Independent Financial Advisor's Opinion Report on the Amalgamation between Gulf Energy Development Public Company Limited (the "Company" or "GULF") and Intouch Holdings Public Company Limited ("INTUCH") and the Acquisition of Securities of Related Listed Companies by way of the Conditional Voluntary Tender Offer

Prepared for shareholders of

Gulf Energy Development Public Company Limited

By

Discover Management Company Limited

September 4, 2024

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Abbreviation

Full Name	Abbreviation
A group of abbreviations related to the transaction	
Gulf Energy Development Public Company Limited	: The Company or GULF
Intouch Holdings Public Company Limited	: INTUCH
A new juristic person formed as a result of the Amalgamation, having the status as a public limited company, will be formed. NewCo will assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law after the Amalgamation is completed.	: NewCo
Advanced Info Service Public Company Limited	: ADVANC
Gulf Edge Company Limited	: GE
Thaicom Public Company Limited	: THCOM
The Company and INTUCH directly or indirectly hold shares in two listed companies in proportion of not less than 25 percent of total shares with voting right thereof i.e. ADVANC and THCOM	: Related Listed Companies
Singtel Strategic Investments Pte. Ltd.	: SSI
Singapore Telecommunications Limited	: Singtel
The Amalgamation between the Company and INTUCH	: The Amalgamation
This Amalgamation is considered the business combination achieved in stages pursuant to the provisions of Thai Financial Reporting Standard 3 *Business Combinations*	: Step Acquisition
The Acquisition of Securities of ADVANC by way of conditional voluntary tender offer for all securities of ADVANC	: ADVANC VTO
The Acquisition of Securities of THCOM by way of conditional voluntary tender offer for all securities of THCOM	: THCOM VTO
ADVANC VTO and THCOM VTO	: collectively referred to as the VTO Transaction
The Amalgamation for a purpose of restructuring of shareholding of the Company which comprises (a) the Amalgamation; (b) the ADVANC VTO and (c) the THCOM VTO	: Restructuring Transaction or Transaction
NewCo will have the registered and paid-up capital of THB 14,939,837,683, divided into 14,939,837,683 shares at a par value of THB 1 per share; 1 existing share in the Company to 1.02974 shares in NewCo and 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company)	: Share Allocation Ratios or Swap Ratio
With regard to the allocation of shares in NewCo to the shareholders, if there is a fraction of a share which is greater than or equal to 0.5 share as a result of the calculation in accordance with to the foregoing ratios, such fraction will be rounded up to 1 share but if a fraction of a share is less than 0.5 share, such fraction will be disregarded. After the Amalgamation is completed, NewCo will pay cash compensation for the lesser share to the relevant shareholders with respect to the disregarded fraction of share at the nominal price. The Company and INTUCH will further determine and disclose the amount and payment period of such	: Compensation Per Share

Full Name	Abbreviation
Compensation Per Share at the time of convening the joint shareholders' meeting of the Company and INTUCH.	
The tender offer price for ADVANC ordinary shares is THB 211.43 per share which is the offering price adjusted from the offering price determined on the date The Company's Board of Directors resolved to approve and submit to the extraordinary general meeting of shareholders for consideration and approval of the restructuring transaction as disclosed to the SET on July 16, 2024. The adjustment of the offering price is based on the impact from ADVANC's interim dividend announcement (THB 4.87 per share), for which the record date for the right to receive interim dividends of ADVANC is set as August 20, 2024 (such price may be reduced in accordance with other specified conditions)	: ADVANC's Tender Offer Price
The tender offer price for THCOM ordinary shares is THB 11.00 per share (such price may be reduced in accordance with other specified conditions).	: THCOM's Tender Offer Price
Mr. Sarath Ratanavadi	: Company's Major Shareholder or GULF's Major Shareholder or the Balancer as the case may be
Mr. Sarath Ratanavadi and juristic persons under Section 258 of the SEC Act, of the Company's Major Shareholder, namely, (1) Gulf Holdings (Thailand) Company Limited; (2) Gulf Capital Holdings Limited; and (3) Gulf Investment and Trading Pte. Ltd	: Company's Major Shareholder Group or GULF's Major Shareholder Group
The shareholders attending the meeting of shareholders and voting against the Amalgamation	: Dissenting Shareholders
GULF's Major Shareholder Group has expressed their intention to be the Purchaser of shares from the Dissenting Shareholders of GULF and INTUCH.	: Purchaser
Amalgamation Agreement between the Company and INTUCH	: Amalgamation Agreement
Public Limited Companies Act B.E. 2535 (1992), as amended	: PLCA
Securities and Exchange Act B.E. 2535 (1992), as amended	: Securities Act
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, dated May 13, 2011, as amended	: Notification TorChor. 12/2554
Chain principle under the Notification TorChor. 12/2554	: Chain Principle
The Notification of 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 the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004), as amended	: Notification on Asset Acquisition or Disposal
The Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions dated August 31, 2008, as amended, and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003, as amended	: Notification on Connected Transaction

Full Name	Abbreviation
The Notification of the Capital Market Supervisory Board No. TorChor. 7/2552 Re: Acting in concert as a result of the nature of a relationship or behaviour and requirements under No. 246 and 247	: Notification TorChor. 7/2552
Discover Management Company Limited	: DM or Independent Financial Advisor of IFA
KPMG Phoomchai Audit Company Limited	: KPMG or the Company's Auditor
Securities and Exchange Commission	: SEC or SEC Office
Stock Exchange of Thailand	: SET
The pro forma consolidated financial information of NewCo for the year ended on December 31, 2023 and 2022 and for the 6-month period ended on June 30, 2024 and 2023	: Pro Forma Consolidated Financial Information
Extraordinary General Meeting	: EGM
Material misrepresentations or omissions in the annual registration statement, the annual reports, or any other public disclosures filed by the Company and INTUCH, as applicable, in respect of a fact or circumstance of which negative impact results in or could potentially result in (a) a materially adverse or significant effect on the success of the Amalgamation	: Amalgamation Material Adverse Change
or (b) a materially adverse or significant effect on the business, financial condition or assets of the Company, INTUCH, or their respective group companies	: Party Material Adverse Change
Group of agencies involved in the business operations of the Company and related companies	
Electricity Generating Authority of Thailand	: EGAT
Provincial Electricity Authority	: PEA
Metropolitan Electricity Authority	: MEA
Vietnam Electricity	: EVN
Industrial Estate Authority of Thailand	: IEAT
Energy Regulatory Commission	: ERC
Port Authority of Thailand	: PAT
PTT Public Company Limited	: PTT
The National Broadcasting and Telecommunications Commission	: NBTC
National Telecom Public Company Limited	: NT
Group companies that are subsidiaries, associates and/or joint ventures of the Company	
Gas-fired Power Business	
Burapa Power Generation Company Limited	: BPG
Burapa Power Holding Company Limited	: BPH
Duqm Power Company LLC	: DPC
Gulf BL Company Limited	: GBL
Gulf BP Company Limited	: GBP
Gulf JP CRN Company Limited	: GCRN
Gulf JP Company Limited	: GJP
Gulf JP KP1 Company Limited	: GKP1
Gulf JP KP2 Company Limited	: GKP2
Gulf MP Company Limited	: GMP

Full Name	Abbreviation
Gulf NC Company Limited	: GNC
Gulf JP NK2 Company Limited	: GNK2
Gulf JP NLL Company Limited	: GNLL
Gulf NLL2 Company Limited	: GNLL2
Gulf JP NNK Company Limited	: GNNK
Gulf NPM Company Limited	: GNPM
Gulf NRV1 Company Limited	: GNRV1
Gulf NRV2 Company Limited	: GNRV2
Gulf JP NS Company Limited	: GNS
Gulf PD Company Limited	: GPD
Gulf SRC Company Limited	: GSRC
Gulf JP TLC Company Limited	: GTLC
Gulf TS1 Company Limited	: GTS1
Gulf TS2 Company Limited	: GTS2
Gulf TS3 Company Limited	: GTS3
Gulf TS4 Company Limited	: GTS4
Gulf Energy USA, LLC	: Gulf USA
Gulf JP UT Company Limited	: GUT
Gulf VTP Company Limited	: GVTP
Hin Kong Power Company Limited	: HKP
Independent Power Development Company Limited	: IPD
Jackson Generation, LLC	: Jackson
Centralised Utilities Company LLC	: Marafiq
GKP1, GKP2, GTLC, GNNK, GCRN, GNK2 and GNLL, which are the associated companies of the Company.	: 7SPPs Group
GVTP, GTS1, GTS2, GTS3, GTS4, GNC, GBL, GBP, GNLL2, GNPM, GNRV1 and GNRV2, which are the subsidiaries of the Company.	: 12SPPs Group
Renewable Energy Business	
AG Korat Company Limited	: AG Korat
Anurak Green Power Company Limited	: AGP
Alpha One Project Company Limited	: AL1
Alpha Two Project Company Limited	: AL2
All Waste To Energy Company Limited	: AWTE
Blue and Green Energy Company Limited	: BGE
Borkum Riffgrund 2 Offshore Wind Farm GmbH & Co. oHG	: BKR2
Borkum Riffgrund 2 Investor Holding GmbH	: BKR2 Holding
Breeze and Shine Power Company Limited	: BRSP
Blue Wave Power Company Limited	: BWP
Circular Camp Company Limited	: CC
Chiang Mai Waste To Energy Company Limited	: CMWTE
Double Clean Energy Company Limited	: DCE

Full Name	Abbreviation
Duang Tawan Phalangngan Company Limited	: DTP
Esan Clean Energy Company Limited	: ECE
Energy First Company Limited	: EGF
Green Care Energy Company Limited	: GCE
Gulf Chana Green Company Limited	: GCG
Gulf Energy (Vietnam) LLC	: GEV
Gulf Gunkul Corporation Company Limited	: GGC
GreenGen Energy Company Limited	: GGE
Get Green Power Company Limited	: GGP
Gulf Gunkul Solar Company Limited	: GGS
Gulf International Holding Pte. Ltd.	: GIH
Gulf JP 1 Company Limited	: GJP1
Gulf MP1 Company Limited	: GMP1
Gulf MP WHA1 Company Limited	: GMPWHA1
Greenovation Power Company Limited	: GNP
Green One Power Company Limited	: GOP
Gulf Renewable Energy Company Limited	: GRE
Green Scene Energy Company Limited	: GSE
Gulf Tay Ninh 1 Joint Stock Company	: GTN1
Gulf Tay Ninh 2 Joint Stock Company	: GTN2
Outer Dowsing Offshore Wind Project	: GTR4
GT R4 Holdings Limited	: GTR4 Holdings
Gulf Hydropower Company Limited	: Gulf Hydro
Gulf Hydropower Holdings Pte. Ltd.	: Gulf Hydro Holdings
Gulf Energy Mauritius Company Limited	: Gulf Mauritius
Gulf Solar Company Limited	: Gulf Solar
Gulf Solar BV Company Limited	: Gulf Solar BV
Gulf Solar KKS Company Limited	: Gulf Solar KKS
Gulf Solar TS1 Company Limited	: Gulf Solar TS1
Gulf Solar TS2 Company Limited	: Gulf Solar TS2
Gulf 1 Company Limited	: GULF1
Gulf Waste To Energy Holdings Company Limited	: GWTE
Isaan Clean Power Company Limited	: ICP
Isaan Clean Tech Company Limited	: ICT
Isaan Energy Company Limited	: ISE
Khiang Kan Energy Company Limited	: KKE
Korat Wind Energy Company Limited	: KWE
Lomrak Green Energy Company Limited	: LGE
Luminous Energy Company Limited	: LNE
Luang Prabang Power Company Limited	: LPCL or Luang Prabang
Lom Ploen Company Limited	: LPL

Full Name	Abbreviation
Maryland Holdco Limited	: Maryland HoldCo
Maryland Investco Limited	: Maryland InvestCo
Meekwan Power Company Limited	: MKP
Mekong Wind Power Joint Stock Company	: MKW
Mee Preme Energy Company Limited	: MPE
North East Electric Company Limited	: NEE
NW 1 Holding Company Limited	: NW1
Pak Beng Power Company Limited	: Pak Beng
Pak Lay Power Company Limited	: Pak Lay
Phraofa Power Company Limited	: PFP
Proud Kwan Power Company Limited	: PKP
Phalangngan Rungrueang Company Limited	: PRR
Phan Saeng Dao Company Limited	: PSD
Pan Solar Energy Company Limited	: PSE
Power Watt 1 Company Limited	: PWW1
Power Watt 2 Company Limited	: PWW2
Renewable Clean Energy Company Limited	: RCE
Racha Solar Company Limited	: RS
Rueang Siam Company Limited	: RUS
Saengarun Clean Energy Company Limited	: SACE
Sangdee Clean Energy Company Limited	: SCE
Sangdee Clean Power Company Limited	: SCP
Solar For All Company Limited	: SFA
SG Solar Company Limited	: SG Solar
Suntech Innovation Power Company Limited	: SIP
Sky Power Company Limited	: SKP
Solar Development Company Limited	: SLD
Saeng Pat Phalangngan Company Limited	: SPTP
Sunray Renewable Energy Company Limited	: SRE
Siam Shining Energy Company Limited	: SSE
Saengsiam Company Limited	: SSY
Sang Thai Phalangngan Company Limited	: STP
SW 1 Holding Company Limited	: SW1
SW 2 Holding Company Limited	: SW2
Suriyapat Company Limited	: SYP
Triple Clean Energy Company Limited	: TCE
The Proud Power Company Limited	: TPP
Thai Pat Solar Company Limited	: TPS
Thosaeng Energy Company Limited	: TSE
Wind Energy Development Company Limited	: WED
WS Clean Tech Company Limited	: WSC

Full Name	Abbreviation
Wind To Power Company Limited	: WTP
Wayo Power Company Limited	: WYO
Wayu Power Company Limited	: WYU
Biomass Power Plant Project operated by the Group	: Biomass Project
Solar Farm projects in Vietnam operated by the Group include GTN1 and GTN2	: Solar Vietnam
Solar Farm projects in Thailand operated by the Group include ICT LNE PRR PSE RS SCP SFA SKP SPTP SSY STP SYP TPS and other projects which are under development.	: Solar Thailand
Offshore Wind Farm Project in Vietnam	: Wind Vietnam
Onshore Wind Farms Projects in Thailand Under Development	: New Wind Projects
Industrial waste-to-energy power plant projects in Thailand that the Group operates include GCE, GSE, KKE, MKP, MPE, PFP, PKP, PSD, TPP, TSE, PWW1, PWW2.	: IWTE
Solid Recovered Fuel production plant projects operated by the Group include CC	: SRF
Infrastructure and Utilities Business	
BGSR 6 Company Limited	: BGSR 6
BGSR 81 Company Limited	: BGSR 81
Bangkok Smart DCS Company Limited	: BSD
Bangkok Smart Energy Company Limited	: BSE
Bangkok Smart Power Company Limited	: BSP
Gulf Infrastructure Company Limited	: GIF
Gulf MTP LNG Terminal Company Limited	: GMTP
GPC International Terminal Company Limited	: GPC
Thai Tank Terminal Company Limited	: TTT
Gas Business	
Amata Natural Gas Distribution Company Limited	: AMATA NGD
Gulf LNG Company Limited	: GLNG
Gulf LNG International Pte. Ltd.	: GLNGT
Gulf WHA MT Natural Gas Distribution Company Limited	: GWHAMT
Hin Kong Power Holding Company Limited	: HKH
PTT Natural Gas Distribution Company Limited	: PTT NGD
WHA Eastern Seaboard NGD2 Company Limited	: WHANGD2
WHA Eastern Seaboard NGD4 Company Limited	: WHANGD4
Digital Business	
GSA Data Center Company Limited	: GSA DC
Gulf Binance Company Limited	: Gulf Binance
Gulf Innova Company Limited	: Gulf Innova
Other Businesses	
Civil Engineering Public Company Limited	: CIVIL
COCO Investments Pte. Ltd.	: COCO Investments
EDL-Generation Public Company	: EDL-Gen
Gulf Engineering Services Company Limited	: GES

Full Name	Abbreviation
Global Mind Investment Management Pte. Ltd.	: GMIM
Gulf Power Generation Services Company Limited	: GPGS
Gulf Advisory Services Company Limited	: Gulf Advisory
Gulf International Investment (Hong Kong) Limited	: Gulf HK
Gulf Pattani Green Company Limited	: Gulf Pattani Green
SPCG Public Company Limited	: SPCG
Group of companies that are subsidiaries, associates and/or joint ventures of the relevant listed companies	
Intouch Media Company Limited	: Intouch Media
ITV Public Company Limited	: ITV
3BB Internet Infrastructure Fund	: 3BBIF
Group of technical abbreviations related to the Company's business operations.	
Lao People's Democratic Republic	: Lao PDR
Availability rates or power rates reflecting the cost of constructing a power plant, interest including interest during construction and shareholder returns.	: APR1
Availability rates or power rates that reflect fixed costs of production and maintenance, spare parts and insurance.	: APR2
Availability Factor	: Availability Factor
Availability Payment	: Availability Payment
Contracted Available Hours	: CAH
Capacity Charge	: Capacity Charge
Capacity Factor	: Capacity Factor
Capacity Payment	: Capacity Payment
Capacity Price	: Capacity Price
Commercial Operation Date	: COD
Consumer Price Index - Thailand	: CPI-TH
Consumer Price Index - United States of America	: CPI-US
Production reduction	: Curtailment
Deduction for Dispatch Failure	: DDF
Performance degradation rate	: Degradation
The ratio of the electricity that the power plant actually produces according to the order to the electricity that the power plant is ready to supply	: Dispatch Factor
Large refinery	: DRPIC
Duqm Special Economic Zone	: Duqm SEZ
Payment for the energy charges	: Energy Payment
Weighted average price of fuel costs, consisting of natural gas from PTT Public Company Limited's Pool Gas, new Shipper's liquefied natural gas (LNG), diesel, fuel oil, LPG and other fuels as determined by the Energy Regulatory Commission	: Energy Pool Price or EPP
Vietnam Electricity	: EVN
Fixed operating and maintenance costs	: FOM
Additional fuel costs	: Fuel Adder
Fuel Saving Payment	: Fuel Saving Payment

Full Name	Abbreviation
Average heat consumption rate	: Heat Rate
Independent Power Producer	: IPP
Industrial users	: IU
Liquefied natural gas	: LNG
Load Factor	: Load Factor
Long-term Service Agreement	: LTSA
Data transmission speed unit for broadband satellite (Megabit per second)	: Mbps
Million tons per annum	: MTPA
Megawatt	: MW
Onshore wind power plants	: Onshore Wind Farm
Offshore wind power plants	: Offshore Wind Farm
Power Development Fund	: PDF
Pennsylvania-New Jersey-Maryland Interconnection	: PJM
Power Purchase Agreement	: PPA
Power and Water Purchase Agreement	: PWPA
Solar farms with battery energy storage systems	: Solar BESS
Ground-mounted solar power plants	: Solar Farm
Rooftop solar power plant	: Solar Rooftop
Small Power Producer	: SPP
Payment for start-up fuel usage	: Start-Up Fuel Payment
Natural gas transportation service fees via pipelines through the natural gas transmission system	: TDC Payment
Twenty-foot equivalent unit container	: TEU
Steam system connection between power plants	: Tie Line
Transponder Equivalent	: TPE
Transmission line loss	: T/L Loss
Payment for variable income	: Variable Charge
Very Small Power Producer	: VSPP
Variable operating and maintenance costs	: VOM
Variable operating and maintenance payment	: VOM Payment
Wind turbine generator performance	: WTG Performance
Group of technical abbreviations related to the business operations of the listed companies.	
Average Revenue Per User	: ARPU
Group of abbreviations related to the valuation of shares by IFA	
Bank of Thailand	: BOT
International Monetary Fund	: IMF
Discount of being a company that invests in other businesses	: Holding Company Discount or HoldCo Discount
Selling, general, and administrative expense	: SG&A
Joint ventures	: JV

<u>Independent Financial Advisor's Opinion Report on the Amalgamation between Gulf Energy Development Public Company Limited (the "Company" or "GULF") and Intouch Holdings Public Company Limited ("INTUCH") and the Acquisition of Securities of Related Listed Companies by way of the Conditional Voluntary Tender Offer</u>

September 4, 2024

No. IMAPDM197/2024

Subject: Independent Financial Advisor's Opinion Report on the Amalgamation between GULF and INTUCH and the Acquisition of Securities of Related Listed Companies by way of the Conditional Voluntary Tender Offer

To: The Board of Directors, Audit Committee and Shareholders of GULF

Attachment:

1) Summary Information of Gulf Energy Development Public Company Limited (GULF)
2) Summary Information of Intouch Holdings Public Company Limited (INTUCH)
3) Summary Information of Advanced Info Service Public Company Limited (ADVANC)
4) Summary Information of Thaicom Public Company Limited (THCOM)

Refer To:

1) Resolution of the Meeting of the Board of Directors of the Company No. 8/2024 on July 16, 2024.
2) Information Memorandum regarding the Amalgamation between GULF and INTUCH that the Company published on July 16, 2024, including any amendments.
3) Information Memorandum regarding the Acquisition of Securities of Related Listed Companies by way of the Conditional Voluntary Tender Offer that the Company published on July 16, 2024, including any amendments.
4) Terms and Conditions on the Purchase of Shares in GULF from the Dissenting Shareholders that the Company published on July 16, 2024, including any amendments.
5) Terms and Conditions on the Purchase of Shares in INTUCH from the Dissenting Shareholders that INTUCH published on July 16, 2024, including any amendments.
6) One Report of the Company ending on December 31, 2023.
7) One Report of the companies involved in the Transaction (INTUCH, ADVANC, THCOM and 3BBIF) ending on December 31, 2023.
8) Audited financial statements by the Company's certified auditor for the 12-month period ending December 31, 2019 - 2023.
9) Audited financial statements of the companies involved in the Transaction (INTUCH, ADVANC, THCOM and 3BBIF) for the 12-month period ending December 31, 2019 - 2023.
10) Reviewed financial statements of the Company for the 6-month period ending on June 30, 2024.

11) Reviewed financial statements of the companies involved in the Transaction (INTUCH, ADVANC, THCOM and 3BBIF) for the 6-month period ending on June 30, 2024.
12) The Amalgamation Agreement
13) NewCo's Pro Forma Consolidated Financial Information for the year ended on December 31, 2023 and 2022 and for the 6- month period ended on June 30, 2024 ("Pro Forma Consolidated Financial Information")
14) Other related documents and contracts, including interviews with executives and relevant officers of the Company.

Disclaimers

1. The study results of Discover Management Company Limited ("Independent Financial Advisor" or "IFA" or "DM") in this report are based on information and assumptions received from the Company and information disclosed to the public or disclosed on the website of the Securities and Exchange Commission ("SEC") (www.sec.or.th), the website of the Stock Exchange of Thailand ("SET") (www.set.or.th) and information announced to the public through other channels of the Company, including information from interviews with executives and related officers of the Company and the companies related to the Transaction.
2. IFA is limited in preparing the report due to the limitation of access to some internal information of the companies related to the Transaction, which is not under the control of the Company. Therefore, IFA has prepared the opinion on the Transaction based on the information of INTUCH, ADVANC, THCOM, 3BBIF and some other related companies disclosed to the public and the information received from the Company and/or persons related to the Transaction, including information from interviews with executives and related officers of the Company and companies related to the Transaction. Therefore, the preparation of the opinion of IFA is based on the following assumptions:
    2.1. All information and documents that IFA has received from the Company and/or persons involved in the Transaction, including information obtained from interviews with the Company's executives and relevant officers and companies involved in the Transaction, are complete, correct, true, and the opinions expressed are reliable and close to the current situation.
    2.2. There is no event that has occurred, is about to occur, or is likely to occur that may have a material impact on the operating results and financial status of the Company and the companies involved in the Transaction.
    2.3. All business agreements regarding the operations of the Company and companies related to the Transaction made with the contracting parties are still legal, effective and binding under the agreements and the terms are not changed, revoked or cancelled.
3. IFA has conducted the study using knowledge, ability and caution, based on a professional basis. However, IFA cannot be held responsible for profits or losses and any impacts resulting from entering into this Transaction and
4. IFA is based on the assumption that the information received is correct and complete, whether it is a document that is disclosed or not disclosed to the public, the public interview of the executives, and the provision of this opinion is a consideration and an opinion under the current situation and information that can be currently known. If the situation and information changes significantly, it may affect the study results of IFA.
5. Since this report was released to the public during the war and dispute between Russia and Ukraine, as a result of the war, oil prices, natural gas prices and electricity prices have changed significantly. Currently, such situation remains uncertain and subject to change at any time, which may have a significant impact on the cost of sales and services, various expenses and the ability of the Company to generate income in the future.
6. This report is not intended to guide any decision-making regarding the operations of any business related to the Company or is not intended to solicit or offer to buy or sell shares of the Company or any company related to this report in any way.

7. In preparing this report of IFA's opinion, IFA certifies that IFA has studied and analyzed the information mentioned above in accordance with professional standards and has provided its reasons based on fair information and analysis, taking into account the best benefits for the shareholders. However, IFA's opinion is based on the assumption that the information and documents received from the Company, including interviews with executives, related persons and companies related to the Transaction, as well as information disclosed to the public are correct and true at the time IFA prepared this report. Therefore, if such information is incorrect and/or untrue and/or incomplete and/or changes significantly in the future, it may affect IFA's opinion. For this reason, IFA cannot confirm the impact that may occur to the Company and shareholders in the future from such factors. In addition, IFA's opinion is intended to only provide an opinion to shareholders on the Amalgamation and acquisition of assets ("Restructuring Transaction" or the "Transaction"). The decision to vote to approve the Transaction for this Transaction is primarily at the discretion of the shareholders. Shareholders should carefully study the information in the documents related to the Transaction attached to the invitation letter to the shareholders' meeting before casting their votes to consider approving the Transaction. This opinion is not an endorsement of the success of the Transaction, including any impacts that may occur, and IFA is not responsible for any impacts that may occur from the Transaction, whether directly or indirectly.

In addition, IFA has prepared the original opinion in Thai and has translated it into English for the understanding of foreign shareholders. If any text in the English version does not match the text in the original Thai version, the text in the original Thai version shall prevail.

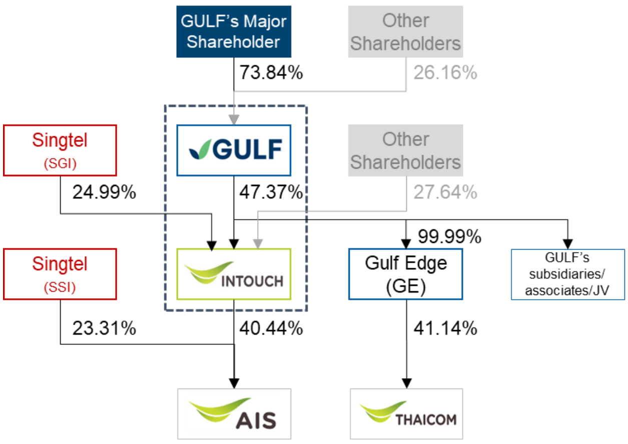
Executive Summary

Overview of the Amalgamation
((a) The Amalgamation (b) ADVANC VTO and (c) THCOM VTO)

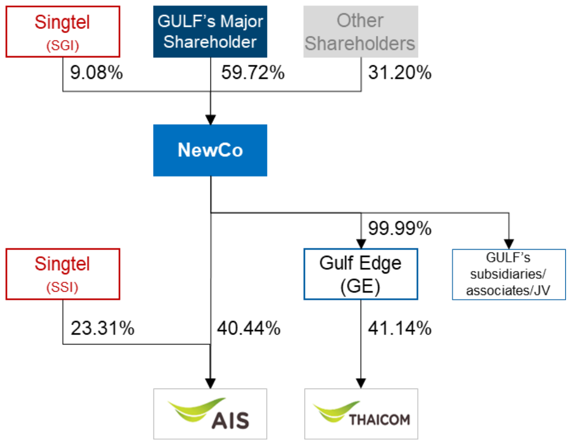
The Board of Directors Meeting of No. 8/2024 of the Company, held on July 16, 2024, has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the Amalgamation for a purpose of restructuring of shareholding of the Company which comprises: (a) the Amalgamation between the Company and INTUCH ("The Amalgamation") (b) the acquisition of securities of Advanced Info Service Public Company Limited ("ADVANC") by way of conditional voluntary tender offer for all securities of ADVANC ("ADVANC VTO"); and (c) the acquisition of securities of Thaicom Public Company Limited ("THCOM") by way of conditional voluntary tender offer for all securities of THCOM ("THCOM VTO") (ADVANC VTO and THCOM VTO are collectively referred to as "VTO Transaction"). The Amalgamation and VTO Transaction collectively referred to as the "Restructuring Transaction" or the "Transaction" for a purpose of shareholding restructuring of the Company with the objective of reducing the complexity of shareholding structure and the repetitious presence of listed companies on the Stock Exchange of Thailand ("SET"). This will help enhance the flexibility of the business and the potential for future business growth. After the Company and INTUCH have completed the Amalgamation, the two companies will cease their status as juristic persons and a new entity will be formed. A new company will be formed as a public limited company ("NewCo"). NewCo shall assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law, including shares in all companies held by the Company and INTUCH as of the date of the Amalgamation. In this regard, the Company and INTUCH directly or indirectly hold shares in two listed companies in proportion of not less than 25% of total shares with voting right thereof (the "Related Listed Companies") i.e. : (a) ADVANC in which INTUCH holds 1,202,712,000 shares of ADVANC, representing 40.44% of total issued and paid-up shares of ADVANC; and (b) THCOM in which Gulf Edge Company Limited ("GE") (which is a subsidiary of the Company where 251,499,997 shares of GE held by the Company, representing 99.99% of total issued and paid-up shares of GE) holds 450,914,734 shares in THCOM representing 41.14% of total issued and paid-up shares of THCOM.

The shareholding structure of the companies related to the Amalgamation before and after the Amalgamation, are shown below:

Shareholding Structure of Relevant Companies before the Transaction



Shareholding Structure of Relevant Companies after the Transaction



With regard to the Amalgamation GULF and INTUCH, NewCo will have the obligation (as a shareholder of ADVANC in a proportion that reaches or exceeds the trigger point for a mandatory tender offer and a shareholder of THCOM in accordance to the Chain Principle as specified in 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, dated May 13, 2011, as amended (the "Notification TorChor. 12/2554") ("Chain Principle")) and will create an obligation for Mr. Sarath Ratanavadi ("Company's Major Shareholder") (which will acquire a significant control in NewCo which is a juristic person who is a direct shareholder in ADVANC and indirect shareholder in THCOM according to the Chain Principle) to make a mandatory tender offer for all securities of ADVANC and THCOM pursuant to the requirements under the Securities and Exchange Act B.E. 2535 (1992), as amended, (the "SEC Act") and Notification TorChor. 12/2554

In addition, the Company and INTUCH are also required to procure purchaser(s) for the shares of shareholders who attended the shareholders' meeting and voted against the Amalgamation ("Dissenting Shareholders") pursuant to Section 146 Paragraph 2 of the Public Limited Companies Act B.E. 2535 (as amended) ("PLCA").

In this regard, any one or several of the "Company's Major Shareholder Group", which comprise the Company's Major Shareholder and his juristic persons under Section 258 of the SEC Act, namely, (i) Gulf Holdings (Thailand) Company Limited[1] ; (ii) Gulf Capital Holdings Limited[2] ; and (iii) Gulf Investment and Trading Pte. Ltd.[3] have

[1] Gulf Holdings (Thailand) Company Limited is a limited company incorporated under Thai law and is 100% of its total shares owned by Mr. Sarath Ratanavadi. As of August 9, 2024; Gulf Holdings (Thailand) Company Limited holds shares in the Company at 4.86% of total issued and paid-up shares of the Company.

[2] Gulf Capital Holdings Limited is a limited company incorporated under Hong Kong law and have Mr. Sarath Ratanavadi as its beneficiary. As of August 9, 2024, Gulf Capital Holdings Limited holds shares in the Company at 22.38% of total issued and paid-up shares of the Company.

[3] Gulf Investment and Trading Pte. Ltd. is a limited company incorporated under Singapore law and have Mr. Sarath Ratanavadi as its beneficiary. As of August 9, 2024, Gulf Investment and Trading Pte. Ltd. holds shares in the Company at 10.59% of total issued and paid-up shares of the Company.

expressed their intention to be the Purchaser under the terms and conditions set out by the Purchaser. Please see details in Clause 3.10.2.

In this regard, the Company and INTUCH (as the companies to be amalgamated into NewCo), as well as the Company's Major Shareholder, have applied for waivers for NewCo's obligation and the Company's Major Shareholder's obligations to make a mandatory tender offer for all securities of ADVANC and THCOM as well as other relevant exemptions from Securities and Exchange Commission ("SEC or "SEC Office") and/or the Takeover Panel. The waivers for the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM were granted on June 7, 2024 and July 15, 2024, thus NewCo and the Company's Major Shareholder shall have no obligation to make a mandatory tender offer for all securities of ADVANC and THCOM after the completion of the Amalgamation. The Company, INTUCH and the Company's Major Shareholder are required to proceed with the ADVANC VTO and the THCOM VTO where the Company and INTUCH conduct the ADVANC VTO and the THCOM VTO in place of NewCo which is the party who has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation) as well as establishing the certainty with proceeding of the Amalgamation and mitigating the risk related to the requirements to obtain approval of the shareholders' meeting of NewCo prior to the making of tender offer for all securities of the related companies. The Company's Major Shareholder will proceed with the ADVANC VTO and the THCOM VTO to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

The tender offer price for ADVANC ordinary shares is THB 211.43 per share which is a tender offer price adjusted from the tender offer price determined at the date on which the Board of Directors' Meeting of the Company resolved to approve and propose to the extraordinary general meeting of shareholders to consider and approve the Restructuring Transaction as disclosed to the SET on July 16, 2024. The adjustment of the tender offer price is based on the impact from the declaration of the interim dividend of ADVANC (THB 4.87 per share), in which the date to determine the list of shareholders who are entitled to receive the interim dividend (Record Date) of ADVANC is August 20, 2024 (such price may be reduced in accordance with other conditions as stated in the Information Memorandum of the Company) (the "ADVANC's Tender Offer Price") for the ADVANC VTO and the tender offer price for THCOM ordinary shares is THB 11.00 per share (such price may be reduced in accordance with other conditions as stated in the Information Memorandum of the Company) (the "THCOM's Tender Offer Price") for the THCOM VTO.

In this regard, the implementation of the ADVANC VTO by the Company, INTUCH and the Company's Major Shareholder, Singtel Strategic Investments Pte. Ltd. ("SSI"), which is one of ADVANC's major shareholders, has sent a letter expressing its intention to make a tender offer for securities of ADVANC (excluding ADVANC shares currently held by the tender offerors) with the Company, INTUCH and the Company's Major Shareholder under the same tender offer and at the same tender offer price as well as the same conditions offered by the Company, INTUCH and the Company's Major Shareholder. The Company and INTUCH have considered and viewed that the said tender offer by SSI in respect of the ADVANC VTO will not cause any damages or loss of benefits to the Company and INTUCH including the shareholders as well as the Amalgamation. Moreover, such tender offer will help the Company and INTUCH achieving their objective for the Amalgamation while being able to lessen the financial burden or other acts related to the ADVANC VTO. The Company and INTUCH do not intend to, and should not, acquire additional assets or liabilities due to the Amalgamation in any way.

Therefore, the entry into the ADVANC VTO, the Company, INTUCH, the Company's Major Shareholder as well as SSI will make a tender offer to all securities of ADVANC (excluding ADVANC shares currently held by the tender offerors) under the same tender offer and the same tender offer price as well as the same conditions (details according to Part 2 Clause 1.4.1.1.2.). As for the entry into the THCOM VTO, the Company, INTUCH, the Company's Major Shareholder as well as GE will make a tender offer to all securities of THCOM (excluding THCOM shares currently held by GE) under the same tender offer and the same tender offer price as well as the same conditions (details according to Part 2 Clause 1.4.1.2.2.).

NewCo's registered and paid-up capital will be THB 14,939,837,683 divided into 14,939,837,683 ordinary shares, with a par value of THB 1 each, which is equivalent to the combined total amount of the Company's and INTUCH's registered and paid-up capital after the completion of the reduction of the registered capital of the Company and INTUCH and the Amalgamation. The shares in NewCo will be allocated to the shareholders of the Company and INTUCH whose names appear in each company's shareholders register books at the date or time to be further determined in the ratios below.

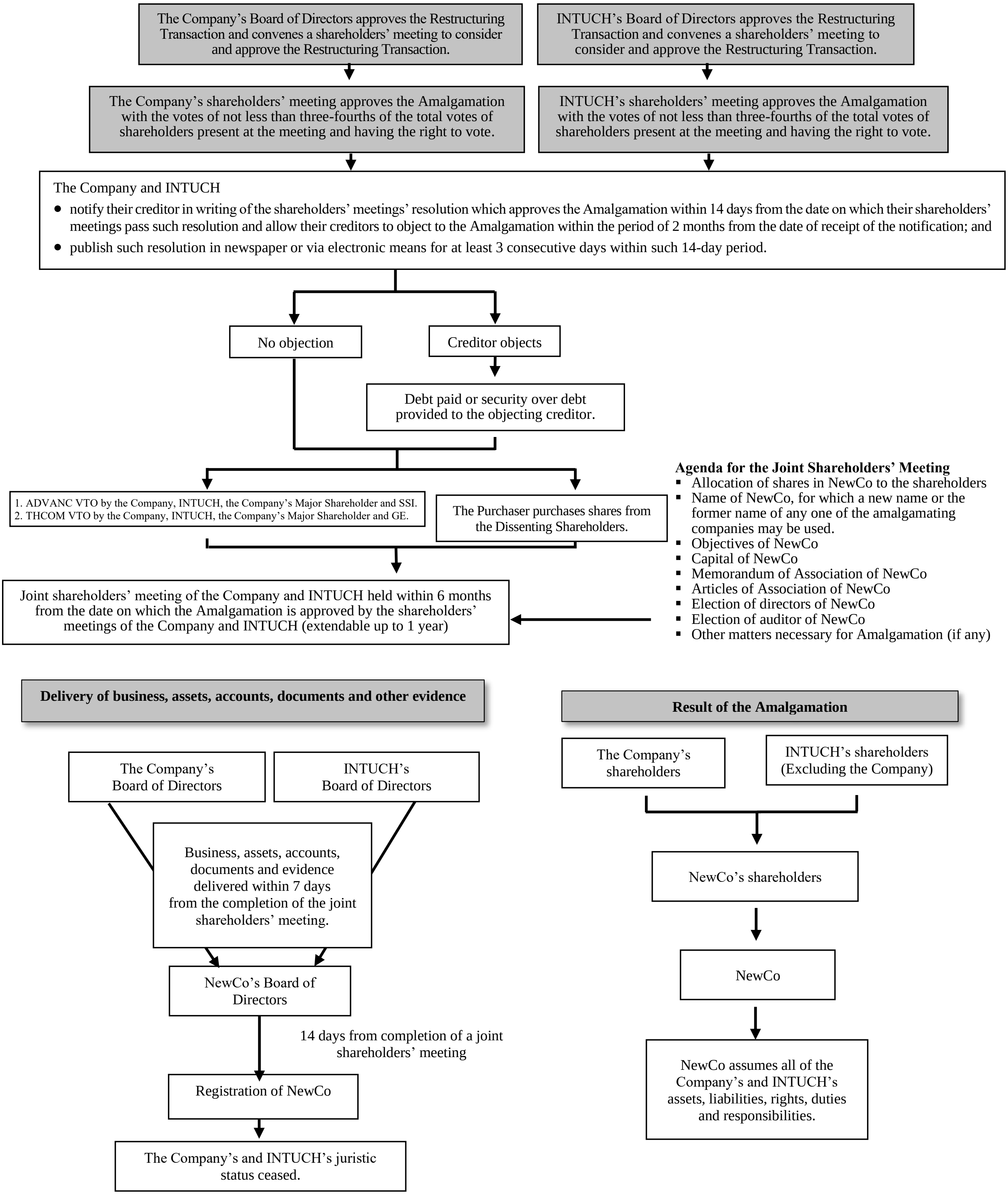
NewCo will have the registered and paid-up capital of THB 14,939,837,683, divided into 14,939,837,683 shares at a par value of THB 1 per share; 1 existing share in the Company to 1.02974 shares in NewCo and 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company, whereas the allocation of shares in NewCo shall be made to all shareholders of INTUCH except the Company). The allocation of NewCo shares to the shareholders of the Company and INTUCH already reflects the equity interest held by the Company in INTUCH ("Share Allocation Ratios").

In addition, the Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH's shareholders. Such special dividend payment is part of the Restructuring Transaction which will be paid from the retained earnings of INTUCH in the amount of THB 4.5 per share. Another Board of Directors' Meeting of INTUCH will be called to consider and approve the amount of the special dividend, including the determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date, once the key conditions of the Amalgamation are satisfied. It is expected that the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date will be after the completion of the purchase of shares from the Dissenting Shareholders and before the completion of the Amalgamation.

However, the ADVANC VTO, the THCOM VTO and INTUCH's payment of special dividend will not result in any change of allocation ratios of shares in NewCo to the shareholders of the Company and INTUCH.

The process in the Restructuring Transaction can be summarized as follows:

The summary of key procedures of the Restructuring Transaction



Source: The Company

No.	Key Procedures	Tentative Timeframe*
1	The Company and INTUCH hold the shareholders' meetings to consider and approve the Restructuring Transaction, comprising the Amalgamation, the ADVANC VTO and the THCOM VTO and other matters relating to the Restructuring Transaction, which includes a reduction of registered capital by cancelling the unissued shares and an amendment to the memorandum of association to reflect the capital reduction.	October 3, 2024
2	When the shareholders' meetings of the Company and INTUCH resolve to approve the Restructuring Transaction, the Company and INTUCH notify their creditors in writing and publish their shareholders' meetings' resolution in a newspaper or via electronic means for at least 3 consecutive days within 14 days from the date on which the shareholders' meetings pass the resolution approving the Amalgamation and allow the creditors to object to the Amalgamation within the period of 2 months from the date of receipt of the notification.	Fourth Quarter of 2024
3	After the satisfaction or waiver of all of the conditions precedent of the ADVANC VTO and the THCOM VTO, the Company, INTUCH, the Company's Major Shareholder and SSI will proceed with the ADVANC VTO and the Company, INTUCH, the Company's Major Shareholder and GE will proceed with the THCOM VTO with details as follows: Conditions Precedent of the ADVANC VTO**: 1. All of the conditions precedent of the Amalgamation (as specified in Part 1 Clause 2.8 of this document) having been satisfied or waived, as the case may be, except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the Dissenting Shareholders, and the conditions relating to the joint shareholders' meeting of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the THCOM VTO having been satisfied or waived, as the case may be, (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the ADVANC VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and having remained in full force and effect: (1) Waiver on the obligation of NewCo to make a mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (2) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make a mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (3) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (4) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (5) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the ADVANC VTO having been obtained from the relevant government agencies or regulatory	Fourth Quarter of 2024 – First Quarter of 2025

No.	Key Procedures	Tentative Timeframe*
	bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the ADVANC VTO, with the terms and conditions of which the Company, INTUCH and the Company's Major Shareholder deem appropriate; 6. there having been no occurrence of any of the following events or actions since the date of announcement of the ADVANC VTO intention to the date on which all other conditions precedent related to the ADVANC VTO are satisfied or waived: 6.1 any event showing that ADVANC or ADVANC's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 ADVANC or ADVANC's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of ADVANC or ADVANC's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of ADVANC or ADVANC's subsidiaries, whether directly or indirectly; 6.3 ADVANC or ADVANC's subsidiaries have acquired or disposed of any assets material to the business operations of ADVANC or ADVANC's subsidiaries, except in the ordinary course of business; 6.4 ADVANC or ADVANC's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 ADVANC or ADVANC's subsidiaries have repurchased its shares (treasury stock) or procured or supported ADVANC's subsidiaries or associated companies to purchase shares in ADVANC or ADVANC's subsidiaries; 6.6 ADVANC or ADVANC's subsidiaries have solicited any third party to amalgamate or merge with ADVANC or ADVANC's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the ADVANC VTO, or on the business, financial condition or assets of ADVANC, or ADVANC's subsidiaries; and 6.8 ADVANC has done anything which caused a significant reduction in the value of ordinary shares in ADVANC. Conditions precedent of THCOM VTO**: 1. All of the conditions precedent of the Amalgamation (as specified in item 2.8 of this document) having been satisfied or waived, as the case may be, (except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the Dissenting Shareholders, and the	

No.	Key Procedures	Tentative Timeframe*
	conditions relating to the joint shareholders' meeting of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the ADVANC VTO having been satisfied or waived, as the case may be, (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the THCOM VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and having remained in full force and effect: (1) Waiver on the obligation of NewCo to make mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (2) Waiver for the person who is responsible for the purchase shares from the Dissenting Shareholders on the obligation to make mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (3) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (4) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (5) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the THCOM VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the THCOM VTO, with the terms and conditions of which the Company, INTUCH, GE and the Company's Major Shareholder deem appropriate; 6. there having been no occurrence of any of the following events or actions since the date of announcement of the THCOM VTO intention to the date on which all other conditions precedent related to the THCOM VTO are satisfied or waived: 6.1 any event showing that THCOM or THCOM's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 THCOM or THCOM's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of THCOM or THCOM's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of THCOM or THCOM's subsidiaries, whether directly or indirectly;	

No.	Key Procedures	Tentative Timeframe*
	6.3 THCOM or THCOM's subsidiaries have acquired or disposed of any assets material to the business operations of THCOM or THCOM's subsidiaries, except in the ordinary course of business; 6.4 THCOM or THCOM's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 THCOM or THCOM's subsidiaries have repurchased its shares (treasury stock) or procured or supported THCOM's subsidiaries or associated companies to purchase shares in THCOM or THCOM's subsidiaries; 6.6 THCOM or THCOM's subsidiaries have solicited any third party to amalgamate or merge with THCOM or THCOM's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the THCOM VTO or on the business, financial condition or assets of THCOM, or THCOM's subsidiaries; and 6.8 THCOM has done anything which caused a significant reduction in the value of ordinary shares in THCOM.	
4	The Purchaser purchases shares of the Company and INTUCH from the Dissenting Shareholders	First Quarter of 2025
5	The Board of Directors of INTUCH considers and approves the payment of the special dividend and determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date (*which may be on the same period, or before or after the completion of the purchase of shares from the Dissenting Shareholders*).	First Quarter of 2025
6	The date to determine INTUCH's shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date (after the completion of the purchase of shares from the Dissenting Shareholders).	First Quarter of 2025
7	Commencement of the suspension of trading of shares of the Company and INTUCH to prepare for the allocation of shares in NewCo.	First Quarter of 2025
8	The Company and INTUCH jointly hold a joint shareholders' meeting to consider various matters necessary for the Amalgamation in accordance with the PLCA, including name, capital, allocation of shares, objectives, memorandum of association and articles of association, directors and auditor of NewCo, etc.	First Quarter of 2025
9	The Company and INTUCH will proceed with the registration of the Amalgamation with the Ministry of Commerce. Once the registration of the Amalgamation is completed, the Company and INTUCH will cease their status as juristic persons, and NewCo, which is formed as a result of the Amalgamation, shall assume all of the assets, liabilities, rights, duties, and responsibilities of both companies by operation of law.	Second Quarter of 2025
10	After the registration of NewCo, NewCo will submit an application for NewCo shares for approval as a listed securities in the SET and other required documents to the SET. Once the SET approves the said application, the shares of NewCo will become listed securities on the SET and the shares of the Company and INTUCH will be delisted from the SET on the same day.	Second Quarter of 2025

Remarks:

* The above tentative timeframes are only an estimated tentative timeline and may be subject to change, as appropriate.

** As of the date of this document, the Company and other relevant persons who applied for the waivers have obtained all applied waivers by the SEC Office and/or the Takeover Panel as specified in the third procedure, the conditions precedent no. 3 of the ADVANC VTO and the conditions precedent of the THCOM VTO.

Source: The Company

Following the above details, the Board of Directors of the Company has resolved to convene the Extraordinary General Meeting of the Shareholders of the Company No. 1/2024 on October 3, 2024, at 13.00 hrs. at Ballroom, The Conrad Bangkok Hotel, 87 Wireless Road, Lumpini Sub-District, Phatumwan District, Bangkok. The Company has set the date to determine the shareholders who are entitled to attend the Extraordinary General Meeting of the Shareholders of the Company No. 1/2024 (Record Date) on August 9, 2024.

In this regard, the Company has appointed DM as an independent financial advisor ("IFA") to provide its opinion to shareholders to support their consideration and approval of the Restructuring Transaction in order for the Company's shareholders to receive complete and sufficient information to support their consideration and approval of the Restructuring Transaction by sending a letter of invitation to the shareholders' meeting to shareholders at least fourteen days in advance of the shareholders' meeting date and must be approved by the shareholders' meeting with 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.

DM, as IFA to the Shareholders appointed by the Company to provide an opinion to the shareholders of the Company, has considered information and documents related to the Transaction, including interviews with the Company's executives and related officers, as well as the pricing method and conditions for the Transaction, including considering the appropriateness of the Transaction by considering the objectives, impacts, advantages, disadvantages and risks that may arise from the Transaction. IFA's opinion can be summarized as follows:

(a) The Amalgamation

<u>Appropriateness</u>

- Advantages of the Amalgamation

1. <u>Helping in reducing the complexity of shareholding structure and increase operational efficiency</u>
2. <u>Increasing NewCo's opportunity to increase revenue from other services of NewCo and the potential benefits from future investment in new technology</u>
3. <u>Strengthening financial potential</u>
4. <u>Increasing the attractiveness of NewCo's shares to investors</u>
5. <u>Diversifying business risks</u>

- Disadvantages of the Amalgamation

1. <u>Expenses incurred in the Amalgamation</u>
2. <u>The proportion of the Company's existing shareholders will decrease in NewCo as a result of the Amalgamation</u>

3. Impact from the allocation of NewCo's shares, which may result in fractional shares or shares not being allocated in full for trading units
4. Potential impacts from taxation for the Company's Dissenting Shareholders

- Risks of the Amalgamation

1. Risk of delay in the Amalgamation process
2. Risk of creditors' disapproval
3. Risks related to the procedures related to relevant agencies and stakeholders
4. Risk in case the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction
5. Risk of the Purchaser withdrawing from being the Purchaser
6. Risks related to tax issues
7. Risk of increased expenses resulting from commercial disputes, lawsuits and claims for damages by INTUCH
8. Risks related to maintaining of shareholding proportion by minority shareholders who are not strategic shareholders after the Amalgamation resulting from the purchase of shares from the Dissenting Shareholders
9. Risks relating to the different operational systems and organizational cultures
10. Risks that the Company and INTUCH are unable to obtain sufficient credit facilities to complete the Amalgamation
11. Interest rate risk and ability to pay interest and principal from borrowings used for the Transaction

Appropriateness of price in the Amalgamation (Share Allocation Ratios)

From the valuation of the Company and INTUCH shares by various valuation methods, it can be summarized as follows:

Valuation Method	GULF Share Value (THB/Share)	GULF Company Value (THB million)	INTUCH Share Value (THB/share)	INTUCH Company Value (THB Million)
1) Book Value Approach	9.84	115,488.29	12.81	41,074.64
2) Adjusted Book Value Approach	8.56 - 10.04	100,468.95 – 117,806.29	72.52 - 79.58	232,548.22 – 255,180.75
3) Market Value Approach [1/2/]	**40.16 - 46.43**	**471,196.83 – 544,775.56**	**70.45 - 74.30**	**225,903.54 – 238,264.43**
4) Price to Book Value Ratio Approach [2/]	13.28 - 16.74	155,865.58 – 196,448.66	33.07 - 39.03	106,037.71 – 125,143.52
5) Price to Earnings Ratio Approach [2/]	12.88 - 14.44	151,095.48 – 169,389.21	116.39 - 164.14	373,219.36 – 526,349.92
6) Sum Of The Parts Approach [1/]	**45.58 - 52.46**	**534,791.89 – 615,558.65**	**63.10 - 69.80**	**202,339.60 – 223,836.91**

Remark: 1/ The approaches that IFA considers appropriate to use in valuing the Company and INTUCH shares

2/ Information as of July 15, 2024, which is one business day prior to the date on which the Company's Board of Directors resolved to approve and propose the Restructuring Transaction.

Fair value of GULF shares (THB/share)	Fair value of INTUCH shares (THB/share)	Swap Ratio of GULF to NewCo	Swap Ratio of INTUCH to NewCo (excluding shares in INTUCH held by the Company)
40.16 – 52.46	63.10 – 74.30	1.00567 - 1.08551	1.30558 - 1.86068

For the appropriateness of the price for the Amalgamation (Share Allocation Ratios), IFA has assessed the value of the Company and the value of INTUCH using various methods to find the appropriate range of Share Allocation Ratios for the allocation of shares in NewCo. IFA is of the opinion that the current valuation of the business using the Market Value Approach and the Sum of the Parts (SOTP) method are appropriate valuation methods, as detailed in Clause 7.1.1 and 7.1.2, which will result in the share value of the Company between THB 40.16 – 52.46 per share or the value of the Company between THB 471,196.83 – 615,558.65 million and the share value of INTUCH between THB 63.10 – 74.30 per share or the value of INTUCH between THB 202,339.60 – 238,264.43 million, and the appropriate range of Share Allocation Ratios are as follows:

- 1 existing share in the Company to 1.00567 – 1.08551 shares in NewCo
- 1 existing share in INTUCH to 1.30558 – 1.86068 shares in NewCo (excluding shares in INTUCH held by the Company)

The Share Allocation Ratios specified in the Amalgamation at

- 1 existing share in the Company to 1.02974 shares in NewCo
- 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company)

As a result, the Share Allocation Ratios are within the appropriate range of Share Allocation Ratios assessed by IFA. **Therefore, IFA is of the opinion that the Share Allocation Ratios are appropriate since the Share Allocation Ratios are within the fair value range.**

Appropriateness of the terms and conditions of the Amalgamation

Considering the objectives, impacts, advantages, disadvantages and risks that may arise from the Amalgamation, including the conditions for the Amalgamation, IFA is of the opinion that the Amalgamation is appropriate because the Amalgamation is considered a restructuring of the Company and related companies, which will help reduce the complexity of the shareholding structure, increase operational efficiency, and increase NewCo's business opportunity to increase revenue from other services of NewCo and the benefits that may increase from investing in new technologies in the future, strengthen financial potential and increase the attractiveness of NewCo's shares to investors. Although there are some disadvantages and risks, such as an increase in debt levels in the case of acquiring shares from the VTO Transaction and additional borrowing in INTUCH for the payment of special dividend to INTUCH shareholders, if the Company does not enter into the Amalgamation, it will lose the opportunity to conduct such restructuring and will have to continue to operate under a complex shareholding structure, which is a company with overlapping shareholding in listed companies (Holding Company holding shares in Holding Company), resulting in multiple steps in operations, multiple management structures and a lack of flexibility in business operations, including potentially losing the opportunity to increase operational efficiency.

In addition, IFA has considered the appropriateness of the conditions for the Amalgamation from the conditions under the Amalgamation Agreement in detail in Part 1 Clause 3.10 and is of the opinion that the conditions for the Transaction are appropriate in order to protect the benefits of the Company and to comply with relevant laws or regulations.

(b) ADVANC VTO

Appropriateness

- Advantages of the ADVANC VTO

1. VTO Transaction is one of the important conditions of the Amalgamation, which aims to reduce the complexity of the shareholding structure
2. Helping in reducing the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business, which helps increase the certainty of the Amalgamation
3. Opportunity to obtain more income and returns
4. It is an investment is consistent with the Company's long-term growth strategy plan
5. The Company and INTUCH may acquire shares in ADVANC in a proportion that will cause NewCo to have the status of a controlling person of ADVANC after the completion of the Amalgamation

- Disadvantages of the ADVANC VTO

1. Increase in borrowings and financial cost burden

- Risks of the ADVANC VTO

1. The risk that the Company and INTUCH are unable to obtain sufficient credit facilities for the ADVANC VTO and/or the risk that the Company and INTUCH are unable to obtain sufficient credit facilities in the event that SSI and/or GULF's Major Shareholder do not participate in the tender offer
2. Risk in case the Condition Precedent of the ADVANC VTO is not successful, causing the Company to be unable to proceed
3. Interest rate risk and ability to pay interest and principal from loans used for the Transaction
4. Risk from ADVANC's business uncertainty which may result in operating results not as expected
5. Risk related to maintaining the proportion of shareholding by ADVANC's minority shareholders

Appropriateness of price in the ADVANC VTO (ADVANC's Tender Offer Price)

From the valuation of ADVANC shares by various valuation methods, it can be summarized as follows:

Valuation Method	ADVANC Company Value (THB million)	ADVANC Share Value (THB/share)	Offer Price (THB/share)	Higher (lower) than Offer Price (THB/share)	Higher (lower) than Offer Price (%)
1) Book Value Approach	93,902.10	31.57	211.43	(179.86)	(85.07)

Valuation Method	ADVANC Company Value (THB million)	ADVANC Share Value (THB/share)	Offer Price (THB/share)	Higher (lower) than Offer Price (THB/share)	Higher (lower) than Offer Price (%)
2) Adjusted Book Value Approach	76,223.69 – 85,755.27	25.63 – 28.83	211.43	(185.80) - (182.60)	(87.88) - (86.36)
3) Market Value Approach [1/2/]	**615,856.95 – 650,744.28**	**207.07 - 218.80**	**211.43**	**(4.36) - 7.37**	**(2.06) - 3.48**
4) Price to Book Value Ratio Approach [2/]	182,120.53 - 202,433.47	61.23 - 68.06	211.43	(150.20) - (143.37)	(71.04) – (67.81)
5) Price to Earnings Ratio Approach [2/]	470,731.46 - 544,539.45	158.27 - 183.09	211.43	(53.16) - (28.34)	(25.14) – (13.41)
6) Sum Of The Parts Approach [1/]	**606,229.34 - 662,197.74**	**203.83 – 222.65**	**211.43**	**(7.60) - 11.22**	**(3.60) - 5.31**

Remark*:* 1/ The approaches that IFA considers appropriate to use in valuing ADVANC shares this time.

2/ Data as of July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Restructuring Transaction.

IFA is of the opinion that the appropriate valuation methods of ADVANC are the Market Value Approach and the Sum of the Part (SOTP) method, which will result in a price between THB 203.83 – 222.65 per share. The ADVANC's Tender Offer Price of THB 211.43 per share is in the fair value range assessed by IFA. Therefore, IFA is of the opinion that the tender offer price is appropriate.

Appropriateness of conditions for entering into the ADVANC VTO

Considering the objectives, impacts, advantages, disadvantages and risks that may arise from the ADVANC VTO, including the conditions for the ADVANC VTO, IFA is of the opinion that the ADVANC VTO, which is considered an asset acquisition transaction, is appropriate because the ADVANC VTO is part of the Amalgamation. In addition, if we consider the details, the tender offer for all ADVANC securities after the Amalgamation is unavoidable because it complies with the relevant regulations, as NewCo is required to make a tender offer for all ADVANC securities in accordance with the Notification No. TorJor. 12/2554. However, since the SEC and/or the Takeover Panel have granted an exemption to allow the Company to enter into the ADVANC VTO before the Amalgamation, this should be the most appropriate solution so that the Amalgamation has the least limitations and risks for the shareholders of the Company and INTUCH.

Since the ADVANC VTO does not require any contract to be drawn up, IFA has considered the appropriateness of the conditions for the ADVANC VTO from the conditions precedent, as detailed in Part 2 Clause 1.2.1, and is of the opinion that the conditions precedent are appropriate in order to protect the benefits of the Company's shareholders in order to obtain assets in the conditions as agreed before the Amalgamation, including being in accordance with normal conditions, which do not cause the Company's shareholders to lose benefits, such as stipulating that ADVANC shall not act in violation of the law or act in a manner that is not in the normal course of business, offering additional shares or convertible securities, acquiring or disposing of assets that are material to the operation of the business, and any action that results in a significant decrease in the value of ordinary shares in ADVANC. Whereas other terms and/or conditions are in compliance with applicable laws or regulations, such as requiring that the Transaction and other actions related to such agenda must be approved by the shareholders' meeting.

(c) THCOM VTO

Appropriateness

- Advantages of the THCOM VTO

1. VTO Transaction is of the important conditions of the Amalgamation, which aims to reduce the complexity of the shareholding structure
2. Helping in reducing the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business, which helps increase the certainty of the Amalgamation
3. Opportunity to obtain more income and returns
4. It is an investment is consistent with the Company's long-term growth strategy plan
5. The Company and INTUCH may acquire shares in THCOM in an increased proportion of shares after the completion of the Amalgamation

- Disadvantages of the THCOM VTO

1. Increase in borrowings and financial cost burden

- Risks of the THCOM VTO

1. The risk that the Company and INTUCH are unable to obtain sufficient credit facilities to enter into the Amalgamation for the THCOM VTO
2. Risk in case the Condition Precedent of the THCOM VTO is not successful, causing the Company to be unable to proceed
3. Interest rate risk and ability to pay interest and principal from loans used for the Transaction
4. Risk from THCOM's business uncertainty which may result in operating results not being as expected
5. Risk related to maintaining the proportion of shareholding by THCOM's minority shareholders

Appropriateness of price in the THCOM VTO (THCOM's Tender Offer Price)

From the valuation of THCOM shares by various valuation methods, it can be summarized as follows:

Valuation Method	THCOM Company Value (THB million)	THCOM Share Value (THB/share)	Offer Price (THB/share)	Higher (lower) than Offer Price (THB/share)	Higher (lower) than Offer Price (%)
1) Book Value Approach	10,338.34	9.43	11.00	(1.57)	(14.26)
2) Adjusted Book Value Approach	10,338.34	9.43	11.00	(1.57)	(14.26)
3) Market Value Approach [1/2/]	**12,073.85 - 14,500.76**	**11.02 - 13.23**	**11.00**	**0.02 - 2.23**	**0.14 - 20.27**
4) Price to Book Value Ratio Approach [2/]	12,911.42 - 14,104.16	11.78 - 12.87	11.00	0.78 - 1.87	7.09 - 16.98
5) Price to Earnings Ratio Approach [2/]	1,900.50 - 2,478.52	1.73 - 2.26	11.00	(9.27) - (8.74)	(84.24) - (79.44)
6) Discounted Cash Flow Approach [1/3/]	**11,765.51 - 12,575.07**	**10.73 - 11.47**	**11.00**	**(0.27) – 0.47**	**(2.42) - 4.30**

Remark: 1/ The approaches that the IFA considers appropriate for valuing THCOM shares this time

2/ Data as of July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Restructuring Transaction.

3/ The value of THCOM shares calculated from a WACC between *8.47 - 9.02*%

IFA is of the opinion that the appropriate valuation methods of THCOM are the Market Value Approach and the Discounted Cash Flow (DCF) method, which will result in a price between THB 10.73 – 13.23 per share. The THCOM's Tender Offer Price at THB 11.00 per share is in the fair value range assessed by IFA. Therefore, IFA is of the opinion that the tender offer price is appropriate.

Appropriateness of conditions for entering into the THCOM VTO

Considering the objectives, impacts, advantages, disadvantages and risks that may arise from the THCOM VTO, including the conditions for the THCOM VTO, IFA is of the opinion that the THCOM VTO, which is considered an asset acquisition transaction, is appropriate because the THCOM VTO is part of the Amalgamation. In addition, if we consider the details, the tender offer for all THCOM securities after the Amalgamation is unavoidable because it complies with the relevant regulations as NewCo is required to make a tender offer for all THCOM securities in accordance with the Notification No. TorJor. 12/2554. However, since the SEC and/or the Takeover Panel have granted an exemption to allow the Company to enter into the THCOM VTO before the Amalgamation, this should be the most appropriate solution so that the Amalgamation has the least limitations and risks for the shareholders of the Company and INTUCH.

Since the THCOM VTO does not require any contract to be drawn up, IFA has considered the appropriateness of the conditions for the THCOM VTO from the conditions precedent, as detailed in Part 2 Clause 1.2.2, and is of the opinion that the conditions precedent are appropriate in order to protect the benefits of the Company's shareholders in order to obtain assets in the conditions as agreed before the Amalgamation, including being in accordance with normal conditions, which do not cause the Company's shareholders to lose benefits, such as stipulating that THCOM shall not act in violation of the law or act in a manner that is not in the normal course of business, offering additional shares or convertible securities, acquiring or disposing of assets that are material to the operation of the business, and any action that results in a significant decrease in the value of ordinary shares in THCOM. Whereas other terms and/or conditions are in compliance with applicable laws or regulations, such as requiring that the Transaction and other actions related to such agenda must be approved by the shareholders' meeting.

Therefore, when considering the appropriateness of the prices (Share Allocation Ratios, ADVANC's Tender Offer Price, and THCOM's Tender Offer Price), which are within the fair value range assessed by IFA, the conditions of the Amalgamation, and the appropriateness of the Transaction (the Transaction is considered a restructuring of the Company and related companies, which will reduce the complexity of the shareholding structure, increase operational efficiency, and increase NewCo's business opportunity to increase revenue from other services of NewCo and the potential benefits from investing in new technologies in the future, enhance financial potential and increase the attractiveness of NewCo's shares to investors, coupled with the fact that the VTO Transaction is one of the important conditions of the Restructuring Transaction and may enable the Company the opportunity to receive higher revenue and returns in the future), IFA is of the opinion that the Restructuring Transaction is in line with the Company's objectives in order to maximize the Company's benefits. IFA is of the opinion that shareholders **should consider approving** the Restructuring Transaction, which consist of the Amalgamation, the ADVANC VTO, and the THCOM VTO, which are related and are conditions precedent to each other.

In considering whether to approve or disapprove the Transaction, the Company's shareholders shall consider the information, supporting reasons, and opinions on various issues as presented by IFA in this report. The decision to vote to approve or disapprove the Transaction depends primarily on the discretion of each shareholder. Shareholders should study all information contained in IFA's opinion report and all documents attached to the invitation to the Extraordinary General Meeting of Shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

IFA has prepared the original opinion in Thai and has translated it into English for the understanding of foreign shareholders. If there is any discrepancy between the English version and the original Thai version, the Thai version shall prevail.

Part 1: Details of the Amalgamation

1. Overview of the Amalgamation

Gulf Energy Development Public Company Limited (the "Company" or "GULF") and Intouch Holdings Public Company Limited ("INTUCH") will enter into the Amalgamation for a purpose of shareholding restructuring of the Company with the objective of reducing the complexity of shareholding structure and the repetitious presence of listed companies on the Stock Exchange of Thailand (the "SET"). This will help increase efficiency in respect of the business management which will enhance both flexibility and growth potential of the business in the future. After the Company and INTUCH have completed the Amalgamation, the two companies will cease their status as juristic persons and a new entity will be formed as a public limited company (NewCo). NewCo shall assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law, including shares in all companies which are held by the Company and INTUCH as of the date of the Amalgamation. In this regard, the Company and INTUCH directly or indirectly hold shares in the Related Listed Companies, i.e.:

(a) Advanced Info Service Public Company Limited ("ADVANC") in which INTUCH holds 1,202,712,000 shares of ADVANC, representing 40.44% of the total issued and paid-up shares of ADVANC; and

(b) Thaicom Public Company Limited ("THCOM") in which Gulf Edge Company Limited ("GE"), which is a subsidiary of the Company where 251,499,997 shares of GE are held by the Company, representing 99. 99% of the total issued and paid-up shares of GE, holds 450,914,734 shares in THCOM representing 41.14% of the total issued and paid-up shares of THCOM.

After the completion of the Amalgamation, NewCo will have the obligation to make a mandatory tender offer for all securities of the Related Listed Companies pursuant to the requirements under the SET Act and the Notification TorChor. 12/2554 as follows:

(1) NewCo, as a shareholder directly holding shares in ADVANC of 40.44% of the total issued and paid-up shares of ADVANC as a result of the Amalgamation, has the obligation to make a mandatory tender offer for all securities of ADVANC as NewCo will become a shareholder of ADVANC in the proportion which reaches or exceeds the trigger point for a mandatory tender offer pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554;

(2) NewCo, having obtained shares in GE at 99.99% of the total issued and paid-up shares of GE as a result of the Amalgamation, will obtain a significant control over GE which is a shareholder of THCOM, holding 41.14% of the total issued and paid-up shares of THCOM, pursuant to the rule of acquisition of a significant control in a juristic person which is an existing shareholder of a business. Thus, NewCo has the obligation to make a mandatory tender offer for all securities of THCOM according to the Chain Principle.

Furthermore, based on the Chain Principle, Mr. Sarath Ratanavadi[4] (the "Company's Major Shareholder") will acquire a significant control in NewCo which is a juristic person which is a direct shareholder in ADVANC and an indirect shareholder in THCOM after the Amalgamation is completed. Therefore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM according to the Chain Principle under the Notification TorChor. 12/2554 as well.

However, the main objective of the Amalgamation is to restructure the shareholding of the Company. The Amalgamation is not aimed at acquiring or changing the control in respect of ADVANC or THCOM. Since the Notification TorChor. 12/2554 does not provide an exemption on the obligation to make a mandatory tender offer for all securities of a business based on such event, the new company formed as a result of the Amalgamation and the Company's Major Shareholder shall have the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM, unless a waiver is granted by the Office of the Securities and Exchange Commission (the "SEC Office") and/or by the Takeover Panel.

In this regard, the Company and INTUCH (as the companies to be amalgamated into NewCo), as well as the Company's Major Shareholder, have applied for waivers for NewCo's obligation and the Company's Major Shareholder's obligation to make a mandatory tender offer for all securities of ADVANC and THCOM as well as other relevant exemptions from the SEC Office and/or the Takeover Panel. The waivers for the obligation of NewCo and the Company's Major Shareholder to make a mandatory tender offer for all securities of ADVANC and THCOM were granted on June 7, 2024 and July 15, 2024, thus NewCo and the Company's Major Shareholder shall have no obligation to make a mandatory tender offer for all securities of ADVANC and THCOM after the completion of the Amalgamation. The Company, INTUCH and the Company's Major Shareholder are required to proceed with (a) ADVANC VTO and (b) THCOM VTO. The Company and INTUCH will proceed with the ADVANC VTO and the THCOM VTO in place of NewCo which is the party who has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation) as well as establishing the certainty of proceeding with the Amalgamation and mitigating the risk related to the requirements to obtain approval of the shareholders' meeting of NewCo prior to the making of tender offer for all securities of the related companies. The Company's Major Shareholder will proceed with the ADVANC VTO and the THCOM VTO to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

In this respect, the Company's Board of Directors' Meeting No. 8/2024 dated July 16, 2024, has resolved to approve to propose to the Company's Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the entry into the Amalgamation for a purpose of restructuring of the shareholding of the Company which comprises (a) the Amalgamation; (b) the ADVANC VTO and (c) the THCOM VTO. (The Amalgamation, the ADVANC VTO and the THCOM VTO are collectively referred to as the "Restructuring Transaction") with details as follows:

[4] Mr. Sarath Ratanavadi is a major shareholder of the Company; As of August 9, 2024 Mr. Sarath Ratanavadi holds shares in the Company equivalent to 35.81% of the total issued and paid-up shares of the Company; At present, Mr. Sarath Ratanavadi is Chief Executive Officer and Vice Chairman of the Board of the Company.

(1) **Amalgamation between the Company and INTUCH**

The Amalgamation is the amalgamation between the Company and INTUCH under the provisions and procedures stipulated in the PLCA, in which the two companies will cease their status as juristic persons, and new entity will be formed. A new company or NewCo will be formed as a public limited company, which will assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law after the Amalgamation is completed. NewCo will further submit an application for listing its securities on the SET pursuant to the SET's regulations Re: Listing of Securities of the Company Formed by Amalgamation of Companies B.E. 2542 (1999).

(2) **The acquisition of securities of ADVANC by way of the conditional voluntary tender offer for all securities of ADVANC or the ADVANC VTO**

The Company and INTUCH (as the companies to be amalgamated into NewCo) will proceed with the ADVANC VTO where the tender offer price for ADVANC ordinary shares is set at THB 211.43 per share (which is an adjusted tender offer price from the tender offer price determined at the date the Board of Directors of the Company resolved to approve and propose to the extraordinary general meeting of shareholders for consideration and approval of the restructuring transaction. However, such price may be reduced in accordance with other specified conditions) in place of NewCo who has the obligation to make a mandatory tender offer for all securities of ADVANC as required by law as a result of the Amalgamation (Technical Obligation), as well as establishing the certainty of the proceeding with the Amalgamation and mitigating the risks related to the requirements to obtain approval of the shareholders' meeting of NewCo prior to the making of a tender offer for all securities of related companies.

Furthermore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC under the Chain Principle after the completion of the Amalgamation. Therefore, the Company's Major Shareholder has proposed to make a tender offer with the Company and INTUCH to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

With regard to the implementation of the ADVANC VTO by the Company, INTUCH and the Company's Major Shareholder, SSI[5], one of ADVANC's major shareholders, has sent a letter expressing its intention to make a tender offer for securities of ADVANC with the Company, INTUCH and the Company's Major Shareholder under the same tender offer and the same tender offer price as well as the same conditions offered by the Company, INTUCH and the Company's Major Shareholder. In this regard, SSI will purchase shares in ADVANC under the ADVANC VTO in the number and proportion set forth in Part 2. The total number of shares to be tendered in the ADVANC VTO is 1,078,138,736 shares, representing 36.25% of the total number of issued and paid-up shares of ADVANC which exclude the shares in ADVANC held by the tender offerors. Moreover, as a result of the ADVANC VTO, the Company and

[5] Singtel Strategic Investments Pte. Ltd. is a company within the group of Singapore Telecommunications Limited ("**Singtel**"), whereby Singtel indirectly holds 100% of total shares in SSI.

INTUCH may acquire shares in ADVANC in the proportion which results in NewCo being the controlling person of ADVANC after the completion of the Amalgamation.

(3) **The acquisition of securities of THCOM by way of conditional voluntary tender offer of all securities of THCOM or the THCOM VTO**

The Company and INTUCH (as the companies to be amalgamated into NewCo) will proceed with the THCOM VTO where tender offer price for THCOM ordinary shares is THB 11.00 per share (such price may be reduced in accordance with other specified conditions) in place of NewCo who has the obligation to make a mandatory tender offer for all securities of THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation) as well as establishing the certainty of proceeding with the Amalgamation and mitigating the risks related to the requirements to obtain approval of the shareholders' meeting of NewCo prior to the making of a tender offer for all securities of related companies.

Furthermore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of THCOM under the Chain Principle after the completion of the Amalgamation. Therefore, the Company's Major Shareholder has proposed to make a tender offer with the Company and INTUCH to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

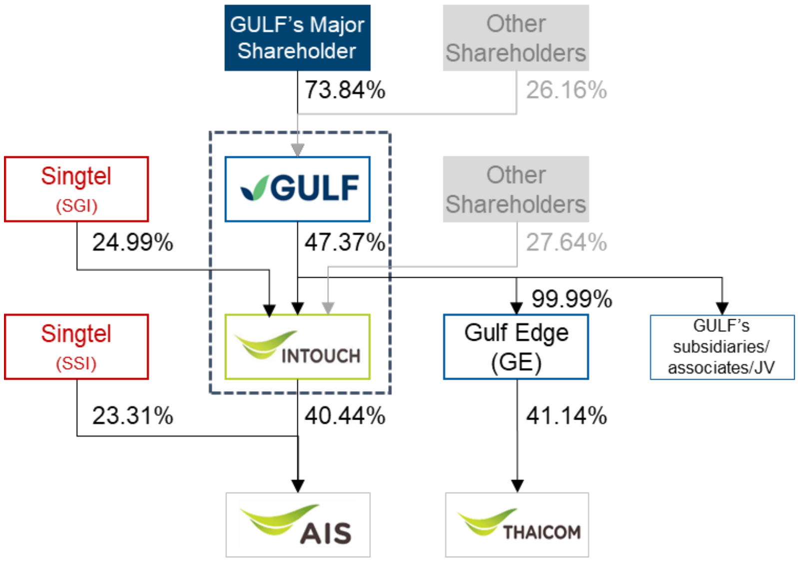
Apart from that, the Company has assigned GE (the Company's subsidiary), which is currently THCOM's major shareholder, to enter into the THCOM VTO together with the Company, INTUCH and the Company's Major Shareholder. As a result of the tender offer for all securities of THCOM, NewCo may become an indirect controlling person of THCOM after the completion of the Amalgamation. The Company, INTUCH, GE and the Company's Major Shareholder will make a tender offer for all securities of THCOM (excluding the THCOM's shares currently held by GE) under the same tender offer and the same tender offer price as well as the same conditions whereas the proportions of shares in the tender offer to be purchased by each tender offeror shall be in the amount and proportions as set forth in Part 2 of this report. The total number of shares to be tendered in the THCOM VTO is 645,187,220 shares, representing 58.86% of the total number of issued and paid-up shares of THCOM, excluding shares in THCOM held by GE.

In addition, the Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH's shareholders. Such special dividend payment is part of the Restructuring Transaction which will be paid from the retained earnings of INTUCH in the amount of THB 4.5 per share. Another Board of Director's Meeting of INTUCH will be called to consider and approve the amount of the special dividend, including the determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date, once the key conditions of the Amalgamation are satisfied. It is expected that the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date will be after the completion of the purchase of shares from the Dissenting Shareholders and before the completion of the Amalgamation.

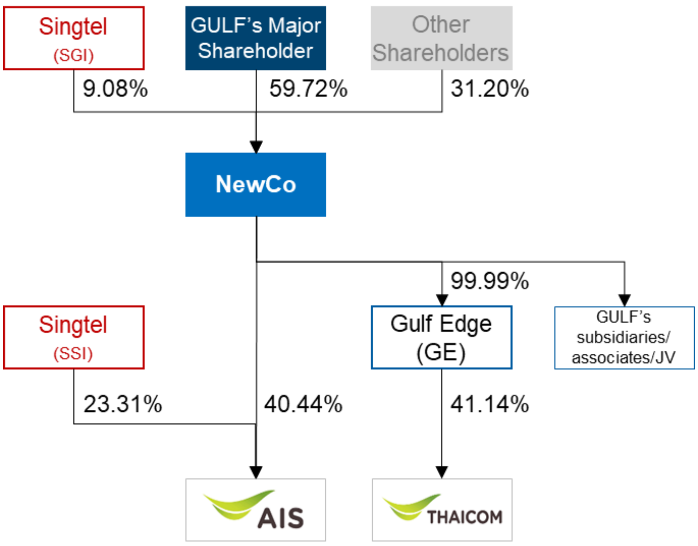
The Company expects that the Restructuring Transaction will be completed within the second quarter of 2025.

The shareholding structures of the companies related to the Restructuring Transaction before and after the Restructuring Transaction, are shown below:

Shareholding Structure of the Relevant Companies before the Restructuring Transaction



Shareholding Structure of the Relevant Companies after the Restructuring Transaction



Remark: The above chart shows the Company's shareholding structure in respect of the listed companies with significant shareholding (not less than 25%). Where it is assumed that the shareholding structure above results from the allocation of shares in NewCo to its shareholders in accordance with the allocation ratios by referencing the Company's shareholder information as of August 9, 2024 and INTUCH's shareholder information as of August 9, 2024, in which the Dissenting Shareholders of the Company and INTUCH do not sell their shares to the share purchaser, and also not taking into consideration the results from the ADVANC VTO and the THCOM VTO.

Source: The Company

2. Name of the Amalgamating Companies and Brief Business Information

2.1. GULF (See details in Attachment 1)

2.1.1. General information of the Company

Company Name: Gulf Energy Development Public Company Limited (GULF)

Type of Business: Holding company investing in energy and infrastructure business which can be divided into 3 main business groups, i.e. 1) energy business, consisting of gas-fired power business and provision of relevant services to the Company's Group, renewable energy business and gas business 2) infrastructure and utilities business, and 3) digital business.

Head Office: No. 87 M. Thai Tower 11th Floor, All Seasons Place, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

Registration Number: 0107560000231

2.1.2. Background and business overview

The Company was established in 2011. Its shares were listed and traded on the SET on December 6, 2017. The Company is a holding company. At present, Gulf VTP Company Limited is the Company's subsidiary operating core business which is not a listed company as required under the requirements regarding the holding company.

The Company invests in 3 main business groups, comprising (1) energy business (2) infrastructure and utilities business, and (3) digital business, with the key details as follows:

2.1.2.1. Energy business

The Company conducts its energy business by investing in the development, construction, and operation of gas-fired power projects and renewable energy projects, which have long-term PPAs with government sector or credible and stable private sector, through its subsidiaries and associated companies. It also extends to the upstream industries by conducting the gas business.

Operational Plan of the Power Projects of the Company's Group (as of June 30, 2024)

Installed Power Generation Capacity	As of June 30, 2024 (in operation)	By the year 2033 (under construction and development)
Total Gross	13,862 MW	23,356 MW
Total Equity	7,559 MW	12,750 MW

Source: The Company

Energy business consists of:

2.1.2.1.1. Power Generation Business

Gas-fired Power Generation Business

The gas-fired power projects under the Company's Group based on the type of the PPAs can be divided into 4 categories (information as of June 30, 2024) as follows:

	IPP Power Projects	SPP Power Projects	Captive Power Project	Gas-fired Power Project in Merchant Market
Details	6 projects in Thailand (in operation and under construction and development)	19 projects in Thailand (all in operation)	1 project in Duqm Special Economic Zone in Oman (in operation)	1 project in Will County, Illinois, USA (in operation)
Installed Power Generation Capacity	Electricity: 10,861 MW (Electricity: 2,033 MW under construction and development)	Electricity: 2,474 MW	Electricity: 326 MW Water 1,667 m^3 per hour	Electricity: 1,200 MW
Off-taker	Electricity Generating Authority of Thailand ("EGAT") (sole off-taker)	- EGAT (70-80% of generated electricity) - Industrial Users (20-30% of generated electricity) with also offtake steam and chilled water offtake	DRPIC refinery (sole off-taker for both electricity and water)	Pennsylvania-New Jersey-Maryland Interconnection (PJM)
Type of Contract	25-year PPA with EGAT	25-year PPA with EGAT and long-term PPA with Industrial Users	25-year PWPA (Power and Water Purchase Agreement) (The Project has been granted exclusive rights to operate a utilities business in Duqm SEZ)	Supplying electricity to PJM merchant market, which is a regional transmission organization with the highest reliability and highest electricity demand in the USA
Remark: The Company's Group gas-fired power projects are configured with cogeneration system or combined cycle gas turbine that uses natural gas as a primary fuel, and IPP power projects may use diesel oil as backup fuel. Combustion of the fuel will produce a high-pressure hot gas which is used to rotate the gas turbine, generating electrical current and voltage. The gas turbine's exhaust gas will be used for generating steam that then drives the steam turbine to generate additional electricity.				

Source: The Company

Other Related Services of the Company's Group

The Company provides management services for the power projects within the Company's Group, ranging from managing projects at the development and construction stage to managing the projects after they achieve commercial operation. The services include contractor recruitment, construction contract management, management services, planning of work and policy of operation and maintenance, accounting, finance, and other administrative works for the power projects. The services are provided under management services agreements, secondment agreements, and short-term funding agreements.

2.1.2.1.2. Renewable Energy Business

Biomass Power Project

The Company's Group operates a biomass SPP which uses wood chips as fuel, located in Thailand, with an installed power generation capacity of approximately 25 MW. The electricity generated from the project is sold to EGAT under a non-firm 25-year PPA, and the project has already achieved commercial operation.

Solar Power Projects

The Company's Group invests in solar power projects including solar farms, solar farms with battery energy storage systems (Solar BESS), and solar rooftops, with installed power generation capacity of 238 MW in operation and 2,692 MW under construction and development as of June 30, 2024. The projects' details are as follows:

Solar Power Projects	Installed Power Generation Capacity	Off-taker / Type of Contract
2 Solar Farms in Vietnam (both in operation)	119 MW	Vietnam Electricity ("EVN") under 20-year PPAs
13 Solar Farms in Thailand (under construction and development)	870 MW	EGAT under 25-year PPAs
11 Solar BESS Projects in Thailand (under construction and development)	1,668 MW	EGAT under 25-year PPAs
Very Small Power Producer Solar Rooftop Projects in Thailand (in operation)	0.6 MW	Provincial Electricity Authority ("PEA") under 25-year PPAs
Solar Rooftop Projects under GULF1 (in operation / under construction and development)	119 MW / 154 MW	Industrial Users under 10-15-year PPAs

Source: The Company

Wind Power Projects

The Company's Group invests in wind power projects which are comprised of both offshore and onshore wind farms, with installed power generation capacity of 770 MW in operation and 1,500 MW under development as of June 30, 2024. The projects' details are as follows:

Wind Power Projects	Installed Power Generation Capacity	Off-taker / Type of Contract
3 Onshore Wind Farms under the Gulf Gunkul Corporation Company Limited ("GGC") Joint Venture (in operation)	178 MW	EGAT under 25-year PPAs
Offshore Wind Farm under Mekong Wind Power Joint Stock Company ("MKW") Project in Vietnam (in operation)	128 MW	Vietnam Electricity (EVN) under 20-year PPA

Wind Power Projects	Installed Power Generation Capacity	Off-taker / Type of Contract
Offshore Wind Farm under Borkum Riffgrund 2 Offshore Wind Farm GmbH & Co. oHG ("BKR2") Project in Northwestern Germany (in operation)	465 MW	Ørsted group under 20-year PPA
Offshore Wind Farm under Outer Dowsing project in the UK (under development)	1,500 MW	(The project is under development)

Source: The Company

<u>Waste-to-Energy Projects</u>

The Company's Group invests in waste-to-energy projects in Thailand with a total installed power generation capacity of 128 MW under construction / development as of June 30, 2024. The projects' details are as follows:

- Municipal Waste-to-Energy Project in Thailand, 1 project, with an installed power generation capacity not less than 9.5 MW to dispose no less than 650 tons of waste per day. As of June 30, 2024, the project's waste disposal phase including waste sorting and sanitary backfilling is now in operation, and the power project is under construction, with plan to sell electricity to PEA under a 20-year PPA.
- Industrial Waste-to-Energy Projects in Thailand comprise 12 projects with an installed power generation capacity of 9.9 MW per project, and a total capacity to dispose industrial waste of approximately 3,000 tons per day. As of June 30, 2024, the projects are under preparation for construction with a plan to sell electricity to PEA under 20-year PPAs.
- Solid Recovered Fuel (SRF) Projects comprise 3 projects which convert industrial non-hazardous waste into fuel for electricity generation. The projects will supply fuel to the industrial waste-to-energy projects of the Company's Group for further electricity generation.

<u>Hydroelectric Power Projects</u>

The Company is currently developing 3 run-of-river hydroelectric power projects on the Mekong River Basin in the Lao PDR with a total installed power generation capacity of 3,142 MW with a plan to sell entire electricity back to Thailand under 29-35-year PPAs with EGAT, in accordance with the Memorandum of Understanding, in respect of the power purchase between Thailand and the Lao PDR.

2.1.2.1.3. Gas Business

<u>Natural Gas Distribution Projects</u>

The Company invests in natural gas distribution projects which connect PTT's transmission pipelines to the customers in the industrial estates, through Gulf WHA MT Natural Gas Distribution Company Limited

(“GWHAMT”) and PTT Natural Gas Distribution Company Limited (“PTTT NGD”), of which all the projects are currently in operation.

<u>LNG Terminal Project</u>

LNG Terminal project is located in Map Ta Phut Industrial Estate, Rayong province, under a 35-year PPP Contract with the Industrial Estate Authority of Thailand (“IEAT”). The project is divided into 2 phases, i.e. Phase 1: Infrastructure design and construction (Details appear in Infrastructure and Utilities Business section); and Phase 2: Superstructure phase which includes design, construction and operation of LNG terminal, on the land reclamation area of approximately 200 rais. The LNG Terminal project is already included in the National Gas Plan and is currently under development.

<u>LNG Shipper Project</u>

The Company operates a natural gas supply and wholesaling business through Gulf LNG Company Limited (“GLNG”) which was granted an LNG shipper license from the Energy Regulatory Commission (the “ERC”) to sell the natural gas to IPP and SPP as well as natural gas pipeline distributors under the Company’s Group, in the amount of not exceeding 6.4 million tons per year.

Moreover, the Company holds shares in Hin Kong Power Holding Company Limited (“HKH”) which was granted an LNG shipper license from the ERC in the amount of not exceeding 1.4 million tons per year to sell and distribute natural gas to Hin Kong Power Project (“HKP”). HKH commenced its first LNG import in February 2024.

2.1.2.2. Infrastructure and Utilities Business

The Company focuses on large-scale infrastructure and utilities projects, which serve as the foundation for Thailand’s further development on various dimensions in accordance with the government’s policies. These projects contribute to the improvement of citizens’ quality of life, the enhancement of the transportation network, and the stimulation of economic development, both domestic and international. The details of the infrastructure and utilities projects of the Company’s Group under long-term PPP contracts with the government sector are as follows:

2.1.2.2.1. Bang Pa-In – Nakhon Ratchasima (M6) and Bang Yai - Kanchanaburi (M81) Intercity Motorway Projects (Operation and Maintenance: O&M)

The Company invests in BGSR 6 Company Limited (“BGSR 6”) and BGSR 81 Company Limited (“BGSR 81”), the operators of M6 and M81 Intercity Motorway Projects, with the distance of 196 kilometres and 96 kilometres, respectively. The projects operate under the PPP Contracts with the Department of Highways (DOH) and are divided into 2 phases, i.e. Phase 1: design and construction of the motorway system for 3 years and Phase 2: operation and maintenance for 30 years.

2.1.2.2.2. Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1)

The Company invests in Gulf MTP LNG Terminal Company Limited ("GMTP"), the developer and operator of Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1) located in Map Ta Phut industrial estate, Rayong province, under a 35-year PPP Contract with IEAT. The project is divided into 2 phases, i.e., (1) infrastructure design and construction phase, which includes dredging and land reclamation work in an area of approximately 1,000 rais, and (2) superstructure phase, which includes design, construction, and operation of LNG terminal. Details of which appear in the gas business section.

2.1.2.2.3. Public Terminal Management Project for the Handling of Liquid Products

The Company invests in Thai Tank Terminal Company Limited ("TTT"), Thailand's largest operator of public terminal for the handling of liquid products, located in Map Ta Phut industrial estate in Rayong province under a 30-year PPP contract with IEAT. TTT currently has 4 jetties that are capable of berthing 1,000 vessels per year and liquid product storage tanks with a total storage capacity of 723,800 cubic meters.

2.1.2.2.4. Laem Chabang Port Development Phase 3 Project (Terminal F)

The Company invests in GPC International Terminal Company Limited ("GPC"), the operator of the Laem Chabang Port Development Phase 3 Project (Terminal F) under a 35-year PPP Contract with the Port Authority of Thailand ("PAT"). PAT is responsible for land reclamation work, while GPC is responsible for the design, construction, and operation and maintenance services for the container berths of terminal F to accommodate container throughput and implement automation technology for the project operation which can accommodate cargo containers of not less than 4,000,000 TEU.

2.1.2.2.5. Electricity Distribution System and District Chilled Water Distribution System Projects for One Bangkok Project

The Company invests in Bangkok Smart Power Company Limited ("BSP") and Bangkok Smart DCS Company Limited ("BSD") through the Bangkok Smart Energy Company Limited ("BSE"), which is a joint venture company, with details as follows:

(1) BSP Electricity Distribution System Project

BSP sells electricity to One Bangkok project by purchasing high-voltage electricity from the Metropolitan Electricity Authority ("MEA"), converting it to medium voltage and distributing it to the BSD District Chilled Water Distribution System Project and buildings within the project. The project has an installed capacity of approximately 240 MW under the Utility Development Agreement (electricity)

(2) BSD District Cooling System Project

BSD provides cooling system related services and installs a centralized water-cooling system for One Bangkok project by purchasing electricity from BSP and treated water from the center utility plant combined with tap water from the Metropolitan Waterworks Authority to use in the district cooling system of the project. The project has an installed capacity of approximately 38,000 refrigeration tons under and the Utility Development Agreement (district cooling).

Source: The Company

2.1.2.3. Digital business

2.1.2.3.1. Investments in INTUCH and THCOM

As of August 9, 2024, the Company is a major shareholder of INTUCH and THCOM, holding shares of 47.37% directly in INTUCH and 41.14% indirectly in THCOM.

INTUCH's main business is a holding company with an investment in ADVANC, a leader of telecommunications infrastructure and smart technology services in Thailand, covering mobile network services with 5G and 4G, high-speed home internet services through fiber-to-the-home networks, enterprise data services through data connectivity networks, cloud services, data centers, and digital solution platforms.

Meanwhile, THCOM is a satellite communications service provider through both conventional satellites and high-throughput satellites, with track record successes in launching and providing orbital satellite services, with a total of 8 satellites (4 satellites discharged). Currently, THCOM is expanding its satellite business into new space technology through partnerships with Low Earth Orbit (LEO) satellite service providers, which could be used for the development of the geospatial data analytic platform and the carbon credit platform for exploration of rights generated from reducing greenhouse gas or carbon dioxide emissions. In addition, THCOM operates in the telecommunications business in Lao PDR through investments in Shenington Investments Pte. Ltd.

2.1.2.3.2. Digital Asset Exchange Business

The Company invests in digital asset exchange business through Gulf Binance Company Limited ("Gulf Binance"), which has obtained approval from the SEC Office to operate a digital asset business in Thailand. Gulf Binance's digital asset exchange platform was opened to the general public on January 16, 2024, providing digital asset exchange and digital asset brokerage services.

2.1.2.3.3. Data Center

The Company, in collaboration with Singtel and ADVANC, established the joint venture company, namely GSA Data Center Company Limited ("GSA DC") with the objective to respond to the rising demand of domestic and international customers, for international standard data management and storage services. The data center is currently under construction with a capacity of 25 MW in the first phase.

2.1.2.3.4. Cloud Business

The Company's Group partnered with Google Asia Pacific Company Limited to operate services in respect of the Google Distributed Cloud ("GDC") air-gapped configuration which is a fully disconnected sovereign cloud that requires no connectivity to the public internet, thus providing high stability and data security. The target customer groups are industries that require the storage and processing of sensitive or confidential data, such as healthcare, energy and utilities, or public safety services. GSA DC's data centers are also able to host such cloud systems within the scope of this partnership.

Business Sustainability

The Company places great importance on conducting business in a sustainable manner with a management approach that covers the environmental, social and governance (ESG) dimensions, prioritizing long-term business growth while ensuring environmental and social responsibility, especially with regards to human rights, climate action, and anti-corruption. To this end, the Company has laid the foundation for sustainable business conduct, comprising key processes as follows:

(1) Risk Management

The Company utilizes an enterprise risk management approach, in line with COSO guidelines, to assess business and ESG risks in the short and long term, as well as risks related to climate change, both physical and transition risks.

(2) Stakeholder Engagement

Stakeholder engagement begins with an analysis of stakeholders and the needs of each stakeholder group. From there, the Company develops a communication and engagement strategy, and establishes a grievance mechanism to ensure stakeholders can contact the Company at all times.

(3) Materiality Assessment

The results of the risk assessment and stakeholder analysis are used to inform the Company's materiality assessment which covers topics across the business, economic, environmental, social and governance dimensions.

(4) Human Rights Due Diligence

The Company uses the principles outlined by the United Nations Guiding Principles on Business and Human Rights to identify, assess, manage and monitor human rights risks, as well as determine appropriate remediation measures. The human rights due diligence process covers all of the Company's business activities and operations as well as an assessment of its suppliers in its supply chain.

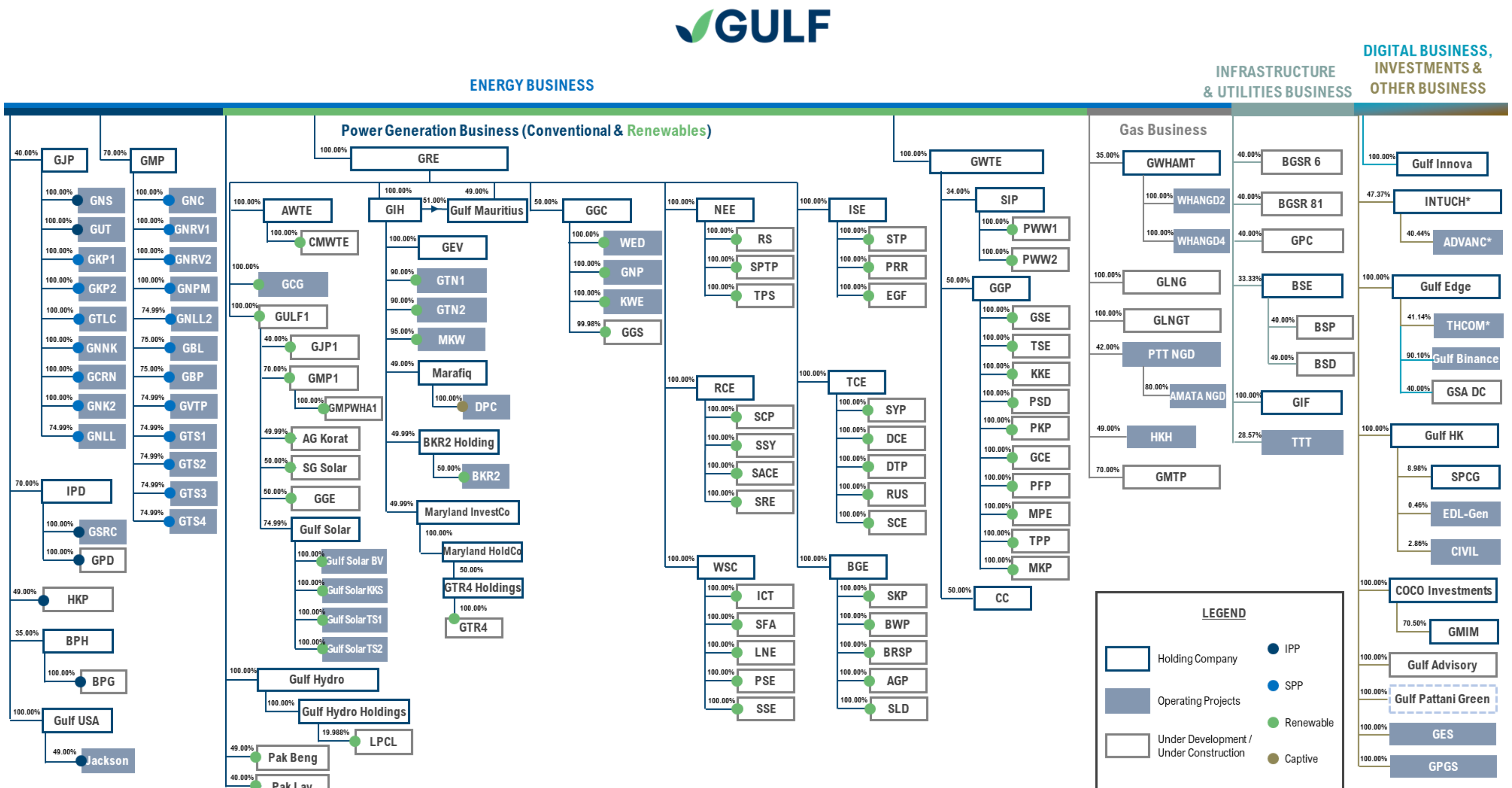
Aside from this foundation, the Company has a target to achieve the net zero scope 1 and scope 2 greenhouse gas emissions by 2050, with a focus on reducing its carbon intensity in the early stages and using technology to reduce its emissions in the long term. The Company also prioritizes expanding its renewable energy business to support the energy transition to a low-carbon economy in the future.

Sustainability Governance

The Company has established a sustainability governance structure that encompasses all levels from the Board of Directors to the management and operations. A sub-committee of the Board of Directors is responsible for providing oversight for issues related to sustainability, corporate governance, risk management, and compliance, while specific senior executives have direct responsibility for managing such issues.

More information of the Company is available at the Company's website and the SET's website.

The Company's Group Structure as of June 30, 2024



Data as of Jun 30, 2024

Remark: *For more information on the shareholding structure of INTUCH, ADVANC and THCOM, please refer to annual report (56-1 One Report) of INTUCH, ADVANC and THCOM respectively

Source: The Company

2.2. INTUCH (See details in Attachment 2)

2.2.1. General information of INTUCH

Company Name: Intouch Holdings Public Company Limited

Type of Business: Holding company investing in telecommunications, media, technology and digital businesses. The investment of INTUCH may be divided into 2 main business lines which include: 1) domestic wireless telecommunications business; and 2) other businesses

Head Office: No. 87 M. Thai Tower, 27th Floor Unit 2, All Seasons Place, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

Registration Number: 0107535000257

2.2.2. Background and business overview

INTUCH was established as a limited company under the name of "Shinawatra Computer Service and Investment Company Limited" on June 21, 1983. Its shares were listed and traded in the SET on August 31, 1990. Later, it started undertaking the telecommunications business and was converted into a public company limited on November 13, 1992. Its company's name was changed to "Intouch Holdings Public Company Limited" on March 31, 2014.

At present, INTUCH is a holding company investing in telecommunications, media, technology, and digital businesses, as well as other businesses with growth potential, consistent revenue, and steady profits to promote and develop the businesses of the companies within INTUCH's Group as well as determining the financial and operational goals, providing assistance and support to the companies within INTUCH's Group to obtain funds under appropriate conditions, and also seeking investment opportunities in emerging technologies business.

In this regard, Intouch Media Company Limited is INTUCH's subsidiary operating core business which is not a listed company as required under the requirements regarding the holding company.

INTUCH invests in two main business segments, namely, (1) Cognitive Tech-Co business which encompasses mobile communication services, fixed broadband service, enterprise business service and digital service which are managed by ADVANC, and (2) the digital and other businesses, such as e-Learning platform service which are operated by Intouch Media Company Limited ("Intouch Media") and venture capital investments in domestic and international startups, with details as follows:

2.2.2.1. Cognitive Tech-Co Business

ADVANC operates this business which are divided into 4 business groups:

2.2.2.1.1. Mobile Communication

Service provides a monthly subscription service, top-up service as well as roaming with network partners in over 240 destinations worldwide with 4G and 5G technology under the "AIS" brand.

2.2.2.1.2. Fixed Broadband

Service provides high-speed internet service to households and businesses under the "AIS Fibre" and "3BB" brands.

2.2.2.1.3. Enterprise Business

Service provides digital solutions to the business sector under the 'AIS Business' brand, encompassing data connectivity services through internet and network (EDS) and technological solutions such as cloud, data center, cyber security and ICT solutions to all sizes of enterprise customers, from large enterprises to SMEs.

2.2.2.1.4. Digital

Service involves new digital services focusing on building added value by leveraging AIS telecommunication services to serve as a new revenue source in the medium to long term in line with the changing digital consumer behavior.

2.2.2.2. Digital and Other Business

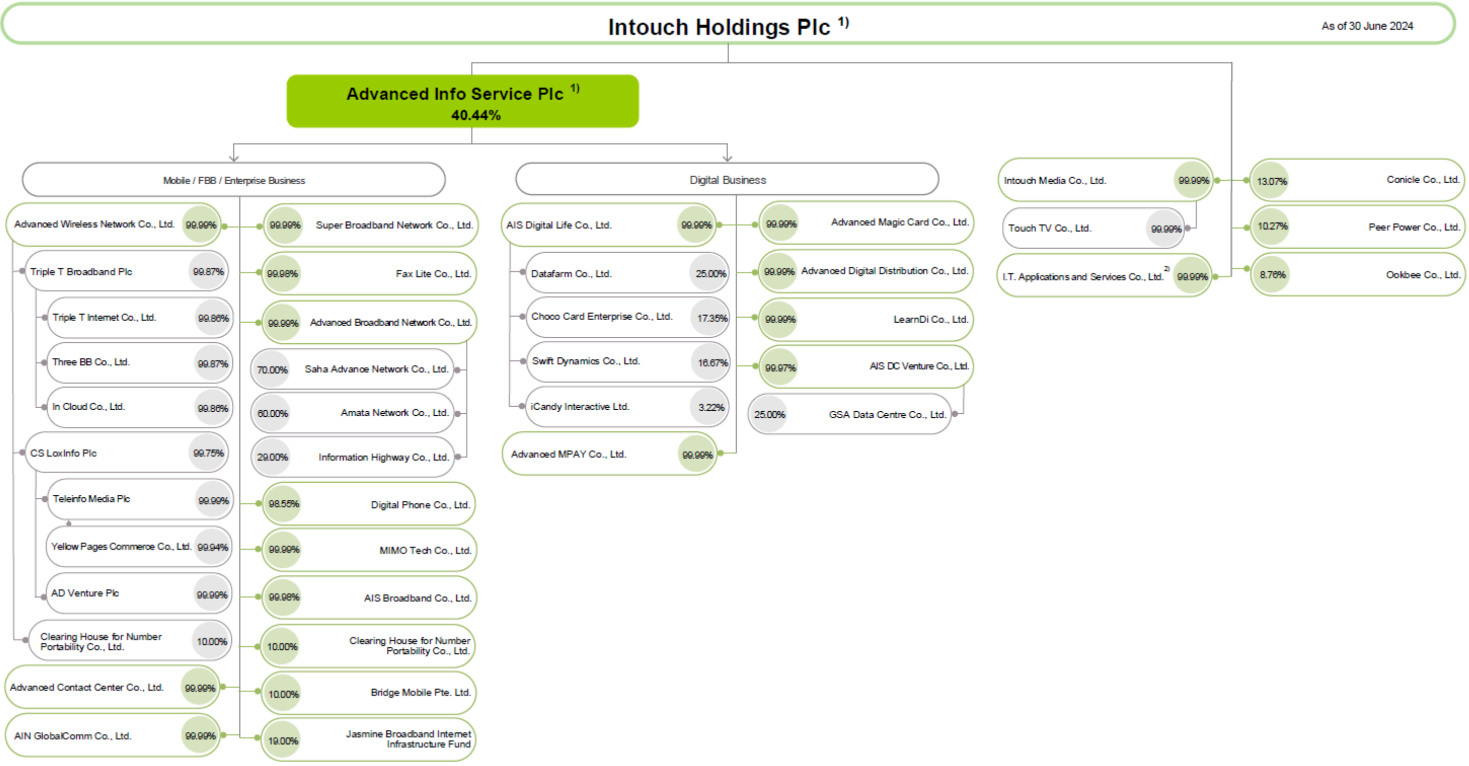
2.2.2.2.1. e-Learning platform and human resources management businesses are operated by Intouch Media. Intouch Media collaborates with educational institutions both within and outside the country, utilizing educational technology to organize training seminars as well as various aspects of human resource management other than human resource development, e.g. compensation management, welfare and benefits, personnel recruitment, payroll management, and environmental management within the organization (well-being) etc. Currently, the focus is on providing services to companies within INTUCH's Group.

2.2.2.2.2. Venture capital business which invests in 6 startup businesses related to digital publication and e-booking, integrated e-commerce platforms, integrated online marketing solutions, debt crowdfunding platform development and service, internet protocol video augmented image technology, and organizational learning platform development and solutions.

Business Sustainability

INTUCH conducts business by the principles of sustainability, covering all three dimensions: environmental, social, and governance (the "ESG"). This includes managing risks throughout the organization by collaborating with subsidiaries, joint ventures, investment partners, and business allies to achieve the goal of becoming a sustainable organization to deliver long-term growth and sustainable returns for its shareholders by investing in telecommunications, media, technology, digital, and other businesses with consistent revenue and profits. Additionally, INTUCH seeks businesses that can promote synergy with its existing investments. INTUCH places significant importance on encompassing sustainable development with a focus, particularly on its investment operations, where the ESG dimension is thoroughly analysed from pre- and post-investment stages to ensure confidence that it maintains robust internal controls and appropriately manages risks. Furthermore, INTUCH actively supports and advocates for its invested companies to leverage technology and expertise to enhance the quality of life for communities, society, and the environment. It is also dedicated to creating sustainable value for all stakeholders in the long run.

As at June 30, 2024, INTUCH has the following shareholding structure:



Remarks :
1) Listed Company on the Stock Exchange of Thailand
2) Currently not in operation
3) INTUCH has a stake of 52.92% in ITV, which ceased operations.

Source: The Company

2.3. Name of NewCo

The name of NewCo will be proposed at a joint shareholders' meeting of the Company and INTUCH for approval as part of the process of the Amalgamation pursuant to the requirements under the PLCA.

2.4. Objective and Prospective Benefits of the Amalgamation

The Amalgamation is to restructure the shareholding structure. The Company's main business is a holding company, while the significant business of INTUCH is its investment through shareholding in ADVANC, an associate company, of 40.44% of total issued and paid-up shares of ADVANC. This is evidenced from INTUCH's results of operation based on the consolidated financial statements (after sale of all shares held in THCOM), which comprise the share of profit from investment in ADVANC which accounts for up to approximately 97.9% to 99.7% of total revenue of INTUCH as shown in the table below:

Unit: THB Million	Six-month Period Ended June 30, 2024 Financial Statements	2023 Financial Statements	2022 Financial Statements	2021 Financial Statements (Adjusted)
Share of profit from investment in ADVANC	6,886	11,762	10,519	10,889
Revenue from rendering of services	-	-	12	21
Other income	22	32	49	210
Total Revenue	6,908	11,794	10,580	11,120
Percent of share of profit from investment in ADVANC per total revenue	99.7%	99.7%	99.4%	97.9%

Source: The Company

As the Company and INTUCH are both holding companies, the main objective of the Amalgamation is to reduce the complexity of the shareholding structure to increase efficiency in respect of the business management, which will enhance flexibility of the business. The Company therefore deems that the shareholding restructuring by way of the Amalgamation between the Company and INTUCH is appropriate and will be for the best overall interest of the shareholders. The Amalgamation relies on the principle and rationale which are summarized as follows:

(a) Reducing the complexity of the shareholding structure and the repetitious presence of listed companies in the SET as both the Company and INTUCH are holding companies, particularly INTUCH which has its shareholding in ADVANC as the only significant asset. In addition, it aims to reduce complications in business management including report preparation and management processes as a listed company. The Amalgamation will lead to improved clarity in business undertaking, enhanced business operation agility by streamlining strategic directions and decision-making processes;

(b) Creating a well-balanced business portfolio of the revenue and profit arising from the Energy & Infrastructure and Digital businesses, which will enhance resiliency and foster sustainable long-term growth;

(c) Strengthening financial position and cashflows, optimizing capital structure and improving its leverage capability to support strategic initiatives and growth opportunities of the Company.

2.5. Process and Timeframe for Implementation of the Amalgamation

2.5.1. **Key procedures of the Amalgamation to be undertaken by the Company and INTUCH pursuant to the Provisions of the PLCA**

2.5.1.1. **Shareholders meeting of each amalgamating company to consider and approve the Amalgamation and other matters relating to the Amalgamation**

Each of the Company and INTUCH will propose to its shareholders' meeting to consider and approve the Amalgamation and other matters relating to the Amalgamation, which includes a reduction of registered capital by cancelling the unissued shares and an amendment to the memorandum of association. The Amalgamation shall be approved by the shareholders' meeting of each of the Company and INTUCH by the votes of not less than three-fourths of the total votes of shareholders present at the meeting and having the right to vote in accordance with the provisions of the PLCA.

2.5.1.2. Notification by the Company and INTUCH to their creditors regarding the resolution of the shareholders' meeting approving the Amalgamation

Each of the Company and INTUCH will be required to notify its creditors in writing of its shareholders meeting's resolution approving the Amalgamation within 14 days from the date on which the shareholders' meeting passes the resolution approving the Amalgamation and allow the creditors to object to the Amalgamation within the period of 2 months from the date of receipt of the notification. Each of the Company and INTUCH will also be required to publish its shareholders' meeting's resolutions in a newspaper or via electronic means for at least 3 consecutive days within such 14-day period. If there is an objection to the Amalgamation made by any creditors, the Company and/or INTUCH, as the case may be, shall pay debt or give security over such debt before further proceeding with the Amalgamation.

2.5.1.3. Arrangement by the Company and INTUCH of the purchaser of shares from the Dissenting Shareholders

If the shareholders' meetings of the Company and INTUCH resolve to approve the Amalgamation, but there are the Dissenting Shareholders, the Company and INTUCH shall arrange a purchaser for each of the companies, as the case may be, to purchase shares from the Dissenting Shareholders, (the "Purchaser") at the last traded price on the SET immediately prior to the date on which the shareholders' meeting of each of the companies resolves to approve the Amalgamation, which in this case is the closing price of shares of the Company and INTUCH traded on the SET on October 2, 2024 pursuant to the requirements under Section 146 Paragraph 2 of the PLCA[6].

If the Dissenting Shareholders of the Company and/or INTUCH, as the case may be, do not sell their shares to the Purchaser within 14 days from the date of receipt of the offer of the Purchaser, the Company and INTUCH will be able to further proceed with the Amalgamation where such Dissenting Shareholders will become the shareholders of NewCo after the completion of the registration of the Amalgamation.

In this regard, any one or several of the "Company's Major Shareholder Group", which comprise the Company's Major Shareholder and his juristic persons under Section 258 of the SEC Act, namely, (1) Gulf Holdings (Thailand) Company Limited[7]; (2) Gulf Capital Holdings Limited[8]; and (3) Gulf Investment and Trading Pte.

[6] The purchase of shares from the Dissenting Shareholders may be made over-the-counter or by other means as the Purchaser deems appropriate under the laws. If the purchase of shares is made over-the-counter, the Dissenting Shareholders may be subject to capital gain tax for their sale of shares.

[7] Gulf Holdings (Thailand) Company Limited is a limited company incorporated under Thai law and is 100% of its total shares owned by Mr. Sarath Ratanavadi. As of August 9, 2024; Gulf Holdings (Thailand) Company Limited holds shares in the Company at 4.86% of total issued and paid-up shares of the Company.

[8] Gulf Capital Holdings Limited is a limited company incorporated under Hong Kong law and have Mr. Sarath Ratanavadi as its beneficiary. As of August 9, 2024, Gulf Capital Holdings Limited holds shares in the Company at 22.38% of total issued and paid-up shares of the Company.

Ltd[9]. have expressed their intention to be the Purchaser under the terms and conditions set out by the Purchaser. Please see details in Clause 3.10.2.

The Purchaser has no obligations to make a mandatory tender offer for all securities of the Company and INTUCH, although the purchase of shares from the Dissenting Shareholders of the Company or INTUCH would make the shareholding proportion of the Purchaser in the Company and/or INTUCH reach or exceed the trigger point for a mandatory tender offer for all securities of the Company and/or INTUCH pursuant to the rules stipulated under the Notification TorChor. 12/2554, as the Company's Major Shareholder Group, on behalf of the Purchaser, has been granted with a waiver on the obligation to make a mandatory tender offer for all securities of the Company and INTUCH from the SEC Office and/or the Takeover Panel on June 7, 2024 and July 15, 2024.

2.5.1.4. **Joint Shareholders' Meeting of the Company and INTUCH**

Upon completion of the procedures above by the Company and INTUCH, Section 148 of the PLCA stipulates that the Chairmans of the Board of Directors of the Company and INTUCH shall call a joint shareholders' meeting of the Company and INTUCH to consider the following matters:

(a) allocation of shares in NewCo to the shareholders;

(b) name of NewCo, for which a new name or the former name of any one of the amalgamating companies may be used;

(c) objectives of NewCo;

(d) capital of NewCo, of which the amount shall not be less than the aggregate amount of the paid-up capital of the amalgamating companies, and if amalgamating companies have already issued and sold all of their registered shares, the joint shareholders' meeting may also approve an increase of the capital at the same meeting;

(e) memorandum of association of NewCo;

(f) articles of association of NewCo;

(g) election of the directors of NewCo;

(h) election of the auditor of NewCo; and

(i) other matters necessary for the Amalgamation, if any.

In this regard, such joint shareholders' meeting of the Company and INTUCH must be held within 6 months from the date on which the Amalgamation is approved by the Company's shareholders' meeting or by INTUCH's shareholders' meeting, whichever is later, unless such a joint shareholders' meeting has passed a resolution to extend such period, but the total period shall not exceed one year.

[9] Gulf Investment and Trading Pte. Ltd. is a limited company incorporated under Singapore law and have Mr. Sarath Ratanavadi as its beneficiary. As of August 9, 2024, Gulf Investment and Trading Pte. Ltd. holds shares in the Company at 10.59% of total issued and paid-up shares of the Company.

The PLCA also stipulates that at the joint shareholders' meeting, the provisions of the PLCA concerning such matters shall apply mutatis mutandis, except for the following matters:

(a) the venue of the meeting shall be in the locality in which the head office of any one of the amalgamating companies is located or in a nearby province;

(b) there shall be shareholders holding shares in aggregate not less than one-half of the total number of paid-up shares of each of the amalgamating companies attending the meeting to constitute a quorum;

(c) the shareholders attending the meeting shall elect one shareholder to be the chairman of the meeting; and

(d) the decision of the meeting shall be made by a majority vote of the shareholders attending the meeting under (b).

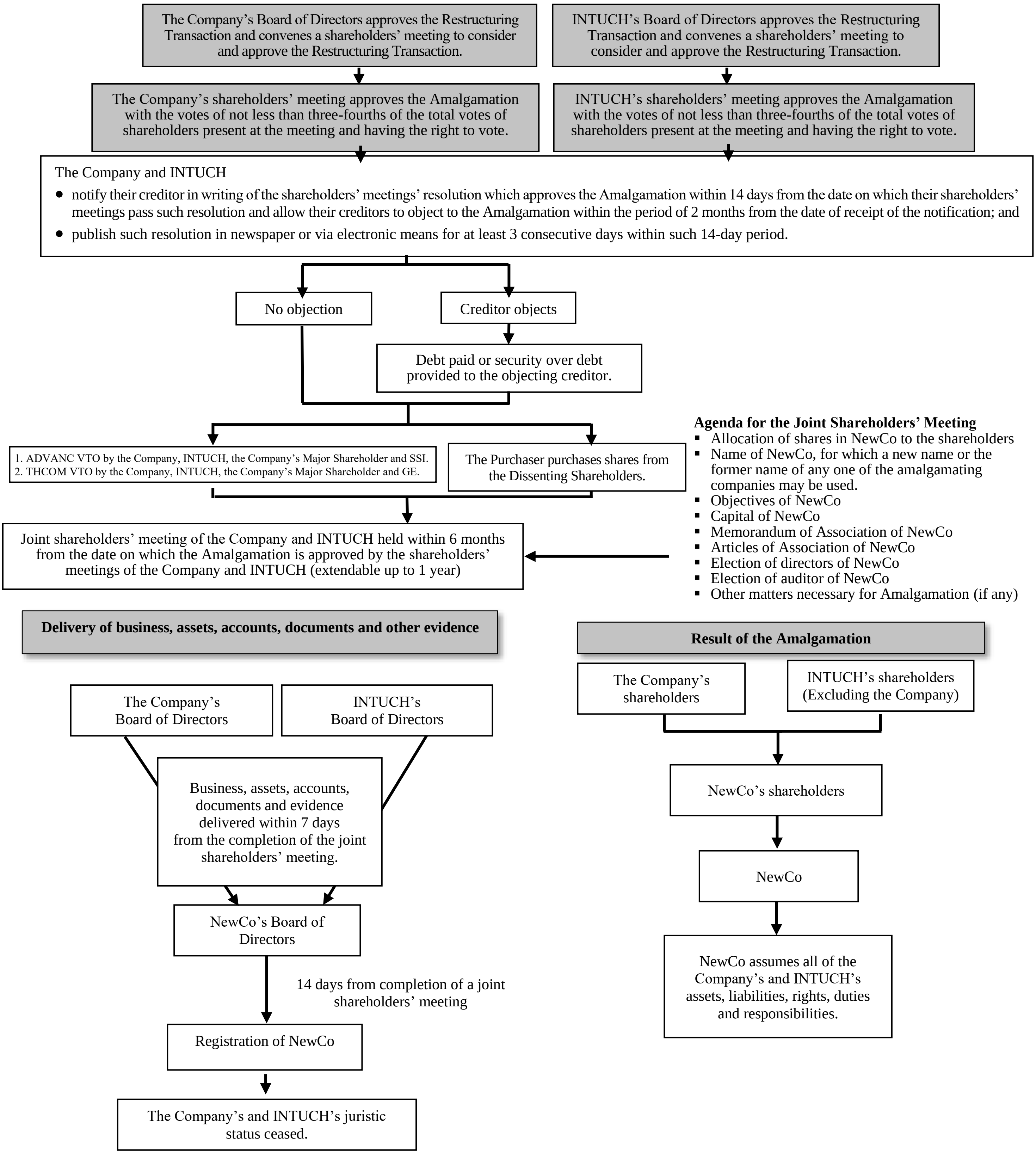
2.5.1.5. Delivery of business

The Board of Directors of the Company and INTUCH shall deliver all the businesses, assets, accounts, documents and other evidence of the Company and INTUCH to the Board of Directors of NewCo within 7 days as from the date of completion of the joint shareholders meeting of the Company and INTUCH.

2.5.1.6. Registration of the Amalgamation and its consequence

The Board of Directors of NewCo shall apply to register the Amalgamation as well as submitting to the public companies registrar the memorandum of association and the articles of association approved at the joint shareholders' meeting, within 14 days from the date of completion of the joint shareholders' meeting. Once the public companies registrar accepts the registration of the Amalgamation, the Company and INTUCH shall cease their status as juristic persons, and the public companies registrar shall make a note thereof in the register. Once the registration is completed, NewCo shall assume all assets, liabilities, rights, duties, and responsibilities of the Company and INTUCH by operation of law in accordance with the PLCA.

The summary of key procedures of the Restructuring Transaction



Source: The Company

2.5.2. Key actions with relevant authorities in relation to the Amalgamation

In order to implement the process of the Amalgamation, the Company and/or INTUCH shall coordinate, consult with, and/or seek endorsement, approval, authorisation, waiver, amendment, modification, transfer and/or consent from the relevant government agencies, organisations, authorities, and/or officials.

2.5.2.1. Actions in relation to tender offer for all securities of ADVANC by way of the conditional voluntary tender offer

Making of the conditional voluntary tender offer for all securities of ADVANC by the Company, INTUCH and the Company's Major Shareholder including SSI, which is one of ADVANC's major shareholders, who has expressed its intention to make a tender offer for all securities of ADVANC with the Company, INTUCH and the Company's Major Shareholder under the same tender offer and the same tender offer price as well as the same conditions offered by the Company, INTUCH and the Company's Major Shareholder. The Company and INTUCH will proceed with the ADVANC VTO in place of NewCo who has the obligation to make a mandatory tender offer for all securities of ADVANC. In addition, the Company's Major Shareholder will make a tender offer for all securities of ADVANC to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

2.5.2.2. Actions in relation to tender offer for all securities of THCOM by the way of the conditional voluntary tender offer

Making of the conditional voluntary tender offer for all securities of THCOM by the Company, INTUCH and the Company's Major Shareholder including GE, an existing major shareholder of THCOM, who has expressed its intention to proceed with the THCOM VTO with the Company, INTUCH and the Company's Major Shareholders. The Company and INTUCH will proceed with the THCOM VTO in place of NewCo who has the obligation to make a mandatory tender offer for all securities of THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation). The Company's Major Shareholder will make a tender offer for all securities of THCOM to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

2.5.2.3. Actions in relation to debentures of the Company

Submission of the new terms and conditions for new debentures and other relevant documents, such as an agreement to appoint a debenture registrar and a debenture holder representative, with the key conditions being the same as those in the existing agreements, except for the name of the company, and other material terms that must be amended in accordance with the Amalgamation, the surrender of old debenture certificates, the issuance of new debenture certificates, the credit rating and any acts in relation to the debentures as necessary or appropriate.

2.5.2.4. Actions in relation to the public disclosure and the listing of shares of NewCo on the SET

- Disclosure of the information of the Company and INTUCH which relate to the Amalgamation and other relevant matters, including the notifications of resolutions of the Board of Directors' meetings and shareholders' meetings.
- Submission of the listing application to the SET for approval of NewCo's shares as listed securities on the SET.
- Other relevant actions (if any).

2.5.2.5. Actions in relation to the shares of the Company and INTUCH

- Determination of the record date to determine the shareholders who are entitled to attend the shareholders' meeting and the book closing date to determine rights to receive shares in NewCo from the allocation process.
- Allocation of shares in NewCo to its former shareholders according to their entitlement, the rounding of share fractions, and payment of compensation for the disregarded fractions of shares (if any).
- Preparation of a list of shareholders of NewCo (BorMorJor. 006) as a supporting document for the registration of the Amalgamation with the Ministry of Commerce.

2.5.2.6. Actions in relation to tax matters

- Notification of the Amalgamation between the Company and INTUCH within the period required by law to apply for tax exemptions, as specified in the Revenue Code.
- Obtaining Tax Identification Number for NewCo once the registration of Amalgamation with the Ministry of Commerce is completed.
- Value-added tax (VAT) registration and other registration in relation to the Amalgamation between the Company and INTUCH as well as NewCo within the tax submission period required by the law, filing of tax returns, and payment or refund of relevant taxes within the periods required by law for all relevant companies.
- Other matters (if any).

2.5.2.7. Actions in relation to corporate filings

- Registration for the reduction of registered capital of the Company by cancelling unissued shares and an amendment to the memorandum of association.
- Registration of the Amalgamation after the joint shareholders' meeting of the Company and INTUCH approves the matters relating to the Amalgamation.

2.5.3. The key procedures and tentative timeframes of the Restructuring Transaction

No.	Key Procedures	Tentative Timeframe*
1	The Company and INTUCH hold the shareholders' meetings to consider and approve the Restructuring Transaction, comprising the Amalgamation, the ADVANC VTO and the THCOM VTO and other matters relating to the Restructuring Transaction, which includes a reduction of registered capital by cancelling the unissued shares and an amendment to the memorandum of association to reflect the capital reduction.	October 3, 2024
2	When the shareholders' meetings of the Company and INTUCH resolve to approve the Restructuring Transaction, the Company and INTUCH notify their creditors in writing and publish their shareholders' meetings' resolution in a newspaper or via electronic means for at least 3 consecutive days within 14 days from the date on which the shareholders' meetings pass the resolution approving the Amalgamation and allow the creditors to object to the Amalgamation within the period of 2 months from the date of receipt of the notification.	Fourth Quarter of 2024
3	After the satisfaction or waiver of all of the conditions precedent of the ADVANC VTO and the THCOM VTO, the Company, INTUCH, the Company's Major Shareholder and SSI will proceed with the ADVANC VTO and the Company, INTUCH, the Company's Major Shareholder and GE will proceed with the THCOM VTO with details as follows: **Conditions Precedent of the ADVANC VTO****: 1. All of the conditions precedent of the Amalgamation (as specified in Part 1 Clause 2.8 of this document) having been satisfied or waived, as the case may be, except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the Dissenting Shareholders, and the conditions relating to the joint shareholders' meeting of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the THCOM VTO having been satisfied or waived, as the case may be, (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the ADVANC VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waivers and such waivers not having been revoked and having remained in full force and effect: (1) Waiver on the obligation of NewCo to make a mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (2) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make a mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (3) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (4) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (5) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the ADVANC VTO having been obtained from the relevant government agencies or regulatory	Fourth Quarter of 2024 – First Quarter of 2025

No.	Key Procedures	Tentative Timeframe*
	bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the ADVANC VTO, with the terms and conditions of which the Company, INTUCH and the Company's Major Shareholder deem appropriate; 6. there having been no occurrence of any of the following events or actions since the date of announcement of the ADVANC VTO intention to the date on which all other conditions precedent related to the ADVANC VTO are satisfied or waived: 6.1 any event showing that ADVANC or ADVANC's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 ADVANC or ADVANC's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of ADVANC or ADVANC's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of ADVANC or ADVANC's subsidiaries, whether directly or indirectly; 6.3 ADVANC or ADVANC's subsidiaries have acquired or disposed of any assets material to the business operations of ADVANC or ADVANC's subsidiaries, except in the ordinary course of business; 6.4 ADVANC or ADVANC's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 ADVANC or ADVANC's subsidiaries have repurchased its shares (treasury stock) or procured or supported ADVANC's subsidiaries or associated companies to purchase shares in ADVANC or ADVANC's subsidiaries; 6.6 ADVANC or ADVANC's subsidiaries have solicited any third party to amalgamate or merge with ADVANC or ADVANC's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the ADVANC VTO, or on the business, financial condition or assets of ADVANC, or ADVANC's subsidiaries; and 6.8 ADVANC has done anything which caused a significant reduction in the value of ordinary shares in ADVANC. Conditions precedent of THCOM VTO**: 1. All of the conditions precedent of the Amalgamation (as specified in item 2.8 of this document) having been satisfied or waived, as the case may be, (except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the Dissenting Shareholders, and the	

No.	Key Procedures	Tentative Timeframe*
	conditions relating to the joint shareholders' meeting of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the ADVANC VTO having been satisfied or waived, as the case may be, (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the THCOM VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and having remained in full force and effect: (1) Waiver on the obligation of NewCo to make mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (2) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (3) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (4) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (5) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the THCOM VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the THCOM VTO, with the terms and conditions of which the Company, INTUCH, GE and the Company's Major Shareholder deem appropriate; 6. there having been no occurrence of any of the following events or actions since the date of announcement of the THCOM VTO intention to the date on which all other conditions precedent related to the THCOM VTO are satisfied or waived: 6.1 any event showing that THCOM or THCOM's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 THCOM or THCOM's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of THCOM or THCOM's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of THCOM or THCOM's subsidiaries, whether directly or indirectly;	

No.	Key Procedures	Tentative Timeframe*
	6.3 THCOM or THCOM's subsidiaries have acquired or disposed of any assets material to the business operations of THCOM or THCOM's subsidiaries, except in the ordinary course of business; 6.4 THCOM or THCOM's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 THCOM or THCOM's subsidiaries have repurchased its shares (treasury stock) or procured or supported THCOM's subsidiaries or associated companies to purchase shares in THCOM or THCOM's subsidiaries; 6.6 THCOM or THCOM's subsidiaries have solicited any third party to amalgamate or merge with THCOM or THCOM's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the THCOM VTO or on the business, financial condition or assets of THCOM, or THCOM's subsidiaries; and 6.8 THCOM has done anything which caused a significant reduction in the value of ordinary shares in THCOM.	
4	The Purchaser purchases shares of the Company and INTUCH from the Dissenting Shareholders	First Quarter of 2025
5	The Board of Directors of INTUCH considers and approves the payment of the special dividend and determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date. *(which may be on the same period, or before or after the completion of the purchase of shares from the Dissenting Shareholders).*	First Quarter of 2025
6	The date to determine INTUCH's shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date *(after the completion of the purchase of shares from the Dissenting Shareholders).*	First Quarter of 2025
7	Commencement of the suspension of trading of shares of the Company and INTUCH to prepare for the allocation of shares in NewCo.	First Quarter of 2025
8	The Company and INTUCH jointly hold a joint shareholders' meeting to consider various matters necessary for the Amalgamation in accordance with the PLCA, including name, capital, allocation of shares, objectives, memorandum of association and articles of association, directors and auditor of NewCo, etc.	First Quarter of 2025
9	The Company and INTUCH will proceed with the registration of the Amalgamation with the Ministry of Commerce. Once the registration of the Amalgamation is completed, the Company and INTUCH will cease their status as juristic persons, and NewCo, which is formed as a result of the Amalgamation, shall assume all of the assets, liabilities, rights, duties, and responsibilities of both companies by operation of law.	Second Quarter of 2025
10	After the registration of NewCo, NewCo will submit an application for NewCo shares for approval as a listed securities in the SET and other required documents to the SET. Once the SET approves the said application, the shares of NewCo will become listed securities on the SET and the shares of the Company and INTUCH will be delisted from the SET on the same day.	Second Quarter of 2025

Remarks:

* The above tentative timeframes are only an estimated tentative timeline and may be subject to change, as appropriate.

** As of the date of this document, the Company and other relevant persons who applied for the waivers have obtained all applied waivers by the SEC Office and/or the Takeover Panel as specified in the third procedure, the conditions precedent no. 3 of the ADVANC VTO and the conditions precedent of the THCOM VTO.

Source: The Company

2.6. Capital of NewCo

NewCo's registered and paid-up capital will be THB 14,939,837,683 divided into 14,939,837,683 ordinary shares at a par value of THB 1 per share, which is equivalent to the combined total amount of the Company's and INTUCH's registered and paid-up capital after the completion of the reduction of the registered capital of the Company and INTUCH and the Amalgamation.

2.7. Details of the allocation of shares in NewCo to the shareholders and capital of NewCo

As part of the process of the Amalgamation, the shares in NewCo will be allocated to the shareholders of the Company and INTUCH whose names appear in each company's shareholders register books at the date or time to be further determined.

In determining the allocation ratio of shares in NewCo to the shareholders of the Company and INTUCH, the Company has considered the valuation of the Company and INTUCH in accordance with the generally accepted business valuation methodologies used for investment decisions, such as the volume-weighted average price approach, the sum-of-the-part (SOTP) approach with the discounted cash flow (DCF) basis, the market comparable approach, etc. Such allocation ratios are determined between the Company and INTUCH in consideration of the business valuation of the two companies and in accordance with the negotiation between the Company and INTUCH, as the amalgamating companies.

In this regard, the appropriate valuation methodologies used by the Company for consideration of determining the share allocation ratio in NewCo consist of 2 methodologies as follows:

Valuation Methodology	Rationale and Appropriateness
1) Volume-weighted average price (VWAP)	Since both companies have the large market capitalization and certain amount of trading liquidity, therefore, volume and price are deemed to be traded reflecting the demand and supply of the two companies based on investors' perspectives and the historical and current performance of the two companies perceived by investors appropriately. The period considered is based on the historical period prior to the date of the Company's Board of Directors' Meeting, hence, it was not impacted by the announcement of the Restructuring Transaction.
2) Sum-of-the-Part (SOTP) approach with discounted cash flow (DCF)	Due to the fact that the Company has various businesses, including energy business, infrastructure and utilities business, digital business,

Valuation Methodology	Rationale and Appropriateness
basis, with INTUCH's special dividend has been considered	and other investments, while INTUCH has an investment in ADVANC as its significant asset. The valuation has also taken into account INTUCH's special dividend of THB 4.5 per share, which has been considered and agreed in principle by INTUCH's Board of Directors. Hence, this valuation methodology appropriately reflects the values of the two companies based on cashflow generation in the future, along with other investment and interest-bearing debts of the two companies

The share allocation ratio in NewCo will be as follows:

NewCo will have the registered and paid-up capital of THB 14,939,837,683, divided into 14,939,837,683 ordinary shares at a par value of THB 1 per share:

(A) 1 existing share in the Company to 1.02974 shares in NewCo; and

(B) 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company, whereas the allocation of shares in NewCo shall be made to all shareholders of INTUCH except the Company).

The allocation of shares in NewCo to the shareholders of the Company and INTUCH will be based on the above allocation ratios. The shares in NewCo will be allocated to the Company, as one of INTUCH's shareholders, on an equitable basis with all other shareholders of INTUCH. However, since the Company will cease its status as a juristic person as a result of the Amalgamation, the allocation ratios of shares in NewCo to the shareholders of the Company and INTUCH already reflects the equity interest held by the Company in INTUCH.

The Company and INTUCH will propose to the shareholders' meeting of the Company and INTUCH to consider and approve the above share allocation ratios while the allocation of shares in NewCo to the shareholders of the Company and INTUCH pursuant to the said allocation ratios shall be further proposed to the joint shareholders' meeting of the Company and INTUCH for consideration and approval.

In addition, the Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH's shareholders. Such special dividend payment is part of the Restructuring Transaction which will be paid from the retained earnings of INTUCH in the amount of THB 4.5 per share. Another Board of Directors' Meeting of INTUCH will be called to consider and approve the amount of the special dividend, including the determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date, once the key conditions of the Amalgamation are satisfied. It is expected that the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date will be after the completion of the purchase of shares from the Dissenting Shareholders and before the completion of the Amalgamation.

However, the ADVANC VTO, the THCOM VTO and INTUCH's payment of special dividend will not result in any change in allocation ratios of shares in NewCo to the shareholders of the Company and INTUCH.

