



- Translation -

Ref: CS36/2022

December 29, 2022

Subject: Notification on Submission of the Announcement of Intention to Make a Tender Offer of Thaicom Public Company Limited (Form 247-3)

To: President  
The Stock Exchange of Thailand

Enclosure: Announcement of Intention to Make a Tender Offer of Thaicom Public Company Limited (Form 247-3)

Gulf Energy Development Public Company Limited (the “**Company**”) would like to notify that Gulf Ventures Company Limited (a subsidiary of the Company, in which the Company holds 100.00 percent of its shares) and Intouch Holdings Public Company Limited (“**INTUCH**”) have completed the conditions precedent for the acquisition of ordinary shares of Thaicom Public Company Limited (“**THCOM**”), amounting to 450,870,934 shares (or 41.13 percent of the total issued ordinary shares of THCOM), from INTUCH on 28 December 2022. Pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended thereto), Gulf Ventures Company Limited will become a shareholder of THCOM, Gulf Ventures Company Limited is required to submit the Announcement of Intention to Make a Tender Offer (Form 247-3) to the Securities and Exchange Commission, the Stock Exchange of Thailand and THCOM. Details of which are set out in the Enclosure.

Please be informed accordingly.

Your Sincerely,  
Gulf Energy Development Public Company Limited

- Signed -

(Ms. Yupapin Wangviwat)  
Chief Financial Officer

Announcement of Intention to Make a Tender Offer

1. Submission date: 29 December 2022
2. Name(s) of the person(s) announcing the intention to make the tender offer: Gulf Ventures Company Limited (“Announcer of Intention”)  
Address: 87 M Thai Tower, 11th floor, All Seasons Place, Wireless Road, Lumpini, Pathumwan, Bangkok 10330  
Telephone Number: 0-2080-4499
3. The tender offer is intended for an acquisition of the securities of: Thaicom Public Company Limited (“THCOM” or the “Business”)
4. Details of the securities for which the tender offer is made:
  - (✓) For tender offer of all securities of the Business
  - ( ) For partial tender offer of the business under Chapter 5 of the Notification of Capital Market Supervisory Board No. TorJor. 12/2554

Type	Issue	Number of offered shares (share/unit)	Percentage of securities to be offered in comparison with		Expected offering price per unit	Offering amount
			Total number of outstanding securities of the class/issue <sup>1</sup>	Total voting right of the Business		
Ordinary shares	-	645,231,020	58.87	58.87	9.92*	6,400,691,718.40
Preferred shares	-	-	-	-	-	-
Warrants	-	-	-		-	-
Convertible debentures	-	-	-		-	-
Other securities (if any)	-	-	-		-	-
<b>Total</b>				<b>58.87</b>		<b>6,400,691,718.40</b>

**Note:** \* If the board of directors' meeting and/or the shareholders' meeting of THCOM (as the case may be) resolves to approve the dividend payment to shareholders of THCOM, in which case the record date for identifying the shareholders who are eligible to receive the dividend is set to be during the Offer Period, the Offer Price will be reduced by an amount of the dividend.

<sup>1</sup> In case of shares, regarding of class or issue, the total number of outstanding securities = ordinary shares + preferred shares – repurchased by the Business (treasury shares) and are outstanding at the end of month prior to the month in which the announcement of the intention to make a tender offer is submitted.

5. Securities held prior to making the tender offer and securities to be acquired under any other agreement. (As of the submission date of the announcement of intention)

#### 5.1 Shares

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the Business <sup>2</sup>	Percentage in comparison with the total voting rights of the Business
I. Person who makes the announcement	Ordinary Shares	450,870,934	41.13	41.13
II. Person in the same group as the person who makes the announcement	-	-	-	-
III. Related parties under Section 258 of the person under I and II	-	-	-	-
IV. Other agreements to result in additional acquisition of shares by the persons under I to III	-	-	-	-
<b>Total</b>		<b>450,870,934</b>	<b>41.13</b>	<b>41.13</b>

#### 5.2 Convertible Securities

- None -

6. Name of the tender offer preparer: Bualuang Securities Public Company Limited
7. Name(s) of the advisor(s) (if any): Weerawong Chinnavat & Partners Limited
8. Express date for the official submission of the tender offer<sup>3</sup>: 5 January 2023
9. Essence of the contract / agreement / memorandum of understanding entered into by the person making the announcement of intention prior to making the announcement, for the purpose of substantial trading of securities of the Business, regardless of whether or not such contract / agreement / memorandum of understanding is entered into for trading of securities in the tender offer.

