a regular basis to ensure that it is appropriate. Inventories are reported at cost or their net realizable value, whichever is lower. The net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs to complete the sale.

**Profitability ratio and return on equity:** INTOUCH Group's net profit margin at year-end 2020 was 70.5%, higher than 2019, while the return on equity was 30.4%, a decrease from the previous year due to higher shareholders' equity from an increase in retained earnings.

**Debt-to-equity ratio:** At the end of 2020, the group had a debt-to-equity ratio of 0.2 times, a slight decrease from 2019. This was mainly due to an increase in shareholders' equity from higher retained earnings, while total liabilities dropped after the repayment of loans in the satellite business. INTOUCH Group has the ability to repay both short- and long-term loans without violating the conditions of its loan agreements with respect to maintaining stipulated financial ratios.

The group's commitments, including those off the balance sheet, have been disclosed in the notes to the financial statements, namely Commitments, Bank Guarantees, Significant Events, and Disputes & Litigation.

## The External Auditor's Report

The external auditor's report contained the following conclusion:

"In our opinion, the consolidated and separate financial statements of INTOUCH for the year 2020 have been presented fairly in all material respects and in accordance with Thai Financial Reporting Standards."

## Additional Financial Data and Key Ratios

Separated Financial Position	As at 31 December 2019*		As at 31 December 2020		Change	
	million baht	%	million baht	%	million baht	%
<b>Assets</b>						
Cash & cash equivalents	589	2%	451	1%	(138)	-23%
Other current financial assets	1,489	4%	1,746	4%	257	17%
Investment in subsidiaries and associates	32,976	93%	35,891	92%	2,915	9%
Investments in venture capital	452	1%	975	2%	523	116%
Other assets	47	0%	73	0%	26	55%
<b>Total Assets</b>	<b>35,553</b>	<b>100%</b>	<b>39,136</b>	<b>100%</b>	<b>3,721</b>	<b>10%</b>
<b>Liabilities and Equity</b>						
Other liabilities	160	0%	211	1%	51	32%
<b>Total Equity</b>	<b>35,393</b>	<b>100%</b>	<b>38,925</b>	<b>99%</b>	<b>3,532</b>	<b>10%</b>
<b>Total Liabilities and Equity</b>	<b>35,553</b>	<b>100%</b>	<b>39,136</b>	<b>100%</b>	<b>3,583</b>	<b>10%</b>

\* Some items have been reclassified for comparative purposes.

Separate Statements of Profit or Loss (in million baht)	For the year ended 31 December		
	2019	2020	%YoY
<b>Share of net results from investments in:-</b>			
Subsidiaries	(953)	190	120%
Associates	12,385	11,108	-10%
Other income	59	70	19%
Total revenue	11,491	11,368	-1%
Administrative & other expenses	(345)	(241)	-30%
Management benefit expenses	(67)	(78)	16%
Total expenses	(412)	(319)	-23%
Profit before finance costs	11,079	11,049	0%
Finance costs	(4)	(5)	25%
Net Profit	11,075	11,044	0%

Consolidated Statements of Profit or Loss (in million baht)	For the year ended 31 December		
	2019	2020	%YoY
Sales and service revenue	4,878	3,668	-25%
Share of profit (loss) of investments in joint ventures	(151)	-	-100%
Share of profit of investments in associates	12,385	11,108	-10%
Other income	419	904	116%
Total revenue	17,531	15,680	-11%

Consolidated Statements of Profit or Loss (in million baht)	For the year ended 31 December		
	2019	2020	%YoY
Sales and service costs	(3,171)	(2,178)	-31%
Operating agreement fee	(703)	(506)	-28%
Distribution costs	(50)	(21)	-58%
Administrative expenses	(1,255)	(1,046)	-17%
Loss from impairment on investment in associates and loan to a related party	(55)	-	-100%
Loss from impairment on assets	(1,623)	(54)	-97%
Net foreign exchange loss	(128)	(59)	-54%
Management benefit expenses	(130)	(149)	15%
Total expenses	(7,115)	(4,013)	-44%
Profit before finance costs & income tax expense	10,416	11,667	12%
Finance costs	(301)	(191)	-37%
Profit before income tax expenses	10,115	11,476	13%
Income tax income (expense)	(349)	(122)	-65%
Net profit	9,766	11,354	16%
Attributable to:			
Owners of the Parent	11,083	11,048	0%
Non-controlling interests	(1,317)	306	123%
Net profit	9,766	11,354	16%

Consolidated source and use of Cash Flows *			
For the year ended 31 December 2020	million baht	For the year ended 31 December 2020	million baht
Source of funds		Use of funds	
Dividends received	8,178	Dividend paid	7,985
Proceeds from loan	3,687	Loan repayments	4,193
Operating Cash Flow	1,692	Net invested in venture capital and a joint ventures	293
Net cash proceed from disposal of	246	Purchase of CAPEX & Fixed assets	82
investments in venture capital	27	Interest paid	192
Cash proceed from disposal of equipment		Increase in Other current financial assets	1,640
		Increase in loans and advances to related parties	28
Cash decreased	583		
Total	14,413		14,413

\* Consolidated cash flows consisted of cash and cash equivalents before effects of exchange rate and reclassification on cash and cash equivalents.



Material financial ratios (based on consolidated financial statements)	For the year ended 31 December		
	2019	2020	Changed
Net profit margin (%)	63.2	70.5	7.2
Current ratio (times)	2.6	2.0	(0.6)
Return on equity attributed to owners of the parent (%)	33.9	30.4	(3.5)
Return on assets (%)	22.3	21.6	(0.6)
Debt to equity attributed to owners of the parent (times)	0.3	0.2	(0.0)
Interest bearing debt to equity attributed to owners of the parent (times)	0.1	0.1	(0.0)
Basic earnings per share (baht)	3.46	3.45	(0.01)
Book value per share (baht)	10.77	11.87	1.10

#### Disclaimer

Some statements made in this material are forward-looking statements with the relevant assumptions, which are subject to various risks and uncertainties. These include statements with respect to our corporate plans, strategies and beliefs and other statements that are not historical facts. These statements can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “anticipate”, “intend”, “estimate”, “continue” “plan” or other similar words.

The statements are based on our management’s assumptions and beliefs in light of the information currently available to us. These assumptions involve risks and uncertainties which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Please note that the company and executives/staff do not control and cannot guarantee the relevance, timeliness, or accuracy of these statements.

## Statement of the Board of Directors' Responsibilities in Relation to Financial Reporting

The Board of Directors is responsible for the separate and consolidated financial statements of Intouch Holdings Plc. ("the Company"), including the financial information presented in this Form 56-1 One Report for the year 2020 (the annual report). In drawing up these financial statements, the Company is required to:

- select suitable accounting policies and apply them consistently
- prepare them in accordance with Thai Financial Reporting Standards
- make judgements and estimates that are reasonable and prudent
- disclose adequate and transparent information in the notes to the financial statements

The Board of Directors is also responsible for ensuring accurate and reliable accounting records, safeguarding the Company's assets, and taking reasonable steps to prevent and detect fraud and other irregularities.



(Dr. Virach Aphimeteetamrong)

Chairman of the Board

The Board of Directors has appointed the Audit and Risk Committee to assist it in discharging its responsibilities with regard to the integrity of financial reporting and the effectiveness of the internal control system. The committee's opinions on these matters have been presented in the enclosed Audit and Risk Committee Report.

The Board of Directors is of the opinion that the separate and consolidated financial statements of the Company for the year ended 31 December 2020 present a true and fair view and have been prepared in accordance with Thai Financial Reporting Standards, and financial information has been prepared to comply with the relevant laws and regulations.



(Mr. Anek Pana-apichon)

Chief Executive Officer

# REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS



TO THE SHAREHOLDERS AND BOARD OF DIRECTORS  
INTOUCH HOLDINGS PUBLIC COMPANY LIMITED

## Opinion

We have audited the consolidated financial statements of Intouch Holdings Public Company Limited and its subsidiaries (the “Group”) and the separate financial statements of Intouch Holdings Public Company Limited (the “Company”), which comprise the consolidated and separate statements of financial position as at December 31, 2020, and the related consolidated and separate statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Intouch Holdings Public Company Limited and its subsidiaries and of Intouch Holdings Public Company Limited as at December 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

## Basis for Opinion

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the Federation of Accounting Professions’ Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to the audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Audit Responses
<b>Litigation</b> <p>As at December 31, 2020, the Group has various legal cases where the Group may incur losses if it cannot successfully defend the cases. The Group is required to make significant judgment if the provision is sufficiently provided. The key audit matter is the adequacy of the provision recognized in accordance with Thai Financial Reporting Standards.</p> <p>Accounting policies and significant detail of commitments, significant events, commercial disputes and litigations were disclosed in Notes 4, 37 and 38 to the financial statements, respectively.</p>	<p>Key audit procedures including a collaboration in performing the audit work with the component auditors of subsidiaries and associates included:</p> <ul style="list-style-type: none"> <li>• Understand the management’s litigation evaluation process and related internal control procedures.</li> <li>• Review the design and implementation of such internal control procedures.</li> <li>• Perform substantive testing as follows: <ul style="list-style-type: none"> <li>• Review management’s judgements as to the strength of defense against claims received in light of legal advice including, where relevant, external counsel; and</li> <li>• Assess potential exposure from litigation cases and evaluate financial exposures and adequacy and sufficiency of records and disclosures.</li> </ul> </li> </ul>
<b>Recognition of revenue from rendering of services</b> <p>One of the group subsidiaries has revenue from rendering of services in its satellite business for the year ended December 31, 2020 which is quantitatively significant to the consolidated financial statements. The key audit matter is whether the Group has correctly recognized the revenue from rendering of services in accordance with Thai Financial Reporting Standards.</p> <p>Accounting policies and detail of revenues were disclosed in Notes 4 and 28 to the financial statements, respectively.</p>	<p>Key audit procedures including a collaboration in performing the audit work with the component auditor of the subsidiary included:</p> <ul style="list-style-type: none"> <li>• Understanding the revenue recognition process related to rendering of services and related internal control procedures.</li> <li>• Review the design and implementation of such internal control procedures.</li> <li>• Perform the operating effectiveness testing over the internal control procedures.</li> <li>• Perform substantive testing as follows: <ul style="list-style-type: none"> <li>• Examine terms and condition of the service agreements and recalculate the revenues whether it has been recorded appropriately and examine the related supporting documents of those revenues from rendering of services; and</li> <li>• Perform substantive analytical procedures relating to the revenue from rendering of services.</li> </ul> </li> </ul>

Key Audit Matters	Audit Responses
<p><b>Investment in Advanced Info Service Public Company Limited (“AIS”)</b></p> <p>The Company operates as a holding company. In this regard, AIS is identified to be quantitatively significant in the Group’s consolidated financial statements and separate financial statements. The key audit matter is whether the Group recognizes its AIS portion under the equity method accurately in accordance with Thai Financial Reporting Standards.</p> <p>Accounting policies and detail of financial information were disclosed in Notes 12 and 13 to the financial statements, respectively.</p>	<p>Key audit procedures including a collaboration in performing the audit work with the component auditor of AIS included:</p> <ul style="list-style-type: none"> <li>• Understand the financial information compilation process and related internal control procedures.</li> <li>• Collaboratively perform the work in accordance with Thai Standard on Auditing on the work performed from the planning through the conclusion process; and</li> <li>• Verify the calculation and record of a share of profit in an investment in AIS.</li> </ul>

#### Other Information

Management is responsible for the other information. The other information comprises information in the annual report, which is expected to be made available to us after the date of this auditors’ report.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to management and those charged with governance for correction of the misstatement.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group’s and the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group’s financial reporting process.

#### Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s and the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group's and the Company's to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Dr. Suphamit Techamontrikul  
Certified Public Accountant (Thailand)  
Registration No. 3356

BANGKOK  
February 9, 2021

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

# CONSOLIDATED AND COMPANY FINANCIAL STATEMENTS AND NOTES TO THE CONSOLIDATED AND COMPANY FINANCIAL STATEMENTS



## INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
Notes					
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	2,842,620,180	3,425,570,413	450,589,404	589,290,581
Current investments	8	-	5,651,698,735	-	1,488,726,001
Other current financial assets	8	7,269,495,091	-	1,746,372,032	-
Trade and other current receivables	5, 9	1,960,862,209	2,066,869,564	8,410,095	7,525,411
Amounts due from, advances and loans to related parties	5	36,099,314	14,790,160	1,632,127	9,220,000
Current portion of long-term loans to a related party	5	853,012,944	630,634,826	-	-
Inventories	10	55,434,411	124,027,672	-	-
<b>Total current assets</b>		<b>13,017,524,149</b>	<b>11,913,591,370</b>	<b>2,207,003,658</b>	<b>2,094,761,993</b>
<b>Non-current assets</b>					
Long-term loans					
to a related party	5	898,166,900	1,127,498,629	-	-
Investments in subsidiaries	11	-	-	4,597,198,915	4,515,566,598
Investments in joint ventures	11	1,392,676,557	1,412,870,803	-	-
Investments in associates	11	31,294,265,900	28,768,784,799	31,294,265,900	28,768,784,799
Investments in venture capital	13	974,860,414	-	974,860,414	-
Other long-term investments	8	-	143,138,618	-	143,138,618
Property, plant and equipment	14	3,107,624,535	3,357,901,648	16,567,348	23,583,047
Intangible assets under operating agreements	15	559,684,832	1,365,689,010	-	-
Other intangible assets	16	176,168,641	336,695,518	3,387,849	2,466,844
Right-of-use assets	17	190,375,057	-	38,845,526	-
Deferred tax assets	18	727,994,748	802,977,140	-	-
Other non-current assets		297,265,878	305,394,453	4,229,879	4,266,446
<b>Total non-current assets</b>		<b>39,619,083,462</b>	<b>37,620,950,618</b>	<b>36,929,355,831</b>	<b>33,457,806,352</b>
<b>Total assets</b>		<b>52,636,607,611</b>	<b>49,534,541,988</b>	<b>39,136,359,489</b>	<b>35,552,568,345</b>

## INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF FINANCIAL POSITION (CONTINUED) AS AT 31 DECEMBER 2020

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
Notes					
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Trade and other current payables	5, 20	756,316,148	1,060,080,344	78,817,892	76,985,806
Amounts due to related parties	5	1,298,827	4,288,712	1,298,827	4,068,651
Current portion of long-term liabilities	19	2,581,366,194	383,272,798	-	-
Current portion of long-term lease liabilities	19	93,042,601	8,729,152	13,176,128	-
Accrued operating agreement fees		117,411,422	171,654,806	-	-
Provision for unpaid operating agreement fee and interest	38.2	2,890,345,206	2,890,345,206	-	-
Current income tax payable		4,192,833	5,943,171	-	-
<b>Total current liabilities</b>		<b>6,443,973,231</b>	<b>4,524,314,189</b>	<b>93,292,847</b>	<b>81,054,457</b>
<b>Non-current liabilities</b>					
Long-term accounts payable					
- equipment		208,426,920	209,285,970	-	-
Long-term borrowings	19	1,135,519,151	3,761,313,718	-	-
Lease liabilities	19	95,604,104	6,410,373	27,214,720	-
Non-current provisions					
for employee benefits	21	373,622,867	338,554,243	90,381,473	79,003,828
Deferred tax liabilities	18	9,246,307	2,215,416	-	-
Other non-current liabilities		229,450,227	243,411,022	-	-
<b>Total non-current liabilities</b>		<b>2,051,869,576</b>	<b>4,561,190,742</b>	<b>117,596,193</b>	<b>79,003,828</b>
<b>Total liabilities</b>		<b>8,495,842,807</b>	<b>9,085,504,931</b>	<b>210,889,040</b>	<b>160,058,285</b>

The accompanying notes are an integral part of these financial statements

The accompanying notes are an integral part of these financial statements

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## INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2020

Unit: Baht

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Liabilities and equity</b>					
<b>Shareholders' equity</b>					
Share capital	22				
Authorised share capital					
- ordinary shares		5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000
Issued and paid-up share capital					
- ordinary shares		3,206,509,426	3,206,420,305	3,206,509,426	3,206,420,305
Additional paid-in capital	22, 23				
Share premium on ordinary shares		10,352,569,515	10,347,863,392	10,352,569,515	10,347,863,392
Retained earnings					
Appropriated					
Legal reserve	23	500,000,000	500,000,000	500,000,000	500,000,000
Unappropriated		20,700,011,761	16,794,717,670	21,567,657,984	17,666,415,526
Other components of shareholders' equity		3,304,521,782	3,676,169,662	3,298,733,524	3,671,810,837
<b>Total equity attributable to equity holders of the Company</b>		<b>38,063,612,484</b>	<b>34,525,171,029</b>	<b>38,925,470,449</b>	<b>35,392,510,060</b>
Non-controlling interests	25	6,077,152,320	5,923,866,028	-	-
<b>Total equity</b>		<b>44,140,764,804</b>	<b>40,449,037,057</b>	<b>38,925,470,449</b>	<b>35,392,510,060</b>
<b>Total liabilities and equity</b>		<b>52,636,607,611</b>	<b>49,534,541,988</b>	<b>39,136,359,489</b>	<b>35,552,568,345</b>

The accompanying notes are an integral part of these financial statements

## INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF PROFIT OR LOSS

FOR THE YEAR ENDED 31 DECEMBER 2020

Unit: Baht

Notes	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Revenue</b>	28			
Revenues from sales and revenues from services	29	3,667,749,053	4,877,536,978	-
Share of profit (loss) of subsidiaries	11	-	-	189,266,611
joint ventures	11	(358,838)	(151,360,695)	-
associates	11	11,108,052,116	12,385,411,968	11,108,052,116
Other income	30	904,224,445	419,360,458	69,928,148
<b>Total revenue</b>		<b>15,679,666,776</b>	<b>17,530,948,709</b>	<b>11,367,246,875</b>
<b>Expenses</b>	28			
Costs of sales of goods and costs of rendering of services		2,177,881,157	3,171,136,348	-
Operating agreement fee		505,839,320	702,808,759	-
Distribution costs		21,327,219	50,581,924	-
Administrative expenses		1,046,367,569	1,254,616,635	241,033,748
Net foreign exchange loss		58,585,806	128,312,616	25,064
Loss from impairment on investment in associates and loan to a related party	5, 11	-	55,191,963	-
Loss from impairment on assets	14, 15, 16	53,986,964	1,622,699,764	-
Directors and management benefit expenses	5	149,040,520	129,506,064	77,763,451
<b>Total expenses</b>		<b>4,013,028,555</b>	<b>7,114,854,073</b>	<b>318,822,263</b>
<b>Profit before finance costs and income tax expense</b>		<b>11,666,638,221</b>	<b>10,416,094,636</b>	<b>11,048,424,612</b>
Finance costs		(191,233,721)	(301,040,223)	(4,822,335)
<b>Profit before income tax</b>		<b>11,475,404,500</b>	<b>10,115,054,413</b>	<b>11,043,602,277</b>
Income tax expense	33	(121,705,837)	(349,254,211)	-
<b>Profit for the year</b>		<b>11,353,698,663</b>	<b>9,765,800,202</b>	<b>11,043,602,277</b>
<b>Attributable to:</b>				
Owners of parent		11,047,653,910	11,083,014,210	11,043,602,277
Non-controlling interests	25	306,044,753	(1,317,214,008)	-
<b>Profit for the year</b>		<b>11,353,698,663</b>	<b>9,765,800,202</b>	<b>11,043,602,277</b>
<b>Earnings per share to owners of parent (Baht per share)</b>	34			
Basic earnings per share		3.45	3.46	3.44
Diluted earnings per share		3.45	3.46	3.44

The accompanying notes are an integral part of these financial statements

INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2020

Unit: Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Profit for the year</b>		<b>11,353,698,663</b>	<b>9,765,800,202</b>	<b>11,043,602,277</b>	<b>11,074,869,750</b>
<b>Other comprehensive income, net of income tax</b>	27				
<b>Components of other comprehensive income that will be subsequently reclassified to profit or loss</b>					
Exchange differences on translating financial statement		(5,902,398)	(98,016,937)	(2,427,892)	(40,318,287)
Gains on remeasuring financial assets		9,478,923	38,908,631	4,690,359	19,290,278
Share of other comprehensive income of associates		(80,126,328)	-	(80,126,328)	-
Total components of other comprehensive income that will be subsequently reclassified to profit or loss		(76,549,803)	(59,108,306)	(77,863,861)	(21,028,009)
<b>Components of other comprehensive income that will not be subsequently reclassified to profit or loss</b>					
Gains (losses) on remeasurements of defined benefit plans		(85,630,659)	283,322,164	(61,555,393)	173,357,042
Share of other comprehensive income of associates		(18,324,983)	4,820,218	(18,324,983)	4,820,218
Total components of other comprehensive income that will not be subsequently reclassified to profit or loss		(103,955,642)	288,142,382	(79,880,376)	178,177,260
<b>Other comprehensive income for the year, net of income tax</b>		<b>(180,505,445)</b>	<b>229,034,076</b>	<b>(157,744,237)</b>	<b>157,149,251</b>
<b>Total comprehensive income for the year</b>		<b>11,173,193,218</b>	<b>9,994,834,278</b>	<b>10,885,858,040</b>	<b>11,232,019,001</b>
<b>Total comprehensive income attributable to:</b>					
Owners of parent		10,891,339,106	11,245,304,317	10,885,858,040	11,232,019,001
Non-controlling interests	25	281,854,112	(1,250,470,039)	-	-
<b>Total comprehensive income for the year</b>		<b>11,173,193,218</b>	<b>9,994,834,278</b>	<b>10,885,858,040</b>	<b>11,232,019,001</b>

The accompanying notes are an integral part of these financial statements

INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2020

Unit: Baht

Consolidated financial statements													
Equity attributable to owners of the Company													
Notes	Issued and paid-up share capital	Premium on share capital	Retain earnings		Other reserves share-based payment	Other components of equity				Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	Total equity
			Legal reserve	Unappropriated		Unrealised gain on dilution from investments and others	Translating financial statement	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates				
For the year ended 31 December 2019													
Opening balance as at 1 January 2019	3,206,420,305	10,347,863,392	500,000,000	13,617,973,714	53,869,973	3,595,987,792	(71,420,061)	(5,814,574)	71,937,377	3,644,560,507	31,316,817,918	7,173,025,437	38,489,843,355
Changes in equity for the year													
Share-based payment	26	-	-	-	4,937,847	-	-	-	-	4,937,847	4,937,847	1,310,630	6,248,477
Dividends		-	-	(8,079,627,296)	-	-	-	-	-	-	(8,079,627,296)	-	(8,079,627,296)
Change in non-controlling interest in an associate		-	-	-	-	37,738,243	-	-	-	37,738,243	37,738,243	-	37,738,243
Comprehensive income for the year	27	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the year		-	-	11,083,014,210	-	-	-	-	-	-	11,083,014,210	(1,317,214,008)	9,765,800,202
Other comprehensive income for the year		-	-	-	-	-	-	-	-	-	-	-	-
Items that are or may be reclassified subsequently to profit or loss		-	-	-	-	-	(40,318,287)	24,431,134	-	(15,887,153)	(15,887,153)	(43,221,153)	(59,108,306)
Items that will not be reclassified subsequently to profit or loss		-	-	173,357,042	-	-	-	-	4,820,218	4,820,218	178,177,260	109,965,122	288,142,382
Total comprehensive income for the year		-	-	11,256,371,252	-	-	(40,318,287)	24,431,134	4,820,218	(11,066,935)	11,245,304,317	(1,250,470,039)	9,994,834,278
Balance as at 31 December 2019	3,206,420,305	10,347,863,392	500,000,000	16,794,717,670	58,807,820	3,633,726,035	(111,738,348)	18,616,560	76,757,595	3,676,169,662	34,525,171,029	5,923,866,028	40,449,037,057

The accompanying notes are an integral part of these financial statements

INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CHANGES IN EQUITY (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2020

Unit: Baht

Consolidated financial statements													
Equity attributable to owners of the Company													
Notes	Issued and paid-up share capital	Premium on share capital	Retain earnings		Other reserves share-based payment	Unrealised gain on dilution from investments and others	Translating financial statement	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates	Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	Total equity
			Legal reserve	Unappropriated									
For the year ended 31 December 2020													
Opening balance as at 1 January 2020													

The accompanying notes are an integral part of these financial statements

**INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2020**

Unit: Baht

Separate financial statements											
Notes	Issued and paid-up share capital	Share premium	Retain earnings		Other reserves share-based payment	Unrealised gain on dilution from investments and others	Other components of equity				Total equity
			Legal reserve	Unappropriated			Translating financial statement	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates	Total other components of equity	
<b>For the year ended 31 December 2019</b>											
<b>Opening balance as at 1 January 2019</b>	<b>3,206,420,305</b>	<b>10,347,863,392</b>	<b>500,000,000</b>	<b>14,497,816,030</b>	<b>53,869,973</b>	<b>3,595,987,792</b>	<b>(71,420,061)</b>	<b>(5,032,543)</b>	<b>71,937,377</b>	<b>3,645,342,538</b>	<b>32,197,442,265</b>
<b>Changes in equity for the year</b>											
Shared - based payment	26	-	-	-	4,937,847	-	-	-	-	4,937,847	4,937,847
Dividends		-	-	(8,079,627,296)	-	-	-	-	-	-	(8,079,627,296)
Change in non-controlling interest in an associate		-	-	-	-	37,738,243	-	-	-	37,738,243	37,738,243
<b>Comprehensive income for the year</b>	27										
Profit for the year		-	-	11,074,869,750	-	-	-	-	-	-	11,074,869,750
Other comprehensive income for the year											
Items that are or may be reclassified subsequently to profit or loss		-	-	-	-	-	(40,318,287)	19,290,278	-	(21,028,009)	(21,028,009)
Items that will not be reclassified subsequently to profit or loss		-	-	173,357,042	-	-	-	-	4,820,218	4,820,218	178,177,260
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>11,248,226,792</b>	<b>-</b>	<b>-</b>	<b>(40,318,287)</b>	<b>19,290,278</b>	<b>4,820,218</b>	<b>(16,207,791)</b>	<b>11,232,019,001</b>
<b>Balance as at 31 December 2019</b>	<b>3,206,420,305</b>	<b>10,347,863,392</b>	<b>500,000,000</b>	<b>17,666,415,526</b>	<b>58,807,820</b>	<b>3,633,726,035</b>	<b>(111,738,348)</b>	<b>14,257,735</b>	<b>76,757,595</b>	<b>3,671,810,837</b>	<b>35,392,510,060</b>

The accompanying notes are an integral part of these financial statements

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**INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN EQUITY (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2020**

Unit: Baht

Separate financial statements											
Notes	Other components of equity										
	Issued and paid-up share capital	Share premium	Retain earnings		Other reserves share-based payment	Unrealised gain on dilution from investments and others	Translating financial statement	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates	Total other components of equity	Total equity
			Legal reserve	Unappropriated							
For the year ended 31 December 2020											
Opening balance as at 1 January 2020											
- as previously reported	3,206,420,305	10,347,863,392	500,000,000	17,666,415,526	58,807,820	3,633,726,035	(111,738,348)	14,257,735	76,757,595	3,671,810,837	35,392,510,060
Impact of changes in accounting policies	3	-	-	774,717,477	-	-	-	-	(273,627,162)	(273,627,162)	501,090,315
Balance as at 1 January 2020											
- as restated	3,206,420,305	10,347,863,392	500,000,000	18,441,133,003	58,807,820	3,633,726,035	(111,738,348)	14,257,735	(196,869,567)	3,398,183,675	35,893,600,375
Changes in equity for the year											
Increased in share registration	89,121	4,706,123	-	-	(4,795,244)	-	-	-	-	(4,795,244)	-
Share - based payment	26	-	-	-	2,239,348	-	-	-	-	2,239,348	2,239,348
Dividends	35	-	-	(7,855,521,903)	-	-	-	-	-	-	(7,855,521,903)
Change in non-controlling interest in associates	-	-	-	-	-	(705,411)	-	-	-	(705,411)	(705,411)
Comprehensive income for the year											
Profit for the year	27	-	-	11,043,602,277	-	-	-	-	-	-	11,043,602,277
Other comprehensive income for the year											
Items that are or may be reclassified subsequently to profit or loss		-	-	-	-	-	(2,427,892)	4,690,359	(80,126,328)	(77,863,861)	(77,863,861)
Items that will not be reclassified subsequently to profit or loss		-	-	(61,555,393)	-	-	-	-	(18,324,983)	(18,324,983)	(79,880,376)
Total comprehensive income for the year		-	-	10,982,046,884	-	-	(2,427,892)	4,690,359	(98,451,311)	(96,188,844)	10,885,858,040
Balance as at 31 December 2020		3,206,509,426	10,352,569,515	500,000,000	21,567,657,984	56,251,924	3,633,020,624	(114,166,240)	18,948,094	(295,320,878)	3,298,733,524
											38,925,470,449

The accompanying notes are an integral part of these financial statements

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INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2020

Unit: Baht

Notes	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from operating activities</b>				
Profit for the year	11,353,698,663	9,765,800,202	11,043,602,277	11,074,869,750
<b>Adjustments for</b>				
Depreciation and amortisation	14, 15, 16, 17	1,302,768,430	1,853,737,008	22,835,760
Past and current service costs of employee and share-based payment expense	21, 26	23,569,154	105,231,676	6,741,708
Profit from revaluation of investments				
in venture capital	13, 30	(6,573,749)	-	(6,573,749)
Interest income	30	(211,776,068)	(269,985,402)	(39,727,887)
Interest expense		180,667,927	291,506,469	3,076,884
Income tax expense	33	121,705,837	349,254,211	-
Share of (profit) loss of subsidiaries	11	-	-	(189,266,611)
joint ventures	11	358,838	151,360,695	-
associates	11	(11,108,052,116)	(12,385,411,968)	(11,108,052,116)
Loss from impairment on investment in associates and loan to a related party	5, 11	-	55,191,963	-
Loss from impairment on assets	14, 15, 16	53,986,964	1,622,699,764	-
Loss from write-off other current account receivables	37.5	98,415,000	-	-
Unrealised loss on foreign exchange		79,956,618	237,489,584	-
(Reversal) of allowance for doubtful accounts		(8,564,560)	65,866,756	-
(Reversal) of allowance for obsolete inventory		(5,889,645)	(5,570,270)	-
Others		1,257,874	14,400,049	(16,734,724)
		1,875,529,167	1,851,570,737	(280,825,233)
<b>Changes in operating assets and liabilities</b>				
Trade and other current receivables		(20,200,290)	(226,956,999)	(954,110)
Inventories		67,431,306	(5,494,623)	-
Other non-current assets		3,523,838	8,411,383	36,567
Trade and other current payables		(309,393,933)	(42,395,179)	(1,355,301)
Accrued operating agreement fees		(54,243,384)	(86,685,543)	-
Other non-current liabilities		(65,260,790)	(70,713,397)	(3,708,311)
Interest received		217,300,567	278,474,873	4,975,229
Dividend received		8,178,441,600	8,515,200,890	8,268,615,787
Income tax paid		(22,619,050)	(85,464,107)	-
<b>Net cash provided from operating activities</b>		<b>9,870,509,031</b>	<b>10,135,948,035</b>	<b>7,986,784,628</b>
				<b>8,241,351,651</b>

The accompanying notes are an integral part of these financial statements

INTOUCH HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CASH FLOWS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2020

Unit: Baht

Notes	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from investing activities</b>				
Cash paid for investment in joint ventures	11	(13,500,000)	-	-
Cash paid for investment in associates	11	-	(11,999,870)	-
Cash paid for investment in venture capital, net	13	(279,217,182)	-	(279,217,182)
Cash paid for investment in long-term investment	8	-	(101,486,066)	-
Purchase of property, plant and equipment		(73,992,452)	(215,635,713)	(2,382,346)
Purchase of other intangible assets		(8,275,581)	(2,206,761)	(970,464)
(Increase) decrease in other current financial assets		(1,640,317,432)	1,572,295,418	(222,580,483)
(Increase) decrease in amounts due from, advances and loans to related parties		(28,214,226)	68,194,404	-
Cash proceed from disposal of investments, net		246,206,750	63,577,586	246,206,750
Cash proceed from liquidation of a subsidiary, net		-	53,241,837	-
Cash proceed from disposal of equipment		27,307,671	9,352,665	2,292,159
<b>Net cash (used in) provided from investing activities</b>		<b>(1,770,002,452)</b>	<b>1,435,333,500</b>	<b>(256,651,566)</b>
				<b>283,473,614</b>
<b>Cash flows from financing activities</b>				
Proceeds from short-term borrowings	19	3,687,000,000	-	3,687,000,000
Repayments of short-term borrowings	19	(3,687,000,000)	-	(3,687,000,000)
Repayments of long-term borrowings	19	(406,222,607)	(2,801,309,697)	-
Repayments of lease liabilities	19	(100,266,634)	(11,635,251)	(12,131,270)
Interest paid		(192,378,278)	(324,979,058)	(1,181,066)
Dividend paid		(7,984,564,407)	(8,079,627,296)	(7,855,521,903)
<b>Net cash used in financing activities</b>		<b>(8,683,431,926)</b>	<b>(11,217,551,302)</b>	<b>(7,868,834,239)</b>
				<b>(8,079,627,296)</b>
<b>Net increase (decrease) in cash and cash equivalents before impact of the following</b>		<b>(582,925,347)</b>	<b>353,730,233</b>	<b>(138,701,177)</b>
Effects of exchange rate changes on cash and cash equivalents		(24,886)	11,230	-
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>(582,950,233)</b>	<b>353,741,463</b>	<b>(138,701,177)</b>
Cash and cash equivalents as at 1 January		3,425,570,413	3,071,828,950	589,290,581
<b>Cash and cash equivalents as at 31 December</b>	7	<b>2,842,620,180</b>	<b>3,425,570,413</b>	<b>450,589,404</b>
				<b>589,290,581</b>

The accompanying notes are an integral part of these financial statements

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

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**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

**1 General information**

Intouch Holdings Public Company Limited (the "Company") is a public limited company and is incorporated and domiciled in Thailand and its registered office is at 349 SJ Infinite One Business Complex 29<sup>th</sup> – 30<sup>th</sup> floor, Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok, 10900.

The Company was listed on the Stock Exchange of Thailand ("SET") in August 1990.

As at 31 December 2020, the largest shareholder of the Company is Singtel Global Investment Pte. Ltd., holding 21.0% (31 December 2019: Singtel Global Investment Pte. Ltd., 21.0%).

The Company, subsidiaries, joint ventures and associates, collectively called INTOUCH Group, are principally engaged in the satellite, internet, telecommunications, and media & advertising businesses.

Detail of the Company's subsidiaries, associates and investment in venture capital as at 31 December 2020 and 2019 were as follows:

Name of the entity	Type of business	Country of incorporation	Unit: %	
			Ownership interest	
			31 December 2020	2019
<b>Subsidiaries</b>				
Thaicom PLC and its Group ("THAICOM")	Operating transponder services for domestic & international communications, sale of user terminal of IPSTAR, broadband content services, sale of direct television equipment, satellite uplink-downlink services, broadcasting television service & telecommunication, telephone network services, and engineering development services on communication technology & electronics.	Thailand	41.13	41.13
I.T. Applications and Service Co., Ltd. ("ITAS")	Providing computer program and other related services.	Thailand	99.99	99.99
Intouch Media Co., Ltd. and its Group ("Intouch Media")	To do business in relation to broadcasting and television, including provide training and seminar to the Group.	Thailand	99.99	99.99
ITV PLC and its Group ("ITV")	At present, ITV has ceased its operation (notes 37 and 38).	Thailand	52.92	52.92
<b>Associates</b>				
Advanced Info Service PLC and its Group ("AIS")	Mobile service provider on a 2.1-GHz, 2600MHz, 1800MHz and 900MHz cellular telephone system, and was allotted 700MHz spectrum, service provider of online data communications via telephone land line & optical fiber, telecom & network operator, broadcasting network services or television, importer & distribution of handsets & accessories, internet data center services, distribute internet equipment, advertising, insurance broker and other related services.	Thailand	40.45	40.45

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

			Unit: %	
Name of the entity	Type of business	Country of incorporation	Ownership interest	
			31 December 2020	2019
Investment in venture capital				
Associates				
Ookbee Co., Ltd. ("OOKBEE")	Service provider and developer of digital publication, e-booking and multimedia platform.	Thailand	20.49	20.49
Meditech Solution Co., Ltd. ("Meditech")	A manufacturer and vendor of eye blink communication aids for paralytics and disabled people.	Thailand	16.66	16.66
Playbasis PTE Ltd. ("Playbasis")	Service provider and developer for the digital gamification platform.	Singapore	15.36	15.36
Golfdigg Co., Ltd. ("Golfdigg")	Service provider for the golf course booking platform and other golf-related services.	Thailand	25.00	25.00
Wongnai Media Co., Ltd. ("Wongnai")	Developer of website and application to review and search for restaurants & lifestyle, including restaurant management systems (note 14).	Thailand	-	8.68
Event Pop Holdings Pte. Ltd. ("Event Pop")	Service provider for technology development and other services in connection with event management.	Singapore	16.16	17.96
YDM (Thailand) Co., Ltd. ("YDM")	Service provider for online marketing solution.	Thailand	8.11	8.11
VVR Asia Co., Ltd. ("VVR Asia")	Creation and development of virtual reality content for mobile phones, laptops and other devices.	Thailand	10.00	10.00
Choco Card Enterprise Co., Ltd. ("Choco Card")	Develop customer relationship management (CRM) system for stores in the SME sector.	Thailand	20.71	19.41
Ecartstudio Co., Ltd. ("ECART")	Designing, developing and providing consultation on digital map system and location-based technology for both mobile and web-based applications.	Thailand	10.55	11.43
Doctor A to Z Co., Ltd. ("DAZ")	Develop a medical platform for matching individuals & corporates with healthcare providers in Thailand and foreign countries, along with online healthcare management programs.	Thailand	20.00	20.00
Peer Power Co., Ltd. ("Peer Power")	Develop and service provider on debt crowd funding platform.	Thailand	14.89	-
Data Farm Co., Ltd. ("Data Farm")	Service provider on penetration testing and IT audit.	Thailand	25.00	-

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

Name of the entity	Type of business	Country of incorporation	Ownership interest	
			31 December 2020	2019
Investment in venture capital				
Associates				
Axinan Pte. Ltd. ("Axinan")	Service provider for non-life insurance by leveraging innovation technology for insurance business.	Singapore	5.15	-
Chomchob Group Co., Ltd. ("Chomchob")	Develop and service provider on a platform to manage, aggregate and exchange points from customer's credit cards/reward programs into benefits, discounts and services from partnered shops and brands.	Thailand	10.85	-
Swift Dynamics Co., Ltd. ("Swift Dynamics")	Providing software and consulting services for construction and maintenance using IoT technology.	Thailand	16.67	-
Other investments				
Ecommerce Enablers Pte. Ltd.	Provide integrated e-commerce platform	Singapore		
Ninja Logistics Pte. Ltd.	Provide innovative logistics technology and services	Singapore		
Paronym Inc.	Provide an IP video augmented image technology	Japan		

INTOUCH Group has obtained agreements for operation from government agencies and entities regulated by government agencies, in Thailand and other countries, to provide satellites and transponder services, to be an Internet Service Provider, to act as a television broadcaster, and to provide Cellular Telephone Systems in Thailand and telecommunication services in Lao PDR etc. Under these operating agreements and authorisations, certain companies in INTOUCH Group must pay fees to the relevant government agencies and entities regulated by government agencies based on a percentage of service income or at the minimum payment specified in the relevant agreements, whichever is higher or as stipulated in authorisations.

As at 31 December 2020, the remaining minimum payment as specified in the agreement is Baht 70 million in the consolidated financial statements (31 December 2019: Baht 159 million), excluding ITV due to the dispute as discussed in notes 37 and 38. In addition, certain companies in the Group, according to their agreements, must procure property and equipment for their operations and must transfer the ownership of such property and equipment to the relevant government agencies and entities regulated by government agencies within the periods specified in the agreements.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

The significant principal agreements for operation and authorisations held by subsidiaries, joint ventures and associates as at 31 December 2020 include:

Operating Agreement and License	Country	Held by	Month obtained operating agreement	Period of operating agreement
<b>Subsidiaries of the Company</b>				
Satellites	Thailand	Thaicom Plc.	September 1991	30 years
Telecom Operation License Type I	Thailand	Thaicom Plc.	August 2011	Throughout the service period
Telecom Operation License Type III	Thailand	Thaicom Plc.	June 2012	20 Years
<b>Subsidiaries of THAICOM</b>				
Broadcasting Operation License	Thailand	Thai Advance Innovation Co., Ltd.	January 2013	15 Years
Telecom Operation License Type I	Thailand	Thai Advance Innovation Co., Ltd.	July 2019	Throughout the service period
Broadcasting Operation License	Thailand	TC Broadcasting Co., Ltd.	March 2013	15 Years
Telecom Operation License Type III	Thailand	TC Broadcasting Co., Ltd.	November 2015	15 Years
<b>Joint venture of THAICOM</b>				
Fixed phone, mobile phone, international facilities and internet	Lao PDR	Lao Telecommunications Co., Ltd.	October 1996	50 Years*
Telecom Operation License Type I	Thailand	Nation Space and Technology Co., Ltd.	October 2020	Throughout the service period
<b>Subsidiaries of AIS</b>				
2.1-GHz cellular telephone system	Thailand	Advanced Wireless Network Co., Ltd.	December 2012	15 Years
2600-MHz cellular telephone system	Thailand	Advanced Wireless Network Co., Ltd.	February 2020	15 Years
1800-MHz cellular telephone system	Thailand	Advanced Wireless Network Co., Ltd.	November 2015 September 2018	18 Years 15 Years
900-MHz cellular telephone system	Thailand	Advanced Wireless Network Co., Ltd.	July 2016	15 Years
700-MHz cellular telephone system	Thailand	Advanced Wireless Network Co., Ltd.	January 2021	15 Years
Broadcasting Operation License	Thailand	Super Broadband Network Co., Ltd.	March 2017	15 Years
Internet Operation License Type II	Thailand	CS Loxinfo PLC	April 2017	5 Years
Telecom Operation License Type I	Thailand	CS Loxinfo PLC	June 2020	Throughout the service period
Telecom Operation License Type III	Thailand	CS Loxinfo PLC	December 2007	15 Years

\*included the 25 years extension contract

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

## 2 Basis of preparation and presentation of the financial statements

### 2.1 Basis of preparation of the financial statements

- The financial statements are presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest million unless otherwise as stated. They are prepared on the historical cost basis except as stated in the accounting policies.
- The financial statements and format are prepared in accordance with Thai Financial Reporting Standards ("TFRS") including related interpretations and guidelines promulgated by Thailand Federation of Accounting Professions ("TFAC"); and applicable rules and regulations at the Securities and Exchange Commission. The format of presentation of the financial statements is not significantly different from the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statements".
- INTOUCH Group has adopted the new and revised TFRSs that are announced by the TFAC and become effective for the financial statements for the period beginning on or after 1 January 2020 onwards. These TFRSs have no material impact on the presentation and/or disclosure in the current period financial statements of INTOUCH Group, except the change in accounting policies impacted from TFRS 16 Leases and Financial Reporting Standards Related to Financial Instruments which were disclosed in the financial statements note 3.
- The Coronavirus disease 2019 ("COVID-19") pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. Nevertheless, the Group's management continues to monitor the ongoing development and regularly assess the financial impact in respect of valuation of assets, provisions and contingent liabilities.

