

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 9.922 per share, totaling 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 Assets,¹ with the highest transaction value equal to a total of 11.38 percent according to a value of the net tangible assets basis, according to the Company’s reviewed financial statements for the nine-month period ended 30 September 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 11.80 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 Transactions,² as the transaction is entered into between the Company and GULF Group, provided that GULF is a major shareholder of the Company.³ The connected transaction represents a value of 12.14 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 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 Transaction

The Company has signed the Share Purchase Agreement with GULF Group on 7 November 2022.

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);

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, dated 31 August 2008, 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 21 November 2022, GULF holds 46.57 percent of the Company’s total issued shares

- 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 in their relationship with the Company

Buyer	GULF Group
Seller	The Company
Relationship with the Company	GULF is a major shareholder of the Company, holding 46.57 percent of the Company's shares (based on information as of 21 November 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 nine-month period ended 30 September 2022
1. Net Tangible Assets (NTA)	$(\text{NTA of THCOM} \times \text{proportion of the assets disposed of} \times 100) / \text{NTA of the Company}$	11.38

Calculation Criteria	Calculation Procedure	Size (%) based on the Company's reviewed financial statements for the nine-month period ended 30 September 2022
2. Net Operating Profits Basis (from 4 latest quarters)	(Net operating profits of THCOM × proportion of the assets disposed of x 100) / Net operating profit of the Company	1.64
3. Total Value of Consideration	Total Value of Consideration Received / Total Assets of the Company	8.75 ⁽¹⁾
4. Value of Securities Issued as Consideration for the Assets	Not applicable due to no new issued securities	N/A

⁽¹⁾If calculated using book value of THCOM, the size of the transaction would be equivalent to 8.77 percent

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 11.38 percent in accordance with the value of net tangible assets basis, calculated based on the Company's reviewed financial statements for the nine-month period ending 30 September 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 11.80 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	Size (%) based on the Company's reviewed financial statements for the nine-month period ended 30 September 2022
Net Tangible Assets (NTA)	(NTA of THCOM × proportion of the assets disposed of x100) / NTA of the Company	(4,473 x 100) / 36,835 = 12.14

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 12.14 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 GULF Group during the 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 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 Company has appointed 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 invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2022.

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	14 countries: Australia, Cambodia, China, India, Indonesia, Japan, Malaysia, Myanmar, New Zealand, Philippines, South Korea, Taiwan, Thailand and Vietnam	C-band Southeast Asia and Africa Ku-band Southeast Asia (Mainland)	C-band Thailand, Greater Mekong Subregion and Asia	Ku-band 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) **Smart Office 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 Shenington 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.

- NT 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

No.	Name	Number of Shares (Shares)	Percentage of the Total Number of Shares (%)
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 nine-month period ended 30 September 2022 are as follows;

Statement of Profit or Loss

Financial Statement (Unit: Thousand Baht)	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the nine- month period ended 30 September 2022
Income				
Revenues from sale of goods and rendering of services	4,663,285	3,556,796	3,302,772	2,188,831
Net foreign exchange gain	-	-	368,942	519,560
Other income	136,408	671,025	73,749	22,390
Total income	4,799,694	4,227,821	3,745,463	2,730,781
Expenses				
Cost of sale of goods and rendering of services	2,968,072	2,072,533	1,998,317	1,092,890
Operating agreements fee	702,809	505,839	351,276	11
Selling expenses	42,335	20,068	16,856	16,047
Administrative expenses	871,796	838,740	800,597	554,915
Loss on impairment ⁽¹⁾	1,622,700	-	-	259,000
Directors and management benefit expenses	59,951	66,689	66,535	44,591
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	1,967,454
Profit (loss) from operating activities	(1,624,840)	663,393	511,882	763,327
Finance income	200,658	140,515	129,146	111,703
Finance cost	(299,742)	(188,229)	(155,291)	(87,124)
Bad debt and doubtful debt	(65,867)	-	-	-
Reversal of loss on impairment (according to Thai Financial Reporting Standard No.9)	-	8,565	12,934	71,824
Share (loss) of profit of investment in subsidiaries and joint ventures	(116,448)	3,743	(266,756)	(251,651)
Profit (loss) before income tax expense	(1,906,239)	627,987	231,915	608,079

Financial Statement (Unit: Thousand Baht)	For the year ended 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	for the nine- month period ended 30 September 2022
Income tax expense	(343,710)	(114,204)	(88,279)	(127,351)
Profit (loss)	(2,249,949)	513,782	143,636	480,728
Earning (loss) per shares (Baht)	(2.05)	0.47	0.13	0.44

- (1) THCOM records impairment of satellites and equipments. This was mainly due to the slowdown in the satellite industry, caused by changes in consumer behavior and intense competition in the industry.

