

TC-CS 007/2023

January 20, 2023

Subject: Submission of the Opinion of the Company on the Tender Offer (Form 250-2) and the Opinion of Independent Financial Advisor on the Tender Offer of Thaicom Public Company Limited

To: Secretary-General of Securities and Exchange Commission
President of the Stock Exchange of Thailand
Shareholders of Thaicom Public Company Limited

Enclosure: 1. Copy of the Opinion of the Company on the Tender Offer (Form 250-2)
2. Copy of the Opinion of Independent Financial Advisor on the Tender Offer

Reference is made to the notification that Thaicom Public Company Limited (the “**Company**”) received a copy of the Tender Offer for securities (Form 247-4) from Gulf Ventures Company Limited as the Offeror dated January 5, 2023.

In this regard, the Company has appointed Krungthai XSpring Securities Company Limited as the Independent Financial Advisor to render opinion on the Tender Offer for shareholders, and the Company has prepared the Opinion of the Company on the Tender Offer (Form 250-2) pursuant to the Notification of the Capital Market Supervisory Board No. TorJor 40/2552 re: Statement Form and Period for Preparing Opinion on Tender Offer.

The Company hereby submits the copy of the Opinion of the Company on Tender Offer (Form 250-2) and the copy of the Opinion of Independent Financial Advisor on the Tender Offer as shown in the enclosures.

Please be informed accordingly.

Yours faithfully

-Signed-

(Mr. Salil Charuchinda)

Senior Vice President - General Counsel and Company Secretary

- Translated Version -
Opinion of the Company Regarding the Tender Offer
(Form 250-2)

of



Thaicom Public Company Limited

The Offeror

Gulf Ventures Company Limited

January 16, 2023

Opinion of the Company Regarding the Tender Offer

January 16, 2023

To The securities holders of Thaicom Public Company Limited

On January 5, 2023, Thaicom Public Company Limited (“THCOM” or the “Company” or the “Business”) received a copy of the Company’s Tender Offer (Form 247-4) from Gulf Ventures Company Limited (the “Offeror” or “Gulf Ventures”), which contained the following details:

Type of Securities	Number of Offered Securities		Percentage of Offered Securities		Offering Price per Share ^{1/} (THB)	Offering Value (THB)
	Shares/Unit	Voting Rights	Total Issued Securities	Total Voting Rights		
Ordinary shares	645,231,020	645,231,020	58.87	58.87	9.92	6,400,691,718
Preferred shares	-	-	-	-	-	-
Warrants	-	-	-	-	-	-
Convertible debentures	-	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
Total				58.87	Total	6,400,691,718

Remark: ^{1/} The shareholders who accept to sell their securities in the Tender Offer (the “Offeree”) shall be subject to a brokerage fee of 0.25% of the offer price per share and value-added tax (VAT) of 7.00% of such brokerage fee. Thus, the net offering price to be received by the Offeree will be THB 9.893454 per share (Nine point eight nine three four five four Baht). If the board of directors’ meeting and/or the shareholders’ meeting of THCOM (as the case may be) resolves to approve the dividend payment to shareholders of THCOM, in which case the record date for identifying the shareholders who are eligible to receive the dividend is set to be during the Tender Offer Period, the offer price will be reduced by an amount of the dividend and the net price to be received by the Offeree will also be reduced according to the reduction of the Tender Offer Price from such dividend.

The tender offer period (“Offer Period”) is a total of 25 business days from January 6, 2023 to February 9, 2023, during the office hours of 9.00 a.m. to 4.00 p.m. of the Tender Offer Agent.

In this regard, such Tender Offer Price and Tender Offer Period are the Final Offer and the Final Offer Period, which the Offeror will not change the Tender Offer Price and will not extend the Tender Offer period. However, the Offeror may amend the Tender Offer in any of the following cases:

- The Offeror may reduce the Tender Offer Price and/or extend the Tender Offer Period in the case of any event or action that occurs during the Tender Offer Period which causes severe damage to the status or the assets of the Business
- The Offeror may reduce the Tender Offer Price and/or extend the Tender Offer Period in the case of any action conducted by the Business which may affect the Tender Offer as defined in the Notification of the Capital markets Supervisory Board No. TorChor. 14/2554 Re: Actions or Omission of Actions Which is Likely to Affect the Tender Offer of the Business (the “Notification No. TorChor. 14/2554”)

- The Offeror may change the Tender Offer and/or extend the Tender Offer Period to compete with another offeror who has submitted a tender offer for shares of the Business during the Tender Offer Period

If there is any announcement of additional public holidays during the Tender Offer Period, the Offeror will extend Tender Offer Revocation Period until the Tender Offer Revocation Period totals not fewer than 25 business days according to the Notification No. TorChor. 12/2554.

Conditions for Cancellation of the Tender Offer

The Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events:

- any event or action occurring after the submission of the Tender Offer to the Securities and Exchange Commission (the “SEC”) but within the Tender Offer Period which causes or may cause severe damage to the status or the assets of the Business, where such event or action has not result solely from the actions of the Offeror or actions for which the Offeror is responsible; or
- any action conducted by the Business after the submission of the Tender Offer to the SEC but within the Offer Period which causes or may cause a significant decrease in the value of the Business's shares; or
- any action conducted by the Business which may affect the Tender Offer as defined in the Notification No. TorChor. 14/2554.