#### 9.1 Share Purchase Agreement between the Announcer of Intention and Intouch Holdings Public Company Limited ("INTUCH") ("Share Purchase Agreement")

9.2 Date of agreement: 7 November 2022

#### 9.3 Relevant Securities

Class of securities	Issue	Number of securities shares / units	Percentage in comparison with the total number of outstanding shares of such class / issue <sup>4</sup>	Percentage in comparison with the total voting right of the Business <sup>5</sup>
Ordinary Shares	-	450,870,934	41.13	41.13
<b>Total</b>		<b>450,870,934</b>	<b>41.13</b>	<b>41.13</b>

<sup>2</sup> The total number of outstanding shares = ordinary shares + preferred shares – shares repurchased by the Business and are outstanding at the end of a month prior to the month in which the announcement of intention to make a tender offer is submitted.

<sup>3</sup> Pursuant to Clause 13 of the Notification of Capital Market Supervisory Board No. TorJor. 12/2554, a tender offer (From 247-4) shall be submitted to the SEC Office within seven business days from the submission date of the announcement of intention (which is by 10 January 2023).

<sup>4</sup> See Footnote 1.

<sup>5</sup> Specify the number of voting rights only in cases where the relevant securities are shares.

9.4 Name of advisor in entering into the contract / agreement / memorandum of understanding (if any): Weerawong Chinnavat & Partners Limited

9.5 Key Conditions of the Share Purchase Agreement can be summarized as follows:

<b>Purchaser</b>	The Announcer of Intention
<b>Seller</b>	INTUCH
<b>Date of Agreement</b>	7 November 2022
<b>Purchase and Sale Securities</b>	Ordinary shares of THCOM amounting to 450,870,934 shares (or 41.13 percent of the total issued ordinary shares of THCOM)
<b>Price</b>	Baht 9.92 per share, totaling approximately Baht 4,472.64 million.
<b>Conditions Precedent</b>	<p>The acquisition of the ordinary shares of THCOM which are held by INTUCH will take place once the following material conditions precedent have been fulfilled or waived, whether in whole or in part, by the Announcer of Intention:</p> <ul style="list-style-type: none"> <li>a) Approval has been obtained from INTUCH shareholders meeting to enter into the ordinary share disposal transaction with the Announcer of Intention;</li> <li>b) Approval has been obtained from required counterparties of THCOM and/or its subsidiaries and/or from the relevant regulatory authority (if any);</li> <li>c) There is no material event has occurred which prevent INTUCH from consummating under the Share Purchase Agreement, or may have an adverse impact on the ability of INTUCH to consummate under the Share Purchase Agreement;</li> <li>d) There is no legislation, law, regulation, notification or order prohibiting or restricting INTUCH and the Announcer of Intention 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</li> <li>e) There is no event occurring that causes material adverse effect to THCOM, its subsidiaries and/or joint venture companies of THCOM.</li> </ul>
<b>Advisor in the agreement preparation</b>	Weerawong Chinnavat & Partners Limited

**Note:** The Announcer of Intention has submitted the Announcement of Intention to Make a Tender Offer (Form 247-3) on 29 December 2022 as the final condition precedent under the Share Purchase Agreement between the Announcer of Intention and INTUCH has been fulfilled on 28 December 2022, which is the date that INTUCH's shareholders meeting approved to enter into THCOM ordinary share disposal transaction with the Announcer of Intention. The Securities and Exchange Commission deems that the shares of THCOM have been acquired by the Announcer of Intention upon the fulfilment of the final condition precedent, and that the Announcer of Intention is obliged to submit the Announcement of Intention to Make a Tender Offer (Form 247-3) on 29 December 2022, which is the following business day after the date on which the final condition precedent has been fulfilled.

Nevertheless, the Announcer of Intention expects to make payment and transfer THCOM's shares on 30 December 2022 or any other date that the Announcer of Intention and INTUCH may agree.

I hereby certify that the foregoing statements are complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

- *Mr. Boonchai Thirati* -

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(Mr. Boonchai Thirati)

- *Ms. Bung-on Suttipattanakit* -

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(Ms. Bung-on Suttipattanakit)

**The Announcer of Intention  
Gulf Ventures Company Limited**

I have reviewed the information with due care and hereby certify that the person making the announcement of intention is truly capable of making the tender offer as announced to the public and has duly disclosed complete information.

*-Vararatana Jutimitta-*

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(Mr. Vararatana Jutimitta)

*- Soravis Krairiksh -*

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(Mr. Soravis Krairiksh)

**The Tender Offer Preparer**  
**Bualuang Securities Public Company Limited**