Statement of Consolidated Financial Position

Statement of Consolidated Financial Position (Unit: Thousand Baht)	As of 31 December 2019,	As of 31 December 2020,	As of 31 December 2021,	As of 30 September 2022,
Assets				
Current assets				
Cash and cash equivalents	2,621,710	2,298,895	1,780,489	3,793,696
Current investment	3,080,846	-	-	-
Trade and other current receivables	1,889,980	1,832,295	2,070,559	1,464,432
Amounts due from related parties	5,850	34,800	7,012	17,396
Current portion of long-term loan to related parties	630,635	853,013	1,002,943	57,750
Inventories	124,028	55,434	7,342	11,848
Current tax assets	78,805	40,553	46,289	6,909
Current financial assets	-	4,320,271	3,121,781	1,994,151
Other current assets	28,189	37,512	13,149	14,606
Total current assets	8,460,042	9,472,774	8,049,564	7,360,788
Non-current assets				
Investments in joint ventures	1,408,769	1,392,677	1,249,465	884,868
Long-term loans to related parties	1,127,499	898,710	750,299	1,938,865
Property, plant, and equipment	3,312,616	3,091,012	2,778,276	2,311,204
Right-of-use asset	-	151,005	1,434,327	1,696,331
Intangible assets under operating agreement ⁽¹⁾	1,365,689	559,685	-	-
Intangible assets	228,076	88,085	61,681	57,576
Deferred tax assets	797,296	727,995	690,006	650,401

Statement of Consolidated Financial Position (Unit: Thousand Baht)	As of 31 December 2019,	As of 31 December 2020,	As of 31 December 2021,	As of 30 September 2022,
Other non-current assets	299,196	294,336	326,014	366,480
Total non-current assets	8,539,140	7,203,504	7,290,068	7,905,725
Total assets	16,999,182	16,676,277	15,339,632	15,266,513
Liabilities and equity				
Current liabilities				
Trade and other current payables	554,717	424,128	462,137	339,385
Amounts due to related parties	1,029	-	4	32
Current portion of long-term borrowings due within one year	392,002	2,624,366	424,487	481,034
Current portion of lease liabilities due within one year	-	79,866	227,846	227,163
Advance receipts from customers	349,788	191,056	205,031	529,355
Accrued operating agreement fee	171,655	117,411	-	-
Corporate income tax payable	140	4,193	21,455	35,012
Other current liabilities	56,578	61,128	81,221	136,877
Total current liabilities	1,525,909	3,502,150	1,422,181	1,748,858
Non-current liabilities				
Long-term borrowings	3,799,127	1,135,519	841,412	474,981
Lease liabilities	-	68,389	1,223,505	1,101,373
Long-term accounts payable - property and equipment	209,286	208,427	231,791	262,669
Non-current provisions for employee benefit	231,766	283,241	279,459	285,276
Deferred tax liabilities	-	6,358	-	-
Other non-current liabilities	238,135	225,114	212,001	496,488
Total non-current liabilities	4,478,313	1,927,049	2,788,168	2,620,787
Total liabilities	6,004,222	5,429,199	4,210,349	4,369,645
Equity				
Share capital				
Authorized 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

Statement of Consolidated Financial Position (Unit: Thousand Baht)	As of 31 December 2019,	As of 31 December 2020,	As of 31 December 2021,	As of 30 September 2022,
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	1,220,368
Other components of equity	(234,365)	(235,913)	(294,950)	(679,269)
Equity attributable to owners of the Company	10,994,960	11,247,079	11,129,283	10,896,868
Total equity	10,994,960	11,247,079	11,129,283	10,896,868
Total liabilities and equity	16,999,182	16,676,277	15,339,632	15,266,513

- (1) Intangible assets under operating agreement are assets of satellites operating under the concession agreements, namely THAICOM 4 and THAICOM 6. The intangible assets under operating agreement has decreased mainly due to the the amortization of assets until the end of the concession contract on 10 September 2021.

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 purchase price 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.

In this regard, from the valuation of the fair value of THCOM shares using the book value method as of 30 September 2022, the book value of shares is THB 9.94 per share, which is higher than the purchase price at THB 9.92 per share, at the rate of THB 0.02 per share. However, the Company has considered the purchase price of THCOM shares by taking into account various factors, including business operation plan, profitability, business risks and expected returns to be received in the future from holding shares of THCOM. After considering various factors, the Company views that the purchase price at THB 9.92 per share is appropriate and reflects the intrinsic value.