The TFAC has announced accounting treatment guidance regarding the temporary relief measures for additional accounting alternatives to the impacts from COVID-19 outbreak, which have been announced in the Royal Gazette and is effective for the preparation of financial statements with the reporting period ending within 1 January 2020 to 31 December 2020. AIS Group has elected to apply not to account for any reduction in lease payments by lessors as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognized in each period reversed in proportion to the reduction, with any differences then recognized in profit or loss.

However, the impact of the accounting treatment guidance does not have a significant impact on the consolidated and separate financial statements.

- In according to TFRS, the assumption has affected to the application of policies and reported amounts of assets, liabilities, income and expenses which require estimates and assumptions that are based on historical experience and various other factors, including assessment of the potential impact on INTOUCH Group's operations and financial position. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised prospectively.

Information about significant areas of estimation and critical assumption in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Note #	Major estimation and underlying assumptions
8, 9, 10, 11, 13, 14, 15, 16 and 17	Measurement of the recoverable amounts of each asset or cash-generating units such as past experience, future expectations of customer payments, price and the economic or industrial at that point of time
11 and 13	Assessment of controls over investee company.
14, 15, 16 and 17	Estimation of useful lives of property, plant and equipment including property, plant and equipment under operating agreements, intangible assets and right-of-use assets
11, 13, 14, 15, 16 and 17	Impairment tests – key assumptions underlying recoverable amounts such as expected cash inflow, discount rate and the economic or industrial at that point of time.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

Note #	Major estimation and underlying assumptions
18	Assumption on future taxable profit to utilize deferred tax assets.
21	Measurement of provisions for employee benefit, in regard of actuarial assumptions:- discount rate, salary growth rate, employee turnover rate and demographic assumptions etc.
26	Measurement of share-based payment such as fair value of shares to be issued, volatility index and risk free rate etc.
36	Assumptions used to measure fair value of financial instruments for non-observable assets or liabilities such as discount rate.
37 and 38	Recognition and measurement of provisions and contingent liabilities such as assumptions used to assess probability that INTOUCH Group's resources will be required to settle and discount rate.

**2.2 Financial status of ITV Public Company Limited and its Group ("ITV")**

As at 31 December 2020, ITV's current liabilities exceed its current assets by an amount of Baht 1,625 million and deficit in excess of its share capital by an amount of Baht 1,628 million (as at 31 December 2019: Baht 1,636 million and Baht 1,638 million, respectively).

The consolidated financial statements of the Company have consolidated the financial statements of ITV. Accordingly, the recorded assets amounting to Baht 1,267 million represent 2.4% of consolidated total assets (31 December 2019: Baht 1,257 million, represented 2.5%) and liabilities amounting to Baht 2,895 million represent 34.1% of consolidated total liabilities (31 December 2019: Baht 2,895 million, represented 31.9%), and therefore, the recorded deficit in excess of ITV's issued share capital amounting to Baht 1,628 million (31 December 2019: Baht 1,638 million) has been taken up in full in the consolidated financial statements.

Due to the fact that the Company's legal liability for any losses incurred by ITV is limited to the Company's share paid to ITV's capital. In the event that ITV is unable to continue its operations, the Company's consolidated net liabilities as at 31 December 2020 and 2019 would be adjusted to reduce by Baht 1,628 million and Baht 1,638 million, respectively. The retained earnings and shareholders' equity as at 31 December 2020 and 2019 would be increased by Baht 1,628 million and Baht 1,638 million, respectively.

**3 Changes in accounting policies**

From 1 January 2020, INTOUCH Group has initially adopted TFRS, which was effective for the financial statements for the period beginning on or after 1 January 2020, onwards. The TFRSs that have impacted to the group accounting policy used for the presentation of the financial statements for the year ended 31 December 2019 are as follows:

TFRS	Topic
TAS 32*	Financial Instruments: Presentation
TFRS 7*	Financial Instruments: Disclosures
TFRS 9*	Financial Instruments
TFRS 16	Leases
IFRIC 16*	Hedges of a Net Investment in a Foreign Operation
IFRIC 19*	Extinguishing Financial Liabilities with Equity Instruments

\*TFRS related to Financial Instruments.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

The change in the accounting policy has resulted in INTOUCH Group to change the method of recognition in the financial statements, which can be summarized as follows:

**TFRS 16 Leases**

The adoption of TFRS 16 has impacted to INTOUCH Group to assess whether the contract is or contains a lease at commencement date. The group recognized the right-of-use assets and lease liabilities which are in relation to all lease contracts. The nature of expenses related to those leases will be changed as it will not be recognized as rental expense in the statements of profit or loss, but instead, recognized as depreciation from right-of-use assets and interest expenses from lease liabilities in the statements of profit or loss. But, for short-term leases and leases for which the underlying asset is of low value, INTOUCH Group selected to account for lease payments as an expense on a straight-line basis over the lease term.

INTOUCH Group selected to apply retrospectively with the cumulative effect of initially applying TFRS 16 and recognised right-of-use assets at the date of initial application, which had previously been classified as operating leases under TAS 17 (revised 2018) Leases. The right-of-use assets were measured at amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position immediately before the date of initial application. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the INTOUCH Group's incremental borrowing rates. The average lessees' incremental borrowing rate applied to lease liabilities recognized in the statement of financial position on 1 January 2020 was 3.50% - 5.50%.

The following table shows the operating lease commitments disclosed applying TAS 17 on 31 December 2019, discounted using incremental borrowing rate at the date of initial application and the lease liabilities recognized in the statement of financial position at the date of initial application.

	Unit: Million Baht	
	Consolidated financial statements	Separate financial statements
Operating lease commitments as at 31 December 2019	130	42
Short-term leases and leases of low-value assets	(14)	-
Effect of discounting the above amounts	(7)	(2)
Finance lease liabilities recognised under TAS 17 as at 31 December 2019	15	-
<b>Lease liabilities recognised as at 1 January 2020</b>	<b>124</b>	<b>40</b>

**TFRS related to Financial Instruments**

The impact from adoption of TFRS related to Financial Instruments depends on the INTOUCH Group's financial instruments as follows:

**1) Classification - Financial assets**

INTOUCH Group made an assessment of classification - Financial assets under TFRS 9. This adoption has no material effect on trade receivables, current investments and derivatives. However, INTOUCH Group has investments in venture capital which are investment in associates and other long-term investments and other long-term investments. They are non-marketable securities and had previously been classified as associated companies (using equity method) and other long-term investments that is presented at cost less any impairment losses. INTOUCH Group has classified these as investments that are measured at FVTPL or FVOCI based on the cash flow characteristics of the financial asset and the business model in which they are managed. Investments in venture capital (which are investments in associates and other long-term investments) were reclassified to "Investments in venture capital" as a separated item on the statements of financial position.

The standard provides transition options, which INTOUCH Group selected to apply the cumulative effect of initially applying TFRS 9 as an adjustment to opening balance of retained earnings or other comprehensive income in shareholders' equity at the date of initial application.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

2) Hedge accounting

TFRS 9 introduces guidance on hedge accounting while previous TFRSs were silent. There are three hedge accounting models and the type of model applied depends on the hedged exposures consisting of a fair value exposure, a cash flow exposure or a foreign currency exposure on a net investment in a foreign operation. Under TFRS 9, the INTOUCH Group is required to ensure that hedge accounting relationships are aligned with the Group's risk management objectives and strategy and to apply a more qualitative and forward-looking approach to assess hedge effectiveness.

Accordingly, TFRS 9 provides an option to apply hedge accounting when the transactions are qualified at the initial date of the first-time adoption. INTOUCH Group selected to apply the cumulative effect of initially applying TFRS 9 as an adjustment to opening balance of retained earnings or other components of equity, as appropriate, at the date of initial application.

As at 1 January 2020, the reclassifications and remeasurements of financial assets as defined in TFRS 9 and the previous standards were as follows:

Unit: Million Baht						
Consolidated financial statements						
As at 31 December 2019		As at 1 January 2020				
Measurements and recognition	Carrying amounts	Remeasurements	Reclassifications	Carrying amounts	Measurements and recognition	
Current investments	FVOCI	5,652	-	(5,652)	-	-
Other current financial assets	-	-	-	5,652	FVOCI	-
Amounts due from, advances and loans to related parties	Cost less impairment	15	-	(8)	7	Amortised Cost
Investments in associates	Equity method	28,769	18	(309)	28,478	Equity method
Investment in venture capital	-	-	483	460	943	FVTPL
Other long-term investments	Cost less impairment	143	-	(143)	-	-
Unit: Million Baht						
Separate financial statements						
As at 31 December 2019		As at 1 January 2020				
Measurements and recognition	Carrying amounts	Remeasurements	Reclassifications	Carrying amounts	Measurements and recognition	
Current investments	FVOCI	1,489	-	(1,489)	-	-
Other current financial assets	-	-	-	1,489	FVOCI	-
Amounts due from, advances and loans to related parties	Cost less impairment	9	1	(8)	2	Amortised Cost
Investments in associates	Equity method	28,769	18	(309)	28,478	Equity method
Investment in venture capital	-	-	483	460	943	FVTPL
Other long-term investments	Cost less impairment	143	-	(143)	-	-

**Intouch Holdings Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

The change in these accounting policies had impacted to some items of the financial statements as follows:

Unit: Million Baht							
	Consolidated financial statements			Separate financial statements			
	As previously reported	Impacts from change in accounting policy	Financial Instruments	As restated	As previously reported	Impacts from change in accounting policy	Financial Instruments
<b>Statements of financial position</b>							
<b>Opening balance as at 1 January 2020</b>							
<b>Assets</b>							
<b>Current assets</b>							
Current investments	5,652	-	(5,652)	-	1,489	-	(1,489)
Other current financial assets	-	-	5,652	5,652	-	-	1,489
Amounts due from, advances and loans to related parties	15	-	(8)	7	9	1	(8)
<b>Non-current assets</b>							
Investments in associates	28,769	-	(290)	28,479	28,769	-	(290)
Investment in venture capital	-	-	943	943	-	-	943
Other long-term investments	143	-	(143)	-	143	-	(143)
Right-of-use assets	-	109	-	109	-	40	-
<b>Liabilities and equity</b>							
<b>Current liabilities</b>							
Current portion of long-term borrowings	392	47	-	439	-	12	-
<b>Non-current liabilities</b>							
Long-term borrowings	3,768	62	-	3,830	-	28	-
<b>Shareholders' equity</b>							
Retained earnings	16,794	-	775	17,569	17,666	-	775
Unappropriated	-	-	-	-	-	-	-
Other components of shareholders' equity	3,677	-	(274)	3,403	3,672	-	(274)

#### 4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

##### (a) Basis of consolidation

The consolidated financial statements relate to the Company, subsidiaries and joint operations, and INTOUCH Group's interests in associates and joint ventures.

##### Subsidiaries

Subsidiaries are entities controlled by INTOUCH Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries and available-for-sale investment in debenture through private funds, managed by independent fund manager, are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The accounting policies of subsidiaries are aligned with the policies adopted by the Group.

INTOUCH Group has allocated the excess loss of subsidiaries to non-controlling interests, even though such allocation will be resulted in negative non-controlling interests.



**Intouch Holdings Public Company Limited and its Subsidiaries**  
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*Loss of control*

Upon the loss of control, INTOUCH Group derecognises the assets and liabilities of the subsidiary, any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. If INTOUCH Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

*Joint arrangements*

Joint arrangements are those entities whose activities INTOUCH Group has joint controls or joint operations, established by contractual agreement.

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The consolidated financial statements include INTOUCH Group's proportionate share of the joint operation's assets, liabilities, revenue and expenses combined with items of a similar nature on a line by line basis, from the date that joint control commences until the date that joint control ceases.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The investment in joint venture is accounted for in the financial statements using the equity method and is recognised initially at cost.

*Associates*

Associates are those companies in which INTOUCH Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the financial statements using the equity method and are recognised initially at cost. Investments in associates under venture capital are accounted for in the financial statements using fair value method and are recognised initially at cost.

*The recognition of investments using the equity method after the initial recognition*

The consolidated financial statements include INTOUCH Group's share of profit or loss and other comprehensive income of joint ventures and associates after adjustment to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When INTOUCH Group's share of losses exceeds its interest in the joint ventures and associates, the investment is reduced to zero and does not continue to recognise further losses, unless INTOUCH Group has incurred obligations or made payments on behalf of joint ventures and associates.

*Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with joint ventures and associates are eliminated against the investment to the extent of INTOUCH Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

*Business combinations*

Business combinations occur when INTOUCH Group obtains control of a business or business group. The acquired assets and assumed liabilities constitute a business. A business combination is not the formation of a joint venture, nor does it involve the acquisition of a set of assets that do not constitute a business.

The business combinations are accounted for using the acquisition method, other than those with entities under common control.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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INTOUCH Group will assume the control over a business or business group, when it is entitled to obtain benefits from its activities. The benefits are varied by the return from such business or business group. INTOUCH Group has a power to govern activities that affect to the amount of return from such business or business group.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Gains from the purchase price lower than the fair value are recognised in profit or loss immediately.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination. If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognised in other expenses.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

*Accounting for acquisitions of non-controlling interests*

The Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

The acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognised as a result of such transactions.

*Gain (loss) on dilution from investment*

Gain (loss) on dilution from investment arising on shares issued by investees to third parties are recognised as an unrealised gain (loss) on dilution of investment which is presented in shareholders' equity in the consolidated statements of financial position.

**(b) Foreign currencies**

*Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of INTOUCH Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Gains and losses resulting from the settlement of foreign currency transactions are recognised in the statements of profit or loss.

Non-monetary assets and liabilities measured at historical cost in foreign currencies are translated to the functional currency at the exchange rates at the dates that fair value was determined.

*Foreign operations*

Statements of profit or loss and cash flows of foreign operations are translated into Thai Baht using the weighted average exchange rates for the year.

The financial position of foreign operations is translated into Thai Baht at the exchange rates ruling on the reporting date.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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Goodwill and fair value adjustments arising on the acquisition of foreign operations are translated into Thai Baht at the rate as at the reporting date.

Currency translation differences arising from the translation of the net investment in foreign operations are taken to statements of profit or loss and other comprehensive income and as a currency translation difference in the shareholders' equity until the disposal of foreign operations, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

**(c) Financial instruments**

Policy that was adopted before 1 January 2020

Financial instruments carried on the statements of financial position include cash and cash equivalents, current investments, trade receivables, related party receivables and payables, trade payables, finance leases, borrowings and certain derivative financial instruments. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

*Derivative financial instruments*

INTOUCH Group is a party to financial instruments that manage exposure to fluctuations in foreign currency exchange and interest rates. The instrument is mainly derivative financial instruments, which are initially recognised at fair value on the date that the derivative contracts are entered into and are subsequently remeasured at their fair value. The changes in the fair value are recognised immediately in the statement of profit or loss.

The fair values of foreign currency forward contracts and cross currency and interest rate swap are recognised at fair value in the statements of financial position by using reference rates from brokers at the reporting date.

Policy that has been adopted since 1 January 2020

**1) Classification - Financial assets**

INTOUCH Group has classified financial assets based on the cash flow characteristics of the financial asset and the business model in which they are managed. They are financial assets measured at amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL), while derivatives will be measured at FVTPL or FVTOCL, depend on the case.

**2) Measurement at amortized cost**

Financial assets and financial liabilities which are measured at amortized cost, INTOUCH Group recognises interest income and interest expenses using effective interest rate method.

**3) Impairment - Financial assets**

INTOUCH Group recognises lifetime Expected Credit Loss ("ECL") on financial assets. The impairment model will apply to financial assets measured at amortized cost or FVOCI, except for investments in equity instruments. The specific accounting policy of each item has been disclosed separately.

**4) Classification - Financial liabilities**

INTOUCH Group has a new classification and measurement approach for financial liabilities consisting of two principal classification categories: amortized cost and FVTPL. A financial liability is classified as financial liabilities measured at FVTPL if it is held for trading, a derivative or designated as such on the initial recognition.

INTOUCH Group classified other financial liabilities which are not held for trading or derivative measured at amortized cost.

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**5) Hedge accounting**

INTOUCH Group enters into financial instruments to manage its exposure to foreign exchange rate risks and interest rate. Certain financial instrument is derivatives to manage fair value and/or cashflow. Derivatives are recognized initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognized in other comprehensive income.

**(d) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and deposits held at banks and other short-term highly liquid investments with original maturities of three months or less.

**(e) Trade and other current receivables**

Policy that was adopted before 1 January 2020

Trade and other current receivables were stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts was assessed primarily on analysis of payment histories and future expectations of customer payments, net of their deposit (if any). Account receivables were written off when bad debt incurred.

Policy that has been adopted since 1 January 2020

Trade and other current receivables are stated at their invoice value less provision for expected credit loss.

The expected credit loss allowance are estimated at an amount equal to the lifetime expected credit losses using a matrix based on the INTOUCH Group's historical credit loss experience, an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. The Group has recognized a loss allowance of 100% against all receivables over 360 days past due because historical experience has indicated that these receivables are generally not recoverable.

Lifetime expected credit loss represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. Individual assessment of account receivable, the expected credit loss is the present value of the entire amount that is not expected to be received throughout the expected life of the financial asset, with a discount at the effective interest rate, which is calculated from the estimation of risk positions in the event of default, multiplied by the probability of default and the percentage of damage that may occur when there is a default, discounted by the effective interest rate, calculated under each possible situation.

**(f) Inventories**

Inventories are stated at costs or net realisable value, whichever is lower.

Costs are determined using the weighted average principle. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads but excludes borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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**(g) Investments**

*Investments in subsidiaries, joint ventures and associates*

Policy that was adopted before 1 January 2020

Investments in subsidiaries, joint ventures and associates in the separate financial statements of the Company were accounted for using the equity method.

Investments in subsidiaries, joint ventures and associates in the consolidated financial statements are disclosed in note 4 (a).

Policy that has been adopted since 1 January 2020

Investments in subsidiaries, joint ventures and associates in the separate financial statements of the Company are accounted for using the equity method. Investments in associates under venture capital are accounted using fair value.

Investments in subsidiaries, joint ventures, associates and associates under venture capital in the consolidated financial statements are disclosed in note 4 (a).

*Investment in venture capital*

The investment in venture capital is comprised of investments in associated and other investments. They are non-marketable or debt securities which are presented in the statement of financial position at fair value through profit or loss. These are classified on the basis of both cash flow characteristics of the financial asset and business model for managing the financial asset. The fair value is based on the latest transaction price or the agreed trading price of market participants or estimate using valuation techniques.

Policy that was adopted before 1 January 2020

*Investments in other debt and equity securities*

Marketable equity securities, which were classified as available-for-sale securities, were carried at fair value, using reference rates from the closing prices at the reporting date.

Increases / decreases in the carrying amount of available-for-sale securities were charged against unrealised gains/losses from revaluation of investment in shareholders' equity.

Investments in non-marketable equity securities were classified as general investments, presented in the statement of financial position at cost less accumulated impairment. Current investments represented time deposits, bills of exchange and promissory notes with original maturities of more than 3 months but less than 12 months.

Investment in held to maturity bond was presented at amortised cost less accumulated impairment.

Policy that has been adopted since 1 January 2020

*Other current financial assets*

Marketable equity securities are presented in the statement of financial position which are carried at fair value through other comprehensive income and classified on the basis of both cash flow characteristics of the financial assets and business model for managing the financial assets, using reference rates from the closing prices at the reporting date.

Investments in non-marketable equity securities and other investments represent time deposits, bills of exchange and promissory notes with original maturities of more than 3 months but less than 12 months. These are presented in the statement of financial position at fair value through profit or loss.

Investment in held to maturity bond is presented at amortised cost less accumulated impairment.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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*Disposal of investment*

The difference between the receipt from disposal and the book value of such investments is recognised in the statement of profit or loss. When disposing some part of bond or equity securities the carrying amount of the disposed part is determined by reference to the average carrying amount of the total holding of the investment.

**(h) Property, plant and equipment**

Property, plant and equipment are initially recorded at cost and subsequently shown at cost less accumulated depreciation and losses from impairment.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs.

The borrowing cost includes interest on bank overdrafts, short-term and long-term borrowings, amortisation of discounted bills of exchange, amortisation of deferred financial expenses and related taxes.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to INTOUCH Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the repair and maintenance of property, plant and equipment are recognised in profit or loss as incurred.

The residual value of an item of property, plant and equipment has to be measured at the amount estimated receivable currently for the asset if the asset were already of the age and in the condition expected at the end of its useful life. Furthermore, the residual value and useful life of an asset have to be reviewed at least at each financial year-end.

Depreciation is calculated using the straight-line method to write off the cost of each asset to its estimated useful lives, or, if it is shorter, the lease term, based on the following useful lives:

	Years
Leasehold land, buildings and improvements	5 - 30
Furniture, fixtures and equipment	5 - 18
Vehicles	5
Computers and equipment	2 - 5

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in the statements of profit or loss.

**(i) Intangible assets under operating agreements**

Intangible assets under operating agreement comprises of rights of the charges for satellite services under the operating agreement.

Amortisation is amortised on the straight-line basis over the lower of the period of useful lives or operating agreement.

Intangible assets under operating agreements will not be re-valued, however, the assets will be reviewed its book value each year and recognise when they are impairment.

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**(j) Other intangible assets**

*Goodwill*

INTOUCH Group measures goodwill from the acquisition as disclosed in note 4 (a). Subsequent to initial recognition, goodwill is measured at cost less accumulated losses from impairment.

*Other intangible assets*

Other intangible assets that are acquired by INTOUCH Group, which have definite useful lives, are stated at cost less accumulated amortisation and losses from impairment.

Other intangible assets represent the development of Thaicom 4 (IPSTAR) technology, proprietary software for internal use or for service within INTOUCH Group, and costs of computer software, expenditure on acquired patents, trademarks or licenses. Other intangible assets are amortised using the straight-line method over estimated period of their benefits of related assets for a period of 3 - 15.75 years.

Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technological feasibility, and only if the cost can be measured reliably. Other development expenditure is recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs that have been capitalised are amortised from the commencement of the commercial production of the product. Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Amortisation methods, useful lives and residual values are reviewed at each financial year-end.

**(k) Right-of-use assets**

Policy that has been adopted since 1 January 2020

The right-of-use assets is the INTOUCH Group's right to use an asset over the life of a lease, which includes periods covered by an option to extend or terminate the lease. The right-of-use assets is measured at cost at the commencement date and subsequently present at cost less any accumulated depreciation and any accumulated impairment losses.

Costs include the amount of the initial measurement of the lease liability at the commencement date, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The amount of the lease liability includes the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using each entity's incremental borrowing rate.

If either there is a change in the lease term or a change in the assessment of an option to purchase the underlying asset. A lessee shall remeasure the lease liability to reflect changes to the lease payments. A lessee shall recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use assets. However, if the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, a lessee shall recognise any remaining amount of the remeasurement in profit or loss.

The depreciation is calculated on a straight-line basis to the end of the lease term at 1.5- 5 years.

INTOUCH Group selects to recognise the short-term leases or leases for which the underlying asset is of low value as an expense on a straight-line basis over the lease term.

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**(l) Impairment**

The carrying amounts of INTOUCH Group's assets are assessed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

Goodwill and other intangible assets with indefinite useful lives, and intangible assets not yet available for use, are tested for impairment annually, even though there is no indicator of impairment identified.

A loss from impairment is recognised in the statement of profit or loss. The loss from impairment is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

*Calculation of recoverable amount*

The recoverable amount of assets is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated net future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

*Reversals of impairment*

A loss from impairment in respect of an asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the loss from impairment was recognised only to the extent that the reversal amount does not exceed the loss from impairment previously recognised. A loss from impairment in respect of goodwill is not reversed.

**(m) Long-term leases**

*Long-term leases - where INTOUCH Group is the lessor*

Policy that was adopted before 1 January 2020

Leases of assets where INTOUCH Group assumes substantially all the benefits and risks of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased assets or the present value of the minimum lease payments. Each lease payment is allocated to the finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other payables. The interest element of the finance charge is charged to the statements of profit or loss over the lease period. The assets acquired under finance leasing contracts are depreciated over the shorter of the estimated useful life of the assets or the lease term. However, if there is reasonable certainty that the lessee will obtain ownership by the end of the lease term, depreciation is calculated over the estimated useful life of the assets.

Leases not transferring a significant portion of the risks and rewards of ownership are classified as operating leases. Payments made under operating leases (*net of any incentives received from the lessor*) are charged to the statements of profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which the termination takes place.

*Long-term leases - where INTOUCH Group is the lessor*

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with similar property, plant and equipment.

Policy that has been adopted since 1 January 2020

The recognition of leases of INTOUCH Group is disclosed in note 4 (k)

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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**(n) Trade and other current payables**

Trade and other current payables are stated at cost.

**(o) Interest-bearing liabilities**

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost. The transaction charges are recognised in the statement of profit or loss over the period of the borrowings on an effective interest basis.

**(p) Employee benefits**

*Short-term employee benefit*

Short-term employee benefit obligations are not measured by discounted cash flow, but recognised in profit or loss in the periods during which services are rendered by employees. A liability is recognised for the amount expected to pay.

*Long-term employee benefit*

*Post-employment benefits – defined benefit*

INTOUCH Group's obligation in respect of post-employment benefits that has to be compensated according to labor law is recognised in the financial statements using the projected unit credit method, calculated by actuarial, when there is a significant change in actuarial assumptions.

Actuarial gains or losses are recognised in the statements of profit or loss and other comprehensive income and the employee benefits expenditure is recognised in the statement of profit or loss.

*Post-employment benefits – defined contribution plan*

INTOUCH Group operates a provident fund, which is a defined contribution plan, the assets of which are held in a separate trust fund. The provident fund is funded by payments from employees and by INTOUCH Group. Contributions to the provident fund are charged to profit or loss in the year to which they relate.

**(q) Share-based payment**

Share-based payment is measured the expense by reference to the fair value of the equity instrument granted at the grant date.

The expense related to equity-settled share-based payments is charged to the statement of profit or loss, corresponding to increase of "Other reserves - share-based payment" in shareholders' equity, over the periods in which the service conditions are fulfilled. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met.

The expense related to cash-settled share-based payments is charged to the statement of profit or loss, corresponding to the increase of liabilities, over the periods that the employees become unconditionally entitled to the payment. The liability is re-measured at the reporting date and at settlement date. The change of the fair value is recognised as staff costs in the profit or loss.

**(r) Provisions**

Provisions and contingency liabilities are recognised when there is a probability that INTOUCH Group's resources will be required to settle. They are measured at the present value at the reporting date. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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INTOUCH Group reviews its provisions at the end of every reporting period. The adjustment will be recognised to reflect the best current estimation. INTOUCH Group will reverse the provisions when there is certainty that the group will not lose resources.

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

**(s) Revenue**

*Revenue recognition*

Revenue is recognised when a performance obligation is satisfied by transferring a promised goods or services to a customer. The revenue from contracts with customer should be allocated to the performance obligations in the contract by reference to their relative standalone selling prices.

Revenue from sale of goods, including the equipment with installation is recognised in profit or loss when control over the goods has been transferred to the customer. This may indicate that customer has obtained the ability to direct the use of that goods, and obtain substantially all of the remaining benefits from that goods. Also, the group has a right to receive the payment for those goods. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

Revenue from rendering transponder services and other services related to the satellite business, internet services, and other business related to the internet business and telephone services is recognised when the service is provided to customers and has a certainty of economic benefit from the service.

Revenue from long-term contract is recognized using the percentage of completion method.

Revenue from leases of equipment is recognised in the period at the rate specified in the lease contracts.

Interest income is recognised on an accrual basis unless collectability is in doubt.

Dividend income is recognised when INTOUCH Group has a right to receive.

**(t) Finance costs**

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration that are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

**(u) Income tax**

Income tax expense for the year comprises current and deferred tax. Current and deferred taxes are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

*Current tax*

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date.

*Deferred tax*

Deferred tax is provided, using the liability method, on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes using tax rates substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profit will be available against which the asset can be utilised. Deferred tax assets are reduced to the amount at which the related tax benefit will be realised.

Intouch Holdings Public Company Limited and its Subsidiaries  
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5 Related party transactions and balances

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, INTOUCH Group, including holding companies, subsidiaries and fellow subsidiaries are related parties of INTOUCH Group. Associates and individuals owning, directly or indirectly, an interest in the voting power of INTOUCH Group that gives them significant influence over the enterprise, key management personnel of INTOUCH Group and close members of the family of these individuals and companies associated with these individuals also constitute related parties. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Transactions among INTOUCH Group are transactions among the Company, its subsidiaries, joint ventures and associates, also the transactions with management and other related companies of the Company, including with major shareholder's group are recognised as related party transactions of the Company.

INTOUCH Group conducted transactions with related parties in the ordinary course of business, the terms of which were negotiated on an arm's length basis and according to normal trade conditions.

Related parties increased / decreased during the year ended 31 December 2020 were as follows:

Name of entity	Relationship
Companies under INTOUCH Group increased during the year	
Peer Power Co., Ltd. ("Peer Power")	Investment in venture capital as an associate
Data Farm Co., Ltd. ("Data Farm")	Investment in venture capital as an associate
Axinan Pte. Ltd. ("Axinan")	Investment in venture capital as an associate
Chomchob Group Co., Ltd. ("Chomchob")	Investment in venture capital as an associate
Swift Dynamics Co., Ltd. ("Swift Dynamics")	Investment in venture capital as an associate
Nation Space and Technology Co., Ltd. ("NSAT")	Investment of THAICOM Group as a joint venture
ATI Technologies Co., Ltd. ("ATI")	Investment of THAICOM Group as a joint venture

Company under INTOUCH Group decreased during the year

Wongnai Media Co., Ltd. ("Wongnai") Investment in venture capital as an associate

Significant transactions with related parties were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
For the year ended 31 December	2020	2019	2020	2019
<b>Revenue</b>				
<b>Subsidiaries</b>				
Interest income and other incomes	-	-	6	6
<b>Joint ventures</b>				
Interest income	76	103	-	-
Rental income	10	11	-	-
Consultant and other incomes	8	10	-	-
	94	124	-	-
<b>Associates</b>				
Accounting program services	70	167	-	-
Transponder lease	51	45	-	-
Sale and installation of power generation system	-	1	-	-
Online training & seminar and e-learning platform	36	-	-	-
Rental and other incomes	26	19	7	4
	183	232	7	4

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	Consolidated		Separate	
	financial statements		financial statements	
For the year ended 31 December	2020	2019	2020	2019
<b>Expenses</b>				
<b>Subsidiaries</b>				
Online training & seminar, e-learning platform and others	-	-	4	2
<b>Associates</b>				
Rental and other expenses	9	28	3	4
<b>Dividend transactions</b>				
<b>Dividend received</b>				
Subsidiaries	-	-	90	10
Associates	8,178	8,515	8,178	8,515
	8,178	8,515	8,268	8,525
<b>Dividend paid</b>				
Directors of the Company	1	1	1	1
Largest shareholders of the Company	1,650	1,697	1,650	1,697
	1,651	1,698	1,651	1,698

Balances with related parties were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
As at 31 December	31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Trade and notes receivable</b>				
Associates	26	17	-	-
<b>Accrued income</b>				
Associates	6	28	-	-
<b>Other current receivable</b>				
Subsidiaries	-	-	1	1
Associates	-	1	-	1
<b>Total</b>	-	1	1	2
Less allowance for doubtful accounts	-	(1)	-	(1)
<b>Net</b>	-	-	1	1
<b>Amounts due from, advances &amp; loans to related parties</b>				
Subsidiaries	-	-	1	-
Joint ventures	35	6	-	-
Associates	1	27	1	27
<b>Total</b>	36	33	2	27
Less allowance for doubtful accounts	-	(18)	-	(18)
<b>Net</b>	36	15	2	9



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	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
As at 31 December				
<b>Current investment in debenture through private funds, manage by independent fund manager</b>				
Subsidiaries	-	-	44	80
Associates	62	93	52	54
<b>Total</b>	<b>62</b>	<b>93</b>	<b>96</b>	<b>134</b>
<b>Current portion of long-term loan to a related party</b>				
Joint venture	853	631	-	-
<b>Long-term loan to a related party</b>				
Joint venture	898	1,127	-	-

Movements of loan to a related party (included in amounts due from, advances and loans to related parties) were as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
For the year ended 31 December				
Opening balance as at 1 January	26	12	26	12
Impacts of change in accounting policy	(26)	-	(26)	-
Lending	-	14	-	14
<b>Total</b>	<b>-</b>	<b>26</b>	<b>-</b>	<b>26</b>
Less allowance for doubtful accounts	-	(18)	-	(18)
<b>Balance as at 31 December</b>	<b>-</b>	<b>8</b>	<b>-</b>	<b>8</b>

Short-term loans are convertible loans to associates, which are due within a year and bearing fixed interest rate at comparable market.

Movements of long-term loan to a related party were as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
For the year ended 31 December				
Opening balance as at 1 January	1,758	1,943	-	-
Repayments	-	(46)	-	-
Unrealised loss on currency translation	(7)	(139)	-	-
<b>Balance as at 31 December</b>	<b>1,751</b>	<b>1,758</b>	<b>-</b>	<b>-</b>

Long-term loan is a ten-year loan to a joint venture bearing interest rates at LIBOR plus margin.

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	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
As at 31 December				
<b>Trade and notes payable</b>				
Associates	2	2	-	-
<b>Other current payable</b>				
Joint ventures	3	3	-	-
Associates	2	5	1	-
<b>Total</b>	<b>5</b>	<b>8</b>	<b>1</b>	<b>-</b>
<b>Amounts due to related parties</b>				
Associates	1	4	1	4
<b>Other non-current liabilities</b>				
Associates	-	1	-	-

**Director and management compensation**

Directors' remuneration and key management personnel compensation comprised of:

	Unit: Million Baht			
	Consolidated Financial statements		Separate Financial statements	
	2020	2019	2020	2019
For the year ended 31 December				
<b>Short-term benefit</b>				
Directors' remuneration	57	54	37	36
Key management compensation	92	75	41	31
<b>Total directors and management benefit expenses</b>	<b>149</b>	<b>129</b>	<b>78</b>	<b>67</b>
<b>Long-term benefit</b>				
Included in administrative expenses				
Current service costs	2	2	1	1
Share-based payment	3	2	3	2
Included in finance costs				
Interest on obligation	2	2	1	1
<b>Total long-term management benefit expenses</b>	<b>7</b>	<b>6</b>	<b>5</b>	<b>4</b>
<b>Total</b>	<b>156</b>	<b>135</b>	<b>83</b>	<b>71</b>

Directors' remuneration represents monthly allowance, meeting allowance, daily expense allowance (per diem) and bonus which are paid to chairman of the board, independent directors, and non-executive directors as approved by the Annual General Meeting of shareholders of the Company and INTOUCH Group.

**Commitments and significant agreements with related parties**

As at 31 December 2020, the significant commitments with related parties are as follows:

1. The Company and certain associates entered into agreements with a subsidiary, under which the subsidiary committed to maintain accounting programme service for one to three years with an option to renew one to three years each. The parties have the right to terminate the agreement by giving at least three to six-month advance written notice. As at 31 December 2020, the Company and associates had no commitment to pay to the subsidiary for services in respect of the agreements (as at 31 December 2019: approximately Baht 2 million in the consolidated financial statements and approximately Baht 0.2 million in the separate financial statements).

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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2. A subsidiary entered into agreements with associates, under which the subsidiary committed to provide transponder service, advisory service and Thaicom 4 (IPSTAR) bandwidth service. As at 31 December 2020, associates had no commitment to pay the subsidiary for the service of the agreements (as at 31 December 2019: Baht 4 million).

**6 Additional cash flow information**

Significant non-cash items were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
For the year ended 31 December				
Purchase of property, plant and equipment and other intangible assets in liabilities	1	2	-	1

**7 Cash and cash equivalents**

	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
Cash on hand	13	2	-	-
Deposit at banks-current and saving accounts	2,104	2,456	451	589
Deposit at banks-fixed accounts and highly liquid short-term investments	726	968	-	-
<b>Total</b>	<b>2,843</b>	<b>3,426</b>	<b>451</b>	<b>589</b>
The weighted average effective interest rate (percentage per annum)	0.3%	0.7%	0.6%	0.9%

**8 Other financial assets**

	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Other current financial assets / Current investments</b>				
Short-term deposits and investments	2,710	1,100	301	79
Debt securities available for sale	-	4,552	-	1,410
Debt securities measured at fair value through other comprehensive income	4,559	-	1,445	-
	<b>7,269</b>	<b>5,652</b>	<b>1,746</b>	<b>1,489</b>
<b>Other long-term investments</b> (included investment in Venture Capital which is not classified as investments in subsidiaries, joint ventures and associates)				
Investment in other companies	-	168	-	168
Less impairment loss on investments	-	(25)	-	(25)
	<b>-</b>	<b>143</b>	<b>-</b>	<b>143</b>
<b>Total</b>	<b>7,269</b>	<b>5,795</b>	<b>1,746</b>	<b>1,632</b>

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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The weighted average effective interest rate of short-term bank deposits was 0.7% per annum (2019: 1.4% per annum) in the consolidated financial statements and 0.7% per annum (2019: 1.8% per annum) in the separate financial statements.

The weighted average of the interest rate of current investments for debt available-for-sale securities is 2.5% per annum (2019: 2.7% per annum) in the consolidated financial statements and 1.6% per annum (2019: 1.9% per annum) in the separate financial statements.

The change in accounting policy, as disclosed in note 3, has resulted to INTOUCH Group, from 1 January 2020, to reclassify other investments to the investment measured at fair value through profit or loss, which are presented in the statement of financial position under investment in Venture Capital, as disclosed in note 13.

**9 Trade and other current receivables**

		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Trade receivables</b>	<i>Note</i>				
Trade and notes receivable					
Related parties	5	26	17	-	-
Other parties		2,175	1,911	-	-
<b>Total</b>		<b>2,201</b>	<b>1,928</b>	<b>-</b>	<b>-</b>
<b>Accrued income</b>					
Related parties	5	6	28	-	-
Other parties		247	558	-	-
<b>Total</b>		<b>253</b>	<b>586</b>	<b>-</b>	<b>-</b>
<b>Total trade receivables and accrued income</b>		<b>2,454</b>	<b>2,514</b>	<b>-</b>	<b>-</b>
Less allowance for expected credit losses		(929)	(936)	-	-
<b>Net</b>		<b>1,525</b>	<b>1,578</b>	<b>-</b>	<b>-</b>
<b>Other current receivables</b>		<b>436</b>	<b>489</b>	<b>8</b>	<b>8</b>
<b>Total</b>		<b>1,961</b>	<b>2,067</b>	<b>8</b>	<b>8</b>

Aging analyses for trade receivable and notes receivable were as follows:

	Consolidated financial statements	
	31 December 2020	31 December 2019
Within credit terms	180	106
Overdue:		
Less than 3 months	98	151
3 - 6 months	240	188
6 - 12 months	496	526
Over 12 months	1,187	957
<b>Total</b>	<b>2,201</b>	<b>1,928</b>
Less allowance for expected credit losses	(873)	(812)
<b>Net</b>	<b>1,328</b>	<b>1,116</b>

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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The following table details the risk profile of trade receivables based on INTOUCH Group's provision matrix. As the group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the group's different customer segments.

Unit: Million Baht								
Consolidated financial statements								
As at 31 December 2020								
Trade receivables – individual or other companies	Collective assessment						Individual assessment	Total
	Not past due	≤ 90 days	91 - 180 days	181 - 270 days	271 - 360 days	> 360 days		
Expected credit loss rate (%)	2	7	13	51	87	100		
Estimated total gross carrying amount at default amounts not past due	96	85	49	5	-	266	501	1,674
Lifetime expected credit loss	(2)	(6)	(6)	(3)	-	(266)	(283)	(590)
<b>Total</b>							<b>218</b>	<b>1,084</b>
								<b>1,302</b>

Other current receivables were as follows:

Unit: Million Baht				
	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
Withholding tax refundable	322	286	1	1
Prepaid expenses	43	60	4	4
Advance payments	52	127	-	-
Deposits	9	6	-	1
Others	10	10	3	2
<b>Total</b>	<b>436</b>	<b>489</b>	<b>8</b>	<b>8</b>

## 10 Inventories

Unit: Million Baht		
	Consolidated financial statements	
	31 December 2020	31 December 2019
Raw materials	22	27
Work in process	22	72
Finished goods	92	111
Goods in transit	-	1
	136	211
Less allowance for obsolete inventories	(81)	(87)
<b>Net</b>	<b>55</b>	<b>124</b>

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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## 11 Investments in subsidiaries, joint ventures and associates

Movements of investments in subsidiaries, joint ventures and associates were as follows:

Unit: Million Baht				
Note	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Investments in subsidiaries</b>				
Opening balance at 1 January	-	-	4,516	5,487
Share of profits (loss) – equity method	-	-	189	(954)
Cash received from liquidation	-	-	-	(53)
Dividend received	-	-	(90)	(10)
Share of other comprehensive income	-	-	(16)	86
Translating financial statements and others	-	-	(2)	(40)
<b>Balance at 31 December</b>	<b>-</b>	<b>-</b>	<b>4,597</b>	<b>4,516</b>
<b>Investments in joint ventures</b>				
Opening balance at 1 January	1,413	1,483	-	-
Acquisition	13	-	-	-
Share of loss – equity method	-	(151)	-	-
Share of other comprehensive income	(16)	208	-	-
Translating financial statements	(17)	(127)	-	-
<b>Balance at 31 December</b>	<b>1,393</b>	<b>1,413</b>	<b>-</b>	<b>-</b>
<b>Investments in associates</b>				
Opening balance at 1 January 2020				
– as previously reported	28,769	24,278	28,769	24,278
Impacts of change in accounting policy	(290)	548	(290)	548
Opening balance at 1 January	28,479	24,826	28,479	24,826
Acquisition	-	12	-	12
Disposals	-	(36)	-	(36)
Share of profits – equity method	11,108	12,385	11,108	12,385
Unrealised dilution gain from an investment	21	38	21	38
Dividend received	(8,178)	(8,515)	(8,178)	(8,515)
Share of other comprehensive income	(136)	95	(136)	95
Provision for impairment loss in investments	-	(36)	-	(36)
<b>Balance at 31 December</b>	<b>31,294</b>	<b>28,769</b>	<b>31,294</b>	<b>28,769</b>

The change in accounting policy (note 3) has impacted to INTOUCH Group, since 1 January 2020, to classify investment in associates under venture capital to be measured at FVTPL and presented as "Investments in venture capital" on the statements of financial position (note 13).