With regard to the abovementioned allocation of shares in NewCo to the shareholders in accordance with the allocation ratios, if there is a fraction of a share which is greater than or equal to 0.5 share as a result of the calculation in accordance with the foregoing allocation ratios, such fraction will be rounded up to 1 share but if a fraction of a share is less than 0.5 share, such fraction will be disregarded. After the Amalgamation is completed, NewCo will pay cash compensation for the lesser share to the relevant shareholders with respect to the disregarded fraction of share at the nominal price (the "Compensation Per Share"). The Company and INTUCH will further determine and disclose the amount and payment period of such Compensation Per Share at the time of calling the joint shareholders' meeting of the Company and INTUCH.

In order to ensure that the registered and paid-up capital of NewCo consists of the afore-mentioned amount of ordinary shares and par value, the Company's Major Shareholder has agreed to be a balancer (the "Balancer") for the purpose of the share rounding-off and shall pay to, or receive compensation from, NewCo for such shares balancing. Therefore, if the total number of issued and paid-up shares in NewCo, which is calculated according to the foregoing ratios and rounding mechanism, is more than the above-mentioned amount, NewCo will allocate fewer shares to the Balancer so that the total number of issued and paid-up shares in NewCo will be equal to the abovementioned amount. NewCo will compensate the Balancer in cash for such fewer number of shares allocated, at an amount equivalent to the number of such fewer shares in NewCo being allocated to the Balancer multiplied by the Compensation Per Share. In the event that the total number of issued and paid-up shares in NewCo, which is calculated according to the foregoing ratios and rounding mechanism, is less than the abovementioned amount, NewCo will allocate additional shares to the Balancer so that the total number of issued and paid-up shares in NewCo will be equal to the above-mentioned amount. In this case, the Balancer will pay for the additional shares in NewCo at the amount equivalent to the number of the additional number of shares in NewCo allocated to the Balancer multiplied by the Compensation Per Share.

2.8. Conditions of the Amalgamation

The completion of the Amalgamation is subject to the satisfaction or completion or waiver, as the case may be, of the conditions which are necessary for, or relating to, the Amalgamation, as set out in the Amalgamation Agreement, including the following key conditions:

(A) the Company and INTUCH having entered into the Amalgamation Agreement and other documents relating to the Amalgamation, if any, and the said agreement and documents having not been terminated or rescinded;

(B) the shareholders' meetings of the Company and INTUCH having resolved to approve the Amalgamation and other relevant agenda and such approval resolutions not having been revoked and remained in full force and effect;

(C) the Company and INTUCH having finalised and agreed on the form of documents, plans, policies and appointment of management of NewCo relating to the implementation of the Amalgamation and there having been no material breach of any provisions of the foregoing agreement;

(D) no creditor's objection to the Amalgamation or in case of creditor's objection to the Amalgamation, the Company and INTUCH, as the case may be, being able to reasonably deal with the debts of the objected creditor in accordance with requirement under the law;

(E) each of the Company, INTUCH and their respective group companies having obtained all necessary approvals, consents or waivers from financial institution creditors and other counterparties to finance agreements which are requisite or relevant to the Amalgamation, as specified in the relevant agreement or documents, including any amendment thereto (and such approval, consents, waivers and/or amendments not having been revoked and remaining in full force and effect), or in the case where the Company and INTUCH do not obtain such approvals, consents or waivers, the Company and INTUCH being able to deal with such debts as deemed appropriate by their respective Board of Directors or the person(s) authorised by their respective Board of Directors;

(F) each of the Company, INTUCH and their respective group companies having obtained approvals, consents or waivers from other counterparties to agreements which are requisite or relevant to the Amalgamation, as specified in the relevant agreement or documents, including any amendment thereto in case such agreements contain any terms and conditions which obstruct the Amalgamation (and such approval, consents, waivers and/or amendments not having been revoked and remaining in full force and effect), or in the case where the Company and INTUCH do not obtain such approvals, consents or waivers, the Company and INTUCH being able to deal with such agreements as deemed appropriate by their respective Board of Directors or the person(s) authorised by their respective Board of Directors ;

(G) the Company, INTUCH, their respective group companies and their major shareholders who are relevant to and/or affected by the Amalgamation having obtained relevant and required approvals and/or waivers under the law from the relevant government agencies or regulatory bodies (including, but not limited to the Takeover Panel and/or the SEC Office), all in accordance with the application therefor and on the terms and conditions which are acceptable to the Company, INTUCH, their respective group companies and their major shareholders who are relevant to and/or affected by the Amalgamation, and such approvals and/or waivers not having been revoked and remaining in full force and effect, and to the extent where there are any conditions to such approvals and/or waivers, such conditions having been satisfied or waived (as the case may be);

(H) the ADVANC VTO and the THCOM VTO having been completed;

(I) the purchase of shares from the Dissenting Shareholders, if any, according to the rules under Section 146 of the PLCA having been completed;

(J) no event of default set forth under the Amalgamation Agreement having occurred;

(K) the shareholders of the Company and INTUCH having convened the joint shareholders' meeting and having resolved to approve the matters necessary for the Amalgamation according to the meeting's agenda and within the period required by the law and such resolutions not having been revoked and having remained in full force and effect;

(L) during a period of 1 year prior to the signing date of the Amalgamation Agreement, there having been no material misrepresentations or omissions in the annual registration statement, the annual reports, or any other public disclosures filed by the Company and INTUCH, as applicable, in respect of a fact or circumstance of which negative impact results in or could potentially result in (a) a materially adverse or significant effect on the success of the Amalgamation (the "Amalgamation Material Adverse Change") or (b) a materially adverse or significant effect on the business, financial condition or assets of the Company, INTUCH, or their respective group companies (the "Party Material Adverse Change");

(M) there not having been any incident or change (including any prospective change) that results in or could potentially result in the Amalgamation Material Adverse Change or the Party Material Adverse Change, whether or not arising in the ordinary course of business;

(N) the Company having not disposed of any or all of its currently held shares in INTUCH;

(O) INTUCH having not disposed of any or all of its currently held shares in ADVANC.

As of the date of this document, the Company and INTUCH have entered into the Amalgamation Agreement pursuant to item (a) of the conditions of the Amalgamation above.

Furthermore, the Amalgamation may not be proceeded further and may be cancelled in case of occurrence of any material event which affects the corporate structure of the Company and/or INTUCH (and/or their respective group companies), e.g. the increase or reduction of capital of the Company or INTUCH which is not for a purpose of the Restructuring Transaction, or the appointment of a liquidator or receiver for company dissolution or any change in corporate governance structure or corporate governance policies, in accordance with the relevant conditions under the Amalgamation Agreement.

3. General Information of NewCo

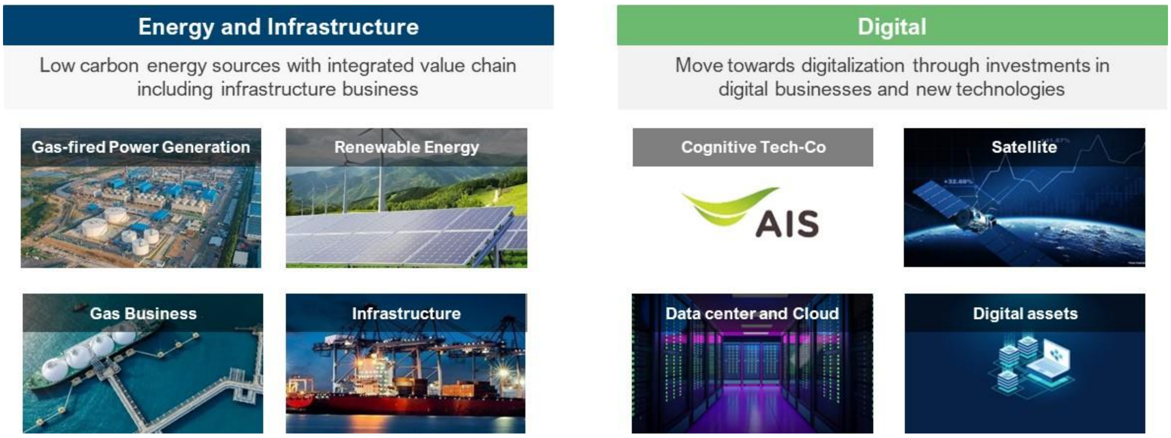
3.1. Business Overview of NewCo

NewCo, a new entity to be formed by the Amalgamation between the Company and INTUCH in accordance with the PLCA, will assume all assets, liabilities, rights, duties, and responsibilities of both companies. Any creditors or debtors of the Company and INTUCH will become creditors or debtors of NewCo. All obligations under contracts between both companies and contractual counterparties, including other obligations, will also be assumed by NewCo. After the shareholders' meeting of each of the Company and INTUCH having approved the Amalgamation, each of the Company and INTUCH will coordinate with the relevant government agencies to, among others, obtain approval, waiver, or make filing, for a transfer and issue of relevant licenses with respect to the business operations of NewCo in order that the transfer and issue of licenses with respect to the business operations of NewCo will be completed before the registration of the Amalgamation with the Ministry of Commerce or as soon as possible thereafter.

Moreover, NewCo will assume the existing rights and obligations of each of the Company and INTUCH as a shareholder of its subsidiaries, affiliated companies and other companies in which each of the Company and INTUCH has invested.

As part of the Amalgamation process, the Company and INTUCH will arrange for a submission of a listing application with the SET for the shares in NewCo to be listed on the SET in accordance with the relevant regulations of the SET.

NewCo's Group Structure



NewCo will be a holding company and will become one of the regional integrated energy & infrastructure and digital conglomerates in which NewCo will further determine the companies operating the core businesses pursuant to the requirements of the law. NewCo will invest in 2 core businesses, i.e. 1) energy and Infrastructure business, and 2) digital business.

3.1.1. Energy, Infrastructure and Utilities Business

3.1.1.1. Gas-fired Power Business can be divided into 4 categories based on the type of Power Purchase Agreement as follows:

- IPP Power Projects (Independent Power Producer: IPPs)
- SPP (Small Power Producer: SPPs)
- Captive Power Project in Duqm Special Economic Zone (Duqm SEZ) in Oman
- Gas-fired Power Project in Merchant Market in USA

Apart from that, NewCo will provide relevant management services within NewCo's Group, ranging from managing projects at the development and construction stage to managing the projects after achieving commercial operation, under management service agreements, secondment agreements, and short-term funding agreements.

3.1.1.2. Renewable Energy Business

- Biomass Power Project
- Solar Power Projects including solar farms, solar farms with battery energy storage systems (Solar BESS) and solar rooftops;
- Wind Power Projects, comprising offshore and onshore wind farms;
- Waste-to-Energy Projects, comprising municipal waste-to-energy power project and industrial waste-to-energy power projects;
- Hydroelectric Power Projects.

3.1.1.3. **Gas Business**

- Natural Gas Distribution Projects
- LNG Terminal Project
- LNG Shipper Project

3.1.1.4. **Infrastructure and Utilities Business**

- Bang Pa-In – Nakhon Ratchasima (M6) and Bang Yai - Kanchanaburi (M81) Intercity Motorway Projects in respect of Operation and Maintenance: O&M;
- Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1);
- Laem Chabang Port Development Phase 3 Project (Terminal F);
- Public Terminal Management Project for the Handling of Liquid Products (Thai Tank Terminal); and
- Electricity Distribution System and District Chilled Cooling System for One Bangkok Project

3.1.2. **Digital Business**

3.1.2.1. **Telecommunications Infrastructure and Smart Technology Services Business**

ADVANC is the leader of telecommunications infrastructure and smart technology services, covering 4 main services as follows:

- **Mobile Communication Service** provides both prepaid and monthly subscription services with 4G and 5G technology under the “AIS” brand.
- **High-speed Fixed Broadband Service** through fibre-optic cable technology under the “AIS Fibre3” and “3BB Fibre3” brands.
- **Enterprise Business Service** through data and network connectivity for enterprise business.
- **Digital Service** involves new services focusing on building added values by leveraging AIS telecommunications services, comprising entertainment platforms and video contents, mobile financial and insurance transaction services, and digital marketing services.

3.1.2.2. **Other Digital Businesses**

GE, a wholly owned subsidiary under NewCo’s Group, focuses on investing in and developing digital infrastructure and provides digital services, including digital solutions, to a broad range of customers. Its current portfolio consists of the investments in various businesses, including:

- **Satellite Communications Service** under THCOM, one of the leading satellite operators in Asia.
- **Digital Asset Exchange Business** under Gulf Binance
- **Data Center Business** under GSA DC

- **Cloud Business** through partnership with Google Cloud

3.2. Business Sustainability

NewCo will be a new juristic entity resulting from the Amalgamation between the Company and INTUCH. In any case, NewCo will continue to give importance to conducting business in a sustainable manner, including establishing a strategy to manage environmental, social and governance (ESG) issues. To this end, in order to ensure sufficient and appropriate governance, NewCo will establish a governance structure and the Board's sub-committees as required by law. With regards to the sustainability governance structure of NewCo, NewCo will consider establishing the Board's sub-committee to oversee issues related to sustainability, corporate governance, risk management and compliance, as well as designating specific senior executives to be directly responsible for the management of such issues.

3.3. Shareholding Structure of NewCo

The list of the top ten shareholders of NewCo, after the registration of the Amalgamation with the Ministry of Commerce will be preliminarily as follows:

No.	Shareholders	Shareholding (%)
1.	Group of Mr. Sarath Ratanavadi	59.7
	• Mr. Sarath Ratanavadi	29.0
	• Mrs. Nalinee Ratanavadi[10]	0.2
	• Gulf Holdings (Thailand) Company Limited [11]	3.9
	• Gulf Capital Holdings Limited[12]	18.1
	• Gulf Investment and Trading Pte. Ltd.[13]	8.6
2.	Singtel Global Investment Pte. Ltd.	9.1
3.	Thai NVDR Company Limited (4)	4.1
4.	South East Asia UK (Type C) Nominees Limited(4)	2.1
5.	Sino-Thai Engineering & Construction Public Company Limited	1.5
6.	Social Security Office (4)	1.1
7.	Bangkok Bank Public Company Limited	1.0
8.	Rojana Industrial Park Public Company Limited	0.8
9.	State Street Europe Limited (4)	0.7

[10] Spouse of Mr. Sarath Ratanavadi

[11] A limited company registered under the laws of Thailand wholly owned by Mr. Sarath Ratanavadi

[12] A limited company registered under the laws of Hong Kong of which Mr. Sarath Ratanavadi is a beneficiary. The shareholding information in the table represents the total number of shares that are held directly and indirectly through custodian.

[13] A limited company registered under the laws of Singapore of which Mr. Sarath Ratanavadi is a beneficiary. The shareholding information in the table represents the total number of shares that are held directly and indirectly through custodian.

No.	Shareholders	Shareholding (%)
10.	Mr. Permsak Kengmana	0.3
11.	Others	19.5
Total		100.0

Remark:

The above list of the top ten shareholders of NewCo is prepared on the following assumptions:

(1) after the Amalgamation, the total issued and paid-up shares of NewCo will be 14,939,837,683 shares at a par value of THB 1 per share, which comprises a combination of the amount of the paid-up capital of the Company and INTUCH;

(2) the above shareholding structure is a reference to the allocation of shares in NewCo to its shareholders according to the Share Allocation Ratios, which is based on the shareholding information of the Company as of August 9, 2024 and the shareholding information of INTUCH as of August 9, 2024 which are the latest Record Date of each company;

(3) no Dissenting Shareholders of the Company and INTUCH sell their shares to the Purchaser;

(4) including shares to be allocated as shareholders of both the Company and INTUCH

Source: The Company

3.4. Board Structure of NewCo

The Board of Directors of NewCo will be considered and appointed by the joint shareholders' meeting of the Company and INTUCH which will be the final step of the Amalgamation pursuant to Section 148 of the PLCA prior to the registration of incorporation of NewCo. The Board of Directors of NewCo will consist of qualified persons to hold directorship pursuant to the PLCA, the SEC Act as well as the rules of the SEC Office and the SET. The structure of the Board of Directors of NewCo will consist of independent directors of not less than one-third of the total number of directors, and in any case, not less than 3 persons according to the rules of the SEC Office and the SET. NewCo will also consider setting up subcommittees, including the Audit Committee which shall consist of not less than 3 independent directors, and other subcommittees, such as the sustainability committee.

3.5. Pro forma financial highlights of NewCo

The pro forma consolidated financial information of NewCo has been jointly prepared by the managements of the Company and INTUCH (which has already been assured in accordance with Thai Standard of Assurance Engagements 3420 by KPMG Phoomchai Audit Ltd. ("KPMG"), the auditor of the Company) for the purpose of the Amalgamation between the Company and INTUCH. NewCo is expected to be incorporated in connection with this Amalgamation. The pro forma consolidated financial information of NewCo consists of the pro forma consolidated statement of financial position as of December 31, 2023 and 2022 and as of June 30, 2024 and the pro forma consolidated statement of comprehensive income for the year ended December 31, 2023 and 2022 and for the six-month periods ended June 30, 2024 and 2023 (the "Pro Forma Consolidated Financial Information"). The key assumptions used in the preparation of the Pro Forma Consolidated Financial Information are as follows:

1) The Amalgamation between the Company and INTUCH had occurred on January 1, 2022.
2) NewCo will have the registered and paid-up capital of THB 14,939,837,683, representing 14,939,837,683 shares, with a par value of THB 1 per share, which will be equal to the sum of the paid-

up capital of the Company and INTUCH. As part of the Amalgamation, 1 existing share in the Company will be converted into 1.02974 shares in NewCo and 1 existing share in INTUCH will be converted into 1.69335 shares in NewCo (excluding the shares of INTUCH held by the Company) (the “Allocation Ratio”), respectively. The allocation ratio of NewCo shares to the shareholders of the Company already reflects the equity interest held by the Company in INTUCH, and accordingly there shall be no allocation of NewCo shares to the Company for the Allocation Ratio for the shareholders of INTUCH.

3) This Amalgamation is considered as the business combination achieved in stages (the “Step Acquisition”) pursuant to the provisions of the Thai Financial Reporting Standard (the “TFRS”) 3, Business Combinations, which requires the Company’s previously held equity interest in INTUCH be remeasured to fair value by reference closing price as of August 8, 2024. The profit on the remeasurement is directly related to the Amalgamation but is nonrecurring in nature. Therefore, a pro forma adjustment for the profit is made to the pro forma consolidated statement of financial position only.
4) The Company is considered as an acquirer of the Amalgamation for an accounting purpose because the Company’s market capitalisation is higher than INTUCH’s market capitalisation. Hence, the Pro Forma Consolidated Financial Information presents the Company’s financial information at historical book values while the assets acquired and liabilities assumed of INTUCH are assumed at fair value from initial assessment. The consideration to be exchanged for INTUCH’s net assets will be shares that NewCo will issue to the shareholders of INTUCH and the shares in INTUCH held by the Company which will be measured at fair value based on August 8, 2024.
5) In preparing of purchase price allocation, the identified assets acquired and liabilities assumed of INTUCH approximate fair value except investment in ADVANC which will be measured with fair value based on closing price as of August 8, 2024, and intangible assets and related deferred tax liability embedded in investment in ADVANC which is present at fair value from initial assessment.
6) Gain on bargain purchase has been computed by using the difference between the consideration to be paid to shareholders of INTUCH and the preliminary fair value of the assets acquired and liabilities assumed from INTUCH. The result of the fair value assessment and final purchase price allocation may result in a material change in the fair value of the net assets acquired and result in the value of gain on bargain purchase since the gain on bargain purchase is directly related to the Amalgamation but is nonrecurring in nature. Therefore, a pro forma adjustment for the gain is made to the pro forma consolidated statement of financial position only.
7) The Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH’s shareholders at a rate of THB 4.50 per share, totalling approximately THB 14,430 million (the “Special Dividend”) as a part of the Amalgamation. The dividend payment date is expected to be before the completion of the Amalgamation. The source of funds for the Special Dividend is assumed from its internal cash flow.

The purpose of the Pro Forma Consolidated Financial Information is for the shareholders to understand the preliminary impact from the Amalgamation, and it is not to be used for other purposes. If the events impacting the results of operations change significantly, the actual result of operations may differ significantly. Any assumptions used in the preparation of the Pro Forma Consolidated Financial Information do not guarantee the operating performance or any future events. Therefore, the shareholders should consider additional information in other sections when making decisions.

3.6. Pro forma consolidated financial highlights

The pro forma consolidated financial highlights of NewCo for the years ended December 31, 2022 and 2023 and for the six-month periods ended June 30, 2023 and 2024 are presented as follows:

(unit: THB Million, unless otherwise stated)	For the year ended December 31		For the six-month periods ended June 30	
	2022	2023	2023	2024
Pro Forma Consolidated Statement of Financial Position				
Total assets	582,877	618,208		638,661
Total liabilities	289,859	315,506		338,050
Total equity	293,018	302,702		300,611
Equity attributable to the owners	268,768	274,583		272,211
Pro Forma Consolidated Statement of Comprehensive Income				
Total revenues [1]	95,305	116,983	60,523	64,918
Revenue from sale and services	84,435	100,713	52,822	55,328
Revenue from lease contracts under power purchase agreement	4,813	8,039	3,617	5,366
Revenue from service concession arrangement	4,212	4,195	2,161	2,162
Revenue from management fee	703	1,107	370	335
Other revenue	1,142	2,929	1,553	1,727
Gross profit from sale, services, and lease contracts under PPA	18,705	21,052	10,384	11,397
Gross profit	19,439	22,033	10,754	11,759
EBIT [2]	26,259	35,514	15,820	19,010
EBITDA [3]	31,334	39,707	17,781	21,290
Net profit	16,308	24,441	10,107	11,570
Net profit attributable to the owners	13,588	17,923	7,756	9,831
Core profit [4]	14,249	18,603	8,231	10,543
Earnings per share (THB) [5]	0.91	1.20	0.52	0.66

Remark:

(1) Total revenues are the sum of revenues from sales, lease contracts under the PPA, service concession arrangement, management fee, other income, interest income and dividend income

(2) Earnings before interest and income tax including share profit (loss) from associated companies and joint ventures but excluding the foreign exchange net gain (loss) and unrealized gain (loss) on the derivatives of associated companies and joint ventures

(3) Earnings before interest, income tax, depreciation and amortization, including share profit (loss) from associated companies and joint ventures but excluding the foreign exchange net gain (loss) and unrealized gain (loss) on the derivatives of associated companies and joint ventures

(4) Net profit attributable to owners before the foreign exchange net gain (loss) and unrealized gain (loss) on the derivatives of associated companies and joint ventures

(5) Net profit attributable to owners divided by the issued and paid-up shares of NewCo (14,939,837,683 shares) to be allocated to the shareholders of the Company and INTUCH

Source: The Company

In addition, in case there is an adjustment of aforementioned pro forma consolidated financial highlights of NewCo by excluding the reversal of the provision for the unpaid operating agreement fee and interest of ITV Public Company Limited ("ITV") in relevant items of 2023, the adjusted pro forma consolidated statement of comprehensive income will be as follows:

	For the year ended December 31		For the six-month periods ended June 30	
(unit: THB Million, unless otherwise stated)	2022	2023	2023	2024
Adjusted Pro Forma Consolidated Statement of Comprehensive Income [6]				
Total revenues	95,305	116,983	60,523	64,918
Revenue from sale and services	84,435	100,713	52,822	55,328
Revenue from lease contracts under power purchase agreement	4,813	8,039	3,617	5,366
Revenue from service concession arrangement	4,212	4,195	2,161	2,162
Revenue from management fee	703	1,107	370	335
Other revenue	1,142	2,929	1,553	1,727
Gross profit from sale, services, and lease contracts under PPA	18,705	21,052	10,384	11,397
Gross profit	19,439	22,033	10,754	11,759
EBIT	26,259	32,623	15,820	19,010
EBITDA	31,334	36,816	17,781	21,290
Net profit	16,308	21,551	10,107	11,570
Net profit attributable to owners	13,588	16,393	7,756	9,831
Core profit	14,249	17,073	8,231	10,543
Earnings per share (THB)	0.91	1.10	0.52	0.66

Remark:

(6) Excluding the reversal of provision for unpaid operating agreement fee and interest of ITV in relevant items of 2023

Source: The Company

Key Adjustments in the Pro Forma Consolidated Statement of Comprehensive Income:

- The intercompany transaction between the Company and INTUCH, namely the share of profit of INTUCH recorded in the Company's account, is eliminated in the pro forma consolidated statement of income. The share of profit of INTUCH for the year ended December 31, 2022 and 2023 and for the six-month periods ended June 30, 2023 and 2024 are THB 4,485 million, THB 6,196 million, THB 2,612 million and THB 3,177 million, respectively.

- The amortization related to the preliminary assessment of the fair value of the assets acquired (investment in ADVANC) that is non-cash item for the year ended December 31, 2022 and 2023 is assumed to be THB 3,878 million and for the six-month periods ended June 30, 2023 and 2024 is assumed to be THB 1,939 million. Therefore, the pro forma consolidated statement of comprehensive income illustrates such values deducting the amortization from the share of profit of associated companies received from its investment in ADVANC.

3.7. Key Financial Ratios

Key financial ratios based on the pro forma consolidated statement of financial position and the adjusted pro forma consolidated statement of comprehensive income for the years ended December 31, 2022 and 2023 and for the six-month periods ended June 30, 2023 and 2024 are presented as follows:

Financial Ratio	Unit	For the year ended December 31		For the six-month periods ended June 30	
		2022	2023	2023	2024
Gross profit margin from sale, services, and lease contracts under PPA [1]	%	21.0	19.4	18.4	18.8
EBITDA margin	%	32.9	31.5	29.4	32.8
Net profit margin	%	17.1	18.4	16.7	17.8
Net profit attributable to the owners / total revenue	%	14.3	14.0	12.8	15.1
Core profit margin	%	15.0	14.6	13.6	16.2
Return on assets [2]	%	n/a	3.6	n/a	3.7
Return on equity [3]	%	n/a	7.2	n/a	7.7
Current ratio [4]	Time	1.1	1.0	n/a	0.9
Net interest-bearing debt to equity [5]	Time	0.7	0.8	n/a	0.9

Remarks:

(1) Calculated from gross profit from sale, services, and lease contracts under PPA / sum of (a) revenue from sale and services and (b) revenue from lease contracts under power purchase agreement

(2) Calculated from net profit (annualized, as applicable) / average total assets

(3) Calculated from net profit (annualized, as applicable) / average total equity

(4) Calculated from total current assets / total current liabilities

(5) Net interest-bearing debt to equity ratio that must be maintained in accordance with the terms and conditions is calculated by finding the difference of (a) total interest-bearing debt, deducting (b) cash and cash equivalents and (c) deposits at financial institutions used as collateral, and divided by total equity which excludes other components of equity

Source: The Company

3.8. Any other information which affects or may affect the shareholders' rights and benefits, or the investment decision, or the change in price of listed securities

The significant factors that may affect the rights and benefits of shareholders, and the decision, the change in price of listed securities of the Company as a result of the Amalgamation are as set out below:

3.8.1. Risk concerning tax matters

The Amalgamation which has been carried out in accordance with the PLCA, the Revenue Code, the Royal Decree, the Notifications of the Director-General of the Revenue Department as well as the guidelines of the Revenue Department will be exempted from tax relating to such Amalgamation. Therefore, the Company and INTUCH, as well as shareholders of the Company and shareholders of INTUCH will be exempted from tax under the provisions of the Revenue Code, including the exemption of the income tax granted to the shareholders, in respect of the benefits received from the Amalgamation, as a result of the sale of their shares in the Company or INTUCH in exchange for the shares in NewCo (for the part which is determined as income exceeding the cost). The tax exemption granted to the amalgamating companies and the exemption of the income tax granted to the shareholders in respect of the benefits received from the Amalgamation will be subject to the fact that the amalgamating companies shall not be obligors with outstanding tax liabilities to the Revenue Department on the Amalgamation date unless a security covering such outstanding tax liabilities has been provided to the Revenue Department. At present, the Company and INTUCH do not hold status as obligors concerning outstanding tax liabilities to the Revenue Department and do not have any outstanding taxes payable to the Revenue Department.

In addition, if the amalgamating companies have remaining tax loss before the Amalgamation, a new company formed as a result of the Amalgamation will not be able to utilise such tax loss. The Company and INTUCH will need to utilise such tax loss within the accounting period ending before the Amalgamation.

After the completion of the Amalgamation, the Company and INTUCH will cease their juristic person status, but the Company and INTUCH still have tax-related obligations and liabilities for the tax years whose prescription period remains prior to the cessation of juristic person status. The new company formed as a result of the Amalgamation will also assume liabilities that may arise from the tax audit and assessment of the Company and/or INTUCH (if any). However, the main revenue of the Company and INTUCH consists of dividends which fall within the exemption of corporate income tax pursuant to relevant laws. In the past, the Company and INTUCH did not have any tax issues or disputes with the Revenue Department and relevant agencies.

The Dissenting Shareholders (whether juristic persons or individual shareholders) may be subject to income tax on capital gains from the sale of shares, as the purchase of shares from the Dissenting Shareholders may be made over-the-counter or by other means as the Purchaser deems appropriate under the law, and in the case of an over-the-counter purchase, the Dissenting Shareholders (both juristic persons and individual shareholders) may be subject to income tax on capital gains for their sale of shares.

3.8.2. Impact from share allocation in NewCo

The Amalgamation also includes the allocation of shares in NewCo to existing shareholders of the Company and INTUCH (excluding the Company) at a different ratio. The calculation according to allocation ratios may result in a fraction of shares in NewCo being allocated to existing shareholders of the Company and INTUCH (excluding the Company) which will be disregarded. In this regard, certain shareholders may be allocated a number of shares which are not eligible for main board trading (Odd-lot Shares), since the main board trading only trade multiple of 100 shares or more. Odd-lot trading is less liquid and generally trades at a lower price than board-lot trading. This may affect the shareholders with the said allocation.

3.8.3. Impact from implementation costs of the shareholding restructuring of relevant companies

The Company will incur various costs on implementing processes related to the shareholding restructuring of relevant companies, including the consideration payable to ADVANC's shareholders and THCOM's shareholders who sell their shares in the ADVANC VTO and THCOM VTO as well as expenses relating to such transactions, respectively, possible expenses related to creditors' objection of the Amalgamation, expenses on convening a joint meeting of shareholders of the Company and INTUCH, expenses on filing a listing application of NewCo, expenses related to name change of relevant licenses, etc. Such expenses may affect the profit of the Company and/or INTUCH (as well as NewCo after completion of the Amalgamation). The Company will use its best efforts to manage and control all relevant costs and expenses for the best interest of the Company.

3.8.4. Risk relating to different operational systems and organisational culture

There is a possibility that there are differences in the practices, processes and culture of each organisation. However, the Company and INTUCH are holding companies which invest in other companies and do not have many personnel. Therefore, before the completion of the Amalgamation, each of the amalgamating company's management will jointly prepare the clear guidelines and procedures for employees at all levels to have the same corresponding understanding and will engage personnel retention strategies for all employees to support their work continuity under NewCo.

3.8.5. Risk relating to changes of dividend policy of NewCo

Typically, the Company pays dividends once a year under the policy of payment of dividends of not less than 30 percent of the net profit according to its standalone financial statements after tax, required legal reserves and obligations under loan agreements (with additional conditions).

The dividend policy of NewCo is subject to the consideration and approval of a meeting of the Board of Directors of NewCo. Appointment of the Board of Directors of NewCo is subject to the consideration and approval of the joint shareholders' meeting of the Company and INTUCH which will be held at a later stage. Therefore, there is no assurance that the dividend policy of NewCo will align with the dividend policy of the Company. However, the Company expects that NewCo will have more opportunities to generate diversified revenue and income due to its broader business portfolios of energy business, infrastructure and digital business.

3.8.6. Risk relating to significant amounts of credit facilities which may have increased high expenses and financial costs or may not be available in full for completion of the Restructuring Transaction

The Company is obliged to secure a significant high amount of credit facility, according to the proportion that the Company purchase shares set forth under the tender offer document, to finance the ADVANC VTO and THCOM VTO which are one of the key conditions of the Amalgamation. The Company will use its best efforts to obtain such credit facility in full. Therefore, the Company may incur increased expenses to obtain such credit facilities or loans as well as high financial costs, which may have adverse effects on the Company's results of operation. Moreover, there is no assurance that the Company will be able to obtain such credit facilities to fund the tender offer in full in accordance with its proportion of purchase of tendered shares under the tender offer document.

Furthermore, in the event that the Company is able to obtain necessary funding and has purchased the tendered shares according to the specified portion in full, the Company may have incurred significant amounts of indebtedness which may have adverse effects on its financial position. However, the Company or NewCo may consider selling shares acquired from the tender offer to reduce their financial burden.

3.8.7. Risk relating to failure to satisfy the conditions precedent or other conditions under the Amalgamation Agreement or failure to comply with the commitment to purchase shares from the Dissenting Shareholders

The Amalgamation Agreement between the Company and INTUCH contains the conditions and obligations with which both parties shall comply. Any failure to perform such conditions or obligations could hinder the success of the Amalgamation. Additionally, any failure to perform the conditions precedent and other necessary conditions, including failure to proceed or unsuccessful proceeding of the ADVANC VTO and the THCOM VTO, a decision by the Purchaser not to buy shares from the Dissenting Shareholders for any reason, as well as the risk relating to failure to obtain any necessary approvals from the shareholders, which may impede the completion of the Restructuring Transaction.

Furthermore, if the Purchaser decides not to purchase shares from the Dissenting Shareholders upon the occurrence of any events, including the closing price of the Company's shares traded on the SET on October 2, 2024 is more than THB 45 per share, the closing price of INTUCH shares traded on the SET on October 2, 2024 is more than THB 76 per share (as of September 3, 2024 the closing price of the Company's shares and INTUCH's shares is THB 50.75 and THB 83.25, respectively, which is quite higher than the price set out by the Purchaser in the conditions on purchase of shares of the Company or the conditions on purchase of INTUCH's shares, as the case may be). In such case the Company and/or INTUCH is/are required to arrange for a new person and/or additional persons to act as the purchasers of shares from the Dissenting Shareholders. The consequence of which may delay the implementation of the Restructuring Transaction from the scheduled timeframe; and if the Company and/or INTUCH fail to arrange for the person to act as the new purchaser or additional purchasers so as to purchase shares from the Dissenting Shareholders in whole, the Amalgamation may not be implemented, which would result in cancellation of the Restructuring Transaction.

3.9. Legal dispute relating to the Restructuring Transaction

As of the date of this document, there is no legal dispute of the Company relating to the Restructuring Transaction.

3.10. Summary of key conditions related to the Transaction

3.10.1. Key conditions of the Amalgamation

The Board of Directors Meeting of No. 8/2024 of the Company, held on July 16, 2024, has resolved to approve for the Company to enter into the Amalgamation Agreement with INTUCH and comply with the terms and conditions of the Amalgamation, including the signing of the Amalgamation agreement and other documents related to the said agreement or the Restructuring Transaction. IFA hereby summarizes the details of the Amalgamation Agreement as observed and inquired about the essential content of the said agreement from the Company. The Company confirms that the said Amalgamation Agreement does not have any details that are materially different from those disclosed in the information memorandum, with the details that can be summarized as follows:

Amalgamation Agreement

No.	Topic	Details
1.	Parties	GULF and INTUCH
2.	Objectives	Entry into the Restructuring Transaction
3.	The Amalgamation	The Company and INTUCH will enter into the Amalgamation under the provisions specified in the PLCA in which the two companies will cease their status as juristic persons and a new entity will be formed as a public limited company (NewCo). NewCo shall assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law after the Amalgamation is completed. The Amalgamation shall be completed only when the conditions necessary for or related to the Amalgamation as specified in the Amalgamation Agreement have been fulfilled, terminated or waived (as the case may be).
4.	The Completion	The Company and INTUCH proceed with the registration of the Amalgamation with the Ministry of Commerce.
5.	Details of the allocation of shares	NewCo will have the registered and paid-up capital of THB 14,939,837,683, divided into 14,939,837,683 shares at a par value of THB 1 per share: (A) 1 existing share in the Company to 1.02974 shares in NewCo; and (B) 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company, whereas the allocation of shares in NewCo shall be made to all shareholders of INTUCH except the Company). In addition, the Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH's shareholders. Such special dividend payment is part of the Restructuring Transaction which will be paid from the retained earnings of INTUCH in the amount of THB 4.5 per share. Another Board of Directors' Meeting of INTUCH will be called to consider and approve the amount of the special dividend, including the determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date, once the key conditions of the Amalgamation are satisfied. It is expected that the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date will be after the completion of the purchase of shares from the Dissenting Shareholders and before the completion of the Amalgamation.

No.	Topic	Details
6.	Share Purchaser	Any one or several persons in the Company's Major Shareholder Group express their intention to become the purchaser of shares from the Dissenting Shareholders of the Company
7.	Share Balancer	The Company's Major Shareholder have agreed to be a balancer for the purpose of the share rounding-off and pay or receive compensation from NewCo in rounding off the shares.
8.	Conditions precedent of the Amalgamation	1. the Company and INTUCH having entered into the Amalgamation Agreement and other documents relating to the said agreement or the Amalgamation, if any, and the said agreement and documents having not been terminated or rescinded; 2. the shareholders' meetings of the Company and INTUCH having resolved to approve the Amalgamation and other relevant agenda and such approval resolutions not having been revoked and remained in full force and effect; 3. the Company and INTUCH having finalised and agreed on the form of documents, plans, policies and appointments of management of NewCo relating to the implementation of the Amalgamation and there having been no material breach of any provisions of the foregoing agreement; 4. no creditor's objection to the Amalgamation or in case of creditor's objection to the Amalgamation, the Company and INTUCH, as the case may be, being able to reasonably deal with the debts of the objected creditor in accordance with requirement under the law; 5. each of the Company, INTUCH and their respective group companies having obtained all necessary approvals, consents or waivers from financial institution creditors and other counterparties to finance agreements which are requisite or relevant to the Amalgamation, as specified in the relevant agreement or documents, including any amendment thereto (and such approval, consents, waivers and/or amendments not having been revoked and remaining in full force and effect), or in the case where the Company and INTUCH do not obtain such approvals, consents or waivers, the Company and INTUCH being able to deal with such debts as deemed appropriate by their respective Board of Directors or the person(s) authorised by their respective Board of Directors; 6. each of the Company, INTUCH and their respective group companies having obtained approvals, consents or waivers from other counterparties to agreements which are requisite or relevant to the Amalgamation, as specified in the relevant agreement or documents, including any amendment thereto in case such agreements contain any terms and conditions which obstruct the Amalgamation (and such approval, consents, waivers and/or amendments not having been revoked and remaining in full force and effect), or in the case where the Company and INTUCH do not obtain such approvals, consents or waivers, the Company and INTUCH being able to deal with such agreements as deemed appropriate by their respective Board of Directors or the person(s) authorised by their respective Board of Directors; 7. the Company, INTUCH, their respective group companies and their major shareholders who are relevant to and/or affected by the Amalgamation having obtained relevant and required approvals and/or waivers under the law from the relevant government agencies or regulatory bodies (including, but not limited to the Takeover Panel and/or the SEC Office), all in accordance with the application therefor and on the terms and conditions which are acceptable to the Company, INTUCH, their respective group companies and their major shareholders who are relevant to and/or affected by the Amalgamation, and such approvals and/or waivers not having been revoked and remaining in full force and effect, and to the extent where there are any conditions to such approvals and/or waivers, such conditions having been satisfied or waived (as the case may be); 8. the ADVANC VTO and the THCOM VTO having been completed; 9. the purchase of shares from the Dissenting Shareholders, if any, according to the rules under Section 146 of the PLCA having been completed; 10. no event of default set forth under the Amalgamation Agreement having occurred; 11. the shareholders of the Company and INTUCH having convened the joint shareholders meeting and having resolved to approve the matters necessary for the Amalgamation according to the meeting's agenda and within

No.	Topic	Details
		the period required by the law and such resolutions not having been revoked and having remained in full force and effect; 12. during a period of 1 year prior to the signing date of the Amalgamation Agreement, there having been no material misrepresentations or omissions in the annual registration statement, the annual reports, or any other public disclosures filed by the Company and INTUCH, as applicable, in respect of a fact or circumstance of which negative impact results in or could potentially result in (a) a materially adverse or significant effect on the success of the Amalgamation (the "Amalgamation Material Adverse Change") or (b) the Party Material Adverse Change; 13. there not having been any incident or change (including any prospective change) that results in or could potentially result in the Amalgamation Material Adverse Change or a Party Material Adverse Change, whether or not arising in the ordinary course of business; 14. the Company having not disposed of any or all of its currently held shares in INTUCH; 15. INTUCH having not disposed of any or all of its currently held shares in ADVANC. As of the date of this document, the Company and INTUCH have entered into the Amalgamation Agreement pursuant to item (1) of the conditions of the Amalgamation above. Furthermore, the Amalgamation may not be proceeded further and may be cancelled in case of occurrence of any material event which affects the corporate structure of the Company and/or INTUCH (and/or their respective group companies), e.g. the increase or reduction of capital of the Company or INTUCH which is not for a purpose of the Restructuring Transaction, or the appointment of a liquidator or receiver for company dissolution or any change in corporate governance structure or corporate governance polices, in accordance with the relevant conditions under the Amalgamation Agreement.
9.	Conditions precedent of ADVANC VTO	1. All of the conditions precedent of the Amalgamation having been satisfied or waived, as the case may be (except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the shareholders of the Company and INTUCH who vote against the Amalgamation, and the conditions relating to the joint meeting of shareholders of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the THCOM VTO having been satisfied or waived, as the case may be (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the ADVANC VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waivers and such waivers not having been revoked and having remained in full force and effect: (a) Waiver on the obligation of NewCo to a make mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (b) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make a mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (c) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (d) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (e) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the ADVANC VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office

No.	Topic	Details
		and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the ADVANC VTO, with the terms and conditions of which the Company, INTUCH and the Company's Major Shareholder deem appropriate; and 6. there having been no occurrence of any of the following events or actions since the date of announcement of the ADVANC VTO intention to the date on which all other conditions precedent related to the ADVANC VTO are satisfied or waived: 6.1 any event showing that ADVANC or ADVANC's subsidiaries, including the directors and management of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 ADVANC or ADVANC's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of ADVANC or ADVANC's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of ADVANC or ADVANC's subsidiaries, whether directly or indirectly; 6.3 ADVANC or ADVANC's subsidiaries have acquired or disposed of any assets material to the business operations of ADVANC or ADVANC's subsidiaries, except in the ordinary course of business; 6.4 ADVANC or ADVANC's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 ADVANC or ADVANC's subsidiaries have repurchased its shares (treasury stock) or procured or supported ADVANC's subsidiaries or associated companies to purchase shares in ADVANC or ADVANC's subsidiaries; 6.6 ADVANC or ADVANC's subsidiaries have solicited any third party to amalgamate or merge with ADVANC or ADVANC's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the ADVANC VTO, or on the business, financial condition or assets of ADVANC, or ADVANC's subsidiaries; and 6.8 ADVANC has done anything which caused a significant reduction in the value of ordinary shares in ADVANC.
10.	Conditions precedent of THCOM VTO	1. All of the conditions precedent of the Amalgamation (as specified in Clause 2.8 of this document) having been satisfied or waived, as the case may be (except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the shareholders of the Company and INTUCH who vote against the Amalgamation, and the conditions relating to the joint meeting of shareholders of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the ADVANC VTO having been satisfied or waived, as the case may be (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the THCOM VTO);

No.	Topic	Details
		3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and having remained in full force and effect: (a) Waiver on the obligation of NewCo to make mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (b) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (c) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (d) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (e) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the THCOM VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the THCOM VTO, with the terms and conditions of which the Company, INTUCH, GE and the Company's Major Shareholder deem appropriate; and 6.there having been no occurrence of any of the following events or actions since the date of announcement of the THCOM VTO intention to the date on which all other conditions precedent related to the THCOM VTO are satisfied or waived: 6.1 any event showing that THCOM or THCOM's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 THCOM or THCOM's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of THCOM or THCOM's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of THCOM or THCOM's subsidiaries, whether directly or indirectly; 6.3 THCOM or THCOM's subsidiaries have acquired or disposed of any assets material to the business operations of THCOM or THCOM's subsidiaries, except in the ordinary course of business; 6.4 THCOM or THCOM's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 THCOM or THCOM's subsidiaries have repurchased its shares (treasury stock) or procured or supported THCOM's subsidiaries or associated companies to purchase shares in THCOM or THCOM's subsidiaries; 6.6 THCOM or THCOM's subsidiaries have solicited any third party to amalgamate or merge with THCOM or THCOM's subsidiaries;

No.	Topic	Details
		6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the THCOM VTO or on the business, financial condition or assets of THCOM, or THCOM's subsidiaries; and 6.8 THCOM has done anything which caused a significant reduction in the value of ordinary shares in THCOM.
11.	Agenda of the shareholders meeting of the Company and INTUCH	- Allocation of shares in NewCo to the shareholders - Name of NewCo, for which a new name or the former name of any one of the amalgamating companies may be used - Objectives of NewCo - Capital of NewCo - Memorandum of Association of NewCo - Articles of Association of NewCo - Election of directors of NewCo - Election of auditor of NewCo - Other matters necessary for Amalgamation, if any
12.	Reason for termination	- the conditions precedent to the Amalgamation have not been completed or are not waived within the specified period. - the conditions precedent to the ADVANC VTO and THCOM VTO have not been completed or are not waived within the specified period. - the contracting party significantly breach the terms agreed upon in the contract before the date of the joint shareholders' meeting

3.10.2. Terms and Conditions on the Purchase of Shares from Dissenting Shareholders in GULF and INTUCH

No.	Topic		Details
1.	Purchaser	:	Any one or several persons as follows: Mr. Sarath Ratanavadi and his juristic persons under Section 258 of the Securities Act, namely, (1) Gulf Holdings (Thailand) Company Limited; (2) Gulf Capital Holdings Limited; and (3) Gulf Investment and Trading Pte. Ltd.
2.	Persons who have the right to sell shares	:	The shareholders of GULF and INTUCH who have the following characteristics (the Dissenting Shareholders): 1. having their name in the share register book of the Company as of August 9, 2024, which is the date on which the names of shareholders of the Company who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 are determined (the Record Date), to consider and approve the Amalgamation between the Company and Intouch Holdings Public Company Limited ("INTUCH") under the provisions of the PLCA; 2. having attended the Extraordinary General Meeting of Shareholders No. 1/2024 which will be held on October 3, 2024 in person or by proxy, and voted against the Amalgamation in the agenda proposed to the shareholders' meeting to consider and approve the entry into the Amalgamation; and 3. completing the form accepting the offer to purchase the shares and returning it together with relevant supporting documents by the date specified by the Purchaser in which the Purchaser will further notify the Dissenting Shareholders in the purchase offer document.

No.	Topic		Details
3.	Securities to be purchased	:	Ordinary shares of GULF ("the Company") and INTUCH (as applicable)
4.	Purchase price	:	The price of ordinary shares in the Company and INTUCH last traded on the SET prior to the date on which the Extraordinary General Meeting of Shareholders No. 1/2024 resolves to approve the Amalgamation in accordance with Section 146 Paragraph 2 of the PLCA, which in this case is the closing price of shares of the Company traded on the SET on October 2, 2024. The purchase of shares from the Dissenting Shareholders may be made over-the-counter or by other means as the Purchaser deems appropriate under the laws. The Dissenting Shareholders may be subject to tax under the relevant laws for their sale of shares to the Purchaser.
5.	Number of shares to be purchased	:	Not more than the total number of shares held as of the Record Date by the Company's and/or INTUCH's shareholders (as applicable) who voted against the Amalgamation at the Extraordinary General Meeting of Shareholders No. 1/2024.
6.	Conditions for the share purchase of GULF ("the Company")	:	The Purchaser reserves the right, in any case, to use its discretion to amend the terms and conditions for the purchase of the shares, as well as to withdraw from being the purchaser of shares from the Dissenting Shareholders, including upon the occurrence of any of the following events: 1. prior to the commencement of the share purchase period, the Purchaser does not obtain a waiver from the Office of the Securities and Exchange Commission for the obligation to make a mandatory tender offer for all securities of the Company, in case the Purchaser has the obligation to make a mandatory tender offer for all securities of the Company as a result of the purchase of shares from the Dissenting Shareholders; 2. the closing price of the Company's shares traded on the SET on October 2, 2024 is more than THB 45 per share; 3. there having been an abnormal movement in respect of the amount of sale or purchase of ordinary shares of the Company or the price of ordinary shares of the Company in the period from the date on which the Company's Board of Directors' Meeting approved and proposed the Restructuring Transaction until the last working day before the date of the Extraordinary General Meeting of Shareholders No. 1/2024 (i.e., October 2, 2024); 4. there having been any event or change that causes or could be reasonably expected to cause serious damage to the status or assets of the Company, provided that such event or change is not caused by the Purchaser's actions; or 5. the Purchaser withdraws from being the purchaser of shares of INTUCH according to the terms and conditions of being the purchaser of INTUCH.
7.	Conditions for the share purchase of INTUCH	:	The Purchaser reserves the right, in any case, to use its discretion to amend the terms and conditions for the purchase of the shares, as well as to withdraw from being the purchaser of shares from the Dissenting Shareholders, including upon the occurrence of any of the following events: 1. prior to the commencement of the share purchase period, the Purchaser does not obtain a waiver from the Office of the Securities and Exchange Commission for the obligation to make a mandatory tender offer for all securities of INTUCH, in case the Purchaser has the obligation to make a mandatory tender offer for all securities of INTUCH as a result of the purchase of shares from the Dissenting Shareholders; 2. the closing price of INTUCH's shares traded on the SET on October 2, 2024 is more than THB 76 per share;

No.	Topic		Details
			3. there having been an abnormal movement in respect of the amount of sale or purchase of ordinary shares of INTUCH or the price of ordinary shares of INTUCH in the period from the date on which the Company's Board of Directors' Meeting approved and proposed the Restructuring Transaction until the last working day before the date of the Extraordinary General Meeting of Shareholders No. 1/2024 (i.e., October 2, 2024); 4. there having been any event or change that causes or could be reasonably expected to cause serious damage to the status or assets of INTUCH, provided that such event or change is not caused by the Purchaser's actions; or 5. the Purchaser withdraws from being the purchaser of shares of GULF according to the terms and conditions of being the purchaser of GULF.
8.	Offer agent	:	The Purchaser will further notify the Dissenting Shareholders in the purchase offer document.
9.	Share purchase period	:	The Purchaser will further notify the Dissenting Shareholders regarding the share purchase period in the purchase offer document.
10.	Payment method	:	The Purchaser will further notify the Dissenting Shareholders in the purchase offer document.

4. Summary of the Company's (GULF)

Please consider the details in Attachment 1

5. Summary of the Amalgamation's Company (INTUCH)

Please consider the details in Attachment 2

6. Opinion of IFA on the Amalgamation

6.1. Objective and Background of the Amalgamation

As the Company and INTUCH are both holding companies, the main objective of the Amalgamation is to reduce the complexity of shareholding structure to increase efficiency in respect of the business management, which will enhance flexibility of the business. The Company therefore deems that the shareholding restructuring by way of the Amalgamation between the Company and INTUCH is appropriate and will be for the best overall interest of the shareholders. The Amalgamation relies on the principle and rationale which are summarized as follows:

(a) Reducing the complexity of shareholding structure and repetitious presence of listed companies in the SET as both the Company and INTUCH are holding companies, particularly INTUCH which has its shareholding in ADVANC as the only significant asset. While the significant business of INTUCH is its investment through shareholding in ADVANC of 40.44% of total issued and paid-up shares of ADVANC. This is evidenced from INTUCH's results of operation based on the consolidated financial statements (after sale of all shares held in THCOM) comprise the share of profit from investment in ADVANC which accounts for up to approximately 97.9% to 99.7% of total revenue of INTUCH as shown below:

Unit: THB Million	Six-month Period Ended June 30, 2024 Financial Statements	2023 Financial Statements	2022 Financial Statements	2021 Financial Statements (Adjusted)
Share of profit from investment in ADVANC	6,886	11,762	10,519	10,889
Revenue from rendering of services	-	-	12	21
Other income	22	32	49	210
Total Revenue	6,908	11,794	10,580	11,120
Percent of share of profit from investment in ADVANC per total revenue	99.7%	99.7%	99.4%	97.9%

Source: The Company

In addition, it aims to reduce complications in business management including report preparation and management processes as a listed company. The Amalgamation will lead to improved clarity in business undertaking, enhanced business operation agility by streamlining strategic directions and decision-making process;

(a) Creating a well-balanced portfolio of revenue and profit arising from the Energy & Infrastructure and Digital businesses, which will enhancing resiliency and fostering sustainable long-term growth;

(b) Strengthening financial position and cashflows, optimizing capital structure and improving its leverage capability to support strategic initiatives and growth opportunities of the Company

6.2. Impact from the Amalgamation

6.2.1. Impact of accounting items on the Company

After the Company and INTUCH proceed the Amalgamation, the two companies will cease their status as juristic persons and will be formed as NewCo. NewCo shall assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law, including shares in all companies held by the Company and INTUCH as of the date of the Amalgamation. The pro forma consolidated financial information of NewCo have been jointly prepared by the management of the Company and INTUCH (which has already been assured in accordance with Thai Standard of Assurance Engagements 3420 by KPMG Phoomchai Audit Ltd. ("KPMG"), the auditor of the Company) with the following key assumptions:

1) The Amalgamation between the Company and INTUCH had occurred on January 1, 2022.
2) NewCo will have the registered and paid-up capital of THB 14,939,837,683, representing 14,939,837,683 shares, with a par value of THB 1 per share, which will be equal to the sum of the paid-up capital of the Company and INTUCH. As part of the Amalgamation, 1 existing share in the Company will be converted into 1.02974 shares in NewCo and 1 existing share in INTUCH will be converted into 1.69335 shares in NewCo (excluding the shares of INTUCH held by the Company) (the "Allocation Ratio"), respectively. The allocation ratio of NewCo shares to the shareholders of the Company already reflects the equity interest held by the Company in INTUCH, and accordingly there shall be no allocation of NewCo shares to the Company for the Allocation Ratio for the shareholders of INTUCH.
3) This Amalgamation is considered as the business combination achieved in stages (the "Step Acquisition") pursuant to the provisions of the Thai Financial Reporting Standard (the "TFRS") 3, Business Combinations, which requires the Company's previously held equity interest in INTUCH be remeasured to fair value by reference closing price as of August 8, 2024. The profit on the remeasurement is directly related to the Amalgamation but is nonrecurring in nature. Therefore, a pro forma adjustment for the profit is made to the pro forma consolidated statement of financial position only.
4) The Company is considered as an acquirer of the Amalgamation for an accounting purpose because the Company's market capitalisation is higher than INTUCH's market capitalisation. Hence, the Pro Forma Consolidated Financial Information presents the Company's financial information at historical book values while the assets acquired and liabilities assumed of INTUCH are assumed at fair value from initial assessment. The consideration to be exchanged for INTUCH's net assets will be shares that NewCo will issue to the shareholders of INTUCH and the shares in INTUCH held by the Company which will be measured at fair value based on August 8, 2024.
5) In preparing of purchase price allocation, the identified assets acquired and liabilities assumed of INTUCH approximate fair value except investment in ADVANC which will be measured with fair value based on closing price as of August 8, 2024, and intangible assets and related deferred tax liability embedded in investment in ADVANC which is present at fair value from initial assessment.

6) Gain on bargain purchase has been computed by using the difference between the consideration to be paid to shareholders of INTUCH and the preliminary fair value of the assets acquired and liabilities assumed from INTUCH. The result of the fair value assessment and final purchase price allocation may result in a material change in the fair value of the net assets acquired and result in the value of gain on bargain purchase since the gain on bargain purchase is directly related to the Amalgamation but is nonrecurring in nature. Therefore, a pro forma adjustment for the gain is made to the pro forma consolidated statement of financial position only.

7) The Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH's shareholders at a rate of THB 4.50 per share, totalling approximately THB 14,430 million (the "Special Dividend") as a part of the Amalgamation. The dividend payment date is expected to be before the completion of the Amalgamation. The source of funds for the Special Dividend is assumed from its internal cash flow.

The purpose of the Pro Forma Consolidated Financial Information is for the shareholders to understand the preliminary impact from the Amalgamation, and it is not to be used for other purposes. If the events impacting the results of operations change significantly, the actual result of operations may differ significantly. Any assumptions used in the preparation of the Pro Forma Consolidated Financial Information do not guarantee the operating performance or any future events. Therefore, the shareholders should consider additional information in other sections when making decisions.

The table below provides a summary of NewCo's consolidated pro forma financial information and key pro forma financial adjustments.

Items	Pro Forma Consolidated Financial Information (Unit: THB million)1/			
	June 30, 2024 GULF Before the Transaction	June 30, 2024 INTUCH Before the Transaction	Adjustments	June 30, 2024 Newco Post Forecast after the Amalgamation
Assets				
Cash and cash equivalents	31,942.50	1,963.80	(7,594.33)2/	26,311.97
Other current assets	43,395.67	10.24	-	43,405.90
Total Current Assets	**75,338.16**	**1,974.04**	**(7,594.33)**	**69,717.87**
Investment in Associated Companies	146,825.47	38,687.40	123,242.273/	308,755.13
Other non-current assets	259,687.90	500.57	-	260,188.47
Total non-current assets	**406,513.37**	**39,187.96**	**123,242.27**	**568,943.60**
Total assets	**481,851.53**	**41,162.00**	**115,647.94**	**638,661.48**
Liabilities				
Long-term loans from financial institutions due within one year	18,488.35	0.00	-	18,488.35
Other current liabilities	57,329.50	20.95	-	57,350.45
Total current liabilities	**75,817.85**	**20.95**	**-**	**75,838.80**

Items	Pro Forma Consolidated Financial Information (Unit: THB million)1/			
	June 30, 2024	June 30, 2024	Adjustments	June 30, 2024
	GULF	INTUCH		Newco
	Before the Transaction	Before the Transaction		Post Forecast after the Amalgamation
Long-term loans from financial institutions	121,849.53	0.00	-	121,849.53
Other non-current liabilities	140,306.84	55.56	-	140,362.40
Total non-current liabilities	**262,156.37**	**55.56**	**-**	**262,211.93**
Total non-current liabilities	**337,974.22**	**76.51**	**-**	**338,050.73**
Shareholders' equity				
Registered capital	11,733.15	5,000.00	(1,793.31)4/	14,939.84
Issued and paid-up capital	11,733.15	3,206.69	-	14,939.84
Share premium	51,822.15	10,361.98	-	62,184.13
Excess share capital from merger	-	-	92,597.125/	92,597.12
Differences from business combination under common control	(316.24)	-	-	(316.24)
Surplus from changes in investment proportion/interest in subsidiaries	1,489.75	-	-	1,489.75
Retained earnings				
Appropriated - Legal Reserve	1,173.32	500.00	0.00	1,673.32
Unappropriated	47,575.12	23,450.49	23,204.365/	94,229.96
Other components of shareholders' equity	2,011.05	3,555.49	(153.53)5/	5,413.00
Equity Attributable To Owners Of The Parent	**115,488.29**	**41,074.64**	**115,647.94**	**272,210.88**
Non-Controlling Interests	28,389.02	10.85	0.00	28,399.87
Total Equity	**143,877.31**	**41,085.49**	**115,647.94**	**300,610.75**
Total Liabilities And Equity	**481,851.53**	**41,162.00**	**115,647.94**	**638,661.48**
Net Debt to Equity Ratio8/	**1.85**	**(0.05)**		**0.91**

Remarks:

1/ Based on NewCo's pro forma consolidated financial information for the years ended December 31, 2023 and 2022 and for the six-month periods ended June 30, 2024 and 2023.

2/ Adjustments are from the recording of special dividend payment by INTUCH at THB 4.50 per share, adjusting cash paid and retained earnings at THB 7,594.33 million. The adjustment does not include the special dividend paid by INTUCH to GULF.

3/ Adjustments are from the elimination of the investment in INTUCH as INTUCH has changed its status to be part of NewCo through a step acquisition and the adjustment of the fair value of the investment in ADVANC which will be recorded as an investment in an associate , including the recognition of a decrease in the share of profit from the investment in ADVANC resulting from the increase in amortization expense from the recognition of the fair value of identifiable intangible assets.

4/ Adjustments are from to the reduction of the registered capital of 1,793.31 million shares to equal the paid-up capital.

5/ Adjustments are from the recognition of the share premium resulting from the Amalgamation and adjustments related to unappropriated retained earnings, such as the reversal of INTUCH's profit sharing and comprehensive income, which GULF has recognized using the equity method in its consolidated financial statements in the past, the recognition of a decrease in the share of profit from the investment in ADVANC resulting from increased amortization from the recognition of the fair value of identifiable intangible assets, the reversal of dividends declared by INTUCH to GULF in the past, and the recognition of gains from fair value measurement and business combination, the adjustment of INTUCH's special dividend payment, etc.

6/ Net interest-bearing debt to equity ratio is calculated by finding the difference between (a) total interest-bearing debt, (b) cash and cash equivalents, and (c) financial institution deposits used as collateral, and dividing by total shareholders' equity, excluding other components of shareholders' equity.

Items	Pro Forma Consolidated Financial Information (Unit: THB million)1/			
	June 30, 2024	June 30, 2024	Adjustments	June 30, 2024
	GULF	INTUCH		Newco
	Before the Transaction	Before the Transaction		Forecast after the Amalgamation
Revenue from sales and services	55,327.90	-	-	55,327.90
Lease income under power purchase agreements	5,366.21	-	-	5,366.21
Construction income under concession contracts	2,161.79	-	-	2,161.79
Management fee income	335.10	-	-	335.10
Total Revenues	**63,191.00**	**-**	**-**	**63,191.00**
Cost of sales and services	(49,296.94)	-	-	(49,296.94)
Construction costs under concession contracts	(1,988.72)	-	-	(1,988.72)
Management cost	(146.21)	-	-	(146.21)
Gross profit	**11,759.14**	**-**	**-**	**11,759.14**
Interest income	1,398.49	-	-	1,398.49
Other income	206.09	21.77	-	227.85
Dividend income	100.86	-	-	100.86
Administrative expenses	(1,677.90)	(200.07)	-	(1,877.97)
Net profit (loss) from exchange rates	(731.56)	-	-	(731.56)
Profit from operating activities	**11,055.12**	**(178.31)**	**-**	**10,876.81**
Profit sharing from associates and joint ventures	4,829.03	6,886.66	(5,116.20)2/	6,599.49
Financial costs	(5,398.42)	(1.25)	-	(5,399.67)
Profit before income tax	**10,485.73**	**6,707.11**	**(5,116.20)**	**12,076.63**
Income (expenses) Income tax	(506.51)	-	-	(506.51)
Profit for the period	**9,979.22**	**6,707.11**	**(5,116.20)**	**11,570.12**
Profit attributable to parent company	**8,239.79**	**6,707.42**	**(5,116.20)**	**9,831.01**
Net Profit Margin (%)3/	**15.79%**	**97.09%4/**		**18.31%**

Remark:

1/ Based on NewCo's pro forma consolidated financial information for the years ended December 31, 2023 and 2022 and for the six-month periods ended June 30, 2024 and 2023.

2/ Adjustments are from the adjustment of the pro forma consolidated comprehensive income statement, the reversal of INTUCH's share of profit and share of comprehensive income, which GULF has historically recognized using the equity method in its consolidated financial statements, and the recognition of a decrease in share of profit from the investment in ADVANC, resulting from increased amortization expenses from the recognition of the fair value of identifiable intangible assets.

3/ Calculated from net profit divided by total income according to the financial statements, which is different from the net profit margin as shown in the Company's key financial ratios, which are calculated on total income consisting of sales revenue, rental income under the power purchase agreement, construction income under the concession agreement, management fee income, other income, interest income, and dividend income.

4/ Calculated from INTUCH's net profit divided by the sum of profit sharing from associates and joint ventures and other income of INTUCH, which is different from the calculation of the Company's net profit margin.

6.2.2. Impact on the Company's debt burden

From the details in Clause. 6.2.1., NewCo will have a new capital structure in accordance with the capital structure of the Company and INTUCH before the Transaction, which will have a net debt-to-equity ratio (Net D/E Ratio) reduced to 0.91 times from the Company's original net debt-to-equity ratio (D/E Ratio) of 1.85 times (excluding the impact from the VTO Transaction).

However, since the Company must enter into the VTO Transaction, which is an important condition precedent to the Amalgamation, the estimated maximum number of shares that the Company may have to purchase in the ADVANC VTO (in the event that SSI and/or the Company's major shareholders do not participate in the tender offer) is 539,069,368 shares, or 18.125% of the total issued and paid-up shares of ADVANC (which is half of the total number of ADVANC shares required to make a tender offer for all securities) at an offer price not exceeding THB 211.43 per share, totaling approximately THB 113,975.44 million. If considering the number of shares that the Company may have to purchase in the agreed proportion (in the event that SSI and/or the Company's major shareholders do participate in the tender offer), it is approximately 13.00% of the total issued and paid-up shares of ADVANC, totaling approximately THB 81,748.83 million.

The maximum number of shares that the Company may have to purchase in the THCOM VTO (in the event that the Company's major shareholder does not participate as tender offerors) is estimated to be 634,226,200 shares or 57.86% of the total issued and paid-up shares of THCOM, based on the total number of THCOM shares, excluding shares currently held by GE, at an offer price not exceeding THB 11.00 per share, totaling THB 6,976.49 million. Considering the number of shares that the Company may have to purchase in the agreed proportion (in the event that the Company's major shareholder does participate as tender offerors), it is approximately 56.86% of the total issued and paid-up shares of THCOM, totaling approximately THB 6,855.92 million.

IFA has therefore prepared additional impacts to reflect the Company's financial statements after the VTO Transaction under the assumption that the source of funds used in the VTO Transaction comes from loans from financial institutions in full and the Company has acquired the maximum number of ADVANC and THCOM shares and the number of shares in proportion to the purchase that the Company may have to purchase accordingly. This is a preliminary calculation under the assumption that such operations do not cause any other accounting impacts, apart from long-term loans from financial institutions, investments in associates, and non-controlling interests.

Items	Financial Statements (Unit: THB million)[1/]		
	June 30, 2024	June 30, 2024	June 30, 2024
	GULF	GULF	GULF
	Before the VTO Transaction	After the VTO Transaction according to the maximum shares purchase	After the VTO Transaction according to the number of shares in the purchase proportion
Total Assets	481,851.53	595,826.97[2/]	563,600.36[3/]
Total Liabilities	337,974.22	458,926.15[4/]	426,578.97[5/]
Equity Attributable to Owners of The Parent	115,488.29	115,488.29	115,488.29
Non-Controlling Interests	28,389.02	21,412.54[6/]	21,533.11[7/]
Total Equity	143,877.31	136,900.82	137,021.40
Total Liabilities and Equity	481,851.53	595,826.97	563,600.36
Net Debt to Equity Ratio	1.85	2.84	2.60

Remark:

1/ Illustrated figures present the initial impact of the debt burden that may increase from the VTO transaction by IFA without considering the related accounting impact for the purpose of shareholders' understanding In this regard, the figures may change in the future.

2/ Investment in associated companies increased by THB 113,975.44 million from investment in ADVANC's ordinary shares according to the maximum number of shares that may be purchased.

3/ Investment in associated companies increased by THB 81,748.83 million from investment in ADVANC's ordinary shares according to the number of shares purchased in proportion.

4/ Long-term loans from financial institutions increased by THB 120,951.92 million from borrowings to enter into ADVANC VTO at THB 113,975.44 million and THCOM VTO at THB 6,976.49 million, according to the maximum number of shares that may be purchased.

5/ Long-term loans from financial institutions increased by THB 88,604.51 million from borrowings to enter into ADVANC VTO at THB 81,748.83 million and THCOM VTO at THB 6,855.92 million, according to the number of shares in proportion to the purchase.

6/ Non-controlling interests decreased by THB 6,976.49 million from investment in ordinary shares of THCOM according to the maximum number of shares that may be purchased

7/ Non-controlling interests decreased by THB 6,855.92 million from investment in THCOM ordinary shares according to the number of shares in proportion to the purchase.

Therefore, before entering into the Amalgamation, the Company may have additional debt of THB 120,951.92, which may cause the net debt-to-equity ratio (Net D/E Ratio) to increase from 1.85 times to 2.84 times. In addition, as INTUCH also has the duty to enter into the VTO Transaction, similar to the Company , it is estimated that the maximum number of shares that INTUCH may have to purchase in the ADVANC VTO is 539,069,368 shares, or 18.125% of the total issued and paid-up shares of ADVANC (which is half of the total number of ADVANC shares required to make a tender offer for all securities) at an offering price not exceeding THB 211.43 per share, totaling approximately THB 113,975.44 million. It is also estimated that the maximum number of shares that INTUCH may have to purchase in the THCOM VTO is 10,961,020 shares, or 1% of the total issued and paid-up shares of THCOM, at an offering price not exceeding THB 11.00 per share, totaling THB 121 million. Therefore, if the impact from the maximum loan that the Company and INTUCH may have to borrow to enter into the VTO Transaction is included, the capital structure of NewCo, as detailed in Clause 6.2.1 above, will change. With a net debt-to-equity ratio (Net D/E Ratio) of 1.74 times, (calculated from the adjustment of the impact of borrowings required to enter into the VTO transaction of the Company and INTUCH in the pro forma consolidated financial statements of NewCo after the transaction under Clause 6.2.1, without adjusting the impact that may occur from additional borrowing money in INTUCH for the payment of special dividends to INTUCH shareholders because the pro forma consolidated financial information has already adjusted for such impact from the adjustment of cash and cash equivalents of NewCo after the amalgamation transaction) which is lower than the Company's ratio before the Transaction of 1.85 times. However, the consideration of the net debt-to-equity ratio (Net D/E Ratio) is only a preliminary calculation by IFA, which has not yet considered the accounting impact that may be related to the acquisition of shares from the ADVANC VTO by both the Company and INTUCH, including NewCo, which may hold shares exceeding 50% of the total issued and paid-up shares of ADVANC.

If the Company is unable to secure funding as expected, the Company may have to use more of its internal funds or procure additional funds from other sources. Therefore, entering into the Transaction will affect the Company's debt burden, including the Company's debt burden that may arise in the future, which will result in increased financial costs, the Company's operating results and its ability to pay dividends in the future.

Currently, the Company has a financial requirement to maintain a net debt-to-equity ratio (Net D/E Ratio) of no more than 3.50 times, which is higher than the Company's current and projected future net debt-to-equity ratio (Net D/E Ratio) after the Amalgamation.

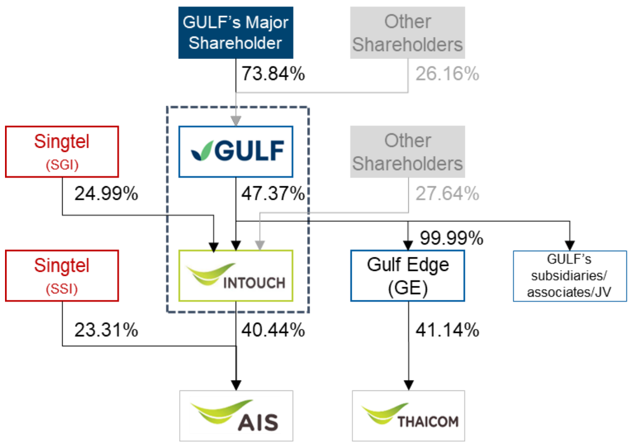
6.3. Advantages, Disadvantages and Risks of the Amalgamation

6.3.1. Advantages of the Amalgamation

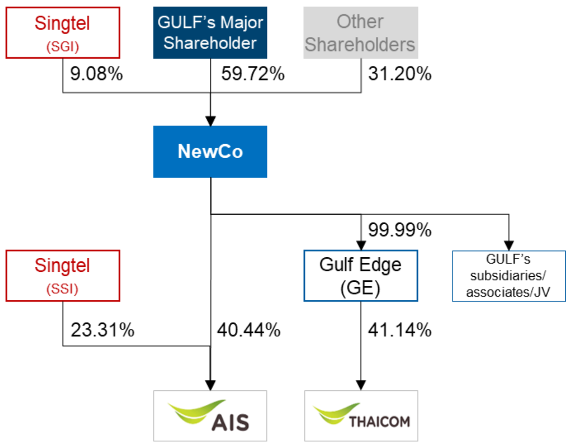
6.3.1.1. Helping in reducing the complexity of shareholding structure and increase operational efficiency

From the current structure of the Company, which is a company with overlapping shareholding in listed companies (Holding Company holding shares in Holding Company), the Amalgamation will help reduce the complexity of the shareholding structure, reduce multiple steps of operations, eliminate multiple corporate management structures and multiple decision-making processes, lead to flexibility in business operations and the ability to make decisions quickly and respond to the market and consumer needs that are constantly changing, which will help make business management more efficient. After the Transaction, the Company and INTUCH will cease to be juristic persons, resulting in NewCo, which will assume all assets, debts, rights, duties and responsibilities of the Company and INTUCH. NewCo will be managed under a single set of board of directors, which will be appointed at a joint shareholders' meeting of the shareholders of the Company and INTUCH, which will help reduce the complexity of management, including the preparation of reports and administration as a listed company, making the Company's business operations clearer and more flexible by reducing the process or steps in making decisions about strategies and business operations, including accessing information in ADVANC, in which NewCo will become a direct shareholder.

Shareholding Structure of Relevant Companies before the Transaction



Shareholding Structure of Relevant Companies after the Transaction



In addition to the business agility, which will help the business management to be more efficient, both companies can also share their expertise, technology and innovation to develop new products or services that can respond to market changes and customer needs, including work systems. Such changes cover internal control and management systems, such as accounting, sales, procurement and other operations, which are expected to help increase business efficiency for the Company and INTUCH, which will become a single company after the Amalgamation, which will help reduce duplication of shareholder meetings, corporate governance related costs, and reduce various costs that may arise from future transactions that are required to appoint an Independent Financial Advisor and call a shareholder meeting in accordance with the criteria of the SET and the SEC, which will be beneficial to NewCo and its shareholders.

6.3.1.2. Increasing NewCo's opportunity to increase revenue from other services of NewCo and the potential benefits from future investment in new technology

Since INTUCH holds shares in ADVANC, one of the leading mobile phone and broadband internet service providers in Thailand, the Amalgamation will increase opportunities for the Company, which is entering the digital business, namely satellite telecommunications business, digital asset trading center business, data center business and cloud business, to continuously develop its business. Since the telecommunications business is a business with continuous technological development, the Company's investment in new technologies in the future may result in additional benefits from access to a larger customer base after the Amalgamation, especially in the development of energy storage systems and free energy trading in the future.

6.3.1.3. Strengthening financial potential

From the fact that the group of companies will have a better financial position after the Amalgamation, referring to financial information from the financial statements for the second quarter of 2024 of the Company and INTUCH and the pro forma consolidated financial information for the second quarter of 2024 of NewCo, NewCo will have a net debt-to-equity ratio (Net D/E Ratio) of 0.91 times (excluding the impact from the VTO Transaction) (details in No. 6.2.1.), which is better than the ratio of the Company before the Transaction of 1.85 times, which will help increase the opportunity for borrowing, investment ability and the tendency to receive lower financial costs.

In addition, NewCo, which will result from the Amalgamation, will have a larger business size and asset size, as well as be able to better distribute risks from various businesses, which will increase the opportunity to access various sources of funds, whether being obtaining loans from financial institutions, or seeking funding sources in the bond market so that NewCo has sufficient funding to expand its future investments. In addition, it also results in better negotiating capability with financial institutions, which results in NewCo being able to manage its financial costs better.

6.3.1.4. Increasing the attractiveness of NewCo's shares to investors

The simplification of the Group's shareholding structure through the Amalgamation will reduce the complexity of multiple shareholdings and provide clarity on the business structure of the affiliates and promote more unified operations, enabling NewCo to focus and prioritize its strategic development as a core infrastructure company in Thailand in the future.

As of July 16, 2024, GULF and INTUCH have a market capitalization of approximately THB 495,725.59 million and THB 244,509.94 million, respectively. After the Amalgamation, NewCo will have a registered and paid-up capital of THB 14,939,837,683, divided into 14,939,837,683 shares with a par value of THB 1 per share, which is equal to the total paid-up capital of GULF and INTUCH combined before the Amalgamation. When considering the combined market value of both companies, the combined market value is approximately THB 624,407.25 million, calculated from the closing price of GULF and INTUCH shares on July 16, 2024. In terms of market capitalization, the NewCo will be ranked 5th out of 922 stocks in the Stock Exchange of Thailand. When listed on the SET, NewCo should have the opportunity to be considered as a member of SET50, which is a group of 50 large listed companies that the SET uses to calculate the index, such as stock liquidity, where the trading value of that securities must not be less than 50% of the average trading value per share of ordinary shares in the entire market in the same month for at least 9 out of 12 months, and the number of shares traded must be not less than 5% of the number of registered shares of that share in the month that the trading value of the securities passes the conditions, and the proportion of minority shareholders (Free-float) must not be less than 20% of the paid-up capital, etc., which is expected to increase the attractiveness to institutional and retail investors, both domestically and internationally.

However, if no dissenting shareholders of the Company and INTUCH selling their shares to the Purchaser, in addition to the expected increase in the market capitalization of NewCo, the proportion of shares held by minority shareholders who are not strategic shareholders (Free Float) of NewCo after the Amalgamation will be equal to approximately 31.00% (referring to the latest non-strategic minority shareholders' structure of the Company as of February 29, 2024 and of INTUCH as of February 21, 2024, more details in Clause 6.3.2.2.), which is higher than that of the Company at 25.91% currently.

Market capitalization of GULF INTUCH and NewCo and 10 peers in proximity as of July 16, 2024

No.	Securities	Market capitalization (THB million)	No.	Securities	Market capitalization (THB million)	No.	Securities	Market capitalization (THB million)
1	DELTA	1,166,301.81	3	AOT	832,142.03	12	KBANK	297,350.61
2	PTT	914,015.88	4	ADVANC	654,326.14	13	SCC	268,800.00
3	AOT	832,142.03	5	PTTEP	579,617.87	14	BBL	260,557.06
4	ADVANC	654,326.14	6	CPALL	509,791.00	15	CPN	254,694.00
5	**NewCo**	**624,407.25**	**7**	**GULF**	**495,725.59**	**16**	**INTUCH**	**244,509.94**
6	PTTEP	579,617.87	8	BDMS	421,138.05	17	KTB	243,183.47
7	CPALL	509,791.00	9	SCB	345,128.50	18	CPF	202,767.00
8	GULF	495,725.59	10	CPAXT	314,764.62	19	BH	196,344.24
9	BDMS	421,138.05	11	TRUE	314,424.12	20	OR	195,600.00
10	SCB	345,128.50	12	KBANK	297,350.61	21	CRC	192,992.00
11	CPAXT	314,764.62	13	SCC	268,800.00	22	BAY	180,951.74

Remark: 1. The above market value of NewCo is the sum of the market value of GULF and INTUCH (excluding shares in INTUCH held by the Company) to consider the appropriateness of the Amalgamation. It is not an estimate of the market value of NewCo after the Amalgamation and the start of trading on the SET, which may be higher or lower than the above value. The market value of NewCo depends on news, investor demand and supply, market conditions and other factors at that time.

6.3.1.5. Diversifying business risks

After the Amalgamation, NewCo will have revenue and profit from 2 main businesses: 1) energy, infrastructure and utilities (mostly from GULF) and 2) digital businesses (mostly from ADVANC). Therefore, NewCo will have the ability to diversify risks by reducing its reliance on the energy and infrastructure business, which is GULF's main business, but will also be able to diversify risks to the digital business, which is mostly ADVANC's business. This will enable NewCo the potential to cope with economic volatility, including disasters, which will create a business portfolio with a balance of revenue and profit from both the energy & infrastructure business and the digital business, which will enable it to cope with volatility and create sustainable growth in the long term.

6.3.2. Disadvantages of the Amalgamation

6.3.2.1. Expenses incurred in the Amalgamation

The Company will incur expenses from the procedures related to the shareholding restructuring plan of the related companies, such as expenses and financial costs for the VTO Transaction, expenses that may occur in the event that creditors object to the Amalgamation, expenses for holding a joint shareholders' meeting between the Company's shareholders and INTUCH’s shareholders, expenses for filing an application for listing NewCo's securities as listed securities, expenses for changing the name in various related documents, etc. The process of the Amalgamation involves various activities, such as transfer of assets, debts, rights and duties, requesting waivers/approvals from related contractual parties, filing an application for listing the securities of NewCo (Relisting) in the Stock Exchange of Thailand, and other related expenses. Therefore, the expenses in each of the aforementioned steps may affect the profits of the Company and/or INTUCH (including NewCo after the completion of the Amalgamation). However, in accordance with the Revenue Code and relevant regulations, the Company will be exempted from taxes incurred from the Amalgamation, and the Company will use its best efforts to manage and control such related expenses for the benefit of the Company.

In addition, since the Company and INTUCH may have differences in terms of operational approaches and procedures, core businesses, and corporate cultures, however, the Company and INTUCH are holding companies which invest in other companies and do not have many personnels. Therefore, before the Amalgamation is completed, each of the amalgamating company's management will jointly prepare the clear guidelines and procedures for employees at all levels to have the same corresponding understanding and will engage personnel retention strategies to all employees to support their work continuity under NewCo.

6.3.2.2. **The proportion of the Company's existing shareholders will decrease in NewCo as a result of the Amalgamation**

The Company's minority shareholders will have their shareholding in NewCo diluted compared to their original shareholding in the Company, decreasing from 25.91% to 20.95% after the Amalgamation (based on the proportion of shareholding by minority shareholders who do not participate in the management of Company as of February 29, 2024 and the calculation of the proportion based on the assumption that no dissenting shareholders of the Company and INTUCH sell their shares to the Purchaser). Although the Company's existing shareholders will be allocated shares in NewCo at a swap ratio of 1 existing share in the Company to 1.02974 shares in NewCo, the value of the securities in proportion to the existing shareholders of the Company will remain the same. However, NewCo will have a larger company size as a result of the Amalgamation with INTUCH, which will result in the shares held by the existing shareholders of the Company being diluted in NewCo.

List	List of shareholders[1/]	Number of shares (million shares)[1/2/]	Percentage of issued and paid-up shares	Swap ratio	Number of shares (million shares)	Percentage of issued and paid-up shares
GULF						
1	Non-minority shareholders – GULF	8,693.09	74.09%	1.02974	8,951.62	59.92%
2	Minority shareholders – GULF	3,040.06	25.91%	1.02974	3,130.47	20.95%
3	**Total**	**11,733.15**	**100.00%**	**-**	**12,082.09**	**80.87%**
INTUCH						
4	GULF	1,519.06	47.37%			
5	Non-minority shareholders – INTUCH	801.30	24.99%	1.69335	1,356.88	9.08%
6	Minority shareholders – INTUCH	886.33	27.64%	1.69335	1,500.86	10.05%
7	**Total**	**3,206.69**	**100.00%**	**-**	**2,857.75**	**19.13%**
NewCo						

List	List of shareholders[1/]	Number of shares (million shares)[1/2/]	Percentage of issued and paid-up shares	Swap ratio	Number of shares (million shares)	Percentage of issued and paid-up shares
GULF						
8	Non-minority shareholders – NewCo			-	10,308.50	69.00%
9	Minority shareholders – NewCo			-	4,631.33	31.00%
10	**Total NewCo**	**14,939.84**	**100.00%**	-	**14,939.84**	**100.00%**

Remark:

1/ Refer to the proportion of shareholding by minority shareholders (% Free Float) according to the Stock Exchange of Thailand website, by calculating the preliminary number of shares in proportion to the shareholding.

2/ Refer to the latest strategic shareholders structure of the Company as of February 29, 2024 and of INTUCH as of February 21, 2024, which are the latest information from the Stock Exchange of Thailand.

6.3.2.3. Impact from the allocation of NewCo's shares, which may result in fractional shares or shares not being allocated in full for trading units

The existing shareholders of the Company will be allocated shares in NewCo at a ratio of 1 existing share in GULF to 1.02974 shares in NewCo. In allocating shares in NewCo according to the Share Allocation Ratios to such shareholders, if there is a fractional share resulting from the calculation according to the above Share Allocation Ratios of more than or equal to 0.5 shares, such fractional share will be rounded up to the full amount of 1 share. However, in the case that such fractional share is less than 0.5 shares, such fractional share will be rounded down. After the Amalgamation is completed, NewCo will pay cash compensation for the lesser share to the relevant shareholders with respect to the disregarded fraction of share at the Compensation Per Share. The Company and INTUCH will further determine and disclose the amount and payment period of such Compensation Per Share at the time of convening the joint shareholders' meeting of the Company and INTUCH.

In addition, such share allocation may cause some shareholders to not receive the full number of trading units (Board-lot) and must trade in odd lots, which has low liquidity because trading in trading units requires trading in hundreds of shares or more. As for selling shares in odd lots, they will be traded at a discounted price from the trading price in trading units (Board-lot), which may cause some shareholders to lose benefits partially.

6.3.2.4. Potential impacts from taxation for the Company's Dissenting Shareholders

Even though the Company's Major Shareholder Group offer to purchase all shares from the Dissenting Shareholders (whether they are juristic persons or individuals), the Dissenting Shareholders may be subject to income tax on capital gains from the sale of shares, as the purchase of shares from the Dissenting Shareholders may be made over-the-counter or by other means as the Purchaser deems appropriate under the law, and in the case of an over-the-counter purchase, the Dissenting Shareholders (both juristic persons and individual shareholders) may be subject to income tax on capital gains for their sale of shares.

6.3.3. Risks of the Amalgamation

6.3.3.1. Risk of delay in the Amalgamation process

The Amalgamation under the PLCA must be conducted in accordance with the criteria stipulated in the law, as well as the guidelines for disclosing relevant information. There are important steps that the Company and INTUCH shall proceed, such as: 1) The shareholders' meeting of each company votes to approve the Amalgamation and the actions related to the Amalgamation. 2) Each company shall arrange for a purchaser of shares from shareholders who object to the Amalgamation (dissenting shareholders). 3) Each company shall notify its creditors of the resolution to amalgamate and the resolution to reduce capital (if any) to give creditors an opportunity to object. 4) A joint meeting of the shareholders of the Company and INTUCH. 5) The transfer of the business and 6) The registration of the Amalgamation and the results of the Amalgamation, including the disclosure of information to SET, which are procedures that take time and involve many organizations and agencies. Therefore, there may be disruptions or delays that may affect the listing of NewCo on the SET deviating from the tentative schedule. During such period, other events may occur that may affect the value of the Company or INTUCH, resulting in a change in the appropriate share allocation ratio. This may also cause the benefits from the Amalgamation, such as benefits from increased operational efficiency, to be delayed more than expected. However, it is expected that the Company should use its best efforts to successfully carry out the process as planned.

6.3.3.2. Risk of creditors' disapproval

Since the important steps in the Restructuring Transaction require that the Company's and INTUCH's creditors do not object the transaction, if there is any objection from the Company's or INTUCH's creditors, it may result in the Amalgamation being delayed or may not be successful, and the Company and/or INTUCH (as the case may be) will have to settle the debt or provide securities for the debt before proceeding with the Amalgamation. This is because the Company had total liabilities of approximately THB 182,182.99 million as of June 30, 2024 according to the separate financial statements. Therefore, if all of the Company's creditors object, it may be difficult for the Company to repay all of its debts. However, the Amalgamation is likely to result in NewCo having a significant increase in assets and may have better operating results (based on the pro forma financial information), resulting in NewCo having an increased ability to repay its debts, which should be beneficial to the Company's creditors.

6.3.3.3. Risks related to the procedures related to relevant agencies and stakeholders

In carrying out the Amalgamation process, the Company and/or INTUCH will have to coordinate, discuss and/or seek approval, authorization, waiver, amendment, change, transfer and/or consent from government agencies, organizations, state agencies and/or relevant officers, including the actions related to the Company's debentures, such as submitting new debenture terms and conditions and other relevant documents, such as the debenture registrar and debenture holder representative appointment agreement, including obtaining all necessary approvals, consents or waivers from financial institution creditors and other financial counterparties, other counterparties, government agencies or relevant regulatory agencies. Therefore, there may be risks that may result in restrictions and/or delays in the Amalgamation.

In addition, the Company and INTUCH shall send a letter of notification of the shareholders' meeting resolution approving the Amalgamation to the creditors of the Company and INTUCH, with each creditor having a period of 2 months from the date of receipt of such letter to submit an objection to the Amalgamation. If the creditors object to the Amalgamation, PLCA requires the Company and/or INTUCH (as the case may be) to pay off debts or provide securities for such debts in order to proceed with the Amalgamation, which may result in delays or additional costs. From the review by IFA, the Company and its legal advisor do not have any special issues to be addressed other than implementation of legal procedures in accordance with the Amalgamation process.

6.3.3.4. Risk in case the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction

Due to the fact that the Company must obtain approval for the Transaction from the shareholders' meeting of the Company and INTUCH with a vote of not less than three-quarters of the total number of votes of the shareholders attending the meeting and having the right to vote, if the Company and/or INTUCH does not receive sufficient vote from the shareholders, the Company will not be able to enter into the Transaction. In addition, there are several important conditions precedent to the Transaction, such as the approval from the shareholders' meeting of the Company and INTUCH, the VTO Transaction, the conditions regarding the purchase of shares from the shareholders of the Company and INTUCH who object to the Amalgamation, and the conditions regarding the joint shareholders' meeting of the shareholders of the Company and INTUCH, as detailed in Clause 2.5 and 3.10. If this is not successful, the Company will not be able to enter into the Transaction. However, in entering into the Transaction, the Company has already incurred some expenses, such as the relevant advisory fees, IFA fees, the cost of distribution/printing documents, and other expenses for holding the shareholders' meeting, etc., regardless of whether the shareholders' meeting of the Company considers approving or disapproving the Transaction. However, it is expected that the Company will use its best efforts to successfully carry out the process as planned.

6.3.3.5. Risk of the Purchaser withdrawing from being the Purchaser

In the Amalgamation, the Company's Major Shareholders Group have offered to act as the Purchaser for the shares of shareholders who attended the shareholders' meeting and voted against the Amalgamation ("Dissenting Shareholders") pursuant to Section 146 Paragraph 2 of PLCA However, the Purchaser reserves the right, in any case, to use its discretion to withdraw from being the purchaser of shares from the Dissenting Shareholders, including in the event of any of the specified events.

1. The Purchaser does not obtain a waiver from the Office of the Securities and Exchange Commission for the obligation to make a mandatory tender offer for all securities of the Company, in case the Purchaser has the obligation to make a mandatory tender offer for all securities of the Company as a result of the purchase of shares from the Dissenting Shareholders

2. The closing price of the Company's shares traded on the SET on October 2, 2024 is more than THB 45 per share and/or the closing price of INTUCH's shares traded on the SET on October 2, 2024 is more than THB 76 per share

3. There having been an abnormal movement in respect of the amount of sale or purchase of ordinary shares of the Company and/or INTUCH and the price of ordinary shares of the Company and/or INTUCH in the period from the date on which the Company's Board of Directors' Meeting approved and proposed the Restructuring Transactions until the last working day before the date of the Extraordinary General Meeting of Shareholders No. 1/2024 (i.e. October 2, 2024)

4. There having been any event or change that causes or could be reasonably expected to cause serious damage to the status or assets of the Company and/or INTUCH, which that such event or change is not caused by the Purchaser's actions; or

5. The Purchaser withdraws from being the purchaser of shares of the Company or INTUCH according to the terms and conditions on being the purchaser of the Company and/or INTUCH.

From the events that the Purchaser has stated, there are 2 points that IFA views as having risks to the Amalgamation:

Price Risk: The purchasing of shares from the Dissenting Shareholders will use the closing price of the Company's shares traded on the SET on October 2, 2024, which may be more than THB 45, and/or the closing price of INTUCH's shares traded on the SET on October 2, 2024, which may be more than THB 76 (as of September 3, 2024, the closing price of the Company's shares was THB 50.75 per share and the closing price of INTUCH's shares was THB 83.25 per share). Therefore, the Amalgamation may be subject to risks from the closing price of the Company's shares exceeding THB 45 and/or the closing price of INTUCH's shares exceeding THB 76 as of October 2, 2024.

Risk of abnormal movement of the Company's ordinary share trading: The Purchaser has a condition that it may withdraw from being the Purchaser if the volume of purchase or sale of ordinary shares of the Company and/or INTUCH or the price of ordinary shares of the Company and/or INTUCH has abnormal movements during the period from the date on which the Board of Directors resolved to approve the Restructuring Transaction until the last business day before the date of the Company's Extraordinary General Meeting of Shareholders No. 1/2024. Considering the period the date on which the Board of Directors approved and proposed the Restructuring Transaction, July 16, 2024 - September 3, 2024, the Company's shares had an average trading turnover rate of 0.23%, which is higher than the same periods in 2023 and 2022 at 0.15% and 0.14%, respectively. And between July 16, 2024 - August 16, 2024, INTUCH's shares had an average trading turnover rate of 0.39%, which is higher than the same periods in 2023 and 2022 at 0.14% and 0.10%, respectively.

However, the condition of purchasing shares from the Dissenting Shareholders is a preliminary condition, which the purchaser may withdraw or not withdraw from being the Purchaser of the dissenting shares. If the Purchaser withdraws from being the Purchaser of the dissenting shares, the Company and INTUCH are obliged to find another purchaser and/or additional purchaser, which may be at risk from delay of the Transaction or failure to complete the Transaction.

6.3.3.6. Risks related to tax issues

The Amalgamation which has been carried out in accordance with the PLCA, the Revenue Code, the Royal Decree, the Notifications of the Director-General of the Revenue Department as well as the guidelines of the Revenue Department will be exempted from tax relating to such Amalgamation. Therefore, the Company and INTUCH, as well as shareholders of the Company and shareholders of INTUCH will be exempted from tax under the provisions of the Revenue Code, including the exemption of the income tax granted to the shareholders, in respect of the benefits received from the Amalgamation, as a result of the sale of their shares in the Company or INTUCH in exchange for the shares in NewCo (for the part which is determined as income exceeding the cost). The tax exemption granted to the amalgamating companies and the exemption of the income tax granted to the shareholders in respect of the benefits received from the Amalgamation will be subject to the fact that the amalgamating companies shall not be obligors with outstanding tax liabilities to the Revenue Department on the Amalgamation date unless a security covering such outstanding tax liabilities has been provided to the Revenue Department. At present, the Company and INTUCH do not hold status as obligors concerning outstanding tax liabilities to the Revenue Department and do not have any outstanding taxes payable to the Revenue Department.

In addition, if the amalgamating companies have remaining tax loss before the amalgamation, a new company formed as a result of the Amalgamation will not be able to utilise such tax loss. The Company and INTUCH will need to utilise such tax loss within the accounting period ending before the Amalgamation.

After the completion of the Amalgamation, the Company and INTUCH will cease their juristic person status, but the Company and INTUCH still have tax-related obligations and liabilities for the tax years whose prescription period remains prior to the cessation of juristic person status. The new company formed as a result of the Amalgamation will also assume liabilities that may arise from the tax audit and assessment of the Company and/or INTUCH (if any). However, the main revenue of the Company and INTUCH consists of dividends which fall within the exemption of corporate income tax pursuant to relevant laws. In the past, the Company and INTUCH did not have any tax issues or disputes with the Revenue Department and relevant agencies.

6.3.3.7. Risk of increased expenses resulting from commercial related disputes, lawsuits and claims for damages by INTUCH

In addition to the costs that may arise from the Group's disputes, NewCo may incur additional costs as fines or compensation from commercial related disputes, lawsuits and claims for damages that are still under consideration by the relevant INTUCH entities prior to the Amalgamation (please see additional details in the notes to INTUCH's financial statements, Clause 8: Significant events, commercial disputes and significant lawsuits of the INTUCH Group as per the financial statements for the second quarter of 2024 and Clause 33 as per the financial statements for the year 2023). Such commercial disputes, lawsuits and claims for damages by INTUCH are in accordance with INTUCH's normal business operations and are not related to the Restructuring Transaction.

6.3.3.8. Risks related to maintaining of shareholding proportion by minority shareholders who are not strategic shareholders after the Amalgamation resulting from the purchase of shares from the Dissenting Shareholders.

If there are no dissenting shareholders of the Company and INTUCH selling their shares to the Purchaser, the shareholding proportion of NewCo's non-strategic minority shareholders (Free Float) after the Amalgamation will be approximately 31.00% (based on the latest non-strategic minority shareholders' structure of the Company as of February 29, 2024 and of INTUCH as of February 21, 2024, as detailed in Clause 6.3.2.2.), which is in accordance with SET regulations on the listing of ordinary shares or preferred shares as listed securities, B.E. 2558 (including amendments) ("SET Regulations"), which states that a listed company must maintain the qualifications regarding shareholding distribution. There must be no less than 150 minority shareholders who are not strategic shareholders and such shareholders must hold a combined share of no less than 15.0% of the paid-up capital of the listed company. However, if there is a purchase of shares from shareholders who oppose the Company and/or INTUCH, NewCo may have a risk that the Free Float proportion will be lower than 15.0% of NewCo's paid-up capital and/or there will be fewer than 150 minority shareholders who are not strategic shareholders. In this case, the Company and INTUCH will jointly find a way to proceed with the Free Float proportion to comply with the SET regulations.

6.3.3.9. Risks relating to the different operational systems and organizational cultures

The operation of NewCo may be affected in the short term by the operational systems such as accounting system or information system, etc., because the two companies have different operations. In addition, the different or incompatible corporate cultures may result in the risk of unsmooth operations and may take time to coordinate between the two companies, including maintaining efficient personnel (Talent Retention) so that the business operations of NewCo can proceed smoothly.

However, the Company and INTUCH are holding companies which invest in other companies and do not have many personnel. Therefore, before the Amalgamation is completed, each of the amalgamating company's management will jointly prepare the clear guidelines and procedures for employees at all levels to have the same corresponding understanding and will engage personnel retention strategies to all employees to support their work continuity under NewCo.

6.3.3.10. Risks that the Company and INTUCH are unable to obtain sufficient credit facilities to complete the Amalgamation

Prior to the completion of the Amalgamation, the Company and INTUCH may need to obtain additional sources of funds from credit facilities from domestic and foreign financial institutions for the following 3 main operations:

Part 1: Additional borrowings or refinancing to repay debts of creditors who object/do not consent to the Company to enter into the Amalgamation

Part 2: Additional borrowings for the ADVANC VTO and the THCOM VTO and

Part 3: Additional borrowings in INTUCH for the payment of special dividends to INTUCH shareholders

The additional loan of refinancing to be used to pay off debts from creditors who object/do not consent to the Company to enter into the Amalgamation is likely to be not much because the Amalgamation is deemed to have significant benefits for GULF and INTUCH in the future, both in terms of reducing redundancy as a listed company, increasing management efficiency, and increasing opportunities for business expansion.

However, the loan required to conduct the VTO Transaction for ADVANC and THCOM is still uncertain. The maximum number of shares that the Company may have to purchase is 539,069,368 ADVANC shares at an offer price of not exceeding THB 211.43 per share, totaling approximately THB 113,975.44 million, and 634,226,200 THCOM shares at an offer price of not exceeding THB 11.00 per share, totaling THB 6,976.49 million, totaling THB 120,951.92 million, which the Company will have to borrow in the future, while INTUCH will have to borrow THB 114,096.01 million for the VTO Transaction. At present, the Company is currently in the process of seeking such financing and IFA has not yet received detailed information for such borrowing from the Company. However, considering the share price of ADVANC and THCOM as of September 3, 2024 at THB 248.00 per share and THB 12.40 per share, respectively, the probability of the shareholders accepting the tender offer will not be much.

In addition, the INTUCH board of directors has considered and agreed in principle the payment of a special dividend to INTUCH shareholders. This special dividend payment is part of the Restructuring Transaction, which will be paid from INTUCH's retained earnings at a rate of THB 4.5 per share, for which INTUCH may have to seek a loan to pay such dividend. However, when financial institutions consider granting loans to INTUCH this time, the financial institutions are to analyze the ability to pay interest and principal according to the agreement. Therefore, IFA believes that NewCo will be able to comply with the terms of the loan agreement if there is no event that significantly affects NewCo's financial position.

6.3.3.11. Interest rate risk and ability to pay interest and principal from borrowings used for the Transaction

Following the INTUCH board of directors having considered and agreed in principle to pay a special dividend to INTUCH shareholders, this special dividend payment is part of the Restructuring Transaction, which will be paid from INTUCH's retained earnings at a rate of THB 4.5 per share. If INTUCH utilizes loan to pay such dividends, NewCo's debt level will increase after the Amalgamation, which will result in interest rate risk and the ability to pay interest and principal from such borrowing. However, when a financial institution consider granting loans to INTUCH, the financial institutions are to analyze the ability to pay interest and principal according to the agreement. Therefore, IFA believes that NewCo will be able to comply with the terms of the loan agreement if there is no event that significantly affects the NewCo's financial position. In this regard, the Share Allocation Ratios will not be adjusted further from the payment of special dividends. Therefore, the Share Allocation Ratios already reflects the decreased value of INTUCH from the payment of such dividends.

6.4. Advantages and Disadvantages of not entering into the Amalgamation

6.4.1. Advantages of not entering into the Amalgamation

6.4.1.1. The Company will not incur any liabilities or expenses related to the Transaction

Since the Transaction involves various expenses that the Company must incur in accordance with the procedures related to the shareholding restructuring plan, if the Company does not enter into the Transaction, the Company will not incur expenses related to the Transaction (which may affect the profit of the Company and/or INTUCH), together with the possible liabilities arising from the VTO Transaction and INTUCH's borrowing to pay its special dividends, including financial costs and expenses for the integration of operations between the Company and INTUCH in the future under NewCo.

The VTO Transaction is carried out on behalf of NewCo, which is the person obligated for making a tender offer for all securities of ADVANC and THCOM, which is a legal obligation arising from the result of the Amalgamation (Technical Obligation), and to ensure certainty of the Amalgamation and mitigate the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business. In this regard, NewCo may consider selling ADVANC and THCOM shares received from such tender offer in order to reduce NewCo's financial burden as appropriate and will proceed in accordance with the relevant regulations. Therefore, if in the future NewCo sells ADVANC and THCOM shares, it is likely to improve NewCo's net debt-to-equity ratio (Net D/E Ratio).

However, considering the share prices of ADVANC and THCOM as of September 3, 2024 at THB 248.00 per share and THB 12.40 per share, respectively, the probability of the shareholders accepting the tender offer will not be much. In addition, when financial institutions consider granting loans to INTUCH for this special dividend payment, financial institutions are to analyze the ability to pay interest and principal according to the agreement. Therefore, IFA believes that NewCo will be able to comply with the terms of the loan agreement if there is no event that significantly affects the Company's financial position. This is because the Share Allocation Ratios will not be adjusted further from the payment of special dividends. Therefore, the Share Allocation Ratios already reflects the decreased value of INTUCH from the payment of such dividends.

6.4.1.2. It will not cause any impact on the Company's existing shareholders from the diluted shareholding proportion and the impact from the share allocation

Since the Transaction will result in the proportion of minority shareholders' shareholding in the Company of the Company's existing shareholders diluted compared to the proportion of minority shareholders' shareholding in the Company, decreasing from 25.91% to 20.95% after the Amalgamation (referring to the proportion of minority shareholders' shareholding of the Company as of February 29, 2024 and calculating the proportion based on the assumption that no dissenting shareholders of the Company and INTUCH selling their shares to the Purchaser), and in the allocation of shares to shareholders, fractional shares may be discarded and may cause some shareholders to receive less than the full number of trading units (Board-lot). If the Company does not enter into the Transaction, such impact will not occur to the Company's shareholders. However, even though the Company's Major Shareholder Group offer to purchase all shares from the Dissenting Shareholders (whether they are juristic persons or individuals), the

Dissenting Shareholders may have to pay capital gains tax because the purchase of shares from the Dissenting Shareholders may be conducted outside the SET or by other methods as the Purchaser deems appropriate under the law. If the transaction is conducted outside the SET, the Dissenting Shareholders, whether juristic persons or individuals, will be liable for capital gains tax resulting from the sale of such shares.

6.4.1.3. There is no risk of operating under NewCo

If the Company does not enter into the Transaction, the Company will not have any risks from operating under NewCo, such as business risks from different operational systems and organizational cultures, including employee related risks, risks related to increased expenses from commercial disputes, lawsuits, and claims for damages of INTUCH, etc. However, the Company and INTUCH are holding companies which invest in other companies and do not have many personnel. Therefore, before the Amalgamation is completed, each of the amalgamating company's management will jointly prepare the clear guidelines and procedures for employees at all levels to have the same corresponding understanding and will engage personnel retention strategies to all employees to support their work continuity under NewCo.

6.4.2. Disadvantages of not entering into the Amalgamation

6.4.2.1. The Company will continue to operate under a complex shareholding structure and lose opportunities to improve operational efficiency

If the Company does not enter into the Transaction, the Company will lose the opportunity to restructure the Company, which will help reduce the complexity of the shareholding structure and will have to continue to operate under a complex shareholding structure, which is a company with overlapping shareholding in listed companies (Holding Company holding shares in Holding Company)which results in multiple steps of operation, multiple management structures and decision-making processes, and low flexibility in business operations, including losing the opportunity to increase operational efficiency.

6.4.2.2. Loss of opportunity to enhance financial potential and access to sources of funds

NewCo resulting from the Amalgamation will have a larger business and asset size, as well as a better financial position, and will be able to better diversify risks from its diverse businesses, which will increase opportunities to access various sources of funds, whether being obtaining loans from financial institutions, or seeking funding sources in the bond market so that NewCo has sufficient funding to expand its future investments. In addition, it also results in better negotiating capability with financial institutions, which results in NewCo being able to manage its financial costs better. Failure to enter into the Transaction will cause the Company to lose such opportunities.

6.4.2.3. Loss of opportunity to increase the attractiveness of NewCo shares to investors

The simplification of the shareholding structure of the Group through the Amalgamation will reduce the complexity of multiple shareholdings and create clarity in the business structure of related companies and promote more unified operations, so that NewCo can focus and prioritize the development of its strategy as a major infrastructure company in Thailand in the future. From the details in Clause 6.3.1.4, when considering the combined market value of both companies, it was found that the combined market value was approximately THB 624,407.25 million calculated from the closing price of GULF and INTUCH shares on July 16, 2024, which is ranked 5th out of 922 stocks in the Stock Exchange of Thailand by size. When trading on the Stock Exchange of Thailand, NewCo should have the opportunity to be considered as a member of SET50.

7. Opinion of IFA on the Appropriateness of the price and conditions for entering into the Amalgamation

7.1. Summary of the appropriateness of the price for the Amalgamation (Share Allocation Ratios)

Fair value of GULF shares (THB/share)	Fair value of INTUCH shares (THB/share)	Swap Ratio of GULF to NewCo	Swap Ratio of INTUCH to NewCo (excluding shares in INTUCH held by the Company)
40.16 – 52.46	63.10 – 74.30	1.00567 - 1.08551	1.30558 - 1.86068

For the appropriateness of the price for the Amalgamation (Share Allocation Ratios), IFA has assessed the value of the Company and the value of INTUCH using various methods to find the appropriate range of Share Allocation Ratios for the allocation of shares in NewCo. IFA is of the opinion that the current valuation of the business using the Market Value Approach and the Sum of the Parts (SOTP) method are appropriate valuation methods, as detailed in Clause 7.1.1 and 7.1.2, which will result in the share value of the Company between THB 40.16 – 52.46 per share or the value of the Company between THB 471,196.83 – 615,558.65 million and the share value of INTUCH between THB 63.10 – 74.30 per share or the value of INTUCH between THB 202,339.60 – 238,264.43 million, and the appropriate range of Share Allocation Ratios are as follows:

- 1 existing share in the Company to 1.00567 – 1.08551 shares in NewCo
- 1 existing share in INTUCH to 1.30558 – 1.86068 shares in NewCo (excluding shares in INTUCH held by the Company)

The Share Allocation Ratios specified in the Amalgamation at

- 1 existing share in the Company to 1.02974 shares in NewCo
- 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company)

As a result, the Share Allocation Ratios are within the appropriate range of Share Allocation Ratios assessed by IFA. <u>Therefore, IFA is of the opinion that the Share Allocation Ratios are appropriate since the Share Allocation Ratios are within the fair value range.</u>

7.1.1. Fair value evaluation of the Company (GULF)

In this evaluation of the fair value of GULF's ordinary shares, the IFA considered using information and assumptions received from the Company, information from interviews with the Company's executives, audited and reviewed financial statements of the Company, and information disclosed to the general public by the Company. IFA's opinion is based on the assumption that all information and documents received by the IFA from the Company and/or persons involved in the transaction, including information obtained from interviews with the Company's executives and related officers and other companies involved in the transaction, are complete, correct, and true. If there are any changes that materially affect GULF's business operations, the valuation and shareholders' decision to consider the fair price may change.

In considering the appropriateness of GULF's share value, IFA has evaluated GULF's share price by using the following 6 approaches:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Value Approach
4. Price to Book Value Ratio Approach: P/BV Ratio
5. Price to Earnings Ratio Approach: P/E Ratio
6. Sum of the Parts: SOTP

After analysing the information, documents, and other relevant data, IFA can summarize the value of GULF's ordinary shares as follows:

7.1.1.1. GULF: Book Value Approach

This method of valuation is based on the book value of net assets (total assets minus total liabilities) or GULF's shareholders' equity and divided by the number of shares to obtain the book value of shares, referring to information from the consolidated financial statements reviewed by the certified auditor of GULF for the latest period ending on June 30, 2024, with details as follows:

No.	Details	Value (THB million)
1	Paid-up capital	11,733.15
2	Share premium (discount) on ordinary shares	51,822.15
3	Surplus from business combination under common control	(316.24)
4	Surplus from the changes in proportion of investment/interests in subsidiaries	1,489.75
5	Retained earnings (losses)	48,748.43
6	Other components of shareholders' equity	2,011.05
7	**Total equity attributable to shareholders of GULF (7) = (1) + (2) + (3) + (4) + (5) + (6)**	**115,488.29**
8	Total number of GULF paid-up shares (million shares)[1/]	11,733.15
9	**Book value per share (THB) (9) = (7) / (8)**	**9.84**

Remark: 1/ Par value of shares is equal to THB 1.00 per share.

According to the Book Value Approach, the value of GULF's share is THB 9.84 per share or the Company's value is THB 115,488.29 million.

The Book Value Approach only reflects the financial position of GULF as of June 30, 2024. It does not reflect the current market value of assets, and GULF's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, **IFA views that the Book Value Approach may not be appropriate for evaluating the value of GULF's shares at this time.**

7.1.1.2. GULF: Adjusted Book Value Approach

By this approach, the share value is derived from the total assets of GULF, deducted by total liabilities, commitments and contingent liabilities as shown in the financial statements as of June 30, 2024, and adjusted by the items occurred after the end of accounting period or the items that may better reflect the prevailing market value of net assets such as asset revaluation or impairment, reversal of allowance for doubtful account or bad debt, dividends paid, etc. then divided by total number of paid-up shares of GULF.

According to GULF's consolidated financial statements for the latest period ending June 30, 2024, GULF has total financial assets of THB 13,152.95 million and investments in associates and joint ventures of THB 184,101.21 million, consisting of investments in securities listed on SET and foreign stock exchanges that are considered liquid, namely INTUCH, SPCG Public Company Limited (“SPCG”), EDL-Generation Public Company (“EDL-Gen”) and Civil Engineering Public Company Limited (“CIVIL”). IFA has adjusted the value of such securities (excluding INTUCH) to reflect the most current fair value through the assessment of financial assets using the Market Value Approach. For investments in associate (INTUCH), the current fair value has been adjusted using the Market Value Approach and the Sum of the Parts (SOTP) Approach as assessed by IFA as per details in Clause 7.1.2.3. and 7.1.2.6. respectively (However, the Company and INTUCH have not conducted additional fixed asset valuations due to the complexity. Additionally, the value of most assets is derived from cash flows generated by the Company and INTUCH are not dependent on the value of fixed assets).

The details of the adjustment of the value of the securities can be summarized as follows:

(Unit: THB million)

No.	Securities	Fair value calculated by IFA with Market Value Approach[1/] and/or SOTP	GULF stakes	Fair value calculated by IFA based on shareholding proportion	Book value as of June 30, 2024 according to GULF's financial statements	Fair Value Higher/(Lower) than Book Value
1	INTUCH	202,339.60 - 238,264.43[2/]	47.37%	95,851.51 - 112,869.68	120,740.00	(24,888.49) - (7,870.32)
2	SPCG	9,088.60 -12,450.19[3/]	8.98%	816.16 - 1,118.03	820.00	(3.84) – 298.03
3	EDL-Gen	5,648.41- 6,391.82[4/]	0.46%	25.98 - 29.40	26.00	(0.02) - 3.40
4	CIVIL	1,228.18 -1,713.67[5/]	2.86%	35.13 – 49.01	36.00	(0.87) – 13.01

Remark:

1/ The Market Value Approach is calculated based on the weighted average market price of securities traded on the SET over the past 7-360 days, considering data up until July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction.

2/ Details according to Clause 7.1.2.3. and 7.1.2.6.

3/ The 7 – 360 day weighted average market price of SPCG is between THB 8.61 - 11.79 per share

(Unit: THB/share)	SPCG's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	8.74	8.80	9.64	11.32	12.52	12.52	12.93	15.04
Low	8.51	8.44	8.17	8.17	8.17	8.17	8.17	8.17
Weighted Average	8.62	8.61	8.73	9.46	9.96	10.20	10.70	11.79

4/ The 7 – 360 day weighted average market price of EDL-Gen is between LAK 1,932.33 – 2,186.65 per share (calculated using the average exchange rate for 1 year until July 15, 2024 at LAK 574.49 per THB, referring to data from BOT

(Unit: LAK/share)	EDL-Gen's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	2,136.69	2,170.00	2,203.67	2,280.00	2,300.00	2,312.50	2,312.50	2,390.00
Low	1,996.23	1,903.76	1,903.76	1,903.76	1,903.76	1,903.76	1,903.76	1,903.76
Weighted Average	2,057.92	1,932.33	2,019.70	2,059.77	2,091.07	2,098.14	2,127.65	2,186.65

5/ The 7 – 360 day weighted average market price of CIVIL is between THB 1.75 – 2.45 per share

(Unit: THB/share)	CIVIL's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	1.94	1.94	1.94	2.02	2.18	2.18	2.23	3.16
Low	1.85	1.61	1.44	1.44	1.44	1.44	1.44	1.44
Weighted Average	1.90	1.81	1.75	1.81	1.87	1.89	1.94	2.45

From the above information, IFA can calculate the share value of GULF using the Adjusted Book Value Approach as follows:

No.	Details	Value (THB million)
1	Total shareholders' equity of GULF	115,488.29
2	Premium (discount) from the investment value in INTUCH	(24,888.49) - (7,870.32)
3	Premium (discount) from the investment value in other listed securities 1/	(4.73) - 314.44
4	INTUCH's interim dividend in proportion to GULF's shareholding 2/	3,038.12
5	INTUCH's special dividend in proportion to GULF's shareholding 3/	6,835.77
6	**Total shareholders' equity of the Company after adjustment (6) = (1) + (2) + (3) + (4) + (5)**	**100,468.95 – 117,806.29**
7	Total number of GULF paid-up shares (million shares) 4/	11,733.15
8	**Book value per share (THB) (8) = (6) / (7)**	**8.56 - 10.04**

Remark:

1/ Including investments in securities listed on SET and foreign stock exchanges that are considered liquid, namely SPCG, EDL-Gen and CIVIL

2/ INTUCH approves interim dividend payment for the first half of 2024 at the rate of THB 2.00 per share, totaling approximately THB 6,413.38 million.

3/ The Board of Directors of INTUCH has considered and agreed in principle to pay a special dividend to INTUCH shareholders at the rate of THB 4.50 per share, totaling approximately THB 14,430.09 million (special dividend), which is considered part of the Restructuring Transaction, and the payment date is expected to occur before the completion of the Amalgamation.

4/ Par value of shares is equal to THB 1.00 per share.

According to Adjusted Book Value Approach, <u>the value of GULF's share is between THB 8.56 - 10.04 per share or the Company's value is between THB 100,468.95 – 117,806.29 million.</u>

The Adjusted Book Value Approach can reflect the financial position of GULF as of June 30, 2024 and the adjusted value of items, but does not reflect the profitability and competitiveness of GULF in the future. Although the valuation by the Adjusted Book Value Approach can be used as a reference for the underlying share price, **<u>IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of GULF's shares at this time.</u>**

7.1.1.3. GULF: Market Value Approach

This valuation approach uses the weighted average market price of the trading value of securities of GULF through SET over the past period. This analysis considers the weighted average market price of GULF (trading value of the Company/ trading volume of the Company) based on the past periods from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days. IFA has considered that the mentioned time periods can reflect the trends and movements of the share value in the stock market reasonably and in-line with the business operation of GULF. In the valuation by this approach, IFA has considered the information up until July 15, 2024 which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction. Therefore, the price of GULF's ordinary shares from the market value approach is calculated as follow:

(Unit: THB/share)	GULF's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	42.35	42.35	42.35	42.35	45.42	45.42	46.63	54.46
Low	40.51	39.80	38.08	38.08	38.08	38.08	38.08	38.08
Weighted Average	**41.60**	**41.10**	**40.16**	**40.52**	**41.47**	**42.00**	**42.92**	**46.43**

Source: www.setsmart.com

Remark: Information up until July 15, 2024

The graph shows the GULF share price before and after July 16, 2024,

which is the date the Company's Board of Directors resolved to approve and propose the Transaction.

Source: www.setsmart.com

IFA remarks that the share price of GULF fluctuates in a significant upward trend during and after the Board of Directors of the Company and INTUCH resolved to approve and propose the Transaction. However, IFA only considered the information up until July 15, 2024, which is one business day before the Board of Directors of the Company resolved to approve and propose the Transaction, which should be the period where the market price of GULF shares have not been affected by the announcement of the Restructuring Transaction.

According to Market Value Approach, the value of GULF's share is between THB 40.16 - 46.43 per share or the Company's value is between THB 471,196.83 - 544,775.56 million.

The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. Moreover, GULF is selected to be in SET100, which is considered as shares with high market value, and for the past 360 days, GULF's shares have traded normally. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of GULF's shares at this time.**

7.1.1.4. GULF: Price to Book Value Ratio Approach: P/BV Ratio

This valuation approach is based on the book value of GULF's shares as shown in the latest consolidated financial statements as of June 30, 2024 reviewed by certified auditor approved by the SEC which is THB 9.84 per share multiplied by the median of the closing prices to book values (P/BV) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business to GULF. However, since GULF operates a wide range of energy and infrastructure businesses both domestically and internationally, which are divided into 3 main business groups: 1) Energy business, which consists of natural gas power generation and related service businesses of the GULF Group, renewable energy business, and gas business; 2) Infrastructure and utilities business; and 3) Digital business. In addition to GULF's size and competitiveness both domestically and internationally, IFA has considered listed companies in foreign countries that operate similar businesses to GULF in the ASEAN region and have positive operating results, by selecting the top 5 companies with the highest asset value (if there are enough comparable companies), which GULF is one of them, as follows:

List of companies operating in energy and infrastructure business

(Unit: THB million)

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
1.	AP PM Equity[5/]	a holding company holds investments in power generation and distribution companies in the Philippines. The Company's segments include Power Generation, Power Distribution, Parent Company and Others.	161,068.80[2/]	318,595.69[2/]	132,423.62[2/]	21,758.99[2/]
2.	GULF TB Equity	a holding company operates through three segments: Power	501,592.16	481,851.53	118,275.52	16,362.61

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		business, Infrastructure business, and digital business.				
3.	SCI SP Equity	a Singapore-based energy and urban solutions provider, that delivers solutions to support the energy transition and sustainable development.	228,677.37[3/]	473,554.22[3/]	191,152.60[3/]	25,587.36[3/]
4.	TNB MK Equity[5/]	operates an electricity utility business in Malaysia, operates in the generation, transmission, distribution and sales of electricity.	651,320.60[4/]	1,585,956.59[4/]	418,485.24[4/]	19,218.92[4/]
5.	YTLP MK Equity[5/]	engages in investments and provide administrative and technical support services, operates in four segments: power generation, water and wastewater, telecommunications business and investments activities.	312,799.58[4/]	478,133.33[4/]	178,476.66[4/]	27,299.46[4/]

Source: Bloomberg and the audited or reviewed financial statements of each company

Remark:

1/

AP PM Equity stands for Aboitiz Power Corp

GULF TB Equity stands for Gulf Energy Development PCL

SCI SP Equity stands for Sembcorp Industries Ltd

TNB MK Equity stands for Tenaga Nasional Bhd

YTLP MK Equity stands for YTL Power International Bhd

2/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 0.65 per Philippine Peso, based on data from BOT

3/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 26.88 per Singapore Dollar, based on data from BOT

4/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 7.74 per Malaysian Ringgit, based on data from BOT

5/ Data as of March 31, 2024

Details can be summarized as follows:

P/BV: (time)[1/]	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
AP PM Equity	1.41	1.40	1.42	1.46	1.48	1.49	1.50	1.55

P/BV: (time)[1/]	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
SCI SP Equity	1.69	1.74	1.85	1.94	1.97	2.01	2.01	2.02
TNB MK Equity	1.44	1.42	1.40	1.32	1.25	1.21	1.14	1.04
YTLP MK Equity	2.14	2.10	2.11	2.05	1.92	1.87	1.62	1.15
Median[2/]	**1.56**	**1.58**	**1.63**	**1.70**	**1.70**	**1.68**	**1.56**	**1.35**
Value of GULF's share (THB/Share)	**15.39**	**15.55**	**16.09**	**16.73**	**16.74**	**16.58**	**15.37**	**13.28**

Remark: 1/ Source from Bloomberg using P/BV Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Book Value Ratio Approach, <u>the value of GULF's share is between THB 13.28 – 16.74 per share or the Company's value is between THB 155,865.58 – 196,448.66 million.</u>

The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that GULF has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the Company in the future. However, GULF plans to continuously invest in energy, infrastructure and other businesses. **<u>Therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of GULF's shares at this time.</u>**

7.1.1.5. GULF: Price to Earnings Ratio Approach: P/E Ratio

This approach uses earning per share for the last 4 quarters ended June 30, 2024 reviewed by certified auditor approved by the SEC of GULF which is THB 1.39 per share multiplied by closing prices to earnings (P/E) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business with GULF according to Clause 7.1.1.4. Price to Book Value Approach: P/BV Ratio for this evaluation approach.

Details can be summarized as follows:

P/E: (time)[1/]	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
AP PM Equity	7.28	7.28	7.38	7.55	7.74	7.87	7.96	8.42
SCI SP Equity	8.93	8.90	8.84	9.02	9.07	9.21	9.33	10.05
TNB MK Equity	33.46	32.97	32.48	30.64	28.62	27.10	24.59	20.59
YTLP MK Equity	11.78	11.57	11.61	11.28	10.58	10.31	9.23	7.62
Median[2/]	**10.35**	**10.24**	**10.22**	**10.15**	**9.83**	**9.76**	**9.28**	**9.23**
Value of GULF's share (THB/Share)	**14.44**	**14.27**	**14.26**	**14.16**	**13.70**	**13.61**	**12.95**	**12.88**

Remark: 1/ Source from Bloomberg using P/E Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Earnings Ratio Approach, <u>the value of GULF's share is between THB 12.88 – 14.44 per share or the Company's value is between THB 151,095.48 - 169,389.21 million.</u>

The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to GULF, their revenue, assets, market value, and net profit are different from GULF. Therefore, IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. **Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of GULF's shares at this time.**

7.1.1.6. GULF: Sum of the Parts Approach (SOTP)

Framework and principles for key assumptions in conducting financial projections by IFA

In preparing the financial projections related to the Transaction for the valuation of shares and investment units, whether using the Sum of the Parts (SOTP) method (for GULF, INTUCH, and ADVANC) or using the Discounted Cash Flow (DCF) method (for THCOM and 3BBIF), IFA has a framework and principles for key assumptions for the financial projections as follows:

Items	Framework and principles for the assumptions
Projection period	Projection for the next 10 years (2024 - 2034), which is the period in which GULF will have a relatively stable net cash flow after all projects in the current plan have been operated. IFA assumes that GULF's business will continue on a going concern basis without any significant changes and is based on the current economic conditions and circumstances. Terminal Value is determined for the businesses that the Company's executives believe will continue to be the Company's core business in the future, and the Company continues to seek contracts, licenses, and/or concessions related to the operation of such businesses. Except for GULF's infrastructure and utilities business , which IFA has projected for the next 37 years (2024 - 2061), which is the period specified in the concession agreements. It is determined that there is no Terminal Value based on the conservative basis because the infrastructure and utilities business is a new business for the Company that has just received a concession . The Company has never invested in the infrastructure and utilities business before, unlike the power plant business that has continuously invested since the past and is the Company's main business.
Exchange rate	Calculated using the average exchange rate for the past 1 year until July 15, 2024, based on data from BOT, and assumed to remain constant throughout the projection period. IFA expects that 1-year period could reflect the current exchange rate movement.
Inflation	Based on the average inflation rate of the past 5 years (between 2019 - Q2 2024) of each country, sourced from BOT for Thailand and from IMF for other countries. IFA expects that 5-year period could reflect the current business cycle.
The Company's effective shareholding (%)	Based on the shareholding structure of the Group of the Company as of June 30, 2024
Installed capacity	Based on to the Company's information
Power Purchase Agreement ("PPA") capacity	Based on PPA

Items	Framework and principles for the assumptions
Commodity Prices (Natural Gas)	Based on the latest information and assumed to remain constant throughout the projection period. IFA views that future projections of such items may not be reliable, the use of the latest information for projections is likely to be based on a conservative basis.
Electricity payment rates	Based on the rates specified in each project's PPA.
Ft	Assumed Ft to be equal to THB 0.33 - 0.41 per kilowatt-hour according to the plan to return the remaining electricity cost burden in the first 3 years to EGAT, then fixed at THB 0.19 per kilowatt-hour throughout the projection period.
Availability Factor	Mainly based on the Company's projections and reflects the maintenance plan of the power plants. Additionally, the Company is considered to be an expert in the business and IFA believes that is possible.
Capacity Factor / Degradation	Based on the Company's projections and/or technical reports engaged by the Company (if any). IFA has already reviewed and compared with those of other power plants.
Other income	Based on the proportion of other income to income from sales and services in the past between 2021 - 2023 (if there is sufficient and relatively stable historical data) or refer to the Company's projections in the businesses that have just started operations and/or the businesses that the income and cost structures are not yet stable.
Interest income / Financial income	Based on the proportion of historical interest income to investments between 2021 and 2023 (if there is sufficient and relatively stable historical data) or refer to the Company's projections in the businesses that have just started operations and/or businesses that the income and cost structures are not yet stable.
Cost of sales and services / Selling and administrative expenses	Assumed the estimate of cost of sales and services and selling and administrative expenses to be the cost per installed capacity in the year of commencement of operations, based on the Company's projections or based on information in 2023 (if any).Thereafter. - Assumed the cost of sales and services, and variable selling and administrative expenses, such as production costs and fee that are varied with income, and selling expenses as a proportion to income, to be the proportion of such costs to past income between 2021 and 2023 (if there is sufficient and relatively stable historical data) or refer to the Company's projections in the businesses that have just started operations and/or the businesses where the income and cost structures are not yet stable. - Assumed the cost of sales and services, and fixed selling and administrative expenses, such as utility costs, maintenance costs, insurance premiums, and administrative expenses, including office expenses and rent, to have a growth rate based on the average inflation rate of the past 5 years of that country. IFA expects that 5-year period could reflect the current business cycle. - Assumed employee-related expenses to have a growth rate of 4.00 - 5.00% per year, referring to the Company's projections and/or policies (if any).IFA views that it is aligned with the general salary adjustment policy. - Assumed the management fee to be in accordance with the Company's management fee plan because it is an expense determined by the Company.
Corporate Income Tax	The exemption from corporate income tax is assumed to be as specified in the BOI (if any), which may vary depending on the nature of the business and/or the year of commencement of operations or assumed to be at the same rate as the corporate income tax rate of that country.

Items	Framework and principles for the assumptions
CAPEX	The initial investment cost is based on the Company's projections as these are specific information related to each project/business. The investment cost for maintenance is based on historical data between 2021 - 2023 (if any) or based on the Company's projections.
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021 - 2023 (if any) or based on the Company's projections.
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021 - 2023 (if any) or based on the Company's projections.
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021 - 2023 (if any) or based on the Company's projections.
Interest-bearing debt	- For new loans : assume the loan portion as a percentage of the initial investment according to the Company's investment plan and assumed the interest rate according to the Company anticipation or as negotiated with financial institutions, with the principal repayment to be made in installments until the expected maturity date of the loan agreements. - For existing loans : assumes the interest rate and repayment schedule according to the latest information of each company.
Depreciation period (years)	Based on the notes to the financial statements of each entity, which could reflect the depreciation period of each type of asset according to the company's investment plan and the depreciation policy of each company.
Terminal Growth	IFA has assumed in the financial projection to have a cash flow growth rate after the projection period of 1.49% per annum, based on the average inflation rate of the past 5 years (Source: BOT). As this is the growth rate of prices of goods and services in the country which the Company should be able to achieve on a conservative basis.
Risk Free Rate (Rf)	Based on the 15-year government bond yield, it is equal to 2.91% per year (data as of July 15, 2024), which is the yield on government bonds that are continuously issued and offered for sale and is a period that IFA expects to reflect the return rate according to the business cycle.
Beta (β)	Based on the average Beta over the past 3 years up until July 15, 2024, which IFA believes is the period that best reflects price changes and the overall view of investors towards the company in the current market conditions. IFA takes the Beta of the comparable companies and unlevered them according to the ratio of interest-bearing debt to equity of those companies before averaging and re-levering them with the ratio of interest-bearing debt to equity of the companies being valued.
Market Risk (R_m)	The average return on investment in the stock market over the past 15 years is 9.13% per year. This is the period that should reflect the average return and is the period that IFA expects to reflect the return according to the business cycle.

In valuing GULF's shares by Sum of the Parts (SOTP) approach, the value is assessed from the sum of the appropriate value of each business that GULF operates itself or each company that is held by GULF. The investment value or value of other assets of the joint venture is also considered. The valuation of GULF's shares by SOTP Approach can be divided into 7 parts as follows:

1) Energy business
2) Gas Business

3) Infrastructure and Utilities business

4) Digital business

5) Investments in INTUCH

6) Investments in THCOM

7) Value of other assets of GULF

However, IFA did not consider the discount from being a company investing in other businesses ("Holding Company Discount" or "HoldCo Discount") because GULF is a holding company with the operation from its energy business (normally, in energy business, each project will register as a subsidiary company in order to be able to borrow money according to the nature of Project Finance). In addition, most companies under the group of the Company that operate such businesses are not listed on SET, so the HoldCo Discount cannot be calculated. Besides, GULF does not rely on any specific investments in other listed companies as main asset. The key assumptions of the financial projections in each business segment of GULF are summarized as follows:

1) Energy business

The valuation of GULF's power generation business will consider the future performance of the business by calculating the present value of the estimated net cash flow of the company (Free Cash Flow to Firm: FCFF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as the discount rate and calculated the future net cash flow from GULF's financial projections for the next 10 years (2024 - 2034), which is the period in which GULF will have a relatively stable net cash flow after all projects in the current plan have been operated. IFA is based on the assumption that GULF's business will continue on a going concern basis without any significant changes and is based on the current economic conditions and circumstances. However, if the economic conditions and other external factors affecting the operations of the GULF Group, including the current internal situation of GULF, change significantly from the specified assumptions, the valuation by this method will change as well. In addition, IFA has determined that the valuation of the power generation business will have a terminal value even though the power generation business has a contract with a specific term. However, since the Company's executives believe that such business will continue to be the Company's core business in the future, the Company continues to seek investment in various types of power plant projects both domestically and internationally, which is in line with the Power Development Plan of Thailand 2018-2037 (First Revision) which states that in 2037, Thailand's peak electricity demand will be 53,997 megawatts (in 2024, it is expected to be 37,610 megawatts), reflecting the trend of continuous increase in energy consumption. IFA has prepared GULF's financial projections with the highest benefits for the Company's shareholders as the main priority. The details of the key assumptions can be summarized as follows:

a. Gas-fired Power Business

- IPP Power Projects

The Group of the Company has a total of 6 Independent Power Producer projects, namely 1) Gulf SRC Company Limited ("GSRC"), 2) Gulf PD Company Limited ("GPD"), 3) Gulf JP UT Company Limited ("GUT"), 4) Gulf JP NS Company Limited ("GNS"), 5) Hin Kong Power Company Limited ("HKP") , and 6) Burapha Power Generation Company Limited ("BPG"), with an installed capacity of 8,828 MW in commercial operation and another 2,033 MW under construction and development. All power plants are located in Thailand and generate and sell electricity to EGAT under a 25-year power purchase agreement.

Under the power purchase agreement with EGAT, the natural gas IPP project will receive electricity rates based on an electricity tariff structure consisting of an availability charge and an energy charge.

- Availability Payment: From the commercial operation date of the first power generating unit, the IPP will receive an Availability Payment from EGAT for providing contracted power generation capacity to be ready to supply to EGAT, which will cover fixed operating and maintenance costs (FOM), debt servicing expenses, and returns on equity as specified, calculated based on power generation availability adjusted by the consumer price index in Thailand and the United States and the exchange rate between the USD and THB. Throughout the contract period from the commercial operation date of the project, if the project has provided power generation capacity to be ready to supply to EGAT and complies with the conditions specified in the power purchase agreement with EGAT, EGAT is required to pay the

Availability Payment to the project regardless of whether electricity is actually supplied to EGAT. Availability Payment may be reduced due to (a) a reduction in available electricity generation capacity, (b) a delay in notification of a reduction in availability, or (c) an emergency notification of a reduction in availability or failure to comply with an order from an EGAT command center.

- Energy Payment: From the commercial operation date of the first power generating unit, the IPP will receive an energy payment from EGAT, which will cover the project's fuel cost and variable operating and maintenance cost ("VOM"). The fuel cost in the energy payment formula is calculated from the actual electricity supplied to EGAT, the price of natural gas supplied by the project, and the net heat rate according to the calculation formula specified in the PPA.

The following are details of the Availability Payment calculation formula for the IPP. The calculation formula shown below is a summary extracted from the relevant PPA to show the Availability Payment structure in brief and is not the complete terms and conditions of the PPA.

Availability Payment for IPP

The total electricity availability for each billing period at m and the contract year at n is calculated according to the following formula.

$$AP_m = S_{gm}FAP_{gx} - S_mDED_{gx} + AFC_n$$

whereby:

AP_m	=	Electricity availability for invoice period at m
$S_{gm}FAP_{gx}$	=	Sum of all Full Availability Payments For all production units g calculated for payment period at x in invoice period at m (unit: THB), and
S_mDED_{gx}	=	The sum of all penalties for reduced availability (Deduction for Reduced Availability), short notice and dispatch failure(if any), for all production units g calculated for payment period at x in invoice period at m (unit: THB) and
AFC_n	=	Monthly Added Facility Charge (AFC) adjusted for year at n, based on the power purchase agreement of each power plant.

$$FAP_{gx} = BAC_{gnm} \times DCC_{gx}$$

whereby:

FAP_{gx}	=	The unadjusted integer power availability factor for unit at g, for the payment period at x.
BAC_{gnm}	=	Base Availability Credit for production unit at g in invoice period m in contract year at n and
DCC_{gx}	=	Dependable Contracted Capacity of generating unit at g for payment period at x (in megawatts)

$$BAC_{gnm} = \frac{(APR1_{gnm} + APR2_{gnm}) \times 1{,}000}{CAH_{gn}}$$

whereby:

BAC_{gnm}	=	Base Availability Credit for production unit at g in invoice period at m in contract year at n (THB

		per megawatt-hour)
CAH_{gn}	=	Contracted Available Hours for generating units at g in contract year at n, based on the power purchase agreement of each power plant.

$$\boxed{APR1_{gnm} = [APR1_{gn} \times (FX_{nm} / FX_{PPA\ RefDate}) \times 50\%] + [APR1_{gn} \times 50\%]}$$

whereby:

$APR1_{gn}$	=	Availability payment or power charge reflecting the cost of power plant construction, interest including interest during construction and equity return for production unit at g in contract year at n (THB per kilowatt) ("APR1") based on the power purchase agreement of each power plant.
FX_{nm}	=	Foreign exchange rates for the last business day of the invoice period at m (THB per US dollar) and
$FX_{PPA\ RefDate}$	=	Average daily foreign exchange rates for the thirty business days (including) the 15 days prior to the date of the Power Purchase Agreement.

$$\boxed{APR2_{gnm} = [APR2_{gn} \times 50\% \times (FX_{nm}/FX_{PPARefDate}) \times (USCPI_{n-1}/USCPI_{B})] + [APR2_{gn} \times 50\% \times (ThaiCPI_{n-1}/ThaiCPI_{B})]}$$

whereby:

$APR2_{gn}$	=	Availability payment or power cost reflecting the fixed costs of generation and maintenance, spare parts and insurance ("APR2") for generating units at g in contract year at n (THB per kilowatt) based on the power purchase agreement of each power plant.
$ThaiCPI_{n-1}$	=	consumer price index in the country as announced by the Ministry of Commerce for the contract at year n-1.
$ThaiCPI_{B}$	=	consumer price index in the country as announced by the Ministry of Commerce in the specified month.
$USCPI_{n-1}$	=	US Consumer Price Index as published by the Bureau of Labor Statistics of the US Department of Labor for contract year at n-1 and
$USCPI_{B}$	=	US Consumer Price Index as published by the Bureau of Labor Statistics of the US Department of Labor in a given month.