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 returns for the shareholders.
- 7.4 After the disposal of shares, the Company will not have to continue to bear the business risks of THCOM and will no longer provide funding to THCOM.

The Company expects the impacts that will occur to the Company from the disposal of assets are as follows:

- (1) Impact on the financial statements and performance of the Company

The Share Disposal Transaction does not have any effect on the Company's financial statements and operating results because the Company has no tax liability on the profit from the sale of THCOM shares this time as the Company has accumulated tax loss carryforward.

- (2) Businesses of the Company remaining after the sale of the satellite business

After the Share Disposal Transaction is completed, although the Company will not own any satellite business, the Company will still be maintaining the same shareholding in its core businesses, namely (A) wireless telecommunication business, through 40.44 percent shareholding in Advanced Info Service Public Company Limited, which operates telecommunication services, including the mobile phone services, high speed internet services, and digital services, and (B) E-Learning Platform business and other businesses which engage in the investment of telecommunication, media, technology and digital businesses.

- (3) Maintaining the status as a listed company on the SET

After the completion of the Share Disposal Transaction, the Company (which operates businesses by holding shares in other companies (holding company)) will retain the status of a listed company on the SET, in accordance with criteria for maintaining the status of a listed security under the Regulation of The Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015), as the Company is not an investment company, since it focuses on participating in business management of companies in which it invests, and the Company still holds shares in domestic wireless telecommunication business through shareholding in Advanced Info Service Public Company Limited in the proportion of 40.44 percent and shareholding in e-Learning Platform business, in the amount of a 100 percent in Intouch Media Company Limited, a subsidiary that operates its core business which is not a listed company, whereby the Company has control or management power, the same as prior to the entering into this Share Disposal Transaction.

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

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

9. Conditions on the entering into 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 21 November 2022, GULF holds 46.57 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 nine-month period ending 30 September 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 The Board of Directors of the Company (not including directors who have conflicts of interest) has carefully considered the following issues along with the opinion of the independent financial advisor, and deemed that the Share Disposal Transaction is reasonable and for the benefit of the Company.

- a) The value of THCOM shares that will be disposed to GULF Group is reasonable, within the fair value framework as estimated by the Company and in line with the opinion of the independent financial advisor, as well as reflecting the business risk of THCOM.
- b) Terms and conditions of the Share Purchase Agreement between the Company and the GULF Group is deemed appropriate as the Company does not have to continue to bear business risks of THCOM and will no longer provide funding to THCOM after the completion of the Share Disposal Transaction.
- c) The share disposal to GULF Group will allow the Company to dispose the shares at once in a short period of time and can recognize the profit immediately.
- d) The Share Disposal Transaction will not affect the Company's status as a listed company on the SET, in accordance with the criteria for maintaining the status of a listed security under the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015), in case the company is a company undertaking business by shareholding (holding company), which the Company has previously consulted this issue with the SET. The SET clarified that the SET regulation stipulates that in case the listed company is a company undertaking business by shareholding, such listed company shall maintain additional qualifications by holding shares in at least 1 subsidiary operating core business, whereby such subsidiary must not

be a listed company and is able to prove that the company is the person who has controlling power or has the power to manage such subsidiary according to its shareholding proportion throughout the period it is a listed company. In addition, the listed company shall not have characteristics as an investment company. Therefore, if the Company can demonstrate that it has all of the qualifications in accordance with the aforementioned regulation by holding shares in Intouch Media Company Limited, and its business operation does not have characteristics as an investment company, the Company will still have the qualifications in accordance with the criteria for maintaining the status as a listed company undertaking business by shareholding. The Company has considered that Intouch Media Company Limited has all qualifications according to the SET's clarification mentioned above and the Company is not an investment company.

- e) The Share Disposal Transaction has insignificant impact on the Company's financial statements and operating results. This can be seen from the ratio of share of profit of THCOM group against the net profit of the Company during the year 2020 – 2022, which shows only about 2-3 percent. In this regard, after the sale of THCOM's shares and THCOM ceases to be a subsidiary of the Company, there will be no operational results and financial position of THCOM (including assets, liabilities, income, and expenses), appearing on the financial statement of the Company.
- f) After the Share Disposal Transaction is completed, although the Company will not own any satellite business, the Company will still maintain the same shareholding in its core businesses, namely (A) wireless telecommunication business, through 40.44 percent shareholding in Advanced Info Service Public Company Limited, which operates telecommunication services, including the mobile phone services, high speed internet services, and digital services, and (B) E-Learning Platform business and other businesses which engage in the investment of telecommunication, media, technology and digital businesses.
- g) The Company can use the accumulated tax loss to offset the profit from the disposal of THCOM shares.
- h) The Company will receive cash from the disposal of THCOM shares (before deduction of relevant taxes) in a total amount of THB 4,472.64 million, which the Company will consider allocating to distribute dividends to the shareholders of the Company.