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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Investments in joint ventures and associates, and dividend income for the years then ended were as follows:

Consolidated financial statements										
	Ownership interest		Currency	Paid-up capital		Cost method		Equity method		Dividend income for the year ended 31 December 2019
	31 December 2020	31 December 2019		31 December 2020	31 December 2019	31 December 2020	31 December 2019	31 December 2020	31 December 2019	
	(%)			(in Million)		(in Million Baht)		(in Million Baht)		(in Million Baht)
<b>Joint ventures</b>										
SHEN	51.00	51.00	SGD	15	15	138	138	1,379	1,409	-
NSAT	75.00	-	Baht	10	-	8	-	8	-	-
AIT	50.00	-	Baht	12	-	6	-	6	-	-
High Shopping	51.00	51.00	Baht	500	500	255	255	-	4	-
<b>Total</b>						<b>407</b>	<b>393</b>	<b>1,393</b>	<b>1,413</b>	<b>-</b>
<b>Associates</b>										
AIS	40.45	40.45	Baht	2,974	2,973	8,382	8,382	31,294	28,460	8,178
Venture Capital Investments* (note 3)						-	394	-	309	-
<b>Total</b>						<b>8,382</b>	<b>8,776</b>	<b>31,294</b>	<b>28,769</b>	<b>8,178</b>
Less provision for impairment loss						-	(101)	-	-	-
<b>Net</b>						<b>8,382</b>	<b>8,675</b>	<b>31,294</b>	<b>28,769</b>	<b>8,178</b>

\* Excluded investment in debt security and other investments in venture capital

Investments in subsidiaries and associates, and dividend income for the years then ended were as follows:

Separate financial statements										
	Ownership interest		Currency	Paid-up capital		Cost method		Equity method		Dividend income for the year ended 31 December 2019
	31 December 2020	31 December 2019		31 December 2020	31 December 2019	31 December 2020	31 December 2019	31 December 2020	31 December 2019	
	(%)			(in Million)		(in Million)		(in Million)		(in Million)
<b>Subsidiaries</b>										
THAICOM	41.13	41.13	Baht	5,481	5,481	3,613	3,613	4,484	4,381	90
ITV	52.92	52.92	Baht	6,033	6,033	3,297	3,297	-	-	-
ITAS	99.99	99.99	Baht	10	10	10	10	95	117	10
Intouch Media	99.99	99.99	Baht	279	279	279	279	18	-	-
<b>Total</b>						<b>7,199</b>	<b>7,199</b>	<b>4,597</b>	<b>4,516</b>	<b>90</b>
Less provision for impairment loss						(3,297)	(3,297)	-	-	-
<b>Net</b>						<b>3,902</b>	<b>3,902</b>	<b>4,597</b>	<b>4,516</b>	<b>90</b>
<b>Associates</b>										
AIS	40.45	40.45	Baht	2,974	2,973	8,382	8,382	31,294	28,460	8,178
Venture Capital Investments* (note 3)						-	394	-	309	-
<b>Total</b>						<b>8,382</b>	<b>8,776</b>	<b>31,294</b>	<b>28,769</b>	<b>8,178</b>
Less provision for impairment loss						-	(101)	-	-	-
<b>Net</b>						<b>8,382</b>	<b>8,675</b>	<b>31,294</b>	<b>28,769</b>	<b>8,178</b>

\* Excluded investment in debt security and other investments in venture capital

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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Significant transactions during the year ended 31 December 2020 of INTOUCH Group was as follows:

**Establishment of Lao Mobile Money Sole Company Limited**

On 22 April 2020, Lao Telecommunication Public Company ("LTC"), an indirect joint venture of THAICOM, established Lao Mobile Money Sole Company Limited with registered capital of KIP 10,000 million, at par value KIP 10,000, which was fully paid-up. LTC holds 100% stake in share capital.

**Establishment of Nation Space and Technology Co., Ltd.**

On 25 June 2020, THAICOM and CAT established a new joint venture company to co-operate under Nation Space and Technology Co., Ltd. ("NSAT") to provide service of communication satellite and the service relating to the satellite business. Its registered capital is Baht 10,000,000 at par value of Baht 10, which fully paid-up share capital. The share proportion of THAICOM and CAT is 75% and 25%, respectively. CAT shall have the right to invest in new share subscription in NSAT at indicated price under the shareholders' agreement that would cause its shareholding proportion to not exceed 49% of total shares within 6 years after NSAT's registration date.

**Establishment of ATI Technology Company Limited**

On 21 July 2020, Thai Advance Innovation Co., Ltd. ("Thai AI"), a subsidiary of THAICOM, and AI & Robotics Ventures Co., Ltd. ("ARV"), a subsidiary of PTT Exploration and Production PLC, established a new joint venture company named ATI Technologies Co., Ltd. ("ATI") to develop, produce, and distribute unmanned aerial vehicle (drone) for Thailand's agricultural sector. Its registered capital is Baht 20 million at par value of Baht 5 with the paid-up capital at Baht 12 million. The share proportion of Thai AI and ARV is 50% and 50%.

**12 Financial summary of key joint ventures and associates**

*Investment in joint arrangement – joint ventures*

**Shenington Investment Pte Limited ("SHEN")**

SHEN is a joint venture between THAICOM and Asia Mobile Holding Pte Limited ("AMH"). As at 31 December 2020 and 2019, the interest in SHEN of THAICOM and AMH is 51% and 49%, respectively.

**High Shopping Company Limited ("High Shopping")**

High Shopping is a joint venture between Intouch Media and Hyundai Home Shopping. As at 31 December 2020 and 2019, the interest in High Shopping of Intouch Media and Hyundai Home Shopping is 51% and 49%, respectively.

The following table summarises the financial information of the joint ventures as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies (if any). The joint ventures of INTOUCH Group's is non-public listed companies, they do not have published price quotations.

	Unit: Million Baht			
	SHEN		High Shopping	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
Current assets	1,805	1,715	50	67
Non-current assets	4,524	4,591	33	51
Current liabilities	(1,624)	(1,355)	(165)	(108)
Non-current liabilities	(1,904)	(2,133)	(22)	(2)
<b>Net assets</b>	<b>2,801</b>	<b>2,818</b>	<b>(104)</b>	<b>8</b>

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Unit: Million Baht				
	SHEN		High Shopping	
For the year ended 31 December	2020	2019	2020	2019
Revenue	239	257	313	327
Profit / Loss	8	(228)	(112)	(68)
Other comprehensive income	(56)	(298)	-	-
<b>Comprehensive income</b>	<b>(48)</b>	<b>(526)</b>	<b>(112)</b>	<b>(68)</b>

The following table reconciles the summarised financial information to the carrying amount of the Group's interest in these joint ventures.

Unit: Million Baht				
	SHEN		High Shopping	
For the year ended 31 December	2020	2019	2020	2019
Group's interest in net assets of investee as at 1 January	1,409	1,444	4	39
Share of profits (loss) attributable to the Group	4	(116)	(4)	(35)
Share of other comprehensive income attributable to the Group	(34)	81	-	-
Group's interest in net assets of investee as at 31 December	1,379	1,409	-	4
<b>Carrying amount of interest in investee as at 31 December</b>	<b>1,379</b>	<b>1,409</b>	<b>-</b>	<b>4</b>

*Investments in associates*

The following table summarises the financial information of the significant associate, adjusted for fair value adjustments at acquisition and differences in accounting policies (if any) for the years ended 31 December 2020 and 2019 (other than investment in AIS, which is a listed company in the SET, INTOUCH Group does not have any other associates that are listed companies, they do not have published price quotations).

Unit: Million Baht		
	AIS	
	31 December 2020	31 December 2019
Current assets	42,155	47,142
Non-current assets	308,015	242,527
Current liabilities	(93,813)	(105,255)
Non-current liabilities	(180,668)	(115,020)
<b>Net assets</b>	<b>75,689</b>	<b>69,394</b>
<b>Market value</b>	<b>523,346</b>	<b>633,287</b>

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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Unit: Million Baht		
	AIS	
For the year ended 31 December	2020	2019
Revenue	172,890	180,894
Profit / Loss	27,437	31,192
Other comprehensive income	(290)	224
<b>Comprehensive income</b>	<b>27,147</b>	<b>31,416</b>

**13 Investment in venture capital**

Movements of investments in venture capital were as follows:

Unit: Million Baht		
		Consolidated and Separate financial statements
	Note	
Opening balance at 1 January 2020 – as previously reported		-
Impacts of change in accounting policy	3	943
Opening balance at 1 January 2020		943
Acquisition and others		279
Disposals and others		(254)
Gain on remeasuring of investments at FVTPL	30	7
<b>Balance at 31 December 2020</b>		<b>975</b>

Investments in venture capital can be categorised as follows:

Unit: Million Baht				
Consolidated and Separate financial statements				
		Cost	Fair value	
	Note	31 December 2020	1 January 2020	31 December 2020
Associates	3	568	394	769
Other investments	3	196	169	206
<b>Total</b>		<b>764</b>	<b>563</b>	<b>975</b>
Less: provision for impairment loss		(119)	(119)	-
<b>Net</b>		<b>645</b>	<b>444</b>	<b>943</b>

For the year ended 31 December 2020, the additional or the disposal of investments of the Company is as follows:

*Additional investments*

Investment			
Name	Relationship	Number of share (share)	Ownership interest (%)
Peer Power Co., Ltd. ("Peer Power")	Associate	287,000	14.89
Datafarm Co., Ltd. ("Data Farm")	Associate	16,670	25.00
Axinan Pte. Ltd. ("Axinan")	Associate	11,331	5.15

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Investment			
Name	Relationship	Number of share (share)	Ownership interest (%)
Chomchob Group Co., Ltd. ("Chomchob")	Associate	11,795	10.85
Paronym Inc. ("Paronym")	Other investments	100	9.80
Swift Dynamics Co., Ltd. ("Swift Dynamics")	Associate	6,000	16.67
Choco Card Enterprise Co., Ltd. ("Choco Card")	Associate	2,114	1.30*

\* the increase of investment proportion from 19.41% to 20.71%

**Disposal of investment**

On 3 September 2020, the Company disposed all its investment in Wongnai Media Co., Ltd. ("Wongnai") to a company at USD 7.67 million or approximately Baht 240 million.

**14 Property, plant and equipment**

Consolidated financial statements							Unit: Million Baht
	Buildings & improvements	Equipment, furniture & fixtures	Vehicles	Computers & equipment	Assets under construction	Total	
<b>As at 1 January 2019</b>							
Cost	442	11,651	97	226	9	12,425	
Less Accumulated depreciation	(394)	(4,488)	(64)	(180)	-	(5,126)	
Less Provision for impairment loss	-	(2,423)	-	-	-	(2,423)	
<b>Net book value</b>	<b>48</b>	<b>4,740</b>	<b>33</b>	<b>46</b>	<b>9</b>	<b>4,876</b>	
<b>Transactions during the year ended 31 December 2019</b>							
Purchases	3	187	9	7	12	218	
Transfer, net	-	18	-	-	(10)	8	
Decrease investment in a subsidiary, net	(3)	(15)	(1)	-	-	(19)	
Disposals, net	-	-	(1)	-	-	(1)	
Depreciation charge	(21)	(472)	(14)	(26)	-	(533)	
Loss from impairment	-	(1,187)	-	-	-	(1,187)	
Foreign currency translations adjustment	-	(3)	-	-	(1)	(4)	
<b>Closing net book value</b>	<b>27</b>	<b>3,268</b>	<b>26</b>	<b>27</b>	<b>10</b>	<b>3,358</b>	
<b>As at 31 December 2019 and as at 1 January 2020</b>							
Cost	412	11,727	77	220	10	12,446	
Less Accumulated depreciation	(385)	(4,849)	(51)	(193)	-	(5,478)	
Less Provision for impairment loss	-	(3,610)	-	-	-	(3,610)	
<b>Net book value</b>	<b>27</b>	<b>3,268</b>	<b>26</b>	<b>27</b>	<b>10</b>	<b>3,358</b>	
<b>Transactions during the year ended 31 December 2020</b>							
Purchases	-	31	1	7	36	75	
Transfer-net	1	-	(8)	-	(5)	(12)	
Disposal-net	-	(4)	-	(15)	-	(19)	
Depreciation charge	(13)	(265)	(6)	(13)	-	(297)	
Foreign currency translations adjustment	-	2	-	-	1	3	
<b>Closing net book value</b>	<b>15</b>	<b>3,032</b>	<b>13</b>	<b>6</b>	<b>42</b>	<b>3,108</b>	
<b>As at 31 December 2020</b>							
Cost	417	11,694	43	95	42	12,291	
Less Accumulated depreciation	(402)	(5,054)	(30)	(89)	-	(5,575)	
Less Provision for impairment loss	-	(3,608)	-	-	-	(3,608)	
<b>Net book value</b>	<b>15</b>	<b>3,032</b>	<b>13</b>	<b>6</b>	<b>42</b>	<b>3,108</b>	

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**Provision for impairment loss of equipment**

Fierce competition in the satellite industry has led to significant market price erosion and affected THAICOM's operating results. THAICOM had assessed the provision for impairment loss recorded on equipment by discounting the cash flow it expected to receive by 31 December 2019, using a discount rate of 8.3%. The results showed that the book value of the assets was higher than the recoverable amount. Therefore, the losses from impairment were recorded in the amount of Baht 1,187 million (Baht 1,033 million was loss from impairment on satellites) in the consolidated statements of profit or loss for the year ended 31 December 2019.

Separate financial statements						Unit: Million Baht
	Buildings & improvements	Furniture, fixtures & equipment	Vehicles	Computers & equipment	Assets under construction	Total
<b>Balance at 1 January 2019</b>						
Cost	27	15	35	28	-	105
Less Accumulated depreciation	(21)	(12)	(22)	(23)	-	(78)
<b>Net book value</b>	<b>6</b>	<b>3</b>	<b>13</b>	<b>5</b>	<b>-</b>	<b>27</b>
<b>Transactions during the year ended 31 December 2019</b>						
Purchases	3	-	8	1	1	13
Depreciation charge	(6)	(2)	(5)	(3)	-	(16)
<b>Closing net book value</b>	<b>3</b>	<b>1</b>	<b>16</b>	<b>3</b>	<b>1</b>	<b>24</b>
<b>Balance at 31 December 2019 and as at 1 January 2020</b>						
Cost	28	15	35	28	1	107
Less Accumulated depreciation	(25)	(14)	(19)	(25)	-	(83)
<b>Net book value</b>	<b>3</b>	<b>1</b>	<b>16</b>	<b>3</b>	<b>1</b>	<b>24</b>
<b>Transactions during the year ended 31 December 2020</b>						
Purchases	-	1	-	1	1	3
Transfer-net	-	(1)	-	-	(1)	(1)
Depreciation charge	(1)	(1)	(5)	(2)	-	(9)
<b>Closing net book value</b>	<b>2</b>	<b>1</b>	<b>11</b>	<b>2</b>	<b>1</b>	<b>17</b>
<b>As at 31 December 2020</b>						
Cost	28	15	28	26	1	98
Less Accumulated depreciation	(26)	(14)	(17)	(24)	-	(81)
<b>Net book value</b>	<b>2</b>	<b>1</b>	<b>11</b>	<b>2</b>	<b>1</b>	<b>17</b>

**15 Intangible assets under operating agreements**

Consolidated financial statements		Unit: Million Baht
<b>At 1 January 2019</b>		
Cost		26,250
Less Accumulated amortisation		(20,217)
Less Provision for impairment loss		(3,026)
<b>Net book value</b>		<b>3,007</b>
<b>Transactions during the year ended 31 December 2019</b>		
Write-off-net		(1)
Amortisation charge		(1,214)
Reversal of provision for impairment loss		(426)
<b>Closing net book value</b>		<b>1,366</b>



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	Unit: Million Baht
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<b>At 31 December 2019 and at 1 January 2020</b>	
Cost	26,013
<u>Less</u> Accumulated amortisation	(21,195)
<u>Less</u> Provision for impairment loss	(3,452)
<b>Net book value</b>	<b>1,366</b>
<b>Transactions during the year ended 31 December 2020</b>	
Amortisation charge	(806)
<b>Closing net book value</b>	<b>560</b>
<b>At 31 December 2020</b>	
Cost	26,013
<u>Less</u> Accumulated amortisation	(22,001)
<u>Less</u> Provision for impairment loss	(3,452)
<b>Net book value</b>	<b>560</b>

As at 31 December 2020, THAICOM together with the Ministry of Digital Economy and Society ("the Ministry") were in the process of preparing the evidences to claim for the compensation of Thaicom 5 under the insurance policy.

The insurance policy has been prepared to comply with the Operating Agreement on Domestic Communication Satellite, which the compensation would be further conferred between THAICOM and the Ministry.

**Provision for impairment loss on intangible assets under operating agreements**

On 31 December 2019, Thaicom 5 and all the related equipment had a book value of Baht 222 million, which THAICOM has booked as a loss from impairment. In addition, THAICOM had assessed the impairment of other intangible assets under operating agreement which were measured the value in use by using discounted cash flow approach at discount rate of 8.3%. As a result, the book value was higher than the recoverable amount, therefore, the impairment loss of Baht 205 million was booked.

**16 Other intangible assets**

	Unit: Million Baht		
	Consolidated financial statements		
	Goodwill	Others	Total
<b>At 1 January 2019</b>			
Cost	1,698	1,922	3,620
<u>Less</u> Accumulated amortisation	-	(1,585)	(1,585)
<u>Less</u> Provision for impairment loss	(1,559)	(34)	(1,593)
<b>Net book value</b>	<b>139</b>	<b>303</b>	<b>442</b>
<b>Transactions during the year ended 31 December 2019</b>			
Purchases	-	2	2
Transfer-net	-	10	10
Amortisation charge	-	(107)	(107)
Loss from impairment	-	(9)	(9)
Foreign currency translations adjustment	-	(1)	(1)
<b>Closing net book value</b>	<b>139</b>	<b>198</b>	<b>337</b>

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	Unit: Million Baht		
	Consolidated financial statements		
	Goodwill	Others	Total
<b>At 31 December 2019 and at 1 January 2020</b>			
Cost	1,698	1,922	3,620
<u>Less</u> Accumulated amortisation	-	(1,683)	(1,683)
<u>Less</u> Provision for impairment loss	(1,559)	(41)	(1,600)
<b>Net book value</b>	<b>139</b>	<b>198</b>	<b>337</b>
<b>Transactions during the year ended 31 December 2020</b>			
Purchases	-	8	8
Transfer-net	-	(9)	(9)
Disposals-net	-	(8)	(8)
Amortisation charge	-	(97)	(97)
Loss from impairment	(55)	-	(55)
<b>Closing net book value</b>	<b>84</b>	<b>92</b>	<b>176</b>
<b>At 31 December 2020</b>			
Cost	1,698	1,641	3,339
<u>Less</u> Accumulated amortisation	-	(1,506)	(1,506)
<u>Less</u> Provision for impairment loss	(1,614)	(43)	(1,657)
<b>Net book value</b>	<b>84</b>	<b>92</b>	<b>176</b>

The other intangible assets in the consolidated financial statements mainly were goodwill from business combination and the development of Thaicom 4 (IPSTAR) technology.

	Unit: Million Baht
	Separate financial statements
<b>Balance at 1 January 2019</b>	
Cost	21
<u>Less</u> Accumulated amortisation	(18)
<b>Net book value</b>	<b>3</b>
<b>Transactions during the year ended 31 December 2019</b>	
Amortisation charge	(1)
<b>Closing net book value</b>	<b>2</b>

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	Unit: Million Baht Separate financial statements
<b>Balance at 31 December 2019 and as at 1 January 2020</b>	
Cost	21
<u>Less</u> Accumulated amortisation	(19)
<b>Net book value</b>	<b>2</b>
<b>Transactions during the year ended 31 December 2020</b>	
Purchases	1
Transfer- net	1
Amortisation charge	(1)
<b>Closing net book value</b>	<b>3</b>
<b>As at 31 December 2020</b>	
Cost	24
<u>Less</u> Accumulated amortisation	(21)
<b>Net book value</b>	<b>3</b>

17 Right-of-use assets

	Unit: Million Baht Consolidated financial statements		
	Transponder	Others	Total
<b>As at 1 January 2020</b>			
Cost (Note 3)	-	109	109
<u>Less</u> Accumulated amortisation	-	-	-
<b>Net book value</b>	<b>-</b>	<b>109</b>	<b>109</b>
<b>Transactions during the year ended 31 December 2020</b>			
Additional	150	24	174
Transfer-net	-	8	8
Amortisation charge	(53)	(50)	(103)
Foreign currency translations adjustment	-	2	2
<b>Closing net book value</b>	<b>97</b>	<b>93</b>	<b>190</b>
<b>At 31 December 2020</b>			
Cost	150	150	300
<u>Less</u> Accumulated amortisation	(53)	(57)	(110)
<b>Net book value</b>	<b>97</b>	<b>93</b>	<b>190</b>

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	Unit: Million Baht Separate financial statements
<b>As at 1 January 2020</b>	
Cost (Note 3)	40
<u>Less</u> Accumulated amortisation	-
<b>Net book value</b>	<b>40</b>
<b>Transactions during the year ended 31 December 2020</b>	
Additional	12
Amortisation charge	(13)
<b>Closing net book value</b>	<b>39</b>
<b>As at 31 December 2020</b>	
Cost	52
<u>Less</u> Accumulated amortisation	(13)
<b>Net book value</b>	<b>39</b>

	Unit: Million Baht Consolidated financial statements		Unit: Million Baht Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
Expense related to short-term lease and lease of low-value assets	7	-	2	-

18 Deferred income tax

Deferred tax assets and liabilities determined after appropriate offsetting are included in the statements of financial position as follows:

	Unit: Million Baht Consolidated financial statements	
	31 December 2020	31 December 2019
Deferred tax assets	728	803
Deferred tax liabilities	(9)	(2)
<b>Net</b>	<b>719</b>	<b>801</b>

Deferred income tax is calculated on temporary differences under liability method in the statements of financial position.

Deferred tax assets for tax loss carried forward are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. INTOUCH Group does not recognise the deferred tax assets in respect of unused tax loss carried forward to offset future tax income at Baht 1,502 million (2019: Baht 1,607 million) in the consolidated financial statements and Baht 1,498 million (2019: 1,599 million) in the separate financial statements.

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The movements in deferred tax assets and liabilities, without taking into consideration the offsetting of balances within the same tax jurisdiction are as follows:

Unit: Million Baht				
Consolidated financial statements				
	As at 1 January 2019	Gain or loss	Other comprehensive income	As at 31 December 2019
<b>Deferred tax assets</b>				
Loss carry forward	61	(60)	(1)	-
Allowance for expected credit losses	6	2	-	8
Allowance of obsolescence	15	(1)	-	14
Provision for impairment loss	915	(261)	(2)	652
Deposits	25	(4)	-	21
Advance receipt from customer	13	1	(1)	13
Employee benefits obligation	37	16	4	57
Accrued expenses	34	(10)	(2)	22
Others	16	6	(6)	16
<b>Total</b>	<b>1,122</b>	<b>(311)</b>	<b>(8)</b>	<b>803</b>
<b>Deferred tax liabilities</b>				
Gains (losses) on remeasuring investments held as available for sale	-	-	2	2
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>2</b>

Unit: Million Baht				
Consolidated financial statements				
	As at 1 January 2020	Gain or loss	Other comprehensive income	As at 31 December 2020
<b>Deferred tax assets</b>				
Allowance for expected credit losses	8	(5)	-	3
Allowance of obsolescence	14	(1)	-	13
Provision for impairment loss	652	(56)	9	605
Deposits	21	(3)	-	18
Advance receipt from customer	13	3	2	18
Employee benefits obligation	57	(12)	13	58
Accrued expenses	22	(6)	1	17
Others	16	(11)	(9)	(4)
<b>Total</b>	<b>803</b>	<b>(91)</b>	<b>16</b>	<b>728</b>
<b>Deferred tax liabilities</b>				
Advance receipt from customer	-	5	-	5
Gains (losses) on remeasuring investments held as available for sale	2	1	1	4
<b>Total</b>	<b>2</b>	<b>6</b>	<b>1</b>	<b>9</b>

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**19 Interest bearing liabilities**

Unit: Million Baht				
	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Current liabilities</b>				
Current portion of long-term borrowings	381	383	-	-
Current portion of debenture	2,200	-	-	-
Current portion of lease liabilities	93	9	13	-
	<b>2,674</b>	<b>392</b>	<b>13</b>	<b>-</b>
<b>Non-current liabilities</b>				
Long-term borrowings	1,135	1,533	-	-
Debenture	-	2,229	-	-
Lease liabilities	96	6	27	-
	<b>1,231</b>	<b>3,768</b>	<b>27</b>	<b>-</b>
<b>Total</b>	<b>3,905</b>	<b>4,160</b>	<b>40</b>	<b>-</b>

Unit: Million Baht				
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>For the year ended 31 December</b>				
Interest expense of lease liabilities	7	1	1	-

The cashflow paid for lease liabilities for the year ended 31 December 2020 was Baht 44 million, USD 2 million and AUD 0.3 million in the consolidated financial statement, and Baht 13 million in the separate financial statement.

The movements in the borrowings were as follows:

Unit: Million Baht					
	Consolidated financial statements				
	Short-term borrowings from financial institutions	Long-term borrowings	Debenture	Lease liabilities	Total
Opening balance at 1 January 2019	-	2,473	4,458	27	6,958
<b>Cash changes</b>					
Repayments	-	(527)	(2,275)	(11)	(2,813)
<b>Non-cash changes</b>					
Amortisation of finance cost	-	-	2	(1)	1
Elimination of investment in intercompany debenture	-	-	44	-	44
Foreign currency translation adjustment	-	(30)	-	-	(30)
<b>Balance at 31 December 2019</b>	<b>-</b>	<b>1,916</b>	<b>2,229</b>	<b>15</b>	<b>4,160</b>

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Unit: Million Baht

Consolidated financial statements					
	Short-term borrowings from financial institute	Long-term borrowings	Debtenture	Lease liabilities	Total
Opening balance at 1 January 2020	-	1,916	2,229	15	4,160
– as previously reported	-	-	-	-	-
Impacts of change in accounting policy (note 3)	-	-	-	109	109
Opening balance at 1 January 2020	-	1,916	2,229	124	4,269
<b>Cash changes</b>					
Additions	3,687	-	-	-	3,687
Repayments	(3,687)	(406)	-	(100)	(4,193)
<b>Non-cash changes</b>					
Additions	-	-	-	168	168
Amortisation of finance cost	-	1	-	-	1
Elimination of investment in intercompany debtenture	-	-	(29)	-	(29)
Foreign currency translation adjustment	-	5	-	(3)	2
<b>Balance at 31 December 2020</b>	<b>-</b>	<b>1,516</b>	<b>2,200</b>	<b>189</b>	<b>3,905</b>

Unit: Million Baht

Separate financial statements				
	Note	Short-term borrowings from financial institute	Lease liabilities	Total
Opening balance at 1 January 2020		-	-	-
– as previously reported		-	-	-
Impacts of change in accounting policy	3	-	40	40
Opening balance at 1 January 2020		-	40	40
<b>Cash changes</b>				
Additions		3,687	-	3,687
Repayments		(3,687)	(12)	(3,699)
<b>Non-cash changes</b>				
Additions		-	12	12
<b>Balance at 31 December 2020</b>		<b>-</b>	<b>40</b>	<b>40</b>

**Debtenture**

The current portion of long-term debtenture and long-term debtenture are from THAICOM. It is one tranche value of Baht 2,275 million each. The debtenture is registered, unsecured, unsubordinated and bondholders' representatives as detailed below:

Date of issue	Unit	Amount	Interest rate p.a.	Interest due	Principal due (Entire redeemable)	Outstanding as at 31 December	
						2020	2019
		(in million Baht)				(in million Baht)	
29 Sep 14	2,275	2,275	4.68%	Semi annually	2 October 2021	2,275	2,275
Less Debtenture issuing cost						(1)	(1)
<b>Net after issuing cost</b>						<b>2,274</b>	<b>2,274</b>
Less Intercompany investments						(74)	(45)
<b>Net</b>						<b>2,200</b>	<b>2,229</b>

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THAICOM must comply with the conditions in the debtenture issue and debtenture holder agreement with regards to maintaining certain financial ratios.

The interest rate exposure of the borrowings of INTOUCH Group and the Company are as follows:

Unit: Million Baht

	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Total borrowings:</b>				
at fixed rates	2,389	2,244	40	-
at floating rates	1,516	1,916	-	-
	<b>3,905</b>	<b>4,160</b>	<b>40</b>	<b>-</b>

Unit: %

	Consolidated financial statements		Separate financial statements	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
<b>Weighted average interest rate</b>				
Long-term borrowings	5.40	4.28	-	-
Debtenture	4.68	4.68	-	-
Lease liabilities	3.80	3.29	2.25	-

Maturity of borrowings as at 31 December 2020 is as follows:

Unit: Million Baht

	Consolidated financial statements		Separate financial statements	
	Loan	Lease liabilities	Loan	Lease liabilities
<b>Maturity</b>				
2021	2,664	96	-	13
2022	418	52	-	14
2023 and after	634	41	-	13
<b>Total</b>	<b>3,716</b>	<b>189</b>	<b>-</b>	<b>40</b>

Maturity analysis of lease liabilities as at 31 December 2020 is as follows:

Unit: Million Baht

	Consolidated financial statements		
	Less than 1 year	1- 5 years	Total
Total future minimum lease payments	99	100	199
Less interest of lease liabilities/unearned finance income	(6)	(4)	(10)
Present value of minimum lease payments	<b>93</b>	<b>96</b>	<b>189</b>

Unit: Million Baht

	Separate financial statements		
	Less than 1 year	1- 5 years	Total
Total future minimum lease payments	14	28	42
Less interest of lease liabilities/unearned finance income	(1)	(1)	(2)
Present value of minimum lease payments	<b>13</b>	<b>27</b>	<b>40</b>

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**Borrowing facilities**

As at 31 December 2020, INTOUCH Group has unutilised loan facilities made available by various financial institutions in an aggregate amount of Baht 4,264 million and USD 30 million (31 December 2019: Baht 4,258 million and USD 30 million) on the consolidated financial statements and Baht 1,010 million (31 December 2019: Baht 1,010 million) on the separate financial statements.

**20 Trade and other current payables**

		Unit: Million Baht			
		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
	Note				
<b>Trade payables</b>					
Related parties	5	2	2	-	-
Other parties		52	118	-	-
<b>Total</b>		<b>54</b>	<b>120</b>	<b>-</b>	<b>-</b>
<b>Other current payables</b>		<b>702</b>	<b>940</b>	<b>79</b>	<b>77</b>
<b>Total</b>		<b>756</b>	<b>1,060</b>	<b>79</b>	<b>77</b>

Other payables are as follows:

		Unit: Million Baht			
		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
Accrued expenses		338	448	69	67
Unearned income		191	350	-	-
Other payables		105	52	8	7
Tax payable		26	68	2	3
Deposit from customers		42	22	-	-
<b>Total</b>		<b>702</b>	<b>940</b>	<b>79</b>	<b>77</b>

**21 Non-current provisions for employee benefit**

Non-current provisions for employee benefit in the statements of financial position as follows:

		Unit: Million Baht			
		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
Present value of unfunded obligations		374	339	90	79

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Movement in the present value of the non-current provision for employee benefit is as follows:

		Unit: Million Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
For the years ended 31 December					
At 1 January		339	242	79	60
Benefits paid by the plan		(74)	(32)	(4)	(1)
Recognised in profit or loss:					
Past & current service costs of employee and interest on obligation		29	109	7	25
Recognised in other comprehensive income:					
Actuarial (gain) loss recognised during the year		80	20	8	(5)
<b>At 31 December</b>		<b>374</b>	<b>339</b>	<b>90</b>	<b>79</b>

Expenses recognised in profit or loss is as follows:

		Unit: Million Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
For the years ended 31 December					
Current service costs of employee		21	75	5	6
Past service costs of employee		-	24	-	17
Interest on obligation		8	10	2	2
<b>Total</b>		<b>29</b>	<b>109</b>	<b>7</b>	<b>25</b>

Actuarial (gains) or losses recognised in other comprehensive income arising from:

		Unit: Million Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
For the years ended 31 December					
Experience adjustment		70	-	5	-
Assumptions used in actuarial projections		10	20	3	(5)
<b>Total</b>		<b>80</b>	<b>20</b>	<b>8</b>	<b>(5)</b>

Principal actuarial assumptions are as follows:

		Unit: %			
		Consolidated financial statements		Separate financial statements	
		31 December 2020	31 December 2019	31 December 2020	31 December 2019
Estimate of discount rate (average)		1.29 - 1.61	2.40	1.37 - 1.60	2.40
Estimate of future salary increases (average)		5.00 - 6.00	5.00 - 6.50	6.00	6.50

At 31 December 2020, the weighted-average duration of the non-current provision for employee benefit was 8-13 years (2019: 11-16 years).

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Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the non-current provision for employee benefit to increase (decrease) as at 31 December 2020 by the amounts shown below.

	Consolidated financial statements		Unit: Million Baht Separate financial statements	
	Increase by 1%	Decrease by 1%	Increase by 1%	Decrease by 1%
Change in major assumptions				
Gain (loss) from changes in Discount rate (average)	34	(39)	7	(8)
Future salary growth (average)	(35)	31	(8)	7

## 22 Share capital and premium

Movements in share capital and premium were as follows:

	Authorised number of shares (in Million shares)	Number of shares (in Million shares)	Issued and fully paid-up shares Ordinary shares (in Million Baht)	Share premium (in Million Baht)	Total (in Million Baht)
Balance at 31 December 2019	5,000	3,206	3,206	10,348	13,554
Increase in share capital during the year	-	1	1	5	6
Balance at 31 December 2020	5,000	3,207	3,207	10,353	13,560

## 23 Additional paid-in capital and reserves

### Share premium

Section 51 of the Public Listed Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). This share premium is not available for dividend distribution.

### Legal reserve

Section 116 of the Public Listed Companies Act B.E. 2535 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

## 24 Capital management

The primary objective of the Company's capital management is to provide good returns to shareholders and benefits to other stakeholders, also to maintain an optimal capital structure in order to support asset management plan and new investment opportunities which will create value and strengthen financial position for INTOUCH Group.

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## 25 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

	Unit: Million Baht					
	2020		As at 31 December		2019	
	THAICOM Group	ITV Group	Consolidated financial statements	THAICOM Group	ITV Group	Consolidated financial statements
Non-controlling interest percentage	58.87	47.08		58.87	47.08	
<b>Financial position</b>						
Current assets	9,473	1,267		8,460	1,257	
Non-current assets	7,203	-		8,551	-	
Current liabilities	(3,502)	(2,891)		(1,526)	(2,893)	
Non-current liabilities	(1,927)	(4)		(4,490)	(2)	
<b>Net assets (liabilities)</b>	<b>11,247</b>	<b>(1,628)</b>		<b>10,995</b>	<b>(1,638)</b>	
<b>Carrying amount of non-controlling interest</b>	<b>6,843</b>	<b>(766)</b>	<b>6,077</b>	<b>6,695</b>	<b>(771)</b>	<b>5,924</b>

	Unit: Million Baht					
	2020		For the year ended 31 December		2019	
	THAICOM Group	ITV Group	Consolidated financial statements	THAICOM Group	ITV Group	Consolidated financial statements
<b>Operating result</b>						
Revenue	4,228	28		5,000	28	
Net profit (loss)	514	7		(2,250)	15	
Other comprehensive income	(43)	3		106	10	
<b>Total comprehensive income</b>	<b>471</b>	<b>10</b>		<b>(2,144)</b>	<b>25</b>	
Profit (loss) allocated to non-controlling interest	303	3	306	(1,324)	7	(1,317)
Other comprehensive income allocated to non-controlling interest	281	1	282	(1,255)	5	(1,250)



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	Unit: Million Baht			
	For the year ended 31 December			
	2020		2019	
	THAICOM Group	ITV Group	THAICOM Group	ITV Group
<b>Cash flows</b>				
Cash flows from (used in)				
operating activities	1,922	7	1,869	15
investing activities	(1,346)	(6)	1,032	(16)
financing activities	(899)	-	(3,110)	-
<b>Net increase (decrease) in cash and cash equivalents before</b>	<b>(323)</b>	<b>1</b>	<b>(209)</b>	<b>(1)</b>
Opening cash and cash equivalents at beginning of the year	2,622	4	2,831	5
<b>Cash and cash equivalents at the end of the year</b>	<b>2,299</b>	<b>5</b>	<b>2,622</b>	<b>4</b>

**26 Share-based payment**

**26.1 Share-based payment settled by equity**

**Project data**

The Annual General Shareholders' Meeting approved to issue warrants to purchase the ordinary shares of the Company. The warrants are offered to employees of the Company and subsidiary who are full-time employed and qualify for the Performance Share Plan project ("Project"). Key information of warrants to purchase the ordinary shares of the Company which have not yet 5 years is listed below:

	Grant IV	Grant V
Approved date	31 March 2016	31 March 2017
Number of warrants offered (units)	671,200	1,107,800
Exercise price (Baht/share)	55.241	53.806
Number of reserved shares (shares)	671,200	1,107,800
Term of the Project	5 years from the date of initial offer of the warrants	
Offered price per unit	Baht 0 (zero Baht)	
Exercise ratio	1 unit of warrant per 1 ordinary share	

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**Fair value measurement**

INTOUCH Group measured the expense of the Project by reference to the fair value of the equity instrument granted at the grant date using Monte Carlo Simulation techniques. The major assumptions of the Company were as below:

	Grant IV	Grant V
Weighted average fair value at the grant date (Baht/unit)	20.99	27.44
Share price at the grant date (Baht/share)	56.50	54.75
Exercise price (Baht/share)	55.24	53.81
Expected volatility	26.84%	24.13%
Expected dividend	8.62%	6.83%
Risk-free interest rate	1.72%	2.01%

Movements in the number of outstanding warrants of the Company for the year ended 31 December 2020 were as follows:

	Unit: Thousand units		
	Opening balance at 1 January 2020	Transaction during the year	Closing balance at 31 December 2020
		Exercised	Expired
<b>ESOP – Grant III</b>			
- Directors	388	-	(388)
- Employees	459	-	(459)
	<b>847</b>	<b>-</b>	<b>(847)</b>
<b>ESOP – Grant IV</b>			
- Directors	171	-	-
- Employees	383	-	-
	<b>554</b>	<b>-</b>	<b>-</b>
<b>ESOP – Grant V</b>			
- Directors	245	(15)	-
- Employees	560	(74)	-
	<b>805</b>	<b>(89)</b>	<b>-</b>
<b>Total</b>	<b>2,206</b>	<b>(89)</b>	<b>(847)</b>
			<b>1,270</b>

Note: Include ESOP of employees or executives who cannot exercise their rights under the terms and conditions specified.

Reconciliation of other reserves - Equity-settled share-based payments was as below:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
For the year ended 31 December				
Opening balance at 1 January	67	61	59	54
Expense recognised in the statements of profit or loss	3	6	2	4
Items recognised in the statements of other components of equity	-	-	-	1
Exercised during the period	(5)	-	(5)	-
<b>Balance at 31 December</b>	<b>65</b>	<b>67</b>	<b>56</b>	<b>59</b>
Attributable to owners of Parent	56	59	56	59
Attributable to non-controlling interests	9	8	-	-
<b>Balance at 31 December</b>	<b>65</b>	<b>67</b>	<b>56</b>	<b>59</b>

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**26.2 Performance incentive payment to management of THAICOM, settled by cash**

On 9 May 2018, the Board of Director of THAICOM had a resolution to approve the revised amount of performance incentive payment to Baht 23 million; allocating to the managements of THAICOM with the condition that if the Absolute Total Shareholder Return and Relative Total Shareholder Return meet the criteria at the third year of the project. As at 31 December 2020, THAICOM remeasured the criteria and found that the conditions were not be met, therefore, THAICOM did not recognised expense.

**27 Other comprehensive income**

The components of other comprehensive income are as follows:

Unit: Million Baht							
	Consolidated financial statements				Separate financial statements		
For the year ended 31 December	2020	2019	2020	2019	2020	2019	
<b>Components of other comprehensive income that will be subsequently reclassified to profit or loss</b>							
Exchange rate differences on translating financial statement	(6)	(98)	(3)	(40)			
Gains (losses) on remeasuring investments held as available for sale	32	54	16	25			
Profit (loss) during the year							
Less reclassification of (profit) loss recognised in the statements of income	(21)	11	(8)	46	(11)	5	(4)
Share of other comprehensive income of associates	(80)	-	(80)	-			
Tax related to the component of other comprehensive income	(2)	(7)	-	(2)			
	(77)	(59)	(78)	(21)			
<b>Components of other comprehensive income that will not be subsequently reclassified to profit or loss</b>							
Gains on remeasurements of defined benefit plans	(101)	279	(62)	173			
Share of other comprehensive income of an associate	(18)	5	(18)	5			
Tax related to the component of other comprehensive income	15	4	-	-			
	(104)	288	(80)	178			
<b>Total other comprehensive income for the year, net of income tax</b>	<b>(181)</b>	<b>229</b>	<b>(158)</b>	<b>157</b>			

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The income tax impact to the component of other comprehensive income is as follows:

Unit: Million Baht						
Consolidated financial statements						
For the year ended 31 December	2020			2019		
	Amount before tax	Tax income (expense)	Net of tax	Amount before tax	Tax income (expense)	Net of tax
Exchange rate differences on translating financial statement	(6)	-	(6)	(98)	-	(98)
Gains (losses) on remeasuring investments held as available for sale	11	(2)	9	46	(7)	39
Share of other comprehensive income of an associate	(98)	-	(98)	5	-	5
Gains on remeasurements of defined benefit plans	(101)	15	(86)	279	4	283
<b>Total other comprehensive income</b>	<b>(194)</b>	<b>13</b>	<b>(181)</b>	<b>232</b>	<b>(3)</b>	<b>229</b>

Unit: Million Baht						
Separate financial statements						
For the year ended 31 December	2020			2019		
	Amount before tax	Tax income (expense)	Net of tax	Amount before tax	Tax income (expense)	Net of tax
Exchange rate differences on translating financial statement	(3)	-	(3)	(40)	-	(40)
Gains (losses) on remeasuring investments held as available for sale	5	-	5	21	(2)	19
Share of other comprehensive income of an associate	(98)	-	(98)	5	-	5
Gains on remeasurements of defined benefit plans	(62)	-	(62)	173	-	173
<b>Total other comprehensive income</b>	<b>(158)</b>	<b>-</b>	<b>(158)</b>	<b>159</b>	<b>(2)</b>	<b>157</b>

**28 Segment information**

INTOUCH Group is organised into the following main business segments:

Segment	Nature of business
Local wireless telecommunications	Provision of local mobile telecommunication, trading and rental of telecommunications equipment and accessories in Thailand.
Satellite and international businesses	Transponder rental and related services, uplink and downlink services, sale and service related to media, internet and provide telecommunication services in Lao PDR.
Corporate	Corporate relating to development and synergies that exist within the business, setting financial and performance targets for operating companies and assisting operating companies in obtaining financing on the most attractive terms possible.
Other businesses	Television broadcasting ( <i>ceased its operation due to the revocation of the Operating Agreement in March 2007</i> ), the provision of information technology businesses to the Group and third parties, home shopping, and businesses under Venture Capital project of the Company.