The Company has considered the tender offer proposal in the interest of the shareholders and would like to express an opinion to be a basis for your consideration as follows:

1. The status of the Company regarding the past and future operating results together with the assumption applied for the forecast

1.1 Company Background and Significant Development

Name	: Thaicom Public Company Limited
Address	: No. 349, 28th Floor, SJ Infinite One Business Complex, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok
Nature of Business	: THCOM operates 3 different main sectors as follows: <ul style="list-style-type: none"> 1. Satellite and Related Services 2. Internet and Media Services 3. Telephone Business Abroad
Telephone No.	: 02-596-5060
Company Registration No.	: 0107536000897
Incorporation Date	: November 7, 1991
Stock Exchange	: Stock Exchange of Thailand (SET)
Industrial Group	: Technology

Sector	:	Information and Communication Technology
Registered Capital	:	THB 5,499,884,200.00
Paid-Up Capital	:	THB 5,480,509,770.00
Website	:	www.thaicom.net

1.2 General Business Information

THCOM's business can be divided into 3 different business segments as follows

Satellite and Related Services

1. Satellite Communications and Related Services by Thaicom Public Company Limited TC Broadcasting Company Limited (TCB) and IPSTAR Group

THAICOM satellites

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.

○ High Throughput Satellite (HTS)

A broadband satellite or High Throughput Satellite (HTS) is primarily designed to provide broadband Internet access services (point-to-point). Through high level frequency re-use and spot beam technology, HTS usually provides much more total throughput than a conventional satellite for the same amount of allocated orbital spectrum, thus significantly reducing cost per megabit per second (Mbps). In addition, HTS can offer services to government and enterprise markets, as well as to terrestrial cellular network operators.

Regarding the Thai satellite concession has ended on September 10, 2021 and Thai government assigned National Telecom Public Company Limited (NT) to manage satellites under the satellite concession. The Company is currently purchases THAICOM 4 and THAICOM 6 satellites capacity from National Telecom Public Company Limited (NT) and the Company owns satellite capacity on THAICOM 7 and THAICOM 8.

Details	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
Ownership	PURCHASED SOME BANDWIDTH (from National Telecom Public Company Limited)		THCOM's Satellites	
Satellite Type	Broadband High Throughput Satellite (HTS)	Conventional	Conventional	Conventional
Orbital Slot	119.5° East	78.5° East	120° East	78.5° East

Details	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
Manufacturer	Space Systems Loral	Orbital ATK	Space Systems Loral	Orbital ATK
(Country)	(USA)	(USA)	(USA)	(USA)
Model	LS-1300S	Star 2.3	LS-1300	Star 2.4
Design Life*	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 transponder 9 Ku-Band transponder	14 C-Band transponder	24 Ku-Band transponder
Coverage Area	14 countries: Australia, Cambodia, China, India, Indonesia, Japan, Malaysia, Myanmar, New Zealand, Philippines, South Korea, Taiwan, Thailand and Vietnam	C-band Southeast Asia and Africa Ku-band Southeast Asia (Mainland)	C-band Thailand, Greater Mekong Subregion and Asia	Ku-band Thailand, Greater Mekong Subregion, South Asia and Africa

Note: * Design Life is useful life of satellite based on engineering design. However, actual useful life of satellite is depended on actual fuel consumption which normally longer than design life

Name of Product or Service

(1) Broadcast and Media

(1.1) 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 Thaicom's coverage area. Our 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.

(1.2) Digital Channel Broadcast Service on Multi-Channel Per Carrier (MCPC) Broadcast Platform

The Company provides one-stop-shop MCPC Broadcast Platform. This allows TV operators and content providers to distribute their digital channels to viewers. Our satellites ensure seamless C- and Ku-band coverage of Asian, European, Middle Eastern and African countries.

(1.3) 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 our 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.

(1.4) Radio or Television Broadcasting Network Services (not using radio frequencies)

The radio or television broadcasting network services (MUX) consist of contents gathered from different sources, including such content as public announcements, news, programs or public information, multiplexes from providers of audio or television broadcasting contents, and the provision of encryption services for clients who have specific requirements for channel reception by end-users such as Conditional Access (CA) or BISS Key encryption before the broadcasting of the radio or television signals to receiving apparatus through the permitted satellite broadcasting network, including services via IP networks, with service coverage in all areas of Thailand.

(1.5) Teleport and Digital Direct-to-Home (DTH) Center

A teleport or telecommunications port is a centralized location that provides access to advanced bandwidth services with a comprehensive range of broadcasting and telecommunications services. Certified under ISO 9002 and ISO 9001:2000, the Thaicom Teleport and DTH Center are equipped with state-of-the-art facilities to support any domestic and international satellite broadcasting requirement. The Company offers end-to-end services by bundling transponder bandwidth with value-added services such as satellite downlink, tape playout, digital signal compression 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

(2.1) IPSTAR Retail

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 nationwide expansion of their subscriber base and residential and small business users.

(2.2) 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 and micro cells to small cells, or IP-Node-Bs. 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.

(2.3) IPSTAR Business

IPSTAR Business solutions allows small businesses and enterprises who 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.

(2.4) IPSTAR 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.

(2.5) Mobility

NAVA is an end-to-end maritime broadband service platform for ship and offshore operators. With Nava, Thaicom brings reliable broadband connectivity to the sea which is essential to connect crew and passengers, improve safety on board and support efficient vessel operations. NAVA maritime service platform can support very high data rates to provide fiber-to-the-ship (FTTS) like connectivity and digital solutions to enable the digital vessels of the future.