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.

Information Memorandum on Connected Transaction pursuant to Item 20 of the Notifications on Connected Transactions

14. General Information about the Company and Its Businesses

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

14.1 Nature of Business

The Company invests in other companies through its various shareholdings and categorizes the operations of the Company into major business units. These business units, as described below, include domestic wireless telecommunications, satellite, and international business, as well as other businesses, which comprise home shopping (sold all of investment in 2021), information technology (ceased operation in 2020), and venture capital investments.

1) Local wireless telecommunications through the operation of Advanced Info Service Public Company Limited (AIS)

This involves the provision of mobile service on the 2.1-GHz, 2600MHz, 1800MHz, and 900 MHz cellular spectrum, as well as allotment of the 700 MHz spectrum, and the provision of online data communications via telephone landline and optical fiber, as a telecom operator, network operator, broadcasting network service provider, importer and distributor of handsets and accessories, provider of internet data center services, distributor of internet equipment, advertiser, and insurance broker, in addition to the provision of other related services.

2) Satellite and international business

This primarily involves operating transponder services for domestic and international communications, the sale of IPSTAR user terminals, broadband content services, the sale of direct television equipment, satellite uplink-downlink services, broadcast television and telecommunications services, telephone network services, and engineering development services concerning communication technology and electronics.

3) Digital businesses and others, comprising the following:

The Company's own activities, which provide the fundamental basis for support, development, and synergy within the group, as well as investments in emerging technology.

- The e-learning platform through Intouch Media Company Limited.
- The business operations under the venture capital projects.
- Media and advertising, comprising a UHF television broadcasting station and advertising business (the television station, ITV, ceased operations on 7 March 2007, and, at present, there is a dispute between ITV and the Office of the Prime Minister relating to the Operating Agreement, which is disclosed in note 37.3 in the financial statements of the Annual Report 2021).

Currently, there are three companies in the group that are listed on the SET, these are:

1. INTUCH, a holding company with investments in the telecom, media, and technology sectors through the acquisition of shares and the management of its subsidiary companies.
2. ADVANC (AIS), a telecommunications business operator, which operates businesses including mobile net services, fixed broadband services, and digital services.
3. THCOM, which operates satellite and related services, phone services abroad, as well as internet and media services

14.2 General Information about the Company

Company Name	Intouch Holdings Public Company Limited
Nature of Business	A holding company with investments, through its shareholdings and the management of its subsidiary companies, in the telecom, media, and technology sectors, as well as in digital businesses. The investments of the Company can be divided into three main areas: wireless telecommunications businesses, satellite and international businesses, and digital businesses, as well as others.
Registered Office	87 M. Thai Tower, All Seasons Place, 27th Floor, Unit 2, Wireless Road, Lumpini, Pathumwan, Bangkok 10330
Registration No.	0107535000257
Telephone	(66) 2118 6900
Fax	(66) 2118 6947
Registered Capital	THB 5,000,000,000, at the par value of THB 1 per share
Paid-up Capital	THB 3,206,687,685, at the par value of THB 1 per share
Board of Directors (information as of 21 November 2022)	<ol style="list-style-type: none"> (1) Mr. Kan Trakulhoon, Independent Director, and Chairman of the Board of Directors (2) Mr. Boonchai Thirati, Director, and Vice-Chairman of the Board of Directors (3) Mr. Chakkrit Parapuntakul, Independent Director, and Chairman of the Audit and Risk Committee (4) Mrs. Varang Chaiyawan, Independent Director, and Member of the Audit and Risk Committee (5) Asst. Prof. Pareena Srivanit, Independent Director, and Member of the Audit and Risk Committee (6) Mr. Smith Banomyong, Director (7) Ms. Bung-on Suttipattanakit, Director (8) Mr. Suporn Luckmunkong, Director (9) Ms. Jean Low Ngiap Jong, Director (10) Mr. Arthur Lang Tao Yih, Director (11) Mr. Kim Siritaweechai, Director
Authorized Directors of the Company	Either Ms. Bung-on Suttipattanakit or Mr. Smith Banomyong jointly sign any document to which the Company's seal is affixed with either Ms. Jean Low Ngiap Jong or Mr. Arthur Lang Tao Yih (two signatures in total)
Management (as of 21 November 2022)	<ol style="list-style-type: none"> (1) Mr. Kim Siritaweechai, President (2) Ms. Kantima Lerlertyuttitham, Group Chief Human Resources Officer (3) Mr. Jitchai Musikabutr, Head of Legal, Head of Company Secretary and Compliance (4) Mr. Metho Piamthipmanus, Acting Head of Finance and Accounting (5) Mr. Prong Tharawanich, Acting Head of Human Resources

Source: information from the Department of Business Development's website and information from the Stock Exchange of Thailand's website as of 21 November 2022.

