

INTUCH-CPL 022/2022

7 November 2022

Subject: Disposal of shares of Thaicom Public Company Limited and the scheduling of the date of Extraordinary General Meeting of Shareholders No. 1/2023

To: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Connected Transaction concerning the Disposal of All Shares in Thaicom Public Company Limited

Intouch Holdings Public Company Limited (the “**Company**”) hereby informs the Stock Exchange of Thailand (the “**SET**”) that Board of Directors Meeting No. 8/2022, convened on 7 November 2022, resolved to approve the following important matters:

(1) The disposal of all shares of Thaicom Public Company Limited (“**THCOM**”) which are held by the Company, amounting to 450,870,934 shares (or 41.13 percent of the total issued shares of THCOM) to Gulf Energy Development Public Company Limited (“**GULF**”) and/or Gulf Ventures Company Limited, which is a subsidiary of GULF (collectively, “**GULF Group**”), at the price of THB 9.92 per share, totaling approximately THB 4,472.64 million. After the disposal of all the said shares to GULF Group, THCOM will cease to be a subsidiary of the Company.

The share disposal transaction will take place once the following material conditions precedent have been fulfilled or waived by GULF Group, whether in whole or in part:

- a. Approval has been obtained from a shareholders’ meeting of the Company to enter into the share disposal transaction of THCOM shares with GULF Group;
- b. Approval has been obtained from required counterparties of THCOM and/or of its subsidiaries (as per details to be further agreed by the Company and GULF Group) and/or from the relevant regulatory authority (if any) ;
- c. There is no material event has occurred which prevents the Company from consummating under the Share Purchase Agreement, or may have an adverse impact on, the ability of the Company to consummate under the Share Purchase Agreement;
- d. There is no legislation, law, regulation, notification or order prohibiting or restricting the Company and GULF Group from consummation of the Share Purchase Agreement or which will result in the purchasing of THCOM ordinary shares pursuant to the Share Purchase Agreement constituting a breach of such laws or any of such order; and

- e. There is no event has occurred that causes material adverse effect to THCOM, its subsidiaries and/or the joint venture companies of THCOM (as per details to be further agreed by the Company and GULF Group).

The aforementioned share disposal transaction constitutes an asset disposal transaction of a listed company pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended and supplemented) 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 Acquisition and Disposition of Assets of 2004 (as amended and supplemented) (collectively, the “**Notifications on Acquisition or Disposal of Assets**”). In this regard, when calculating transaction value, the highest total transaction value equals 10.44 percent according to a value of net tangible assets basis of the Company, calculated based on the Company’s reviewed financial statements for the six-month period ended 30 June 2022. In this regard, there were other asset disposal transactions entered into by the Company during the six months prior to entering into this transaction, which were equaled 0.43 percent. Consequently, when combined with the other asset disposal transactions entered into by the Company during the six months prior to entering into this transaction, resulted in the highest total transaction value of equal to 10.86 percent, in accordance with the value of net tangible assets basis of the Company. However, as the transaction value does not exceed 15 percent, the Company therefore has no duty as prescribed under the Notifications on Acquisition or Disposal of Assets.

The share disposal transaction also constitutes a connected transaction of a “category relating to assets or services” pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 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 Connected Transactions of 2003 (as amended and supplemented) (collectively, the “**Notifications on Connected Transactions**”), as the transaction is entered into between the Company and GULF Group, provided that GULF is a major shareholder of the Company. The connected transaction represents a value of 11.18 percent of the net tangible assets of the Company, calculated based on the Company’s reviewed financial statements for the six-month period ended 30 June 2022. In this regard, the Company has not entered into any other connected transactions with GULF Group during the past six months prior to entering into this transaction. As the value of the connected transaction exceeds 3 percent of the net tangible assets of the Company, the Company, therefore, has the duties as prescribed under the Notifications on Connected Transactions, as follows:

1. to disclose an information memorandum to the SET;
2. to convene a shareholders’ meeting of the Company to seek approval for the disposal of THCOM shares, provided that the resolution approving such transaction shall be passed by votes of no less than three-quarters of the total votes of the shareholders attending the

meeting and being entitled to vote, without counting the votes cast by interested shareholders; and

3. to appoint an independent financial advisor approved by the Office of the Securities and Exchange Commission (the "SEC") to provide an opinion to the shareholders of the Company on the reasonableness of the transaction, the benefits associated with entering into the transaction, and the fairness of the price and conditions of the transaction, as well as to deliver the relevant opinion to the shareholders.