(2.6) IPSTAR Gateway

IPSTAR Gateways have been designed to facilitate a variety of applications to enable broadband communications for corporate users, Internet Service Providers (ISP) and individual subscribers. IPSTAR is capable of delivering broadband Internet, intranet networks, video conferencing, multimedia broadcasting and multicasting, online transactions, and telephony. The services are supported by a wide-band forward link from the IPSTAR gateway to the IPSTAR user terminal and a narrow-band return link from the IPSTAR user terminal to the IPSTAR gateway. Currently, there are 15 active IPSTAR gateways in 10 countries in Asia-Pacific.

(3) Consultancy and Satellite System Design Services

Thaicom has initiated consultancy and satellite system design services to target satellite service providers from government and private sectors as customers who have requirements to establish their satellite business and service. Consultancy services to be offered by Thaicom will be comprehensive including for instance satellite filing and frequency coordination, license, satellite system design, business and market development, etc. With extensive local and international expertise and experience in satellite industry, Thaicom is confident to deliver successful consultancy services for customers to gain satellite business insight to run their business professionally and efficiently. Thaicom also has experiences in providing the consultancy services to

Bangladesh's government sector and is finding new opportunities to expand this services to other countries in South Asia, such as Nepal.

Internet and Media Services

2) Internet Access and Related Services by Thai Advance Innovation Company Limited (ThaiAI)

Nature of Products or Services

(1) Platform Service

This service platform includes selling and leasing of subscription service, or provide marketing activities to support sales such as IPTV/OTT Platform that is Internet TV channel or Multimedia Streaming Platforms used for broadcasting video or audio content via Internet networks e.g., television including an eSport platform that facilitates participation in eSport competitions for both applicants and promoters. The platforms and applications developed are ideal for broadband Internet application. This service also includes development of particular services to match customers' specific demands.

(2) After sales service for DTV Satellite Dish

ThaiAI focuses on the high quality of after-sale service, to ensure that customers can access to DTV's outstanding satellite TV channels and programs, including news, documentaries, movies, cartoons, music, and several education channels.

(3) Broadband and Television Network and System Integration Services both consultant and installation services

ThaiAI analyzes customer's needs and devise solutions that utilize satellite communications or Internet media formats. Solutions provided are as the platform services such as IPTV, VDO Conferencing, Data Transfer, and Multimedia Online, including the System integration to service network and software and Smart Office such as, Meeting room reservation system, Vehicle reservation system.

- Broadband Network Services

For broadband networks, ThaiAI offers network and software services to meet customer demand for network connections to transfer data in different formats for both one-way and two-way transactions.

- Master Antenna TV Network Services

This service offers antenna network solutions to meet the needs of customers who live in buildings, such as hotels, apartments, or condominiums. ThaiAI can provide the service on a one-time investment by the building's owner or a monthly rental model.

Telephone Business Abroad**3) Telecom Business Aboard by Shenington Investments Pte Ltd. (SHEN) Group**

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

Lao Telecommunication Public Company (LTC)**Nature of Products or Services****(1) Nature of Service**

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 Service 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 package, international Roaming (IR) charges and Telecom Inter-Connection (IC) Charge both domestic and international, value-added service charges and Telecom Enterprise Solutions Services Charge.

Joint Venture Business

Joint Venture Businesses, the Company has established 2 subsidiaries under the names of Nation Space and Technology Company Limited and ATI Technologies Company Limited.

- Nation Space and Technology Company Limited, a joint venture company with National Telecom Public Company Limited, announced the launch of NAVA by NSAT or maritime digital solutions. This was an integration of the company's satellite technology with National Telecom Public Company Limited's digital solutions.
- ATI Technologies Company Limited, a joint venture company with AI and Robotics Ventures Company Limited (a subsidiary of PTT Exploration and Production Public Company Limited), produces and distributes unmanned aerial vehicle or drone including a full range of drone technology solution services. The initial phase aimed to help farmers improving agricultural productivity.

1.3 Shareholding Structure of the Company

As of December 31, 2022, the Company's business operations can be divided into 3 different main sectors as follows: (1) Satellite and Related Services (2) Media services and (3) Telephone Business Abroad, and 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. The aim is to have overall management authority and to set the business direction of its subsidiaries and associated companies. The Company's investment structure is as follows:

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 and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Satellite and Related Service						
<u>IPSTAR Company Limited (IPSTAR)</u> Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands	Providing THAICOM 4 transponder services	USD 2,000,000	200,000,000 shares	USD 0.01	USD 2,000,000	100.00
<u>IPSTAR New Zealand Limited (IPNZ)</u> 24 Unity Drive North, Abany, Auckland 0757, New Zealand Tel. (649) 414 5920 Fax. (649) 414 5922	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in New Zealand	NZD 3,196,133	3,196,133 shares	NZD 1	NZD 3,196,133	100.00
<u>IPSTAR Australia Pty Limited (IPA)</u> 5 George Place, Artarmon, NSW 2064, Australia Tel. (612) 8458 0500 Fax. (612) 8006 5592	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in Australia	AUD 6,950,000	6,950,000 shares	AUD 1	AUD 6,950,000	100.00