14.3 List of Top 10 Major Shareholders as of 21 November 2022

Rank	Shareholder	Number of Shares (shares)	Percentage of Total Number of Shares (%)
1	Gulf Energy Development Plc.	1,493,481,506	46.57
2	Singtel Global Investment Pte. Ltd.	801,328,970	24.99
3	Thai NVDR Company Limited	188,692,078	5.88
4	South East Asia UK (Type C) Nominees Limited	65,679,578	2.05
5	Social Security Office	45,434,800	1.42
6	Kiatnakin Phatra Bank Plc.	32,670,400	1.02
7	Mr. Permsak Kengmana	30,823,100	0.96
8	State Street Europe Limited	25,352,658	0.79
9	Bank of Ayudhya Plc.	16,441,100	0.51
10	Ramkhamhaeng Hospital Plc.	9,562,600	0.30

Source: information from the SET's website on 21 November 2022 following the latest book closing date.

14.4 **Related-Party Transactions for the Past Year and Current Year up to the Latest Quarter**

Name of Related Party/Relationship	Transaction	Transaction Value (THB million)		Necessity/Reasoning
		For the year ended 31 December 2021	For the nine-month period ended 30 September 2022	
<p>1. Gulf Energy Development Plc. (“GULF”)</p> <p>GULF is one of the major shareholders of the Company</p>	Expenditure: a one-time payment for consulting and management services.	0.50	-	The fees were paid at an agreed rate comparable to third parties who provide similar services.
<p>2. Advanced Info Service Plc. and its group (“AIS”)</p> <p>AIS is an associate company of the Company and has the same indirect major shareholders.</p>	<p>Income: The Company had income from AIS as follows:</p> <p>1. Income from human resources management and legal operations</p>	3.57	-	AIS appointed an executive of the Company to manage human resources and legal operations in order to support the normal business of AIS. The service fee was determined based on the market rate and proportion of work and responsibility overall.
	2. Income from transponder rental, sale of equipment, and other	46.99	25.09	A subsidiary, THAICOM, the only satellite operator in Thailand, provides satellite transponder leasing services for the transmission of television and communications signals. The related-party transactions were conducted as a part of normal business practices, with internal customers paying the same as external customers.
	3. Income from training and seminars	20.57	11.90	A subsidiary, Intouch Media, commenced the provision of training and seminars in the third quarter of 2020. These courses are specially designed for the Company group. The related-party transactions were conducted as a part of normal business practices and the prices charged were on an arm’s length basis.

Name of Related Party/Relationship	Transaction	Transaction Value (THB million)		Necessity/Reasoning
		For the year ended 31 December 2021	For the nine-month period ended 30 September 2022	
	<p>4. Income from the sale of investments in Datafarm Company Limited, Swift Dynamics Company Limited, and Choco Dark Enterprise, which are joint ventures of the Company.</p> <p>Expenditure: The Company group used human resources management, mobile phone, datanet, and leased line internet, services for its business operations, provided by AIS group.</p> <p>1. Human resources management</p> <p>2. Mobile phone, datanet, and leased line internet</p>	<p>-</p> <p>1.20</p> <p>6.26</p>	<p>239.00</p> <p>0.90</p> <p>4.84</p>	<p>The Company sold all its investments in the three companies to AIS Digital Life Company Limited, a subsidiary of AIS. This sale of investments was to support the development of new products and services to meet the needs of AIS customers and will result in the creation of returns and added value for AIS and the Company in the future.</p> <p>The framework used in determining the price was based on the fair value of the businesses in comparison with other businesses that conduct similar operations.</p> <p>The Company appointed an executive of AIS to manage human resources in order to support the normal business of the Company. The service fee was determined based on the market rate and proportion of work and responsibility overall.</p> <p>The network of AIS group offers thorough coverage of the relevant service areas. The related-party transactions were conducted as a part of normal business practices, with internal customers charged at the same rate as external customers.</p>
<p>3. Shenington Investment Pte Limited (“SHEN”)</p> <p>SHEN is a joint venture, with 51 percent of its shares held by THCOM and 49 percent of its shares held by AMH. AMH is related to the Company, as</p>	<p>Income: The Company group provided business and financial assistance.</p> <p>1. Income from business consultant</p>	<p>7.67</p>	<p>6.36</p>	<p>A subsidiary, THAICOM, has the policy to govern its investments with a view to deriving maximum benefit. SHEN paid consultancy and management fees to THAICOM on a monthly basis, which were calculated based on actual staff costs. The service fee was</p>