<u>Energy Payment for IPP</u>

Energy Payment consists of Fuel Payment, Start-Up Fuel Payment, TDC Payment and Variable Operating and Maintenance Payment.

$$\boxed{\text{Fuel cost} = \text{Fuel Rate} \times \text{Average Heat Rate on the revenue side} \times \text{Actual amount of electricity delivered to EGAT}}$$

whereby:

Fuel cost	=	Natural gas price (THB/MMBTU) minus fixed cost service rates
The amount of electrical energy actually delivered to EGAT	=	The amount of electricity that private power producers actually pay to EGAT (GWh), calculated from the amount of electricity that private power producers are ready to pay multiplied by the electricity dispatch rate (Dispatch Rate).

Each project has the following financial assumptions:

	GSRC	GPD	GUT	GNS	HKP	BPG
Revenue assumptions						
Project status	In operation	3 production units are in operation, another production unit will start operation in Q4 2024.	In operation	In operation	1 production unit in operation Another production unit will start operation in 2025	Under development
The Company's effective shareholding stake (%)	Shareholding Stake 70.00% Economic Stake 75.00% According to accounting basis, based on the joint development agreement	Shareholding Stake 70.00% Economic Stake 75.00% According to accounting basis, based on the joint development agreement	40.00	40.00	49.00	35.00
Year of commencement of operations	Unit 1-4: Commercial Operation March 31, 2021 October 1, 2021 March 31, 2022 October 1, 2022 Sequentially	Unit 1-3: Commercial Operation March 31, 2023 October 1, 2023 March 31, 2024 respectively Unit 4: Under Construction COD on October 1, 2024	Unit 1-2: Commercial Operation June 1, 2015 December 1, 2015 respectively	Unit 1-2: Commercial Operation June 1, 2014 December 1, 2014 respectively	Unit 1: Commercial Operation March 1, 2024 Unit 2: Under Construction COD in 2025	COD in 2027
Installed capacity	2,650.0 MW	2,650.0 MW	1,752.4 MW	1,668.2 MW	1,540.0 MW	600.0 MW
PPA capacity	2,500.0 MW	2,500.0 MW	1,600.0 MW	1,600.0 MW	1,400.0 MW	540.0 MW
The ratio of the actual electrical power produced by the power plant upon	The year 2024 is assumed to refer to data from 2023. and from 2025 onwards, it is assumed to be equal to 81.25%,		The year 2024 is assumed to refer to data from 2023 and from 2025 onwards, it is assumed to be equal to 10 – 30%		The HKP project is assumed at 92.45% based on the Company's projection, which is an expert in the business and IFA believes is possible. For the BPG project, reference is made to the HKP	

	GSRC	GPD	GUT	GNS	HKP	BPG
order to the electrical power available to the power plant (Dispatch Factor)	based on the Company's projection, which is an expert in the business and IFA believes is possible.		based on the Company's projection, which is an expert in the business and IFA believes is possible.		project because HKP is a new power plant with a production capacity per unit approximate to BPG.	
Availability Factor	It is assumed to be equal to 88.37 - 99.32% according to the maintenance cycle of each power plant, based on the Company's projection, which is an expert in the business and IFA believes is possible.		It is assumed to be equal to 88.41 - 98.00% according to the maintenance cycle of each power plant, based on the Company's projection, which is an expert in the business and IFA believes is possible.		The HKP project is assumed to be 88.37 - 98.50% based on the Company's projection, which is an expert in the business and IFA believes is possible. For the BPG project, reference is made to the HKP project because HKP is a new power plant with a production capacity per unit approximate to BPG.	
Contracted Available Hours ("CAH")	It is assumed to be between 7,741 – 8,629 hours based on the Company's projection, which is an expert in the business and IFA believes is possible.					
Exchange rate THB/USD	The exchange rate is assumed at 36.01 THB per US dollar, constant throughout the projection period, calculated using the average exchange rate over the past year until July 15, 2024, based on data from BOT.					
Consumer Price Index – TH ("CPI-TH")	CPI-TH in 2024 is assumed to be 108.50, referring to data from the Office of Trade Policy and Strategy as of June 2024. After that, the growth rate is 1.49% per year, based on the average inflation rate of Thailand over the past 5 years (Source: BOT).					
Consumer Price Index – US ("CPI-US")	The CPI-US in 2024 is assumed to be 313.05, based on data from the Bureau of Labor Statistics, United States Department of Labor as of June 2024, with a growth rate of 3.96% per year thereafter, based on the average inflation rate of the past 5 years of the United States (Source: International Monetary Fund ("IMF")).					
APR1 and APR2	Based on the PPA of each power plant					
Penalties for the failure of a power plant to operate as ordered by the Control Center ("DDF")	Based on the Company's projection, which is an expert in the business and IFA believes is possible.					
Fixed and variable cost service rates	It is assumed to be equal to THB 11.69 per million BTU, constant throughout the projection period, referring to the fixed and variable cost service rates of the ERC.					
Gas price	It is determined as the sum of the weighted average price of fuel cost ("Energy Pool Price" or "EPP"), the fixed cost service rate (Td), the variable cost service rate (Tc) and the gross profit margin of the IPP power plant group, with the EPP of THB 309.04 per million BTU as determined by the ERC as of June 2024, which is the latest information, and remains constant throughout the projection period.					

	GSRC	GPD	GUT	GNS	HKP	BPG
Heat Rate - revenue	Assumed the Heat Rate to be constant throughout the projection period, based on data from 2023.				The Heat Rate of the HKP Project is based on the Company's projection, which is an expert in the business and IFA believes is possible. For the BPG Project, it is based on the HKP Project because HKP is a new power plant with a production capacity per unit approximate to BPG.	
Start-Up Fuel Payment	Based on the Company's projection, which is an expert in the business and IFA believes is possible.					
TDC Payment	TDC Payment is assumed to remain constant throughout the projection period, based on data from 2023.				The TDC Payment of the HKP Project is based on the Company's projection, which is an expert in the business and IFA believes is possible. For the BPG Project, it is based on the HKP Project because HKP is a new power plant with a production capacity per unit approximate to BPG.	
VOM Payment	VOM Payment is assumed as a proportion to the number of units of electricity exported, referring to data from 2023 and from 2024. It is assumed to grow by 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).				The VOM Payment is assumed to be a proportion to the number of units of electricity exported. However, since both power plants are new power plants, in the first year after both power plants are in operation, IFA refers to the Company's projection, which is an expert in the business and IFA believes is possible. After that, the growth rate is assumed at 1.49% per year, based on the average inflation rate of Thailand over the past 5 years (Source: BOT). For the BPG project, the proportion is based on the HKP project because HKP is a new power plant with a production capacity per unit approximate to BPG.	
Cost Assumptions						
Heat Rate - Factory (BTU/kWh)	The Heat Rate is assumed to remain constant throughout the projection period, with reference to data from 2023 (under the Long-Term Maintenance and Spare Parts Supply Agreement ("LTSA"), the Heat Rate of GPD and		The Heat Rate is based on data from 2023 and from 2024 onwards, it is assumed to grow at 0.08% per year, based on the deterioration rate of typical combined cycle power plants (Source: Jacobs International Consultants).		The HKP Project's Heat Rate is assumed to remain constant throughout the projection period, based on the Company's projections (the LTSA guarantees that the HKP Heat Rate will not increase throughout the contract period). For the BPG Project,	

	GSRC	GPD	GUT	GNS	HKP	BPG
	GSRC is guaranteed not to increase throughout the contracted period).				reference is made to the HKP Project, as HKP is a new power plant with a production capacity per unit approximate to BPG.	
VOM	VOM is assumed as a proportion to the number of units of electricity exported, referring to data from 2023 and from 2024, it is assumed to grow by 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).					
FOM	FOM includes maintenance costs, electricity costs, power plant insurance costs, and employee-related costs. ▪ Maintenance costs, electricity costs, and power plant y insurance costs: Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year, based on the average inflation rate of Thailand over the past 5 years (Source: BOT) ▪ Employee-related expenses: Based on data from 2023 and from 2024, the growth rate is assumed at 5.00% per year, which IFA views is aligned to the general salary adjustment policy.					Based on HKP's estimates, adjusted for BPG's installed capacity.
Selling and Administrative Expenses ("SG&A")	SG&A is based on data from 2023 and from 2024, it is assumed to grow at a rate of 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).					Based on HKP's estimates, adjusted for BPG's installed capacity.
Corporate Income Tax	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 5 years, and thereafter at 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 5 years, and thereafter at 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 3 years, and thereafter at 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 3 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 8 years after the start of income recognition and thereafter at a rate of 20.00% of profit before tax.
Other assumptions						
CAPEX	The maintenance CAPEX is assumed at THB 37,367.91 per MW per year throughout the projection period, based on historical investment	The investment cost for Units 3 and 4 is set at THB 6,421.66 million in 2024-2025, based on the Company's projections. The maintenance CAPEX	The maintenance CAPEX is assumed at THB 37,367.91 per MW per year throughout the projection period, based on historical investment costs between 2021-2023 for the IPP group.		The investment cost for Units 1 and 2 is assumed at THB 14,882.15 million in 2024-2025 based on the Company's	The investment cost for Unit 1 is assumed at THB 5,890.03 million in 2024-2025, based on HKP and adjusted in proportion to BPG's installed capacity. The maintenance CAPEX is assumed at THB

	GSRC	GPD	GUT	GNS	HKP	BPG
	costs during 2021-2023 for the IPP group.	is assumed at THB 37,367.91 per MW per year throughout the forecast period, based on historical investment costs during 2021-2023 for the IPP group.			projections. The maintenance CAPEX is assumed at THB 37,367.91 per MW per year throughout the projection period based on historical investment costs during 2021-2023 for the IPP group.	37,367.91 per MW per year throughout the forecast period, based on historical investment costs during 2021-2023 for the IPP group.
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021-2023, except for the GPD project, which is set to be equal to 2023 only, as it has just started operations in that year.				The HKP project is assumed to be 30 days based on the Company's projections and the BPG project is based on HKP.	
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021-2023, except for the GPD project, which is set to be equal to 2023 only, as it has just started operations in that year.				The HKP project is assumed to be 60 days based on the Company's projections and the BPG project is based on HKP.	
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021-2023, except for the GPD project, which is set to be equal to 2023 only, as it has just started operations in that year.				The HKP project is assumed to be 15 days based on the Company's projections and the BPG project is based on HKP.	
Interest-bearing debt	The interest rate is 3.34 – 4.68% per year and is assumed to be repaid in installments until the contract maturity date.		The interest rate is 4.01 - 5.87% per annum and is assumed to be repaid in installments until the contract maturity date.		The interest rate is 4.75 - 5.12% per annum and is assumed to be repaid in installments until the contract maturity date.	

- SPP

The Group of the Company has a total of 19 Small Power Producers, namely: 1) Gulf JP KP1 Company Limited ("GKP1") 2) Gulf JP KP2 Company Limited ("GKP2") 3) Gulf JP TLC Company Limited ("GTLC") 4) Gulf JP NNK Company Limited ("GNNK") 5) Gulf JP CRN Company Limited ("GCRN") 6) Gulf JP NK2 Company Limited ("GNK2") 7) Gulf JP NLL Company Limited ("GNLL") 8) Gulf VTP Company Limited ("GVTP") 9) Gulf TS1 Company Limited ("GTS1") 10) Gulf TS2 Company Limited ("GTS2") 11) Gulf TS3 Company Limited ("GTS3") 12) Gulf TS4 Company Limited ("GTS4") 13) Gulf NC Company Limited 14) Gulf BL Company Limited ("GBL") 15) Gulf BP Company Limited ("GBP") 16) Gulf NLL2 Company Limited ("GNLL2") 17) Gulf NPM Company Limited ("GNPM") 18) Gulf NRV1 Company Limited ("GNRV1") and 19) Gulf NRV2 Company Limited ("GNRV2") , which are all located in Thailand with a generating capacity of 2,474 MW. All projects have already commenced commercial operation, generating and distributing approximately 70-80% of electricity to EGAT under a 25-year power purchase agreement. The electricity will be transmitted through EGAT's nationwide power transmission system to be distributed to PEA and MEA, who will then distribute the electricity to consumers nationwide. In addition, the SPP also sells electricity, steam and chilled water to industrial users ("IUs") under a power purchase agreement with such customers.

Under the power purchase agreement with EGAT, the SPP will receive electricity charges according to the electricity tariff structure consisting of a capacity payment, an energy payment and a fuel saving payment for electricity generation.

1) Capacity Payment SPP will receive a capacity payment from EGAT at a fixed rate for providing contracted electricity production capacity to be ready for supply to EGAT. The capacity payment will be adjusted according to the exchange rate between USD and THB on the last business day of the month in which the capacity payment is calculated. This capacity payment covers the fixed costs of the SPP and the cost of debt repayment. If the project has provided electricity production capacity to be ready for supply to EGAT and complies with the conditions specified in the power purchase agreement with EGAT, EGAT is obliged to pay the capacity payment regardless of whether the electricity is actually supplied to EGAT or not. The calculation formula is as follows:

Capacity Payment = Electricity rate x Contracted electricity production capacity x Availability factor

whereby:

Electricity Rates	= The specified price rate is for the amount of electricity produced in each kilowatt per month, calculated from the base electricity rate specified in the electricity purchase regulations of the relevant SPP. The electricity rate is adjusted every month to be in line with the exchange rate between USD and THB.
Contracted power generation capacity	= Contracted power generation capacity (MW) based on the actual contracted power generation capacity from the power purchase agreement between each electricity producer and EGAT, which will be constant throughout the projection period.
Availability Factor	= Availability index (%) reflects the readiness of electricity production of each power plant, including the maintenance plan of each power plant, based on the Company's projections.

2) Energy Payment Energy payment consists of fuel cost and other variable operation and maintenance costs of the power plant project, calculated from (a) the base electricity rate and (b) the electricity rate adjusted according to changes in natural gas prices. EGAT will be responsible for the cost of natural gas used by the SPP according to the power purchase agreement, with the following calculation formula:

Energy payment = Electricity rate x Actual amount of electric power delivered to EGAT.

Where the electricity rate is in THB/kilowatt-hour, which varies according to the fuel price and the amount of electricity actually delivered to EGAT, the calculation formula is as follows:

Actual amount of electric power delivered to EGAT = Operating hours x Contracted power generation capacity x Availability Factor x Dispatch Factor

whereby:

Dispatch Factor	= Ratio of electrical energy that the power plant actually produces to the electrical energy that the power plant is ready to supply (%)

3) Fuel Saving Payment The SPP will receive the full fuel saving payment for electricity generation from EGAT if the calculation of fuel efficiency in electricity generation, which is measured by the amount of heat energy used for activities other than electricity generation (e.g. steam generation), passes the specified criteria. The calculation formula is as follows:

Fuel Saving Payment = Fuel saving rate for electricity generation x actual amount of electricity delivered to EGAT.

Each project has the following financial assumptions:

	GKP1	GKP2	GTLC	GNNK	GCRN	GNK2	GNLL	GVTP	GTS1	GTS2
Revenue assumptions										
Project status	In operation	In operation	In operation	In operation	In operation	In operation	In operation	In operation	In operation	In operation
The Company's effective shareholding stake (%)	40.00	40.00	40.00	40.00	40.00	40.00	30.00	52.49	52.49	52.49
Year of commencement of operations	Commercial Operation January 5, 2013	Commercial Operation February 1, 2013	Commercial Operation March 1, 2013	Commercial Operation April 1, 2013	Commercial Operation July 1, 2013	Commercial Operation October 1, 2013	Commercial Operation May 1, 2013	Commercial Operation May 16, 2017	Commercial Operation July 8, 2017	Commercial Operation September 1, 2017
Installed capacity	124.3 MW	124.3 MW	125.8 MW	130.0 MW	125.9 MW	132.4 MW	125.3 MW	140.9 MW	138.3 MW	138.3 MW
PPA n capacity	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW
Contract capacity with IU	27.5 MW	24.0 MW	36.2 MW	28.2 MW	25.4 MW	43.8 MW	32.1 MW	55.8 MW	39.9 MW	43.3 MW
Dispatch Factor	It is assumed to be equal to 78.02 - 83.50% throughout the projection period, referring to the historical average between 2021 - 2023.							It is assumed to be equal to 78.06 - 81.93% throughout the projection period, referring to the historical average between 2021 - 2023.		
Availability Factor	It is assumed to be equal to 93.02 - 98.50% according to the maintenance cycle of each power plant, based on the Company's projection, which is an expert in the business and IFA believes is possible.							It is assumed to be equal to 93.52 - 99.00% according to the maintenance cycle of each power plant, based on the Company's projection, which is an expert in the business and IFA believes is possible.		
Gas price	It is determined as the sum of EPP, fixed cost service rate (Td), variable cost service rate (Tc), and gross profit margin of SPP power plant group, where EPP of THB 309.04 per million BTU as determined by ERC as of June 2024, which is the latest information, and remains constant throughout the projection period.									
Capacity Payment (For EGAT)	The Capacity Payment rate varies according to the exchange rate, referring to PPA. The exchange rate is assumed at THB 36.01 per USD, constant throughout the projection period, calculated using the average exchange rate for 1 year until July 15, 2024, referring to data from BOT.									
Energy Payment (For EGAT)	Based on the PPA of each power plant, which remains constant throughout the projection period.									

	GKP1	GKP2	GTLC	GNNK	GCRN	GNK2	GNLL	GVTP	GTS1	GTS2
Fuel Saving Payment ((For EGAT)	Based on the PPA of each power plant, which remains constant throughout the projection period.									
Power Development Fund (“PDF”) (For EGAT)	Based on the PPA of each power plant, which remains constant throughout the projection period.									
Ft rate (For IU)	It is assumed to be equal to THB 0.33 – 0.41 per kilowatt-hour according to the plan to return the remaining electricity cost burden in the first 3 years to EGAT. After that, it will be fixed at THB 0.19 per kilowatt-hour throughout the projection period.									
Base rate (For IU)	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).									
Steam/Cold water production	The production volume for 2024 is assumed to be equal to the historical average between 2021 and 2023 and remains constant throughout the projection period. In addition, GNLL is assumed to have no revenue from chilled water production because the chilled water purchase agreement has expired and has not been extended. And GNNK is assumed to refer to the chilled water production volume for 2024 based on the annualized data of the second quarter of 2024, and remains constant throughout the projection period because some chilled water purchase agreements expired in 2023.									
Steam/Cold Water Price	The selling price in 2024 is assumed to be based on data from 2023 and remain constant throughout the forecast period.									
Cost Assumptions										
Heat Rate	The Heat Rate is assumed to increase by 0.17% per annum as calculated by IFA based on data from the LTSA.							The Heat Rate is set to increase by 0.09% per annum as calculated by IFA based on data from the LTSA.		
VOM	VOM is assumed as a proportion to the number of units of electricity exported, referring to data from 2023 and from 2024, it is assumed to grow by 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).									
FOM	FOM consists of maintenance costs, power plant insurance, employee expenses, and other expenses. ▪ Maintenance costs, power plant insurance, and other expenses: Based on data from 2023 and from 2024, the growth rate is set at 1.49% per year, based on the average inflation rate of Thailand over the past 5 years (Source: BOT) ▪ Employee expenses: Based on data from 2023 and from 2024, the growth rate is assumed at 5.00% per year, which IFA views is aligned to the general salary adjustment policy.									
Cost of connecting steam systems between power plants (“Tie Line”)	Based on the Company’s projection, which is an expert in the business and IFA believes is possible.									

	GKP1	GKP2	GTLC	GNNK	GCRN	GNK2	GNLL	GVTP	GTS1	GTS2
between power plants (Steam / Power Tie Line)										
Back-up Power Cost	Assumed the amount of reserve electricity as a proportion to total electricity production, referring to the historical average between 2021 - 2023, and remain constant throughout the projection period. And assumed the price of electricity per unit, referring to data from 2023 and from 2024, with a growth rate of 1.49% per year, according to the average inflation rate of the past 5 years of Thailand (Source: BOT)									
SG&A	SG&A is based on data from 2023 and from 2024, it is assumed to grow at a rate of 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).									
Management fee	The growth rate is assumed at 5.00% every 3 years according to the Company's management fee plan.									
Corporate Income Tax	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition. The company has received an additional 3 years of corporate income tax exemption. and thereafter at a rate of 20.00% of profit before tax.						The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition. Then equal to 10.00% of profit before tax for a period of 5 years. and thereafter at a rate of 20.00% of profit before tax.			
Other assumptions										
CAPEX	The maintenance CAPEX is assumed at THB 51,534.16 per MW per year throughout the projection period, based on historical investment costs during 2021-2023 for the 7SPPs group.							The maintenance CAPEX is assumed at THB 115,343.73 per MW per year throughout the projection period, based on historical investment costs during 2021-2023 for the 12SPPs group.		
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021-2023.									
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021-2023.									
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021-2023.									

	GKP1	GKP2	GTLC	GNNK	GCRN	GNK2	GNLL	GVTP	GTS1	GTS2
Interest-bearing debt	The interest rate is 4.72 - 5.69% per annum and is assumed to be repaid in installments until the contract maturity date.							The interest rate is 4.84 - 5.15% per annum and is assumed to be repaid in installments until the contract maturity date.		

	GTS3	GTS4	GNC	GBL	GBP	GNLL2	GNPM	GNRV1	GNRV2
Revenue assumptions									
Project status	In operation	In operation	In operation	In operation	In operation	In operation	In operation	In operation	In operation
The Company's effective shareholding stake (percent)	52.49	52.49	70.00	52.49	52.49	52.49	70.00	70.00	70.00
Year of commencement of operations	Commercial Operation November 1, 2017	Commercial Operation January 1, 2018	Commercial Operation March 1, 2018	Commercial Operation September 1, 2018	Commercial Operation November 1, 2018	Commercial Operation January 1, 2019	Commercial Operation March 1, 2019	Commercial Operation May 1, 2019	Commercial Operation July 1, 2019
Installed capacity	130.2 MW	130.2 MW	126.5 MW	129.5 MW	129.5 MW	129.5 MW	138.3 MW	127.5 MW	127.5 MW
PPA capacity	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW	90.0 MW
Contract capacity with IU	46.1 MW	36.8 MW	40.0 MW	41.4 MW	34.7 MW	39.6 MW	42.4 MW	34.5 MW	31.1 MW
Dispatch Factor	It is assumed to be equal to 78.06 - 81.93% throughout the projection period, referring to the historical average between 2021 - 2023.								
Availability Factor	It is assumed to be equal to 93.52 - 99.00% according to the maintenance cycle of each power plant, based on the Company's projection, which is an expert in the business and IFA believes is possible.								
Gas price	It is determined as the sum of EPP, fixed cost service rate (Td), variable cost service rate (Tc), and gross profit margin of SPP group, where EPP of THB 309.04 per million BTU as determined by ERC as of June 2024, which is the latest information, and remains constant throughout the projection period.								
Capacity Payment (For EGAT)	The Capacity Payment rate varies according to the exchange rate, referring to PPA. The exchange rate assumed at THB 36.01 per USD, constant throughout the projection period, calculated using the average exchange rate for 1 year until July 15, 2024, referring to data from BOT.								

	GTS3	GTS4	GNC	GBL	GBP	GNLL2	GNPM	GNRV1	GNRV2
Energy Payment (For EGAT)	Based on the PPA of each power plant, which remains constant throughout the projection period.								
Fuel Saving Payment ((For EGAT)	Based on the PPA of each power plant, which remains constant throughout the projection period.								
Power Development Fund (“PDF”) (For EGAT)	Based on the PPA of each power plant, which remains constant throughout the projection period.								
Ft rate (For IU)	Assumed Ft to be equal to THB 0.33 - 0.41 per kilowatt-hour according to the plan to return the remaining electricity cost burden in the first 3 years to EGAT, then fixed at THB 0.19 per kilowatt-hour throughout the projection period.								
Base rate (For IU)	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).								
Steam/Cold water production	Production volume for 2024 is projected to be equal to the historical average between 2021 and 2023 and remain constant throughout the forecast period.								
Steam/Cold Water Price	The selling price in 2024 is assumed to be based on data from 2023 and remain constant throughout the forecast period.								
Cost Assumptions									
Heat Rate	The Heat Rate is assumed to increase by 0.09% per annum as calculated by an IFA based on data from the LTSA.								
VOM	VOM is assumed as a proportion to the number of units of electricity exported, referring to data from 2023 and from 2024, it is assumed to grow by 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).								
FOM	FOM consists of maintenance costs, power plant insurance, employee expenses, and other expenses. ▪ Maintenance costs, power plant insurance, and other expenses: Based on data from 2023 and from 2024, the growth rate is set at 1.49% per year, based on the average inflation rate of Thailand over the past 5 years (Source: BOT) ▪ Employee expenses: Based on data from 2023 and from 2024, the growth rate is set at 5.00% per year, which IFA views is aligned to the general salary adjustment policy.								
Cost of connecting steam systems between power plants (“Tie Line”) between power	Based on the Company’s projection, which is an expert in the business and IFA believes is possible.								

	GTS3	GTS4	GNC	GBL	GBP	GNLL2	GNPM	GNRV1	GNRV2
plants (Steam / Power Tie Line)									
Back-up Power Cost	Assumed the amount of reserve electricity as a proportion to total electricity production, referring to the historical average between 2021 - 2023, and remain constant throughout the projection period. And assumed the price of electricity per unit, referring to data from 2023 and from 2024, with a growth rate of 1.49% per year, according to the average inflation rate of the past 5 years of Thailand (Source: BOT)								
SG&A	SG&A is based on data from 2023 and from 2024, it is assumed to grow at a rate of 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).								
Management fee	The growth rate is assumed at 5.00% every 3 years according to the Company's management fee plan.								
Corporate Income Tax	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 5 years, and thereafter at 20.00% of profit before tax.		The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.			The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 5 years, and thereafter at 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.		
Other assumptions									
CAPEX	The maintenance CAPEX is assumed at THB 115,343.73 per MW per year throughout the projection period, based on historical investment costs between 2021-2023 for the 12SPPs group.								

	GTS3	GTS4	GNC	GBL	GBP	GNLL2	GNPM	GNRV1	GNRV2
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021-2023.								
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021-2023.								
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021-2023.								
Interest-bearing debt	The interest rate is 4.84 - 5.15% per annum and is assumed to be repaid in installments until the contract maturity date.								

- <u>Captive Power Project in Oman</u>

The Group of the Company's Captive Power Project is operated by Duqm Power Company LLC ("DPC"), a subsidiary of Centralised Utilities Company LLC ("Marafiq"), located in the Duqm special economic zone ("Duqm SEZ") in Oman, with a total installed power generation capacity of approximately 326 MW and an installed desalinated water generation capacity of approximately 1,667 cubic meters per hour. The project sells electricity and desalinated water to a large refinery ("DRPIC") under a 25-year power purchase agreement with a renewal option for a further 5 years. It has also been granted the exclusive right to operate the utilities business in the Duqm SEZ. The project has been completed and has commenced operations to sell electricity and desalinated water.

The project has the following financial assumptions:

	DPC and Marafiq
Revenue assumptions	
Project status	In operation
The Company's effective shareholding stake (%)	49.00
Year of commencement of operations	<u>Commercial operation by</u> Q1 2023
Installed capacity	326 MW
Electricity generation capacity under the Power and Water Purchase Agreement ("PWPA")	208 MW
Installed water production capacity	1,667 Cubic meters per hour
Water production capacity according to PWPA	1,250 Cubic meters per hour
Wastewater production capacity according to PWPA	660 Cubic meters per hour
Dispatch Factor	It is assumed to be equal to 80.29% based on the Company's projections for 2024 and remain constant throughout the projection period, based on the Company's projection, which is an expert in the business and IFA believes is possible.
Availability Factor	It is assumed to be equal to 99.80% and remain constant throughout the projection period, based on the Company's projection, which is an expert in the business and IFA believes is possible.
Electricity: Capacity Charge and Variable Charge	Based on mutual agreement between the buyer and seller under the PWPA.
Water: Capacity Charge and Variable Charge	Based on mutual agreement between the buyer and seller under the PWPA.
Wastewater: Capacity Charge and Variable Charge	Based on mutual agreement between the buyer and seller under the PWPA.
Natural gas revenue	It is assumed at 3.80 USD per million BTU, constant throughout the projection period, based on the Company's data in 2023, whereas the natural gas revenue is a pass-through revenue.

	DPC and Marafiq
Marafiq's revenue (Holding company)	Revenue from electricity sales, petrol stations and network revenue are based on data from 2023 and from 2024, it is assumed to grow by 1.04% per year based on the average inflation rate of the past 5 years of Oman (Source: IMF).
Cost Assumptions	
Heat Rate	It is assumed to be equal to 7,727.96 – 7,768.24 BTU per kilowatt-hour based on the Company's projection, which is an expert in the business and IFA believes is possible.
Natural gas price	Assumed at USD 3.80 per million BTU, constant throughout the projection period, based on data from the Company in 2023 (paid in the amount received from the contractual partner in a pass-through concept)
Employee related expenses	Based on data from 2023 and from 2024, the growth rate is assumed at 5.00% per year which IFA views is aligned to the general salary adjustment policy.
Operation and maintenance costs, office, professional fees, IT costs, communication costs, and business development costs	Based on data from 2023 and from 2024, the growth rate is assumed at 1.04% per year based on the average inflation rate of the past 5 years of Oman (Source: IMF).
Other expenses	Other expenses are assumed as a proportion to total income, referring to data from 2023, and remain constant throughout the projection period, as it is in the initial phase of operation.
Marafiq expenses (Holding company)	It consists of variable factory operating costs, electricity purchasing costs, employee expenses and other expenses, as specified. - Electricity purchase expenses are proportional to electricity sales revenue, based on historical averages between 2022 and 2023, and are constant throughout the projection period, as electricity sales operations will commence in 2022. - Factory operating costs are variable, and are proportional to network revenue, based on historical averages between 2021 and 2023, and are constant throughout the projection period. - Employee-related expenses are based on data from 2023 and from 2024, with a growth rate of 5.00% per year, which IFA views is aligned to the general salary adjustment policy. - Other expenses are based on data from 2023 and from 2024, with a growth rate of 1.04% per year, based on Oman's five-year average inflation rate (source: IMF).
Other assumptions	
CAPEX	Capital expenditure is assumed at USD 20.42 million in 2024, based on the Company's projections. Maintenance capital expenditure is assumed at USD 0.15 - 1.37 million per year throughout the forecast period, based on the Company's projections.
Trade payables payment period (AP days)	Assumed to be equal to the average of 2023 as it is in the initial phase of operation.
Collection period of trade receivables (AR days)	Assumed to be equal to the average of 2023 as it is in the initial phase of operation.
Interest-bearing debt	The loan portion is assumed at 70.00% of the initial investment and the interest rate is 6.00% per annum, with repayment to be made in installments based on the Company's information.

- <u>Gas-fired Power Project in Merchant Market in United States</u>

The Group of the Company's Jackson Generation gas-fired power plant is operated by Jackson Generation, LLC (“Jackson”), a subsidiary of Gulf Energy USA, LLC (“Gulf USA”), and it is located in Will County, Illinois, USA. It has an installed capacity of 1,200 MW and supplies electricity to the Pennsylvania - New Jersey - Maryland Interconnection (“PJM”), the most stable and demanding open market for electricity in the United States.

The project has the following financial assumptions:

	Jackson and Gulf USA
Revenue assumptions	
Project status	In operation
The Company's effective shareholding stake(%)	49.00
Year of commencement of operations	<u>Commercial operation</u> May 4, 2022.
Installed capacity	1,200 MW
Installed capacity by merchant	1,200 MW
Capacity Price	The Capacity Price in 2024 is assumed to be based on the average of PJM's announcements between 2023-2024. In 2025 and 2026, the Capacity Price is assumed to grow at a rate of 81.82% and 65.00%, respectively, based on estimates from the Company's technical advisors. From 2027 onwards, the growth rate is assumed at a constant rate of 3.96% per year, based on the average inflation rate of the past 5 years of the United States (Source: IMF).
Capacity Factor	The Capacity Factor is assumed to be equal to the historical average between 2022 and 2023 and remains constant throughout the projection period as it is in the initial phase of operations.
Average natural gas price	It is assumed at USD 2.53 per million BTU and remains constant throughout the forecast period, based on the latest Henry Hub natural gas price as of June 2024.
Market average heat consumption rate	It is assumed to be equal to 11.54 million BTU/MW-hour, constant throughout the forecast period, based on the market average heat consumption rate in 2023.
Cost Assumptions	
Heat Rate	The Heat Rate is based on data from 2023 and from 2024, it is assumed to grow by 0.08% per year, based on the deterioration rate of typical combined cycle power plants (Source: Jacobs International Consultants).
Non-fuel variable costs	Variable costs are assumed to be proportional to the number of units of electricity exported, based on data from 2023, and from 2024, a growth rate of 3.96% per year is assumed, based on the average inflation rate of the past 5 years of the United States (Source: IMF).
Fixed operating costs	Fixed operating expenses include fuel and other services, labor, property taxes, insurance, and more. - Employee expenses: Based on data from 2023 and from 2024, the growth rate is set at 5.00% per year, which IFA views is aligned to the general salary adjustment policy. - Gas balancing and other services, property tax, insurance, etc.: Based on data from 2023 and from 2024, the growth rate is set at 3.96% per year, according to the average inflation rate of the past 5 years of the United States (Source: IMF)
Corporate Income Tax	The expenses for the holding company (Gulf USA) are as follows: (1) 9.5% state tax on pre-tax earnings and (2) 21.0% federal tax on pre-tax earnings after state taxes.

	Jackson and Gulf USA
Fuel Adder	The Fuel Adder price is assumed to be in accordance with the Energy Management Agreement, which is fixed throughout the projection period.
Gulf USA expenses (Holding company)	Referring to data from 2023 and from 2024, it is assumed to grow by 3.96% per year based on the average inflation rate of the past 5 years of the United States (Source: IMF).
Other assumptions	
CAPEX	The maintenance CAPEX is assumed to be between USD 0.09 – 11.82 million per year throughout the forecast period, based on the Company's projections.
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2022-2023 as it is in the initial phase of operation.
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2022-2023 as it is in the initial phase of operation.
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2022-2023 as it is in the initial phase of operation.
Interest-bearing debt	Interest rate of 5.60 - 6.25% per year, with installment repayment of the principal until the full amount is paid, based on the Company's information.

b. Biomass Power Project

The Group of the Company is the operator of one biomass SPP power plant project using wood pellets as fuel in Thailand ("Biomass Power Project") with an installed power generation capacity of approximately 25 MW. It has commenced commercial operation, selling electricity to EGAT under a 25-year Non-Firm Power Purchase Agreement.

The details of the method for calculating sales revenue are as follows:

Sales revenue = Actual electricity delivered x Electricity purchase price specified in PPA

The actual amount of electrical energy delivered can be calculated as follows:

Electrical energy quantity = installed capacity x number of hours in a year x Net Capacity Factor

whereby

Installed capacity = Total electricity generation capacity that the power plant can produce (MW)

Net Capacity Factor = Net Capacity Index, which is calculated from Capacity Factor data referenced from the Company, which has been adjusted by the Degradation Rate, the ratio of actual electricity produced by the power plant to the electricity ready for distribution by the power plant (Dispatch Factor), Availability Factor, and/or other adjustment indices.

The project has the following financial assumptions:

	Biomass Power Project
Revenue assumptions	
Project status	In operation
The Company's effective shareholding stake (%)	100.00
Year of commencement of operations	Commercial operation March 1, 2020
Installed capacity	25 MW
PPA capacity	20.62 MW
Dispatch Factor	It is assumed to be equal to 100.00% throughout the projection period, based on the Company's projection, which is an expert in the business and IFA believes is possible.
Availability Factor	It is assumed to be equal to 93.02 - 95.77% according to the maintenance cycle of each power plant, based on the Company's projection, which is an expert in the business and IFA believes is possible.
Net Capacity Factor	Between 76.73 – 79.00%
Electricity selling price	Referring to PPA, the electricity selling price is assumed as follows: Peak: In 2024, it is equal to THB 4.22 per kilowatt-hour, according to EGAT. And from 2025, it is assumed to grow by 1.49% per year, according to the average inflation rate of the past 5 years of Thailand (Source: BOT). Off-Peak: In 2024, it is equal to THB 2.36 per kilowatt-hour, according to EGAT. And from 2025, it is assumed to grow by 1.49% per year, according to the average inflation rate of the past 5 years of Thailand (Source: BOT). Assumed Ft to be equal to THB 0.33 - 0.41 per kilowatt-hour according to the plan to return the remaining electricity cost burden in the first 3 years to EGAT, then fixed at THB 0.19 per kilowatt-hour throughout the projection period. Adder Fee is equal to THB 1.30 per kilowatt-hour for the first 7 years from the COD according to the ERC announcement in 2010, which is the latest information.
Cost Assumptions	
Biomass heat rate	The biomass heat rate is assumed to remain constant throughout the projection period, based on data from 2023.
Cost of sales	- Assumed the cost of biomass as a proportion to the number of units of electricity exported, referring to data from 2023 and from 2024, the growth rate is assumed at 1.49% per year, based on the average inflation rate of the past 5 years of Thailand (Source: BOT). - Assumed the cost of maintenance and insurance premiums, referring to data from 2023 and from 2024, the growth rate is assumed at 1.49% per year, based on the average inflation rate of the past 5 years of Thailand (Source: BOT). - Assumed the expenses related to employees, referring to data from 2023 and from 2024, the growth rate from the previous year is assumed at 5.00% per year, which IFA views is aligned to the general salary adjustment policy.
Administrative expenses	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).
Corporate Income Tax	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 5 years, and thereafter at 20.00% of profit before tax.
Other assumptions	
CAPEX	The maintenance CAPEX is assumed at THB 7.01 – 22.01 million per year throughout the projection period, based on the Company's projections.

	Biomass Power Project
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021-2023.
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021-2023.
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021-2023.
Interest-bearing debt	The interest rate is 4.38 – 4.90% per annum and is assumed to be repaid in installments until the contract maturity date.

c. Solar Power Projects

The Group of the Company has invested in solar power plants, including Solar Farm, Solar BESS and Solar Rooftop. As of June 30, 2024, the total installed capacity of commercial operation projects are 238 MW and under construction and development projects are 4,334 MW, consisting of the following projects:

- 2 solar farm projects in Vietnam (“Solar Vietnam”) with a combined installed capacity of 119 MW. The projects sell electricity to EVN under a 20-year power purchase agreement (PPA), and both projects have already commenced operations.
- 13 solar farm projects in Thailand (“Solar Thailand”) with a combined installed capacity of 870 MW, which are currently under development and preparation for construction. The projects will sell electricity to EGAT under a 25-year power purchase agreement (PPA). The Company also has opportunities to invest in other power plant projects which are now under development and are expected to commence operations in the future.
- 12 solar BESS projects with a combined installed capacity of 1,668 MW, which are currently under development and preparation for construction. The projects will sell electricity to EGAT under a 25-year power purchase agreement (PPA). The Company also has opportunities to invest in other power plant projects, which are under development and are expected to commence operations in the future.
- Solar Rooftop projects under the subsidiary GULF1, which sells electricity to industrial customers under a 10-15-year power purchase agreement. As of June 30, 2024, GULF has 119 MW of projects in operation,154 MW of projects under construction and development, and projects expected to be developed and signed power purchase agreements in the future, totaling approximately 945 MW by 2031.

The details of the method for calculating sales revenue are as follows:

Sales revenue = Actual electricity delivered x Electricity purchase price specified in PPA

The actual amount of electrical energy delivered can be calculated as follows:

Electrical energy quantity = installed capacity x number of hours in a year x Net Capacity Factor

whereby

Installed capacity	=	Total electricity generation capacity that the power plant can produce (MW)
Net Capacity Factor	=	Net Capacity Index, which is calculated from Capacity Factor data referenced from the Company and/or technical reports engaged by the Company, which has been adjusted by Degradation, the ratio of the actual electricity produced by the power plant to the electricity ready for distribution by the power plant (Dispatch Factor), Availability Factor, and/or other indexes used for adjustment.

Each project has the following financial assumptions:

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
Revenue assumptions				
Project status	In operation	Under construction and development	Under construction and development	Partially in operation
The Company's effective shareholding stake (%)	<u>At 90.00:</u> Gulf Tay Ninh 1 Joint Stock Company ("GTN1") Gulf Tay Ninh 2 Joint Stock Company ("GTN2")	<u>At 100.00:</u> Isan Clean Tech Company Limited ("ICT") Luminous Energy Company Limited ("LNE") Energy Rung Ruang Company Limited ("PRR") Pansolar Energy Company Limited ("PSE") Raja Solar Company Limited ("RS") Saengdee Clean Power Company Limited ("SCP") Solar For All Company Limited ("SFA") Sky Power Company Limited ("SKP") Saengphat Energy Company Limited ("SPTP") Saeng Siam Company Limited ("SSY") Saengthai Energy Company Limited ("STP") Suriyaphat Company Limited ("SYP")	<u>At 100.00:</u> Anurak Green Power Company Limited ("AGP") Breeze & Shine Power Company Limited ("BRSP") Blue Wave Power Company Limited ("BWP") Double Clean Energy Company Limited ("DCE") Duangtawan Energy Company Limited ("DTP") Energy First Company Limited ("EGF") Ruang Siam Company Limited ("RUS") Saeng Arun Clean Energy Company Limited ("SACE") Saeng Dee Clean Energy Company Limited ("SCE") Pattana Solar Company Limited ("SLD") Sunray Renewable Energy Company Limited ("SRE")	<u>At 100.00:</u> GULF1 <u>At 70.00:</u> Gulf MP1 Company Limited ("GMP1") Gulf MP WHA1 Company Limited ("GMPWHA1") <u>At 50.00:</u> <u>GreenGen Energy Company Limited</u> ("GGE") SG Solar Company Limited ("SG Solar") <u>At 49.99:</u> AG Korat Company Limited ("AG Korat") <u>At 40.00:</u> Gulf JP 1 Company Limited ("GJP1")

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
		Thai Pat Solar Company Limited ("TPS") With other projects that are under development	Siam Shining Energy Company Limited ("SSE") With other projects that are under development	
Year of commencement of operations	Commercial Operation GTN1 : March 6, 2019: GTN2 : April 19, 2019:	SCOD by 2024: PRR SKP and STP SCOD by 2025: ICT SPTP SYP TPS and RS SCOD by 2026: LNE SCOD by 2028: PSE SCP SFA and SSY SCOD by 2030: Other projects under development	SCOD by 2024: BRSP and SLD SCOD by 2025: EGF and DTP SCOD by 2026: SCE and SSE SCOD by 2027: AGP SCOD by 2028: BWP SACE SRE and RUS SCOD by 2029: DCE SCOD by 2030: Other projects under development	Commercial operation From 2021 - 2023 and under construction and development with SCOD in 2024 - 2031
Installed capacity	119 MW	Gradually reach full operation of 1,648 MW in 2030.	Gradually reach full operation of 1,861 MW in 2030.	Currently, 119 MW is in operation (installed capacity as of June 30, 2024) and will reach full operation in 2031 with a total capacity of 945 MW.
PPA Installed capacity	98 MW	1,247 MW	783.8 MW	119 MW (current PPA signed capacity) and will reach full operation to 945 MW in 2031.

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
Degradation	It is assumed to increase by0.40%per year throughout the projection period, referring to projections of other projects (Solar Thailand and Solar BESS) operated under the Company.	It is assumed to be equal to 1.00% in the first year, and then increase by 0.40% per year throughout the projection period, based on the Company's projection, which is an expert in the business and IFA believes is possible and close to the industry norms.		Degradation is determined based on the COD period of each project, based on the Company's projections. For projects with COD before 2023, it is assumed to be 2.00% in the first year, and then increase by 0.55% per year throughout the estimate period. For projects with COD after 2023, it is assumed to be 1.00% in the first year, and then increase 0.40% per year throughout the estimate period, based on the Company's projection, which is an expert in the business and IFA believes is possible and close to the industry norms.
Net Capacity Factor	16.08 – 16.59%	14.87 – 19.52%	14.93 – 19.47%	13.02 – 13.62%
Electricity selling price	Referring to PPA, where the exchange rate is assumed at VND 683.47 per THB, constant throughout the projection period, calculated using the average exchange rate for 1 year until July 15, 2024, referring to data from BOT.	Referring to PPA, the electricity selling price for projects FiT: equal to THB 2.17 per kilowatt-hour FiT Premium I: equal to THB 0.50 per kilowatt-hour for the project the southern border provinces The rate is fixed throughout the projection period, according to the	Referring to PPA, the electricity selling price for projects FiT: equal to THB 2.83 per kilowatt-hour FiT Premium : equal to THB 0.50 per kilowatt-hour for the project the southern border provinces The rate is fixed throughout the projection period, according to the	Assume to have a discount, according to the company's policy, from the electricity selling price set by the Energy Regulatory Commission (ERC), with details as follows: Peak period: In 2024, it is equal to THB 4.18 per kilowatt-hour, referring to the Energy Regulatory Commission (ERC), and from 2025, it is assumed to grow by 1.49% per year, based on

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
		resolution of the National Energy Policy Committee on May 6, 2022	resolution of the National Energy Policy Committee on May 6, 2022	the average inflation rate of the past 5 years (source: BOT). Off-Peak period: In 2024, it is equal to TH 2.60 per kilowatt-hour, referring to the Energy Regulatory Commission (ERC), and from 2025, it is assumed to grow by 1.49% per year, based on the average inflation rate of the past 5 years (source: BOT). And assume Ft to be equal to THB 0.33 - 0.41 per kilowatt-hour according to the plan to return the remaining electricity cost burden in the first 3 years to EGAT, then fixed at THB 0.19 per kilowatt-hour throughout the projection period.
PPA Discount	-	-	-	The discount for each buyer is determined based on the Company's policy.
Cost Assumptions				
Cost of sales	- The cost of sales per installed capacity, which includes maintenance costs and other selling costs, is set to be based on data from 2023 and from 2024, it is set to grow by 2.86% per year	- Set the insurance premium expense per installed capacity in the year of commencement of operations based on the Company's projections, and thereafter, set a growth rate of	- Set the cost of sales per installed capacity, which includes insurance premiums and other operating expenses, in the first year of operation based on the Company's projections, and thereafter set the	- Set the cost of sales per installed capacity, which includes maintenance expenses and insurance premiums, in the first year of operation based on the Company's projections and

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
	based on the average inflation rate of Vietnam over the past 5 years (Source: IMF).	1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT). - Set the employee-related expenses per installed capacity in the year of commencement of operations based on the Company's projections, and thereafter, set a growth rate of 5.00% per year based on the Company's projections, which IFA views is -aligned to the general salary adjustment policy. - Set other expenses as a proportion of sales revenue of 6.28 - 7.45% based on the proportion of total costs to total revenue from the Company's projection, which is an expert in the business and IFA believes is possible. - Set the land rental fee for projects that rent land based on the Company's projections.	growth rate at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT). - Set the cost of employees per installed capacity in the first year of operation based on the Company's projections, and thereafter set the growth rate at 5.00% per year based on the Company's projections, which IFA views is aligned to the general salary adjustment policy. - Set other expenses as a proportion of sales revenue at 3.21 - 4.05% based on the proportion of total costs to total revenue from the Company's projection, which is an expert in the business and IFA believes is possible.	thereafter set the growth rate at 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT) - Set the management fee based on the Company's projections throughout the projection period - Set the cost of sales to be constant in the first year of operation based on the Company's projections and thereafter set the growth rate at 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT) - Set the employee-related expenses per installed capacity in the first year of operation based on the Company's projections and thereafter set the growth rate at 5.00% per year based on the Company's projections, which IFA views is -aligned to the general salary adjustment policy.
Administrative expenses	- Assumed administrative expenses based on data from 2023 and from 2024, with a growth rate of 2.86% per	Estimate included in Cost of sales	Estimate included in Cost of sales	- The administrative expenses in the first year of operation are determined based on the

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
	year based on the average inflation rate of Vietnam over the past 5 years (Source: IMF) - Assumed employee-related expenses based on data from 2023 and from 2024, with a growth rate from the previous year of 5.00% per year, which IFA views is aligned to the general salary adjustment policy.			Company's projections and thereafter are determined to grow at a rate of 1.49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT)
Corporate Income Tax	Exemption of corporate income tax for 4 years after the start of revenue recognition, thereafter equal to 5.00% of profit before tax for 9 years and thereafter equal to 10.00% of profit before tax for 2 years and thereafter equal to 20.00% of profit before tax	Exemption of corporate income tax for 8 years after the start of revenue recognition, thereafter equal to 10.00% of profit before tax for 5 years for projects with SCOD in 2024 and thereafter equal to 20.00% of profit before tax. Other projects are exempted from corporate income tax for 8 years after the start of revenue recognition and thereafter equal to 20.00% of profit before tax.	Exemption of corporate income tax for 8 years after the start of revenue recognition, thereafter equal to 10.00% of profit before tax for 5 years for projects with SCOD in 2024 and thereafter equal to 20.00% of profit before tax. Other projects are exempted from corporate income tax for 8 years after the start of revenue recognition and thereafter equal to 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.
Other assumptions				
CAPEX	The investment cost for new machinery to be additionally invested in each project is assumed to be between VND 12,958.65 – 17,818.15 million in 2031, and the maintenance	Initial investment costs are assumed at THB 266.64 – 6,617.06 million in 2024 - 2031, and maintenance CAPEX is assumed at between THB	Initial investment costs are assumed at THB 328.79 – 10,996.39 million per year in 2024-2031, and maintenance CAPEX is assumed at THB 5.84-40.85	Initial investment costs are assumed at THB 2,199.95 – 3,579.70 million in 2024 - 2029, and maintenance CAPEX is assumed at between THB

	Solar Vietnam	Solar Thailand	Solar BESS	GULF1
	CAPEX is assumed to be between VND 3,962.92 – 6,168.55 million per year, based on the Company's projections.	4.08 - 37.87 million per year, based on the Company's projections.	million per year, based on the Company's projections.	7.84 - 150.44 million per year, based on the Company's projections.
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021-2023.	Assumed to be equal to 30 days based on the Company's projections.		
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021-2023.	Assumed to be equal to 30 days based on the Company's projections.		
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021-2023.	-		
Interest-bearing debt	Interest rate of 3.52 – 4.29% per year and repayment is made in installments until the contract maturity date.	The loan portion is assumed at 75.00% of the initial investment and the interest rate is 4.50% per annum, with repayment to be made in installments based on the Company's information.	The loan portion is assumed at 75.00% of the initial investment, and the interest rate is 4.50% per annum, with repayment to be made in installments based on the Company's information.	-

d. <u>Wind Power Projects</u>

The Wind Power Projects under the Group of the Company consist of Onshore Wind Farm projects and Offshore Wind Farm projects. As of June 30, 2024, the installed capacity was 770 MW in operation and another 1,500 MW under development, with details as follows:

- 3 Onshore Wind Farm projects under the GGC Joint Venture, with a combined installed power generation capacity of 178 MW, have all commenced commercial operation and sell electricity to EGAT under a 25-year power purchase agreement.
- 9 Onshore Wind Farm projects in Thailand with a total installed capacity of 622 MW, which are currently under development and will sell electricity to EGAT under a 25-year power purchase agreement. The Company also has opportunities to invest in other power plant projects that are under development and are expected to start operations in the future ("New Wind Projects").
- Offshore Wind Farm projects have a combined installed power generation capacity of approximately 593 MW, consisting of 1 project in Vietnam ("Wind Vietnam"), which sells electricity to EVN under a 20-year power purchase agreement, and 1 project in northwest Germany (BKR2), which sells electricity to the Ørsted Group under a 20-year power purchase agreement.

The details of the method for calculating sales revenue are as follows:

Sales revenue = Actual electricity delivered x Electricity purchase price specified in PPA

The actual amount of electrical energy delivered can be calculated as follows:

Electrical energy quantity = installed capacity x number of hours in a year x Net Capacity Factor

whereby

Installed capacity	=	Total electricity generation capacity that the power plant can produce (MW)
Net Capacity Factor	=	Net Capacity Index, which is calculated from Capacity Factor data referenced from the Company and/or technical reports engaged by the Company to prepare, which has been adjusted with the efficiency of wind turbine generators ("WTG Performance"), the rate of degradation, the ratio of the actual electrical power produced by the power plant to the electricity ready for distribution by the power plant (Dispatch Factor), the availability index (Availability Factor), and/or other adjustment indices.

Each project has the following financial assumptions:

	GGC	Wind Vietnam	BKR2	New Wind Project
Revenue assumptions				
Project status	In operation	In operation	In operation	Project under development
The Company's effective shareholding stake (%)	At 50.00: Greenovation Power Company Limited (“GNP”) Korat Wind Energy Company Limited (“KWE”) Wind Energy Development Company Limited (“WED”)	At 95.00: MKW	At 24.99: BKR2	At 100.00: Lom Rak Green Energy Company Limited (“LGE”) Lom Plearn Company Limited (“LPL”) Wind To Power Company Limited (“WTP”) Wayo Power Company Limited (“WYO”) Wayu Power Company Limited (“WYU”) At 60.00: Alpha One Project Company Limited (“AL1”) Alpha Two Project Company Limited (“AL2”) Esan Clean Energy Company Limited (“ECE”) With other projects that are under development
Year of commencement of operations	Commercial Operation WED: - March - December 2016 GNP: March 27, 2018	Commercial Operation 4 MW: October 2021 124 MW: June - July 2023	Commercial Operation April 2019	Commercial Operation LPL, WTP and WYU:

	GGC	Wind Vietnam	BKR2	New Wind Project
	KWE: June 20, 2018			Scheduled to start commercial operations by 2027 LGE and WYO: Scheduled to start commercial operations by 2028: Other projects under development: Scheduled to start commercial operations gradually, with all projects scheduled to start commercial operations by 2030
Installed capacity	178 MW	128 MW	464.80 MW	1,238 MW
PPA \capacity	170 MW	128 MW	450 MW	1,238 MW
Availability Factor	It is assumed to be equal to 96.50 - 97.90% based on the Company's projection, which is an expert in the business and IFA believes is possible.	It is assumed to be equal to 99.50% based on the Company's projection, which is an expert in the business and IFA believes is possible.	It is assumed to be equal to 87.45 - 91.64%, which is the net rate that includes various adjusted indices, based on the Company's projection, which is an expert in the business and IFA believes is possible.	-
WTG Performance Curtailment and T/L Loss	It is assumed to be 99.60% in the year of commencement of each project and thereafter, the degradation is assumed to be 0.10% per year based on the Company's projections.	It is assumed to be equal to 95.59% throughout the projection period, based on the Company's projections as it is already reflected in the aforementioned constant rate.	-	-
Net Capacity Factor	18.70 – 27.86%	30.15 – 32.72%	39.28 – 41.16%, which is the net rate that includes WTG	Since they are new projects, it is determined that the net capacity

	GGC	Wind Vietnam	BKR2	New Wind Project
			Performance, referring to the historical average between 2021 - 2023, which is constant throughout the estimate period.	factor for entire projection period will be between 25.00 - 35.80%, which is the net rate that includes Availability Factor and WTG Performance and is based on the Company's projections, which IFA views is aligned to the technical report that the Company provide.
Electricity selling price	Referring to PPA, the electricity selling price is set at Peak: In 2024, it is equal to THB 4.22 per kilowatt-hour, according to EGAT. And from 2025, it is assumed to grow by 1.49% per year, according to the average inflation rate of the past 5 years of Thailand (Source: BOT). Off-Peak: In 2024, it is equal to THB 2.36 per kilowatt-hour, according to EGAT. And from 2025, it is assumed to grow by 1.49% per year, according to the average inflation rate of the past 5 years of Thailand (Source: BOT). And assumed	Referring to PPA, the exchange rate is assumed at VND 683.47 per THB, constant throughout the projection period, calculated using the average exchange rate for 1 year until July 15, 2024, referring to data from BOT.	In 2024-2027, based on PPA and after that, it is assumed to be equal to the price of the electricity merchant market in 2027 and is assumed to grow by 3.94% per year based on the average inflation rate of the past 5 years of Germany (Source: IMF). The price of the electricity merchant market in 2027 is calculated from the electricity merchant price in 2023, based on S&P Global Commodity Insights, and is assumed to grow by 3.94% per year based on the average inflation rate of the past 5 years of Germany (Source: IMF) until 2027.	Assumed at THB 3.10 per kilowatt-hour, constant throughout the projection period, according to the resolution of the National Energy Policy Committee on May 6, 2022.

	GGC	Wind Vietnam	BKR2	New Wind Project
	Ft to be equal to THB 0.33 - 0.41 per kilowatt-hour according to the plan to return the remaining electricity cost burden in the first 3 years to EGAT, then fixed at THB 0.19 per kilowatt-hour throughout the projection period. Adder is equal to THB 3.50 per kilowatt-hour for the first 10 years from the date of commencement of electricity trading (Commercial Operation Date ("COD") according to the ERC announcement in 2010, which is the latest information.		And the exchange rate is assumed to be THB 39.10 per EUR, calculated using the average exchange rate for the past 1 year until July 15, 2024, based on data from BOT.	
Cost Assumptions				
Cost of sales	- Assumed operating and maintenance expenses and insurance premiums based on data from 2023 and from 2024, with growth rate of 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT) - Assumed other selling costs, which include fixed service fees, based on the Company's projections and provisioning expenses at 5.00% of	- The maintenance cost per wind turbine is assumed based on data from 2023, which is approximate to the Company's projections. From 2024, the growth rate is assumed at 2.86% per year, based on the average inflation rate of Vietnam over the past 5 years (Source: IMF). - The employee-related expenses in 2024 are assumed based on the Company's projections, as they are	- Assumed the cost of delivery per unit of electricity exported in 2024 - June 2028 based on PPA. After that, assumed the growth rate at 3.94% per year based on the average inflation rate of the past 5 years of Germany (Source: IMF) - Assumed the cost of insurance premiums, expenses under shareholder agreements, demolition allowances, and	- Assumed the cost of sales per installed production capacity, which includes insurance premiums and maintenance expenses, in the first year of operation based on the Company's projections and thereafter assumed the growth rate at 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT)

	GGC	Wind Vietnam	BKR2	New Wind Project
	maintenance expenses, based on the Company's projections, which is business expert and independent financial advisors believe is possible and aligned with historical data between 2022 and 2023.	in the early stages of implementation. From 2025, the growth rate is assumed at 5.00% per year, which IFA views is aligned to the general salary adjustment policy.	inspection expenses based on the Company's projections - Assumed the cost of operations and other expenses in 2024 based on the Company's projections and from 2025, assumed the growth rate at 3.94% per year based on the average inflation rate of the past 5 years of Germany (Source: IMF)	- Assumed the management fee per installed capacity to be in accordance with the Company's management fee plan - Assumed the employee-related expenses in the first year of operation based on the Company's projections and thereafter assumed the growth rate at 5.00% per year based on the Company's projections, which IFA views is aligned to the general salary adjustment policy
Administrative expenses	- Assumed the administrative expenses that are not related to employee expenses based on data from 2023 and from 2024 assumed the growth rate at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT) - Assumed the expenses related to employees based on data from 2023 and from 2024 assumed the growth rate at 5.00% per year, which IFA	- Non-employee-related administrative expenses in 2024 are based on the Company's projections since they are in the initial stage of operations. Starting from 2025, the growth rate is assumed at 2.86% per year, based on the average inflation rate of Vietnam over the past 5 years (Source: IMF). - Employee-related expenses in 2024 are based on the Company's projections since they are in the	- The employee-related expenses in 2024 are assumed to be based on the Company's projections, and from 2025, the growth rate is assumed to be 5.00% per year which IFA views is aligned to the general salary adjustment policy	- The administrative expenses per installed capacity in the first year of operation are determined based on the Company's projections and thereafter are determined to grow by 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT)

	GGC	Wind Vietnam	BKR2	New Wind Project
	views is aligned to the general salary adjustment policy.	initial stage of operations. Starting from 2025, the growth rate is assumed at 5.00% per year, which IFA views is aligned to the general salary adjustment policy		
Corporate Income Tax	The company is exempted from corporate income tax for the first 8 years after the start of revenue recognition, then at 10.00% of profit before tax for 5 years, and thereafter at 20.00% of profit before tax.	The company is exempted from corporate income tax for the first 4 years after the start of revenue recognition, then at 5.00% of profit before tax for 9 years, then at 10.00% of profit before tax for 2 years, and thereafter at 20.00% of profit before tax.	It is assumed at 30.11% of the Company's estimated profit before tax.	Exemption from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.
Holding Company Expenses	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).	-	Based on data from 2023 and from 2024, the growth rate is assumed at 3.94% per year, based on the average inflation rate of the past 5 years of Germany (Source: IMF).	-
Other assumptions				
CAPEX	The maintenance CAPEX is assumed at THB 51.74 million per year, calculated from the company's new asset investment cost.	The maintenance CAPEX is assumed at VND 1,800.78 – VND 2,794.63 million per year, based on the Company’s projections.	The maintenance CAPEX is assumed at EUR 2.50 million per year based on historical investment costs during 2022-2023.	Initial investment costs are assumed at THB 1,801.19 – 10,170.66 million per year, to be invested during 2024 - 2030.

	GGC	Wind Vietnam	BKR2	New Wind Project
Trade payables payment period (AP days)	Assumed to be equal to the historical average between 2021-2023.	Assumed to be equal to 30 days based on the Company's projections.	-	Assumed to be equal to 30 days based on the Company's projections.
Collection period of trade receivables (AR days)	Assumed to be equal to the historical average between 2021-2023.	Assumed to be equal to 60 days based on the Company's projections.	Assumed to be equal to the historical average between 2021-2023.	Assumed to be equal to 60 days based on the Company's projections.
Inventory retention period (Inventory days)	Assumed to be equal to the historical average between 2021-2023.	-	-	-
Interest-bearing debt	The interest rate is 4.70% – 5.99% per year and is assumed to be repaid in installments until the contract maturity date.	-	-	The loan portion is assumed at 75.00% of the initial investment and the interest rate is 4.50% per annum, with repayment to be made in installments based on the Company's information.

e. Waste-to-Energy Projects

The Group of the Company has invested in Waste-to-Energy Projects in Thailand, with a total installed capacity of approximately 128 MW as of June 30, 2024, as detailed below:

- 1 Municipal waste-to-energy power plant project in Thailand is operated through Chiang Mai Waste to Energy Company Limited ("CMWTE") with an installed capacity of not less than 9.5 MW to support a waste volume of not less than 650 tons per day. Currently, the company is providing waste disposal services by sorting and sanitary landfilling, while the power plant is still under construction. It will sell electricity to the Electricity Generating Authority of Thailand under a 20-year power purchase agreement within 2026.
- 12 industrial waste-to-energy power plant projects in Thailand with an installed capacity of 9.9 MW each, which can support a waste volume from industrial factories of approximately 200-250 tons per day. Currently, the projects are in the process of project development, applying for various permits, and preparing for construction. It is expected that electricity will be sold to the Electricity Generating Authority of Thailand under a 20-year power purchase agreement by 2026.
- Solid Recovered Fuel (SRF) plant projects in Thailand to manage non-hazardous industrial waste from industrial factories to produce solid fuel pellets and deliver SRF fuel to all 12 IWTE projects, with a production capacity of approximately 3,000 tons per day.

The details of the method for calculating sales revenue are as follows:

Sales revenue = Actual electricity delivered x Electricity purchase price specified in PPA

The actual amount of electrical energy delivered can be calculated as follows:

Electrical energy quantity = installed capacity x number of hours in a year x Net Capacity Factor

whereby

Installed capacity	=	Total electricity generation capacity that the power plant can produce (MW)
Net Capacity Factor	=	Net Capacity Index, which is calculated from Capacity Factor data referenced from the Company, which has been adjusted with the Degradation Rate, the ratio of the actual electricity produced by the power plant to the electricity ready for distribution by the power plant (Dispatch Factor), Availability Factor, and/or other adjustment indices.

In this regard, SRF has details on how to calculate sales revenue as follows:

Sales revenue = Amount of waste used as fuel by IWTE to generate electricity x Selling price of waste

Each project has the following financial assumptions:

	CMWTE	IWTE	SRF
Revenue assumptions			
Project status	Operates only in the waste disposal section	Under development	Under development
The Company's effective shareholding stake (%)	100.00	At 50.00: Green Care Energy Company Limited ("GCE") Green Scene Energy Company Limited ("GSE") Keangkan Energy Company Limited ("KKE") Mee Kwan Power Company Limited ("MKP") Mee Prime Energy Company Limited ("MPE") Phraofa Power Company Limited ("PFP") Phraochawan Power Company Limited ("PKP") Pansangdao Company Limited ("PSD") The Proud Power Company Limited ("TPP") Tohsang Energy Company Limited ("TSE") At 34.00: Power Watt 1 Company Limited ("PWW1") Power Watt 2 Company Limited ("PWW2")	At 50.00: Circular Camp Company Limited ("CC")
Year of commencement of operations	Commercial operation By 2026	Commercial Operation By 2026: GSE TSE KKE PSD PKP GCE PFP MPE TPP MKP PWW1 and PWW2	Commercial operation By 2026
Installed capacity	9.5 MW	118.8 MW	-
PPA capacity	8 MW	96 MW	-
Availability Factor	It is assumed to be equal to 85.00 - 91.00% based on the Company's projection, which is an expert in the business and IFA believes is possible.	It is assumed to be equal to 90.00% based on the Company's projection, which is an expert in the business and IFA believes is possible.	-

	CMWTE	IWTE	SRF
Load Factor	It is assumed to be equal to 98.00% based on the Company's projection, which is an expert in the business and IFA believes is possible.	It is assumed to be equal to 97.00% based on the Company's projection, which is an expert in the business and IFA believes is possible.	-
Net Capacity Factor	70.15 – 75.10%	70.55%	-
Waste volume	-	-	Assumed to be equal to the amount of waste that IWTE uses to generate electricity.
Garbage selling price	-	-	The selling price of waste in the first year of operation is assumed based on the Company's projections, and after that, the growth rate is assumed at 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT).
Electricity selling price	Referring to PPA, the electricity selling price is set as follows: FiT fixed: equal to THB 2.39 per kilowatt-hour throughout the projection period FiT variable: equal to THB 2.87 per kilowatt-hour After that, the growth rate is assumed at 0.96%, based on the average core inflation rate of the past 5 years (source: BOT) FiT premium: equal to THB 0.70 per kilowatt-hour in the first 8 years, according to the resolution of the National Energy Policy Committee on May 6, 2022	Referring to PPA, the electricity selling price is set as follows: FiT fixed: equal to THB 3.39 per kilowatt-hour throughout the projection period FiT variable: equal to THB 2.87 per kilowatt-hour After that, the growth rate is assumed at 0.96%, based on the average core inflation rate of the past 5 years (source: BOT) FiT premium: equal to THB 0.70 per kilowatt-hour in the first 8 years, according to the resolution of the National Energy Policy Committee on June 22, 2022	-
Cost Assumptions			
Waste heating rate	- Assumed the community waste heat rate to be constant throughout the projection period, based on the company's projections.	- Assumed the industrial waste heating rate to be constant throughout the projection period, based on the Company's projections.	-

	CMWTE	IWTE	SRF
Cost of sales	- Assumed employee-related expenses in the first year of operation based on the Company's projections and thereafter assumed a growth rate of 5.00% per year, which IFA views is aligned to the general salary adjustment policy. - Assumed fixed cost of sales per installed capacity, consisting of insurance premiums and maintenance costs, in the first year of operation based on the Company's projections and thereafter assumed a growth rate of 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT). - Assumed variable cost of sales per unit of electricity exported, consisting of chemical expenses and ash disposal costs, in the first year of operation based on the Company's projections and thereafter assumed a growth rate of 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT).	- Assumed employee-related expenses per production capacity in the first year of operation based on the Company's projections and thereafter assumed a growth rate of 5.00% per year, which IFA views is aligned to the general salary adjustment policy. - Assumed other sales costs per installed production capacity in the first year of operation based on the Company's projections and thereafter assumed a growth rate of 1.49% per year based on the average inflation rate of the past 5 years (source: BOT). - Assumed the cost of purchasing waste per ton from SRF equal to the selling price of waste from SRF.	- Assumed the cost of waste procurement per ton of waste in the year of commencement of operations based on the Company's projections and after that assumed the growth rate at 1.49% based on the average inflation rate of the past 5 years (Source: BOT) - Assumed pre-operating expenses at THB 2.50 - 35.59 million per year in 2024 - 2025 based on the Company's projections.
Administrative expenses	- Assumed compensation for land use as specified in the contract. - Assumed compensation from waste management operations at THB 36.00 per ton of waste as specified in the contract. - Assumed community benefits as specified in the contract. - Assumed other administrative expenses in the first year of operations based on the Company's	- The administrative expenses in the first year of operation are assumed based on the Company's projections and after that, the growth rate is set at 1.49% based on the average inflation rate of the past 5 years (Source: BOT).	- The management fee per ton of waste is assumed to grow at a rate of 2.00% per year, according to the Company's projections.

	CMWTE	IWTE	SRF
	projections, and after that assumed a growth rate of 1.49% based on the average inflation rate of the past 5 years (source: BOT).		
Corporate Income Tax	Exemption from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.	Exemption from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.	Exemption from corporate income tax for the first 8 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.
Holding Company Expenses	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).	-
Other assumptions			
CAPEX	Initial investment costs are assumed at THB 275.11 – 1,138.10 million per year in 2024-2026 and maintenance CAPEX at THB 1.27-3.06 million per year, based on the Company's projections.	Initial investment costs are assumed at THB 4,602.25 – 8,325.27 million per year in 2024-2027 and maintenance CAPEX at THB 7.05 - 24.00 million per year, based on the Company's projections.	Initial investment costs are assumed at THB 62.76 – 1,322.06 million per year in 2024-2026 and maintenance CAPEX at THB 0.60-1.20 million per year, based on the Company's projections.
Trade payables payment period (AP days)	30 days based on the Company's projections	30 days based on the Company's projections	30 days based on the Company's projections
Collection period of trade receivables (AR days)	60 days based on the Company's projections	60 days based on the Company's projections	60 days based on the Company's projections
Inventory retention period (Inventory days)	-	30 days based on the Company's projections	15 days based on the Company's projections
Interest-bearing debt	The loan portion is assumed at 70.00% of the initial investment and the interest rate is 5.12% per annum,	The loan portion is assumed at 65.00% of the initial investment and the interest rate is 5.65% per annum,	The loan portion is assumed at 60.00% of the initial investment and the interest rate is 5.65% per annum,

	CMWTE	IWTE	SRF
	with repayment to be made in installments based on the Company's information.	with repayment to be made in installments based on the Company's information.	with repayment to be made in installments based on the Company's information.

f. <u>Hydroelectric Power Projects</u>

Currently, the Company is developing 3 hydroelectric power projects, namely 1) Luang Prabang Power Company Limited ("LPCL" or "Luang Prabang"), 2) Pak Lay Power Company Limited ("Pak Lay") and 3) Pak Beng Power Company Limited ("Pak Beng") on the Mekong River Basin in Lao PDR, with a combined installed capacity of 3,142 MW and will sell all electricity back to Thailand under a 29-35-year power purchase agreement with EGAT under the framework of the cooperation on power purchase between Thailand and Lao PDR. The above-mentioned projects are run-of-river hydropower projects, which will not create large reservoirs and divert water from the Mekong River. Instead, the natural flow of water will be used to generate electricity, resulting in an equal amount of water flowing in, which will not affect the amount of water in the Mekong River.

The details of the method for calculating sales revenue are as follows:

Sales revenue = Actual electricity delivered x Electricity purchase price specified in PPA

The actual amount of electrical energy delivered can be calculated as follows:

Electrical energy quantity = installed capacity x number of hours in a year x Net Capacity Factor

whereby

Installed capacity = Total electricity generation capacity that the power plant can produce (MW)

Net Capacity Factor = Net Capacity Index, which is calculated from Capacity Factor data referenced from the Company, which has been adjusted with the Degradation Rate, the ratio of the actual electricity produced by the power plant to the electricity ready for distribution by the power plant (Dispatch Factor), Availability Factor, and/or other adjustment indices.

Each project has the following financial assumptions:

	Luang Prabang	Pak Lay	Pak Beng
Revenue assumptions			
Project status	Under development	Under development	Under development
The Company's effective shareholding stake (%)	19.99	40.00	49.00
Year of commencement of operations	<u>Commercial Operation</u> By 2030	<u>Commercial Operation</u> By 2033	<u>Commercial Operation</u> By 2033
Installed capacity	1,460 MW	770 MW	912 MW
PPA capacity	1,400 MW	763 MW	897 MW
Net Capacity Factor	51.00 – 63.00% based on the Company's projections		
Electricity selling price	Refer to PPA		

	Luang Prabang	Pak Lay	Pak Beng
Cost Assumptions			
Cost of sales	The cost of sales is assumed to be 8.47% of sales revenue, based on the ratio of total costs to total revenue throughout the projection period, based on the Company's projections.	The cost of sales is assumed to be 7.69% of sales revenue, based on the proportion of total costs to total sales revenue throughout the projection period, based on the Company's projections.	The cost of sales is assumed to be 7.68% of sales revenue, based on the proportion of total costs to total sales revenue throughout the projection period from the Company's projections.
Insurance premiums and maintenance costs	It is assumed for the first year of operations based on the Company's projections and thereafter, it is assumed to grow at a rate of 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).		
Major maintenance costs	Based on the Company's projections		
Other cost of sales	Other selling costs are determined in the first year of operations based on the Company's projections, and thereafter, itis determined to be the same proportion of selling costs to sales revenue as in the first year of operations throughout the projection period.		
Administrative expenses	- Assumed the management fee based on the Company's projections throughout the estimate period. - Assumed the employee-related expenses in the first year of operation based on the Company's projections and after that set the growth rate at 5.00% per year, which IFA views is -aligned to the general salary adjustment policy.		
Corporate Income Tax	As per the agreement		
Holding Company Expenses	Based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).		
Other assumptions			
CAPEX	Initial investment costs are assumed at THB 13,295.30 – 20,120.86 million per year, based on the Company's projections.	Initial investment costs are assumed at THB 1,035.03 – 12,690.89 million per year, based on the Company's projections.	Initial investment costs are assumed at THB 313.29 – 14,371.80 million per year, based on the Company's projections.
Reduction of shareholding	-	The Lao government is entitled to purchase a portion of the project shares within 1 year after commencement of operations, as specified in the terms of the concession agreement.	The Lao government is entitled to purchase a portion of the project shares within 1 year after commencement of operations, as specified in the terms of the concession agreement.
Trade payables payment period (AP days)	30 days based on the Company's projections		
Collection period of trade receivables (AR days)	60 days based on the Company's projections		
Interest-bearing debt	The loan portion is assumed at 73.00% of the initial investment and the interest rate is 5.75% per annum, with repayment to be made in installments based on the Company's information.		

g. <u>GULF's administrative expenses</u>

IFA has considered all expenses at the Holding Company level from the separate financial statements of GULF because GULF has most of its income from electricity generation businesses from both natural gas and renewable energy, accounting for approximately 90%. The assumptions of expenses and the present value of expenses throughout the projection period can be summarized as follows:

- <u>Management fee income</u>

IFA determined that GULF's management fee income is in accordance with the Company's management fee plan, with details as follows:

(Unit: THB million)	2024F	2025F	2026F	2027F	2028F	2029F
Management fee income	2,591.21	2,797.43	2,481.62	1,610.56	3,019.17	2,466.32
Growth rate[1/]	*44.67%*	*7.96%*	*(11.29%)*	*(35.10%)*	*87.46%*	*(18.31%)*

(Unit: THB million)	2030F	2031F	2032F	2033F	2034F
Management fee income	2,140.34	1,634.80	1,614.36	1,775.34	1,870.74
Growth rate[1/]	*(13.22%)*	*(23.62%)*	*(1.25%)*	*9.97%*	*5.37%*

Remark: 1/ The projection of management fee income fluctuates, decreasing and increasing according to the number of projects that are gradually constructed and gradually opened for commercial operation, as the Company has income during development and construction phase of some projects.

- <u>Administrative expenses</u>

IFA determined that GULF's administrative expenses are equal to GULF's projected administrative expenses of THB 1,510.92 million and are projected to grow by 2.00% per year according to the Company’s projections in 2024, with details as follows:

(Unit: THB million)	2024F	2025F	2026F	2027F	2028F	2029F
administrative expenses	1,510.92	1,541.14	1,571.96	1,603.40	1,635.47	1,668.18
Growth rate	*2.00%*	*2.00%*	*2.00%*	*2.00%*	*2.00%*	*2.00%*

(Unit: THB million)	2030F	2031F	2032F	2033F	2034F
administrative expenses	1,701.54	1,735.57	1,770.29	1,805.69	1,841.81
Growth rate	*2.00%*	*2.00%*	*2.00%*	*2.00%*	*2.00%*

- <u>Depreciation and amortization</u>

IFA has determined depreciation and amortization expenses with the following amortization periods:

Asset	Depreciation period (years)
Buildings and improvements	3 – 20
Power plant	10 – 30
Tools, equipment and vehicles	2 – 15
Computer program	3 – 10
Rights to use power plants and natural gas pipelines	Not more than 26.5 years

Referring to the notes to the financial statements of each company, which should reflect the depreciation period of each type of asset according to the company's investment plan and the depreciation policy of each company, where the power plants and rights to use power stations and natural gas pipelines are mostly approximate to the PPA duration of each project. However, such depreciation does not directly affect the cash flow projection of the business.

- Terminal Value

IFA has determined the cash flow growth rate of the power generation business after the projection period to be 1.49% per annum, based on the average inflation rate of the past 5 years (Source: BOT).

In addition, IFA has determined the valuation of the power generation business to have a Terminal Value with the investment cost to be THB 17,612.89 million per annum after the projection period to maintain the Company's electricity production capacity, based on the historical investment cost data per the Company's installed capacity. Although the power generation business has a contract with a clear term, the Company's management believes that this business will remain the Company's core business in the future. The Company also continues to seek investment in various types of power plant projects both domestically and internationally, which is consistent with the Power Development Plan of Thailand 2018 - 2037 (First Revision) which states that in 2037, Thailand's electricity demand during the peak period will be 53,997 megawatts (in 2024, it is expected to be 37,610 megawatts), reflecting the trend of continuous energy consumption, which is consistent with the analysis in the table below.

No.	Securities Company	Report Issue Date	Valuation method	Terminal Growth (%)	Discount rate (%)
1	Maybank Securities (Thailand) Public Company Limited	March 2024	Discounted Cash Flow (DCF) Method	1.25%	5%
2	KGI Securities (Thailand) Public Company Limited	March 2024	n.a.	n.a.	5.4%-6.1%
3	Yuanta Securities (Thailand) Company Limited	March 2024	Sum of the part with discount holding 10%	0%	5.30%
4	Beyond Securities Public Company Limited	February 2024	Discounted Cash Flow (DCF) Method	0%	3%-5%
5	Land and Houses Securities Public Company Limited	February 2024	n.a.	n.a.	5.30%

Source: https://www.settrade.com/

- **Discount Rate**

The discount rate used for the calculation of the present value of free cash flow is calculated from the Weighted Average Cost of Capital (WACC), based on the capital structure of GULF. IFA derived WACC from the weighted average of Cost of Debt (Kd) and Cost of Equity (Ke) of GULF, and assumed no capital increase during the projection period. Details of discount rate will be as follows;

$$WACC = K_e*E/(D+E) + K_d*(1-T)*D/(D+E)$$

whereby

K_e	=	Cost of equity or shareholders' required rate of return (R_e)
K_d	=	Cost of debt or loan interest rate
T	=	Corporate income tax rate
E	=	Total shareholders' equity
D	=	Interest-bearing debt

Cost of equity (Ke) or the required rate of return for shareholders (R_e) is derived from the Capital Asset Pricing Model (CAPM) as follows;

$$K_e \text{ (or } R_e) = R_f + \beta\ (R_m - R_f)$$

where

Risk Free Rate (R_f)	=	Based on the yield of the 15-year government bond of 2.91% per annum (information as of July 15, 2024) which is the yield of government bonds that are being issued and offered continuously.
Beta (β)	=	Based on the average Beta of AP PM Equity, GULF TB Equity, SCI SP Equity, TNB MK Equity and YTLP MK Equity over the past 3 years until July 15, 2024, where IFA considers that this is a period that best reflects the price change and the overall view of investors on the company's current market situation, of 0.42 (Source: Bloomberg) with details in Clause 7.1.1.4.
Market Risk (R_m)	=	The average return on investment in the stock market over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.
K_d	=	3.67% – 4.06% per year of estimated loan interest rate of GULF
D/E Ratio	=	Forecasted debt to equity ratio each year
T	=	20.00% corporate income tax rate per year

From the above assumptions, IFA summarizes the financial projections of the power generation business group as follows:

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Total installed capacity (MW)	7,834.90	9,376.80	12,419.90	15,119.04	16,839.77	17,797.91	18,895.09

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Installed capacity by equity portion (MW)	3,931.47	4,870.26	6,711.11	8,612.44	9,825.07	10,525.55	11,211.17
Growth rate		*23.88%*	*37.80%*	*28.33%*	*14.08%*	*7.13%*	*6.51%*
Total revenue	43,632.43	87,614.09	108,948.33	128,283.32	138,985.76	141,722.81	141,518.32
Growth rate	*52.69%*	*100.80%*	*24.35%*	*17.75%*[4/]	*8.34%*[4/]	*1.97%*	*(0.14%)*
Total cost of sales	32,239.04	69,310.80	86,613.15	101,591.32	110,371.02	112,215.73	112,531.46
Proportion to total revenue	*73.89%*	*79.11%*	*79.50%*	*79.19%*	*79.41%*	*79.18%*	*79.52%*
Selling and administrative expenses				5,920.71	3,813.65	3,889.22	3,969.21
Proportion to total revenue				*4.62%*	*2.74%*	*2.74%*	*2.80%*
Profit sharing of associates and joint ventures				2,060.72	3,786.44	3,393.55	5,091.69
Interest expenses				10,447.17	10,707.89	10,540.24	10,351.52
Tax expenses				271.51	290.43	670.20 [5/]	1,038.07 [5/]
Net profit (loss)				**12,113.33**	**17,589.21**	**17,800.97**	**18,719.75**
Net profit margin				*9.44%*	*12.66%*	*12.56%*	*13.23%*
Cash flow in proportion to GULF's shareholding in each company[2/]							
EBIT (1)				7,532.75[3/]	17,681.54	18,487.17	18,170.56
Tax (2)				(135.29) [3/]	(206.57)	(449.88)	(682.38)
Depreciation and amortization (3)				2,914.77[3/]	6,787.31	7,521.86	7,981.07
Investment Expenses (4)				(9,286.40) [3/]	(14,393.48)	(18,027.63)	(13,554.16)
Working capital decrease (increase) (5)				(3,832.44) [3/]	(780.75)	(167.35)	173.14
Lease Liabilities (6)				(109.79) [3/]	(175.88)	(170.13)	(164.38)
FCFF from associates and joint ventures (7)				(6,526.68) [3/]	(12,408.78)	(4,051.01)[8/]	2,634.93[8/]
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)+(7)				**(9,443.08)**	**(3,496.61)**	**3,143.04**	**14,558.79**
Terminal Value							
WACC (%)				**5.15% - 5.47%**			
Present value of Free Cash Flow to Firm				**(9,208.95)**	**(3,240.62)**	**2,767.08**	**12,172.22**
Present value of Terminal Value							

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Total installed capacity (MW)	20,153.01	21,056.56	23,054.07	23,054.94	23,054.94	24,736.94	24,736.94
Installed capacity by equity portion (MW)	12,381.30	12,952.23	13,546.09	13,546.96	13,546.96	14,082.36	14,082.36
Growth rate	*10.44%*	*4.61%*	*4.58%*	*0.01%*	*0.00%*	*3.95%*	*0.00%*
Total revenue	144,232.27	149,229.76	149,403.20	149,285.59	149,480.89	148,175.56	148,678.08
Growth rate	*1.92%*	*3.46%*	*0.12%*	*(0.08%)*	*0.13%*	*(0.87%)*	*0.34%*
Total cost of sales	113,692.81	115,091.96	115,677.43	115,989.37	116,228.98	116,064.17	116,411.83
Proportion to total revenue	*78.83%*	*77.12%*	*77.43%*	*77.70%*	*77.76%*	*78.33%*	*78.30%*
Selling and administrative expenses	4,009.95	4,071.82	4,148.74	4,227.16	4,307.49	4,389.28	4,472.73
Proportion to total revenue	*2.78%*	*2.73%*	*2.78%*	*2.83%*	*2.88%*	*2.96%*	*3.01%*
Profit sharing of associates and joint ventures	3,484.11	4,872.29	5,563.30	6,538.73	12,088.53	12,994.81	13,143.12
Interest expenses	10,508.01	10,585.22	9,832.76	8,324.39	6,795.84	5,383.41	4,050.91

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Tax expenses	1,074.71	1,108.92	1,469.28	2,146.03 6/	3,361.76 6/	3,355.55	3,604.22
Net profit (loss)	**18,430.90**	**23,244.13** 7/	**23,838.29**	**25,137.37**	**30,875.34**	**31,977.97**	**33,281.51**
Net profit margin	*12.78%*	*15.58%*	*15.96%*	*16.84%*	*20.66%*	*21.58%*	*22.38%*
Cash flow in proportion to GULF's shareholding in each company 2/							
EBIT (1)	19,114.51	22,537.86	22,198.58	21,664.33	21,520.70	20,601.73	20,602.44
Tax (2)	(712.54)	(747.70)	(989.69)	(1,489.00)	(2,387.33)	(2,445.25)	(2,681.96)
Depreciation and amortization (3)	10,004.26	10,390.01	10,403.12	10,409.64	10,421.79	10,433.64	10,452.21
Investment Expenses (4)	(19,950.11)	(6,202.29) 7/	(534.62)	(373.50)	(363.97)	(365.27)	(18,031.53) 11/
Working capital decrease (increase) (5)	(264.30)	(639.68)	142.13	183.69	156.78	296.23	8.24
Lease Liabilities (6)	(158.63)	0.00	0.00	0.00	0.00	0.00	0.00
FCFF from associates and joint ventures (7)	(1,117.07)	(1,485.90)	8,037.13 9/	13,311.72 9/	37,022.07 10/	23,940.08 10/	24,972.76
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)+(7)	**6,916.13**	**23,852.30**	**39,256.65**	**43,706.88**	**66,370.04**	**52,461.16**	**35,322.17**
Terminal Value							**901,824.24**
WACC (%)	**5.15% - 5.47%**						
Present value of Free Cash Flow to Firm	**5,490.83**	**17,981.73**	**28,095.16**	**29,685.35**	**42,765.58**	**32,060.49**	**20,467.78**
Present value of Terminal Value							**522,571.01**

Remark: 1/ The total revenue and cost are calculated by each business by IFA based on each of the Company's group of business financial statement between 2021 – 2023, since the Company has not prepared a profit and loss statement by each business . However, IFA did not show the items up to net profit (loss) because the Company has never allocated its SG&A. Therefore, the presentation of such information may cause misunderstanding in the materiality.

2/ To calculate the present value at the same discount rate as GULF as a core business group.

3/ IFA considers cash flows from July 1, 2024 onwards, which is the date after the end of GULF's latest financial statement period.

4/ The significant increase in revenue during 2024-2025 was primarily due to the commercial operation of GPD Units 3 and 4 during 2024, which will be fully recognized the revenue in 2025.

5/ The significant increase in tax expense during 2026-2027 was primarily due to the gradual expiration of the 100% corporate income tax exemption privilege of the SPP Group under GMP.

6/ The significant increase in tax expense during 2031-2032 was primarily due to the gradual expiration of the 100% corporate income tax exemption privilege of the GSRC and GPD, and the expiration of the 50% corporate income tax exemption privilege of the SPP Group under GMP.

7/ The significant increase in net profit (loss) and decrease in capital expenditure in 2029 was primarily due to the gradual commercial operation of the Solar Thailand Solar BESS GULF1 and New Wind Project, which are subsidiaries of the Company.

8/ The significant increase in FCFF from the Company's associates and joint ventures during 2026 - 2027, mainly due to a gradual decrease in capital expenditure and the gradual commencement of commercial operations of the HKP IWTE and SRF projects.

9/ The significant increase in FCFF from the Company's associates and joint ventures during 2030 - 2031, mainly due to a gradual decrease in capital expenditure and the gradual commencement of commercial operations of the Luang Prabang project.

10/ The significant increase in FCFF from the Company's associates and joint ventures during 2032 - 2033, mainly due to a gradual decrease in capital expenditure and the gradual commencement of commercial operations of the Pak Lay and Pak

Beng projects, including the expected recognition of cash flow from the acquisition of shares in the Pak Lay and Pak Beng projects by the relevant contractual parties.

11/ The significant increase in capital expenditure in 2034, mainly due to IFA's assumption in valuing the power generation business to achieve Terminal Value, which is set to have capital expenditure of THB 17,612.89 million per annum after the projection period to maintain the Company's electricity generation capacity.

(Unit: THB million)

Present value of the Free Cash Flow to Firm	179,036.66[4/]
Present value of the Terminal Value	522,571.01[4/]
Total PV of Free Cash Flow	**701,607.67**
Add: Cash and current investments as of June 30, 2024[1/]	27,164.05
Add: Net long-term loans to related parties as of June 30, 2024[1/]	22,364.80
Add: INTUCH's interim dividend payment in proportion to GULF's shareholding [2/]	3,038.12
Add: INTUCH's special dividend payment in proportion to GULF's shareholding [3/]	6,835.77
Less: Latest interest-bearing debt as of June 30, 2024[1/]	(338,705.85)
Net PV of Free Cash Flow	**422,304.56**

Remark:

1/ Based on information from the internal financial statements of the Company, subsidiaries and joint ventures operating in the power generation business , including cash and short-term investments, and interest-bearing debts according to the separate financial statements of GULF, as they are not allocated to businesses other than the power business.

2/ INTUCH approves the interim dividend payment for the first half of 2024 at the rate of THB 2.00 per share, totaling approximately THB 6,413.38 million.

3/ The Board of Directors of INTUCH has considered and agreed in principle to pay a special dividend to INTUCH shareholders at the rate of THB 4.50 per share, totaling approximately THB 14,430.09 million (special dividend), which is considered part of the Restructuring Transaction. The dividend payment date is expected to occur before the completion of the Amalgamation.

4/ The reason why most of the value of the power generation business comes from Terminal Value is because GULF has projects that are under development and so there are many projects in the process of investing and gradually starting operations throughout the projection period. In 2034, GULF will have a relatively stable net cash flow after all the projects in the current plan of the Company have started operations.

In addition, IFA has conducted a sensitivity analysis of the value of the power generation business by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
Power generation business value(THB million)	393,779.49	422,304.56	453,065.77

2) Gas Business

The valuation of GULF's gas business will consider the future performance of the business by calculating the present value of the estimated net cash flow of the company (Free Cash Flow to Firm: FCFF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as the discount rate and calculated the future net cash flow from GULF's financial projections for the next 10 years (2024 - 2034), which is the period in which GULF will have a relatively stable net cash flow after all projects in the current plan have been operated. The financial projection is based on the assumption that GULF's business will continue on a going concern basis with no significant changes and is based on the current economic conditions and circumstances. However, if the economic conditions and other external factors affecting the operations of the GULF Group, including the current internal situation of GULF, change significantly from the specified assumptions, the valuation by this method will change as well. In addition, IFA has determined that the valuation of the gas business group will have a terminal value to be consistent with the power generation business because the gas business that the Company is currently being operated is the main fuel for electricity generation, especially the HKH project which has a natural gas purchase agreement with HKP Unit 1, which has a long-term power purchase agreement with EGAT. Therefore, IFA has prepared financial projections of GULF by prioritizing the maximum benefit to the Company's shareholders. The details of key assumptions can be summarized as follows:

For the natural gas industry of Thailand as of December 31, 2023, after the National Energy Policy Committee approved the guidelines for promoting competition in the natural gas business, Phase 2, there were 2 natural gas suppliers that were already in commercial operation, namely PTT Public Company Limited (“PTT”) and EGAT. The Group’s power plant projects, that were already in operation, entered into a natural gas purchase agreement with PTT for the duration of the power purchase agreement with EGAT, which is effective from the date of signing the agreement until the end of 25 years after the commercial operation date of each power plant project. In the future, the Company plans to sell natural gas through GLNG and HKH, which has already received a license to procure and distribute natural gas from the Energy Regulatory Commission (ERC), for use in the Group’s power plant projects. In addition, the Company has established Gulf LNG International Pte. Ltd. (“GLNGT”) to conduct LNG trading business, a commodity whose supply and demand are growing in the global market. GLNGT’s trading partners will be LNG traders in the global market, including both domestic and international natural gas users, including PTT, EGAT, GLNG, and HKH.

For the natural gas distribution business via pipeline under the joint venture company, PTT NGD, PTT NGD has long-term natural gas purchase and sale agreements of approximately 5-10 years with PTT, depending on the operational area. The gas price structure as determined by the Energy Regulatory Commission, consisting of the price of natural gas, pipeline tariff, and distributor’s fee.

Each project has the following financial assumptions:

	GLNG	HKH	PTT NGD	GLNGT
Revenue assumptions				
Project status	Commence operations in the second half of 2024	In operation	In operation	Commence operations n 2569

	GLNG	HKH	PTT NGD	GLNGT
The Company's effective shareholding stake (%)	100.00	49.00	42.00	100.00
Year of commencement of operations	Scheduled to commence operations in 2024	Scheduled to commence operations in 2024	Started operations since 1997	Scheduled to commence operations in 2026
Volume	It is assumed to be equal to 1.27 – 2.89 MTPA throughout the projection period, covering 70% of the gas volume used in GPD and GSRC as per the projection details in Clause 7. 1. 1. 6. Electricity Generation Business a. Electricity generation from natural gas, IPP Project Group.	It is assumed to be equal to 0.56 – 1.32 MTPA throughout the projection period, covering 100% of the gas volume used in HKP as detailed in the projection in Clause 7. 1. 1. 6. Electricity Generation Business a. Electricity generation from natural gas, IPP Project Group.	- Delivered Volume (Current Area): Based on data from 2023, and from 2024, the average growth rate is 3.10% and 2.52% from the volume of PTT NGD and AMATA Natural Gas Distribution Company Limited ("AMATA NGD"), respectively, throughout the projection period, based on the Company's projection. - Delivered Volume (New Area) It is estimated that the operation will start in 2025 and in 2027 for PTTNGD and AMATA NGD, respectively. The initial delivery volume gradually increase until it is equal to 0.02 MTPA in 2029, and thereafter, the growth rate is 3% per year throughout the projection period, based on the Company's projection, which is an expert in the business and IFA believes is possible.	It is assumed to be equal to 1.49 – 1.70 MTPA based on the Company's projections throughout the forecast period.
LNG to natural gas conversion rate	51,100,000 million BTU per million tons per year throughout the projection period, based on the Company's projections, which are close to market data.			
Price	It is assumed to be equal to THB 311.79 – 312.79 per million BTU throughout the projection period, which is equal to GLNGT's natural gas selling price.		It is assumed to be equal to THB 406.12 per million BTU, constant throughout the projection period.	It is assumed to be equal to THB 311.79 – 312.79 per million BTU based on gross margin of the company's projections

	GLNG	HKH	PTT NGD	GLNGT
Shipper's gross profit margin	THB 4.94 per million BTU, according to the announcement of the Energy Regulatory Commission in March 2024, which is still in the public hearing period, remains the same throughout the projection period.		-	-
Trading Income	-	-	-	Trading income is based on the Company's projections.
Other income	Other income consists of income from ports and pipelines, which is determined to be in accordance with the Company's projections.	Other income consists of income from ports and pipelines, which is determined to be in accordance with the Company's projections.	Other income is determined to be proportional to total income from existing and new areas, based on historical averages between 2021 and 2023, and remains constant throughout the projection period.	-
Cost Assumptions				
Cost of goods sold	- Assumed LNG cost equal to gas revenue (paid in the amount collected from the contracting party in a pass-through concept) - Assumed berth and pipeline cost equal to other revenue (paid in the amount collected from the contracting party in a pass-through concept)		- The cost of purchasing finished products is determined based on the cost of natural gas at THB 309.04 per million BTU, which is constant throughout the projection period, based on the EPP as of June 2024, which is the latest data. - The compensation for directors and executives is determined based on data from 2023 and from 2024, is determined to grow by 5.00% per year, which IFA views is aligned to the general salary adjustment policy.	It is assumed to be equal to THB 309.04 per million BTU, constant throughout the projection period, referring to the EPP as of June 2024, which is the latest information.
Selling and administrative expenses	- Assumed rental and insurance costs based on data from 2023 and from 2024, assume a growth rate of 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT) - Assumed management fees to grow at a rate of 3% per year based on the Company's management fee plan - Assumed terminal user losses to be equal to 0.2% of gas revenue, constant throughout the projection period, based on the Company's projections		- The employee-related expenses are based on data from 2023 and from 2024, the growth rate is assumed to be 5.00% per year which IFA views is aligned to the general salary adjustment policy.	- Management fee is assumed to grow at a rate of 3% per annum in accordance with the Company's management fee plan. - Professional and administrative expenses are assumed to grow at a rate of 1.49% per annum in accordance with the average

	GLNG	HKH	PTT NGD	GLNGT
				inflation rate of the past 5 years of Thailand (Source: BOT)
Other expenses	- Assumed the oil business fee to be fixed at THB 90,000 per year, referring to the announcement of the Ministry of Energy as of June 2022. - Assumed the LNG inspector fee to be based on data from 2023 and from 2024, assume the growth rate at 1.49% per year, based on the average inflation rate of the past 5 years of Thailand (Source: BOT)		- Other expenses are assumed to be proportional to total income, based on historical averages between 2021 and 2023, and remain constant throughout the projection period.	-
Other assumptions				
CAPEX	The maintenance CAPEX is assumed to be between THB 0.50 - 6.30 million per year in 2024 - 2049, based on the Company's projections.	The maintenance CAPEX is assumed to be between THB 0.50 – 1.68 million per year in 2024 – 2029, based on the Company's projections.	Total investment costs are assumed at THB 276.31 – 1,271.88 million per year in 2024 – 2025, and maintenance CAPEX is assumed at THB 82.76 – 101.45 million per year, based on the Company's projections.	-
Useful life	Tools and equipment 5 years Refer to HKH as it is a similar business.	Tools and equipment 5 years Building improvements 5 years Software license 10 years Refer to HKH's notes to financial statements	Buildings and building improvements 5-20 years Pipeline systems 5-25 years Other assets 3-5 years Right-of-use assets 1-30 years Intangible assets 3-10 years Refer to PTT NGD's financial statement notes	-
Trade payables payment period (AP days)	Assumed to be equal to 12 days based on the Company's projections.	Assumed to be equal to 10.80 days based on the Company's projections.	Assumed to be equal to the historical average between 2021-2023.	7 days based on the Company's projections
Collection period of trade receivables (AR days)	Assumed to be equal to 45 days based on the Company's projections.	Assumed to be equal to 45 days based on the Company's projections.	Assumed to be equal to the historical average between 2021-2023.	7 days based on the Company's projections
Inventory retention period (Inventory days)	Assumed to be equal to 20 days based on the Company's projections.	Assumed to be equal to 20 days based on the Company's projections.	Assumed to be equal to the historical average between 2021-2023.	1 days based on the Company's projections
Interest-bearing debt	Additional borrowing in2024-2025 of THB 5,500 million with an interest rate of 5% per	Additional borrowing in 2024-2025 of THB 3,000 million with an interest rate of 4% per	-	-

	GLNG	HKH	PTT NGD	GLNGT
	annum, with repayment to be made in installments based on the Company's information.	annum, with repayment to be made in installments based on the Company's information.		
Discount rate assumptions				
Risk Free Rate (Rf)	Based on the 15-year government bond yield, of2.91% per year (as of July 15, 2024).			
Beta (β)	Based on the average Beta of BULL IJ Equity, PRM TB Equity, PVP VN Equity, PVT VN Equity and VTO VN Equity over the past 3 years until July 15, 2024, which IFA believes is the period that best reflects price changes and the overall view of investors towards the company in the current market conditions, of 0.77 (Source: Bloomberg). The details of the company information used for comparison are as follows in Clause 7.1.1.7.			
Market Risk (Rm)	The average return on investment in SET over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.			
Kd	The Company's loan interest rate is estimated to be 4.00 - 5.00% per year.			
D/E Ratio	Projection of the ratio of interest-bearing debt to equity each year.			
Corporate Income Tax	Corporate income tax rate of 20% on profit before tax.			The corporate income tax rate is 17% on profit before tax, based on Singapore's standard corporate income tax rate.
WACC (%)	Ranges between 7.18% - 9.85% per year.			
Terminal Growth	1.49% per year based on the average inflation rate over the past 5 years (Source: BOT)			

From the above assumptions, IFA summarizes the financial projections of the gas business group as follows:

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Total gas distribution (MTPA)[2/]	0.6	0.6	0.6	2.4	4.8	6.3	6.4
Growth rate	-	*(7.6%)*	*0.3%*	*331.6%*	*97.2%*	*31.3%*	*2.2%*
Total revenue	11,680.38	16,641.16	14,723.92	45,610.90[5/]	88,565.81 [5/]	113,217.22[5/]	115,605.25
Growth rate	*57.20%*	*42.47%*	*(11.52%)*	*209.77%*	*94.18%*	*27.83%*	*2.11%*
Total cost of sales	8,712.17	15,984.01	12,461.30	43,310.66	85,609.52	109,356.67	111,621.13
Proportion to total revenue	*74.59%*	*96.05%*	*84.63%*	*94.96%*	*96.66%*	*96.59%*	*96.55%*
Selling and administrative expenses				890.13	879.03	966.58	989.99
Proportion to total revenue				*1.95%*	*0.99%*	*0.85%*	*0.86%*
Interest expenses				85.69	283.41	401.96	400.50
Tax expenses				256.30	340.50	471.45	492.99
Net profit (loss)				**1,068.12**	**1,453.34**	**2,020.56**	**2,100.64**
Net profit margin				*2.34%*	*1.64%*	*1.78%*	*1.82%*
Total cash flow at 100.00%[3/]							
EBIT (1)				664.49[4/]	2,004.71	2,887.03	2,897.74
Tex (2)				(128.15)[4/]	(340.50)	(471.45)	(492.99)
Depreciation and amortization (3)				127.93[4/]	259.85	306.02	309.81

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Investment Expenses (4)				(141.86)[4/]	(321.66)	(1,272.38)[6/]	(92.76)
Working capital decrease (increase) (5)				(2,504.41)[4/7/]	(5,857.74)[7/]	(98.18)	15.99
Lease Liabilities (6)				(19.01)[4/]	(36.91)	(35.82)	(34.72)
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)				**(2,001.00)**	**(4,292.26)**	**1,315.22**	**2,603.06**
Terminal Value							
WACC (%)				**7.18% – 9.85%**			
Present value of Free Cash Flow to Firm				**(1,929.49)**	**(3,844.24)**	**1,088.76**	**2,003.82**
Present value of Terminal Value							

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Total gas distribution (MTPA)[2/]	6.4	6.5	6.6	6.6	6.7	6.7	6.7
Growth rate	*(0.0%)*	*1.3%*	*1.4%*	*0.0%*	*1.3%*	*(0.1%)*	*(0.2%)*
Total revenue	115,885.86	117,480.27	118,961.10	119,020.79	120,598.17	120,544.59	120,424.75
Growth rate	*0.24%*	*1.38%*	*1.26%*	*0.05%*	*1.33%*	*(0.04%)*	*(0.10%)*
Total cost of sales	111,757.83	113,228.20	114,633.24	114,632.17	116,125.73	116,011.59	115,828.47
Proportion to total revenue	*96.44%*	*96.38%*	*96.36%*	*96.31%*	*96.29%*	*96.24%*	*96.18%*
Selling and administrative expenses	1,005.66	1,016.74	1,039.44	1,060.81	1,003.54	919.90	941.92
Proportion to total revenue	*0.87%*	*0.87%*	*0.87%*	*0.89%*	*0.83%*	*0.76%*	*0.78%*
Interest expenses	399.04	397.59	341.58	341.20	341.20	341.20	341.20
Tax expenses	517.28	540.17	561.60	569.58	597.82	626.68	634.96
Net profit (loss)	**2,206.05**	**2,297.57**	**2,385.24**	**2,417.04**	**2,529.89**	**2,645.21**	**2,678.21**
Net profit margin	*1.90%*	*1.96%*	*2.01%*	*2.03%*	*2.10%*	*2.19%*	*2.22%*
Total cash flow at 100.00%[3/]							
EBIT (1)	3,019.70	3,125.55	3,173.57	3,208.91	3,348.54	3,491.55	3,530.04
Tex (2)	(517.28)	(540.17)	(561.60)	(569.58)	(597.82)	(626.68)	(634.96)
Depreciation and amortization (3)	304.37	290.38	291.93	291.83	209.55	102.92	101.08
Investment Expenses (4)	(87.23)	(103.63)	(83.26)	(84.58)	(85.93)	(87.29)	(88.68)
Working capital decrease (increase) (5)	12.91	(139.54)	(13.95)	47.44	(125.40)	73.10	80.07
Lease Liabilities (6)	(33.63)	(32.53)	(19.28)	0.00	0.00	0.00	0.00
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	**2,698.84**	**2,600.06**	**2,787.40**	**2,894.02**	**2,748.94**	**2,953.59**	**2,987.54**
Terminal Value							**49,727.87**
WACC (%)	**7.18% – 9.85%**						
Present value of Free Cash Flow to Firm	**1,929.34**	**1,723.73**	**1,719.87**	**1,659.99**	**1,461.47**	**1,463.28**	**1,375.89**
Present value of Terminal Value							**22,913.46**

Remark: 1/ The total revenue and cost are calculated by each business group by IFA based on each of the Company's group of business financial statement data between 2021 – 2023, since the Company has not prepared a profit and loss statement by each business group. However, IFA did not show the items up to net profit (loss) because the Company has never allocated its SG&A. Therefore, the presentation of such information may cause misunderstanding in the materiality.

2/ The total gas distribution (MTPA) is presented as the sum of the gas sales volume of GLNG, HKH, PTTNGD and GLNGT, which may contain some gas distribution that is a related transaction.

3/ Using total cash flow because the nature of the business is different from the main business and the discount rate used to calculate the present value is different from GULF. After the total value is obtained, the value of GULF's portion will be calculated in proportion to the shareholding.

4/ IFA considers cash flow from July 1, 2024 onwards, which is the date after the end of GULF's latest financial statement period.

5/ The significant increase in revenue during 2024-2026 was primarily due to the commencement of operations of GLNG, HKH and GLNGT.

6/ The significant increase in capital expenditure in 2026 was primarily due to investment in new service areas of PTTNGD.

7/ The significant increase in working capital usage during 2024-2025 was primarily due to the requirement for working capital to operate its business during the initial phase of operations of GLNG and HKH.

(Unit: THB million)

Present value of the Free Cash Flow to Firm	8,652.42 1/
Present value of the Terminal Value	22,913.46 1/
Total PV of Free Cash Flow	**31,565.88**
Add: Cash and current investments as of June 30, 2024	3,040.79
Less: Latest interest-bearing debt as of June 30, 2024	(2,030.00)
Net PV of Free Cash Flow	**32,576.67**
Net PV of Free Cash Flow in proportion to GULF shareholding 2/	**20,311.98**

Remarks:

1/ The rationale that most of the value of the gas business group comes from Terminal Value is because projects are in the process of starting operations, which requires a relatively high amount of working capital in the first few years.

2/ GULF has net shareholding proportions in GLNG, HKH, PTT NGD and GLNGT at 100.00%, 49.00%, 42.00% and 100.00% respectively.

In addition, IFA has conducted a sensitivity analysis of the value of the gas business group by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
Gas business value (THB million)	19,646.86	20,311.98	21,011.55

3) Infrastructure and Utilities business

The valuation of GULF's infrastructure and utilities business will consider the future performance of the business by calculating the present value of the estimated net cash flow of the company (Free Cash Flow to Firm: FCFF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as a discount rate and calculated the future net cash flow from GULF's financial projections for the next 37 years (2024 - 2061), which is the period specified in the concession agreement. It is determined that there is no Terminal Value based on the conservative basis because the infrastructure and utilities business is a new business that the company has just received a concession and/or invested in. The company has never invested in the infrastructure and utilities business before, unlike the power plant business that has continuously invested since the past and is the Company's main business. In addition, IFA has not received confirmation from the Company to enter into any additional contracts/agreements related to the infrastructure and utilities business in addition to the projects that the Company currently invested. However, if the economic conditions and other external factors affecting the operations of the GULF group, including the current internal situation of GULF, change significantly from the specified assumptions, the valuation by this method will change as well. IFA has prepared the financial projections of GULF based on the highest benefits for the Company's shareholders. The details of key assumptions can be summarized as follows:

- Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1)

The Company invests in Gulf MTP LNG Terminal Company (“GMTP”), the developer and operator of Map Ta Phut industrial port development phase 3 project (stage 1) located in Map Ta Phut industrial estate, Rayong province, under a 35-year PPP contract with IEAT. The project is divided into 2 parts including (1) Infrastructure design and construction part, which includes dredging and land reclamation work in an area of approximately 1,000 rais, and (2) Superstructure part which includes design, construction, and operation of LNG terminal

- Public Terminal Management Project for the Handling of Liquid Products

The Company invests in Thai Tank Terminal Company Limited (“TTT”), the operator of public terminal management project for the handling of liquid products in Map Ta Phut industrial estate in Rayong province under a 30-year PPP contract with the IEAT. TTT currently has 4 jetties that are capable of berthing 1,000 vessels per year and liquid storage tanks with a total storage capacity of 723,800 cubic meters. Additionally, TTT is Thailand’s largest public terminal for liquid products.

- Laem Chabang Port Development Phase 3 (Terminal F)

The Company invests in GPC International Terminal Company Limited (“GPC”), the operator of the Laem Chabang port development phase 3 project (terminal F) under a 35-year PPP contract with Port Authority of Thailand (“PAT”). PAT is responsible for land reclamation work, while GPC is responsible for the design, construction, and Operation and Maintenance (O&M) services for container berths of terminal F to accommodate container throughput and implement automation technology for the project operation which can accommodate cargo containers of at least 4,000,000 TEU (20-foot container) per year.

- Bang Pa-In – Nakhon Ratchasima (M6) and Bang Yai - Kanchanaburi (M81) intercity motorway projects (Operation and Maintenance: O&M)

The Company invests in BGSR 6 Company Limited (“BGSR 6”) and BGSR 81 Company Limited (“BGSR 81”), the operators of intercity motorway M6 and M81 projects, with the distance of 196 kilometres and 96 kilometres, respectively. The projects operate under the PPP contract with the Department of Highways (DOH), which are divided into 2 parts including (1) Design and construction works of the motorway system and other related facilities and (2) Operation and Maintenance (O&M). The contract for O&M work is assigned for 30 years.

Each project has the following financial assumptions:

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
Revenue assumptions				
Project status	Under construction	In operation	Under development.	Under construction
The Company's effective shareholding stake (%)	70.00	28.57	40.00	40.00
Year of commencement of operations	Scheduled to commence operations in 2028	Started operations since 1992	Scheduled to commence operations in 2027 to 2031.	Scheduled to commence operations in 2025
Maximum storage capacity	10.8 million tons per year (“MTPA”)	- 723,800 cubic meters in 2024 - 788,800 cubic meters in 2035	4,500,000 TEUs (20-foot equivalent unit) divided into Phase 1: 1.90 million TEUs Phase 2: 2.60 million TEUs	-
Land reclamation income	Refer to the concession contract	-	-	-
Actual storage volume or utilization rate	5 MTPA throughout the projection period, based on the Company's projections.	Utilization rate is assumed to be 95. 25% from 2024 onwards and remain constant throughout the projection period, based on the Company's projections.	Utilization rate is assumed - Phase 1: equal to 20% in 2027, and gradually increased until reaching 90% in 2031 and remained constant throughout the projection period. - Phase 2: equal to 20% in 2032, and gradually increased until reaching 90% in 2036, and then remained constant throughout the projection period, based on the Company's projections and adjusted according to IFA's opinion.	-

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
Conversion rate	51,100,000 million BTU per million tons per year (conversion rate of liquefied natural gas to natural gas)	-	1.56 containers/TEU (TEU conversion rate per container)	-
Tariff	It is assumed to be equal to THB 18.62 per million BTU, which is equal to the sum of the fixed cost service rate (Ld) and the variable cost service rate (Lc) of 17. 7598 and 0. 8646, respectively, according to the ERC announcement in March 2024, and remains constant throughout the projection period.	-	The average Tariff per container is assumed for the first year of operation based on the Company's projections and after that, the growth rate is assumed at 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT).	-
Fixed fee per unit	-	The unit fee is based on data from 2023 and from 2024, the growth rate is assumed at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).	-	-
Throughput quantity	-	Current : 5,800,000.00 tons Expand 4 tanks in 2027: 6,070,000.00 tons Expand 6 tanks in 2035: 6,190,000.00 tons Based on the Company's projections	-	-
Variable Fee per Throughput	-	The variable fee per Throughput is based on data from 2023 and from	-	-

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
		2024, it is assumed to grow at a rate of 1. 49% per year based on the average inflation rate of the past 5 years of Thailand (Source: BOT).		
Income from other services	-	Other income is determined as a proportion to service income, based on historical averages between 2021 and 2023, and remains constant throughout the projection period.	-	-
Revenue from expressway operation and maintenance services	-	-	-	Based on the Company's projections
Cost Assumptions				
Cost of goods sold	- Assumed concession fees, pre-operating expenses, and land rental fees based on the Company's projections. - Assumed plant maintenance costs, insurance costs, ports, and electricity costs in 2028-2029 based on the Company's projections, and after that, assumed a growth rate of 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT). - Assumed boil-off gas costs, other costs, and other variable costs as a	- Assumed the NLA fee per actual collected volume and land rental fee based on the Company's projections. - Assumed the maintenance, cleaning, disposal costs, energy and utilities, and other costs per actual collected volume based on data from 2023 and from 2024, assumed the growth rate at 1.49% per year based on the average inflation rate of Thailand over the past 5 years (Source: BOT).	- Assumed diesel fuel, electricity, port system maintenance costs and maintenance costs per container in the first year of operation based on the Company's projections. After that, assumed a growth rate of 1.49% per year based on the average inflation rate of the past 5 years (Source: BOT) - Assumed pre-operating expenses at THB 4.11 - 72.19 million per year in 2024 - 2032 based on the Company's projections	Consisting of - Utility costs - System maintenance costs - Civil maintenance costs - Building maintenance costs - Construction costs Based on the Company's projections

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
	proportion to LNG revenue based on the Company's projections in 2028-2029, and remain constant throughout the projection period.		- Assumed concession fees based on the Company's projections	
SG&A	- The expenses related to employees, administration and overhead costs in 2028 - 2029 are based on the Company's projections. From 2030, the growth rate is assumed at 5.00% per year, based on the Company's projections, which IFA views is aligned to the general salary adjustment policy.	- The employee-related expenses are based on data from 2023 and from 2024, the growth rate is assumed to be 5.00% per year, according to the Company's projections, which IFA views is aligned to the general salary adjustment policy.	- Assumed employee expenses before the operation, based on data from 2023 and from 2024, assumed a growth rate of 5.00% per year, which IFA views is aligned c to the general salary adjustment policy. - Assumed employee expenses in the year of operation, based on the Company's projections, and thereafter assumed a growth rate of 5.00% per year, which IFA views is aligned to the general salary adjustment policy. - Assumed sales and administrative expenses per cabinet in the year of starting operations, based on the Company's projections, and thereafter assumed a growth rate of 1.49% per year according to the average inflation rate of the past 5 years (source: BOT).	- Assumed employee-related expenses based on the Company's projections. - Assumed administrative expenses based on the Company's projections.

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
			- Assumed management fees according to the Company's management fee plan.	
Other assumptions				
CAPEX	Initial investment costs are assumed at THB 6,088.52 - 11,294.25 million per year in 2024 - 2027 and maintenance CAPEX is assumed at THB 644.54 - 1,144.01 million per year in 2028 - 2048, based on the Company's projections.	Investment costs are assumed at THB 168.62 - 926.29 million per year in 2024 - 2052, based on the Company's projections.	Initial investment costs are assumed at THB 31.5 – 5,707.30 million per year in 2024 – 2037, and maintenance CAPEX is set at THB 7.32 – 127.20 million per year in 2040 – 2053, based on the Company's projections.	-
Depreciation useful life	Equipment and tools 30 years Assets right of use 5 years Refer to TTT	Storage tanks 5-40 years Buildings 20 years Building improvements 20 years Furniture, fixtures and office equipment 5-10 years Vehicles 5 years Right-of-use assets 5-30 years Intangible assets 5-40 years Refer to TTT's notes to financial statement	Building renovation 20 years Refer to TTT	Furniture, decorations and office equipment 5-10 years Refer to TTT
Trade payables payment period (AP days)	30 days based on the Company's projections	Assumed to be equal to the historical average between 2021-2023.	-	Assumed to be equal to the historical average between 2021- 2023 since construction costs have already begun.

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
Collection period of trade receivables (AR days)	60 days based on the Company's projections	Assumed to be equal to the historical average between 2021-2023.	-	-
Inventory retention period (Inventory days)	-	Assumed to be equal to the historical average between 2021-2023.	-	-
Interest-bearing debt	The loan portion is assumed at 70.00% of the initial investment and the interest rate is 5.00% per annum, with repayment to be made in installments based on the Company's information.	-	The loan portion is assumed at 60.00% of the initial investment and the interest rate is 6.50% per annum, with repayment to be made in installments based on the Company's information.	- BGSR 6: Additional borrowings of THB 3,000 million and THB 800 million in 2024 and 2025, respectively, at an interest rate of THOR + 2% per annum. - BGSR 81: Additional borrowings of THB 3,100 million in 2024 at an interest rate of THOR + 2% per annum.
Discount rate assumptions				
Risk Free Rate (Rf)	Based on the 15-year government bond yield of 2.91% per year (as of July 15, 2024).			
Beta (β)	Based on the average Beta of ATI PM Equity, BPH MK Equity, NYT TB Equity, PHP VN Equity and WPRTS MK Equity over the past 3 years until July 15, 2024, which IFA believes is the period that best reflects price changes and the overall view of investors towards the company in the current market conditions, of 0.56 (source: Bloomberg). The details of the company information used for comparison are as follows in Section 7.1.1.7.			Based on the average Beta of BEM TB Equity, CII VN Equity, DMT TB Equity, JSMR IJ Equity and WCE MK Equity over the past 3 years until July 15, 2024, which IFA believes is the period that best reflects the price changes and overall investor views on the company in the current market conditions, of 0. 38 (Source: Bloomberg). The details of the company information used for

	GMTP	TTT	GPC	BGSR 6 and BGSR 81
				comparison are as follows in Section 7.1.1.7.
Market Risk (Rm)	The average return on investment in the stock market over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.			
Kd	The company's loan interest rate is estimated to be 6.00 - 6.50% per year.			The Company's estimated interest rate on loans is 4.49% per year.
D/E Ratio	Estimate the ratio of interest-bearing debt to equity each year.			
Corporate Income Tax	The company is exempted from corporate income tax for the first 5 years after the start of revenue recognition and thereafter at a rate of 20.00% of profit before tax.	Corporate income tax rate of 20% on profit before tax.		
WACC (%)	Ranges between 6.37 – 8.30% per year			Ranges between 5.26 – 5.47% per year

Based on the above assumptions, IFA summarizes the financial projections of the infrastructure and utilities business as follows:

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Total revenue	2,898.76	9,251.79	9,973.53	12,888.83[4/]	8,973.08	8,798.18	10,438.72[5/]	11,288.03	12,520.48	13,584.90	14,133.06
Growth rate	*3.69%*	*219.16%*	*7.80%*	*29.23%*	*(30.38%)*	*(1.95%)*	*18.65%*	*8.14%*	*10.92%*	*8.50%*	*4.04%*
Total cost of sales	1,234.44	3,440.17	3,633.35	10,380.02[4/]	5,916.19	5,528.19	7,459.99	6,967.69	6,215.22	6,470.33	6,647.50
Proportion to total revenue	*42.59%*	*37.18%*	*36.43%*	*80.53%*	*65.93%*	*62.83%*	*71.46%*	*61.73%*	*49.64%*	*47.63%*	*47.04%*
Selling and administrative expenses				270.55	596.04	835.20	1,377.84	1,758.03	2,122.30	2,274.79	2,399.08
Proportion to total revenue				*2.10%*	*6.64%*	*9.49%*	*13.20%*	*15.57%*	*16.95%*	*16.75%*	*16.97%*
Interest expenses				708.05	1,309.55	1,767.54	2,225.27	2,435.00	2,412.99	2,433.45	2,520.03
Tax expenses				239.34	211.20	197.42	220.02	220.83	222.73	223.77	217.17
Net profit (loss)				**1,290.88**	**940.09**	**469.83**	**(844.40)**	**(93.52)**	**1,547.24**	**2,182.56**	**2,349.29**
Net profit margin				*10.02%*	*10.48%*	*5.34%*	*(8.09%)*	*(0.83%)*	*12.36%*	*16.07%*	*16.62%*
Total cash flow at 100.00%[2/]											
EBIT (1)				1,119.13[3/]	2,460.84	2,434.79	1,600.89	2,562.31	4,182.96	4,839.78	5,086.49
Tex (2)				(119.67)[3/]	(211.20)	(197.42)	(220.02)	(220.83)	(222.73)	(223.77)	(217.17)
Depreciation and amortization (3)				132.31[3/]	356.85	448.67	1,992.58	2,622.06	2,635.97	2,654.42	2,710.80
Investment Expenses (4)				(5,906.00)[3/]	(11,118.21)	(13,173.11)	(11,928.65)	(3,338.06)[6/]	(1,851.51)	(3,736.05)	(5,613.33)
Working capital decrease (increase) (5)				(3,740.35)[3/]	(1,811.86)	(833.23)	(162.69)	488.61	1,096.76	1,088.74	992.12
Lease Liabilities (6)				(145.41)[3/]	(284.23)	(277.64)	(271.05)	(264.46)	(257.86)	(251.27)	(244.68)
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)				**(8,659.99)**	**(10,607.80)**	**(11,597.92)**	**(8,988.94)**	**1,849.64**	**5,583.59**	**4,371.85**	**2,714.22**
Terminal Value											
WACC (%)				5.26% - 8.30%							
Present value of Free Cash Flow to Firm				**(8,368.78)**	**(9,506.50)**	**(9,637.21)**	**(6,876.92)**	**1,459.38**	**3,753.94**	**2,729.34**	**1,555.34**
Present value of Terminal Value											

(Unit: THB million)	2032F	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F
Total revenue	15,342.92	16,521.05	17,734.11	19,262.05	20,076.33	20,313.48	20,517.14	20,716.29	20,949.03	21,210.82	21,447.32
Growth rate	*8.56%*	*7.68%*	*7.34%*	*8.62%*	*4.23%*	*1.18%*	*1.00%*	*0.97%*	*1.12%*	*1.25%*	*1.11%*
Total cost of sales	7,402.10	7,636.37	8,250.50	8,716.96	9,448.18	9,766.02	10,087.52	10,248.12	10,476.20	10,526.43	10,625.61
Proportion to total revenue	*48.24%*	*46.22%*	*46.52%*	*45.25%*	*47.06%*	*48.08%*	*49.17%*	*49.47%*	*50.01%*	*49.63%*	*49.54%*
Selling and administrative expenses	2,587.86	2,786.78	2,999.68	3,231.23	3,400.94	3,522.45	3,650.29	3,797.04	3,944.38	4,101.08	4,262.87
Proportion to total revenue	*16.87%*	*16.87%*	*16.91%*	*16.78%*	*16.94%*	*17.34%*	*17.79%*	*18.33%*	*18.83%*	*19.33%*	*19.88%*
Interest expenses	2,511.89	2,394.36	2,295.66	2,191.59	2,084.69	1,969.35	1,827.53	1,674.28	1,521.02	1,367.76	1,214.50
Tax expenses	220.30	548.13	835.18	1,018.75	1,025.23	1,011.13	990.36	999.37	1,001.49	1,043.11	1,068.87
Net profit (loss)	2,620.77	3,155.41	3,353.09	4,103.52	4,117.29	4,044.54	3,961.44	3,997.48	4,005.95	4,172.43	4,275.47
Net profit margin	*17.08%*	*19.10%*	*18.91%*	*21.30%*	*20.51%*	*19.91%*	*19.31%*	*19.30%*	*19.12%*	*19.67%*	*19.93%*
Total cash flow at 100.00%[2/]											
EBIT (1)	5,352.96	6,097.90	6,483.93	7,313.86	7,227.21	7,025.02	6,779.33	6,671.13	6,528.46	6,583.30	6,558.83
Tex (2)	(220.30)	(548.13)	(835.18)	(1,018.75)	(1,025.23)	(1,011.13)	(990.36)	(999.37)	(1,001.49)	(1,043.11)	(1,068.87)
Depreciation and amortization (3)	3,115.83	2,891.35	3,198.34	3,289.03	3,460.87	3,573.46	3,432.96	3,197.12	3,054.56	2,808.56	2,696.69
Investment Expenses (4)	(735.02)	(2,412.64)	(2,043.40)	(1,031.51)	(1,436.76)	(771.99)	(1,090.46)	(244.60)	(323.07)	(392.51)	(398.48)
Working capital decrease (increase) (5)	1,162.12	1,825.22	1,250.05	1,152.17	970.90	849.84	852.47	856.22	834.71	826.01	800.16
Lease Liabilities (6)	(238.09)	(231.50)	(224.91)	(218.32)	(211.73)	(205.13)	(198.54)	(191.95)	(185.36)	(178.77)	(172.18)
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	8,437.50	7,622.20	7,828.83	9,486.48	8,985.26	9,460.06	8,785.40	9,288.55	8,907.80	8,603.49	8,416.17
Terminal Value											
WACC (%)	5.26% - 8.30%										
Present value of Free Cash Flow to Firm	4,634.56	3,939.66	3,760.36	4,305.49	3,828.98	3,776.62	3,307.21	3,244.50	2,915.65	2,643.55	2,435.52
Present value of Terminal Value											

(Unit: THB million)	2043F	2044F	2045F	2046F	2047F	2048F	2049F	2050F	2051F	2052F	2053F
Total revenue	21,659.27	21,865.18	22,261.47	22,631.61	22,937.36	23,178.44	23,411.05	23,713.76	23,999.76	23,997.57	20,000.17
Growth rate	*0.99%*	*0.95%*	*1.81%*	*1.66%*	*1.35%*	*1.05%*	*1.00%*	*1.29%*	*1.21%*	*(0.01%)*	*(16.66%)*
Total cost of sales	10,944.70	11,228.85	11,646.71	12,021.51	12,314.19	12,728.70	13,010.77	13,216.28	13,479.25	13,831.14	12,122.59
Proportion to total revenue	*50.53%*	*51.35%*	*52.32%*	*53.12%*	*53.69%*	*54.92%*	*55.58%*	*55.73%*	*56.16%*	*57.64%*	*60.61%*
Selling and administrative expenses	4,431.81	4,612.29	4,810.99	4,996.53	5,192.12	5,379.82	5,626.08	5,860.03	6,099.80	6,350.14	5,743.43
Proportion to total revenue	*20.46%*	*21.09%*	*21.61%*	*22.08%*	*22.64%*	*23.21%*	*24.03%*	*24.71%*	*25.42%*	*26.46%*	*28.72%*
Interest expenses	1,061.24	907.99	754.73	612.70	481.89	351.08	256.45	198.00	139.54	81.09	25.93
Tax expenses	1,044.30	1,023.21	1,009.81	1,000.17	989.83	943.77	903.55	887.89	856.23	747.04	480.14
Net profit (loss)	4,177.21	4,092.84	4,039.23	4,000.70	3,959.33	3,775.07	3,614.19	3,551.56	3,424.92	2,988.16	1,628.08
Net profit margin	*19.29%*	*18.72%*	*18.14%*	*17.68%*	*17.26%*	*16.29%*	*15.44%*	*14.98%*	*14.27%*	*12.45%*	*8.14%*
Total cash flow at 100.00%[2/]											
EBIT (1)	6,282.76	6,024.04	5,803.77	5,613.57	5,431.06	5,069.92	4,774.20	4,637.44	4,420.70	3,816.29	2,134.15
Tex (2)	(1,044.30)	(1,023.21)	(1,009.81)	(1,000.17)	(989.83)	(943.77)	(903.55)	(887.89)	(856.23)	(747.04)	(480.14)
Depreciation and amortization (3)	2,644.09	2,588.64	2,586.74	2,576.47	2,567.55	2,634.12	2,647.77	2,656.80	2,661.22	2,664.31	2,194.30
Investment Expenses (4)	(1,143.59)	(283.63)	(311.00)	(338.52)	(351.14)	(1,473.72)	(349.04)	(357.95)	(362.44)	(372.57)	(7.32)
Working capital decrease (increase) (5)	(293.50)	779.59	220.36	224.28	220.80	223.54	197.85	213.35	215.53	238.24	(118.87)
Lease Liabilities (6)	(165.59)	(159.00)	(152.40)	(145.81)	(139.22)	(132.63)	(126.04)	(119.45)	(112.86)	(106.27)	0.00
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	6,279.87	7,926.43	7,137.65	6,929.82	6,739.21	5,377.46	6,241.19	6,142.31	5,965.92	5,492.97	3,722.12
Terminal Value											
WACC (%)	5.26% - 8.30%										
Present value of Free Cash Flow to Firm	1,641.91	2,024.67	1,673.26	1,528.75	1,402.01	1,071.24	1,156.06	1,078.51	991.32	853.81	520.73
Present value of Terminal Value											

(Unit: THB million)	2054F	2055F	2056F	2057F	2058F	2059F	2060F	2061F
Total revenue	20,208.99	19,272.42	18,531.27	11,891.38	12,075.99	12,260.00	12,446.43	0.00
Growth rate	*1.04%*	*(4.63%)*	*(3.85%)*	*(35.83%)*	*1.55%*	*1.52%*	*1.52%*	*(100.00%)*
Total cost of sales	12,392.60	12,178.72	12,028.81	7,991.54	7,989.57	7,988.81	7,944.38	382.91
Proportion to total revenue	*61.32%*	*63.19%*	*64.91%*	*67.20%*	*66.16%*	*65.16%*	*63.83%*	-
Selling and administrative expenses	5,977.49	5,549.97	5,248.10	3,399.53	3,535.20	3,681.08	3,677.65	0.00
Proportion to total revenue	*29.58%*	*28.80%*	*28.32%*	*28.59%*	*29.27%*	*30.03%*	*29.55%*	-
Interest expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Tax expenses	418.17	353.33	289.53	132.65	136.64	138.07	178.45	0.00
Net profit (loss)	**1,420.74**	**1,190.39**	**964.83**	**367.66**	**414.59**	**452.04**	**645.95**	**(382.91)**
Net profit margin	*7.03%*	*6.18%*	*5.21%*	*3.09%*	*3.43%*	*3.69%*	*5.19%*	-
Total cash flow at 100.00%[2/]								
EBIT (1)	1,838.90	1,543.72	1,254.36	500.31	551.23	590.11	824.40	(382.91)
Tex (2)	(418.17)	(353.33)	(289.53)	(132.65)	(136.64)	(138.07)	(178.45)	(0.00)
Depreciation and amortization (3)	2,147.36	2,111.60	2,075.74	512.63	480.17	448.47	416.05	382.91
Investment Expenses (4)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Working capital decrease (increase) (5)	298.36	239.97	259.76	(91.96)	47.32	46.34	59.70	(3,160.84)
Lease Liabilities (6)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	3,866.45	3,541.96	3,300.34	788.33	942.08	946.84	1,121.70	(3,160.84)
Terminal Value								
WACC (%)	5.26% - 8.30%							
Present value of Free Cash Flow to Firm	520.50	430.65	367.34	84.81	96.37	91.06	101.42	(268.67)
Present value of Terminal Value								

Remark: 1/ The total revenue and cost are calculated by each business by IFA based on each of the Company's group of business financial statement between 2021 – 2023, since the Company has not prepared a profit and loss statement by each business. However, IFA did not show the items up to net profit (loss) because the Company has never allocated its SG&A. Therefore, the presentation of such information may cause misunderstanding in the materiality.

2/ Using total cash flow because the nature of the business is different from the main business group and the discount rate used to calculate the present value is different from GULF. After the total value is obtained, the value of GULF's portion will be calculated in proportion to the shareholding.

3/ IFA considers cash flow from July 1, 2024 onwards, which is the date after the end of GULF's latest financial statement period.

4/ The significant increase in costs in 2024 was primarily due to the construction costs of BSGR 6 and BSGR 81 according to the construction plan prior to the commencement of service in 2025.

5/ The significant increase in revenue in 2027 was primarily due to the commencement of operations of GPC and the commencement of revenue recognition from land reclamation of GMTP.

6/ The significant decrease in capital expenditure in 2028 was primarily due to the completion of investments in GMTP and Phase 1 of the GPC project.

(Unit: THB million)

Present value of the Free Cash Flow to Firm	29,266.42
Present value of the Terminal Value	0.00
Total PV of Free Cash Flow	**29,266.42**
Add: Cash and current investments as of June 30, 2024	2,804.98
Less: Latest interest-bearing debt as of June 30, 2024	(4,469.63)
Net PV of Free Cash Flow	**27,601.76**
Net PV of Free Cash Flow in proportion to GULF shareholding [1/]	**11,812.47**

Remark: 1/ GULF has net shareholding proportion in GMTP TTT GPC BGSR 6 and BGSR 81 at 70.00, 28.57, 40.00 and 40.00% respectively.

In addition, IFA has conducted a sensitivity analysis of the value of the infrastructure and utilities business group by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
Infrastructure and Utilities Business Value (THB Million)	11,213.87	11,812.47	12,428.09

4) Digital business

The valuation of GULF's digital business will consider the future performance of the business by calculating the present value of the estimated net cash flow of the company (Free Cash Flow to Firm: FCF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as the discount rate and calculated the future net cash flow from GULF's financial projections for the next 10 years (2024 - 2034), which is the period when GULF will have a relatively stable net cash flow after all projects have been operated. The financial projection is based on the assumption that GULF's business will continue on a going concern basis with no significant changes and is based on the current economic conditions and situations. However, if the economic conditions and other external factors affecting the operations of the GULF Group, including the current internal situation of GULF, change significantly from the specified assumptions, the valuation by this method will change as well. In addition, IFA has determined that the valuation of the digital business will have a Terminal Value to be consistent with the current economic and social conditions of various businesses. At present, it is driven by blockchain technology, artificial intelligence, numerical data analysis and cloud storage which is to be used even more in the future. IFA has prepared the financial projection of GULF by focusing on the maximum benefit of the Company's shareholders. The details of key assumptions can be summarized as follows:

- **Digital Asset Exchange Business and Data Center Business**

The Company invests in digital asset exchange business through Gulf Binance Company Limited ("Gulf Binance") which has obtained approval from the SEC to operate digital asset business in Thailand. Gulf Binance's digital asset platform is now opened to the general public on January 16, 2024, providing digital asset exchange and digital asset brokerage services for both cryptocurrencies and digital tokens, while prioritizing security to the users' assets and strictly compliance with the SEC's regulations.