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Orion Satellite Systems Pty Limited (OSS) (100% shares held by IPA) Level 2, 231 Adelaide Terrace, Perth, WA 6000, Australia Tel. (61) 8 9225 7800 Fax (61) 8 9225 7811	Providing satellite communication services and business solutions	AUD 13,374,571	1 share 5,960,354 shares	AUD 7,414,217 AUD 1	AUD 13,374,571	100
IPSTAR International Pte Limited (IPIN) 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel. (65) 6338 1888 Fax (65) 6337 5100	Providing THAICOM 4 transponder services and sale of satellite equipment of THAICOM 4	SGD 20,000	20,000 shares	SGD 1	SGD 20,000	100
IPSTAR Global Services Limited (IPGS) Intercontinental Trust Limited Level 3, Alexander House, 35, Cybercity, Ebene, Mauritius Tel. (230) 213 9800 Fax (230) 210 9168	Providing THAICOM 4 transponder services	USD 20,000	20,000 shares	USD 1	USD 20,000	100
IPSTAR Japan Company Limited (IPJ) 1231-1 Hio, Oganomachi, Chichibu-gun, Saitama, Japan Tel. +813-6279-0933 Fax +813-6279-0934	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in Japan	JPY 100,000,000	10,000 shares	JPY 10,000	JPY 100,000,000	100
IPSTAR (India) Private Limited (IPI) 408-409, II FLOOR, ABW TOWER., M.G. ROAD, IFFCO CHOWK, GURGAON - 122002, Haryana, INDIA	Sale of satellite equipment and providing technical support in relation satellite business	Rs. 30,000,000	30,000,000 shares	Rs. 1	Rs. 30,000,000	100
Star Nucleus Company Limited (STAR) Trident Chambers, P.O. Box 146, Road Town, Tortolar, British Virgin Islands	Providing engineering and development services, technology and electronics	USD 50,000	10 shares	USD 1	USD 10	100
TC Broadcasting Company Limited (TCB) 414 Phaholyothin Road, Samsen Nai Sub- istrict, Phaya Thai District, Bangkok Tel. (66) 2596 5060	Providing broadcasting, television and telecommunication services	THB 1,000,000	100,000 shares	THB 10	THB 250,000	99.99

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
International Satellite Company Limited (ISC) Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius	Providing THAICOM 7 and THAICOM 8 transponder services	USD 50,000	50,000 shares	USD 1	USD 50,000	100
TC Global Services Company Limited (TCGS) 12 th Floor, Standard Chartered Tower, 19, Cybercity, Ebene, Mauritius	Providing technology services	USD 50,000	50,000 shares	USD 1	USD 50,000	100
TC Space Connect Company Limited (TCSC) SJ Infinite One Business Complex, No. 349, 28 th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok Tel. (662) 596-5095 ext. 6900	Communication, Sattellite and related business	THB 100,000,000	10,000,000 shares	THB 10	THB 25,000,000	99.99
Space Tech Innovation Company Limited (SpaceTech) SJ Infinite One Business Complex, No. 349, 28 th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok	Communication, Sattellite and related business	THB 100,000,000	10,000,000 shares	THB 10	THB 25,000,000 ^{1/}	100.00

Note: ^{1/} Not fully paid

2. Internet and Media Services

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Internet and Media Services						
Thai Advance Innovation Co., Ltd. (ThaiAI) 414 Phaholyothin Road, Samsen Nai Sub-District, Phaya Thai District, Bangkok Tel. (662) 950-5005 Fax (662) 591-0708 Website www.thai.ai.co.th	Sale of direct television equipment, providing system integration consultancy service for broadband network and broadband content services	THB 398,791,470	39,879,147 shares	THB 10	THB 398,791,470	99.99

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 Telecommunications Public Company, a joint venture company with the government of the Lao People's Democratic Republic, this company has a 25-year license expiring in 2021. The government of Lao PDR and SHEN signed a new joint venture agreement to extend the concession another 25 years, from 2022 to 2046

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Telephone Business Abroad						
<u>Shenington Investments Pte Limited (SHEN)</u> 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel. (65) 6338 1888 Fax. (65) 6337 5100	Holding company for investment in international telecommunications	SGD 14,658,000	14,658,000 shares	SGD 1	SGD 14,658,000	51.00
<u>Lao Telecommunications Public Company (LTC)</u> (49.00% shares held by SHEN) Lanexang Avenue 0100, Vientiane, Lao People's Democratic Republic Tel. (856) 2121 6465-6 Fax. (856) 2121 9690	Providing fixed line, mobile phone, public phone, public international facilities and Internet services in Lao PDR	USD 96,840,000	96,840,000 shares	USD 1	USD 96,840,000	24.99
<u>Tplus Digital Company Limited (Tplus)</u> (100.00% shares held by LTC) 23 Singha Road, Phonexay Village, Saysettha District, Vientiane Capital Tel. (020) 7780 0700 Fax. (020) 7780 0701	Providing fixed line, mobile phone in Lao PDR	USD 500,000	500,000 shares	USD 1	USD 500,000	24.99
<u>Lao Mobile Money Sole Company Limited (100% share held by LTC)</u> Saylom Village, Saylom Road, Chanthaboury District, Vientiane, Lao People's Democratic Republic	Provide digital money payment and transfer services within Lao PDR	Lao KIP 10,000,000,000	1,000,000 shares	Lao KIP 10,000	Lao KIP 10,000,000,000	24.99

4. Other Joint Ventures Business

The Company invested in a Joint Ventures Business in two of following subsidiaries