Name of Related Party/Relationship	Transaction	Transaction Value (THB million)		Necessity/Reasoning
		For the year ended 31 December 2021	For the nine-month period ended 30 September 2022	
AMH and the Company have the same indirect major shareholder.				determined based on the cost of the executives and employees who provided the consultation and management to support the business operations of the affiliated companies.
	2. Interest Income	57.01	58.68	A subsidiary, THAICOM, provided a shareholder loan in proportion to its shareholding. The interest rate was charged based on actual cost plus margin on an arm's length basis.

Source: information from the Company's Annual Report 2021 (Form 56-1 One Report)

Future Related-Party Transactions

The Company will continue to engage in necessary related-party transactions in its businesses with fairness of price and conditions as a primary consideration with regard to the connected transactions or related transactions of the Company and its group.

14.5 Summary of Financial Statements, Management Discussion, and Analysis of Financial Results of Operations

Statement of Consolidated Financial Position

Statement of Consolidated Financial Position (unit: thousand THB)	At 31 December of			At 30 September 2022
	2019	2020	2021	
Assets				
Current assets				
Cash and cash equivalents	3,425,570	2,842,620	2,234,777	4,800,550
Current investments	5,651,699	-	-	-
Other current financial assets	-	7,269,495	6,229,073	3,546,397
Trade and other current receivables	2,066,870	1,960,862	2,172,897	1,517,980
Amounts due from advances and loans to related parties	14,790	35,556	8,068	21,424
Current portion of long-term loans to related parties due within one year	630,635	853,013	1,002,943	57,750
Inventories	124,028	55,434	7,342	11,848
Total current assets	11,913,591	13,016,981	11,655,100	9,955,949
Non-current assets				
Long-term loans to related parties	1,127,499	898,710	750,300	1,938,865
Investments in joint ventures	1,412,871	1,392,677	1,249,465	884,868
Investments in associates	28,768,785	31,294,266	33,771,511	32,291,969
Investments in venture capital	-	974,860	1,139,383	801,027
Other long-term investments	143,139	-	-	-
Property, plant, and equipment	3,357,902	3,107,624	2,786,645	2,325,870
Intangible assets under operating agreements	1,365,689	559,6845	-	-

Statement of Consolidated Financial Position (unit: thousand THB)	At 31 December of			At 30 September 2022
	2019	2020	2021	
Other intangible assets	336,696	176,169	149,780	144,883
Right-of-use assets	-	190,375	1,460,990	1,727,073
Deferred tax assets	802,977	727,995	690,006	653,756
Other non-current assets	305,394	297,266	330,417	368,893
Total non-current assets	37,620,951	39,619,627	42,328,497	41,137,204
Total assets	49,534,542	52,636,608	53,983,597	51,093,153
Liabilities and equity				
Current liabilities				
Trade and other current payables	1,060,080	756,316	860,636	1,262,752
Amounts due to related parties	4,289	1,298	1,513	317
Current portion of long-term borrowing due within a year	383,273	2,581,366	424,487	481,034
Current portion of long-term lease liabilities due within a year	8,729	93,043	241,099	232,064
Accrued operating agreement fees	171,655	117,411	-	-
Provision for unpaid operating agreement fees and interest	2,890,345	2,890,345	2,890,345	2,890,345
Current income tax payable	5,943	4,193	22,924	35,215
Total current liabilities	4,524,314	6,443,973	4,441,004	4,901,727
Non-current liabilities				
Long-term accounts payable – equipment	209,286	208,427	231,791	262,669
Long-term borrowing	3,761,314	1,135,519	841,412	474,981
Lease liabilities	6,410	95,604	1,237,821	1,127,293
Non-current provisions for employee benefits	338,554	373,623	317,307	325,470
Deferred tax liabilities	2,215	9,246	1,386	-
Other non-current liabilities	243,411	229,450	212,001	496,487
Total non-current liabilities	4,561,191	2,051,870	2,841,718	2,686,900
Total liabilities	9,085,505	8,495,843	7,282,722	7,588,627
Equity				
Share capital				
Authorized share capital	5,000,000	5,000,000	5,000,000	5,000,000
Issued and paid-up share capital	3,206,420	3,206,509	3,206,598	3,206,687
Additional paid-in capital				
Share premium on ordinary shares	10,347,863	10,352,570	10,357,276	10,361,983
Retained earnings				
Appropriated				
Legal reserve	500,000	500,000	500,000	500,000
Unappropriated	16,794,718	20,700,012	23,194,621	20,072,343
Other components of shareholders' equity	3,676,170	3,304,522	3,428,268	3,492,272
Total equity attributable to equity owners of the Company	34,525,171	38,063,612	40,686,763	37,633,285
Non-controlling interests	5,923,866	6,077,152	6,014,112	5,871,241
Total equity	40,449,037	44,140,765	46,700,875	43,504,526
Total liabilities and equity	49,534,542	52,636,608	53,983,597	51,093,153