In this regard, the Board of Directors Meeting resolved to approve the appointment of Avantgarde Capital Company Limited as an independent financial advisor of the Company to provide opinions on the entry into the connected transaction to the shareholders of the Company. The Company will deliver the opinion of the independent financial advisor to the shareholders along with the notice calling Extraordinary General Meeting of Shareholders No. 1/2023.

Additionally, the Board of Directors Meeting approved the authorization of the President to undertake any and all acts relevant to and necessary for the share disposal transaction, which includes signing, negotiating, and entering into the Share Purchase Agreement, with the material terms and conditions approved by the Board of Directors, or other ancillary documents, and preparing, altering, filing, submitting, and disclosing invitation letter, information memorandum, and any documents that the Company or the Company's group has duties to undertake with any and all relevant authority in all respects.

The details of entering into the share disposal transaction are set out in the enclosure "Information Memorandum on the Connected Transaction concerning the Disposal of All Ordinary Shares in THCOM."

(2) The approval to call Extraordinary General Meeting of Shareholders No. 1/2023 on 9 January 2023 at 10.00 a.m. to consider various matters. The date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) is scheduled for 21 November 2022. The agenda for the meeting is as follows:

Agenda item 1 To consider and approve the disposal of shares in Thaicom Public Company Limited to Gulf Energy Development Public Company Limited and/or Gulf Ventures Company Limited, which constitutes a connected transaction and the authorization for the actions in relation to the disposal of shares.

Opinion of the Board of Directors: The Board of Directors approved to propose to Extraordinary General Meeting of Shareholders No. 1/2023 for its consideration and approval the disposal of shares in THCOM which are held by the Company, amounting to 450,870,934 shares (or 41.13 percent of the total issued shares of

THCOM), to GULF Group, which constitutes a connected transaction at the price of THB 9.92 per share, totaling approximately THB 4,472.64 million, and related authorization.

Agenda item 2 Other matters (if any)

In this regard, the Company will further inform the shareholders of the meeting venue and/or the meeting method as appropriate, provided that the Company will consider convening Extraordinary General Shareholders' Meeting No. 1/2023 in an appropriate manner and in accordance with the current situation, whereby the meeting may be held as either a physical meeting or an electronic meeting, as the Company deems appropriate. In this regard, the Company has authorized the President of the Company or the company secretary, as permitted by law, to consider, including to amend the date, time, venue, and/or meeting method of Extraordinary General Meeting of Shareholders No. 1/2023, as deemed necessary and appropriate.

Please be informed accordingly.

Yours faithfully,

-Signed-

Kim Siritaweechai (Mr.)
President
Intouch Holdings Plc.

**Information Memorandum on the Connected Transaction Concerning the Disposal of All Shares in
Thaicom Public Company Limited**

The Board of Directors Meeting of Intouch Holdings Public Company Limited (the “**Company**”), convened on 7 November 2022, resolved to approve the disposal of all shares of Thaicom Public Company Limited (“**THCOM**”) which are held by the Company, amounting to 450,870,934 shares (or 41.13 percent of the total issued shares of THCOM) to Gulf Energy Development Public Company Limited (“**GULF**”) and/or GULF Ventures Company Limited which is a subsidiary of GULF (collectively, “**GULF Group**”), at the price of THB 9.92 per share, totaling approximately THB 4,472.64 million (referred to as the “**Share Disposal Transaction**”).

The Share Disposal Transaction constitutes an asset disposal transaction of a listed company pursuant to the Notifications on Acquisition or Disposal of Assets¹, with the highest transaction value equal to a total of 10.44 percent according to a value of the net tangible assets basis, according to the Company’s reviewed financial statements for the six-month period ended 30 June 2022. In this regard, there were other asset disposal transactions entered into by the Company during the six months prior to entering into this transaction, which were equal to 0.43 percent. Consequently, when combined with the other asset disposal transactions entered into by the Company during the six months prior to the date on which the Board of Directors approved this transaction, the asset disposal transaction of the Company has the highest total transaction value of equal to 10.86 percent, in accordance with the value of net tangible assets basis, and constitutes a connected transaction of a “category relating to assets or service” pursuant to the Notifications on Connected Transactions², as the transaction is entered into between the Company and GULF Group, provided that GULF is a major shareholder of the Company³. The connected transaction represents a value of 11.18 percent of the net tangible assets of the Company, calculated based on the

¹ The Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or disposal of Assets (as amended and supplemented) 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 Acquisition and Disposition of Assets, 2004 (as amended and supplemented) (collectively, the “**Notifications on Acquisition or Disposal of Assets**”)

² The Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 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, 2003 (as amended and supplemented) (collectively, the “**Notifications on Connected Transactions**”)

³ Based on the information as of 25 August 2022, GULF holds 46.07 percent of the Company’s total issued shares.