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Joint Ventures Business						
<u>Nation Space and Technology Co.,Ltd. (Nation Space)</u> 72 CAT Tower, Charoen Krung Rd, Bang Rak, Bangkok 10500 Thailand Tel. (662) 104-2220	provide services relating to satellite business	THB 10,000,000	1,000,000 shares	THB 10	THB 10,000,000	75.00
<u>ATI Technologies Company Limited (ATI)</u> (100% share held by ThaiAI) 50 Moo 1 Soi Wat Jadi Hoy, Bor Ngern City, Ladlumkaew, Patumthani 12140, Thailand Tel. (662) 593-3000	Distribute unmanned aerial vehicle (drone) for Thailand's agricultural sector.	THB 20,000,000	4,000,000 shares	THB 5	THB 20,000,000	50.00

Note: Information as of December 31, 2022

1.4 Revenue Structure of the Company

Revenue structure of the Company by nature of businesses or services is as follows:

Products / Services	Operating Company	2019		2020		2021		9-month period of 2022	
		THB mn	%	THB mn	%	THB mn	%	THB mn	%
Satellite and related services	THCOM, TC Broadcasting, and IPSTAR Group	4,594	95.71	3,548	83.92	3,297	97.63	2,184	79.97
Internet & Media	Thai Advance Innovation	122	2.54	32	0.76	30	0.89	25	0.90
Consolidation eliminations		(53)	(1.10)	(24)	(0.57)	(24)	(0.71)	(20)	(0.72)
Revenue from sales and services		4,663	97.15	3,557	84.13	3,303	97.81	2,189	80.15
Other revenues		136	2.83	671	15.87	74	2.19	542	19.85
Total revenue		4,800	100.00	4,228	100.00	3,377	100.00	2,731	100.00

Source: Management Discussion and Analysis of the Company for year ended 2019 – 2021 and third quarter of 2022

1.5 Shareholders

1.5.1 Shareholding structure before making tender offer

List of top 10 shareholders on the latest shareholders register book of the Business as of January 3, 2023, which is the latest book closing date

No.	Shareholder Name ¹	No. of Shares	% of Total Shares
1.	Gulf Ventures Company Limited	450,870,934	41.13
2.	Mr. Chawalit Visarankul	30,287,700	2.76
3.	Thai NVDR Company Limited	28,420,513	2.59
4.	Ms. Kulisara Kara	22,108,600	2.02
5.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	21,469,400	1.96
6.	Mr. Narit Jia-Arpa	18,693,000	1.71
7.	Mr. Wachira Tayanaraporn	14,000,000	1.28
8.	Mr. Kitti Ngammaharat	13,930,000	1.27
9.	Mr. Nattaphon Nitithanatkul	10,000,000	0.91
10.	Mr. Taveesak Weraprasert	9,800,000	0.89
Top 10 shareholders		619,580,147	56.53
Other shareholders		476,521,807	43.47
Total		1,096,101,954	100.00

Source: Shareholders register book of the Company

Note: ¹ Do not group persons who have same family name or related persons

1.5.2 Shareholding structure after making tender offer

Shareholding structure in the case that all shareholders of the Company accept the Tender Offer, totaling of 645,231,020 shares or representing 58.87% of the total issued and paid-up shares of the Company is as follows:

No.	Shareholder Name	No. of Shares	% of Total Shares
The Offeror			
1.	Gulf Ventures Company Limited	1,096,101,954	100.0
Total		1,096,101,954	100.0

1.6 The Board of Directors of the Company

As of the Tender Offer date, the Offeror acquired 41.13% of THCOM's total issued and paid-up shares from Intouch Holdings Public Company Limited ("INTUCH"). The Offeror has not changed structure or member of the Company's board of directors. However, the Offeror may consequently nominate persons as directors and/or independent directors as appropriate in the best interest of the Company. In this regard, final board of director structure subjects to the proportion of shareholding in the Company after the Tender Offer and as deemed appropriate, in compliance with relevant regulations including the Company's Articles of Association (AOA), resolution of the board of directors' meeting and resolution of the shareholders' meeting (as the case may be) of which process will be in accordance with good governance and good corporate governance.

1.6.1 As of January 16, 2023, the Board of Directors of the Company comprises of 9 directors as follows:

No.	Name	Position
1.	Mr. Somprasong Boonyachai	Chairman, independent director and nomination and remuneration committee
2.	Mr. Boonchai Thirati	Vice chairman and nomination and remuneration committee
3.	Mr. Suporn Luckmunkong	Director
4.	Mr. Kim Siritaweechai	Director
5.	Acm Maanat Wongwat	Independent director and chairman of nomination and remuneration committee
6.	Mr. Poramete Vimolsiri	Independent director and chairman of audit and risk committee
7.	Mr. Somchai Jinnovart	Independent director and audit and risk committee
8.	Mr. Kanit Vallayapet	Independent director and audit and risk committee
9.	Mr. Patompob Suwansiri	Chief Executive Officer and director

Source: SET and the Company's websites

The directors who are authorized to sign on behalf of the Company are Either Mr. Suporn Luckmunkong or Mr. Boonchai Thirati co-signs with either Mr. Patompob Suwansiri or Mr. Kim Siritaweechai, together with the Company's seal affixed.