In addition, The Company, in collaboration with Singtel and ADVANC, jointly invested in GSA Data Center Company Limited ("GSA DC") with the objective to respond to the rising demand for data management and storage services to both Thai and international customers. GSA DC focuses on developing data center that meet international standards by utilizing advanced technologies along with efficient energy management using clean energy and ready to respond to the evolving requirements of today's data processing . The project is currently under construction with approximately 25 MW capacity in the first phase and the assessment has not yet considered the expansion of another 25 MW in other phases.

With the following financial assumptions:

	Gulf Binance
Revenue assumptions	
Project status	In operation since November 10, 2023
The Company's effectively shareholding stake (percent)	90.10
Number of digital asset trading center user accounts in the market	The growth rate is assumed 1.57% per year throughout the estimated period, referring to the growth rate of the total number of digital asset trading accounts through the trading center between December 31, 2023 and March 31, 2024, which show the latest user growth rate after the negative user growth rate between 2022 and 2023 of 27.39%.
Digital asset trading value in the market per account	It is assumed in 2024 to be equal to the average digital asset trading value per account in the second quarter of 2024 and grow by 40, 20, 20, 10, 10, and 5% per year between 2025 and 2030, respectively. It is gradually adjusted until the digital asset trading value is equal to USD 16,333.06 per account and then remains constant throughout the forecast period. This forecast is consistent with the average digital asset trading value per account in the market between 2021 and 2022 (source: Digital Asset Market Summary Report of the SEC) of approximately USD 16,909.72 per account. IFA is of the opinion that this should reflect the trading value in the long term.
Market access rate	It is assumed to gradually increase to 50.00% in 2028, after that it will remain constant throughout the projection period. The increase rate is by 10.00% per year and remain constant at the maximum rate according to the Company's projections and IFA's opinion, which IFA believes is possible because in the second quarter of 2024, the Company had a market penetration rate of 12.66%.
Trading Fees	It is assumed at 0.1750% of the digital asset trading value per year in the market, based on the average trading fee of Binance Thailand.
Withdrawal Fee	It is assumed at THB 20 per transaction, based on the withdrawal fee policy, with active users required to withdraw once per month. The number of user accounts accessed by Gulf Binance is set at 3.65% active users, based on active user data to the total number of Gulf Binance user accounts as of Q2 2024.
Cost Assumptions	

	Gulf Binance
Cost of service	The cost of providing services consists of platform usage costs, customer verification (KYC) costs, transfer transaction costs (Fiat fund in/out), asset custody costs, IT costs, and various license fees, which are assumed to be 74.53% of service revenue in 2024, as this is the initial phase of operations. After that, it will gradually decrease to an average of 44.42 - 53.80% of service revenue, based on the Company's projection, which is an expert in the business and IFA believes is possible.
Selling and administrative expenses	Consisting of employee expenses, marketing expenses, other expenses in sales and administration, by - Assumed employee expenses in 2024 based on the Company's projections, after that it is assumed to grow by 5.00% per year based on estimates in other GULF business. - Assumed marketing expenses in 2024 to be equal to 5.00% of trading fee income, which is approximate to the Company's projections since it is the start-up period, and increase to 20.00% of trading fee income in 2025, and then remain constant throughout the projection period, based on the Company's projections. - Assumed other expenses in 2024 based on the Company's projections, after that it is assumed to grow by 1.49% per year based on the average inflation rate over the past 5 years (source: BOT).
Other assumptions	
CAPEX	It is assumed to be equal to THB 5.00 million per year, which is in line with the company's view that there is no need for high investment costs for this business.
Trade payables payment period (AP days)	60 days based on the Company's projections
Collection period of trade receivables (AR days)	3 days based on the Company's projections
Inventory retention period (Inventory days)	-
Discount rate assumptions	
Risk Free Rate (Rf)	Based on the 15-year government bond yield of 2.91% per year (as of July 15, 2024).
Beta (β)	Based on the average Beta of 863 HK Equity, ASP TB Equity. BKKT US Equity, COIN US Equity and MST TB Equity over the past 3 years until July 15, 2024, which IFA believes is the period that best reflects price changes and the overall view of investors towards the company in the current market conditions, of 1.05 (Source: Bloomberg) with details of the company information used for comparison in Clause 7.1.1.7.
Market Risk (Rm)	The average return on investment in SET over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.
Kd	-
D/E Ratio	Estimate the ratio of interest-bearing debt to equity each year.
Corporate Income Tax	Corporate income tax rate of 20% on profit before tax.
WACC (%)	Ranges between 8.69% - 9.34% per year.
Terminal Growth	1.49% per year based on the average inflation rate of the past 5 years (Source: BOT)

	GSA DC
Revenue assumptions	
Project status	Under construction and expected to be in operation in the second quarter of 2025.

	GSA DC
The Company's effective shareholding stake (percent)	40.00
Installed capacity	25 MW
% Utilization	It is assumed to gradually increase to 90.00% in 2029, as an additional adjustment based on the opinion of IFA on a conservative basis.
fee	The service fee and other services are assumed at THB 84.00 – 1,336.79 million in 2024 – 2029, based on the Company's projections. After that, the growth rate is assumed at 1.49% per year, based on the average inflation rate of the past 5 years (Source: BOT).
Electricity service fee	The actual charges shall be collected in accordance with the Company's policy.
Initial decoration fee	Based on the Company's projections
Cost Assumptions	
Cost of service	The cost of providing services consists of employee-related expenses, initial decoration costs, electricity costs, other service costs, maintenance costs, commissions, other license fees, and other expenses, which are assumed at 40.19 - 49.96% of service revenue, based on the Company's projections and adjusted according to the opinion of IFA.
Other assumptions	
CAPEX	It is assumed to be equal to THB 640.00 – 3,595.74 million during the period 2024 – 2028. After that, it is assumed to be equal to THB 170.00 million per year, based on the Company's projections and adjusted by the IFA's opinion.
Trade payables payment period (AP days)	30 days based on the Company's projections
Collection period of trade receivables (AR days)	30 days based on the Company's projections
Inventory retention period (Inventory days)	-
Interest-bearing debt	- According to the financial statement ending on June 30, 2024, GSA DC has a total interest-bearing debt of THB 1,711.50 million at an interest rate of 5.00% per annum, with repayment to be made in installments based on the Company's information. - It is assumed to borrow an additional 70% of CAPEX at an interest rate of 5.50% per annum, with repayment to be made in installments based on the Company's information.
Discount rate assumptions	
Risk Free Rate (Rf)	Based on the 15-year government bond yield of 2.91% per year (as of July 15, 2024).
Beta (β)	Based on the average Beta of CMG VN Equity, DCII IJ Equity, EDGE IJ Equity, INET TB Equity and PROEN TB Equity over the past 3 years until July 15, 2024, which IFA believes is the period that best reflects the price changes and overall investor views on the company in the current market conditions, of 0.50 (Source: Bloomberg). The details of the company information used for comparison are as follows in Clause 7.1.1.7.
Market Risk (Rm)	The average return on investment in SET over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.
Kd	The company's loan interest rate is estimated to be 5.25 - 5.50% per year.
D/E Ratio	Estimate the ratio of interest-bearing debt to equity each year.
Corporate Income Tax	Corporate income tax rate of 20% on profit before tax.

	GSA DC
WACC (%)	Ranges between 6.78 – 7.88% per year.
Terminal Growth	1.49% per year based on the average inflation rate of the past 5 years (Source: BOT)

Based on the above assumptions, IFA summarizes the financial projections of the digital asset trading center business and data center business as follows:

(Unit: THB million)	2024F1/	2025F	2026F	2027F	2028F	2029F
Total revenue	124.05	707.61	1,337.39	2,264.66	3,050.48	4,042.81
Growth rate	*8,716.26%*	*470.42%*	*89.00%*	*69.33%*	*34.70%*	*32.53%*
Total cost of sales	188.30	340.80	603.84	989.70	1,308.41	1,625.97
Proportion to total revenue	*151.79%*	*48.16%*	*45.15%*	*43.70%*	*42.89%*	*40.22%*
Selling and administrative expenses	82.22	431.02	554.09	693.78	787.89	816.00
Proportion to total revenue	*66.28%*	*60.91%*	*41.43%*	*30.64%*	*25.83%*	*20.18%*
Interest expenses	130.82	262.40	314.14	347.47	366.33	351.44
Tax expenses	0.00	0.00	3.49	29.05	56.33	78.69
Net profit (loss)	**(277.29)**	**(326.61)**	**(138.16)**	**204.66**	**531.52**	**1,170.71**
Net profit margin	*(223.53%)*	*(46.16%)*	*(10.33%)*	*9.04%*	*17.42%*	*28.96%*
Total cash flow at 100.00%2/						
EBIT (1)	(73.23)3/	(64.21)	179.46	581.18	954.18	1,600.84
Tex (2)	0.003/	0.00	(3.49)	(29.05)	(56.33)	(78.69)
Depreciation and amortization (3)	1.263/	304.34	383.24	463.14	495.54	495.74
Investment Expenses (4)	(1,800.37)3/	(2,195.00)	(1,575.00)	(1,595.00)	(645.00)	(5.00)
Working capital decrease (increase) (5)	(0.73)3/	(1.64)	(1.81)	(1.98)	(2.13)	(2.08)
Lease Liabilities (6)	27.043/	(12.16)	0.36	(8.15)	(1.29)	(35.19)
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	**(1,846.03)**	**(1,968.67)**	**(1,017.25)**	**(589.86)**	**744.96**	**1,975.62**
Terminal Value						
WACC (%)	**6.78% - 9.34%**					
Present value of Free Cash Flow to Firm	**(1,778.42)**	**(1,759.06)**	**(844.36)**	**(458.08)**	**520.52**	**1,293.49**
Present value of Terminal Value						

(Unit: THB million)	2030F	2031F	2032F	2033F	2034F
Total revenue	3,431.17	3,482.97	3,535.57	3,588.98	3,643.20
Growth rate	*(15.13%)4/*	*1.51%*	*1.51%*	*1.51%*	*1.51%*
Total cost of sales	1,580.11	1,592.21	1,620.31	1,649.06	1,678.48
Proportion to total revenue	*46.05%*	*45.71%*	*45.83%*	*45.95%*	*46.07%*
Selling and administrative expenses	843.29	860.02	877.20	894.98	912.41
Proportion to total revenue	*24.58%*	*24.69%*	*24.81%*	*24.94%*	*25.04%*
Interest expenses	323.31	295.20	267.09	238.99	210.89
Tax expenses	93.72	94.64	95.49	128.73	132.72
Net profit (loss)	**590.73**	**640.91**	**675.47**	**677.21**	**708.69**

(Unit: THB million)	2030F	2031F	2032F	2033F	2034F
Net profit margin	*17.22%*	*18.40%*	*19.10%*	*18.87%*	*19.45%*
Total cash flow at 100.00%[2/]					
EBIT (1)	1,007.76	1,030.74	1,038.05	1,044.94	1,052.31
Tex (2)	(93.72)	(94.64)	(95.49)	(128.73)	(132.72)
Depreciation and amortization (3)	503.69	512.20	520.90	529.90	538.27
Investment Expenses (4)	(175.00)	(175.00)	(175.00)	(183.03)	(175.00)
Working capital decrease (increase) (5)	(1.30)	(1.11)	(1.11)	(1.11)	(1.11)
Lease Liabilities (6)	52.82	(1.58)	(0.30)	(0.28)	(0.26)
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	1,294.24	1,270.62	1,287.05	1,261.69	1,281.48
Terminal Value					22,147.24
WACC (%)	6.78% - 9.34%				
Present value of Free Cash Flow to Firm	779.18	708.09	664.77	605.90	572.28
Present value of Terminal Value					10,007.25

Remarks: 1/ This is a business group that the Company has just started operating (Digital Asset Exchange Business) and will start operating in the future (Data Center Business).

2/ Uses total cash flow because the business is different from the core business group and has a different discount rate used to calculate the present value from GULF. After obtaining the total value, it will be used to calculate the value of GULF's portion in proportion to the shareholding.

3/ IFA considers cash flow from July 1, 2024 onwards, which is the date after the end of GULF's latest financial statement period.

4/ The decrease in total revenue in 2030 is primarily due to the decrease in GSA DC's other service revenue incurred during the operational period, as no growth of the utilization rate according to the projection.

(Unit: THB million)

Total PV of Free Cash Flow	10,311.57
Add: Cash and current investments as of June 30, 2024	1,030.99
Less: Latest interest-bearing debt as of June 30, 2024	(1,734.87)
Net PV of Free Cash Flow	9,607.68

Remarks: 1/ The reason why most of the value of the digital asset platform business and data center business comes from Terminal Value is because these are businesses that has just started operating, which means that the investment in the first few years is quite high.

In addition, IFA has conducted a sensitivity analysis of the value of the digital business group by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
Gulf Binance and GSA DC Value (THB million)	9,166.93	9,607.68	10,073.45
The value of Gulf Binance and GSA DC which are part of GULF[1/]	5,450.14	5,666.39	5,894.24
Future Administrative Expenses (Gulf EDGE Expenses)	(77.25)	(79.74)	(82.36)

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
Net value of Gulf Binance and GSA DC which is part of GULF	5,372.89	5,586.65	5,811.89

Remark: 1/ GULF has a net shareholding in Gulf Binance and GSA DC of 90.10% and 40.00% respectively.

- Investment value in INTUCH

Please consider the details in Clause 7.1.2.

- Investment value in THCOM

Please consider the details in Part 2, Clause 9.1.

- Investment value in other assets of GULF

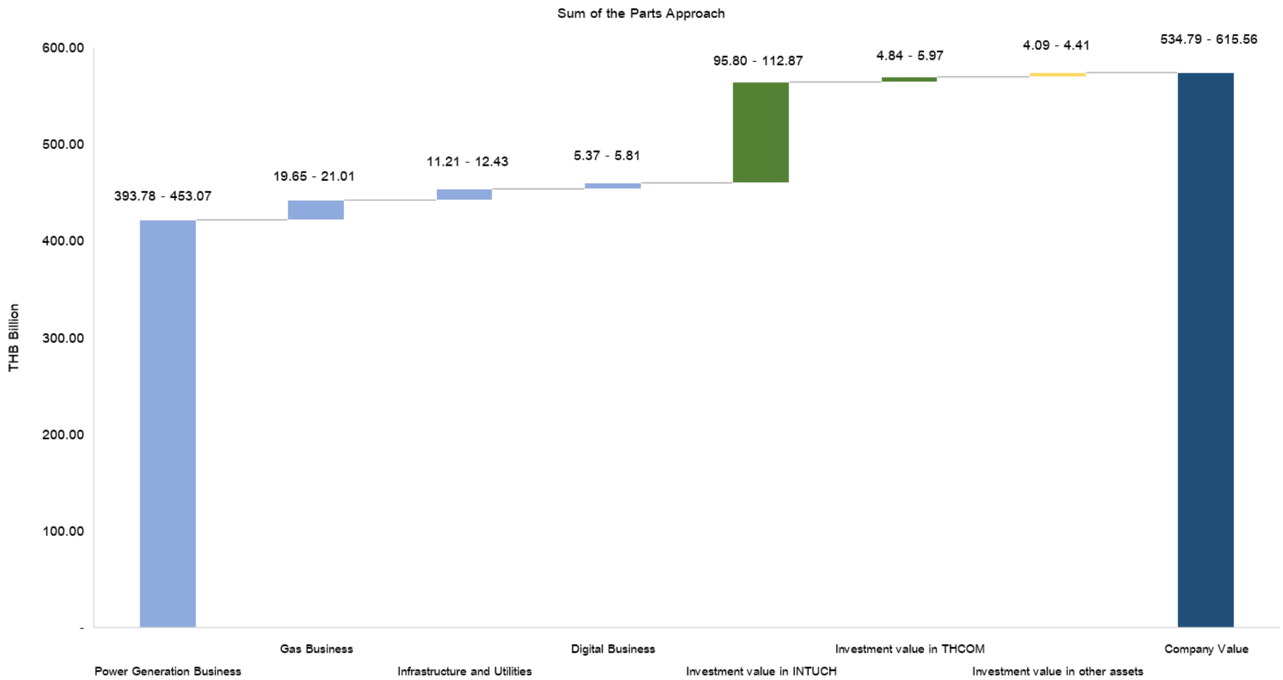
According to GULF's consolidated financial statements for the latest period ending June 30, 2024, GULF has total financial assets of THB 13,152.95 million, consisting of investments in securities listed on the Stock Exchange of Thailand and foreign stock exchanges, which are considered liquid, namely SPCG CIVIL and EDL-Gen. Therefore, IFA has valued such assets using the market value method to reflect the most current fair value. For the value of investments in other associated companies, IFA has assessed using the book value method according to the financial statements as of June 30, 2024 as a reference for the base price for assets that have not yet started operations, are small businesses, and/or have no details for preparing financial projections. The details of the investment value in GULF's other assets are as follows:

No.	List	THB million
1	Value by Market Value Approach of SPCG	816.16 - 1,118.03
2	Value by Market Value Approach of EDL-Gen	25.98 - 29.40
3	Value by Market Value Approach of CIVIL	35.13 – 49.01
4	Investment value in other associated companies	3,209.91
5	**Total investment value in other assets of GULF**	**4,087.18 – 4,406.35**

From the above assumptions, the company's value of GULF can be calculated by the Sum of the Parts as follows:

No.	List	Value (THB million)		
		Lowest	Median	Highest
1	Value of Power Generation Business group	393,779.49	422,304.56	453,065.77
2	Value of Gas Business group	19,646.86	20,311.98	21,011.55
3	Value of Infrastructure and Utilities business group	11,213.87	11,812.47	12,428.09
4	Value of Digital Business group	5,372.89	5,586.65	5,811.89
5	Investment value in INTUCH by market price method and consolidation method	95,851.51	104,360.59	112,869.68

No.	List	Value (THB million)		
		Lowest	Median	Highest
6	Investment value in THCOM by market price method and net cash flow method	4,840.10	5,402.71	5,965.33
7	Investment value in other assets of GULF	4,087.18	4,246.76	4,406.35
8	**Value of GULF (8) = (1) + (2) + (3) + (4) + (5) + (6) + (7)**	**534,791.89**	**574,025.73**	**615,558.65**
9	Number of GULF shares (million shares)	11,733.15	11,733.15	11,733.15
10	**GULF share price (THB) (10) = (8) / (9)**	**45.58**	**48.92**	**52.46**



According to Sum of the Parts Approach, <u>the value of GULF's share is between THB 45.58 – 52.46 per share, or the Company's value is between THB 534,791.89 – 615,558.65 million.</u>

The Sum of the Parts (SOTP) Approach is a method of valuing a business by summing the appropriate value of each business unit or each company and adding other net assets that are not evaluated. In this regard, IFA believes that SOTP method is the appropriate method for valuing GULF. The SOTP method is popularly used to value companies that invest in other businesses in the form of joint ventures or associated companies because it can reflect the true value of each business invested in proportion to shareholding. Additionally GULF has invested in many subsidiaries and associated companies both domestically and internationally. <u>Therefore, IFA views that the Sum of the Parts Approach (SOTP) is appropriate for evaluating the value of GULF shares at this time.</u>

7.1.1.7. Companies used for comparison in calculating Beta for other business groups of the Company

Since GULF operates in a wide range of businesses in the energy and infrastructure sectors both domestically and internationally, its business operations are divided into 3 main groups: 1) Energy Business, which consists of natural gas power generation and related services of the GULF Group, renewable energy business, and gas business; 2) Infrastructure and Utilities Business; and 3) Digital Business. Additionally, due to GULF's size and competitiveness both domestically and internationally, IFA has considered listed companies in foreign countries that are operating similar businesses to the Company's business in the ASEAN region (or worldwide in the case of the digital asset exchange business, since there are not many listed companies operating similar businesses in the ASEAN region). The companies with the top 5 highest asset value in each business are selected, of which GULF is one of them, as follows:

(Unit: THB million)

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
Gas Business						
1	BULL IJ Equity	a shipping company, which provides a range of oil and gas tankers, designed to carry crude oil and oil products, as well as gas products. Its segments include Oil, Floating Production Storage and Offloading (FPSO) and Floating Storage and Offloading (FSO) tankers; Gas tankers; Chemical tankers, and Others.	4,589.10[6/]	13,751.38[6/]	5,713.92[6/]	1,090.19[6/]
2	PRM TB Equity[8/]	a Thailand-based company, which provides one-stop services of shipment and floating storage unit of crude oil, refined oil products, and liquefied petrochemical.	19,198.66	22,624.78	8,595.33	2,109.28
3	PVP VN Equity	a Vietnam-based company primarily engaged in maritime oil transportation. Leading business activities include the transport of crude oil by its own tankers; the management and operation of commissioned seaborne oil tankers on contract basis; the	2,434.56[3/]	3,949.16[3/]	2,614.76[3/]	287.19[3/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		provision of support services to maritime oil transport, including logistics, fuel refilling and drinking water supply, and the rental of floating oil storage tanks.				
4	PVT VN Equity	a Vietnam-based company engaged in oil and gas marine transportation. It provides transportation of crude oil, petroleum and petrochemicals products. The Company is also involved in multimodal, inland water and road freight transportation, ship leasing and the offering of ship agency and brokerage services. In addition, it provides ship building, repair and maintenance services, as well as cargo handling services, vessel supply services and crew training and supply services.	15,991.25[3/]	25,701.86[3/]	16,594.84[3/]	1,445.21[3/]
5	VTO VN Equity	a Vietnam-based company engaged in marine transportation of petroleum and oil products. It also provides marine services, such as ship agency services, ship cleaning services, crew supply services, tugboat services and ship repair and maintenance services. In addition, it is engaged in ship leasing and the trading of petroleum and petrochemicals.	1,805.40[3/]	2,338.08[3/]	1,562.58[3/]	158.68[3/]
Infrastructure and Utilities Business						
1	ATI PM Equity[8/]	a Philippines-based company that provides general services with respect to the operation and	24,831.76[4/]	24,192.93[4/]	11,211.04[4/]	2,611.05[4/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		management of port terminals. The container terminal division handles stevedoring, arrastre, warehousing, storage, cranage, container freight station and other port-related services for international cargoes. Its inland clearance depot and empty container depot (Laguna) is a customs bonded facility that provides storage, trucking, just-in-time delivery, brokerage and maintenance and repair services for its clients.				
2	BPH MK Equity[8/]	a Malaysia-based investment holding company. The Company is engaged in the provision of management services. Its business segments include Port operations and Bulking services. The Port operations segment is engaged in the provision of port services and construction services.	22,602.75[5/]	25,768.40[5/]	6,556.25[5/]	1,139.73[5/]
3	NYT TB Equity	provides Roll-on/Roll-off terminal service (Roll-on/Roll-off: Ro/Ro) for both liners and automobile manufacturers, facilitating the transport of vehicles and general cargo in Laem Chabang port, Chonburi. The Company operates through three segments: Seaport and related services, Warehouse service, and Transport vessel services.	4,067.20	6,546.83	1,781.03	490.04
4	PHP VN Equity	a Vietnam-based company engaged in the operation and management. The Company	14,112.21[3/]	11,157.08[3/]	3,856.14[3/]	802.80[3/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		provides in the provision of navigational and customs broking services to shipping, the operation of general warehouses and container freight stations (CFS), the leasing of tugboats, as well as the transportation of freights.				
5	WPRTS MK Equity	a Malaysia-based company, which is engaged in investment holding and the provision of management services to its subsidiary, namely, Westports Malaysia Sdn. Bhd. (WMSB). The Company manages port operations dealing with containerized and conventional cargo.	125,336.57[5/]	45,046.39[5/]	17,251.94[5/]	6,262.67[5/]
Construction and Expressway Management Business						
1	BEM TB Equity[8/]	a Thailand-based company, which is engaged in the concession businesses for management and provision of the expressway and metro services, including commercial development relating to the expressway and metro systems. The Company operates through three segments: expressway business, rail business, commercial development business, and other.	117,590.43	118,313.07	17,299.85	3,576.69
2	CII VN Equity	a Vietnam-based infrastructure developer. The Company is primarily engaged in the development and operation of highways and urban infrastructures under Build-	7,579.15[3/]	52,181.05[3/]	7,060.60[3/]	585.90[3/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		Operate-Transfer (BOT) and Build-Transfer (BT) schema, along with road toll collection. It is also involved in the development of houses and apartments for lease and for sale, as well as the leasing of office spaces and land lots.				
3	DMT TB Equity	operating the elevated toll road, Utra Phimuk - Din Daeng to National Memorial Section which the main income coming from collecting toll fees under concession contracts in the Build-Transfer-Operate (BTO).	13,938.55	9,734.55	2,436.97	1,019.11
4	JSMR IJ Equity	an Indonesia-based company primarily engaged in the business of management, maintenance and development of toll roads. The Company's main business activities include conducting technical planning for construction, operation and/ or maintenance of toll road; organizes the land in toll road area (Rumijatol) and the land along the Rumijatol.	91,940.39[6/]	319,293.99[6/]	73,982.42[6/]	19,101.63[6/]
5	WCE MK Equity[8/]	a Malaysia-based investment holding company. The Company's segments include Toll concession, Construction and Others. The Company's Toll concession segment is involved in the business of construction, management and tolling of highway operation. Its Construction segment is involved in the business of	19,535.55[5/]	57,961.61[5/]	4,913.60[5/]	(924.11)[5/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		construction contracting and project management services. The Others segment is involved in the leasing services and investment holding.				
Digital Asset Exchange Business						
1	863 HK Equity[9/]	an investment holding company mainly engaged in the digital assets business and operation of blockchain platform. The Company operates two segments. The Digital Assets And Blockchain Platform Business segment is engaged in the trading of digital assets through its proprietary platforms.	16,576.14[7/]	6,666.03[7/]	970.85[7/]	(1,220.80)[7/]
2	ASP TB Equity[8/]	a Thailand-based holding company that operates as an investment business. The Company's segments include securities and derivatives brokerage, investment banking, fund management, investment trading, and other.	5,264.14	13,425.42	2,378.12	426.09
3	BKKT US Equity[8/]	operates technology that connects the digital economy by offering a platform for crypto and redeeming loyalty points. The Company's platform provides consumers, businesses and institutions with the ability to buy, sell and store crypto in a simple, intuitive digital experience accessed.	10,535.74[2/]	56,735.50[2/]	58,392.01[2/]	-2,488.37[2/]
4	COIN US Equity	a holding company of Coinbase, Inc. and other subsidiaries. The Company provides platform, which enables its users to	2,147,573.50[2/]	10,333,717.95[2/]	169,797.45[2/]	53,392.37[2/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		engage in a variety of activities, including discovering, trading, staking, storing, spending, earning and using their crypto assets.				
5	MST TB Equity	a securities brokerage, securities trading, underwriting, investment advisory, corporate finance advisory, securities registrar, derivatives brokerage and securities borrowing and lending.	5,194.41	19,054.65	2,643.58	352.30
Data Center Business						
1	CMG VN Equity	a Vietnam-based computer systems integrator engaged in the provision of computer systems design and related services, including customized software development, as well as integrated telecommunications services, such as data center services and Voice over Internet Protocol (VoIP) services. The Company is also involved in the manufacture, trading and repair of computers, office equipment and other technology products.	17,303.21[3/]	10,685.92[3/]	10,732.31[3/]	491.35[3/]
2	DCII IJ Equity	an Indonesia-based data center service provider. The Company's services include DCI colocation, interconnection services, cross content, Flexspace, smarthands, DCI CloudConnect and DCI internet exchange (IX).	223,340.38[6/]	9,401.13[6/]	2,758.61[6/]	1,365.94[6/]
3	EDGE IJ Equity	an Indonesia-based company, which provides digital infrastructure services. It is engaged in the	19,024.91[6/]	6,832.18[6/]	2,401.67[6/]	648.86[6/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		telecommunications business, information service activities and programming activities, and computer consulting. It offers solutions across connectivity, data center and cloud. It provides Internet Services, telecommunication activities by cable, hosting activities and its related activities.				
4	INET TB Equity[8/]	engaged in providing comprehensive information and communication technology (ICT) infrastructure services. The Company operates through three segments: 1. Cloud Service 2. Internet Access 3. INET Data Center	2,244.33	15,186.78	2,279.35	259.65
5	PROEN TB Equity	provides an Internet data center, Internet service, information, and communications technology (ICT) solutions, and integrated telecommunication services.	323.58	1,795.22	743.88	(8.24)

Source: Bloomberg and the audited or reviewed financial statements of each company

Remark:

1/

Gas business

BULL IJ Equity stands for Buana Lintas Lautan Tbk PT

PRM TB Equity stands for Prima Marine PCL

PVP VN Equity stands for Pacific Petroleum Transportation JSC

PVT VN Equity stands for Petrovietnam Transportation Corp

VTO VN Equity stands for Viet Nam Tanker JSC

Infrastructure and Utilities Business

ATI PM Equity stands for Asian Terminals Inc

BPH MK Equity stands for Bintulu Port Holdings Bhd

NYT TB Equity stands for Namyong Terminal PCL

PHP VN Equity stands for Port of Hai Phong JSC

WPRTS MK Equity stands for Westports Holdings Bhd

Construction and expressway management business

BEM TB Equity stands for Bangkok Expressway and Metro PCL

CII VN Equity stands for Ho Chi Minh City Infrastructure Investment JSC

DMT TB Equity stands for Don Muang Tollway PCL

JSMR IJ Equity stands for Jasa Marga (Persero) Tbk PT

WCE MK Equity stands for WCE Holdings Bhd

Digital Asset Exchange Business

863 HK Equity stands for OSL Group Ltd

ASP TB Equity stands for Asia Plus Group Holdings PCL

BKKT US Equity stands for Bakkt Holdings Inc

COIN US Equity stands for Coinbase Global Inc

MST TB Equity stands for Maybank Securities Thailand PCL

Data center

CMG VN Equity stands for CMC Corp

DCII IJ Equity stands for DCI Indonesia Tbk PT

EDGE IJ Equity stands for Indointernet Tbk PT

INET TB Equity stands for Internet Thailand PCL

PROEN TB Equity stands for Proen Corp PCL

2/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 36.01 per United Sate Dollar, based on data from BOT

3/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 0.0015 per Vietnamese Dong, based on data from BOT

4/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 0.65 per Philippine Peso, based on data from BOT

5/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 7.74 per Malaysian Ringgit, based on data from BOT

6/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 0.0024 per Indonesian Rupiah, based on data from BOT

7/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 4.63 per Hong Kong Dollar, based on data from BOT

8/ Data as of March 31, 2024

9/ Data as of December 31, 2023, Since 863 HK Equity prepares its financial statements semi-annually

7.1.1.8. Summary of IFA’s Opinion in the Appropriateness of the price of GULF for the Amalgamation

Share valuation in each method has different advantages and disadvantages, which also reflects the different appropriateness of the share price as follows:

1) The Book Value Approach only reflects the financial position of GULF as of June 30, 2024. It does not reflect the current market value of assets, and GULF's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price. IFA views that the Book Value Approach may not be appropriate for evaluating the value of GULF’s shares at this time.

2) The Adjusted Book Value Approach can reflect the financial position of GULF as of June 30, 2024 and the adjusted value of items, but does not reflect the profitability and competitiveness of GULF in the future. Although the valuation by the Adjusted Book Value Approach can be used as a reference for the underlying share price, IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of GULF's shares at this time.

3) The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. Moreover, GULF is selected to be in SET100, which is considered as shares with high market value and for the past 360 days, GULF's shares have traded normally. Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of GULF's shares at this time.

4) The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that GULF has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the Company in the future. However, GULF plans to continuously invest in energy, infrastructure and other businesses. Therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of GULF's shares at this time.

5) The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to GULF, their revenue, assets, market value, and net profit are different from GULF. Therefore, IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of GULF's shares at this time.

6) The Sum of the Parts (SOTP) Approach is a method of valuing a business by summing the appropriate value of each business unit or each company and adding other net assets that are not evaluated. In this regard, IFA believes that SOTP method is the appropriate method for valuing GULF. The SOTP method is popularly used to value companies that invest in other businesses in the form of joint ventures or associated companies because it can reflect the true value of each business invested in proportion to shareholding. Additionally GULF has invested in many subsidiaries and associated companies both domestically and internationally. Therefore, IFA views that the Sum of the Parts Approach (SOTP) is appropriate for evaluating the value of GULF shares at this time.

In summary, from the 6 methods of evaluating the value of GULF shares, IFA views that there are 2 appropriate methods for evaluating the value: the Market Value Approach and the Sum of the Part (SOTP) Approach, which results in an appropriate share value between THB 40.16 - 52.46 per share, or the Company's value between THB 471,196.83 - 615,558.65 million.

Summary Table of GULF's Share Valuation Results by Each Valuation Methods

Valuation method	GULF Share Value (THB/Share)	GULF Company Value (THB million)
1) Book Value Approach	9.84	115,488.29
2) Adjusted Book Value Approach	8.56 - 10.04	100,468.95 – 117,806.29
3) Market Value Approach	**40.16 - 46.43**	**471,196.83 - 544,775.56**
4) Price to Book Value Ratio Approach	13.28 – 16.74	155,865.58 – 196,448.66
5) Price to Earnings Ratio Approach	12.88 – 14.44	151,095.48 - 169,389.21
6) Sum of the Parts (SOTP) Approach	**45.58 - 52.46**	**534,791.89 – 615,558.65**

7.1.2. Fair value evaluation of INTUCH

Due to the Restructuring Transaction, the Company will enter into the Amalgamation with INTUCH. IFA has limited access to some internal information of the Company related to the Transaction, which is not under the control of the Company, including the internal information of INTUCH. Therefore, IFA has prepared the fair value assessment of INTUCH's ordinary shares this time based on information of INTUCH (including ADVANC, which is an investment in an associate company of INTUCH) disclosed to the public and information received from the Company and/or persons involved in the transaction. However, IFA has conducted the analysis using knowledge, ability and caution, firmly based on professional principles, with the shareholders' interests as the main consideration. IFA's opinion is based on the assumption that all information and documents received by IFA from the Company and/or persons involved in the Transaction, including information obtained from interviews with executives and related officers of the Company and other companies involved in the transaction, are complete, correct and true. If there are any changes that materially affect INTUCH's business operations, the valuation and shareholders' decision to consider the fair price may change.

In considering the appropriateness of INTUCH's share value, IFA has evaluated INTUCH's share price by using the following 6 approaches:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Value Approach
4. Price to Book Value Ratio Approach: P/BV Ratio
5. Price to Earnings Ratio Approach: P/E Ratio
6. Sum of the Parts: SOTP

After analysing information, documents and other related information, IFA can summarize the evaluation of INTUCH's shares as follows:

7.1.2.1. INTUCH: Book Value Approach

This method of valuation is based on the book value of net assets (total assets minus total liabilities) or INTUCH's shareholders' equity and divided by the number of shares to obtain the book value of shares, referring to information from the consolidated financial statements reviewed by the certified auditor of INTUCH for the latest period ending on June 30, 2024, with details as follows:

No.	Details	Value (THB million)
1	Paid-up capital	3,206.69
2	Share premium (discount) on ordinary shares	10,361.98
3	Retained earnings (losses)	23,950.49
4	Other components of shareholders' equity	3,555.49
5	**Total equity attributable to shareholders of INTUCH (5) = (1) + (2) + (3) + (4)**	**41,074.64**
6	Total number of INTUCH paid-up shares (million shares)[1/]	3,206.69
7	**Book value per share (THB) (7) = (5) / (6)**	**12.81**

Remark: 1/ Par value of shares is equal to THB 1.00 per share.

According to the Book Value Approach, the value of INTUCH's share is THB 12.81 per share or the company value is THB 41,074.64 million.

The Book Value Approach only reflects the financial position of INTUCH as of June 30, 2024. It does not reflect the current market value of assets, and INTUCH's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, **IFA views that the Book Value Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.**

7.1.2.2. INTUCH: Adjusted Book Value Approach

By this approach, the share value is derived from the total assets of INTUCH, deducted by total liabilities, commitments and contingent liabilities as shown in the financial statements as of June 30, 2024, and adjusted by the items occurred after the end of accounting period or the items that may better reflect the prevailing market value of net assets such as asset revaluation or impairment, reversal of allowance for doubtful account or bad debt, dividends paid, etc. then divided by total number of paid-up shares of INTUCH.

According to INTUCH's consolidated financial statements for the latest period ended June 30, 2024, INTUCH has investments in associates totaling THB 38,687.40 million, including investments in ADVANC. IFA has adjusted the value of such securities to reflect the most current fair value through the assessment of investments in ADVANC using the Market Value Approach and the Sum of the Parts (SOTP) Approach assessed by IFA as per details in Part 2, Clause 7.1. (However, the Company and INTUCH have not conducted additional fixed asset valuations due to the complexity. Additionally, the value of most assets is derived from cash flows generated by the Company and INTUCH are not dependent on the value of fixed assets).

The details of the adjustment of the value of the securities can be summarized as follows:

(Units: THB million)

No.	Securities	Fair value calculated by IFA with Market Value Approach[1/] and/or SOTP	INTUCH stakes	Fair value calculated by IFA based on shareholding proportion	Book value as of June 30, 2024 according to INTUCH's financial statements	Fair Value Higher/(Lower) than Book Value
1	ADVANC	606,229.34 - 662,197.74[2/]	40.44%	245,147.24 - 267,779.76	38,687.40	206,459.84 - 229,092.36

Remark:

1/ The Market Value Approach is calculated based on the weighted average market price of securities traded on the SET over the past 7-360 days, considering data up until July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction.

2/ Details according to Part 2, Clause 7.1.3. and 7.1.6.

From the above information, the IFA calculated the share value of INTUCH using the Adjusted Book Value Approach as follows:

No.	Details	Value (THB million)
1	Total shareholders' equity of INTUCH	41,074.64
2	Premium (discount) from the investment value in ADVANC	206,459.84 - 229,092.36
3	ADVANC's interim dividend in proportion to INTUCH's shareholding[1/]	5,857.21
4	Interim dividend payment [2/]	(6,413.38)
5	Special dividend payment [3/]	(14,430.09)
6	**Total shareholders' equity of INTUCH after adjustment (6) = (1) + (2) + (3) + (4) + (5)**	**232,548.22 - 255,180.75**
7	Total number of INTUCH paid-up shares (million shares)[4/]	3,206.69
8	**Book value per share (THB) (8) = (6) / (7)**	**72.52 - 79.58**

Remark:

1/ ADVANC approves interim dividend payment for the first half of 2024 at the rate of THB 4.87 per share, totaling approximately THB 14,484.40 million.

2/ INTUCH approves interim dividend payment for the first half of 2024 at the rate of THB 2.00 per share, totaling approximately THB 6,413.38 million.

3/ The Board of Directors of INTUCH has considered and agreed in principle to pay a special dividend to INTUCH shareholders at the rate of THB 4.50 per share, totaling approximately THB 14,430.09 million (special dividend), which is considered part of the Restructuring Transaction, and the payment date is expected to occur before the completion of the Amalgamation.

4/ Par value of shares is equal to THB 1.00 per share.

According to Adjusted Book Value Approach, the value of INTUCH's share is between THB 72.52 - 79.58 per share or the company value is between THB 232,548.22 - 255,180.75 million.

The Adjusted Book Value Approach reflects the current asset value and value adjustment of INTUCH as of June 30, 2024, but it does not reflect the profitability and the competitiveness of INTUCH in the future. In addition, since INTUCH is a holding company that does not operate any business or have any other core business except to invest in other companies, where the company that INTUCH mainly invests in is ADVANC (93.99% of total assets), which is also a listed company in SET, therefore, the adjustment of ADVANC's fair value to the book value does not reflect the Holding

Company Discount that investors often consider when investing in Holding Companies. Holding Company Discount is a result of duplicate administrative expenses at the Holding Company level, certain types of tax expenses that may be collected repeatedly, risks from the type of business that may occur if the Holding Company holds shares of the company in many industrial groups, risks from relying on cash flow from dividend payments of other companies, or liquidity risks if the Holding Company wants to sell its investment in such companies in SET. **Therefore, IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.**

7.1.2.3. INTUCH: Market Value Approach

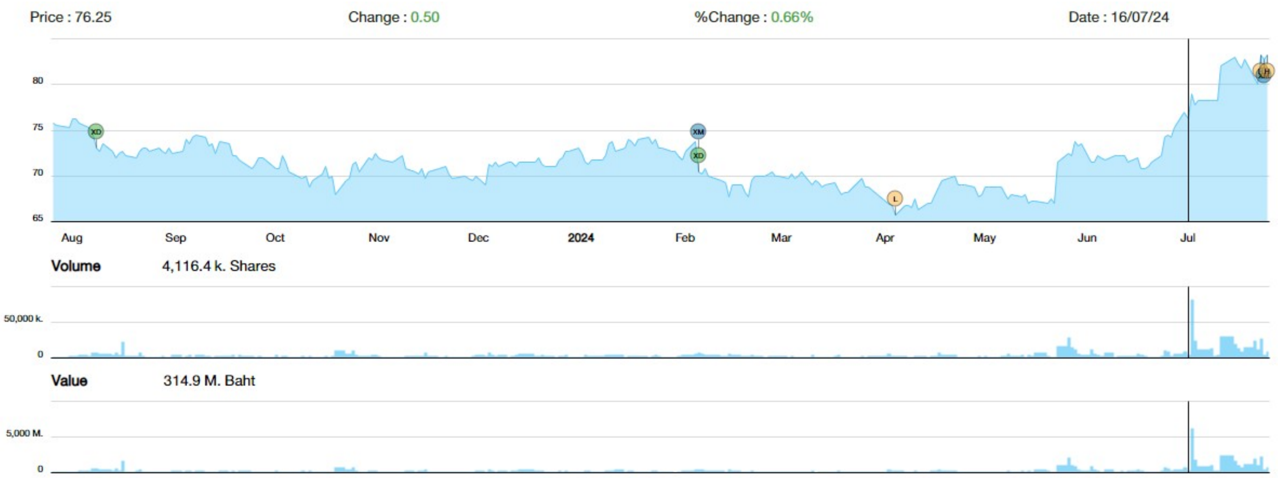
This valuation approach uses the weighted average market price of the trading value of securities of INTUCH through SET over the past period. This analysis considers the weighted average market price of INTUCH (trading value of the INTUCH / trading volume of the INTUCH) based on the past periods from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days. IFA has considered that the mentioned time periods can reflect the movements of the share value in the stock market reasonably and in-line with the business operation of INTUCH. In the valuation by this approach, IFA has considered the information up until July 15, 2024 which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction. Therefore, the price of INTUCH's ordinary shares from the market value approach is calculated as follow:

(Unit: THB/share)	INTUCH's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	76.32	76.32	76.32	76.32	76.32	76.32	76.32	77.50
Low	71.32	70.62	67.03	65.75	65.75	65.75	65.75	65.75
Weighted Average	74.30	73.29	72.25	70.80	70.45	70.83	70.80	72.20

Source: www.setsmart.com

Remark: Information up until July 15, 2024

The graph shows the INTUCH share price before and after July 16, 2024, which is the date the Company's Board of Directors resolved to approve and propose the Transaction.



Source: www.setsmart.com

IFA remarks that the share price of INTUCH fluctuates in a significant upward trend during and after the Board of Directors of the Company and INTUCH resolved to approve the transaction. However, IFA only considered the information up until July 15, 2024, which is one business day before the Board of Directors of the Company resolved to approve and propose the Transaction, which should be the period where the market price of INTUCH shares have not been affected by the announcement of the Restructuring Transaction.

According to Market Value Approach, the value of INTUCH's share is between THB 70.45 - 74.30 per share or the company value is between THB 225,903.54 - 238,264.43 million.

The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. Moreover, INTUCH is selected to be in SET100, which is considered as shares with high market value and for the past 360 days, INTUCH's shares have traded normally. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of INTUCH's shares at this time.**

7.1.2.4. INTUCH: Price to Book Value Ratio Approach

This valuation approach is based on the book value of INTUCH's shares as shown in the latest consolidated financial statements as of June 30, 2024 reviewed by certified auditor approved by the SEC which is THB 12.81 per share multiplied by the median of the closing prices to book values (P/BV) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business to INTUCH. This includes investment in telecommunications, media, technology and digital businesses by holding shares in other companies (Holding Company). INTUCH's investment can be divided into 2 main business lines: 1) domestic wireless telecommunications business and 2) other businesses not listed on the SET. Therefore, IFA has considered listed companies in foreign countries that operate similar businesses to INTUCH in the ASEAN region and have positive operating results as follows:

List of companies operating in communication and wireless telecommunication business

(Unit: THB million)

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
1	CDB MK Equity[4/]	a Malaysia-based investment holding company. The Company is engaged in the provision of mobile communication services and its related products in Malaysia. It offers products and	334,065.38[2/]	278,877.27[2/]	99,475.89[2/]	12,464.42[2/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		solutions across mobile, fixed, Internet of things (IoT), cloud, and cybersecurity.				
2	DNET IJ Equity	an Indonesia-based investment holding company focused primarily on the consumer and retail industries in Indonesia. The Company's segments include Corporate, Retail and Other. The Corporate segment provides optical fiber-based telecommunication.	166,117.75[3/]	50,583.85[3/]	5,864.33[3/]	1,688.55[3/]
3	INTUCH TB Equity	a Thailand-based holding company with investments in the telecom, media, and technology (TMT) sector, including digital businesses.	246,914.95	41,162.00	13,045.90	14,273.82
4	OCK MK Equity[4/]	a Malaysia-based investment holding company, which is engaged in providing telecommunication services. The Company operates through five segments: Telecommunication Network Services, Green Energy and Power Solutions, Trading, Mechanical and Electrical (M&E) Engineering Services and Investment Holding.	5,490.95[2/]	14,179.90[2/]	5,602.11[2/]	317.33[2/]

Source: Bloomberg and the audited or reviewed financial statements of each company

Remark:

1/

CDB MK Equity stands for Celcom Digi Bhd

DNET IJ Equity stands for Indoritel Makmur International TBK PT

INTUCH IJ Equity stands for Intouch Holdings PCL

OCK MK Equity stands for OCK Group Bhd

2/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 7.74 per Malaysian Ringgit, based on data from BOT

3/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 0.0024 per Indonesian Rupiah, based on data from BOT

4/ Data as of March 31, 2024

Details can be summarized as follows:

P/BV: (time)1/	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
CDB MK Equity	2.58	2.58	2.64	2.78	2.88	2.92	2.96	3.05
DNET IJ Equity	5.26	5.30	5.36	5.25	5.19	5.16	5.15	4.95
OCK MK Equity	0.92	0.88	0.87	0.88	0.87	0.86	0.78	0.71
Median2/	**2.58**	**2.58**	**2.64**	**2.78**	**2.88**	**2.92**	**2.96**	**3.05**
Value of INTUCH's share (THB/Share)2/	**33.07**	**33.07**	**33.83**	**35.66**	**36.87**	**37.42**	**37.91**	**39.03**

Remark: 1/ Source from Bloomberg using P/BV Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Book Value Ratio Approach, the value of INTUCH's share is between THB 33.07 – 39.03 per share or the company value is between 106,037.71 – 125,143.52 million.

The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that INTUCH has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the company in the future. However, since the book value of each company used for comparison is significantly different, and the valuation of the share by this method does not reflect the growth of the company, **therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.**

7.1.2.5. INTUCH: Price to Earnings Ratio Approach

This approach uses earning per share for the last 4 quarters ended June 30, 2024 reviewed by certified auditor approved by the SEC of INTUCH which is THB 4.45 per share multiplied by closing prices to earnings (P/E) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business with INTUCH according to Clause 7.1.2.4. Price to Book Value Approach: P/BV Ratio for this evaluation approach.

Details can be summarized as follows:

P/E: (time)1/	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
CDB MK Equity	26.15	26.15	26.75	28.19	29.44	30.12	32.50	36.88
DNET IJ Equity	98.90	103.32	111.82	112.98	107.85	103.44	93.31	71.79
OCK MK Equity	17.80	16.89	16.66	16.86	16.84	16.52	14.88	13.62
Median2/	**26.15**	**26.15**	**26.75**	**28.19**	**29.44**	**30.12**	**32.50**	**36.88**
Value of INTUCH's share (THB/share)	**116.39**	**116.41**	**119.07**	**125.50**	**131.05**	**134.06**	**144.67**	**164.14**

Remark: 1/ Source from Bloomberg using P/E Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Earnings Ratio Approach, the value of INTUCH's share is between THB 116.39 - 164.14 per share or the company value is between THB 373,219.36 - 526,349.92 million.

The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to INTUCH, their revenue, assets, market value, and net profit are different from INTUCH. Therefore, the IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. **Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.**

7.1.2.6. INTUCH: Sum of the Parts (SOTP)

Sum of the Parts (SOTP) is a method of valuation of an entity by summing of the appropriate values of each business unit or company that is held by the holding company, deducted by the business's expenses throughout the holding company's projection period, plus other net assets that have not been appraised and deducted by HoldCo Discount. INTUCH operates as a holding company. INTUCH's main income is from return on investments in listed company i.e. ADVANC, accounting for more than 99.79% of total revenue based on the latest separate financial statements ended June 30, 2024. The valuation of INTUCH shares by SOTP Approach can be divided into 4 parts as follows:

1) The value of ADVANC shares calculated according to the details in Part 2 Clause 7.1.
2) Other Book Value of INTUCH which excludes the value of ADVANC, since it was valued in Clause 1)
3) Future administrative expenses of INTUCH, which are calculated by the discounted cash flow approach
4) Reducing the value of INTUCH by HoldCo Discount according to the investor's views

1) The fair value of ADVANC

IFA value the company in which INTUCH is the major shareholder and listed on the SET, namely ADVANC, because 1) IFA has access to some financial information disclosed to the public and 2) INTUCH's main income (more than 95%) is from returns from its investment in ADVANC (details of ADVANC valuation are in Part 2 Clause 7.1). IFA views that the appropriate valuation method for ADVANC shares to be included in INTUCH's SOTP Approach is the SOTP method because it does not create redundancy in calculating the value of INTUCH shares using the market value method, which IFA has assessed and views that this is the appropriate valuation method for INTUCH, which already reflects INTUCH's market price with the HoldCo Discount from holding ADVANC. However, IFA has considered including the market value of ADVANC shares using the Market Value Approach into the calculation of INTUCH's SOTP Approach because it is approximate to the value using the SOTP Approach and to ensure that the calculation standard is consistent with GULF, which has included the value of INTUCH shares using the SOTP Approach and the Market Value Approach in its SOTP Approach. The result is as follows:

(Unit: THB million)

No.	Asset	Fair value calculated by IFA with Market Value Approach[1/] and/or SOTP	INTUCH Stake	Fair value calculated by IFA based on shareholding proportion
1	ADVANC	606,229.34 - 662,197.74[2/]	40.44%	245,147.24 - 267,779.76

Remark:

1/ The Market Value Approach is calculated based on the weighted average market price of securities traded on the SET over the past 7-360 days, considering data up until July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction.

2/ Details according to Part 2, Clause 7.1.3 and 7.1.6.

2) Other Book Value of INTUCH

According to INTUCH's consolidated financial statements as of June 30, 2024, INTUCH had shareholders' equity of THB 41,074.64 million. If compared with the investment value in ADVANC using the equity method at THB 38,687.40 million or 94.19% of shareholders' equity, INTUCH's other assets had a book value of THB 2,387.25 million or 5.81% of shareholders' equity. Therefore, IFA determines that the value of INTUCH's other net assets, including, cash or investments in businesses that are not listed on the SET, are the book value as of June 30, 2024, as most of INTUCH's assets are cash and cash equivalents. Details of the calculations are as follows:

No.	List	THB Million	%
1	Book value of INTUCH	41,074.64	100.00%
2	Value of investments in ADVANC	38,687.40	94.19%
3	The book value of other net assets (3) = (1) – (2)	2,387.25	5.81%

3) Projected Future Administrative Expenses by the Discounted Cash Flow Approach (Expenses of INTUCH)

IFA considered all expenses in the Holding Company from INTUCH's separate financial statements, summarizing the expenses and present value of expenses throughout the projection period as follows:

- Administrative expenses

IFA views that administrative expenses are likely to consist mostly of employee-related expenses since INTUCH is a holding company. Therefore, administrative expenses are expected to grow by 4.00% per annum from the previous year, based on actuarial estimates for employee benefits disclosed in INTUCH's financial statements. However, from 2025 onwards, IFA has not considered the loss from the measurement of investment value at fair value through profit or loss (InVent project) of THB 121.25 in 2024. In addition, IFA assumed the investment cost based on historical data and determined the depreciation and amortization expenses to be in accordance with INTUCH accounting standards.

- <u>Remuneration of directors and executives</u>

IFA has determined that directors and executives' remuneration to grow by 4.00% per annum from the previous year, based on actuarial estimates for employee benefits disclosed in INTUCH's financial statements, which should be the same rate for an increase in INTUCH's basic employee-related expenses.

From the above assumptions, IFA summarizes the financial projections of INTUCH's expenses as follows:

(Unit: THB million)	2021A1/	2022A1/	2023A1/	2024F	2025F	2026F	2027F
Administrative expenses	313.84	134.22	138.32	250.76	138.03	147.62	156.64
Growth rate	420.83%	-44.31%	3.05%	81.29%2/	-44.96%2/	6.95%	6.11%
Remuneration of directors and executives	62.06	38.36	37.68	39.18	40.75	42.38	44.08
Growth rate	-20.19%	-38.19%	-1.78%	4.00%	4.00%	4.00%	4.00%
Total expenses of INTUCH	**375.90**	**172.58**	**176.00**	**289.95**	**178.78**	**190.00**	**200.72**
WACC (%)	6.39% - 6.69%						
PV of expense of INTUCH				281.10	162.45	161.94	160.57

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Administrative expenses	165.38	170.67	175.70	180.93	186.36	192.02	197.90
Growth rate	5.58%	3.20%	2.95%	2.98%	3.01%	3.03%	3.06%
Remuneration for directors and executives	45.84	47.67	49.58	51.56	53.62	55.77	58.00
Growth rate	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%
Total expenses of INTUCH	**211.22**	**218.34**	**225.28**	**232.49**	**239.99**	**247.79**	**255.90**
WACC (%)	6.39% - 6.69%						
PV of expense of INTUCH	158.71	154.21	149.55	145.06	140.75	136.59	132.59
PV of Terminal Value							12,498.89
Total present value of expenses							6,476.10

Remark:

1/ Based on the audited financial statements of INTUCH between 2021 and 2023

2/ The increase in administrative expenses in 2024 was mainly due to losses from the measurement of investments at fair value through profit or loss (InVent project), which IFA did not assume any of that in the future, resulting in a significant decrease in administrative expenses in 2025.

3/ Terminal Growth = 4.26% based on the average cash flow growth rate of expenses over the projection period.

4/ Assumed the cost of equity as 6.39 – 6.69% per year

Risk Free Rate (R_f)	=	Based on the yield of the 15-year government bond of 2.91% per annum (information as of July 15, 2024)
Beta (β)	=	Based on the average Beta of INTUCH over the past 3 years until July 15, 2024 where IFA considers that this is a period that best reflects the price

change and the overall view of investors on the company's current market situation of 0.56 (Source: Bloomberg) with details in Clause 7.1.2.4.

Market Risk (R_m) = The average return on investment in the stock market over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.

K_d = Estimated interest rate of the company's loan (according to the financial statement ending on June 30, 2024, INTUCH has no interest-bearing debt from financial institutions)

D/E Ratio = Forecasted debt to equity ratio each year

T = 0.00% corporate income tax rate per year due to the tax exemption from being a Holding Company.

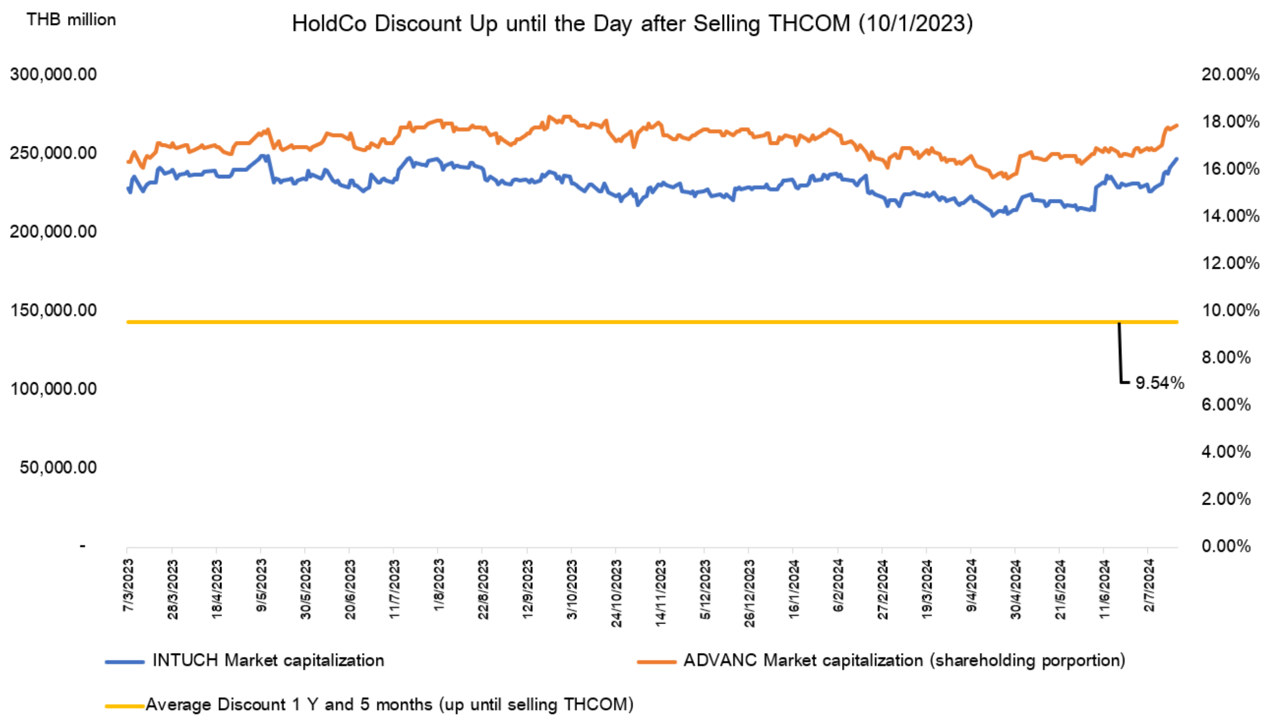
In addition, IFA has conducted a sensitivity analysis of the share value by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
Total present value of expenses (THB million)	7,733.22	8,259.64	8,865.57

Therefore, INTUCH's estimated expenses throughout the period is between THB 7,733.22 – 8,865.57 million.

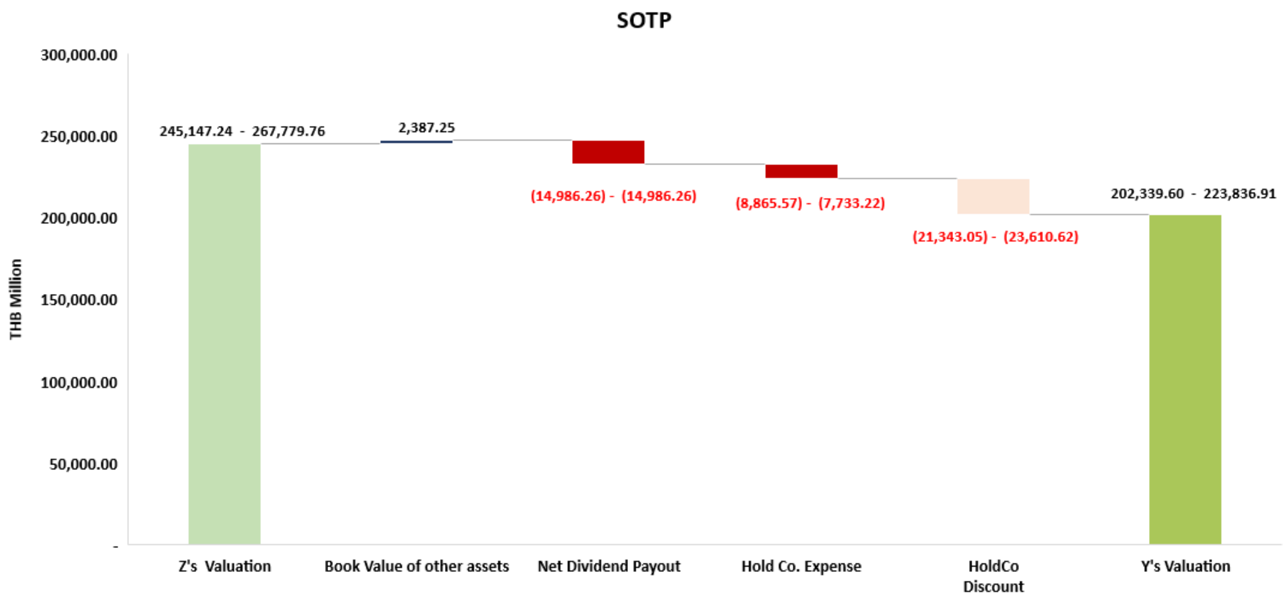
4) Reducing the value of INTUCH from being a holding company in other business (HoldCo Discount) according to the investor's views

HoldCo Discount usually occurs when a holding company has a market value less than the sum of the market value of all its subsidiaries, which is a result of many factors according to the investors views, such as duplicate administrative expenses at the Holding Company level, certain types of tax expenses that may be collected repeatedly, risks from the type of business that may occur if the Holding Company holds shares in several industries, risk of dependence on cash flow from dividend payments of other companies, or liquidity risks if the Holding Company wants to sell its investment in such company to SET, etc. In this regard, IFA has calculated the HoldCo Discount from the ratio between the market value of INTUCH and the sum of the market value according to the shareholding proportion in ADVANC, averaging retrospectively from January 3, 2024,to July 15, 2024, which is the period after INTUCH sold its investment in THCOM and paid a special dividend from such transaction. IFA views that such period that best reflects the current market, resulting to a HoldCo Discount of 9.54% of the relevant value of ADVANC.



Based on the above assumptions, INTUCH's business value can be calculated using SOTP as follows:

No.	List	Value (THB million)		
		Lowest	Median	Highest
1	Fair value of ADVANC	245,147.24	256,463.50	267,779.76
2	Other Book Value of INTUCH	2,387.25	2,387.25	2,387.25
3	Expenses of INTUCH	(8,865.57)	(8,259.64)	(7,733.22)
4	ADVANC's interim dividend received	5,857.21	5,857.21	5,857.21
5	Interim dividend paid	(6,413.38)	(6,413.38)	(6,413.38)
6	Special dividend paid	(14,430.09)	(14,430.09)	(14,430.09)
7	INTUCH Value Before HoldCo Discount (7) = (1) + (2) + (3) + (4) + (5) + (6)	223,682.66	235,604.85	247,447.53
8	HoldCo Discount (8) = (7) x 9.54%	(21,343.05)	(22,480.63)	(23,610.62)
9	**INTUCH value (9) = (7) + (8)**	**202,339.60**	**213,124.22**	**223,836.91**
10	Total number of INTUCH paid-up shares (million shares)	3,206.69	3,206.69	3,206.69
11	**INTUCH share price (THB) (11) = (9) / (10)**	**63.10**	**66.46**	**69.80**



According to Sum of the Parts Approach, the value of INTUCH's shares between THB 63.10 – 69.80 per share or the company value of THB 202,339.60 - 223,836.91 million.

The Sum of the Parts (SOTP) Approach is a method of valuing a business by summing the appropriate value of each business unit or each company and adding other net assets that are not evaluated. In this regard, IFA believes that SOTP method is the appropriate method for valuing INTUCH. The SOTP method is popularly used to value companies that invest in other businesses in the form of joint ventures or associated companies because it can reflect the true value of each business invested in proportion to shareholding. In addition, INTUCH is a holding company that does not operate any business or has any other core business except investing in other companies. The company that INTUCH mainly invests in is ADVANC (93.99% of total assets), which is also a listed company in SET. This method of valuation can reflect the Holding Company Discount that investors often consider when investing in Holding Companies, which is a result of duplicate administrative expenses in the Holding Company, certain types of tax expenses that may be collected repeatedly, risks from the type of business that may occur if the Holding Company holds shares of the company in many industrial groups, risks from relying on cash flow from dividend payments of other companies, or liquidity risks if the Holding Company wants to sell its investment in such companies to SET. Therefore, IFA views that the Sum of the Parts Approach (SOTP) is appropriate for valuing INTUCH shares this time.

7.1.2.7. Summary of IFA's Opinion in the Appropriateness of the price of INTUCH for the Amalgamation

Share valuation in each method has different advantages and disadvantages, which also reflects the different appropriateness of the share price as follows:

1) The Book Value Approach only reflects the financial position of INTUCH as of June 30, 2024. It does not reflect the current market value of assets, and INTUCH's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, IFA views that the Book Value Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.

2) The Adjusted Book Value Approach reflects the current asset value and value adjustment of INTUCH as of June 30, 2024, but it does not reflect the profitability and the competitiveness of INTUCH in the future. In addition, since INTUCH is a holding company that does not operate any business or have any other core business except to invest in other companies, where the company that INTUCH mainly invests in is ADVANC (93.99% of total assets), which is also a listed company in SET, therefore, the adjustment of ADVANC's fair value to the book value does not reflect the Holding Company Discount that investors often consider when investing in Holding Companies. Holding Company Discount is a result of duplicate administrative expenses at the Holding Company level, certain types of tax expenses that may be collected repeatedly, risks from the type of business that may occur if the Holding Company holds shares of the company in many industrial groups, risks from relying on cash flow from dividend payments of other companies, or liquidity risks if the Holding Company wants to sell its investment in such companies in SET. Therefore, IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.

3) The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. Moreover, INTUCH is selected to be in SET100, which is considered as shares with high market value and for the past 360 days, INTUCH's shares have traded normally. Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of INTUCH's shares at this time.

4) The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that INTUCH has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the company in the future. However, since the book value of each company used for comparison is significantly different, and the valuation of the share by this method does not reflect the growth of the company, therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.

5) The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to INTUCH, their revenue, assets, market value, and net profit are different from INTUCH. Therefore, the IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.

6) The Sum of the Parts (SOTP) Approach is a method of valuing a business by summing the appropriate value of each business unit or each company and adding other net assets that are not evaluated. In this regard, IFA believes that SOTP method is the appropriate method for valuing INTUCH. The SOTP method is popularly used to value companies that invest in other businesses in the form of joint ventures or associated companies because it can reflect the true value of each business invested in proportion to shareholding. In addition, INTUCH is a holding company that does not operate any business or has any other core business except investing in other companies. The company that

INTUCH mainly invests in is ADVANC (93.99% of total assets), which is also a listed company in SET. This method of valuation can reflect the Holding Company Discount that investors often consider when investing in Holding Companies, which is a result of duplicate administrative expenses in the Holding Company, certain types of tax expenses that may be collected repeatedly risks from the type of business that may occur if the Holding Company holds shares of the company in many industrial groups, risks from relying on cash flow from dividend payments of other companies, or liquidity risks if the Holding Company wants to sell its investment in such companies to SET. Therefore, IFA views that the SOTP Approach is appropriate for valuing INTUCH shares this time.

In summary, from the 6 methods of evaluating the value of INTUCH shares, IFA views that there are 2 appropriate methods for evaluating the value: the Market Value Approach and the Sum of the Part (SOTP) Approach, which results in an appropriate share value between THB 63.10 - 74.30 per share, or the company value between THB 202,339.60 - 238,264.43 million.

Summary Table of INTUCH's Share Valuation Results by Each Valuation Methods

Valuation method	INTUCH Share Value (THB/share)	INTUCH Company Value (THB Million)
1) Book Value Approach	12.81	41,074.64
2) Adjusted Book Value Approach	72.52 - 79.58	232,548.22 – 255,180.75
3) Market Value Approach	**70.45 - 74.30**	**225,903.54 – 238,264.43**
4) Price to Book Value Ratio Approach	33.07 – 39.03	106,037.71 – 125,143.52
5) Price to Earnings Ratio Approach	116.39 - 164.14	373,219.36 - 526,349.92
6) Sum of the Parts (SOTP) Approach	**63.10 - 69.80**	**202,339.60 – 223,836.91**

7.1.3. Appropriateness of Price in the Amalgamation (Swap Ratio / Share Allocation Ratio)

From the valuation of the Company's and INTUCH's shares using various valuation methods, it can be summarized as follows:

Valuation Method	GULF Share Value (THB/Share)	GULF Company Value (THB million)	INTUCH Share Value (THB/share)	INTUCH Company Value (THB Million)
1) Book Value Approach	9.84	115,488.29	12.81	41,074.64
2) Adjusted Book Value Approach	8.56 - 10.04	100,468.95 – 117,806.29	72.52 - 79.58	232,548.22 – 255,180.75
3) Market Value Approach1/2/	**40.16 - 46.43**	**471,196.83 – 544,775.56**	**70.45 - 74.30**	**225,903.54 – 238,264.43**
4) Price to Book Value Ratio Approach2/	13.28 - 16.74	155,865.58 – 196,448.66	33.07 – 39.03	106,037.71 – 125,143.52
5) Price to Earnings Ratio Approach2/	12.88 - 14.44	151,095.48 – 169,389.21	116.39 - 164.14	373,219.36 - 526,349.92
6) Sum of the parts (SOTP) 1/	**45.58 - 52.46**	**534,791.89 – 615,558.65**	**63.10 - 69.80**	**202,339.60 – 223,836.91**

Remark: 1/ The approaches that IFA considers appropriate to use in valuing the Company and INTUCH shares

2/ Information as of July 15, 2024, which is one business day prior to the date on which the Company's Board of Directors resolved to approve and propose the Restructuring Transaction.

Fair value of GULF shares (THB/share)	Fair value of INTUCH shares (THB/share)	Swap Ratio of GULF to NewCo	Swap Ratio of INTUCH to NewCo (excluding shares in INTUCH held by the Company)
40.16 – 52.46	63.10 – 74.30	1.00567 - 1.08551	1.30558 - 1.86068

For the appropriateness of the price for the Amalgamation (Share Allocation Ratios), IFA has assessed the value of the Company and the value of INTUCH using various methods to find the appropriate range of Share Allocation Ratios for the allocation of shares in NewCo. IFA is of the opinion that the current valuation of the business using the Market Value Approach and the Sum of the Parts (SOTP) method are appropriate valuation methods, as detailed in Clause 7.1.1 and 7.1.2, which will result in the share value of the Company between THB 40.16 – 52.46 per share or the value of the Company between THB 471,196.83 – 615,558.65 million and the share value of INTUCH between THB 63.10 – 74.30 per share or the value of INTUCH between THB 202,339.60 – 238,264.43 million, and the appropriate range of Share Allocation Ratios are as follows:

- 1 existing share in the Company to 1.00567 – 1.08551 shares in NewCo
- 1 existing share in INTUCH to 1.30558 – 1.86068 shares in NewCo (excluding shares in INTUCH held by the Company)

The Share Allocation Ratios specified in the Amalgamation at

- 1 existing share in the Company to 1.02974 shares in NewCo
- 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company)

As a result, the Share Allocation Ratios are within the appropriate range of Share Allocation Ratios assessed by IFA. Therefore, IFA is of the opinion that the Share Allocation Ratios are appropriate since the Share Allocation Ratios are within the fair value range.

7.2. Appropriateness of the conditions of the Amalgamation

7.2.1. Assessment of the appropriateness of the conditions for entering into the Transaction

The Board of Directors Meeting of No. 8/2024 of the Company, held on July 16, 2024, has resolved to approve for the Company to enter into the Amalgamation Agreement with INTUCH and comply with the terms and conditions of the Amalgamation, including the signing of the Amalgamation agreement and other documents related to the said agreement or the Restructuring Transaction. IFA would like to summarize the details of the Amalgamation Agreement as observed and inquired about the essential content of the said agreement from the Company. The Company confirms that the said Amalgamation Agreement does not have any details that are materially different from those disclosed in the information memorandum, with the details that can be summarized as follows:

Amalgamation Agreement

No.	Topic	Details	Status	Appropriateness
1.	Parties	GULF and INTUCH		-

No.	Topic	Details	Status	Appropriateness
2.	Objectives	Entry into the Restructuring Transaction		-
3.	The Amalgamation	The Company and INTUCH will enter into the Amalgamation under PLCA the two companies will cease their status as juristic persons and a new entity will be formed as a public limited company (NewCo). NewCo shall assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law, including shares in all companies held by the Company and INTUCH as of the date of the Amalgamation The Amalgamation shall be completed only when the conditions necessary for or related to the Amalgamation as specified in the Amalgamation Agreement have been fulfilled, terminated or waived (as the case may be).		-
4.	The Completion	The Company and INTUCH proceed with the registration of the Amalgamation with the Ministry of Commerce.		-
5.	Details of the allocation of shares	NewCo will have the registered and paid-up capital of THB 14,939,837,683, divided into 14,939,837,683 shares at a par value of THB 1 per share: (A) 1 existing share in the Company to 1.02974 shares in NewCo; and (B) 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company, whereas the allocation of shares in NewCo shall be made to all shareholders of INTUCH except the Company). In addition, the Board of Directors of INTUCH has considered and agreed in principle to pay the special dividend to INTUCH's shareholders. Such special dividend payment is part of the Restructuring Transaction which will be paid from the retained earnings of INTUCH in the amount of THB 4.5 per share in which the Board of Director's Meeting of INTUCH will be called to consider and approve the amount of the special dividend, including the determination of the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date, once the key conditions of the Amalgamation are satisfied. It is expected that the date to determine the shareholders being entitled to receive the special dividend (Record Date) and the special dividend payment date will be after the completion of the purchase of shares from the Dissenting Shareholders and before the completion of the Amalgamation.		The Share Allocation Ratios is within the appropriate Share Allocation Ratios range assessed by IFA.
6.	Share Purchaser	Any one or several persons in the Company's Major Shareholder Group express their intention to become the purchaser of shares from the Dissenting Shareholders of the Company		In accordance with the law

No.	Topic	Details	Status	Appropriateness
7.	Share Balancer	The Company's Major Shareholder have agreed to be a balancer for the purpose of the share rounding-off and pay or receive compensation from NewCo in rounding off the shares.		It is for the purpose of making NewCo's registered capital and paid-up capital consistent with the specified shares and par value.
8.	Conditions precedent of the Amalgamation	1. the Company and INTUCH having entered into the Amalgamation Agreement and other documents relating to the said agreement or the Amalgamation, if any, and the said agreement and documents having not been terminated or rescinded; 2. the shareholders' meetings of the Company and INTUCH having resolved to approve the Amalgamation and other relevant agenda and such approval resolutions not having been revoked and remained in full force and effect; 3. the Company and INTUCH having finalised and agreed on the form of documents, plans, policies and appointments of management of NewCo relating to the implementation of the Amalgamation and there having been no material breach of any provisions of the foregoing agreement; 4. no creditor's objection to the Amalgamation or in case of creditor's objection to the Amalgamation, the Company and INTUCH, as the case may be, being able to reasonably deal with the debts of the objected creditor in accordance with requirement under the law; 5. each of the Company, INTUCH and their respective group companies having obtained all necessary approvals, consents or waivers from financial institution creditors and other counterparties to finance agreements which are requisite or relevant to the Amalgamation, as specified in the relevant agreement or documents, including any amendment thereto (and such approval, consents, waivers and/or amendments not having been revoked and remaining in full force and effect), or in the case where the Company and INTUCH do not obtain such approvals, consents or waivers, the Company and INTUCH being able to deal with such debts as deemed appropriate by their respective Board of Directors or the person(s) authorised by their respective Board of Directors; 6. each of the Company, INTUCH and their respective group companies having obtained approvals, consents or waivers from other counterparties to agreements which are requisite or relevant to the Amalgamation, as specified in the relevant agreement or documents, including any	As of the date of this document, the Company and INTUCH have entered into the Amalgamation Agreement pursuant to item (1) of the conditions of the Amalgamation.	This is a standard condition precedent to protect the Company's interests and comply with the law.

No.	Topic	Details	Status	Appropriateness
		amendment thereto in case such agreements contain any terms and conditions which obstruct the Amalgamation (and such approval, consents, waivers and/or amendments not having been revoked and remaining in full force and effect), or in the case where the Company and INTUCH do not obtain such approvals, consents or waivers, the Company and INTUCH being able to deal with such agreements as deemed appropriate by their respective Board of Directors or the person(s) authorised by their respective Board of Directors; 7. the Company, INTUCH, their respective group companies and their major shareholders who are relevant to and/or affected by the Amalgamation having obtained relevant and required approvals and/or waivers under the law from the relevant government agencies or regulatory bodies (including, but not limited to the Takeover Panel and/or the SEC Office), all in accordance with the application therefor and on the terms and conditions which are acceptable to the Company, INTUCH, their respective group companies and their major shareholders who are relevant to and/or affected by the Amalgamation, and such approvals and/or waivers not having been revoked and remaining in full force and effect, and to the extent where there are any conditions to such approvals and/or waivers, such conditions having been satisfied or waived (as the case may be); 8. the ADVANC VTO and the THCOM VTO having been completed; 9. the purchase of shares from the Dissenting Shareholders, if any, according to the rules under Section 146 of the PLCA having been completed; 10. no event of default set forth under the Amalgamation Agreement having occurred; 11. the shareholders of the Company and INTUCH having convened the joint shareholders meeting and having resolved to approve the matters necessary for the Amalgamation according to the meeting's agenda and within the period required by the law and such resolutions not having been revoked and having remained in full force and effect; 12. during a period of 1 year prior to the signing date of the Amalgamation Agreement, there having been no material misrepresentations or omissions in the annual registration statement, the annual reports, or any other public disclosures filed by the Company and INTUCH, as applicable, in respect of a fact or circumstance of which negative impact results in or could potentially result in (a) a materially adverse or significant effect on the success of the Amalgamation (the "Amalgamation Material Adverse Change") or (b) the Party Material Adverse Change;		

No.	Topic	Details	Status	Appropriateness
		13. there not having been any incident or change (including any prospective change) that results in or could potentially result in the Amalgamation Material Adverse Change or a Party Material Adverse Change, whether or not arising in the ordinary course of business; 14. the Company having not disposed of any or all of its currently held shares in INTUCH; 15. INTUCH having not disposed of any or all of its currently held shares in ADVANC. Furthermore, the Amalgamation may not be proceeded further and may be cancelled in case of occurrence of any material event which affects the corporate structure of the Company and/or INTUCH (and/or their respective group companies), e.g. the increase or reduction of capital of the Company or INTUCH which is not for a purpose of the Restructuring Transaction, or the appointment of a liquidator or receiver for company dissolution or any change in corporate governance structure or corporate governance polices, in accordance with the relevant conditions under the Amalgamation Agreement.		
9.	Conditions precedent of ADVANC VTO	1. All of the conditions precedent of the Amalgamation having been satisfied or waived, as the case may be, except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the shareholders of the Company and INTUCH who vote against the Amalgamation, and the conditions relating to the joint meeting of shareholders of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the THCOM VTO having been satisfied or waived, as the case may be, (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the ADVANC VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and having remained in full force and effect: (a) Waiver on the obligation of NewCo to a make mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (b) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make a mandatory	As of the date of this document, the Company and other relevant persons who applied for the waiver have obtained all applied waivers by SEC Office and/or the Takeover Panel as specified in the third procedure, conditions precedent no. 3 of the ADVANC VTO.	This is a standard condition precedent to protect the Company's interests and comply with the law.

No.	Topic	Details	Status	Appropriateness
		tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (c) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (d) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (e) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the ADVANC VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the ADVANC VTO, with the terms and conditions of which the Company, INTUCH and the Company's Major Shareholder deem appropriate; and 6. there having been no occurrence of any of the following events or actions since the date of announcement of the ADVANC VTO intention to the date on which all other conditions precedent related to the ADVANC VTO are satisfied or waived: 6.1 any event showing that ADVANC or ADVANC's subsidiaries, including the directors and management of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business; 6.2 ADVANC or ADVANC's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of ADVANC or ADVANC's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of ADVANC or ADVANC's subsidiaries, whether directly or indirectly;		

No.	Topic	Details	Status	Appropriateness
		6.3 ADVANC or ADVANC's subsidiaries have acquired or disposed of any assets material to the business operations of ADVANC or ADVANC's subsidiaries, except in the ordinary course of business; 6.4 ADVANC or ADVANC's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 ADVANC or ADVANC's subsidiaries have repurchased its shares (treasury stock) or procured or supported ADVANC's subsidiaries or associated companies to purchase shares in ADVANC or ADVANC's subsidiaries; 6.6 ADVANC or ADVANC's subsidiaries have solicited any third party to amalgamate or merge with ADVANC or ADVANC's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the ADVANC VTO, or on the business, financial condition or assets of ADVANC, or ADVANC's subsidiaries; and 6.8 ADVANC has done anything which caused a significant reduction in the value of ordinary shares in ADVANC.		
10.	Conditions precedent of THCOM VTO	1. All of the conditions precedent of the Amalgamation (as specified in item 6 of this document) having been satisfied or waived, as the case may be, (except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to the share purchase from the shareholders of the Company and INTUCH who vote against the Amalgamation, and the conditions relating to the joint meeting of shareholders of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA); 2. All of the conditions precedent related to the ADVANC VTO having been satisfied or waived, as the case may be, (except for the conditions concerning the satisfaction or waiver of the conditions precedent of the THCOM VTO); 3. The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and having remained in full force and effect:	As of the date of this document, the Company and other relevant persons who applied for the waiver have obtained all applied waivers by SEC Office and/or the Takeover Panel as specified in the third procedure, conditions precedent no. 3 of the THCOM VTO.	This is a standard condition precedent to protect the Company's interests and comply with the law.

No.	Topic	Details	Status	Appropriateness
		(a) Waiver on the obligation of NewCo to make mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle; (b) Waiver for the person who is responsible for the purchase of shares from the Dissenting Shareholders on the obligation to make mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders; (c) Waiver for the Company's Major Shareholder on the obligation to make mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation; (d) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; (e) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO. 4. all relevant and requisite approvals and/or waivers as required by laws in relation to the THCOM VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect; 5. sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the THCOM VTO, with the terms and conditions of which the Company, INTUCH, GE and the Company's Major Shareholder deem appropriate; and 6. there having been no occurrence of any of the following events or actions since the date of announcement of the THCOM VTO intention to the date on which all other conditions precedent related to the THCOM VTO are satisfied or waived: 6.1 any event showing that THCOM or THCOM's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business;		

No.	Topic	Details	Status	Appropriateness
		6.2 THCOM or THCOM's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of THCOM or THCOM's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of THCOM or THCOM's subsidiaries, whether directly or indirectly; 6.3 THCOM or THCOM's subsidiaries have acquired or disposed of any assets material to the business operations of THCOM or THCOM's subsidiaries, except in the ordinary course of business; 6.4 THCOM or THCOM's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business; 6.5 THCOM or THCOM's subsidiaries have repurchased its shares (treasury stock) or procured or supported THCOM's subsidiaries or associated companies to purchase shares in THCOM or THCOM's subsidiaries; 6.6 THCOM or THCOM's subsidiaries have solicited any third party to amalgamate or merge with THCOM or THCOM's subsidiaries; 6.7 there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the THCOM VTO or on the business, financial condition or assets of THCOM, or THCOM's subsidiaries; and 6.8 THCOM has done anything which caused a significant reduction in the value of ordinary shares in THCOM.		
11.	Agenda of the shareholders meeting of the Company and INTUCH	- Allocation of shares in NewCo to the shareholders - Name of NewCo, for which a new name or the former name of any one of the amalgamating companies may be used - Objectives of NewCo - Capital of NewCo - Memorandum of Association of NewCo - Articles of Association of NewCo - Election of directors of NewCo - Election of auditor of NewCo - Other matters necessary for Amalgamation, if any		In accordance with the law
12.	Reason for termination	- the conditions precedent to the Amalgamation have not been completed or are not waived within the specified period.		This is a standard condition precedent to protect the Company's

No.	Topic	Details	Status	Appropriateness
		- the conditions precedent to the ADVANC VTO and THCOM VTO have not been completed or are not waived within the specified period. - the contracting party significantly breach the terms agreed upon in the contract before the date of the joint shareholders' meeting		interests and comply with the law.

Terms and Conditions on the Purchase of Shares from Dissenting Shareholders in GULF and INTUCH

No.	Topic		Details	Appropriateness
1.	Purchaser	:	Any one or several persons as follows: Mr. Sarath Ratanavadi and/or his juristic persons under Section 258 of the Securities Act, namely, (1) Gulf Holdings (Thailand) Company Limited; (2) Gulf Capital Holdings Limited; and (3) Gulf Investment and Trading Pte. Ltd.	-
2.	Persons who have the right to sell shares	:	The shareholders of GULF and INTUCH who have the following characteristics (the Dissenting Shareholders): 1. having their name in the share register book of the Company and INTUCH as of August 9, 2024 which is the date on which the names of shareholders of the Company who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 are determined (the Record Date), to consider and approve the Amalgamation between the Company and INTUCH under the provisions of the PLCA; 2. having attended the Extraordinary General Meeting of Shareholders No. 1/2024 which will be held on October 3, 2024 in person or by proxy and voted against the Amalgamation in the agenda proposed to the shareholders' meeting to consider and approve the entry into the Amalgamation; and 3. completing the form accepting the offer to purchase the shares and returning it together with relevant supporting documents by the date specified by the Purchaser in which the Purchaser will further notify the Dissenting Shareholders in the purchase offer document.	In accordance with the law
3.	Securities to be purchased	:	Ordinary shares of GULF (“the Company”) and INTUCH (as applicable)	In accordance with the law
4.	Purchase price	:	The price of ordinary shares in the Company and INTUCH last traded on the SET (as applicable) prior to the date on which the Extraordinary General Meeting of Shareholders No. 1/2024 resolves to approve the Amalgamation in accordance with Section 146 Paragraph 2 of the PLCA, which in this case is the closing price of shares of the Company traded on the SET on October 2, 2024. The purchase of shares from the Dissenting Shareholders may be made over-the-counter or by other means as the Purchaser deems appropriate under the laws. The Dissenting Shareholders may be	In accordance with the law

No.	Topic		Details	Appropriateness
			subject to tax under the relevant laws for their sale of shares to the Purchaser.	
5.	Number of shares to be purchased	:	Not more than the total number of shares held as of the Record Date by the Company's and/or INTUCH's shareholders (as applicable) who voted against the Amalgamation at the Extraordinary General Meeting of Shareholders No. 1/2024.	In accordance with the law
6.	Conditions for the share purchase of GULF ("the Company")	:	The Purchaser reserves the right, in any case, to use its discretion to amend the terms and conditions for the purchase of the shares, as well as to withdraw from being the purchaser of shares from the Dissenting Shareholders, including upon the occurrence of any of the following events: 1. prior to the commencement of the share purchase period, the Purchaser does not obtain a waiver from the Office of the Securities and Exchange Commission for the obligation to make a mandatory tender offer for all securities of the Company, in case the Purchaser has the obligation to make a mandatory tender offer for all securities of the Company as a result of the purchase of shares from the Dissenting Shareholders; 2. the closing price of the Company's shares traded on the SET on October 2, 2024 is more than THB 45 per share; 3. there having been an abnormal movement in respect of the amount of sale or purchase of ordinary shares of the Company or the price of ordinary shares of the Company in the period from the date on which the Company's Board of Directors' Meeting approved and proposed the Restructuring Transaction until the last working day before the date of the Extraordinary General Meeting of Shareholders No. 1/2024 (i.e. October 2, 2024); 4. there having been any event or change that causes or could be reasonably expected to cause serious damage to the status or assets of the Company, provided that such event or change is not caused by the Purchaser's action; or 5. the Purchaser withdraws from being the purchaser of shares of INTUCH according to the terms and conditions of being the purchaser of INTUCH.	IFA views that there are risks of the transaction not being completed. However, such conditions are not materially different from the conditions in other amalgamations.
7.	Conditions for the share purchase of INTUCH	:	The Purchaser reserves the right, in any case, to use its discretion to amend the terms and conditions for the purchase of the shares, as well as to withdraw from being the purchaser of shares from the Dissenting Shareholders, including upon the occurrence of any of the following events: 1. prior to the commencement of the share purchase period, the Purchaser does not obtain a waiver from the Office of the	IFA views that there are risks of the transaction not being completed. However, such conditions are not materially different from the conditions in other amalgamations.

No.	Topic		Details	Appropriateness
			Securities and Exchange Commission for the obligation to make a mandatory tender offer for all securities of INTUCH, in case the Purchaser has the obligation to make a mandatory tender offer for all securities of INTUCH as a result of the purchase of shares from the Dissenting Shareholders; 2. the closing price of INTUCH's shares traded on the SET on October 2, 2024 is more than THB 76 per share; 3. there having been an abnormal movement in respect of the amount of sale or purchase of ordinary shares of INTUCH or the price of ordinary shares of INTUCH in the period from the date on which the Company's Board of Directors' Meeting approved and proposed the Restructuring Transaction until the last working day before the date of the Extraordinary General Meeting of Shareholders No. 1/2024 (i.e. October 2, 2024); 4. there having been any event or change that causes or could be reasonably expected to cause serious damage to the status or assets of INTUCH, provided that such event or change is not caused by the Purchaser's actions; or 5. the Purchaser withdraws from being the purchaser of shares of GULF according to the terms and conditions of being the purchaser of GULF.	
8.	Offer agent	:	The Purchaser will further notify the Dissenting Shareholders in the purchase offer document.	-
9.	Share purchase period	:	The Purchaser will further notify the Dissenting Shareholders regarding the share purchase period in the purchase offer document.	-
10.	Payment method	:	The Purchaser will further notify the Dissenting Shareholders in the purchase offer document.	-

7.2.2. Summary of IFA's opinion on the appropriateness of the terms and conditions of the Amalgamation

Considering the objectives, impacts, advantages, disadvantages and risks that may arise from the Amalgamation, including the conditions for the Amalgamation, <u>IFA is of the opinion that the Amalgamation is appropriate</u> because the Amalgamation is considered a restructuring of the Company and related companies, which will help reduce the complexity of the shareholding structure, increase operational efficiency, and increase NewCo's business opportunity to increase revenue from other services of NewCo and the benefits that may increase from investing in new technologies in the future, strengthen financial potential and increase the attractiveness of NewCo's shares to investors. Although there are some disadvantages and risks, such as an increase in debt levels in the case of acquiring shares from the VTO Transaction and additional borrowing in INTUCH for the payment of special dividend to INTUCH shareholders, if the Company does not enter into the Amalgamation, it will lose the opportunity to conduct such restructuring and will have to continue to operate under a complex shareholding structure, which is a company with overlapping shareholding in listed companies (Holding Company holding shares in Holding Company), resulting in multiple steps in operations, multiple management structures and a lack of flexibility in business operations, including potentially losing the opportunity to increase operational efficiency.

In addition, IFA has considered the appropriateness of the conditions for the Amalgamation from the conditions under the Amalgamation Agreement in detail in Part 1 Clause 3.7 and is of the opinion that the conditions for the Transaction are appropriate in order to protect the benefits of the Company and to comply with relevant laws or regulations.

Therefore, when considering the appropriateness of the price (Share Allocation Ratios), which is within the fair value range assessed by IFA, the conditions of the Amalgamation, and the appropriateness of the Transaction (the Transaction is considered a restructuring of the Company and related companies, which will reduce the complexity of the shareholding structure, increase operational efficiency, and increase NewCo's business opportunity to increase revenue from other services of NewCo and the potential benefits from investing in new technologies in the future, enhance financial potential and increase the attractiveness of NewCo shares to investors), IFA is of the opinion that the Amalgamation is in line with the Company's objectives in order to maximize the Company's benefits. IFA is of the opinion that shareholders **should consider approving** the Amalgamation.

In considering whether to approve or disapprove the Amalgamation, the Company's shareholders shall consider the information, supporting reasons, and opinions on various issues as presented by IFA in this report. The decision to vote to approve or disapprove the Amalgamation depends primarily on the discretion of each shareholder. Shareholders should study all information contained in IFA's opinion report and all documents attached to the invitation to the Extraordinary General Meeting of Shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

Part 2 : Details of the Asset Acquisition Transaction – The VTO Transaction

1. Overview of the VTO Transaction

1.1. Objectives and origins of the acquisition of assets – The VTO Transaction

The Company's Board of Directors' Meeting No. 8/2024 dated July 16, 2024, has resolved to approve and propose to the Company's Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the amalgamation for a purpose of restructuring the shareholding of the Company which comprises:

(1) the amalgamation between the Company and INTUCH under the provisions specified in the PLCA in which the two companies will cease their status as juristic persons and a new company will be formed as a public limited company (NewCo). NewCo will assume all assets, liabilities, rights, duties and responsibilities of the Company and INTUCH by operation of law after the Amalgamation is completed;

(2) the acquisition of securities of ADVANC by way of the Conditional Voluntary Tender Offer for all securities of ADVANC (except those held by the tender offerors) (the ADVANC VTO); and

(3) the acquisition of securities of THCOM by way of the Conditional Voluntary Tender Offer for all securities of THCOM (except those held by the tender offeror) (the THCOM VTO);

(the Amalgamation, the ADVANC VTO and the THCOM VTO are collectively referred to as the "Restructuring Transaction").

The ADVANC VTO and the THCOM VTO are considered as the acquisition of assets transaction by the Company pursuant to the Notification of 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 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 B.E. 2547 (2004), as amended (collectively, the "Notification on Asset Acquisition or Disposal"), where the value of the ADVANC VTO and the THCOM VTO to be made by the Company as of the date on which the Company's Board of Directors' Meeting resolved to approve and propose to the Extraordinary General Meeting of Shareholders to consider and approve such transactions, will have the total highest value of approximately THB 120,952 million (based on the adjusted tender offer price of the ADVANC VTO being notified to the SET on August 27, 2024), and where the highest combined transaction value is equivalent to 40.7%[14] as calculated on the basis of net operating profit, based on the reviewed consolidated financial statements of the Company for the first quarter ended March 31, 2024 (which is the latest financial statements as of the date on which the Company's Board of Directors' Meeting resolved to approve and propose to the Extraordinary General Meeting of

[14] The Company computed transaction value by reference to the sum of the highest transaction value of the ADVANC VTO and the THCOM VTO where the Company, including GE, may have to purchase at the purchase price of THB 216.3 per share and THB 11.0 per share, respectively. The transaction size used for calculation shall be based on the highest number of shares that the Company may be required to purchase in the ADVANC VTO (representing half of the total number of ADVANC shares for this tender offer) and be based on the highest number of shares that the Company's Group may be required to purchase in the THCOM VTO (representing 57.86 percent of the total issued and paid-up shares of THCOM).

Shareholders to consider and approve the ADVANC VTO and the THCOM VTO), which is considered to be a type 2 transaction. However, given that the ADVANC VTO and the THCOM VTO are part of the Restructuring Transaction and are one of the significant conditions to be satisfied in order to proceed with the Amalgamation, for which the Company must obtain approval from the shareholders' meeting to proceed with the Amalgamation, the Company will propose to the Extraordinary General Meeting of the Shareholders to consider and approve the ADVANC VTO and the THCOM VTO, whereby the Company will proceed in accordance with the relevant regulations as follows:

(a) To prepare and disclose the information memorandum on the entry into the ADVANC VTO and the THCOM VTO to the SET immediately pursuant to the Notification on Asset Acquisition or Disposal;

(b) To appoint an Independent Financial Advisor to provide an opinion concerning the ADVANC VTO and the THCOM VTO and deliver the IFA's opinion report to the Company's shareholders;

(c) To deliver a notice of the shareholders' meeting to the shareholders not less than 14 days in advance, which contains the information specified in the Notification on Asset Acquisition or Disposal; and

(d) To convene the shareholders' meeting to consider and approve the ADVANC VTO and the THCOM VTO in which the Company must obtain approval for the ADVANC VTO and the THCOM VTO from the shareholders' meeting by the votes of not less than three-fourths (3/4) of total votes of shareholders present at the meeting and having the right to vote, excluding the votes of interested shareholders.

However, the Company's VTO Transaction, when considered in detail, is unavoidable according to the Notification No. TorJor. 12/2554 that after the Amalgamation, NewCo has a duty to make a tender offer for all securities in ADVANC and THCOM. However, the SEC and/or the Takeover Panel has granted an exemption to the Company, INTUCH and the Company's Major Shareholder to be able to enter into VTO Transaction before the Amalgamation is completed.

However, the ADVANC VTO and the THCOM VTO are not considered as the connected transaction, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions dated August 31, 2008, as amended, 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 B.E. 2546 (2003) dated November 19, 2003, as amended (collectively referred to as the "Notification on Connected Transaction"). The Company therefore has no obligation to take any action as per the abovementioned notifications.

Moreover, the THCOM VTO may result in the acceptance of the transfer of the business of other companies by the Company pursuant to Section 107(2)(b) of the PLCA. Therefore, the Company is required to obtain approval of the entry into the THCOM VTO from the Company's shareholders' meeting which shall approve the transaction with the votes of not less than three-fourths (3/4) of total votes of shareholders present at the meeting and having the right to vote.

The Company hereby notifies the details of the ADVANC VTO and the THCOM VTO as follows:

1.2. Transaction Date

1.2.1. ADVANC VTO

The Company, INTUCH, and the Company's Major Shareholder,[15] including SSI, will proceed with the ADVANC VTO after the shareholders' meeting of each of the Company and INTUCH resolves to approve the Restructuring Transaction and other relevant matters, including the satisfaction or waiver, as the case may be, of all of the conditions precedent of the ADVANC VTO with details as follows:

(1) All of the conditions precedent of the Amalgamation having been satisfied or waived, as the case may be, except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to share purchase from the shareholders of the Company and INTUCH who vote against the Amalgamation, and the conditions relating to the joint shareholders' meeting of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA;

(2) All of the conditions precedent related to the THCOM VTO having been satisfied or waived, as the case may be, except for the conditions concerning the satisfaction or waiver of the conditions precedent of the ADVANC VTO;

(3) The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waivers and such waivers not having been revoked and remaining in full force and effect:

(a) Waiver on the obligation of NewCo to make a mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle;

(b) Waiver for the person who is responsible for the purchase of shares from the shareholders of the Company and INTUCH who vote against the Amalgamation on the obligation to make a mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders;

(c) Waiver for the Company's Major Shareholder on the obligation to make a mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation;

(d) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO; and

[15] Mr. Sarath Ratanavadi is a major shareholder of the Company; As of August 9, 2024 Mr. Sarath Ratanavadi holds shares in the Company equivalent to 35.81% of total issued and paid-up shares of the Company; At present, Mr. Sarath Ratanavadi is the Chief Executive Officer and Vice Chairman of the Board of the Company.

(e) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO.

(4) all relevant and requisite approvals and/or waivers as required by laws in relation to the ADVANC VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect;

(5) sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the ADVANC VTO, with the terms and conditions of which the Company, INTUCH and the Company's Major Shareholder deem appropriate; and

(6) there having been no occurrence of any of the following events or actions since the date of announcement of the ADVANC VTO intention to the date on which all other conditions precedent related to the ADVANC VTO are satisfied or waived:

6.1. any event showing that ADVANC or ADVANC's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business;

6.2. ADVANC or ADVANC's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of ADVANC or ADVANC's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of ADVANC or ADVANC's subsidiaries, whether directly or indirectly;

6.3. ADVANC or ADVANC's subsidiaries have acquired or disposed of any assets material to the business operations of ADVANC or ADVANC's subsidiaries, except in the ordinary course of business;

6.4. ADVANC or ADVANC's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business;

6.5. ADVANC or ADVANC's subsidiaries have repurchased its shares (treasury stock) or procured or supported ADVANC's subsidiaries or associated companies to purchase shares in ADVANC or ADVANC's subsidiaries;

6.6. ADVANC or ADVANC's subsidiaries have solicited any third party to amalgamate or merge with ADVANC or ADVANC's subsidiaries;

6.7. there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the ADVANC VTO, or on the business, financial condition or assets of ADVANC, or ADVANC's subsidiaries; and

6.8. ADVANC has done anything which caused a significant reduction in the value of ordinary shares in ADVANC.

As of the date of this document, the Company and other relevant persons who applied for the waiver have obtained all applied waivers by the SEC Office and/or the Takeover Panel as specified in item (3) of the conditions precedent of the ADVANC VTO above.

1.2.2. THCOM VTO

The Company, INTUCH, and the Company's Major Shareholder, including GE, will proceed with the THCOM VTO after the shareholders' meeting of each of the Company and INTUCH resolves to approve the Restructuring Transaction and other relevant matters, including the satisfaction or waiver, as the case may be, of all of the conditions precedent of the THCOM VTO with details as follows:

(1) All of the conditions precedent of the Amalgamation having been satisfied or waived, as the case may be, except for the conditions relating to the proceeding with the ADVANC VTO, the conditions relating to the proceeding with the THCOM VTO, the conditions relating to share purchase from the shareholders of the Company and INTUCH who vote against the Amalgamation, and the conditions relating to the joint meeting of shareholders of the Company and INTUCH for the Amalgamation pursuant to the provisions of the PLCA;

(2) All of the conditions precedent related to the ADVANC VTO having been satisfied or waived, as the case may be, except for the conditions concerning the satisfaction or waiver of the conditions precedent of the THCOM VTO;

(3) The following waivers by the SEC Office and/or the Takeover Panel having been granted in full to the Company, INTUCH, GE and other relevant persons who applied for the waiver and such waivers not having been revoked and remaining in full force and effect:

(a) Waiver on the obligation of NewCo to make a mandatory tender offer for all securities in ADVANC and in THCOM under the Chain Principle;

(b) Waiver for the person who is responsible for the purchase of shares from the shareholders of the Company and INTUCH who vote against the Amalgamation on the obligation to make a mandatory tender offer for all securities due to its purchase of shares from the Dissenting Shareholders;

(c) Waiver for the Company's Major Shareholder on the obligation to make a mandatory tender offer for all securities in ADVANC and THCOM under the Chain Principle after the completion of the Amalgamation;

(d) Waiver for the Company, INTUCH, the Company's Major Shareholder and SSI in relation to the payment of securities to the seller of securities in the ADVANC VTO;

(e) Waiver for the Company, INTUCH, the Company's Major Shareholder and GE in relation to the payment of securities to the seller of securities in the THCOM VTO.

(4) all relevant and requisite approvals and/or waivers as required by laws in relation to the THCOM VTO having been obtained from the relevant government agencies or regulatory bodies (other than the SEC Office and/or the Takeover Panel) with terms and conditions acceptable to the relevant company, and such approvals and/or waivers not having been revoked and remaining in full force and effect;

(5) sufficient credit facilities from financial institutions having been secured to be used as the source of funds for the THCOM VTO, with the terms and conditions of which the Company and INTUCH, the Company's Major Shareholder and GE deem appropriate; and

(6) there having been no occurrence of any of the following events or actions since the date of announcement of the THCOM VTO intention to the date on which all other conditions precedent related to the THCOM VTO are satisfied or waived:

6.1. any event showing that THCOM or THCOM's subsidiaries, including the directors and managements of such companies, have not operated their business in a prudent manner, or not operated with care in the best interests of the respective company, or have taken any action in violation of laws or which is not in the ordinary course of business;

6.2. THCOM or THCOM's subsidiaries have offered to sell any capital increase shares or convertible securities (other than ordinary capital increase shares converted from the exercise of existing warrants issued to employees of THCOM or THCOM's subsidiaries) or have solicited other persons to purchase or subscribe for capital increase shares or convertible securities of THCOM or THCOM's subsidiaries, whether directly or indirectly;

6.3. THCOM or THCOM's subsidiaries have acquired or disposed of any assets material to the business operations of THCOM or THCOM's subsidiaries, except in the ordinary course of business;

6.4. THCOM or THCOM's subsidiaries have incurred debts or entered into, amended or terminated any material agreements with third parties, except in the ordinary course of business;

6.5. THCOM or THCOM's subsidiaries have repurchased its shares (treasury stock) or procured or supported THCOM's subsidiaries or associated companies to purchase shares in THCOM or THCOM's subsidiaries;

6.6. THCOM or THCOM's subsidiaries have solicited any third party to amalgamate or merge with THCOM or THCOM's subsidiaries;

6.7. there having been any incident or action that results in or could potentially result in a materially adverse or significant effect on the success of the THCOM VTO or on the business, financial condition or assets of THCOM, or THCOM's subsidiaries; and

6.8. THCOM has done anything which caused a significant reduction in the value of ordinary shares in THCOM.

As of the date of this document, the Company and other relevant persons who applied for the waiver have obtained all applied waivers by the SEC Office and/or the Takeover Panel as specified in item (3) of the conditions precedent of the THCOM VTO above.

1.3. Relevant contractual parties and relationship with the Company

1.3.1. ADVANC VTO

Purchaser	:	The Company, by proceeding with the ADVANC VTO at the same time with INTUCH, the Company's Major Shareholder and SSI
Sellers	:	Ordinary shareholders of ADVANC (excluding ADVANC's shares currently held by the tender offerors) who express their intention to sell their shares in the ADVANC VTO
Relationship between the Seller and the Company	:	The transaction is subject to the same conditions; therefore, the ADVANC VTO is not considered as a connected transaction under the Notification on Connected Transaction.

1.3.2. THCOM VTO

Purchaser	:	The Company, by proceeding with the THCOM VTO at the same time with INTUCH, the Company's Major Shareholder and GE
Seller	:	Ordinary shareholders of THCOM (excluding THCOM's shares currently held by GE) who express their intention to sell their shares in the THCOM VTO
Relationship between Sellers and the Company	:	The transaction is subject to the same conditions; therefore, the THCOM VTO is not considered as a connected transaction under the Notification on Connected Transaction.

1.4. General characteristics and transaction size

1.4.1. General characteristics

After the completion of the Amalgamation by the Company and INTUCH, NewCo shall assume all assets, liabilities, rights, duties, and responsibilities of the Company and INTUCH by operation of law, including shares in all companies which are held by the Company and INTUCH, as well as shares in the listed companies in which each of the Company and INTUCH directly or indirectly holds not less than 25% of total shares with voting rights thereof, i.e., (a) 1,202,712,000 shares of ADVANC held by INTUCH representing 40.44% of total issued and paid-up shares of

ADVANC; and (b) 450,914,734 shares held by GE in THCOM representing 41.14% of total issued and paid-up shares of THCOM (whereby 251,499,997 shares of GE held by the Company representing 99.99 percent of total issued and paid-up shares of GE). As a result, NewCo has the obligation to make a mandatory tender offer for all securities of the relevant listed companies pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554 as follows:

a. NewCo has the obligation to make a mandatory tender offer for all securities of ADVANC as NewCo will become a shareholder of ADVANC in the proportion which reaches or exceeds the trigger point for a mandatory tender offer pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554; and

b. NewCo has the obligation to make a mandatory tender offer for all securities of THCOM according to the chain principle under the Notification TorChor. 12/2554 as NewCo will become a shareholder of GE as a result of the Amalgamation and NewCo will acquire a significant control over GE which is a shareholder of THCOM and currently holds 41.14% of total issued and paid-up shares of THCOM (the "Chain Principle").

Furthermore, based on the Chain Principle, the Company's Major Shareholder will acquire significant control in NewCo, a juristic person who is a direct shareholder in ADVANC and an indirect shareholder in THCOM after the Amalgamation is completed. Therefore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM according to the Chain Principle under the Notification TorChor. 12/2554 as well.

However, the main objective of the Amalgamation is to restructure the shareholding of the Company. The Amalgamation is not aimed at acquiring or changing the control in respect of ADVANC or THCOM in any way. Since the Notification TorChor. 12/2554 does not provide exemption on the obligation to make a mandatory tender offer for all securities of a business based on such event, the new company formed as a result of the Amalgamation and the Company's Major Shareholder have the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM, unless a waiver is granted by the SEC Office and/or by the Takeover Panel.

In this regard, the Company and INTUCH (as the companies to be amalgamated into NewCo) as well as the Company's Major Shareholder have applied for waivers for the NewCo and the Company's Major Shareholder's obligation to make a mandatory tender offer for all securities of ADVANC and THCOM as well as other relevant exemptions from the SEC Office and/or the Takeover Panel. The waivers for the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM were granted on June 7, 2024 and July 15, 2024, thus NewCo and the Company's Major Shareholder shall have no obligation to make a mandatory tender offer for all securities of ADVANC and THCOM after completion of the Amalgamation. The Company, INTUCH and the Company's Major Shareholder are required to proceed with (a) the ADVANC VTO; and (b) the THCOM VTO with details as follows:

1.4.1.1. ADVANC VTO

1.4.1.1.1. ADVANC VTO Transaction Steps

The Company and INTUCH (as the companies to be amalgamated into NewCo) will proceed with the ADVANC VTO where the tender offer price for ADVANC ordinary shares is set at THB 211.43 per share (which is an adjusted tender offer price from the tender offer price determined at the date the Board of Directors of the Company resolved to approve and propose to the Extraordinary General Meeting of Shareholders to consider and approve the Restructuring Transaction . However, such price may be reduced in accordance with other specified conditions) in place of NewCo who has the obligation to make a mandatory tender offer for all securities of ADVANC as required by law as a result of the Amalgamation (Technical Obligation) as well as establishing the certainty of proceeding with the Amalgamation and mitigating the risks related to the requirements to obtain approval of the shareholders' meeting of NewCo prior to making a tender offer for all securities of related companies.

Furthermore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC under the Chain Principle after the completion of the Amalgamation. Therefore, the Company's Major Shareholder has proposed to make a tender offer with the Company and INTUCH to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

With regard to the implementation of ADVANC VTO by the Company, INTUCH and the Company's Major Shareholder, SSI, one of ADVANC's major shareholders, has sent a letter expressing its intention to make a tender offer for securities of ADVANC with the Company, INTUCH and the Company's Major Shareholder under the same tender offer and the same tender offer price as well as the same conditions offered by the Company, INTUCH and the Company's Major Shareholder because SSI is confident in the long-term business operation of ADVANC and its growth potential. These factors align with SSI's investment strategies. In this regard, SSI will purchase shares in ADVANC under the ADVANC VTO in the number and proportion as defined in which this tender offer for all securities of ADVANC will exclude the shares in ADVANC held by the tender offerors.

Moreover, as a result of the ADVANC VTO, the Company and INTUCH may acquire shares in ADVANC in the proportion which results in NewCo being the controlling person of ADVANC after the completion of the Amalgamation.

1.4.1.1.2. Tender offeror

The Company, INTUCH, the Company's Major Shareholder and SSI will make a tender offer for all securities of ADVANC (excluding ADVANC's shares currently held by the tender offerors) under the same tender offer and the same tender offer price as well as the same conditions.

(a) the Company and INTUCH which are the parties to the Amalgamation will be the parties to conduct the ADVANC VTO in place of NewCo who has the obligation to make a mandatory tender offer for all securities of ADVANC as required by law as a result of the Amalgamation (Technical Obligation).

(b) The Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC under the Chain Principle after the completion of the Amalgamation. Therefore, the Company's Major Shareholder has proposed to make a tender offer together with the Company and INTUCH.

(c) SSI, which is one of ADVANC's major shareholders, has sent a letter expressing its intention to make a tender offer for securities of ADVANC with the Company, INTUCH and the Company's Major Shareholder under the same tender offer and at the same tender offer price as well as the same conditions offered by the Company, INTUCH and the Company's Major Shareholder because SSI is confident in the long-term business operation of ADVANC and its growth potential. These factors align with SSI's investment strategies. The Company and INTUCH have considered and viewed that the said tender offer by SSI in respect of the ADVANC VTO will not cause any damages or loss of benefits to the Company and INTUCH including their shareholders as well as the Amalgamation. Moreover, such tender offer will help the Company and INTUCH achieving their objective for the Amalgamation while being able to lessen the financial burden or other acts related to the ADVANC VTO. The Company and INTUCH do not intend to, and should not, acquire additional assets or liabilities due to the Amalgamation in any way.

The entry into the ADVANC VTO by the Company, INTUCH and the Company's Major Shareholder as well as SSI does not involve in any reciprocal financial assistance, and there are no acts constituting the giving or taking of any assistance to acquire sources of funds, and there is no agreement amongst the Company and other tender offerors (i.e. INTUCH, the Company's Major Shareholder and/or SSI), including other juristic persons under Singapore Telecommunications Limited's group) to create any obligations in relation to the entry into the ADVANC VTO, which may constitute the acting in concert relationship by virtue of the Notification of the Capital Market Supervisory Board No. TorChor. 7/2552 Re: Acting in concert as a result of the nature of a relationship or behaviour and requirements under Sections 246 and 247 ("Notification TorChor. 7/2552"). Additionally, the Company does not enter into the shareholders' agreement with other tender offerors (i.e. INTUCH, the Company's Major Shareholder and/or SSI) in the manner which may constitute the acting in concert relationship by virtue of the Notification TorChor. 7/2552. Furthermore, the Company, INTUCH and the Company's Major Shareholder neither participate in any decision making of SSI to make the ADVANC VTO, nor contribute to SSI's decisions to enter into any transaction in relation to the Amalgamation in any manner. The entry into the ADVANC VTO is an independent decision made by each respective company with no mutual relationship as mentioned above. The ADVANC VTO by SSI does not constitute a condition which relates to the Amalgamation.

1.4.1.1.3. Number and proportion of shares in tender offer

The Company, INTUCH and the Company's Major Shareholder, including SSI, will make the tender offer for all securities of ADVANC in the amount of 1,078,138,736 shares, representing 36.25% of total issued and paid-up shares of ADVANC, excluding ADVANC's shares currently held by INTUCH and SSI. The initially agreed proportions of the tender offer are as follows:

(a) the first portion of shares of shareholders accepting the tender offer, representing not more than 5% of total issued and paid-up shares of ADVANC, shall be solely purchased by SSI;

(b) the portion of shares of shareholders accepting the tender offer exceeding the amount under (1) shall be solely purchased by INTUCH, which represents not more than 5% of total issued and paid-up shares of ADVANC;

(c) the portion of shares of shareholders accepting the tender offer exceeding the amount under (1) and (2) combined shall be solely purchased by the Company, which represents not more than 5% of total issued and paid-up shares of ADVANC;

(d) the portion of shares of shareholders accepting the tender offer representing more than 15% (according to the combined amount of tendered shares under (1), (2) and (3)) but not more than 36% of total issued and paid-up shares of ADVANC shall be purchased by each of the Company, INTUCH and SSI in equal proportion, provided that if SSI's purchase reaches its maximum amount, the tendered shares shall be purchased by each of the Company and INTUCH in equal proportion; and

(e) the portion of shares of shareholders accepting the tender offer of 0.25% of the portion exceeding 36% of total issued and paid-up shares of ADVANC (according to the combined amount of tendered shares under (1), (2), (3) and (4)) shall be purchased in whole by the Company's Major Shareholder.

The number of tendered shares being purchased by SSI under the ADVANC VTO shall be subject to the foreign shareholding limit which shall not exceed the remaining foreign shareholding limit of ADVANC at the time, and in any case, shall not exceed 10% of total issued and paid-up shares of ADVANC. The financing in respect of the ADVANC VTO by each tender offeror shall be made according to their respective portion of purchase of tendered shares as determined in the tender offer document.

However, if SSI and/or the Company's Major Shareholder fail to proceed with the ADVANC VTO concurrently with the Company and INTUCH, or proceed with the ADVANC VTO but the number of shares purchased by them is less than the above amount (due to whatever reasons, including the remaining foreign shareholding limit of ADVANC at the time is insufficient, etc.), the Company and INTUCH shall be the tender offerors for shares of ADVANC in the proportions which SSI and/or the Company's Major Shareholder propose to be the tender offerors above in the proportions to be determined and disclosed in the tender offer document. It is noted that the Company, INTUCH and the Company's Major Shareholder have no intention of acquiring shares in ADVANC under this Amalgamation. The ADVANC VTO is only the step as required by law to ensure that the Amalgamation can be further proceeded in accordance with the law. The Company and INTUCH will disclose the proportions of share purchase amongst tender offerors in respect of the ADVANC VTO in the tender offer form (Form 247-4) to provide clear and complete information of the transactions to shareholders of all relevant listed companies. The ADVANC VTO will offer opportunities for all ADVANC's shareholders to sell their shares in ADVANC on an equitable basis, regardless of whether any tender offerors will be the purchasers of tendered shares.

ADVANC's shares purchased by the Company and INTUCH under the ADVANC VTO shall become the assets of NewCo after the completion of the Amalgamation by operation of law.

1.4.1.1.4. Tender offer price

The tender offer price is THB 211.43 per share, which is a tender offer price adjusted from the tender offer price determined at the date on which the Board of Directors' Meeting of the Company resolved to approve and propose to the Extraordinary General Meeting of Shareholders to consider and approve the Restructuring Transaction as disclosed to the SET on July 16, 2024. The adjusted price is taken into account the impact from the declaration of the interim dividend of ADVANC (at THB 4.87 per share) in which the date to determine the list of shareholders who are entitled to receive the interim dividend (Record Date) of ADVANC is August 20, 2024.

In this respect, the tender offer price above may be subject to further adjustments taking into account the impacts that occurred to ADVANC from the following events which may occur after the Board of Directors' Meetings of the Company and INTUCH resolve to approve to propose the Restructuring Transaction to be approved by the shareholders' meeting:

(1) Payment of dividends to shareholders

(2) Change of par value resulting in an increase or decrease of number of shares

(3) Granting of rights to subscription of capital increase shares or transferable warrants for the subscription of capital increase shares to existing shareholders in proportion to their shareholding.

Moreover, the aforementioned tender offer price may be reduced in accordance with the laws and regulations or relevant notifications, including the notifications issued by the Capital Market Supervisory Board.

1.4.1.1.5. ADVANC VTO period

After the shareholders' meeting of each of the Company and INTUCH resolves to approve the Amalgamation and the ADVANC VTO, and the ADVANC VTO conditions precedent are fully satisfied or waived, as the case may be, the Company, INTUCH, the Company's Major Shareholder and SSI will proceed with the ADVANC VTO and will complete the ADVANC VTO prior to the joint shareholders' meeting of the Company and INTUCH to consider matters related to NewCo under the rules prescribed by Section 148 of the PLCA.

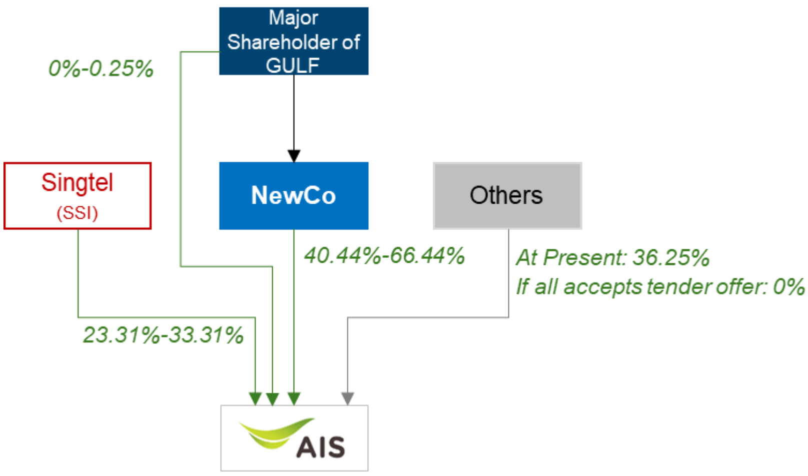
1.4.1.1.6. **Shareholding structure after the completion of the ADVANC VTO and the Amalgamation**

In the event that the shareholders accept the tender offer in respect of the ADVANC VTO in whole, the shareholding structure of ADVANC will be changed as follows:

(1) The Company and INTUCH (which is NewCo after the completion of the Amalgamation) will increase their shareholding proportion from 40.44 percent to 66.44 percent of total issued and paid-up shares of ADVANC;

(2) SSI will increase its shareholding proportion from 23.31 percent to 33.31 percent of total issued and paid-up shares of ADVANC; and

(3) The Company's Major Shareholder will hold shares in ADVANC at 0.25 percent of total issued and paid-up shares of ADVANC.



Remark: the above shareholding structure refers to ADVANC shareholders information as of February 20, 2024.

In this regard, as a result of the ADVANC VTO, the Company and INTUCH may acquire shares in ADVANC in the proportion which results in NewCo being the controlling person of ADVANC after the completion of the Amalgamation.

1.4.1.2. **THCOM VTO**

1.4.1.2.1. **THCOM VTO Transaction steps**

The Company and INTUCH (as the companies to be amalgamated into NewCo) will proceed with the THCOM VTO (where the tender offer price for THCOM ordinary shares is THB 11.00 per share (such price maybe reduced in accordance with other specified conditions) in place of NewCo who has the obligation to make a mandatory tender offer for all securities of THOCM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation), as well as establishing the certainty of proceeding with the Amalgamation and mitigating the risks related to the requirements to obtain approval of the shareholders' meeting of NewCo prior to making a tender offer for all securities of related companies.

Since the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of THCOM under the Chain Principle after the completion of the Amalgamation, the Company's Major Shareholder has proposed to make a tender offer with the Company and INTUCH to ensure that the Amalgamation is successful without any outstanding obligations to any parties which may obstruct the implementation of the Amalgamation.

Moreover, as a result of the THCOM VTO, NewCo may indirectly become the controlling person of THCOM after the completion of the Amalgamation.

1.4.1.2.2. Tender offeror

The Company, INTUCH, the Company's Major Shareholder and GE will make a tender offer for all securities of THCOM (excluding THCOM shares currently held by GE) under the same tender offer and the same tender offer price as well as the same conditions.

(a) The Company and INTUCH (as the companies to be amalgamated into NewCo) will proceed with the THCOM VTO in place of NewCo who has the obligation to make a mandatory tender offer for all securities of THCOM as required by law as a result of the Amalgamation (Technical Obligation).

(b) The Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of THCOM under the Chain Principle after the completion of the Amalgamation. Therefore, the Company's Major Shareholder has proposed to make a tender offer together with the Company and INTUCH

(c) The Company also assigns GE, which is the Company's 99.99% owned subsidiary and is THCOM's major shareholder, to enter into the THCOM VTO together with the Company, INTUCH and the Company's Major Shareholder. GE's participation in this tender offer will not significantly change the shareholding structure of THCOM.

In this regard, for the THCOM VTO, the Company and GE do not provide any financial assistance to INTUCH, and/or the Company's Major Shareholder and do not act in any way to provide or receive assistance in relation to sources of funds, as well as not entry into any agreements to create any obligations in relation to the THCOM VTO which would constitute relationships considered as acting-in-concert in connection with the THCOM VTO in the light of the Notification TorChor. 7/2552.

1.4.1.2.3. Number and proportion of shares in tender offer

The Company, INTUCH, the Company's Major Shareholder and GE will make the tender offer for all securities of THCOM in the number of 645,187,220 shares, representing 58.86% of total issued and paid-up shares of THCOM, excluding THCOM shares currently held by GE. The initially agreed proportions of tender offer are as follows:

(1) the first portion of shares of shareholders accepting the tender offer, representing not more than 55.86% of total issued and paid-up shares of THCOM, shall be solely purchased by GE since GE is an existing shareholder of THCOM;

(2) the portion of shares of shareholders accepting the tender offer exceeding the amount under (1) shall be solely purchased by the Company, which represents not more than 1% of total issued and paid-up shares of THCOM;

(3) the portion of shares of shareholders accepting the tender offer exceeding the combined amount under (1) and (2) shall be solely purchased by the INTUCH, which represents not more than 1% of total issued and paid-up shares of THCOM; and

(4) the portion of shares of shareholders accepting the tender offer exceeding the combined amount under (1), (2) and (3) shall be solely purchased by the Company's Major Shareholder, which represents not more than 1% of total issued and paid-up shares of THCOM.

The fact that GE (which is the Company's 99.99% owned subsidiary) will purchase the largest proportion because GE is the existing major shareholder of THCOM. THCOM VTO is only a process that must be occurred in accordance with the laws and regulations in order for the Amalgamation to be further proceed. In this regard, the fact that GE will be a major shareholder of THCOM after the completion of the THCOM VTO will provide clarity in respect of the shareholding structure, controlling power and equity interests for shareholders of the companies under NewCo after the completion of the Amalgamation and it will offer overall maximum benefits to shareholders of the respective companies which is the intention of this Amalgamation.

The Company and INTUCH will disclose the proportions of share purchase amongst tender offerors in respect of the THCOM VTO in the tender offer form (Form 247-4) to provide clear and complete information of the transactions to shareholders of all relevant listed companies. The THCOM VTO will offer opportunities for all THCOM shareholders to sell their shares in THCOM on an equitable basis, regardless of whether any tender offerors will be the purchasers of tendered shares.

THCOM shares purchased by the Company and INTUCH under the THCOM VTO shall become the assets of NewCo after the completion of the Amalgamation by operation of law.

1.4.1.2.4. Tender offer price

THB 11.00 per share, subject to adjustments taken into account the impacts occurred to THCOM from the following events which may occur after the Board of Directors' Meetings of the Company and INTUCH resolve to approve and propose the Restructuring Transaction to be approved by the shareholders' meeting:

1. Payment of dividends to shareholders.
2. Change of par value resulting in an increase or decrease of number of shares.
3. Granting of rights to subscription of capital increase shares or transferable warrants for the subscription of capital increase shares to existing shareholders in proportion to their shareholding.

Moreover, the aforementioned tender offer price may be reduced in accordance with the laws and regulations or relevant notifications, including the notifications issued by the Capital Market Supervisory Board.

1.4.1.2.5. THCOM VTO period

After the shareholders' meeting of each of the Company and INTUCH resolves to approve the Amalgamation and the THCOM VTO, and the THCOM VTO conditions precedent are fully satisfied or waived, as the case may be, the Company, INTUCH, the Company's Major Shareholder and GE will proceed with the THCOM VTO and will complete the THCOM VTO prior to the joint meeting of shareholders of the Company and INTUCH to consider matters related to NewCo under the rules prescribed by Section 148 of the PLCA.

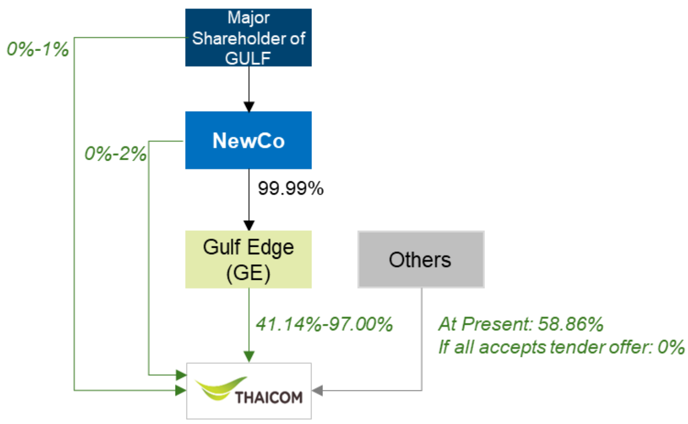
1.4.1.2.6. Shareholding structure after the completion of the THCOM VTO and the Amalgamation

In the event that the shareholders accept the tender offer in respect of the THCOM VTO in whole, the shareholding structure of THCOM will be changed as follows:

(1) GE will increase its shareholding proportion from 41.44 percent to 97.00 percent of total issued and paid-up shares of THCOM;

(2) The Company and INTUCH (which is NewCo after the completion of the Amalgamation) will hold shares in THCOM at 2 percent of total issued and paid-up shares of THCOM; and

(3) The Company's Major Shareholder will hold shares in THCOM at 1 percent of total issued and paid-up shares of THCOM.



Remark: the above shareholding structure refers to THCOM's shareholder information as of February 22, 2024.

In this regard, as a result of the THCOM VTO, NewCo will have a status as the indirect controlling person of THCOM after the completion of the Amalgamation.

1.5. Transaction size

1.5.1. ADVANC VTO

The Company has calculated the transaction size of the ADVANC VTO by referencing the highest number of shares that the Company may be required to purchase in the ADVANC VTO, totaling 539,069,368 shares, equivalent to 18.125% of total issued and paid-up shares of ADVANC (representing half of total number of ADVANC shares for this tender offer) at the tender offer price of not more than THB 216.3 per share for the total amount of approximately THB 116,601 million. The transaction size is calculated as of the date on which the Company's Board of Directors' Meeting resolved to approve and propose to the Extraordinary General Meeting of Shareholders to consider and approve the entry into the ADVANC VTO and the THCOM VTO, which is the period before the adjustment of the tender offer price for ADVANC shares is made. The current offering price is THB 211.43 per share, which is an adjusted offering price from the offering price determined on the date the Company's Board of Directors resolved to approve and propose the Extraordinary General Meeting of Shareholders to consider and approve the restructuring transaction as disclosed to the Stock Exchange of Thailand on July 16, 2024. The adjustment of the offering price is based on the impact of ADVANC's interim dividend announcement (THB 4.87 per share), which has set the record date for the list of persons entitled to receive the interim dividend of ADVANC as August 20, 2024, totaling approximately THB 113,975.44 million.

The calculation of the ADVANC VTO Transaction size being based on the reviewed consolidated financial statements of the Company and ADVANC for the first quarter ended March 31, 2024 (which is the latest financial statements as of the date on which the Board of Directors resolved to approve and propose to the Extraordinary General Meeting of Shareholders to consider and approve the ADVANC VTO and the THCOM VTO) is as follows:

The Company's financial information (consolidated financial statements of the Company ended March 31, 2024)

Details	(Unit: THB million)
Total assets (1)	472,868.50
Intangible Assets (2)[1/]	6,748.93
Total Liabilities (3)	324,562.51
Non-controlling interests (4)	27,667.82
Net tangible asset = (1) – (2) – (3) – (4)	**113,889.25**
Net profit (loss) attributable to equity holders of the parent company (last 4 quarters)	**14,506.28**

Remark: 1/ Intangible assets include intangible assets and deferred tax assets.

Source: The Company

ADVANC's financial information (consolidated financial statements of ADVANC ended March 31, 2024)

Details	(Unit: THB million)
Total assets (1)	455,211.30
Intangible Assets (2)[1/]	36,978.97
Total Liabilities (3)	369,823.62
Non-controlling interests (4)	100.60
Net tangible asset = (1) – (2) – (3) – (4)	**48,308.11**
Net profit (loss) attributable to equity holders of the parent company (last 4 quarters)	**30,780.23**

Remark: 1/ Intangible assets include intangible assets and deferred tax assets.

Source: ADVANC's Information

Calculation of the transaction size

Calculation Criteria	Formula	Calculation details	Transaction Size
1. Net tangible asset (NTA)1/	(NTA investment x proportion acquired) NTA of the Company	= (THB 48,308.11 million x 18.125%) / THB 113,889.25 million	7.69% or approximately 7.7%
2. Net operating profit (last 4 quarters)1/	(Net profit from operations of acquired assets x proportion acquired) Net profit of the Company	= (THB 30,780.23 million x 18.125%) / THB 14,506.28 million	38.46% or approximately 38.5%
3. Total value of consideration	Total value of consideration Toal assets of the Company	= THB 116,600.70 million / THB 472,868.50 million	24.66% or approximately 24.7%
4. Value of equity issued for the payment of assets	The number of shares issued by the company to pay for assets Number of paid-up shares of the Company	Not applicable since the Company does not issue new securities for the payment of assets	-

Source: The Company

1.5.2. THCOM VTO

The Company has calculated the transaction size of the THCOM VTO by referencing the total number of shares of THCOM, excluding the shares currently held by GE. The total number of THCOM shares used for calculating the transaction size of the THCOM VTO is 634,226,220 shares, equivalent to 57.86% of total issued and paid-up shares of THCOM, which includes the number of shares proposed to be purchased by GE as the Company's subsidiary, the number of shares proposed to be purchased by the Company's Major Shareholder in case the Company's Major Shareholder does not proceed with the THCOM VTO together with the Company and INTUCH, at the tender offer price of not more than THB 11.00 per share for the total amount of approximately THB 6,976 million.

The calculation of the THCOM VTO transaction size being based on the reviewed consolidated financial statements of the Company and THCOM for the first quarter ended March 31, 2024 (which is the latest financial statements as of the date on which the Board of Directors' Meeting resolved to approve and propose to the Extraordinary General Meeting of Shareholders to consider and approve the ADVANC VTO and the THCOM VTO) is as follows:

The Company's financial information (consolidated financial statements of the Company ended March 31, 2024)

Details	(Unit: THB million)
Total assets (1)	472,868.50
Intangible Assets (2)1/	6,748.93
Total Liabilities (3)	324,562.51
Non-controlling interests (4)	27,667.82
Net tangible asset = (1) – (2) – (3) – (4)	**113,889.25**

Details	(Unit: THB million)
Net profit (loss) attributable to equity holders of the parent company (last 4 quarters)	14,506.28

Remark: 1/ Intangible assets include intangible assets and deferred tax assets.

Source: The Company

THCOM's financial information (consolidated financial statements of THCOM ended March 31, 2024)

Details	(Unit: THB million)
Total assets (1)	14,050.45
Intangible Assets (2)1/	1,413.08
Total Liabilities (3)	3,731.00
Non-controlling interests (4)	-
Net tangible asset = (1) – (2) – (3) – (4)	8,906.38
Net profit (loss) attributable to equity holders of the parent company (last 4 quarters)	551.71

Remark: 1/ Intangible assets include intangible assets and deferred tax assets.

Source: THCOM's Information

Calculation of the transaction size

Calculation Criteria	Formula	Calculation details	Transaction Size
1. Net tangible asset (NTA)1/	(NTA investment x proportion acquired) / NTA of the Company	= (THB 8,906.36 million x 57.86%) / THB 113,889.25 million	4.52% or approximately 4.5%
2. Net operating profit (last 4 quarters)1/	(Net profit from operations of acquired assets x proportion acquired) / Net profit of the Company	= (THB 551.71 million x 57.86%) / THB 14,506.28 million	2.20% or approximately 2.2%
3. Total value of consideration	Total value of consideration / Toal assets of the Company	= THB 6,976.49 million / THB 472,868.50 million	1.48% or approximately 1.5%
4. Value of equity issued for the payment of assets	The number of shares issued by the company to pay for assets / Number of paid-up shares of the Company	Not applicable since the Company does not issue new securities for the payment of assets	-

Source: The Company

The highest combined transaction size of the ADVANC VTO and the THCOM VTO, as calculated on the basis of net operating profits is equivalent to 40.7% which is considered to be a type 2 transaction. However, given that the ADVANC VTO and the THCOM VTO are part of the Restructuring Transaction and are one of the significant conditions to be satisfied in order to proceed with the Amalgamation, and that the Company must obtain approval from the shareholders' meeting to proceed with the Amalgamation anyways, the Company will propose to the Extraordinary General Meeting of the Shareholders to consider and approve the ADVANC VTO and the THCOM VTO whereby the Company will proceed in accordance with the relevant regulations as follows:

(a) To prepare and disclose the information memorandum on the entry into the ADVANC VTO and the THCOM VTO to the SET immediately pursuant to the Notification on Asset Acquisition or Disposal;

(b) To appoint an Independent Financial Advisor to provide an opinion concerning the ADVANC VTO and the THCOM VTO and deliver the IFA's opinion report to the Company's shareholders;

(c) To deliver a notice of the shareholders' meeting not less than 14 days in advance to the shareholders, which contains the minimum information specified in the Notification on Asset Acquisition or Disposal; and

(d) To convene the shareholders' meeting to consider and approve the ADVANC VTO and the THCOM VTO in which the Company must obtain approval for the ADVANC VTO and the THCOM VTO from the meeting of shareholders by the votes of not less than three-fourths (3/4) of total votes of shareholders present at the meeting and having the right to vote, excluding the votes of interested shareholders.