Company's reviewed financial statements for the six-month period ended 30 June 2022. As a result, the value of the aforementioned transaction exceeds 3 percent of the net tangible assets of the Company. In this regard, the Company has not entered into any other connected transactions with GULF Group during the past six months prior to entering into this transaction.

In this regard, the Company would like to inform the details of the Share Disposal Transaction as follows:

1. Date of the transaction

The Company expects to sign the Share Purchase Agreement with GULF Group without delay after obtaining the approval from the Board of Directors of the Company.

The Share Disposal Transaction will take place once the following material conditions precedent have been fulfilled (or waived by GULF Group, whether in whole or in part):

- a. Approval has been obtained from a shareholders' meeting of the Company to enter into the share disposal transaction of THCOM shares with GULF Group;
- b. Approval has been obtained from required counterparties of THCOM and/or of its subsidiaries (as per details to be further agreed by the Company and GULF Group) and/or from the relevant regulatory authority (if any);
- c. There is no material event has occurred which prevents the Company from consummating under the Share Purchase Agreement, or may have an adverse impact on, the ability of the Company to consummate under the Share Purchase Agreement;
- d. There is no legislation, law, regulation, notification or order prohibiting or restricting the Company and GULF Group from consummation of the Share Purchase Agreement or which will result in the purchasing of THCOM ordinary shares pursuant to the Share Purchase Agreement constituting a breach of such laws or any of such order; and
- e. There is no event has occurred that causes material adverse effect to THCOM, its subsidiaries and/or the joint venture companies of THCOM (as per details to be further agreed by the Company and GULF Group).

At this stage, the Company expects that the conditions precedent will be completed within the first quarter of 2023.

After the conditions precedent are fulfilled or are waived by GULF Group, whether in whole or in part (as the case may be), the Company will dispose the shares of THCOM which are held by the Company, amounting to 450,870,934 shares (or 41.13 percent of the total issued shares of THCOM) to GULF Group.

2. Parties involved and their relationship with the Company

Buyer	GULF Group
Seller	The Company
Relationship with the Company	GULF is a major shareholder of the Company, holding 46.07 percent of the Company's shares (based on information as of 25 August 2022).

3. General characteristics and the size of the transaction

3.1 General characteristics

After the conditions precedent are fulfilled or are waived by GULF Group, whether in whole or in part (as the case may be), the Company will dispose the shares of THCOM which are held by the Company, amounting to 450,870,934 shares (or 41.13 percent of the total issued shares of THCOM) to GULF Group, for a total price of approximately THB 4,472.64 million, and consequently THCOM will cease to be a subsidiary of the Company.

3.2 Size of the transaction

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

3.2.1 Asset disposal transaction

Calculation Criteria	Calculation Procedure	Size (%) based on the Company's reviewed financial statements for the six-month period ended 30 June 2022
1. Net Tangible Assets (NTA)	$\frac{\text{NTA of THCOM} \times \text{proportion of the assets disposed of}}{\text{NTA of the Company}} \times 100$	10.44
2. Net Operating Profits Basis (from 4 latest quarters)	$\frac{\text{Net operating profits of THCOM} \times \text{proportion of the assets disposed of}}{\text{Net operating profit of the Company}} \times 100$	1.70
3. Total Value of Consideration	$\frac{\text{Total Value of Consideration Received}}{\text{Total Assets of the Company}} \times 100$	8.75
4. Value of Securities Issued as Consideration for the Assets	Not applicable due to no new issued securities	N/A

From the calculation criteria set out above, the Share Disposal Transaction constitutes an asset disposal transaction of a listed company pursuant to the Notifications on Acquisition or Disposal of Assets. In this regard, when calculating transaction value, the highest total transaction value equals 10.44 percent in accordance with the value of net tangible assets basis, calculated based on the Company's reviewed financial statements for the six-month period ending 30 June 2022. In this regard, there were other asset disposal transactions entered into by the Company during the six months prior to entering into this transaction, which equaled 0.43 percent. Consequently, when combined with the other asset disposal transactions entered into by the Company during the six months prior to entering into this transaction, the asset disposal transaction of the Company has the highest total transaction value of equal to 10.86 percent,

in accordance with the value of net tangible assets basis. However, as the transaction value does not exceed 15 percent, the Company has no duty as prescribed under the Notifications on Acquisition or Disposal of Assets.