1.6.2 The Board of Directors of the Company after the Tender Offer

No.	Name	Position
1.	Mr. Somprasong Boonyachai	Chairman, independent director and nomination and remuneration committee
2.	Mr. Boonchai Thirati	Vice chairman and nomination and remuneration committee
3.	Mr. Suporn Luckmunkong	Director
4.	Mr. Kim Siritaweechai	Director
5.	Acm Maanat Wongwat	Independent director and chairman of nomination and remuneration committee
6.	Mr. Poramete Vimolsiri	Independent director and chairman of audit and risk committee
7.	Mr. Somchai Jinnovart	Independent director and audit and risk committee
8.	Mr. Kanit Vallayapet	Independent director and audit and risk committee
9.	Mr. Patompob Suwansiri	Chief Executive Officer and director

1.7 Summary of Financial Position and Performance of the Company

Summary of Financial Position and Performance of the Company for the year ended 2019 – 2021 and for 9-month period of 2022

Statement of Financial Position

(Unit: THB'000)	As of			
	31-Dec-2019	31-Dec-2020	31-Dec-2021	30- Sep-2022
Assests				
Current assets				
Cash and cash equivalent	2,621,710	2,298,895	1,780,489	3,793,696
Short-term investment	3,080,846	-	-	-
Trade and other current receivables	1,889,980	1,832,295	2,070,559	1,464,432
Amounts due from related parties	5,850	34,800	7,012	17,396
Current portion of long-term loan to related parties	630,635	853,013	1,002,943	57,750
Inventories	124,028	55,434	7,342	11,848
Current tax assets	78,805	40,553	46,289	6,909
Other current financial assets	-	4,320,271	3,121,781	1,994,151
Other current assets	28,189	37,512	13,149	14,606
Total current assets	8,460,042	9,472,774	8,049,564	7,360,788
Non-current assets				
Investments in joint ventures	1,408,769	1,392,677	1,249,465	884,868
Long-term loans to related parties	1,127,499	898,710	750,299	1,938,865
Property, plant and equipment	3,312,616	3,091,012	2,778,276	2,311,204
Right-of-use assets	-	151,005	1,434,327	1,696,331
Intangible assets under operating agreement	1,365,689	559,685	-	-
Intangible assets	228,076	88,085	61,681	57,576
Deferred tax assets	797,296	727,995	690,006	650,401
Other non-current assets	299,196	294,336	326,014	366,480
Total non-current assets	8,539,140	7,203,504	7,290,069	7,905,725
Total assets	16,999,182	16,676,277	15,339,632	15,266,513

(Unit: THB'000)	As of			
	31-Dec-2019	31-Dec-2020	31-Dec-2021	30- Sep-2022
Liabilities and equity				
Current liabilities				
Trade and other current payables	554,717	424,128	462,137	339,385
Amounts due to related parties	1,029	-	4	32
Current portion of long-term borrowings	392,002	2,624,366	424,487	481,034
Current portion of lease liabilities	-	79,866	227,846	227,163
Advance receipts	349,788	191,056	205,031	529,355
Accrued operating agreement fee	171,655	117,411	-	-
Corporate income tax payable	140	4,193	21,455	35,012
Other current liabilities	56,578	61,128	81,222	136,877
Total current liabilities	1,525,909	3,502,150	1,422,182	1,748,858
Non-current liabilities				
Long-term borrowings	3,799,127	1,135,519	841,412	474,981
Lease liabilities	-	68,389	1,223,505	1,101,373
Long-term accounts payable - property and equipment	209,286	208,427	231,791	262,669
Non-current provisions for employee benefit	231,766	283,241	279,459	285,276
Deferred tax liabilities	-	6,358	-	-
Other non-current liabilities	238,135	225,114	212,001	496,488
Total non-current liabilities	4,478,313	1,927,049	2,788,168	2,620,787
Total liabilities	6,004,222	5,429,199	4,210,349	4,369,645
Equity				
Share capital				
Authorised share capital	5,499,884	5,499,884	5,499,884	5,499,884
Issued and paid-up share capital	5,480,510	5,480,510	5,480,510	5,480,510
Premium on ordinary shares	4,325,271	4,325,271	4,325,271	4,325,271
Retained earnings				
Appropriated				
Legal reserve	549,988	549,988	549,988	549,988
Unappropriated	873,555	1,127,223	1,068,464	1,220,368
Other components of equity	(234,365)	(235,913)	(294,951)	(679,269)
Equity attributable to owners of the Company	10,994,960	11,247,079	11,129,283	10,896,868
Total equity	10,994,960	11,247,079	11,129,283	10,896,868
Total liabilities and equity	16,999,182	16,676,277	15,339,632	15,266,513

Source: Financial statements of the Company as of ended 2019 – 2021 and third quarter of 2022