**Intouch Holdings Public Company Limited and its Subsidiaries**  
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INTOUCH Group presented geographical segments based on customers' locations in which the Group provided the services to. The primarily geographical segments are presented as follows:

Country	Principal areas of operation
Thailand	Local wireless telecommunications, satellite business services and business relating to satellite, internet & media services, and other activities.
Australia	Sales and services relating to satellite.
India	Sales and services relating to satellite.
Japan	Sales and services relating to satellite.
Myanmar	Sales and services relating to satellite.
Malaysia	Sales and services relating to satellite.
Others	Sales and services relating to satellite.

Financial information by business segment

Consolidated financial statements For the year ended 31 December 2019						
	Local wireless telecommunications business	Satellite & international businesses	Corporate business	Other businesses	Consolidation adjustments & eliminations	INTOUCH Group
Revenue	-	4,663	-	223	(8)	4,878
Share of profit (loss) of joint ventures associates	-	(116)	-	(35)	-	(151)
Costs of sales and services	12,401	-	-	(16)	-	12,385
Distribution costs and administrative expenses	-	(3,671)	-	(203)	-	(3,874)
Profit (loss) from operating activities	-	(1,068)	(357)	(20)	10	(1,435)
Net foreign exchange loss	12,401	(192)	(357)	(51)	2	11,803
Loss from impairment on investment in associates and loan to a related party	-	(128)	-	-	-	(128)
Loss from impairment on assets	-	-	(55)	-	-	(55)
Other income	-	(1,623)	-	-	-	(1,623)
Profit (loss) before finance costs and income tax	-	337	59	29	(6)	419
Finance costs	12,401	(1,606)	(353)	(22)	(4)	10,416
Income tax	-	(300)	(4)	(1)	4	(301)
Profit (loss)	-	(343)	-	(6)	-	(349)
(Profit) loss to non-controlling interest	12,401	(2,249)	(357)	(29)	-	9,766
Net profit (loss) for the year to owners of parent	-	1,324	-	(7)	-	1,317
	12,401	(925)	(357)	(36)	-	11,083

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Consolidated financial statements For the year ended 31 December 2019						
	Local wireless telecommunications business	Satellite & international businesses	Corporate business	Other businesses	Consolidation adjustments & eliminations	INTOUCH Group
Other information						
Segment assets	-	15,690	14,845	1,438	(12,620)	19,353
Investments in equity method	28,460	1,409	-	313	-	30,182
Total consolidated assets	28,460	17,099	14,845	1,751	(12,620)	49,535
Segment liabilities	-	1,819	160	2,949	(2)	4,926
Borrowings	-	4,203	-	-	(43)	4,160
Total consolidated liabilities	-	6,022	160	2,949	(45)	9,086
Interest income	-	203	40	29	(2)	270
Interest expenses	-	291	2	1	(3)	291
Depreciation	-	501	16	16	-	533
Amortisation	-	1,314	1	6	-	1,321
Depreciation & amortisation	-	1,815	17	22	-	1,854

Consolidated financial statements For the year ended 31 December 2020						
	Local wireless telecommunications business	Satellite & international businesses	Corporate business	Other businesses	Consolidated adjustment & elimination	INTOUCH Group
Revenue	-	3,557	-	123	(12)	3,668
Share of profit (loss) of joint ventures associates	-	4	-	(4)	-	-
Costs of sales and services	11,108	-	-	-	-	11,108
Distribution costs and administrative expenses	-	(2,578)	-	(105)	-	(2,683)
Profit (loss) from operating activities	-	(864)	(319)	(49)	15	(1,217)
Net foreign exchange loss	11,108	119	(319)	(35)	3	10,876
Loss from impairment on assets	-	(59)	-	-	-	(59)
Other income	-	(54)	-	-	-	(54)
Profit (loss) before finance costs and income tax	-	811	63	35	(5)	904
Finance costs	11,108	(188)	(5)	-	(2)	11,667
Income tax	-	(114)	-	(8)	-	(122)
Profit (loss) for the year	-	(114)	-	(8)	-	(122)
Profit to non-controlling interest	11,108	515	(261)	(8)	-	11,354
Net profit (loss) for the year to owners of parent	-	(303)	-	(3)	-	(306)
	11,108	212	(261)	(11)	-	11,048

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Unit: Million Baht

Consolidated financial statements For the year ended 31 December 2020						
	Local wireless telecommunications business	Satellite & international businesses	Corporate business	Other businesses	Consolidated adjustment & elimination	INTOUCH Group
<b>Other information</b>						
Segment assets	-	15,368	15,326	1,380	(13,097)	18,977
Investments in equity method	31,294	1,393	973	-	-	33,660
<b>Total consolidated assets</b>	<b>31,294</b>	<b>16,761</b>	<b>16,299</b>	<b>1,380</b>	<b>(13,097)</b>	<b>52,637</b>
Segment liabilities	-	1,524	171	2,898	(2)	4,591
Borrowings	-	3,908	40	-	(43)	3,905
<b>Total consolidated liabilities</b>	<b>-</b>	<b>5,432</b>	<b>211</b>	<b>2,898</b>	<b>(45)</b>	<b>8,496</b>
Interest income	-	148	37	28	(1)	212
Interest expenses	-	180	3	-	(2)	181
Depreciation	-	281	9	7	-	297
Amortisation	-	991	14	1	-	1,006
<b>Depreciation &amp; amortisation</b>	<b>-</b>	<b>1,272</b>	<b>23</b>	<b>8</b>	<b>-</b>	<b>1,303</b>

**Financial information by business geographical areas**

Revenue and assets, based on geographical segments, in the consolidated financial statements are as follows:

Unit: Million Baht

	Revenue		Non-current assets*	
	For the year ended		As at	
	2020	2019	2020	2019
Thailand	13,167	14,815	3,882	4,932
Australia	264	250	100	24
India	442	660	6	7
Japan	207	619	4	9
Myanmar	156	127	-	-
Malaysia	262	258	-	-
Others	278	383	42	88
<b>Total</b>	<b>14,776</b>	<b>17,112</b>	<b>4,034</b>	<b>5,060</b>

\*Comprised of property, plant & equipment, intangible assets under operating agreements, other intangible assets and right-of-use assets.

**Major customers of INTOUCH Group**

During the years ended 31 December 2020 and 2019, INTOUCH Group had no transaction with any external customers amounting more than 10% of the combined revenue.

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**29 Disaggregation of revenue**

Unit: Million Baht

Consolidated financial statements		
	2020	2019
<b>For the year ended 31 December</b>		
<b>Segment revenue</b>		
Revenue from satellite and international businesses	3,557	4,664
Revenue from other businesses	111	214
<b>Total</b>	<b>3,668</b>	<b>4,878</b>
<b>Timing of revenue recognition</b>		
<b>At a point in time</b>		
Revenue from satellite and international businesses	389	409
Revenue from other businesses	-	-
	<b>389</b>	<b>409</b>
<b>Overtime</b>		
Revenue from satellite and international businesses	3,168	4,255
Revenue from other businesses	111	214
	<b>3,279</b>	<b>4,469</b>
<b>Total</b>	<b>3,668</b>	<b>4,878</b>

**30 Other income**

Unit: Million Baht

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Interest income	212	270	37	40
Compensation income under insurance policy abiding to Services Agreement for life-extension service of satellites	353	-	-	-
Compensation income under insurance policy	268	-	-	-
Compensation from customer	-	60	-	-
Bad debt recovery	-	52	-	-
Gain on revaluation of investment	7	-	7	-
Gain on sale of investment	14	9	14	9
Gain on sale of equipment	7	7	2	2
Other income	43	21	10	8
<b>Total</b>	<b>904</b>	<b>419</b>	<b>70</b>	<b>59</b>

During 2020, THAICOM received the proceeds from insurer according to other insurance policy amounting to USD 8.4 million or approximately Baht 268 million, which was presented as compensation income under insurance policy in other income.

In addition, THAICOM received the proceeds which was a part of arrangement under Services Agreement for life-extension service of satellites. THAICOM recognised it as other income for the year ended 31 December 2020 in the amount of Baht 353 million (net from the written-off of advance payment under the said Services Agreement in the amount of USD 3 million or approximately Baht 98 million) (note 37.5).

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**31 Expenses by nature**

The expenses by nature that have been charged in cost of sales of goods and rendering of services, distribution costs and administrative expenses can be classified are as follows:

For the year ended 31 December	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Depreciation	297	533	9	16
Amortisation charge	1,006	1,321	14	1
Staff cost	1,026	1,133	196	213

**32 Provident fund**

INTOUCH Group has established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530. The registered provident fund plan was approved by the Ministry of Finance on 23 July 1990 and the provident fund's name was amended on 21 January 1993. Under the plan, the employees must contribute 3% - 7% of their basic salaries. INTOUCH Group's contribution is based on the length of service of staff. INTOUCH Group has appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in Ministerial Regulation No. 2 (B.E. 2532) issued under the Provident Fund Act B.E. 2530.

INTOUCH Group had a contribution to provident fund as follow:

For the year ended 31 December	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Contribution to provident fund	32	34	8	7

**33 Income tax**

Reconciliations of income tax are as follows:

For the year ended 31 December	Note	Unit: Million Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
Current tax		25	38	-	-
Deferred tax expense	18	97	311	-	-
<b>Income tax expense</b>		<b>122</b>	<b>349</b>	<b>-</b>	<b>-</b>

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Reconciliation of income tax expense and the results of the accounting profit multiplied by the income tax rates are as follows:

For the year ended 31 December	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Profits before tax	11,475	10,115	11,044	11,075
Corporate income tax rates	20%	20%	20%	20%
The result of the accounting profit multiplied by the income tax rates	2,295	2,023	2,209	2,215
Share of profit from investment in subsidiaries, associates and joint ventures	(2,221)	(2,447)	(2,259)	(2,286)
Effect of the different basis of income tax calculation on tax rates in other countries	63	132	-	-
Tax losses in current year not recognised as deferred tax assets	168	130	52	61
Written off deferred tax asset	-	269	-	-
Effect of corporate income tax exemption, the non-deductible tax expense and income and expense recognised in the different period between accounting and tax	(183)	242	(2)	10
<b>Tax charge</b>	<b>122</b>	<b>349</b>	<b>-</b>	<b>-</b>
Effective tax rate	1.1 %	3.5 %	0.0 %	0.0 %

**Income tax rate**

Intouch group uses corporate income tax rate of 20% to calculate deferred tax assets as at 31 December 2020 and 2019.

**34 Earnings per share**

Basic earnings per share are calculated by dividing the profit for the year attributable to the equity holders of the Company shareholders by the weighted average number of ordinary shares outstanding during the year.

For diluted earnings per share, the issued weighted average number of ordinary shares is adjusted to assume the conversion of all potential dilutive ordinary shares, which is the weighted average number of ordinary shares which would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares. The assumed proceeds from the exercise of ESOP would be considered to have been received from the issue of shares at fair value.

The basic earnings per share and the diluted earnings per share were as follows:

For the year ended 31 December	Consolidated financial statements					
	Profit attributable to owners of the Parent		Weighted average number of shares		Earnings per share attributable to owners of the Parent	
	2020 (in Million Baht)	2019	2020 (in Million shares)	2019	2020 (in Baht)	2019
Basic earnings per share	11,048	11,083	3,206	3,206	3.45	3.46
The effect of dilutive potential shares	-	-	-	-	-	-
<b>Diluted earnings per share</b>	<b>11,048</b>	<b>11,083</b>	<b>3,206</b>	<b>3,206</b>	<b>3.45</b>	<b>3.46</b>

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For the year ended 31 December	Separate financial statements					
	Profit attributable to owners of the Parent		Weighted average number of shares		Earnings per share attributable to owners of the Parent	
	2020 (in Million Baht)	2019	2020 (in Million shares)	2019	2020 (in Baht)	2019
Basic earnings per share	11,044	11,075	3,206	3,206	3.44	3.45
The effect of dilutive potential shares	-	-	-	-	-	-
<b>Diluted earnings per share</b>	<b>11,044</b>	<b>11,075</b>	<b>3,206</b>	<b>3,206</b>	<b>3.44</b>	<b>3.45</b>

### 35 Dividends

The Board of Director's Meeting on 25 March 2020 and 7 August 2020 passed the resolutions to pay interim dividends as follows:

From operational result of	Dividend	Interim dividend paid in 2019	Dividend paid in 2020	Approx. amount paid as per announcement	Date of payment
	(Baht per share)	(Baht per share)	(Baht per share)	(in million Baht)	
2019	2.65	1.35	1.30	4,168	23 Apr' 20
Six-month period ended 30 Jun' 20	1.15	-	1.15	3,687	3 Sep' 20

Remark: the actual amount of dividend paid might be less than the announcement since there were some ineligible shareholders as per TSD regulations on the record date.

### 36 Financial instruments

The principal financial risks faced by INTOUCH Group are interest rate risk and exchange rate risk. INTOUCH Group borrows at fixed and floating rates of interest to finance its operations. Sales, purchases and a portion of borrowings are transacted in foreign currencies. In order to manage the risks arising from fluctuations in exchange rates and interest rates, INTOUCH Group makes use of derivative financial instruments.

The following strategies are employed to achieve these objectives. Interest rate exposures are managed through interest rate swaps taken out with commercial banks and foreign exchange forward contracts and foreign currency options are taken out to manage the currency risks in future sales, purchases and loan repayments. The appropriate risk management is considered in accordance with the policy framework approved by the Board of Directors.

Trading for speculative purposes is prohibited. All derivative transactions are subject to approval of the management before execution.

Management of currency and interest rate exposures is the responsibility of the Corporate Finance Officer. Management reports contain details of cost and market value for all derivative financial instruments including outstanding forward contracts and cross currency and interest rate swap. For the investment, INTOUCH Group has guideline to short-term investment which specifies the policy for INTOUCH Group short-term investment, approved by the Board of Directors, as well as the level of acceptable risk undertaken by counterparty type.

#### Credit risk

INTOUCH Group has no significant concentrations of credit risk. INTOUCH Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Financial institute counterparties are considered in accordance with the policy for INTOUCH Group short-term investment.

#### Liquidity risk

INTOUCH Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance INTOUCH Group's operations, including finding short term credit facility from various banks for reserve in case of necessity and to mitigate the effects of fluctuations in cash flows.

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#### Foreign currency risk

INTOUCH Group had outstanding foreign currency assets and liabilities after foreign currency forward contracts and cross currency interest rate swap and foreign currency options as follows:

	As at 31 December 2020		As at 31 December 2019	
	Foreign currency		Foreign currency	
	(Unit: million)	(in million Baht)	(Unit: million)	(in million Baht)
<b>Assets</b>				
US Dollars	184	5,504	71	2,130
EURO	-	-	0.12	4
Yen	7	2	-	-
Indian Rupees	446	171	463	183
Australian Dollars	10	226	0.06	1
New Zealand Dollars	1	28	0.95	19
Vietnam Dong	23	3	-	-
Hong Kong Dollars	3	9	3	10
<b>Total</b>		<b>5,943</b>		<b>2,347</b>
<b>Liabilities</b>				
US Dollars	37	1,103	79	2,384
Indian Rupees	5	2	247	111
Australian Dollars	5	106	0.06	1
New Zealand Dollars	0.34	7	0.34	7
Singapore Dollars	0.09	2	-	-
Vietnam Dong	33	4	51	7
<b>Total</b>		<b>1,224</b>		<b>2,510</b>

The major foreign currency assets represent cash at bank and trade receivables. The major foreign currency liabilities represent, trade accounts payable, accounts payable - equipment and borrowings.

#### Fair value of financial instruments risks

The carrying amount of cash and cash equivalents, current investments or other current financial assets, trade accounts receivables, amounts due from related parties, short-term loans and advances to related parties, trade accounts payable, other payable, accounts payable - equipment, amounts due to related parties, short-term borrowings, current portion of long-term borrowings, other current assets and other current liabilities are assumed to approximate their fair value due to the short maturities of these instruments.



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Financial assets and liabilities measured at fair value were as follows:

**Unit: Million Baht**

<b>Consolidated financial statements</b>					
	Carrying amount	Fair value			Total
		Level 1	Level 2	Level 3	
<b>As at 31 December 2019</b>					
<b>Current assets</b>					
<b>Current investments</b>					
Debt securities available for sale	4,552	-	4,552	-	4,552
<b>As at 31 December 2020</b>					
<b>Current assets</b>					
<b>Other current financial assets</b>					
Investment in debt security measured at FVTOCI	4,559	-	4,559	-	4,559
<b>Non-current assets</b>					
Investment in venture capital	975	-	-	975	975

**Unit: Million Baht**

<b>Separate financial statements</b>					
	Carrying amount	Fair value			Total
		Level 1	Level 2	Level 3	
<b>As at 31 December 2019</b>					
<b>Current assets</b>					
<b>Current investments</b>					
Debt securities available for sale	1,410	-	1,410	-	1,410
<b>As at 31 December 2020</b>					
<b>Current assets</b>					
<b>Other current financial assets</b>					
Investment in debt security measured at FVTOCI	1,445	-	1,445	-	1,445
<b>Non-current assets</b>					
Investment in venture capital	975	-	-	975	975

**Fair Value hierarchy**

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair value measurements are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities which the Group can access that market at the measurement date.
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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The Group determines Level 1 fair values for marketable equity securities or investment in debt security measured at FVTOCI, by using reference rates from the quoted prices in the stock market at the close of business on the reporting date and Level 2 fair value for marketable debt securities, by using reference rates from the quoted prices in the Thailand's bond market at the close of business on the reporting date.

Financial assets and liabilities that were not measured in fair value (disclosure by fair value) as follows:

**Unit: Million Baht**

<b>Consolidated financial statements</b>					
	Carrying amount	Fair value			Total
		Level 1	Level 2	Level 3	
<b>As at 31 December 2019</b>					
<b>Non-current liabilities</b>					
Debenture	2,229	-	2,367	-	2,367
Long-term borrowings, excluded					
finance lease liabilities	1,533	-	-	1,552	1,552
<b>As at 31 December 2020</b>					
<b>Non-current liabilities</b>					
Long-term borrowings, excluded					
finance lease liabilities	1,135	-	-	1,137	1,137

The Group determines Level 2 fair value for marketable debenture, by using reference rates from the quoted prices in the Thailand's bond market at the close of business on the reporting date. For long-term borrowings (exclude finance lease liabilities), the Group determines Level 3 fair value, by discounted cash flows using marginal interest rate for similar liabilities in the market.

**37 Commitments**

**37.1 Operating Agreement commitments of ITV Public Company Limited ("ITV"), before the termination**

**On 7 March 2007**, ITV received the letter of termination of the Operating Agreement from the PMO. This caused the following disputes:

- 1) **A case in which ITV is the plaintiff** regarding to the arbitration institution dispute No. 46/2550 whereby the PMO's unduly termination of the Operating Agreement which was wrongfully performed in breach of the Operating Agreement and against the law, including the arbitration institution dispute No. 1/2550 on 4 January 2007 which is the dispute of the payment of the program penalty fee and interest in the total amount approximately Baht 100,000 million. On 8 October 2019, the Arbitration Institute ordered the dispose of the Black Case No. 1/2550 after the SAC had adjudicated that this was not a case under the arbitration process.
- 2) **A case in which ITV is the defendant** whereby the PMO demanded that ITV make the payment of the program penalty, the unpaid operating fee, interest and the undelivered value of assets approximately totaling Baht 100,000 million in Black Case No. 640/2550. Later, on 19 December 2007, the Supreme Administrative Court ("SAC") dismissed the case and instructed the parties to enter into the arbitration proceeding for the Black Case No. 1/2550 and No. 46/2550. The progression of the dispute was disclosed in note 38.2 to the financial statements.

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**37.2 Shareholder agreements**

INTOUCH Group has entered into shareholder agreements and other agreements with strategic partners and government agencies both in Thailand and other countries as follows:

**Singapore Telecommunications Limited ("Singtel")**

According to the Shareholders Agreement between the Company and Singtel, the parties confirm that they did not have any mutual intention at the time that they entered into the Shareholders Agreement to act and have not acted together or in exercising their voting rights for the purpose of achieving a common control of the voting rights or of the business of AIS. In the event that the shareholders are unable to reach agreement on significant corporate actions, either shareholder (the seller) may serve notice on the other shareholder (the buyer) requiring the buyer to either purchase the seller's interest in AIS, or if the buyer does not do so, then the seller must purchase the buyer's interest in AIS. At present, there is no significant argument between the parties.

**The Government of the Lao People's Democratic Republic ("Lao PDR")**

Lao Telecommunications Company ("LTC") is an indirect joint venture of THAICOM, which was established under the terms of a Joint Venture Contract dated 8 October 1996, signed by Lao PDR and Shinawatra Computer and Communications Public Company Limited, a former name of the Company. According to the aforementioned Joint Venture Contract, LTC has the right to provide telecommunication services - fixed line phone, mobile phone, international facilities, internet and paging within the Lao PDR for 25 years. Currently, SHEN owns 49% of LTC's registered shares.

As per the shareholder agreement, after the end of the 20<sup>th</sup> year, in 2016, the government of the Lao PDR shall have the right to consider purchasing all LTC's share at a market price. And after the end of 23<sup>rd</sup> year, in 2019, INTOUCH Group has a right to submit a proposal to Lao PDR to consider the extension of the term of agreement. Otherwise at the end of the 25<sup>th</sup> year, in 2021, INTOUCH Group has to transfer all of LTC's shares to Lao PDR without any charges. According to the shareholder agreement, LTC is required to invest at least USD 400 million in the projects specified in the agreement within 25 years which LTC had invested completely according to the agreement.

On 23 October 2015, SHEN and Lao PDR have officially reached the agreement to extend the Joint Venture Agreement and the Master Agreement for the Development of Telecommunications Services in the Lao PDR, as a result LTC obtain right to operate communication service in Lao PDR for a further period of 25 years until 2046. According to the amended agreements, LTC is required to invest at least USD 400 million in the projects specified in the agreements within 25 years.

**37.3 Operating agreement commitments of THAICOM**

THAICOM was permitted by the Ministry of Transport and Communications, under an agreement dated 11 September 1991 and an amendment thereto dated 22 March 1992, to operate and administer certain satellite projects and to render transponder services for domestic and international communications as well as the right to collect, for a thirty-year period, service charges from users of the transponders. The agreements for operation have been transferred to the Ministry of Digital Economy and Society (previously named Ministry of Information and Communication Technology ("MICT")).

Under the aforementioned agreement, THAICOM must pay an annual fee to MICT based on a percentage of certain service incomes or at the minimum level specified in the agreement, whichever is higher. As at 31 December 2020, the remaining minimum operating agreement fee was Baht 70 million (31 December 2019: Baht 159 million). In addition, THAICOM, according to the aforementioned agreement, must transfer its ownership of all satellites, and monitoring stations and other operating equipment to MICT on the date of completion of construction and installation.

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**37.4 Operating lease commitments - where a group company is the lessee**

The future minimum lease payments under non-cancelable operating leases (Company: nil) were as follows:

	Unit: Million Baht	
	Consolidated financial statements	
	31 December 2020	31 December 2019
Not later than 1 year	9	36
Later than 1 year and not later than 5 years	2	23
<b>Total</b>	<b>11</b>	<b>59</b>

These operating lease commitments were short-term leases and leases for which the underlying asset was of low value, INTOUCH Group selected to account for lease payments as an operating expense on a straight-line basis over the lease term.

**37.5 Other service agreement**

On 1 December 2017, THAICOM entered into the Services Agreement for life-extension service of the satellites for five years term with a minimum commitment until the end of operating agreement period at USD 9 million, with having a certain right of termination by THAICOM under term and condition specified in the agreement. Another service fee of USD 71 million will be incurred depends on certain conditions of the agreement, if THAICOM is allowed to operate the current operational agreement satellites after the operational agreement ends.

On 17 April 2020, THAICOM and the contract party mutually agreed to enter into a termination agreement to terminate the above contract; as a result, both parties did not have any contractual responsibilities.

As a result of the termination agreement above, THAICOM recorded the written-off of advance payment in the amount of USD 3 million or approximately Baht 98 million in March 2020. Subsequently, in May 2020, THAICOM was proceeded the compensation from insurer (such insurance was a part of arrangement under the Service Agreement) amount of USD 14 million, or approximately Baht 451 million. The net balance after deduction of the advance payment written-off was Baht 353 million which was presented as compensation income under insurance policy abiding to Services Agreement for life-extension service of satellites (note 30).

**37.6 Bank guarantees**

As at 31 December 2020, INTOUCH Group had commitments with banks, in respect of letters of guarantees for satellite space segment leasing, customs duties, electricity usage and other transactions in the ordinary course of business in the amount of Baht 567 million, USD 2 million (31 December 2019: Baht 566 million, USD 2 million) on a consolidated financial statements.

**38 Significant events, disputes and litigation of INTOUCH Group**

**38.1 The judgment of the Supreme Court, Criminal Division for Persons Holding Political Positions**

According to the judgment of the Supreme Court, Criminal Division for Persons Holding Political Positions rendered on 26 February 2010, concerns the Company and its affiliated companies in many aspects. The Company is of the opinion that the consequence of the judgment is limited to the holding that some property of the person holding political position was improperly acquired by an abuse of power while being in a political position. The judgment does not contain any order indicating that the Company and its affiliated companies shall take any actions as the Company is not involved to the case. The Company and its affiliated companies have been operating to the best of its ability in accordance with the law and the agreements and in good faith. The Company and its affiliated companies have every right available under the law and agreements to provide the facts to prove its innocence and good faith in any proceeding which may be initiated by the relevant government agencies in accordance with the law and justice.

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**38.2 The dispute between ITV and the PMO relating to the Operating Agreement**

ITV is a defendant in cases from having operated a television broadcasting station involving the PMO, which sent the notice dated 7 March 2007 to terminate the Operating Agreement and demanded that ITV cease its broadcasting using the UHF system by midnight of that date. At the reporting date, the pending case between ITV and the PMO was the Black Case No. 46/2550. On 9 May 2007, ITV submitted a dispute to the Arbitration Institute over the PMO's termination of the Operating Agreement whether it is illegal or not and a claim for damages arising from this action amounting to Baht 21,814 million.

Previously, the PMO had filed a complaint against ITV to the CAC requesting ITV to pay the unpaid operating fees and the interest thereon at the rate of fifteen percent (15%), a fine for adjusting the broadcasting schedule and the value of non-delivered assets, totaling Baht 101,865 million. But the CAC dismissed the case and instructed the parties to enter into arbitral proceedings to resolve the dispute. The PMO appealed to the SAC against this decision and the SAC upheld the dismissal. Then, the PMO submitted the dispute through the arbitration process as specified in the Operating Agreement and filed its counterclaim to the Black Case No. 46/2550.

On 14 January 2016, the Arbitration Institute ruled that the termination of the PMO had been unlawful (the Red Case No. 1/2559). ITV and the PMO were ordered to pay each other the same amount so there were no outstanding debt between the two parties. However, although the arbitration tribunal had made its final ruling, either party could submit a petition to the relevant court to reconsider this case.

On 29 April 2016, the PMO filed a petition with the CAC, which was accepted on 2 November 2016 (the Black Case No. 620/2559).

On 17 December 2020, the CAC issued its judgement for the Black Case No. 620/2550 (Red Case No. 1948/2563) dismissing the case with the reason that there is no legal ground to revoke the arbitration award.

On 15 January 2021, the PMO submitted an appeal to the SAC. At present, the appeal is in a process of consideration of the Administrative Court.

**38.3 Assessment for income tax in India**

The Tax Authority in India ('the Tax Authority'), has held that the payments received by THAICOM for providing Transponder Services ('TPS') to its Indian customers and non-resident customers targeting Indian audience ('the Customer') was Royalty under both the Indian Income Tax Act ('the Act'), and the Double Taxation Avoidance Agreement between Thailand and India ('the DTAA') and subject to withholding tax at the rate of 15% on gross basis. But THAICOM considered income from Transponder Services to be business income, and as THAICOM does not have permanent establishment in India, such incomes are not taxable in India.

The Tax Authority still insists on its consideration and has raised the tax demand including surcharge, education and interest aggregating to Rs. 859 million (approximately Baht 352 million) against the said payment received by it from the customers and also levied penalty of Rs. 566 million (approximately Baht 232 million) for the Assessment Year ('AY') 1998-1999 to 2012-2013 (1 April 1997 to 30 March 2012).

So far, THAICOM had received Withholding Tax Certificates ('WTC') from its customers until AY 2012-2013 net amounting to Rs. 594 million (approximately Baht 243 million), in which part of the amount is substituted and paid by the Customer on behalf of THAICOM and used it as deposit. THAICOM had also deposited Rs. 480 million (approximately Baht 197 million) and presented as other non-current assets in the statements of financial position.

On 4 March 2011, the Income Tax Appellate Tribunal ('ITAT') gave its decision that THAICOM's income from transponder services in India was not a royalty and as THAICOM has no permanent establishment in India; such income was not taxable in India.

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As the consequence, THAICOM does not have to pay interest and penalty imposed by the Revenue Department of India, and ITAT also decided that the demand for penalty for the assessment year 1998-1999, 1999-2001, 2001-2002 and 2002-2003 made by the Revenue Department of India against THAICOM be cancelled. The Revenue Department of India did not appeal against the ITAT's decision on penalty for the said assessment years to the High Court of Delhi and the ITAT's decision on penalty was final. On 30 December 2011, the Tax authority notified the partial return of deposit placed by THAICOM against the penalty for the Assessment Year ('AY') 1998-1999 to 2001-2002 and interest, aggregating to Rs. 162 million (approximately Baht 67 million).

Further to ITAT decision as stated in the preceding paragraphs, THAICOM is in the process of requesting the refund of the remaining deposit and withholding tax from the Tax Authority. Upon the final decision of the Supreme Court and the receipt of refund, THAICOM will forward the customer the amount they substituted on behalf of THAICOM.

On 28 September 2011, the Tax Authority has filed an appeal against the decision of High Court on 17 February 2011 which decided that THAICOM's income from transponder services in India was not a Royalty, to the Supreme Court. At the moment, this issue is still under the consideration of the Supreme Court.

The Supreme Court of India issued a letter dated 9 November 2011, to inform the agent of THAICOM's tax consultant of the appeal. Currently, the matter is in process, awaiting the Supreme Court of India's consideration.

**38.4 The major commercial disputes and significant litigation of AIS Group**

On 7 January 2021, TOT Public Company Limited ("TOT") and CAT Telecom Public Company Limited ("CAT") were merged into one company named National Telecom Public Company Limited ("NT")

**AIS**

1) *Interconnection Agreements in accordance with the announcement of National Telecommunication Commission ("NTC")*

According to Telecommunication Business Operation Act B.E. 2544 and the announcement of NTC regarding the Use and Interconnect of Telecommunication Network B.E. 2549, AIS has entered into an interconnection ("IC") agreement with other operators approved by NTC and the effective period of the agreement is listed below:

Operators	Effective period
1) Total Access Communication PCL	30 November 2006 onwards
2) Truemove Company Limited	16 January 2007 onwards
3) Digital Phone Company Limited	1 June 2009 onwards
4) CAT Telecom Public Company Limited	7 April 2010 onwards
5) Advanced Wireless Network Company Limited	1 April 2013 onwards
6) Dtac TriNet Company Limited	1 July 2013 onwards
7) True Move H Universal Communication Company Limited (formerly Real Future Company Limited)	1 July 2013 onwards

On 31 August 2007, TOT has filed a lawsuit against NTC to the CAC to revoke the said announcement. On 15 September 2010, the CAC has dismissed the case which TOT filed to revoke the announcement of NTC regarding the Use and Interconnect of Telecommunication Network B.E. 2549. TOT has appealed such dismissal to the SAC. On 4 February 2008, TOT sent a letter to AIS informing that the AIS should wait for the final judgment of the Court. If AIS undertake the IC agreements per the NTC announcement before the final judgment of the Court, TOT shall not recognise the AIS's related actions and AIS must be responsible for such actions.

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According to the Agreement for operations ("the Agreement"), AIS has to pay TOT the higher of stipulated annual minimum payment or the percentage of service revenues and other benefits that AIS should be received in each year prior to deducting expenses and taxes. However, AIS had to comply with the regulation while TOT would like to wait for the final judgment of the Court. As a result, AIS anticipated entering into a negotiation with TOT in relation to a calculation method of the revenue sharing. AIS calculated the revenue sharing from the net IC revenue which is similar to other operators in the telecommunication industry on a conservative basis. The revenue sharing amount to be paid to TOT is subject to the final judgment of the court in relation to revoking the announcement of NTC and a negotiation between TOT and AIS. AIS will make adjustment in the financial statement in the period when the issue has been agreed. AIS management believes that it will not incur significant expense more than the revenue sharing amount which AIS has recorded.

However, after having considered the letter from TOT, the relevant laws and the legal counsel's opinion, the management of AIS has the opinion that non-compliance with the above Interconnection Agreement would be in conflict with the announcement of NTC regarding the Use and Interconnect of Telecommunication Network. Therefore, AIS decided to comply with the said Agreements which are in line with the legal provision in force by issuing invoices to collect the interconnection charge from the contractual parties.

On 30 December 2008, AIS remitted the revenue sharing incurred from the interconnection of the telecommunication network for February 2007 to June 2008 in the amount of Baht 761 million based on the rate and calculation method of AIS to TOT. Later, AIS and TOT had set up the negotiation committee to seek for the conclusion but it could not be done. TOT required AIS to pay revenue sharing calculated on gross interconnection charges received by AIS at the rate specified in the Agreement without deduction of interconnection charges which AIS had to pay to other operators. Thus, on 26 January 2011, TOT sent a letter demanding AIS to pay the revenue sharing on the interconnection charges of the Agreement for operations year 17<sup>th</sup>–20<sup>th</sup> in the amount of Baht 17,803 million plus interest at the rate of 1.25% per month. But AIS disagreed and sent a letter opposing the claim to TOT and AIS submitted the dispute to the Arbitration Dispute Resolution Office, the Arbitration Institute ref. Black Case No. 19/2554 on 9 March 2011 requesting the Arbitral Tribunal to give an award that TOT has no right to claim for such revenue sharing.

On 29 July 2014, TOT submitted a dispute no. 55/2557 demanding AIS to pay additional payment for the revenue sharing on the interconnection charges of the operation years 21<sup>st</sup> - 22<sup>nd</sup> in the amount of Baht 9,984 million plus interest at 1.25% per month on its outstanding and computing from the default date until the full payment is made. In addition, TOT requested this case to be under the same consideration with the Black Case No. 19/2554 to the Arbitral Tribunal.

On 23 August 2016, AIS submitted the dispute to the Alternative Dispute Resolution Office, the Arbitration Institute, under the Black Case No. 83/2559, requesting the Arbitral Tribunal to give an award on the ground that TOT had no right to claim for such revenue sharing on the interconnection charges of the operational year 23<sup>rd</sup> – 25<sup>th</sup> in the amount of Baht 8,368 million plus interest at 1.25% per month on its outstanding amount for each year subject to the request by TOT.

On 17 August 2018, the Arbitration Institute had an award for the Black Case No. 19/2554 that TOT has no right to claim AIS to pay the revenue sharing on the interconnection charges of the Agreement for operational year 17<sup>th</sup> - 20<sup>th</sup> in the amount of Baht 17,803 million plus interest at the rate of 1.25% per month and to prohibit TOT from claiming for operational bank guarantee in accordance with the agreement and minimum payment guarantee for operational year 17<sup>th</sup> - 20<sup>th</sup>. Moreover, the Arbitration Institute had dismissed a dispute No. 55/2557 and had ordered TOT to pay AIS for overpayment in revenue sharing on the interconnection charges by Baht 111 million within 60 days from receiving such award together with additional interest payment at 7.5% per annum if TOT made payment after due date. TOT has filed a petition to revoke the Arbitral Tribunal's award to the CAC and under the process of consideration.

On 30 April 2019, the majority of arbitrators decided on the Black Case No. 83/2559 that AIS has to pay the net revenue sharing in the amount of Baht 224 million with interest, which AIS agreed to pay by using the revenue sharing of interconnection charges in the dispute 55/2557, amounting Baht 111 million plus interest to TOT, resulting to the remaining amount of Baht 144 million. However, TOT did not accept, therefore, on 22 May 2019, AIS put the money to the Property Office.

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On 6 August 2019, AIS received TOT's revocation the Arbitration's resolution, the Black Case No.1713/2562 dated 25 July 2019 which TOT had submitted to the CAC to revoke the above Arbitration's resolution. Currently, the case is in the process of the CAC.

AIS's management believes that it will not incur significant expense more than the recorded amount.

*2) Obligations of the bank guarantees in connection with the Agreement for Operation ("the Agreement")*

According to the Agreement, AIS has the duties to deliver the bank guarantees to TOT to secure the payment of the minimum revenue sharing for each operation year and shall recover the bank guarantee of the past operation.

TOT did not return the bank guarantees which have secured the payment of the minimum revenue sharing for the operation year 17<sup>th</sup> - 21<sup>st</sup> for a total value of Baht 7,007 million by claiming that AIS had not completely paid the revenue sharing due to the deduction of the revenue sharing for the Excise Tax and the deduction of the Interconnection Charges. Currently, the dispute has been considered by the Arbitration process.

On 11 May 2011 and on 5 October 2012, AIS submitted the disputes to the Alternative Dispute Resolution Office, the Arbitration Institute under the Black Case No. 40/2554 and 119/2555 requesting the Arbitral Tribunal to award an order to TOT to return the bank guarantees to AIS because AIS had completely paid the revenue sharing for each operation year and had correctly complied with the law and the relating Agreements in all respects.

On 10 February 2014, the Arbitral Tribunal gave the arbitration award to order TOT to return the bank guarantees for the operation year 17<sup>th</sup> - 21<sup>st</sup> to AIS. On 16 May 2014, TOT submitted the Black Case No. 660/2557 to the CAC to revoke the Arbitral Tribunal's award.

On 19 May 2014, AIS submitted the Black Case No. 666/2557 to the CAC requesting TOT to return the bank guarantees for the 17<sup>th</sup> - 21<sup>st</sup> operation year to AIS according to the arbitration award and pay the bank guarantees fee of Baht 7 million which had been paid by AIS to the banks and plus interest at 7.5% per annum computing from the date that AIS paid to the banks.

On 21 September 2020, the CAC reached its decision to dismiss such dispute made by TOT and ordered TOT to return the bank guarantees for the operation year 17<sup>th</sup> - 21<sup>st</sup> to AIS according to the arbitration award and to return total court fees to AIS.

On 19 October 2020, TOT appealed to dismiss such decision of the CAC. Currently, the Appeal petition is under the consideration of CAC.

*3) 900 MHz subscribers' migration to 3G 2100 MHz*

On 25 September 2014, TOT submitted a dispute under the Black Case No. 80/2557 to the Alternative Dispute Resolution Office Arbitration Institute demanding AIS to pay compensation from the 900 MHz subscribers porting to 3G 2100 MHz provided by its subsidiary in the amount of Baht 9,126 million plus interest at 7.5% per annum from 25 September 2014 until the full payment is paid.

On 29 March 2016, TOT submitted the revision to amend the compensation amount from May 2013 to September 2015, the ending of the Agreement for Operations in the amount of Baht 32,813 million plus VAT and interest at 1.25% per month from June 2013 until the full amount is paid.

On 14 February 2019, the Arbitration Institute dismissed the said dispute by giving the reason that AIS was not in breach of the Agreement.

On 15 May 2019, TOT submitted the Black Case No. 951/2562 to the CAC to revoke the Arbitration's resolution. Currently, the said case is in the process of the CAC.

AIS's management believes that the outcome of the dispute should be settled favourably and has no considerable impact on the financial statements of AIS.

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**4) The claim for additional revenue from the 6<sup>th</sup> and 7<sup>th</sup> Amendments of the operating agreement ("the Agreement")**

On 30 September 2015, AIS submitted the dispute Black Case No. 78/2558 to the Arbitration Institute, the Alternative Dispute Resolution Office, court of justice to decide regarding the 6<sup>th</sup> Amendment dated 15 May 2001 and the 7<sup>th</sup> Amendment dated 20 September 2002 to the Agreement to conduct business of Cellular Mobile Telephone that the amendments bind AIS and TOT to comply with the amendments until the expiration of the Agreement and that AIS has no obligation to pay for the additional revenue according to the letter claimed by TOT to AIS on 29 September 2015 regarding to request the payment of additional revenue in the amount of Baht 72,036 million which TOT has claimed that the 6<sup>th</sup> and the 7<sup>th</sup> Amendments were material which caused TOT to receive lower revenue than the rate as specified in the Agreement.

On 30 November 2015, TOT submitted the dispute Black Case No. 122/2558 to the Arbitration Institute, the Alternative Dispute Resolution Office, Court of Justice to decrease the amount of the revenue claimed by TOT to Baht 62,774 million according to the percentage adjustability of revenue sharing upon the Agreement. This case is the same as the dispute Black Case No. 78/2558. The Arbitral Tribunal have merged the two cases together.

AIS received the award of the Arbitral Tribunal by majority vote, dated 23 January 2020, ordering AIS to make the payment of Baht 31,076 million plus an interest of 1.25% per month after 30 November 2015 until the payment is complete.

AIS disagreed with the decision and, on 22 April 2020, AIS filed a request for revocation of the award to the CAC (the Black Case No. 1165/2563).

On 23 April 2020, TOT submitted a request for the revocation of the decision from Arbitration Tribunal to the CAC regarding that Arbitration Tribunal decided that the TOT's claim for the remuneration of Baht 31,698 million was submitted beyond the expiration of the claimed period (Black Case No. 1171/2563).

According to the dispute has not yet been finalized and the management of AIS considers that the result of the above ruling should not be considerable impact on the financial statements of AIS.

**5) The claim for installation and connection of telecom equipment within 900 MHz frequency band on the Base Site which Digital Phone Co., Ltd. ("DPC") has transferred the title to CAT subject to the Operating Agreement regarding Cellular Telecommunication Service between CAT and DPC.**

On 29 April 2016, CAT filed a lawsuit against AIS to the CAC, the Black Case No. 613/2559 for the removal of installed and connected telecom equipment used in cellular telecommunication services within 900 MHz frequency band and/or other frequencies or other telecom equipment of AIS installed in 95 base sites which DPC has transferred to CAT subject to the Operating Agreement without approval from CAT. Therefore, CAT demanded AIS to compensate for the usage of assets owned by CAT during January 2013 to April 2016 in the amount of Baht 126 million plus interest at the rate of 7.5% per annum from the filing date until the compensation is paid in full and to pay for damages from the filing date in the amount of Baht 3 million per month plus interest at the rate of 7.5% per annum of the claimed amount in each month to CAT until the removal of telecom equipment is completed.