3.2.2 Connected transaction

Calculation Criteria	Calculation Procedure	Value (%) based on the Company's reviewed financial statements for the six-month period ending 30 June 2022
Net Tangible Asset (NTA)	(Total value of the Share Disposal Transaction x 100) /NTA of the Company	$(4,472.64 \times 100) / 40,017 = 11.18$

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 GULF Group, provided that GULF is a major shareholder of the Company. The connected transaction represents a value of 11.18 percent of the net tangible assets of the Company, calculated based on the Company’s reviewed financial statements for the six-month period ended 30 June 2022. As a result, the value of the aforementioned transaction exceeds 3 percent of the net tangible assets of the Company. In this regard, the Company has not been involved in any other connected transactions with GULF Group during the six months prior to entering into this transaction. The Company, therefore, has duties as prescribed under the Notifications on Connected Transactions, as follows:

1. to disclose an information memorandum to the SET;
2. to convene a shareholders’ meeting of the Company to seek approval for the disposal of THCOM shares, provided that the resolution approving such transaction shall be passed by votes of no less than three-quarters of the total votes of the shareholders attending the meeting who are entitled to vote, without counting the votes cast by interested shareholders; and
3. to appoint an independent financial advisor approved by the Securities and Exchange Commission (the “SEC”) to provide an opinion to the shareholders of the Company on the reasonableness of the transaction, the benefits associated with entering into the transaction, and

the fairness of the price and conditions of the transaction, as well as to deliver the relevant opinion to the shareholders.

In this regard, the Board of Directors Meeting resolved to approve the appointment of Avantgarde Capital Company Limited as an independent financial advisor of the Company to provide opinions on the entry into the connected transaction to the shareholders of the Company. The Company will deliver the opinion of the independent financial advisor to the shareholders along with the notice calling Extraordinary General Meeting of Shareholders No. 1/2023.

4. Details of assets to be disposed of

The assets to be disposed of are 450,870,934 ordinary shares of THCOM (equivalent to 41.13 percent of the total issued shares of THCOM).

General information of THCOM can be summarized as follows:

4.1 Type of business

THCOM was established on 7 November 1991 and was a telecommunication services provider under a 30-year Domestic Communications Satellite Operating Agreement entered into between THCOM and the Ministry of Transport and Communications (currently transferred to the Ministry of Digital Economy and Society) (the "Satellite Operating Agreement"). Such Satellite Operating Agreement expired on 10 September 2021. THCOM had the duty under the Satellite Operating Agreement to build, launch and operate satellites with a requirement that THCOM paid the Ministry of Digital Economy and Society (the "MDE") an agreed percentage of THCOM's annual gross revenue earned from the transponder business, or a minimum remuneration, whichever was higher. Under the Satellite Operating Agreement, THCOM had to transfer ownership of the satellites, satellite control station, and all related operational equipment to the MDE once the construction and installations were complete. THCOM became a listed company on the Stock Exchange of Thailand on 18 January 1994.

The Satellite Operating Agreement expired on 10 September 2021. THCOM has completed the transfer of ownership of satellites and all assets according to the concession contract to the MDE as of the contract

expiration date. Whereas the MDE has granted the right to manage satellites under a concession contract to National Telecom Public Company Limited (“NT”).

After the expiration of the Satellite Operating Agreement, a subsidiary of THCOM has entered into an agreement to purchase parts of THAICOM 4 and THAICOM 6 bandwidth from NT to provide services to retail customers. Therefore, from 11 September 2021, THCOM could continue to provide transponder service on THAICOM 4 and THAICOM 6 to some of THCOM customers.

Business operations of THCOM based on main business segments:

(1) Satellite and Related Services

Satellite Communications and Related Services by Thaicom Public Company Limited TC Broadcasting Company Limited (TCB) and IPSTAR Group. THCOM’s satellites fleet can be divided into 2 types: Conventional Satellite and Broadband Satellite (or High Throughput Satellite, HTS)

- **Conventional Satellite**

A conventional satellite is a satellite that provides fixed satellite services (FSS), whereby a signal is transmitted from an earth station, amplified, and retransmitted down to the other earth station(s) anywhere under the satellite’s footprint, allowing broadcasters and telecommunications operators to benefit from the satellite’s nationwide and cross-regional coverage.

- **Broadband Satellite**

A broadband satellite or High Throughput Satellite (HTS) is primarily designed to provide broadband internet access services (point-to-point). Through high level frequency re-use and spot beam technology, HTS usually provides much more total throughput than a conventional satellite for the same amount of allocated orbital spectrum, thus significantly reducing cost per megabit per second (Mbps). In addition, HTS can offer services to government and enterprise markets, as well as to terrestrial cellular network operators. Regarding the Thai satellite concession (the Satellite Operating Agreement) has ended on 10 September 2021 and Thai government assigned NT to manage satellites under the satellite concession.