Statement of Profit and Loss

(Unit: THB'000)	For the year ended			For nine-month period ended
	31-Dec-2019 (Audited)	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	30-Sep-2022 Reviewed)
Revenue				
Revenues from sales of goods and rendering of services	4,663,285	3,556,796	3,302,772	2,188,831
Net foreign exchange gain	-	-	368,942	519,560
Other Income	136,408	671,025	73,749	22,390
Total revenue	4,799,694	4,227,821	3,745,463	2,730,781
Expenses				
Cost of sale of goods and rendering of services	2,968,072	2,072,533	1,998,317	1,092,890
Operating agreenebts fee	702,809	505,839	351,276	11
Selling expenses	42,335	20,068	16,856	16,047
Administrative expenses	871,796	838,740	800,597	554,915
Loss on impairment of equipment	1,622,700	-	-	259,000
Directors and management benefit expenses	59,951	66,689	66,535	44,591
Net foreign exchange loss	128,327	58,559	-	-
Loss from investment in subsidiaries	28,543	-	-	-
Total expenses	6,424,533	3,564,428	3,233,581	1,967,454
Profit (loss) from operating activities	(1,624,840)	663,393	511,882	763,327
Finance income	200,658	140,515	129,146	111,703
Finance cost	(299,742)	(188,229)	(155,291)	(87,124)
Bad debt and doubtful account	(65,867)	-	-	-
Reversal of loss on impairment (loss on impairment) based on Thai Financial Reporting Standard No.9	-	8,565	12,934	71,824
Share of profit (loss) of investment in subsidiaries and joint ventures	(116,448)	3,743	(266,756)	(251,651)
Profit before income tax expense	(1,906,239)	627,987	231,915	608,079
Income tax expense	(343,710)	(114,204)	(88,279)	(127,351)
Profit for the period	(2,249,949)	513,782	143,636	480,728
Profit attributable to Owner of the Company	(2,249,949)	513,782	143,636	480,728
Profit (Loss) for the year	(2,249,949)	513,782	143,636	480,728
Pice to Book	(2.05)	0.47	0.13	0.44

Source: Financial statements of the Company as of ended 2019 – 2021 and third quarter of 2022

Securities holders can access financial statements and other information of the Company from www.sec.or.th and www.set.or.th

1.8 Management's Discussion and Analysis

Revenue from sale of goods and rendering of services

Revenue from sales of goods and rendering of services for 2020 was THB 3,557 million, a decrease of 23.7% from THB 4,663 million for 2019, caused by a decrease of revenue from satellite and internet and media services.

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.

For nine-month period of 2022, revenue from sales of goods and rendering of services was THB 2,189 million, a decrease of 12.8% from THB 2,509 million from the same period in previous year, caused by a decrease of revenue from satellite and internet and media services

Revenue from sales of goods and rendering of services Unit: THB million	2019	2020	2021	Nine-month period of 2021	Nine-month period of 2022
Satellite and related services	4,594	3,548	3,297	2,505	2,185
Internet and media	122	32	30	22	24
Consolidation eliminations	(53)	(24)	(24)	(18)	(20)
Total	4,663	3,557	3,303	2,509	2,189

After the expiry of the Concession, revenue from satellite and related services comprised of revenue from sales of goods and rendering of services from Thaicom 7 and Thaicom 8, which operated under licenses to provide telecommunication services. Besides, there were revenue from satellite services from part of bandwidth purchased on Thaicom 4 and Thaicom 6 satellites from National Telecom Public Company Limited, including bandwidth purchased from international satellite service providers in order to continue providing seamless service for both broadcast and broadband.

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. In addition, revenue from satellite and related services for 9-month period of 2022 was THB 2,185 million, a decrease of 12.8% from THB 2,505 million from the same period in previous year. This was resulted from the following causes:

- A decrease of broadcast revenue from declining in number of domestic clients
- 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

For 2020, the revenue was THB 32 million, decreased by 73.7% compared to THB 122 million for 2019, resulting from a disposal of investment in Cambodian TV Network (CDN) in 2019

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.

For 9-month period of 2022, the revenue was THB 24 million, increased from THB 22 million for 2020, resulting from an increase in eSport platform revenue.

Cost of sale of goods and rendering of services

The Company reported consolidated cost of sales of goods and rendering of services for 2020 of THB 2,578 million, decreased by 29.8% compared to THB 3,671 million for 2019, as a result of the drop of revenue and depreciation cost from impairment of assets in 2019.

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.

The Company reported consolidated cost of sales of goods and rendering of services for 9-month period of 2022 of THB 1,955 million, decreased by 44.1% compared to THB 1,955 during the same period in previous year, as a result of efficient cost control, together with 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 sales of goods and rendering of services Unit: THB million	2019	2020	2021	Nine-month period of 2021	Nine-month period of 2022
Satellite and related services	3,613	2,587	2,355	1,959	1,100
Internet and media	112	15	17	13	12
Consolidation eliminations	(54)	(24)	(23)	(17)	(19)
Total	3,671	2,578	2,350	1,955	1,093

Cost relating to satellite and related services for 2020 was THB 2,587 million, a drop of 28.4% from THB 3,613 million for 2019 contributed by a decrease of revenue and a decrease of depreciation and amortization of satellite assets. This was reflected from the impairment of satellite assets and equipment both conventional and broadband service in 2019. Cost of satellite and related services in 2020 was adjusted by the extra transactions from contract restructuring and others, the normal cost of sale of goods and rendering of services was THB 2,763 million, decreased by 24% in comparison with 2019.

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, and concession fee regarding the Company completely handed over possession of the satellites and other assets under the agreement to the Ministry of Digital Economy and Society ("MDE") on September 10, 2021. Cost relating to satellite and related services for 9-month period of 2022 was THB 1,100 million, a drop of 44% from THB 1,959 million for the same period in previous year, contributed by efficient cost control and a decrease of depreciation of satellites,

and concession fee regarding the Company completely handed over possession of the satellites and other assets under the agreement to MDE.

Cost of internet and media services

Cost relating to the internet and media services for 2020 amounted to THB 15 million, a decrease of 86.4% from THB 112 million for 2019 following the sale of investment in CDN

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.

Cost relating to the internet and media services for 9-month period of 2022 were THB 12 million, an insignificant change from that of same period in previous year.