On 19 March 2018, the CAC had an order on this said case to be transferred to the Civil Court, the Black Case No.1681/2561.

On 21 August 2020, the CAT submitted to revoke the dispute due to both parties entered into the dispute settlement agreement on 17 August 2020. The court authorized to withdraw the lawsuit and the case was dismissed.

**6) AIS submitted the claim to the CAC for revocation of the NTC order regarding to revenue incurred from the temporary service for 900MHz customer protection period after the Operating Agreement end**

On 1 May 2017, AIS filed a lawsuit against office of the National Broadcasting and Telecommunication Committee ("NBTC office"), the National Telecommunication Committee ("NTC"), the National Broadcasting and Telecommunication Committee ("NBTC") and other five persons to the CAC, the Black Case No. 736/2560 to revoke NBTC letter and NTC resolution of the NBTC office to demand AIS to pay revenue at remedy period from 1 October 2015 to 30 June 2016 in the amount of Baht 7,221 million plus interest.

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On 15 June 2017, AIS received the indictment dated 21 April 2017 by the NBTC and the NBTC office which filed a lawsuit against AIS for the same amount to the CAC as Black Case No. 661/2560 demanded AIS to pay revenue at remedy period.

AIS' management has considered that AIS has complied with NBTC announcement regarding the Temporary Customer Protection Plan Following the Expiration of the Agreement for operations or Telecommunication Service Agreement and AIS has obliged to submit the revenue after deducting any expenses to NBTC office but AIS has expenses which incurred from the service greater than the revenue. Therefore, AIS has no remaining revenue to submit to NBTC Office as stipulated in the announcement.

On 12 June 2020, the CAC revoked the NBTC's order on ground that during the remedy period of 900MHz, AIS has expenses which incurred from the service greater than the revenues generated.

On 8 July 2020 and 17 July 2020, the NBTC and the Office of NBTC appealed to the SAC.

**7) Claim for the additional revenue sharing from the rental charge for providing transmission services**

TOT has submitted the dispute No. A1/2017 dated 15 December 2017 to the Arbitration Institute, Ministry of Justice ("THAC") to claim for the payment regarding the additional revenue sharing from the rental charges for providing transmission services from January 2011 to September 2012 for the total amount of Baht 20 million and No. A1/2018 dated 12 January 2018 to claim for the payment regarding the additional revenue sharing from the rental charges for providing transmission services from October 2012 to September 2015 in the total amount of Baht 1,122 million (included VAT) including default interest rate at the rate 1.25% per month according to TOT view that AIS shall collect the rental charges for providing transmission services as the rate specified by TOT which is higher than the rental rate charged to the tenant.

On 8 February 2018, AIS has submitted the Black Case No. Kor. 1/2561 to the CAC to revoke the THAC's order for consideration the dispute No. A1/2017. Later, on 2 March 2018, the CAC has dismissed the Black Case No. Kor. 1/2561.

On 5 March 2018, AIS has submitted the Black Case No. Kor. 2/2561 to the CAC to revoke the THAC's order for consideration the dispute No. A1/2018. Later, on 16 March 2018, the CAC has dismissed the Black Case No. Kor. 2/2561.

Subsequently, on 5 and 11 April 2018, AIS had appealed the dismissal of the Black Case No. Kor. 1/2561 and the Black Case No. Kor. 2/2561, respectively.

On 13 February 2020, THAC has decided with a majority vote to revoke TOT's dispute No. A1/2017.

On 19 February 2020, AIS issued notification letter to TOT to comply with the decision from Arbitration Tribunal.

On 14 May 2020, TOT submitted a petition to the CAC under the Black Case No. 1362/2563 to request dismissal of such award.

Currently, the case is in the process of the CAC.

AIS's management believes that the rental rate charged at the reasonable market price by AIS and approved by NBTC.

**8) Claim for the usage of co-location, site facilities and its related equipment rental for asset under Cellular Mobile Telephone providing during the temporary customer protection period after the Operation Agreement ended of Cellular Mobile Telephone**

On 15 February 2018, TOT has submitted the dispute No. A3/2018 to the Arbitration Institute by Thailand Arbitration Center ("THAC") to claim for the payment regarding the usage of co-location, site facilities and its related equipment rental for asset under Cellular Mobile Telephone providing during the temporary customer protection period after the Operation Agreement ended in the total amount of Baht 183 million (included VAT) plus default interest rate at 1.25% per month.

On 5 April 2018, AIS submitted the Black Case No. Kor. 3/2561 to the CAC to revoke the THAC's order for consideration the dispute No. A3/2018.

On 25 April 2018, the CAC dismissed the Black Case No. Kor.3/2561.



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Subsequently, on 21 May 2018, AIS appealed the dismissal the Black Case No. Kor.3/2561.

On 29 October 2019, TOT has filed a petition to withdraw the dispute from THAC and further submitted to the CAC.

On 13 February 2020, the Arbitrators had an order allowing TOT to submit a petition to the arbitrators to request the removal of the above dispute.

On 13 August 2020, AIS received a copy of the Black Case No.1746/2563, dated 30 June 2020.

Currently, the case is in the process of the CAC.

AIS's management believes that the company has correctly and complied with the relating conditions of the Agreement and the announcement of the NBTC in all respects then the outcome of the dispute should be settled favorably and has not considered to materially impacting on the financial statements of AIS.

**9) Claim for the revenue sharing from provision of roaming services**

On 27 September 2018, TOT has submitted the dispute Black Case No. 67/2561 to the Arbitration Institute by the Arbitration Institute, the Alternative Dispute Resolution Office Court of Justice, to claim AIS for the additional revenue sharing from provision of roaming services which AIS had discount of service fees without prior consent from TOT since July 2013 – September 2015 in the total amount of Baht 16,253 million, VAT plus default interest rate at 1.25% per month.

AIS received the award from the Arbitral Tribunal dated 4 February 2020 with a majority vote to dismiss the case of TOT.

On 8 May 2020, TOT submitted a petition to the CAC, the Black Case No. 1309/2563, to request dismissal of the Arbitral Tribunal's award.

AIS's management believes that AIS has correctly and complied with the relating conditions of the Agreement in all respects, therefore the outcome of the dispute should not materially impact the financial statements of AIS.

**10) Withholding tax between AIS and the Revenue Department**

Pursuant to the letter dated 18 January 2013, the Revenue Department challenged AIS to pay surcharge of Baht 128 million, regarding the withholding tax on revenue sharing payment after excise tax deduction by giving the opinion that the excise tax is a part of revenue sharing. Therefore, AIS had paid the shortage of withholding tax amount of excise tax which came from the revenue sharing payment without excise tax deduction. AIS submitted the appeal to oppose such surcharge payment notification to the Commission of Appeal which the Commission of Appeal has decided for AIS to pay for such surcharge payment.

On 10 November 2016, AIS has filed the case to Central Tax Court to appeal for the revocation of the decision by the Commission of Appeal.

On 29 September 2017, the Central Tax Court has decided to dismiss the cases by AIS, based on the same reason that the excise tax is a part of revenue sharing which AIS should pay to the concession grantor in accordance with the concession agreement. Therefore, AIS has the obligations to pay for the withholding taxes incurred to the Revenue Department, failure in such conduct has resulted in the penalty to pay surcharge at the rate of 1.5% per month, aggregately the total amount of Baht 128 million.

On 20 July 2018, AIS has filed an appeal for the decision of the Central Tax Court.

On 11 March 2019, the Central Tax Court read the decision of the Court of Appeal to dismiss the cases.

On 10 July 2019, AIS has filed a petition to the Supreme Court.

On 7 December 2020, the Supreme Court ordered to reject the petition, then the case is ended. On 29 December 2020, AIS paid Baht 128 million to the Revenue Department, following the decision of the Supreme Court.

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**Digital Phone Company Limited ("DPC"), a subsidiary of AIS**

**1) The deduction of excise tax from the revenue sharing between DPC and CAT Telecom Public Company Limited ("CAT")**

On 9 January 2008, CAT submitted a dispute Black Case No. 3/2551 to the Arbitration Institute, the Alternative Dispute Resolution Office, Court of Justice demanding DPC to pay additional payment of revenue sharing under the Digital Personal Communication Network Contract in the amount of Baht 2,449 million plus penalty at the rate of 1.25% per month of the unpaid amount of each year computing from the default date until the full payment is made which total penalty calculated up to December 2007 is Baht 1,500 million, totalling Baht 3,949 million.

Later, on 1 October 2008, CAT submitted the petition to adjust the amount claimed to Baht 3,410 million which calculated from the outstanding revenue sharing up to January 2008 including penalty in the amount of Baht 790 million and value added tax in the amount of Baht 171 million.

This amount is the same as an excise tax that DPC had delivered to the Excise Department during 16 September 2003 to 15 September 2007 and deducted it from revenue sharing according to the resolution of the Cabinet dated 11 February 2003 and DPC has correctly complied with such Cabinet's resolution and this practice is the same as other operators in mobile phone or cellular radio telecommunication industries. Moreover, CAT has sent a letter No. CAT 603 (Kor Tor.) 739 notifying DPC to comply with such Cabinet's resolution.

On 1 March 2011, the Arbitral Tribunal dismissed the case by giving the reason which can be summarised that DPC was not in breach of the Agreement since DPC has completely made the payment of the revenue sharing and all debt was paid in full. Therefore, CAT has no right to re-claim for the alleged deficit amount, including the penalty and the value added tax.

On 3 June 2011, CAT submitted the Black Case No. 1259/2554 to the CAC to revoke the Arbitral Tribunal's award.

On 28 July 2015, the CAC reached its decision to dismiss such dispute made by CAT to revoke the Arbitral Tribunal's award.

On 25 August 2015, CAT appealed such dismissal to the SAC under the Black Case No. Or. 1070/2558. At present, this case has been considered by the SAC.

**2) Claim for the access charge payment and the deduction of access charge from revenue sharing between DPC, CAT and TOT**

On 9 May 2011, TOT submitted the Black Case No. 1099/2554 to the CAC against CAT as the defendant no. 1 and DPC as the defendant no. 2 demanding CAT and DPC to pay the access charge amounting to Baht 2,436 million plus VAT and interest calculated up to 9 May 2011, total amount of claim is Baht 2,954 million plus interest until the full payment is made as follows:

1. Part of DPC calculating on the amount of the mobile phone number which DPC had rendered the service at the rate of Baht 200/number/month, in the amount of Baht 432 million.
2. Part of CAT calculating on a half of the revenue sharing which CAT had received from DPC, in the amount of Baht 2,331 million.
3. The discount of access charge at the rate of Baht 22/number/month that DPC deducted from the revenue sharing, in the amount of Baht 191 million. Part of this demand is the same amount as CAT has claimed according to the dispute Black Case No. 68/2551 mentioned above but different in terms of the calculation period and interest.



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Later, on 31 July 2014, TOT submitted a petition for revision to adjust the access charge amounting to Baht 5,454 million calculated up to 16 September 2013 which is the date of the Agreement for operation period ended included VAT and interest calculated up to 10 July 2014 until full payment is made as follows:

1. Part of DPC calculating on the amount of the mobile phone number which DPC had rendered the service at the rate of Baht 200/number/month, in the amount of Baht 1,289 million.
2. Part of CAT calculating on a half of the revenue sharing which CAT had received from DPC, in the amount of Baht 3,944 million.
3. The discount of access charge at the rate of Baht 22/number/month that DPC deducted from the revenue sharing, in the amount of Baht 221 million.

On 31 May 2019, the CAC had decision to dismiss the Black Case No. 1099/2554 with the reason that the access charge is not in accordance with the law and the NBTC regarding the Use and Interconnect of Telecommunication Network by calculating from the access charge according to such notifications.

TOT and DPC did not appeal to the SAC so the case was terminated. TOT and DPC are reviewing historical data in order to calculate network connection fees to be paid for such judgment. Currently, both parties are not able to assess that transaction value which has to be mutually agreed.

AIS's management believes that the negotiation shall be in favour of DPC and have no material impact on the consolidated financial statements of the AIS Group.

**3) The reduction of roaming fee between DPC and CAT**

CAT allowed DPC to reduce roaming fee per minute from Baht 2.10 to Baht 1.10 to be in line with the decrease of mobile phone service fee for three-month period started from 1 July 2006, onwards. DPC obtained the approval from CAT to renew for three-month period several times until 31 March 2007. After that, CAT did not notify DPC of any changes until on 24 March 2008, CAT had sent a letter to notify DPC to charge roaming fee at Baht 2.10 per minute starting from 1 April 2007. On 8 May 2008, DPC sent a request letter to CAT to reconsider the roaming fee adjustment. The reason for such request was based on the market environment where the prevailing mobile phone service charge to consumers in the market was significantly lower than the specified roaming fee. Such high roaming fee is therefore unreasonable for DPC to provide the roaming service to any operators. In the letter, DPC informed CAT that during the period when CAT is reconsidering the request, DPC will charge roaming fee at Baht 1.10 per minute according to the previous agreed terms and conditions. On 31 March 2009, CAT approved DPC to charge roaming fee at Baht 1.10 per minute during 1 January 2009 - 31 March 2009. Moreover, DPC entered into the national roaming agreement with AIS to charge roaming fee at Baht 1.10 per minute approved by NTC on 16 June 2009.

On 15 July 2010, CAT has submitted a dispute under the Black Case No. 62/2553 to the Alternative Dispute Resolution Office, the Arbitration Institute, demanding DPC to pay additional payment of revenue sharing of 10<sup>th</sup> - 12<sup>th</sup> operation year that DPC reduced roaming fee per minute from Baht 2.10 to Baht 1.10 during 1 April 2007 - 31 December 2008 amounting to Baht 1,636 million plus penalty computing up to March 2010 of Baht 364 million, totaling Baht 2,000 million and penalty at the rate of 1.25 percent per month from April 2010 until the full amount is paid by alleging that CAT approved the said roaming fee reduction up to 31 March 2007 only.

On 12 September 2011, CAT submitted a dispute to the Alternative Dispute Resolution Office, the Arbitration Institute; the Black Case No. 89/2554 demanding DPC to make additional payment of revenue sharing of 12<sup>th</sup> operation year which DPC reduced roaming fee from Baht 2.10 per minute to Baht 1.10 per minute during 1 April 2009 - 15 June 2009 in the amount of Baht 113 million plus penalty at the rate of 1.25% per month from 1 April 2009 until the full amount is paid.

On 5 April 2019, DPC received the Arbitration Institute's decision dated 28 March 2019 of all the aforementioned disputes which the majority had made decision that the agreement regarding the revenue sharing of Roaming fees (at the rate of Baht 2.10) is legitimate and the reduction of Roaming fees is CAT's rights and authority who may or may not give approval. Therefore, DPC has to pay additional payment of revenue sharing of 10<sup>th</sup> - 12<sup>th</sup> operation year totaling amount of Baht 1,749 million plus penalty in the amount of Baht 364 million at the rate of 1.25% per month of the principle amount from April 2010 until the full amount is paid.

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On 3 July 2019, DPC has submitted a petition to the CAC, the Black Case No. 1582/2562 to dismiss such award.

Currently, this case has been considered by the CAC process which the management of AIS believes that the outcome of this dispute shall have no material impact on the consolidated financial statements of AIS.

**4) The damage arisen from uncollectible international call service charges between DPC and CAT**

On 8 April 2011, CAT submitted a dispute under the Black Case No. 32/2554 to the Arbitration Institute, the Alternative Dispute Resolution Office, Office of the Judiciary demanding DPC to pay Baht 33 million including interest at the rate of 15% per annum of the claimed amount, total amount of claim Baht 35 million by alleging that DPC has committed a breach of the Digital PCN (Personal Communication Network) Service Agreement due to subscriber fraud on the Digital PCN Service Agreement between DPC and subscribers for 1,209 numbers during 1997 - 2003 causing damages to CAT where CAT was unable to collect the international call service charges occurred from the use of such numbers.

On 28 May 2013, the Arbitral Tribunal reached its decision to dismiss such dispute by stated that it is not about breach of the Agreement but whether there has been a wrongful act. Therefore, the dispute is not within the Jurisdiction of the Arbitral Tribunal.

On 6 September 2013, CAT submitted the Black Case No. 1767/2556 to the CAC to revoke the Arbitral Tribunal's award.

On 9 April 2020, the CAC issued an order to dismiss the request for revocation of the decision by Arbitration Tribunal of CAT.

On 27 May 2020, CAT submitted an appeal to the SAC.

The management of AIS believes that the outcome of this dispute shall have no material impact on the consolidated financial statements of AIS Group.

**5) Revenue sharing on interconnection charge between DPC and CAT**

On 24 August 2012, CAT has submitted a dispute under the Black Case No. 110/2555 to the Alternative Dispute Resolution Office, the Arbitration Institute, demanding DPC to pay additional payment of revenue sharing of the 10<sup>th</sup> - 14<sup>th</sup> operation year amounting to Baht 183 million and penalty at the rate of 1.25% per month of the above principal amount starting from the default date of each year until the full amount is paid.

On 1 April 2014, CAT submitted a dispute under the Black Case No. 26/2557 to the Alternative Dispute Resolution Office, The Arbitration Institute, demanding DPC to pay additional payment of revenue sharing of the 15<sup>th</sup> - 16<sup>th</sup> operation year amounting to Baht 203 million plus default interest at the rate of 7.5% per annum and penalty at the rate of 1.25% per month of the above principal amount starting from the default date of each year until the full payment is made. Such amount represents the revenue sharing which CAT calculated on gross interconnection charge received by DPC from other operators at the percentage rate specified in the Agreement without deduction of interconnection charge which DPC has to pay to other operators.

On 30 September 2019, DPC received the decision, dated 26 September 2019, for the Black Case No. 26/2557 by the Arbitration committee, and on 11 October 2019, DPC received the decision, dated 10 October 2019, for the Black Case No. 110/2555 by the Arbitration committee, with major votes to dismiss two CAT's disputes.

On 17 December 2019, CAT filed the Black Case No. 2754/2562 to revoke the Arbitral Tribunal's award in Black Case No. 110/2555 to the CAC.

Later on 25 December 2019, CAT filed the Black Case No. 2908/2562 to revoke the Arbitral Tribunal's award in Black Case No. 26/2557 to the CAC.

Currently, the two said cases are under the consideration of the CAC.

AIS's management believes that the outcome of this dispute shall be settled favourably and has no material impact on the consolidated financial statements of AIS since DPC has correctly and fully complied with the law and the related conditions of the Agreement in all respects.

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**6) Obligations of the bank guarantees in connection with the Agreements for Operation**

According to the Operating Agreement, DPC has the duties to deliver the bank guarantees to CAT to secure the payment of the minimum revenue sharing for each operation year and shall recover the bank guarantee of the previous operation year.

CAT did not return the bank guarantees which have secured the payment of the minimum revenue sharing for the operation year 10<sup>th</sup> - 14<sup>th</sup> for a total value of Baht 2,606 million by claiming that DPC had not completely paid the revenue sharing due to the deduction of the revenue sharing for the Excise Tax and the deduction of the Interconnection Charges, the discount of Access Charges and the reduction of the rate of roaming charge where the disputes of which have been pending the consideration of the Arbitral Tribunal.

On 8 October 2012, DPC submitted a dispute to the Alternative Dispute Resolution Office, the Arbitration Institute, the Black Case No. 120/2555 requesting the Arbitral Tribunal to award an order to CAT to return the bank guarantees to DPC because DPC has completely paid the revenue sharing for each operation year and has correctly complied with the law and the relating Agreements in all respects.

On 28 May 2015, the Arbitral Tribunal reached its decision to award an order to CAT to return the bank guarantees and its bank fees to DPC. Later, on 15 September 2015, CAT has submitted the Black Case No. 1671/2558 to the CAC to revoke the Arbitral Tribunal's award.

On 13 September 2018, the CAC has dismissed the CAT's Black Case No. 1671/2558 that revoke the Arbitral Tribunal's award, on the reason that the award is correct and in compliance with law. The award by Arbitral Tribunal did not affect public interests and good morals; therefore such award by Tribunal Arbitral is perfectly effective. However, CAT has appealed to the SAC. Currently, it is under the consideration of the SAC.

AIS's management believes that the outcome of this dispute shall be settled favourably since DPC has correctly and fully complied with the related conditions of the Agreement in all respects as the Arbitral Tribunal and the CAC's decision.

**7) The claim for usage/revenue arising from the use of telecommunication equipment and telecommunication network during the temporary customer protection period after the Operating Agreement expired.**

On 20 May 2015, CAT filed a lawsuit against the NBTC Office, NTC, NBTC, True Move and DPC to the CAC, the Black Case No. 918/2558 to pay for the fees and revenue from the usage of telecommunication equipment and telecommunication network of CAT during the temporary customer protection period, subject to the announcement of NBTC regarding the Temporary Customer Protection Plan Following the Expiration of Operating Agreement or Telecommunication Service Agreement, calculated from 16 September 2013 to 15 September 2014. The total amounts are as follows:

1. NBTC Office, NTC and NBTC in the amount of Baht 24,117 million, including interest at the rate of 7.5% per annum.
2. True Move with NBTC Office, NTC and NBTC in the amount of Baht 18,025 million including interest at the rate of 7.5% per annum.
3. DPC with NBTC Office, NTC and NBTC in the amount of Baht 6,083 million, including interest rate at the rate of 7.5% per annum.

On 11 September 2015, CAT filed a lawsuit to the CAC, the Black Case No. 1651/2558 claimed for the usage fees and revenue from the usage of telecommunication equipment and telecommunication network of CAT from 16 September 2014 to 17 July 2015, total amounts are as follows:

1. NBTC Office, NTC and NBTC in the amount of Baht 6,521 million, including interest rate at the rate of 7.5% per annum.
2. True Move with NBTC Office, NTC and NBTC in the amount of Baht 4,991 million, including interest at the rate of 7.5% per annum.
3. DPC with NBTC Office, NTC and NBTC in the amount of Baht 1,635 million, including interest at the rate of 7.5% per annum.

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On 27 May 2016, CAT filed a lawsuit to the CAC, the Black Case No. 741/2559, claimed for the usage fees and revenue from the usage of telecommunication equipment and telecommunication network of CAT from 18 July 2015 to 25 November 2015, total amounts are as follows:

1. NBTC Office, NTC and NBTC in the amount of Baht 2,857 million including interest at the rate of 7.5% per annum.
2. True Move jointly with NBTC Office, NTC and NBTC in the amount of Baht 2,184 million, including interest at the rate of 7.5% per annum.
3. DPC jointly with NBTC Office, NTC and NBTC in the amount of Baht 673 million, including interest in the rate of 7.5% per annum.

During December 2019, DPC received a request to amend the petition filed by CAT dated 24 September 2019 from the CAC to revise the claim amount to be as follows:

The Black Case No. 918/2558

1. NBTC Office, NTC and NBTC in the amount of Baht 5,109 million plus interest at the rate of 7.5% per annum.
2. True Move, NBTC Office, NTC and NBTC in the amount of Baht 3,651 million plus interest at the rate of 7.5% per annum.
3. DPC, NBTC Office, NTC and NBTC in the amount of Baht 1,457 million plus interest at the rate of 7.5% per annum.

The Black Case No. 1651/2558

1. NBTC Office, NTC and NBTC in the amount of Baht 4,169 million plus interest at the rate of 7.5% per annum.
2. True Move, NBTC Office, NTC and NBTC in the amount of Baht 2,946 million plus interest at the rate of 7.5% per annum.
3. DPC, NBTC Office, NTC and NBTC in the amount of Baht 1,223 million plus interest at the rate of 7.5% per annum.

The Black Case No. 741/2559

1. NBTC Office, NTC and NBTC in the amount of Baht 1,858 million plus interest at the rate of 7.5% per annum.
2. True Move, NBTC Office, NTC and NBTC in the amount of Baht 1,336 million plus interest at the rate of 7.5% per annum.
3. DPC, NBTC Office, NTC and NBTC in the amount of Baht 522 million plus interest at the rate of 7.5% per annum.

On 19 February 2020, DPC submitted an objection to the request to amend the amount of money for the Black Case No. 741/2559.

On 11 March 2020, DPC submitted an objection to the request to amend the amount of CAT for the Black Cases No. 918/2558 and 1651/2558.

At present, the dispute has been considered by the CAC which the management of AIS believes that DPC has no obligation to pay for the usage fees and revenue from the usage of telecommunication equipment and telecommunication network as claimed by CAT due to DPC has complied in accordance with the announcement of NBTC. Therefore, the outcome of the said dispute should be settled favourably and has no considerable impact on the consolidated financial statements of AIS Group.

**8) The claim for revocation of the NTC order regarding to revenue incurred from the temporary service for customer protection period after the operating agreement end**

On 16 November 2015, DPC filed a lawsuit against the NBTC to the CAC under case No. 1997/2558 to revoke NTC resolution which office of the NBTC has demanded DPC to deliver revenue at remedy period starting from 16 September 2013 to 17 July 2014 in the amount of Baht 628 million.

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In the same case, on 16 September 2016, NBTC and the National Broadcasting and Telecommunication Committee office ("NBTC office") filed a complaint to the CAC as the Black Case No. 1441/2559 requesting DPC to submit the revenue sharing during remedy period from 16 September 2013 to 17 July 2014 in the amount of Baht 680 million (including interest up to submitted date by Baht 52 million) plus interest at the rate of 7.5% per annum of the claim amount from the next day of the submit date until DPC deliver all revenue sharing in full.

On 7 September 2018, the NBTC office issued a letter informing DPC to send money from the service income during the protection of all subscribers, totaling Baht 869 million and when the NBTC had ever the order for DPC to send money for the first period until the amount of Baht 628 million, the remaining amount to be paid is Baht 241 million. On 7 December 2018, DPC filed a lawsuit with the CAC to revoke such resolution of NTC.

On 19 August 2019, the CAC ordered to merge the two cases together.

Management considered that DPC has complied with NBTC announcement regarding the Temporary Customer Protection Plan Following the Expiration of the Agreement for operations or Telecommunication Service Agreement 2013, and the Company has obliged to submit the revenue after deducting any expenses to NBTC but DPC has the expenses more than the revenue incurred from the service. Therefore, DPC has no revenue remaining in order to submit to NBTC as stipulated in the announcement.

Currently, the said case is in the process of the CAC.

**9) The claim for providing of telecom equipment and the telecommunication networks under the Agreement for operations regarding cellular telecommunication services ("the Agreement") between CAT and DPC to other operators to use.**

On 30 June 2016, CAT submitted a dispute under the Black Case No. 57/2559 to the Alternative Dispute Resolution Office, The Arbitration Institute, demanding DPC to remove telecom equipment and the telecommunication networks used in cellular telecommunication services under 2100 MHz and the other telecom equipment owned by AWN and under 900 MHz owned by AIS which is installed in 97 base stations subject to the Agreement operated by DPC without the approval from CAT.

In case that DPC does not agree to remove such dispute assets for whatsoever reasons, CAT shall demand DPC to pay in the amount of Baht 5 million per month plus interest at the rate of 7.5% per annum of damage which DPC has to pay to the CAT from the next day of the submit date of such dispute until the completion date of such removal of telecom equipment and to pay for damages for the consent for AWN and AIS to use its disputed assets which owned by CAT in 97 base stations during January 2013 until June 2016 in the total of Baht 175 million plus interest at the rate of 7.5% per annum of the claimed amount and also prohibited DPC to provide such disputed assets to other operator without written consent from the CAT.

On 21 August 2020, the CAT submitted a dispute to revoke the case due to both parties entered into dispute settlement agreement between them on 17 August 2020.

On 26 August 2020, Alternative arbitration has ordered to withdraw the lawsuit and the case was dismissed.

**10) The claim for transferring telecom equipment under the Agreement for operations regarding cellular telecommunication services ("the Agreement") between CAT and DPC.**

On 28 March 2018, DPC received a Black Dispute No. 6/2561 dated 31 January 2018, which CAT submitted it to the Alternative Dispute Resolution Office, The Arbitration Institute, to claim for transferring telecom equipment under the Agreement such as Tower, Container, power supply, Mobile Number Portability Enable and Call Center System including opportunity cost totalling Baht 13,431 million plus default interest rate at 7.5% per annum on principle amount or payment by the same amount instead of transfers such equipment. Currently, the dispute is in the arbitration process.

On 11 January 2021, the Arbitration Committee had resolution which resolved to dismiss the CAT's dispute. As a result, DPC is not obliged to transfer telecom equipment nor make payment for any claim by CAT. However, CAT is eligible to file a petition to the CAC to revoke the Arbitration's resolution within 90 days.

AIS's management believes that DPC has correctly and fully complied with the related conditions of such Agreement in all respects then the outcome of the said dispute should not be significant impact on the consolidated financial statements of the AIS Group.

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**11) The claim for transferring tower and containers under the Agreement for operations regarding cellular telecommunication services ("the Agreement") between CAT and DPC**

On 15 July 2014, DPC submitted the disputes no. 49/2557 to the Thai Arbitration Institute. Dispute Resolution Bureau Office of the Judiciary to request the Arbitral Tribunal to give an award that transferred by 152 towers and 115 containers to CAT are not the telecommunication equipment which DPC have the duty to transfer to CAT as stipulated in the Agreement and requested for revenue sharing from that said assets by Baht 2 million.

On 14 November 2018, DPC received a Black Case No. 76/2561 date 31 October 2018 which CAT submitted it to the Thai Arbitration Institute, Dispute Resolution Bureau Office of the Judiciary in order to have a decision for DPC to deliver 155 towers (telecommunication towers), if DPC unable to deliver, DPC will have to pay damages in the amount of Baht 72 million as well as business opportunity cost for the use of poles and use of containers including interest totaling Baht 284 million and Baht 145 million, respectively. The total amount is Baht 501 million.

DPC received the copy of decision from Arbitration Tribunal dated 8 April 2020 which the Arbitration Tribunal decided by majority vote to dismiss DPC's dispute which DPC reserves the rights to request for the revocation of such decision within 90 days from the receipt date of such decision.

On 14 May 2020, the Arbitration Tribunal ordered for a revision of errors in the decision. Therefore, the submission period of request to revoke the Arbitration Tribunal's decision was changed to 12 August 2020 instead.

On 11 August 2020, DPC submitted to revoke the decision by Arbitration Tribunal to the CAC.

On 21 August 2020, the CAT submitted to revoke the dispute due to both parties entered into dispute settlement agreement between them on 17 August 2020.

On 26 August 2020, the CAC authorized for the withdrawal of lawsuit and the case was dismissed.

**Advanced Wireless Network Company Limited ("AWN"), a subsidiary of AIS**

**1) The claim for installation and connection of 2100 MHz frequency band telecom equipment of AWN on the Base Site which DPC already transferred the title to CAT subject to the Agreement for Operations regarding Cellular Telecommunication Service between CAT and DPC**

On 30 June 2016, CAT filed a lawsuit to the CAC, the Black Case No. 1039/2559 against AWN for the removal of such installed and connected telecom equipment used in cellular telecommunication services within 2100 MHz frequency band or other frequencies or other telecom equipment of AWN installed in 67 base stations which DPC has transferred to CAT subject to the Agreement for Operations without the approval from CAT. Therefore, CAT demanded AWN to pay the damages for the usage of such assets owned by CAT during January 2013 until June 2016 in the amount of Baht 58 million plus interest at the rate of 7.5% per annum from the filing date until the compensation is paid in full and to pay for damages from the filing date in the amount of Baht 2 million per month plus interest at the rate of 7.5% per annum of the accrued damages in each month to CAT until the removal of telecom equipment is completed and also prohibited AWN to install and connect its telecom equipment used in cellular telecommunication services in 2100 MHz frequency band or other frequencies or other telecom equipment of AWN on base sites owned by CAT under the Agreement between CAT and DPC without written consent from CAT.

On 19 March 2018, the CAC had an order this said case to be transferred under the Civil Court, the Black Case No. 1680/2561. Currently, the case is in consideration process of the Civil Court.

On 21 August 2020, the CAT submitted to revoke the dispute due to both parties entered into dispute settlement agreement between them on 17 August 2020.

On 26 August 2020, the court authorized for the withdrawal of the lawsuit and the case was dismissed.

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2) *The claim of payment for usage in telecom equipment and networks, internal building transmission and electricity co-user under the Agreement for operations between AIS and TOT*

On 11 February 2017, AWN received the Complaint Civil Black Case No. 454/2560, dated 31 January 2017 which TOT filed a lawsuit against AWN to pay for the usage regarding telecom equipment & networks, internal building transmission and electricity co-usage which AWN has used of such assets during 1 October 2015 until 30 June 2016 in the amount of Baht 560 million and interest of Baht 16 million from the default date. Total principal and interest amount are Baht 575 million plus interest of 7.5% per annum of principal amounting of Baht 560 million, counting from the date of filing until the payment has been made in full.

On 31 May 2018, the Civil court gave the decision and order AWN to pay for usage regarding telecom equipment and networks, internal building transmission and electricity co-usage to TOT.

On 19 November 2018, AWN had appealed such decision to the Court of Appeal.

On 25 September 2019, TOT and AWN entered into the dispute resolution agreement which AWN paid for usage of telecommunication equipment fees including interest to TOT as the Civil Court's judgement.

On 2 October 2019, AWN filed for revocation of its appeal to the Court of Appeal and TOT did not object such revocation.

On 20 April 2020, AWN was informed that the Civil Court announced the judgement by the Court of Appeal, which issued an order to revoke the appeal and dismiss the case from the Court of Appeal's system on 23 January 2020. The case was terminated.

3) *AWN submitted lawsuit to revoke the NBTC's order to the CAC in the case of Mobile Number Portability (MNP)*

During 2015-2020, AWN received the administrative order ("Order") from the Office of NBTC to pay administrative fines regarding the mobile number portability issue in the amount of Baht 221.42 million and Baht 604.86 million. AWN submitted for the revocation of Order to the CAC under the Black Case No. 1357/2560 and the Black Case No. 2212/2563, respectively.

On 26 August 2020, the CAC revoked the administrative order in the amount exceeding Baht 20,000 per day, as a result the fines decreased to Baht 820,000.

On 25 September 2020, AWN appealed to the SAC to revoke all the Order regarding administrative fines. Currently the case is under the consideration of SAC.

However, the Black Case No. 2212/2563 is still under the consideration of the CAC.

AIS's management believes that AWN conducted everything correctly, therefore the outcome of this case should not materially affect to the financial status of AIS Group.

**MIMO Tech Company Limited ("MMT"), a subsidiary of AIS**

*The claim for the compensation from MMT for the termination of printing contract with Paper Mate (Thailand) Co., Ltd.*

On 26 February 2019, Paper Mate (Thailand) Co., Ltd. filed a lawsuit to the Civil Court under the Black Case No. 1016/2562 for the compensation from MMT due to the termination of printing contract. Paper Mate (Thailand) Co., Ltd., claims for the damages and lack of revenue Baht 280 million.

On 28 January 2021, the Civil Court has decided to dismiss the cases by Paper Mate (Thailand) Co., Ltd. because Paper Mate (Thailand) Co., Ltd. breached the contract. Therefore, there is no right to claim for the compensation in this case. However, Paper Mate (Thailand) Co., Ltd. has the right to appealed within 1 month from the date of the court's decision.

AIS's management believes that MMT has correctly and fully complied with the related conditions of the Agreement in all respects then the outcome of the said case should not be considerable impact on the consolidated financial statements of AIS Group.

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**38.5 The major commercial disputes of THAICOM Group**

**THAICOM**

1) *Thaicom 7 and Thaicom 8 satellites under Operating Agreement on Domestic Communication Satellite*

On 5 October 2017, the Company and THAICOM received letters from the Ministry of Digital Economy and Society (the "Ministry") stating that Thaicom 7 and Thaicom 8 satellites were the satellites under the Operating Agreement on Domestic Communication Satellite dated 11 September 1991 between the Company and the Ministry (formerly known as the Ministry of Information and Communication Technology (MICT)) (the "Agreement"), which the Company established THAICOM to operate works under the Agreement. In this regard, the letter from the Ministry stated a request for the full compliance with the Agreement on an urgent basis; e.g. transfer of ownership and delivery of assets, procurement of the backup satellite(s), payment of overdue revenue sharing, and property insurance.

The Board of Directors' Meetings of the Company and THAICOM on 18 October 2017 and on 24 October 2017, respectively, considered such letter and consulted with legal advisor and then opined that Thaicom 7 and Thaicom 8 satellites were not the satellites under the Agreement as the procedures of Thaicom 7 and Thaicom 8 satellites fell under the scope of license received from the National Broadcasting and Telecommunications Commission. Moreover, the Company and THAICOM have fully complied with the terms and conditions of the Agreement and have not proceeded with any operations against or violating the Agreement. Therefore, the Company and THAICOM had a different opinion from the Ministry on Thaicom 7 and Thaicom 8 satellites. Accordingly, the Meetings resolved that the Company and THAICOM submit to an arbitrator the dispute, resulting from the terms of and compliance with the Agreement and that the parties thereto have not been able to resolve it, for further settlement. This is in accordance with Clause 45.1 of the Agreement, and the Company and THAICOM have submitted the dispute to the Arbitration Institute on 25 October 2017, as appeared in the Black Case No. 97/2560.

The case is in the arbitration process. The Company and THAICOM do not have any duties to comply with any of the foregoing requests until the case is final. At present, the arbitral tribunal has cancelled the date of witness hearing of both parties which previously fixed in February and March 2021 as requested by both parties and ordered to remain the date to determine the new date of witness hearing on 30 March 2021.

However, in August 2019, the Ministry filed a petition to the CAC on the arbitration jurisdiction over the Black Case No. 97/2560, and requesting the CAC's order to suspend the arbitration process. On 24 October 2019, the CAC had an order refusing to suspend the arbitration process. The Ministry and THAICOM have already submitted the required documents to the CAC, however, the CAC has not issued any order or determine the appointment date.

2) *Different interpretation of certain clauses of the cooperation agreement with a company*

THAICOM and its partner have a different interpretation of certain clauses of the cooperation agreement. As a result, THAICOM and the Company submitted the case to the arbitrator to consider a solution for such different view. All witnesses from both parties have been already cross-examined. During the year 2018, the arbitrator considered that the interpretation of certain clauses of THAICOM is correct, and this decision was final.

Nonetheless, the said partner still has a different interpretation and had execution which was considered breach the cooperation agreement. THAICOM, therefore, submitted the case to the arbitrator to re-consider. In January 2021, the witness hearing has been conducted according to the plan. At present, it is being on the post-hearing process.

3) *Sued for the damages of satellite equipment in Australia*

In 2011, a subsidiary of THAICOM was sued for the damages of satellite equipment in Australia. On 22 December 2016, the Court had verdict that the subsidiary shall compensate for damages of approximately AUD 5 million with interest. The subsidiary had recognised the expense in the 2016 financial statements. On 17 March 2017, the subsidiary filed an appeal.



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On 16 February 2018, the appeal court dismissed the case. After the verdict, the subsidiary had paid interest and partial expenses amount AUD 1.8 million. The legal costs including interest which the subsidiary must pay on behalf of the plaintiff at AUD 1.7 million was paid in April 2020.

**4) Dispute on Thaicom 5 satellite**

In November 2020, THAICOM and the Company received a notice of arbitration including detail of proposed dispute of Thaicom 5 satellite from the Ministry of Digital Economy and Society (the "Ministry") requested for

- (1) to build and deliver the replacement satellite of the Thaicom 5 or to pay the compensation equivalent to the value of satellite Baht 8 billion with the interest rate of 7.5% per annum, for the period from 30 October 2020 until the payment has been made in full.
- (2) to pay the fine of Baht 5 million (calculated from 25 February 2020 to 30 October 2020) with the interest rate of 7.5% per annum.
- (3) to pay the fine from 1 November 2020 until the replacement is delivered or the payment has been made in full.

At present, the dispute is in the arbitration process. THAICOM and the Company have considered the dispute and believed that THAICOM and the Company have complied with the terms and conditions of the Agreement. Therefore, THAICOM and the Company have no duty to comply with the Ministry's request. The management of THAICOM and the Company believe that the outcome of the said case should not have material impact on the financial statements of THAICOM and the Company.

**5) Dispute on a default account receivable**

THAICOM has outstanding balance from one receivable in the amount of USD 4.4 million which THAICOM has recorded an allowance for credit loss in full amount. THAICOM filed a claim against this receivable for the default of payment and the said receivable has counterclaimed to THAICOM. Currently, the case is under the arbitration process in Singapore and the management of THAICOM believes there would not be an impact to THAICOM's financial statements.

**38.6 The order to THAICOM and the Company as co-defendant**

On 19 April 2007, Mr. Supong Limthanakul brought legal actions against the National Telecommunications Commission ("NTC"), the office of the NTC and the Ministry of Information and Communication Technology ("MICT") in the CAC on the ground that the three state agencies neglected to perform their duties in overseeing whether THAICOM has been carrying on its telecommunications business lawfully after the sale of the Company's shares to the new shareholder.

The CAC issued an order dated 8 April 2009 and 20 July 2010 making THAICOM the fourth respondent and the Company the fifth respondent in order to allow THAICOM and the Company to file the reply to the petitioner's claim including evidence, documentary or otherwise to the CAC. THAICOM and the Company have filed the reply and supporting evidence in July 2009 and September 2010, respectively. On 10 June 2011, the CAC has dismissed the verdict.

On 8 July 2011, Mr. Supong Limthanakul has filed an appeal with the Supreme Administrative Court ("SAC"). The case is under consideration by the SAC. On 23 September 2011, THAICOM and the Company have filed an argument against appeal with the SAC.

On 28 December 2018, the SAC issued an order that the ending date of the fact inquiry shall be held on 12 February 2019 which both plaintiff and defendant are required to submit the additional documents (if any) to the Court within the said period. After that, the Court shall further determine the first hearing date.

On 30 June 2020, the SAC issued an order that the date of 25 August 2020 shall be determined as the first hearing date.

Currently, the case is in consideration process of the SAC.

The management of THAICOM and the Company is of the opinion that it will not be adversely affected in any way as the actions were brought against NTC, office of the NTC and MICT for neglecting to perform their duties and will not constitute a cause for terminating the operating agreement as THAICOM has fully complied with the terms and conditions of the operating agreement.

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**38.7 The right to split the 900MHz spectrum payment and the allocation of license for 700MHz spectrum**

AWN received a letter from the Office of NBTC confirming that the company has complied with the conditions determined by NCPO Order No. 4/2562. As a result, AWN is entitled to divide the payment for 900MHz spectrum into ten instalments, in equal amount, as specified by NCPO Order No.4/2562. AWN had re-measurement 900MHz spectrum license payable by determine the change in payment term and the participation in the 700MHz spectrum allocation. The difference from measurement 900MHz spectrum license payable between the previous and the new terms & conditions is recognized as unrealized adjustment value of Spectrum licenses in the consolidated statement of financial position which will be recorded as part of the cost of 700MHz spectrum license when AWN receives a license.