The Company's subsidiary currently purchases THAICOM 4 and THAICOM 6 satellites capacity from NT and the Company owns satellite capacity on THAICOM 7 and THAICOM 8.

The details of the capacity of THAICOM satellites are as follows:

	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
	PURCHASED SOME BANDWIDTH (from National Telecom Public Company Limited)		THAICOM SATELLITES	
Satellite Type	Broadband High Throughput Satellite (HTS)	Conventional	Conventional	Conventional
Orbital Slot	119.5° East	78.5° East	120° East	78.5° East
Manufacturer	Space Systems Loral, (USA)	Orbital ATK (USA)	Space Systems Loral (USA)	Orbital ATK (USA)
Model	LS-1300S	Star 2.3	LS-1300	Star 2.4
Design Life*	12 years	15 years	15 years	15 years

	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
Launch Date	August 2005	January 2014	September 2014	May 2016
Capacity / Transponder	84 Ku-Spot Beams 8 Ku-Spot Beams (Augment) 3 Ku-Shaped Beams 7 Ku-Broadcast Beams	24 C-band transponders 9 Ku-band transponders	14 C-band transponders	24 Ku-band transponders
Coverage Area	<u>14 countries:</u> Australia, Cambodia, China, India, Indonesia, Japan, Malaysia, Myanmar, New Zealand, Philippines, South Korea, Taiwan, Thailand and Vietnam	<u>C-band</u> Southeast Asia and Africa <u>Ku-band</u> Southeast Asia (Mainland)	<u>C-band</u> Thailand, Greater Mekong Subregion and Asia	<u>Ku-band</u> Thailand, Greater Mekong Subregion, South Asia and Africa

*Design Life does not take into account any concessions or licenses for satellite operation.

Nature of Product or Service

- (1) **Broadcast and Media.** It consists of Contribution and Distribution Services, Digital Channel Broadcast Service on Multi-Channel Per Carrier (MCPC) Broadcast Platform, Direct-To-Home (DTH) Broadcasting Services, Radio or Television Broadcasting Network Services (not using radio frequencies), and Teleport and Digital Direct-to-Home (DTH) Center.
- (2) **Broadband & Data.** THCOM provides IPSTAR Retail, IPSTAR Carrier, IPSTAR Business, IPSTAR Government, Mobility, and IPSTAR Gateway services.

- (3) **Consultancy and Satellite System Design Services.** THCOM also initiated consultancy and satellite system design services to target satellite service providers from government and private sectors as customers who have requirements to establish their satellite business and service, whereby THCOM provides end-to-end consultancy services for customers.

(2) Internet and Media Services

Internet Access and Related Services by Thai Advance Innovation Company Limited (ThaiAI), whereby the nature of products and services are as follows:

- (1) **Platform Service** selling and leasing of subscription service, or provide marketing activities to support sales;
- (2) **After sales service for DTV Satellite Dish** ThaiAI focuses on the high quality of after-sale service, to ensure that customers can access to DTV's outstanding satellite TV channels and programs, including news, documentaries, movies, cartoons, music, and several education channels; and
- (3) **Broadband and Television Network and System Integration Services both consultant and installation services** ThaiAI analyzes customer's needs and devise solutions that utilize satellite communications or Internet media formats. Solutions provided are as the platform services, including the System Integration to service network and software and Smart Office.
 - (3.1) **Broadband Network Services.** For broadband networks, ThaiAI offers network and software services to meet customer demand for network connections to transfer data in different formats for both one-way and two-way transactions.
 - (3.2) **Master Antenna TV Network Services.** This service offers antenna network solutions to meet the needs of customers who live in buildings, such as hotels, apartments, or condominiums. ThaiAI can provide the service on a one-time investment by the building's owner or a monthly rental model.

(3) Telephone Business Abroad

THCOM offers telephone services in Laos PDR through its investment in Shearwater Investments Pte Ltd. (SHEN), a holding company registered in Singapore.

1. Lao Telecommunication Public Company (LTC)

LTC has been granted a license to operate telecommunications services in the Lao PDR. LTC's income came from local and international telephone service charges, monthly subscription fees, income from sales of handsets (Fixed Wireless Local Loop - GSM) and SIM cards, monthly Internet service charges, leased line service charges, mobile broadband package, international Roaming (IR) charges and Telecom Inter-Connection (IC) Charge both domestic and international, value-added service charges and Telecom Enterprise Solutions Services Charge.

