



INTERLINK COMMUNICATION PUBLIC COMPANY LIMITED

48 Interlink Building, Ratchadapisek Road, Huay Khwang, Bangkok 10310

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AC. 026/66/PB

19 January 2023

Subject: Resolution of the Board of Directors' Meeting No.2/2023 regarding to the connected transaction ([Revise](#))

Attention : Director and Manager,
The Stock Exchange of Thailand

Enclosure: Information Memorandum regarding the Connected Transaction of Interlink Communication Public Company Limited

Interlink Communication Public Company Limited ("Company") would like to inform the resolution of the Board of Directors Meeting No. 2/2023 held on 18 January 2023 had a resolution approving the Company Dispose of company shares Interlink Telecom Public Company Limited ("ITEL") held by the Company in the amount of 3,900,000 shares (equivalent to 0.29 percent of the total issued and sold shares of ITEL) to Mr. Nattanaï Anuntarumporn, position of Director and Senior Executive Vice President of Strategic Development and Telecommunication at the closing price as of 18 January 2023 through the stock exchange.

Therefore, in order to meet the criteria regarding the connected transaction, the Company would like to submit information on the connected transaction of the Company According to the attached document.

Please be informed accordingly.



Yours faithfully,

(Mr. Sombat Anuntrarumporn)

Chairman



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Information Memorandum on the Connected Transaction Concerning

the Disposal of company shares Interlink Telecom Public Company Limited (“ITEL”)

the Board of Directors Meeting No. 2/2023 held on 18 January 2023 had a resolution approving the Company Dispose of company shares Interlink Telecom Public Company Limited (“ITEL”) held by the Company in the amount of 3,900,000 shares (equivalent to 0.29 percent of the total issued and sold shares of ITEL) to Mr. Nattanaï Anuntarumporn, position of Director and Senior Executive Vice President of Strategic Development and Telecommunication at a price per share is 3.84 baht, totaling 14,976,000 baht.

In this regard, The Share Disposal Transaction constitutes as The Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, The material details of the transaction are as follows:

1. Transaction Date

18 January 2023.

2. Details of Connected Person

Seller : Interlink Communication Public Company Limited (“ILINK”)

Buyer : Mr. Nattanaï Anuntarumporn

Relationship : ILINK is a major shareholder of the Company, equivalent to 44.99 percent of the total issued and paid-up shares of the Company (As of 19 January 2023). In addition, there are directors who have joint control with the Company are;

1. Mr. Sombat Anuntarumporn
2. Mrs. Chalida Anuntarumporn
3. Mr. Nuttanai Anuntarumporn



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3. General Features of Transaction

As Interlink Telecom Public Company Limited issued the warrants representing the rights to purchase the company's ordinary shares No. 3 (ITEL-W3) which were allocated to existing shareholders in the ratio of 4 ordinary shares per 1 unit of warrant and 1 unit of warrant will be entitled to purchase 1 company's ordinary share at the price of 3.30 baht per share.

In the exercise round on 29 December 2022, the company has exercised the warrants to subscribe for ordinary shares of Interlink Telecom Public Company Limited at 49,568,162 units (forty-nine million five hundred sixty-eight thousand one hundred and sixty-two units), totaling 163,574,934.60 baht (One hundred sixty-three million five hundred seventy-four thousand nine hundred thirty-four baht and sixty satang). As a result, the shareholding ratio has increased to 50.28, which the company reports on acquisition or disposition of securities (Form 246-2) to the Securities and Exchange Commission (SEC) on 16 January 2023. Therefore, the Company has proceeded to reduce the shareholding percentage of the Company below the point where a tender offer must be made.

4. Size of the transaction

Calculation of the size of the Share Disposal Transaction is as follows:

4.1 Connected Transaction

Calculation Criteria	Calculation Procedure	Size (%) based on the Company's reviewed financial statements for the nine-month period ended 30 September 2022
Net Tangible Assets (NTA)	$(\text{NTA of THCOM} \times \text{proportion of the assets disposed of} \times 100) / \text{NTA of the Company}$	$(14.97 \times 100) / 3,445.54$ $= 0.43$



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The Share Disposal Transaction constitutes a connected transaction of a “category relating to assets or services” pursuant to the Notifications on Connected Transactions, as the transaction is entered into between the Company and Mr. Nattanaï Anuntarumporn, position of Director and Senior Executive Vice President of Strategic Development and Telecommunication. The connected transaction represents a value of 0.43 percent of the net tangible assets of the Company, calculated based on the Company’s reviewed financial statements for the nine-month period ended 30 September 2022. In this regard, the Company has not been involved in any other connected transactions with Mr. Nattanaï Anuntarumporn during the six months prior to entering into this transaction. As the value of the connected transaction exceeds 0.03 percent of the net tangible assets of the Company, the Company, therefore, has duties as prescribed under the Notifications on Connected Transactions, as follows:

1. Resolutions of the Board of Directors Meeting and
2. To disclose an information memorandum to the SET

5. Details of assets to be disposed of

The assets to be disposed of are 3,900,000 ordinary shares of Interlink Telecom Public Company Limited (ITEL) (equivalent to 0.29 percent of the total issued shares of ITEL).

6. Connect persons who have stakeholders

Name	Positions of ILINK	Positions of ITEL
1. Mr. Nuttanai Anuntarumporn	Director / Senior Executive Vice President of Strategic Development and Telecommunication	Director / Chief Executive Officer

7. Opinion of the Board of Directors

The Board of Directors has an opinion that the entering into the aforementioned transaction is reasonable, which is beneficial to the Company.



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8. Opinion of the Audit Committee

- None -

The Share Disposal Transaction constitutes an asset disposal transaction of a listed company pursuant to the Notifications on Acquisition or Disposal of Assets, when calculating the size of the transaction according to the criteria, the Company is not in the criteria that must be reported. However, the Company has not entered into a transaction to dispose of assets during the six months prior to entering into this transaction.

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the shareholders, and that the information contained herein is true and correct in all respects.

Please be informed accordingly.



Yours faithfully,

(Mr. Sombat Anuntrarumporn)

Chairman