1.6. Total value of consideration and payment condition

The total value of consideration of the ADVANC VTO and THCOM VTO will not exceed approximately THB 120,952 million (based on the adjusted tender offer price for ADVANC shares at THB 211.43 per share as stated and the tender offer price for THCOM shares at THB 11.00 per share). The value of ADVANC shares and THCOM shares to be paid by the Company to shareholders of ADVANC and THCOM who accept the tender offer will be according to the tendered share purchase portion of the Company to be set forth in the tender offer document. The Company will pay the tender price of ADVANC shares and THCOM shares to shareholders of ADVANC and THCOM who accept the tender offer within 2 or 5 business days from the end date of the tender offer period, depending on the source of fund used for such tender offer, which is set forth in the tender offer document pursuant to the waiver granted by the SEC Office and/or the Takeover Panel on July 15, 2024.

1.7. Value of assets acquired

The value of the ordinary shares in ADVANC and THCOM to be acquired from the ADVANC VTO and THCOM VTO will not exceed approximately THB 120,952 million (based on the adjusted tender offer price for ADVANC shares at THB 211.43 per share as stated and the tender offer price of THCOM shares at THB 11.00 per share). The value of the assets to be acquired will be according to the tendered share purchase portion of the Company as set forth in the tender offer document.

1.8. Basis used to determine the value of consideration

The basis used to determine the value of consideration of ADVANC shares and THCOM shares is in accordance with the generally accepted business valuation methodologies used for investment decisions, such as the volume-weighted average price approach, the discounted cash flow (DCF) approach, the market comparable approach, etc. In this regard, the appropriate valuation methodologies used by the Company for consideration of determining the values of the two companies consist of 2 methodologies as follows:

Valuation Methodology	Rationale and Appropriateness
1) Volume-weighted average price (VWAP)	Since both companies have a certain amount of trading liquidity, therefore, volume and price are deemed to be traded, reflecting the demand and supply of the two companies based on investors' perspectives and the historical and current performance of the two companies perceived by investors appropriately. The period considered is based on the historical period prior to the date of the Company's Board of Directors' Meeting. Hence, it was not impacted by the announcement of the Restructuring Transaction.
2) Discounted cash flow (DCF)	ADVANC engages in telecommunications infrastructure business services, consisting of 4 core businesses, namely mobile communication service, high-speed internet service, enterprise business service, and digital service, while THCOM operates in satellite and related services as its main business, including existing satellites and new satellites under development, including new space tech products and services and other businesses (i.e. internet and digital platform services and telephone business abroad). Hence, this valuation method appropriately reflects the values of the two companies based on cashflow generation in the future, along with other investment and interest-bearing debts.

In this regard, the price of ADVANC shares will be considered as a main component for calculating the allocation ratio of INTUCH shares. The said ADVANC VTO and THCOM VTO prices are the same price as the tender offer price where NewCo would make a mandatory tender offer for all securities of ADVANC and THCOM due to the basis used to determine the ADVANC VTO and THCOM VTO price which takes into account the allocation ratio and aforementioned business valuation methodologies and it is the transaction price approved by the meeting of shareholders which shall not be changed (except for the case of price adjustment made as specified).

1.9. Expected benefits for the Company

The Company expects to benefit from the ADVANC VTO and THCOM VTO since the success of the ADVANC VTO and THCOM VTO is considered as one of the key conditions of the Amalgamation which aims at reducing the complexity of the shareholding structure that will help increase efficiency in respect of business management which will enhance flexibility in business operations. Therefore, the Company's failure to proceed with the ADVANC VTO and

THCOM VTO will become a significant obstacle to the Amalgamation, that is, the ADVANC VTO and THCOM VTO is the process taken in place of NewCo which has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation).

1.10. Source of funding for the transaction

The Company will provide sufficient source of funding for the ADVANC VTO according to the proportion set forth under the tender offer document. Credit facilities will be obtained from domestic and international financial institutions to fund payment of ADVANC shares to shareholders of ADVANC who accept the tender offer. Furthermore, after completing the ADVANC VTO, the Company or NewCo may consider selling ADVANC shares obtained from the tender offer to reduce the financial burden of the Company or NewCo as deemed appropriate and in accordance with relevant regulation.

With respect to the THCOM VTO, the Company and GE will provide sufficient source of funding for the THCOM VTO according to their respective proportions set forth under the tender offer document. In this regard, credit facilities may be obtained from domestic and international financial institutions to fund payment of THCOM shares to THCOM's shareholders who accept the tender offer. Furthermore, after completing the THCOM VTO, the Company or NewCo or GE may consider selling THCOM shares obtained from the tender offer to reduce the financial burden of the Company or NewCo or GE as deemed appropriate and in accordance with relevant regulation.

1.11. Conditions on entering into the transaction

The ADVANC VTO and THCOM VTO are subject to the conditions precedent as specified in Clause 1.2.1. and 1.2.2. above.

1.12. Opinion of the Board of Directors on entering into the transaction

After due consideration of the ADVANC VTO and THCOM VTO, the Company's Board of Directors' Meeting No. 8/2024, dated July 16, 2024, was of the view that the entry of the ADVANC VTO and THCOM VTO was reasonable and for the benefit of the Amalgamation since the ADVANC VTO and THCOM VTO will facilitate the Amalgamation to be executed without the outstanding obligations which may cause difficulties for NewCo in the future and will minimize the risk in relation to the approval from the shareholders' meeting of NewCo afterwards. Moreover, the ADVANC VTO and THCOM VTO comprise one of the key conditions to be satisfied so that the Company is able to proceed with the Amalgamation, according to the details in item 8 above.

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

No directors have any opinions that are different from those of the Board of Directors under Clause 1.12 above.

2. General characteristics of assets acquired

2.1. ADVANC VTO

(a) Type and number of assets acquired

Type of assets:	Ordinary shares of ADVANC
Number of assets:	Total number of 539,069,368 ordinary shares of ADVANC, representing 18.125% of total issued and paid-up shares of ADVANC, which is the highest number of shares that may be purchased by the Company in the ADVANC VTO, including the portions proposed to be purchased by SSI and the Company's Major Shareholder if SSI and/or the Company's Major Shareholder do not proceed with the ADVANC VTO together with the Company and INTUCH, in which case the Company and INTUCH (as the companies to be amalgamated into NewCo) will purchase the portions proposed by SSI and the Company's Major Shareholder in an equal proportion.

(b) General information of ADVANC (See details in Attachment 3)

Company name	Advanced Info Service Public Company Limited
Address	414 AIS Tower 1, Phaholyothin Road, Samsen Nai Sub-district, Phayathai District, Bangkok 10400
Registered capital	THB 4,997,459,800
Paid-up capital	THB 2,974,209,736
Board of Directors	1. Mr. Kan Trakulhoon: Chairman of the Board of Directors, Independent Director 2. Mr. Sarath Ratanavadi: Vice Chairman of the Board of Directors 3. Mr. Somchai Lertsutiwong: Chief Executive Officer, Director 4. Ms. Yupapin Wangviwat: Director 5. Mr. Smith Banomyong: Director 6. Mr. Arthur Lang Tao Yih: Director 7. Ms. Jeann Low Ngiap Jong: Director 8. Mr. Mark Chong Chin Kok: Director 9. Mr. Krairit Euchukanonchai: Independent Director, Chairman of the Audit Committee 10. Mr. Gerardo C. Ablaza, Jr.: Independent Director, Member of the Audit Committee 11. Mr. Predee Daochai: Independent Director, Member of the Audit Committee 12. Mr. Surin Krittayaphongphun: Independent Director

Source: SET's website as of the date of this document

(c) Nature of the business

ADVANC is a Cognitive Tech-Co delivering the best-in-class digital experience through its four core services:

1. **Mobile Communication Service** provides prepaid and postpaid mobile communication services on 4G and 5G networks under "AIS" brand, including mobile phone and IT-related accessories sales and international roaming and international calls
2. **Fixed Broadband Service** provides fixed broadband services through fiber optic technology for household customers and business operators under the "AIS Fibre" and "3BB" brands with the concept of "AIS 3BB Fibre3";
3. **Enterprise Business Service** provides business network and connectivity services cloud services, data center, cyber security, services, internet of things (IoT) services, and ICT solutions services to enterprise customers and SMEs
4. **Digital Service** involves new digital services focusing on building added value by leveraging AIS telecommunication services to serve as a new revenue source in the medium to long term in line with the changing digital consumer behavior, comprising entertainment platforms and video contents, mobile financial and insurance services and digital marketing services

(d) Key summary of financial position and operating results for the past 3 years

The key financial information of ADVANC in the financial statements for the accounting periods ended December 31, 2021 to 2023, and the second quarter ended June 30, 2024 are as follows:

Key summary of statement of financial position of ADVANC

Unit: THB million

Items	As of December 31			As of June 30
	2021	2022	2023	2024
Cash and cash equivalents	12,739.3	9,013.5	14,743.6	14,128.0
Specifically-designated bank deposits	1,380.7	980.2	556.9	468.6
Restricted deposits at a financial institution	11.2	-	-	-
Trade and other current receivables	16,552.3	17,901.8	21,343.3	21,418.6
Contract assets	1,819.8	2,123.1	811.3	1,185.9
Inventories	2,104.3	3,839.3	4,147.2	3,432.8
Current tax assets	5.3	26.4	40.6	21.3
Other current financial assets	213.4	47.8	16.6	215.5
Other current assets	739.8	405.6	178.0	265.3
Other non-current financial assets	110.3	228.1	190.9	182.7
Investments in joint ventures and associates	982.9	993.6	12,450.3	12,418.1
Long-term loans to a related party	100.0	100.0	185.0	427.9
Property, plant and equipment	117,843.7	113,252.0	139,223.8	132,968.0
Right-of-use assets	50,574.0	42,860.6	101,224.7	96,026.4
Goodwill	2,881.7	2,881.7	12,170.9	11,744.5
Other intangible assets other than goodwill	10,864.3	16,826.8	20,903.1	23,665.6
Spectrum licenses	131,774.7	119,765.3	121,154.3	114,641.3
Deferred tax assets	4,235.5	4,597.4	3,699.3	3,717.0
Other non-current assets	1,288.6	1,200.4	1,399.4	1,592.0
Total Assets	**356,221.7**	**337,043.7**	**454,439.2**	**438,519.3**
Short-term borrowings from financial institutions	-	5,000.0	41,976.2	39,495.6
Trade and other current payables	45,055.4	42,457.1	37,674.1	34,670.7
Provision for revenue sharing	3,360.9	3,360.9	3,360.9	3,360.9
Unearned income-mobile phone service	4,071.7	3,703.3	3,160.3	3,667.2
Advanced received from customers	1,380.7	980.2	723.1	607.5
Current portion of long-term liabilities	14,131.7	15,495.8	15,428.0	13,591.3
Current portion of spectrum licenses payable	10,903.2	10,903.2	12,599.1	15,524.5
Current portion of lease liabilities	10,537.3	11,135.5	15,061.6	15,955.2
Corporate income tax payable	2,276.1	2,689.7	3,458.4	3,849.5
Other current financial liabilities	25.1	534.3	109.1	-
Other current liabilities	126.2	81.2	95.8	428.0
Long-term liabilities	73,696.6	63,914.2	69,840.2	62,750.4
Lease liabilities	40,597.3	32,871.2	100,077.4	94,178.9
Provision for employee benefit	3,326.6	2,931.1	3,261.8	3,341.4
Spectrum licenses payable	61,415.6	52,085.3	51,609.9	44,305.5
Other non-current financial liabilities	722.1	162.9	38.4	25.5

Items	As of December 31			As of June 30
	2021	2022	2023	2024
Other non-current liabilities	2,770.8	2,921.4	5,286.7	8,764.2
Total Liabilities	**274,397.2**	**251,227.3**	**363,761.0**	**344,516.1**
Registered capital	4,997.5	4,997.5	4,997.5	4,997.5
Issues and paid share capital	2,973.9	2,974.2	2,974.2	2,974.2
Share premium on ordinary shares	22,506.3	22,551.6	22,551.6	22,551.6
Deficits arising from change in ownership interest in a subsidiary	(669.7)	(669.7)	(669.7)	(669.7)
Retained earnings	500.0	500.0	500.0	500.0
Appropriated - Legal reserve	56,602.5	60,175.5	65,014.9	68,334.0
Unappropriated	(214.3)	157.1	206.1	212.0
Total shareholders' equity attributable to owners of the Company	**81,698.8**	**85,688.7**	**90,577.1**	**93,902.1**
Non-controlling interests	125.8	127.6	101.1	101.7
Total shareholders' equity	**81,824.5**	**85,816.4**	**90,678.2**	**94,003.2**
Total liabilities and shareholders' equity	**356,221.7**	**337,043.7**	**454,439.2**	**438,519.3**

Source: Financial statements of ADVANC

Key summary of ADVANC's statements of income

Unit: THB million

Items	For the year ended December 31			For 6-month ended June 30	
	2021	2022	2023	2023	2024
Revenue from rendering of services and equipment rentals	144,791.1	146,009.2	151,921.2	74,102.0	86,266.8
Revenue from sale of goods	36,541.8	39,475.6	36,951.8	17,384.7	18,358.2
Total Revenues	**181,332.9**	**185,484.8**	**188,872.9**	**91,486.7**	**104,625.0**
Cost of renderings of services and equipment rentals	(85,237.9)	(87,075.5)	(89,110.2)	(44,284.6)	(49,785.6)
Cost of sale of goods	(36,215.3)	(39,096.2)	(36,276.6)	(17,121.8)	(17,388.8)
Total Costs	**(121,453.2)**	**(126,171.6)**	**(125,386.7)**	**(61,406.4)**	**(67,174.4)**
Gross Profit	**59,879.7**	**59,313.2**	**63,486.2**	**30,080.3**	**37,450.6**
Distribution costs	(6,035.1)	(7,026.1)	(5,783.7)	(2,657.0)	(2,561.2)
Administrative expenses	(15,665.4)	(15,327.0)	(17,056.2)	(7,890.5)	(9,902.5)
Profit from services, equipment rentals and sales of goods	**38,179.2**	**36,960.0**	**40,646.3**	**19,532.8**	**24,986.8**
Finance income	217.4	126.5	159.8	57.4	116.5
Other income	1,055.2	531.7	687.5	166.8	195.7
Share of loss of subsidiaries, joint ventures and associates accounted for using equity method	(140.7)	(36.2)	168.2	0.7	525.6
Net gain (loss) on foreign exchange rate	(1,488.6)	(343.6)	326.9	(309.0)	(518.2)
Net gain from fair value measurement of derivative assets	843.0	306.9	292.7	393.6	393.5

Items	For the year ended December 31			For 6-month ended June 30	
	2021	2022	2023	2023	2024
Management benefit expenses	(145.5)	(133.1)	(138.5)	-	-
Finance costs	(5,626.1)	(5,230.4)	(6,144.9)	(2,583.4)	(4,691.0)
Profit before income tax expenses	**32,894.0**	**32,181.8**	**35,997.9**	**17,259.0**	**21,008.9**
Tax expenses	(5,969.5)	(6,167.8)	(6,909.0)	(3,319.8)	(3,979.7)
Profit for the years/periods	**26,924.5**	**26,013.9**	**29,088.9**	**13,939.2**	**17,029.2**
Owners of the Company	26,922.1	26,011.3	29,086.1	13,937.2	17,028.3
Non-controlling interests	2.3	2.6	2.8	2.0	0.9

Source: Financial statements of ADVANC

2.2. THCOM VTO

(a) Type and number of assets acquired

Type of assets:	Ordinary shares of THCOM
Number of assets:	Total number of 634,226,200 ordinary shares representing 57.86% of total issued and paid-up shares of THCOM, which is the highest number of shares that may be purchased by the Company in the THCOM VTO, including the portions proposed to be purchased by GE and the Company's Major Shareholder if the Company's Major Shareholder does not proceed with the THCOM VTO together with the Company and INTUCH.

(b) General information of THCOM (See details in Attachment 4)

Company name	Thaicom Public Company Limited
Address	349, 28th Floor, SJ Infinite 1 Business Complex, Vibhavadi Rangsit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900
Registered capital	THB 5,499,884,200
Paid-up capital	THB 5,480,509,770
Board of Directors	1. Mr. Somprasong Boonyachai: Chairman of the Board of Directors and Independent Director 2. Mr. Sarath Ratanavadi: Vice Chairman of the Board of Directors 3. Mr. Patompob Suwansiri: Chief Executive Officer, Director 4. Mr. Boonchai Thirati: Director 5. Mr. Ratthaphol Cheunsomchit: Director 6. Ms. Bung-on Suttipattanakit: Director 7. ACM. Maanat Wongwat: Independent Director 8. Mr. Porametee Vimolsiri: Independent Director, Chairman of the Audit Committee 9. Mr. Somchai Jinnovart: Independent Director, Member of the Audit Committee 10. Mr. Kanit Vallayapet: Independent Director, Member of the Audit Committee 11. Gen. Nimit Suwannarat: Independent Director

Source: SET's website as of the date of this document

(c) **Nature of the business**

THCOM operates 3 main business segments as follows:

1. **Satellite and related services**

   THCOM is a satellite communications service provider through both conventional satellite and broadband satellite (or high throughput satellite) consisting of 8 successfully launched satellites: (1) 4 of which were de-orbited, (2) 2 of which were delivered back to the Ministry of Digital Economy and Society after the concession contract expired for which THCOM leases transponder satellite service from National Telecom Public Company Limited, and (3) 2 of which are providing services under the telecommunications business license issued by the National Broadcasting and Telecommunication Commission (“NBTC”) with a license term of 20 years, setting to be expired on 2032.

   Furthermore, on January 18, 2023, THCOM officially won the NBTC auction for satellite orbital slot licenses for package 2: 78.5 degrees East, and package 3: 119.5 degrees East and 120 degrees East. This is in line with THCOM’s planned strategy for new satellite business.

   At present, THCOM’s satellite and related services include broadcast and media products and services, broadband and data products and services and new space tech products and services, e.g. geospatial data analytics platform and carbon credit platform, etc.

2. **Internet and digital platform services business**

   THCOM provides the IPTV/OTT platform service called LOOX TV, and eSport platform service, as well as DTV satellite dish platform service, consultancy and installation services for building systems, and one-stop video production service suitable for various purposes including public relations, product and sale promotions, and educational video materials.

3. **Telephone business abroad**

   THCOM provides telecommunications services in Lao People's Democratic Republic through its investment in Shenington Investments Pte Ltd., a THCOM’s joint venture company, under the 25-year concession agreement which expired in 2021 and is granted another 25-year renewal up to the year 2046.

(d) **Key summary of financial position and operating results for the past 3 years**

The key financial information of THCOM in the financial statements for the accounting periods ended December 31, 2021 to 2023, and the second quarter ended June 30, 2024 are as follows:

Key summary of statement of financial position of THCOM

Unit: THB million

Items	As of December 31			As of June 30
	2021	2022	2023	2024
Cash and cash equivalents	1,780.5	3,750.4	3,027.8	2,441.2
Trade and other current receivables	2,070.6	1,483.1	1,015.7	994.7
Amounts due from related parties	7.0	39.6	133.0	203.8
Current portion of long-term loans to related parties	1,002.9	52.6	-	-
Inventories	7.3	23.6	15.2	15.0
Current tax assets	46.3	21.3	20.6	7.9
Other current financial assets	3,121.8	2,097.8	1,335.9	1,001.9
Other current assets	13.1	6.1	2.8	1.7
Long-term deposits at a financial institution	-	-	-	26.7
Investments in joint ventures	1,249.5	743.7	459.5	357.3
Long-term loans to related parties	750.3	1,772.5	1,764.2	1,899.2
Advance payments for equipment	-	-	1,292.1	363.0
Property, plant and equipment	2,778.3	2,275.7	2,078.7	3,768.0
Right-of-use assets	1,434.3	1,589.0	1,270.9	1,182.2
Intangible assets	61.7	53.4	845.0	818.5
Deferred tax assets	690.0	622.2	594.1	566.5
Other non-current assets	326.0	319.2	307.0	326.7
Total Assets	15,339.6	14,850.2	14,162.5	13,974.3
Trade and other current payables	462.1	468.9	494.1	483.9
Amounts due to related parties	0.0	0.0	0.2	0.7
Current portion of long-term borrowings	424.5	438.9	431.0	231.3
Current portion of lease liabilities	227.8	234.7	144.2	130.3
Advance receipts	205.0	537.6	228.9	216.4
Corporate income tax payable	21.5	47.6	31.4	38.1
Other current liabilities	81.2	139.1	111.3	102.4
Long-term borrowings	841.4	433.4	-	-
Lease liabilities	1,223.5	1,049.6	909.2	853.9
Accounts payable – property, equipment and intangible assets	231.8	239.7	955.0	973.1
Non-current provisions for employee benefit	279.5	246.7	251.8	259.2
Other non-current liabilities	212.0	460.1	374.2	346.9
Total Liabilities	4,210.3	4,296.3	3,931.3	3,636.0
Authorised share capital	5,499.9	5,499.9	5,499.9	5,499.9
Issues and paid-up share capital	5,480.5	5,480.5	5,480.5	5,480.5
Premium on ordinary shares	4,325.3	4,325.3	4,325.3	4,325.3
Retained earnings - Legal reserve	550.0	550.0	550.0	550.0
Retained earnings - Unappropriated	1,068.5	830.1	610.3	818.2

Items	As of December 31			As of June 30
	2021	2022	2023	2024
Other components of equity	(295.0)	(631.9)	(734.9)	(835.7)
Total equity attributable to owners of the Company	11,129.3	10,554.0	10,231.2	10,338.3
Non-controlling interests	(0.0)	(0.0)	-	-
Total shareholders' equity	**11,129.3**	**10,554.0**	**10,231.2**	**10,338.3**
Total liabilities and shareholders' equity	**15,339.6**	**14,850.2**	**14,162.5**	**13,974.3**

Source: Financial statements of THCOM

Key summary of THCOM's statements of income

Unit: THB million

Items	For the year ended December 31			For 6-month ended June 30	
	2021	2022	2023	2023	2024
Revenues from sale of goods and rendering of services	3,302.8	2,939.7	2,626.5	1,374.4	1,247.0
Other income	73.7	36.4	319.6	306.9	42.9
Total Revenues	**3,376.5**	**2,976.1**	**2,946.1**	**1,681.3**	**1,289.9**
Cost of sale of goods and rendering of services	(1,998.3)	(1,500.4)	(1,523.6)	(778.6)	(732.8)
Operating agreements fee	(351.3)	(0.0)	-	-	-
Selling expenses	(16.9)	(22.7)	(24.0)	(11.2)	(13.5)
Administrative expenses	(800.6)	(858.0)	(767.8)	(386.0)	(427.5)
Loss on impairment of equipment	-	(259.0)	-	-	-
Directors and management benefit expenses	(66.5)	(59.7)	(62.1)	(32.7)	(39.1)
Net foreign exchange gain (loss)	368.9	119.7	(57.1)	129.6	328.7
Total Expenditure	**(2,864.6)**	**(2,580.1)**	**(2,434.6)**	**(1,078.9)**	**(884.2)**
Profit from operating activities	**511.9**	**395.9**	**511.5**	**602.4**	**405.7**
Finance income	129.1	166.4	274.1	138.8	162.8
Finance costs	(155.3)	(121.7)	(127.4)	(64.7)	(51.8)
Reversal of loss on impairment (loss on impairment)	12.9	63.6	17.5	23.3	3.7
Share of profit (loss) of investment in subsidiaries and joint ventures	(266.8)	(305.7)	(183.8)	(77.1)	(90.4)
Profit before income tax expense	**231.9**	**198.6**	**491.8**	**622.7**	**430.0**
Income tax expense	(88.3)	(156.4)	(138.2)	(76.5)	(79.5)
Profit for the years/period	**143.6**	**42.2**	**353.6**	**546.2**	**350.5**
Owners of the Company	143.6	42.2	353.6	546.2	350.5
Non-controlling interests	-	-	-	-	-

Source: Financial statements of THCOM

Remark: THCOM has reclassified entries of the statements of profit and loss. Details of THCOM's statements of profit and loss for the year 2022 are based on the entry reclassification under the financial statements for the year 2023.

3. Industry Conditions

3.1. ADVANC VTO

Please consider the details in Attachment 3 Clause 6.

3.2. THCOM VTO

Please consider the details in Attachment 4 Clause 6.

4. Summary of ADVANC

Please consider the details in Attachment 3

5. Summary of THCOM

Please consider the details in Attachment 4

6. Opinion of IFA on the Appropriateness of the ADVANC VTO

6.1. Objectives and Background of ADVANC VTO

After the completion of the Amalgamation by the Company and INTUCH, NewCo shall assume all assets, liabilities, rights, duties, and responsibilities of the Company and INTUCH by operation of law, including shares in all companies which are held by the Company and INTUCH, as well as shares in listed companies in which each of the Company and INTUCH directly or indirectly hold not less than 25% of total shares with voting right thereof, i.e., (a) 1,202,712,000 shares of ADVANC held by INTUCH representing 40.44% of total issued and paid-up shares of ADVANC; and (b) 450,914,734 shares held by GE in THCOM representing 41.14% of total issued and paid-up shares of THCOM (whereby 251,499,997 shares of GE held by the Company representing 99.99 percent of total issued and paid-up shares of GE). As a result, NewCo has the obligation to make a mandatory tender offer for all securities of relevant listed companies pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554 as follows:

a. NewCo has the obligation to make a mandatory tender offer for all securities of ADVANC as NewCo will become a shareholder of ADVANC in the proportion which reaches or exceeds the trigger point for a mandatory tender offer pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554; and

b. NewCo has the obligation to make a mandatory tender offer for all securities of THCOM according to the chain principle under the Notification TorChor. 12/2554 as NewCo will become a shareholder of GE as a result of the Amalgamation and NewCo will acquire a significant control over GE which is a shareholder of THCOM and currently holds 41.14% of total issued and paid-up shares in THCOM ("Chain Principle").

Furthermore, based on the Chain Principle, the Company's Major Shareholder will acquire a significant control in NewCo which is a juristic person who is a direct shareholder in ADVANC and indirect shareholder in THCOM after the Amalgamation is completed. Therefore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM according to the Chain Principle under the Notification TorChor. 12/2554 as well.

However, the main objective of the Amalgamation is to restructure the shareholding of the Company. The Amalgamation is not aimed at acquiring or changing the control in respect of ADVANC or THCOM in any way. But since the Notification TorChor. 12/2554 does not provide exemption on the obligation to make a mandatory tender offer for all securities of a business based on such event, NewCo formed as a result of the Amalgamation and the Company's Major Shareholder have the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM unless a waiver is granted by the SEC Office and/or by the Takeover Panel.

In this regard, the Company and INTUCH (as the companies to be amalgamated into NewCo) as well as the Company's Major Shareholder have applied for waivers for the NewCo and the Company's Major Shareholder's obligation to make a mandatory tender offer for all securities of ADVANC and THCOM as well as other relevant exemptions from the SEC Office and/or the Takeover Panel. The waivers for the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM were granted on June 7, 2024 and July 15, 2024 , thus NewCo and the Company's Major Shareholder shall have no obligation to make a mandatory tender offer of all securities of ADVANC and THCOM after completion of the Amalgamation. The Company, INTUCH and the Company's Major Shareholder are required to proceed with (a) the ADVANC VTO; and (b) the THCOM VTO

6.2. Impact of entering into ADVANC VTO

6.2.1. **Impact of accounting items on the Company**

Details according to Part 1 Clause 6.2.1.

6.2.2. **Impact on the Company's debt burden**

Details according to Part 1 Clause 6.2.2.

6.3. Advantages, Disadvantages and Risks of ADVANC VTO

6.3.1. **Advantages of ADVANC VTO**

6.3.1.1. **VTO Transaction is one of the important conditions of the Amalgamation, which aims to reduce the complexity of the shareholding structure**

The VTO Transaction is one of the important conditions of the Amalgamation, which aims to reduce the complexity of the shareholding structure, which will help the business management to be more efficient and lead to the flexibility of the business operation. Therefore, the failure of the Company to enter into the ADVANC VTO will be a significant obstacle to the further implementation of the Amalgamation, because the ADVANC VTO is an action on behalf of NewCo, who has the obligation to make a mandatory tender offer for all securities of ADVANC as required by law as a result of the Amalgamation (Technical Obligation) according to Notification No. TorJor. 12/2554. However, the SEC and/or the Takeover Panel has granted an exemption to the Company, INTUCH and the Company's Major Shareholder to enter into the ADVANC VTO before the Amalgamation is completed

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6.3.1.2. Helping in reducing the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business, which helps increase the certainty of the Amalgamation

According to the obligation of NewCo to make a tender offer for securities in the related listed companies under the Securities Act and Notification No. TorJor. 12/2554 and of the Company's major shareholders under the Chain Principle after the completion of the Amalgamation, which has the risk of requiring approval from the NewCo shareholders' meeting before making a tender offer for all securities of the related business, which will occur after the Amalgamation. With the transaction that the Company, INTUCH and the Company's Major Shareholder will enter into the ADVANC VTO instead will help increase the certainty of the Amalgamation and reduce the risk of requiring approval from the NewCo shareholders' meeting before making a tender offer for all securities of the related business, and will also help save expenses incurred from calling such shareholders' meeting, in order for the Amalgamation to be completed without any outstanding obligations to anyone, which may be an obstacle to the Amalgamation.

6.3.1.3. Opportunity to obtain more income and returns

From ADVANC's consolidated financial statements over the past 3 years, it was found that ADVANC had positive operating results and consistently paid dividends. During 2021-2023, ADVANC paid dividends as a percentage of net profit of 84.95%, 87.92%, and 88.03%, respectively. The average dividend payout ratio over the past 3 years was 86.97% of net profit.

(Unit: THB million)	2021	2022	2023
Total Revenues	181,332.9	185,484.8	188,872.9
Total Expenses	(121,453.2)	(126,171.6)	(125,386.7)
Gross Profits	**59,879.7**	**59,313.2**	**63,486.2**
Selling Expenses	(6,035.1)	(7,026.1)	(5,783.7)
Administrative expenses	(15,665.4)	(15,327.0)	(17,056.2)
Operating Profits	**38,179.2**	**36,960.0**	**40,646.3**
Earnings before interest, tax, depreciation, and amortization (EBITDA)	*91,894.1*	*90,314.2*	*95,023.3*
Others	(11,254.7)	(10,946.1)	(11,557.4)
Net Profits	**26,924.5**	**26,013.9**	**29,088.9**
Retained Earnings	**57,102.5**	**60,675.5**	**65,514.9**
Dividend Payout Ratio	84.95%	87.92%	88.03%
Dividend Payout Ratio from retained earnings	40.05%	37.70%	39.09%
Dividend Paid	**22,871.7**	**22,871.7**	**25,608.0**
Dividend Paid per share (THB per share)	**7.69**	**7.69**	**8.61**

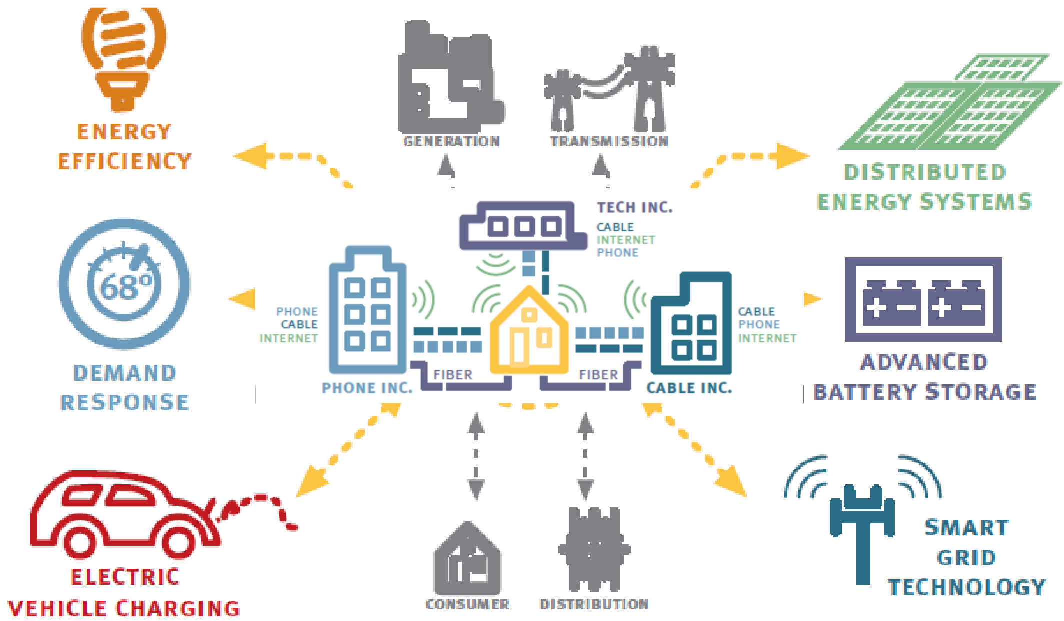
6.3.1.4. It is an investment is consistent with the Company's long-term growth strategy plan

ADVANC is a business with the potential to generate cash flow for the Company because it is a leader in telecommunications infrastructure businesses in Thailand, which is beneficial to Thailand's growth and development.

This business still has high growth potential. Such investment will be able to generate consistent and continuous returns for the Company in the long term. IFA further views that the country's electricity generation capacity in the natural gas power plant sector is still sufficient to meet the growth of domestic energy demand. Therefore, the Company's business expansion in its core business may grow more slowly than in the past; this is due to the need for a clean energy transition, such as additional renewable power plants, which is also in line with global trends. In the past 5 years, the Company has begun to invest more in other infrastructure business, which will be important in the future, such as investment in the gas business, infrastructure and utilities business, telecommunications business, and digital business. The telecommunications system is considered an important infrastructure and one of the most important infrastructures in the future because in the future, such infrastructure will be interconnected, including energy infrastructure and telecommunications infrastructure, which are important infrastructures for entering the 21st century, which is increasingly transformed into a digital system, as shown in the diagram above. The current global economy depends on access to and use of data. Therefore, the infrastructure that will enable access to data and the ability to use data effectively depends on three infrastructures: 1) efficient and environmentally friendly energy infrastructure 2) efficient and highly resilient power transmission infrastructure (smart power grid) and 3) efficient and reliable telecommunications infrastructure (source: Bay Area Council Economic Institute). The investment in ADVANC is a complement that enables the Company to grow from a leading energy producer and developer in the country to a leading company in developing necessary infrastructure in the future.

Therefore, this VTO Transaction is an opportunity for the Company to acquire more shares in ADVANC, which is in line with the Company's long-term growth strategy.

Significant Infrastructure of the 21st Century



Source: Bay Area Council Economic Institute

6.3.1.5. The Company and INTUCH may acquire shares in ADVANC in a proportion that will cause NewCo to have the status of a controlling person of ADVANC after the completion of the Amalgamation

The Company, INTUCH and the Company's Major Shareholder, including SSI, will make a tender offer for all securities of ADVANC, totaling 1,078,148,736 shares or 36.25% of the total issued and paid-up shares of ADVANC, excluding ADVANC shares currently held by the tender offeror, as detailed in Clause 1.4.1.1.3. If SSI and/or the Company's Major Shareholder do not enter into the ADVANC VTO together with the Company and INTUCH, or enter into the ADVANC VTO but agree to purchase shares in a number less than the number specified above (for whatever reason, such as the proportion of foreign shareholding in ADVANC remaining at that time is insufficient, etc.), the Company and INTUCH will make a tender offer for ADVANC shares in the proportion offered by SSI and/or the major shareholders of the Company, which may result in NewCo acquiring more ADVANC shares in the amount offered for purchase and has the status of being a controlling person of ADVANC, possibly holding shares in ADVANC up to 76.69% of the total number of issued and paid-up shares of ADVANC when combined with the shares previously held by INTUCH.

6.3.2. Disadvantage of ADVANC VTO

6.3.2.1. Increase in borrowings and financial cost burden

After the Amalgamation between the Company and INTUCH, NewCo may have significantly higher debts and financial costs resulting from the ADVANC VTO and THCOM VTO because the Company and INTUCH expect to use loans to enter into such transactions, and all loans upon the completion of the Amalgamation will be transferred to NewCo. According to IFA's estimate, the maximum debt resulting from the ADVANC VTO and THCOM VTO will increase NewCo's total debt by approximately THB 235,047.93 million, resulting in an increase in the net debt-to-equity ratio (Net D/E Ratio) compared to the net debt-to-equity ratio (Net D/E Ratio) of NewCo if there is no ADVANC VTO and THCOM VTO (details in Part 1 Clause 6.2.2.), details as follows:

List	Transaction	Price estimate (THB per share)	Estimate the maximum number of shares received	Loan Estimate (THB million)	Operated by the company
1	ADVANC VTO	211.43	539,069,368	THB 113,975.44 million	GULF
2	ADVANC VTO	211.43	539,069,368	THB 113,975.44 million	INTUCH
3	THCOM VTO	11.00	634,226,200	THB 6,976.49 million	GULF
4	THCOM VTO	11.00	10,961,020	THB 120.57 million	INTUCH
			Total	**THB 235,047.93 million**	**NewCo**

Remark: This figure does not include the participation in ADVANC VTO by SSI and the Company's Major Shareholder. Because if SSI and the Company's Major Shareholder do not participate in the ADVANC VTO for any reason, GULF and INTUCH will jointly conduct the ADVANC VTO. This figure does not include the participation in THCOM VTO by the Company's Major Shareholder as well.

The VTO Transaction is carried out on behalf of NewCo, who has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation) as well as establishing the certainty of proceeding of the Amalgamation and mitigating the risk related to requirement to obtain an approval of a shareholders' meeting of NewCo prior to the making of tender offer of all securities of related companies. NewCo may consider selling ADVANC and THCOM shares received from such tender offer to reduce NewCo's financial burden as appropriate and will proceed in accordance with the relevant criteria. Therefore, if NewCo sells ADVANC and THCOM shares in the future, it is likely to improve NewCo's net debt-to-equity ratio (Net D/E Ratio).

However, considering the share price of ADVANC and THCOM as of September 3, 2024 at THB 248.00 per share and THB 12.40 per share, respectively, the probability of the shareholders accepting the tender offer will not be much.

6.3.3. Risks of the ADVANC VTO

6.3.3.1. The risk that the Company and INTUCH are unable to obtain sufficient credit facilities for the ADVANC VTO and/or the risk that the Company and INTUCH are unable to obtain sufficient credit facilities in the event that SSI and/or GULF's Major Shareholder do not participate in the tender offer

Prior to entering into the ADVANC VTO, the Company and INTUCH may need to procure additional sources of funds from credit facilities from domestic and foreign financial institutions, which are still uncertain. The maximum number of shares that the Company may have to purchase is 539,069,368 ADVANC shares at an offer price not exceeding THB 211.43 per share, totaling approximately THB 113,975.44 million, and 634,226,200 THCOM shares at an offer price not exceeding THB 11.00 per share, totaling THB 6,976.49 million, totaling THB 120,951.92 million (in the event that SSI and/or major shareholders of GULF do not participate in the tender offer) of which, the Company will have to borrow in the future. While INTUCH will have to borrow THB 114,096.01 million for the VTO Transaction. At present, the Company is currently in the process of seeking such financing and IFA has not yet received detailed information for such borrowing from the Company. However, considering the share price of ADVANC and THCOM as of September 3, 2024 at THB 248.00 per share and THB 12.40 per share, respectively, the probability of the shareholders accepting the tender offer will not be much.

6.3.3.2. Risk in case the Condition Precedent of the ADVANC VTO is not successful, causing the Company to be unable to proceed

Due to the fact that the Company must obtain approval for the Transaction from the shareholders' meeting of the Company and INTUCH with a vote of not less than three-quarters of the total number of votes of the shareholders attending the meeting and having the right to vote, if the Company and/or INTUCH does not receive sufficient vote from the shareholders, the Company will not be able to enter into the Transaction. In addition, there are several important conditions precedent to the Transaction, such as the approval from the shareholders' meeting of the Company and INTUCH, the VTO Transaction, the conditions regarding the purchase of shares from the shareholders of the Company and INTUCH who object to the Amalgamation, and the conditions regarding the joint shareholders' meeting of the shareholders of the Company and INTUCH, as detailed in Part 1 Clause 2.5 and 3.10. If this is not successful, the Company will not be able to enter into the Transaction. However, in entering into the Transaction, the Company has already incurred some expenses, such as the relevant advisory fees, IFA fees, the cost of shipping/printing documents, and other expenses for holding the shareholders' meeting, etc., regardless of whether the shareholders' meeting of the Company considers approving or disapproving the Transaction. However, it is expected that the Company will use its best efforts to successfully carry out the process as planned.

6.3.3.3. Interest rate risk and ability to pay interest and principal from loans used for the Transaction

The Company is currently negotiating with financial institutions to obtain loans to enter into VTO Transaction, which creates risks from interest rates and the ability to pay interest and principal from such loans as detailed in Clause 6.3.3.1. However, for financial institutions to grant loans to the Company, the financial institutions are to analyze the ability to pay interest and principal according to the agreements. Therefore, IFA believes that the Company will be able to comply with the terms of the loan agreement if there is no event that significantly affects the Company's financial position.

6.3.3.4. Risk from ADVANC's business uncertainty which may result in operating results not as expected

In the event that ADVANC's performance is not as expected, which may occur due to various reasons, such as the slowdown of the domestic economy, political situations, rapidly changing technologies and/or the increasingly intense competition in the domestic telecommunications business, such cases may result in the return that the Company expects to receive from investing in ADVANC not being as expected. However, from ADVANC's performance in 2023, it can be seen that ADVANC still has a good profitability.

6.3.3.5. Risk related to maintaining the proportion of shareholding by ADVANC's minority shareholders

In the event that a large number of ADVANC minority shareholders sell their shares in the voluntary tender offer, ADVANC may be at risk of having a Free Float proportion lower than 15.0% of paid-up capital and/or having fewer than 150 minority shareholders who are not strategic shareholders. In this case, the Company has clearly disclosed that after the completion of the ADVANC VTO, the Company or NewCo may consider selling ADVANC shares received from the tender offer to reduce the financial burden of the Company or NewCo as appropriate and will proceed in accordance with the relevant regulation.

6.4. <u>Advantages, Disadvantages and Risks of not entering into ADVANC VTO</u>

6.4.1. Advantages of not entering into ADVANC VTO

6.4.1.1. The Company shall not incur any liabilities or expenses related to the Transaction

Since the Transaction involves various expenses that the Company must incur in accordance with the procedures related to the shareholding restructuring plan, if the Company does not enter into the Transaction , the Company will not incur expenses related to the Transaction (which may affect the profit of the Company and/or INTUCH) together with the VTO Transaction, which will increase the Company's debt, which may increase by up to approximately THB 120,951.92 million from the VTO Transaction, including financial costs and expenses for the integration of operations between the Company and INTUCH in the future under NewCo.

The VTO Transaction is carried out on behalf of NewCo, which is the person obligated for making a tender offer for all securities of ADVANC and THCOM, which is a legal obligation arising from the result of the Amalgamation (Technical Obligation), and to ensure certainty of the Amalgamation. and mitigate the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business. In this regard, NewCo may consider selling ADVANC and THCOM shares received from such tender offer in order to reduce NewCo's financial burden as appropriate and will proceed in accordance with the relevant regulations. Therefore, if in the future NewCo sells ADVANC and THCOM shares, it is likely to improve NewCo's net debt-to-equity ratio (Net D/E Ratio).

6.4.2. Disadvantages of not entering into ADVANC VTO

6.4.2.1. The Company will continue to operate under a complex shareholding structure and lose opportunities to improve operational efficiency.

If the Company does not enter into the ADVANC VTO, the Company will not be able to enter into the Restructuring Transaction because entering into the ADVANC VTO is considered an important condition of the Amalgamation. Therefore, the Company will lose the opportunity to restructure the Company, which will help reduce the complexity of the shareholding structure, and will have to continue to operate under a complex shareholding structure, which is a company with overlapping shareholding in listed companies (Holding Company holding shares in Holding Company), which results in multiple steps of operations, multiple management structures and decision-making processes, and low flexibility in business operations, including losing the opportunity to increase operational efficiency.

7. <u>Opinion of IFA on the appropriateness of the price and conditions for entering into the ADVANC VTO</u>

7.1. <u>Appropriateness of the price for entering into the ADVANC VTO</u>

In order to proceed with this transaction, the Company has requested an waiver from the obligation of NewCo and major shareholders of the Company in making a tender offer for all securities of ADVANC, thus the Company must conduct the ADVANC VTO instead. However, IFA has limited access to some internal information of the Company related to the Transaction, which is not under the control of the Company, including internal information of ADVANC. Therefore, IFA has prepared an opinion on the appropriateness of the price of the ADVANC VTO based on information of ADVANC (including 3BBIF, which is an investment in an associate company of ADVANC) disclosed to the public and information received from the Company and/or persons involved in the Transaction. However, IFA has conducted the analysis using knowledge, ability and caution, firmly based on professional principles, with the shareholders' interests as the main consideration. IFA's opinion is based on the assumption that all information and documents received by IFA from the Company and/or persons involved in the Transaction, including information obtained from interviews with executives and related officers of the Company and other companies involved in the transaction, are complete, correct and true. If there are any changes that materially affect ADVANC's business operations, the valuation and shareholders' decision to consider the fair price may change.

In considering the appropriateness of ADVANC's share price, IFA has evaluated ADVANC's share price by using the following 6 approaches:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Value Approach
4. Price to Book Value Ratio Approach: P/BV Ratio
5. Price to Earnings Ratio Approach: P/E Ratio
6. Sum of the Parts: SOTP

After analysing information, documents and other related information, IFA can summarize the evaluation of ADVANC's shares as follows:

7.1.1. ADVANC: Book Value Approach

This method of valuation is based on the book value of net assets (total assets minus total liabilities) or ADVANC's shareholders' equity and divided by the number of shares to obtain the book value of shares, referring to information from the consolidated financial statements reviewed by the certified auditor of ADVANC for the latest period ending on June 30, 2024, with details as follows:

No.	Details	Value (THB million)
1	Paid-up capital	2,974.21
2	Share premium (discount) on ordinary shares	22,551.57
3	Deficits arising from change in ownership interest in a subsidiary	(669.66)
4	Retained earnings (losses)	68,833.98
5	Other components of shareholders' equity	211.99
6	**Total equity attributable to shareholders of ADVANC (6) = (1) + (2) + (3) + (4) + (5)**	**93,902.10**
7	Number of ADVANC's paid-up shares (million shares)[1/]	2,974.21
8	**Book value per share (THB) (8) = (6) / (7)**	**31.57**

Remark: 1/ Par value is THB 1.00 per share

According to the Book Value Approach, <u>the value of ADVANC's share is THB 31.57 per share or the company's value is THB 93,902.10 million.</u>

The Book Value Approach only reflects the financial position of ADVANC as of June 30, 2024. It does not reflect the current market value of assets, and ADVANC's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, **<u>IFA views that the Book Value Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.</u>**

7.1.2. ADVANC: Adjusted Book Value Approach

By this approach, the share value is derived from the total assets of ADVANC, deducted by total liabilities, commitments and contingent liabilities as shown in the financial statements as of June 30, 2024, and adjusted by the items occurred after the end of accounting period or the items that may better reflect the prevailing market value of net assets such as asset revaluation or impairment, reversal of allowance for doubtful account or bad debt, dividends paid, etc. then divided by total number of paid-up shares of ADVANC.

According to ADVANC's consolidated financial statements for the latest period ending June 30, 2024, ADVANC has investments in associated companies of THB 12,418.10 million, consisting of investments in 3BBIF of THB 11,733.00 million. Therefore, IFA has adjusted the value of such securities to reflect the most current fair value through the assessment of investments in 3BBIF using the Market Value Approach and Discounted Cash Flow (DCF) Approach assessed by IFA as per details in Clause 7.1.6. 2) Valuation of the investment in 3BBIF. Moreover, from the information accessible by IFA, ADVANC has not conducted additional assessments of the fixed assets.

The details of the adjustment of the securities value can be summarized as follows:

(Unit: THB million)

No.	Securities	Fair value calculated by IFA with Market Value Approach[1/] and/or SOTP	ADVANC Stakes	Fair value calculated by IFA based on shareholding proportion	Book value as of June 30, 2024 according to ADVANC's financial statements	Fair Value Higher/(Lower) than Book Value
1	3BBIF	43,422.08 - 93,588.26[2/]	19.00%	8,250.19 - 17,781.77	11,733.00	(3,482.81) - 6,048.77

Remark:

1/ The Market Value Approach is calculated based on the weighted average market price of securities traded on the SET over the past 7-360 days, considering data up until July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction.

2/ Details according to 7.1.6. 2) Valuation of the investment in 3BBIF

From the above information, the IFA calculated the share value of ADVANC using the Adjusted Book Value Approach as follows:

No.	Details	Value (THB million)
1	Total shareholders' equity of ADVANC	93,902.10
2	Premium (discount) from investment value in 3BBIF	(3,482.81) - 6,048.77
3	3BBIF's capital reduction in proportion to ADVANC's shareholding [1/]	228.80
4	Interim dividend payment[2/]	(14,484.40)
5	**Total shareholders' equity of ADVANC after adjustment (5) = (1) + (2) + (3) + (4)**	**76,223.69 – 85,755.27**
6	Total number of ADVANC paid-up shares (million shares)[3/]	2,974.21
7	**Book value per share (THB) (7) = (5) / (6)**	**25.63 – 28.83**

Remark:

1/ 3BBIF approves capital reduction payment of THB 0.19 per unit, totaling approximately THB 1,520.00 million.

2/ ADVANC approves interim dividend payment for the first half of 2024 at the rate of THB 4.87 per share, totaling approximately THB 14,484.40 million.

3/ Par value at THB 1.00 per share

According to Adjusted Book Value Approach, the value of ADVANC's share is between THB 25.63 – 28.83 per share or the company's value is between THB 76,223.69 – 85,755.27 million.

The Adjusted Book Value Approach reflects the current asset value and value adjustment of ADVANC as of June 30, 2024, but it does not reflect the profitability and the competitiveness of ADVANC in the future. Although the valuation by the Adjusted Book Value Approach can be used as a reference for the underlying share price,, **IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.**

7.1.3. ADVANC: Market Value Approach

In this valuation approach uses the weighted average market price of the trading value of securities of ADVANC through SET over the past period. This analysis considers the weighted average market price of ADVANC (trading value of the company/ trading volume of the company) based on the past periods from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days. IFA has considered that the mentioned time periods can reflect the movement of the share value in the stock market reasonably and in-line with the business operation of ADVANC. In the valuation by this approach, IFA has considered the information up until July 15, 2024 which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction. Therefore, the price of ADVANC's ordinary shares from the market value approach is calculated as follow:

(Unit: THB/share)	ADVANC's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	222.55	222.55	222.55	222.55	222.55	222.55	225.07	228.48
Low	209.76	209.36	206.12	195.47	195.47	195.47	195.47	195.47
Weighted Average	**218.80**	**215.34**	**211.92**	**207.36**	**207.07**	**208.44**	**211.57**	**212.45**

Source: www.setsmart.com

Remark: Information up until July 15, 2024.

The graph shows the ADVANC share price before and after July 16, 2024,

which is the date the Company's Board of Directors resolved to approve and propose the Transaction.

Source: www.setsmart.com

IFA remarks that the share price of ADVANC fluctuates in a significant upward trend during and after the Board of Directors of the Company and INTUCH resolved to approve and propose the Transaction. However, IFA only considered the information up until July 15, 2024, which is one business day before the Board of Directors of the Company resolved approve and propose the Transaction, which should be the period where the market price of ADVANC shares have not been affected by the announcement of the Restructuring Transaction.

According to the Market Value Approach, the value of ADVANC's share is between THB 207.07 - 218.80 per share or the company's value is between THB 615,856.95 – 650,744.28 million.

The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. Moreover, ADVANC is selected to be in SET100, which is considered as shares with high market value and for the past 360 days, ADVANC's shares have traded normally. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of ADVANC's shares at this time.**

7.1.4. ADVANC: Price to Book Value Ratio Approach: P/BV Ratio

This valuation approach is based on the book value of ADVANC's shares as shown in the latest consolidated financial statements as of June 30, 2024 reviewed by certified auditor approved by the SEC which is THB 31.57 per share multiplied by the median of the closing prices to book values (P/BV) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business to ADVANC. Since ADVANC is engaged in telecommunications services, including mobile phone services, high-speed internet services, and digital services, and after the merger between DTAC and TRUE, which listed new security (TRUE) on March 1, 2023, there is no sufficient market price data of listed companies in SET that can be compared to ADVANC. Therefore, IFA has considered listed companies in foreign countries that operate similar businesses to ADVANC in the ASEAN region and have positive operating results, by selecting the top 5 companies with the highest asset value (if there are enough comparable companies), which ADVANC is one of them, as follows:

List of companies operating communication and telecommunications services business

(Unit: THB million)

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
1	ADVANC TB Equity	a telecommunications service company, including mobile phone service business, high-speed internet business and digital service business.	663,248.77	438,519.26	204,259.04	32,177.27
2	GLO PM Equity	a Philippines digital platform company with interests in telecommunications, financial technology, digital marketing solutions, venture capital funding for startups, entertainment, and virtual healthcare.	198,239.28[2/]	408,841.42[2/]	124,730.76[2/]	16,098.52[2/]
3	ISAT IJ Equity	an Indonesia-based company that provides telecommunications, informatics and/or convergence technology services. The company operates through three segments: cellular, fixed telecommunications (fixed) and multimedia, Internet, and data communication (MIDI) together with its subsidiaries.	220,169.97[3/]	269,560.34[3/]	130,334.55[3/]	12,745.66[3/]
4	ST SP Equity[5/]	a Singapore-based communications technology company. The principal activities of the company consist of the operation and provision of telecommunications systems and services, and investment holding. Its segments include Optus,	1,335,936.25[4/]	1,241,699.01[4/]	425,997.22[4/]	21,367.59[4/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		Singapore Consumer, Group Enterprise, and NCS.				
5	TLKM IJ Equity	an Indonesia-based telecommunication company. The company is engaged in information and communication technology (ICT) services and telecommunications networks.	748,197.68[3/]	683,557.60[3/]	364,688.18[3/]	56,323.38[3/]

Source: Bloomberg and the audited or reviewed financial statements of each company

Remark:

1/

ADVANC TB Equity stands for Advance Info Service PCL

GLO PM Equity stands for Globe Telecom Inc

ISAT IJ Equity stands for Indosat TBK PT

ST SP Equity stands for Singapore Telecommunication Ltd

TLKM IJ Equity stands for Telkom Indonesia (Persero) TBK PT

2/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 0.65 per Philippine Peso, based on data from BOT

3/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 0.0024 per Indonesian Rupiah, based on data from BOT

4/ Calculated using the average exchange rate for the past year until July 15, 2024 at THB 26.88 per Singapore Dollar, based on data from BOT

5/ Data as of March 31, 2024

Details can be summarized as follows:

P/BV: (time)[1/]	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
GLO PM Equity	1.85	1.85	1.81	1.74	1.69	1.66	1.64	1.67
ISAT IJ Equity	2.83	2.74	2.66	2.66	2.77	2.72	2.68	2.49
ST SP Equity	1.93	1.88	1.79	1.69	1.64	1.59	1.54	1.54
TLKM IJ Equity	2.38	2.30	2.17	2.14	2.32	2.48	2.60	2.80
Median[2/]	**2.16**	**2.09**	**1.99**	**1.94**	**2.01**	**2.07**	**2.12**	**2.08**
Value of ADVANC's share (THB/Share)	68.06	66.03	62.82	61.23	63.31	65.32	66.81	65.72

Remark: 1/ Source from Bloomberg using P/BV Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Book Value Ratio Approach, the value of ADVANC's share is between THB 61.23 – 68.06 per share or the company value is between THB 182,120.53 – 202,433.47 million.

The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that ADVANC has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the company in the future. However, the book value of each company used for comparison is significantly different, and the valuation of the share by this method does not reflect the growth of the company, **therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.**

7.1.5. ADVANC: Price to Earnings Ratio Approach: P/E Ratio

This approach uses earning per share for the last 4 quarters ended June 30, 2024 reviewed by certified auditor approved by the SEC of ADVANC which is THB 10.82 per share multiplied by closing prices to earnings (P/E) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business with ADVANC according to Clause 7.1.4. Price to Book Value Approach: P/BV Ratio for this evaluation approach.

P/E: (time)[1/]	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
GLO PM Equity	12.45	12.53	12.53	12.09	11.71	11.49	11.05	10.05
ISAT IJ Equity	16.60	16.47	16.73	17.14	18.12	18.01	18.45	17.20
ST SP Equity	60.55	58.91	56.11	53.00	43.81	35.94	28.05	23.06
TLKM IJ Equity	13.15	12.87	12.38	12.41	13.31	14.04	14.58	16.65
Median[2/]	**14.88**	**14.67**	**14.63**	**14.78**	**15.72**	**16.02**	**16.51**	**16.92**
Value of ADVANC's share (THB/share)	**160.93**	**158.74**	**158.27**	**159.86**	**170.04**	**173.35**	**178.67**	**183.09**

Remark: 1/ Source from Bloomberg using P/E Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Earnings Ratio Approach, the value of ADVANC's share is between THB 158.27 - 183.09 per share or the company's value is between THB 470,731.46 - 544,539.45 million.

The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to ADVANC, their revenue, assets, market value, and net profit are different from ADVANC, including the differences in population, mobile phone user growth rate, and mobile phone and internet penetration rates, etc. Therefore, the IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. **Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.**

7.1.6. ADVANC: Sum of the Parts (SOTP)

In valuing ADVANC's shares by Sum of the Parts (SOTP) method, the value is assessed from the sum of the appropriate value of each business that ADVANC operates itself or each company that is held by ADVANC. The investment value or value of other assets of the joint venture is also considered. The valuation of ADVANC's shares by Sum of the Parts (SOTP) method can be divided into 4 parts as follows:

1) Value of ADVANC
2) Value of 3BBIF
3) Value of GSA DC
4) Value of other assets of ADVANC

The key assumptions of ADVANC's financial projections in each business are summarized as follows:

1) Business value of ADVANC

The Valuation of ADVANC's shares will consider ADVANC's future performance by calculating the present value of the company's estimated net cash flow (Free Cash Flow to Firm: FCFF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as the discount rate and calculated the future net cash flow from ADVANC's financial projections for the next 10 years (2024 - 2034) to be consistent with the valuation period of GULF. The financial projections are based on the assumption that ADVANC's business will continue on a going concern basis without any significant changes, and is based on the current economic conditions and circumstances. However, if the economic conditions and other external factors affecting the operations of the ADVANC Group, including the current internal situation of ADVANC, change significantly from the specified assumptions, the valuation using this method will change as well. In addition, IFA has determined that the valuation of ADVANC will have a terminal value even though the telecommunications service business has a concession/license with a specific time frame. However, this business should continue to be ADVANC's core business in the future, and ADVANC will continue to seek the necessary spectrum auction. IFA has prepared the financial projection of ADVANC by prioritizing the maximum benefit to the Company's shareholders. The details of the key assumptions can be summarized as follows:

- <u>Mobile Services Revenue</u>

ADVANC provides mobile service through 4G and 5G network under the license to use spectrum for telecommunications business granted by NBTC and spectrum from the business partnership with National Telecom Public Company Limited ("NT"). Currently, AIS has a total of 1,460 Megahertz of service spectrum covering both low-band (700 and 900 Megahertz), mid-band (1800, 2100 and 2600 Megahertz) and high-band (26 Gigahertz) to support all connections for both general and industrial customers. Currently, AIS's 4G network covers more than 98% of the Thai population in 77 provinces nationwide and has been continuously expanding the 5G network since its launch in 2020. Currently, AIS's 5G network covers nearly 90% of the Thai population, 99% of the population in Bangkok, and 99% of the Eastern Economic Corridor (EEC), which is in accordance with the conditions of the 2600-Megahertz wave license. The financial assumptions for revenue from the mobile business are as follows:

Amount of user

ADVANC has a 2021 - 2023 average of 43.44, 45.45, and 45.13 million telephone numbers, separated into 11.10 ,12.19, and 12.68 million monthly payment numbers, respectively, and 32.34, 33.26, and 32.45 million prepaid numbers, respectively (Source: http://investor.ais.co.th). As for estimation of user, IFA will take into consideration from 5 factors, which will be assumed as follows:

1) Number of Thai populations: Between 2019 – Q2 2024 Thailand had a population of 66.56, 66.19, 66.17, 66.09, 66.05 and 65.98 million people, respectively. IFA determined that throughout the projection period, the number of Thais will remain constant at 65.98 million people, referring to data from the Q2 of 2024 on a conservative basis.
2) Mobile Penetration rate: Between 2019 – 2022, Thailand had 94.60, 92.44, 94.0 and 96.18 million active numbers, respectively. It is calculated as a mobile penetration rate of 142.13%, 139.67%, 142.07% and 145.53%, respectively based on the market share in terms of number of subscribers from the latest public report from the NBTC). The IFA therefore assumes the number of mobile phone numbers (Active Number) constant at 96.18 million, referring to data from 2022. In 2020, the mobile phone penetration rate per population decreased significantly from 2019 due to the spread of COVID-19 since early 2020, causing Thailand to implement a country closure policy, preventing foreign tourists and businessman from traveling to the country. Number of Mobile Phone Penetration (especially the prepaid system) in 2020 decreased until the COVID-19 pandemic ended in 2022. The mobile phone penetration rate per population began to stabilize at 140.00% of the Thai population, which is approximate to the estimate of IFA at 145.77% of the population, which should best reflect the mobile phone penetration rate per population that has begun to stabilize.
3) Market Share in terms of number of subscribers: From the data from the year 2019 – 2022 (This is the latest market share data from the NBTC office that has been released to the public). AIS has an average market share of 44.01%, 44.50%, 46.21%, and 47.26%, respectively (Source: Telecommunication market report prepared by the NBTC). According to historical data, AIS's market share tends to increase every year because AIS has been the number 1 mobile network provider and has the most spectrums for a long time, resulting in high network stability. In addition, there are promotions to attract users from other networks to switch to AIS continuously. The IFA therefore determines AIS's market share to remain constant throughout the projection period at 47.50% of the total subscribers, based on the market share in Q2 2024, which is the latest data from ADVANC, in order to be consistent with the current market situation.
4) Proportion of monthly payment customers (Post-paid): During the years 2019 – 2023, the average number of AIS monthly subscribers is 8.86, 9.66, 11.10, 12.19, and 12.68 million numbers, respectively. The growth rate was 12.02%, 9.01%, 14.95%, 9.78%, and 4.01% per year respectively and the number of monthly service users (Postpaid) was 21.29%, 23.48%, 25.56%, 26.82%, and 28.10% of the total number of AIS mobile network users, respectively.

From the trend of the growth rate of monthly users (Postpaid) that has continuously decreased since 2021, IFA has determined that between 2024 - 2029, there will be a growth rate of 2.00%, 2.00%, 1.00%, 1.00%, 0.50% and 0.50% per year respectively and determined that there will be no growth from 2030 onwards until the end of the projection period, which is approximate to AIS's growth data in 2024.

5) Proportion of prepaid customers (Pre-paid): During the years 2019 – 2023, AIS has proportion of prepaid customers of 78.71%, 76.52%, 74.44%, 73.18%, and 71.90% of the total number of AIS users, respectively. In the second quarter of 2024, the proportion of AIS prepaid customers decreased to 71.72%. Throughout the projection period, IFA determined the declining rate in the proportion of prepaid customers, which is related to the increase in postpaid users, until it stabilizes at 70.25% in 2030 onwards.

Average Revenue Per Usage: ARPU

During 2020 – 2022, the mobile phone network service business has continued the price competition which the provider has reduced ARPU to compete for market share, resulting in the average ARPU of the post-paid dropped from THB 507.11 per month in 2020 to THB 470.43 and THB 456.02 per month in 2021 and 2022 respectively, or decreasing by 7.23% and 3.06% from the previous year. In 2023, AIS had a post-paid APRU of THB 452.58 per month, or a decrease of 0.75% from the previous year. However, the ARPU declining rate was not as severe as before 2023 because of less price competition due to the merger between TRUE and DTAC, resulting in a decrease in the number of major mobile network providers. However, IFA remains conservative by assuming the post-paid ARPU at THB 459.57 per month in 2024, based on the average data of the Q2 of 2024. From 2025 onwards, the growth rate is assumed at 1.49% per year, based on the average inflation rate for the past 5 years (Source: BOT).

For the growth rate of pre-paid ARPU in 2020-2022, the trend is continuously decreasing, similar to the postpaid system. The average pre-paid ARPU in 2020 was THB 156.98 per month, decreasing to THB 140.58 and 125.23 per month in 2021 and 2022, respectively, or decreasing by 10.44% and 10.92% from the previous year. In 2023, AIS had a prepaid APRU of THB 126.53 per month, or an increase of 1.04% from the previous year. In 2024, IFA determined that the pre-paid ARPU would be THB 136.48 per month, based on the average data of Q2 of 2024. From 2025 onwards, the growth rate is assumed at 1.49% per year, based on the average inflation rate for the past 5 years (Source: BOT).

From assumptions above, the estimated revenue from mobile network service can be summarized as follows:

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Thai population (million people)	66.17	66.09	66.05	65.98	65.98	65.98	65.98
Growth rate	-0.02%	-0.12%	-0.06%	-0.11%	0.00%	0.00%	0.00%
Mobile penetration rate (%)	142.07%	145.53%	148.52%	145.77%	145.77%	145.77%	145.77%
Number of mobile number (million number)	94.01	96.18	98.10	96.18	96.18	96.18	96.18
AIS's Market share in terms of number of subscribers (%)	46.21%	47.26%	46.00%	47.50%	47.50%	47.50%	47.50%
AIS's customers (million number)	43.44	45.45	45.13	45.69	45.69	45.69	45.69
Growth rate	5.60%	4.62%	-0.71%	1.24%	0.00%	0.00%	0.00%
Post-paid customers (million number)	11.10	12.19	12.68	12.93	13.19	13.32	13.46
Growth rate	14.95%	9.78%	4.01%	2.00%	2.00%	1.00%	1.00%
Post-paid ARPU (THB per month)	470.43	456.02	452.58	449.57	456.27	463.07	469.97
Growth rate	-7.23%	-3.06%	-0.75%	-0.66%	1.49%	1.49%	1.49%
Pre-paid customers (million number)	32.34	33.26	32.45	32.75	32.49	32.36	32.23
Growth rate	2.73%	2.85%	-2.45%	0.95%	-0.79%	-0.41%	-0.41%
Pre-paid ARPU system (THB per month)	140.58	125.23	126.53	136.48	138.51	140.58	142.67
Growth rate	-10.44%	-10.92%	1.04%	7.86%	1.49%	1.49%	1.49%
Total revenue from mobile network service (THB million)	**117,244**	**116,696**	**118,130**	**123,416**	**126,242**	**128,633**	**131,073**
Growth rate	-0.71%	-0.47%	1.23%	4.48%	2.29%	1.89%	1.90%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Thai population (million people)	65.98	65.98	65.98	65.98	65.98	65.98	65.98
Growth rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Mobile penetration rate (%)	145.77%	145.77%	145.77%	145.77%	145.77%	145.77%	145.77%
Number of mobile number (million number)	96.18	96.18	96.18	96.18	96.18	96.18	96.18
AIS's Market share in terms of number of subscribers (%)	47.50%	47.50%	47.50%	47.50%	47.50%	47.50%	47.50%
AIS's customers (million number)	45.69	45.69	45.69	45.69	45.69	45.69	45.69
Growth rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Post-paid customers (million number)	13.52	13.59	13.59	13.59	13.59	13.59	13.59
Growth rate	0.50%	0.50%	0.00%	0.00%	0.00%	0.00%	0.00%
Post-paid ARPU (THB per month)	476.97	484.08	491.29	498.61	506.04	513.58	521.24
Growth rate	1.49%	1.49%	1.49%	1.49%	1.49%	1.49%	1.49%
Pre-paid customers (million number)	32.16	32.09	32.09	32.09	32.09	32.09	32.09
Growth rate	-0.21%	-0.21%	0.00%	0.00%	0.00%	0.00%	0.00%
Pre-paid ARPU (THB per month)	144.80	146.95	149.14	151.37	153.62	155.91	158.23
Growth rate	1.49%	1.49%	1.49%	1.49%	1.49%	1.49%	1.49%
Total revenue from mobile network service (THB million)	**133,294**	**135,554**	**137,574**	**139,624**	**141,704**	**143,816**	**145,958**
Growth rate	1.69%	1.70%	1.49%	1.49%	1.49%	1.49%	1.49%

- <u>High-speed Internet Service Revenue</u>

ADVANC started its fixed broadband business under the brand "AIS Fiber" in 2015, with the goal of creating a new source of revenue by leveraging the established fiber network and the subscribers' base from the company's mobile business. In late 2023, ADVANC acquired TTTBB, a home internet service provider, similar business to AIS Fiber, making ADVANC a home internet service provider in over 77 provinces covering 13.3 million households. AIS Fiber has penetrated the market using its strength in providing FTTH technology to connect households to the internet. The financial assumptions of revenue from the high-speed internet business are as follows:

<u>Number of users</u>

According to the data between 2019 – 2023, AIS Fiber has an average annual market share of 9.22%, 11.11%, 12.83%, 15.00%, and 16.05% of the total number of fixed broadband internet users, respectively, with the average increase in number of customers of 0.91, 1.22, 1.60, 2.02, and 2.34 million per year, respectively. After the acquisition of TTTBB, in Q2 of 2024, AIS had more than 4.85 million high-speed internet users, representing a market share of more than 30.79% of the high-speed internet market. In estimating the number of users, IFA will consider 3 factors, that has the following assumptions:

1) <u>Number of Thai households:</u> According to the latest public data from the National Statistic Office, between 2019 – 2023, Thailand has 21.87, 22.30, 22.62, 23.58 and 23.95 million households, respectively. IFA assumes that the number of Thai households will remain constant throughout the projection period based on a conservative basis.
2) <u>Broadband Household Penetration rate</u>: Between 2019 – 2022, Thailand had 9.83, 10.99, 12.48, and 13.49 million active internet users, respectively, with the access to fixed broadband internet per household at 44.93%, 49.28%, 55.18%, and 57.21%, respectively (Source: Telecommunication market report by the NBTC). During 2019 – 2022, the trend of fixed broadband Internet access rate per household has continued to increase, which is in-line with the development of the internet network system that reaches more communities, higher speed, more stable performance, and lower service costs compared to the past.

   IFA assumes that, in 2024 – 2031, the growth rate of fixed broadband internet users to grow at 8.00%, 8.00%, 4.00%, 4.00%, 2.00%, 2.00%, 1.00%, and 1.00% per year, resulting in a fixed broadband internet access rate per household of 81.47% in 2031 and assuming no growth rate of internet users for the remaining projection period, referring to the growth rate of internet users in 2022 and adjusted downward on a conservative basis.
3) <u>Market share of fixed broadband internet users of ADVANC</u>: Before the acquisition of TTTBB into the ADVANC Group, during 2019-2023, AIS Fiber had an average annual fixed broadband internet subscriber market share of 9.22%, 11.11%, 12.83%, 15.00%, and 16.05% of the total fixed broadband internet users, respectively. After the acquisition of TTTBB, in Q2 of 2024, AIS had the market share of 30.79%. IFA determined that AIS Fiber's fixed broadband internet user market share to be 30.79% of the total fixed broadband internet users constant throughout the projection period.

Average Revenue Per Usage: ARPU

In the year 2019 - 2023, fixed broadband internet service business has continuous the price competition, with AIS being the leader in reducing prices to compete for market share. AIS Fiber's ARPU is the lowest in the industry, with rates of THB 526.16, 474.82, 438.78, 414.59, and 419.41 per month, respectively. However, after the acquisition of TTTBB, the average APRU of ADVANC has increased. As of Q2 of 2024, ADVANC had an average ARPU of THB 499.58 per month. Therefore, IFA has determined the average ARPU in 2024 to be THB 499.58 per month, and from 2025 onwards, the growth rate is assumed at 1.49% per year, based on the average inflation rate of the past 5 years (source: BOT).

From assumptions above, the projected revenue from high-speed internet service can be summarized as follows:

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Households (million households)	22.62	23.58	23.95	23.95	23.95	23.95	23.95
Growth rate	1.45%	4.21%	1.58%	0.00%	0.00%	0.00%	0.00%
Broadband Household Penetration rate (%)	55.18%	57.21%	60.85%	65.72%	70.97%	73.81%	76.77%
Total number of broadband customers (million number)	12.48	13.49	14.57	15.74	17.00	17.68	18.39
AIS Fiber's market share (%)	12.83%	15.00%	16.05%	30.79%	30.79%	30.79%	30.79%
AIS Fiber's customers (million number)	1.60	2.02	2.34[1/]	4.85	5.23	5.44	5.66
Growth rate	31.18%	26.26%	15.65%	107.14%	8.00%	4.00%	4.00%
ARPU (THB per month)	438.78	414.59	419.41[2/]	499.58	507.02	514.58	522.24
Growth rate	-7.59%	-5.51%	1.16%	19.11%	1.49%	1.49%	1.49%
Total revenue from high-speed internet service (THB million)	**8,436**	**10,064**	**13,621**	**29,053**	**31,845**	**33,612**	**35,477**
Growth rate	21.22%	19.30%	35.34%	113.30%	9.61%	5.55%	5.55%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Households (million households)	23.95	23.95	23.95	23.95	23.95	23.95	23.95
Growth rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Broadband Household Penetration rate (%)	78.30%	79.87%	80.67%	81.47%	81.47%	81.47%	81.47%
Total number of broadband customers (million number)	18.75	19.13	19.32	19.51	19.51	19.51	19.51
AIS Fiber's market share (%)	30.79%	30.79%	30.79%	30.79%	30.79%	30.79%	30.79%
AIS Fiber's customers (million number)	5.77	5.89	5.95	6.01	6.01	6.01	6.01
Growth rate	2.00%	2.00%	1.00%	1.00%	0.00%	0.00%	0.00%
ARPU (THB per month)	530.02	537.92	545.94	554.07	562.33	570.71	579.21
Growth rate	1.49%	1.49%	1.49%	1.49%	1.49%	1.49%	1.49%
Total revenue from high-speed internet service (THB million)	**36,726**	**38,019**	**38,971**	**39,947**	**40,543**	**41,147**	**41,760**
Growth rate	3.52%	3.52%	2.50%	2.50%	1.49%	1.49%	1.49%

Remark:

1/ The number of high-speed internet users of AIS Fibre only as of December 31, 2023. After ADVANC completed its acquisition of TTTBB on November 15, 2023, ADVANC gained another 2.36 million high-speed internet users, bringing the total high-speed internet users to 4.70 million as of December 31, 2023.

2/ The average ARPU of high-speed internet users of AIS Fibre only as of December 31, 2023.

- Other Services Revenue

ADVANC's revenue from other services is as follows:

1) Revenue from providing data services to enterprise customers (EDS), video platform, Mobile Banking, revenue from network connection fees and partnership with TOT, and other service revenues. IFA determines that revenue from each type of service over the estimated period is equal to the historical average between 2021 - 2023, which is 13.93% - 14.31% of operating revenue.
2) Revenue from management and maintenance fees for fiber optic assets. IFA determined that income from management and maintenance fees for fiber optic assets of 3BBIF Fund is as agreed in the agreement.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Other services revenue (THB million)	19,111.00	19,250.00	20,171.00	22,264.28	22,872.92	23,363.68	23,867.31
Proportion to revenue from service	15.21%	15.19%	15.31%	14.60%	14.47%	14.40%	14.33%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Other services revenue (THB million)	24,307.21	24,755.91	25,149.84	25,550.31	25,939.15	26,334.03	26,735.05
Proportion to revenue from service	14.30%	14.26%	14.25%	14.23%	14.23%	14.24%	14.24%

Remark: The proportion of revenue from other services during 2023-2024 decreased from 15.31% to 14.60% as a result of the recognition of TTTBB's revenue in ADVANC's consolidated financial statements after ADVANC completed its acquisition of TTTBB on November 15, 2023.

- Revenue from sales of devices

Revenue from sales of ADVANC devices is as follows:

1) Revenue from the sale of SIM cards, mobile phones and other mobile phone-related devices. IFA determined that the revenue from the sale of SIM cards, mobile phones and other mobile phone-related devices over the projection period is approximately equal to the historical average between 2021 and 2023, which is equal to 32.09% of the revenue from providing mobile phone services.
2) Revenue from sales of other devices of TTTBB. IFA determined that revenue from sales of other devices of TTTBB throughout the estimated period is equal to the historical average between 2021 - 2023, which is equal to 0.53% of revenue from services of TTTBB.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Revenue from devices sales (THB million)	36,542.00	39,476.00	36,952.00	39,606.96	40,513.65	41,281.15	42,064.19
Proportion of mobile phone service revenue and TTTBB service revenue	31.17%	33.83%	31.28%	28.59%	28.37%	28.26%	28.14%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Revenue from devices sales (THB million)	42,777.02	43,502.20	44,150.38	44,808.22	45,475.86	46,153.45	46,841.14
Proportion of mobile phone service revenue and TTTBB service revenue	28.07%	28.01%	27.97%	27.94%	27.94%	27.94%	27.94%

Remark: The proportion of revenue from devices sales during 2023-2024 decreased from 31.28% to 28.59% as a result of the recognition of TTTBB's revenue in ADVANC's consolidated financial statements after ADVANC completed its investment in TTTBB on November 15, 2023.

- <u>Other Income</u>

IFA determined that the other income throughout the projected period to be equal to the historical average between 2021 – 2023, which is equal to 0.63% of total service revenue.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Other income (THB million)	1,272.65	658.14	847.36	1,099.35	1,138.52	1,167.77	1,198.03
Proportion to revenue from total service revenue	0.88%	0.45%	0.56%	0.63%	0.63%	0.63%	0.63%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Other income (THB million)	1,222.63	1,247.80	1,268.98	1,290.54	1,309.82	1,329.38	1,349.25
Proportion to revenue from total service revenue	0.63%	0.63%	0.63%	0.63%	0.63%	0.63%	0.63%

- <u>Cost of Services and Sales</u>

ADVANC's costs and expenses are as follows:

1. <u>Cost of license fees</u>: IFA assumes that the cost of license fees throughout the projection period is based on historical data between 2021 – 2023, which is equal to 3.74% of service revenue. This is likely to best reflect the current AIS cost structure.
2. <u>Network expenses</u>: IFA assumes that the network cost throughout the projection period is based on historical data between 2021 – 2023, which is equal to 13.05% – 13.29% of service revenue. This is likely to best reflect the current AIS cost structure.
3. <u>Cost of other services</u>: IFA assumes that the cost of other services throughout the projection period is based on historical data between 2021 – 2023, which is equal to 6.67% of service revenue. This is likely to best reflect the current AIS cost structure.
4. <u>Cost of sales of devices</u>: IFA assumes that the cost of sales of SIMs and devices throughout the projection period is based on historical data between 2021 – 2023, which is equal to 98.94% – 98.98% of revenue from SIM and equipment sales.

5. Rental and service fees: IFA assumes that the rental and service fees throughout the projection period are adjusted to increase at a rate of 1.49% per year, based on the average inflation rate over the past 5 years (Source: BOT)
6. Other Expenses: IFA assumes that other expenses of TTTBB throughout the projection period are based on historical data between 2021-2023, which is 4.54% of service fee revenue of TTTBB.
7. Depreciation and amortization: IFA assumes that depreciation and amortization to be amortized according to the accounting standards specified in the financial statements. which should reflect the depreciation period of each type of asset according to the ADVANC's investment plan and depreciation policy of ADVANC. However, such depreciation does not directly affect the cash flow projection of the business.

Assets	Depreciation period (Year)
Buildings and building improvements	5 - 30
Leasehold building improvements	5 - 10
Computer, tools and equipment	3 - 20
Furniture, fixtures and office equipment	2 - 18
Communication equipment for rental	5
Vehicles	5
Right-of–Use assets	1 - 12

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Cost of services and sales (THB million)	121,453.19	126,171.62	125,386.72	134,185.63	139,380.51	143,714.59	147,811.97
Proportion to revenue from sale and service	66.98%	68.02%	66.39%	62.58%	62.91%	63.32%	63.55%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Cost of services and sales (THB million)	151,432.20	154,754.55	157,504.35	159,277.60	161,374.77	163,185.20	165,915.72
Proportion to revenue from sale and service	63.84%	63.97%	64.04%	63.70%	63.59%	63.36%	63.47%

- Selling Expenses

IFA determined the proportion of selling expenses throughout the projection period based on historical data from 2021-2023, which is equal to 3.28% – 3.29% of service revenue.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Selling expenses (THB million)	6,035.06	7,026.14	5,783.72	7,050.58	7,277.36	7,451.00	7,630.07
Proportion of revenue from sales and services	3.33%	3.79%	3.06%	3.29%	3.28%	3.28%	3.28%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Selling expenses (THB million)	7,779.28	7,931.75	8,061.80	8,194.08	8,316.17	8,440.08	8,565.84
Proportion of revenue from sales and services	3.28%	3.28%	3.28%	3.28%	3.28%	3.28%	3.28%

- Administrative Expenses

ADVANC's operating costs and expenses are as follows:

1) Administrative expenses and other expenses: Administrative expenses mainly consist of staff related expenses and other expenses. IFA determined that staff related expenses throughout the projection period to have the rate increases by 4.50% per year (based on the actuarial assumptions for employee benefits disclosed in the financial statements of ADVANC)
2) Expected credit losses and bad debts, electricity costs, repair and maintenance costs, and other expenses of TTTBB: IFA determined that the proportion of such expenses over the forecast period is equal to the historical average of 2021-2023, which is 10.93% of service revenue.
3) Network management service fees of TTTBB: IFA determined that network management service fees will increase at a rate of 1.49% per year over the forecast period, based on the average inflation rate over the past 5 years (Source: BOT).

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Administrative expenses (THB million)	15,665.39	15,327.01	17,056.20	22,876.73	23,976.05	25,059.29	26,192.11
Proportion to revenue from sale and service	8.64%	8.26%	9.03%	10.67%	10.82%	11.04%	11.26%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Administrative expenses (THB million)	27,335.90	28,530.24	29,755.45	31,034.49	32,346.72	33,716.74	35,147.14
Proportion to revenue from sale and service	11.52%	11.79%	12.10%	12.41%	12.75%	13.09%	13.45%

- Remuneration of directors and executives

IFA determined that remuneration of directors and executives throughout the projection period are equal to the historical average of the year 2021 – 2023, since there is low volatility, which is equals to 0.08% of revenue from sales and services.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Remuneration of directors and executives (THB million)	145.49	133.09	138.55	161.06	166.42	170.49	174.70
Proportion to revenue from sale and service	0.08%	0.07%	0.07%	0.08%	0.08%	0.08%	0.08%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Remuneration of directors and executives (THB million)	178.17	181.72	184.74	187.81	190.62	193.46	196.35
Proportion to revenue from sale and service	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%

- Corporate Income Tax

Corporate income tax is assumed equal to 20.00% of earnings before tax during the projection period.

- Capital Expenditure

Capital Expenditure is mainly investment in network development for business operations, both in fixed assets and intangible assets. As IFA is unable to access ADVANC and TTTBB's long-term investment plans, IFA has considered the investment costs of ADVANC from the average of the historical data from 2021 – 2023, which is the period where communication system in Thailand has changed from 2G to 3G to 4G and to 5G at present. ADVANC has an average historical data from 2021 – 2023 of investment costs of approximately 17.99% of revenue. Therefore, IFA has determined the investment costs from 2024 onwards until the end of the projection period to be approximately between THB 35,000.00 - 47,000.00 million.

- Telecommunication spectrum licenses payable

Based on financial statements as of June 30, 2024, ADVANC has outstanding telecommunication spectrum licenses payables of THB 59,826.98 million. IFA determines that throughout the projection period, outstanding telecommunication spectrum license payables will be in accordance with the terms and conditions between ADVANC and the NBTC. However, if the telecommunication spectrum licenses expire, additional auctions will be held at the original price of each spectrum.

- Interest-bearing Debt

Based on financial statements as of June 30, 2024, ADVANC had total interest-bearing liabilities of THB 115,837.27 million, including short-term loan, long-term loans, and debentures. IFA determined that the interest rate on such debts to be as disclosed in ADVANC's financial statements and required the repayment of the debentures at the time specified in the bond offering prospectus.

- Other ratios in the financial statement

Determined by using the average of historical data of ADVANC between 2021 –2023 since the data during the said period are similar, and the fluctuation is low, therefore it should be able to reflect information in the future (the collection period of account receivables is between 43.06 - 47.14 days, the period of inventories is between 22.56 - 40.18 days, and the payment period of account payables is between 115.88 - 128.66 days). Therefore, IFA assumes that these financial ratios in the balance sheet to be equal to the historical three-year average throughout the forecast period as follows:

Collection period of trade receivables (AR days) approximately	44.49	days
Inventory retention period (Inventory days) approximately	30.16	days
Trade payables payment period (AP days) approximately	123.71	days

- **Terminal Value**

IFA assumes that the cash flow growth rate after the projection period to be 1.49% per annum, based on the average inflation rate over the past 5 years (Source: BOT).

In addition, IFA determined that the valuation of ADVANC's business has a terminal value even though the telecommunications service business has concessions/licenses with a specific term. However, such business should continue to be ADVANC's core business in the future, ADVANC continues to seek the necessary spectrum auctions. IFA has prepared the financial projection of ADVANC by prioritizing the maximum benefit to the Company's shareholders, which is consistent with the analysis as detailed below.

No.	Securities Company	Report Issue Date	Valuation method	Terminal Growth (%)	Discount Rate (%)
1	Maybank Securities (Thailand) Public Company Limited	August 2024	Discounted Cash Flow (DCF) Method	2.0%	7.7%
2	KGI Securities (Thailand) Public Company Limited	August 2024	n.a.	n.a.	7.4%
3	Yuanta Securities (Thailand) Company Limited	August 2024	Discounted Cash Flow (DCF) Method	1.0%	8.0%
4	Asia Plus Securities Company Limited	August 2024	Discounted Cash Flow (DCF) Method	n.a.	7.10%
5	Securities companies in the SCBX group	August 2024	Discounted Cash Flow (DCF) Method	2.0%	6.0%

Source: https://www.settrade.com/

- **Discount Rate**

The discount rate used for the calculation of the present value of free cash flow is calculated from the Weighted Average Cost of Capital (WACC), based on the capital structure of ADVANC. IFA derived WACC from the weighted average of Cost of Debt (Kd) and Cost of Equity (Ke) of ADVANC, and assumed no capital increase during the projection period. Details of discount rate will be as follows;

$$WACC = K_e*E/(D+E) + K_d*(1-T)*D/(D+E)$$

whereby

K_e	=	Cost of equity or shareholders' required rate of return (Re)
K_d	=	Cost of debt or loan interest rate
T	=	Corporate income tax rate
E	=	Total shareholders' equity

D = Interest-bearing debt

Cost of equity (K_e) or the required rate of return for shareholders (R_e) is derived from the Capital Asset Pricing Model (CAPM) as follows;

$$K_e \text{ (or } R_e\text{)} = R_f + \beta (R_m - R_f)$$

whereby

Risk Free Rate (R_f) = Based on the yield of the 15-year government bond of 2.91% per annum (information as of July15, 2024) which is the yield of government bonds that are being issued and offered continuously.

Beta (β) = Based on the average Beta of ADVANC TB Equity, GLO PM Equity, ISAT IJ Equity, ST SP Equity and TLKM IJ Equity over the past 3 years until July 15, 2024 where IFA considers that this is a period that best reflects the price change and the overall view of investors on the company's current market situation, of 0.55 (Source: Bloomberg) with details in Clause 7.1.4.

Market Risk (R_m) = The average return on investment in the stock market over the past 15 years is 9.13% per year, as this is the period that best reflects the average return.

K_d = 2.94% – 3.19% per year of estimated loan interest rate of ADVANC

D/E Ratio = Forecasted debt to equity ratio each year

T = 20.00% corporate income tax rate per year

From the above assumptions, IFA summarizes the financial projections of ADVANC as follows:

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Total revenue	181,332.89	185,484.77	188,872.91	214,420.78	221,560.84	226,982.76	232,579.88
Growth rate	4.88%	2.29%	1.83%	13.53%	3.33%	2.45%	2.47%
Total cost of sales	121,453.19	126,171.62	125,386.72	134,185.63	139,380.51	143,714.59	147,811.97
Proportion to total revenue	66.98%	68.02%	66.39%	62.58%	62.91%	63.32%	63.55%
Selling and administrative expenses	21,700.45	22,353.15	22,839.92	29,927.30	31,253.40	32,510.29	33,822.19
Proportion to total revenue	11.97%	12.05%	12.09%	13.96%	14.11%	14.32%	14.54%
Management benefit expenses	145.49	133.09	138.55	161.06	166.42	170.49	174.70
Proportion to total revenue	0.08%	0.07%	0.07%	0.08%	0.08%	0.08%	0.08%
Interest expenses	5,626.07	5,230.44	6,144.92	9,381.02	8,554.27	7,927.33	7,442.13
Net profit (loss)	**26,924.46**	**26,013.91**	**29,088.93**	**33,392.33**	**34,675.81**	**35,062.27**	**35,621.53**
Net profit margin	14.85%	14.02%	15.40%	15.57%	15.65%	15.45%	15.32%
EBIT (1)				25,560.72[2/]	51,899.03	51,755.16	51,969.05
Tax (2)				(4,174.04)[2/]	(8,668.95)	(8,765.57)	(8,905.38)
Depreciation and amortization (3)				26,926.75[2/]	56,857.14	59,434.72	61,729.50
Investment Expenses (4)				(17,137.00)[2/]	(35,539.00)	(36,804.00)	(38,069.00)
Payment of telecommunication frequency license fees (5)				(6,377.30)[2/]	(15,238.80)	(8,123.20)	(8,123.20)

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Rights of use (6)				(8,907.98)[2/]	(19,023.64)	(20,978.69)	(22,932.15)
Working capital decrease (increase) (7)				3,514.09[2/]	1,229.71	1,110.81	1,020.90
Free Cash Flow to Firm=(1)–(2)+(3)–(4)-(5)-(6)+(7)				**19,405.23**	**31,515.48**	**37,629.23**	**36,689.72**
Terminal Value							
WACC (%)				**5.75% - 6.04%**			
Present Value of Free Cash Flow to Firm				**18,867.53**	**28,975.51**	**32,706.28**	**30,137.05**
Present Value of Terminal Value							

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Total revenue	237,205.99	241,935.78	245,952.61	250,039.64	253,773.37	257,562.98	261,409.31
Growth rate	1.99%	1.99%	1.66%	1.66%	1.49%	1.49%	1.49%
Total cost of sales	151,432.20	154,754.55	157,504.35	159,277.60	161,374.77	163,185.20	165,915.72
Proportion to total revenue	63.84%	63.97%	64.04%	63.70%	63.59%	63.36%	63.47%
Selling and administrative expenses	35,115.18	36,461.99	37,817.25	39,228.57	40,662.89	42,156.82	43,712.97
Proportion to total revenue	14.80%	15.07%	15.38%	15.69%	16.02%	16.37%	16.72%
Management benefit expenses	178.17	181.72	184.74	187.81	190.62	193.46	196.35
Proportion to total revenue	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%
Interest expenses	6,846.67	6,255.68	5,823.89	6,085.02	6,210.00	6,071.34	6,005.50
Net profit (loss)	**35,885.12**	**36,423.71**	**36,713.08**	**37,240.93**	**37,315.93**	**37,828.44**	**37,542.42**
Net profit margin	15.13%	15.06%	14.93%	14.89%	14.70%	14.69%	14.36%
EBIT (1)	51,703.07	51,785.32	51,715.24	52,636.19	52,854.92	53,356.89	52,933.52
Tax (2)	(8,971.28)	(9,105.93)	(9,178.27)	(9,310.23)	(9,328.98)	(9,457.11)	(9,385.60)
Depreciation and amortization (3)	63,783.29	65,508.33	66,862.48	67,217.65	67,943.12	68,361.42	69,679.07
Investment Expenses (4)	(39,334.00)	(40,599.00)	(41,864.00)	(43,129.00)	(44,394.00)	(45,659.00)	(46,924.00)
Payment of telecommunication frequency license fees (5)	(9,585.70)	(9,585.70)	(5,185.30)	(1,462.50)	(9,027.90)	(9,027.90)	(14,377.60)
Rights of use (6)	(23,841.95)	(17,553.79)	(18,474.85)	(18,647.25)	(16,948.87)	(17,094.12)	(17,192.28)
Working capital decrease (increase) (7)	960.63	857.60	740.33	411.24	564.74	471.65	787.92
Free Cash Flow to Firm=(1)–(2)+(3)–(4)-(5)-(6)+(7)	**34,714.07**	**41,306.82**	**44,615.64**	**47,716.09**	**41,663.02**	**40,951.83**	**35,521.01**
Terminal Value							**792,938.86**
WACC (%)	**5.75% - 6.04%**						
Present Value of Free Cash Flow to Firm	**26,940.56**	**30,282.80**	**30,891.94**	**31,184.18**	**25,690.69**	**23,815.04**	**19,480.87**
Present Value of Terminal Value							**434,873.31**

Remark: 1/ Based on ADVANC's audited consolidated financial statements between 2021 and 2023

2/ IFA considers cash flows from July 1, 2024 onwards, which is the date after the end of ADVANC's latest financial statement period.

(Unit: THB million)

Present value of the Free Cash Flow to Firm	298,972.46
Present value of the Terminal Value	434,873.31
Total PV of Free Cash Flow	**733,845.77**
Add: Cash and cash equivalents as of June 30, 2024	14,343.53
Add: Long-term loans to related parties as of June 30, 2024	427.88

Less: Interest-bearing debt as of June 30, 2024	(115,837.27)
Add: 3BBIF's capital reduction in proportion to ADVANC's shareholding[1/]	228.80
Less: interim dividend paid[2/]	(14,484.40)
Net PV of Free Cash Flow	**618,584.30**
Number of paid-up share (million shares)	2,974.21
Net PV of Free Cash Flow per share (THB per share)	**207.98**

Remark: 1/ 3BBIF approves capital reduction payment of THB 0.19 per unit, totaling approximately THB 1,520.00 million

2/ ADVANC approves interim dividend payment for the first half of 2024 at the rate of THB 4.87 per share, totaling approximately THB 14,484.40 million

In addition, IFA has conducted a sensitivity analysis of the share value by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
ADVANC value (THB million)	596,212.15	618,584.30	642,463.01
ADVANC's share price (THB per share)	200.46	207.98	216.01

The result of a sensitivity analysis of the share value by changing the discount rate, <u>the value of ADVANC's share is between THB 200.46 – 216.01 per share or the company value is between THB 595,212.15 – 642,463.01 million.</u>

2) Valuation of the investment in 3BBIF

In the valuation of the fair value of the investment in 3BBIF, IFA will consider 2 approaches: 1) Market Value Approach and 2) Discounted Cash Flow Approach. Each approach has the following details:

a. <u>Market Value Approach</u>

This valuation approach uses the weighted average market price of the trading value of securities of 3BBIF through SET over the past period. This analysis considers the weighted average market price of 3BBIF (trading value of the 3BBIF / trading volume of the 3BBIF) based on the past periods from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days. IFA has considered that the mentioned time periods can reflect the movements of the share value in the stock market reasonably and in-line with the business operation of 3BBIF. In the valuation by this approach, IFA has considered the information up until July 15, 2024 which is one business day before the Company's Board of Directors resolved to approve and propose the Transaction. Therefore, the price of 3BBIF's ordinary shares from the market value approach is calculated as follow:

(Unit: THB/share)	3BBIF Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	5.54	5.54	5.60	6.02	6.07	6.30	6.74	8.25
Low	5.36	5.36	5.36	5.36	5.36	5.36	5.36	5.36
Weighted Average	5.44	5.43	5.46	5.58	5.66	5.78	5.97	6.75

Source: www.setsmart.com

Remark: Information up until July 15, 2024.

The graph shows the 3BBIF share price before and after July 16, 2024,

which is the date the Company's Board of Directors resolved to approve and propose the Transaction.

Source: www.setsmart.com

According to Market Value Approach, the value of 3BBIF's shares is between THB 5.43 - 6.75 per unit or the investment value is between THB 43,422.08 - 53,974.60 million, where the value of 3BBIF in proportion of ADVANC's shareholding at 19.00% is between THB 8,250.19 - 10,255.17 million.

The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the investment. For the past 360 days, 3BBIF's shares have traded normally. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of 3BBIF's shares at this time.**

b. Discounted Cash Flow Approach

The Valuation of 3BBIF's unit will consider 3BBIF's future performance by calculating the present value of the company's estimated net cash flow (Free Cash Flow to Firm: FCFF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as the discount rate and calculated the future net cash flow from 3BBIF's financial projections for the next 10 years (2024 - 2034) to be consistent with the valuation period of GULF. The financial projections are based on the assumption that 3BBIF's business will continue on a going concern basis, without any significant changes and is based on the current economic conditions and circumstances. However, if the economic conditions and other external factors affecting the operations of the 3BBIF, including the current internal situation of 3BBIF, change significantly from the specified assumptions, the valuation by this method will change as well. The details of the key assumptions can be summarized as follows:

- Revenues
- Rental Income

3BBIF's current rental income comes from the main lease agreement that 3BBIF entered into with TTTBB for 80% of the total 1,680,500 core kilometers of fiber optic cables, which is 1,344,400 core kilometers. In 2024, IFA determined the rental fee to be THB 460.51 per core kilometers per month, based on the rental rate in the second quarter of 2024, and determined that the rental fee will increase by 1.49% per year in the following year until the end of 2032, when the rental rate will be reduced to THB 402.37 per core kilometers per month, according to the terms of the current main lease agreement. Thereafter, the rental fee will increase by 1.49% per year until the end of the projection period, based on the average inflation rate of the past 5 years from the BOT. IFA determined that 3BBIF will not have rental income from the income guarantee agreement because the conditions in the said agreement were cancelled in 2023.

- Interest Income

3BBIF interest income is derived from returns on investment in securities, which the IFA assumed that 2024 onwards until the end of the projection period to be equal to 0.92% of the investments at fair value through profit or loss, based on average between 2021-2023 because IFA views that this proportion should be able to reflect 3BBIF's future performance.

- Other Income

IFA determined that other income from 2024 onwards until the end of the projection period to be equal to 0.01% of rental income based on average between 2021-2023 because IFA views that this proportion should be able to reflect 3BBIF's future performance.

(THB million)	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Rental rate (THB per core kilometer per month)	436.29	441.66	454.91	460.51	467.37	474.34	481.40
Total rental income	10,143.78	10,268.61	9,436.51	7,429.32	7,540.01	7,652.36	7,766.38
Interest income	17.46	24.82	74.53	38.45	38.29	38.29	38.29
Other income	0.33	0.10	3.81	1.10	1.11	1.13	1.15
Total income	**10,161.58**	**10,293.53**	**9,514.85**	**7,468.86**	**7,579.41**	**7,691.78**	**7,805.81**
Growth rate	-0.10%	1.30%	-7.56%	-21.50%	1.48%	1.48%	1.48%

(THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Rental rate (THB per core kilometer per month)	488.58	495.86	503.24	510.74	402.37	408.37	414.45
Total rental income	7,882.10	7,999.54	8,118.73	8,239.70	6,491.35	6,588.08	6,686.24
Interest income	38.29	38.29	38.29	38.29	38.29	38.29	38.29
Other income	1.16	1.18	1.20	1.22	0.96	0.97	0.99
Total income	**7,921.55**	**8,039.01**	**8,158.22**	**8,279.21**	**6,530.60**	**6,627.34**	**6,725.51**
Growth rate	1.48%	1.48%	1.48%	1.48%	-21.12%	1.48%	1.48%

- <u>Expenses</u>

List of Expenses	Assumptions for estimation
1. Management fee	Assumed at 0.10% of the net asset value of the fund, but not less than THB 10.00 million per year, referring to the 3BBIF financial statements for 2023.
2. Trustee fees	Calculated from 1) a rate of 0.02% per year of the net asset value of the mutual fund in the event that the net asset value of the mutual fund is less than THB 50,000.00 million, or 2) a rate of 0.018% per year of the net asset value of the mutual fund in the event that the net asset value of the mutual fund is more than THB 50,000.00 million. However, the trustee fee must not be less than THB 3.60 million per year, referring to the 3BBIF financial statement for 2023.
3. Registrar's fees	Calculated at the rate of 0.023% per year of the mutual fund's registered capital. The minimum fee is set at THB 0.03 million per year and the maximum fee is not more than THB 4.00 million per year, based on the 3BBIF financial statements for 2023.
4. Professional fees	Assumed to increase from the previous year at a rate of 1.49% per year until the end of the projection period, based on the average inflation rate over the past 5 years from the BOT, which is the period that IFA expects to best reflect the current business cycle.
5. Operating expenses	Consisting of: 1) Property management and maintenance fees, determined as specified in the Amendment and Restatement of the Property Management and Maintenance Agreement with TTTBB 2) Right of way fees, which are expenses that 3BBIF must pay to the Metropolitan Electricity Authority (“MEA”) or the Provincial Electricity Authority (“PEA”) for installing cables on electric poles to expand 3BBIF’s network. IFA estimates the future right of way fee per core kilometer, referring to data in the second quarter of 2024. After that, it is assumed to increase from the previous year at a rate of 1.49% per year until the end of the projection period, which is the average inflation rate of the past 5 years from the BOT, which is the period that IFA expects to best reflect the current business cycle. 3) Insurance fees, determined to increase from the previous year at a rate of 1.49% per annum until the end of the projection period, which is the average inflation rate over the past 5 years from BOT, which is the period that IFA expects to best reflect the current business cycle
6. Other expenses	From 2023 onwards until the end of the projection period is assumed at 0.17% of revenue, based on the proportion of other expense to average total income in the past years 2021-2023, because IFA views that this proportion should be able to reflect 3BBIF's future performance.

(THB million)	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Net Asset Value	89,016.43	85,146.84	67,207.65	66,697.10	68,540.08	70,492.31	72,599.81
Management fee	88.76	88.42	77.60	67.21	66.70	68.54	70.49
Trustee Fee	15.98	15.92	13.97	12.10	12.01	12.34	12.69
Registrar's Fee	4.00	4.00	4.00	4.00	4.00	4.00	4.00
Professional fees	13.07	23.40	14.41	14.62	14.84	15.06	15.28
Operating expenses	503.03	519.32	539.20	575.67	590.87	606.49	622.55
Other expenses	9.45	26.65	17.21	13.21	13.18	13.38	13.58
Total expenses	**634.28**	**677.70**	**666.38**	**686.80**	**701.59**	**719.81**	**738.59**
Proportion to total revenue	6.24%	6.58%	7.00%	9.20%	9.26%	9.36%	9.46%

(THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Net Asset Value	74,908.94	77,421.25	80,000.89	80,663.98	81,168.04	81,678.82	82,196.38
Management fee	72.60	74.91	77.42	80.00	80.66	81.17	81.68
Trustee Fee	13.07	13.48	13.94	14.40	14.52	14.61	14.70
Registrar's Fee	4.00	4.00	4.00	4.00	4.00	4.00	4.00
Professional fees	15.51	15.74	15.98	16.22	16.46	16.70	16.95
Operating expenses	639.07	656.04	673.49	691.43	709.88	728.85	748.35
Other expenses	13.78	13.98	14.19	14.40	11.36	11.53	11.70
Total expenses	**758.02**	**778.16**	**799.02**	**820.45**	**836.88**	**856.85**	**877.38**
Proportion to total revenue	9.57%	9.68%	9.79%	9.91%	12.81%	12.93%	13.05%

- <u>Capital Expenditure</u>

IFA determined the additional investment costs of 3BBIF to maintain the asset condition to be able to continue as a going concern basis and to be in-line with the projection on Going Concern Basis to be at 10.00% of total income based on the conservative basis.

- <u>Interest-bearing Debt</u>

Based on financial statements as of June 30, 2024, 3BBIF had total interest-bearing debts of THB 11,504.51 million. IFA determined that the current interest rate and repayment of loans are in accordance with the information and repayment plan as stated in the prospectus for offering investment units of 3BBIF.

- <u>Terminal Value</u>

IFA has determined the cash flow growth rate after the projection period to be 1.49% per annum, based on the average inflation rate of the past 5 years (Source: BOT) based on the conservative basis.

- <u>Discount Rate</u>

The discount rate used for the calculation of the present value of free cash flow is calculated from the Weighted Average Cost of Capital (WACC) based on the capital structure of ADVANC. IFA derived WACC from the weighted average of Cost of Debt (Kd) and Cost of Equity (Ke) of 3BBIF, and assumed no capital increase during the projection period. Details of discount rate will be as follows;

$$WACC = K_e*E/(D+E) + K_d*(1-T)*D/(D+E)$$

whereby

K_e	=	Cost of equity or shareholders' required rate of return (Re)
K_d	=	Cost of debt or loan interest rate
T	=	Corporate income tax rate
E	=	Total shareholders' equity
D	=	Interest-bearing debt

Cost of equity (K_e) or the required rate of return for shareholders (R_e) is derived from the Capital Asset Pricing Model (CAPM) as follows;

$$K_e \text{ (or } R_e) = R_f + \beta (R_m - R_f)$$

whereby

Risk Free Rate (R_f)	=	Based on the yield of the 15-year government bond of 2.91% per annum (information as of July 15, 2024) which is the yield of government bonds that are being issued and offered continuously.
Beta (β)	=	Based on the average Beta of 3BBIF TB Equity and DIF TB Equity over the past 3 years until July 15, 2024, where IFA considers that this is a period that best reflects the price change and the overall view of investors on the company's current market situation of 0.56 (Source: Bloomberg) Details are as per the list of telecommunications related infrastructure funds below.
Market Risk (R_m)	=	The average return on investment in the stock market over the past 15 years is 9.13% per year, as this is the period that best reflects the average return (Source: Bloomberg).
K_d	=	7.31% per year of estimated loan interest rate of 3BBIF
D/E Ratio	=	Forecasted debt to equity ratio each year
T	=	0.00 % Corporate income tax rate of profit before tax due to tax exemption

From the above assumptions, IFA summarizes the financial projections of 3BBIF as follows:

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Total revenues	10,161.58	10,293.53	9,514.85	7,468.86	7,579.41	7,691.78	7,805.81
Growth rate	*-0.10%*	*1.30%*	*-7.56%*	*-21.50%*[3/]	*1.48%*	*1.48%*	*1.48%*

(Unit: THB million)	2021A1/	2022A1/	2023A1/	2024F	2025F	2026F	2027F
Total expenses	634.28	677.70	666.38	686.80	701.59	719.81	738.59
Proportion to total revenue	*6.24%*	*6.58%*	*7.00%*	*9.20%4/*	*9.26%*	*9.36%*	*9.46%*
Interest paid	(797.31)	(765.34)	(887.69)	(840.67)	(740.14)	(630.47)	(511.66)
Capital Expenditure	0.00	0.00	0.00	(746.89)	(757.94)	(769.18)	(780.58)
Net profit (loss)	**8,729.98**	**8,850.49**	**7,960.78**	**5,194.50**	**5,379.74**	**5,572.33**	**5,774.98**
Net Profit Margin	*85.91%*	*85.98%*	*83.67%*	*69.55%*	*70.98%*	*72.45%*	*73.98%*
EBITDA(1)				3,391.03 2/	6,877.82	6,971.97	7,067.22
Capital Expenditure (2)				(373.44) 2/	(757.94)	(769.18)	(780.58)
Working capital decreased (increased) (3)				266.27 2/	5.23	6.47	6.68
Free Cash Flow to Firm = (1)+(2)+(3)				**3,283.86 2/**	**6,125.11**	**6,209.26**	**6,293.32**
Terminal Value							
WACC (%)				**6.42% – 7.03%**			
Present Value of Free Cash Flow to Firm				**3,174.13**	**5,535.79**	**5,251.66**	**4,985.66**
Present Value of Terminal Value							

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Total revenues	7,921.55	8,039.01	8,158.22	8,279.21	6,530.60	6,627.34	6,725.51
Growth rate	1.48%	1.48%	1.48%	1.48%	-21.12%5/	1.48%	1.48%
Total expenses	758.02	778.16	799.02	820.45	836.88	856.85	877.38
Proportion to total revenue	9.57%	9.68%	9.79%	9.91%	12.81%	12.93%	13.05%
Interest paid	(380.05)	(233.82)	(78.52)	0.00	0.00	0.00	0.00
Capital Expenditure	(792.16)	(803.90)	(815.82)	(827.92)	(653.06)	(662.73)	(672.55)
Net profit (loss)	**5,991.32**	**6,223.13**	**6,464.86**	**6,630.84**	**5,040.66**	**5,107.75**	**5,175.59**
Net Profit Margin	75.63%	77.41%	79.24%	80.09%	77.19%	77.07%	76.95%
EBITDA(1)	7,163.53	7,260.85	7,359.21	7,458.76	5,693.72	5,770.48	5,848.14
Capital Expenditure (2)	(792.16)	(803.90)	(815.82)	(827.92)	(653.06)	(662.73)	(672.55)
Working capital decreased (increased) (3)	6.91	7.16	7.42	7.63	8.46	7.13	7.33
Free Cash Flow to Firm = (1)+(2)+(3)	**6,378.28**	**6,464.12**	**6,550.81**	**6,638.47**	**5,049.12**	**5,114.88**	**5,182.92**
Terminal Value							**106,756.14**
WACC (%)	**6.42% – 7.03%**						
Present Value of Free Cash Flow to Firm	**4,737.74**	**4,506.92**	**4,291.94**	**4,087.09**	**2,921.12**	**2,780.72**	**2,647.80**
Present Value of Terminal Value							**54,655.18**

Remark: 1/ Based on 3BBIF's financial statements

2/ IFA considers cash flows from July 1, 2024 onwards, which is the date after the end of the latest financial statement period of 3BBIF.

3/ The decrease in total revenue in 2024 was primarily due to the termination of the Revenue Assurance Agreement in 2023.

4/ The increase in the proportion of expenses to total revenue was primarily due to higher Right of Way expenses in Q2 2024.

5/ The decrease in total revenue in 2032 was primarily due to the reduction in the rental rate of the asset under the current Master Lease Agreement.

(Unit: THB million)

Present value of the Free Cash Flow to Firm	44,920.56
Present value of the Terminal Value	54,655.18

Total PV of Free Cash Flow	**99,575.74**
Add: Cash and cash equivalents as of June 30, 2024	4,164.37
Less: Interest-bearing debt as of June 30, 2024	(11,504.51)
Less: Dividend payable as of June 30, 2024	(1,520.00)
Net PV of Free Cash Flow	**90,715.61**

In addition, IFA has conducted a sensitivity analysis of the value of the share value by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
3BBIF value (THB million)	88,010.07	90,715.61	93,588.26
3BBIF value based on ADVANC shareholding proportion at 19.00% (THB million)	16,721.91	17,235.97	17,781.77

The result of a sensitivity analysis of the share value by changing the discount rate, the value of 3BBIF is between THB 88,010.07 – 93,588.26 million.

Discounted Cash Flow Approach reflects 3BBIF's ability to generate profits and future cash flows, estimated based on the historical performance, ability to operate and generate profit under current economic situation and operating performance assumptions of the company. In addition, the discounted cash flow approach is the only way that IFA can make assumptions about the present situation that may significantly affect the future profitability of the business. In particular, this approach can make financial assumptions after ADVANC acquired TTTBB and 3BBIF, which directly affected the operation of 3BBIF. Therefore, this approach of valuing the company's shares should be able to best reflect the intrinsic value of 3BBIF. **Therefore, IFA views that the Discounted Cash Flow Approach is appropriate for evaluating the value of 3BBIF's shares at this time.**

List of telecommunications related infrastructure funds

(Unit: THB million)

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
1	3BBIF TB Equity	a Thailand-based infrastructure fund. It is a type of mutual fund established to mobilize funds from general and institutional investors for investment in Thailand's infrastructure projects	44,400.00	77,677.30	7,960.75	6,408.23

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		beneficial to the general people. It will invest in optical fiber cables (OFCs).				
2	DIF TB Equity[2/]	a Thailand-based closed-end infrastructure fund. The Fund operates through investments in the telecommunications infrastructure business and securities segment. The Fund invests in telecommunication infrastructure assets such as telecommunication towers, fiber optic cable system, transmission equipment, broadband system.	85,053.23	213,898.23	14,221.18	11,721.40

Source: Bloomberg and audited or reviewed financial statements of each company

Remark:

1/

3BBIF TB Equity stands for 3BB Internet Infrastructure Fund

DIF TB Equity stands for Digital Telecommunications Infrastructure Fund

2/ Information as of March 31, 2024

3) Valuation of the investment in GSA DC

Please consider the details in Part 1, Clause 7.1.1.6. 4) Digital Business

(Unit: THB million)

No.	Investment	Fair value calculated by IFA with DCF Approach	ADVANC Stake	Fair value calculated by an IFA based on shareholding proportion
1	GSA DC	5,607.32 - 6,351.16 [1/]	25.00%	1,401.83 - 1,587.79

Remark:

1/ Details according to Part 1, Clause 7.1.1.6. 4) Digital Business

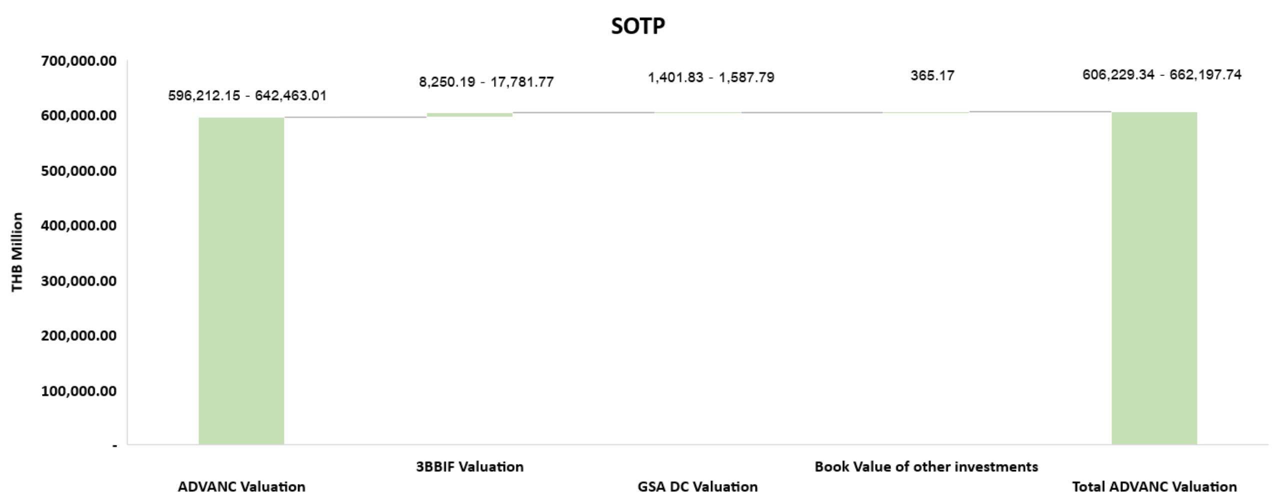
4) Value of other assets of ADVANC

For the value of investment in other associated companies, IFA assessed using the book value method according to the financial statements as of June 30, 2024 as a reference for the base price for such assets that have not yet started operations, are small businesses, and/or have no details for preparing financial projections. The investment value in other assets of ADVANC are as follows:

No.	List	THB million
1	Investment value in other associated companies	365.17
2	Total investment value in other assets of ADVANC	365.17

From the above assumptions, the value of ADVANC can be calculated by SOTP Approach as follows:

No.	List	Value (THB million)		
		Lowest	Median	Highest
1	ADVANC's fair value	596,212.15	618,584.30	642,463.01
2	Fair value of investment in 3BBIF by market value approach and DCF approach	8,250.19	13,015.98	17,781.77
3	The appropriate value of investment in GSA DC by DCF approach	1,401.83	1,492.08	1,587.79
4	Investment value in other assets of ADVANC	365.17	365.17	365.17
5	**ADVANC value (5) = (1) + (2) + (3) + (4)**	**606,229.34**	**633,457.53**	**662,197.74**
6	Number of ADVANC shares (million shares)	2,974.21	2,974.21	2,974.21
7	**ADVANC share price (THB) (7) = (5) / (6)**	**203.83**	**212.98**	**222.65**



According to the Sum of the Parts Approach, <u>the value of ADVANC's share is between THB 203.83 – 222.65 per share, or the company's value is between THB 606,229.34 – 662,197.74 million.</u>

The Sum of the Parts (SOTP) Approach is a method of valuing a business by summing the appropriate value of each business unit or each company and adding other net assets that are not evaluated. In this regard, IFA believes that SOTP method is the appropriate method for valuing ADVANC. The SOTP method is popularly used to value companies that invest in other businesses in the form of joint ventures or associated companies because it can reflect the true value of each business invested in proportion to shareholding. In particular, ADVANC has invested in the 3BBIF and GSA DC. **Therefore, IFA views that the SOTP Approach is appropriate for valuing ADVANC shares this time.**

7.1.7. Summary of IFA's Opinion on the Appropriateness of the price for entering into the ADVANC VTO

Share valuation in each method has different advantages and disadvantages, which also reflects the different appropriateness of the share price as follows:

1) Book Value Approach only reflects the financial position of ADVANC as of June 30, 2024. It does not reflect the current market value of assets, and ADVANC's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, IFA views that the Book Value Approach may not be appropriate for evaluating the value of INTUCH's shares at this time.

2) The Adjusted Book Value Approach reflects the current asset value and value adjustment of ADVANC as of June 30, 2024, but it does not reflect the profitability and the competitiveness of ADVANC in the future. Although the valuation by the Adjusted Book Value Approach can be used as a reference for the underlying share price, IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.

3) The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. Moreover, ADVANC is selected to be in SET100, which is considered as shares with high market value and for the past 360 days, ADVANC's shares have traded normally. Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of ADVANC's shares at this time.

4) The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that ADVANC has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the company in the future. However, the book value of each company used for comparison is significantly different, and the valuation of the share by this method does not reflect the growth of the company. Therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.

5) The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to ADVANC, their revenue, assets, market value, and net profit are different from ADVANC, including the differences in population, mobile phone user growth rate, and mobile phone and internet penetration rates, etc. Therefore, the IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of ADVANC's shares at this time.

6) The Sum of the Parts (SOTP) Approach is a method of valuing a business by summing the appropriate value of each business unit or each company and adding other net assets that are not evaluated. In this regard, IFA

believes that SOTP method is the appropriate method for valuing ADVANC. The SOTP method is popularly used to value companies that invest in other businesses in the form of joint ventures or associated companies because it can reflect the true value of each business invested in proportion to shareholding. In particular, ADVANC has invested in the 3BBIF and GSA DC. Therefore, IFA views that the SOTP Approach is appropriate for valuing ADVANC's shares this time.

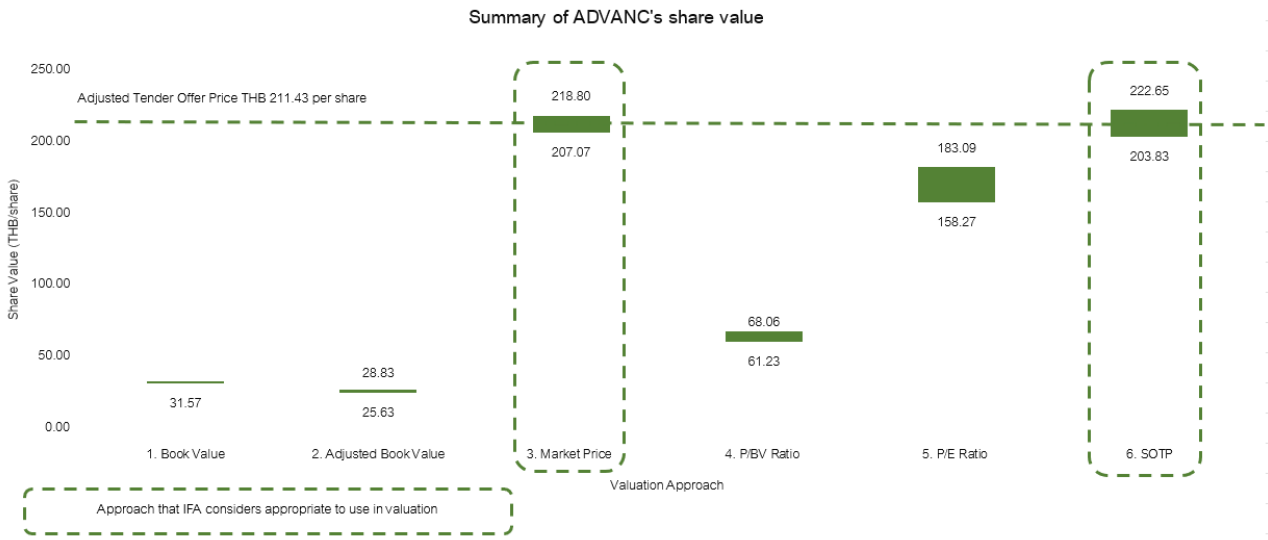
In summary, from the 6 methods of evaluating the value of ADVANC shares, IFA views that there are 2 appropriate methods for evaluating the value: the Market Value Approach and the Sum of the Part (SOTP) Approach, which results in an appropriate share value between THB 203.83 – 222.65 per share. The ADVANC's Tender Offer Price of THB 211.43 per share is in the fair value range assessed by IFA. Therefore, IFA is of the opinion that the tender offer price is appropriate.

Summary Table of ADVANC's Share Valuation Results by Each Valuation Methods

Valuation Methods	ADVANC Company Value (THB million)	ADVANC Share Value (THB/share)	Offer Price (THB/share)	Higher (lower) than Offer Price (THB/share)	Higher (lower) than Offer Price (%)
1) Book Value Approach	93,902.10	31.57	211.43	(179.86)	(85.07)
2) Adjusted Book Value Approach	76,223.69 – 85,755.27	25.63 – 28.83	211.43	(185.80) - (182.60)	(87.88) - (86.36)
3) Market Value Approach [1/2/]	**615,856.95 – 650,744.28**	**207.07 - 218.80**	**211.43**	**(4.36) - 7.37**	**(2.06) - 3.48**
4) Price to Book Value Ratio Approach [2/]	182,120.53 – 202,433.47	61.23 – 68.06	211.43	(150.20) - (143.37)	(71.04) - (67.81)
5) Price to Earnings Ratio Approach [2/]	470,731.46 - 544,539.45	158.27 - 183.09	211.43	(53.16) - (28.34)	(25.14) - (13.41)
6) Sum of the parts: SOTP Approach [1/]	**606,229.34 - 662,197.74**	**203.83 – 222.65**	**211.43**	**(7.60) - 11.22**	**(3.60) - 5.31**

Remark: 1/ The approaches that IFA considers appropriate to use in valuing ADVANC shares this time.

2/ Data as of July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Restructuring Transaction.



7.2. Appropriateness of conditions for entering into the ADVANC VTO

Considering the objectives, impacts, advantages, disadvantages and risks that may arise from the ADVANC VTO, including the conditions for the ADVANC VTO, IFA is of the opinion that the ADVANC VTO, which is considered an asset acquisition transaction, is appropriate because the ADVANC VTO is part of the Amalgamation. In addition, if we consider the details, the tender offer for all ADVANC securities after the Amalgamation is unavoidable because it complies with the relevant regulations, as NewCo is required to make a tender offer for all ADVANC securities in accordance with the Notification No. TorJor. 12/2554. However, since the SEC and/or the Takeover Panel have granted an exemption to allow the Company to enter into the ADVANC VTO before the Amalgamation, this should be the most appropriate solution so that the Amalgamation has the least limitations and risks for the shareholders of the Company and INTUCH.

Since the ADVANC VTO does not require any contract to be drawn up, IFA has considered the appropriateness of the conditions for the ADVANC VTO from the conditions precedent, as detailed in Part 2 Clause 1.2.1, and is of the opinion that the conditions precedent are appropriate in order to protect the benefits of the Company's shareholders in order to obtain assets in the conditions as agreed before the Amalgamation, including being in accordance with normal conditions, which do not cause the Company's shareholders to lose benefits, such as stipulating that ADVANC shall not act in violation of the law or act in a manner that is not in the normal course of business, offering additional shares or convertible securities, acquiring or disposing of assets that are material to the operation of the business, and any action that results in a significant decrease in the value of ordinary shares in ADVANC. Whereas other terms and/or conditions are in compliance with applicable laws or regulations, such as requiring that the Transaction and other actions related to such agenda must be approved by the shareholders' meeting.

Therefore, when considering the appropriateness of the price (ADVANC's Tender Offer Price), which is within the fair value range assessed by IFA and the appropriateness of the ADVANC VTO (since VTO Transaction is one of the important conditions of the Restructuring Transaction and may enable the Company the opportunity to receive higher revenue and returns in the future), IFA is of the opinion that the ADVANC VTO is in line with the Company's objectives in order to maximize the Company's benefits. IFA is of the opinion that shareholders **should consider approving** the ADVANC VTO.

In considering whether to approve or disapprove the ADVANC VTO, the Company's shareholders shall consider the information, supporting reasons, and opinions on various issues as presented by IFA in this report. The decision to vote to approve or disapprove the ADVANC VTO depends primarily on the discretion of each shareholder. Shareholders should study all information contained in IFA's opinion report and all documents attached to the invitation to the Extraordinary General Meeting of Shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

8. Opinion of IFA on the appropriateness of the price and conditions for entering into the THCOM VTO

8.1. Objectives and Background of the THCOM VTO

After the completion of the Amalgamation by the Company and INTUCH, NewCo shall assume all assets, liabilities, rights, duties, and responsibilities of the Company and INTUCH by operation of law, including shares in all companies which are held by the Company and INTUCH, as well as shares in listed companies in which each of the Company and INTUCH directly or indirectly hold not less than 25% of total shares with voting right thereof, i.e., (a) 1,202,712,000 shares of ADVANC held by INTUCH representing 40.44% of total issued and paid-up shares of ADVANC; and (b) 450,914,734 shares held by GE in THCOM representing 41.14% of total issued and paid-up shares of THCOM (whereby 251,499,997 shares of GE held by the Company representing 99.99 percent of total issued and paid-up shares of GE). As a result, NewCo has the obligation to make a mandatory tender offer for all securities of relevant listed companies pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554 as follows:

a. NewCo has the obligation to make a mandatory tender offer for all securities of ADVANC as NewCo will become a shareholder of ADVANC in the proportion which reaches or exceeds the trigger point for a mandatory tender offer pursuant to the requirements under the SEC Act and the Notification TorChor. 12/2554; and

b. NewCo has the obligation to make a mandatory tender offer for all securities of THCOM according to the chain principle under the Notification TorChor. 12/2554 as NewCo will become a shareholder of GE as a result of the Amalgamation and NewCo will acquire a significant control over GE which is a shareholder of THCOM and currently holds 41.14% of total issued and paid-up shares in THCOM ("Chain Principle").

Furthermore, based on the Chain Principle, the Company's Major Shareholder will acquire a significant control in NewCo which is a juristic person who is a direct shareholder in ADVANC and indirect shareholder in THCOM after the Amalgamation is completed. Therefore, the Company's Major Shareholder has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM according to the Chain Principle under the Notification TorChor. 12/2554 as well.

However, the main objective of the Amalgamation is to restructure the shareholding of the Company. The Amalgamation is not aimed at acquiring or changing the control in respect of ADVANC or THCOM in any way. But since the Notification TorChor. 12/2554 does not provide exemption on the obligation to make a mandatory tender offer for all securities of a business based on such event, NewCo formed as a result of the Amalgamation and the Company's Major Shareholder have the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM unless a waiver is granted by the SEC Office and/or by the Takeover Panel.

In this regard, the Company and INTUCH (as the companies to be amalgamated into NewCo) as well as the Company's Major Shareholder have applied for waivers for the NewCo and the Company's Major Shareholder's obligation to make a mandatory tender offer for all securities of ADVANC and THCOM as well as other relevant exemptions from the SEC Office and/or the Takeover Panel. The waivers for the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM were granted on June 7, 2024 and July 15, 2024, thus NewCo and the Company's Major Shareholder shall have no obligation to make a mandatory tender offer of all securities of ADVANC and THCOM after completion of the Amalgamation. The Company, INTUCH and the Company's Major Shareholder are required to proceed with (a) the ADVANC VTO; and (b) the THCOM VTO.

8.2. Impact of entering into the THCOM VTO

8.2.1. **Impact of accounting items on the Company**

Details according to Part 1 Clause 6.2.1.

8.2.2. **Impact on the Company's debt burden**

Details according to Part 1 Clause 6.2.1.

8.3. Advantages, Disadvantages and Risks of THCOM VTO

8.3.1. **Advantages of THCOM VTO**

8.3.1.1. **VTO Transaction is of the important conditions of the Amalgamation, which aims to reduce the complexity of the shareholding structure**

The VTO Transaction is one of the important conditions of the Amalgamation, which aims to reduce the complexity of the shareholding structure, which will help the business management to be more efficient and lead to the flexibility of the business operation. Therefore, the failure of the Company to enter into the THCOM VTO will be a significant obstacle to the further implementation of the Amalgamation, because the THCOM VTO is an action on behalf of NewCo, who has the obligation to make a mandatory tender offer for all securities of THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation) according to Notification No. TorJor. 12/2554. However, the SEC and/or the Takeover Panel has granted an exemption to the Company, INTUCH and the Company's Major Shareholder to enter into the THCOM VTO before the Amalgamation is completed

8.3.1.2. **Helping in reducing the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business, which helps increase the certainty of the Amalgamation**

According to the obligation of NewCo to make a tender offer for securities in the related listed companies under the Securities Act and Notification No. TorJor. 12/2554 and of the Company's major shareholders under the Chain Principle after the completion of the Amalgamation, which has the risk of requiring approval from the NewCo shareholders' meeting before making a tender offer for all securities of the related business, which will occur after the Amalgamation. With the transaction that the Company, INTUCH and the Company's Major Shareholder will enter into the THCOM VTO instead will help increase the certainty of the Amalgamation and reduce the risk of requiring approval from the NewCo shareholders' meeting before making a tender offer for all securities of the related business, and will also help save expenses incurred from calling such shareholders' meeting, in order for the Amalgamation to be completed without any outstanding obligations to anyone, which may be an obstacle to the Amalgamation.

8.3.1.3. **Opportunity to obtain more income and returns**

From THCOM's consolidated financial statements over the past 3 years, it was found that THCOM had positive operating results and consistently paid dividends. During 2021-2023, THCOM paid dividends as a percentage of net profit of 228.92%, 1,298.34%, and 40.29%, respectively. The average dividend payout ratio over the past 3 years was 522.52% of net profit.

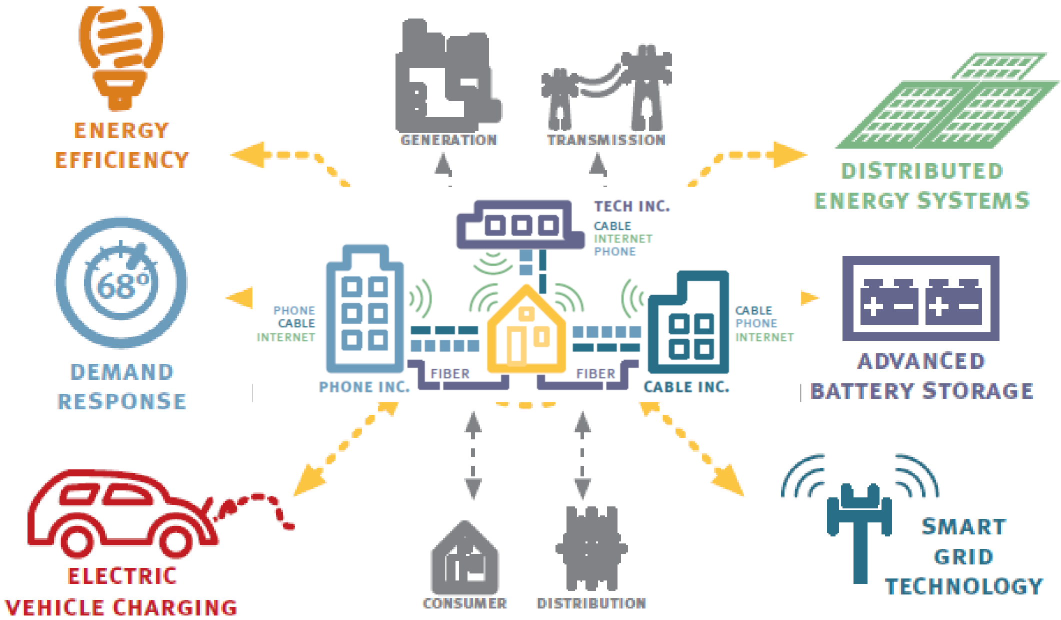
(Unit: THB million)	2021	2022	2023
Total Revenues	**3,745.5**	**3,095.8**	**2,946.1**
Total Expenses	-2,349.6	-1,500.4	-1,523.6
Gross Profits	**1,395.9**	**1,595.4**	**1,422.6**
Selling Expenses	-16.9	-22.7	-24.0
Administrative expenses	-867.1	-917.7	-829.9
Operating Profits	**511.9**	**654.9**	**568.6**
Earnings before interest, tax, depreciation, and amortization (EBITDA)	*1,472.8*	*713.0*	*1,161.5*
Others	-368.3	-612.7	-215.0
Net Profits	**143.6**	**42.2**	**353.7**
Retained Earnings	**1,618.5**	**1,380.1**	**1,160.3**
Dividend Payout Ratio	228.93%	1,298.34%	40.29%
Dividend Payout Ratio from retained earnings	20.32%	39.71%	12.28%
Dividend Paid	**-328.8**	**-548.1**	**-142.5**
Dividend Paid per share (THB per share)	**0.30**	**0.50**	**0.13**

8.3.1.4. **It is an investment is consistent with the Company's long-term growth strategy plan**

THCOM is a business with the potential to generate cash flow for the Company because it is a leader in telecommunications infrastructure businesses in Thailand, which is beneficial to Thailand's growth and development. This business still has high growth potential. Such investment will be able to generate consistent and continuous returns for the Company in the long term. IFA further views that the country's electricity generation capacity in the natural gas power plant sector is still sufficient to meet the growth of domestic energy demand. Therefore, the Company's business expansion in its core business may grow more slowly than in the past; this is due to the need for a clean energy transition, such as additional renewable power plants, which is also in line with global trends. In the past 5 years, the Company has begun to invest more in other infrastructure business, which will be important in the future, such as investment in the gas business, infrastructure and utilities business, telecommunications business, and digital business. The telecommunications system is considered an important infrastructure and one of the most important infrastructures in the future because in the future, such infrastructure will be interconnected, including energy infrastructure and telecommunications infrastructure, which are important infrastructures for entering the 21st century, which is increasingly transformed into a digital system, as shown in the diagram above. The current global economy depends on access to and use of data. Therefore, the infrastructure that will enable access to data and the ability to use data effectively depends on three infrastructures: 1) efficient and environmentally friendly energy infrastructure 2) efficient and highly resilient power transmission infrastructure (smart power grid) and 3) efficient and reliable telecommunications infrastructure (source: Bay Area Council Economic Institute). The investment in THCOM is a complement that enables the Company to grow from a leading energy producer and developer in the country to a leading company in developing necessary infrastructure in the future.

Therefore, this VTO Transaction is an opportunity for the Company to acquire more shares in THCOM, which is in line with the Company's long-term growth strategy.

Significant Infrastructure of the 21st Century



Source: Bay Area Council Economic Institute

8.3.1.5. The Company and INTUCH may acquire shares in THCOM in an increased proportion of shares after the completion of the Amalgamation

The Company, INTUCH and the Company's Major Shareholder, including GE will make a tender offer for all securities of THCOM, totalling 645,187,220 shares or 58.86% of the total issued and paid-up shares of THCOM, excluding THCOM shares currently held by GE, as detailed in Clause 1.4.1.2.3. GE (a subsidiary of the Company in which the Company holds 99.99% of the total shares) will be the purchaser of the largest proportion of shares, as GE is already a major shareholder of THCOM. The THCOM VTO is only a legal step to enable the Amalgamation to proceed. The fact that GE will become a major shareholder of THCOM after the THCOM VTO will make the shareholding structure, including the control power and the interests of shareholders in the companies under NewCo clearer after the Amalgamation is completed, and will make the Amalgamation most beneficial to shareholders as a whole, which is the intention of the Transaction. It may hold shares in THCOM up to 100% of the total number of issued and outstanding shares of THCOM when combined with the shares previously held by GE.