2. T-Plus Digital Company Limited (T-PLUS)

LTC acquired 100 percent shares of Vimplecom Company Limited in 2019. Since assumption of control, the company formerly known as Beeline was renamed and rebranded and is now marketed as "T-PLUS". T-PLUS targets a younger consumer segment than those currently served by LTC, with an emphasis on teens and youth. Beyond its activities aimed directly at the teen segment, TPLUS has continued to streamline its operations and cut cost by working on creating business synergies with its parent, LTC.

3. Lao Mobile Money Sole Company Limited

Lao Mobile Money Sole Company Limited was established to operate and provide digital money payment and transfer services within the Lao PDR. Marketed as M-Money.

Apart from THCOM main business segments, THCOM has established 2 subsidiaries under the names of Nation Space and Technology Company Limited and ATI Technologies Company Limited.

- Nation Space and Technology Company Limited, a joint venture company with NT, announced the launch of NAVA by NSAT or maritime digital solutions. This was an integration of THCOM's satellite technology with NT's digital solutions.
- ATI Technologies Company Limited, a joint venture company with AI and Robotics Ventures Company Limited (a subsidiary of PTT Exploration and Production Public Company Limited),

produces and distributes unmanned aerial vehicle or drone including a full range of drone technology solution services. The initial phase aimed to help farmers improving agricultural productivity.

Source: Information from THCOM's Annual Report 2021 (Form 56-1 One Report)

4.2 General Information of THCOM

Company's Name	Thaicom Public Company Limited
Registered Office	SJ Infinite One Business Complex, No. 349, 28th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok 10900
Telephone Number	(66) 2596 5060
Fax	(66) 2591 0705
Registered Capital	THB 5,499,884,200, at the par value of THB 5 per share
Paid-Up Capital	THB 5,480,509,770, at the par value of THB 5 per share
Board of Directors (Information as of 20 October 2022)	<ol style="list-style-type: none"> (1) Mr. Somprasong Boonyachai, Chairman of the Board of Directors and Independent Director (2) Mr. Boonchai Thirati, Vice Chairman (3) Mr. Porametee Vimolsiri, Independent Director and Chairman of the Audit and Risk Committee (4) Mr. Somchai Jinnovart, Independent Director and Member of the Audit and Risk Committee (5) Mr. Kanit Vallayapet, Independent Director and Member of the Audit and Risk Committee (6) ACM. Maanat Wongwat, Independent Director (7) Mr. Suporn Luckmunkong, Director (8) Mr. Kim Siritaweechai, Director (9) Mr. Pratompob Suwansiri, Chief Executive Officer and Director
Authorized Directors of THCOM	Mr. Boonchai Thirati or Mr. Suporn Luckmunkong, jointly sign with Mr. Pratompob Suwansiri or Mr. Kim Siritaweechai, in a total of two persons, with the Company's seal affixed.

Source: Information from THCOM's Annual Report 2021 (Form 56-1 One Report) and the SET's website

4.3 THCOM's Shareholding

List of Major Shareholders of THCOM before entering into the transaction

	Name	Number of Shares (Shares)	Percentage of Total Shareholding (%)
1.	Intouch Holdings Public Company Limited	450,870,934	41.13
2.	Mr. Chavalit Visalarnkul	37,887,700	3.46
3.	Thai NVDR Company Limited	27,728,261	2.53
4.	Mr. Narit Jia-Apar	18,947,500	1.73
5.	Miss Kulisara Kara	18,600,000	1.70
6.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	17,066,300	1.56
7.	Mr. Watshira Tayanaraporn	14,000,000	1.28
8.	Value Plus - Dividend Long Term Equity Fund	9,459,600	0.86
9.	Social Security Office by UOB Asset Management (Thailand) Company Limited	8,944,000	0.82
10.	Mr. Kitti Ngammaharat	7,195,500	0.66

Source: Information from the SET website, as of the latest Record Date on 18 February 2022

4.4 Summary of financial position and operating results of THCOM

Key financial information of THCOM from the financial statements for the years ended 31 December 2019 – 2021, and for the six-month period ended 30 June 2022 are as follows;

Statement of Profit or Loss

(In THB million)