Consolidated Statement of Profit and Loss

Consolidated Statement of Profit and Loss (unit: thousand THB)	For the year ended 31 December of			For the nine-month period ended 30 September 2022
	2019	2020	2021	
Revenues				
Revenues from sales and rendering of services	4,877,537	3,667,749	3,323,338	2,200,732
Share of profits (loss) of investments in joint ventures	(151,361)	(359)	(266,756)	(251,651)
Share of profits (loss) of investments in associates	12,385,412	11,108,052	10,888,667	7,541,410
Net foreign exchange gain	-	-	369,003	519,810
Other income	419,360	904,224	411,674	173,479
Total revenues	17,530,949	15,679,667	14,725,926	10,183,780
Expenses				
Cost of sale and rendering of services	3,171,136	2,177,881	2,019,396	1,105,430
Operating agreement fee	702,809	505,839	351,276	-
Distribution costs	50,582	21,327	17,477	16,908
Administrative expenses	1,254,617	1,046,368	1,212,790	576,153
Net foreign exchange loss	128,313	58,586	-	-
Loss from impairment on investments in associates and loans to associates	55,192	-	-	-
Impairment loss on assets	1,622,700	53,987	-	259,000
Director and management benefit expenses	129,506	149,041	130,646	71,099
Total expenses	7,114,855	4,013,029	3,640,585	2,028,590
Profit before finance costs	10,416,095	11,666,639	11,085,341	8,155,190
Finance costs	(301,040)	(191,234)	(156,941)	(88,818)
Profit before income tax expenses	10,115,054	11,475,405	10,928,400	8,066,372
Income tax expenses	(349,254)	(121,706)	(90,836)	(128,881)
Profit for the year	9,765,800	11,353,699	10,837,564	7,937,491
Profit share (loss)				
Owners of the parent	11,083,014	11,047,654	10,748,222	7,651,640
Non-controlling interests	(1,317,214)	306,045	89,343	285,851
Net profit	9,765,800	11,353,699	10,837,564	7,937,491
Profit per share owned by the parent company (THB)	3.46	3.45	3.35	2.39

Management Discussion and Analysis of Financial Results of Operations

Operational Results of the Company Group for the Nine-Month Period Ended 30 September 2022

As regards the nine-month period of the year 2022, the Company group had a net profit of THB 7,652 million, a 6 percent drop from the equivalent nine-month period of 2021. This is mainly due to:

- a lower contribution from profit sharing from AIS, mainly due to an increase in network costs resulting from an increase in electricity costs and marketing expenses, and an increase in revenue from core services;
- a decrease in profit sharing from other businesses, as in the equivalent nine-month period of 2021, there was a greater net gain, assessed by the fair value measurement of investments in venture capital as compared to the nine-month period of 2022;

- THCOM's share of profits increased as a result of a change in cost structure following the expiration of the satellite operating agreement, combined with efficient cost control, despite the loss incurred by the impairment of satellites in the equivalent nine-month period of 2022; and
- a decrease in Intouch's net loss due to the decrease in its overall expenses following the corporate restructuring at the end of 2021.

Operational Results of the Company

With regard to the nine-month period of the year 2022, the Company had a share of the net results from its subsidiaries and its associates of THB 7,737 million, a drop of 6 percent from the equivalent nine-month period of the year 2021, mainly due to the lower net profit of AIS and THCOM. The operational expenses of the Company, including directors and management benefits, were THB 126 million, a decrease of 49 percent from the equivalent nine-month period of 2021, due to the corporate restructuring.

Important Financial Position

The total consolidated assets of the Company group fell 5 percent from the end of 2021, mainly due to a decrease in investment in associates and joint ventures from the dividend payment of the associated companies, offset against the operational results of the nine-month period of 2022 with regard to associates and joint ventures, a decrease in net account receivables due to the collection of outstanding debts from foreign customers, and a decrease in property, plant, and equipment from impairment for the nine-month period of 2022, as well as a decrease in investment in venture capital from the sale of investments during the nine-month period of 2022.