8.3.2. Disadvantages of THCOM VTO

8.3.2.1. Increase in borrowings and financial cost burden

After the Amalgamation between the Company and INTUCH, NewCo may have significantly higher debts and financial costs resulting from the ADVANC VTO and THCOM VTO because the Company and INTUCH expect to use loans to enter into such transactions, and all loans upon the completion of the Amalgamation will be transferred to NewCo. According to IFA's estimate, the maximum debt resulting from the ADVANC VTO and THCOM VTO will increase NewCo's total debt by approximately THB 235,047.93 million, resulting in an increase in the net debt-to-equity ratio (Net D/E Ratio) compared to the net debt-to-equity ratio (Net D/E Ratio) of NewCo if there is no ADVANC VTO and THCOM VTO (details in Part 1 Clause 6.2.2.), details as follows:

List	Transaction	Price estimate (THB per share)	Estimate the maximum number of shares received	Loan Estimate (THB million)	Operated by the company
1	ADVANC VTO	211.43	539,069,368	THB 113,975.44 million	GULF
2	ADVANC VTO	211.43	539,069,368	THB 113,975.44 million	INTUCH
3	THCOM VTO	11.00	634,226,200	THB 6,976.49 million	GULF
4	THCOM VTO	11.00	10,961,020	THB 120.57 million	INTUCH
			Total	**THB 235,047.93 million**	**NewCo**

Remark: This figure does not include the participation in ADVANC VTO by SSI and the Company's Major Shareholder because. Because if SSI and the Company's Major Shareholder do not participate in the ADVANC VTO for any reason, GULF and INTUCH will jointly conduct the ADVANC VTO. This figure does not include the participation in THCOM VTO by the Company's Major Shareholder as well.

The VTO Transaction is carried out on behalf of NewCo, who has the obligation to make a mandatory tender offer for all securities of ADVANC and THCOM under the Chain Principle as required by law as a result of the Amalgamation (Technical Obligation) as well as establishing the certainty of proceeding of the Amalgamation and mitigating the risk related to requirement to obtain an approval of a shareholders' meeting of NewCo prior to the making of tender offer of all securities of related companies. NewCo may consider selling ADVANC and THCOM shares received from such tender offer to reduce NewCo's financial burden as appropriate and will proceed in accordance with the relevant criteria. Therefore, if NewCo sells ADVANC and THCOM shares in the future, it is likely to improve NewCo's net debt-to-equity ratio (Net D/E Ratio).

However, considering the share price of ADVANC and THCOM as of September 3, 2024 at THB 248.00 per share and THB 12.40 per share, respectively, the probability of the shareholders accepting the tender offer will not be much.

8.3.3. Risks of the THCOM VTO

8.3.3.1. The risk that the Company and INTUCH are unable to obtain sufficient credit lines to enter into the Amalgamation for the THCOM VTO

Prior to entering into the THCOM VTO, the Company and INTUCH may need to procure additional sources of funds from credit facilities from domestic and foreign financial institutions, which are still uncertain. The maximum number of shares that the Company may have to purchase is 539,069,368 ADVANC shares at an offer price not exceeding THB 211.43 per share, totaling approximately THB 113,975.44 million, and 634,226,200 THCOM shares at an offer price not exceeding THB 11.00 per share, totaling THB 6,976.49 million, totaling THB 120,951.92 million (in the event that GULF's Major Shareholder do not participate in the tender offer) of which, the Company will have to borrow in the future. While INTUCH will have to borrow THB 114,096.01 million for the VTO Transaction. At present, the Company is currently in the process of seeking such financing and IFA has not yet received detailed information for such borrowing from the Company. However, considering the share price of ADVANC and THCOM as of September 3, 2024 at THB 248.00 per share and THB 12.40 per share, respectively, the probability of the shareholders accepting the tender offer will not be much.

8.3.3.2. Risk in case the Condition Precedent of the THCOM VTO is not successful, causing the Company to be unable to proceed

Due to the fact that the Company must obtain approval for the Transaction from the shareholders' meeting of the Company and INTUCH with a vote of not less than three-quarters of the total number of votes of the shareholders attending the meeting and having the right to vote, if the Company and/or INTUCH does not receive sufficient vote from the shareholders, the Company will not be able to enter into the Transaction. In addition, there are several important conditions precedent to the Transaction, such as the approval from the shareholders' meeting of the Company and INTUCH, the VTO Transaction, the conditions regarding the purchase of shares from the shareholders of the Company and INTUCH who object to the Amalgamation, and the conditions regarding the joint shareholders' meeting of the shareholders of the Company and INTUCH, as detailed in Part 1 Clause 2.5 and 3.10. If this is not successful, the Company will not be able to enter into the Transaction. However, in entering into the Transaction, the Company has already incurred some expenses, such as the relevant advisory fees, IFA fees, the cost of shipping/printing documents, and other expenses for holding the shareholders' meeting, etc., regardless of whether the shareholders' meeting of the Company considers approving or disapproving the Transaction. However, it is expected that the Company will use its best efforts to successfully carry out the process as planned.

8.3.3.3. Interest rate risk and ability to pay interest and principal from loans used for the Transaction

The Company is currently negotiating with financial institutions to obtain loans to enter into VTO Transaction, which creates risks from interest rates and the ability to pay interest and principal from such loans as detailed in Clause 8.3.3.1. However, for financial institutions to grant loans to the Company, the financial institutions are to analyze the ability to pay interest and principal according to the agreements. Therefore, IFA believes that the

Company will be able to comply with the terms of the loan agreement if there is no event that significantly affects the Company's financial position.

8.3.3.4. Risk from THCOM's business uncertainty which may result in operating results not as expected.

In the event that THCOM's performance is not as expected, which may occur due to various reasons, such as the slowdown of the domestic economy, political situations, rapidly changing technologies, investments that may not yield the expected returns and/or the increasingly intense competition in the satellite and related businesses, such cases may result in the return that the Company expects to receive from investing in THCOM not being as expected. However, from THCOM's performance in 2023, it can be seen that THCOM still has a good profitability and still obtain new concessions for additional satellites.

8.3.3.5. Risk related to maintaining the proportion of shareholding by THCOM's minority shareholders

In the event that a large number of THCOM minority shareholders sell their shares in the voluntary tender offer, THCOM may be at risk of having a Free Float proportion lower than 15.0% of paid-up capital and/or having fewer than 150 minority shareholders who are not strategic shareholders. In this case, the Company has clearly disclosed that after the completion of the THCOM VTO, the Company or NewCo may consider selling THCOM shares received from the tender offer to reduce the financial burden of the Company or NewCo as appropriate and will proceed in accordance with the relevant regulation.

8.4. <u>Advantages, Disadvantages and Risks of not entering into THCOM VTO</u>

8.4.1. Advantages of not entering into THCOM VTO

8.4.1.1. The Company shall not incur any liabilities or expenses related to the Transaction

Since the Transaction involves various expenses that the Company must incur in accordance with the procedures related to the shareholding restructuring plan, if the Company does not enter into the Transaction , the Company will not incur expenses related to the Transaction (which may affect the profit of the Company and/or INTUCH) together with the VTO Transaction, which will increase the Company's debt, which may increase by up to approximately THB 120,951.92 million from the VTO Transaction, including financial costs and expenses for the integration of operations between the Company and INTUCH in the future under NewCo.

The VTO Transaction is carried out on behalf of NewCo, which is the person obligated for making a tender offer for all securities of ADVANC and THCOM, which is a legal obligation arising from the result of the Amalgamation (Technical Obligation), and to ensure certainty of the Amalgamation. and mitigate the risk of having to obtain approval from the shareholders' meeting of NewCo before making a tender offer for all securities of the related business. In this regard, NewCo may consider selling ADVANC and THCOM shares received from such tender offer in order to reduce NewCo's financial burden as appropriate and will proceed in accordance with the relevant regulations. Therefore, if in the future NewCo sells ADVANC and THCOM shares, it is likely to improve NewCo's net debt-to-equity ratio (Net D/E Ratio).

8.4.2. Disadvantages of not entering into THCOM VTO

8.4.2.1. The Company will continue to operate under a complex shareholding structure and lose opportunities to improve operational efficiency.

If the Company does not enter into the THCOM VTO, the Company will not be able to enter into the Restructuring Transaction because entering into the THCOM VTO is considered an important condition of the Amalgamation. Therefore, the Company will lose the opportunity to restructure the Company, which will help reduce the complexity of the shareholding structure, and will have to continue to operate under a complex shareholding structure, which is a company with overlapping shareholding in listed companies (Holding Company holding shares in Holding Company), which results in multiple steps of operations, multiple management structures and decision-making processes, and low flexibility in business operations, including losing the opportunity to increase operational efficiency.

9. Opinion of IFA on the appropriateness of the price and conditions for entering into the THCOM VTO

9.1. Appropriateness of the price for entering into the THCOM VTO

In order to proceed with this transaction, the Company has requested a waiver from the obligation of NewCo and the Company's major shareholders in making a tender offer for all securities of THCOM, thus the Company must conduct the THCOM VTO instead. In assessing the fair value of THCOM's ordinary shares this time, IFA considered using information and assumptions received from the Company, information from interviews with the Company's executives, audited and reviewed financial statements of the Company, and information disclosed to the general public by the Company. The IFA's opinion is based on the assumption that all information and documents that IFA has received from the Company and/or persons involved in the Transaction, including information obtained from interviews with the Company's executives and related officers and other companies involved in the transaction, are complete, correct, and true. If there are any changes that materially affect THCOM's business operations, the valuation and shareholders' decision to consider the fair price may change.

In considering the appropriateness of THCOM's share price, IFA has evaluated THCOM's share price by using the following 6 approaches:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Value Approach
4. Price to Book Value Ratio Approach: P/BV Ratio
5. Price to Earnings Ratio Approach: P/E Ratio
6. Discounted Cash Flow Approach: DCF

After analysing information, documents and other related information, IFA can summarize the evaluation of THCOM's shares as follows:

9.1.1. THCOM: Book Value Approach

This method of valuation is based on the book value of net assets (total assets minus total liabilities) or THCOM's shareholders' equity and divided by the number of shares to obtain the book value of shares, referring to information from the consolidated financial statements reviewed by the certified auditor of THCOM for the latest period ending on June 30, 2024, with details as follows:

No.	Details	Value (THB million)
1	Paid-up capital	5,480.51
2	Share premium (discount) on ordinary shares	4,325.27
3	Retained earnings (losses)	1,368.23
4	Other component of equity	(835.67)
5	**Total equity attributable to shareholders of THCOM (5) = (1) + (2) + (3) + (4)**	**10,338.34**
6	Number of THCOM's paid-up shares (million shares)[1/]	1,096.10
7	**Book value per share (THB) (7) = (5) / (6)**	**9.43**

Remark: 1/ Par value is THB 5.00 per share.

According to the Book Value Approach, the value of THCOM's share is THB 9.43 per share or the company's value is THB 10,338.34 million.

The Book Value Approach only reflects the financial position of ADVANC as of June 30, 2024. It does not reflect the current market value of assets, and THCOM's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, **IFA views that the Book Value Approach may not be appropriate for the valuation of THCOM's shares at this time.**

9.1.2. THCOM: Adjusted Book Value Approach

By this approach, the share value is derived from the total assets of THCOM, deducted by total liabilities, commitments and contingent liabilities as shown in the financial statements as of June 30, 2024, and adjusted by the items occurred after the end of accounting period or the items that may better reflect the prevailing market value of net assets such as asset revaluation or impairment, reversal of allowance for doubtful account or bad debt, and dividend payment, etc. then divided by total number of paid-up shares of THCOM.

According to THCOM's consolidated financial statements for the latest period ending on June 30, 2024, THCOM has no investment in any other listed securities in SET. However, THCOM has not conducted additional valuations of its fixed assets due to the complexity. Additionally, the value of most assets is derived from cash flows generated by THCOM are not dependent on the value of fixed assets.

According to Adjusted Book Value Approach, the value of THCOM's share is THB 9.43 per share or the company's value is THB 10,338.34 million.

The Adjusted Book Value Approach can reflect the financial position of THCOM as of June 30, 2024 and the adjusted value of items, but does not reflect the profitability and competitiveness of THCOM in the future. Although the valuation by the Adjusted Book Value Approach can be used as a reference for the underlying share price**, IFA**

<u>views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of THCOM's shares at this time.</u>

9.1.3. THCOM: Market Value Approach

This valuation approach uses the weighted average market price of the trading value of securities of THCOM through SET over the past period. This analysis considers the weighted average market price of THCOM (trading value of the company/ trading volume of the company) based on the past periods from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days. IFA has considered that the mentioned time periods can reflect the movement of the share value in the stock market reasonably and in-line with the business operation of THCOM. In the valuation by this approach, IFA has considered the information up until July 15, 2024 which is one business day before the Company's Board of Director resolved to approve and propose the Transaction. Therefore, the price of THCOM ordinary shares from the market value approach is calculated as follow:

(Unit: THB/share)	THCOM's Weighted Average (Days)							
	7	15	30	60	90	120	180	360
High	11.44	11.44	12.26	14.02	14.53	14.53	14.53	17.05
Low	10.60	10.54	10.54	10.54	10.54	10.54	10.54	10.07
Weighted Average	**11.15**	**11.02**	**11.27**	**12.25**	**12.84**	**12.73**	**12.71**	**13.23**

Source: www.setsmart.com

Remark: Information up until July 15, 2024

<u>The graph shows the THCOM share price before and after July 16, 2024,</u>

<u>which is the date the Company's Board of Directors resolved to approve and propose the Transaction.</u>

Source: www.setsmart.com

IFA remarks that the share price of THCOM fluctuates in a significant upward trend during and after the Board of Directors of the Company and INTUCH resolved to approve and propose the Transaction. However, IFA only considered the information up until July 15, 2024, which is one business day before the Board of Directors of the

Company resolved to approve and propose the Transaction, which should be the period where the market price of THCOM shares have not been affected by the announcement of the Restructuring Transaction.

According to the Market Value Approach, the value of THCOM's share is between THB 11.02 - 13.23 per share or the company's value is between THB 12,073.85 – 14,500.76 million.

The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the companies, which can reasonably reflect the current value of the share, fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. And for the past 360 days, THCOM's shares have traded normally. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of THCOM's shares at this time.**

9.1.4. THCOM: Price to Book Value Ratio Approach: P/BV Ratio

This valuation approach is based on the book value of THCOM's shares as shown in the latest consolidated financial statements as of June 30, 2024 reviewed by certified auditor approved by the SEC which is THB 9.43 per share multiplied by the median of the closing prices to book values (P/BV) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business to THCOM. However, since there is no company operating the same or similar business as THCOM in SET, IFA has considered listed companies in foreign countries that operate similar businesses to THCOM and have positive operating results, by selecting the top 5 companies with the highest asset value (if there are enough comparable companies) as follows:

List of companies operating satellite service business and related business

(Unit: THB million)

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
1	1045 HK Equity[7/]	an investment holding company principally engaged in the provision of satellite transponder capacity services. The Company also provides satellite-based broadcasting and telecommunications services and other satellite related service.	9,236.82[2/]	32,781.97[2/]	4,267.80[2/]	1,099.55[2/]
2	601698 CH Equity[6/]	a China-based company involved in the operation of satellite space segment: provides users with	308,566.92[3/]	113,740.75[3/]	12,878.42[3/]	1,585.37[3/]

No.	Abbreviation[1/]	Business Description	Market Capitalization (as of July 15, 2024)	Total Assets (as of June 30, 2024)	Total Revenue (LTM until June 30, 2024)	Net Profit Attributable to Parent Company (LTM until June 30, 2024)
		broadcast, television, communications, video, data and other transmission				
3	9412 JP Equity	a Japan-based holding company engaged in broadcasting business. The Company operates in two business segments. The Media segment is engaged in the broadcasting of fee-charging channels broadcasting service through optical fiber networks. and Satellite segment provides communication services for public agencies, public institutions, corporate communication, international data communication and mobile communication.	65,255.91[4/]	97,269.23[4/]	30,394.34[4/]	4,319.01[4/]
4	THCOM TB Equity	The Company operates in four core segments: 1. services relating to the satellite business 2. internet and media business 3. Overseas telephone business 4. Other joint venture businesses	12,276.34	13,974.34	3,049.74	157.93
5	YAHSAT UH Equity	company engaged in the provision of satellite communication services and solutions to its clients YahClick satellite broadband service, YahSecure service for military, government agencies and mission as well as critical commercial applications; and YahService, which provides end-to-end satellite solutions.	48,798.68[5/]	19,074.47[5/]	5,053.77[5/]	1,356.30[5/]

Source: Bloomberg and the audited or reviewed financial statements of each company

Remark:

1/

1045 HK Equity stands for APT Satellite Holdings Ltd

601698 CH Equity stands for China Satellite Communications Co Ltd

9412 JP Equity stands for SKY Perfect JSAT Holdings Inc

THCOM TB Equity stands for Thaicom PCL

YAHSAT UH Equity stands for Al Yah Satellite Communications Co PJSC

2/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 4.63 per Hong Kong Dollar, based on data from BOT

3/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 5.02 per Chinese Yuan, based on data from BOT

4/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 0.24 per Japanese Yen, based on data from BOT

5/ Calculated using the average exchange rate for the past 1 year until July 15, 2024 at THB 9.80 per United Arab Emirates Dirham, based on data from BOT

6/ Data as of March 31, 2024

7/ Data as of 31 December 2023 as 1045 HK Equity prepares its financial statements semi-annually.

Details can be summarized as follows:

P/BV: (time)1/	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
1045 HK Equity	0.33	0.33	0.33	0.34	0.34	0.34	0.34	0.35
601698 CH Equity	3.86	3.84	3.94	4.08	4.21	4.18	4.43	4.70
9412 JP Equity	0.94	0.93	0.93	0.94	0.98	0.96	0.89	0.77
YAHSAT UH Equity	1.59	1.57	1.58	1.65	1.68	1.71	1.84	1.93
Median2/	**1.26**	**1.25**	**1.25**	**1.29**	**1.33**	**1.33**	**1.36**	**1.35**
Value of THCOM's share (THB/Share)	**11.92**	**11.78**	**11.83**	**12.20**	**12.54**	**12.58**	**12.87**	**12.75**

Remark: 1/ Source from Bloomberg using P/BV Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Book Value Ratio Approach, the value of THCOM's share is between THB 11.78 - 12.87 per share or the company's value is between THB 12,911.42 - 14,104.16 million.

The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that THCOM has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the company in the future. However, the book value of each company used for comparison is significantly different, and the valuation of share by this method does not reflect the growth of the company. **Therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of THCOM's shares at this time.**

9.1.5. THCOM: Price to Earnings Ratio Approach: P/E Ratio

This approach uses earning per share for the last 4 quarters ended June 30, 2024 reviewed by certified auditor approved by the SEC which is THB 0.14 per share multiplied by closing prices to earnings (P/E) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business with THCOM according to Clause 9.1.4. Price to Book Value Approach: P/BV Ratio for this evaluation approach.

Details can be summarized as follows:

P/E: (time)[1/]	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
1045 HK Equity	8.39	8.42	8.52	8.68	8.67	8.62	8.87	9.32
601698 CH Equity	188.63	187.22	192.27	199.06	200.10	195.01	167.38	123.53
9412 JP Equity	14.33	14.26	14.25	14.53	15.01	14.59	13.66	12.21
YAHSAT UH Equity	9.83	9.80	10.15	10.69	11.40	11.99	13.52	19.17
Median[2/]	**12.08**	**12.03**	**12.20**	**12.61**	**13.21**	**13.29**	**13.59**	**15.69**
Value of THCOM's share (THB/Share)	**1.74**	**1.73**	**1.76**	**1.82**	**1.90**	**1.92**	**1.96**	**2.26**

Remark: 1/ Source from Bloomberg using P/E Ratio up until July 15, 2024.

2/ IFA chose to use median to calculate (middle value of data set) instead of mean to reduce the effect of outliers

According to Price to Earnings Ratio Approach, the value of THCOM's share is between THB 1.73 – 2.26 per share or the company's value is between THB 1,900.50 - 2,478.52 million.

The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to THCOM, their revenue, assets, market value, and net profit are different from THCOM. Therefore, the IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. **Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of THCOM's shares at this time.**

9.1.6. THCOM: Discounted Cash Flow Approach

This valuation approach will consider the future performance of THCOM and related companies by calculating the present value of the company's estimated net cash flow (Free Cash Flow to Firm: FCFF) with an appropriate discount rate. IFA has calculated the weighted average cost of capital (WACC) to be used as the discount rate and calculated the future net cash flow from THCOM's financial projections for next 10 years (2024 – 2034) to be consistent with the valuation period of GULF. The financial projection is based on the assumption that THCOM's business will continue on a going concern basis, without any significant changes, and is based on the current economic conditions and circumstances. However, if the economic conditions and other external factors affecting the operations of the THCOM Group, including THCOM's current internal situation, change significantly from the specified assumptions, the valuation by this method will change as well. In addition, IFA has determined that the valuation of THCOM's business has a terminal value even though the satellite service business has a license with a specific duration. However, since THCOM's executives believe that the satellite business will continue to be THCOM's core business in the future, THCOM continues to seek the necessary satellite license and orbit auctions, as can be seen from the successful bidding for the rights to access 2 satellite orbital slots from the NBTC: 78.5 degrees East and 119.5/120 degrees East orbits. IFA has prepared THCOM's financial projections based on the highest benefits for the Company's shareholders.

- Revenue from Sales and Services

THCOM's revenue structure can be divided according to the current revenue-generating products or services as follows: 1) Satellites and related services and 2) Internet and media services. The related transactions are eliminated from revenues and costs of THCOM financial statements, with detailed as follows:

- Satellite communication and Related Services

THCOM's satellite fleet can be divided into 2 types: Conventional Satellite and Broadband Satellite (or High Throughput Satellite, HTS). 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. While the broadband satellite or High Throughput Satellite (HTS) is primarily designed to provide broadband internet access services (point-to-point), with advanced satellite design technology using advanced spectrum allocation and honeycomb design of narrow circular service areas. This allows broadband satellites to allocate a spectrum to increase the size of service bandwidth capacity many times higher than conventional satellites.

THCOM currently provides conventional satellites and broadband satellites services, totaling 4 satellites in orbit, consisting of 2 satellites that THCOM owns, namely THAICOM 7 and THAICOM 8, and 2 satellites that THCOM leases from National Telecommunications Public Company Limited (NT), namely THAICOM 4 and THAICOM 6. THCOM also leases satellites from other parties if there are customers' demand, and these types of satellites are called leased satellites. According to the successful bidding of Space Tech Innovation Company Limited (STI), a subsidiary of THCOM, for the rights to access 2 satellite orbital slots from the NBTC slots: 78.5 degrees East and 119.5/120 degrees East orbits. The 2 orbital slots are expected to strengthen the business in the region and ensure long-term stability for the next 20 years, which THCOM has planned to invest in 2 new revenue-generating satellites, namely Thaicom 9 and Thaicom 10. The details of the financial assumptions for each satellite as follows:

	THAICOM 7	THAICOM 8	THAICOM 4	THAICOM 6	Leased Satellite	THAICOM 9	THAICOM 10
Revenue assumptions							
Types of satellites	Conventional	Conventional	Broadband	Conventional	Conventional	Broadband	Broadband
Ownership	Ownership	Ownership	Leased	Leased	Short term leased	Ownership	Ownership
Status	In operation	In operation	In operation	In operation	In operation	To be in operation in 2025	To be in operation in 2027
Year specified for design life expiration (Source: THCOM Annual Report)	2029 (15 years from the year of launch into the orbit)	2031 (15 years from the year of launch into the orbit)	2025 (12 years from the year of launch into the orbit) (Currently maintained and operating for longer than the design life)	2029 (15 years from the year of launch into the orbit)	2032 (According to the expiration of THCOM's telecommunications business license, which will expire on June 20, 2032)	2032 (7-8 years according to the Company's forecast)	2043 (15-16 years according to the Company's forecast)
Date of deliver to orbit	September 2014	May 2016	August 2005	January 2014	-	End of 2025 (According to the Company's forecast)	End of 2027 (According to the Company's forecast)
Average Monthly Revenue per Transponder (“TPE”) for Conventional Satellites / Average Monthly Revenue per Unit of Data Transmission Speed (“Mbps”) for	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Based on the Company’s projections	Based on the Company’s projections

	THAICOM 7	THAICOM 8	THAICOM 4	THAICOM 6	Leased Satellite	THAICOM 9	THAICOM 10
Broadband Satellites (THB)							
TPE/Mbps service capacity	approximately 14.00 TPE	Approximately 24.00 TPE	Approximately 14,410 Mbps	approximately 15.80 TPE	approximately 3.30 TPE	Approximately 9,493 Mbps	Approximately 120,000 Mbps
TPE service volume / Mbps	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Based on the Company's projections	Based on the Company's projections
Other service income (THB)	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Refer to Q2 2024 and Constant throughout the forecast period	Based on the Company's projections	Based on the Company's projections

In addition to satellite services, THCOM also has other satellite-related businesses, such as fixed broadband services, IPSTAR satellite broadband internet network, network services, mobile satellite high-speed communication services, and new space technology products and services (New Space Teach). IFA has determined that revenue from providing services for other satellite-related businesses will grow by 1.49% per year, based on the average inflation rate of the past 5 years (source: BOT) on a conservative basis.

- Internet and media business

It is service platforms such as IPTV/OTT (a platform for viewing both Thai and international television channels), eSport (a platform supporting the organization of eSport game competitions by providing services to corporate customers), DTV satellite box services, consulting and installation services for indoor systems, and comprehensive video media production services, etc. IFA has determined that revenue from the internet and media business is a proportion to revenue from satellite communication services and related services, referring to the historical average between 2021 and 2023, which is equal to 1.35%, and remains constant throughout the projection period. This is because IFA views that this proportion should be able to reflect THCOM's future performance.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Conventional satellite service utilization rate (%)	78.63%	67.20%	66.16%	67.83%	67.83%	67.83%	67.83%
Broadband satellite service utilization rate (Utilization Rate) (%)	43.25%	42.38%	27.65%	23.93%	43.58%	43.58%	18.78%[2/]
Total revenue from satellite communication services and related services (THB million)	**3,297.00**	**2,934.00**	**2,597.00**	**2,556.64**	**2,742.90**	**2,494.46**	**2,936.69**
Total revenue from internet and media business (THB million)	**30.00**	**32.00**	**53.00**	**34.44**	**36.95**	**33.60**	**39.56**
Proportion to revenue from satellite communication service business (%)	0.91%	1.09%	2.04%	1.35%	1.35%	1.35%	1.35%
Elimination of inter-departmental items (THB million)	**(24.23)**	**(26.29)**	**(23.49)**	**(21.60)**	**(23.18)**	**(21.08)**	**(24.81)**
Proportion to service income (%)	-0.73%	-0.89%	-0.89%	-0.83%	-0.83%	-0.83%	-0.83%
Revenue from sales and services (THB million)	**3,302.77**	**2,939.71**	**2,626.51**	**2,569.48**	**2,756.67**	**2,506.99**	**2,951.44**
Growth rate (%)		-10.99%	-10.65%	-2.17%	7.29%	-9.06%	17.73%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Conventional satellite service utilization rate (%)	67.83%	67.83%	67.83%	67.83%	67.83%	67.83%	67.83%
Broadband satellite service utilization rate (Utilization Rate) (%)	35.97%	40.99%	45.36%	52.79%	53.31%	69.66%	69.69%
Total revenue from satellite communication services and related services (THB million)	**4,954.41**	**4,639.48**	**4,776.21**	**4,791.94**	**4,477.67**	**4,943.46**	**4,483.42**
Total revenue from internet and media business (THB million)	**66.74**	**62.50**	**64.34**	**64.55**	**60.32**	**66.59**	**60.40**
Proportion to revenue from satellite communication service business (%)	1.35%	1.35%	1.35%	1.35%	1.35%	1.35%	1.35%
Elimination of inter-departmental items (THB million)	**(41.86)**	**(39.20)**	**(40.36)**	**(40.49)**	**(37.83)**	**(41.77)**	**(37.88)**
Proportion to service income (%)	-0.83%	-0.83%	-0.83%	-0.83%	-0.83%	-0.83%	-0.83%
Revenue from sales and services (THB million)	**4,979.29**	**4,662.78**	**4,800.20**	**4,816.01**	**4,500.16**	**4,968.29**	**4,505.94**
Growth rate (%)	68.71%	-6.36%	2.95%	0.33%	-6.56%	10.40%	-9.31%

Remarks: 1/ Calculated from the total service volume of each satellite divided by the service capacity, referring to information from THCOM.

2/ The decline in the broadband satellite utilization rate in 2027 is due to the end of the service of Thaicom 4 satellite and the commencement of the operation of Thaicom 10 satellite.

- Other Income

THCOM's other income consists of consulting and other service income, fines from customers, and profits from sales of investments and/or equipment, etc. IFA determined other income as a proportion to sales and service income based on the historical average between 2021 and 2023, which is equal to 0.47%, constant throughout the projection period, and excluding special items such as profits from sales of investments and/or equipment and compensation income. IFA views that such proportions should be able to reflect THCOM's future performance.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Other income - Special items (THB million)	66.15	8.50	313.37	38.92	0.00	0.00	0.00
Other income - excluding special items (THB million)	7.60	27.87	6.24	12.12	13.01	11.83	13.93
Proportion to income from sales and services (%)	0.23%	0.95%	0.24%	0.47%	0.47%	0.47%	0.47%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Other income - Special items (THB million)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other income - excluding special items (THB million)	23.50	22.00	22.65	22.73	21.24	23.44	21.26
Proportion to income from sales and services (%)	0.47%	0.47%	0.47%	0.47%	0.47%	0.47%	0.47%

- Financial Income

Financial income of THCOM consists of interest income from cash and cash equivalents, short-term deposits, investments in debt instruments, and long-term loans to related companies. IFA determined that financial income from 2024 onwards will come from interest income from each type of investment, with the interest rate of each type of investment set at the average interest rate in 2021-2023, which should best reflect the return on investment close to the current period and remain constant throughout the projection period. The proportion to total investment that changes each year is due to the change in the proportion of each type of investment resulting from THCOM's operations.

	2021A	2022A	2023A	2024F	2025F	2026F	2027F
Financial income (THB million)	129.15	166.42	274.07	325.53	140.84	146.53	135.69
Proportion to investment (%)	2.41%	4.04%	4.99%	7.19%	3.29%	3.25%	3.33%

	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Financial income (THB million)	122.15	99.88	84.95	87.32	94.09	97.07	96.70
Proportion to investment (%)	3.45%	3.75%	4.10%	4.03%	3.87%	3.80%	3.81%

- <u>Operating expenses</u>

Operating expenses of THCOM consist of 1) service costs, which include costs from providing satellite and related services, and costs from providing internet and media services; 2) selling expenses; and 3) administrative expenses. IFA determined that variable operating expenses, such as signal transfer fees, equipment and installation costs, maintenance costs, selling expenses, etc., are proportional to service revenue based on the historical average between 2021 and 2023. Fixed operating expenses, such as short-term signal rental fees, office expenses, are expected to grow by 1.49% per year based on the average inflation rate over the past 5 years (Source: BOT).

However, IFA determined that staff expenses throughout the projection period will increase at a rate of 5.00% per year (based on actuarial estimates for employee benefits disclosed in THCOM's financial statements).

For depreciation and amortization, IFA has determined the amortization period as follows:

Assets	Depreciation period (years)
Buildings and improvements	3-20
Equipment	5-18
Vehicle and office equipment	2-15
License	20
Computer rights of use	3-10
Other intangible assets[1/]	5-15.75

Remarks: 1/ Other intangible assets include the cost of IPSTAR satellite technology development, expenses incurred to acquire computer programs, patents and trademarks.

Referring to the notes to the financial statements of THCOM, which should reflect the depreciation period of each type of asset according to the THCOM investment plan and depreciation policy of THCOM. However, such depreciation does not directly affect the cash flow projection of the business.

<u>Remuneration of directors and executives</u>IFA has determined that the remuneration of directors and executives throughout the projection period will increase at a rate of 5.00% per annum (based on actuarial estimates for employee benefits disclosed in THCOM's financial statements).

- <u>Corporate Income Tax</u>

Corporate income tax at 20% tax rate of net profit before tax over the projection period.

- <u>Capital Expenditure</u>

IFA has determined THCOM's investment costs based on the Company's projections and further adjusted according to the opinion of IFA, with details as follows:

(Unit: THB million)	2024F	2025F	2026F	2027F	2028F	2029F
Capital expenditure	(3,450.00)	(2,120.00)	(5,160.00)	(780.00)	(330.00)	(730.00)

(Unit: THB million)	2030F	2031F	2032F	2033F	2034F	
Capital expenditure	(320.00)	(250.00)	(390.00)	(230.00)	(300.00)	

- **Interest-bearing Debt**

According to the financial statement ending on June 30, 2024, THCOM has total interest-bearing debt of THB 231.31 million, including long-term loans, which will be due within 2024. THCOM has a plan to invest in the construction and procurement of Thaicom 9 and Thaicom 10 satellites for future business operations. IFA has determined that THCOM will borrow money at a rate of 83.00% of the construction value at an interest rate of 7.00% per annum, based on the Company's projections.

- **Other ratios in the financial statement**

Determined using the average of THCOM's historical data, averaging between 2021 - 2023, which should reflect information for the future (the collection period of trade receivables is between 173.63 - 220.62 days, the remaining inventory storage period is between 3.77 – 5.73 days, and the payment period of trade payables is between 80.94 – 115.36 days). Therefore, IFA assumes that these financial ratios in the balance sheet as the average of the past throughout the projection period as follows:

Collection period of trade receivables (AR days) approximately	203.30	days
Inventory retention period (Inventory days) approximately	4.72	days
Trade payables payment period (AP days) approximately	103.18	days

- **Terminal Value**

IFA assumes that the cash flow growth rate after the projection period to be 1.49% per annum, based on the average inflation rate over the past 5 years (Source: BOT). In addition, IFA has determined THCOM's valuation to have a Terminal Value, even though the satellite service business has a license with specific duration. However, THCOM's management believes that the satellite business will remain THCOM's core business in the future, and THCOM continues to seek the necessary satellite license and orbit auctions, as can be seen from the successful bidding for the rights to access 2 satellite orbital slots from the NBTC: 78.5 degrees East and 119.5/120 degrees East orbits. IFA has prepared THCOM's financial projections by prioritizing the maximum benefit to the Company's shareholders, which is consistent with the analysis in the table below.

No.	Securities Company	Report Issue Date	Valuation method	Terminal Growth (%)	Discount rate (%)
1	Yuanta Securities (Thailand) Company Limited	July 2024	Discounted Cash Flow (DCF) Method	0%	9.0%

- <u>Discount Rate</u>

The discount rate used for the calculation of the present value of the cash flow is calculated from the Weighted Average Cost of Capital (WACC), based on the capital structure of THCOM. IFA derived WACC from the weighted average of Cost of Debt (Kd) and Cost of Equity (Ke) of THCOM, and assumed no capital increase during the projection period. Details of discount rate will be as follows;

$$WACC = K_e*E/(D+E) + K_d*(1-T)*D/(D+E)$$

whereby

K_e	=	Cost of equity or shareholders' required rate of return (R_e)
K_d	=	Cost of debt or loan interest rate
T	=	Corporate income tax rate
E	=	Total shareholders' equity
D	=	Interest-bearing debt

Cost of equity (Ke) or the required rate of return for shareholders (Re) is derived from the Capital Asset Pricing Model (CAPM) as follows;

$$Ke \text{ (or Re)} = Rf + \beta \text{ (Rm - Rf)}$$

Whereby

Risk Free Rate (R_f)	=	Based on the yield of the 15-year government bond of 2.91% per annum (information as of July 15, 2024) which is the yield of government bonds that are being issued and offered continuously
Beta (β)	=	Based on the average Beta of 1045 HK Equity, 601698 CH Equity, 9412 JP Equity, THCOM TB Equity, YAHSAT UH Equity over the past 3 years until July 15, 2024, which IFA views that the period that best reflects the price changes and overall investor views on the company in the current market conditions, of 0.77 (Source: Bloomberg) with details in Clause 9.1.4.
Market Risk (R_m)	=	The average return on investment in the stock market over the past 15 years is 9.13% per year, as this is the period that best reflects the average return. (Source: Bloomberg)
K_d	=	7.85% per year of estimated loan interest rate of THCOM
D/E Ratio	=	Forecasted debt to equity ratio each year
T	=	20.00% corporate income tax rate per year

From the above assumptions, IFA summarizes THCOM's financial projections as follows:

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Total revenue	3,745.46	3,095.79	2,946.12	2,620.53	2,769.68	2,518.82	2,965.37
Growth rate	*-11.41%*	*-17.35%*	*-4.83%*	-11.05%	5.69%	-9.06%	17.73%
Cost of sales of goods	2,349.59	1,500.40	1,523.58	1,413.23	1,778.24	1,964.74	2,260.70
Proportion to total revenue	*62.73%*	*48.47%*	*51.71%*	53.93%	64.20%	78.00%	76.24%
Selling and administrative expense	817.45	1,139.75	848.95	452.30	982.73	1,085.80	1,249.35
Proportion to revenue from sale and service	*21.83%*	*36.82%*	*28.82%*	17.26%	35.48%	43.11%	42.13%

(Unit: THB million)	2021A[1/]	2022A[1/]	2023A[1/]	2024F	2025F	2026F	2027F
Management benefit expenses	66.53	59.69	62.09	65.19	68.45	71.88	75.47
Profit (loss) from other items	(253.82)	(242.08)	(166.34)	(86.74)	0.00	0.00	0.00
Net interest paid (receive)	26.15	(44.77)	(146.66)	(163.46)[2/]	198.29[2/]	457.64[2/]	622.98[2/]
Tax paid	88.28	156.41	138.18	0.00	0.00	0.00	0.00
Net profit (loss)	**143.64**	**42.21**	**353.65**	**766.52**	**(258.03)[4/]**	**(1,061.24)[4/]**	**(1,243.13)[4/]**
Net profit margin	*3.83%*	*1.36%*	*12.00%*	29.25%	-9.32%	-42.13%	-41.92%
EBIT (1)				464.30[3/]	81.11	(457.07)	(484.46)
Tax (2)				0.00[3/]	0.00	0.00	0.00
Depreciation and amortization (3)				277.94[3/]	1,039.34	1,359.24	1,663.97
Investment expenses (4)				(1,725.00)[3/]	(2,120.00)	(5,160.00)	(780.00)
Rights of use of assets (5)				(391.27)[3/]	(616.22)	(533.77)	(447.61)
Working capital decrease (increase) (6)				392.19[3/]	6.00	552.87	(489.22)
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)				**(981.84)[3/]**	**(1,609.77)**	**(4,238.72)**	**(537.32)**
Terminal Value							
WACC (%)				8.47% - 9.02%			
Present Value of Free Cash Flow to Firm				(942.71)	(1,422.75)	(3,438.99)	(399.86)
Present Value Terminal Value							

(Unit: THB million)	2028F	2029F	2030F	2031F	2032F	2033F	2034F
Total revenue	5,002.79	4,684.78	4,822.85	4,838.73	4,521.39	4,991.73	4,527.20
Growth rate	68.71%	-6.36%	2.95%	0.33%	-6.56%	10.40%	-9.31%
Cost of sales of goods	2,455.59	2,457.51	2,551.00	2,593.41	2,585.09	2,485.88	2,307.25
Proportion to total revenue	49.08%	52.46%	52.89%	53.60%	57.17%	49.80%	50.96%
Selling and administrative expense	1,357.06	1,358.12	1,409.79	1,433.22	1,428.63	1,373.80	1,275.08
Proportion to revenue from sale and service	27.13%	28.99%	29.23%	29.62%	31.60%	27.52%	28.16%
Management benefit expenses	79.24	83.20	87.37	91.73	96.32	101.14	106.19
Profit (loss) from other items	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net interest paid (receive)	610.00[2/]	548.65[2/]	478.87[2/]	390.64[2/]	296.79[2/]	208.75[2/]	137.36[2/]
Tax paid	0.00	0.00	0.00	0.00	0.00	164.43	140.26
Net profit (loss)	**500.90**	**237.30**	**295.82**	**329.72**	**114.56**	**657.74**	**561.05**
Net profit margin	10.01%	5.07%	6.13%	6.81%	2.53%	13.18%	12.39%
EBIT (1)	1,233.05	885.83	859.65	807.69	505.44	1,127.99	935.37
Tax (2)	0.00	0.00	0.00	0.00	0.00	(164.43)	(140.26)
Depreciation and amortization (3)	1,382.07	1,395.81	1,464.15	1,480.81	1,507.11	1,185.94	977.48
Investment expenses (4)	(330.00)	(730.00)	(320.00)	(250.00)	(390.00)	(230.00)	(300.00)
Rights of use of assets (5)	(436.89)	(425.48)	(413.25)	(400.13)	(386.07)	(414.75)	0.00
Working capital decrease (increase) (6)	(1,139.65)	(193.66)	(39.74)	19.74	204.44	(262.99)	247.64
Free Cash Flow to Firm=(1)+(2)+(3)+(4)+(5)+(6)	**708.58**	**932.50**	**1,550.80**	**1,658.11**	**1,440.92**	**1,241.76**	**1,720.23**
Terminal Value							**24,974.15**
WACC (%)	8.47% - 9.02%						
Present Value of Free Cash Flow to Firm	**483.96**	**584.87**	**893.78**	**878.72**	**702.64**	**557.70**	**712.19**
Present Value Terminal Value							**10,339.58**

Remark: 1/ Based on THCOM's audited consolidated financial statements between 2021 - 2023

2/ Such interest is considered based on the company's cash flow

3/ IFA considers cash flow from July 1, 2024 onwards, which is the date after the end of THCOM's latest financial statement period.

4/ The decrease in operating results and loss during 2025-2027 is due to loss of revenue from Thaicom 4 satellite and the start of operation of new satellites, namely Thaicom 9 and Thaicom 10 satellites.

(Unit: THB million)

Present value of the Free Cash Flow to Firm	(1,390.44)[1/]
Present value of the Terminal Value	10,339.58[1/]
Total PV of Free Cash Flow	**8,949.14**
Add: Cash and cash equivalents as of June 30, 2024	3,443.02
Less: Interest-bearing debt as of June 30, 2024	(231.31)
Net PV of Free Cash Flow	**12,160.85**
Number of paid-up share (million shares)	1,096.10
Net Present Value of Free Cash Flow (THB per Share)	**11.09**

Remarks : 1/ The reason for the negative total present value of Free Cash Flow to Firm during the projection period is due to the significant investment in new satellites, namely Thaicom 9 and Thaicom 10. Therefore, the majority of THCOM's value comes from Terminal Value.

In addition, IFA has conducted a sensitivity analysis of the share value by adjusting the discount rate (WACC) with an increase and/or decrease by approximately 0.15% per year, since IFA believes that WACC can reflect risks in various factors such as operations, financial liquidity, financial structure, etc.

	Discount Rate: WACC (% per year)		
	+0.15%	0%	-0.15%
THCOM value (THB million)	11,765.51	12,160.85	12,575.07
THCOM's share price (THB per share)	10.73	11.09	11.47

The result of a sensitivity analysis of the share value by changing the discount rate, the value of THCOM's share is between THB 10.73 – 11.47 per share or the company value is between THB 11,765.51 – 12,575.07 million.

The Discounted Cash Flow Approach reflects THCOM's ability to generate profits and future cash flows estimated based on the historical performance, ability to operate and generate profit in the future under current economic situation and operating performance assumptions of the company. In addition, the Discounted Cash Flow Approach is the only way that IFA can make assumptions about the present situation that could materially affect the future profitability of the business. In particular, this approach can add financial assumptions after THCOM has a plan for the construction and procurement of THAICOM 9 and THAICOM 10 satellites to use in the future operations, which such events directly affect THCOM's operations. Therefore, this approach of valuing the company's shares should be able to best reflect the intrinsic value of the company. **Therefore, IFA views that the Discounted Cash Flow Approach is appropriate for evaluating the value of THCOM's shares at this time.**

9.1.7. Summary of IFA's Opinion on the Appropriateness of the price for entering into the THCOM VTO

Share valuation in each method has different advantages and disadvantages, which also reflects the different appropriateness of the share price as follows:

1) The Book Value Approach only reflects the financial position of ADVANC as of June 30, 2024. It does not reflect the current market value of assets, and THCOM's future profitability and competitiveness. Although the Book Value Approach can be used as a reference for the underlying share price, IFA views that the Book Value Approach may not be appropriate for the valuation of THCOM's shares at this time.

2) The Adjusted Book Value Approach can reflect the financial position of THCOM as of June 30, 2024 and the adjusted value of items, but does not reflect the profitability and competitiveness of THCOM in the future. Although the valuation by the Adjusted Book Value Approach can be used as a reference for the underlying share price, IFA views that the Adjusted Book Value Approach may not be appropriate for evaluating the value of THCOM's shares at this time.

3) The Market Value Approach is a mechanism that is determined by the demand and supply of investors towards the shares of the business, which can reasonably reflect the current value of the share ,fundamental factors and the demand of general investors toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value or price of the company. And for the past 360 days, THCOM's shares have traded normally. Therefore, IFA views that the Market Value Approach is appropriate for evaluating the value of THCOM's shares at this time.

4) The Price to Book Value Ratio Approach considers the financial position at a certain point in time by comparing it with the average ratio of the reference group of companies, with the assumption that THCOM has potential similar to other companies in the group, without considering the ability to make a profit and the performance of the company in the future. However, the book value of each company used for comparison is significantly different, and the valuation of share by this method does not reflect the growth of the company. Therefore, IFA views that the Price to Book Value Ratio Approach may not be appropriate for evaluating the value of THCOM's shares at this time.

5) The Price to Earnings Ratio Approach, although the companies used for comparison have similar business operations to THCOM, their revenue, assets, market value, and net profit are different from THCOM. Therefore, the IFA believes that this method of share valuation may have some inaccuracies in evaluating the fair value of the business. Therefore, IFA views that the Price to Earnings Ratio Approach may not be appropriate for evaluating the value of THCOM's shares at this time.

6) The Discounted Cash Flow Approach reflects THCOM's ability to generate profits and future cash flows estimated based on the historical performance, ability to operate and generate profit in the future under current economic situation and operating performance assumptions of the company. In addition, the Discounted Cash Flow Approach is the only way that IFA can make assumptions about the present situation that could materially affect the future profitability of the business. In particular this approach can add financial assumptions after THCOM has a plan for construction and procurement of THAICOM 9 and THAICOM 10 satellites to use in the future operations, which such events directly affect THCOM's operations. Therefore, this approach of valuing the company's shares should be able

to best reflect the intrinsic value of the company. Therefore, IFA views that the Discounted Cash Flow Approach is appropriate for evaluating the value of THCOM's shares at this time.

In summary, from the 6 methods of valuing THCOM, IFA is of the opinion that the appropriate valuation methods of THCOM are the Market Value Approach and the Discounted Cash Flow (DCF) method, which will result in a price between THB 10.73 – 13.23 per share. The THCOM's Tender Offer Price at THB 11.00 per share is in the fair value range assessed by IFA. Therefore, IFA is of the opinion that the tender offer price is appropriate.

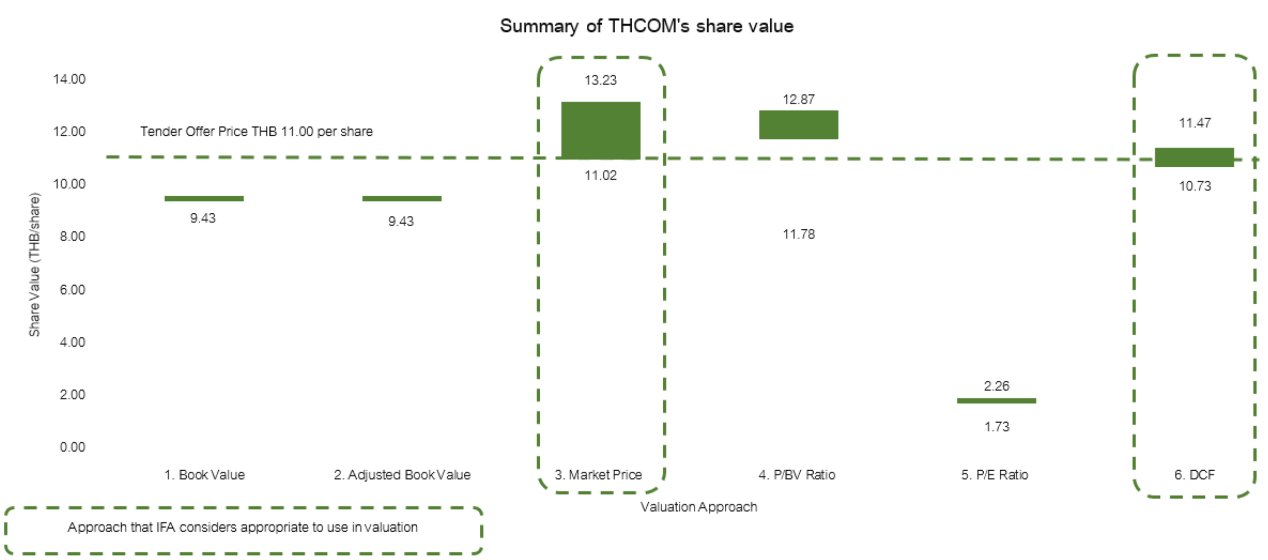
Summary Table of THCOM's Share Valuation Results by Each Valuation Methods

Valuation Methods	THCOM Company Value (THB million)	THCOM Share Value (THB/share)	Offer Price (THB/share)	Higher (lower) than Offer Price (THB/share)	Higher (lower) than Offer Price (%)
1) Book Value Approach	10,338.34	9.43	11.00	(1.57)	(14.26)
2) Adjusted Book Value Approach	10,338.34	9.43	11.00	(1.57)	(14.26)
3) Market Value Approach 1/2/	**12,073.85 – 14,500.76**	**11.02 - 13.23**	**11.00**	**0.02 - 2.23**	**0.14 - 20.27**
4) Price to Book Value Ratio Approach 2/	12,911.42 - 14,104.16	11.78 - 12.87	11.00	0.78 - 1.87	7.09 - 16.98
5) Price to Earnings Ratio Approach 2/	1,900.50 - 2,478.52	1.73 - 2.26	11.00	(9.27) – (8.74)	(84.24) – (79.44)
6) Discounted Cash Flow Approach 1/3/	**11,765.51 - 12,575.07**	**10.73 - 11.47**	**11.00**	**(0.27) - 0.47**	**(2.42) - 4.30**

Remark: 1/ The approaches that the IFA considers appropriate for valuing THCOM shares this time

2/ Data as of July 15, 2024, which is one business day before the Company's Board of Directors resolved to approve and propose the Restructuring Transaction.

3/ The value of THCOM shares calculated from a WACC between *8.47 - 9.02*%



9.2. Appropriateness of conditions for entering into the THCOM VTO

Considering the objectives, impacts, advantages, disadvantages and risks that may arise from the THCOM VTO, including the conditions for the THCOM VTO, IFA is of the opinion that the THCOM VTO, which is considered an asset acquisition transaction, is appropriate because the THCOM VTO is part of the Amalgamation. In addition, if we consider the details, the tender offer for all THCOM securities after the Amalgamation is unavoidable because it complies with the relevant regulations as NewCo is required to make a tender offer for all THCOM securities in accordance with the Notification No. TorJor. 12/2554. However, since the SEC and/or the Takeover Panel have granted an exemption to allow the Company to enter into the THCOM VTO before the Amalgamation, this should be the most appropriate solution so that the Amalgamation has the least limitations and risks for the shareholders of the Company and INTUCH.

Since the THCOM VTO does not require any contract to be drawn up, IFA has considered the appropriateness of the conditions for the THCOM VTO from the conditions precedent, as detailed in Part 2 Clause 1.2.2, and is of the opinion that the conditions precedent are appropriate in order to protect the benefits of the Company's shareholders in order to obtain assets in the conditions as agreed before the Amalgamation, including being in accordance with normal conditions, which do not cause the Company's shareholders to lose benefits, such as stipulating that THCOM shall not act in violation of the law or act in a manner that is not in the normal course of business, offering additional shares or convertible securities, acquiring or disposing of assets that are material to the operation of the business, and any action that results in a significant decrease in the value of ordinary shares in THCOM. Whereas other terms and/or conditions are in compliance with applicable laws or regulations, such as requiring that the Transaction and other actions related to such agenda must be approved by the shareholders' meeting.

Therefore, when considering the appropriateness of the price (THCOM's Tender Offer Price), which is within the fair value range assessed by IFA and the appropriateness of THCOM VTO (since the VTO Transaction is one of the important conditions of the Restructuring Transaction and may enable the Company the opportunity to receive higher revenue and returns in the future), IFA is of the opinion that the THCOM VTO is in line with the Company's objectives in order to maximize the Company's benefits. IFA is of the opinion that shareholders **should consider approving** the THCOM VTO .

In considering whether to approve or disapprove the THCOM VTO, the Company's shareholders shall consider the information, supporting reasons, and opinions on various issues as presented by IFA in this report. The decision to vote to approve or disapprove the THCOM VTO depends primarily on the discretion of each shareholder. Shareholders should study all information contained in IFA's opinion report and all documents attached to the invitation to the Extraordinary General Meeting of Shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

Summary of IFA's Opinion

Considering the appropriateness of the prices (Share Allocation Ratios, ADVANC's Tender Offer Price, and THCOM's Tender Offer Price), which are within the fair value range assessed by IFA, the conditions of the Amalgamation, and the appropriateness of the Transaction (the Transaction is considered a restructuring of the Company and related companies, which will reduce the complexity of the shareholding structure, increase operational efficiency, and increase NewCo's business opportunity to increase revenue from other services of NewCo and the potential benefits from investing in new technologies in the future, enhance financial potential and increase the attractiveness of NewCo shares to investors, coupled with the fact that the VTO Transaction is one of the important conditions of the Restructuring Transaction and may enable the Company the opportunity to receive higher revenue and returns in the future), IFA is of the opinion that the Restructuring Transaction is in line with the Company's objectives in order to maximize the Company's benefits. IFA is of the opinion that shareholders **should consider approving** the Restructuring Transaction, which consist of the Amalgamation, the ADVANC VTO, and the THCOM VTO, which are related and are conditions precedent to each other.

In considering whether to approve or disapprove the Transaction, the Company's shareholders shall consider the information, supporting reasons, and opinions on various issues as presented by IFA in this report. The decision to vote to approve or disapprove the Transaction depends primarily on the discretion of each shareholder. Shareholders should study all information contained in IFA's opinion report and all documents attached to the invitation to the Extraordinary General Meeting of Shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

Discover Management Company Limited, as the independent financial advisor, certifies that IFA has reviewed and provided the above opinions with due diligence according to professional standards, taking into account the best benefits for the shareholders.

Best Regards,

Discover Management Company Limited

(Mr. Vuthichai Tumasaroj)
Director

(Ms. Kanokporn Pongjetanapon)
Director

(Mr. Vuthichai Tumasaroj)
Supervisor

Contact: Discover Management Company Limited

02-651-4447

info@discoverym.com

Attachment 1
Summary Information of
Gulf Energy Development Public Company Limited ("GULF" or "the Company")

1. General Information

Company Name	: Gulf Energy Development Public Company Limited
Head Office Address	: No. 87 M. Thai Tower 11th Floor, All Seasons Place, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Telephone	: 0-2080-4499
Fax	: 0-2080-4455
Type of Business	: Holding company investing in energy and infrastructure business which can be divided into 3 main business groups, i.e. 1) energy business, consisting of gas-fired power business and provision of relevant services to the Company's Group, renewable energy business and gas business 2) infrastructure and utilities business, and 3) digital business.
Registration Number	: 0107560000231
Website	: www.gulf.co.th
Registered Capital	: 11,733,150,000 THB
Paid-up Capital	: 11,733,149,998 THB, consisting of 11,733,149,998 ordinary shares with a par value of 1.00 THB per share.

2. Business Description

2.1. Background and Key Milestones

For over two decades of the Company's executive team's experiences, initiated from power plant supervision and navigated through transformative shifts in energy management perspective towards sustainable business principles and roadmaps since the first project in 1994, a strategic reorientation in energy development was undertaken with the transition from coal-dependent electricity generation towards the utilization of natural gas, a reliable fuel with considerably less societal-environmental impact.

In the year 2007, Gulf Holdings Company Limited (GHC) was founded by Mr. Sarath Ratanavadi, and in collaboration with strategic partners, to participate in the bidding for IPP and SPP gas-fired power projects in Thailand for the first time and has since developed gas-fired power projects continuously, fostering energy security for the country. Subsequently, in 2011, Gulf Energy Development Public Company Limited was established and has grown into the listed company in the Stock Exchange of Thailand (SET), under the renowned banner of "GULF".

Presently, GULF operates under the principle "Powering the future, empowering the people", emphasizing on the responsibility to foster resilient societies for a sustainable future, in which the Company focuses on the development of high-efficiency gas-fired power projects alongside investments in renewable energy, including biomass, waste-to-energy, solar, wind, and hydroelectric power projects. Additionally, GULF has continued its success through international expansion while diversifying into new businesses such as natural gas supply and wholesale business, energy and logistics infrastructures business, as well as digital, telecommunications and satellite businesses, with the aim to catalyse and propel economic growth while enhance the country's and region's competitive edge.

Over the past three years, pivotal events have marked yet another significant stride towards our sustainable future, with key milestones as follows:

Year	Significant Events
2021	• Digital business entry: GULF ventured into digital business with a 42.25% shareholding in INTUCH, following a successful tender offer for INTUCH's ordinary shares. • Gas-fired power plant operations: GSRC project commenced the commercial operation of two units (1,325 MW) of gas-fired power plants. • Gas business acquisition: The Company acquired an additional equity interest in PTT NGD, increasing its stakes from 40.00% to 42.00%. • Infrastructure projects: BGSR 6 and BGSR 81 entered into public-private partnership (PPP) contracts to operate O&M works for intercity motorway M6 and M81 projects. Additionally, GPC entered into a PPP contract to develop and operate Laem Chabang port development phase 3 project (terminal F) project.
2022	• Gas-fired power plant operations: GSRC project continued its growth with the commencement of commercial operations for the remaining two units (1,325 MW) of gas-fired power plants. • Wind farm investments: GULF, in collaboration with GUNKUL, established GGC, investing in 177.5 MW wind farms in Thailand. Meanwhile, the Company reduced its indirect equity interest in 465 MW BKR2 wind farm in Germany from 50.00% to 24.99%. • Infrastructure expansion: GULF expanded its infrastructure business by acquiring a 28.57% equity interest in TTT, the operator of the public terminal management project for the handling of liquid products in Map Ta Phut industrial estate. • Digital business investment: GULF's Group further invested in digital business by acquiring 41.14% ordinary shares of THCOM, as well as formed a partnership with Singtel and ADVANC to develop a data center business in Thailand.
2023	• Gas-fired power plant operations: GPD project commenced commercial operation for two units (1,325 MW) of gas-fired power plants. • Overseas projects operations: DIPWP gas-fired power project in Oman (326 MW) and MKW wind farm in Vietnam (128 MW) commenced full commercial operation. • International investments: GULF's Group expanded its power business overseas by indirectly investing in a 49.00% equity interest in Jackson, an operating gas-fired power project in the USA (1,200 MW) and a 24.99% equity interest in Outer Dowsing, a developing offshore wind farm in the UK (1,500 MW). • Expansion into hydroelectric power projects: GULF's Group extended its renewable energy portfolio to hydroelectric power by acquiring a 19.99% stake in the Luang Prabang project in Lao PDR (1,460 MW).

Year	Significant Events
	The Group also signed Power Purchase Agreements (PPAs) with EGAT to develop Pak Lay and Pak Beng projects in Lao PDR (770 MW and 912 MW, respectively). • Domestic renewable energy projects: The Group was awarded projects under Thailand's regulations for purchasing electricity from renewable energy sources under a Feed-in Tariff (FiT) scheme, and signed PPAs to develop a total of 870 MW solar farms, 1,526 MW solar farms with battery energy storage systems, and 20 MW industrial waste to energy projects in Thailand. • Thailand's 1st private company to import LNG: HKH signed an LNG supply agreement with Gunvor Singapore Pte. Ltd., to supply LNG of approximately 0.5 MTPA for HKP gas-fired power project, starting in February 2024. • Further development in digital ventures: Gulf Binance obtained approval from the SEC to operate the digital asset exchange business in Thailand under the Binance TH by Gulf Binance, which has opened to the general public in January 2024.

2.2. Business Overview

The Company was established in 2011. Its shares were listed and traded on the SET on 6 December 2017. At present, Gulf VTP Company Limited, is the Company's subsidiary operating core business which is not a listed company as required under the requirements regarding the holding company. The Company invests in 3 main business groups comprising (i) energy business (ii) infrastructure and utilities business, and (iii) digital business, with the key details as follows:

1. Energy Business

The Company conducts its energy business by investing in the development, construction, and operation of gas-fired power projects and renewable energy projects, which have long-term Power Purchase Agreements ("PPAs") with government sector or credible and stable private sector, through its subsidiaries and associated companies. It also extends to the upstream industries by conducting the gas business.

Operational Plan of the Power Projects of the Company's Group (as of June 30, 2024)

Installed Power Generation Capacity	As of June 30, 2024 (in operation)	By the Year 2033 (under construction and development)
Total Gross	13,862 Megawatts ("MW")	23,356 MW
Total Equity	7,559 MW	12,750 MW

Energy Business consists of:

2.2.1.1. Power Generation Business

a. Gas-fired Power Generation Business

The gas-fired power projects under the Company's Group based on the type of the PPAs can be divided into 4 categories (information as of June 30, 2024) as follows:

	IPP Power Projects (IPP: Independent Power Producer)	SPP Power Projects (SPP: Small Power Producer)	Captive Power Project	Gas-fired Power Project in Merchant Market
Details	6 projects in Thailand (in operation, and under construction and development)	19 projects in Thailand (all in operation)	1 project in Duqm Special Economic Zone ("Duqm SEZ") in Oman (in operation)	1 project in Will County, Illinois, United States of America ("USA") (in operation)
Installed Power Generation Capacity	Electricity: 10,861 MW (Electricity: 2,033 MW under construction and development)	Electricity: 2,474 MW	Electricity: 326 MW Water 1,667 m^3 per hour	Electricity: 1,200 MW
Off-taker	Electricity Generating Authority of Thailand ("EGAT") (sole off-taker)	- EGAT (70-80% of generated electricity) Industrial Users (20-30% of generated electricity) with also offtake steam and chilled water offtake	DRPIC refinery (sole off-taker for both electricity and water)	Pennsylvania-New Jersey-Maryland Interconnection (PJM)
Type of Contract	25-year PPA with EGAT	25-year PPA with EGAT and long-term PPA with Industrial Users	25-year PWPA (Power and Water Purchase Agreement) (The Project has been granted exclusive rights to operate a utilities business in Duqm SEZ)	Supplying electricity to PJM merchant market, which is a regional transmission organization with the highest reliability and highest electricity demand in the USA

Remark: The Company's Group gas-fired power projects are configured with cogeneration system or combined cycle gas turbine that uses natural gas as a primary fuel, and IPP power projects may use diesel oil as backup fuel. Combustion of the fuel will produce a high-pressure hot gas which is used to rotate the gas turbine, generating electrical current and voltage. The gas turbine's exhaust gas will be used for generating steam that then drives the steam turbine to generate additional electricity.

b. Other Related-Services of the Company's Group

The Company provides management services for the power projects within the Company's Group, ranging from managing projects at the development and construction stage to managing the projects after they achieve commercial operation. The services include contractor recruitment, construction contract management, management services, planning of work and policy of operation and maintenance, accounting, finance, and other administrative works for the power projects. The services are provided under management services agreements, secondment agreements, and short-term funding agreements.

c. Renewable Energy Business

1) Biomass Power Project

The Company's Group operates a biomass SPP which uses wood chips as fuel, located in Thailand, with an installed power generation capacity of approximately 25 MW. The electricity generated from the project is sold to EGAT under a non-firm 25-year PPA, and the project has already achieved commercial operation.

2) Solar Power Projects

The Company's Group invests in solar power projects including solar farms, solar farms with battery energy storage systems ("Solar BESS"), and solar rooftops, with installed power generation capacity of 238 MW in operation and 2,692 MW under construction and development as of June 30, 2024. The projects' details are as follows:

Solar Power Projects	Installed Power Generation Capacity	Off-taker / Type of Contract
2 Solar Farms in Vietnam (both in operation)	119 MW	Vietnam Electricity ("EVN") under 20-year PPAs
13 Solar Farms in Thailand (under construction and development)	870 MW	EGAT under 25-year PPAs
11 Solar BESS Projects in Thailand (under construction and development)	1,668 MW	EGAT under 25-year PPAs
Very Small Power Producer (VSPP) Solar Rooftop Projects in Thailand (in operation)	0.6 MW	PEA under 25-year PPAs

Solar Rooftop Projects under GULF1 Company Limited ("GULF1") (in operation / under construction and development)	119 MW / 154 MW	Industrial Users under 10-15-year PPAs

3) Wind Power Projects

The Company's Group invests in wind power projects which are comprised of both offshore and onshore wind farms, with installed power generation capacity of 770 MW in operation and 1,500 MW under development as of June 30, 2024. The projects' details are as follows:

Wind Power Projects	Installed Power Generation Capacity	Off-taker / Type of Contract
3 Onshore Wind Farms under the GGC Joint Venture (in operation)	178 MW	EGAT under 25-year PPAs
Offshore Wind Farm under MKW Project in Vietnam (in operation)	128 MW	EVN under 20-year PPA
Offshore Wind Farm under BKR2 Project in Northwestern Germany (in operation)	465 MW	Ørsted group under 20-year PPA
Offshore Wind Farm under Outer Dowsing Project in the United Kingdom (under development)	1,500 MW	(The project is under development)

4) Waste-to-Energy Projects

The Company's Group invests in waste-to-energy projects in Thailand with a total installed power generation capacity of 128 MW under construction / development as of June 30, 2024. The projects' details are as follows:

- Municipal Waste-to-Energy Project, 1 project, with an installed power generation capacity not less than 9.5 MW to dispose no less than 650 tons of waste per day. As of June 30, 2024, the project's waste disposal phase including waste sorting and sanitary backfilling is now in operation, and the power project is under construction, with a plan to sell electricity to PEA under a 20-year PPA.
- Industrial Waste-to-Energy Projects in Thailand comprise 12 projects with an installed power generation capacity of 9.9 MW per project and a total capacity to dispose industrial waste of approximately 3,000 tons per day. As of June 30, 2024, the projects are under preparation for construction with a plan to sell electricity to PEA under 20-year PPAs.

- Solid Recovered Fuel (SRF) Projects comprise 3 projects which convert industrial non-hazardous waste into fuel for electricity generation. The projects will supply fuel to the industrial waste-to-energy projects of the Company's Group for further electricity generation.

5) Hydroelectric Power Projects

The Company is currently developing 3 run-of-river hydroelectric power projects on the Mekong River Basin in the Lao People's Democratic Republic (the "Lao PDR") with a total installed power generation capacity of 3,142 MW with a plan to sell entire electricity back to Thailand under 29-35-year PPAs with EGAT, in accordance with the Memorandum of Understanding in respect of the power purchase between Thailand and the Lao PDR.

d. Gas Business

1) Natural Gas Distribution Projects

The Company invests in gas natural distribution projects which connect PTT Public Company Limited ("PTT")'s transmission pipelines to the customers in the industrial estates through Gulf WHA MT Natural Gas Distribution Company Limited and PTT Natural Gas Distribution Company Limited of which all the projects are currently in operation.

2) LNG Terminal Project

LNG Terminal project is located in Map Ta Phut Industrial Estate, Rayong province, under a 35-year Public-Private Partnership Contact ("PPP Contract") with the Industrial Estate Authority of Thailand ("IEAT"). The project is divided into 2 phases, i.e. Phase 1: infrastructure design and construction (Details appear in Infrastructure and Utilities Business section), and Phase 2: superstructure phase, which includes design, construction and operation of LNG terminal on the land reclamation area of approximately 200 rais. The LNG Terminal project is already included in the National Gas Plan and is currently under development.

3) LNG Shipper Project

The Company operates a natural gas supply and wholesaling business through Gulf LNG Company Limited ("GLNG"), which was granted an LNG shipper license from the Energy Regulatory Commission (the "ERC") to sell the natural gas to IPP and SPP power projects as well as natural gas pipeline distributors under the Company's Group, in the amount of not exceeding 6.4 million tons per year.

Moreover, the Company holds shares in Hin Kong Power Holding Company Limited ("HKH"), which was granted an LNG shipper license from the ERC in the amount of not exceeding 1.4

million tons per year to sell and distribute natural gas to Hin Kong Power Project ("HKP"). HKH commenced its first LNG import in February 2024.

2. Infrastructure and Utilities business

The Company focuses on large-scale infrastructure and utilities projects, which serve as the foundation for Thailand's further development on various dimensions in accordance with the government's policies. These projects contribute to the improvement of citizens' quality of life, the enhancement of the transportation network, and the stimulation of economic development, both domestic and international. The details of the infrastructure and utilities projects of the Company's Group under long-term Public-Private Partnership Contracts with the government sector are as follows:

a. Bang Pa-In – Nakhon Ratchasima ("M6") and Bang Yai - Kanchanaburi ("M81") Intercity Motorway Projects (Operation and Maintenance: O&M)

The Company invests in BGSR 6 Company Limited ("BGSR 6") and BGSR 81 Company Limited ("BGSR 81"), the operators of M6 and M81 Intercity Motorway Projects with the distance of 196 kilometres and 96 kilometres, respectively. The projects operate under the Public-Private Partnership Contracts with the Department of Highways (DOH) and are divided into 2 phases, i.e. Phase 1: design and construction of the motorway system for 3 years and Phase 2: operation and maintenance for 30 years.

b. Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1)

The Company invests in Gulf MTP LNG Terminal Company Limited ("GMTP"), the developer and operator of Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1) located in Map Ta Phut industrial estate, Rayong province, under a 35-year Public-Private Partnership Contract with IEAT. The project is divided into 2 phases, i.e., (1) infrastructure design and construction phase, which includes dredging and land reclamation work in an area of approximately 1,000 rais, and (2) superstructure phase, which includes design, construction, and operation of LNG terminal. Details of which appear in the gas business section.

c. Public Terminal Management Project for the Handling of Liquid Products

The Company invests in Thai Tank Terminal Ltd. ("TTT"), Thailand's largest operator of public terminal for the handling of liquid products, located in Map Ta Phut industrial estate in Rayong province under a 30-year Public-Private Partnership Contract with IEAT. TTT currently has 4 jetties that are capable of berthing 1,000 vessels per year and liquid product storage tanks with a total storage capacity of 723,800 cubic meters.

d. **Laem Chabang Port Development Phase 3 Project (Terminal F)**

The Company invests in GPC International Terminal Co., Ltd. ("GPC"), the operator of the Laem Chabang Port Development Phase 3 Project (Terminal F) under a 35-year Public-Private Partnership Contract with the Port Authority of Thailand ("PAT"). PAT is responsible for land reclamation work while GPC is responsible for the design, construction, operation and maintenance services for the container berths of terminal F to accommodate container throughput and implement automation technology for the project operation, which can accommodate cargo containers of not less than 4,000,000 TEU.

e. **Electricity Distribution System and District Chilled Water Distribution System Projects for One Bangkok Project**

The Company invests in Bangkok Smart Power Company Limited ("BSP") and Bangkok Smart DCS Company Limited ("BSD") through Bangkok Smart Energy Company Limited ("BSE"), which is a joint venture company, with details as follows:

(1) **BSP Electricity Distribution System Project**

BSP sells electricity to One Bangkok project by purchasing high-voltage electricity from the Metropolitan Electricity Authority (MEA), converting it to medium voltage and distributing it to the BSD District Chilled Water Distribution System Project and buildings within the project. The project has an installed capacity of approximately 240 megawatts under the Utility Development Agreement (electricity).

(2) **BSD District Cooling System Project**

BSD provides cooling system related services and installs a centralized water cooling system for One Bangkok project by purchasing electricity from BSP and treated water from the center utility plant combined with tap water from the Metropolitan Waterworks Authority to use in the district cooling system of the project. The project has an installed capacity of approximately 38,000 refrigeration tons and the Utility Development Agreement (district cooling).

3. **Digital Business**

a. **Investments in INTUCH and THCOM**

As of 9 August 2024, the Company is a major shareholder of INTUCH and THCOM, holding shares of 47.37 percent directly in INTUCH and 41.14 percent indirectly in THCOM.

INTUCH's main business is a holding company with an investment in ADVANC, a leader of telecommunications infrastructure and smart technology services in Thailand, covering mobile network services with 5G and 4G, high-speed home internet services through fiber-to-the-home networks, enterprise data services through data connectivity networks, cloud services, data centers, and digital solution platforms.

Meanwhile, THCOM is a satellite communications service provider through both conventional satellites and high-throughput satellites, with track record successes in launching and providing orbital satellite services, with a total of 8 satellites (4 satellites discharged). Currently, THCOM is expanding its satellite business into new space technology through partnerships with Low Earth Orbit (LEO) satellite service providers, which could be used for the development of the geospatial data analytic platform and the carbon credit platform for exploration of rights generated from reducing greenhouse gas or carbon dioxide emissions. In addition, THCOM operates in the telecommunications business in Lao PDR through investments in Shenington Investments Pte. Ltd.

b. Digital Asset Exchange Business

The Company invests in digital asset exchange business through Gulf Binance Company Limited ("Gulf Binance"), which has obtained approval from the SEC Office to operate a digital asset business in Thailand. Gulf Binance's digital asset exchange platform was opened to the general public on 16 January 2024, providing digital asset exchange and digital asset brokerage services.

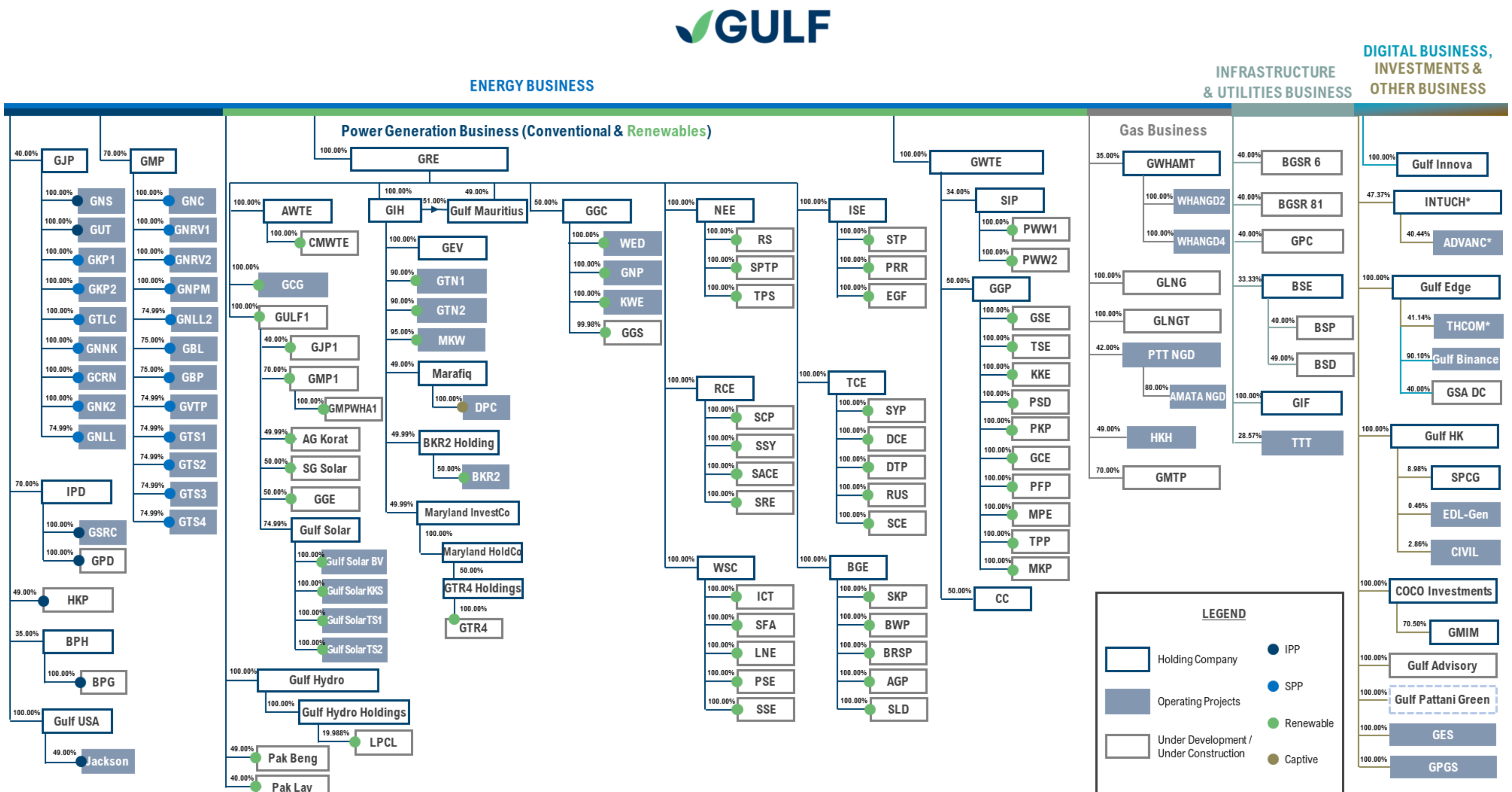
c. Data Center

The Company, in collaboration with Singtel and ADVANC, established the joint venture company, namely GSA Data Center Company Limited ("GSA DC") with the objective to respond to the rising demand of domestic and international customers, for international standard data management and storage services. The data center is currently under construction with a capacity of 25 megawatts in the first phase.

d. Cloud Business

The Company's Group partnered with Google Asia Pacific Company Limited to operate services in respect of the Google Distributed Cloud (GDC) air-gapped configuration, which is a fully disconnected sovereign cloud that requires no connectivity to the public internet, thus providing high stability and data security. The target customer groups are industries that require the storage and processing of sensitive or confidential data, such as healthcare, energy and utilities, or public safety services. GSA DC's data centers are also able to host such cloud systems within the scope of this partnership.

2.3. Shareholding Structure



Data as of Jun 30, 2024

Remark: *For more information on the shareholding structure of INTUCH, ADVANC and THCOM, please refer to annual report (56-1 One Report) of INTUCH, ADVANC and THCOM respectively

Source: GULF

2.4. Revenue Structure

The revenue of GULF and its subsidiaries for the past three years and the 6-month period of 2024 are as follows:

Items	2021		2022		2023		6-month period of 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Gas-fired power business	40,185	80.39	80,750	84.93	103,727	88.69	57,924	89.26
- Revenue from electricity sold to EGAT	30,745	61.51	65,849	69.26	84,558	72.30	47,620	73.38
- Revenue from electricity sold to industrial users	7,323	14.65	9,189	9.66	10,337	8.84	4,566	7.04
- Revenue from steam sold to industrial users	659	1.32	900	0.95	793	0.68	372	0.57
- Revenue from lease contracts under PPAs	1,458	2.92	4,813	5.06	8,039	6.87	5,366	8.27
Renewable energy business	6,647	13.30	8,486	8.93	2,399	2.05	1,523	2.35
Infrastructure & utilities business	163	0.33	4,212	4.43	4,195	3.59	2,162	3.33
Satellite business	-	0.00	-	0.00	2,627	2.25	1,247	1.92
Revenue from management fee	474	0.95	703	0.74	1,107	0.95	335	0.52
Other income	2,516	5.03	925	0.97	2,896	2.48	1,705	2.63
Total revenue	**49,985**	**100.00**	**95,077**	**100.00**	**116,951**	**100.00**	**64,896**	**100.00**

Source: GULF

3. Shareholders and Board of Directors

3.1. Shareholders

The list of the top 10 major shareholders as of August 9, 2024, is as follows:

No.	Major Shareholders	Number of Shares	Shareholding (%)
1.	Mr. Sarath Ratanavadi	4,202,177,897	35.81
2.	UBS AG SINGAPORE BRANCH	1,468,262,135	12.51
3.	GULF CAPITAL HOLDINGS LIMITED	1,160,431,363	9.89
4.	Gulf Holding (Thailand) Co., Ltd.	551,729,877	4.70
5.	GULF INVESTMENT AND TRADING PTE. LTD.	377,250,502	3.22
6.	Thai NVDR Co., Ltd.	328,831,566	2.80
7.	NOMURA SINGAPORE LIMITED-GULF INVESTMENT AND TRADING PTE. LTD.	320,000,000	2.73
8.	BANK OF SINGAPORE LIMITED-1000120215	296,432,105	2.53
9.	RAFFLES NOMINEES (PTE) LIMITED	248,360,040	2.12
10.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	220,636,160	1.88
11.	Other shareholders	2,559,038,353	21.81
	Total	11,733,149,998	100.00

Source: SET

3.2. Board of Directors

The Company's Board of Directors consists of a total of 12 members, detailed as follows:

Board Member Name	Position
1. Mr. Viset Choopiban	Chairman of the Board / Independent Director
2. Mr. Sarath Ratanavadi	Chief Executive Officer / Vice Chairman
3. Mrs. Porntipa Chinvetkitvanit	Director
4. Mr. Boonchai Thirati	Director
5. Ms. Yupapin Wangviwat	Director
6. Mrs. Chotikul Sookpiromkasem	Director
7. Mr. Kasem Snidvongs Na Ayudhya	Independent Director / Chairman of the Audit Committee
8. Mr. Santi Boonprakub	Independent Director
9. Dr. Raweporn Kuhirun	Audit Committee / Independent Director
10. Mr. Sommai Phasee	Audit Committee / Independent Director
11. Mr. Predee Daochai	Independent Director
12. Mr. Somprasong Boonyachai	Independent Director

Source: SET

4. Summary of Key Financial Statement Items

Statement of Financial Position

Items	2021		2022		2023		Q2 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Asset								
Current Asset								
Cash and cash equivalents	19,846.84	5.47	39,193.65	9.37	36,055.17	7.85	31,942.50	6.63
Short-term deposits at financial institutions used as collateral	2,786.67	0.77	3,015.20	0.72	5,947.40	1.29	6,276.32	1.30
Trade receivables	9,568.86	2.64	18,998.82	4.54	21,164.78	4.61	24,430.62	5.07
Current portion of lease receivable under power purchase agreement	596.30	0.16	1,039.63	0.25	1,677.36	0.37	2,022.34	0.42
Other receivables	1,392.19	0.38	2,979.56	0.71	2,898.07	0.63	4,779.61	0.99
Current portion of long-term loans to related parties	-	-	52.62	0.01	-	-	-	-
Other current financial assets	2,313.72	0.64	3,133.76	0.75	1,804.76	0.39	2,164.52	0.45
Inventories	1,302.60	0.36	1,560.71	0.37	2,957.60	0.64	2,982.42	0.62
Refundable VAT	1,003.96	0.28	275.42	0.07	181.36	0.04	739.84	0.15
Total current assets	38,811.16	10.70	70,249.38	16.80	72,686.49	15.82	75,338.16	15.64
Non-current assets								
Deposits at financial institutions used as collateral	1,319.90	0.36	1,285.74	0.31	1,321.69	0.29	1,375.17	0.29
Other non-current financial assets	3,340.46	0.92	11,811.67	2.82	10,969.71	2.39	10,988.43	2.28
Investments in associates	130,220.56	35.91	142,005.68	33.96	145,927.07	31.76	146,825.47	30.47
Investments in joint ventures	5,352.85	1.48	18,928.10	4.53	34,805.26	7.57	37,275.74	7.74

Items	2021		2022		2023		Q2 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Other non-current receivables	1,267.48	0.35	1,755.38	0.42	1,889.36	0.41	2,574.02	0.53
Lease receivable under power purchase agreement	20,334.77	5.61	38,644.10	9.24	57,018.57	12.41	64,402.18	13.37
Receivable from service concession arrangement	334.37	0.09	4,613.89	1.10	9,155.26	1.99	11,592.85	2.41
Long-term loans to related parties	6,655.12	1.84	16,444.75	3.93	20,883.94	4.54	24,948.62	5.18
Investment properties	112.61	0.03	3,266.99	0.78	3,281.97	0.71	3,283.47	0.68
Advance payments for property, plant and equipment	3,016.65	0.83	2,142.34	0.51	2,015.96	0.44	960.88	0.20
Property, plant and equipment	130,128.00	35.88	99,554.66	23.81	90,221.98	19.63	93,202.28	19.34
Right-of-use assets	656.82	0.18	2,353.54	0.56	1,928.95	0.42	1,876.16	0.39
Intangible assets	18,964.39	5.23	3,872.95	0.93	5,958.42	1.30	5,822.59	1.21
Deferred tax assets	1,896.54	0.52	731.84	0.18	827.22	0.18	734.71	0.15
Refundable VAT	85.94	0.02	28.07	0.01	205.44	0.04	207.58	0.04
Other non-current assets	176.24	0.05	482.88	0.12	416.89	0.09	443.24	0.09
Total non-current assets	**323,862.69**	**89.30**	**347,922.58**	**83.20**	**386,827.67**	**84.18**	**406,513.37**	**84.36**
Assets	**362,673.85**	**100.00**	**418,171.96**	**100.00**	**459,514.17**	**100.00**	**481,851.53**	**100.00**

Source: Gulf Financial Statement

Items	2021		2022		2023		Q2 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Liabilities and equity								
Liabilities								
Current Liabilities								
Short-term loans from financial institutions	9,927.03	2.74	6,669.00	1.59	4,400.00	0.96	7,000.00	1.45
Short-term loans from related parties	70.61	0.02	-	-	389.20	0.08	-	-
Trade payables	3,080.40	0.85	7,484.12	1.79	9,390.77	2.04	12,262.15	2.54
Construction payables	8,155.33	2.25	7,736.43	1.85	7,414.53	1.61	9,112.41	1.89
Other payables	3,574.44	0.99	5,682.73	1.36	5,759.07	1.25	6,230.76	1.29
Current portion of long-term loans from financial institutions	3,003.97	0.83	18,134.33	4.34	23,138.76	5.04	18,488.35	3.84
Current portion of lease liabilities	75.98	0.02	363.33	0.09	252.60	0.05	252.39	0.05
Current portion of debentures	6,524.03	1.80	4,499.05	1.08	14,497.58	3.15	21,997.46	4.57
Corporate income tax payable	92.14	0.03	59.66	0.01	44.59	0.01	272.89	0.06
Other current financial liabilities	512.30	0.14	1,239.62	0.30	335.92	0.07	201.43	0.04
Total current liabilities	**35,016.23**	**9.66**	**51,868.33**	**12.40**	**65,623.01**	**14.28**	**75,817.85**	**15.73**
Non-current liabilities								
Construction payable	-	0.00	3,199.10	0.77	264.56	0.06	282.66	0.06
Other non-current payables	700.64	0.19	1,392.11	0.33	1,990.82	0.43	2,039.93	0.42
Other non-current financial liabilities	9,169.27	2.53	1,662.77	0.40	1,547.10	0.34	1,668.75	0.35
Long-term loans from financial institutions	138,761.24	38.26	119,176.39	28.50	120,159.9	26.15	121,849.53	25.29

Items	2021		2022		2023		Q2 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Lease liabilities	666.88	0.18	1,791.37	0.43	1,581.71	0.34	1,550.18	0.32
Debentures	64,534.35	17.79	99,931.31	23.90	120,429.72	26.21	130,429.55	27.07
Deferred tax liabilities	3,821.80	1.05	1,683.71	0.40	1,899,40	0.41	2,301.99	0.48
Provisions for employee benefits	259.70	0.07	677.78	0.16	735.46	0.16	771.86	0.16
Provision for decommissioning costs	2,234.59	0.62	987.56	0.24	1,178.03	0.26	1,261.93	0.26
Total non-current liabilities	**220,148.48**	**60.70**	**230,502.10**	**55.12**	**249,786.70**	**54.36**	**262,156.37**	**54.41**
Total liabilities	**255,164.71**	**70.36**	**282,370.43**	**67.52**	**315,409.71**	**68.64**	**337,974.22**	**70.14**
Equity								
Share capital								
Authorised share capital	11,733.15	3.24	11,733.15	2.81	11,733.15	2.55	11,733.15	2.44
Issued and paid-up share capital	11,733.15	3.24	11,733.15	2.81	11,733.15	2.55	11,733.15	2.44
Share premium	51,822.15	14.29	51,822.15	12.39	51,822.15	11.28	51,822.15	10.75
Surplus from business combination under common control	(316.24)	(0.09)	(316.24)	(0.08)	(316.24)	(0.07)	(316.24)	(0.07)
Surplus from the changes in proportion of investment/interests in subsidiaries	1,489.75	0.41	1,489.75	0.36	1,489.75	0.32	1,489.75	0.31
Retained earnings - Legal reserve	951.61	0.26	1,173.32	0.28	1,173.32	0.26	1,173.32	0.24
Retained earnings - Unappropriated	35,979.57	9.92	41,886.71	10.02	49,717.39	10.82	47,575.12	9.87
Other components of equity	(5,064.04)	(1.40)	2,998.13	0.72	965.47	0.21	2,011.05	0.42
Equity attributable to owners of the parent	**96,595.95**	**26.63**	**110,786.96**	**26.49**	**116,584.98**	**25.37**	**115,488.29**	**23.97**
Non-controlling interests	10,913.19	3.01	25,014.57	5.98	27,519.48	5.99	28,389.02	5.89
Total equity	**107,509.14**	**29.64**	**135,801.54**	**32.48**	**144,104.46**	**31.36**	**143,877.31**	**29.86**
Total liabilities and equity	**362,673.85**	**100.00**	**418,171.96**	**100.00**	**459,514.17**	**100.00**	**481,851.53**	**100.00**

Source: GULF Financial Statement

Income Statement

Items	2021		2022		2023		6-month of 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Revenue								
Revenue from sale and services	45,372.84	95.59	84,423.62	89.67	100,713.22	88.30	55,327.90	87.56
Revenue from lease contracts under power purchase agreement	1,457.60	3.07	4,812.71	5.11	8,039.02	7.05	5,366.21	8.49
Revenue from service concession arrangement	162.73	0.34	4,211.78	4.47	4,194.91	3.68	2,161.79	3.42
Revenue from management fee	474.15	1.00	702.77	0.75	1,107.29	0.97	335.10	0.53
Total Revenue	47,467.33	100.00	94,150.89	100.00	114,054.44	100.00	63,191.00	100.00
Cost of Goods Sold								
Cost of sale and services	34,026.84	71.68	70,530.74	74.91	87,700.56	76.89	49,296.94	78.01

Items	2021		2022		2023		6-month of 2024	
	THB million	%	THB million	%	THB million	%	THB million	%
Cost from service concession arrangement	146.12	0.31	3,887.15	4.13	3,871.01	3.39	1,988.72	3.15
Cost of management fee	215.07	0.45	293.09	0.31	450.03	0.39	146.21	0.23
Total Cost	**34,388.04**	**72.45**	**74,710.99**	**79.35**	**92,021.59**	**80.68**	**51,431.86**	**81.39**
Gross profit	**13,079.28**	**27.55**	**19,439.90**	**20.65**	**22,032.85**	**19.32**	**11,759.14**	**18.61**
Interest income	83.21	0.18	243.00	0.26	1,938.56	1.70	1,398.49	2.21
Other income	7.56	0.02	606.52	0.64	687.01	0.60	206.09	0.33
Dividend income	2,425.65	5.11	75.75	0.08	270.72	0.24	100.86	0.16
Administrative expenses	(2,297.36)	(4.84)	(2,954.59)	(3.14)	(3,915.33)	(3.43)	(1,677.90)	(2.66)
Net gain (loss) on exchange rate	(1,074.78)	(2.26)	(627.27)	(0.67)	(808.47)	(0.71)	(731.56)	(1.16)
Profit from operating activities	**12,223.56**	**25.75**	**16.783.33**	**17.83**	**20,205.33**	**17.72**	**11,055.12**	**17.49**
Share of profit of associates and joint ventures	2,886.04	6.08	6,321.26	6.71	10,283.51	9.02	4,829.03	7.64
Finance costs	(5,595.65)	(11.79)	(7,651.65)	(8.13)	(9,816.60)	(8.61)	(5,398.42)	(8.54)
Profit before income tax expense	**9,513.96**	**20.04**	**15,452.94**	**16.41**	**20,672.25**	**18.12**	**10,485.73**	**16.59**
Tax income (expense)	(346.90)	(0.73)	(1,334.14)	(1.43)	(657.59)	(0.58)	(506.51)	(0.80)
Profit for the year	**9,167.07**	**19.31**	**14,108.80**	**14.99**	**20,014.66**	**17.55**	**9,979.22**	**15.79**

Source: GULF Financial Statement

Cash Flow Statement

Items	2021	2022	2023	6-month of 2024
	THB million	THB million	THB million	THB million
Net cash from (used in) operating activities	14,014.71	11,108.54	18,294.68	9,933.32
Net cash from (used in) investing activities	(78,206.25)	(25,035.99)	(37,057.48)	(10,008.06)
Net cash from (used in) financing activities	68,128.14	33,277.08	15,628.38	(4,062.66)
Effect of exchange rate changes on cash and cash equivalents	8.00	(2.81)	(4.08)	24.72
Net increase (decrease) in cash and cash equivalents	**3,944.60**	**19,346.81**	**(3,138.49)**	**(4,112.67)**
Cash and cash equivalents at January 1	15,902.24	19,846.84	39,193.65	36,055.17
Cash and cash equivalents at December 31	**19,846.84**	**39,193.65**	**36,055.17**	**31,942.50**

Source: GULF Financial Statement

Key Financial Ratios

Financial ratios		2021	2022	2023	6-month of 2024
Liquidity ratios					
Current ratio	times	1.11	1.35	1.11	0.99
Quick ratio	times	0.92	1.18	0.96	0.83
Operating cash flow to current liabilities	times	0.43	0.26	0.31	n/a
Receivable turnover	times	6.00	6.23	5.32	n/a
Collection period	days	60.01	57.74	67.67	n/a
Accounts payable turnover	times	15.51	14.14	10.91	n/a
Payment period	days	23.21	25.45	33.01	n/a

Financial ratios		2021	2022	2023	6-month of 2024
Cash cycle	days	36.80	32.29	34.67	n/a
Profitability ratios					
Gross profit margin	%	27.55	20.65	19.32	18.8
Operating profit margin	%	22.71	17.51	15.88	13.8
Other profit margin	%	8.85	7.01	10.65	n/a
Cash to income ratio	%	129.98	67.38	100.98	n/a
Net profit margin	%	18.34	14.84	17.11	15.4
Return on equity	%	10.21	11.60	14.30	14.9
Efficiency ratios					
Return on assets	%	3.01	3.61	4.56	4.5
Return on fixed assets	%	10.09	15.67	24.24	n/a
Assets turnover	times	0.17	0.26	0.29	n/a
Financial Policy ratios					
Debt to equity ratio	times	2.37	2.08	2.19	2.35
Interest coverage ratio	times	3.96	3.81	3.60	n/a
Debt service coverage ratio (DSCR)	times	1.13	0.98	0.83	n/a
Dividend payout to Net Profit	%	58.13	45.22	47.38	n/a
Interest-bearing debt to equity ratio	times	2.07	1.83	1.96	n/a

Source: GULF Financial Statement

5. Management Discussion and Analysis

5.1. Operating Results

2021

Revenue from Sales (Gas-Fired Power business)

For the year 2021, revenue from sales and lease contracts under power purchase agreement for the Gas-Fired Power Generation business was recorded at THB 40,184 million, an increase of 37.3% YoY, primarily resulting from the commercial operation commencement of GSRC unit 1-2 projects as previously mentioned, and revenue from the 12SPPs under GMP group which increased from the higher electricity and steam sales volume, as the industrial users' load factor rose from 56% in 2020 to 60% in 2021, mainly increased in electronics components, automotive, packaging, and steel sectors. Moreover, the electricity and steam selling price per unit also increased in tandem with the higher natural gas price, as the SPPs gas cost increased from 244.51THB/mmbtu in 2020 to 266.02 THB/mmbtu in 2021 (+8.8% YoY).

Revenue from Sales (Renewable Energy business)

For the year 2021 compared to 2020, revenue from sales of Renewable Energy business was recorded at THB 6,647 million (+120.0% YoY), majorly a result of the full year revenue recognition of the BKR2 offshore wind project in Germany, following the Company's investment in 50% of the project's equity interest on September 24, 2020. As for the GTN1 and GTN2 solar power projects in Vietnam, the revenue declined by 6.1% from the effect of the curtailment following the strict lockdown measure in the country. However, the GCG biomass project in 2021 recorded a higher sales revenue from the full year operation, after the project commenced commercial operation on March 1, 2020.

Infrastructures & Utilities Business Performance

For the year 2021 when compared to 2020, revenue from service concession arrangement increased by 3.3% YoY, in accordance with the project's development progress.

Revenue From Management Fee

for the year 2021 was recorded at 474 THB million, an increase of 16.4%, from the revenue received from the provision of management services by the Company to its associate GJP which increased as stipulated in the service agreement, and from services provided to HKP project and SPP power plant under GEC.

Other Income

For the year 2021, other income was recorded at THB 2,516 million, an increase of 363.2% YoY mainly increased from dividend income from INTUCH which was recorded in 2021 of THB 2,349 million, compared to THB 440 million in the previous year, a result of the Company's increased equity interest in INTUCH. However, since October 1, 2021,the Company will record performance contribution from INTUCH as a share of profit from associates, and will no longer record dividend income from INTUCH in the future.

Cost of sales

For the year 2021, cost of sales increased by THB 45.6% YoY, a result of the GSRC unit 1-2 projects which commenced their commercial operation during the year 2021, and the recognition of BKR2 offshore wind project's costs for the full year

Cost of construction fee under concession arrangement

For the year 2021, cost of construction fee under service concession arrangement was THB 146 million, an increase of 0.2% YoY, grew in tandem with the progress of project development.

Cost of service

For the year 2021, cost of service was THB 215 million, increased by 14.8% YoY when compared to 2020 mainly from the services provided to HKP power plant project and the higher personnel related cost.

Administrative expenses

for the year 2021, administrative expenses was recorded at THB 2,297 million, an increase of 8.6% YoY, due to recognition of administrative expenses which increased in line with the growing number of power plants under the Group

Finance Costs

For the year 2021 finance costs were THB 5,596 million, an increase of 52.7% YoY, from the higher interest expense and fees related to the long-term loans from financial institutions which were used for the Company's additional investment in INTUCH. Furthermore, there were interest expenses added from the Company's recent debenture issuance, and the finance cost of the GSRC unit 1-2 projects which were booked after the projects' commercial operation commencement.

Share of Profit From Associates & Joint Ventures

For the year 2021, share of profit from associates and joint ventures was recorded at THB 2,886 million. If excluding the impact from GJP's loss on exchange rate of THB 1,076 million, INTUCH's gain on exchange rate of THB 12 million and unrealized gain on derivatives of PTT NGD of THB 86 million, share of Core Profit from associates and JVs in 2021 was THB 3,864 million, an increase of 58.2% YoY

Gain (Loss) From Exchange Rate

Gain (loss) on exchange rate primarily results from loans of the power projects under the GMP and IPD group that were denominated in a foreign currency (USD), which the Group is required to record unrealized gain (loss) on exchange rate incurred from translating long-term debts denominated in USD to THB using the exchange rate at the end of the accounting period. In cases where the THB appreciates against USD, the Group will record a gain on exchange rate, as the Group's amount of outstanding debts converted to THB is lower. The reverse will occur if the THB depreciates against USD. However, since the long-term debts have not reached the due dates yet, such gain (loss) on exchange rate is only recognized as unrealized gain (loss).

For the year 2021, the group realized a total unrealized loss on exchange rate at THB 1,075 million, a result of the depreciation of THB against USD by 3.3861 THB/USD when compared to the end of 2020. Although the Company recorded a gain from the depreciation of THB against EUR by 1.0134 THB/EUR, and an unrealized gain on the exchange rate difference between EUR denominated debtors and loan payable of GIH from the appreciation of USD against EUR by 0.0975 USD/EUR. In summary, for 2021, a total unrealized loss on exchange rate attributable to the owners of the parent was recorded at THB 1,227 million, comprised of THB 1,064 million loss on exchange rate from the associate GJP and INTUCH, and THB 163 million loss on exchange rate from the Company and its subsidiaries.

Gross Profit

For the year 2021, gross profit was THB 13,079 million, an increase of 42.8% YoY, from the profit recognition from GSRC unit 1-2 projects which commenced commercial operation during the year, the full year profit contribution from BKR2 offshore wind project, and the performance of the power plants under GMP group which improved in the same direction with the higher electricity sales volume to EGAT and industrial users. However, gross profit margin from sales remained at a similar level as last year's, supported by the gross profit margin of BKR2 offshore wind project, which is generally superior than the gas-fired power projects', that was able to offset the effect from the average natural gas cost of the gas-fired SPP power projects which increased at a higher rate than the electricity selling price.

EBITDA

Core Profit

For the year 2021, Core Profit was at THB 8,812 million, increased by 96.8% YoY, mainly from:

1. Profit contribution from GSRC power plant units 1-2 which commenced commercial operation during the year.

2. Recognized full year contribution from BKR2 wind power project, compared to 2020 which recorded performance from BKR2 project for only 1 quarter.
3. SPP power projects under GMP group recorded an improved performance which grew in tandem with the higher electricity and steam sales volume to industrial users, although being pressured by the natural gas cost which increased at a higher rate than the average electricity selling price.
4. Dividend received in 2021 increased by 451.1% from 2020, mainly increased from the dividend from INTUCH, after the Company increased its equity interest in INTUCH during the year. However, from October 1, 2021 onwards, the Company will record performance contribution from INTUCH as a share of profit from an associate instead of dividend income.
5. Recorded 58.2% YoY higher share of Core Profit from associates, primarily from the share of profit from INTUCH which was booked in Q4 21 for the first time, coupled by a higher share of profit from PTT NGD. However, the share of Core Profit from GJP remained at the similar level as 2020, as the higher electricity and steam sales volume to industrial users, and the higher gross profit from the 2IPPs under GJP group were able to offset the effects from the softened electricity sales volume to EGAT, and the natural gas cost which rose at the higher rate than the average selling price per unit.

Net profit attributable to the owners of the parent

For the year 2021, net profit attributable to the owners of the parent was THB 7,670 million, increased by 79.1% YoY, resulted from the commercial operation commencement of GSRC unit 1-2 projects, full year profit recognition of BKR2 offshore wind project, and received higher dividend income from INTUCH, as well as a share of profit from INTUCH which has been realized from October 1, 2021 onwards. However, in 2021, the Company recorded a loss on exchange rate and unrealized gain on derivatives totaling at the amount of THB 1,141 million, compared to a loss from the items of THB 196 million in 2020. As a result, net profit attributable to the owners of the parent for the year 2021 increased at a lower rate than the Core Profit. Nonetheless, the recording of such gain (loss) on exchange rate and unrealized gain (loss) on derivatives are accounting transactions which have no impact on the cash flow and performance of the Group at all.

2022

Revenue from Sales (Gas-Fired Power business)

For 2022, Gas-Fired Power Generation business recorded revenue from sales and lease contracts under power purchase agreement at THB 80,750 million, an increase of 101.0% YoY, a result of the electricity sales volume which grew in tandem with the commercial operation commencement of GSRC units 3-4 projects, as well as the higher electricity selling price per unit and the Ft price which increased together with the natural gas cost. Further, the 12 SPPs under GMP group were still able to continuously increase the electricity sales to industrial users by 6.1% YoY.

Revenue from Sales (Renewable Energy business)

For 2022, Renewable Energy business recorded revenue from sales at THB 8,486 million, an increase of 27.7% YoY. This was primarily attributable to the BKR2 project which recorded a higher electricity selling price in tandem with the increased natural gas price, as well as a higher electricity sales volume due to the superior wind speed when compared to 2021. Moreover, there were revenue contributions from solar rooftop projects under GULF1,revenue from waste management of CMWTE project and GCG project recorded higher revenue in accordance with higher Ft price. In addition, GTN1 & GTN2 projects in Vietnam also experienced less curtailment.

Infrastructures & Utilities Business Performance

In 2022, the Company recorded revenue from service concession arrangement of THB 1,700 million and THB 4,212 million, respectively, a revenue from the land reclamation work of MTP3 industrial port development project, which is scheduled to be completed in 2024. The increment in revenue was consistent with the project's development progress and was recorded in accordance with the Thai Financial Reporting Standards (TFRIC) 12.

Revenue from Management Fee

For 2022 was THB 703 million, increased by 48.2% YoY from additional management services provided by the Company to GPC, HKP, HKH, BGSR 6, BGSR 81 and Data Center.

Other Income

Other income in 2022 stood at THB 925.29 million, decreased by 63.23% YoY, mostly due to the absence of dividend income from INTUCH, as the Company began to recognize share of profit from INTUCH as an associate company rather than recording dividend income from Q4 21 onwards

Cost of sales

For 2022, cost of sales was THB 70,531 million, an increase of 107.3% YoY, primarily from the higher electricity sales volume following the commercial operation commencement of the power plants under the Company's group, combined with the higher average fuel cost per unit which increased in tandem with the higher natural gas price. The average cost of natural gas for SPP and IPP power plants under the Company's group rose 86.0% YoY and 84.3% YoY, respectively, coupled with higher costs from planned maintenance shutdowns, which increased from the previous year

Cost of construction fee under concession arrangement

Cost of construction fee under service concession arrangement is THB 3,887 million in 2022, increased in tandem with the progress of project development

Cost of service

For 2022, cost of service was THB 293 million, an increase of 36.3% YoY, principally from higher personnel-related costs and the costs from services provided to GPC

Administrative expenses

For 2022, administrative expenses were THB 2,955 million, an increase of 28.6% YoY, largely due to one-time expenses associated with the divestment of the BKR2 wind power project, as well as higher administrative expenses from the increase in the number of power plants in the Company's group

Finance costs

For 2022, finance costs were THB 7,652 million, an increase of 36.7% YoY, mainly from interest expenses incurred from additional debenture issuances. Furthermore, there were interest expenses and fees related to the long-term loans from financial institutions which were used for the Company's additional investment in INTUCH and interest expenses of the GSRC units 3-4 projects which were booked after the projects' commercial operation commencement.

Gain (Loss) From Exchange Rate

For 2022, the Group recorded a net unrealized loss on exchange rate attributable to the owners of the parent at THB 690 million, mainly a result of the THB depreciation against USD by 1.1406 THB/USD from the end of 2021, resulting in the Group to record unrealized loss on exchange rate on USD denominated loan, net with the effect from THB appreciation against EUR by 1.0589 THB/EUR, which led to an unrealized gain on the fair value of the Company's Cross Currency Swap(CCS) contracts. Nonetheless, USD appreciation against EUR by 0.0657USD/EUR compared to the end of 2021also resulted in GIH to record a net unrealized gain on the exchange rate difference between EUR denominated debtors and loan payable

Gross profit

For 2022, gross profit was THB 19,440 million, an increase of 48.6% YoY, mainly from the higher gross profit from sales and lease contracts under power purchase agreement, from the aforementioned commercial operation commencement of GSRC projects, combined with the superior performance of the BKR2 wind power project, following the substantial increase in the selling price when compared to last year. Moreover, the Company also recorded higher gross profit from service concession arrangement as the MTP3 project construction progressed, and higher gross profit from management services, resulting in a significant increase in gross profit for the period, although the gross profit margin from sales reduced 6.4% from the effect of the natural gas cost which rose in a higher rate than the electricity selling price.

EBITDA

for the year 2022, EBITDA was THB 29,138 million, an increase of 31.5%YoY, which moved in tandem with Core Profit.

Core Profit

For 2022, Core Profit was recorded at THB 12,098 million, an increase of 37.3% YoY, mainly from:

1. Profit contribution from GSRC power plant units 3-4 projects which commenced commercial operation on March 31 and October 1, 2022 and the full year profit contribution from GSRC power plant unit 1-2 projects which commenced commercial operation in 2021.

2. Improved performance contribution from the BKR2 wind power project following the higher wind speed in 2022 and the higher electricity selling price in Q3 22
3. Share of profit from INTUCH of THB 4,467 million, while in 2021 was recorded as dividend income of THB 2,349 million and share of Core Profit of THB 1,093 million
4. The aforementioned factors were able to offset the profit from the SPP power plants which were affected by the natural gas cost which increased at a higher rate than the electricity selling price.

Net profit attributable to the owners of the parent

For 2022, net profit attributable to the owners of the parent was THB 11,418 million, an increase of 48.9% YoY from the commercial operation commencement of GSRC project, a higher profit contribution from the BKR2 wind power project, and the recognition of a share of profit from INTUCH in accordance with the proportion of shareholding. Moreover, in 2022, the Company recorded the loss from exchange rate attributable to the owners of the parent and gain on derivatives of PTTNGD and GGC, totaled net loss of THB 680million, a lower loss when compared to 2021 which recorded a loss from these items totaling THB 1,141million.

2023

Revenue from sales (Gas-Fired power business)

In 2023, gas-fired power business recorded revenue from sales and lease contracts under PPA at THB 103,727 million, an increase of 28.5% YoY, mainly driven by the full year revenue recognition from GSRC project units 3-4, in which the relevant units have commenced its commercial operation during 2022, as well as the commercial operation commencement of GPD project units1-2 in 2023, reflected in a significant increase in electricity sales volume. Moreover, the electricity selling price per unit to industrial users also increased in tandem with the higher average Ft for non-residential customers which rose from 0.3986 THB / kWh in 2022 to 0.8886 THB / kWh in2023. During first half of 2022, Ft rate increased at a rate below that of the country's energy cost, until the price was adjusted to reflect actual energy costs in 2023, while the electricity selling price to EGAT is able to reflect the actual fuel costs in every period under the passthrough mechanism. Thus, in 2023, electricity selling price for industrial users increased by approximately 14% following the higher Ft in comparison to 2022, in contrast, the electricity selling price to EGAT was adjusted downward following the lower natural gas cost. All in all, the increasing electricity sales volume combining with the higher electricity selling price to industrial users has fully offset the effect from the lower electricity selling price to EGAT.

Revenue from sales (Renewable Energy business)

In 2023, the renewable energy business recorded revenue from sales of THB 2,399million, a decrease of 71.7% YoY, primarily due to the Company's partial divestment of its indirect equity stake in BKR2 offshore wind project in Germany from 50.00% to 24.99%, in December 2022, resulting in the Company to recognize a share of profit instead of consolidating the revenue and costs from the project from January 2023 onwards

However, for renewable energy projects in Thailand, the Company recorded higher revenue from GCG biomass project due to the higher wholesale Ft price, as well as an increase in revenue of GULF1 from the gradual commercial operation of solar rooftop projects and an increase in construction services revenue to industrial users, together with revenue increase from waste management of CMWTE project.

For projects in Vietnam, revenue from electricity sold to EVN increased mainly from the additional capacity of Mekong wind project. Comparing to 2022, despite the lower electricity selling price of Mekong wind project in which the Company is currently proceeded with the tariff renegotiation, the revenue from electricity sold increased from higher electricity sales volume from the additional capacity of Mekong offshore wind project which was able to fully offset the lower revenue from GTN1 & GTN2 solar projects that was impacted by the higher temporary curtailment compared to 2022.

Infrastructures & utilities business performance

In 2023, the Company recorded revenue from service concession arrangement of THB 4,195 million, relatively in-line with reported revenue in 2022, which was received from the land reclamation work of MTP3 industrial port development project, scheduled to be completed in 2024. The movement in revenue was consistent with the project's development progress in each period and was recorded in accordance with the Thai Financial Reporting Standards (TFRIC) 12

Satellite business performance

Revenue from satellite business was recorded at THB 2,627 million in 2023, as the Company included THCOM group's revenue to its consolidated financial statements for the first time from January 1, 2023 onwards, following the completion of THCOM share acquisition from INTUCH, totaling of 41.13% of the total issued ordinary shares of THCOM on December 30, 2022. The Company has further completed the mandatory tender offer for the remaining shares in THCOM, in accordance with the rules and regulations as set out by the Capital Market Supervisory Board, during January – February 2023, subsequently resulted in the Company's total share holding in THCOM of 41.14%.

Revenue from management fee

Revenue from management fee in 2023 was recorded at THB 1,107 million, an increase of 57.6% YoY, from additional management services provided by the Company to GJP, GPC, GSA DC, as well as additional management services provided by GULF1to its customers.

Other income

In 2023, the Company recorded other income at THB 2,896 million, increased by 213.0% YoY, primarily from the higher interest income from loans to related parties and bank deposits as a result from higher market interest rates, coupled with interest income received from the land reclamation work of MTP3 industrial port development project as recorded in accordance with the Thai Financial Reporting Standards (TFRIC) 12. In addition, the Company received additional dividend income from JASIF and SPCG, as well as THB 301 million compensation for legal disputes from THCOM.

Share of profit from associates and JVs

In 2023, the Company recorded a share of core profit from associates and JVs at THB 10,175 million, increased by 52.7% YoY, mainly comprised of share of core profits from INTUCH of THB 6,101 million, GJP of THB 1,836 million, GGC of THB 889 million, DIPWP of THB 606 million, PTT NGD of THB 396 million, BKR2 of THB 330 million, and TTT of THB 241million. When including share of FX gain and unrealized loss on derivatives totaled at a net gain of THB 109 million, share of profit from associates and JVs in 2023 was THB 10,284 million. The growth in share of core profit from associates and JVs is mainly from:

1. A share of core profit from INTUCH increased in accordance with ADVANC's better performance, one-time gain from the divestment of Rabbit Line Pay business, and reversal of provision for unpaid operating agreement fee and interest of ITV from the legal dispute with the Office of the Permanent Secretary (PMO).
2. Recorded full year contribution from GGC after the Company acquired its shares in July 2022. Also, GGC recorded a higher profit due to the higher wind speed benefitted from the monsoon passing through the projects areas.
3. Recorded a higher share of profit from JV in Oman following the gradual commercial operation commencement of DIPWP power project which has completed the construction of the entire 326 MW installed capacity in January 2023.
4. Recorded a share of profit from PTT NGD in 2023, as opposed to a share of loss recorded in 2022, a result of the natural gas cost which reduced at a higher rate than the selling price which changes in tandem with fuel oil price.
5. Recorded a share of profit from BKR2 wind farm for the first time in 2023 after the Company reduced its indirect shareholding in the project to 24.99% in December 2022, and recognized a share of profit from TTT at THB 241million after the Company acquired equity interests in TTT in December 2022.
6. Share of core profit from GJP stayed at a similar level from last year, although the 7 SPPs recorded a better performance from the lower gas cost and Ft rates which were able to reflect Thailand's energy cost more accurately than last year. The factor pressuring GJP's profit in 2023 was due to the higher-than-normal gross margin of the 2 IPPs in 2022 from the temporary change of fuel from natural gas to diesel according to EGAT's orders during the situation where gas price significantly rose.

Cost of sales

Cost of sales in 2023 was THB 87,701 million, an increase of 24.3% YoY, mainly from the higher volume of fuel usage to produce electricity following the commercial operation commencement of GSRC project units 3-4 and GPD project units 1-2, during 2022 and 2023, respectively, and other costs increased rom the larger numbers of power projects in operations, as well as THCOM's cost of sales. Nevertheless, operations and maintenance cost, as well as depreciation reduced from the BKR2 project which has changed its status to a JV; as a result, the project's costs are no longer consolidated, and the project's performance is recorded under a share of profit from January 2023 onwards.

Cost of construction fee under concession arrangement

Cost of construction fee under service concession arrangement is a cost incurred from the construction of MTP3 industrial port development project (infrastructure part) which is recorded in accordance with TFRIC 12 standard at THB 3,871 million in 2023, a level equivalent to 2022. The change in the construction cost is recorded in accordance with the progress of project development in each quarter.

Cost of service

Cost of service is a cost incurred by the Company in providing management services to GJP, GPC, HKH, HKP, BGSR 6, BGSR 81, and GSA DC, as well as associates under GULF1. In 2023, cost of service was THB 450 million, an increase of 53.5% YoY from the higher personnel-related costs and more services provided to the aforementioned parties.

Administrative expenses

In 2023, administrative expenses were THB 3,915 million, an increase of 32.5% YoY, largely from the recognition of THCOM's expenses into the Company's consolidated financial statements from January 1, 2023 onwards.

Finance costs

Finance costs in 2023 were THB 9,817 million, an increase of 28.3% YoY, mainly from interest expenses incurred from additional debenture issuances during 2022 to 2023. Furthermore, there were interest expenses of the GSRC project units 3-4 and GPD project units 1-2 which were booked after the projects' commercial operation commencement.

Gain (Loss) From Exchange Rate

For 2023, the Group recorded a net unrealized loss on exchange rate attributable to the owners of the parent at THB 576 million, mainly due to the unrealized loss on exchange rate on USD denominated loans that the Company granted to Gulf USA and MKW during 2023, as THB appreciated against USD at the end of 2023 compared to the transaction dates. Moreover, the depreciation of THB against EUR by 1.2185 THB / EUR caused the Group to record an unrealized loss on the fair value of the Company's Cross Currency Swap (CCS) contracts, and an unrealized gain on exchange rate on the EUR denominated loan that the Company granted to GIH. However, there was again on exchange rate on USD denominated loans of power projects in Thailand as THB appreciated against USD at the end of 2023 by 0.3459 THB / USD when compared to end of 2022

Gross Profit

Gross profit in 2023 was THB 22,033 million, an increase of 13.3% YoY, from the operation commencement of power projects under the Group, combined with the higher profit from SPPs which recovered from the higher electricity selling price to industrial users that could better reflect the power projects' fuel costs.

However, gross profit margin from sales slightly decreased from the reduction of indirect shareholding in BKR2 offshore wind project which has a higher gross profit margin than the gas-fired power projects by nature, resulted in the Company to no longer include the project's profit in its consolidate financial statements from January 2023 onwards.

Gross profit from service concession arrangement remained at a similar level as last year, from the progress of MTP3 project's land reclamation work which was equivalent to 2022. Nevertheless, gross profit from management services grew from the increased of services provided to companies under the Group.

EBITDA

EBITDA in 2023 was THB 35,370 million, an increase of 21.4% YoY, which moved in tandem with core profit.

Core Profit

Core profit was recorded at THB 15,644 million in 2023, an increase of 29.3% YoY, mainly from:

1. Profit contribution from GPD project units 1-2 which commenced commercial operations in 2023.
2. Gas-fired SPP projects under the Group recorded a better performance from the combined positive factors of the lower gas price environment and the increase of electricity selling price to industrial users which moved concurrently with the higher average Ft for non-residential customers, after the Ft increased at a slower rate than the country's fuel costs during the first half year of 2022.
3. Recorded a higher share of core profit from associates and JVs, mainly from INTUCH, GGC, PTT NGD, and DIPWP, with the details stated under the share of profit from associates and JVs section.
4. Nonetheless, the partial divestment of Company's indirect equity stake in BKR2 offshore wind project to 24.99%, resulted in lower profit contribution from the project.

Net profit attributable to the owners of the parent

Net profit attributable to the owners of the parent in 2023 was recorded at THB 14,858 million, an increase of 30.1% YoY in line with the core profit. This was chiefly as a result of the commercial operation commencement of power projects under the Group, coupled with the higher profit contribution from gas-fired SPPs as a result of the lower gas cost, as well as the higher recognition of the share of profit from associates and JVs. However, in 2023, the Company recorded a loss from exchange rate attributable to the owners of the parent and unrealized loss on derivatives of associates and JVs, totaling of THB 786 million, in comparison to THB 680 million loss in 2022.

6-month of 2024

Revenue from sales (Gas-Fired power business)

For 6-month of 2024, gas-fired power business recorded revenue of THB 57,924 million, an increase of 7.2% YoY, a result of the commercial operation commencement of GPD project units 2-3, as well as the higher electricity sales volume of GSRC project led by the higher electricity consumption in Thailand. The above factors were able to fully offset the effects of the lower electricity selling price per unit which decreased in tandem with the natural gas cost and Ft, and the effects from the SPPs under GMP group in which more power plants underwent planned maintenance than in the same period of last year.

Revenue from sales (Renewable Energy business)

For 6-month of 2024, the renewable energy business recorded revenue from sales of THB 1,523 million, an increase of 48.2% YoY, mainly supported by MKW wind farm that has reached full commercial operation since Q3 2023, and revenue contribution from GULF1 from the gradual commercial operation of solar rooftop projects, construction services, and solar panels sales to industrial customers. The aforementioned factors were able to outweigh the lower revenue from GCG biomass project which was affected by the lower wholesale Ft.

Infrastructures & utilities business performance

For 6-month of 2024, revenue from service concession arrangement was recorded at THB 2,162 million, relatively in-line with reported revenue in 6-month of 2023. The revenue was received from the land reclamation work of MTP3 industrial port development project, scheduled to be completed in 2024. The movement in revenue was consistent with the project's development progress in each period and was recorded in accordance with the Thai Financial Reporting Standards (TFRIC) 12.

Revenue from satellite business

For 6-month of 2024, satellite business revenue was recorded at THB 1,247 million, declined by 9.3% YoY due to the revenue from Thaicom 4 which reduced in accordance to the contracts. Additionally, in Q1 2023, THCOM recorded a one-time ground station management revenue for Globalstar project.

Revenue from management fee

For 6-month of 2024, revenue from management fee was recorded at THB 335 million decreased by 9.4% YoY The main factor for the decline in revenue from management fee was due to the Company received high revenues from projects under development, construction, or decommission process in the year 2023, and there was no significant amount of new customers in 2024.

Other income

For 6-month of 2024, other income was THB 1,705 million, an increase of 11.3% YoY, mainly as a result of the higher interest income which was able to entirely offset the lower dividend income and other income.

Cost of sales

For 6-month of 2024, cost of sales was THB 49,297 million, an increase of 7.0% YoY, mainly from the commercial operation commencement of GPD project units 2-3 which caused the fuel cost and other costs to increase. Moreover, the planned maintenance of GSRC unit 3 also resulted in the higher operations and maintenance cost.

Cost of construction fee under concession arrangement

For 6-month of 2024, the cost of construction fee under service concession arrangement was recorded at THB 1,989 million, a level equivalent to the same period of last year. The change in the construction cost is recorded in accordance with the progress of project development in each period.

Cost of service

For 6-month of 2024, cost of service was THB 146 million, decreased by 15.5% YoY, mainly from the fewer services provided to projects under development, construction, or decommission process, and there was no significant amount of new customers in 2024.

Administrative expenses

For 6-month of 2024, administrative expenses were THB 1,678 million, a level equivalent to 6-month of 2023.

Finance costs

For 6-month of 2024, finance costs were THB 5,398 million, an increase of 18.9% YoY. The increment was mainly from interest expenses incurred from additional debenture issuances in Q3 2023 and Q2 2024. Furthermore, there were interest expenses of the GPD project units 2-3 which were booked after the projects' commercial operation commencement.

Gain (Loss) From Exchange Rate

For 6-month of 2024, the Group recorded a net unrealized loss on exchange rate attributable to the owners of the parent at THB 732 million, mainly due to the depreciation of THB against USD at the end of Q2 2024 by 2.6229 THB / USD, when compared to at the end of 2023, resulting in the Company's group to record an unrealized loss on exchange rate on USD denominated loans, net with an unrealized gain on exchange rate on USD denominated loans that the Company granted to related parties. However, the depreciation of THB against EUR by 1.3801 THB / EUR, and the depreciation of THB against GBP by 2.7206 THB / GBP have caused the Company to record an unrealized gain on the EUR and GBP denominated loans that the Company granted to related parties, net with an unrealized loss on the fair value of the Company's Cross Currency Swap (CCS) contracts in EUR. However, after deducting THB 822 million unrealized loss on exchange rate attributable to non-controlling interests, the net unrealized gain on exchange rate attributable to the owners of the parent was recorded at THB 90 million. Nevertheless, the Company also separates the effect of exchange rate on the share of profit from associates & JVs, which is recorded at an unrealized exchange rate loss of THB 777 million in 6-month of 2024. When combining the exchange rate effects on the profit attributable to the owners of the parent and the share of profit from associates & JVs, the total unrealized exchange rate loss attributable to the owners of the parent for the Company group is reported at THB 687 million.

Gross profit

For 6-month of 2024, gross profit was recorded at THB 11,759 million, an increase of 9.3% YoY. Gross profit from sales, service, and lease contracts under PPA increased from the aforementioned commercial operation commencement of GPD project units 2-3, coupled with the electricity sales volume from GSRC project which increased from the higher electricity demand in Thailand. The higher electricity sales volume also resulted in the higher gross profit margin from sales and lease contracts.

EBITDA

For 6-month of 2024, EBITDA was THB19,671 million, an increase of 17.3% YoY, which moved in tandem with core profit.

Core Profit

For 6-month of 2024, core profit was THB 8,931 million, increased by 23.6% YoY, mainly from:

1. Profit contribution from GPD project units 2-3 which commenced commercial operation on October 1, 2023 and March 31, 2024.
2. Recorded a higher share of core profit from associates and JVs, mainly from INTUCH, PTT NGD, HKP and GJP, with the details stated under the share of profit from associates and JVs section.

Net profit attributable to the owners of the parent

For 6-month of 2024, net profit attributable to the owners of the parent was recorded at THB 8,240 million, an increase of 22.3% YoY in the same direction with the core profit which increased from the operation of GPD project as well as the superior performance of associates and JVs. However, in 6-month of 2024, the Company recorded a loss from exchange rate attributable to the owners of the parent and unrealized loss on derivatives of associates and JVs, totaling at THB 691 million, an amount higher than THB 489 million loss in 6-month of 2023, leading to the lower increase in the net profit attributable to the owners of the parent when compare to the growth in core profit.

5.2. Financial Position

2021

Total Assets

Total assets as of December 31, 2021 was THB 362,674 million, an increase of THB 117,093 million (+47.7%) from December 31, 2020. The increase was attributable to the following factors:

1. Investment in associates increased by 514.0% or THB 113,495 million, and other non-current financial assets decreased by 88.3% or THB 25,182 million, mainly from the Company's tender offer for INTUCH's ordinary shares during the year, and the change in accounting treatment for its investment in INTUCH from other non-current financial asset to investment in associates, which requires the Company to adjust its average acquisition cost of INTUCH to fair value as of the effective date of the change in accounting method. Moreover, investment in associates and JVs also increased from the performance contribution from GJP and PTT NGD, and from the investment in the joint venture GPC.
2. Trade accounts receivable increased by 69.0% or THB 3,908 million, in line with the increase in revenue from GSRC power plant unit 1 and 2 after its commercial operation date on March 31 and October 1, 2021.
3. Property, plant and equipment net increased by 0.3% or THB 410 million, primarily increased from the construction progress of GSRC, GPD, and Mekong power projects, deduct with the

decreasing part that was booked in accordance with the TFRS 16 accounting standards following the commercial operation commencement of GSRC unit 1 and 2 projects, which also resulted in the finance lease receivable under power purchase agreement to increase by THB 20,931 million.

4. Accounts payable for property and power plant construction reduced by 55% THB 3,684 million, from the delivery of the construction works from the contractors according to the projects' milestones.
5. Other assets increased by 20.9% or THB 6,261 million, mainly increased from long-term loans to related party which increased by 43% from the loans given to DIPWP project in Oman to be used for power plant construction, coupled with other current financial assets which increased by 629% from short term investment, and intangible assets which increased by 14% from the right to use electrical substations and gas pipeline following the commercial operation of GSRC power plant units 1 and 2.

Total Liabilities

Total liabilities as of December 31, 2021 was THB 255,165 million, an increase of THB 81,664 million (+47.1%) from December 31, 2020. The increase was attributable to the following factors:

1. Short-term debts decreased by 13.7% or THB 1,573 million from the repayment of the Company's short-term loan from financial institutions.
2. Trade accounts payable increased by 127.6% or THB 1,727 million from the additional cost of sales recorded after the commercial operation commencement of GSRC units 1-2.
3. Long-term loans from financial institutions increased by 65.0% or THB 55,829 million, primarily from the loan drawdowns for the construction of GSRC and GPD power projects, the acquisition of INTUCH's shares, and for the Company's working capital.
4. Debentures increased by 63.6% or THB 27,630 million, mainly increased from the issuance of the Company's 1/2021 debentures, value of THB 30,000 million, which was used for the Company's working capital for future investments.

Total Equity

Total equity as of December 31, 2021 was THB 107,509 million, an increase of THB 35,429 million (+ 49.2%) from December 31, 2020 due to following factors:

1. Other components of equity increased by THB 3,605 million, and non-controlling interests increased by THB 2,861 million, mostly due to the increase in fair value of interest rate swap derivative contracts which was measured as required under TFRS 9. However, such accounting record does not affect the Company's operating performance.
2. Unappropriated retained earnings increased by THB 28,669 million from net profit attributable to the parent company of THB 7,670 million, the change in accounting method used to record

the Company's investment in INTUCH, from fair value measurement booked in other comprehensive income to Equity Method, resulting in the higher retained earnings value of the Company, caused by the unrealized gain from adjusting average acquisition cost of INTUCH to fair value as of October 1, 2021 (effective date of the change in accounting method), net with dividend payment THB 4,459 million, reserve according to legal requirement THB 294 million.

Capital Structure

As of December 31, 2021, the Group recorded a debt to equity ratio of 2.37 times. However, when considering the covenant of the Company's debenture, net interest-bearing debt (including lease liabilities) to equity was recorded at 1.77 times.

Statement of Cash Flows

As of December 31, 2021, the Company and its subsidiaries recorded cash and cash equivalents of THB 19,847 million attributable to the following factors:

Net cash received from operating activities of THB 14,015 million mainly from:

- Cash from operating profit of THB 16,385 million
- Net cash paid for operating assets and liabilities THB 2,370 million

Net cash used in investing activities of THB 78,206 million mainly from:

- Payments for property, plant and equipment of THB 20,848 million, primarily for projects under GSRC, GPD, and Mekong Wind
- Payments for other financial assets of THB 59,406 million, pursuant to the Company's additional investment in ordinary shares of INTUCH

Net cash received from financing activities of THB 68,128 million mainly from:

- Net cash received from long-term loans of THB 52,528 million
- Net cash received from debentures of THB 27,015 million
- Payments for interest expense and finance costs of THB 5,346 million
- Payment for dividend of THB 6,293 million

2022

Total Asset

Total assets as of December 31, 2022 was THB 418,172 million, an increase of THB 55,498 million (+15.3%) from December 31, 2021. The increase was attributable to the following factors:

1. Investment in associates and JVs increased by 18.7% or THB 25,360 million, mainly from the investment in GGC and TTT, as well as additional investment in INTUCH.
2. Finance lease receivable under power purchase agreement increased by 89.6% or THB 18,753 million, largely as a result of the commercial operation commencement of GSRC units3-4projects in March and

October 2022, which was booked in accordance with the TFRS 16 accounting standards, which also resulted in a decline in net property, plant and equipment of 23.5% or THB 30,573 million.

3. Trade accounts receivable increased by 98.5% or THB 9,430 million, in line with the increase in revenue from power plants under the Company's group.
4. Other financial assets increased by 164.3% or THB 9,291 million, primarily from the increase in fair value of interest rate swap derivative contracts which was measured as required under TFRS 9.
5. Receivable from service concession arrangement increased by THB 4,280 million from the construction progress of MTP3 industrial port development project.

Total Liabilities

Total liabilities as of December 31, 2022 was THB 282,370 million, an increase of THB 27,206 million (+10.7%) from December 31, 2021. The increase was attributable to the following factors:

1. Debentures increased by 47.0% or THB 33,372 million, mainly increased from the issuance of the Company's debentures totaling THB 59,000 million, which was used for the Company's working capital for future investments, and loans and debenture repayments.
2. Trade accounts payable increased by 143.0% or THB 4,404 million from the cost of sales which increased in line with the higher natural gas cost.
3. Accounts payable for power plant construction increased by 34.1% or THB 2,780 million, from the invoice from EPC contractors which was issued in accordance with GSRC and GPD power plants' construction milestones.
4. Other liabilities reduced by 26.6% or THB 5,638 million, mainly due to the decrease of non-current financial liabilities by THB 7,506 million following the increment in fair value of interest rate swap derivative contracts measured as required under TFRS 9, which also resulted in deferred tax liabilities to decrease by THB 2,138 million as well.
5. Short-term loans from financial institutions reduced by 32.8% or THB 3,258 million, and long-term loans from financial institutions reduced by 3.1% or THB 4,454 million, from the repayment of the Company's loan from financial institutions.

Total equity

Total equity as of December 31, 2022 was THB 135,802 million, an increase of THB 28,292 million (+26.3%) from December 31, 2021 due to following factors:

1. Other components of equity increased by THB 8,062 million, mainly due to the increase in fair value of interest rate swap derivative contracts which was measured as required under TFRS 9. However, such accounting record does not affect the Company's operating performance.
2. Non-controlling interests increased by THB 14,101 million, due to the Company's performance, non-controlling interests in THCOM, and the increase in fair value of interest rate swap derivative contracts which was measured as required under TFRS 9.

3. Unappropriated retained earnings decreased by THB 5,907 million from net profit attributable to the parent company of THB 11,418 million, reserve according to legal requirement THB 222 million, and dividend payment of THB 5,162 million.

CAPITAL STRUCTURE

As of December 31, 2022, the Group recorded a debt to equity ratio of 2.08 times. However, when considering the covenant of the Company's debenture, net interest-bearing debt (including lease liabilities) to equity was recorded at 1.56 times.

Statement of cash flows

As of December 31, 2022, the Company and its subsidiaries recorded cash and cash equivalents of THB 39,194 million attributable to the following factors:

Net cash received from operating activities of THB 11,278 million mainly changed from:

- Cash received from operating profit of THB 20,401 million
- Net with cash paid for operating assets and liabilities THB 9,123 million

Net cash used in investing activities of THB 25,205 million mainly changed from:

- Payments for investment in associates and JVs of THB 18,421 million, primarily from the Company's investment in GGC and TTT, as well as additional investment in INTUCH.
- Payments for property, plant and equipment of THB 15,414 million, primarily for projects under GSRC, GPD, GULF1 group, CMWTE, GMTP project, and for land purchase in preparation for future business expansion.
- Dividend received of THB 6,653 million, major of which were dividend from INTUCH and power plants under GJP group, and proceeds from long-term loans repayment from related parties of THB 7,107 million from BKR2 project.

Net cash received from financing activities of THB 33,277 million mainly from:

- Net cash received from debentures of THB 53,942 million, comprised of the Company's debenture issuances in the amount totaling of THB 59,000 million, deduct with BKR2 project's debenture repayment in the amount of THB 3,006 million and the Company's debenture repayment in the amount of THB 2,000 million.
- Net cash payment for short-term and long-term loans of THB 9,956 million
- Dividend payment of THB 5,162 million
- Payments for interest expense and finance costs of THB 7,221 million

2023

Total assets

Total assets as of December 31, 2023 was THB 459,514 million, an increase of THB 41,342 million (+9.9% YoY) from December 31, 2022. The increase was attributable to the following factors:

1. Investment in associates and JVs increased by 12.3% or THB 19,799 million, primarily contributed from indirect investment in Jackson project, LPCL project and additional investment in INTUCH.
2. Finance lease receivables under power purchase agreements increased by 47.9% or THB 19,012 million, primarily contributed from the commercial operation commencement of GPD project units 1-2 on March 1 and October 31, 2023, which was recorded in accordance with the TFRS 16 accounting standards, which subsequently resulted in a decline in net property, plant and equipment by 9.4% or THB 9,333 million.
3. Receivables from service concession arrangement increased by 98.4% or THB 4,541 million, aligned with the land reclamation progress of MTP3 industrial port development project, which was recorded in accordance with the TFRIC 12 accounting standards.
4. Other assets increased by 22.6% or THB 7,625 million, mainly contributed from (i) long-term loans to related parties increased by THB 4,439 million, with majority for investment in Outer Dowsing wind project, (ii) increase in intangible assets of THB 2,085 million from the increased rights to use substations and gas pipelines of GPD project and THCOM's rights to use satellite orbital slots, and (iii) inventories increased by THB 1,397 million from the higher value of reserved diesel oil, purposely used during GPD project's test-run period prior to the commercial operation commencement date.