Financial Statement	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the six- month period ended 30 June 2022
Income				
Revenues from sale of goods and rendering of services	4,663,285	3,556,796	3,302,772	1,427,263
Net foreign exchange gain	-	-	368,942	206,033
Other income	136,408	671,025	73,749	13,881
Total income	4,799,694	4,227,821	3,745,463	1,647,177
Expenses				
Cost of sale of goods and rendering of services	2,968,072	2,072,533	1,998,317	726,802
Operating agreements fee	702,809	505,839	351,276	11
Selling expenses	42,335	20,068	16,856	7,693
Administrative expenses	871,796	838,740	800,597	350,912
Loss on impairment	1,622,700	-	-	
Directors and management benefit expenses	59,951	66,689	66,535	30,536
Net foreign exchange loss	128,327	58,559	-	
Loss of investment in subsidiaries	28,543	-	-	
Total expenses	6,424,533	3,564,428	3,233,581	1,115,954
Profit (loss) from operating activities	(1,624,840)	663,393	511,882	531,223
Finance income	200,658	140,515	129,146	60,678
Finance cost	(299,742)	(188,229)	(155,291)	(56,198)
Bad debt and doubtful debt	(65,867)	-	-	
Reversal of loss on impairment (loss according to Thai Financial Reporting Standard No.9)	-	8,565	12,934	79,080
Share of profit of investment in subsidiaries and joint ventures	(116,448)	3,743	(266,756)	(178,318)
Profit before income tax expense	(1,906,239)	627,987	231,915	436,465

Financial Statement	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the six- month period ended 30 June 2022
Income tax expense	(343,710)	(114,204)	(88,279)	(76,596)
Profit (loss) for the year	(2,249,949)	513,782	143,636	359,869
Earning per shares (Baht)	(2.05)	0.47	0.13	0.33

Statement of Consolidated Financial Position

(In THB million)

Financial Statement	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the six- month period ended 30 June 2022
Assets				
Current assets				
Cash and cash equivalents	2,621,710	2,298,895	1,780,489	3,253,339
Current investment	3,080,846	-	-	-
Trade and other current receivables	1,889,980	1,832,295	2,070,559	1,477,705
Amounts due from related parties	5,850	34,800	7,012	34,966
Current portion of long-term loan to related parties	630,635	853,013	1,002,943	1,188,305
Inventories	124,028	55,434	7,342	8,859
Current tax assets	78,805	40,553	46,288	3,435
Current financial assets	-	4,320,271	3,121,781	2,254,107
Other current assets	28,189	37,512	13,149	6,717
Total current assets	8,460,042	9,472,774	8,049,563	8,227,433
Non-current assets				
Investments in joint ventures	1,408,769	1,392,677	1,249,465	947,747
Long-term loans to related parties	1,127,499	898,710	750,299	668,167

Financial Statement	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the six- month period ended 30 June 2022
Property, plant and equipment	3,312,616	3,091,012	2,778,276	2,632,766
Right-of-use asset	-	151,005	1,434,327	1,371,601
Intangible assets under operating agreement	1,365,689	559,685	-	
Intangible assets	228,076	88,085	61,681	57,569
Deferred tax assets	797,296	727,995	690,006	661,124
Other non-current assets	299,196	294,336	326,014	342,014
Total non-current assets	8,539,140	7,203,504	7,290,069	6,680,988
Total assets	16,999,182	16,676,277	15,339,632	14,908,421
Liabilities and equity				
Current liabilities				
Trade and other current payables	554,717	424,128	462,137	478,862
Amounts due to related parties	1,029	-	4	639
Current portion of long-term borrowings	392,002	2,624,366	424,487	448,128
Current portion of lease liabilities	-	79,866	227,846	237,292
Advance receipts from customers	349,788	191,056	205,031	233,271
Accrued operating agreement fee	171,655	117,411	-	
Corporate income tax payable	140	4,193	21,455	28,530
Other current liabilities	56,578	61,128	81,222	61,396
Total current liabilities	1,525,909	3,502,150	1,422,182	1,488,118
Non-current liabilities				
Long-term borrowings	3,799,127	1,135,519	841,412	665,631
Lease liabilities	-	68,389	1,223,505	1,140,939
Long-term accounts payable - property and equipment	209,286	208,427	231,791	244,700
Non-current provisions for employee benefit	231,766	283,241	279,459	279,763
Deferred tax liabilities	-	6,358	-	-
Other non-current liabilities	238,135	225,114	212,001	218,123
Total non-current liabilities	4,478,313	1,927,049	2,788,168	2,549,156