The total consolidated liabilities of the Company group increased by 4 percent from the end of 2021, due to an increase in unearned income following the entering into of an agreement to receive the right to use satellite channels and income from counterparties, offset by a decrease in long-term borrowings and lease liabilities from the scheduled repayment of long-term borrowings for satellite projects.

The shareholders' equity of the Company group decreased by 7 percent from the end of 2021, due to the dividend payment from the six-month period operating results of 2022 offset by the nine-month period operating results of 2022.

With respect to the liquidity and cash flow of the Company group as of the end of the third quarter of 2022, Intouch Group's liquidity ratio was 2.0, a slight decrease from 2.1 as of the end of the third quarter of 2021, mainly due to the repayment of long-term borrowings and lease liabilities, which were due within one year as scheduled. The Company group has been managing the risk posed by a lack of liquidity by maintaining cash flow and cash equivalents at a level that will be sufficient for the Company group's operations, as well as procuring short-term credit lines from various banks as a backup in the event of necessity.

In this regard, the Company group's total cash flow for the nine-month period of 2022 increased by THB 2,566 million (excluding the effect of exchange rates) from the end of 2021, mainly due to the conversion of other current financial assets into cash and cash equivalent transactions, and net cash received from operations.

With respect to the accounts receivable of the Company group at the end of the third quarter of 2022, the Company group had accounts receivable equivalent to 2 percent of total assets, similar to the end of 2021, with an appropriate allowance for expected credit loss.

As regards the inventory of the Company group as of the end of the third quarter of 2022, the Company group's inventories have increased slightly from the end of 2021. The Company has assessed the adequacy of the allowance for obsolete and obsolete inventories, whereby 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.

With regard to the Company group's ability to achieve profit and return on equity, in the nine-month period ended 2022, Intouch group had a net profit margin equivalent to 75.1 percent of its net income, higher than the nine-month period ended 2021, while the return on equity was equivalent to 19.5 percent, a decrease

from the nine-month period ended 2021, mainly due to higher shareholders' equity, especially those of major companies as a result of an increase in retained earnings.

In relation to the Company group's ability to pay debt at the end of the third quarter of 2022, the Company group had a debt-to-equity ratio of 0.2, similar to the end of the third quarter of 2021. The Company group has the ability to repay both short and long-term loans without violating the conditions of its loan agreements with respect to maintaining the stipulated financial ratios.

The group's commitments, including those off the balance sheet, have been disclosed in the notes to the financial statements under Commitments, Bank Guarantees, Significant Events, and Disputes and Litigation.

15. Other Information That May Have Material Effect on the Decisions of Investors

None

16. Connected Persons and/or Interested Shareholders Who Have No Voting Rights

According to information as of 21 November 2022, GULF holds the amount of 1,493,481,506 shares of the Company, equivalent to 46.57 percent of the total issued and paid-up shares of the Company. Thus, GULF is a major shareholder of the Company and is deemed to be a connected person of the Company according to the Notifications on Connected Transactions. The calculated transaction size is more than 3 percent of net tangible asset value, based on the reviewed consolidated financial statements of the Company for the nine-month period ending 30 September 2022, and has a value of more than THB 20,000,000. The Company, therefore, must seek approval from the shareholders' meeting of the Company in order to enter into a transaction with GULF, whereby the Company must receive a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, without counting the votes cast by interested shareholders. In this case, GULF is regarded as an interested shareholder and will not be entitled to vote on this agenda item.

17. Opinion of the Independent Financial Advisor

The Company has appointed Avantgarde Capital Company Limited as its independent financial advisor to provide an opinion in relation to the appropriateness, benefits, risks, fairness of price, and conditions of the entry into the connected transaction, to the shareholders of the Company. The Company has delivered the opinion of the independent financial advisor in relation to entering into this transaction. The relevant details can be found in Enclosure 2, as attached to the invitation to Extraordinary General Meeting of Shareholders No. 1/2022.

18. Proxy Form to Appoint Members of the Audit Committee as Proxies for Shareholders

The details of the Proxy Form and information concerning the Audit Committee of the Company, nominated by the Company for shareholders to appoint as proxies, can be found in Enclosure 6 and Enclosure 7 of the invitation to Extraordinary General Meeting of Shareholders No. 1/2022. Shareholders can also download Proxy Form A (general appointment), Proxy Form B (specific voting appointment), and Proxy Form C (foreign shareholders listed in the share registration book who have a custodian in Thailand only) from the Company's website at: www.intouchcompany.com.

19. Opinion of the Board of Directors on Entering Into the Transaction

Please see Item 12.

20. Opinions of the Audit Committee and/or Directors of the Company Differing from Those of the Board of Directors

Please see Item 13.