

TKC 022/08/2565

August 4, 2022

Subject : Resolution of Board of Directors Meeting No.4/2022 and Disclosure on Connected Transactions

To: The President of the Stock Exchange of Thailand

Attachment: Disclosure on Connected Transactions

The Board of Directors Meeting No.4/2022 of Turnkey Communication Services Public Company Limited (the company) which was held on August 4, 2022 at 14.30 approved the investment in the purchase of debentures of Sky ICT Public Company Limited (SKY), juristic person who is a major shareholder of the company. The details are summarized in the attachment 1.

Please be informed accordingly

Sincerely yours,

(MR.KITTTSAK AMORNCHAIROJKUL)

Chairman

TKC 023/08/2565

August 4, 2022

Subject: Disclosure on Connected Transactions

Attention: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting No. 4/2022 of Turnkey Communication Services Public Company Limited (“the Company”) held on August 4, 2022 approved the investment in the purchase of debentures of Sky ICT Public Company Limited (“SKY”), juristic person who is a major shareholder of the Company which holds 70,186,390 shares of the Company, representing 23.40% of the total issued shares of the Company (as of August 3, 2022). Therefore, this proposed transaction is regarded as the connected transaction, type: providing financial assistance to connected person, according to the Notification of the Capital Market Supervisory Board No. Thor Chor 21/2551 Re: Rules on the Connected Transaction and the Notification of the Stock Exchange of Thailand (SET) Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction B.E. 2003 (collectively, “the Notifications of the Connected Transaction”). Therefore, the Company would like to disclose the material information relating to the transaction as follows:

1. Date of the Transaction

August 5 - 8, 2022

2. Related parties

Provider of the financial assistance : Turnkey Communication Services Public Company Limited (“the Company”)

Receiver of the financial assistance : Sky ICT Public Company Limited (“SKY”)

Whereas SKY is a major shareholder of the Company which holds 70,186,390 shares of the Company, representing 23.40% of the total issued shares of the Company (as of August 3, 2022)

3. General Characteristics

SKY has issued and offered “Unsecured Debentures of Sky ICT Public Company Limited No. 2/2022” with a total offering value of 400 million THB, tenor 2 years 6 months, maturity year 2025, in which the debenture issuer has the right to redeem the debentures before the maturity date, at a fixed interest rate of 6.50% per annum (pay interest every 3 months) by offering in a limited to institutional investors and/or high net worth investors (PP-II&HNW), the subscription period for debentures on August 4-5 and 8, 2022

4. Total value of consideration and size of transaction

The Board of Directors has approved the investment in the purchase of SKY debentures in the amount of not exceeding 40,000,000 THB, whereby the company will receive interest throughout the debentures in the amount of not exceeding 6,524,932 THB, the total transaction value is not exceeding 46,524,932 THB.

According to the consolidated financial statements for 3 months ending March 31, 2022, the Company's NTA is equal to 1,763,002,217 THB. 0.03 percent and 3 percent of the NTA of the Company is equal to 528,901 THB and 52,890,067 THB.

This proposed transaction is regarded as the connected transaction, type: providing financial assistance to connected person, the total value of consideration of all connected transactions is equal to 2.64% of the net tangible assets (NTA) of the Company, calculated from the Company's consolidated financial statements for 3 months ending March 31, 2022 (the Company does not have any connected transaction with SKY that occurred during the past 6 months) which is less than 3% of the net tangible assets (NTA) of the Company . Therefore, this connected transaction shall obtain an approval from the Meeting of the Board of Directors and shall disclose such information to the Stock Exchange of Thailand.

5. Source of Fund

The Company's working capital.

6. The Director who has a Conflict of Interest and/or being a Connected Person

In the Board of Directors' meeting to consider the connected transaction, stakeholder directors are MR. SITHIDEJ MAYALARP and MISS KULNADA ORANRAKTHAM left from meeting and cast no vote on this agenda.

7. Opinion of Board of Directors

The Board of Directors (7 persons) considered and approved that for the benefit of investment, the Company should purchase SKY's debentures in the amount of not exceeding 40,000,000 THB and disclose the information in accordance with the regulations of the Stock Exchange of Thailand.

8. Opinion of the Audit Committee and/or Board of Directors which is difference from that of the Board resolution

The Audit Committee did not have an opinion that is different from that of the Board of Directors.

The Company certifies that this information memorandum is true and accurate in all respects.

Please be informed accordingly.

Sincerely yours,

(MR.KITTTSAK AMORNCHAIROJKUL)

Chairman