Financial Statement	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the six- month period ended 30 June 2022
Total liabilities	6,004,222	5,429,199	4,210,349	4,037,274
Equity				
Share capital				
Authorised share capital	5,499,884	5,499,884	5,499,884	5,499,884
Issued and paid-up share capital	5,480,510	5,480,510	5,480,510	5,480,510
Premium on ordinary shares	4,325,271	4,325,271	4,325,271	4,325,271
Retained earnings				
Appropriated				
Legal reserve	549,988	549,988	549,988	549,988
Unappropriated	873,555	1,127,223	1,068,464	1,099,509
Other components of equity	(234,365)	(235,913)	(294,951)	(584,131)
Equity attributable to owners of the Company	10,994,960	11,247,079	11,129,283	10,871,147
Total equity	10,994,960	11,247,079	11,129,283	10,871,147
Total liabilities and equity	16,999,182	16,676,277	15,339,632	14,908,421

Source: Financial statements of THCOM

In this regard, the shareholders may refer to other information of THCOM (including information on business operation and operating performance, risk factors, corporate governance, financial statements, general information and other information, etc.) from Annual Report 2021 and Form 56-1 One Report of THCOM in the websites of THCOM (www.thaicom.net/th/), the SEC (www.sec.or.th) and the SET (www.set.or.th).

5. Total value of consideration and payment conditions

The consideration is in the form of cash in the total amount of THB 4,472.64 million, whereby GULF Group will make a one-time payment to the Company on the completion date.

6. Criteria used to determine the value of consideration

The main criteria used to determine the value of consideration of the purchase of THCOM shares are based on the negotiation between GULF Group (as the Buyer) and the Company (as the Seller), which is

in accordance with internationally accepted business valuation methodologies such as Discounted Cash Flow Approach-DCF, Market Comparable Approach, and Book Value method.

7. Expected benefits to the Company from the disposal of assets

7.1 The Company will receive cash from the transaction (before deduction of relevant taxes) in a total amount of THB 4,472.64 million, whereby the selling price is in line with the Company's estimated fair value.

7.2 The Company will have no tax burden from the profit received from the disposal of THCOM shares, as the Company has accumulated tax losses.

7.3 After the disposal of shares, the Company will be able to use the received proceeds to generate benefits for the shareholders.

8. Proceed utilization plan for proceeds from the disposal of assets

The Company will consider utilizing the proceeds received from the disposal of THCOM shares to distribute dividends to the shareholders of the Company.

9. Conditions on the entering into of the transaction

Please refer to item 1 - *Date of transaction* for the conditions of entering into the transaction.

10. Details of connected persons and nature and scope of interests of connected persons

Based on the information as of 25 August 2022, GULF holds 46.07 percent of the Company's total issued shares. Therefore, GULF Group is a major shareholder of the Company, and is a connected person to the Company pursuant to the Notifications on Connected Transactions. As a result, entering into the Share Disposal Transaction constitutes a connected transaction of a "category relating to assets or service" pursuant to the Notifications on Connected Transactions, whereby the value of the transaction exceeds 3 percent of the net tangible assets based on the Company's reviewed financial statements for the six-month period ending 30 June 2022, with a value higher than THB 20,000,000. Thus, the Company is required to seek approval for entering into the transaction from the Company's shareholders meeting, provided that such transaction shall be passed by votes of no less than three-quarters of the total votes of the shareholders attending the meeting who are entitled to vote, without counting the votes cast by interested shareholders. In this case, GULF is considered an interested shareholder which has no right to cast a vote in this agenda item.

11. Interested directors and/or directors who are connected persons not attending the meeting and are thus not entitled to cast votes in the meeting

In Board of Directors Meeting No. 8/2022 convened on 7 November 2022, to consider the approval of the Share Disposal Transaction, there were 4 directors present who were interested directors. Therefore, they did not attend, nor cast votes on such agenda item for the approval of the Share Disposal Transaction, the list are as follows:

- (1) Mr. Boonchai Thirati, serves as director in GULF;
- (2) Mr. Smith Banomyong, serves as executive in GULF;
- (3) Ms. Bung-on Suttipattanakit, serves as executive in GULF; and
- (4) Mr. Suporn Luckmunkong, serves as executive in GULF.

12. Opinions of the Board of Directors on the entering into of the transaction

The Board of Directors (excluding the interested directors) approved the entering into the Share Disposal Transaction. After due consideration, both in terms of the price of the THCOM shares to be disposed to GULF Group and the expected benefits from the transaction, the Board of Directors is of the opinion that the disposal of THCOM shares to GULF Group is reasonable and beneficial to the Company (as detailed in the expected benefits stated in item 7)

13. Opinions of the Audit Committee and/or directors of the Company which are different from those of the Board of Directors

No Audit committee members or directors of the Company provided any opinions which are different from those of such Board of Directors.