Total liabilities

Total liabilities as of December 31, 2023 was THB 315,410 million, an increase of THB 33,039 million (+11.7% YoY) from December 31, 2022. The increase was attributable to the following factors:

1. Debentures increased by 29.2% or THB 30,497 million, following the new issuance of the Company's debentures totaling THB 35,000 million, which was used as the Company's funding capital for future investments, and loans repayments to financial institutions, net with debentures repayment in 2023.
2. Long-term loans from financial institutions increased by 4.4% or THB 5,988 million, from the additional loan draw downs of GPD project, deducting loan repayments made by the Group's companies during 2023.
3. Nevertheless, short-term loans from financial institutions reduced by THB 2,269 million following the loan repayments made by the Group's companies

Total equity

Total equity as of December 31, 2023 was THB 144,104 million, an increase of THB 8,303 million (+6.1% YoY) from December 31, 2022 due to following factors:

1. Unappropriated retained earnings increased by 18.7% or THB 7,831 million, from the recognition of Group's performance of THB 14,858 million, net with dividend payment of THB 7,040 million.

2. Other components of equity decreased by 67.8% or THB 2,033 million, due to the reduction in fair value of investment in equity instruments of THB 813 million, together with the decline in fair value of interest rate swap contracts which were measured as required under TFRS 9 standard of THB 917 million.

Capital structure

As of December 31, 2023, the Group recorded a debt to equity ratio of 2.19 times. However, when considering the condition and covenant of the Company's debenture, the ratio of net interest-bearing debt (including lease liabilities) to equity was recorded at 1.69 times

Statement of cash flows

As of December 31, 2023, the Company and its subsidiaries recorded cash and cash equivalents of THB 36,055 million, attributable to the following factors:

Net cash received from operating activities of THB 18,295 million mainly changed from:

- Cash received from operating profit of THB 22,956 million
- Net with cash paid for operating assets and liabilities THB 4,661 million

Net cash used in investing activities of THB 37,057 million mainly changed from:

- Payments for investment in associates and JVs of THB 20,191 million, primarily from the Company's investment in Jackson and LPCL projects, as well as in INTUCH.
- Payments for property, plant and equipment of THB 17,880 million, primarily for GPD project.
- Payments for net long-term loans to related parties of THB 4,153 million, primarily for Outer Dowsing project.
- Dividend received of THB 9,768 million.

Net cash received from financing activities of THB 15,628 million mainly from:

- Net cash received from debentures of THB 30,500 million, following the new issuances and repayments of the Company's debentures.
- Net cash received from short-term and long-term loans of THB 4,004 million
- Payments for interest and finance costs of THB 9,197 million
- Dividend payment of THB 11,000 million

Q2 2024

Total Assets

Total assets as of June 30, 2024 was THB 481,852 million, an increase of THB 22,337 million or 4.9% from December 31, 2023. The increase was attributable to the following factors:

1. Finance lease receivables under power purchase agreements increased by 13.2% or THB 7,729 million, primarily contributed from the commercial operation commencement of GPD project unit 3 on March 31, 2024, which was recorded in accordance with the TFRS 16 accounting standards.

2. Trade accounts receivable increased by 15.4%, or THB 3,266 million, following the Company's higher electricity sales.
3. Receivables from service concession arrangement increased by 26.6% or THB 2,438 million, aligned with the land reclamation progress of MTP3 industrial port development project, which was recorded in accordance with the TFRIC 12 accounting standards.
4. Other assets increased by 16.8% or THB 6,963 million, mainly contributed from (i) long-term loans to related parties increased by THB 4,065 million, with majority for investment in Outer Dowsing wind project, (ii) other receivables increased by THB 1,882 million, majority from advanced payment for solar panels.

Total Liabilities

Total liabilities as of June 30, 2024 was THB 337,974 million, an increase of THB 22,565 million or 7.2% from December 31, 2023. The increase was attributable to the following factors:

1. Debentures increased by 13.0% or THB 17,500 million, from the THB 20,000 million debenture issuance in April 2024, net with repayment for debentures matured during 6-month of 2024.
2. Short term loan from financial institutions increased by 59.1%, or THB 2,600 million, in accordance with the Company's short term cashflow management.
3. Trade payables increased by 30.6% or THB 2,871 million as the Company group recorded a higher cost of sales following the higher sales volume.
4. Construction payable increased by 22.3% or THB 1,716 million, mainly from the higher land reclamation cost which was recorded in accordance with the construction progress of MTP3 industrial port development project.

Total Equity

Total equity as of June 30, 2024 was THB 143,877 million, a level equivalent to December 31, 2023, which mainly changed due to following factors:

1. Unappropriated retained earnings decreased by 4.3% or THB 2,142 million, mainly reduced from dividend payment, net with retained earnings increase from recognition of the Group's performance.
2. Other components of equity increased by 108.3% or THB 1,046 million, due to the higher fair value of investment in equity instruments, together with the increase in fair value of interest rate swap contracts which were measured as required under TFRS 9 standard.

Capital Structure

As of June 30, 2024, the Group recorded a debt-to-equity ratio of 2.35 times. However, when considering the condition and covenant of the Company's debenture, the ratio of net interest-bearing debt (including lease liabilities) to equity was recorded at 1.85 times.

Statement of cash flows

As of June 30, 2024, the Company and its subsidiaries recorded cash and cash equivalents of THB 31,942 million, attributable to the following factors:

Net cash received from operating activities of THB 9,933 million mainly changed from:

- Cash received from operating profit of THB 13,774 million
- Net with cash paid for operating assets and liabilities THB 3,841 million

Net cash used in investing activities of THB 10,008 million mainly changed from:

- Payments for property, plant and equipment of THB 8,529 million, primarily for GPD, GMTP, and renewableprojects in Thailand.
- Payments for net long-term loans to related parties of THB 3,098 million, primarily for Outer Dowsing project.
- Payments for investment in associates and JVs of THB 2,163 million, primarily from the Company's investment in HKP and LPCL projects, as well as in waste to energy projects.
- Dividend received of THB 4,398 million, mainly from INTUCH and GGC

Net cash used in financing activities of THB 4,063 million mainly from:

- Repayments of Net cash received from debentures of THB 17,500 million
- Dividend payment of THB 12,078 million
- Payments for interest and finance costs of THB 5,179 million
- Net cash paid for short-term and long-term loans repayment of THB 4,243 million

6. Industry Overview

6.1. Industry overview and outlook for power generation business

Thailand

The Power Development Plan (PDP) of Thailand delineates the nation's strategic approach to fulfilling its forthcoming energy requirements. The plan aims to ensure a dependable and secure energy supply, promoting sustainability through the integration of renewable energy sources, and supporting Thailand's economic development.

According to the PDP2018 Revision 1, Thailand plans to add a total of 56,431 MW of new power generation capacity by 2037 to meet the future demand for electricity and replace the power plants that will be retiring from the system. The majority of these new capacities will come from renewable energy, followed by combined-cycle power plants.

In addition, as the global energy trend shifts toward decarbonization, Thailand has pledged to reduce greenhouse gas emissions by 40% within 2030, with longer-term commitments to achieve carbon neutrality by 2050 and net-zero greenhouse gas emissions by 2065. To this end, in 2022, the Energy Regulatory Commission

(ERC) adjusted the PDP2018 Revision 1 and announced a program to purchase up to 5,203 MW of electricity from renewable energy sources under a Feed-in Tariff (FiT) scheme between 2022-2030, comprised of 335 MW of biogas (wastewater/waste), 1,500 MW of wind power, 1,000 MW of ground-mounted solar with battery energy storage system, and 2,368 MW of ground-mounted solar, of which there was a total of 4,852 MW of renewable power projects were awarded to private power producers to develop the projects under the scheme. The government is also in the process of preparing a new power development plan which will support Thailand's net-zero target.

According to EGAT's energy statistics, as of December 2023, total contracted power generation capacity in Thailand was 53,841 MW, of which 16,237 MW or 30% of total power generation capacity was generated by EGAT, 17,649 MW or 33% was generated by IPPs, 9,483 MW or 17% was generated by SPPs, and 4,237 MW or 8% from VSPPs. In addition, Thailand also imported 6,235 MW or 12% of its total contracted power generation capacity from Lao PDR and Malaysia.

Thailand's total contracted capacity from the grid (As of December 2023)

Remark: The above information includes contracted power generation capacity on EGAT's transmission system but excludes Independent Power Supply (IPS)

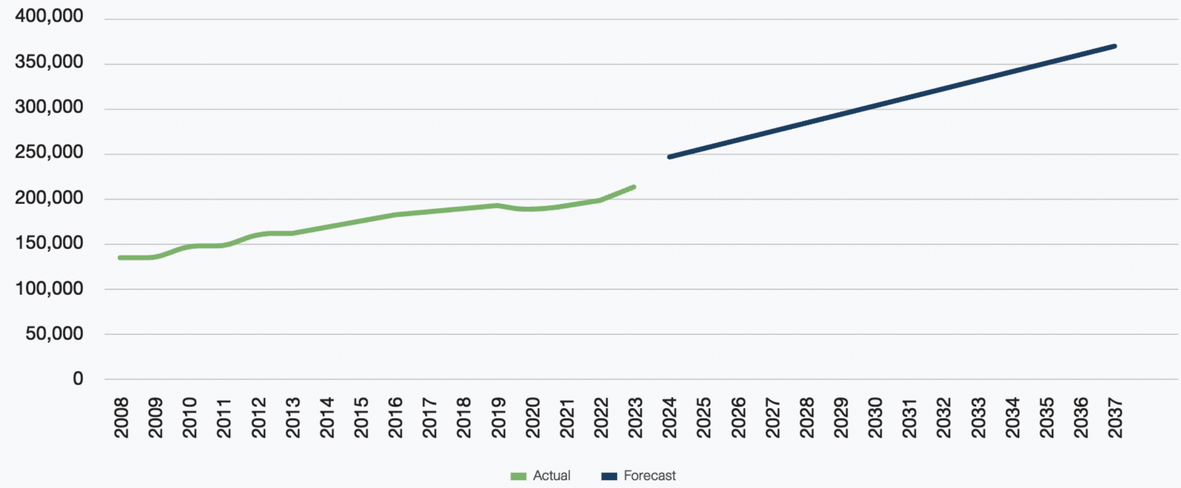
Source: Energy Policy and Planning Office (EPPO)

In 2024-2027, Thailand will have additional contracted capacity from new IPP power projects, which will come from 3 power projects under GULF's Group, with a total contracted capacity of 3,190 MW. Details are as follows: (Information as of December 31, 2023)

Scheduled commercial operation date (SCOD)	Project name	Company's equity ownership	Location	Type	Source of fuel	Contracted Capacity (MW)
2024	1.GPD (units 3 & 4)	70.00%	Rayong	IPP	Natural gas	1,250.0
2025	2.HKP (unit 1)	49.00%	Ratchaburi	IPP	Natural gas	700.0
2026	2.HKP (unit 2)	49.00%	Ratchaburi	IPP	Natural gas	700.0
2027	3.BPP	35.00%	Chachoengsao	IPP	Natural gas	540.0

In terms of electricity consumption, based on the database from the Energy Policy and Planning Office (EPPO), Thailand's electricity demand grew 3.4% in 2023 compared to 2022, driven mainly by the expansion of electricity usage in households and business sectors related to tourism and services. As EPPO's database reported, over the past decade, electricity demand in Thailand increased at a CAGR of 2.0% from 164,341 GWh in 2013 to 203,923 GWh in 2023. According to the forecast published in Thailand's Power Development Plan 2018–2037 Revision 1 (PDP2018 Revision 1), electricity consumption in Thailand is expected to reach 367,458 GWh in 2037 or 1.8 times higher than the current level. 31 Actual Forecast

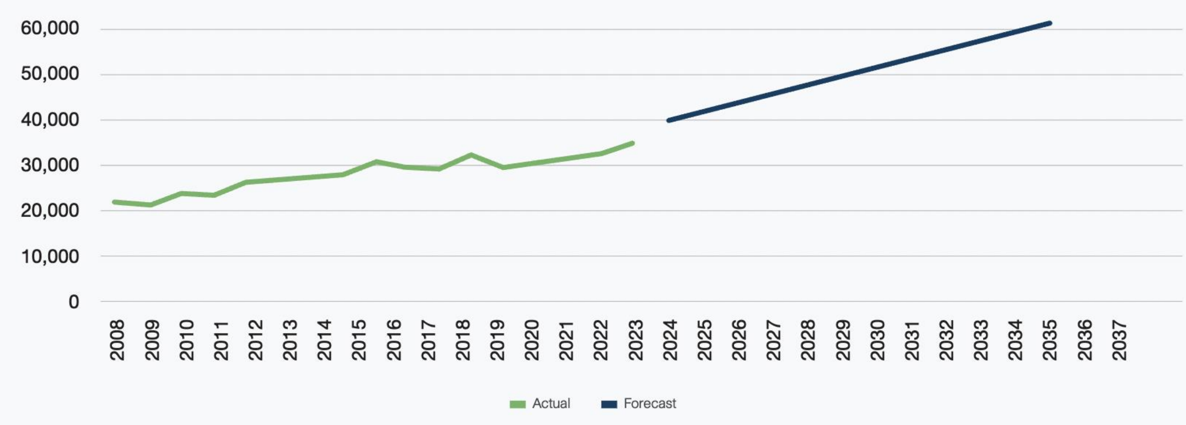
Thailand's electricity consumption in 2008-2037 (GWh)



Note: Data forecast from PDP2018 Revision 1.
Source: EPPO and PDP2018 Revision 1, the statistics are calculated only from the power generation capacity of EGAT system.

During 2013–2023, peak power demand has also been on a growth trend, and increased at a CAGR of 2.5%, from 26,598 MW in 2013 to 34,131 MW in 2023. Moreover, according to PDP2018 Revision 1's forecast, the peak demand for electricity in 2037 is expected to reach 53,997 MW or 1.6 times higher than the current level.

Peak power demand in Thailand from 2008 to 2037 (MW)



Note: The forecast is the predicted value from PDP2018 Revision 1.

Source: EPPO and PDP2018 Revision 1, the statistics are calculated only from the power generation capacity of EGAT system.

Currently, the draft of Thailand's Power Development Plan for the years 2024 to 2040 (PDP2024) has been published and is under consideration. It forecasts that the country's maximum electricity demand by the end of the plan in 2040 will be 56,133 megawatts. However, in the long term, only 34,984 megawatts will remain in the system. Therefore, to ensure sufficient electricity production to meet demand, the Ministry of Energy has planned to procure an additional 77,407 megawatts of electricity in the PDP 2024 to support a total capacity of 112,391 megawatts by the end of the plan in 2040. This includes a target to have no less than 50% of electricity generated from clean or renewable energy by the end of the plan in 2040, in line with the policy direction of the National Energy Policy (NEP).

<u>Lao PDR</u>

Situated in the Mekong River basin, Lao PDR strategically leverages its geographical advantages to predominantly focus on hydroelectric power projects, constituting around 80% of its total energy production. According to data from the ASEAN+3 Macroeconomic Research Office (AMRO), the country has an installed capacity exceeding 10,000 MW, of which more than 70% is exported to neighboring countries such as Thailand, Vietnam, Cambodia, Singapore, and Myanmar. Under the Memorandum of Understanding (MOU) between Thailand and Lao PDR, the governments agreed to collaboratively develop power projects in Lao PDR for supplying to Thailand by increasing the target supply capacity from 9,000 to 10,500 MW in order to meet Thailand's electricity demand in the future. Likewise, Singapore has also signed agreement to purchase electricity from Lao PDR with the initial transmission of 100 MW will be exported to Singapore via the existing infrastructure of Thailand and Malaysia. The contract is one of the initiations under the Lao PDR, Thailand, Malaysia, and Singapore Power Integration Project (LTMS-PIP), the first multilateral cross-border electricity trade within ASEAN, which served as key regional initiative to promote the power integration network and enhancing the economic prosperity of the region. Lao PDR can produce a significant amount of hydroelectricity for electricity sale to its neighboring countries, aiming to become the battery of ASEAN in the future. This exportoriented electricity production policy is a significant driving force for Laos' economy, with a total electricity generation target of approximately 29,000 MW by 2030.

Vietnam

According to the General Statistics Office of Vietnam, the country's GDP in 2023 is expected to expand by 6.5%. In this regard, economic development and population growth has led to increasingly higher electricity demand. As such, the government have issued a policy to increase the country's electricity generation capability as well as support the domestic industrial development and growth. Based on Vietnam's National Power Development Master Plan for 2021-2030 period, with a vision to 2050 (PDP VIII) approved in May 2023, it is anticipated that total power generation capacity in Vietnam will surpass 158,000 MW in 2030, and approximately 500,000 MW by 2050, with a 7.7% CAGR from 2021 to 2030. In addition, the government further aims to develop renewable energy power plants such as solar power, wind power, and hydroelectricity to reduce the share of coal power in achieving the 2050 net zero emissions target. It is expected that power generation from renewable energy will account for approximately 48% of the total power generation capacity, or equivalent to 72,300 MW by 2030

Oman

As per Oman Power and Water Procurement's 7-year Statement (2023-2029), peak power demand in the Main Interconnected System (MIS), where Muscat is located, is expected to increase at an average growth rate of approximately 3.4% between 2023-2029. Meanwhile, the average power demand at Duqm Special Economic Zone is expected to reach a remarkable annual growth rate of 23%, fueled by expansive industrial and infrastructure projects. At present, Oman's electricity generation relies heavily on natural gas and oil. To steer towards sustainability, the government has initiated a policy shift, promoting the increased adoption of renewable energy sources such as solar and wind power, and targets electricity generation share from renewables at 35-39% by the year 2040. This reflects Oman's commitment to diversify its energy mix and embrace cleaner alternatives in the pursuit of a more sustainable and resilient power sector

Germany

Germany has the fourth-largest global economy and stood at the forefront of electricity demand in Europe with electricity generation in 2023 reaching 449 billion kWh and consumption at 457 billion kWh, as reported by Germany's Federal Network Agency (Bundesnetzagentur). Guided by the comprehensive Energiewende 2010-2050 plan, the German government is actively steering the nation towards sustainable energy practices. With a commitment to phasing out nuclear and fossil fuel power plants, Germany has witnessed a remarkable shift in its energy landscape. Bundesnetzagentur reported a noteworthy surge in the proportion of electricity consumption sourced from renewable energy, catapulting from approximately 6% in 2000 to 55% of German electricity consumption in 2023. The German Renewable Energy Sources Act (EEG) further underscores the nation's dedication to green energy, mandating a minimum 80% share of renewables by 2030. This ambitious target aligns with the European Commission's broader objective of achieving a 90-95%

reduction in net greenhouse gas emissions for the EU by 2040, measured against 1990 levels. As Germany continues its trajectory towards sustainable energy, it is anticipated that the government will intensify its support for the expansion of renewable power plants in the years to come

The United Kingdom

In 2022(1), the United Kingdom's total electricity generation was recorded at 325 billion kWh, as reported by the Department of Energy Security and Net Zero (DESNZ). Notably, 42% of this electricity produced was derived from renewable sources, predominantly propelled by the burgeoning wind energy sector. However, this commendable achievement is perceived as trailing behind the UK government's ambitious target to achieve a fully decarbonized electricity system by 2035, of which the progress is pressed to further accelerate by the British Energy Security Strategy in response to the global gas crisis. The robust plans to hasten the transition to a decarbonized power sector seek to reduce dependence on imported gas, ensuring a secure and sovereign supply of electricity while striving for long-term affordability. The strategy notably amplifies aspirations for offshore wind, solar, nuclear power, and hydrogen, including a commitment to scaling wind energy production capacity to 50,000 MW by 2030. Acknowledging the pivotal role of policy and infrastructure, the government is committed to fostering an environment that supports decarbonization ambitions, attracting investments for renewable power plants, and advancing decarbonization technologies to propel the UK towards a sustainable energy future.

The United States of America

In 2023, the U.S. energy industry experienced a major transformation driven by the government's goals to achieve the country's net-zero targets which is supported by the U.S. Department of Energy's 400 billion USD commitment towards energy innovations which is expected to spur trillions more. This funding allocation for the upcoming years, coupled with heightened climate concerns, catalyzed a surge in renewable energy investments in 2023 and marked a pivotal moment in the U.S. market's aggressive measures aimed at reducing foreign reliance and decarbonizing its power generation ecosystem. Nationwide efforts expanded to include more wind and solar deployment, domestic manufacturing of large-scale equipment, local sourcing of lithium and other critical minerals for battery production, as well as public and private R&D in areas such as nuclear fusion, clean hydrogen, and carbon capture technologies.

However, nascent renewable energy projects are facing developmental challenges, including supply chain disruptions, permit delays, interconnection queues, political gridlock, human capital shortages, weather-related intermittency, and aging transmission infrastructures. Additionally, the ramifications of fluctuating capital costs, high-interest-rate environment, and inflationary risks remain to be seen. As a result, traditional operating assets such as gas-fired power plants, as well as the development of various U.S. LNG terminals, are considered critical for ensuring energy security and stable electricity supply during this early stage of energy transition.

The U.S. electricity market is projected to grow 2-4% in 2024, driven by increased residential consumption and climate change.

6.2. Industry overview and outlook for gas business

Thailand's Natural Gas Management Plan 2018-2037 (Gas Plan 2018), which aims to provide adequate gas supply for Thailand's demand at the fair price to support economic development while taking into consideration the environmental balance, has specified 4 objectives for the country's gas management as follows: 1) Support gas usage in every sector to reduce air pollution, 2) Explore and produce natural gas from petroleum fields in the country as well as in joint development areas, 3) Develop infrastructures for natural gas drilling and extraction to fulfill the country's demand and utilize the infrastructure to achieve maximum efficiency, and 4) Promote competitiveness of natural gas trading business in the country.

According to EPPO's database, Thailand's gas demand in 2023 was recorded at 4,143 million cubic feet per day, an increase of 5.7% from 2022, mainly from the electricity production sector, as the natural gas supply shortage situation, both in the Gulf of Thailand and in the global market, has started to alleviate, resulting in the lower natural gas price. In the long-term, the Gas Plan 2018 forecasted that Thailand's natural gas demand will increase at an average rate of 0.7% per annum, and will reach 5,348 million cubic feet per day in 2037, 67% of which will be used in power generation, 21% in the industrial sector, 11% in gas separation plants, and 1% in the transportation sector. With the demand for power generation and industrial sector on a growing trend, in contrast with the gas supply in the Gulf of Thailand that is diminishing, the Gas Plan 2018 forecasted that Thailand will have to increase the amount of imported liquefied natural gas (LNG) from 7 million tons in 2022 to 26 million tons in 2037, to support the rise in natural gas demand. At present, there are 8 companies that have acquired LNG shipper licenses from the ERC, with 2 of the licensed companies being GULF's subsidiary and associate, namely, GLNG and HKH.

For LNG business, Shell LNG Outlook 2023 forecasted a continuous growth trend in global LNG demand, particularly in Europe and the UK. In 2022(1), these regions collectively imported over 121 million tons of LNG, marking a 60% increase compared to 2021. LNG has become increasingly crucial for Europe's energy security, especially after the Russia-Ukraine war substantially reduced natural gas transportation from Russia. The resulting unrest is expected to have a lasting impact on the global LNG industry. The global LNG trading volume in 2022(1) totaled 397 million tons, and it is estimated by many researches to reach 650-700 million tons per annum by 2040, resulting in investment ramp-ups for LNG production, as well as new technologies to reduce carbon emission which will be crucial for natural gas and LNG to serve as a transition fuel to a low carbon society.

Currently, the draft of Thailand's Power Development Plan for the years 2024 to 2040 (PDP2024) has been published and is under consideration. It forecasts that the country's maximum LNG demand by the end of the plan during 2024 - 2040 will be around 4,700 – 4,800 million square foot per day in which the sources would be more from the Gulf of Thailand and Myanmar resulting in decrease of importing sources. Nonetheless, the LNG from the Overlapping Claims Areas – OCA of Thailand and Cambodia has not been considered due to its uncertainty. As for the current infrastructure related to natural gas, it is considered sufficient but might need more improvement in the future, including the storage tanks and systems regarding to the import of LNG.

6.3. Industry overview and outlook for infrastructure and utilities business

The COVID-19 pandemic in the past few years has led to a slowdown in large-scale infrastructure investments and a delay in the development of various projects in Thailand. This has created a pressing demand for the country to expedite the ongoing development of vital infrastructure and utilities projects, necessitating a significant infusion of funds. However, with Thailand facing challenges related to raising the public debt ceiling from 60% to 70% of GDP, the government is placing increased importance on the private sector's participation in investing in infrastructure and utility projects. This is aimed at establishing a solid foundation for development, and enhancing Thailand's competitiveness across various dimensions including economic aspects, the quality of life for the population, and transportation connectivity. The collaboration between the public and private sectors promotes efficiency in utilizing resources and incorporating cutting edge innovations to enhance the quality of public services. The number of projects included in the government's strategic plan for the private sector's investments through Public-Private Partnerships (PPP) scheme, administered by the State Enterprise Policy Office (SEPO) published in July 2023, encompasses more than 120 projects with a total investment value of THB1.16 trillion. The majority of these projects fall under the categories of roads and public transportation systems such as the intercity motorway projects by the Department of Highways, the double-track railway projects by the State Railway of Thailand, sky train projects by the Mass Rapid Transit Authority of Thailand, and container port development projects by the Port Authority of Thailand. Additionally, there are various development projects in the Eastern Economic Corridor (EEC).

6.4. Industry overview and outlook for digital business

Technology is increasingly playing a pivotal role in our daily lives and has become a cornerstone for economic activities. The onset of the COVID-19 pandemic served as a catalyst, expediting disruptions and intensifying the demand for digital infrastructures. This surge in technological reliance includes the widespread implementation of the Internet of Things (IoT), enabling individuals to effortlessly control various devices with their fingertips. Moreover, the integration of 5G technology in telecommunications has revolutionized connectivity, supporting a large user base and facilitating near-instantaneous intercontinental communications. In the financial sector, the application of blockchain technology, serving as the foundation for cryptocurrencies and digital assets, has transformed into expansive financial ecosystems with trillions of Dollars in circulation. The pervasive influence of digital technology extends to numerous other domains. Undoubtedly, the emergence of digital business marks a new industry of profound significance for the future, offering extensive opportunities for all sectors to engage in the development of innovative businesses. Both the public and private sectors must proactively prepare for this rapid transformation to steer the country's society and economy towards a technologically-driven future.

For satellite business under THCOM, although the consumer behavior trend for TV viewing has shifted towards internet-based streaming through smartphones and tablets, the demand for satellite usage in broadcasting television signals remains continuous. This is due to the improvement in television quality from standard definition to higher resolutions like high definition (HD) and ultra-high definition (UHD), especially in countries like India and the Indochina region. On the other hand, satellite usage for broadband internet services remains crucial, especially in regions where internet access is limited or unstable, such as in Northern and Western regions, and various islands in the South of Thailand, as well as India, Indonesia, and the Philippines due to the geographical complexity and diversity that challenges the development of infrastructure in these regions. High-speed internet service via satellite plays a vital role in improving the quality of life for residents in these areas. Additionally, in the future, businesses
related to satellites, particularly those utilizing space technology for Earth observation data analysis, will have an increasingly important role to both private sector and government in exploring and analyzing each geographical regions' unique requirements and characteristics, promoting, planning, and finding suitable solutions for area-specific issues.

For digital asset industry in Thailand, despite an overall slowdown in trading volume in 2023 after Bitcoin, the largest digital asset by market value, experienced a significant price decline to its lowest level in 2 years in December 2022, the digital asset market began to recover in the latter part of 2023 and showed a continuous upward trend in 2024. This recovery was supported by the approval of the Bitcoin Spot ETF by the U.S. Securities and Exchange Commission in January 2024, signaling increased acceptance of Bitcoin as a reliable asset which could attract institutional and retail investors to invest in digital assets in the long term. Moreover, Bitcoin is entering a halving event, where the reward for mining new Bitcoins will be halved. This event typically leads to an increase in the price of Bitcoin and other digital assets, as the new supply of coins is reduced, and is anticipated to contribute to the recovery of digital asset markets.

For the data center business in Thailand, the market is expected to grow in terms of capacity at a CAGR of 27% during 2023-2028. Furthermore, Arizton projects a revenue CAGR of 7% for the ASEAN data center market over 2022-2028, bringing annual revenue of up to 14 billion USD in 5 years. Moreover, while Singapore is dominating ASEAN's data center market, Thailand emerges as a compelling choice for data center establishment due to the country's lower incidence of natural disasters and its proximity to submarine cables, Thai government's support for land access and utilization as well as tax incentives, and growing demand in domestic market, particularly in key sectors such as banking, finance, insurance, and e-commerce.

7. Summary of Important Agreements in Business Operations

7.1 Power Purchase Agreements ("PPA") with EGAT and PEA

7.2.1. IPP Projects PPA

7.1.1.1. GSRC and GPD Power Plant Projects

GSRC, which has already commenced commercial operations, and GPD, which has already commenced partial commercial operations, are the parties to the IPP Projects PPA with EGAT, each of which has substantially identical terms and conditions, which can be summarized as follows:

Agreement Parties from the Company	GSRC and GPD ("**Producer**")
Agreement Parties with Producer	EGAT
Purpose of Agreement	The Producer agrees to produce electricity to sell electricity produced from the power plant to EGAT.
Date of Signing the Agreement	*Please consider the table below for more details on the agreement signing date of each agreement.*
Agreement Effective Period	From the date of signing the agreement until the expiry date of 25 years from the Commercial Operation Date (COD) of the last generating unit. *Please consider the table below for more details on the effective period of each agreement.* The agreement period may be extended as mutually agreed upon by the agreement parties.
Agreement Production Capacity	*Please consider the table below for more details on the production capacity of each agreement.*
Payment	Payment to be received is divided into 2 parts: Availability Payments and Energy Payments as follows: (1) Availability Payments The producer will receive an Availability Payment from EGAT for providing electricity production capacity under the agreement to be ready to supply to EGAT. The Availability Payment covers fixed operating and maintenance costs, debt servicing expenses, and returns on equity as specified in the agreement. Throughout the period that the producer provides electricity production capacity to be ready to supply to EGAT and complies with the conditions specified in the power purchase agreement, starting from the commercial operation date of the first electricity generating unit, EGAT must pay an Availability Payment to the producer regardless of whether electricity is actually supplied to EGAT. The Availability Payment may be reduced if the electricity production capacity is not as specified in the agreement. (2) Energy Payments In addition to the electricity availability charge, from the commercial operation date of the first power generating unit, the producer will receive an electricity charge from EGAT, which will cover the project's fuel cost and variable operating and maintenance cost. The fuel cost in the electricity charge formula is calculated from the actual electricity supplied to EGAT, the price of natural gas supplied by the project, and the net heat rate (Heat Rate) according to the calculation formula specified in the agreement.
Important Rights and Duties of the Agreement Parties	Important Rights and Duties of the Producer (1) The Producer must construct, test and operate the power plant successfully and arrange for the power plant to be ready for connection to the EGAT power supply system and arrange for each power generating unit of the producer to be ready for supplying electricity as per the scheduled commercial operation date (SCOD).

	(2) The Producer shall apply for, obtain and maintain permits from relevant agencies which are necessary for the construction, ownership and operation of electricity production and distribution and shall have the duty to sell electricity to EGAT and maintain and repair the power plant throughout the period that this Agreement is in force. (3) From the commercial operation date, the Producer must comply with the instructions of EGAT in selling electricity and must not sell electricity to outsiders during the period that this Agreement is in effect. **Important Rights and Duties of EGAT** EGAT must construct, test and operate the power transmission system successfully and arrange for the system to be ready for connection with the power plant and each generating unit of the producer on the Scheduled Commercial Operation Date (SCOD).
Applicable Law	Thai Law

Details on the agreement signing date, commercial operation date (COD) / scheduled commercial operation date (SCOD), and agreement production capacity of each project are as follows:

Company	Date of Signing	Commercial Operation Date (COD) / Scheduled Commercial Operation Date (SCOD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
GSRC	December 12, 2013	Power Generation Unit 1 March 31, 2021 (COD) Power Generation Unit 2 October 1, 2021 (COD) Power Generation Unit 3 March 31, 2022 (COD) Power Generation Unit 4 October 1, 2022 (COD)	25 years	2,500.0
GPD	December 23, 2013	Power Generation Unit 1 March 31, 2023 (COD) Power Generation Unit 2 October 1, 2023 (COD) Power Generation Unit 3 March 31, 2024 (COD) Power Generation Unit 4 October 1, 2024 (SCOD)	25 years	2,500.0

7.1.1.2. GNS and GUT Power Plant Projects

GNS and GUT, which has already commenced commercial operations, have entered into PPA with EGAT, each of which has substantially identical terms and conditions, which can be summarized as follows:

Agreement Parties from the group of the Company	GNS and GUT (“**Producer**”)

Agreement Parties with Producer	EGAT
Purpose of Agreement	The Producer agrees to produce electricity to sell electricity produced from the power plant to EGAT.
Date of Signing the Agreement	*Please consider the table below for more details on the agreement signing date of each agreement.*
Agreement Effective Period	From the date of signing the agreement until the expiry date of 25 years from the Commercial Operation Date (COD) of the last generating unit. *Please consider the table below for more details on the effective period of each agreement.* The agreement period may be extended as mutually agreed upon by the agreement parties.
Agreement Production Capacity	*Please consider the table below for more details on the production capacity of each agreement.*
Payment	Payment to be received is divided into 2 parts: Availability Payments and Energy Payments as follows: (1) Availability Payments The producer will receive an Availability Payment from EGAT for providing electricity production capacity under the agreement to be ready to supply to EGAT. The Availability Payment covers fixed operating and maintenance costs, debt servicing expenses, and returns on equity as specified in the agreement. Throughout the period that the producer provides electricity production capacity to be ready to supply to EGAT and complies with the conditions specified in the power purchase agreement, starting from the commercial operation date of the first electricity generating unit, EGAT must pay an Availability Payment to the producer regardless of whether electricity is actually supplied to EGAT. The Availability Payment may be reduced if the electricity production capacity is not as specified in the agreement. (2) Energy Payments In addition to the electricity availability charge, from the commercial operation date of the first power generating unit, the producer will receive an electricity charge from EGAT, which will cover the project's fuel cost and variable operating and maintenance cost. The fuel cost in the electricity charge formula is calculated from the actual electricity supplied to EGAT, the price of natural gas supplied by the project, and the net heat rate (Heat Rate) according to the calculation formula specified in the agreement.
Important Rights and Duties of the Agreement Parties	Important Rights and Duties of the Producer (4) The Producer must construct, test and operate the power plant successfully and arrange for the power plant to be ready for connection to the EGAT power supply system and arrange for each power generating unit of the producer to be ready for supplying electricity as per the scheduled commercial operation date (SCOD). (5) The Producer shall apply for, obtain and maintain permits from relevant agencies which are necessary for the construction, ownership and operation of electricity production and distribution and shall have the duty to sell electricity to EGAT and maintain and repair the power plant throughout the period that this Agreement is in force. (6) From the commercial operation date, the Producer must comply with the instructions of EGAT in selling electricity and must not sell electricity to outsiders during the period that this Agreement is in effect. Important Rights and Duties of EGAT EGAT must construct, test and operate the power transmission system successfully and arrange for the system to be ready for connection with the power plant and each generating unit of the producer on the Scheduled Commercial Operation Date (SCOD).
Applicable Law	Thai Law

Details on the agreement signing date, commercial operation date (COD) / scheduled commercial operation date (SCOD), and agreement production capacity of each project are as follows:

Company	Date of Signing	Commercial Operation Date (COD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
GNS	October 10, 2008 (including amendments)	Power Generation Unit 1 June 1, 2014 Power Generation Unit 2 December 1, 2014	25 years	1,600.0
GUT	October 10, 2008 (including amendments)	Power Generation Unit 1 June 1, 2015 Power Generation Unit 2 December 1, 2015	25 years	1,600.0

7.2.2. SPP Project PPA according to the Electricity Purchase Regulations B.E. 2553 (2010) (amended in 2011) and the Electricity Purchase Regulations B.E. 2550 (2007) of EGAT

EGAT PPA for SPP projects is a standard agreement drafted by EGAT, in which the private power producer party cannot negotiate or otherwise amend the essential terms and conditions.

Natural Gas SPP Project, which has already commenced commercial operations, have entered into PPA with EGAT according to the Electricity Purchase Regulations B.E. 2553 (2010) (amended in 2011) and the Electricity Purchase Regulations B.E. 2550 (2007) of EGAT, respectively, which is cogeneration system firm agreement. Terms and conditions can be summarized as follows:

Agreement Parties from the group of the Company	19 Natural Gas SPP Project, which has already commenced commercial operations ("**Producer**") *Please consider the table below for more details on the producer details of each agreement.*
Agreement Parties with Producer	EGAT
Purpose of Agreement	The Producer agrees to produce electricity to sell electricity produced from the power plant to EGAT.
Date of Signing the Agreement	*Please consider the table below for more details on the agreement signing date of each agreement.*
Agreement Effective Period	25 years from the Commercial Operation Date (COD). *Please consider the table below for more details on the period of each agreement.* There are no conditions regarding the extension of the agreement period.
Agreement Production Capacity	*Please consider the table below for more details on the production capacity of each agreement.* (each natural gas SPP project has a agreemented production capacity of 90.0 MW at a voltage level of 115.0 kilovolts)
Payment	Producers will receive electricity charges from EGAT according to the electricity purchase rate, which consists of Capacity Payment, Energy Payment and Fuel Saving Payment as follows: (1) Capacity Payment

	The Producer will receive a fixed power charge from EGAT for providing the agreemented power generation capacity to be ready to supply to EGAT, which will be calculated on a monthly basis. This power charge covers fixed costs and debt servicing expenses of the power plant. If the producer provides the power generation capacity to be ready to supply to EGAT and complies with the conditions specified in the power purchase agreement, EGAT must pay the power charge to the producer regardless of whether the electricity is actually supplied to EGAT or not. (2) Energy Payment The Producer will receive an electricity rate from EGAT, which consists of a fuel rate covering the producer's various fuel costs and the costs of operating and maintaining the power plant. The electricity rate is calculated based on (a) the base electricity rate and (b) an electricity rate adjustment factor, which varies according to changes in natural gas prices. (3) Fuel Saving Payment The Producer will receive fuel saving values from EGAT based on fuel efficiency in electricity and heat generation.
Important Rights and Duties of the Agreement Parties	Important Rights and Duties of the Producer (1) The Producer has a duty to develop and manage the power plant and sell electricity to EGAT according to the conditions specified in the agreement. (2) The Producer must carry out the various operations as specified in the agreement within the specified time frame. (3) The Producer must obtain a permit to produce and distribute electricity from the relevant agency before the commercial operation date. (4) The Producer must obtain approvals and obtain various licenses related to the manufacturer's operations throughout the agreement period. (5) The Producer must design, install, test, manage, repair and maintain the power generation system throughout the agreement period. Important Rights and Duties of EGAT EGAT is responsible for purchasing electricity from producers in the minimum quantity (Minimum-Take) as specified in the agreement.
Applicable Law	Thai Law

Details of the projects owner company, which is operated by a subsidiary of the Group of the Company (GMP), which has entered into SPP PPA with EGAT, with Cogeneration system firm agreement type according to the Electricity Purchase Regulations B.E. 2553 (2010) (amended in 2011) of EGAT are as follows:

Company	Date of Signing	Commercial Operation Date (COD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
GVTP	October 5, 2011 (including amendments)	May 16, 2017	25 years	90.0
GTS1	August 24, 2011 (including amendments)	July 8, 2017	25 years	90.0
GTS2	August 24, 2011 (including amendments)	September 1, 2017	25 years	90.0
GTS3	August 24, 2011	1 November 2017	25 years	90.0

Company	Date of Signing	Commercial Operation Date (COD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
	(including amendments)			
GTS4	August 24, 2011 (including amendments)	January 1, 2018	25 years	90.0
GNC	January 6, 2012 (including amendments)	March 1, 2018	25 years	90.0
GBL	October 5, 2011 (including amendments)	September 1, 2018	25 years	90.0
GBP	October 5, 2011 (including amendments)	1 November 2018	25 years	90.0
GNLL2	October 5, 2011 (including amendments)	January 1, 2019	25 years	90.0
GNPM	October 5, 2011 (including amendments)	March 1, 2019	25 years	90.0
GNRV1	December 19, 2011 (including amendments)	May 1, 2019	25 years	90.0
GNRV2	December 19, 2011 (including amendments)	July 1, 2019	25 years	90.0

Details on the agreement signing date, commercial operation date (COD) / scheduled commercial operation date (SCOD), and agreement production capacity of each project under the Cogeneration system firm agreement according to the Electricity Purchase Regulations B.E 2550 (2007) EGAT of are as follows:

Company	Date of Signing	Commercial Operation Date (COD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
GKP1	November 20, 2009 (including amendments)	January 5, 2013	25 years	90.0
GKP2	November 20, 2009 (including amendments)	February 1, 2013	25 years	90.0
GTLC	November 20, 2009 (including amendments)	March 1, 2013	25 years	90.0
GNNK	November 20, 2009 (including amendments)	April 1, 2013	25 years	90.0
GNLL	November 20, 2009 (including amendments)	May 1, 2013	25 years	90.0
GCRN	November 20, 2009 (including amendments)	July 1, 2013	25 years	90.0
GNK2	November 20, 2009 (including amendments)	October 1, 2013	25 years (until September 30, 2038)	90.0

7.2.3. SPP projects PPA for Renewable Energy in the form of Feed-in Tariff (FiT) 2022 - 2030 for Ground-Mounted Solar Power with EGAT

SPP projects, which are under construction or development have entered into PPA with EGAT and are non-firm renewable energy agreement in the form of Feed-in Tariff (FiT) 2022 - 2030 for Ground-Mounted Solar Power. Terms and conditions can be summarized as follows:

Agreement Parties from the group of the Company	13 Ground-Mounted Solar Power SPP projects ("**Producer**") *Please consider the table below for more details on the producer details of each agreement.*
Agreement Parties with Producer	EGAT
Purpose of Agreement	The Producer agrees to produce electricity to sell electricity produced from the power plant to EGAT.
Date of Signing the Agreement	*Please consider the table below for more details on the agreement signing date of each agreement.*
Agreement Effective Period	Since the signing of the agreement and effective 25 years from the Commercial Operation Date (COD). *Please consider the table below for more details on the effective period of each agreement.*
Agreement Production Capacity	*Please consider the table below for more details on the production capacity of each agreement.*
Important Rights and Duties of the Agreement Parties	**Important Rights and Duties of the Producer** (1) The Producer must not change the project location, contracted power, and renewable energy type as specified. (2) The Producer shall report and submit the power plant construction plan to EGAT before starting construction and shall thereafter submit quarterly construction progress reports to EGAT within 15 days after the end of that quarter until the commercial operation date (COD). (3) The Producer must send a letter informing the estimated date of starting to parallel the generator with the electricity system to EGAT for consideration at least 60 days in advance of the date of starting to parallel the generator with the electricity system. (4) The Producer must send a letter informing the date on which the generator is intended to start paralleling with the electricity system to EGAT for consideration at least 10 business days in advance of the date on which the generator is intended to start paralleling with the electricity system. (5) The Producer must send a letter informing the date on which the manufacturer intends to supply electricity into the commercial system (COD) to EGAT for consideration and approval at least 15 days before the scheduled commercial operation date (SCOD). (6) The Producer must present the letter of notification of intent to commence electricity operations, which was received from the Energy Regulatory Commission, and the legal license, including other relevant laws that are still in force, to EGAT at least 10 business days before the commercial operation date (COD). (7) The Producer will supply electricity to the commercial system only when the producer has fully complied with the conditions announced by the Energy Regulatory Commission.
Applicable Law	Thai Law

The list of producer companies, details on the agreement signing date, commercial operation date (COD) / scheduled commercial operation date (SCOD), and agreement production capacity of each project are as follows:

Company	Date of Signing	Commercial Operation Date (COD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
SKP	October 16, 2023	December 31, 2024	25 years	48.0
STP	October 16, 2023	December 31, 2024	25 years	58.0
PRR	October 16, 2023	December 31, 2024	25 years	54.0
ICT	October 16, 2023	November 1, 2025	25 years	37.8
RS	October 16, 2023	December 1, 2025	25 years	37.8
SYP	October 16, 2023	December 1, 2025	25 years	48.0
SPTP	October 16, 2023	December 15, 2025	25 years	58.7
TPS	October 16, 2023	December 15, 2025	25 years	51.0
LNE	December 20, 2023	September 1, 2026	25 years	68.0
PSE	December 20, 2023	March 15, 2028	25 years	44.6
SFA	December 20, 2023	September 15, 2028	25 years	58.0
SSY	December 20, 2023	March 15, 2028	25 years	55.0
SCP	December 20, 2023	June 15, 2028	25 years	34.0

7.2.4. SPP projects PPA for Renewable Energy in the form of Feed-in Tariff (FiT) 2022 - 2030 for Ground-Mounted Solar Power with Battery Energy Storage Systems with EGAT

SPP projects, which are under construction or development have entered into PPA with EGAT and are partial-firm agreement type for Ground-Mounted Solar Power with battery energy storage systems. Terms and conditions can be summarized as follows:

Agreement Parties from the group of the Company	12 Ground-Mounted Solar Power SPP with Battery Energy Storage Systems projects ("**Producer**") *Please consider the table below for more details on the producer details of each agreement.*
Agreement Parties with Producer	EGAT
Purpose of Agreement	The Producer agrees to produce electricity to sell electricity produced from the power plant to EGAT.
Date of Signing the Agreement	*Please consider the table below for more details on the agreement signing date of each agreement.*
Agreement Effective Period	Since the signing of the agreement and effective 25 years from the Commercial Operation Date (COD). *Please consider the table below for more details on the effective period of each agreement.*
Agreement Production Capacity	*Please consider the table below for more details on the production capacity of each agreement.*
Payment	The amount of electrical energy read from the electricity meter in any 15-minute period will be calculated in the electricity bill payment as follows: (1) Electricity charges during the 1st period (09:00 – 16:00)

	▪ In case of electricity supply into the system not exceeding 100 percent of the contracted electricity volume, the producer will receive electricity payment at the FiT rate. ▪ In case of electricity supply into the system exceeding 100 percent of the contracted electricity volume, the producer will not receive electricity payment for the excess electricity volume. ▪ In case of electricity supply into the system less than 100 percent of the contracted electricity volume, the electricity payment received by the producer will be reduced. The reduced amount will be calculated at the rate of 12 percent of the FiT rate multiplied by the difference between the amount of electricity that EGAT should receive according to the contracted electricity volume and the amount of electricity that EGAT actually receives. (2) Electricity charges during the 2nd period (18:01 – 24:00 and 00:00 – 06:00) ▪ In case of supplying electricity to the system not exceeding the amount of electricity according to the electricity purchase plan ordered by EGAT, the producer will receive electricity payment at the FiT rate with the amount of electricity equal to 60 percent of the electricity amount according to the contract multiplied by 2 hours, and EGAT can order electricity to be supplied not exceeding 60 percent of the electricity amount according to the contract. ▪ In case of supplying electricity to the system exceeding the amount of electricity according to the electricity purchase plan ordered by EGAT, the producer will not receive electricity payment for the amount of electricity in excess. ▪ In case of supplying electricity to the system less than the amount of electricity according to the electricity purchase plan ordered by EGAT, the electricity payment received by the producer will be reduced. The discount will be calculated at the rate of 12 percent of the FiT rate multiplied by the difference between the amount of electricity that EGAT should receive according to the EGAT electricity purchase plan and the amount of electricity that EGAT actually receives. ▪ In the case of the period 18:01 - 18:15 hrs., the amount of electricity during that period will be calculated from the amount of electricity read from the electricity meter multiplied by 14 and divided by 15. (3) Electricity charges during the 3rd period (06:01 – 09:00 and 16:01 – 18:00) ▪ In case EGAT does not notify the electricity purchase plan, the producer will receive electricity at the FiT rate in case the electricity supply into the system does not exceed 100 percent of the contracted electricity volume, and the producer will not receive electricity for the excess electricity volume in case the electricity supply into the system exceeds 100 percent of the contracted electricity volume. ▪ In case EGAT stops or reduces the electricity purchase in the 3rd period by purchasing electricity not exceeding 100 percent of the contracted electricity volume, the producer will receive electricity at the FiT rate in case the electricity supply into the system does not exceed the electricity volume specified by EGAT, and the producer will not receive electricity for the excess electricity volume in case the electricity supply into the system exceeds the electricity volume specified by EGAT. ▪ In the case of the periods 06:01 – 06:15 and 16:01 – 16:15, the electricity volume during the said period will be calculated from the electricity volume read from the electricity meter multiplied by 14 and divided by 15.
Important Rights and Duties of the Agreement Parties	Important Rights and Duties of the Producer (1) The Producer must not change the project location, contracted power, and renewable energy type as specified.

	(2) The Producer shall report and submit the power plant construction plan to EGAT before starting construction and shall thereafter submit quarterly construction progress reports to EGAT within 15 days after the end of that quarter until the commercial operation date (COD). (3) The Producer must send a letter informing the estimated date of starting to parallel the generator with the electricity system to EGAT for consideration at least 60 days in advance of the date of starting to parallel the generator with the electricity system. (4) The Producer must send a letter informing the date on which the generator is intended to start paralleling with the electricity system to EGAT for consideration at least 10 business days in advance of the date on which the generator is intended to start paralleling with the electricity system. (5) The Producer must submit the results of paralleling the generator with the electricity system, the results of testing the generator and the electrical protection system to the electricity authority before testing the generator in the Trial Run mode. (6) The Producer must send a letter informing the date on which the producer intends to supply electricity into the commercial operation date (COD) to EGAT for consideration and approval at least 15 days before the scheduled commercial operation date (SCOD). (7) The Producer must submit the letter of notification of intent to commence electricity operations, which was received from the Energy Regulatory Commission, and the legal license, including other relevant laws that are still in force, to EGAT at least 10 business days in advance of the Commercial Operation Date (COD). (8) The Producer will supply electricity to the commercial system only when the producer has fully complied with the conditions announced by the Energy Regulatory Commission.
Applicable Law	Thai Law

The list of producer companies, details on the agreement signing date, commercial operation date (COD) / scheduled commercial operation date (SCOD), and agreement production capacity of each project are as follows:

Company	Date of Signing	Commercial Operation Date (COD)	Agreement Period from Commercial Operation Date (COD)	Agreement Production Capacity (MW)
SLD	October 16, 2023	December 31, 2024	25 years	60.0
BRSP	October 16, 2023	December 31, 2024	25 years	75.0
EGF	October 16, 2023	December 31, 2025	25 years	61.0
DTP	October 16, 2023	December 31, 2025	25 years	60.0
SSE	December 20, 2023	September 1, 2026	25 years	67.0
SCE	April 29, 2024	December 31, 2026	25 years	59.0
AGP	December 20, 2023	December 15, 2027	25 years	46.0
SACE	December 20, 2023	March 31, 2028	25 years	65.0
RUS	December 20, 2023	September 15, 2028	25 years	43.0
BWP	December 20, 2023	January 15, 2028	25 years	73.2
SRE	December 20, 2023	June 1, 2028	25 years	45.0
DCE	December 20, 2023	March 15, 2029	25 years	46.0

7.2 Purchasing Agreements with Industrial Customers

In addition to selling electricity to EGAT, the commercially operating natural gas SPPs have entered into 227 power purchasing agreements, 29 steam purchasing agreements, and 1 chilled water purchasing agreement with industrial customers located in or near the industrial estates where the power plant projects are located. These agreements are standard agreements, except for certain commercial terms and conditions. Key terms and conditions from these sample agreements are summarized as follows:

7.2.1. PPA with Industrial Customers

Agreement Parties from the group of the Company	Natural Gas SPP Project under GMP and Natural Gas SPP Project under GJP (Joint Company) ("**Producer**")
Counterparty	Industrial Customers ("**Buyer**")
Purpose of Agreement	The producer shall sell electricity to the buyer and the buyer shall purchase electricity from the producer according to the production capacity as specified in the agreement.
Date of Signing the Agreement	As specified in each agreement
Agreement Effective Period	The term of the agreement shall commence from the date of signing of the agreement until (a) the Expiration Date as specified in the agreement (with most agreement having a term of 15 years from the Commercial Operation Date), or (b) termination of the agreement in accordance with the terms and conditions of the agreement, whichever occurs first.
Total Agreement Production Capacity as of June 30, 2024	**Total agreement production capacity of natural gas SPP projects under GMP** 485.5 MW **Total agreement production capacity of natural gas SPP projects under GJP** 217.2 MW
Important Rights and Duties of the Agreement Parties	(1) (1) The Producer shall sell electricity to the Purchaser at the agreement production capacity 24 hours a day, except for scheduled maintenance shutdowns. (2) The Purchaser shall purchase electricity in a minimum quantity (Take or Pay) per year, calculated according to the formula specified in the Agreement. (3) The Purchaser agrees to make payment within 30 days from the date of receipt of invoice from the Manufacturer, unless the parties to the Agreement dispute such payment.
Applicable Law	Thai law

7.2.2. Steam Purchasing Agreements with Industrial Customers

Agreement Parties from the group of the Company	**Natural gas SPP project under GMP:** GTVP GTS1 GTS2 GTS3 GTS4 GNC GBL GBP GNPM GNRV1 **Natural Gas SPP Project under GJP (Joint Venture):** GKP1 GKP2 GTLC GNLL GCRN GNK2 (Collectively referred to as the "Seller")
Counterparty	Industrial Customers ("**Buyer**")
Purpose of Agreement	The seller shall sell steam to the buyer and the buyer shall purchase steam from the seller at the quantity of steam, pressure and temperature as specified in the agreement.

Date of Signing the Agreement	As specified in each agreement
Agreement Effective Period	The term of the agreement shall commence from the date of signing of the agreement until (a) the Expiration Date as specified in the agreement (with most agreement having a term of 15 years from the Commercial Operation Date), or (b) termination of the agreement in accordance with the terms and conditions of the agreement, whichever occurs first.
Total Agreement Production Capacity as of June 30, 2024	**Total agreement production capacity of GVTP GTS1 GTS2 GTS3 GTS4 GNC GBL** 178.0 tons/hour **Total agreement production capacity of GKP1 GKP2 GTLC GNLL GCRN GNK2** 91.6 tons/hour
Important Rights and Duties of the Agreement Parties	(1) The Seller shall provide steam to the Buyer 24 hours a day, except for scheduled maintenance stops, and shall be responsible for delivering steam to the Buyer as specified in the Agreement. (2) The Buyer agrees to purchase and receive steam in the quantity specified in the Agreement. (3) The Buyer agrees to pay the Seller for the purchase of steam at the steam price specified in the Agreement.
Applicable Law	Thai Law

7.2.3. Chilled Water Purchasing Agreements with Industrial Customers

Agreement Parties from the group of the Company	GNNK (“**Seller**”)
Counterparty	Industrial Customers (“**Buyer**”)
Purpose of Agreement	The seller shall sell steam to the buyer and the buyer shall purchase chilled water from the seller at the quantity of steam, pressure and temperature as specified in the agreement.
Date of Signing the Agreement	As specified in each agreement
Agreement Effective Period	The term of the agreement shall commence from the date of signing of the agreement until (a) the Expiration Date as specified in the agreement (where the Agreement has a term of 5 years), or (b) termination of the agreement in accordance with the terms and conditions of the agreement, whichever occurs first.
Total Agreement Production Capacity as of June 30, 2024	**Total agreement production capacity of GNNK project** 475.0 tons of refrigeration
Important Rights and Duties of the Agreement Parties	(1) The Seller shall provide cold water to the Buyer 24 hours a day, except for scheduled maintenance shutdowns. (2) The Buyer shall purchase electricity in a minimum quantity (Take or Pay) per year, calculated in accordance with the formula specified in the Agreement. (3) Upon the Buyer's request, the Seller may supply cold water to the Buyer in an amount exceeding that specified in the Agreement, in accordance with the terms and conditions mutually agreed upon by the parties. (4) The Buyer agrees to pay the Seller for the purchase of cold water at the price specified in the Agreement.
Applicable Law	Thai Law

7.3 Joint Venture Agreement Between the Public and Private Sectors

7.3.1. Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1)

GMTP, a subsidiary of the Company, was the winner of the bidding for the Map Ta Phut Industrial Port Development Phase 3 Project (Stage 1) with the Industrial Estate Authority of Thailand (IEAT), which has the same terms and conditions in the main points, which can be summarized as follows:

Agreement Parties from the Company	GMTP
Counterparty	IEAT
Project Objectives	1. To design and construct infrastructure and gas ports (Superstructure) 2. To increase the capacity and capability of natural gas transport of the Map Ta Phut Industrial Port in the Map Ta Phut Industrial Estate 3. To provide more public ports 4. To comply with the action plan for developing infrastructure within the Eastern Economic Corridor (EEC) 5. To maintain the country's energy security
Date of Signing the Agreement	October 1, 2019
Agreement Effective Period	From October 1, 2019 to December 28, 2056 (35 years from the Notice to Commence Phase 1 (NTP1))
Joint Venture Model	1. A joint investment model that requires the private sector to be responsible for design, construction, financing, service, and maintenance (Design-Build-Finance-Operation Maintenance DBFOM) 2. The private sector is responsible for collecting revenue and bears all risks from revenue collection 3. Specify that assets generated from infrastructure construction are immediately the property of the EGAT upon completion 4. Specify the transfer of ownership of the gas port (Superstructure) to the EGAT in the form of Build-Operate-Transfer: BOT when the project period is complete
Period of Project	Period of Project is not exceeding 35 years from NTP1, divided into: 1. Design and construction of infrastructure (Infrastructure) 3 years 2. Construction of gas port (Superstructure) 2 years 3. Operation of gas port 30 years
Applicable Law	Thai Law

Attachment 2

Summary Information of

Intouch Holdings Public Company Limited (“INTUCH” or “INTOUCH”)

1. General Information

Company Name	:	Intouch Holdings Public Company Limited
Head Office Address	:	87 M. Thai Tower, 27th Floor Unit 2, All Seasons Place, Wireless Road, Lumpini, Pathumwan Bangkok 10330
Telephone	:	0-2118-6900
Fax	:	0-2118-6947
Type of Business	:	Invests in telecommunications, media, technology and digital businesses by holding shares in other companies (Holding Company). Intouch's investments can be classified into 2 main business lines: 1) Local wireless telecommunications business and 2) other businesses.
Registration number	:	0107535000257
Website	:	www.intouchcompany.com
Registration Capital	:	THB 5,000,000,000
Paid-up Capital	:	THB 3,206,687,685 Divided in to 3,206,687,685 common shares with a par value of THB 1.00

2. Business Information

2.1. Primary Business History and Development

INTOUCH is a holding company that invests in telecommunications, media, technology, and digital businesses. Over the past four decades, INTOUCH group companies have played a significant role in developing new technologies, particularly in the telecommunications and communication sectors, to support the advancement of Thailand. This includes pioneering mobile phone services and satellite communication businesses, making INTOUCH a key player in these fields in the country. Moreover, INTOUCH has contributed to economic growth and provided consistent growth and returns to its shareholders. Currently, in addition to its investments in the telecommunications, media, technology, and digital sectors, the company has expanded its investment horizons, seeking opportunities in new businesses with growth potential. This strategy aims to generate sustainable growth and steady revenue and profits for the company, ensuring long-term growth in the future.

Year	Milestones
2021	• INTOUCH invested in one start-up company, namely Conicle Co., Ltd. and invested in Viola venture VI. LP., a fund of fund in Israel, INTOUCH monetized its investments in Event Pop Holdings Pte. Ltd. and VVR Asia Co., Ltd. in 2021. • INTOUCH divested all of its shares in High Shopping to JKN Best Life Co., Ltd. • AWN, a subsidiary of AIS, has been licensed to use the 700 MHz and 26 GHz spectrum, which will enable AIS to expand its 5G network to cover a wide area and support applications that require very stable data transmission capabilities and low latency.
2022	• INTOUCH disposed of all shares held in THCOM by the Company to Gulf Ventures Company Limited, a 100% owned subsidiary of Gulf Energy Development Public Company Limited, on December 30, 2022, which was in accordance with the resolution of the Extraordinary General Meeting of Shareholders No.1/2022, convened on December 28, 2022. Following the divestment, THCOM ceased to be a subsidiary of the Company. • INTOUCH divested of all shares held in 10 startups under InVent. There were 6 companies remaining in the InVent portfolio. • AIS established a subsidiary company, AIS DC Venture Co., Ltd., and signed a Joint Development Agreement (Data Center Business) in collaboration with Gulf Energy Development Public Company Limited (GULF) and Singapore Telecommunications Limited (Singtel) to support the growth and response to the demand for digital infrastructure in Thailand. • AIS Digital Life Co., Ltd., a subsidiary of AIS, purchased shares in three startup companies from INTOUCH, namely Choco card Enterprise Co., Ltd., Datafarm Co., Ltd., and Swift Dynamics Co., Ltd., The investment aims to support AIS in driving new value-added digital services that can leverage and strengthen AIS's existing core business, in line with AIS's business direction towards becoming a digital life service provider.
2023	• INTOUCH revised its dividend policy from "pass-through the dividend received after deducting expenses subject to other necessary financial needs" to "pass-through 100% of the dividend received after deducting expenses subject to other necessary financial needs." • Advanced mPAY Company Limited (mPAY), a subsidiary of AIS, disposed of all investment of a 33.33% stake in Rabbit-Line Pay Company Limited (RLP), which operates an e-wallet service through Line application, to LINE MAN (Thailand) Company Limited and Line Company (Thailand) Limited. AIS' business direction continues toward the aspiration of providing digital life services through existing partnerships and operations and aims to leverage the core business to offer a new digital experience in providing relevant services to our customers. • Advanced Wireless Network Company Limited (AWN"), a subsidiary of AIS has entered into an agreement to accept a transfer of the license of 700 MHz spectrum for telecommunications service from National Telecom Public Company Limited (NT), in the frequency range 738-743 MHz pair with 793-798 MHz (2x5 MHz bandwidth), the expiration date of the spectrum license is March 31, 2036, which has been approved by the National Broadcasting and Telecommunications Commission (NBTC). The total spectrum value is THB 14,866 million. This enables AIS to expand its 5G service to cover remote areas in upcountry and high-rise buildings with greater efficiency and upgrade network capacity to support the growing demand for 5G.

Year	Milestones
	• Advanced Wireless Network Company Limited (AWN), a subsidiary of AIS, completed its acquisition of shares in Triple T Broadband Public Company Limited (TTTBB), and AIS completed its acquisition of investment units in Jasmine Broadband Internet Infrastructure Fund (JASIF) on November 15, 2023. TTTBB becomes a subsidiary of AWN, and AIS holds a 19% stake in JASIF. After the acquisition, AIS's fixed broadband business will grow by leaps and bounds. With a customer base of over 4.7 million households nationwide, the company has become a leader in Thailand's home internet market with a network covering more than 13 million households.
2024	• On January 25, 2024, the Supreme Administrative Court rendered a judgment on the dispute between ITV and the Prime Minister's Office (PMO) to uphold the Central Administrative Cort's dismissal of PMO's petition, citing the legitimacy of the arbitral award as the rationale. This dispute involved the submission of a case by ITV on May 9, 2007 to the Thai Arbitration Institute to consider the lawfulness of PMO's termination of the Operating Agreement using the USF System (the Operating Agreement) on March 7, 2007. As a result, ITV and PMO have discharged each other from their respective obligations of THB 2,890 million. Moreover, ITV is released from any debts, duties, or contractual obligations under the Operating Agreement and bears no liability toward PMO.

2.2. Nature of business operations

2.2.1. Business operations separated by business group

2.2.1.1. The local wireless telecommunications business is operated by AIS.

As a Cognitive Tech-Co, AIS pledges to deliver best-in-class digital experience through its four core services, as follows:

1) **Mobile Communication Service** under "AIS" brand provides a monthly subscription service, top-up service as well as roaming with network partners in over 240 destinations worldwide with 4G and 5G technology for individuals, SMEs, and Corporates.
2) **High-speed Internet Service** provides high-speed internet service to households and businesses under the "AIS Fibre" and "3BB" brands.
3) **Enterprise Business Service** provides digital solutions to the business sector under the "AIS Business" brand, encompassing connectivity services such as EDS and technological solutions such as cloud, data center, and ICT solutions to all sizes of enterprise customers.
4) **Digital Service** involves new services focusing on building values leveraging on AIS telecommunication services to serve as a new revenue source in the medium to long term in line with the changing digital consumer behavior.

Most AIS businesses, particularly mobile communication and fixed broadband businesses, operate under the regulation of the National Broadcast and Telecom Commission (NBTC), which is the regulatory authority formed in accordance with the Frequency Allocation Act 2010. AIS, through subsidiaries, was granted telecommunications business licenses, including 26 GHz, 2600, 2100, 1800, 900, and 700 MHz spectrum licenses with an average license life of 15 years. At the end of the spectrum license, NBTC will redistribute a spectrum license through an auction. AIS is obligated to pay the license fees, Universal Service Obligation (USO) fees, and numbering fees to the NBTC, amounting to around 4% of core service revenue per year.

INTOUCH has been encouraging AIS to recognize the importance of sustainable business practices that lead to robust long-term growth. With this, AIS takes on leading Thai society towards mutual growth with sustainability principles in the era of the digital economy. To achieve long-term sustainable business operations, AIS has established a sustainable development framework comprising three aspects: drive the digital economy, promote digital inclusion, and act on climate with concern for all stakeholders to create economic, social, and environmental values as well as to support developments in every sector, enabling them to grow together sustainably.

<u>Mobile Business</u>

As of the end of 2023, AIS retained its position as the leading mobile operator in Thailand with a revenue market share of 49% and a total subscriber of 44.6 million nationwide. AIS provides quality mobile telecommunication services on 4G and 5G networks under the telecommunications spectrum licenses granted by the NBTC.

Currently, AIS' 4G network covers 98% of Thailand's population, and the 5G network has been rolled out since 2020 and is now reaching 90% of the population with nationwide services across 77 provinces. AIS has 5G customers, both consumers and corporate, of around 9.2 million subscribers, accounting for 20% of the total mobile subscriber base.

AIS provides both voice call and mobile communication services through the core services including mobile postpaid, mobile prepaid, International Roaming and International Calls. Furthermore, AIS offers comprehensive online postpaid mobile communication services under the GOMO by AIS brand, targeting the younger generation market segment that prefers online channels for service.

<u>High-Speed Home Internet Business</u>

In 2015, AIS started its high-speed home internet under the "AIS Fibre" brand, leveraging the fiber optic network used in mobile communication services. The move allowed AIS to scale up the service coverage rapidly and fully on fiber optic technology. With outstanding service quality, especially swift problem-solving capability, and the convergence strategy combined with mobile and content services, AIS Fibre's has exhibited solid growth in both subscribers and revenues for the past eight years.

In 2023, AWN, a subsidiary of AIS*, acquired Triple T Broadband Public Company Limited, the provider of fixed broadband internet under the "3BB" brand with 2.3 million users and owner of the nationwide fiber optic network for home internet, especially in the remote areas. The acquisition strengthens AIS rapid expansion of the broadband business with the combined network access to over 13 million households and now has a 46% subscriber market share with a total 4.7 million users.

Enterprise Business

AIS has provided services to enterprise clients under the “AIS Business” brand, building on the provision of mobile communication service and internet broadband service for corporates. After the takeover of CS Loxinfo Public Company Limited in 2018, AIS expanded the scope of its service to technologies and digital solutions, including cloud, data center, and ICT solutions. The scope also extends to communication connectivity services such as network management service, communication platforms, 5G for business, and specific digital solutions for business to enable enterprise customers from large companies to SMEs to adopt technology into their organizations to uplift the digital capabilities, increase competitiveness, and achieve sustainable business operations. The effort also serves to provide a new revenue stream for AIS.

In 2022, AIS established an affiliate under the company name ‘AIS DC Venture Company Limited’ to co-develop data center business in Thailand with Gulf Energy Development Public Company Limited and Singapore Telecommunications Limited. This initiative is driven by the escalating demand for digital infrastructure in the country and the increasing storage requirements of global and local businesses dealing with substantial data volumes. The collaborative objective is to construct energy-efficient, state-of-the-art greenfield data centers featuring advanced security technology, with the aim of completion within 2024.

Digital Services

AIS adopts the Ecosystem Economy principle by building collaborations with commercial partners for mutual growth to offer digital services that involve a diverse range of digital technology-incorporated services encompassing networks, service platforms, and digital solutions to create digital experiences for all groups of customers. The digital service focuses on three areas: video platforms, mobile money transaction services, and other platforms such as insurance brokers, gaming platforms, and digital advertisements. The digital service is expected to play a key role in strengthening relationships between AIS and its customers and generating a new revenue source for AIS in the future apart from revenue from data connection and mobile internet fees. It also enables AIS to become an integrated service provider by converging its four core services together.

2.2.1.2. Overview of Other Businesses of INTOUCH Group

Apart from the main investment in AIS, as mentioned earlier, the company also invests in other businesses such as Venture Capital projects, an e-Learning Platform business, and Human Resource Management.

1) **Venture Capital Business under InVent Project**

Since the year 2022, the company has had a policy focused on generating returns from investments in the InVent project, which is an investment project in startups initiated by INTOUCH in 2012. Over the past decade, INTOUCH has invested in domestic and international startups, totaling 26 companies. At the end of 2023, INTOUCH has ownership in 6 startup companies under the InVent project, including Ookbee Co., Ltd., YDM (Thailand) Co., Ltd., PeerPower Co., Ltd., Conicle Co., Ltd., Paronym Co., Ltd., and Ecommerce Enable

PTE Limited. As of now, INTOUCH has received an average return on investment from the sale of stakes in startups under the InVent project at a rate of 1.51 times the investment amount.

In addition, the company has invested in Viola Ventures VI, L.P., a renowned venture capital fund with expertise and a track record of investing in Israel and the United States. This investment aims to provide opportunities for the group of companies to co-invest in leading startups through the fund and to transfer various knowledge, especially in technology, to the companies. This initiative also seeks to establish business networks between Thailand and Israel, while generating long-term returns from the investments.

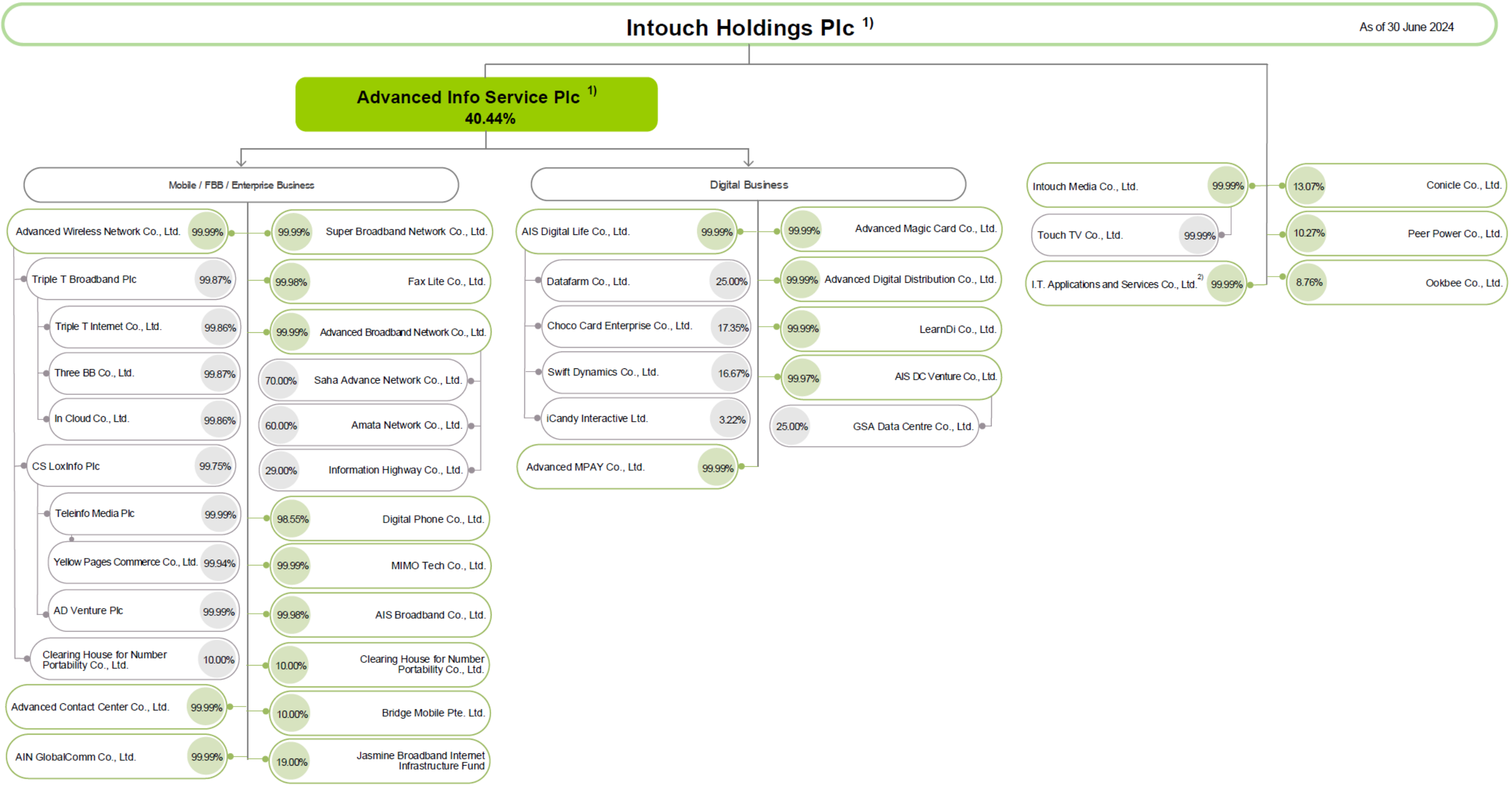
2) **e-Learning and Human Resources Management Businesses**

The e-Learning Platform and Human Resource Management services are operated by Intouch Media, a wholly-owned subsidiary of INTOUCH. Intouch Media collaborates with educational institutions both within and outside the country, utilizing educational technology to organize offline and online training seminars. In addition, in the year 2023, Intouch Media expanded its services to cover various aspects of human resource management beyond training and development. These include compensation management, welfare and benefits, recruitment, payroll management, and environmental management within the organization (Well-being). Currently, the focus is on providing services to companies within the group of companies and seeking opportunities to expand services to other companies in the future.

Currently, HR outsourcing is an interesting trend. More and more companies are using HR outsourcing services because they see it as a cost-saving method in terms of both time and money and could get direct expertise to handle tasks on their behalf. Nowadays, HR outsourcing services come in various forms, such as Payroll Management, recruiting new employees, and providing and administering employee benefits (Benefits Procurement and Administration), including health and financial benefits. Services also include performance management or employee development to improve the overall performance of the organization (Performance Management), such as e-Learning services for organizations, or various training services. Risk and workplace safety management services are also provided.

Apart from the business groups currently invested in, the company has previously invested in various businesses such as satellite communication, media and advertising, UHF TV station operations, and the home shopping business. The company ceased its television station business operations on March 7, 2007, due to a dispute between ITV and PMO regarding the operating license agreement. The Company has sold all its home shopping and satellite communication investments in 2021 and 2022, respectively.

2.3. Shareholding Structure



Remarks :
1) Listed Company on the Stock Exchange of Thailand
2) Currently not in operation
3) INTUCH has a stake of 52.92% in ITV, which ceased operations.

Source: INTUCH

2.4. Revenue Structure

The consolidated net operational results by business segment for the previous three years are as follows:

Business Segment	Operated by	Operation interest as at 31-Dec-23	2021		2022		2023		6-month period	
			THB Million	%	THB Million	%	THB Million	%	THB Million	%
Local wireless telecommunications	AIS and its subsidiaries & joint ventures	40.44	10,899	101.32	10,519	99.87	11,762	89.51	6,887	103
Other businesses:	Operated by Intouch Holdings Plc, subsidiaries and associates [1]									
- Normalized loss from the operation			(201)	(1.87)	(128)	(1.22)	(153)	(1.15)	(129)	(2)
- Reversal of provision for unpaid operating agreement fee and interest[2]			-	-	-	-	1,530	11.64	-	-
The Company Business			-	-	-	-	-	-	(51)	(1)
Discontinued operations Satellite and international businesses	THAICOM and its subsidiaries & joint ventures[4]	-								
- Normalized profit (loss) from the operation[3]			(93)	(0.87)	93	2.62	-	-	-	-
- Loss from assets Impairment			-	-	(107)[5]	(2.46)	-	-	-	-
- Gain (Loss) from extra items			153	1.42	156[6]	1.19	-	-	-	-
Net profit to owners of the parent			**10,748**	**100.00**	**10,533**	**100.00**	**13,139**	**100.00**	**6,707**	**100.00**

Source: INTUCH

Remark:

1) Comprised of I.T. Applications and Service Co., Ltd. (which ceased its operation in 2020), Intouch Media Co., Ltd., which held an investment in High Shopping Co., Ltd. (a joint venture which operates home shopping in Thailand) (sold all investment in 2021), ITV PLC. (ITV ceased operations on March, 7 2007) and business under venture capital Project.
2) The Company recognized the share of the reversal of provision for unpaid operating agreement fee and interest at THB 1,530 million
3) (net of non-controlling interest). This was because the dispute between ITV and the PMO was final after the SAC's judgement. ITV is discharged of any debts, duties, or contractual obligations under the operating agreement and bears no liability toward the PMO following the arbitration's order.
4) Excluded share of gain/loss from extra items of THAICOM Group, such as loss from assets impairment and net foreign exchange.
5) As at December 30, 2022, the Company sold all investments in THAICOM (41.13% of its total issued shares) to GULF Group.
6) The Company recognized the share of these impairment losses on satellite and other related assets at THB 107 million (net of non-controlling interest). This was due to the decrease in revenue from satellites after the slowdown of the satellite industry from the change in consumer behaviour, together with fierce competition.

7) Including a gain from the sale of all investments in THAICOM THB 125 million.

3. Shareholders and Board of Directors

3.1. Shareholders

The Company's top 10 major shareholders at August 9,2024, are as follows:

No.	Major shareholders	Number of shares	Percentage of Investment (%)
1.	Gulf Energy Development Public Company[1)]	1,338,270,150	41.73
2.	SINGTEL GLOBAL INVESTMENT PTE. LTD.[2)]	801,328,970	24.99
3.	GULF ENERGY DEVELOPMENT PCL.	180,789,156	5.64
4.	Thai NVDR Company Limited	160,450,974	5.00
5.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	51,579,528	1.61
6.	Social Security Office	41,033,100	1.28
7.	Mr. PERMSAK KENGMANA	30,823,100	0.96
8.	MORGAN STANLEY & CO. INTERNATIONAL PLC	27,956,117	0.87
9.	STATE STREET EUROPE LIMITED	20,024,374	0.62
10.	BANK OF AYUDHYA PUBLIC COMPANY LTD.	16,441,100	0.51
11.	Minority Shareholders	537,991,116	16.78
	Total	**3,206,687,685**	**100.00**

Source: SET

Remark:

1) Gulf Energy Development Plc. (GULF) is a holding company listed on the Stock Exchange of Thailand (SET). GULF's major shareholders can be found on the SET website (www.set.or.th)
2) Singtel Global Investment Pte. Ltd. is an indirect subsidiary of Singapore Telecommunications Ltd. (Source: Singapore Telecommunications Ltd.'s Annual Report for 2023.)

3.2. Board of Directors

The Company's Board of Directors consists of 10 directors, with details as follows:

Name	Position
1. Mr. KAN TRAKULHOON	Chairman of the Board, Independent Director
2. Mr. BOONCHAI THIRATI	Vice Chairman of the Board
3. Mr. KIM SIRITAWEECHAI	President, Director
4. Mr. SMITH BANOMYONG	Director
5. Miss BUNG-ON SUTTIPATTANAKIT	Director
6. Miss JEANN LOW NGIAP JONG	Director
7. Mr. ARTHUR LANG TAO YIH	Director
8. Mr. CHAKKRIT PARAPUNTAKUL	Independent Director, Chairman of the Audit Committee
9. Mrs. PAREENA SRIVANIT	Independent Director, Audit Committee
10. Mrs. SIRIVIPA SUPANTANET	Independent Director, Audit Committee

Source: SET

4. Summary of Key Financial Statements

Statements of Financial Position

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Assets								
Current Assets								
Cash and cash equivalents	2,234.78	4.14	5,562.19	12.92	2,523.59	6.23	1,963.80	4.77
Other current financial assets	6,229.07	11.54	1,383.14	3.21	18.99	0.05	-	-
Trade and other receivables	2,172.90	4.03	36.40	0.08	11.23	0.03	10.24	0.02
Dividend receivable	-	-	-	-	-	-	-	-
Amounts due from and advances to related parties	8.07	0.01	-	-	-	-	-	-
Current portion of long-term loans to related parties	1,002.94	1.86	-	-	-	-	-	-
Inventories	7.34	0.01	-	-	-	-	-	-
Total current assets	**11,655.10**	**21.59**	**6,981.73**	**16.22**	**2,553.81**	**6.30**	**1,974.04**	**4.80**
Non-current assets								
Long-term loans to related parties	750.30	1.39	-	-	-	-	-	-
Investments in joint ventures	1,249.47	2.31	-	-	-	-	-	-
Investments in an associate	33,771.51	62.56	35,366.07	82.17	37,342.84	92.18	38,687.40	93.99
Investments in venture capital	1,139.38	2.11	640.35	1.49	573.66	1.42	461.47	1.12
Property, plant and equipment	2,786.65	5.16	17.69	0.04	13.26	0.03	14.09	0.03
Other intangible assets	149.78	0.28	2.27	0.01	1.10	0.00	1.31	0.00
Right-of-use assets	1,460.99	2.71	29.39	0.07	24.04	0.06	21.38	0.05
Deferred tax assets	690.01	1.28	1.18	0.00	0.00	0.00	-	-
Other non-current assets	330.42	0.61	2.32	0.01	2.32	0.01	2.32	0.01
Total non-current assets	**42,328.50**	**78.41**	**36,059.29**	**83.78**	**37,957.23**	**93.70**	**39,187.96**	**95.20**
Total assets	**53,983.60**	**100.00**	**43,041.02**	**100.00**	**40,511.04**	**100.00**	**41,162.00**	**100.00**

Source: INTUCH Annual Report

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Liabilities and equity								
Liabilities								
Current liabilities								
Trade and other current payables	860.64	1.59	38.92	0.09	34.71	0.09	15.65	0.04
Amounts due to related parties	1.51	0.00	0.31	0.00	0.16	0.00	0.20	0.00
Dividend payables	-	-	4,489.36	10.43	-	-	-	-
Current portion of long-term borrowings	424.49	0.79	-	-	-	-	-	-
Current portion of long-term lease liabilities	241.10	0.45	4.93	0.01	5.04	0.01	5.10	0.01
Provision for unpaid operating agreement fee and interest	2,890.35	5.35	2,890.35	6.72	-	-	-	-
Income tax payable	22.92	0.04	0.77	0.00	-	-	-	-

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Total current liabilities	**4,441.00**	**8.23**	**7,424.63**	**17.25**	**39.91**	**0.10**	**20.95**	**0.05**
Non-current liabilities								
Long-term accounts payable - equipment	231.79	0.43	-	-	-	-	-	-
Long-term borrowings	841.41	1.56	-	-	-	-	-	-
Lease liabilities	1,237.82	2.29	24.68	0.06	19.64	0.05	17.07	0.04
Non-current provisions for employee benefit	317.31	0.59	39.09	0.09	37.13	0.09	38.49	0.09
Deferred tax liabilities	1.39	0.00	-	-	-	-	-	-
Other non-current liabilities	212.00	0.39	-	-	-	-	-	-
Total non-current liabilities	**2,841.72**	**5.26**	**63.77**	**0.15**	**56.77**	**0.14**	**55.59**	**0.13**
Total liabilities	**7,282.72**	**13.49**	**7,488.41**	**17.40**	**96.69**	**0.24**	**76.51**	**0.19**
Equity								
Share capital								
Issued and paid-up share capital - common shares	3,206.60	5.94	3,206.69	7.45	3,206.69	7.92	3,206.69	7.79
Premium on share capital	10,357.28	19.19	10,361.98	24.07	10,361.98	25.58	10,361.98	25.17
Retained earnings - Legal reserve	500.00	0.93	500.00	1.16	500.00	1.23	500.00	1.21
Retained earnings - Unappropriated	23,194.62	42.97	18,660.75	43.36	22,193.77	54.78	23,450.49	56.97
Other components of equity	3,428.27	6.35	3,588.35	8.34	3,553.08	8.77	3,555.49	8.64
Total equity attributable to equity holders of the Company	**40,686.76**	**75.37**	**36,317.77**	**84.38**	**39,815.53**	**98.28**	**41,074.64**	**99.79**
Non-controlling interests	6,014.11	11.14	(765.16)	(1.78)	598.83	1.48	10.85	0.03
Total equity	**46,700.88**	**86.51**	**35,552.61**	**82.60**	**40,414.36**	**99.76**	**41,085.49**	**99.81**
Total liabilities and equity	**53,983.60**	**100.00**	**43,041.02**	**100.00**	**40,511.04**	**100.00**	**41,162.00**	**100.00**

Source: INTUCH Annual Report

Income Statement

Items	2021		2022		2023		6-month of 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Revenues								
Revenues from rendering of services	20.57	0.18	11.90	0.11	-	-	-	-
Share of profits of investment in an associate	10,888.67	97.92	10,518.98	99.42	11,761.92	99.72	6,886.66	99.68
Net foreign exchange gain	0.06	0.00	-	-	-	-	-	-
Other income	210.23	1.89	49.39	0.47	32.44	0.28	21.77	0.32
Total revenues	**11,119.52**	**100.00**	**10,580.27**	**100.00**	**11,794.37**	**100.00**	**6,908.42**	**100.00**
Expenses								
Cost of rendering of services	21.08	0.19	12.53	0.12	-	-	-	-
Reversal of loss on provision for unpaid operating agreement fee and interest	-	-	-	-	(2,890.35)	(24.51)	-	-
Administrative expenses	334.88	3.01	129.74	1.23	142.42	1.21	183.52	2.66

Items	2021		2022		2023		6-month of 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Directors and management benefit expenses	63.91	0.57	38.96	0.37	38.28	0.32	16.55	0.24
Total expenses	**419.86**	**3.78**	**181.22**	**1.71**	**(2,709.65)**	**(22.97)**	**200.07**	**2.90**
Profit before finance costs	**10,699.66**	**96.22**	**10,399.05**	**98.29**	**14,504.02**	**122.97**	**6,708.35**	**97.10**
Finance costs	(3.17)	(0.03)	(2.08)	(0.02)	(2.82)	(0.02)	(1.25)	(0.02)
Profit before income tax expense	**10,696.48**	**96.20**	**10,396.97**	**98.27**	**14,501.20**	**122.95**	**6,707.11**	**97.09**
Income tax expense	(2.56)	(0.02)	(2.14)	(0.02)	(0.85)	(0.01)	-	-
Profit for the year from continued operations	**10,693.93**	**96.17**	**10,394.83**	**98.25**	**14,500.35**	**122.94**	**6,707.11**	**97.09**
Profit for the year from discontinued operation	143.64	1.29	167.12	1.58	-	-	-	-
Profit for the year	**10,837.56**	**97.46**	**10,561.95**	**99.83**	**14,500.35**	**122.94**	**6,707.11**	**97.09**

Source: INTUCH Annual Report

Cash Flow Statement

Items	2021	2022	2023	6-month of 2024
	THB Million	THB Million	THB Million	THB Million
Net cash from (used in) operating activities	8,355.12	9,174.52	9,820.63	5,481.12
Net cash from (used in) investing activities	(158.56)	6,714.83	1,351.01	0.24
Net cash from (used in) financing activities	(8,286.00)	(10,781.45)	(14,210.24)	(6,041.15)
Impacted of cashflow from disposal of an investment in a subsidiary	(518.41)	(1,780.49)	-	-
Net increase (decrease) in cash and cash equivalents	**(607.84)**	**3,327.42**	**(3,038.60)**	**(559.79)**
Cash and cash equivalents at January 1	2,842.62	2,234.78	5,562.19	2,523.59
Cash and cash equivalents at December 31	**2,234.78**	**5,562.19**	**2,523.59**	**1,963.80**

Source: INTUCH Annual Report

Key Financial Ratios

Financial ratios		2021	2022	2023	6-month of 2024
Liquidity Ratio					
Current ratio	times	2.6	0.9	64.0	94.0
Quick ratio	times	2.6	0.9	64.0	n/a
Operating cash flow to current liability	times	1.5	1.5	2.6	n/a
Accounts receivable turnover	times	1.7	10.8	n/a	n/a
Collection period	day	210	33	n/a	n/a
Account payable turnover	times	21.9	13.0	n/a	n/a
Payment period	day	16	28	n/a	n/a
Cash cycle	day	194	5	n/a	n/a
Profitability Ratio					
Gross profit margin	%	(2.5)	(5.3)	n/a	n/a
Operating profit margin	%	51,003.7	86,969.1	n/a	n/a
Other income margin	%	1.9	0.5	0.3	n/a
Free cash flow to EBIT	%	79.7	88.6	67.9	n/a
Net profit margin	%	96.7	99.6	111.4	97.1

Financial ratios		2021	2022	2023	6-month of 2024
Return on equity attributed to owners of the Company	%	27.3	27.4	34.5	33.2
Efficiency Ratio					
Return on assets	%	20.2	21.7	31.5	32.8
Return on fixed assets	%	260.7	483.5	29,967.0	n/a
Total assets turnover	times	0.2	0.2	0.3	n/a
Financial Policy Ratio					
Debt to equity attributed to owners of the Company ratio	times	0.2	0.2	0.0	0.0
Interest coverage ratio	times	11,779.6	21,303.2	15,952.4	n/a
Debt service ratio	times	1.0	2.3	0.8	n/a
Dividend payout ratio	%	84.5	143.9	77.3	n/a

Source: INTUCH Annual Report

5. Management Discussion and Analysis

5.1. Operational Results

2021

Intouch group

Operational results of INTOUCH Group

for 2021 showed a net profit of THB 10,748 million, 3% dropped from last year mainly due to:

- lower contribution from AIS, which recorded a net foreign exchange loss and an increase in depreciation & amortization after the acquisition of 700MHz and 26GHz spectrum licenses.
- a lower contribution from THAICOM which had recorded a share of compensation (after a prepaid expense was written off) as other income in 2Q20. If this compensation is excluded, the contribution from the satellite & international businesses would have increased from 2020, due to a net foreign exchange gain and lower costs, although there was a loss contributed from the investment in joint ventures.

Local wireless telecommunications business

The share of the net results from AIS Group

In 2021 decreased from 2020, mainly due to a higher net foreign exchange loss and an increase in costs, even though the core service revenue improved YoY and SG&A declined. If net foreign exchange loss were excluded, the share of the net results from AIS would have been THB 11,151 million, a slight change from last year.

Sales and service revenue

Increased from 2020 due to higher fixed- broadband revenue as the subscriber base expanded, following the work- and study-from-home requirement, and the effective churn management while lower ARPU as the drop of market prices to address weak consumption. Revenue from the non-mobile enterprise business rose due to the growing demand for cloud-based, data center and enterprise solution following digitization trend. However, mobile revenue in 2021 dropped slightly from 2020 from lower ARPU even though higher subscribers, reflecting the prolonged pandemic and price competition.

Sales and service costs

Rose from 2020, mainly due to depreciation & amortization after the acquisition of new frequency spectrums (700MHZ and 26GHz licenses) in 2021, along with the continuation of investment in 5G/4G network. In addition, the rise of other services costs related to content from Disney+ Hotstar and the Olympic Games together with higher base rental & utility as well as maintenance of 5G/4G network.

Distribution costs & administrative expenses

In 2021 decreased from last year, mainly due to lower bad debt, staff-related expenses, and marketing activities in lockdown restriction period.

Satellite & international businesses

THAICOM's net results

In 2021 showed a gain of THB 143 million, a drop from 2020, mainly due to the share of compensation (after a prepaid expense was written off) that was recorded as other income in 2Q20.

However, if this compensation, extra items and net foreign exchange gain/ loss were excluded, the normalized share of the net result from the satellite & international businesses would have been a loss of THB 93 million, increased from THB 43 million at 2020. This was mainly due to a share of loss of investment in joint ventures due to an appreciation of US dollar against Lao KIP resulting loss from mark-to-market of its accrued dividend and US dollar loan. Moreover, sales and service revenue from satellites decreased mainly due to a decline in number of broadcast domestic clients, losing some customers (when Thaicom 5 was deorbited) who incapable of migration to other satellites of THAICOM. In addition, there was a decline in broadband revenue from international customers due to Thaicom 4 satellite approaching its end of life with uncertainty of a replacement. Although, there was lower satellite depreciation and operating agreement fees after the operating agreement expired.

Other businesses

Include the former information technology business, a home shopping business (INTOUCH Group sold of all its investment in High Shopping in September 2021, prior to the divestment, INTOUCH had capital injection at THB 17 million), a human-resource development business, and investments under the Venture Capital project ("InVent"). In 2021, many companies in the InVent portfolio received additional capital injections from other investors, so the Company reassessed their value and recognized a gain of THB 141 million under the fair value method. In 2020, INTOUCH Group ceased operating information technology business and launched its human-resource development business in 3Q20.

2022

Intouch group

Operational results of INTOUCH Group

For 2022 showed a net profit of THB 10,533 million, a decrease of 2% from the previous year, mainly due to:

- Lower contribution from AIS due to the increase of network OPEX, following the electricity costs and the marketing expenses, but the increase in core revenue partially offset this.
- Lower net loss from INTOUCH because of the operational expenses after the Company restructuring at the end of 2021.
- Lower contribution from other businesses as, in 2021, it had an unrealized gain from fair value measurement of investments under the venture capital project, while in 2022, there was a realized gain from the disposal of ten startups under the same project in a total of THB 30 million.
- Higher contribution from discontinued operations (THAICOM) due to INTOUCH's gain on the sale of investment in THAICOM that was included in discontinued operations. However, this was partially offset by the decrease in operating profit due to the recognition of the impairment loss of the satellite in 2022.

INTOUCH's net loss

In 2022 was THB 130 million, which dropped from 2021, mainly due to the Company restructuring at the end of 2021.

Local wireless telecommunications business

The share of the net results from AIS Group

Dropped from 2021, mainly due to higher network OPEX following the incline of electricity costs and marketing expenses.

Sales and service revenue

increased from 2021 due to SIM & device sales, mainly from iPhone14, which improved sales margin and the strong growth of fixed-broadband, driven by gaining subscribers. However, ARPU decreased from price competition in the industry. The enterprise non-mobile revenue and others improved from the increasing demand for CCIID, led by Cloud services and IT solutions following the digitization trend. However, high competition and rising inflation pressure mobile revenue to decrease slightly.

Sales and service costs

Increased from 2021 following its revenues, while service costs increased corresponding to the rising electricity costs.

Distribution costs & administrative expenses

increased from 2021 mainly due to higher marketing expenses following the resumed economic activities, partially offset by the continuous efforts to optimize and improve efficiency and productivity in all areas resulting in lower administrative expenses.

Other businesses

include a human-resource development business, a home shopping business (INTOUCH Group sold all its investment in High Shopping in September 2021) and businesses under the venture capital project ("InVent").

Satellite & international businesses

THAICOM's net results

In 2022 rose from 2021, mainly due to the gain from the sale of investment in THAICOM, which was included in discontinued operations. The operational result of THAICOM Group dropped mainly from the record of impairment loss of the satellite in 2022 and the decrease in net foreign exchange gain. In addition, the share of loss of investment in a joint venture rose from the appreciation of the USD against the Lao kip, which impacted the mark-to-market loss on LTC Group's USD liabilities. However, the profit margin improved from cost restructuring after the operating agreement expired.

2023

Intouch group

Operational results of INTOUCH Group

For 2023 showed a net profit of THB 13,139 million, mainly due to a higher contribution from ITV, integrated into other businesses. This was because of the reversal of the provision for unpaid operating agreement fees and interest after the SAC's judgement. Together, the contribution from AIS increased from a rise in service revenue and tight marketing expense control with a gain from the sale of investment in Rabbit LINE Pay. Also, AIS had foreign exchange gains, while losses occurred in the last year. In 2023, INTOUCH Group had no operational results contribution from THAICOM after INTOUCH disposed of all stakes in the company at the end of 2022.

INTOUCH's net loss

In 2023 dropped slightly from 2022 due to the absence of losses stemming from investments in private funds, office relocation expenses, and gains from sales of investments in venture capital project, all of which impacted the previous year's financials.

Local wireless telecommunications business

The share of the net results from AIS Group

Increased compared to last year, primarily attributed to revenue expansion in services and continuous endeavors to manage marketing expenditure. This improvement also included gains from the foreign exchange rate and the sale of investment in Rabbit LINE Pay.

Sales and service revenue

Increased in 2022, driven mainly from:

- The increase in revenue from the fixed-broadband services business attributed to the inclusion of TTTBB's income since mid-November 2023, along with consistent growth levels. This expansion resulted from successfully gaining new subscribers in a broader footprint, coupled with the promotion of higher-value packages, resulting in higher ARPU. The growth was also supported by effective cross-sell and up-sell strategies implemented with the existing customer base. Excluding TTTBB, the organic revenue of broadband maintained positive growth compared to the previous year.
- The rise in mobile business revenue due to the delivery of superior quality and experiences, along with the provision of value-added services. In addition, roaming revenue has rebounded, driven by overall economic recovery, heightened consumer spending and domestic & international tourism. Efforts to enhance 5G adoption further contribute to boosting ARPU.
- The growth of revenue from enterprise non-mobile and others was from the robust performance of Enterprise Data Services ("EDS") and Cloud services, reflecting the ongoing trend of digitalization. This growth also included the consolidation of TTTBB revenue for enterprise customers. Excluding TTTBB, the revenue of enterprise business and others was higher compared to the previous year.
- Sales of SIM & devices declined compared to the previous year. The drop was primarily due to reduced sales volume, particularly during the mid-year period when no new flagship phones were introduced, as well as a decrease in bundled packages featuring subsidized handset sales. Furthermore, the government tax campaign launched in early 2024 postponed significant customer expenditures until the last quarter of the year.

Sales and service costs

A decreased slightly from the previous year, mainly due to reduced costs of SIM and device sales in line with revenue. However, the increase in service costs was primarily from the inclusion of TTTBB's costs and heightened expenses related to IDD and network operations, including those associated with electricity and NT's partnership. Excluding TTTBB, service costs experienced a slight increase compared to the previous year.

Distribution costs & administrative expenses

Of 2023 increased slightly from 2022 despite the consolidation of TTTBB's SG&A. However, this was offset by the effective cost management in marketing expenses. Excluding TTTBB's SG&A, these expenses showed a slight decrease compared to the preceding year.

<u>6-month of 2024</u>

Intouch group

<u>Operational results of INTOUCH Group</u>

For first 6-month period of 2024 revealed net profits of THB 6,707 million, respectively. These increased YoY was primarily driven by a greater contribution from AIS due to the recognition of TTTBB's operating results by consolidating revenues, costs and expenses through the acquisition of TTTBB. In addition, mobile service revenue growth was fueled by rising data demand and higher tourist-related revenue. Nonetheless, this was partly offset by increased costs and expenses.

<u>INTOUCH's net loss or operational expenses</u>

In First 6-month period of 2024 was THB 51 million, respectively, dropped YoY, primarily attributed to effectively managed administrative expenses together with higher interest income received from ITV's capital reduction in May.

Local wireless telecommunications business

<u>The share of the net results from AIS Group</u>

An increased YoY, and from First 6-month period of 2023, mainly due to the consolidation of TTTBB's operating results and the core revenue growth. However, this was partially offset by costs and expenses, including higher finance costs of debt used for the acquisition of TTTBB, besides 3BBIF's lease liabilities.

<u>Sales and service revenue</u>

experienced growth from First 6-month period of 2023, primarily propelled by:

- The rise in revenue in the fixed-broadband services business was driven by the inclusion of TTTBB's revenues, expansion into under-penetrated areas, and ARPU uplift from upselling bundled fixed-broadband products and content services.
- The increase in the mobile business revenue stemmed from growth in ARPU due to ARPU improvements from package restructuring aimed at profitability and enhanced value-added services aligned with rising digital demand, and from growth in the tourist segment and targeted cross-sell and upsell efforts.
- The growth of revenue from enterprise non-mobile and others resulted from TTTBB's revenue consolidation and from demand for digital connectivity services, including cloud, data center, and EDS.
- Sales of SIM & devices increased YoY and First 6-month period of 2023, followed by a recovery of consumer purchasing power. However, they decreased QoQ due to seasonality and a high base in 1Q24, which included a government tax campaign. However, the sales margin increased to 6% because of subsidy optimization and a higher mix of high-margin handsets.

Sales and service costs

Increased YoY and First 6-month period of 2023, mainly due to higher depreciation and fiber-related costs from the consolidation of TTTBB.

Distribution costs & administrative expenses

An increased from YoY and First 6-month period of 2023 due to the consolidation of TTTBB, including the accrued performance-based staff cost and provision for obsolete equipment.

5.2. Financial Position and Liquidity

2021

Total consolidated assets

Rose 3% from the end of 2020, mainly from an increase in investment in associates due to the 2021 operational results and right-of-use assets which was due to an agreement to purchase some bandwidth on the Thaicom 4 & 6 satellites at the end of the operating agreement. However, this was partially offset by a decrease in cash & cash equivalents and short-term investments, a part of other current financial assets, to repay a long-term debenture in 4Q21. In addition, there was a decrease in other non-current assets after intangible assets under operating agreements had been fully amortized.

Total consolidated liabilities and equity

Decreased 14% from the end of 2020, due to a drop in long-term borrowings following the repayment schedules, although this was partially offset by a rise in lease liabilities after signing the abovementioned agreement to purchase bandwidth, while equity increased 6% from the end of 2020, due to the 2021 operational results in the group, net of dividend payments.

Liquidity and cash flow

At the end of 2021, the current ratio was 2.6, an increase from 2.0 at the end of 2020, mainly due to a decrease in long-term borrowings and the current portion of lease liabilities, following the repayment schedules. INTOUCH Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations as well as secure short-term credit facilities from various banks as financial backup.

The consolidated cash dropped by THB 608 million from the end of 2020 (excluding the impact from foreign currency fluctuations), mainly due to the repayment of debenture in 4Q21, although this was partially offset by the receipt of cash from operations.

Accounts receivable

At the end of 2021, INTOUCH Group had accounts receivable equivalent to 3% of total assets, almost unchanged from the end of 2020. The group has reserved an appropriate provision for expected credit losses.

Inventory

At the end of 2021, the value of INTOUCH Group's inventory dropped from the end of 2020, due to a sale in the satellite business. The group assesses the allowance for obsolete inventories on a regular basis to ensure that it is appropriate. 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.

The profitability ratio and return on equity

INTOUCH Group's net profit margin at the end of 2021 was 73.0%, higher than 2020, while the return on equity was 27.3%, a decrease from the previous year due to higher shareholders' equity from an increase in retained earnings.

Debt-to-equity ratio

At the end of 2021, the group had a debt-to-equity ratio of 0.2 times, the same as year-end 2020. INTOUCH Group has the ability to repay both short- and long-term loans without violating the conditions of its loan agreements with respect to maintaining stipulated financial ratios.

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

2022

Total consolidated assets

Dropped 20% from the end of 2021, mainly from the deconsolidation of assets and liabilities of THAICOM after the sale of this investment, partially offset by the increase in cash and cash equivalence from the cash proceeding from this disposal.

Total consolidated liabilities and equity

Liabilities increased by 3% from the end of 2021, mainly due to dividends payable. But this was offset by the deconsolidation of THAICOM, while equity decreased by 24% from the end of 2021 due to the dividend payment from 9M22 operational results, net of the profit in the group.

Liquidity and cash flow

At the end of 2022, the current ratio was 0.9, which decreased from 2.6 at the end of 2021, mainly due to the deconsolidation of THAICOM. INTOUCH Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and secure short-term credit facilities from various banks as a financial backup.

The consolidated cash rose by THB 3,327 million from the end of 2021, mainly due to the cash received from the sale of investment in THAICOM and private funds (other current financial assets). However, this was partially offset by the dividend payment that was more than the receipt and the decrease in cash received from operations.

Accounts receivable and inventory

At the end of 2022, INTOUCH Group had no accounts receivable and inventory after the deconsolidation of THAICOM.

The profitability ratio and return on equity

INTOUCH Group's net profit margin at the end of 2022 was 99.6% ,while the return on equity was 27.4%, remaining the same as in 2021.

Debt-to-equity ratio

At the end of 2022, the group had a debt-to-equity ratio of 0.2 times, almost the same as in 2021. INTOUCH Group can repay short- and long-term loans without violating the conditions of its loan agreements concerning maintaining stipulated financial ratios.

2023

Total consolidated assets

Dropped 6% from the end of 2022, primarily attributed to a reduction in cash and cash equivalents following the distribution of the Year-End 2022 dividend, which was disbursed to shareholders in January 2023. However, this was partially offset by the increased value of the investment in an associate, driven by the operational performance of AIS in 2023. The decrease in other financial assets resulted from divestments in private funds, with the proceeds being deposited into a three-month fixed account, as reflected in the cash and cash equivalents.

Total consolidated liabilities and equity

Liabilities decreased from the end of 2022 can be attributed primarily to the disbursement of the dividend in January 2023 and the adjustment made by ITV to the provision for unpaid operating fees and interest, as previously discussed, while equity surged 14% from the end of 2022. Nonetheless, excluding the adjustment for liability provision, equity would have risen by 6% due to operational gains in 2023. However, this increase was offset by dividend payments.

Liquidity and cash flow

At the end of 2023, the current ratio stood at 63.9, which increased from 0.9 at the end of 2022. This incline was mainly from the reduction in current liabilities after ITV's adjustment on the provision for unpaid operating fees and interest, as previously noted. Excluding this adjustment, the current ratio would have remained stable compared to 2022. INTOUCH Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and secure short-term credit facilities from various banks as a financial backup.

The consolidated cash of 2023 decreased by THB 3,038 million from the end of 2022. This drop was primarily driven by the dividend payment to shareholders in January 2023. However, it was partially offset by the cash generated from the sale of debt securities, which was then deposited into three-month fixed accounts.

The profitability ratio and return on equity

2023 INTOUCH Group reported a net profit margin of 111.4% and a return on equity of 34.5%, both showing improvement compared to the previous year. The notable increase can be attributed primarily to adjusting the provision on liabilities related to ITV, as discussed earlier. Excluding this adjustment, the group's net profit margin remained comparable to that of 2022. The rise in return on equity can be attributed mainly to the growth in shareholders' equity following an increase in retained earnings.

Debt-to-equity ratio

At the end of 2023, the group had a debt-to-equity ratio of 0.002 times, which decreased from 0.2 times in 2022 due to lower current liabilities. INTOUCH Group can repay short- and long-term loans without violating the conditions of its loan agreements concerning maintaining stipulated financial ratios.

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

Q2 2024

Total consolidated assets

Rose 2% from the end of 2023, primarily due to the increase in the value of investment in an associate resulting from AIS's operational performance in First 6-month period of 2024, offset by its Last 6-month period of 2023 dividend payment. Cash & cash equivalents decreased due to ITV's capital reduction payment to non-controlling interests of THB 588 million.

Total consolidated liabilities

Dropped slightly compared to the end of 2023 due to the payment of accrued operational expenses.

Total consolidated equity

Rose 2% from the end of 2023 due to the operational gains in First 6-month period of 2024, offset by the Last 6-month period of 2023 dividend payment.

Liquidity and cash flow

At the end of First 6-month period of 2024, the current ratio reached 94, up from 0.9 at the end of 2Q23. This increase was mainly due to decreased current liabilities following ITV's adjustment to the provision for unpaid fees and interest of THB 2,890 million in 4Q23.

INTOUCH Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and secure short-term credit facilities from various banks as a financial backup.

The consolidated cash of First 6-month period of 2024 decreased by THB 560 million compared to the end of 2023, primarily due to ITV's capital reduction.

The profitability ratio and return on equity

First 6-month period of 2024, INTOUCH Group reported a net profit margin of 97.1%. The annual return on equity increased to 33.2%, a rise from 30.4 in First 6-month period of 2024, mainly attributable to the growth in the share of the net results from AIS, which outpaced the rise in equity.

Debt-to-equity ratio

At the end of 2Q24, the group's debt-to-equity ratio stood at 0.002 times, down from 0.081 times in 2Q23. This reduction is attributable to reduced current liabilities following ITV's adjustment to the provision for unpaid fees and interest in 4Q23. INTOUCH Group can repay short—and long-term loans without violating the conditions of its loan agreements concerning maintaining stipulated financial ratios.

The group had no commitments, including those off the balance sheet. Significant events, disputes and litigation have been disclosed in the notes to the interim financial statements.

6. Industry Overview

Industry conditions and competition in 2023

Mobile industry competition began to level off and expected to grow from a focus on quality and user experience

In 2023, the mobile industry in Thailand saw a significant market change from the merger of operators, resulting in the existence of two major private operators and one state enterprise operator, the National Telecom Public Company (NT), serving 2 million subscribers. For 2023, the mobile industry's revenue remained stable compared to 2022, totaling THB 301,000 million. With competition stabilizing in the industry, operators attempted to offer attractive mobile plans bundled with diverse services to satisfy consumer needs while promoting the utilization of 5G network. Overall, the number of mobile users remained stable at 96 million or 146% of the population penetration.

Overall, the telecommunications industry in 2024 is expected to benefit with an expansion in private consumption and the government stimulus packages, fostering increased telecom usage and domestic consumption. Furthermore, the arrival of international tourists is poised to elevate international-related usage and roaming, contributing to overall revenue growth in the mobile industry. Meanwhile, the market competition is projected to remain stable from 2023. The industry service providers are likely to offer comprehensive plans addressing users' digital needs with enhanced privileges, to deliver diverse values and experiences.

The rapid increase in 5G usage was driven by a shift in consumer digital behavior towards data consumption, making them better suited for 5G mobile plans that offer larger data allowances than other plans. This trend was supported by the broader availability of 5G handsets at more affordable prices. Crucially, 5G technology played a pivotal role in enhancing work efficiency for the industrial sector, offering high speed, low latency, and supporting a massive number of connected devices simultaneously.

In 2024, AIS is committed to deliver products and services prioritizing quality and best user experience to grow mobile service revenue. The Company is also dedicated to differentiation by elevating user experience through the development of functions within key channels like MyAIS application. Additionally, AIS is delivering various comprehensive points and privileges through collaborations with numerous business partners, aligning with the principles of ecosystem economy to strengthen relationships with all customer groups.

Fixed Broadband showed consistent growth

Fixed Broadband market grew steadily in line with urban expansion in Thailand, resulting in a higher demand of Thai households for data information access as well as digital usage. In 2023, the number of internet users in Thailand reached 10.4 million households, an increase of 1.6% from 2022. The penetration rate of internet broadband in the country stood at 48% while the total industry value of the broadband market at the end of 2023 amounted to THB 60 billion, a slight decrease of 2%. This decline was influenced by marketing strategies that focused on offering affordable package plans and discounts to retain and expand customer bases, overshadowing attempts to adopt a value-adding strategy and provide convergence services. Consequently, the average revenue per user (ARPU) for the broadband market remained relatively unchanged from the previous year.

Thailand's fixed broadband market is poised to sustain its growth, driven by the growing digital lifestyles and a 50% broadband penetration rate, signifying lucrative opportunities for market expansion, especially in remote areas. Competition is expected to remain stable from the previous year, with service providers placing more emphasis on diverse and quality plans, including fixed-mobile convergence, bundled Internet of Things (IoT) offerings, and smart home solutions to meet consumer digital demands. The efforts aim to increase users and the market value for the broadband industry in 2024.

AIS sets to achieve its broadband growth target by synergizing the strengths of the 'AIS Fibre' and '3BB' brands under the 'AIS 3BB Fibre 3' concept. This involves integrating the networks of both companies, covering over 13 million households, and enabling AIS to extend its customer base into new areas and diversify its product and service offerings beyond home internet services, adding significant value to its fixed broadband business.

Heightened importance of digital technology amid the evolving social-economic context

In the current business landscape, organizations, ranging from small businesses to large corporations, must be equipped to navigate the dynamic economic and social conditions, highlighting the pivotal role of digitalization in their operations. Despite facing challenges such as a political vacuum post-election and a slowdown in international trade due to economic sluggishness, Thailand's technology and digital services market achieved a notable 10% growth in 2023, reaching a total industry value of THB 160,000 million. Key products and services encompassed enterprise data services, cloud offerings, cybersecurity services, data centers, Internet of Things (IoT), and ICT solutions, contributing to the robust expansion of the enterprise service business. These services attract attention from global partners eager to collaborate with Thai operators, presenting opportunities for local telecom service providers with an enterprise client base to join forces with international partners in introducing new technology to clients. Beyond the business sector, there are prospects for investment and the development of new products to align with consumer adjustments toward a lifestyle that increasingly incorporates digital technology into their daily routines.

In the face of dynamic socio-economic changes, digital technology becomes crucial for Thai industries to adapt by incorporating digital technology to enhance competitiveness and ensure efficient organizational management. Essential products and services to digital transformation such as connectivity, enterprise data service, business cloud, and data center, are crucial for business organizations to help increase the flexibility and convenience in operations. Similarly, the increased importance on safety and occupational health in the workplace may drive the adoption of automation and unmanned solutions, presenting future technological opportunities for business.

In 2024, AIS anticipates sustained growth in enterprise client business, prioritizing products and services to propel digitalization in the business sector and create new capabilities that can gain competitive advantages despite challenging economic contexts. Emphasis remains on offering connectivity services such as network technology, secure local and international cloud-based solutions, and diverse digital platforms. This includes offerings like Communication Platform-as-a-Service (CPaaS) and the AIS Paragon platform, catering to varied application needs and fostering mutual growth for AIS and its enterprise clients.

Attachment 3
Summary Information of
Advanced Info Service Public Company Limited ("ADVANC" or "AIS")

1. General Information

Company Name	: ADVANCED INFO SERVICE PUBLIC COMPANY LIMITED
Head Office Address	: 414 AIS Tower 1, Phaholyothin Road, Samsen Nai Sub-district, Phayathai District, Bangkok 10400
Telephone	: 0-2029-5000
Fax	: 0-2029-5165
Type of Business	: Operate telecommunication business including mobile network service, fixed broadband service, and digital services.
Registration Number	: 0107535000265
Website	: http://www.ais.co.th
Registered Capital	: 4,997,459,800 THB
Paid-up Capital	: 2,974,209,736 THB consisting of 2,974,209,736 ordinary shares with a par value of 1.00 THB per share

2. Business Information

2.1. Background and Key Milestones

With a record of over 33 years of providing telecommunication infrastructure to Thai society, started in 1990 under collaborative contract or concessionaires, AIS was granted the right to utilize state frequencies under the 25-year Built-Transfer-Operate (BTO) agreement. In 2010, the National Broadcasting and Telecommunications Commission (NBTC) was established as the government agency regulating broadcasting and telecommunication and tasked to grant the spectrum licenses. The licensing scheme was a major turning point for the telecommunications industry in Thailand that helps support fair competition and developments of new technologies.

AIS is committed to its vision of "To become the most admired COGNITIVE TECH-CO in Thailand" The vision stood on the concept of the ecosystem economy through the following three components:

2.1.1. Digital Intelligence Infrastructure

By creating solid digital infrastructure comprising of 5G network, broadband internet, and 5G platforms for various industries.

2.1.2. Cross Industries collaboration

By promoting connectivity and collaboration with all businesses partners to deliver a diverse range of solutions suiting the customers' needs.

2.1.3. Human Capital & Sustainability

By committing to enhance the digital capability of the Thais through educational platforms to implant necessary digital skills and cyber immunity, which creates a sustainable digital ecosystem in the Thai society.

Maintaining the Strengths in the Mobile Services

AIS provides quality mobile telecommunication services on 4G and 5G networks under the telecommunications spectrum licenses granted by the NBTC, and through a partnership agreement with National Telecom Public Company Limited (NT). At present, AIS holds a total of 1,460 MHz spectrum bandwidth, comprising low-bandwidth (Frequency 700MHz and 900MHz), mid-bandwidth (1800MHz, 2100MHz, and 2600MHz), and high-bandwidth (26 GHz) catering to all connectivity requirements from both consumers and industry. Currently AIS' 4G network covers 98% of Thailand's population across 77 provinces nationwide. AIS' 5G network has continued to expand since 2020, and presently reaches nearly 90% of population coverage, including more than 99% of those in Bangkok and the Eastern Economic Corridor (EEC), in accordance with the 2600 MHz license conditions stipulated by the NBTC.

As of the end of 2023, AIS retained its position as the leading mobile operator in Thailand with a revenue market share of 49%, a total subscriber of 44.6 million nationwide, and a 5G customer base of 9.2 million. The mobile communication service revenue accounted for 85% of core service revenue.

A market Leader in Fixed Broadband industry after 3BB acquisition

In 2015, AIS started its fixed broadband business under the "AIS Fibre" brand, leveraging on the fiber optic network used in mobile communication services. The move allowed AIS to scale up the service coverage rapidly and fully on fiber optic technology. With the outstanding service quality especially on a swift problem-solving capability, and the convergence strategy combining with mobile and content services, AIS Fibre's has exhibited a solid growth in both subscribers and revenues for the past eight years.

In 2023, AWN, a subsidiary of AIS*, acquired Triple T Broadband Public Company Limited, the provider of fixed broadband internet under "3BB" brand with 2.3 million users and owner of the nationwide fiber optic network for home internet especially in the remote areas. The acquisition strengthens AIS rapid expansion of the broadband business with the combined network access to over 13.3 million households. The deal resulted in AIS' fixed broadband business revenue contributing to 9.8% of its core service revenue (46 days of revenue from Triple T Broadband was recognized), and now has a 46% subscriber market share with a total 4.7 million users.

Generating New Sources of Revenue from the Enterprise Business

AIS has provided services to enterprise clients under the "AIS Business" brand, building on the provision of mobile communication service and internet broadband service for corporates. After the takeover of CS Loxinfo Public Company Limited in 2018, AIS has expanded the scope of its service to technologies and digital solutions including cloud, data center, and ICT solutions. The scope also extends to communication connectivity services such as network management service, communication platform, 5G for business, and specific digital solutions for business to enable enterprise customers from large companies to SMEs to adopt technology in into their organizations to uplift the digital capabilities, increase competitiveness, and achieve sustainable business operations. The effort also serves as providing a new revenue stream for AIS.

In 2023, the revenue from the Enterprise Business (excluding mobile communication) accounted for 4.2% of the core service revenue. AIS focuses its services to targeted industries alongside its efforts in enhancing employees' expertise and knowledge to serve the customers' specific needs. At present, the focused industries comprise manufacturing, property, transportation and logistics, and retail.

Building on Core Businesses with Digital Services

AIS adopts Ecosystem Economy principle by building collaborations with commercial partners for mutual growth to offer digital services which involve a diverse range of digital technology incorporated services encompassing networks, service platforms, and digital solutions to create digital experience for all groups of customers. The digital service focuses on three areas: video platform, mobile money transaction service, and other platforms such as insurance broker, gaming platform, and digital advertisements. The digital service is expected to play a key role in strengthening relationships between AIS and its customers and generating a new revenue source for AIS in the future apart from revenue from data connection and mobile internet fees. It also enables AIS to become an integrated service provider by converging its four core services together.

Operating Under Licenses Regulated by the NBTC

Most AIS' businesses, particularly the mobile communication and fixed broadband businesses, operate under the regulation of the National Broadcast and Telecom Commission (NBTC), which is the regulatory authority formed in accordance with the Frequency Allocation Act 2010. AIS, through subsidiaries, was granted a telecommunications business licenses, including 26 GHz, 2600, 2100, 1800, 900, and 700 MHz spectrum licenses with an average license life of 15 years. At the end of the spectrum license, NBTC will redistribute a spectrum license through an auction.

AIS is obligated to pay the license fees, Universal Service Obligation (USO) fees, and numbering fees to the NBTC amounting to around 4% of core service revenue per year.

Driving Business in Accordance with Sustainability Concept

As a digital technology service provider that operates and has played a vital role in driving Thai economy and providing opportunities for Thais through access to information connectivity, AIS has realized the importance of sustainable business operations which can bring a robust long-term growth withstanding the fast-changing global context. With this, AIS takes on leading the Thai society towards mutual growth with sustainability principle in the era of digital economy. To achieve the long-term sustainable business operations, AIS has established a sustainable development framework comprising three aspects: drive digital economy, promote digital inclusion, and act on climate with concern for all stakeholders to create economic, social, and environmental values as well as to support developments in every sector, enabling them to grow together sustainably.

Over the past 3 years (2021-2023), the company has undergone significant changes, which can be summarized as follows:

Year	Significant Events
2021	• Granted licenses in the 700 MHz frequency band (2X10 MHz and 2X5 MHz in width) from NBTC in January 2021, and April 2021, respectively for a term of 15 years. The 700 MHz is the standard frequency range for a low-band 5G marked with better coverage, enabling AIS to expand its 5G network to cover wide areas • Obtained a license in the 26 GHz frequency band (1200 MHz in width) in February 2021 for a 15-year team. This millimeter-wave band meets the capacity requirements of the 5G network and allows for a high speed data transfer rate of gigabits per second (Gbps), which is vital for various applications that require high-speed and stable data rates with a low latency of 1 millisecond. • Partnered with Microsoft (Thailand) Limited to develop and provide cloud services in three key areas: 1. Driving digital solutions by promoting the use of cloud service solution 2. Upgrading AIS employees' digital skills by equipping them with Microsoft's in-depth digital technology skills, and 3. Developing innovations for businesses, using efficient solutions appropriate for each type of business. • Appointed as an official distributor of Disney + Hotstar streaming service which has gained wide acceptance in Thailand, Asia, and worldwide to deliver class-above entertainment experience encompassing a diverse range of content for audiences of all ages in Thailand.
2022	• Signed an MOU with NCS Telco+ to support digital transformation in Thailand. For its part, NCS supported AIS' digital transformation efforts through synergistic collaboration in such technologies as 5G, IoT, Cloud, and Cyber Security which complemented AIS' strengths as the leader in the country's digital infrastructure and enhanced the Company's capabilities to support organizations in Thailand to materialize their commitments toward digital transformation. • Entered into a strategic collaboration agreement with ZTE to build an advanced 5G network through the A-Z Center to elevate the Company to an intelligent telecommunications organization. The objectives were to raise quality and deliver excellent service experience to customers. The agreement also aimed to develop innovations to put Thailand at the forefront of the digital economy through cooperation in three areas: 1) developing 5G innovations in infrastructure and solutions, 2) upgrading 5G network to an intelligent digital network through big data processing and AI, and 3) expanding 5G capabilities to elevate the industrial sector.

Year	Significant Events
	• Received Microsoft Best Partner of the Year 2022 award, presented by Microsoft to its world-class partners that successfully delivered class-above innovative services based on Microsoft technologies to customers. The award was selected from Microsoft's 3,900 partners in over 100 countries worldwide. • Purchased shares in three startups from Intouch to enhance AIS' business potential in providing digital services to customers. This helped expand and consolidated AIS' core business in line with the Company's business direction to become a digital life service provider. • Established a subsidiary, AIS DC Venture Co.,Ltd, and entered into a joint development agreement of a data center business with Gulf Energy Development Public Company (GULF) and Singapore Telecommunications Limited (Singtel) to keep pace with growth and accommodate the needs for digital infrastructure in Thailand. • Joined hands with SCG and Huawei as well as incorporated the expertise of the two partners, Yutong and Waytous, to develop an unmanned system for logistics applications over an intelligent 5G network (private network) to operate electric engine trucks transporting raw materials to the factories in the SCG industrial estate in Saraburi according to the route planning. The move aligned with the efforts to develop future industry using digital technologies along with contributing to environmental sustainability. • Launched AIS CloudX, an intelligent cloud ecosystem, that allows businesses to develop cloud infrastructure as well as applications and solutions requiring high-speed processing for mission critical tasks and those demanding low latency. The Company also teamed with VMware as Southeast Asia's first provider of a sovereign cloud service to ensure maximum security standards while reducing costs and complexity in system design. The service enables the business sector to achieve digital transformation in pursuit of potential enhancement and business agility and to cope with unpredictable changes that may arise.
2023	• Acquired Triple T Broadband Public Company Limited and a 19% stake in Jasmin Broadband Internet Infrastructure Fund (JASIF). The merger was completed on November 15, 2023, placing AIS as a leader in fixed broadband internet service with 4.7 million subscribers nationwide and the network access to over 13.3 million households. • Transferred a 15-year license in the 700 MHz frequency band (2x5 MHz) from National Telecom Public Company Limited (NT) in October 2023. This license was granted since 2021 and shall expire on March 31, 2036. The 700 MHz will enable AIS expansion of the 5G network to efficiently cover suburban areas and in high-rise buildings, and to increase network capacity to accommodate the genuine growth of 5G usages. • Entered into contractual agreements with National Telecom Public Company Limited (NT) for a network equipment rental on NT's 700 MHz spectrum to NT by constructing a total number of 13,500 base stations across the country. AWN, AIS' subsidiary, is also obliged to provide roaming service for NT for 13 years in exchange for the rental and roaming fees from NT as specified in the contract. • Received Microsoft Best Partner of the Year 2023 award for the second consecutive year and was the only award recipient in Thailand. Microsoft presented the award to its world-class partners that successfully delivered distinguish innovative services based on Microsoft technologies to customers. The award was selected from Microsoft's 3,900 partners in over 100 countries across the world. • Entered into a cooperative agreement with the Federation of Thai Industries with the goal to support the operations of small and medium-sized manufacturing enterprises to develop new capabilities, reduce operating cost, and enhance efficiency of production processes and machinery. This encompasses the areas of precision

Year	Significant Events
	enhancement, analytics, measurements, and monitoring using IoT technology enhanced with AIS 5G Manufacturing Platform solutions on the Paragon Platform • Signed an MOU between AIS and PTTGC to jointly build model organizations committed to conducting business sustainably. The goals would be achieved through the intelligence network capabilities coupled with green technological solutions to tackle environmental issues in a holistic manner. This is to mutually grow the business sustainably along with sustaining the environment and society as good corporate citizens. • Joined forces with Gulf and Singtel to push forward the construction of a 20MW-data Center in Samut Prakan under a joint venture company named GSA Data Center Co.,Ltd (GSA). The new data center is designed to use clean energy, efficiently managed energy, and feature a data storage system with the highest security to address the needs of corporate clients and cloud service providers both locally and overseas. It is scheduled to begin operating commercially in 2025.

2.2. Type of Products and Services

AIS's core products and services can be divided into four areas as follows.

2.2.1. Mobile Communication Service

AIS provides both voice call and mobile communication services through the following core service.

a. Postpaid

AIS provides postpaid mobile communication services through a variety of packages designed to meet diverse customer needs. Examples include the 5G Max Experience package providing premium data services on the 5G network, the 5G Netflix package combines mobile communication and Netflix streaming services, and the AIS 5G Seller package effectively assists online merchants through store management services. Customers can choose from these packages to align with their preferences and conveniently settle the monthly service expenses. At present, AIS has a total postpaid customer base of around 13 million subscribers

b. Prepaid

AIS offers a wide variety of prepaid mobile communication services under the brand AIS One-2-Call!, Customers can conveniently top up credit and select one-time or automatically renewing packages tailored to their needs, avoiding the commitment of a monthly fee. For instance, the Super Social Sim package allows unlimited access to social media applications, while the One Sim package integrates 5G service with voice call. Several supplementary packages are also available which customers can purchase to enjoy additional privileges, such as daily, weekly, and monthly internet, as well as VDO streaming contents. Currently, AIS has around 32 million prepaid mobile communication subscribers in total.

c. International Roaming and International Calls

AIS provides both international call and international roaming services with each covering more than 240 countries worldwide and 90 countries for 5G roaming service, respectively, such as the Ready2Fly package for postpaid mobile communication subscribers, the Sim2Fly package for prepaid mobile communication subscribers, the Thailand Tourist Sim for foreign tourists traveling in Thailand, and the international direct dialing (IDD) package.

Furthermore, AIS offers comprehensive online postpaid mobile communication services under the GOMO by AIS brand, targeting the younger generation market segment that prefers online channels for service.

2.2.2. Fixed Broadband Service

AIS Fibre offers an array of packages serving all customer needs from household to business use, including the following:

- AIS Fibre Broadband 24 – a fixed broadband internet service equipped with the variable speed configuration function allowing the highest possible data transfer rate of 1 Gbps.
- AIS Fibre Entertainment – a package providing maximum entertainment by combining fixed broadband internet and AIS Playbox services streaming content according to the packages chosen by customers.
- AIS Fibre Power 4 – A convergence package combining extensive fixed broadband internet, mobile communication, and video services, elevating digital offerings to a new level.

Apart from the original broadband and convergence services, AIS differentiates itself by offering unrivaled experiences through constant technological innovation to add value to its products and services, including the following:

- HOME FibreLan – a fiber-optic service connecting all home areas with fiber optic cables, ensuring faster and more stable data transfer at speeds reaching up to the maximum of Gigabit level.
- Smart-AI Gaming – A package that improves fixed broadband internet signals by incorporating an AI-controlled router with a built-in processing system. This system automatically adjusts the signal speed and latency according to usage requirements.

2.2.3. Enterprise Services

AIS is dedicated to empowering corporate customers, including large enterprises and SMEs, by enabling them to harness technology and digital processes for a competitive edge and sustainable business operations. The comprehensive range of services includes building digital infrastructure, providing digital platforms, and developing tailored industrial solutions. AIS's core products and services in the enterprise business segment are as follows.

a. Business network and connectivity services

AIS provides total network technology and business connection services encompassing high-quality corporate internet, private data circuit, and enterprise broadband internet, together with 24/7 after-sales services delivered by teams of engineers and technical specialists.

Moreover, AIS enhances its foundational network and connectivity services with cutting-edge technology solutions to boost operational efficiency. These include SD-WAN, a centralized network management system, network security solutions for cybersecurity, and cloud connectivity solutions through global partnerships with Microsoft Azure, Amazon Web Services, and Google.

b. Corporate cloud and data centers

AIS provides technology services for development and management of business data storage through network and cloud connections for global cloud platforms like Microsoft Azure, Amazon Web Services, Huawei Cloud, and local cloud platforms such as AIS CloudX. AIS also provides tailored resource rental services and storage services for network devices and accessories through its 11 data centers in various provinces nationwide with a total storage capacity of up to 4,500 racks. These offerings conform to global standards in cybersecurity, governance, and environmental management, guaranteeing 24/7 support from dedicated teams of engineers and technical specialists.

In 2022, AIS established an affiliate under the company name 'AIS DC Venture Company Limited' to co-develop data center business in Thailand with Gulf Energy Development Public Company Limited and Singapore Telecommunications Limited. This initiative is driven by the escalating demand for digital infrastructure in the country and the increasing storage requirements of global and local businesses dealing with substantial data volumes. The collaborative objective is to construct energy-efficient, stateof-the-art greenfield data centers featuring advanced security technology, with the aim of completion within 2024.

c. 5G services for business and Internet of Things (IoT)

AIS delivers comprehensive 5G services to corporate clients, covering hardware, connectivity, platforms, and solutions tailored to support the digital transformative potential of 5G technology in industries. In aiding businesses through this digital era, AIS provides a diverse range of services, including 5G mobile broadband, infrastructure and platform development, wireless broadband 5G FWA, network slicing, MEC, and private networks for business application development. Additionally, AIS offers 5G horizontal solutions involving AI, AR/VR, robotics, and VDO analytics, as well as 5G vertical solutions specifically designed for manufacturing, transportation and logistics, property, and retail sectors.

AIS promotes flexible business solutions through the AIS Paragon Platform, an all-in-one 5G technology platform managing resources like 5G network, Edge computing, and Cloud. This facilitates easy adaptation to budget constraints and usage patterns, fostering innovative 5G solutions and digital business process enhancement.

d. Communication solutions

AIS renders comprehensive ICT solutions to corporate customers to enhance their market penetration with their own customers. These solutions encompass; 1) messaging services, including targeted and bulk messaging for both text and multimedia content, 2) multimodal business communication services such as integrating Microsoft Teams and Operator Connect to enhance intra-organizational communication, non-mobile and mobile device connection services such as Mobile PBX, and other services like chatbot, voice message transmission, or call center systems, 3) Communication Platform as a Service (CPaaS) which is a comprehensive communication platform service facilitating communication across all channels from text and voice messaging to video calls via specially developed application.

e. Services for SMEs

AIS champions and supports small and medium enterprises (SMEs) through its 'AIS SME 7S' services, encompassing: 1) SME Postpaid, providing comprehensive communication solutions nationally and internationally. 2) SME Add-on, offering supplementary services tailored to corporate customer needs. 3) SME Office Internet, delivering broadband internet and specialized maintenance services for SMEs. 4) SME Digital and Marketing Communication, a tool for diversifying marketing strategies to reach a broader digital consumer base. 5) SME Solutions, providing IT and digital services to address diverse business requirements. 6) SME Privileges, offering added business value through programs like AIS Points, AIS Privileges, and AIS Serenade. 7) SME Business Partnerships, creating opportunities for SMEs to become AIS trade partners and grow together.

2.2.4. Digital Services

AIS has expanded its portfolio of digital services to adapt to evolving consumer behavior, fortify its core operations, and explore new revenue streams. This expansion involves robust digital development through strategic collaborations with experienced allies and trade partners, fostering mutual and sustainable growth. AIS core digital service businesses can be categorized into three areas as follows:

a. Entertainment platforms and Video contents

AIS provides a diverse range of entertainment services, offering customers a variety of content options to fulfill their preferences. These include TV, video, movies, dramas, sports, karaoke, and e-sports, accessible through AIS Play on mobile and tablet devices. Additionally, AIS Playbox is available to home internet subscribers of AIS Fibre and 3BB.

Moreover, AIS offers an extensive over-the-top (OTT) service featuring a diverse range of content, including locally and globally produced movies and series. This is made possible through collaborations with major global partners like Disney+ Hotstar, Monomax, Netflix, and HBO Go, Asian partners such as Viu, iQIYI, and WeTV, and local partners including 3Plus Premium. Additionally, AIS streams both live and video-on-demand (VOD) content, covering news programs and documentaries from Warner Bros. Discovery, HBO, and BBC World News, top sports programs from beIN Sports and 3BB Sports, and various entertainment programs from free TV, digital, or satellite channels.

b. Gaming platforms

AIS provides various gaming and entertainment services, including the Game On platform, a channel for gamers to recharge and acquire game cash card, and e-sports application. Additionally, AIS offers AIS 5G Cloud Game, a mobile center that features popular PC and console games, providing unlimited access through weekly and monthly membership programs.

c. Mobile financial services and Insurance

AIS offers mobile financial services, specifically mobile money, to corporate clients through its affiliate, Advanced mPay Company Limited. The focus is on creating a comprehensive mobile payment platform that integrates multiple payment channels, allowing corporate customers the convenience of electronic wallet-based bill settlement without the need for system investment or acquiring an operating license.