On 19 June 2019, AWN has been allocated the 700MHz spectrum license at the frequency between 723MHz to 733MHz and 778MHz to 788MHz for 15 years, start from 1 October 2020 or otherwise determined by the NBTC, in total amount of Baht 17,584 million in accordance with the terms and conditions in the notification of NBTC dated 5 June 2019. AWN is obliged to comply with various conditions and pay fees within the time period as specified in the license. AWN will pay the first installment at least 15 days before the start of the license to use the 700MHz frequency by 10% of the license price plus VAT, totaling Baht 1,881 million and bank guarantee will be submitted for the remaining license fee to the NBTC. The remaining amount will be paid in the second year to the tenth year on equal installment amount and bank guarantee will be submitted for the remaining license fee to the NBTC.

In case that the applicant, who obtained the right to be granted the spectrum license, fails to completely and correctly comply with the conditions precedent within the prescribed period, the applicant shall be deemed to have waived the right to be granted the spectrum license. As well, such applicant has to pay for penalties consisting of the preliminary damages at least of Baht 2,638 million and other damages caused by the recall of spectrum, including the void of permission to divide the payment as specified in the NCPO's Order No. 4/2562 including the voiding of permission to divide the payment as mentioned above which must be returned to pay in accordance with conditions for payment of 900MHz spectrum and the additional spectrum auction in accordance with the regulations specified in the NBTC's announcement regarding rules and procedures for the Spectrum Licensing for Telecommunications Business in the spectrum band of 895MHz to 905 MHz and 940MHz to 950MHz as prior conditions.

For the payment condition, the Office of NBTC announced "The grant of the spectrum license frequency between 703MHz to 733MHz and 758MHz to 788MHz Vol. 2", dated 12 June 2020, to revise the 1st installment payment to be completed within 13 January 2021. Then this spectrum license for frequency between 723MHz to 733MHz and 778MHz to 788MHz will be effective from 15 January 2021 for the period of 15 years.

**39 TFRS announced in the Royal Gazette but not yet effective**

The TFAC announced TFRSs which have been announced in the Royal Gazette on 17 September 2020 and 27 January 2021. Those accounting standards that applicable to the Group and become effective for the financial periods beginning on or after 1 January 2021 and 1 January 2022, onwards are as follows:

TAS	Topic
TAS 1	Presentation of Financial Statements
TAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10	Events after the Reporting Period
TAS 34	Interim Financial Reporting
TAS 37	Provisions, Contingent Liabilities and Contingent Assets
TAS 38	Intangible Assets
TFRS	Topic
TFRS 2	Share-based Payment
TFRS 3	Business Combinations
TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TFRS 16	Lease

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TSIC	Topic
TSIC 32	Intangible Assets—Web Site Costs
TFRIC	Topic
TFRIC 12	Service Concession Arrangements
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments
TFRIC 22	Foreign Currency Transactions and Advance Consideration

The TFRSs have been revised or arranged to align with the IFRSs. These are mainly the revision on conceptual framework in reference to the IFRSs, reference rate reform, definition of a business and definition of materiality.

However, at present, INTOUCH Group has not adopted these standards as the reporting dates are not yet effective. The management expects to adopt and apply these TFRSs in accordance with the TFAC's announcement when they become effective. The management is in the process to assess the potential impact of these TFRSs on the Group's financial statements in the period of initial application.

#### 40 Events after the reporting period

*Proposed dividend payments of the Company, a subsidiary and an associate*

The Board of Directors of THAICOM, AIS and the Company passed resolutions of dividend payments as follows:

Company	Date of Meeting	Dividend (Baht per share)	Interim dividend paid in 2020 (Baht per share)	Dividend to be paid (Baht per share)	Amount To be paid (in Million Baht)
THAICOM	5 February 2021	0.20	-	0.20	219
AIS	8 February 2021	6.92	3.24	3.68	10,943
The Company	9 February 2021	2.50	1.15	1.35	4,329

The dividend payment is subject to the resolution of each company's Annual General Meeting of Shareholders for 2021.

#### 41 Approval of the financial statements

The financial statements were authorised for issue by the Board of Directors on 9 February 2021.



# SUMMARY OF THE LAST 3 YEARS FINANCIAL STATEMENTS



## Summary of separate financial statements

Intouch Holdings Public Company Limited

Separate statements of financial position

As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	450,589,404	1.2%	589,290,581	1.7%	144,092,612	0.5%
Current investments	-	0.0%	1,488,726,001	4.2%	1,768,650,903	5.6%
Other current financial assets	1,746,372,032	4.5%	-	0.0%	-	0.0%
Trade and other receivables	8,410,095	0.0%	7,525,411	0.0%	14,907,214	0.0%
Amounts due from, advances and loan to related parties	1,632,127	0.0%	9,220,000	0.0%	12,200,000	0.0%
<b>Total current assets</b>	<b>2,207,003,658</b>	<b>5.6%</b>	<b>2,094,761,993</b>	<b>5.9%</b>	<b>1,939,850,729</b>	<b>6.1%</b>

Intouch Holdings Public Company Limited  
**Separate statements of financial position (Continued)**

As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Non-current assets</b>						
Investments in subsidiaries	4,597,198,915	11.7%	4,515,566,598	12.7%	5,486,837,806	17.3%
Investments in associates	31,294,265,900	80.0%	28,768,784,799	80.9%	24,277,562,465	76.4%
Investments in venture capital	974,860,414	2.5%	-	0.0%	-	0.0%
Other long-term investments	-	0.0%	143,138,618	0.4%	41,652,551	0.1%
Property and equipment	16,567,348	0.0%	23,583,047	0.1%	27,013,573	0.1%
Other intangible assets	3,387,849	0.0%	2,466,844	0.0%	3,167,929	0.0%
Right-of-use assets	38,845,526	0.1%	-	0.0%	-	0.0%
Other non-current assets	4,229,879	0.0%	4,266,446	0.0%	4,022,757	0.0%
<b>Total non-current assets</b>	<b>36,929,355,831</b>	<b>94.4%</b>	<b>33,457,806,352</b>	<b>94.1%</b>	<b>29,840,257,081</b>	<b>93.9%</b>
<b>Total assets</b>	<b>39,136,359,489</b>	<b>100.0%</b>	<b>35,552,568,345</b>	<b>100.0%</b>	<b>31,780,107,810</b>	<b>100.0%</b>

Intouch Holdings Public Company Limited  
**Separate statements of financial position (Continued)**  
 As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>LIABILITIES AND EQUITY</b>						
<b>Current liabilities</b>						
Trade and other current payables	78,817,892	0.2%	76,985,806	0.2%	70,556,802	0.2%
Amounts due to related parties	1,298,827	0.0%	4,068,651	0.0%	620,707	0.0%
Current portion of long-term lease liabilities	13,176,128	0.0%	-	0.0%	-	0.0%
<b>Total current liabilities</b>	<b>93,292,847</b>	<b>0.2%</b>	<b>81,054,457</b>	<b>0.2%</b>	<b>71,177,509</b>	<b>0.2%</b>
<b>Non-current liabilities</b>						
Lease liabilities	27,214,720	0.1%	-	0.0%	-	0.0%
Non-current provisions for employee benefit	90,381,473	0.2%	79,003,828	0.2%	60,010,934	0.2%
<b>Total non-current liabilities</b>	<b>117,596,193</b>	<b>0.3%</b>	<b>79,003,828</b>	<b>0.2%</b>	<b>60,010,934</b>	<b>0.2%</b>
<b>Total liabilities</b>	<b>210,889,040</b>	<b>0.5%</b>	<b>160,058,285</b>	<b>0.5%</b>	<b>131,188,443</b>	<b>0.4%</b>

Intouch Holdings Public Company Limited  
**Separate statements of financial position (Continued)**

As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Equity</b>						
Share capital						
Authorised share capital						
-common shares	5,000,000,000		5,000,000,000		5,000,000,000	
Issued and paid-up share capital						
-common shares	3,206,509,426	8.2%	3,206,420,305	9.0%	3,206,420,305	10.1%
Reserve						
Premium on share capital	10,352,569,515	26.5%	10,347,863,392	29.1%	10,347,863,392	32.6%
Retained earnings						
Appropriated						
Legal reserve	500,000,000	1.3%	500,000,000	1.4%	500,000,000	1.6%
Unappropriated	21,567,657,984	55.1%	17,666,415,526	49.7%	13,949,293,132	43.9%
Other components of equity	3,298,733,524	8.4%	3,671,810,837	10.3%	3,645,342,538	11.5%
<b>Total equity</b>	<b>38,925,470,449</b>	<b>99.5%</b>	<b>35,392,510,060</b>	<b>99.5%</b>	<b>31,648,919,367</b>	<b>99.6%</b>
<b>Total liabilities and equity</b>	<b>39,136,359,489</b>	<b>100.0%</b>	<b>35,552,568,345</b>	<b>100.0%</b>	<b>31,780,107,810</b>	<b>100.0%</b>

## Intouch Holdings Public Company Limited

## Separate statements of profit or loss

For the years ended 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Revenues</b>						
Share of profits (loss) of investments in subsidiaries	189,266,611	1.7%	(953,660,481)	(8.3%)	(253,528,701)	(2.1%)
associates	11,108,052,116	97.7%	12,385,411,968	107.8%	12,018,693,741	101.7%
Other income	69,928,148	0.6%	58,887,628	0.5%	56,508,510	0.5%
<b>Total revenues</b>	<b>11,367,246,875</b>	<b>100.0%</b>	<b>11,490,639,115</b>	<b>100.0%</b>	<b>11,821,673,550</b>	<b>100.0%</b>
<b>Expenses</b>						
Administrative expenses	241,033,748	2.1%	290,013,928	2.5%	276,533,435	2.3%
Net foreign exchange loss	25,064	0.0%	-	0.0%	-	0.0%
Impairment of investment in associates and loan to a related party	-	0.0%	55,191,963	0.5%	-	0.0%
Directors and management benefit expenses	77,763,451	0.7%	67,087,061	0.6%	61,097,555	0.5%
<b>Total expenses</b>	<b>318,822,263</b>	<b>2.8%</b>	<b>412,292,952</b>	<b>3.6%</b>	<b>337,630,990</b>	<b>2.9%</b>
<b>Profit before finance costs</b>	<b>11,048,424,612</b>	<b>97.2%</b>	<b>11,078,346,163</b>	<b>96.4%</b>	<b>11,484,042,560</b>	<b>97.1%</b>
Finance costs	(4,822,335)	(0.0%)	(3,476,413)	(0.0%)	(2,757,952)	(0.0%)
<b>Profit for the year</b>	<b>11,043,602,277</b>	<b>97.2%</b>	<b>11,074,869,750</b>	<b>96.4%</b>	<b>11,481,284,608</b>	<b>97.1%</b>
<b>Earnings per share</b>						
Basic and diluted (Baht per share)	3.44		3.45		3.58	

Intouch Holdings Public Company Limited  
**Separate statements of profit or loss and other comprehensive income**  
For the years ended 31 December

(Unit : Baht)

	2563	2562	2561
<b>Profit for the year</b>	11,043,602,277	11,074,869,750	11,481,284,608
<b>Other comprehensive income, net of income tax</b>			
<b>Components of other comprehensive income</b>			
<b>that will be reclassified to profit or loss</b>			
Exchange differences on translating financial statement	(2,427,892)	(40,318,287)	(25,474,619)
Gains (loss) on remeasuring financial assets	4,690,359	19,290,278	(14,351,738)
Share of other comprehensive income of associates	(80,126,328)	-	(46,227)
	(77,863,861)	(21,028,009)	(39,872,584)
<b>Items that will never be reclassified to profit or loss</b>			
Gains (loss) on re-measurements of defined benefit plans	(61,555,393)	173,357,042	(1,652,717)
Share of other comprehensive income of associates	(18,324,983)	4,820,218	15,685,908
	(79,880,376)	178,177,260	14,033,191
<b>Other comprehensive income</b>			
<b>for the year, net of income tax</b>	(157,744,237)	157,149,251	(25,839,393)
<b>Total comprehensive income for the year</b>	10,885,858,040	11,232,019,001	11,455,445,215



## Intouch Holdings Public Company Limited

## Separate statements of cash flows

For the years ended 31 December

(Unit : Baht)

	2020	2019	2018
<b>Cash flows from operating activities</b>			
Profit for the year	11,043,602,277	11,074,869,750	11,481,284,608
<i>Adjustments for</i>			
Depreciation and amortisation	22,835,760	17,480,605	19,703,092
Past and current service costs of employee and share based payment expense	6,741,708	26,849,559	13,139,205
Profit from revaluation of investments in venture capital	(6,573,749)	-	-
Interest income	(36,454,662)	(39,727,887)	(36,396,786)
Interest expense	3,076,884	2,305,219	2,096,280
Share of (profit) loss of investments in subsidiaries	(189,266,611)	953,660,481	253,528,701
Share of profit of investments in associates	(11,108,052,116)	(12,385,411,968)	(12,018,693,741)
Impairment of investment in associates and loan to a related party	-	55,191,963	-
Others	(16,734,724)	(11,539,914)	(13,874,074)
<b>Changes in operating assets and liabilities</b>			
- Trade and other receivables	(954,110)	5,577,075	(4,125,154)
- Other non-current assets	36,567	(243,689)	15,000
- Trade and other payables	(1,355,301)	9,365,914	(18,254,779)
- Other non-current liabilities	(3,708,311)	(1,404,888)	-
- Interest received	4,975,229	9,178,541	5,899,267
- Dividend received	8,268,615,787	8,525,200,890	9,463,117,670
<b>Net cash from operating activities</b>	<b>7,986,784,628</b>	<b>8,241,351,651</b>	<b>9,147,439,289</b>

Intouch Holdings Public Company Limited  
**Separate statements of cash flows (Continued)**  
For the years ended 31 December

(Unit : Baht)

	2020	2019	2018
<b>Cash flows from investing activities</b>			
Cash paid for investment in associates	-	(11,999,870)	(109,999,880)
Cash paid for investment in venture capital, net	(279,217,182)	-	-
Purchase of long-term investments	-	(101,486,066)	-
Purchased of equipment	(2,382,346)	(12,611,566)	(9,879,453)
Purchased of other intangible assets	(970,464)	(395,526)	(1,686,341)
(Increase) decrease in current investments	(222,580,483)	322,709,277	(85,373,676)
Increase in loans to related parties	-	(14,000,000)	(12,000,000)
Cash proceed from disposal of an investment	246,206,750	45,477,245	-
Cash proceed from liquidation of a subsidiary	-	53,241,837	-
Net cash received from disposal of equipment	2,292,159	2,538,283	4,536,754
<b>Net cash from (used in) investing activities</b>	<b>(256,651,566)</b>	<b>283,473,614</b>	<b>(214,402,596)</b>
<b>Cash flows from financing activities</b>			
Proceeds from short-term borrowings	3,687,000,000	-	-
Repayments of short-term borrowings	(3,687,000,000)	-	-
Repayments of lease liabilities	(12,131,270)	-	-
Interest paid	(1,181,066)	-	-
Dividend paid	(7,855,521,903)	(8,079,627,296)	(8,994,561,867)
<b>Net cash used in financing activities</b>	<b>(7,868,834,239)</b>	<b>(8,079,627,296)</b>	<b>(8,994,561,867)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(138,701,177)</b>	<b>445,197,969</b>	<b>(61,525,174)</b>
Cash and cash equivalents at 1 January	589,290,581	144,092,612	205,617,786
<b>Cash and cash equivalents at 31 December</b>	<b>450,589,404</b>	<b>589,290,581</b>	<b>144,092,612</b>

## Summary of Consolidated financial statements

Intouch Holdings Public Company Limited  
Consolidated statements of financial position  
As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	2,842,620,180	5.4%	3,425,570,413	6.9%	3,071,828,950	6.1%
Current investments	-	0.0%	5,651,698,735	11.4%	7,141,082,068	14.3%
Other current financial assets	7,269,495,091	13.8%	-	0.0%	-	0.0%
Trade and other receivables	1,960,862,209	3.7%	2,066,869,564	4.2%	2,024,879,692	4.0%
Amounts due from, advances and loan to related parties	36,099,314	0.1%	14,790,160	0.0%	54,549,087	0.1%
Current portion of long-term loans to related parties	853,012,944	1.6%	630,634,826	1.3%	485,724,816	1.0%
Inventories	55,434,411	0.1%	124,027,672	0.3%	122,483,562	0.2%
Non-current assets or disposal groups classified as held for sale <sup>1)</sup>	-	0.0%	-	0.0%	53,301,223	0.1%
<b>Total current assets</b>	<b>13,017,524,149</b>	<b>24.7%</b>	<b>11,913,591,370</b>	<b>24.1%</b>	<b>12,953,849,398</b>	<b>25.9%</b>
<b>Non-current assets</b>						
Long-term loans to related parties	898,166,900	1.7%	1,127,498,629	2.3%	1,457,174,448	2.9%
Investments in joint ventures	1,392,676,557	2.6%	1,412,870,803	2.9%	1,483,297,586	3.0%
Investments in associates	31,294,265,900	59.5%	28,768,784,799	58.1%	24,277,562,465	48.5%

Intouch Holdings Public Company Limited  
**Consolidated statements of financial position (Continued)**  
 As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
Investments in venture capital	974,860,414	1.9%	-	0.0%	-	0.0%
Other long-term investments	-	0.0%	143,138,618	0.3%	41,652,551	0.1%
Property, plant and equipment	3,107,624,535	5.9%	3,357,901,648	6.8%	4,875,988,213	9.8%
Intangible assets under operating agreements	559,684,832	1.1%	1,365,689,010	2.8%	3,007,340,364	6.0%
Other intangible assets	176,168,641	0.3%	336,695,518	0.7%	442,136,314	0.9%
Right-of-use assets	190,375,057	0.4%	-	0.0%	-	0.0%
Deferred tax assets	727,994,748	1.4%	802,977,140	1.6%	1,121,511,511	2.2%
Other non-current assets	297,265,878	0.6%	305,394,453	0.6%	348,671,794	0.7%
<b>Total non-current assets</b>	<b>39,619,083,462</b>	<b>75.3%</b>	<b>37,620,950,618</b>	<b>75.9%</b>	<b>37,055,335,246</b>	<b>74.1%</b>
<b>Total assets</b>	<b>52,636,607,611</b>	<b>100.0%</b>	<b>49,534,541,988</b>	<b>100.0%</b>	<b>50,009,184,644</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Current liabilities</b>						
Trade and other current payables	756,316,148	1.4%	1,060,080,344	2.1%	1,167,372,345	2.3%
Amounts due to related parties	1,298,827	0.0%	4,288,712	0.0%	785,424	0.0%
Current portion of long-term borrowings	2,581,366,194	4.9%	383,272,798	0.8%	2,643,127,593	5.3%
Current portion of long-term lease liabilities	93,042,601	0.0%	8,729,152	0.0%	8,713,688	0.0%

Intouch Holdings Public Company Limited  
**Consolidated statements of financial position (Continued)**  
 As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
Accrued operating agreement fees	117,411,422	0.2%	171,654,806	0.3%	258,340,350	0.5%
Provision for unpaid operating agreement fee and interest	2,890,345,206	5.5%	2,890,345,206	5.8%	2,890,345,206	5.8%
Income tax payable	4,192,833	0.0%	5,943,171	0.0%	36,361,005	0.1%
Liabilities included in disposal groups classified as held for sale <sup>1)</sup>	-	0.0%	-	0.0%	88,430	0.0%
<b>Total current liabilities</b>	<b>6,443,973,231</b>	<b>12.2%</b>	<b>4,524,314,189</b>	<b>9.1%</b>	<b>7,005,134,041</b>	<b>14.0%</b>
<b>Non-current liabilities</b>						
Long-term accounts payable - equipment	208,426,920	0.4%	209,285,970	0.4%	225,042,120	0.5%
Long-term borrowings	1,135,519,151	2.2%	3,761,313,718	7.6%	4,287,949,627	8.6%
Lease liabilities	95,604,104	0.2%	6,410,373	0.0%	18,061,088	0.0%
Non-current provisions for employee benefit	373,622,867	0.7%	338,554,243	0.7%	241,540,681	0.5%
Deferred tax liabilities	9,246,307	0.0%	2,215,416	0.0%	-	0.0%
Other non-current liabilities	229,450,227	0.4%	243,411,022	0.5%	290,136,630	0.6%
<b>Total non-current liabilities</b>	<b>2,051,869,576</b>	<b>3.9%</b>	<b>4,561,190,742</b>	<b>9.2%</b>	<b>5,062,730,146</b>	<b>10.1%</b>
<b>Total liabilities</b>	<b>8,495,842,807</b>	<b>16.1%</b>	<b>9,085,504,931</b>	<b>18.3%</b>	<b>12,067,864,187</b>	<b>24.1%</b>

Intouch Holdings Public Company Limited  
Consolidated statements of financial position (Continued)  
As at 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Equity</b>						
Share capital						
Authorised share capital						
-common shares	5,000,000,000		5,000,000,000		5,000,000,000	
Issued and paid-up share capital						
-common shares	3,206,509,426	6.1%	3,206,420,305	6.5%	3,206,420,305	6.4%
Reserve						
Premium on share capital	10,352,569,515	19.7%	10,347,863,392	20.9%	10,347,863,392	20.7%
Retained earnings						
Appropriated						
Legal reserve	500,000,000	0.9%	500,000,000	1.0%	500,000,000	1.0%
Unappropriated	20,700,011,761	39.3%	16,794,717,670	33.9%	13,069,450,816	26.1%
Other components of equity	3,304,521,782	6.3%	3,676,169,662	7.4%	3,644,560,507	7.3%
<b>Total equity attributable to equity holders of the Company</b>	<b>38,063,612,484</b>	<b>72.3%</b>	<b>34,525,171,029</b>	<b>69.7%</b>	<b>30,768,295,020</b>	<b>61.5%</b>
<b>Non-controlling interests</b>	<b>6,077,152,320</b>	<b>11.5%</b>	<b>5,923,866,028</b>	<b>12.0%</b>	<b>7,173,025,437</b>	<b>14.3%</b>
<b>Total equity</b>	<b>44,140,764,804</b>	<b>83.9%</b>	<b>40,449,037,057</b>	<b>81.7%</b>	<b>37,941,320,457</b>	<b>75.9%</b>
<b>Total liabilities and equity</b>	<b>52,636,607,611</b>	<b>100.0%</b>	<b>49,534,541,988</b>	<b>100.0%</b>	<b>50,009,184,644</b>	<b>100.0%</b>

## Notes

1) Non-current assets or disposal groups classified as held for sale of Matchbox.



Intouch Holdings Public Company Limited  
Consolidated statements of profit or loss  
For the years ended 31 December

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Revenues</b>						
Revenues from sales and rendering of services	3,667,749,053	23.4%	4,877,536,978	27.8%	6,371,309,379	31.2%
Construction revenue under operating agreements	-	0.0%	-	0.0%	17,980,846	0.1%
Share of profits (loss) of investment in joint ventures	(358,838)	(0.0%)	(151,360,695)	(0.9%)	75,614,560	0.4%
associates	11,108,052,116	70.8%	12,385,411,968	70.6%	12,018,693,741	58.9%
Gain from disposal of investment in a subsidiary	-	0.0%	-	0.0%	1,634,702,626	8.0%
Net foreign exchange gain	-	0.0%	-	0.0%	5,583,154	0.0%
Other income	904,224,445	5.8%	419,360,458	2.4%	280,611,538	1.4%
<b>Total revenues</b>	<b>15,679,666,776</b>	<b>100.0%</b>	<b>17,530,948,709</b>	<b>100.0%</b>	<b>20,404,495,844</b>	<b>100.0%</b>
<b>Expenses</b>						
Cost of sales and rendering of services	2,177,881,157	13.9%	3,171,136,348	18.1%	3,562,395,151	17.5%
Construction cost under operating agreements	-	0.0%	-	0.0%	17,980,846	0.1%
Operating agreement fee	505,839,320	3.2%	702,808,759	4.0%	917,473,311	4.5%
Distribution costs	21,327,219	0.1%	50,581,924	0.3%	113,194,098	0.6%

**Intouch Holdings Public Company Limited**  
**Consolidated statements of profit or loss (Continued)**  
**For the years ended 31 December**

(Unit : Baht)

	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
Administrative expenses	1,046,367,569	6.7%	1,254,616,635	7.2%	1,684,099,510	8.3%
Net foreign exchange loss	58,585,806	0.4%	128,312,616	0.7%	-	0.0%
Impairment of investment in associates and loan to a related party	-	0.0%	55,191,963	0.3%	-	0.0%
Impairment loss on assets	53,986,964	0.3%	1,622,699,764	9.3%	2,253,000,000	11.0%
Directors and management benefit expenses	149,040,520	1.0%	129,506,064	0.7%	120,100,330	0.6%
<b>Total expenses</b>	<b>4,013,028,555</b>	<b>25.6%</b>	<b>7,114,854,073</b>	<b>40.6%</b>	<b>8,668,243,246</b>	<b>42.5%</b>
<b>Profit before finance costs</b>	<b>11,666,638,221</b>	<b>74.4%</b>	<b>10,416,094,636</b>	<b>59.4%</b>	<b>11,736,252,598</b>	<b>57.5%</b>
Finance costs	(191,233,721)	(1.2%)	(301,040,223)	(1.7%)	(340,014,165)	(1.7%)
<b>Profit before income tax expense</b>	<b>11,475,404,500</b>	<b>73.2%</b>	<b>10,115,054,413</b>	<b>57.7%</b>	<b>11,396,238,433</b>	<b>55.9%</b>
Income tax expense	(121,705,837)	(0.8%)	(349,254,211)	(2.0%)	255,038,886	1.2%
<b>Profit for the year</b>	<b>11,353,698,663</b>	<b>72.4%</b>	<b>9,765,800,202</b>	<b>55.7%</b>	<b>11,651,277,319</b>	<b>57.1%</b>
<b>Attributable to:</b>						
Owners of the parent	11,047,653,910	70.5%	11,083,014,210	63.2%	11,490,679,427	56.3%
Non-controlling interests	306,044,753	2.0%	(1,317,214,008)	(7.5%)	160,597,892	0.8%
<b>Profit for the year</b>	<b>11,353,698,663</b>	<b>72.4%</b>	<b>9,765,800,202</b>	<b>55.7%</b>	<b>11,651,277,319</b>	<b>57.1%</b>
<b>Basic and diluted earnings per share (Baht per share) to owners of the parent</b>	<b>3.45</b>		<b>3.46</b>		<b>3.58</b>	

Intouch Holdings Public Company Limited  
**Consolidated statements of profit or loss and other comprehensive income**  
For the years ended 31 December

(Unit : Baht)

	2020	2019	2018
<b>Profit for the year</b>	<b>11,353,698,663</b>	<b>9,765,800,202</b>	<b>11,651,277,319</b>
<b>Other comprehensive income, net of income tax</b>			
<b>Components of other comprehensive income</b>			
<b>that will be reclassified to profit or loss</b>			
Exchange differences on translating financial statement	(5,902,398)	(98,016,937)	(61,929,643)
Gains (loss) on remeasuring financial assets	9,478,923	38,908,631	(29,683,820)
Share of other comprehensive income of associates	(80,126,328)	-	(46,227)
	(76,549,803)	(59,108,306)	(91,659,690)
<b>Components of other comprehensive income</b>			
<b>that will not be reclassified to profit or loss</b>			
Gains (loss) on re-measurements of defined benefit plans	(85,630,659)	283,322,164	(4,017,885)
Share of other comprehensive income of an associate	(18,324,983)	4,820,218	15,685,908
	(103,955,642)	288,142,382	11,668,023
<b>Other comprehensive income for the year, net of income tax</b>	<b>(180,505,445)</b>	<b>229,034,076</b>	<b>(79,991,667)</b>
<b>Total comprehensive income for the year</b>	<b>11,173,193,218</b>	<b>9,994,834,278</b>	<b>11,571,285,652</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the parent	10,891,339,106	11,245,304,317	11,460,129,889
Non-controlling interests	281,854,112	(1,250,470,039)	111,155,763
	<b>11,173,193,218</b>	<b>9,994,834,278</b>	<b>11,571,285,652</b>

Intouch Holdings Public Company Limited  
**Consolidated statements of cash flows**  
For the years ended 31 December

(Unit : Baht)

	2020	2019	2018
<b>Cash flows from operating activities</b>			
Profit for the year	11,353,698,663	9,765,800,202	11,651,277,319
<i>Adjustments for</i>			
Depreciation and amortisation	1,302,768,430	1,853,737,008	2,020,018,836
Past and current service costs of employee and share-based payment expense	23,569,154	105,231,676	34,716,374
Gain from disposal of investment in a subsidiary	-	-	(1,634,702,626)
Profit from revaluation of investments in venture capital	(6,573,749)	-	-
Interest income	(211,776,068)	(269,985,402)	(249,484,509)
Interest expense	180,667,927	291,506,469	328,578,917
Income tax (income) expense	121,705,837	349,254,211	(255,038,886)
Share of (profit) loss of investments in joint ventures	358,838	151,360,695	(75,614,560)
Share of profit of investments in associates	(11,108,052,116)	(12,385,411,968)	(12,018,693,741)
Impairment of investment in associates and loan to a related party	-	55,191,963	-
Impairment loss on assets	53,986,964	1,622,699,764	2,253,000,000
Loss from write-off other current account receivables	98,415,000	-	-
Unrealised loss on foreign exchange	79,956,618	237,489,584	12,343,798
(Reversal) of allowance for doubtful accounts	(8,564,560)	65,866,756	358,394,586
Reversal of allowance for obsolete inventory	(5,889,645)	(5,570,270)	9,996,089
Others	1,257,874	14,400,049	(10,484,826)

Intouch Holdings Public Company Limited  
**Consolidated statements of cash flows (Continued)**  
For the years ended 31 December

(Unit : Baht)

	2020	2019	2018
<b>Changes in operating assets and liabilities</b>			
- Trade and other receivables	(20,200,290)	(226,956,999)	(558,508,827)
- Inventories	67,431,306	(5,494,623)	(25,841,158)
- Other non-current assets	3,523,838	8,411,383	17,827,952
- Trade and other payables	(309,393,933)	(42,395,179)	(208,381,432)
- Accrued operating agreement fees	(54,243,384)	(86,685,543)	(5,004,497)
- Other non-current liabilities	(65,260,790)	(70,713,397)	(66,510,925)
- Interest received	217,300,567	278,474,873	239,441,755
- Dividends received	8,178,441,600	8,515,200,890	8,839,933,200
- Income tax paid	(22,619,050)	(85,464,107)	(66,055,321)
<b>Net cash from operating activities</b>	<b>9,870,509,031</b>	<b>10,135,948,035</b>	<b>10,591,207,518</b>
<b>Cash flows from investing activities</b>			
Cash paid for investment in joint venture	(13,500,000)	-	-
Cash paid for investment in associates	-	(11,999,870)	(109,999,880)
Cash paid for investment in venture capital, net	(279,217,182)	-	-
Purchase of long-term investments	-	(101,486,066)	-
Purchased of property, plant and equipment	(73,992,452)	(215,635,713)	(92,930,343)
Purchased of other intangible assets	(8,275,581)	(2,206,761)	(3,145,966)
(Increase) decrease in current investments	(1,640,317,432)	1,572,295,418	(955,086,899)

Intouch Holdings Public Company Limited  
**Consolidated statements of cash flows (Continued)**  
For the years ended 31 December

(Unit : Baht)

	2020	2019	2018
(Increase) decrease in amounts due from, advances and loan to related parties	(28,214,226)	68,194,404	36,203,855
Cash proceed from disposal of investments	246,206,750	63,577,586	1,945,902,973
Cash proceed from liquidation of a subsidiary	-	53,241,837	-
Net cash received from disposal of equipment	27,307,671	9,352,665	10,262,509
<b>Net cash (used in) provided from investing activities</b>	<b>(1,770,002,452)</b>	<b>1,435,333,500</b>	<b>831,206,249</b>
<b>Cash flows from financing activities</b>			
Proceeds from short-term borrowings	3,687,000,000	-	-
Repayments of short-term borrowings	(3,687,000,000)	-	-
Repayments of long-term borrowings	(406,222,607)	(2,801,309,697)	(404,251,449)
Repayments of lease liabilities	(100,266,634)	(11,635,251)	(10,231,489)
Interest paid	(192,378,278)	(324,979,058)	(324,742,189)
Dividends paid	(7,984,564,407)	(8,079,627,296)	(9,871,882,765)
<b>Net cash used in financing activities</b>	<b>(8,683,431,926)</b>	<b>(11,217,551,302)</b>	<b>(10,611,107,892)</b>
<b>Net increase (decrease) in cash and cash equivalents before effects of exchange rate</b>	<b>(582,925,347)</b>	<b>353,730,233</b>	<b>811,305,875</b>
Effects of exchange rate changes on cash and cash equivalents	(24,886)	11,230	(165,231)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(582,950,233)</b>	<b>353,741,463</b>	<b>811,140,644</b>
Cash and cash equivalents at 1 January	3,425,570,413	3,071,828,950	2,260,688,306
<b>Cash and cash equivalents at 31 December</b>	<b>2,842,620,180</b>	<b>3,425,570,413</b>	<b>3,071,828,950</b>



## Summary material financial ratios

### Intouch Holdings Public Company Limited

Material financial ratios		Consolidated Financial Statements			Separated Financial Statements		
		2020	2019	2018	2020	2019	2018
Liquidity Ratio							
Current ratio	times	2.0	2.6	1.8	23.7	25.8	27.3
Quick ratio	times	2.0	2.6	1.8	23.7	25.8	27.3
Operating cash flow to current liability	times	1.8	1.8	1.6	91.6	108.3	114.0
Accounts receivable turnover	times	3.2	5.1	6.6	n/a	n/a	n/a
Collection period	Days	111	70	54	n/a	n/a	n/a
Inventory turnover	times	5.1	4.3	5.3	n/a	n/a	n/a
Days sale period	Days	71	84	68	n/a	n/a	n/a
Accounts payable turnover	times	25.0	24.0	18.5	n/a	n/a	n/a
Payment period	Days	14	15	19	n/a	n/a	n/a
Cash cycle	Days	168	139	103	n/a	n/a	n/a
Profitability Ratio							
Gross profit margin	%	26.8%	20.6%	29.7%	n/a	n/a	n/a
Operating profit margin	%	295.0%	208.7%	154.1%	n/a	n/a	n/a
Other income margin	%	5.8%	2.4%	9.4%	n/a	n/a	n/a
Free cash flow to EBIT	%	91.2%	99.6%	107.9%	72.7%	74.4%	80.0%
Net profit margin	%	70.5%	63.2%	56.3%	97.2%	96.4%	97.1%
Return on equity attributed to owners of the Company	%	30.4%	33.9%	38.5%	29.7%	33.0%	37.4%

Material financial ratios		Consolidated Financial Statements			Separated Financial Statements		
		2020	2019	2018	2020	2019	2018
Efficiency Ratio							
Return on assets	%	21.6%	22.3%	22.8%	29.6%	32.9%	37.2%
Return on fixed assets	%	278.5%	197.4%	131.6%	26,084.5%	39,452.5%	32,674.7%
Total assets turnover	times	0.3	0.4	0.4	0.3	0.3	0.4
Financial Policy Ratio							
Debt to equity attributed to owners of the Company ratio	times	0.2	0.3	0.4	0.0	0.0	0.0
Interest coverage ratio	times	50.4	30.3	31.6	6,759.75	n/a	n/a
Debt service ratio	times	0.9	1.0	1.1	1.0	1.1	1.0
Dividend payout ratio	%	72.5%	76.6%	75.7%	72.7%	76.8%	75.7%
Information per share							
Book value per share	Baht	11.9	10.8	9.6	12.1	11.0	9.9
Basic and dilution earnings per share to owners of the parent	Baht	3.45	3.46	3.58	3.44	3.45	3.58
Growth rate							
Total assets	%	6.3%	(0.9%)	(1.9%)	10.1%	11.9%	6.1%
Total liabilities	%	(6.5%)	(24.7%)	(11.5%)	31.8%	22.0%	(7.5%)
Revenues from sales of goods and rendering of services	%	(24.8%)	(23.4%)	(33.8%)	n/a	n/a	n/a
Operating expenses	%	(18.2%)	(27.4%)	(30.3%)	(16.9%)	4.9%	(11.6%)
Profit for the year attributed to owners of the Company	%	(0.3%)	(3.5%)	7.7%	(0.3%)	(3.5%)	7.7%



# OTHER INFORMATION

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Annual Report and Sustainability Report 2020

INTOUCH HOLDINGS PLC.

## Legal Disputes

### Legal Dispute of the Company

The Company has legal disputes in relating to satellite business as a co-party with Thaicom Plc. (THAICOM) as follows;

- 1) **Case in which the Administration Court ordered THAICOM to be made a defendant jointly with Ministry of Information and Communication Technology (currently known as Ministry of Digital Economy and Society (MDES)) and National Telecommunications Commission (NTC)**

On 19 April 2007, Mr. Supong Limthanakul brought legal proceeding in the Central Administrative Court against National Telecommunications Commission (NTC) and Ministry of Information and Communication Technology (Currently Ministry of Digital Economy and Society) (MDES) and NTC as the Black case no 546/2550 (Red case no. 887/2554), claiming that the two government agencies were negligent in the performance of its duty by not investigating whether THAICOM was carrying on telecommunication business in breach of the laws after the sale of the Company's shares to the new shareholders.

On 28 April 2009, the Central Administrative Court issued an order making THAICOM to be as the defendant no.4 and THAICOM filed a statement of defence and supporting evidence with the Central Administrative Court in July 2009.

On 20 July 2009, the Central Administrative Court issued an order making the Company to be as the defendant no.5 and the Company filed a statement of defence and supporting evidence with the Central Administrative Court in September 2009.

On 10 June 2011, the Central Administrative Court issued its judgement dismissing the case on the ground that THAICOM is not an alien under the Foreign Business Act 1999 and that MDES was not negligent in performing its duty in not terminating the Agreement with THAICOM.

On 8 July 2011, Mr. Supong Limtanakool has appealed the judgment to the Supreme Administrative Court.

on 23 September 2011, the Company and THAICOM submitted the appellate answer to the court.

At present, the case is pending and in consideration of the Supreme Administrative Court.

- 2) **Case in which THAICOM and INTOUCH to jointly submit the dispute to Thai Arbitration Institute in regards to Ministry of Digital Economy and Society notifying that Thaicom 7 and Thaicom 8 satellites were the satellites under the Operating Agreement on Domestic Communication Satellite**

On 5 October 2017, the Company and THAICOM received a notice from Ministry of Digital Economy and Society (MDES) stating that Thaicom 7 and Thaicom 8 satellites were the satellites under the concession agreement on domestic communication satellite dated 11 September 1991 between Intouch Holdings Plc. (the Company) (which is a major shareholder of THAICOM holding in total 41.14%) and MDES (formerly known as the Ministry of Information and Communication Technology) (the "Operating Agreement") and the Company established THAICOM to operate and compliance with the Operating Agreement e.g. transfer of ownership and delivery of assets, procurement of the backup satellite(s), payment of overdue revenue sharing, and property insurance.

The Company's Board meeting no. 9/2017 on 18 October 2017 and THAICOM's Board meeting no. 11 October 2017 on 24 October 2017 considered such notice and consulted with the legal advisor of the Company and THAICOM, and then opined that Thaicom 7 and Thaicom 8 satellites under the Agreement as the procedures of Thaicom 7 and Thaicom 8 satellites fell under the scope of license received from the National Broadcasting and Telecommunications Commission. Therefore, the Company and THAICOM have a different opinion from MDES, resulting from the terms of and compliance with the Operating Agreement and that the parties thereto have not been able to resolve it, for further settlement. This is in accordance with Clause 45.1 of the Operating Agreement. The Company THAICOM have jointly submitted the dispute to the Arbitration Institute on 25 October 2017, as appeared in the Black case no. 97/2560.

At the present, this dispute is on Arbitration process. THAICOM does not have any duty to perform as MDES's request until an arbitration award is rendered. However, this dispute does not affect to the service providing under the Operating Agreement because THAICOM has fully complied with the terms and conditions of the Agreement and has not proceed with any operations against or violating the Operating Agreement.

### 3) Case in which the Ministry of Digital Economy and Society in relating Thaicom 5 Satellite

In November 2020, the Company and THAICOM received a notice to inform that Ministry of Digital Economy and Society (MDES) had proposed a dispute to Thailand Arbitration Center as the Black case no. A27/2563, requesting THAICOM and INTOUCH for the following claims; (1) the replacement satellite of Thaicom 5 or the compensation at the value of 7.79 billion baht plus interest of 7.5% per year from 30 October 2020 until full payment, (2) a fine of 4.98 million baht (for a period from 25 February 2020 to 30 October 2020) plus interest of 7.5% per year and (3) a fine from 1 November 2020 until delivery of replacement satellite or full payment of compensation.

THAICOM has already fulfilled the obligations of the concession and disagreed with the claims of MDES. With this regards, the Company and THAICOM jointly appointed the legal representative to process the defending of the dispute according to the legal procedures. The case is now in the beginning process of the arbitration.

## Legal Dispute of the Company's subsidiaries and associates

### Legal Proceeding Relating to Satellite & International Business

Please find the details of legal disputes that the Company and THAICOM jointly have co-party in relating to Satellite business in 1), 2) and 3) above.

(Details are shown the topic "Legal Dispute" of the form 56-1 One Report for the year 2020 of THAICOM at [www.set.or.th](http://www.set.or.th).)

### Legal Proceeding Relating to Wireless Communications Business

Advanced Info Service Public Company Limited (AIS) is an associated company of INTOUCH. AIS's disputes may significantly affect to assets and business of the Company. Details are shown in the form 56-1 One Report for the year 2020 of AIS at [www.set.or.th](http://www.set.or.th).

## Legal Proceeding Relating to Other Businesses

### 1) The case between ITV Plc and PMO

The Office of the Permanent Secretary, Prime Minister's Office (PMO) sent ITV Plc. (ITV) a notice to terminate the Operating Agreement and demanded ITV to cease its broadcasting business using the UHF system from 7 March 2007. ITV then submitted a dispute to Thai Arbitration Institute against PMO, regarding the consideration whether the termination is unlawful or not. The dispute was considered as the Black case no. 46/2550 (the Red case no.1/2559) and then, the arbitration tribunal rendered an award on 14 January 2016 that the termination of PMO is unlawful and has ordered PMO to pay compensation for the damages in the total amount of 2,890,345,205.48 Baht to ITV and ITV shall pay the unpaid difference of the operating fee of 2,886,712,328.77 Baht with the late interest of 3,632,876.77 Baht. The total amount that ITV shall pay to PMO is 2,890,345,205.48 Baht. Since ITV and PMO are obligated to pay the equal amount of 2,890,345,205.48 Baht to each other, the obligations therefore could be set-off. In this regard, ITV and PMO shall release each other from obligations.

On 29 April 2016, PMO as the plaintiff has submitted a petition to the Central Administration Court (CAC) requesting to revoke the Arbitration award of the Black case no.46/2550 (the Red case no.1/2559) with arguments that the award is not comply with the arbitration clause and out of scope of arbitration agreement and the award is contrary to public order or morals. The CAC accepted the PMO's petition as the Black case no. 620/2559 and ITV submitted a statement of defense to the CAC against this case on 9 May 2017.

On 17 December 2020, the CAC issued its judgement for the Black case no. 620/2550 (Red case no. 1948/2563) dismissing the case with the reason that there is no legal ground to revoke the arbitration award pursuant to the Article 40 of the Arbitration Act B.E. 2545.

On 15 January 2021, PMO has submitted an appeal against the Central Administrative Court's decision to the Supreme Administrative Court.

At the present, the case is in consideration of the Supreme Administrative Court.

## Principal Assets used in Business Operations

### Assets used in Business Operations

#### Investment

As the Company is a holding company, its principal assets are investments which are in subsidiaries and an associate measured at equity method and in venture capital measured at fair value through profit or loss. As of 31 December 2020, the separate financial statements showed total investment in subsidiaries and an associate and investment in venture capital of 35,891 million baht and 975 million baht, respectively, as shown in the table below.

Unit: Baht Million

Investment	Percentage holding <sup>(1)</sup>	As of 31 December		
		2020	2019	2018
Investment in subsidiaries				
Thaicom Plc.	41.13	4,484	4,381	5,262
ITV Plc.	52.92	-	-	-
IT Applications Service Co., Ltd.	99.99	95	117	119
Matchbox Co., Ltd. <sup>(2)</sup>	-	-	-	53
Intouch Media Co., Ltd.	99.99	18	18	53
Total		4,597	4,516	5,487
Investment in associates				
Advanced Info Service Plc.	40.45	31,294	28,460	23,926
Investments in venture capital <sup>(3)</sup>		-	309	352
Total		31,294	28,769	24,278
Total investment in subsidiaries and associates		35,891	33,285	29,765
Investments in venture capital <sup>(3)</sup>		975	-	-

(1) Investment portion as of 31 December 2020.

(2) Matchbox Co., Ltd. had completeness of liquidation on 25 February 2019.

(3) The change in accounting policy (note 3) has impacted to the Company, since 1 January 2020, to classify investment in associates under venture capital to be measured at FVTPL and presented as "Investments in venture capital".

#### Fixed assets

The Company itself has no significant fixed assets because all the major ones, such as property, plant and equipment, and intangible assets under operating agreements, belong to its subsidiaries.

#### • Property, plant and equipment

As of 31 December 2020, 2019 and 2018 the Company, along with its subsidiaries, owned the property, plant and equipment listed in the table below:

Unit : Baht Million

Assets	Estimated useful life (in years)	As of 31 December		
		2020	2019	2018
Building and improvements	5-30	417	412	442
Equipment, furniture and fixtures	5-18	11,694	11,727	11,651
Vehicles	5	43	77	97
Computers and related equipment	2-5	95	220	226
Assets under construction		42	10	9
<b>Total cost</b>		<b>12,291</b>	<b>12,446</b>	<b>12,425</b>
<b>Less Accumulated depreciation</b>		<b>(5,575)</b>	<b>(5,478)</b>	<b>(5,126)</b>
<b>Less Allowance for impairment</b>		<b>(3,608)</b>	<b>(3,610)</b>	<b>(2,423)</b>
<b>Total property, plant and equipment - net</b>		<b>3,108</b>	<b>3,358</b>	<b>4,876</b>

Fierce competition in the satellite industry has led to significant market price erosion and affected THAICOM's operating results. THAICOM had assessed the provision for impairment loss on equipment and recorded the losses from impairment in the amount of Baht 2,423 million and Baht 1,187 million in the consolidated statements of profit or loss for the years ended 31 December 2018 and 2019, respectively.



### • Intangible assets under operating agreements

As of 31 December 2020, 2019 and 2018, a subsidiary, possessed the intangible assets under operating agreements listed in the table below:

Unit : Baht Million

Type of intangible assets under operating agreements	As of 31 December		
	2020	2019	2018
Satellites and satellite equipment	26,013	26,013	26,250
<u>Less</u> Accumulated amortisation	(22,001)	(21,195)	(20,217)
<u>Less</u> Allowance for impairment	(3,452)	(3,452)	(3,026)
<b>Total intangible assets under operating agreements - net</b>	<b>560</b>	<b>1,366</b>	<b>3,007</b>

Amortisation is amortised on the straight-line basis over the lower of the period of useful lives or operating agreement.

On 17 December 2019, THAICOM found a technical incident on the status notification system of Thaicom 5. On 31 December 2019, Thaicom 5 and all the related equipment had a book value of Baht 222 million, which THAICOM has booked as a loss from impairment. In addition, THAICOM had assessed the impairment of other intangible assets under operating agreement which were measured the value in use by using discounted cash flow approach at discount rate of 8.3%. As a result, the book value was higher than the recoverable amount, therefore, the impairment loss of Baht 205 million was booked.

### Intangible asset

As of 31 December 2020, the Company, along with its subsidiaries, had a net book value of 176 million baht in intangible assets such as goodwill from business combination and the development of Thaicom 4 (IPSTAR) technology.

### Right-of-use assets

As of 31 December 2020, the Company, along with its subsidiaries, had a net book value of 190 million baht in Right-of-use assets which the Group leases several assets including land, buildings, transponder and vehicles.



## Long-term lease

The Company's and its subsidiaries' significant long-term operating contracts (3 years and over) are shown in the table below.

Company	Rental place/assets	Contractual party	Area	Period	Conditions to terminate contract
Intouch Holdings Plc	Rental of office space at SJ Infinite One Business Complex, 5th, 29th and 30th Floors	WHA Business Complex Freehold and Leasehold Real Estate Investment Trust	1,891.93 sq. meters	1 Feb 2018 - 31 Jan 2021	Written notice not less than 6 months before end of contract term. (A new contract is in the renewal process)
Thaicom Plc	Lease of land for the construction of office and satellite control station in Nonthaburi	Ministry of Finance	7 rai 3 ngan 14.8 sq. wa	11 Sep 2018 - 10 Sep 2021	None
	Lease of land for antenna and multipurpose building in Nonthaburi	Ministry of Finance	1 ngan 83.3 sq. wa	30 Sep 1994 - 10 Sep 2021	None
	Lease of Thaicom Teleport & DTH Center buildings in Phathumtani	OAI Management Co., Ltd.	All space in Thaicom Teleport & DTH Center Building	1 Jan 2019 - 31 Dec 2021	Written notice not less than 90 days before end of contract term. The extended contract is a 3-year lease.
	Lease of all support-system equipment at Thaicom Teleport & DTH Center buildings in Phathumtani	OAI Management Co., Ltd.	All equipment at Thaicom Teleport & DTH Center Building	1 Jan 2019 - 31 Dec 2021	Contract is extended according to the Thaicom Teleport & DTH Center building leasing agreement.
	Rental of office space at SJ Infinite One Business Complex, 28th Floor	WHA Business Complex Freehold and Leasehold Real Estate Investment Trust	929	1 Mar 2018 - 28 Feb 2021	Written notice not less than 6 months before end of contract term. The extended contract is a 3-year lease. (A new contract is in the renewal process)

## Material agreements

Main agreements and licenses of the Company and its subsidiaries are as follows:

### Satellite & International Business

#### • Domestic Communication Satellite Operating Agreement

1) Parties : Ministry of Transport (MOT), was changed to Ministry of Information and Communication Technology (MICT), and now becomes Ministry of Digital Economy and Society (MDES) herein called (the “Ministry”)

Shinawatra Computer and Communications Company Limited (currently known as Intouch Holdings Public Company Limited)

Shinawatra Satellite Company Limited (currently known as Thaicom Public Company Limited) (THAICOM)

2) Privilege to provide transponder services

THAICOM is entitled to administrate the satellite projects, provide transponder services, and collect transponder service charges from users.

3) Operating Agreement terms and privilege protection

THAICOM is granted a 30- year contract commencing from the agreement date under the Ministry with 8-year protection allowing no competitors in the business. Such protection privilege already ended on 11 September 1999.

4) Intouch Holdings Public Company Limited is required to hold no less than 40% shares of THAICOM

5) Operation and operational plan

THAICOM agrees to proceed as follows:

- Procure the construction of and launch 2 sets of the satellites, its first communication satellite shall be launched into orbit within 33 months from the date of agreement while providing a supplementary ground satellite system, second main satellite with its supplementary shall be followed by the subsequent ones in preparation for in-time, and efficient launch following the life end of the previous ones.
- Construct satellite control stations at locations agreed upon by the Ministry and THAICOM.
- Procure and install necessary operational tools and equipment.
- Launch supplementary satellite into orbit within 12 months after the commercialization of the first satellite.

6) Specifications of the first satellite

Frequency Band	Usable Bandwidth	No. of Orbital Slots	EIRP Value measured at Bangkok, Chiangrai, Ubon Ratchathani, Tak, and Songkhla
C-Band	Not less than 36 MHz	10	Not less than 37 dBW
Ku-Band	Not less than 54 MHz	2	Not less than 50 dBW

#### 7) Allocation of orbital slots and frequency bands

The Ministry is responsible for international organization coordination while THAICOM shall extend cooperative and technical support all under THAICOM's expenses.

#### 8) Use of orbital slots by other countries

All domestic users shall be given fair opportunity. However, THAICOM is permitted to lease the unused transponders to international users upon the Ministry' approval.

#### 9) Transfer of ownership, delivery and receipt of assets

THAICOM must transfer ownership of all satellites to the Ministry after the launch into orbit and the completion of functional test. The satellite control stations and related equipments shall belong to the Ministry right after the installation and efficiency test but the Ministry shall deliver the assets into THAICOM's control for further operation.

#### 10) Rate of transponder service charge

THAICOM is entitled to impose transponder service charges which shall not be higher than the tariff rate presented by the Ministry, such tariff rate shall not be higher than the market rate for satellite of similar functional quality. The tariff rate is consider as follow;

- Functional quality
- Duration and commencement of service
- Type of transponders
- Fair treatment to users
- Category and size of earth stations including signal type

#### 11) Insurance on assets

Throughout the agreement period, THAICOM will arrange for a full value insurance against all risks on the assets.

#### 12) Complimentary use of transponder

THAICOM agrees to allow the use of C-Band 1 transponder by the Ministry or government units or those agencies approved by the Ministry throughout the agreement period without any remuneration.

#### 13) Agreement renewal

If THAICOM wishes to continue the business it is required to tender a new proposal to the Ministry within the 25th year from the agreement date, during 11 September 2015 and 10 September 2016.

#### 14) Operating Agreement Remuneration

THAICOM agrees to pay a percentage of its annual gross income with a total minimum guarantee remuneration of 1,415 million baht to the Ministry throughout the 30-year agreement period.

The rate of remuneration percentage of annual gross revenue is as follows:

Year	Remuneration Percentage of Gross Revenue
1992-1996	5.5
1997-2001	10.5
2002-2006	15.5
2007-2011	17.5
2012-2016	20.5
2017-2021	22.5

#### • Joint Venture Agreement for Telecommunications Business Operation in Laos

##### 1) Privilege to provide services

Laos Telecommunication Co., Ltd (LTC) is responsible to operate and develop telecommunications network to serve the needs both in public and private sectors in accordance with the national social and economic development plan.

##### 2) Operating Agreement terms and protection privilege

LTC is entitled to operate the business for 25 years from the date of agreement under a 5-year investment protection privilege. The Laos PDR is responsible to procure the frequencies and facilitate the domestic and international transmission links, and to grant permission for installation of network stations including assist in the acquisition process for station and equipment sites.

##### 3) Transfer of ownership, delivery and receipt of assets

Upon the expiration of the joint venture agreement, Shenington Investments Pte Ltd. must transfer its shares in the joint venture to the Laos PDR Government without any remuneration.

##### 4) Agreement renewal

In the 3<sup>rd</sup> quarter of Year 2015, Laos PDR Government and Shenington Investments Pte Ltd. Have officially reached the agreement to extend the Joint Venture Agreement and the Master Agreement for operating the telecommunication business in Laos PDR for additional 25 years period starting from Year 2022 to Year 2046.

#### • License Type I of Telecom Services of Thaicom Public Company Limited

THAICOM is granted the licenses from NBTC to providing Telecommunication Services Type I, the Service Providers to operate without his or her own

network for telecommunications services which are deemed appropriate to be fully liberalized since 16 August 2016 including the following services:

##### 1) Store-and-Retrieve Value-Added Service

###### (1.1) Vessel Monitoring System Service (VMS)

###### (1.2) Electronic Reporting System and Electronic Monitoring System Service (ERS/EM)

##### 2) Telecommunication resale service

###### (2.1) Leased Circuit / Channel Service:

###### (2.1.1) Digital Subscriber Line (xDSL)

###### (2.1.2) Integrated Service Digital Network Service (ISDN)

###### (2.1.3) Asynchronous Transfer Mode (ATM)

###### (2.1.4) Leased line

###### (2.1.5) Frame Relay

###### (2.1.6) Multi-Protocol Label Switching (MPLS)

###### (2.1.7) Internet Protocol Virtual Private Network (IP VPN)

###### (2.1.8) International Private Leased Circuit (IPLC)

###### (2.2) Public Switched Telecommunication Service:

###### (2.2.1) GPRS (General Pocket Radio Service) resale service

###### (2.3) Others:

###### (2.3.1) Very Small Aperture Terminal (VSAT)

###### (2.3.2) Satellite Uplink / Downlink service (Transmission Platform)

### 3) Internet service

#### (3.1) Internet broadband via satellite including in-flight connectivity

#### (3.2) Colocation

- **Telecommunication Business Type III License, Thaicom Public Company Limited**

THAICOM is granted the Telecommunication Business Type III License by the NBTC as a telecommunication operator by using their own network, to providing satellite network services in satellite transponder leasing service, Internet broadband via satellite service, Satellite uplink/ downlink resale service and Satellite uplink/ downlink (Hub station) resale service, valid for service providers using their own network, valid for 20 years from 26 June 2012 to 25 June 2032.

- **License to Operate Network Services, Thai Advance Innovation Company Limited (Thai AI)**

Thai AI is granted the license by the NBTC to operate a voice or TV broadcasting network not requiring the use of frequency at the national level. The license is granted for a period of 15 years starting from 21 January 2013 to 20 January 2028.

- **License to Operate TV Satellite Services, Thai Advance Innovation Company Limited (Thai AI)**

Thai AI is granted the license by the NBTC to operate TV Broadcasting for D-Channel, valid for 5 years from 28 January 2016 to 27 January 2021.

- **License to Operate Radio or Television Broadcasting Network Services, TC Broadcasting Company Limited (TCB)**

TCB is granted the license by the NBTC to operate a radio or television broadcasting network not using the radio frequencies at the national level for a period of 15 years, starting from 4 March 2013 to 3 March 2028, which consists of services as follows:

- 1) Radio or television broadcasting network services to Operate Satellite Network Services
- 2) Radio or television broadcasting network services
- 3) Radio or television broadcasting network services not using the radio frequencies

- **Telecommunication Services Type III License, TC Broadcasting Company Limited (TCB)**

TCB is granted license from the NBTC to provide Telecommunication Service Type III, for network providers and service providers for a period of 15 years starting from 10 November 2015 to 9 November 2030, to operate telecommunication network and services consisting of:



- 1) Satellite Uplink/Downlink service (Transmission platform)
- 2) Satellite Uplink/Downlink Service
- 3) Satellite Uplink/Downlink Service (Hub station)
- 4) Public Very Small Aperture Terminal (VSAT) Service
- 5) Satellite Internet service (Hub station)
- 6) Satellite Transponders Leasing Services
- 7) Satellite internet service (fixed) with wholesale service
- 8) Satellite internet service (mobility) with wholesale service
- 9) Co-location service
- 10) Satellite network management service

• **Telecommunication Services Type I License, Nation Space and Technology Company Limited**

Nation Space and Technology Company Limited (NSAT) was granted Telecommunication Type I, operating without their own network, for Internet via satellite service including in-flight connectivity since 5 October 2020.

(Investors should study the material agreements of Thaicom Plc. in THAICOM's Form 56-1 One Report for the year 2020 at [www.set.or.th](http://www.set.or.th))

### Wireless Telecommunications Business

Material agreements of local wireless telecommunication business, which of Advanced Info Service Plc. (AIS) is an associate of the Company, investors can find details in AIS's Form 56-1 One Report for the year 2020 at [www.set.or.th](http://www.set.or.th).

### Other Businesses

- **License to operate the radio or television broadcasting business for TV program.**

1) Service Provider: High Shopping TV Co., Ltd. (High Shopping TV)

2) Type of Service

TV program for sale of goods and services. At the present, the program is broadcasted via channels of operators who holds broadcasting license for subscription-based television services type for non-frequency usage (e.g., Satellite TV, Cable TV and etc.)

3) Term of Operating License

High Shopping TV is granted the 2<sup>nd</sup> license renewal for a period of 5 years starting from 26 October 2018 to 25 October 2023 (in case that High Shopping TV complies with the regulator's condition, the license can be extended.)

4) Payment of Revenue Sharing

High Shopping TV has a duty as a licensee who must pay license annual fee<sup>(1)</sup> and annually remit to Broadcasting and Telecommunications Research and Development Fund for the Public Interest<sup>(2)</sup> pursuant to relevant notifications of NBTC.

Remarks:

- (1) Notification of NBTC re: radio or television broadcast License fee (no.3) announced on 22 January 2018 provides the rate of annual license fee as follows;

Revenue	Progressive rate Percentage of Gross Revenue
0-100 million baht	0.125
over 100 million baht to 500 million baht	0.25
over 500 million baht to 1,000 million baht	0.50
over 1,000 million baht to 10,000 million baht	0.75
over 10,000 million baht to 25,000 million baht	1.00
over 25,000 million baht to 50,000 million baht	1.25
over 50,000 million baht	1.50

- (2) For the revenue incurred before and in the fiscal year 2018, Notification of NBTC re: criteria and procedure of remittance to Broadcasting and Telecommunications Research and Development Fund for the Public Interest announced on 10 November 2016 provides the annual remittance rate as follows;

Revenue	Annual Remittance Rate
not over than 5 million baht	0.50
over 5 million baht to 50 million baht	0.75
Over 50 million baht to 500 million baht	1.00
over 500 million baht to 1,000 million baht	1.75
over 1,000 million baht	2.00

For the revenue incurred in the fiscal year 2019 onwards, Notification of NBTC re: criteria and procedure of remittance to Broadcasting and Telecommunications Research and Development Fund for the Public Interest (no.2) announced on 22 April 2020 provides the annual remittance rate as follows;

Revenue	Annual Remittance Rate
not over than 100 million baht	0.125
over 100 million baht to 500 million baht	0.25
Over 500 million baht to 1,000 million baht	0.50
over 1,000 million baht to 10,000 million baht	0.75
Over 10,000 million baht to 25,000 million baht	1.00
over 25,000 million baht to 50,000 million baht	1.25
over 50,000 million baht	1.50

## Policy on Investments in Subsidiaries, Associates and Joint ventures

The Company concentrated its investments on the businesses with a potential to grow and a good return on investment, with main focus on the investment in Telecom, Media and Technology as well as Digital business and related business.

The Company investment's policy focuses on a long-term investment, based on fundamental factors and potential of that business and its ability to synergize with the Company and other companies in our portfolio, with a policy to gain control in such investment through a directorship to allowing it to determine the key business direction and decision of such the subsidiaries, associates and joint ventures.

Additionally, the Company is also the venture capitalist focusing on investing in high potential, innovative startups that will create values to the Company in the future. The Company not only provides the financial support and create business collaborations with companies under INTOUCH Group but also provides advices in order to rapidly enhance the startups' growth.

To make an investment decision, the Company had a separate division that is in charge of the consideration and recommendations to invest in a new business. This division prepared the feasibility study, analyzed the potential risks and returns of a new investment. Then, an investment proposal would be submitted to a committee specifically appointed to



consider and approve the investment in an attempt to reduce any possible risk arising from a mistaken investment decision which would result in an unworthy return on investment. The Company had a policy to strengthen the new investment companies and to enable them to develop a sustainable future growth by themselves.

Moreover, once a new investment had been approved, the portfolio management function would closely monitor the performance of the corresponding company. This function would submit an analysis including comments and recommendations for each of subsidiary, associate and joint venture's executive committee to consider issuing a policy or making an improvement to such subsidiaries, associates and joint ventures.

# Details of directors, executives, management structure and total compensation of the subsidiaries undertaking the Company's core businesses

## 1. Thaicom Public Company Limited

01

### Mr. Prasert Bunsumpun

Age 68 / Thai

#### Title :

- Chairman of the Board of Directors
- Independent Director

Date of Appointment as Director : 1 October 2015

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 27

Number of meetings attended / Total meetings held : 14/14

Illegal Record in the past 5 years <sup>2)</sup> : -None-

02

### Mr. Winid Silamongkol

Age 62 / Thai

#### Title :

- Independent Director
- Chairman of the Audit Committee
- Member of the Governance and Nomination Committee

Date of Appointment as Director : 27 March 2020

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

#### Highest Education :

- Master of Accounting, Thammasat University

Governance Training of IOD/Others :

IOD Training Programs : -None-

Other Training / Seminars : -None-

Number of meetings attended / Total meetings held : 8/8

#### Experience :

2020 - Present

- Independent Director, Chairman of the Audit Committee and Member of the Governance and Nomination Committee, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations :

Present

- Director, Advisor Thammasat University's Transformation Committee
- Director Faculty of Commerce and Accountancy, Thammasat University
- Director and Chairman of Audit Professions, Thailand Federation of Accounting Professions
- Arbitrator, Thailand Arbitration Center

#### Past Experience :

2015 - 2019

- Chief Executive Officer, KAMG in Thailand

Illegal Record in the past 5 years <sup>2)</sup> : -None-

03

### Mrs. Patareeya Benjapolchai

Age 66 / Thai

#### Title :

- Independent Director
- Member of the Audit Committee
- Member of the Compensation Committee
- Member of the Governance and Nomination Committee

Date of Appointment as Director : 30 March 2016

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

#### Highest Education :

- Master of Business Administration, Thammasat University

Governance Training of IOD/Others :

IOD Training Programs :

- Ethical Leadership in 2018
- Driving Company Success with IT Governance in 2016
- Director Certification Program Update in 2014
- Financial Institutions Governance in 2010
- DCP: Directors Certification Program Class 1/2000

Other Training / Seminars :

- IOD (Singapore) 2017 Flagship Conference "The Sustainability Imperative" by Singapore Institute of Director (SID)
- IOD (UK) Annual Convention 2016 "Thriving in a changing world" by The Institute of Director (UK)

Number of meetings attended / Total meetings held : 13/14

#### Experience :

2020 - Present

- Member of the Audit Committee, Member of the Compensation Committee, and Chairperson of the Governance and Nomination Committee, Thaicom Plc.

2016 - Present

- Independent Director, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET :

2020 - Present

- Independent Director, Member of the Audit Committee and Chairperson of the Risk Management Committee, Interlink Communication Plc.

2019 - Present

- Independent Director, Member of the Audit Committee and Chairperson of the Risk Management Committee, Central Retail Corporation Plc.

Other Companies/Organizations :

2020 - Present

- Independent Director and Member of the Audit Committee, ANZ Bank (Thai) Plc.

2019 - Present

- Independent Director and Chairperson of the Audit Committee, Glow Energy Plc.

2017 - Present

- Subcommittee on Acquisition of Securities-for Business Takeover, The Securities and Exchange Commission

2013 - Present

- Independent Director, Bangkok Glass Plc.
- Director of Revolving Fund Evaluation Committee, Ministry of Finance
- Member of the SET AWARD Committee and Corporate Governance Committee, The Stock Exchange of Thailand

2010 - Present

- Associate Judge, The Central Intellectual Property and International Trade Court

#### Past Experience :

2018 - 2020

- Chairperson of the Audit Committee and Member of the Governance and Nomination Committee, Thaicom Plc.

2017 - 2019

- Advisor for Civil Penalties Measurement, The Securities and Exchange Commission

2014 - 2019

- Independent Director and Chairperson of the Audit Committee, MCOT Plc.

2013 - 2019

- Director, Thai Institute of Directors Association

2011 - 2019

- Independent Director, Member of the Audit Committee and Chairperson of Governance Committee, TISCO Financial Group Plc.

- Independent Director and Member of the Audit Committee, TISCO Bank Plc.

2013 - 2017

- Directors' Responsibilities Steering Committee
- The Securities and Exchange Commission Federation of Accounting Professions Under The Royal Patronage of His Majesty the King

2011 - 2017

- Member of Ethics Committee Federation of Accounting Professions Under The Royal Patronage of His Majesty the King

2011 - 2016

- Chairman of the Audit Committee, The Office of the Agricultural Futures Trading Commission

2006 - 2010

- President, The Stock Exchange of Thailand

Illegal Record in the past 5 years <sup>2)</sup> : -None-

04

### Mr. Teeranun Srihong

Age 55 / Thai

#### Title :

- Independent Director,
- Member of the Audit Committee,
- Chairman of the Compensation Committee, Chairman of the New Business Development Committee

Date of Appointment as Director : 27 March 2020

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

#### Highest Education :

- MBA, University of Michigan, Ann Arbor, USA

Governance Training of IOD/Others :

IOD Training Programs :

- Director Certification Program (DCP)
- Director Accreditation Program (DAP)

Other Training / Seminars :

- Advanced Management Program, Harvard Business School (AMP189)

Number of meetings attended / Total meetings held : 8/8

#### Experience :

2020 - Present

- Independent Director, Member of the Audit Committee, Chairman of the Compensation Committee, and Chairman of the New Business Committee, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET :

2020 - Present

- Independent Director, Thanachart Bank Plc.

2019 - Present

- Independent Director, TMB Bank Plc.
- Independent Director, Member of the Audit Committee, Member of Nomination and Compensation Committee, and Chairman of the Risk Management Committee S&P Syndicate Plc.
- Investment Committee (Startup), Bangchak Corporation Plc.

2017 - Present

- Advisor, Sansiri Plc.

Other Companies/Organizations :

2020 - Present

- Honorary Director The Protection of Credit Information Committee
- Advisor ERX Co., Ltd.
- Honorary Director in the Electronic Transactions Commission
- Electronic Transactions Development Agency, MDES

2019 - Present

- Honorary Director, Executive Committee, and Chairman of the Risk Management Committee Government Pension Fund (GPF)
- Honorary Director National Competitiveness Development Committee
- Executive Committee, Phuket Deep Sea Port Co., Ltd.

2018 - Present

- Chairman of the Board Thailand Management Association
- Director Arcel Capital Co., Ltd.

2017 - Present

- Chairman of the Board, Digital Economy Promotion Agency
- Honorary Director (Economic), Digital Economic and Society Commission
- Director and Managing Director, CELAR Consulting Co., Ltd.

#### Past Experience :

2020 - 2020

- Chairman of the Risk Management Committee, and Chairman of the IT Committee Thanachart Bank Plc.

2019 - 2020

- Chairman of the Risk Management Committee, and Chairman of IT Committee TMB Bank Plc.

2018 - 2020

- Director, The Mall Group Co., Ltd.
- Director, The Mall Shopping Complex Co., Ltd.
- Director, Policy Steering Committee for Big Data Utilization
- Chairman of the Board, Data Center, and Cloud Computing
- Director, Thai Agro Exchange Co., Ltd.
- Director, BKT Holdings Co., Ltd.
- Director, Northern Railway Co., Ltd.

2018 - 2019

- Director, Advance Power Conversion Co., Ltd.
- Director, and Member of the Risk Management Committee, Thanachart Capital Plc.

2017 - 2020

- Director, Reform Steering Committee to accommodate the modification of the Thailand 4.0 Policy

2017 - 2018

- Advisor, Bangchak Corporation Plc.
- Advisor, SEC
- Chairman, Capital Markets Digital Strategy Committee
- Director and Executive Committee, Inter Solution Co., Ltd.

2016 - 2017

- Director, Beacon Venture Capital Co., Ltd.
- Chairman of the Board, Kasikorn Business-Technology Group Co., Ltd.

2014 - 2018

- Vice Chairman, Thailand Management Association
- Chairman of the Board, Kasikorn Leasing Co., Ltd.

2014 - 2016

- Chairman of the Board, Kasikorn Securities Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 05 | Mr. Somprasong Boonyachai

Age 65 / Thai

### Title :

- Director

Date of Appointment as Director : 11 August 2006

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 29

Number of meetings attended / Total meetings held : 13/14

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 06 | Mr. Kwek Buck Chye

Age 66 / Singaporean

### Title :

- Director
- Member of the Executive Committee

Date of Appointment as Director : 27 March 2015

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

- Bachelor of Accountancy, University of Singapore

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Directors Certification Program Class 214/2015

Other Training / Seminars :

- Advanced Management Program, Harvard Business School
- High Performance Board 2015, IMD

Number of meetings attended / Total meetings held : 13/14

### Experience :

2015 - Present

- Director and Member of Executive Committee, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations

2017 - Present

- Director, Accuron Technologies Ltd.

2016 - Present

- Director, Trailblazer Foundation Ltd. (Singapore)

2013 - Present

- Self-employed for financial consultant

Past Experience :

2017 - 2020

- Member of the Governance and Nomination Committee, Thaicom Plc.

2015 - 2020

- Director, Intouch Holdings Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 07 | Mr. Anek Pana-apichon

Age 55 / Thai

### Title :

- Member of Compensation Committee
- Member of the Governance and Nomination Committee
- Member of New Business Development Committee
- Director of the Executive Committee
- Authorized Director

Date of Appointment as Director : 1 July 2017

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 30

Number of meetings attended / Total meetings held : 14/14

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 08 | Mr. Anant Kaewruamvongs

Age 59 / Thai

### Title :

- Director
- Member of the Executive Committee
- Member of the New Business Development Committee
- Chief Executive Officer Authorized Director

Date of Appointment as Director : 1 May 2018

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

- Master Degree in Management, SASIN Graduate Institute of Business Administration of Chulalongkorn University
- Diploma, National Defence College, The Joint State - Private Sector Course Class 26

### Governance Training of IOD/Others :

IOD Training Programs :

- HRP: How to Develop a Risk Management Plan Class 9/2016
- SFE: Successful Formulation and Executive Strategy Class 6/2016
- EDP: Executive Development Program Class 2/2008
- DAP: Director Accreditation Program Class 45/2005
- DCP: Director Certification Program Class 66/2005

Other Training / Seminars :

- Executive Program, The Capital Markets Academy (CMA 30/2020)
- Advance Management Program Class 187/2014 by Harvard Business School, USA
- Harvard Leadership Development Program (2017-2018)

Number of meetings attended / Total meetings held : 14/14

Experience :

Mar 2020 - Present

- Member of the New Business Development Committee, Thaicom Plc.

May 2018 - Present

- Director and Chief Executive Officer, Thaicom Plc.

Mar 2018 - Present

- Member of the Executive Committee, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations :

2020 - Present

- Director, Nation Space and Technology Co., Ltd.

- Director, ATI Technologies Co., Ltd.

2018 - Present

- Director / member of the Executive Committee, Shenington Investment Pte. Ltd.
- Director, International Satellite Co., Ltd.
- Director, Lao Telecommunications Plc.
- Director, IPSTAR Co., Ltd.
- Director, Star Nucleus Co., Ltd.
- Director, IPSTAR International Pte. Ltd.
- Director, IPSTAR Global Services Ltd.
- Director, IPSTAR Australia Pty Ltd.
- Director, IPSTAR New Zealand Ltd.
- Director, IPSTAR Japan Ltd.
- Director, TC Broadcasting Co., Ltd.

2007 - Present

- Director / Member of the Executive Committee, CS Loxinfo Plc.

Past Experience :

2016 - 2019

- Member of Executive Committee, Advanced Info Service Plc.

2013 - 2018

- Chief Executive Officer, CS Loxinfo Plc.

2010 - 2018

- Director / Member of the Executive Committee, Teleinfo Media Plc.

2009 - 2018

- Director, AD Ventures Plc.

2005 - 2018

- Managing Director, CS Loxinfo Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 09

### Mr. Phuiwieng Prakhmintara

Age 59 / Thai

### Title :

- Director

Date of Appointment as Director : 2 April 2019

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

- PhD. Philosophy Program (Marine Science), Chulalongkorn University
- Master of Science (Marine Science), Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs : -None-

Other Training / Seminars : -None-

Number of meetings attended / Total meetings held : 13/14

Experience :

2019-Present

- Director, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations :

2019 - Present

- Deputy Permanent Secretary, Ministry of Digital Economy and Society

Past Experience :

2017-2019

- Director, General Meteorological Department

2014-2017

- Director of Bureau of Aeronautical Meteorology , Meteorological Department

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 10

### Mr. Patompob Suwansiri

Age 52 / Thai

### Title :

- Chief Commercial Officer

Date of Appointment as Executive : 1 January 2016

Shareholding <sup>1)</sup> : 0.0008%

Relationship with Directors and Management : -None-

Highest Education :

- Executive Master of Business Administration, Sasin Graduate Institute of Business - Administration of Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Director Certification Program Class 185/2014

Other Training / Seminars :

- Digital CEO, DEPA 3/2020
- Harvard Leadership Development Program (2017-2018)
- Advanced Management Program Class 189/2558, Harvard Business School
- Strategy and Innovation for Business in Asia (SIBA), College of Management Mahidol University
- Executive Leader Program Class 18/2014, Capital Market Academy (CMA)

Experience :

2016 - Present

- Chief Commercial Officer, Thaicom Plc.

## Other Positions at Present :

Other Listed Companies in SET : -None-Other Training / Seminars :

2019- Present

- Director, Thai Advance Innovation Co., Ltd.

2015 - Present

- Director, International Satellite Co., Ltd.

2014 - Present

- Director, Orion Satellite System Pty Ltd.

## Past Experience :

2017 - 2019

- Academic Director (Thai and International Curriculum Review and Revision Committees) College of Management, Mahidol University

2015 - 2019

- Member of the Executive Committee, Thaicom Plc.

2014-2015

- Chief Marketing Officer, Thaicom Plc.

2013-2014

- Senior Vice President - Marketing and Business Development, Thaicom Plc.

2012-2013

- Vice President - Marketing and Business Development, Thaicom Plc.

2009-2011

- Vice President - Marketing and Sales, Thaicom Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

11

## Mr. Anuwat Sanguansappayakorn

Age 55 / Thai

## Title :

- Chief Financial Officer

Date of Appointment as Executive : 1 September 2017

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Master of Accounting, Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Director Certification Program Class 88/2017

Other Training / Seminars :

- Executive Leader Program Class 27/2015, Capital Market Academy (CMA)
- Harvard Leadership Development Program (2017-2018)
- Executive Development Program (EDP) by TLCA Class 9/2013
- Diploma ISP Class 116 Institute of Security Psychology, National Defense Studies Institute, Royal Thai Armed Forces-Headquarters

## Experience :

2018 - Present

- Chief Financial Officer Thaicom Plc.

## Other Positions at Present :

Other Listed Companies in SET : -None-Other Companies/Organizations :

2020 - Present

- Director, Nation Space and Technology Co., Ltd

2017 - Present

- Director and Member of the Executive Committee, Shenington Investment Pte. Ltd.
- Director, Lao Telecommunications Plc.
- Director, TC Broadcasting Co., Ltd
- Director, IPSTAR Global Services Ltd.
- Director, Star Nucleus Co., Ltd.
- Director, International Satellite Co., Ltd.

- Director, IPSTAR Co., Ltd.

- Director, IPSTAR Australia Pty Ltd.

- Director, IPSTAR New Zealand Pty Ltd.

- Director, IPSTAR Japan Co., Ltd.

- Director, IPSTAR International Pte. Ltd.

## Past Experience :

2017 - 2019

- Director, Cambodian DTV Network Ltd.

2017 - 2018

- Acting Chief Financial Officer, Thaicom Plc.

- Director, Teleinfo Media Plc.

2017 - 2017

- Director and Member of the Executive Committee, CS LoxInfo Plc.

2003 - 2017

- Chief Finance Officer, CS LoxInfo Plc.

1998 - 2003

- Department Manager - Accounting, CS Communication Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

12

## Dr. Sakon Kittivacharapong

Age 60 / Thai

## Title :

- Head of Marketing and Business Development Department

Date of Appointment as Executive : 1 November 2018

Shareholding <sup>1)</sup> : 0.0008%

Relationship with Directors and Management : -None-

## Highest Education :

- Doctor of Engineering in Electrical Engineering, The Ohio State University

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Director Certification Program Class 193/2014

Other Training / Seminars :

- Harvard Leadership Development Program (2017-2018)

## Experience :

2016 - Present

- Head of Marketing and Business Development Department, Thaicom Plc.

## Other Positions at Present :

Other Listed Companies in SET : -None-Other Companies/Organizations :

2016 - Present

- Director TC, Global Services Co., Ltd.

Past Experience : -None-

Illegal Record in the past 5 years <sup>2)</sup> : -None-

13

## Mr. Ekachai Phakdurong

Age 50 / Thai

## Title :

- Head of Regulatory Affairs Department

Date of Appointment as Executive : 1 November 2018

Shareholding <sup>1)</sup> : 0.0007%

Relationship with Directors and Management : -None-

## Highest Education :

- Master of Sciences in Electrical Engineering, University of Southern California

## Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Director Certification Program Class 157/2012

Other Training / Seminars :

- Private Investment in Public Affairs

## Experience :

2018 - Present

- Head of Regulatory Affairs Department Thaicom Plc.

## Other Positions at Present :

Other Listed Companies in SET : -None-Other Companies/Organizations :

Present

- Director TC Global Services Co., Ltd.
- Director Thai Advance Innovation Co., Ltd.

## Past Experience :

2014 - 2018

- Senior Vice President - Government Affairs Thaicom Plc.

2017 - 2018

- Senior Vice President - Media and Retail Business Thaicom Plc.

2011 - 2014

- Vice President - Corporate Affairs Thaicom Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

14

## Mrs. Pannee Nivasnanda

Age 58 / Thai

## Title :

- Head of Finance Department

Date of Appointment as Executive : 1 November 2018

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Bachelor of Business Administration, Assumption University

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Director Certification Program Class 179/2013

Other Training / Seminars :

- TLCA Executive Development Program (EDP)
- Management Development Program (MDP)
- Business Good Governance (Intouch) 2018

## Experience :

2018 - Present

- Head of Finance Department, Thaicom Plc.

## Other Positions at Present :

Other Listed Companies in SET : -None-Other Companies/Organizations :

2016 - Present

- Director, IPSTAR (India) Private Limited
- Director, TC Global Services Co., Ltd.
- Director, Thai Advance Innovation Co., Ltd.

## Past Experience :

2018 - 2018

- Senior Vice President - Finance Department, Thaicom Plc.

2010 - 2018

- Vice President - Finance Department, Thaicom Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

15

## Mr. Salil Charuchinda

Age 57 / Thai

## Title :

- Head of Legal and Compliance Department

Date of Appointment as Executive : 1 April 2019

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Master of Law, Washington College of Law, The American University

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Director Certification Program Class 184/2015
- AACCP: Advance Audit Committee Program Class 31/2018

Other Training / Seminars : -None-

## Experience :

2019 - Present

- Head of Legal and Compliance Department, Thaicom Plc.

## Other Positions at Present :

Other Listed Companies in SET : -None-Other Companies/Organizations :

2016 - Present

- Director, TC Global Services Co., Ltd.
- Director, IPSTAR Global Services Ltd.
- Director, Star Nucleus Co., Ltd.
- Director, Thai Advance Innovation Co., Ltd.
- Director, TC Broadcasting Co., Ltd

## Past Experience :

2010 - 2019

- Head of Legal Section, Thaicom Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

16

## Ms. Chalalai Leebhumivanich

Age 42 / Thai

## Title :

- Head of Accounting Unit (Executive who is assigned direct responsibility for accounting supervision)

Date of Appointment : 1 July 2019

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Master in Accountancy, Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs : -None-Other Training / Seminars :

- School of Tax: Mini-MBA in Taxation Class 17/2015

## Experience :

2019 - Present

- Head of Accounting Unit, Thaicom Plc.



Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations : -None-

Past Experience :

2014 - 2019

• Acting Head of Accounting Unit, Thaicom Plc.

2001 - 2014

• Associate Director, KPMG Phoomchai Audit Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 17 | Ms. Yupapan Panclurbthong

Age 57 / Thai

Title :

- Head of Company Secretary Section and Company Secretary

Date of Appointment as Executive : 12 November 2012

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

- Bachelor of Communication Art, Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs :

- BMD: Boards that Make a Difference Class 3/2016
- ACPG: Anti-Corruption: The Practical Guide Class 10/2014
- DCP: Directors Certification Program Class 185/2014
- CSP: Company Secretary Program Class 48/2012

Other Training / Seminars :

- TMA: Management Development Program Class 26/2017
- ITD World: Change your habits, change your world 2017
- TLCA Executive Development Program - EDP Class 12/2013

Experience :

2019 - Present

• Head of Company Secretary Section, Thaicom Plc.

2012 - Present

• Company Secretary, Thaicom Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations : -None-

Past Experience :

2012 - 2019

• Head of Compliance Section, Thaicom Plc.

2017 - 2018

• Vice President - Corporate Communications, Thaicom Plc.

2014 - 2018

• Vice President - Executive Office and Company Secretary, Thaicom Plc.

2012 - 2014

• Assistant Vice President - Executive Office, Thaicom Plc.

1989 - 2012

• Secretary to Chairman of the Executive Committee, Thaicom Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

## 2. I.T. Applications and Services Company Limited

### 01 | Mr. Anek Pana-apichon

Age 55 / Thai

Title :

- Director

Date of Appointment as Executive : 27 March 2015

Shareholding <sup>1)</sup> : 0.0002%

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 30

Number of meetings attended / Total meetings held : 3/3

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 02 | Mr. Kim Siritaweetchai

Age 52 / Thai

Title :

- Director

Date of Appointment as Executive : 31 January 2014

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 31

Number of meetings attended / Total meetings held : 3/3

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 03 | Mr. Somchai Lertsutiwong

Age 58 / Thai

Title :

- Director

Date of Appointment as Executive : 3 July 2017

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

- Master of Business Administration, Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs :

- DCP: Directors Certification Program Class 107/2008

Number of meetings attended / Total meetings held : 3/3

Experience :

2017-Present

• Director, I.T. Applications and Services Co.,Ltd

Other Positions at Present :

Other Listed Companies in SET :

2020 - Present

• Acting Chief Corporate officer, Advanced Info service Plc.

2014 - Present

• Director, Member of Sustainability Development Committee  
Chief Executive Officer, Advanced Info Service Plc.

Other Companies/Organizations :

2013-Present

• Director, Intouch Media Co.,Ltd

• Director, Touch TV Co., Ltd.

Past Experience :

2012 - 2014

• Chief Marketing Officer, Advanced Info Service Plc.

2007 - 2012

• Executive Vice President - Marketing, Advanced Info Service Plc.

2004 - 2007

• Vice President -Wireless Service Business,  
Advanced Info Service Plc.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 04 | Ms. Areerat Sukklai

Age 56 / Thai

Title :

- Managing Director

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

- Master of Business Administration, Rangsit University
- Bachelor of Computer Science, University of the Thai Chamber of Commerce

Experience :

2015 - Present

• Operation Director, I.T. Applications and Services Co., Ltd.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations : -None-

Past Experience :

2013 - 2014

• Consulting Director, I.T. Applications and Services Co., Ltd.