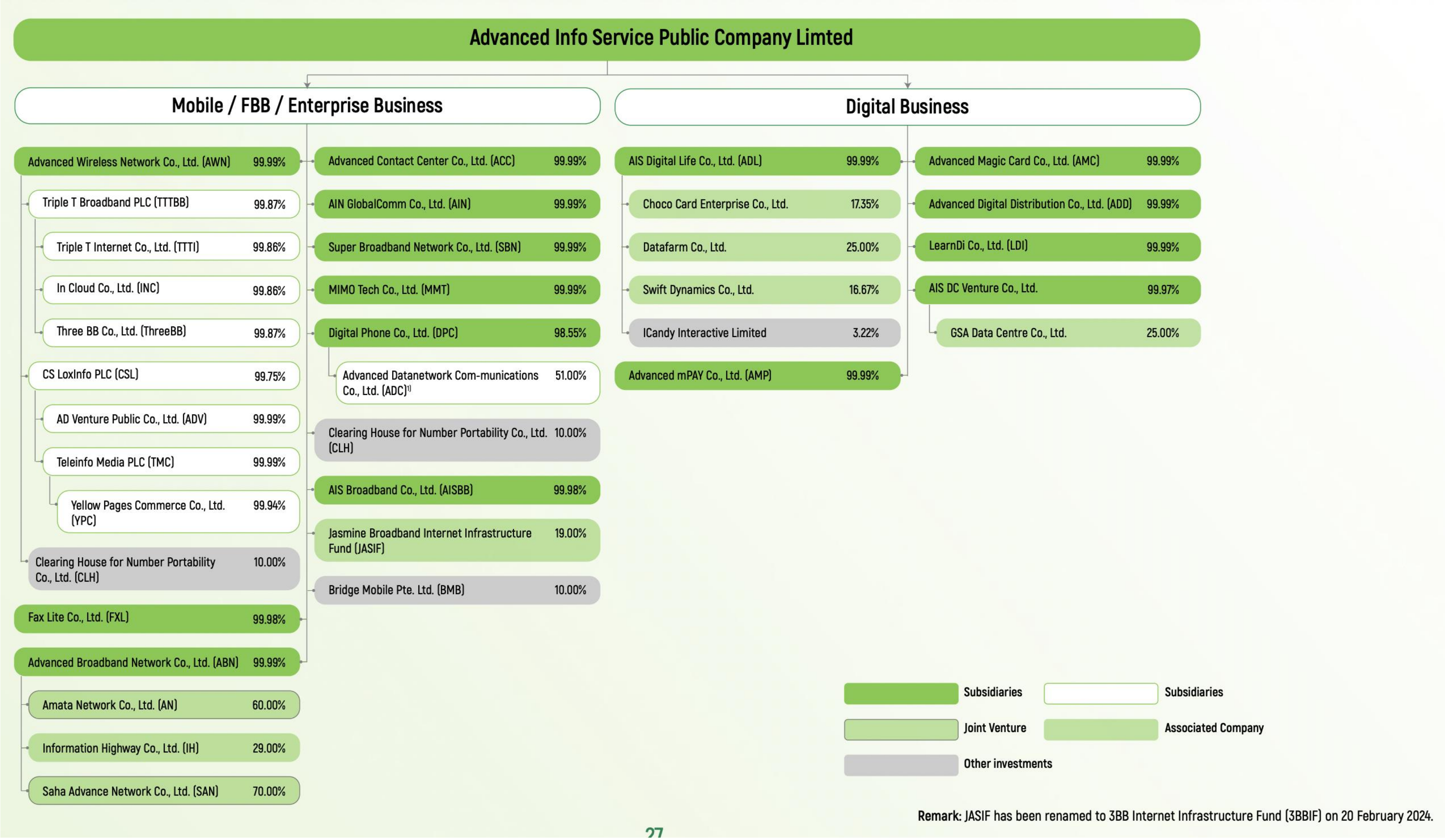
d. Insurance

AIS has expanded into the insurance brokerage business through 'AIS Insurance Service,' operated by Advanced Digital Distribution Company Limited. This service not only ensures enhanced convenience, safety, and simplicity during the purchase process but also offers a diverse range of insurance services, including domestic and international travel insurance, accident insurance, health insurance, car insurance, and life and health insurance. Additionally, AIS Insurance Service provides the flexibility of mobile insurance purchase and accepts premium payments through top-ups, monthly installments, credit/debit cards, and e-wallets. The pricing of insurance plans is thoughtfully set to accommodate the varying purchasing power of different consumer groups, facilitating broader access to insurance products.

e. Digital Marketing

In collaboration with AD Venture Public Company Limited and Teleinfo Media Public Company Limited (a subsidiary of AIS's CS Loxinfo), AIS offers digital marketing solutions to corporate clients, facilitating their expansion into digital consumer markets. These solutions include the location-based SMS platform, enabling targeted ads in specific areas, and the Thailand Ads Network (THAN), a compilation of ad spaces from the country's top 100 websites. AIS's digital marketing services encompass a wide range of options, from digital content creation, website and mobile application development, social media management, to digital advertising media management, providing comprehensive turnkey marketing campaign solutions.

2.3. Shareholding Structure



2.4. Revenue Structure

The revenue of ADVANC and its subsidiaries over the past 3 years is as follows:

Items	2021		2022		2023		6-Month of 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Service revenue	144,791	79.8	146,009	78.7	151,921	80.4	86,266	82.5
- Mobile revenue	117,244	64.7	116,696	62.9	118,130	62.5	61,114	58.4
- Fixed broadband revenues	8,436	4.7	10,064	5.4	13,621	7.2	14,401	13.8
- Other service revenues	5,291	2.9	6,274	3.4	6,819	3.6	4,150	4.0
- IC and NT partnership	13,820	7.6	12,976	7.0	13,352	7.1	6,601	6.3
SIM and device sales	36,542	20.2	39,476	21.3	36,952	19.6	18,358	17.5
Total revenues	**181,333**	**100.0**	**185,485**	**100.0**	**188,873**	**100.0**	**104,625**	**100.0**

Source: ADVANC Annual Report

3. Shareholders and Board of Directors

3.1. Shareholders

List of the top 10 major shareholders as of February 20, 2024

No.	Major Shareholder	Number of Shares	Percentage of Shares (%)
1.	Intouch Holdings Public Company Limited	1,202,712,000	40.44
2.	SINGTEL STRATEGIC INVESTMENTS PTE LTD.	693,359,000	23.31
3.	Thai NVDR Co., Ltd1/	209,129,350	7.03
4.	CITIBANK NOMINEES SINGAPORE PTE LTD-A/C GIC C	76,815,800	2.58
5.	Social Security Office	55,625,900	1.87
6.	STATE STREET EUROPE LIMITED	50,583,006	1.70
7.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	42,590,916	1.43
8.	STATE STREET BANK AND TRUST COMPANY	38,185,263	1.28
9.	Mutual Fund Vayupak 1	25,542,400	0.86
10.	THE BANK OF NEW YORK MELLON	19,738,112	0.66
11.	Other shareholders	559,927,989	18.84
	Total	**2,974,209,736.00**	**100.00**

Source: SET

Note:

1/ Shareholders can access investor information for Thai NVDR Co., Ltd on the website www.set.or.th.

As of February 20, 2024, the shareholders of Thai NVDR Co., Ltd are as follows:

No.	Major Shareholder	Number of Shares	Percentage of Shares (%)
1.	STATE STREET BANK AND TRUST COMPANY	41,519,690	1.40
2.	STATE STREET EUROPE LIMITED	34,385,814	1.16
3.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	17,573,857	0.59
4.	SOUTH EAST ASIA UK (TYPE A) NOMINEES LIMITED	16,039,968	0.54
5.	THE BANK OF NEW YORK (NOMINEES) LIMITED	7,366,100	0.25
6.	J.P. MORGAN SECURITIES PLC	5,478,515	0.18

No.	Major Shareholder	Number of Shares	Percentage of Shares (%)
7.	BBHISL NOMINEES LIMITED	3,799,600	0.13
8.	BNY MELLON NOMINEES LIMITED	3,785,510	0.13
9.	CITI (NOMINEES) LIMITED-HOST-PLUS PTY LTD-HOSTPLUS POOLED SUPERANNUATION TST-NORTHCAPE CAPITAL	3,763,892	0.13
10.	THE BANK OF NEW YORK (NOMINEES) LIMITED	2,669,370	0.09

3.2. Board of Directors

The company's board consists of a total of 12 directors, with details as follows:

Name	Position
Mr. KAN TRAKULHOON	Chairman of the Board, Independent Director
Mr. SARATH RATANAVADI	Vice Chairman of the Board
Mr. SOMCHAI LERTSUTIWONG	Chief Executive Officer, Director
Miss YUPAPIN WANGVIWAT	Director
Mr. SMITH BANOMYONG	Director
Mr. ARTHUR LANG TAO YIH	Director
Miss JEANN LOW NGIAP JONG	Director
Mr. MARK CHONG CHIN KOK	Director
Mr. KRAIRIT EUCHUKANONCHAI	Independent Director, Chairman of the Audit Committee
Mr. GERARDO C. JR. ABLAZA	Independent Director, Audit Committee Member
Mr. PREDEE DAOCHAI	Independent Director, Audit Committee Member
Mr. SURIN KRITTAYAPHONGPHUN	Independent Director

Source: SET

4. Summary for Key Financial Statements

Statement of Financial Position

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
ASSETS								
Current assets								
Cash and cash equivalents	12,739.29	3.58	9,013.52	2.67	14,743.58	3.24	14,128.01	3.22
Specifically-designated bank deposits	1,380.73	0.39	980.25	0.29	556.90	0.12	468.62	0.11
Restricted deposits at a financial institution	11.20	0.00	-	-	-	-	-	-
Trade and other current receivables	16,552.29	4.65	17,901.79	5.31	21,343.33	4.70	21,418.59	4.88
Contract assets	1,819.81	0.51	2,123.11	0.63	811.28	0.18	1,185.85	0.27
Inventories	2,104.30	0.59	3,839.28	1.14	4,147.22	0.91	3,432.79	0.78
Current tax assets	5.30	0.00	26.39	0.01	40.57	0.01	21.31	0.00
Other current financial assets	213.37	0.06	47.80	0.01	16.62	0.00	215.52	0.05
Other current assets	739.79	0.21	405.59	0.12	621.06	0.14	265.30	0.06

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Total current assets	**35,566.08**	**9.98**	**34,337.73**	**10.19**	**42,280.54**	**9.30**	**41,135.98**	**9.38**
Non-current assets								
Other non-current financial assets	110.25	0.03	228.09	0.07	190.87	0.04	182.71	0.04
Investments in joint ventures and associates	982.88	0.28	993.61	0.29	12,450.31	2.74	12,418.10	2.83
Long-term loans to a related party	100.00	0.03	100.00	0.03	185.00	0.04	427.88	0.10
Property, plant, and equipment	117,843.74	33.08	113,252.05	33.60	139,223.82	30.64	132,968.03	30.32
Right-of-use assets	50,574.03	14.20	42,860.58	12.72	101,224.68	22.27	96,026.36	21.90
Goodwill	2,881.70	0.81	2,881.70	0.85	11,744.48	2.58	11,744.48	2.68
Other intangible assets other than goodwill	10,864.29	3.05	16,826.78	4.99	20,882.40	4.60	23,665.56	5.40
Spectrum licenses	131,774.69	36.99	119,765.33	35.53	121,154.28	26.66	114,641.28	26.14
Deferred tax assets	4,235.52	1.19	4,597.43	1.36	3,703.49	0.81	3,716.93	0.85
Other non-current assets	1,288.56	0.36	1,200.36	0.36	1,399.35	0.31	1,591.97	0.36
Total non-current assets	**320,655.66**	**90.02**	**302,705.94**	**89.81**	**412,158.69**	**90.70**	**397,383.28**	**90.62**
Total assets	**356,221.74**	**100.00**	**337,043.66**	**100.00**	**454,439.22**	**100.00**	**438,519.26**	**100.00**

Source: ADVANC Annual Report

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
LIABILITIES AND SHAREHOLDERS' EQUITY								
Liabilities								
Current Liabilities								
Short-term borrowings	-	0.00	5,000.00	1.48	41,976.20	9.24	39,495.62	9.01
Trade and other current payables	45,055.42	12.65	42,457.14	12.60	37,674.11	8.29	34,670.65	7.91
Provision for revenue sharing	3,360.88	0.94	3,360.88	1.00	3,360.88	0.74	3,360.88	0.77
Unearned income - mobile phone service	4,071.67	1.14	3,703.34	1.10	3,160.27	0.70	3,667.23	0.84
Advanced received from customers	1,380.73	0.39	980.25	0.29	723.13	0.16	607.52	0.14
Current portion of long-term liabilities	14,131.68	3.97	15,495.77	4.60	15,428.00	3.39	13,591.27	3.10
Current portion of spectrum licenses payable	10,903.22	3.06	10,903.22	3.23	12,599.05	2.77	15,524.46	3.54
Current portion of lease liabilities	10,537.34	2.96	11,135.48	3.30	15,061.59	3.31	15,955.20	3.64
Unpaid Dividends	-	-	-	-	-	-	-	-
Corporate income tax payable	2,276.08	0.64	2,689.66	0.80	3,458.44	0.76	3,849.48	0.88
Other current financial liabilities	25.05	0.01	534.27	0.16	109.12	0.02	-	-
Other current liabilities	126.20	0.04	81.19	0.02	95.77	0.02	427.97	0.10
Total current liabilities	**91,868.27**	**25.79**	**96,341.19**	**28.58**	**133,646.55**	**29.41**	**131,150.27**	**29.91**
Non-current liabilities								
Long-term liabilities	73,696.57	20.69	63,914.17	18.96	69,840.21	15.37	62,750.38	14.31
Lease liabilities	40,597.29	11.40	32,871.21	9.75	100,077.43	22.02	94,178.89	21.48
Provisions for employee benefit	3,326.56	0.93	2,931.15	0.87	3,261.84	0.72	3,341.39	0.76

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Spectrum licenses payable	61,415.65	17.24	52,085.35	15.45	51,609.89	11.36	44,305.52	10.10
Other non-current financial liabilities	722.08	0.20	162.86	0.05	38.44	0.01	25.45	0.01
Other non-current liabilities	2,770.80	0.78	2,921.38	0.87	5,286.66	1.16	8,764.21	2.00
Total non-current liabilities	**182,528.95**	**51.24**	**154,886.11**	**45.95**	**230,114.46**	**50.64**	**213,365.84**	**48.66**
Total liabilities	**274,397.22**	**77.03**	**251,227.31**	**74.54**	**363,761.01**	**80.05**	**344,516.10**	**78.56**
Shareholders' equity								
issued and paid-up capital								
Issued and paid share capital	2,973.93	0.83	2,974.21	0.88	2,974.21	0.65	2,974.21	0.68
Share premium on ordinary shares	22,506.30	6.32	22,551.57	6.69	22,551.57	4.96	22,551.57	5.14
Deficits arising from change in ownership interest in a subsidiary	(669.66)	(0.19)	(669.66)	(0.20)	(669.66)	(0.15)	(669.66)	(0.15)
Appropriated - Legal reserve	500.00	0.14	500.00	0.15	500.00	0.11	500.00	0.11
Unappropriated	56,602.52	15.89	60,175.50	17.85	65,014.94	14.31	68,333.98	15.58
Other components of shareholders' equity	(214.33)	(0.06)	157.11	0.05	206.06	0.05	211.99	0.05
Non-controlling interests	125.77	0.04	127.63	0.04	101.09	0.02	101.07	0.02
Total shareholders' equity	**81,824.52**	**22.97**	**85,816.35**	**25.46**	**90,678.21**	**19.95**	**94,003.16**	**21.44**
Total liabilities and shareholders' equity	**356,221.74**	**100.00**	**337,043.66**	**100.00**	**454,439.22**	**100.00**	**438,519.26**	**100.00**

Source: ADVANC Annual Report

Income Statement

Items	2021		2022		2023		6-month of 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Revenues								
Revenues from rendering of services and equipment rentals	144,791.10	79.85	146,009.16	78.72	151,921.16	80.44	86,266.77	82.45
Revenue from sale of goods	36,541.79	20.15	39,475.61	21.28	36,951.75	19.56	18,358.24	17.55
Total revenues	**181,332.89**	**100.00**	**185,484.77**	**100.00**	**188,872.91**	**100.00**	**104,625.00**	**100.00**
Costs								
Cost of rendering of services and equipment rentals	85,237.94	47.01	87,075.46	46.94	89,110.16	47.18	49,785.60	47.58
Cost of sale of goods	36,215.25	19.97	39,096.16	21.08	36,276.57	19.21	17,388.80	16.62
Total costs	**121,453.19**	**66.98**	**126,171.62**	**68.02**	**125,386.72**	**66.39**	**67,174.40**	**64.20**
Gross profit	**59,879.70**	**33.02**	**59,313.16**	**31.98**	**63,486.19**	**33.61**	**37,450.61**	**35.80**
Distribution costs	6,035.06	3.33	7,026.14	3.79	5,783.72	3.06	2,561.23	2.45
Administrative expenses	15,665.39	8.64	15,327.01	8.26	17,056.20	9.03	9,902.54	9.46
Total distribution costs and administrative expenses	**21,700.45**	**11.97**	**22,353.15**	**12.05**	**22,839.92**	**12.09**	**12,463.78**	**11.91**
Profit from operating activities	**38,179.25**	**21.05**	**36,960.01**	**19.93**	**40,646.27**	**21.52**	**24,986.83**	**23.88**
Financial income	217.44	0.12	126.47	0.07	159.83	0.08	116.54	0.11
Other income	1,055.20	0.58	531.67	0.29	687.53	0.36	195.65	0.19

Items	2021		2022		2023		6-month of 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Share of loss of subsidiaries, joint ventures and associates accounted for using equity method	(140.73)	(0.08)	(36.22)	(0.02)	168.16	0.09	525.59	0.50
Net gain/(loss) on foreign exchange rate	(1,488.55)	(0.82)	(343.57)	(0.19)	326.86	0.17	(518.21)	(0.50)
Gain/(loss) from fair value measurement of derivative assets	842.96	0.46	306.93	0.17	292.71	0.15	393.50	0.38
Management benefit expenses	(145.49)	(0.08)	(133.09)	(0.07)	(138.55)	(0.07)	-	-
Finance costs	(5,626.07)	(3.10)	(5,230.44)	(2.82)	(6,144.92)	(3.25)	(4,691.01)	(4.48)
Profit before income tax expense	**32,894.01**	**18.14**	**32,181.75**	**17.35**	**35,997.90**	**19.06**	**21,008.89**	**20.08**
Tax expense	(5,969.55)	(3.29)	(6,167.84)	(3.33)	(6,908.96)	(3.66)	(3,979.70)	(3.80)
Profit for the years	**26,924.46**	**14.85**	**26,013.91**	**14.02**	**29,088.93**	**15.40**	**17,029.19**	**16.28**

Source: ADVANC Annual Report

Cash Flow Statement

Items	2021	2022	2023	6-month of 2024
	THB Million	THB Million	THB Million	THB Million
Net cash from (used in) operating activities	86,634.04	81,404.92	87,640.58	53,918.21
Net cash from (used in) investing activities	(45,351.94)	(42,995.86)	(77,986.42)	(16,848.16)
Net cash from (used in) financing activities	(46,963.17)	(42,138.76)	(3,925.92)	(37,684.96)
Effect of exchange rate changes on balances held in foreign currencies	(0.42)	3.93	1.81	(0.66)
Net decrease in cash and cash equivalents	**(5,681.48)**	**(3,725.77)**	**5,730.06**	**(615.57)**
Cash and cash equivalents as at January 1	18,420.77	12,739.29	9,013.52	14,743.58
Cash and cash equivalents as at December 31	**12,739.29**	**9,013.52**	**14,743.58**	**14,128.01**

Source: ADVANC Annual Report

Key Financial Ratios

Financial ratios		2021	2022	2023	6-month of 2024
Liquidity Ratio					
Current Ratio	time	0.39	0.36	0.31	0.3
Quick Ratio	time	0.30	0.26	0.26	n/a
Operating cash flow to current liability	time	0.94	0.87	0.76	n/a
A/R turnover	time	11.41	11.73	10.56	n/a
Collection period	day	32	31	35	n/a
Inventory turnover	time	16.18	13.16	9.08	n/a
Day sales period	day	23	28	40	n/a
A/P turnover	time	4.94	4.95	6.23	n/a
Payment period	day	74	74	59	n/a
Cash Cycle	day	(19)	(15)	16	n/a
Profitability Ratio					
Gross profit margin ratio	%	33.02	31.98	33.61	n/a
Operation income ratio	%	21.05	19.93	21.52	n/a
Other operating income ratio	%	0.70	0.35	0.45	n/a

Financial ratios		2021	2022	2023	6-month of 2024
Free cash flow to EBIT	%	108.13	103.92	23.75	n/a
Net profit margin	%	14.85	14.02	15.40	n/a
Return to Equity Average	%	34.18	31.03	32.96	n/a
Return to Equity as at end	%	32.90	30.31	32.08	37
Efficiency Ratio					
Return on total assets	%	7.62	7.50	7.35	n/a
Return on fixed assets	%	8.53	8.62	8.62	n/a
Total assets turnover	time	0.51	0.54	0.48	n/a
Financial Policy Ratio					
Debt to equity ratio	time	3.35	2.93	4.01	3.7
Interest coverage ratio	time	16.24	17.15	15.19	11.8
Debt service coverage ratio	time	3.70	2.84	1.29	1.6
Dividend payout ratio	%	85.00	88.00	88.00	n/a

Source: ADVANC Annual Report

5. Management Discussion and Analysis

5.1. Financial Summary

2021

Revenue

In 2021, AIS generated a total revenue of THB 181,333 million, increasing 4.9% YoY as a result of core service revenue improvement and an increase in handset sale despite the ongoing effect of the pandemic and weak consumer spending.

Core service revenue (excluding IC and TOT partnership) improved by 1.1% YoY to THB 130,972 million from a strong growth in both fixed broadband and enterprise revenue which was boosted by connectivity demand amid pandemic.

- Mobile revenue was THB 117,244 million, declining 0.7% following a downward trend in ARPU from THB 234 to THB 224 due to a prolonged pandemic and price competition. AIS continued to strengthen quality of network and services, hence saw both prepaid and postpaid subscriber grew strongly by 4% and 13% YoY, respectively.
- Fixed broadband revenue was THB 8,436 million, increasing 21% YoY due to strong subscriber growth from working and studying from home combined with effective churn management despite seeing lower ARPU due to low price offering in the market to address weak consumption.
- Other service revenue was THB 5,291 million, increasing 16% YoY, composed mainly of non-mobile enterprise business which was driven by growing demand for Cloud, Data center, and Enterprise solution following digitization trend.

Revenue from interconnection charge (IC) and TOT partnership reported at THB 13,820 million, slightly increased 0.7% YoY caused by higher network traffic offset with lower Interconnection charge cost.

SIM & Device sales reported THB 36,542 million, increasing 24% YoY from higher sale volume of iPhone13 compared to last year's sale of iPhone12 which came in late. Sale margin remained stable at +0.9% due to strong demand in high margin handset.

Cost & Expense

For 2021, cost of service was THB 85,238 million, increasing 4.5% YoY mainly from spectrum license acquisition and network expansion.

- Regulatory fee was THB 5,320 million, flat YoY aligned with core service revenue with representing a stable ratio at 4.1% as 2020.
- Depreciation & amortization was THB 51,773 million, increasing 3.1% YoY due to spectrum acquisition (700MHz and 26GHz) in 2021 and continued investment in 5G/4G network, offsetting with fully depreciated 3G network equipment.
- Network OPEX & TOT partnership cost was THB 19,128 million, increasing 5.6% YoY from higher base rental & utility as well as maintenance of 5G/4G network.
- Other costs of service were THB 9,017 million, increasing 14% YoY due to higher cost of content i.e. Disney+ hotstar and Olympic program and international call.

SG&A expenses were THB 21,700 million, decreasing -11% YoY mainly due to cost control and continued low marketing activities.

- Marketing expenses were THB 6,035 million, decreasing -8.5% YoY due to lower marketing activities in lockdown restriction period.
- Admin & other expenses were THB 15,665 million, decreasing -12% YoY due to lower bad debt and staff-related expenses. In 2021, % bad debt to postpaid & FBB revenue decreased to 2.6% from 4.4% in 2020.

Net FX loss was THB -646 million in 2021, turned negative, compared to FX gain of THB 2 million in 2020 duet to THB depreciation and increased capex payable.

Finance cost was THB 5,626 million, decreasing -4.9% YoY from lower interest-bearing debt. Average cost of borrowing was 2.6%.

Profit

In 2021, EBITDA was THB 91,408 million increasing 2.2% YoY due to core service revenue improvement and cost measures, with an EBITDA margin of 50.4%, compared to 51.7% last year. Net profit was THB 26,922 million, decreasing -1.9% YoY from unrealized foreign exchange loss and an increase in D&A. Excluding foreign exchange loss, normalized net profit was at THB 27,037 million, declining -1.4% YoY.

Financial Position

For the period ending December 2021, total asset was THB 356,222 million increasing 1.7% compared to ending December 2020 mainly driven by the 700MHz and 26GHz spectrum license acquisition in 2021. Total liabilities of THB 274,397 million, flat YoY from new acquisition of spectrum, offsetting with a decrease long-term borrowing including lower lease liabilities. Interest bearing-debt at the end of December 2021 stood at THB 87,828 million, decreasing from THB 99,600 million at ending December 2020. Net debt to EBITDA (excluding lease liabilities and license payable) was 0.8x. Total equity reported THB 81,825 million, increasing 8.1% from December 2020 due to an increase in retained earnings.

Cash Flow

In 2021, Cash flow from operation reported THB 86,634 million increasing 1.2% YoY following EBITDA improvement. Total investing cash flow was THB 45,298 million including THB 25,786 million for network investment and THB 19,512 million for spectrum license acquired. As a result, free cash flow was THB 41,336 million and ending cash of THB 12,739 million.

Financial Ratios

Profitability: AIS continued to deliver decent profitability with an EBITDA margin of 50.4% from well-managed cost amid pandemic while net profit margin stood at 15%, significantly above industry average. ROE declined from 38% in 2020 to 34% and ROA slightly decreased from 9% in 2020 to 8%.

Liquidity & Leverage: Current ratio was 0.39x, lower than previous year of 0.45x. AIS maintained strong financial position with low net debt to EBITDA of 0.8x and decent interest coverage ratio of 16x.

Asset turnover: Inventory was well-managed with inventory days declined from 44 days to 22 days due to lower handset stock. Account payable days slightly increased from 72 days to 74 days due to higher capex payable following 5G network expansion.

The normal credit term granted by the Company ranges from 14 days to 120 days depend on type of provided service and clients. For consumer business mainly mobile and fixed broadband service, the Company allows 30 days of credit term as majority of service are monthly mobile subscription. However, Enterprise clients has been granted longer credit term ranging from 30 days to 120 days depend on type of services. Average collection period (days) for 2021 was 32 days, decreasing from 38 days in 2020. Although, AIS provided relaxed payment for consumers and enterprise clients during pandemic situation in 2Q21 and in the lockdown period in 3Q21, the rest in 2021 had a normal collection process.

2022

Revenue

In 2022, AIS generated total revenue of THB 185,485 million, increasing 2.3% YoY as a result of core service revenue improvement and growth in handset sales benefited from iPhone launching earlier by one quarter compared to the previous year despite the rising inflation which limited consumer purchasing power.

Core service revenue (excluding IC and NT partnership) recorded at THB 133,033 million, improving 1.6% YoY from strong growth in both fixed-broadband and non-mobile enterprise business.

- Mobile revenue reported THB 116,696 million, decreasing -0.5%YoY from lowered ARPU from THB 224 to THB 213 as a result of continuing price competition and delayed economic recovery. With AIS leadership in superior network quality, the revenue is sustained with increased 5G subscribers and a recovery in IR/IDD revenue from border re-opening. Prepaid and postpaid subscribers grew 2.6% and 9% YoY respectively.
- Fixed broadband revenue was at THB 10,064 million, increasing 19% YoY driven by strong subscriber growth of 22% YoY from a genuine need for quality broadband at home despite customers returning to their pre-covid routines combined with the expansion of service coverage in suburban areas. ARPU still faced a downward trend from low-price package offerings.
- Enterprise non-mobile revenue & others were at THB 6,274 million, improved 19% YoY from increasing demand of CCIID leading by Cloud Services and ICT Solutions following the digitization trend.

Revenue from interconnection charge (IC) and NT partnership was at THB 12,976 million, decreasing -6.1% YoY due to lower network traffic with NT and Interconnection charges compared to the previous year.

SIM & Device sales reported at THB 39,476 million, growing 8.0% YoY from a higher sale volume of iPhone14 (all models) compared to last year's sale of iPhone13 as iPhone14 was launched earlier by one quarter this year. The sale margin increased from 0.9% to 1.0% due to a higher mix of high-margin handsets.

Cost & Expense

In 2022, the cost of service was at THB 87,076 million, increasing 2.2% YoY affected by rising utility cost and cost of cloud in line with higher cloud sales to enterprise customers this year.

- Regulatory fee was at THB 5,502 million, increasing 3.4% YoY aligned with an increase in core service revenue. The ratio has been maintained at 4.1%.
- Depreciation & amortization was THB 51,296 million, decreasing -0.9% YoY due to fully depreciated 3G network equipment offset with our continued investment of 5G network rollout. AIS invests with optimization and superior network quality in mind and expanded in the area with high utilization.
- Network OPEX & NT partnership cost was at THB 20,075 million, increasing 4.9% YoY due to the increased utility cost following the rising energy price and higher required network capacities and base stations from 5G rollouts. NT partnership cost dropped in line with lower network traffic with NT.
- Other costs of service recorded at THB 10,202 million, increasing 13% YoY with full year effect of content cost following the acquiring new content and Disney+ Hotstar in July 2021. The cost of cloud sales also increased corresponding with a higher cloud revenue.

SG&A expenses recorded THB 22,353 million, increased 3.0% YoY, driven by marketing expenses following the resumed economic activities offset with continuous efforts to optimize and improve efficiency and productivity in all areas resulting in lower administrative expenses.

- Marketing expenses at THB 7,026 million, increasing 16% YoY from resumed advertisements and handset subsidy campaigns post COVID-19 lockdowns which reflected in last year's low base.
- Admin & other expenses at THB 15,327 million, decreased -2.2% YoY, mainly from cost control initiatives and lower staff-related expenses. Bad debt provision as % of postpaid and FBB revenue remained at 2.6%.

Net FX loss was at THB -37 million in 2022, compared to FX loss of THB -646 million last year. The strengthened THB in 4Q22 helped covered the FX losses from depreciated THB in the previous quarters. AIS has the policy to mitigate the currency risk using hedging instruments where applicable.

Other income dropped -50% YoY as there was a special one-off item booked in 2Q21.

Finance cost was at THB 5,231 million, decreased -7.0% YoY from lower interest-bearing debt. The average cost of borrowing slightly increased from 2.6% to 2.8% affected by rising interest rates.

Income Tax was at THB 6,168 million, increased 3.3% YoY. The effective tax rate was 19.2% increasing from 18.1% in 2021 due to expiring tax benefits.

<u>Profit</u>

EBITDA in 2022 was at THB 89,731 million, decreasing by -1.8% YoY from lower operating profit as an impact from normalized marketing expenses and high utility cost

EBITDA margin was at 48%, declining from 50% in 2021 mainly due to an increased mix of handset sales to total revenue.

The reported net profit was at THB 26,011 million, dropping -3.4% YoY from the challenging cost environment in operations despite improved FX impact and lower finance cost.

<u>Financial position</u>

For the period ending December 2022, the total assets reduced -5.4% to THB 337,044 million compared to the end of 2021 when we acquired 700MHz and 26GHz spectrum licenses. There was no new spectrum license in 2022. Current assets were at THB 34,338 million which decreased -3.5% from lower cash. Total non-current assets were at THB 302,706 million, decreased -5.6% due to the amortization of spectrum licenses, Network and PPE, and lower right-of-use assets.

Total liabilities closed at THB 251,227 million, declining -8.4% from the end of 2021. Interest-bearing debt stood at THB 84,410 million, decreased by -3.9% from lower long-term borrowing. Net debt to EBITDA (excluding lease liabilities and license payable) remained healthy at 0.8x. Total equity was at THB 85,816 million, which increased 4.9% from higher retained earnings.

Cash flow

In 2022, cash flow from operation (after tax) reported at THB 81,405 million, decreased -6.0% YoY following a decreased in EBITDA. Cash outflow for network investment was at THB 32,319 million and at THB 11,039 million for spectrum license. As a result, free cash flow for 2022 was at THB 25,599 million (OCF less CAPEX, spectrum license and lease liabilities paid). In total, net cash decreased by THB 3,726 million resulting in outstanding cash of THB 9,014 million at the end of December 2022.

Financial ratios

Profitability: AIS continued to deliver profitability with an EBITDA margin of 48.4% from well-managed cost amid a rising cost environment and pressure from price competition while the net profit margin stood at 14%, significantly above the industry average. ROE declined from 34% in 2021 to 31% and ROA slightly decreased from 7.7% in 2021 to 7.5%.

Liquidity & Leverage: Current ratio was at 0.36x, lower than the previous year of 0.39x. AIS maintained a strong financial position with low net debt to EBITDA of 0.8x and a decent interest coverage ratio of 16x. In 2022, the Company maintained a credit rating of AA+(th) from Fitch Ratings and BBB+ from S&P Global rating. The company places an importance to maintain its credit rating in the interest of keeping the capital costs at an appropriate level and strive to maintain the financial ratio that are keys to credit rating consideration such as Net Debt to EBITDA. However, there is no debt covenant that mentioned the required ratio that the company needs to adhere to.

Asset turnover: The company holds good inventory management by controlling the inventory turnover ratio in line with business operations. In 2022, the company had inventory turnover of 6.6 times, decreased from the previous year at 16.2 times and inventory days increased from 22 days to 27 days due to increased stock handset after a supply shortage in 2021, Total asset turnover was 0.54 times increased from 0.51 times and Account payable days maintained at 73 days, the same level as in 2021.

2023

Revenue

In 2023, AIS achieved a total revenue of THB 188,873 million, marking a YoY increase of 1.8%. This growth was from improved service revenue from the consolidation of TTTBB performance, organic growth in broadband service, a revival of mobile service, and a strong momentum in enterprise business, partially offset by reduced device sales revenue. Excluding TTTBB impact, total revenue increased 0.7% from lower device sales.

Core service revenue (excluding IC and NT partnership) recorded at THB 138,569 million, an increase 4.2% YoY driven by the inclusion of TTTBB performance, improved mobile revenue, and growth momentum on fixed broadband and enterprise. Excluding TTTBB impact, organic growth was at 2.5% YoY.

- Mobile revenue was at THB 118,130 million, increased 1.2% YoY growing due to a focus on providing quality and superior experience to the customer and value-added product offerings, boosted by the overall economic recovery and increased consumer spending attributed from increased domestic and international tourism which led to higher roaming revenue. Our efforts to increase 5G adoption also provide additional uplift to the ARPU.

- Fixed broadband revenue was at THB 13,621 million, marking a 35% YoY increase due to the TTTBB consolidation of 46 days and sustained organic growth. The growth was also driven by quality customer acquisitions in the suburban areas through the introduction of attractive value packages aiming to uplift new customer ARPU while introducing convergence products to cross-sell and upsell to existing customers. Excluding TTTBB, broadband organic growth was at 17% YoY
- Enterprise non-mobile & others was at THB 6,819 million, reflecting 8.7% YoY fueled by the robust performance of Enterprise Data Services (EDS) and Cloud services in alignment with the prevailing digitalization trend. This growth also includes the consolidation of TTTBB revenue for enterprise customers. Excluding this impact, enterprise business and others grew 4.6%.

Revenue from interconnection charge (IC) and NT partnership was at THB 13,352 million, showing a 2.9% increase from higher traffic usage with NT, despite a lower interconnection rate

SIM & Device sales reported THB 36,952 million, showing an -6.4% YoY decrease, caused by diminished sales volume, particularly during the midyear period when no new flagship phones were launched, and a decrease in bundled packages with subsidized handset sales. Furthermore, the government tax campaign in early 2024 delayed significant customer expenditures in the last quarter of the year. The sales margin increased from 1.0% to 1.8% due to a higher mix of high-margin handsets.

<u>Cost & Expense</u>

In 2023, the cost of service was THB 89,110 million, which increased 2.3% YoY due to TTTBB impact, higher IDD cost and network operating, including expenses related to electricity, and partnership costs with NT. Excluding TTTBB, the cost of service increased 1.0% YoY.

- Regulatory fee was THB 5,680 million, increasing 3.2% YoY, in line with an increase in core service revenue. The regulatory fee as a percentage of core service revenue remained flat around 4.1%.
- Depreciation & amortization were at THB 51,404 million, relatively flat at 0.2% YoY due to the fully depreciated network equipment, offset by the depreciation of new assets, including the 700MHz spectrum, and the Right of Use resulting from the consolidation of TTTBB.
- Network OPEX & NT partnership cost was at THB 21,825 million, increased by 8.7% YoY mainly due to increased network electricity cost from a low base of FT rate in the previous year. In addition, the higher NT partnership costs are associated with the NT partnership revenue.
- Other costs of service recorded at THB 10,201 million, flat YoY from higher IDD costs correlated with the increase in IDD revenue offset by lower interconnection costs. Additionally, there are some additional expenses related to the consolidation of TTTBB's costs,

SG&A expenses were at THB 22,840 million, slightly increased 2.2% YoY despite TTTBB impact due to the cost optimization efforts in marketing expenses. Excluding TTTBB, SG&A decreased -1.4% YoY.

- Marketing expenses reported at THB 5,784 million, decreasing -18% YoY from the high base last year after the country reopened post-COVID-19 and cost controls in advertising expenses.
- Admin & other expenses were at THB 17,056 million, increasing 11% YoY driven by higher employee-related costs and from the inclusion of expenses related to TTTBB acquisition. The increment also include asset provision expense occurred in 4Q23. The provision of bad debts as of postpaid and broadband revenue was 2.3% lower from 2022 at 2.6%.

Net FX gain at THB 620 million in 2023, compared to FX loss of THB -37 million in 2022. AIS has the policy to mitigate the currency risk using hedging instruments where applicable.

Other Income at THB 877 million, increased 79% YoY from a one-time gain recognized in 3Q23 of THB 434 million from Rabbit Line Pay (RLP) divestment.

Finance cost was at THB 6,145 million, increasing 17% YoY mainly from acquisition funding. The average cost of borrowing was 2.9% in 2023.

Income Tax was at THB 6,909 million, increasing 12% YoY, following the increase in profit before tax. The effective tax rate was at 19.2% relatively flat from 2022

Profit

In 2023 EBITDA was at THB 93,388 million, increasing 4.1% YoY driven by an increase in core service revenue and the positive contribution from TTTBB consolidation. Excluding TTTBB, EBITDA grew 3.0%.

EBITDA margin was at 49.4%, compared to 48.4% in 2022 from a lower proportion of device sales revenue

The reported net profit was at THB 29,086 million, increasing 12% YoY, a noteworthy increase in core service revenue, surpassing growth in both OPEX and SG&A expense, which are continuously being optimized despite the profit-dilution impact of TTTBB consolidation. Furthermore, there was also a positive impact from foreign exchange gain and disposal of RLP in Q3. Excluding one-time items, FX gain, and TTTBB impact, the normalized net profit was THB 28,656 million, improving 12% YoY.

Cashflow

In 2023, cash flow from operation (after tax) reported at THB 87,641 million, increasing 7.7% compared to 2022 following an improvement in EBITDA. Net cash outflow from investing was at THB 37,088 million for network investment and at THB 13,904 million for spectrum license. As a result, free cash flow for 2023 was at THB 23,480 million (OCF less CAPEX, spectrum license, and lease liability paid). In summary, net cash increased by THB 5,730 million resulting in an outstanding cash of THB 14,744 million at the end of December 2023.

Financial Ratio

Profitability: AIS continued delivering healthy profitability with an EBITDA margin of 49.4% from the focus on profitable revenue and well-cost control especially in marketing expenses. Net profit margin remained at 15%, while ROE improved to 33% and ROA stood at 7.3%.

Liquidity & Leverage: Current ratio was at 0.3x which illustrated stable liquidity status. Net debt to EBITDA rose up from 2.0X in 2022 to 2.9x and remained manageable despite new debt incurred for the acquisition deal. The interest coverage ratio remains healthy at 13x. In 2023, the Company maintained a credit rating of BBB+ from S&P Global rating and being upgraded to AAA(th) from Fitch Ratings. The company places an importance to maintain its credit rating in the interest of keeping the capital costs at an appropriate level and strive to maintain the financial ratio that are keys to credit rating consideration such as Net Debt to EBITDA. However, there is no debt covenant that mentioned the required ratio that the company needs to adhere to.

Asset turnover: The inventory was effectively managed, although inventory days increased from 28 days to 40 days. This was a result of an elevated handset stock-to-sales ratio due to the government tax campaign in early 2024, which postponed significant customer expenditures in the last quarter of the year. Account payable days was at 166 days, declined from 187 days in 2022 (Calculated from 365 / Cost of service excluding IC / Trade accounts and other payable.)

Credit term and collection period: The normal credit term granted by the Company ranges from 14 days to 120 days depending on the type of provided service and clients. For consumer business, mainly in mobile and fixed broadband service, the Company allows 30 days of credit term as most services are monthly mobile subscriptions. However, for enterprise clients, a longer credit terms were granted ranging from 30 days to 120 days depending on the type of services. The average collection period (days) for 2023 was 52 days (Calculated from 365 / Core service revenue excluding NT partnership & IC / Trade accounts and other receivables.)

6-month of 2024

In First 6-month period of 2024, Core service revenue reported at THB 79,665 million, expanding 18% YoY, benefiting from TTTBB consolidation, growth momentum in mobile and organic growth fixed broadband services. Mobile revenue saw revival, increasing 4.0% YoY, fueled by rising data demand and higher tourist-related revenue. Fixed broadband grew significantly by 159% YoY, through acquisition of TTTBB, expansion into under-penetrated areas, and ARPU uplift from upselling bundled FBB products and content services. Enterprise and other service revenue rose 33% YoY following TTTBB revenue recognition and increased demand for connectivity products.

The cost of services increased by 12% YoY, from consolidation of TTTBB and higher depreciation and amortization costs which is increased by 16% YoY following 3BBIF fiber rental recognition, the acquisition of 700 MHz spectrum license in 4Q23, and ongoing 5G network expansion. Network OPEX increased 10% YoY due to TTTBB consolidation and higher network utilization. Total SG&A increased by 18% YoY, from a 25%

increased of admin expense due to higher staff cost from acquisition and provision for obsolete equipment, while marketing expense benefited from government campaign and optimization effort, decreased by -3.6% YoY.

In First 6-month period of 2024 EBITDA increased by 21% YoY as a result of TTTBB EBITDA contribution and business growth. The net profit reported at THB 17,028 million, an increase of 22% YoY driven by operating performance and profit sharing from 3BBIF.

Financial Position

Total asset as of ending quarter declined -3.5% from the end of 2023 to THB 438,519 million. Current assets was at THB 41,136 million, decreasing -2.7% mainly from lower inventories related with handset sales during first 6-month period of 2024. Total non-current assets was at THB 397,383 million, decreasing -3.6% due to the amortization of spectrum licenses, PPE, and right-of-use assets.

Total liabilities amounted to THB 344,516 million, declined -5.3% due to lower long term borrowing from debt repayment and lower spectrum payable and lease liability. Interest- bearing debt stood at THB 115,837 million, decreasing by -9.0%. Net debt to EBITDA (including lease liabilities and license payable) was at 2.5x. Total equity was at THB 94,003 million, increasing 3.7% from increased retained earnings.

Cash Flow

In First 6-month period of 2024, cash flow from operation (after tax) was reported at THB 53,918 million, increasing 42% compared to First 6-month period of 2023 following a improvement in EBITDA. Net cash outflow from investing was at THB 16,848 million and at THB 5,189 million for spectrum license. As a result, free cash flow for First 6-month period of 2024 was at THB 27,945 million (OCF less CAPEX, spectrum license and lease liability). In summary, net cash decreased by THB 616 million resulting in an outstanding cash of THB 14,128 million at the end of June 2024.

6. Industry Overview

6.1. Industry Competition in 2023

6.1.1. Mobile industry competition began to level off while the country's economy witnessed slow growth

In 2023, the Thai economy grew from the previous year, attributable to the revival of the country's tourism sector both locally and internationally despite the lower-than-expected number of international tourists. Simultaneously, private sector consumption rebounded from increased employment and enhanced consumer confidence toward overall economic conditions. However, the export sector experienced a steady slowdown driven by subdued demand from overseas trade partners due to the global interest rates tightening in the money market. In the meantime, Thailand saw signs of recovery in inflation, supported by government policies that contributed to a lower cost of living, thereby boosting purchasing power in the domestic market.

Last year, the mobile industry in Thailand saw a significant market change from the merger of operators, resulting in in the existence of two major private operators and one state enterprise operator. For 2023, the mobile industry's revenue declined compared to 2022, totaling THB 301,000 million. 1 . With competition stabilizing in the industry, operators attempted to offer attractive mobile plans bundled with diverse services to satisfy consumer needs while promoting the utilization of 5G network. Overall, the number of mobile users remained stable at 96 million

AIS' strategic focus on delivering quality products and services, along with offerings tailored to customer needs, resulted in a 0.5% growth in average revenue per user (ARPU) and a 1.2% increase in mobile service revenue, surpassing industry's growth. Despite a 3.0% decline in the total number of subscribers by the end of 2023, AIS garnered a 46% 1 share in term of subscribers and a 49% 1 share in term of revenue.

6.1.2. Offering 5G services and expanding 5G network to meet the increasing demands of consumer and enterprise clients

In 2023, mobile operators continued their focus on the continuous expansion of 5G networks to accommodate a robust growth in the number of 5G users. The previous year saw Thailand achieving over 90% 5G population coverage, with a total of 19 million subscribers, representing 20% of the user bases. The rapid increase in 5G usage was driven by a shift in consumer digital behavior towards data consumption, making them better suited for 5G mobile plans that offer larger data allowances than other plans. This trend was supported by the broader availability of 5G handsets at more affordable prices. Crucially, 5G technology played a pivotal role in enhancing work efficiency for the industrial sector, offering high speed, low latency, and supporting a massive number of connected devices simultaneously. This capability allowed the Thai business sector to envision opportunities for integrating 5G technology with other solutions into operational processes to elevate efficiency, security, and effective cost management, thereby contributing to the sustainable growth of Thai business organizations.

Acknowledging the growing significance of 5G technology for both users and enterprise clients, AIS commits to advancing its 5G network to deliver superior quality and broader coverage. The focus is on emphasizing the efficiency and value that users can derive from utilizing 5G-enabled products and services. Additionally, business-to-business (B2B) clients are increasingly adopting 5G technology to streamline work processes, enhance security, and ensure prompt responses to challenges. In the past year, AIS served as an intermediary platform, connecting Thai business organizations with global developers to select 5G-based use cases that meet the demands of B2B clients. The primary emphasis was on four industries: Smart Manufacturing & Smart Factory, Smart Property, Smart Transportation & Logistics, and Retail. The heightened importance of 5G technology positions 5G-related products as key drivers for AIS's long-term growth.

6.1.3. Fixed Broadband showed consistent growth driven by expansion of users and value-added services

Fixed Broadband market grew steadily in line with urban expansion in Thailand, resulting in a higher demand of Thai households for data information access as well as digital usage. In 2023, the number of internet users in Thailand reached 10.4 million households, an increase of 1.6% from 2022. The penetration rate of internet broadband in the country stood at 48% while the total industry value of the broadband market at the end of 2023 amounted to THB 60 billion, a slight decrease of 2%. This decline was influenced by marketing strategies that focused on offering affordable package plans and discounts to retain and expand customer bases, overshadowing attempts to adopt a value-adding strategy and provide convergence services. Consequently, the average revenue per user (ARPU) for the broadband market remained relatively unchanged from the previous year.

In 2023, a significant milestone for AIS in the fixed broadband service was the acquisition of Triple T Broadband Public Company Limited, the operator of '3BB' brand. The merger was completed on November 15, 2023, positioning AIS as a leader in the fixed broadband industry in Thailand. With 4.7 million household subscribers, AIS commands a 46% market share, supported by a broadband fiber network that spans over 13.3 million households. This extensive network enhances access to digital products and services, especially for users in remote areas, laying a robust foundation for the future development of Thailand's digital economy

6.1.4. Technology and digital services played a pivotal role in the operational landscape of Thailand's business sector

In the current business landscape, organizations, ranging from small businesses to large corporations, must be equipped to navigate the dynamic economic and social conditions, highlighting the pivotal role of digitalization in their operations. Despite facing challenges such as a political vacuum post-election and a slowdown in international trade due to economic sluggishness, Thailand's technology and digital services market achieved a notable 10% growth in 2023, reaching a total industry value of THB 160,000 million. Key products and services encompassed enterprise data services, cloud offerings, cybersecurity services, data centers, Internet of Things (IoT), and ICT solutions, contributing to the robust expansion of the enterprise service business. These services attract attention from global partners eager to collaborate with Thai operators, presenting opportunities for local telecom service providers with an enterprise client base to join forces with international partners in introducing new technology to clients. Beyond the business sector, there are prospects for investment and the development of new products to align with consumer adjustments toward a lifestyle that increasingly incorporates digital technology into their daily routines.

AIS is dedicated to delivering essential services to enterprise clients, starting with enterprise data services as the initial phase to prepare their operations for digitalization. Additionally, AIS is well-positioned to provide value-added services, including cloud services, data centers, digital business solutions, and diverse platforms, offering clients a comprehensive one-stop solution for digitalization. This strategic approach led to a 10% increase in revenue from AIS' enterprise non-mobile business in 2023.

6.2. Outlook for 2024

6.2.1 Mobile business growth from commitment to quality and superior user experience

Thailand's economic outlook for 2024 anticipates to continuously expand from 2023 where the National Economic and Social Development Council (NESDC) projects a growth range of 2.7% to 3.2%3. This growth is propelled by government stimulus packages, private sector domestic consumption, and a recovery in goods exports. However, uncertainties linger due to uneven household income recovery, elevated household debt levels, and economic slowdowns in major trade partners, particularly China.

Overall, the telecommunications industry is expected to benefit with an expansion in private consumption and the government stimulus packages, fostering increased telecom usage and domestic consumption. Furthermore, the arrival of international tourists is poised to elevate international-related usage and roaming, contributing to overall revenue growth in the mobile industry. Meanwhile, the market competition is projected to remain stable from 2023. The industry service providers are likely to offer comprehensive plans addressing users' digital needs with enhanced privileges, to deliver diverse values and experiences.

In 2024, AIS is committed to deliver products and services prioritizing quality and best user experience to grow mobile service revenue. The Company is also dedicated to differentiation by elevating user experience through the development of functions within key channels like MyAIS application. Additionally, AIS is delivering various comprehensive points and privileges through collaborations with numerous business partners, aligning with the principles of ecosystem economy to strengthen relationships with all customer groups.

6.2.2 5G technology usage set to grow amid rising demand for data access and evolving user digital behaviors

In 2024, 5G technology and 5G market value will continue growing as consumers has tendency to opt for 5G plans with higher data offering and distinctive value of high speed and low latency, to enjoy the enhanced user experience and improved efficiency. In addition, higher numbers of affordable 5G-enabled handsets foreseen in the market will further expand the customer base for mobile operators.

AIS aims to encourage user transition to the 5G network through strategies like enhancing the network for comprehensive and efficient usage, providing diverse 5G plans that match the customer needs, and offering smartphone bundling with 5G plans. Beyond general users, AIS pledges to extend its 5G services to enterprise clients, encouraging them to incorporate 5G technology and solutions into business operation such as remote controlling, real-time monitoring, unmanned vehicles, smart factories. This extension is expected to grow AIS' 5G revenue base in the future.

6.2.3 Fixed broadband market continues the trajectory of sustained growth

Thailand fixed broadband market is poised to sustain its growth, driven by the growing digital lifestyles and a 50% broadband penetration rate, signifying lucrative opportunities for market expansion especially in remote areas. Competition is expected to remain stable from the previous year with service providers place more emphasize on diverse and quality plans, including fixed-mobile convergence, bundled Internet of Things (IoT) offerings, and smart home solutions to meet consumer digital demands. The efforts aim to increase users and the market value for the broadband industry for 2024.

AIS sets to achieve its broadband growth target by synergizing the strengths of the 'AIS Fibre' and '3BB' brands under the 'AIS 3BB Fibre 3' concept. This involves integrating the networks of both companies, covering over 13.3 million households, and enabling AIS to extend its customer base into new areas. With a combined coverage of 4.7 million households nationwide, AIS can diversify its product and service offerings beyond home internet services, adding significant value to its fixed broadband business.

6.2.4 Heightened importance of digital technology amid the evolving social-economic context

In the face of dynamic socio-economic changes, digital technology becomes crucial for Thai industries to adapt by incorporating digital technology to enhance competitiveness and ensure efficient organizational management. Essential products and services to digital transformation such as connectivity, enterprise data service, business cloud, and data center, are crucial for business organizations to help increase the flexibility and convenience in operations. Similarly, the increased importance on safety and occupational health in the workplace may drive the adoption of automation and unmanned solutions, presenting future technological opportunities for business.

In 2024, AIS anticipates sustained growth in enterprise client business, prioritizing products and services to propel digitalization in the business sector and create new capabilities that can gain competitive advantages despite challenging economic contexts. Emphasis remains on offering connectivity services such as network technology, secure local and international cloud-based solutions, and diverse digital platforms. This includes offerings like Communication Platform-as-a-Service (CPaaS) and the AIS Paragon platform, catering to varied application needs and fostering mutual growth for AIS and its enterprise clients

Attachment 4
Summary Information of
Thaicom Public Company Limited ("THCOM")

1. General Information

Company Name	:	Thaicom Public Company Limited
Head Office Address	:	349 SJ Infinite 1 Business Complex, 28th Floor, Vibhavadi Rangsit Road, Chompol Sub-district, Chatuchak District Bangkok 10900
Telephone	:	0-2591-0736-49
Fax	:	0-2591-0705, 0-2299-5252
Type of Business	:	The Company operates 4 main business sectors as follows: 1. Satellite and Related Services 2. Internet and Media Services 3. Telephone Business Abroad 4. Other Joint Ventures
Registration number	:	0107536000897
Website	:	www.thaicom.net
Registration Capital	:	THB 5,499,884,200.00
Paid-up Capital	:	THB 5,480,509,770.00 Divided in common shares with a par value of THB 5.00

2. Business Information

2.1. Primary Business History and Development

The Company was established on November 7, 1991 by Intouch Holdings Public Company Limited (INTOUCH) (formerly known as Shin Corporation Public Company Limited), and was granted a 30-year Domestic Communications Satellite Operating Agreement by the Ministry of Transport and Communications (currently transferred to the Ministry of Digital Economy and Society). The Company had the right to build, launch and operate satellites with a requirement that the Company paid the Ministry of Digital Economy and Society (MDES) an agreed % of the Company's annual gross revenue earned from the transponder business, or a minimum remuneration, whichever was higher. Under the Agreement, the Company must transfer ownership of the satellites, satellite control station, and all related operational equipment to the MDE once the construction and installations were complete. The Agreement expired since September 11, 2021.

On December 17, 1991, His Majesty King Bhumibol Adulyadej officially bestowed the name "THAICOM" on the first of the Company's satellites. Abbreviated from "Thai Communications," the name is symbolic of the linkage between Thailand and modern communications technology.

The Company has successfully launched a total of 8 Thaicom satellites as follows:

- Satellites launched and were de-orbited including Thaicom1, Thaicom 2, Thaicom 3 and Thaicom 5.
- Satellites launched and already delivered back to the Ministry of Digital Economy and Society after the concession contract expired on September 10, 2021, were Thaicom 4 and Thaicom 6 satellites.
- Satellites launched and the Company provided services under the telecommunications business license were Thaicom 7 and Thaicom 8 satellites.

During 2023, the Company's subsidiary was the successful bidder for the rights of use of the orbital slots at 119.5 degrees East, 120 degrees East, and 78.5 degrees East, arranged by the National Broadcasting and Telecommunications Commission (NBTC). The Company plans to invest in 3 satellites at 119.5 degrees East, of which their commercial services will begin during 2025 - 2027.

The Company expanded its business operations to include Internet services, while telephone services and DTV satellite television dish sales operations were added in 1997, 2000 and 2007 respectively.

Thaicom has also delivered Earth Insights, an earth observation (EO) platform that collaborates with its partner to utilize from space-based data analyzed with Artificial Intelligence (AI) and Machine Learning (ML) to accommodate the growing needs of customers in various industries, including agriculture, tourism, disaster prevention and mitigation, and natural resource and environmental conservation.

The Company became a listed company on the Stock Exchange of Thailand on January18, 1994. As of 31, 2023, Gulf Ventures Company Limited, which is the Company's major shareholder, holds 41.14% of the Company's shares.

Significant Changes and Developments within the Group during the past 3 years

<u>2021</u>

- The Company obtained an agreement from the Ministry of Transport and Communication (currently transferred to the Ministry of Digital Economy and Society) for a period of 30 years to operate and administer satellite projects. The agreement expired on 10 September 2021 and the Company completely handed over possession of the satellites and other assets under the agreement to MDE on the date of the end of the satellite operation agreement. National Telecom Public Company Limited has been assigned by the Ministry of Digital Economy and Society to operate satellites after the expiry of the Concession.
- After the end of the satellite operation agreement for domestic, the Company's subsidiary has entered into the memorandum of agreement to purchase some bandwidth capacity on Thaicom 4 and Thaicom 6 Satellites from National Telecom Public Company Limited. Therefore, the group of Company is able to continue providing transponder services on

Thaicom 4 and Thaicom 6 Satellites to some of the existing customers from September 11, 2021 onwards.

- On June 8, 2021, the Company established TC Space Connect Company Limited (TCSC) to provide services for communication, satellite, and related business, with registered capital of THB 100 million, at par value of THB 10 per share and paid-up capital of THB 25 million. THCOM holds 99.99% stake of its share capital.

2022

- On November 22, 2022, Space Tech Innovation Company Limited was established to provide services for communication, satellite, and related business, with registered capital of THB 100 million, at a par value of THB 10 per share and paid-up capital of THB 25 million. THCOM holds a 99.99% stake in its share capital.
- The Company has been selected for the 2022 Thailand Sustainability Investment (THSI) list based on SET's annual sustainability assessment. This recognition was awarded to Thaicom for the 8th consecutive year, reflecting a balance of outstanding performance across financial, environmental, social, and governance (ESG) dimensions, which are the powerful mechanisms for sustainable development.
- The Company's 2022 Annual General Meeting of Shareholders was evaluated by the Thai Investors Association under the AGM Assessment Program and was awarded a perfect score of 100 points, this is a score higher than the average of all listed companies' assessments.

2023

- On 18, 2023, Space Tech Innovation Company Limited ("STI"), which is a wholly-owned subsidiary of the Company, received the notification from the National Broadcasting and Telecommunications Commission ("NBTC") declaring that STI was the successful bidder for the rights of use of the orbital slots at 119.5 degrees East, 120 degrees East, and 78.5 degrees East. The license for Telecommunication Service Type III, for network providers and service providers for such slots was granted for 20 years, starting from May16, 2023
- On 7, 2023, the meeting of shareholders has approved STI to invest in the satellites for the orbital slot of 119.5 degrees East as a priority. The project comprises of the investment for the construction of the satellite for the orbital slot of 119.5 degrees East and the license fees for all of the orbital slots. This project will come to a total investment budget of no more than THB 15,203 million. As to the 78.5 degrees East orbital slot, within 3 years after acquiring the orbital slot and Type 3 telecommunications license, STI would need to launch a satellite into 78.5 degrees East orbit in order to maintain the complete operating rights in that satellite orbital position of 78.5 degrees East orbit, allowing the Company to have some additional time to

carefully consider an investment in the satellite project at the orbital slot of 78.5 degrees East. In relation to the 120 degrees East orbital slot, its satellite network filing that is still the primary right of use and would require further frequency coordination. The feasibility of satellite production will be determined once frequency coordination has been concluded and presented to the NBTC. As a result, there are currently no plans for the Company and STI to construct a satellite in this orbital slot.

- On 7, 2023, the Company announced the signing of a partnership agreement between STI and Eutelsat Asia PTE. LTD. (Eutelsat Asia), a subsidiary of Eutelsat SA, one of the world's leading satellite operators. This partnership relates to the new satellite to be launched at the orbital slot of 119.5 E. Under the agreement, Eutelsat is committed to lease and operate the service for 50% of the satellite capacity during its lifetime of 16 years.
- On 11, 2023, the Company announced a contract with Airbus Space Systems to design and build a new satellite. Airbus will build the satellite applying the newest design technology, and propose to deliver the satellite in 2027. This is the ninth order of Airbus' OneSat line of satellites, which is capable of adjusting the coverage area, capacity, and frequency "on the fly" to respond to future communications by enabling the adoption of new technologies while the satellite is in orbit. This satellite will be able to extend connectivity in Ku-band enhanced service and customers' relationship across Asia Pacific, strengthen the potential of providing integrated services and build confidence in providing stable services to customers.
- The Company's 2023 SET ESG Rating was appraised as AAA, the highest rating. The total score was 92, which is higher than the average score of listed companies in SET as well as Technology sector. In 2023, the stock exchange of Thailand announced the change of Thailand Sustainability Investment (THSI) to SET ESG Rating. A company that failed to achieve the sustainability assessment would not get the SET ESG Rating.
- The Company received a corporate governance rating of excellent, or 5 stars for the 11th consecutive year (2013- 2023) of Corporate Governance Report on listed companies conducted by the Thai Institute of Directors (IOD) together with the Stock Exchange of Thailand (SET).
- The Company's 2023 Annual General Meeting of Shareholders was evaluated by the Thai Investors Association under the AGM Assessment Program and was awarded a perfect score of 100 points, this is a score higher than the average of all listed companies' assessments.

<u>2024</u>

- On January 31, 2024, the Company collaborated with the Thai General Insurance Association and the Department of Agricultural Extension to launch an initiative aimed at supporting farmers and ensuring the sustainability of Thailand's crop insurance. This system will employ

Earth Observation Satellites, Data Analytics Systems, and Artificial Intelligence/Machine Learning, to analyze vast datasets, encompassing information on agricultural plots, rice varieties, disaster-stricken areas, and other relevant data.

- On March 6, 2024, the Company announced the selection of Astranis, a leading U.S.-based satellite manufacturer and operator, to provide THAICOM-9 scheduled for launch in 2025. The newest addition to strengthen Thaicom's fleet at 119.5 degrees East. This satellite will leverage High Throughput Satellite (HTS) with the flexibility to adapt its mission while in orbit. The satellite is equipped with high-performance software-defined radio, that can change coverage and bandwidth allocation on orbit to serve multiple geographies while also allowing it to dynamically change frequencies, power levels, and other operational variables on the fly.
- June 7, 2024, The Royal Thai Air Force (RTAF) has partnered with the company in a Memorandum of Understanding (MoU) for collaboration in aerospace technology development. This partnership aims to research and develop aerospace and related technologies, to enhance the RTAF's mission capabilities and safeguard Thai airspace and space as well as to promote sustainable self-reliance in the defense industry.
- July 11, 2024, Thaicom, a 'CarbonWatch' platform developer, received certification for its forest carbon sequestration assessment tool utilizing remote sensing technology and artificial intelligence. This certification was granted by the Greenhouse Gas Management Organization, making it the first in Thailand and ASEAN. The platform is under Earth Insights, and it is prepared to provide carbon credit services to customers in Thailand. The Company is also moving forward with expanding its collaboration with the Mae Fah Luang Foundation under Royal Patronage.

2.2. Nature of business operations

Business operations of the Company based on main business segments:

2.2.1. Satellite and Related Services

2.2.1.1. Satellite Communications and Related Services by Thaicom Public Company Limited, TC Broadcasting Company Limited (TCB), and IPSTAR Group

<u>THAICOM satellites</u>

The Company's satellite 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

  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 ended on 10th September 2021 and the Thai government assigned National Telecom Public Company Limited (NT) to manage satellites under the satellite concession. The Company has leased THAICOM 4 and THAICOM 6 satellites capacity from National Telecom Public Company Limited (NT) and the Company owns satellite capacity for THAICOM 7 and THAICOM 8. The specifications of Thaicom's satellite fleet are as follows:

	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
	LEASED SATELLITES (from National Telecom Public Company Limited (NT)		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[1)]	12 years	15 years	15 years	15 years
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	Coverage Area 14 countries: Australia, Cambodia, China, India, Indonesia, Japan, Malaysia, Myanmar, New Zealand, Philippines, South	C-band Southeast Asia and Africa Ku-band Southeast Asia	C-band Thailand, Greater Mekong Subregion and Asia	Ku-band Thailand, Greater Mekong Subregion, South Asia and Africa

	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
	LEASED SATELLITES (from National Telecom Public Company Limited (NT)		THAICOM SATELLITES	
	Korea, Taiwan, Thailand and Vietnam			

Remark: 1) Design Life does not take into account any concessions or licenses for satellite operation.

Nature of Products or Services

1. Broadcast & Media Product and Services

1) Contribution Distribution

The Company provides end-to-end video distribution services in standard definition, high definition, and ultra-high definition formats to customers such as terrestrial TV operators, satellite TV operators, and content providers, allowing them to transmit television programs or content to receiving stations under the Company coverage area. The Company's distribution services are the perfect choice for operators to transmit television programs and content to various destinations including repeater stations, Digital Terrestrial TV multiplexes, and cable TV operators.

2) Digital Channel Broadcast Service on Multi-Channel Per Carrier (MCPC) Broadcast Platform

The Company provides a one-stop-shop MCPC Broadcast Platform. This allows TV operators and content providers to distribute their digital channels to viewers. The Company satellites ensure seamless C- and Ku-band coverage of Asian, European, Middle Eastern, and African countries.

3) Direct-to-Home (DTH)

The Company provides effective end-to-end Direct-To-Home (DTH) broadcasting services in standard definition, high definition, and ultra-high definition formats to pay-TV broadcasters and satellite TV operators, giving them direct access to DTH viewers using small satellite antennas. In addition, to enhance the Company customers' capabilities and competitiveness, the Company provides a variety of value-added services and channel options, including pay-per-view, video-on-demand, electronic program guides, advertising, and home shopping.

4) Radio or Television Broadcasting Network Services (not using radio frequencies)

The Company provides radio or television broadcasting network services (MUX) consisting of contents gathered from different sources, including contents such as public announcements, news, programs, or public information, multiplexes from providers of audio or television broadcasting contents. At the same time, the broadcast service is being provided over a highly encrypted secured network for clients who have specific requirements for the channel reception with Conditional Access (CA) or BISS Key encryption before broadcasting the radio or television signals to the receiving apparatus through the permitted satellite broadcasting network, including services via IP networks, in all areas of the service coverage in Thailand.

5) Teleport and DTH Center

The Company provides teleport services, a centralized telecommunications port that provides access to advanced bandwidth services with a comprehensive range of broadcasting and telecommunications services. Certified under ISO 9002 and ISO 9001:2000, both Thaicom's Teleport and DTH Centers are equipped with the state-of-the-art facilities to support any domestic and international satellite broadcasting requirements. The Company offers end-to-end teleport services by bundling transponder bandwidth with value-added satellite downlink, tape playout, digital signal compression services in standard definition, high definition, and ultra-high definition formats, satellite uplink, signal monitoring and logging as well as a new over-the-top (OTT) platform.

2. Broadband and Data Products and Services

1) IPSTAR Retail Broadband

I. IPSTAR Retail Broadband to Internet Service Providers (ISPs)

The Company enables Internet Service Providers (ISPs) to deliver satellite broadband services to a group of residents and small businesses in remote or rural areas in the Asia-Pacific. IPSTAR Retail has been entrusted by service providers in many countries for its nationwide uniform quality of service (QoS) and cost advantages when compared to conventional satellite. The service allows ISPs to gain a competitive edge over rivals and to drive the nationwide expansion of their subscriber base and residential and small business users.

II. IPSTAR Retail Broadband to End User

The Company offers Retail Broadband satellite service serving primarily customers residing in areas without reliable, fixed lines or poor/unstable internet access. The service is provided by TC Broadcasting Company Limited (TCB), a subsidiary of Thaicom. There are two types of Retail Broadband services are available:

a. Thaicom Express Net is a fixed high-speed broadband satellite connectivity targeting individuals, local government offices, schools, and resorts. Various internet packages or monthly plans are offered to the customers according to their preference based on the speed and data required.

b. Thaicom Express WiFi provides WiFi hotspots via high-speed satellite broadband connectivity to local communities, villages, and tourist spots. The Company customers can access the high-speed internet via designated WiFi hotspot locations and can access the service simply by buying internet packages from the local authorized dealer. The package price is quite affordable and varies based on usage preference.

The Company foresees that too many areas of Thailand still lack reliable internet access or have unstable internet signal quality, particularly in the North, West, and islands in the South of the country. Having access to the internet improves the quality of life for people in these areas, as they can access useful data and services such as education services, telemedicine, emergency assistance, and financial transactions. In addition, with internet access, people can earn income by selling their local products via online marketplaces. Promoting local tourism is another potential benefit of internet access in these areas.

Currently, there are not many companies providing high-speed satellite broadband in Thailand. The key players in this market are TC Broadcasting Company Limited (TCB) and National Telecom Public Company Limited (NT). Both players provide a variety of internet packages tailored to their target customers. However, the Company has an advantage because the Company offers packages that are valuable in terms of price and offer faster internet speed compared to the competitors.

Thaicom Express Net and Thaicom Express WiFi services will focus on areas that still lack reliable internet access or have unstable internet signal quality. However, the target areas of these services will also be expanded to cover areas where current internet speeds are not high, compared to user demand. This will be achieved by using new satellite technologies with higher efficiency to serve the needs of various customers in the future.

2) IPSTAR Broadband Wholesale

I. IPSTAR Broadband Wholesale for Small Businesses and Enterprise

IPSTAR broadband solutions allow small businesses and enterprises that require dependable broadband connectivity to run or safeguard their operations against network failure and stay ahead of their competition. Whether you are an oil and gas company with multiple locations nationwide, a large retailer requiring uninterrupted backup for vital online business applications, or a bank that requires a reliable network for credit and debit card transactions, IPSTAR Business provides a reliable service regardless of the number of business sites connected to the network.

II. IPSTAR Broadband Wholesale for Government

Governments in Asia-Pacific can count on IPSTAR. IPSTAR Government solution lets government administrations extend their reach nationwide and enables universal access to broadband Internet and cost-effective government sector communications. Whether it is for disaster recovery and emergency communications in crisis-affected areas, distance learning for schools, community broadband Internet, or reliable VPN networks for broadband Internet and e-Government services, IPSTAR is a proven solution for governments to extend their communications reach on a nationwide scale.

3) IPSTAR Carrier

The Company provides cost-effective, end-to-end satellite broadband services allowing mobile operators to backhaul their mobile traffic via satellite in the areas where terrestrial networks cannot reach. IPSTAR Carrier solutions can support Base Transceiver Stations (BTS) of all sizes - from macro cells, microcells, small cells, eNode-B, and gNode-B. IPSTAR Carrier can provide nationwide mobile network coverage to accommodate higher voice and data traffic loads or to cover more geographic areas quickly and economically.

4) Mobility Service

NAVA is Thaicom's maritime broadband service platform that provides end-to-end solutions for shipping and offshore vessel operators. NAVA offers secure and reliable broadband connectivity at sea by helping vessel operators improve crew or passenger safety onboard, increasing operational efficiency, and enhancing crew welfare. NAVA service platform provides reliable high-speed broadband internet at sea to support connectivity for onboard operation and digital solutions via collaborative platforms. Some of the solutions offered are video conferencing, and enterprise resource planning applications – but also empower ship's IoT connectivity and offer cybersecurity services to protect data from digital threats. NAVA helps ship operators achieve an increase in operational efficiency and unlock competitiveness in the new digital era for maritime.

3. New Space Tech Products and Services

1) Earth Insights (Geospatial Data Analytics Platform)

Earth Insights is a Geospatial Data Analytics Platform as a Service by gathering numerous information for analysis by adopting artificial intelligence (AI) and machine learning (ML) to discover connections and relationships between locations. This intelligence information is a crucial component that can facilitate users in understanding the situation based on the data from Remote Sensing satellites that equipped with sensors such as Radar, Optical Camera, Hyperspectral Camera, Thermal Camera including information obtained from the Unmanned Aerial Vehicle (UAV), mobile devices, Automatic Identification Systems (AIS) for maritime and weather stations. This is to address investigations and fundamental questions about what is happening on earth, where, when, and how this event occurred. For example, analyzing high-resolution satellite images to detect changes in land used by comparing them with historical data, using Synthetic Radar Aperture (SAR) satellite data to detect the flood areas, analyzing the UAV images to inspect the cell towers, and to detect and classify the types of vehicles to analyze economic activities. Additionally, there is another source of data from mobile phone locations that can be used to analyze the density, concentration, distribution, and travel patterns of the population.

The findings from this type of in-depth research can support, empower, and facilitate the decision-making process for government agencies, enterprises, and organizations to improve their understanding and provide insights into situations. This includes the practice of disaster management, city planning, agriculture, the development plan for real estate, tourism, and defense and intelligence, for instance. It can help to increase productivity while decreasing operational costs and drive the Thai industry towards a better future of the digital economy.

2) Carbon Credit Platform

The Company's Carbon Credit Platform is a new and cost-effective way of accurately measuring Carbon Credit sequestration in forests through remote sensing satellite imagery and analytics platform where current methods to the measure the amount of stored forest carbon is costly and time-consuming as it is done manually by surveying the trees' height and growth over a large area. The Company's Carbon Credit Platform can easily overcome the manual process by utilizing satellite imagery and spatial analysis through Artificial Intelligence (AI) and machine learning (ML) models to quickly and cost-effectively evaluate the amount of carbon sequestrated in the forest over a large plot of land. This platform has a high standard of quality and is transparent, accessible, and verifiable. This platform allows landlords and project developers to concurrently evaluate the potential for carbon sequestration in thousands of projects. Therefore, it can help Thailand achieve its goal of reducing emissions of greenhouse gases by rapidly expanding the area of carbon storage.

The Company is determined to be a part of the effort to support, defend, sustain biodiversity, manage forests, and conserve biodiversity as well as mitigate climate change through the Carbon Credit platform. The Company also plans to bring this platform for providing services to other countries in South East Asia regions.

2.2.2. Internet and Digital Platform Services

2.2.2.1. Internet Access, Digital Platform, and Related Services by Thai Advance Innovation Company Limited (ThaiAI)

Nature of Products or Services

1. IPTV/OTT Platform Service

ThaiAI provides the IPTV/OTT platform service called LOOX TV, which is a video platform for domestic and international linear TV channels, in both live and Video on Demand (VOD) formats. There are both free-view and subscriptions for premium contents on the platform. The LOOX TV platform has recently introduced Video on Demand (VOD) services to enhance the diversity of service, including revenue generation through various advertising formats on the platform.

In addition to providing the video service directly to viewers, ThaiAI also provides related services on LOOX TV and IPTV/OTT platforms to corporate customers, such as marketing activities to increase brand awareness & product sales, program data

operation support, video streaming on LOOX TV and customers' video platforms, and the development of IPTV/OTT white able platform. Additionally, providing LOOX for Biz service for corporate customers who prefer not to install television systems within their premises.

2. eSport Platform Service

ThaiAI provides an eSport platform service for corporate customers. The eSport platform facilitates participants and promoters in eSport competitions. The development and customization of particular features on the eSport platform are also provided, according to customer demands.

3. DTV Satellite Dish Platform

As a DTH platform provider under the DTV brand, ThaiAI aims to provide after sale service to ensure that customers can access DTV's popular satellite TV programs and channels, such as news, documentaries and movies.

4. Consultancy and Installation Services for Building Systems

ThaiAI provides consultancy and installation services for building systems, such as internet broadband networks and digital TV solutions. The service scope includes smart office systems, such as meeting room reservation systems and vehicle reservation systems and learning or training services via online systems (e-Learning Platform)

5. Video Production Service

ThaiAI has an experienced team to provide a one-stop video production service suitable for several purposes, such as PR, product & sale promotion, and education video materials. The service includes all steps in the video production, such as idea creation, storyboard creation, video shooting, video editing, and graphic animation insertion.

2.2.3. Telephone Business Abroad

2.2.3.1. Telecom Business Abroad by Shenington Investments Pte Ltd. (SHEN) Group

The Company offers telephone and related communications and network services in the Lao PDR through its investment in Shenington Investments Pte Ltd. (SHEN), a holding company registered in Singapore. Shenington owns 49% of the Lao PDR's largest telecommunications company, Lao Telecommunication Public Company.

1. <u>Lao Telecommunication Public Company (LTC) Nature of Products or Services</u>

<u>Nature of Service</u>

LTC has been granted a license to operate the following telecommunications services in the Lao PDR;

- Digital Mobile Phone Service (GSM 900/1800/WCDMA 2100, LTE 1800, 2300 & 2600 MHz)
- Public Switched Telephone Network (PSTN)
- Fixed Wireless Local Loop – GSM
- Broadband Internet: both fixed broadband and mobile broadband services such as leased line, DPLC and IPLC), IP Transit, Internet Fiber to the home (FTTH), and Internet SIM Card.
- International Roaming Service (IR)
- Value-added services for mobile phones
- Telecom Enterprise Solutions Services

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 packages, international roaming (IR) and domestic and international telecom inter-connection (IC) charges, value-added service charges and telecom enterprise solutions services charge.

2. <u>T-Plus Digital Company Limited (T-PLUS)</u>

LTC acquired 100% shares of Vimplecom Company Limited in 2019. Since the 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, working on creating business synergies with its parent, LTC. Purchasing, shared facilities and aligned services have shown positive results in areas of cost reduction and improved efficiency across both companies. T-PLUS revamped some of its offerings and services after fully migrating all subscribers to the LTC network nationwide. This migration now allows T-PLUS to offer 4G and 4.5G services. The Company has grown steadily despite the Covid-19 pandemic, and is now the country's third largest operator in terms of subscribers.

3. <u>Lao Mobile Money Sole Company Limited</u>

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.

The Company is actively expanding its operations in Laos, with a primary focus on establishing connections between all commercial banks in the country. Additionally, it aims to offer digital payment and money transfer services to subscribers of all mobile operator networks, provide e-payment services for the government, and form agreements with businesses and government entities to facilitate direct salary payments to employees' M-money accounts.

The primary objective of the M-money digital wallet is to simplify and streamline money transfers for individuals across the country. In the long run, the Company plans to extend its services beyond money-in/money-out facilities to reach under-banked and un-banked areas and individuals, offering them essential financial services.

2.2.4. Joint Venture Businesses

Joint Venture Businesses, the Company has established 2 subsidiaries, as follows;

- Nation Space and Technology Company Limited A joint venture company with National Telecom Public Company Limited, integrates the company's satellite technology with National Telecom Public Company Limited's digital solutions to provide services relating to satellite business such as NAVA by NSAT or maritime digital solutions.
- ATI Technologies Company Limited A joint venture company with Varuna (Thailand) Company Limited, produces and distributes the agricultural drone under "AiANG" brand. Besides the drone production and distribution, the company services also include a full range of drone technology solution such as drone inspection, aiming to help farmers improving agricultural productivity.

2.3. Shareholding Structure of the Company and Its Subsidiaries

The Company's business operations can be divided as follows: (1) Satellite and Related Services (2) Media services and (3) Telephone Business Abroad, and (4) Other joint venture businesses. Investment in all these businesses is considered long-term. Investment decisions are based primary on the fundamentals of the particular business, including future business trends. The Company's investment policy is to be the major shareholder in its investments to have wholly management authority and to set the business direction of its subsidiaries and associated companies. The Company's investment structure is as follows:

2.3.1. Satellite and Related Services

The Company has established the following subsidiaries, associates, and joint ventures to operate and provide satellite and related services:

Name	Type of Business
IPSTAR Company Limited	Providing transponder services.
IPSTAR New Zealand Company Limited	Providing THAICOM 4 transponder services and sale of user terminal for THAICOM 4 in New Zealand.
IPSTAR Australia Pty Limited	Providing broadband network services in Australia.
Orion Satellites Systems Pty Limited	Providing satellite communication services and business solutions in Australia.
IPSTAR International Pte Limited	Providing THAICOM 4 transponder services and sale of satellite equipment for THAICOM 4.
IPSTAR Global Services Company Limited	Providing THAICOM 4 transponder services.
IPSTAR Japan Company Limited	Providing THAICOM 4 transponder services and sale of user terminal for THAICOM 4 in Japan.

Name	Type of Business
IPSTAR (India) Private Limited	Providing of service for technical support for satellite network.
Star Nucleus Company Limited	Providing engineering and development services, technology and electronics.
TC Broadcasting Company Limited	Providing transponder services, broadcasting, television and telecommunication services.
International Satellite Company Limited	Providing THAICOM 7 and THAICOM 8 transponder services.
TC Global Services Company Limited	Providing technology services.
TC Space Connect Company Limited	Providing service of telecommunication and the services related to the satellite business.
Space Tech Innovation Company Limited	Providing service of telecommunication and the services related to the satellite business.

2.3.2. Internet and Media Services

Name	Type of Business
Thai advance Innovation Company Limited	Sale of direct television equipment, providing system integration consultancy services for broadband networks and broadband content services.

2.3.3. Telephone Business Abroad

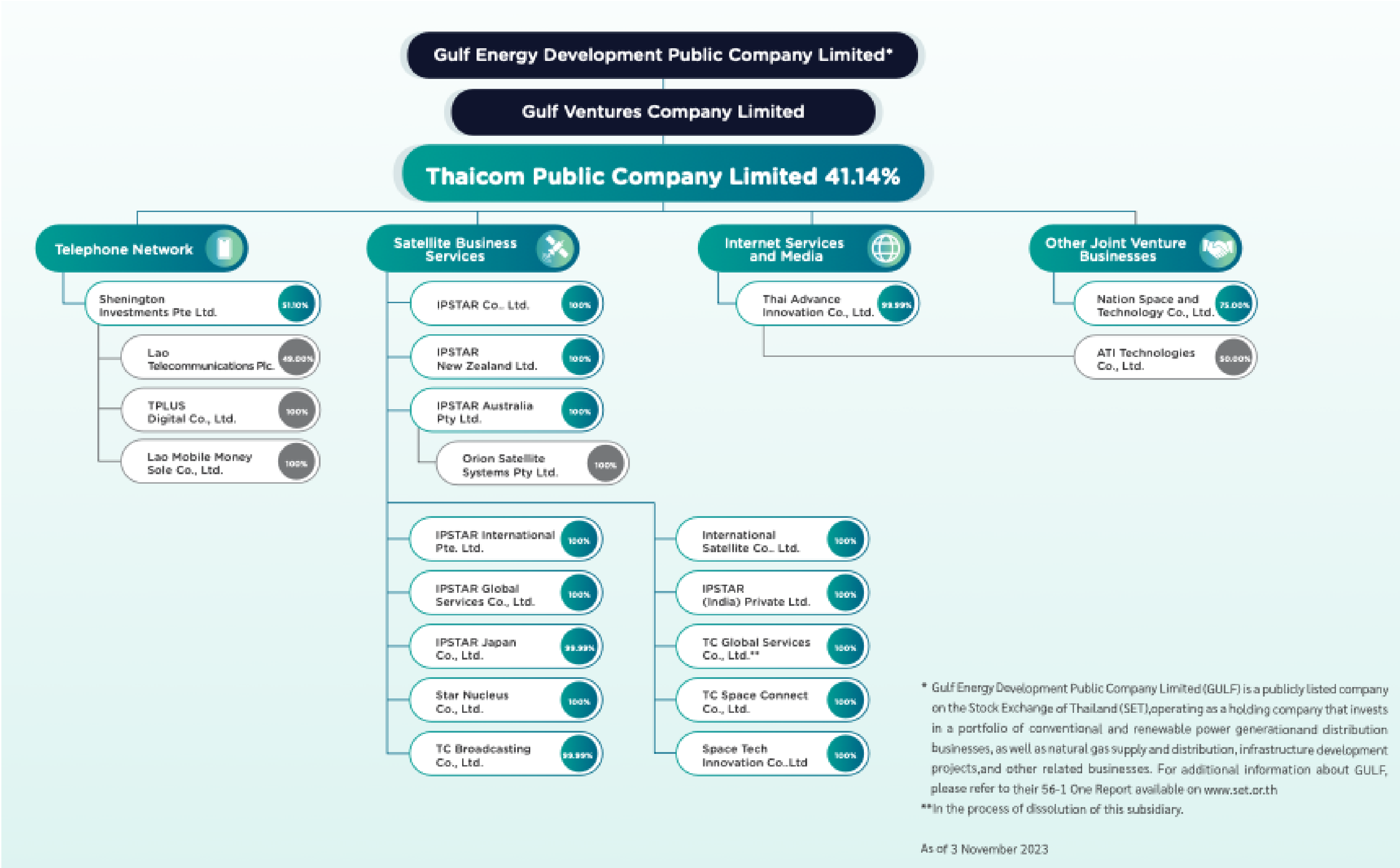
The Company provides telephone services through an investment in Shenington Investments Pte Ltd. (SHEN), a joint venture of the Company. SHEN is a holding company for investment in international telecommunications. Currently, SHEN is invested in Lao Telecommunication Public Company, a joint venture with the government of the Lao People's Democratic Republic, in which this company has a 25-year license to operate telecommunications services expiring in 2021. Then, the government of Lao PDR and SHEN signed a new joint venture agreement to extend the concession for another 25 years, from 2021 to 2046.

Name	Type of Business
Shenington Investments Pte Limited	Holding company for investment in international telecommunications.
Lao Telecommunication Public Company	Providing fixed line, mobile phone, public phone, public international facilities and Internet services at Lao PDR.
Tplus Digital Company Limited	Providing fixed line and mobile phone services at Lao PDR.
Lao Mobile Money Sole Company Limited	Providing digital money payment and transfer services within Lao PDR under "M-Money" brand.

2.3.4. Joint Venture Businesses

The Company has signed joint venture agreements with partners with high capabilities and established 2 subsidiaries as follows;

Name	Type of Business
Nation Space and Technology Co., Ltd.	Providing service of communication satellite and the service related to the satellite business.
ATI Technologies Company Limited	Developing, producing, and distributing unmanned aerial vehicles (Drone) for Thailand's agricultural sector.



Remark:

1) Gulf Energy Development Public Company Limited (GULF) is a publicly listed company on the Stock Exchange of Thailand (SET), operating as a holding company that invests in a portfolio of conventional and renewable power generation and distribution businesses, as well as natural gas supply and distribution, infrastructure development projects, and other related businesses. For additional information about GULF, please refer to their 56-1 One Report available on www.set.or.th

2) In the process of dissolution of this subsidiary.

2.4. Revenue Structure

The revenue structure of the Company and its subsidiaries for the year 2022 - 2023 is as follows:

Type of Business	Operating Company	2021		2022		2023		6-month of 2024	
		THB Million	%	THB Million	%	THB Million	%	THB Million	%
Satellite and related services	Thaicom, TC Broadcasting, and IPSTAR Group	3,297	88.04	2,934	94.77	2,597	88.12	1,247	96.67
Media services	Thai Advance Innovation Cambodian DTV Network	30	0.80	32	1.03	53	1.80	6	0.47
Segment elimination		(24)	(0.64)	(26)	(0.84)	(23)	(0.78)	(6)	(0.47)
Revenue from Sales and services		**3,303**	**88.20**	**2,940**	**94.96**	**2,627**	**89.14**	**1,247**	**96.67**
Other revenues		443	11.83	156	5.04	320	10.86	43	3.33
Total revenue		**3,745**	**100.00**	**3,096**	**100.00**	**2,947**	**100.00**	**1,290**	**100.00**

Source: THCOM

3. Shareholders and Board of Directors

3.1. Shareholders

The list of top 10 major shareholders of Thaicom Public Company Limited as at the latest book closing dated February 22, 2024, was as follows:

No.	Major shareholders	Number of shares	% of Investment (%)
1.	Gulf Ventures Co., Ltd.	450,914,734	41.14
2.	Mr. Chavalit Visalarnkul	38,787,700	3.54
3.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	22,180,542	2.02
4.	Thai NVDR Company Limited	21,787,593	1.99
5.	Mr. Narit Chia-Apar	18,947,500	1.73
6.	Mr. Kitti Ngammaharat	14,570,000	1.33
7.	Mr. Watshira Tayanaraporn	14,000,000	1.28
8.	Mr. Natthaphon Nitithanatkul	10,000,000	0.91
9.	Mr. Watchara Kaewsawang	8,000,000	0.73
10.	Social Security Office by UOB Asset Management (Thailand) Co., Ltd.	7,316,200	0.67
11.	Minority Shareholders	489,597,685	44.67
	Total	1,096,101,954	100.00

Source: SET

3.2. Board of Directors

The Company's Board of Directors consists of 11 directors, with details as follows:

Name	Position
1. Mr. Somprasong Boonyachai	Chairman of the Board / Independent Director
2. Mr. Sarath Ratanavadi	Vice Chairman
3. Mr. Patompob Suwansiri	Chief Executive Officer / Director
4. Mr. Boonchai Thirati	Director
5. Mr. Ratthaphol Cheunsomchit	Director
6. Miss Bung-on Suttipattanakit	Director
7. ACM Maanat Wongwat	Independent Director
8. Mr. Porametee Vimolsri	Independent Director / Chairman of the Audit Committee
9. Mr. Somchai Jinnovart	Independent Director / Audit Committee
10. Mrs. Kanit Vallayapet	Independent Director / Audit Committee
11. Gen. Nimit Suwannarat	Independent Director

Source: SET

4. Summary of Key Financial Statements

Statements of Financial Position

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Assets								
Current Assets								
Cash and cash equivalents	1,780.49	11.61	3,750.36	25.25	3,027.78	21.38	2,441.17	17.47
Trade and other receivables	2,070.56	13.50	1,483.12	9.99	1,015.68	7.17	994.68	7.12
Amounts due from related parties	7.01	0.05	39.62	0.27	133.05	0.94	203.84	1.46
Current portion of long-term loans to related parties	1,002.94	6.54	52.62	0.35	-	-	-	-
Inventories	7.34	0.05	23.64	0.16	15.23	0.11	14.97	0.11
Current tax assets	46.29	0.30	21.26	0.14	20.61	0.15	7.91	0.06
Other current financial assets	3,121.78	20.35	2,097.82	14.13	1,335.92	9.43	1,001.85	7.17
Other current assets	13.15	0.09	6.07	0.04	2.79	0.02	1.74	0.01
Total current assets	**8,049.56**	**52.48**	**7,474.50**	**50.33**	**5,551.05**	**39.20**	**4,666.17**	**33.39**
Non-current assets								
Long-term deposits at financial institutions	-	-	-	-	-	-	26.72	0.19
Investments in joint ventures	1,249.47	8.15	743.73	5.01	459.47	3.24	357.30	2.56
Long-term loans to related parties	750.30	4.89	1,772.46	11.94	1,764.17	12.46	1,899.23	13.59
Advance payments for equipment	-	-	-	-	1,292.14	9.12	363.01	2.60
Property, plant and equipment	2,778.28	18.11	2,275.67	15.32	2,078.67	14.68	3,768.00	26.96
Right-of-use assets	1,434.33	9.35	1,589.03	10.70	1,270.95	8.97	1,182.18	8.46
Intangible assets	61.68	0.40	53.43	0.36	844.96	5.97	818.52	5.86
Deferred tax assets	690.01	4.50	622.23	4.19	594.06	4.19	566.52	4.05
Other non-current assets	326.01	2.13	319.16	2.15	307.03	2.17	326.70	2.34
Total non-current assets	**7,290.07**	**47.52**	**7,375.71**	**49.67**	**8,611.44**	**60.80**	**9,308.18**	**66.61**

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Total assets	15,339.63	100.00	14,850.21	100.00	14,162.49	100.00	13,974.34	100.00

Source: THCOM Consolidated financial statements

Items	2021		2022		2023		Q2 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Liabilities and equity								
Liabilities								
Current liabilities								
Trade and other current payables	462.14	3.01	468.93	3.16	494.13	3.49	483.86	3.46
Amounts due to related parties	0.00	0.00	0.00	0.00	0.16	0.00	0.66	0.00
Current portion of long-term borrowings	424.49	2.77	438.90	2.96	431.00	3.04	231.31	1.66
Current portion of lease liabilities	227.85	1.49	234.74	1.58	144.21	1.02	130.25	0.93
Advance receipts from customers	205.03	1.34	537.56	3.62	228.90	1.62	216.36	1.55
Accrued operating agreement fee	21.46	0.14	47.55	0.32	31.44	0.22	38.12	0.27
Income tax payable	81.22	0.53	139.15	0.94	111.35	0.79	102.44	0.73
Total current liabilities	1,422.18	9.27	1,866.83	12.57	1,441.20	10.18	1,203.00	8.61
Non-current liabilities								
Long-term borrowings	841.41	5.49	433.36	2.92	-	-	-	-
Lease liabilities	1,223.50	7.98	1,049.65	7.07	909.22	6.42	853.87	6.11
Long-term accounts payable - property and equipment	231.79	1.51	239.66	1.61	954.96	6.74	973.06	6.96
Non-current provisions for employee benefit	279.46	1.82	246.70	1.66	251.78	1.78	259.17	1.85
Deferred Tax Liabilities	212.00	1.38	460.05	3.10	374.18	2.64	346.91	2.48
Total non-current liabilities	2,788.17	18.18	2,429.42	16.36	2,490.13	17.58	2,433.00	17.41
Total liabilities	4,210.35	27.45	4,296.25	28.93	3,931.33	27.76	3,636.00	26.02
Equity								
Share capital								
Issued and paid-up share capital - common shares	5,480.51	35.73	5,480.51	36.91	5,480.51	38.70	5,480.51	39.22
Premium on share capital	4,325.27	28.20	4,325.27	29.13	4,325.27	30.54	4,325.27	30.95
Retained earnings - Legal reserve	549.99	3.59	549.99	3.70	549.99	3.88	549.99	3.94
Retained earnings - Unappropriated	1,068.46	6.97	830.08	5.59	610.26	4.31	818.24	5.86
Other components of equity	(294.95)	(1.92)	(631.89)	(4.26)	(734.88)	(5.19)	(835.67)	(5.98)
Total equity attributable to equity holders of the Company	11,129.28	72.55	10,553.96	71.07	10,231.16	72.24	10,338.34	73.98
Non-controlling interests	(0.00)	(0.00)	(0.00)	(0.00)	-	-	-	-
Total equity	11,129.28	72.55	10,553.96	71.07	10,231.16	72.24	10,338.34	73.98
Total liabilities and equity	15,339.63	100.00	14,850.21	100.00	14,162.49	100.00	13,974.34	100.00

Source: THCOM Consolidated financial statements

Income Statement

List	2021		2022		2023		6-month of 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Revenues								
Revenues from rendering of services	3,302.77	88.18	2,939.71	94.96	2,626.51	90.91	1,246.97	77.04
Other income	73.75	1.97	36.36	1.17	319.61	11.06	42.92	2.65
Net foreign exchange gain (loss)	368.94	9.85	119.72	3.87	(57.10)	(1.98)	328.70	20.31
Total revenues	**3,745.46**	**100.00**	**3,095.79**	**100.00**	**2,889.02**	**100.00**	**1,618.59**	**100.00**
Expenses								
Cost of sale of goods and rendering of services	1,998.32	53.35	1,500.39	48.47	1,523.58	52.74	732.79	45.27
Operating agreements fee	351.28	9.38	0.01	0.00	-	-	-	-
Selling expenses	16.86	0.45	22.73	0.73	24.03	0.83	13.53	0.84
Administrative expenses	800.60	21.38	858.02	27.72	767.82	26.58	427.50	26.41
Impairment loss on assets	-	-	259.00	8.37	-	-	-	-
Directors and management benefit expenses	66.53	1.78	59.69	1.93	62.09	2.15	39.06	2.41
Total expenses	**3,233.58**	**86.33**	**2,699.85**	**87.21**	**2,377.51**	**82.29**	**1,212.88**	**74.93**
Profit before finance costs	**511.88**	**13.67**	**395.94**	**12.79**	**511.51**	**17.71**	**405.71**	**25.07**
Finance income	129.15	3.45	166.42	5.38	274.07	9.49	162.77	10.06
Finance costs	(155.29)	(4.15)	(121.65)	(3.93)	(127.41)	(4.41)	(51.78)	(3.20)
Bad debt and doubtful accounts Reversal of loss on impairment (loss on impairment) Thai Financial Reporting Standard No.9	12.93	0.35	63.57	2.05	17.46	0.60	3.67	0.23
Share of profit (loss) of investment in a joint venture	(266.76)	(7.12)	(305.65)	(9.87)	(183.81)	(6.36)	(90.42)	(5.59)
Profit (loss) before income tax expense from continuing operations	**231.92**	**6.19**	**198.63**	**6.42**	**491.83**	**17.02**	**429.95**	**26.56**
Income tax expense	(88.28)	(2.36)	(156.41)	(5.05)	(138.18)	(4.78)	(79.48)	(4.91)
Profit (loss) for the year	**143.64**	**3.83**	**42.21**	**1.36**	**353.65**	**12.24**	**350.47**	**21.65**

Source: THCOM Consolidated financial statements

Cash Flow Statement

List	2021	2022	2023	6-month of 2024
	THB Million	THB Million	THB Million	THB Million
Net cash from (used in) operating activities	1,224.43	2,002.77	1,006.91	330.44
Net cash from (used in) investing activities	1,446.30	1,104.46	(366.01)	(503.15)
Net cash from (used in) financing activities	(3,189.18)	(1,134.09)	(1,365.65)	(501.77)
Net increase (decrease) in cash and cash equivalents	**(518.45)**	**1,973.14**	**(724.75)**	**(674.47)**
Cash and cash equivalents at 1 January	2,298.90	1,780.49	3,750.36	3,027.78
Effects of exchange rate changes on balances held in foreign currencies	0.04	(3.27)	2.17	87.87
Cash and cash equivalents	**1,780.49**	**3,750.36**	**3,027.77**	**2,441.17**

Source: THCOM Consolidated financial statements

Key Financial Ratios

Financial ratios		2021	2022	2023	6-month of 2024
Liquidity Ratio					
Current ratio	times	5.66	4.00	3.85	3.9
Quick ratio	times	4.66	3.95	3.82	n/a
Operating cash flow to current liability	times	0.50	1.22	0.61	n/a
Accounts receivable turnover	times	1.69	1.65	2.10	n/a
Average Collection Period	day	213	218	171	n/a
Inventory Turnover Rate	times	11.86	96.87	78.40	n/a
Average Number of Days Sales	day	30	4	5	n/a
Account Payable Turnover	times	21.97	10.77	8.97	n/a
Payment Days	day	16	33	40	n/a
Cash Cycle (days)	day	202	188	136	n/a
Profitability Ratio					
Gross profit margin	%	28.86	48.74	41.99	n/a
Operating profit margin	%	15.50	13.47	19.47	n/a
Other income margin	%	8.46	0.57	11.84	n/a
Return on Total Income	%	239.20	505.83	196.85	n/a
Net profit margin	%	4.35	1.44	13.46	n/a
Return on equity	%	1.28	0.39	3.40	n/a
Efficiency Ratio					
Return on assets	%	0.90	0.28	2.44	n/a
Return on fixed assets	%	30.95	16.18	24.74	n/a
Total assets turnover	times	0.23	0.20	0.21	n/a
Financial Policy Ratio					
Interest Bearing Debt - Equity Ratio	times	0.11	0.08	0.04	n/a
Debt-Equity Ratio	times	0.38	0.41	0.38	n/a
Time Interest Earned	times	8.30	21.50	10.25	n/a
Leverage Ratio	times	0.39	1.84	0.37	n/a
Payout ratio	%	228.93	1,298.34	40.29	n/a

Source: THCOM Annual Report

5. Management Discussion and Analysis

5.1. Operational results

2021

Sales and service revenue

Consolidated revenue from sales of goods and rendering of services for 2021 was THB 3,303 million, a decrease of 7.1% from THB 3,557 million for 2020, caused by a decrease of revenue from satellite and internet and media services.

Revenue from satellite and related services

Revenue from satellite and related services for 2021 was THB 3,297 million, a decrease of 7.1 % from THB 3,548 million for 2020. This resulted from the following causes:

- A decrease of broadcast revenue from declining in number of domestic clients, together with customer churn upon Thaicom 5 deorbiting due to incapable of migration to Thaicom's other satellites.
- A decline of broadband revenue from international customers due to the Thaicom 4 satellite approaching its end of life with uncertainty of a replacement satellite.

Revenue from Internet and media services

For 2021, the revenue was THB 30 million, decreased by 6.8% compared to THB 32 million for 2020, resulting from a decline of revenue from broadband and television network and system integration both consultant and installation services.

Sales and service costs

The Company reported consolidated cost of sales of goods and rendering of services for 2021 of THB 2,350 million, decreased by 8.9% compared to THB 2,578 million for 2020, as a result of the drop of revenue and satellite depreciation.

Cost of satellite and related services

Cost relating to satellite and related services for 2021 was THB 2,355 million, a drop of 9% from THB 2,587 million for 2020, contributed by a decrease of depreciation of Thaicom 4 and Thaicom 6 satellites, and concession fee regarding the Company completely handed over possession of the satellites and other assets under the agreement to MDE on 10 September 2021.

Cost of Internet and media services

Cost relating to the internet and media services for 2021 were THB 17 million, an increase of 13.3% from THB 15 million for 2020 owing to the cost of outsource services to provide the internet, video online, and live streaming services for customers, resulting to the increase of cost of internet and media services.

Selling and Administrative Expenses

The SG&A expenses, including directors and management benefit expenses, were THB 884 million for 2021. A decrease of 4.7% from THB 927 million for 2020 was due mainly to the decrease of marketing and general administrative expenses corresponding with a decline in revenue from sale of goods and rendering service.

Finance Cost

Finance costs for 2021 was THB 155 million, a decrease of 17.5% from THB 188 million for 2020, mainly due to the repayment of debenture in Q4/2020 of THB 2,275 million, together with the repayment of other long-term loans according to schedule.

Share of Profits of Investment in Joint Venture

Share of profit (loss) of investment in joint venture was THB (267) million for 2021, decreased from share of profit of THB 4 million for 2020. This consisted of the share of profit (loss) from LTC, Nation Space and Technology Co.,Ltd and ATI Technologies Co.,Ltd of THB (262.6) million, (4.5) million and 0.3 million, respectively. The major loss was from share of profit of investment in LTC due to an appreciation of US dollar against Lao KIP resulting loss from mark-to- market of its accrued dividend and US dollar loan.

Net Profit

The company's net profit for 2021 was THB 144 million. Majority of which came from gain of foreign exchange regarding appreciation of US dollar against THB. The Company's normalized profit (loss) for 2021 and 2020 was THB (225) million and THB (135) million, respectively.

The normalized profit (loss) from operation excluding share of profit (loss) of investment in joint ventures was THB 41 million for 2021, increased from THB (139) million in 2020. This resulted from the decrease of cost of satellite depreciation and concession fee to the MDE after the expiry of the Concession.

2022

Sales and service revenue

The consolidated revenue from sales of goods and services for 2022 was THB 2,940 million, which represented a decline of 11.0% compared to THB 3,303 million in 2021. This decrease was mainly attributed to the reduction in revenue from satellite and related services, which offset the slight increase in revenue from Internet and media services.

Revenue from satellite and related services

The revenue from satellite and related services in 2022 amounted to THB 2,934 million, which represented a decrease of 11.0% compared to THB 3,297 million in 2021. This decline was primarily attributed to the decrease in revenue from domestic broadcast customers, especially government entities, together with the decrease of revenue from international broadband customers as the Thaicom 4 satellite approaching its end of life.

Revenue from Internet and media services

For 2022, the revenue from internet and media services was THB 32 million, increased by 6.7% compared with THB 30 million for 2021, resulting from an increase in revenue from eSport, offsetting a decline of revenue from broadband and television network and system integration services.

Sales and service costs

The Company reported the consolidated cost of sales of goods and rendering of services for 2022 of THB 1,500 million, decreased by 36.1% compared with THB 2,349 million for 2021, mainly due to the decrease of concession fee to the Ministry of Digital Economy and Society and depreciation of satellites after the expiry of the concession.

Cost of satellite and related services

The cost associated to satellite and related services for 2022 was THB 1,509 million. A drop of 35.9% from THB 2,355 million for 2021, contributed by a decrease in depreciation of Thaicom 4 and Thaicom 6 satellites, and a concession fee to the Ministry of Digital Economy and Society after the end of the concession period.

Cost of Internet and media services

The cost associated to the internet and media services for 2022 remained at THB 17 million, the same as that in 2021, despite an increase in revenue. This was attributed to effective cost control measures.

Selling and Administrative Expenses

The SG&A expenses, including directors and management benefits, were THB 940 million for 2022, increased by 6.39% from THB 884 million for 2021, mainly due to the increase of expenses related to staff.

Finance Cost

Finance costs for 2022 were THB 122 million, a decrease of 21.7% from THB 155 million for 2021, mainly due to the repayment of the debenture in Q4/2021 of THB 2,275 million, together with the repayment of the long-term loan according to schedule.

Share of Profits of Investment in Joint Venture

The share of profit (loss) of investment in subsidiaries and joint ventures consisted of those from LTC, Nation Space and Technology Co., Ltd and ATI Technologies Co., Ltd

During 2022, the share of profit (loss) of investment in subsidiaries and joint ventures was THB (306) million, increasing from the loss of THB (267) million for 2021, mainly from the loss of share of profit of investment in LTC., LTC's revenue for 2022 has grown from that of 2021 and continued generating operating profit. The loss was mainly from the depreciation of the Lao Kip against the US Dollar, resulting in a loss from marked-to-market of its US Dollar liabilities. The depreciation of the Lao Kip against the US Dollar significantly fluctuated during 2022. However, it has become more stable during December 2022 and continues until January 2023.

Net profit

The Company recognized the net profit for 2022 of THB 42 million, equivalent to THB 0.04 per share, decreased by 70.7% compared to that of 2021 of THB 144 million, This reduction was primarily attributed to the following reasons:

(1) In 2022, THCOM recognized the impairment of the satellite of THB 259 million, resulting from the general downtrend of the broadcast industry, together with the delay in applying foreign landing right license due to changes in the regulatory process, which caused the shift of transponder sales to be later than the original plan.

(2) The net foreign exchange gain for 2022 was THB 120 million, decrased by 67.6% from THB 369 million for 2021.

(3) Share of profit (loss) of investment in joint ventures for 2022 was THB (306) million, or the net loss increased by 14.6% compared to the loss of THB (267) million for 2021.

In 2022, The Company recognized the core profit (profit attributable to owner of the Company before unrealized gain (loss) on exchange rate of the Company and joint ventures and before extra items) of THB 527 million, which represented an increase of 995.3% compared to the core profit of THB 48 million in 2021. Despite the decrease in revenue from satellite and related services following the decrease in Thai broadcast customers, especially government entities, the cost of services also decreased because of the structural change in operating costs after the concession ended, which resulted in a significant increase in the core profit.

2023

Sales and service revenue

In 2023, the consolidated sales and service income was THB 2,627 million, reflecting a decrease of 10.7% compared to the income of THB 2,940 million in 2022. This decline was primarily driven by a decrease in income from the satellite service business and related services, offsetting with an increase of income from the internet and media business.

Revenue from satellite and related services

In 2023, the revenue from satellite and related services was THB 2.597 billion, indicating a decline of 11.5% compared to the previous year's revenue of THB 2.934 billion. This decline primarily stemmed from a decline in the revenue from broadband services for Thaicom 4 customers, attributed to reduced usage in areas not covered by the follow-on satellites, particularly in Malaysia. Additionally, the selling price experienced a decline in response to competitive market conditions.

Revenue from Internet and media services

As of the conclusion of 2023, revenue from internet and media services was THB 53 million, representing a significant increase of 65.6% compared to the revenue of THB 32 million in 2022. This notable growth was primarily attributed to revenue generated from the Thai General Insurance Association (TGIA), which utilized satellite technology to assist Thai farmers in mitigating the risks associated with natural disasters. The increased revenue was also derived from the utilization of drones for surveying telecommunication towers for mobile phone operators. These services are categorized under the Group's New Space Technology business.

Sales and service costs

THCOM reported a consolidated cost of sales of goods and rendering of services in 2023 of THB 1,524 million, which does not differ significantly from that of 2022.

Cost of satellite and related services

As of the conclusion of 2023, THCOM had incurred a cost of sales of goods and rendering of services totalling THB 1,514 million, which reflects a slight increase of 0.3% compared to THB 1,509 million recorded in 2022. Compared with the previous year, the cost was rather stable while the revenue decreased. This is attributable to higher expenses related to satellite equipment maintenance. Additionally, in 2023, more sales income was generated, contributing to a lower gross profit margin than service income, compared to that of 2022.

Cost of Internet and media services

Internet and media service costs for 2023 amounted to THB 33 million, representing a significant increase of 94.1% compared to THB 17 million incurred in internet and media service costs in 2022. This increase was consistent with the growth in sales during the same period.

Selling and Administrative Expenses

THCOM's sales and administrative expenses, including total compensation for directors and executives, was at THB 854 million in 2023. This figure reflected a decrease of 9.2% compared to THB 940 million recorded in 2022. The decrease was mainly due to the reduction in building and construction rental fees following the cancellation of rental for the Khaerai satellite station, together with the decrease of staff expenses and legal consulting fees.

Finance Cost

As of the conclusion of 2023, THCOM incurred a total financial cost of THB 127 million, reflecting a 4.7% increase from that of 2022 of THB 122 million. This rise was attributed to higher the expense of higher interest, in addition to the cost of bank fees related to bank guarantees and other collateral provided to NBTC for the satellite projects at the 119.5 and 78.5 degrees east orbital slots.

Share of Profits of Investment in Joint Venture

The share of profit (loss) from investments in joint ventures consists of profits (losses) from investments in various ventures, including the telephone business in Laos through Shenington Investments Pte Limited, which holds investments in Lao Telecommunications Public Company Limited (LTC). An additional contribution originates in profits (losses) from investments in joint ventures from Nation Space and Technology Company Limited and ATI Technologies Company Limited.

As of the conclusion of 2023, the share of profit (loss) from investments in joint ventures was a loss of THB 184 million, representing a 39.9% improvement from the THB 306 million loss in 2022. This was primarily due to the improvement of revenue and net profit generation from the telephone business in Laos, LTC. The loss on foreign exchange had also decreased due to the fact that the depreciation of the Laotian kip relative to the U.S. dollar was less pronounced compared to 2022. Despite these positive factors, financial costs at Shenington Investments Pte. Ltd. surged due to rising interest rates resulting in a loss in the joint venture investment.

Net Profit

As of the conclusion of 2023, THCOM reported a net profit of THB 354 million, equivalent to earnings per share of 0.32 THB. This represents a significant increase of 737.8% compared to the net profit of THB 42 million in 2022.

The substantial growth in net profit was primarily driven by two factors: firstly, the decrease in share of loss from investments in joint ventures; secondly, the recognition of other income in the amount of THB 301 million. This other income resulted from a dispute with a business partner over certain contractual terms. The

Supreme Court's ruling in June 2023 favored the Company's interpretation of the agreement, leading to the recognition of this compensation as other income.

THCOM’s core profits for 2023 amounted to THB 217 million, reflecting a decrease of 58.9% compared to that in 2022 of THB 527 million. This decline was primarily attributed to a decrease of income and the realized gain/loss in foreign exchange. However, when combined with the aforementioned other income, THCOM's operating profits would be calculated as THB 505 million.

6-month of 2024

Sales and service revenue

6-month of 2024, the company generated total revenue from sales and rendering of services of THB 1,247 million, a 9.3% decrease compared to the same period in 2023 (YoY), which totalled THB 1,374 million. The primary factor contributing to this decline was a reduction in other income. 6-month of 2023, the company recognized a substantial amount of other income stemming from a compensation with a business partner arising from a dispute settlement

Revenue from satellite and related services

6-month of 2024, the company generated THB 1,247 million in revenue from satellite and related services, reflecting an 8.8% decrease compared to THB 1,368 million in the corresponding period of 2023. This decline can be attributed to the absence of revenue streams 6-month of 2023, which included ground station management fees for Globalstar and additional consulting services.

Revenue from Internet and media services

6-month of 2024, the company generated THB 6 million, a 68.4% decrease compared to the same period in 2023 Nevertheless, there was a slight increase in advertising revenue from international customers. However, revenue from internet an media services decreased compared to the previous year, primarily attributed to customer churn in certain channels.

Sales and service costs

6-month of 2024, the company's total cost of sales and rendering of services amounted to THB 733 million, a 5.9% decrease compared to the same period in 2023 (YoY), which totalled THB 779 million. This reduction was in line with the decrease in revenue. Additionally, in 2023, the company incurred costs related to ground station (Gateway) management and other consultancy fees, which did not recur in 2024.

Cost of satellite and related services

6-month of 2024, the company incurred a total cost of THB 731 million for satellite and related services, a 6.4% decrease compared to the first half of 2023 (YoY), which amounted to THB 781 million. This decline was primarily attributed to reduced equipment maintenance costs.

Cost of Internet and media services

In first half of 2024, the company incurred a total cost of THB 5 million for internet and media services, a 50.0% decrease compared to the same period in 2023 due to a reduction in channel-related costs. This aligns with a corresponding decrease in revenue from the channel segment.

Selling and Administrative Expenses

In first half of 2024, the company incurred a total cost of THB 480 million for SG&A expenses, including directors and management benefits, increased from THB 50 million, a 12.0% increase compared to the same period in 2023 due to the legal consultancy fees associated with the procurement and construction of the new satellite.

Finance Cost

In first half of 2024, the company incurred a total cost of THB 52 million, a 20.0% decrease compared to the same period in 2023 due to repayment of loans.

Share of Profits of Investment in Joint Venture

The share of profit (loss) of investment in subsidiaries and joint ventures consisted of those from LTC, Nation Space and Technology Co.,Ltd and ATI Technologies Co.,Ltd.

In first half of 2024, the share of loss from investments in joint ventures amounted to THB 90 million, mainly due to losses from investments in the Laotian telephone business (LTC). However, the share of loss has been steadily decreasing, with an 17.3% reduction compared to the same period in 2023 of THB (77) million. This improvement is attributed to LTC's revenue growth compared to both Q1/2024 (QoQ) and Q2/2023 (YoY), foreign exchange losses increased due to a slight depreciation of the Kip against the US Dollar compared to Q1/2024 (QoQ). Additionally, financial costs incurred by Shenington Investments Pte Ltd. witnessed a significant uptick stemming from rising interest rates, resulting in the recognition of losses from equity investments in joint ventures. Nevertheless, in 2024, the Company is poised to benefit from long-term positive factors arising from the Ministry of Telecommunication and Communication of the Lao PDR's policy to restructure telecommunications service prices. This is expected to lead to a continuous recovery in losses from equity investments in joint ventures.

Net Profit

In first half of 2024, the company reported a net profit of THB 350, decreased from THB 196 million, a 36% decrease compared to the same period in 2023 due to other income decreased from THB 264 million, a decrease 86% because in Q2/2023, the company recognized other income which was compensation income from a dispute with a contracting party in the amount of THB 301 million.

5.2. Financial position and liquidity

2021

Assets

As at the end of 2021, the Company reported total assets of THB 15,340 million, decreased by 8% from THB 16,676 million as at the end of 2020, mainly due to the decrease of cash and cash equivalent, including other current financial assets for the repayment of matured bond on schedule in Q4/2021

Trade and Other Accounts Receivable

As at the end of 2021, the Company had trade and other current receivables of THB 2,071 million, an increase of 13% from THB 1,832 million as at the end of 2020, mainly due to mark-to-market of receivables from THB depreciation against US dollar. The average collection period for 2021 was 213 days, increasing from 154 days for 2020. The trade receivables of related and other parties were THB 2,078 million, proportionate to 0.3% and 99.7%, respectively.

Inventories

As at the end of 2021, the Company's net inventories was THB 7 million, decreased by 86.8% from THB 55 million as at the end of 2020. The days of inventory on hand was 30 days in 2021, decreased from 71 days in 2020. The Company has consistently conducted an audit on asset quality. At the end of 2021, the accumulated allowance for obsolete inventories was THB 73 million, decreased from THB 81 million in 2020.

Loans to a Joint Venture and Related Parties

As at the end of 2021, the Company had loans to a joint venture and related parties in total of THB 1,753 million, increased by 0.1% compared with THB 1,752 million as at the end of 2020. The amount was lending to Shennington Investments Pte. Limited.

Property, Plant and Equipment

Property, Plant and Equipment as at the end of 2021 was THB 2,778 million, a decrease of 10.1% from THB 3,091 million as at the end of 2020. This was due mainly to depreciation and amortization of Property, Plant and Equipment during 2021.

Right-of-use assets

As at the end of 2021, the Company had right-of-use assets of THB 1,434 million or 9.3% of total assets, increased from THB 151 million compared to the end of 2020. This was mainly from the purchase of part of bandwidth capacity on Thaicom 4 and Thaicom 6 Satellites after the expiry of the Concession.

Liquidity

As at the end of 2021, the Company had a current ratio of 5.66x, decreased from 2.70x as at the end of 2020, due mainly to repayment of matured bond on schedule in 2021.

Total Liabilities and Equity

The Company's net borrowings as at the end of 2021 were THB 1,266 million, a decrease of 66.3% from THB 3,760 million as at the end of 2020, mainly attributable to the the repayment of matured bond and long-term loans for the satellite projects, while the Company's shareholders' equity as at the end of 2021 was

THB 11,129 million, decreased by 1% from THB 11,247 million as at the end of 2020, mainly reflecting from a decrease in consolidated net profit. As at the end of 2021, the ratio of net borrowings to equity was 0.11x, decreased from 0.33x as at the end of 2020.

Cashflow

Net cash provided by operating activities for 2021 was THB 1,224 million, a decrease of 30.8% from THB 1,769 million for 2020, due mainly to a rise of operating profit.

Net cash provided (used) by investing activities for 2021 was THB 1,446 million, due to the sell of current financial assets to repay the matured bond on schedule in Q4/2021.

2022

Assets

At the end of 2022, The Company's total assets were reported as THB 14,850 million, representing a decrease of 3.2% from THB 15,340 million as of the end of 2021, mainly due to the decrease of trade and other receivables owing to debt collection from foreign customer and the recognition of the share of loss from investment in LTC.

Trade and Other Accounts Receivable

At the end of 2022, the Company had trade and other current receivables of THB 1,483 million, or 10.0% of total assets, a decrease of 28.4% from THB 2,071 million at the end of 2021, mainly due to debt collection from foreign customer. The average collection period for 2022 was 218 days which remained constant compared to 2021. The trade receivables of related and other parties were THB 1,523 million, proportionate to 2.6% and 97.4%, respectively.

Inventories

At the end of 2022, the Company’s net inventories were THB 24 million, which increased by 222.0% from THB 7 million as of the end of 2021. The days of inventory on hand was 4 days in 2022, which decreased from 6 days in 2021. However, the company’s main source of income is from the service revenue, which is not included in the inventory.

Loans to a Joint Venture and Related Parties

At the end of 2022, the Company's loans to a joint venture and related parties totalled THB 1,825 million, which represented an increase of 4.1% compared to THB 1,753 million as of the end of 2021.The amount was lending to Shennington Investments Pte. Limited.

Property, Plant and Equipment

Property, Plant, and Equipment as of the end of 2022 were THB 2,276 million, a decrease of 18.1% from THB 2,778 million as of the end of 2021. This was due mainly to the depreciation and amortization of Property, Plant, and Equipment during 2022.

Right-of-use assets

At the end of 2022, the Company had right-of-use assets of THB 1,589 million or 10.7% of total assets. This was mainly the right-of-use from the agreement to purchase part of the bandwidth capacity on Thaicom 4 and Thaicom 6 Satellites after the expiry of the concession, and the capacity on the foreign satellite operators leased for the Company's customers. The right-of-use assets increased by 10.8% from THB 1,434 million as of the end of 2021 due to the increase of the right-of-use of the capacity on a foreign satellite.

Liquidity

At the end of 2022, the Company had a current ratio of 4.0x, which decreased from 5.7x at the end of 2021 due to the decrease of account receivables and the decrease of the current portion of long-term loans to related parties.

Total Liabilities and Equity

The Company's net borrowings as of the end of 2022 were THB 872 million, a decrease of 31.1% from THB 1,266 million at the end of 2021. The decrease was primarily due to the repayment of long-term loans for the satellite projects, while the Company's shareholders' equity as of the end of 2022 was THB 10,554 million, which represented a decrease of 5.2% from THB 11,129 million as of the end of 2021. The decrease was primarily due to dividend payments, which offset the effect of consolidated net profit. As at the end of 2022, the ratio of net borrowings to equity was 0.08x, decreased from 0.11x as at the end of 2021.

Cashflow

Net cash provided by operating activities for 2022 was THB 2,003 million, an increase of 63.6% from THB 1,224 million in comparison with that of 2021, regarding an increase of profit from operations together with debt collection of long-outstanding accounts receivable from foreign customers.

Net cash provided (used) by investing activities for 2022 was THB 1,104 million, due to the conversion of current financial assets into cash to prepare for the investment in the new satellite project.

2023

Assets

As of the conclusion of 2023, THCOM's total assets were THB 14.162 billion, demonstrating a decrease of 4.6% compared to the total assets of THB 14,850 million recorded at the conclusion of 2022. The cause of this decline was primarily due to decreases in accounts receivables and other current receivables, in addition to a decrease in other current financial assets as a result of divesting the investments in funds as a source of funding for the construction of the satellite project positioned at 119.5 degrees east.

Trade and Other Accounts Receivable

As of the conclusion of 2023, the Company had trade and other current receivables of THB 1.016 billion, or 7.2% of total assets, a decrease of 31.5% from the THB 1.483 billion shown at the end of 2022, mainly due to debt collection from foreign customers. The average collection period for 2023 was 171 days, a decrease from the average period in 2022. The trade receivables of related and other parties were THB 1.149 billion, comprising THB 133 million of related parties trade receivables and THB 1.016 billion of other parties' trade receivables, proportionate to 11.6% and 88.4%, respectively.

Inventories

As of the conclusion of 2023, the Company's net inventory was valued at THB 15 million, a decrease by 35.6% from THB 24 million at the end of 2022. The total days of inventory on hand amounted to 5 days in 2023, a slight increase from 4 days in 2022. However, the Company's main source of income is generated from service revenue, which is not included in the inventory.

Loans to a Joint Venture and Related Parties

As of the conclusion of 2023, the Company had issued loans to a joint venture and related parties for a total amount of THB 1.764 billion, a decrease of 0.5% compared with THB 1.772 billion at the end of 2022. This amount was lent to Shennington Investments Pte Ltd.

Property, Plant and Equipment

The assessed value of the property, plant and equipment held by the Company at the end of 2023 was THB 2.079 billion, a decrease of 8.7% from THB 2,276 million at the end of 2022. This decrease was due mainly to depreciation and amortization of property, plant and equipment during 2023.

Right-of-Use Assets

As of the conclusion of 2023, the Company had right-of-use assets with an assessed value of THB 1.271 billion, or 9.0% of total assets. This amount stemmed mainly from the right-of-use provided in the agreement to purchase a portion of the bandwidth capacity on the Thaicom 4 and Thaicom 6 satellites after the expiration of the concession, and the capacity of the foreign satellite operators leased for the Company's customers. The right-of-use assets had decreased by 20% from THB 1,589 million by the end of 2022 due to the amortization of right-of-use of the agreement to purchase part of the bandwidth capacity on the satellites.

Intangible Assets

As of the conclusion of 2023, THCOM possessed intangible assets with an assessed value of THB 845 million, representing 6.0% of total assets. This marked a significant increase of 1,481.4% from THB 53 million at the end of 2022. The majority of these intangible assets comprised rights to utilize satellite orbits located at positions 119.5 and 78.5 degrees east.

Liquidity

As of the conclusion of 2023, the Company maintained a current ratio of 3.9x, which demonstrates no significant change compared to the end of 2022.

Total Liabilities and Equity

The Company's net borrowings at the end of 2023 amounted to THB 431 million, which is a decrease of 50.6% from THB 872 million in 2022. The decrease is primarily attributable to the repayment of long-term loans for the satellite projects, while The Company's total equity at the end of 2023 was THB 10.231 billion, a slight decrease of 3.1% from THB 10.554 billion in 2022. The decrease is mainly a reflection of the consolidated net profit offset by the dividend payment.

Cashflow

As of the conclusion of 2023, THCOM recorded the net cash received from operating activities as THB 1.007 billion, marking a decrease of 49.7% compared to the THB 2.003 billion reported in 2022. This decline was primarily due to the Company's successful collection of debts from long-outstanding foreign account receivables in 2022.

The amount of net cash received (used) from investment activities in 2023 was recorded at a loss of THB 366 million, which represents a decrease of 133.1% from the THB 1.104 billion loss recorded in 2022. This decrease was primarily attributed to payments made for equipment for new satellites and the right to utilize satellite orbits at positions 119.5 and 78.5 degrees east. Additionally, in 2022, THCOM generated cash from divestment of financial assets.

The net cash received (used) in financing activities in 2023 amounted to a loss of THB 1.366 billion, primarily consisting of the repayment of long-term loans, the repayment of loan interest, and the dividend payment.

At the end of 2023, THCOM held cash and cash equivalents, including current investments, in the total amount of THB 4.364 billion.

Q2 2024

Assets

As at the end of Q2/2024, the Company reported total assets of THB 13,974 million, a slight 1.3% decrease compared to THB 14,162 million at the end of 2023. This minor reduction was primarily attributed to the amortization of right-of-use assets and a decrease in cash due to the acquisition of buildings and equipment.

Trade and Other Accounts Receivable

As at the end of Q2/2024, the Company had trade and other current receivables of THB 995 million, or 7.1% of total assets, decreased by 2.1% from THB 1,016 million at the end of 2023.The primary reason for this decline was attributed to the successful collection of outstanding debts from international customers.

Liquidity

As at the end of Q2/2023, the Company had a current ratio of 3.9x, stabled from the end of 2023 of 3.9x

Right-of-use assets

As at the end of Q2/2024, the Company had right-of-use assets of THB 1,182 million or 8.5% of total assets. This was mainly the right-of-use from the agreement to purchase part of the bandwidth capacity on THAICOM-4 and THAICOM-6 Satellites after the expiry of the concession, and the capacity on the foreign satellite operators leased for the Company’s customers. The right-of-use assets decreased 0.5% from THB 1,271 million as at the end of 2023 due to the amortization of right-of-use satellite assets.

Total Liabilities and Equity

The Company's net borrowings as at the end of Q2/2024 were THB 231 million, a decrease of 46.3% from THB 431 million as at the end of 2023, mainly attributable to the repayment of long-term loans for the satellite projects.

The Company's shareholders' equity as at the end of Q2/2024 was THB 10,338 million, increased by 1.0% from THB 10,231 million as at the end of 2023, reflecting from consolidated net profit offsetting with the annual dividend payment.

The company's ratio of net borrowings to equity was 0.4x, decreased by 8.5% from that of the end of 2023. This reduction was primarily driven by a decrease in total liabilities. In July, the company fully repaid its outstanding loans, which is expected to significantly reduce the net borrowings to equity in Q3/2024.

Cashflow

6-month of 2024, the company generated net cash from operating activities of THB 330 million, a 60.6% decrease compared to the first half of 2023, which amounted to THB 839 million. This decrease was primarily due to lower net profit for the period. Additionally, 6-month of 2023, due to the significant collection of long-outstanding receivables from overseas trade customers.

Net cash used in investing activities for the first half of 2024 was THB (503) million, an increase compared to the first half of 2023, which totaled THB (261) million. The main reason was the prepayment for equipment for a new satellite.

Net cash used in financing activities for the first half of 2024 was THB (502) million, primarily consisting of loan repayments and interest payments. At the end of Q2/2024, the Company held cash and cash equivalents, including current investments, in total of THB 3,443 million.

6. Industry Overview

6.1. Broadcasting and Media Service Industry Outlook

There is an upward trend in consumer behavior in which more viewers consume video content via internet devices for example, tablets, and smart phones. However, this trend does not affect the demand on satellite for broadcasting markets. On the contrary, the demand for satellite bandwidth is positively influenced by the transition of content resolution from standard definition to high definition, and ultra-high definition. The growth of broadcast contents and content delivery network (CDN) will be the key drivers for the demand of broadcast services. In addition, the Company concentrate on partnership in order to enhance coverage and efficiency of content delivery services from Indochina region to other parts of the world.

For Asia, there has been consistent growth on the satellite demand for broadcast applications in this region especially, in India and Indochina regions where the significant growth has taken place. In India, the demand for satellite services will continuously be driven by broadcast. The Company has focused on partnering with top teleport operators in order to enhance the Company's services for both wholesale and retail customers.

According to the sustained expansion of online video consumption, the Company is prioritizing the strategic augmentation of its viewer base through over-the-top (OTT) internet networks. Concurrently, the Company is preparing its technological infrastructure to enhance advertising opportunities for broadcaster in Thailand. This initiative will facilitate the sustainable revenue generation to broadcast industry.

6.2. Broadband Service Industry and Data Transmission

The broadband satellite market for both Geostationary Earth Orbit (GEO) and Non-GEO High Throughput Satellite (HTS), is expected to remain in its strong upward trend due mainly to increase bandwidth usage per site and development of satellite network technologies. The top two segments that will accelerate demand growth are consumer broadband, both direct-to-premise and WiFi hotspot, enterprises including small businesses, mobile backhaul as a result of network expansion of 4G and 5G to accommodate the increase usage of social media and OTT, and mobility services such as maritime and aeronautical services. The broadband satellite industry is in a transition phase with multiple ongoing developments - including incumbents extending to new geographic areas, emergence of new Geostationary Earth Orbit (GEO) and Non-GEO High Throughput Satellite (HTS) offerings, innovative space and ground segment designs as well as new business models and solutions - resulting in a more competitive environment. The Company will have a strong leverage in Thailand and South East Asia region through the existing customer base, industry expertise, strategic partners in broadband services and these services will continue to be the Company’s main business focuses.

Furthermore, the Company is committed to expanding its end-to- end service offerings by continuously developing and enhancing the quality of satellite broadband applications. This not only aims to foster user satisfaction but also to elevate the overall service experience.

Additionally, the Company emphasizes increasing the capabilities of the Satellite Hub/Baseband system to support network devices capable of transmitting data at speeds exceeding 100 megabits per second (Mbps). This proactive approach ensures that the Company's infrastructure remains well-equipped to handle the demands of current and future applications, such as high-resolution 4K or 8K online gaming, virtual reality (VR), and augmented reality (AR) services.

6.3. New Space Tech Industry Outlook

1. Geospatial Analytics

The market for geospatial data analytics is growing significantly across the world where geospatial data analytics is one of the marketing strategies that explores and analyzes the needs and characteristics of each specific area. It also promotes planning, and evaluates appropriate strategies for problems of each area as well, allowing organizations to carry out activities that benefit the organization as much as possible. The more diverse and easier to access, the modernization of Artificial Intelligence (AI) and Machine Learning (ML) technology, as well as the nation's development strategy to create a smart city, support the continuous growth of the market. The Asia-Pacific region continues to show growth in geospatial data analytics, particularly in China, India, and Japan. The majority of demand for geospatial analytics is concentrated on services for responding to political, defense and intelligence, and business strategic decision-making.

2. Carbon Credit

Recently Thailand has announced its commitment to address climate challenges and to achieve carbon neutrality by 2030, in accordance with the 26th Conference of the Parties (COP26) of the United Nations Framework Convention on Climate Change (November 2021). As part of its commitment towards carbon neutrality Thailand must reduce 40% of its current greenhouse emissions. For this reason, atomic carbon conservation and reforestation are crucial mechanisms to aid in the storage of carbon because they are a significant source of carbon on earth. Therefore, preserving and growing the forest habitat can be considered as a source of carbon credit, and the communities that are capable of preserving the forest can obtain carbon credit as a source of revenue.

3. LEO Satellite IoT

On 21st December 2023, the Company hosted the opening ceremony for "the Thaicom and Globalstar Satellite Gateway, which is located at Thaicom Teleport and DTH Center, Lat Lum Kaeo, Pathum Thani, marking the first Low Earth Orbit (LEO) satellite gateway in Thailand. The Company and Globalstar Inc. will collaborate in the development and management of gateway named Thailand Globalstar LEO Satellite which is a part of Globalstar LEO satellite network expansion for providing services in the region. Furthermore, the Company and Globalstar Inc. will leverage their knowledge and expertise in developing services focusing on Personnel Safety solutions for officers, lone workers and tourists in Thailand and the region as well as on Asset and IoT Management solutions for monitoring assets, vehicles, and telemetry systems.

6.4. Internet and Digital Platform Services

The IPTV/OTT Platform Service has continually grown in terms of both the number of viewers and revenue. This growth is in accordance with the trend of increasing OTT users in Thailand. For eSport Platform Service, its usage traffic of current corporate customers' white label eSport platform provided by ThaiAI, has been increasing as well.

However, for the DTV Satellite Dish Platform, due to the availability of alternative platforms to watch TV channels, such as IPTV/OTT, Cable TV, and Digital Terrestrial TV, there are currently severe price and contents competition among the platforms. For the other services of ThaiAI, their markets are comparatively stable as their customers are the corporates, which have used the services for ears and thus long-term relationship with the customers helps avoid competition.

6.5. Telephone Business Abroad

Currently, there are 3 fixed-line operators in Lao PDR: Lao Telecommunication Public Company, ETL Company Limited (ETL), and Star Telecom Company Limited (UNITEL), and 6 cellular phone operators namely LTC, T-PLUS (100% owned by LTC), ETL, UNITEL, Lao Asia Pacific Satellite (U-LINK), and BEST Telecom (originally Sky Telecom), the latest company to enter the telecommunications market, launching services in August of 2021 utilizing ETL's network. LTC holds the top rank in market share while UNITEL, T-PLUS, ETL, U-LINK and Best rank second to sixth, respectively.

In addition to telephone services, there are five major Internet service providers in the Lao PDR, namely LTC, ETL, UNITEL, Planet Computer Company Limited (Planet Online) and Best Telecom (previously Sky Telecom Company Limited), with LTC holding over 65% of the market share. In 2021 and 2022, all internet services previously provided by Tplus were transferred to LTC.

Telecommunications systems in the Lao PDR have kept abreast of international developments and LTC has been at the forefront of many of these developments. LTC was the first mobile operator to provide 3G and 4G cellular phone service in Lao PDR, and the second company in South East Asia to launch 4.5G services for its customers. The Company also became the first operator in Laos to test 5G services in 2019, and officially launched limited 5G services at several locations throughout Vientiane Capital in late 2020. LTC's cellular network coverage is continuing to expand, and despite the difficult geographical conditions and low population density in many areas, more than 80% of the country is covered by LTC's network.

Mobile broadband services underwent significant system improvement to meet the rapid increase in demand for data capacity as customers migrated to the 4G and 4.5G networks. LTC continues to expand service coverage and capacity across the country, while also optimizing existing systems to ensure consistent and high-quality services.

For fixed wireless service, currently marketed as WinPhone, the technology and system were developed to be used on the same network as the Company's 3G and 4G. The fixed wireless voice tariffs are lower than the postpaid and prepaid mobile service tariffs. Combined with affordable handset prices, this service was readily adopted by customers needing to use only voice services, particularly in rural areas.

The Ministry of Technology and Communication (MTC) issued tariff control regulations for telecom services in 2011. The regulations do not allow operators to give away free airtime to customers and control the levels of promotions offered by operators. However, over the past three years, the regulations were not monitored as stringently as previously, resulting in a renewed price war in late 2018 which has continued into 2023. Although government oversight in 2020 brought stricter control over pricing, the prices have remained low. With the arrival of the COVID-19 pandemic prices did not recover, and some low- price packages were developed specifically aimed at helping people during the pandemic period. In 2022, prices remained low although, near the end of the year, regulatory efforts toward stabilisation of prices as well as cost reductions were being made by the MTC.

The Government of Lao PDR through the Ministry of Technology and Communication (MTC) has initiated a registration drive for all telephone numbers within the country. All operators are to register all their customers through an application called LaoKYC under the 3Grab project. Launched in 2020, the drive has been extended several times, with the latest deadline having been set for the year 2023. As part of this drive, LTC has been authorised to use its own 1-grab app to speed up registration of the Company's customers as it requires less information to be submitted for registration.

In 2022 and 2023, the country's economy faced severe forex issues as the value of the Kip declined due to high inflation (40% as at the end of 2022, with some stabilisation at around 25% inflation for the year near the end of 2023). Many industries and services have already increased their tarriffs and prices, yet telecommunications services are still operating largely on 2021 and 2022 rates. The issue is being studied, by the Ministry of Technology and Communication with the telecoms operators, and a proposal for changes was submitted to the Government for approval at the end of 2023.