2006 - 2013

• Consulting Manager, I.T. Applications and Services Co., Ltd.

2000 - 2005

• Project Manager, I.T. Applications and Services Co., Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 05 | Mrs. Krittiya Sukkasame

Age 54 / Thai

Title :

- Client Service Director

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

Highest Education :

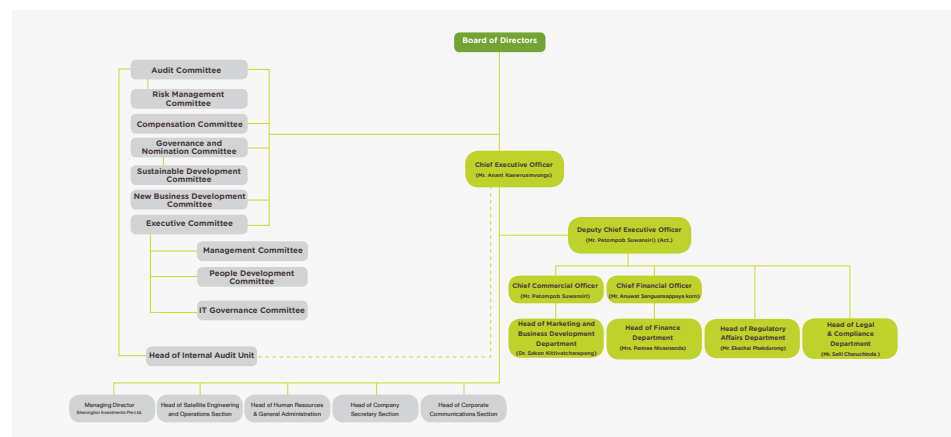
- Bachelor of Computer Science, Ramkhamheang University

Experience :

2012 - Present

• Client Service Manager, I.T. Applications and Services Co., Ltd.

## Management structure and total compensation of directors and executives of Thaicom Public Company Limited



The compensation of Thaicom's directors and executives is shown in the Corporate Governance on pages 124.

## Other Positions at Present :

[Other Listed Companies in SET](#) : -None-  
[Other Companies/Organizations](#) : -None-

## Past Experience :

2000 - 2012

- Project Manager, I.T. Applications and Services Co., Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

06

## Mrs. Niramol Lertassawarat

Age 52 / Thai

## Title :

- Senior Project Manager

Shareholding <sup>3)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Master of Computer Science, Chulalongkorn University
- Bachelor of Accounting, University of the Thai Chamber of Commerce

## Experience :

2015 - Present

- Senior Project Manager, I.T. Applications and Services Co., Ltd.

## Other Positions at Present :

[Other Listed Companies in SET](#) : -None-  
[Other Companies/Organizations](#) : -None-

## Past Experience :

2003 - 2014

- Project Manager, I.T. Applications and Services Co., Ltd.

2001 - 2003

- Senior Consultant, I.T. Applications and Services Co., Ltd.

2000 - 2000

- Consultant, I.T. Applications and Services Co., Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

07

## Ms. Buppasawan Yiamsangthong

Age 51 / Thai

## Title :

- Application Consulting Manager

Shareholding <sup>3)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Master of Computer Science, Assumption University
- Bachelor of Accounting, Bangkok University

## Experience :

2015 - Present

- Application Consulting Manager, I.T. Applications and Services Co., Ltd.

## Other Positions at Present :

[Other Listed Companies in SET](#) : -None-  
[Other Companies/Organizations](#) : -None-

## Past Experience :

2013 - 2014

- Project Manager, I.T. Applications and Services Co., Ltd.

2006 - 2012

- Financial - Consultant Leader, I.T. Applications and Services Co., Ltd.

2000 - 2005

- Senior Consultant, I.T. Applications and Services Co., Ltd.

2000 - 2000

- Consultant, I.T. Applications and Services Co., Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

08

## Mr. Natawut Satirotamawong

Age 41 / Thai

## Title :

- Technical Manager

Shareholding <sup>3)</sup> : -None-

Relationship with Directors and Management : -None-

## Highest Education :

- Master Science of Information Technology, Assumption University
- Bachelor in Business Administration of Business Computer, Assumption University

## Experience :

2016 - Present

- Technical Manager, I.T. Applications and Services Co., Ltd.

## Other Positions at Present :

[Other Listed Companies in SET](#) : -None-  
[Other Companies/Organizations](#) : -None-

## Past Experience :

2015 - 2016

- General Manager, Skywave Technology (Thailand) Co., Ltd.

2006 - 2015

- Technical Director, Soft Contral.NET Co., Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### Management structure and total compensation of directors and executives of I.T. Applications and Services Company Limited



In 2020, the total compensation for five members of the management team was 7.25 million baht (which comprised salaries, bonus payments, contributions to the provident and social funds, etc.)

## 3. Intouch Media Company Limited

01

## Mr. Anek Pana-apichon

Age 55 / Thai

## Title :

- Director

Date of Appointment as Executive : 3 July 2017

Shareholding <sup>3)</sup> : -None-

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 30

Number of meetings attended / Total meetings held : 2/2

Illegal Record in the past 5 years <sup>2)</sup> : -None-

02

## Mr. Somchai Lertsutiwong

Age 58 / Thai

## Title :

- Director

Date of Appointment as Executive : 28 August 2013

Shareholding <sup>3)</sup> : 0.0000%

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 305

Number of meetings attended / Total meetings held : 2/2

Illegal Record in the past 5 years <sup>2)</sup> : -None-

03

## Mr. Kim Siritaweechai

Age 52 / Thai

## Title :

- Director

Date of Appointment as Executive : 28 August 2013

Shareholding <sup>3)</sup> : 0.0000%

Relationship with Directors and Management : -None-

Please see more details of the highest education, training and experience in the details of directors and executives on page 31

Number of meetings attended / Total meetings held : 2/2

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### Management structure and total compensation of directors and executives of Intouch Media Company Limited

Intouch Media does business in relation to broadcasting, television, including other related businesses, and providing training & seminar to the group, aiming to enhancing knowledge, capability and competency of the Group's executives as well as employee to be readiness for new business opportunity and disruption in the future. Intouch Media has a strong collaboration with leading educational institutions both domestic and international. It is also using educational technology to enhance its services.

## 4. ITV Public Company Limited

(Currently not in operation)

### 01 Mr. Somkid Wangcherdchuwong

Age 63 / Thai

#### Title :

- Chairman of the Board of Directors
- Authorized Director

Date of Appointment as Director : 19 February 2017

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

#### Highest Education :

- Barrister-at-law The Thai Bar
- Bachelor of Law, Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs :

- Director Accreditation Program Class 50/2006

Number of meetings attended / Total meetings held : 4/4

#### Experience :

- 2007 - Present
- Chairman of the Board of Directors and Authorized Director, ITV Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations :

- 1996 - Present
- Attorney Law, Suwat Somkid Law Office

Past Experience :

- 1991 - 1995
- Attorney Law, Udomwattana Law Office
- 1989 - 1990
- Attorney Law, Dr. Surabodee Sattabut Law & Business Office
- 1982 - 1988
- Attorney Law, Vikery, Prapon, Pramuan & Sutee Law Office
- 1980 - 1981
- Attorney Law, Kriengsak & Sanya Law Office

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 02 Mr. Supoch Vathitphund

Age 71 / Thai

#### Title :

- Vice Chairman of the Board of Directors and Authorized Director

Date of Appointment as Director : 10 November 2017

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

#### Highest Education :

- Bachelor Degree of Law Thammasat University

Number of meetings attended / Total meetings held : 4/4

#### Experience :

- 2017 - Present
- Vice Chairman of the Board and Authorized Director, ITV Plc

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations : -None-

Past Experience :

- 1997 - 2010
- Vice President- Legal, Advanced Info Service Plc.
- 1995-1997
- Legal Manager and legal execution, Shinawatra Computer and Communications Plc.
- 1981-1994
- Lawyer, Thammasarn Law Office

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 03 Mr. Somboon Wongwanich

Age 53 / Thai

#### Title :

- Director
- Board Secretary

Date of Appointment as Director : 15 March 2007

Shareholding <sup>1)</sup> : -None-

Relationship with Directors and Management : -None-

#### Highest Education :

- Master Degree MA (Financial Accounting) Chulalongkorn University

Governance Training of IOD/Others :

IOD Training Programs :

- Director Accreditation Program Class 75/2008

Number of meetings attended / Total meetings held : 4/4

#### Experience :

- 2007 - Present
- Director, ITV Plc

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations : -None-

Past Experience :

- 2007 - 2014
- Independent Director and Member of the Audit Committee, ITV Plc
- 2005 - 2006
- Finance Director, Boon Rawd Trading International Co., Ltd.
- 2003 - 2005
- Consultant & Accountant, Freelance
- 1999 - 2003
- Assistant General Manager, L.T.U.Apparels Co, Ltd.
- 1998 - 1999
- Finance Controller, Fatima Broadcasting International Co.,Ltd. (Thailand)

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 04 Mrs. Rattanaporn Nammontri

Age 55 / Thai

#### Title :

- Director
- Authorized Director

Date of Appointment as Director : 23 April 2007

Shareholding <sup>1)</sup> : 0.0575%

Relationship with Directors and Management : -None-

#### Highest Education :

- Master Degree of Business & Administration, Kasetsart University

Governance Training of IOD/Others :

IOD Training Programs :

- Director Accreditation Program Class 75/2008

Number of meetings attended / Total meetings held : 4/4

#### Experience :

- 2007 - Present
- Directors and Authorized Director, ITV Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations :

2005 - Present

- Director, K.R. Infotech Co., Ltd.

Illegal Record in the past 5 years <sup>2)</sup> : -None-

### 05 Mr. Wuttiporn Diawpanich

Age 68 / Thai

#### Title :

- Director

Date of Appointment as Director : 10 April 2008

Shareholding <sup>1)</sup> : 0.0124%

Relationship with Directors and Management : -None-

#### Highest Education :

- Master of Arts Program in Applied Sociology, Kasetsart University

Governance Training of IOD/Others :

IOD Training Programs :

- Director Accreditation Program Class 75/2008

Number of meetings attended / Total meetings held : 4/4

#### Experience :

- 2008 - Present
- Director, ITV Plc.

Other Positions at Present :

Other Listed Companies in SET : -None-

Other Companies/Organizations :

2002 - Present

- Knowledgeable people Thai Consumer Protection Association
- 1997 - Present
- President of Consumer Right association Consumer Right association
- Director, V Comtech Co., Ltd.
- 1991 - Present
- Vice president and member of the Telecommunications Association of Thailand under the Royal Patronage

Past Experience :

- 1987 - 1997
- Director and General Manager, Worachak International Co., Ltd.
- 1984 - 1987
- Marketing Manager, Jebsen & Jessen (Thailand) Co., Ltd.
- 1981 - 1984
- Marketing Manager, Zimedatby (Thailand) Co., Ltd.
- 1979 - 1981
- Sales Manager, B.Grim & Go Co., Ltd

Illegal Record in the past 5 years <sup>2)</sup> : -None-

#### Remark :

1) As at 31 December 2020, the number of ordinary shares includes holding by spouse and children age under 20.

2) Offences under the Securities and Exchange Act B.E. 2535 or the Derivatives Act B.E. 2546 specified in the list of offences as follows:

- acted or omitted to act, without good faith or with gross negligence, in executing any transaction.
- disclosed or disseminated false information or statement regarding the company or its subsidiary which may cause misunderstanding or concealing material facts that should have been stated which may affect decision making of shareholders, investors or other parties involved.
- engaged in any unfair practice or taking advantage of investors in trading securities or derivatives or aided or abetted thereof.

## Details of Subsidiaries' Directors

Name	Subsidiaries			Indirect Subsidiaries															
	THAICOM	ITAS	Intouch Media	IPSTAR	IPN	IPA	OSS	IPIN	IPG	IPJ	STAR	TCB	ISC	IPI	TCGS	Thai AI	NSAT	ATI	Touch TV
1. Mr. Prasert Bunsumpun	★																		
2. Mr. Winid Silamongkol	●																		
3. Mrs. Patareeya Benjapolchai	●																		
4. Mr. Teeranun Srihong	●																		
5. Mr. Somprasong Boonyachai	●																		
6. Mr. Phuwieng Prakhmintara	●																		
7. Mr. Kwek Buck Chye	● △																		
8. Mr. Anek Pana-apichon	● △	●	●																●
9. Mr. Anant Kaewruamvongs	● △			●	●	●		●	●	●	●	●	●				●	●	
10. Mr. Paiboon Panuwattanawong	△																		
11. Mr. Kim Siritaweethai		●	●																●
12. Mr. Somchai Lertsutiwong		●	●																●
13. Mr. Anuwat Sanguansappayakorn				●	●	●		●	●	●	●	●	●				●		
14. Mr. Mark D. Thompson				●							●								
15. Mr. Shannon Fisher					●	●													
16. Mr. Patompob Suwansiri							●						●			●			
17. Mr. Christopher John Robert Ockwell							●												
18. Mr. Teh Kwang Hwee								●											
19. Mr. Salil Charuchinda									●		●	●			●	●			
20. Ms. Smitha Algoo Bissonauth									●				●						
21. Mr. Tommy Lo Seen Chong									●										
22. Mr. Seiji Sugiura										●									
23. Mr. Toru Ishii										●									
24. Mr. William L. Snell											●								
25. Mr. Ekachai Phakdurong												●				●			
26. Ms. Beatrice Lan Kung Wa													●						
27. Mrs. Pannee Nivasnanda														●	●	●			
28. Mr. Gouri Prasad Das														●					
29. Mr. Rajendra Singh Rathore														●					
30. Dr. Sakon Kittivatcharapong															●				
31. Mr. Kevin Rodney Allagapen															●				
32. Mr. Yuvraj Kumar Juwaheer															●				
33. Mr. Pramote Boonnumsuk																●			
34. Mr. Dhanant subhadrabandhu																	●		
35. Mr. Thanin Yuakkhao																	●		
36. Mr. Niwat Punanwarakorn																		●	
37. Mr. Thana Sianvetpan																		●	
38. Mr. Arthit Chivaket																		●	

★ = Chairman of the Board of Directors ● = Director △ = Member of the Executive Committee

As of 31 December 2020

### Company Name

ATI ATI Technologies Company Limited  
Intouch Media Intouch Media Company Limited  
IPA IPSTAR Australia Pty Limited  
IPG IPSTAR Global Services Limited  
IPI IPSTAR (India) Private Limited

IPIN IPSTAR International Pte Limited  
IPJ IPSTAR Japan Company Limited  
IPN IPSTAR New Zealand Limited  
IPSTAR IPSTAR Company Limited  
ISC International Satellite Company Limited

ITAS I.T. Applications and Services Company Limited  
NSAT Nation Space and Technology Company Limited  
OSS Orion Satellite Systems Pty Limited  
STAR Star Nucleus Company Limited  
Thai AI Thai Advance Innovation Company Limited

TCB TC Broadcasting Company Limited  
TCGS TC Global Services Company Limited  
THAICOM Thaicom Public Company Limited  
Touch TV Touch TV Company Limited

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## Details of the Head of Internal Audit and Compliance

### Details of the Head of Internal Audit

<b>Name:</b>	Mr. Adisak Buakhom
<b>Title:</b>	Vice President – Internal Audit Department
<b>Education:</b>	<ul style="list-style-type: none"> <li>Bachelor Degree in Accounting, Thammasat University</li> <li>Master of Business Administration in Management, Kasetsart University</li> </ul>
<b>Certification:</b>	Certified Internal Auditor (CIA)
<b>Experience:</b>	<ul style="list-style-type: none"> <li><b>2000-Present</b> • Vice President – Internal Audit Department, Intouch Holdings Plc.</li> <li><b>1998-2000</b> • Internal Audit Manager, Thai Telephone and Telecommunication Plc.</li> <li><b>1995-1998</b> • Assistant Vice President – Compliance Department, Jardine Fleming Thanakom Securities Co., Ltd.</li> <li><b>1991-1995</b> • Internal Audit Manager, Thanaphol Finance and Securities Co., Ltd.</li> <li><b>1989-1991</b> • Examination Officer, Stock Exchange of Thailand</li> </ul>

**Training :** Additional courses taken:

- 1) IIA International Conference 2011 held by the Institute of International Auditors Malaysia
- 2) Anti-Corruption: The Practical Guide (ACPG5/2013) held by the Thai Institute of Directors
- 3) Company Secretary Program held by the Thai Institute of Directors
- 4) Redefining the Future of the INTOUCH Group Program arranged by the Company in partnership with Harvard Business Publishing
- 5) Risk Management for Corporate Leaders held by the Thai Institute of Directors
- 6) Cybersecurity for Auditors held by the ISACA-Bangkok Chapter
- 7) Ethical Leadership Program held by the Thai Institute of Directors

**Scope of Responsibilities:**

1. Develop a flexible annual audit plan using an appropriate risk-based methodology, including any risk or control concerns identified by the Company's management, and submit that plan to the Audit and Risk Committee for review and approval, followed by periodic updates.
2. Implement the annual audit plan, as approved by the Audit and Risk Committee, including any special tasks or projects requested by the Audit and Risk Committee or the Company's management.
3. Maintain a professional and certified audit staff with sufficient knowledge, skills and experience to meet the requirements of the internal audit charter.
4. Provide information on the status and results of the annual audit plan to the Audit and Risk Committee, along with the adequacy of the Internal Audit department's resources.
5. Submit periodic reports to the Audit and Risk Committee and the Company's management, summarizing the results of audit activities.
6. Keep the Audit and Risk Committee informed of emerging trends and successful practices in internal auditing.
7. Review concerns about misconduct or fraud reported through the whistle-blowing channels, and summarize these for the Audit and Risk Committee on a quarterly basis. If necessary, forward cases to the Company's management to take corrective action.
8. Assist in the investigation of significant suspected fraudulent activities within the Company, and notify the management and the Audit and Risk Committee of the results.
9. Periodically assess whether the mission, authority and responsibilities defined in the internal audit charter continue to be adequate for the Internal Audit department to achieve its objectives.

### Details of the Head of Compliance

<b>Name:</b>	Mrs. Parsopsook Chaiwongsurrit
<b>Title:</b>	Assistant Vice President-Compliance
<b>Education:</b>	<ul style="list-style-type: none"> <li>Bachelor of Business Administration, Ramkhamhaeng University</li> <li>Master of Business Administration Program, National Institute of Development Administration</li> </ul>

**Experience:**

Working in regulatory compliance with the rules and regulations of the Stock Exchange of Thailand since 1990 and the Securities and Exchange Act, B.E. 2535 since 1992.

**Training:** The training courses were as follows:

- 1) Preparation for Director and senior executives Subject: Personal Data Protection, arranged by the Securities and Exchange Commission in 2020
- 2) Effective Minutes Taking (EMT 47/2020), arranged by the Thai Institute of Directors Association in 2020
- 3) Director's Briefing: Corporate Strategy Beyond the Crisis, a Chairman/ Board Perspective in 2020, arranged by the Thai Institute of Directors Association
- 4) Internal Carbon Pricing Guidelines, arranged by Thailand Greenhouse Gas Management Organization (Public Organization) in 2020
- 5) Disclosure and management of 56-1 One Report, arranged by Intouch Group, speakers from the SEC & SET in 2020
- 6) Economic and Capital Markets Outlook for 2021, arranged by Intouch Group, speakers from Kasikornbank Plc. and Kasikorn Securities Plc. in 2020
- 7) Foresight with Digital Lens to Navigate the New Normal of the Intouch Group Leadership Program for 2020, arranged by Intouch Group & AIS Academy in partnership with Duke Corporate Education
- 8) Risk Management Program for Corporate Leaders, arranged by the Thai Institute of Directors Association in 2019
- 9) Anti-Corruption: The Practical Guide (ACPG 46/2018), arranged by the Thai Institute of Directors Association
- 10) Compliance Secretary Program (CSP 93/2018), arranged by the Thai Institute of Directors Association
- 11) Gold Leaders Programme, arranged by the Company in partnership with The University of Manchester
- 12) Compliance Risk Management class 2/2017, arranged by the National Institute of Development Administration



**Scope of Responsibilities:**

To ensure that the Company complies with the Securities and Exchange Act and all related SEC and SET regulations, of the SEC, SET including good corporate governance practices recommended by the regulatory agencies, and report the results of compliance tasks to Audit and Risk Committee annually basis.

## General Information and Other

### General Information

#### General Information of the Company

Company Name	Intouch Holdings Public Company Limited
Symbol	INTUCH
Registration No.	0107535000257
Year of Establishment	2526
First Trade Date	31 August 1990
Nature of Business	INTOUCH is a holding company with investments in the telecom, media and technology (TMT) sector, including digital businesses. The principle business units are currently divided into three main areas: wireless telecommunication business; satellite and international businesses; and other businesses.
Head office	SJ Infinite One Business Complex, 29 <sup>th</sup> and 30 <sup>th</sup> Floors, 349 Vibhavadi Rangsit Road, Chompol, Chatuchak, Bangkok, 10900  Tel : (66) 2118 6900  Fax : (66) 2118 6947
Website	<a href="http://www.intouchcompany.com">www.intouchcompany.com</a>
Registered Capital	5,000,000,000 baht
Paid-up Capital	3,206,509,426 baht including 3,206,509,426 common shares (as of 31 December 2020)
Par Value	1 baht
Industry	Technology
Sector	Information & Communication Technology
Market Capitalization	180,366.16 million baht (as of 30 December 2020)
Total Shareholders	65,443 shareholders (as of 21 August 2020, the latest record date for the right to receive a dividend)
% Free Float	78.99



## General Information of the Company's Subsidiaries and Associates

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Wireless Telecommunication Business</b>						
<b>Advanced Info Service Public Company Limited (AIS)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5165 Website www.ais.co.th	Operate telecommunication business including mobile network service, fixed broadband service, and digital service	4,997.46	2,973.55	1	2,973.55	40.45
<b>Advanced Wireless Network Company Limited (AWN)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Telecommunication service provider of 2600, 2100, 1800 and 900 MHz license, distributor of handsets, international telephone service, network operator, telecom service operator and national broadcasting network services without frequency usage	1,350	13.50	100	1,350	99.99 <sup>(1)</sup>
<b>CS LoxInfo Public Company Limited (CSL)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2263 8000 Fax (66) 2263 8132 Website www.csloxinfo.com	Providing ICT solutions service for enterprise clients	148.63	594.51	0.25	148.63	99.67 <sup>(2)</sup>
<b>Teleinfo Media Public Company Limited (TMC)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2262 8888 Fax (66) 2262 8899 Website www.teleinfomedia.co.th	Provide online advertising platform through website, PC, Mobile and Laptop for business and individual user	156.54	15.65	10	156.54	99.99 <sup>(3)</sup>
<b>AD Venture Public Company Limited (ADV)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2262 8888 Fax (66) 2262 8877	Content provider through mobile phone and community portal services, and application on smart phone via IOS and android systems	10.75	1.07	10	10.75	99.99 <sup>(3)</sup>

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Yellow Pages Commerce Company Limited (YPC)</b> 1126/2 Vanit Building 2, New Phetchaburi Road, Makkasan, Ratchathewi, Bangkok Tel (66) 2262 8888 Fax (66) 2262 8823	To engage in business concerning advertising and publishing of business and activities to individuals, non-juristic bodies of persons, juristic persons and government sectors by using every type of advertising and operate the business in distribution, supplying, agent for every public relation task	0.10	0.01	10	0.10	99.94 <sup>(4)</sup>
<b>Wireless Device Supply Company Limited (WDS)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Importer and distributor of handsets and accessories	50	0.50	100	50	99.99 <sup>(1)</sup>
<b>Digital Games International Pte. Ltd. (DGI)</b> 31 Exeter Road, Comcentre, Singapore	Provide aggregated gaming content on an artificial intelligence (AI) platform	30 <small>(million SGD)</small>	30	1 <small>(SGD)</small>	30 <small>(million SGD)</small>	33.33 <sup>(5)</sup>
<b>Advanced Contact Center Company Limited (ACC)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Service provider of call center	272	27.20	10	272	99.99 <sup>(1)</sup>
<b>Advanced MPAY Company Limited (AMP)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Provider payment service on electronic platform and cash card	300	30	10	300	99.99 <sup>(1)</sup>
<b>Rabbit-LINE Pay Company Limited (RLP)</b> 127 Gaysorn Tower, Unit A, B 18 <sup>th</sup> Floor, Ratchadamri Road, Lumpini, Pathumwan, Bangkok Tel (66) 2026 3779	Provide e-wallet and electronic payment services	600	6	100	600	33.33 <sup>(6)</sup>

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Advanced Magic Card Company Limited (AMC)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Service provider of electronic payment network	250	25	10	250	99.99 <sup>(1)</sup>
<b>AIN GlobalComm Company Limited (AIN)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019 Website www.ain.co.th	Service provider of international telephone service gateway	200	1	100	100	99.99 <sup>(1)</sup>
<b>Super Broadband Network Company Limited (SBN)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019 Website www.sbn.co.th	Network operator and telecom service operator i.e. internet service (ISP), Dedicated Leased Line , IPLC & IP VPN, Voice Over IP, IP Television	300	3	100	300	99.99 <sup>(1)</sup>
<b>MIMO Tech Company Limited (MMT)</b> 1291/1, Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Operate IT, content aggregator, and outsourcing service for billing and collection	50	0.50	100	50	99.99 <sup>(1)</sup>
<b>Fax Lite Company Limited (FXL)</b> 1291/1, Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Operate in acquiring and/or lease, building, and related facilities for telecommunications businesses	1	0.01	100	1	99.98 <sup>(1)</sup>

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Advanced Broadband Network Company Limited (ABN)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Service provider of training within the Group	100	1	100	100	99.99 <sup>(1)</sup>
<b>Saha Advance Network Company Limited (SAN)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Provide fiber optic network in the industrial park of Sahapat Group	30	0.30	100	30	70.00 <sup>(7)</sup>
<b>Amata Network Company Limited (AN)</b> 702/2 Moo 1, Klongtamru, Muang, Chonburi Tel (66) 2029 5055 Fax (66) 2029 5019	Provide fiber optic network infrastructure in Amata industrial estate	100	1	100	100	60.00 <sup>(7)</sup>
<b>Information Highway Company Limited (IH)</b> 52/1 Moo 5 Bang Kruai-Sai Noi Road, Bangsitong, Bang Kruai, Nonthaburi Tel (66) 2029 5055 Fax (66) 2029 5019	Transmission network provider	50	0.50	100	50	29.00 <sup>(7)</sup>
<b>Digital Phone Company Limited (DPC)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Ceased mobile phone operation due to expiration of concession to provide cellular communication service Digital PCN 1800	913.86	91.39	10	913.86	98.55 <sup>(1)</sup>
<b>Advanced Digital Distribution Company Limited (ADD)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5157 Fax (66) 2029 5019	Life and non-life insurance broker	5	0.05	100	5	99.99 <sup>(1)</sup>

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>LearnDi Company Limited (LDI)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2029 5000 Fax (66) 2029 5019	Provide training and seminar service through online and e-learning platform	1	0.1	10	1	99.99 <sup>(1)</sup>
<b>Clearing House for Number Portability Company Limited (CLH)</b> 98 Sathorn Square Office Tower, 4 <sup>th</sup> Floor, Room 403, North Sathorn Road, Silom, Bangrak, Bangkok Tel (66) 2646 2523 Fax (66) 2168 7744	Jointly invested, operate the information system and the centralized database for the mobile portability service	2	0.02	100	2	20.00 <sup>(1) (2)</sup>
<b>Bridge Mobile Pte Limited (BMB)</b> 750 Chai Chee Road, #03-02/03, Technopark @ Chai Chee, Singapore Tel (65) 6424 6270 Fax (66) 6745 9453	Jointly invested, provide international roaming service within Asia Pacific region	9 (million USD)	9	1 (USD)	9 (million USD)	10.00 <sup>(1)</sup>
<b>Satellite and International Businesses</b>						
<b>Thaicom Public Company Limited (THAICOM)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (65) 2596 5060 Fax (66) 2591 0705 Website www.thaicom.net	Operate satellite and related services, internet and media services, and telephone business abroad	5,499.88	1,096.10	5	5,480.51	41.13
<b>Satellite services</b>						
<b>IPSTAR Company Limited (IPSTAR)</b> Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands	Resell bandwidth of Thaicom 4 satellite	2 (million USD)	200	0.01 (USD)	2 (million USD)	100 <sup>(8)</sup>
<b>IPSTAR New Zealand Limited (IPN)</b> 24 Unity Drive North, Albany, Auckland, 0757 New Zealand Tel (649) 414 5920 Fax (649) 414 5922	Sale of user terminal of IPSTAR and providing IPSTAR services in New Zealand	3.20 (million NZD)	3.20	1 (NZD)	3.20 (million NZD)	100 <sup>(8)</sup>

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>IPSTAR Australia Pty Limited (IPA)</b> 5 George Place, Artarmon, NSW 2064, Australia Tel (612) 8458 0500 Fax (612) 8006 5592	Sale of user terminal of IPSTAR and providing IPSTAR services in Australia	6.95 (million AUD)	6.95	1 (AUD)	6.95 (million AUD)	100 <sup>(8)</sup>
<b>Orion Satellite Systems Pty Limited (OSS)</b> Level 2, 231 Adelaide Terrace, Perth, WA 6000, Australia Tel (618) 9225 7800 Fax (618) 9225 7811	Providing satellite communication services and business solutions	13.37 (million AUD)	5.96  1 share	1 (AUD)  7.4 (million AUD)	13.37 (million AUD)	100 <sup>(9)</sup>
<b>IPSTAR International Pte Limited (IPIN)</b> 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel (65) 6338 1888 Fax (65) 6337 5100	Resell bandwidth of Thaicom 4 (IPSTAR) satellite	0.02 (million SGD)	0.02	1 (SGD)	0.02 (million SGD)	100 <sup>(8)</sup>
<b>IPSTAR Global Services Limited (IPG)</b> Intercontinental Trust Ltd., Level 3, Alexander House, 35, Cybercity, Ebene, Mauritius Tel (230) 213 9800 Fax (230) 210 9168	Resell bandwidth of Thaicom 4 (IPSTAR) satellite	0.02 (million USD)	0.02	1 (USD)	0.02 (million USD)	100 <sup>(8)</sup>
<b>IPSTAR Japan Company Limited (IPJ)</b> 1231-1 Hio, Oganomachi, Chichibu-gun, Saitama, Japan Tel (813) 6279 0933 Fax (813) 6279 0934	Resell bandwidth of Thaicom 4 (IPSTAR) satellite	100 (million JPY)	0.01	10,000 (JPY)	100 (million JPY)	100 <sup>(8)</sup>
<b>Star Nucleus Company Limited (STAR)</b> Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands	Providing engineering and development services, technology and electronics	0.05 (million USD)	10 (shares)	1 (USD)	10 (USD)	100 <sup>(8)</sup>
<b>TC Broadcasting Company Limited (TCB)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2596 5060	Providing broadcasting television and telecommunication	1	0.10	10	0.25	99.99 <sup>(8)</sup>



Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>International Satellite Company Limited (ISC)</b> Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius	Providing Thaicom 7 and Thaicom 8 transponder services	0.05 (million USD)	0.05	1 (USD)	0.05 (million USD)	100 <sup>(8)</sup>
<b>IPSTAR (India) Private Limited (IPI)</b> 408-409, IV Floor, ABW Tower, M.G. Road, Iffco Chowk, Gurgaon-122002, Haryana, India	Sale of satellite equipment and providing technical support in relation satellite business	30 (million INR)	30	1 (INR)	30 (million INR)	100 <sup>(8)</sup>
<b>TC Global Services Company Limited (TCGS)</b> 12 <sup>th</sup> Floor, Standard Chartered Tower, 19, Cybercity, Ebene, Mauritius	Providing technology services	0.05 (million USD)	0.05	1 (USD)	0.05 (million USD)	100 <sup>(8)</sup>
<b>Nation Space and Technology Company Limited (NSAT)</b> 72 CAT Tower, Soi Wat Muangkhae, Charoen Krung, Bangrak, Bangkok Tel (662) 104 2220	Provide service of communication satellite and the service relating to the satellite business	10	1	10	10	75.00 <sup>(8)</sup>
<b>Lao Mobile Money sole Company Limited</b> Saylom village, saylom Road, Chanthabouly District, Vientiane, Lao People's Democratic Republic	Provide digital money payment and transfer services within Lao PDR	10,000 (million LAK)	1	10,000 (LAK)	10,000 (million LAK)	100 <sup>(11)</sup>
<b>Telephone services abroad</b>						
<b>Shenington Investments Pte Limited (SHEN)</b> 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel (65) 6338 1888 Fax (65) 6337 5100	Holding company for investment in international telecommunications	14.66 (million SGD)	14.66	1 (SGD)	14.66 (million SGD)	51.00 <sup>(8)</sup>
<b>Lao Telecommunications Public Company (LTC)</b> Lanexang Avenue 0100, Vientiane, Lao People's Democratic Republic Tel (856) 2121 6465-6 Fax (856) 2121 9690	Providing fixed line, mobile phone, public phone, public international facilities and internet services	96.84 (million USD)	96.84	1 (USD)	96.84 (million USD)	49.00 <sup>(10)</sup>
<b>TPLUS Digital Company Limited</b> 23 Singha Road, Phonexay Village, Saysettha District, Vientiane, Lao People's Democratic Republic Tel (020) 7780 0700 Fax (020) 7780 0701	Providing fixed line and mobile phone in Lao PDR	0.50 (million USD)	0.50	1 (USD)	0.50 (million USD)	100 <sup>(11)</sup>

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
Internet and media services						
<b>Thai Advance Innovation Company Limited (Thai AI)</b> 414 Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2950 5005 Fax (66) 2591 0708 Website www.thaiai.co.th	Sale of direct television equipment, providing system integration consultancy service for broadband network and broadband content services	398.79	39.88	10	398.79	99.99 <sup>(8)</sup>
<b>ATI Technologies Company Limited (ATI)</b> 50 Moo 1, Soi Wat Jadi Hoy, Bor Ngern, Ladlumkaew, Pathumthani Tel (66) 2593 3000	Developing, producing, and distribution unmanned aerial vehicle (drone) for Thailand's agricultural sector	20.00	4	5	12.00	50.00 <sup>(12)</sup>
Other Businesses						
Venture Capital						
<b>Golfdigg Company Limited (Golfdigg)</b> 5 Ari 4, Phaholyothin Road, Phayathai, Samsennai, Bangkok Tel (66) 89 333 1000 Website www.golfdigg.com	Service provider for the golf course booking platform and other golf-related services	1.33	0.13	10	1.33	25.00
<b>Datafarm Company Limited (Datafarm)</b> 1, CP Tower 2 (Fortune Town), Level 21, Radchadapisek Road, Dindaeng, Bangkok Tel (66) 2009 3434 Website www.datafarm.com	Service provider on penetration testing and IT audit	6.66	0.06	100	6.66	25.00
<b>Choco Card Enterprise Company Limited (Choco Card)</b> 2150/4 Sukhumvit Road, Bangchak, Phra Khanong, Bangkok Tel (66) 2331 5343 Website www.chococard.co.th	Develop customer relationship management (CRM) system for stores in the SME sector	6.17	0.06	100	6.17	20.71

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Ookbee Company Limited (OOKBEE)</b> 1104/207-209, Noble Cube Pattanakarn, Pattanakarn Road, Suanluang, Bangkok Tel (66) 2187 2701-8 Fax (66) 2187 2700 Website www.ookbee.com	Service provider for the digital publication platform and e-bookings	1.63	0.16	10	1.63	20.49
<b>Doctor A to Z Company Limited (Doctor A to Z)</b> 3, Prompan 3, 3 <sup>rd</sup> Floor, Room 308-310, Soi Ladprao, Chompol, Chatuchak, Bangkok Tel (66) 2102 1442	Develop a medical platform for matching individuals & corporates with healthcare providers in Thailand and foreign countries, along with online healthcare management programs	6.74	0.06	100	6.74	20.00
<b>Swift Dynamics Company Limited (Swift Dynamics)</b> 3, Prompan 3, 12 <sup>th</sup> Floor, Room 1206-1207, Soi Ladprao, Chompol, Chatuchak, Bangkok	Providing software and Consulting services for construction and maintenance using IoT technology	3.60	0.03	100	3.60	16.67
<b>Meditech Solution Company Limited (Meditech)</b> 182 Tawanrung Village Soi 7, Ladprao 64 Yak 4, Ladprao Road, Wangthonglang, Bangkok Tel (66) 2933 5560-1 Fax (66) 2933 6490 Website www.meditechsolution.com	A manufacturer and vendor of eye blink communication aids for paralytics and other disabled people	2.57	0.25	10	2.57	16.66
<b>Event Pop Holdings Pte Limited (Event Pop)</b> 6 Battery Road# 38-40, Singapore 049909 Website www.eventpop.me	Service provider for technology development and other services in connection with event management.	2.88 (million USD)	0.57	-	2.88 (million USD)	16.16
<b>Playbasis Pte Limited (Playbasis)</b> 138 Cecil Street#12-01A Cecil Court, Singapore Website www.playbasis.com	Service provider and developer for the digital gamification platform	0.20 (million SGD)	0.20	-	0.20 (million SGD)	15.36
<b>Peer Power Company Limited (Peer Power)</b> 253, 24 <sup>th</sup> Floor, 253 Building, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Watthana, Bangkok Tel (66) 2026 3514 Website www.peerpower.co.th	Develop and service provider on debt crowd funding platform	19.27	1.92	10	19.27	14.89

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Chomchob Group Company Limited (Chomchob)</b> 69/6 Tang Hua Pug Building, 6 <sup>th</sup> and 9 <sup>th</sup> Floor, Zone B, Soi Suksawitthaya (Sathorn 10), North Sathorn Road, Silom, Bangrak, Bangkok Tel (66) 2635 0334 Website www.chomchob.com	Develop and service provider on a platform to manage, aggregate and exchange points from customer's credit cards/reward programs into benefits, discounts and services from partnered shops and brands	16.30	0.11	150	16.30	10.85
<b>Ecartstudio Company Limited (ECART)</b> 129 Rama 9 Road, Huai Khwang, Bangkok Tel (66) 2643 0807-9 Fax (66) 2643 0810 Website www.ecartstudio.com	Designing, developing and providing consultation on digital map systems and location-based technology for both mobile and web-based applications	15.83	1.58	10	15.83	10.55
<b>VVR Asia Company Limited (VVR)</b> 299/75 Areeya Mandarina Village, Sutthisan Winithchai Road, Samsennok, Huai Khwang, Bangkok	Creation and development of virtual reality content for mobile phones, laptops and other devices	2.00	0.02	100	2.00	10.00
<b>YDM (Thailand) Company Limited (YDM)</b> 168/14 Nak Niwat Road, Ladprao, Bangkok Tel (66) 2538 6729 Fax (66) 2956 1703 Website www.ydmthailand.com	Service provider for online marketing solution	1.89	0.01	100	1.89	8.11
<b>Axinan Pte Limited (Axinan)</b> 2 Havelock Road#07-13 Havelock 2, Singapore 059763 Tel (65) 6920 5134 Website www.axinan.com	Service provider for non-life insurance by leveraging innovation technology for insurance business	0.001 <small>(million SGD)</small> 16.45 <small>(million USD)</small>	0.10 <small>(ordinary)</small> 0.09 <small>(preference)</small>	-	0.001 <small>(million SGD)</small> 16.45 <small>(million USD)</small>	5.15

Company	Business	Registered Capital (million baht)	Number of paid-up shares (million shares)	Par value (baht)	Paid-up Capital (million baht)	Percent of investment
<b>Others</b>						
<b>I.T. Applications and Services Company Limited (ITAS)</b> 388 Tower B (SP Tower), 3 <sup>rd</sup> Floor, Phaholyothin Road, Samsennai, Phayathai, Bangkok Tel (66) 2273 0760 Fax (66) 2273 0191 Website www.itas.co.th	Providing computer program and other related services	10	1	10	10	99.99
<b>Intouch Media Company Limited (Intouch Media)</b> 349 SJ Infinite One Business Complex, 29 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok Tel (66) 2118 6917 Fax (66) 2118 6914	To do business in relation to broadcasting and television, including other related businesses	279	27.90	10	279	99.99
<b>Touch TV Company Limited (Touch TV)</b> 349 SJ Infinite One Business Complex, 29 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok Tel (66) 2118 6917 Fax (66) 2118 6914	To do business in relation to broadcasting and television, including other related businesses	3.50	0.35	10	3.50	99.99 <sup>(12)</sup>
<b>High Shopping Company Limited (High Shopping)</b> 2034/75-76 Ital Thai Tower, 16 <sup>th</sup> Floor, New Petchaburi Road, Bangkok, Huai Khwang, Bangkok Tel (66) 2123 4555 Website www.highshopping.com	Operate a home shopping business in Thailand	500	50	10	500	51.00 <sup>(12)</sup>
<b>High Shopping TV Company Limited (High Shopping TV)</b> 2034/75-76 Ital Thai Tower, 16 <sup>th</sup> Floor, New Petchaburi Road, Bangkok, Huai Khwang, Bangkok	Purchase products directly from their homes through various media, including the High Shopping TV Channel	10	0.25	10	2.50	99.99 <sup>(13)</sup>

Remark : The information on registered capital, paid-up capital and percent of shareholding as of 31 December 2020.

(1) Owned by AIS

(2) Owned by AWN

(3) Owned by CSL

(4) Owned by TMC

(5) Owned by WDS

(6) Owned by AMP

(7) Owned by ABN

(8) Owned by THAICOM

(9) Owned by IPA

(10) Owned by SHEN

(11) Owned by LTC

(12) Owned by Thai AI

(13) Owned by Intouch Media

(14) Owned by High Shopping



## Reference Persons

### Security Registrar

**Thailand Securities Depository Company Limited**  
93, The Stock Exchange of Thailand Building,  
Ratchadaphisek Road, Dindaeng,  
Bangkok 10400

 Tel (66) 2009 9000

 Fax (66) 2009 9991

 Website [www.tsd.co.th](http://www.tsd.co.th)

### Auditor

**Dr. Suphamit Techamontrikul**  
Certified Public Accountant Registration Number 3356  
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup>-27<sup>th</sup> Floor, 11/1  
South Sathorn Road, Yannawa, Sathorn,  
Bangkok 10120

 Tel (66) 2034 0000

 Fax (66) 2034 0100

 Website [www.deloitte.com](http://www.deloitte.com)

## Other

- None -





**INTOUCH HOLDINGS PLC.**

349 SJ Infinite One Business Complex,  
29<sup>th</sup> and 30<sup>th</sup> Floors, Vibhavadi-Rangsit Road,  
Chompol, Chatuchak, Bangkok 10900

Tel : (66) 2118 6900

Fax : (66) 2118 6947

 [www.intouchcompany.com](http://www.intouchcompany.com)

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