Selling and administrative expenses

The SG&A expenses, including directors and management benefit expenses, were THB 927 million for 2020. A decrease of 4.8% from THB 974 million for 2019 was due mainly to the decrease of marketing and traveling expenses, offsetting with the increase of legal fee.

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.

The SG&A expenses, including directors and management benefits, were THB 616 million for 9-month of 2022. A decrease of 5.6% from THB 652 million from that of 9-month of 2021, was mainly due to the occasional decrease of legal fee for the Company's lawsuits as well as general SG&A expenses as a result of efficient cost control.

Finance cost

Finance costs for 2020 was THB 188 million, a decrease of 37.2% from THB 300 million for 2019, mainly due to the repayment of debenture in Q4/2019 of THB 2,275 million, together with the repayment of other long-term loans according to schedule.

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.

Finance costs for 9-month of 2022 was THB 87 million, a decrease of 30.9% from THB 126 million compare to the same period in 2021, mainly due to the repayment of debenture in Q4/2021 of THB 2,275 million, together with the repayment of long-term loan according to schedule

Share of profit (loss) of investment in joint venture

Share of profit (loss) of investment in LTC was THB 4 million for 2020, increased from THB (116) million for 2019. An increase in share of profit recognized in 2020 was from the growth of mobile business market share of LTC and the relief of price war, offsetting with the loss from foreign exchange from USD appreciation against Lao KIP on LTC's dividend payable.

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 (263) million, (4) 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.

During 9-month of 2022, the share of profit (loss) of investment in joint venture was THB (252) million, decrease from THB (38) million the same period in 2021, mainly from the loss from share of profit of investment in LTC mainly from an appreciation of US Dollar against Lao KIP, resulting loss from marked-to-market of its US Dollar liabilities due to outstanding dividend payable and US dollar loans of LTC.

Net profit

The company's net profit (loss) for 2020 was THB 514 million. Majority of the net profit came from extra items, comprising compensation income, contract restructuring transaction, and other one-time items, offsetting with loss from foreign exchange. The company's normalized profit (loss) for 2020 and 2019 was THB (135) million and THB (304) million, respectively.

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 Thai Baht. 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 was resulted from the decrease of cost of satellite depreciation and concession fee to the MDE after the expiry of the Concession.

During the first 9 months of 2022, THCOM recognized net profit of THB 481 million, increased by 122.8% compared with that of the same period of last year (YoY) and had core profit of THB 528 million, significantly increased from the loss of THB (88) million for the same period of last year (YoY) due to the decrease of satellite depreciation and the concession fee, offsetting with revenue drop from broadcast customers.

1.9 Financial Position

Financial position as of December 31, 2019 – 2021 and September 30, 2022

Asset components and asset quality

As at the end of 2020, the Company reported total assets of THB 16,676 million, decreased by 1.9% from THB 16,999 million as at the end of 2019, mainly caused by the depreciation and amortization of Property, Plant and Equipment and intangible assets under operating agreements.

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

As at the end of Q3/2022, the Company reported total assets of THB 15,267 million, decreased by 0.5% from THB 15,340 million as at 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.

THCOM's asset components

Assets Unit: THB million	December 31, 2019		December 31, 2020		December 31, 2021		September 30, 2022	
	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets
Current assets	8,460	49.8	9,473	56.8	8,050	52.5	7,361	48.2
Property, plant and equipment	3,313	19.5	3,091	18.5	2,778	18.1	2,311	15.1
Intangible assets under operating agreement	1,366	8.0	560	3.4	-	-	-	-
Right-of-use assets ^{/1}	-	-	151	0.9	1,434	9.4	1,696	11.1

Note: ^{/1} Right-of-use assets including transponders, plant, buildings and vehicles

Trade and other receivables

As at the end of 2020, the Company had trade and other current receivables of THB 1,832 million, a decrease of 3.1% from THB 1,890 million as at the end of 2019, mainly due to repayment of foreign customers. The average collection period for 2020 was 154 days, increasing from 119 days for 2019. An allowance for doubtful accounts for 2020 decreased for THB 66 million from 2019 due to effective collection management. The trade receivables of related and other parties were THB 2,179 million, comprise of THB 4 million of related parties trade receivables and THB 2,175 million of other parties trade receivables, proportionate to 0.2% and 99.8%, respectively.

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 Thai Baht depreciation against US dollar. The average collection period for 2021 was 176 days, increasing from

154 days for 2020. The trade receivables of related and other parties were THB 1,699 million, comprised of THB 9 million of related parties trade receivables and THB 1,689 million of other parties trade receivables, proportionate to 0.6% and 99.4%, respectively.

As at September 30, 2022, the Company had trade and other current receivables of THB 1,464 million, or 9.6% of total assets, a decrease of 29.3% from THB 2,071 million as at the end of 2021, mainly due to debt collection from foreign customer. The aging analyses for trade receivables were shows as follows:

Aging analyses for trade receivables

Aging analyses for trade receivables Unit: THB million	December 31, 2019		December 31, 2020		December 31, 2021		September 30, 2022	
	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets
Trade receivables within credit terms	98	0.6	158	0.9	157	1.0	88	0.6
Overdue:								
Less than 3 months	150	0.9	98	0.6	170	1.1	295	1.9
3 - 6 months	188	1.1	240	1.4	25	0.2	30	0.2
6 - 12 months	526	3.1	496	3.0	14	0.1	511	3.3
Over 12 months	957	5.6	1,187	7.1	1,332	8.7	491	3.2
Less allowance for expected credit losses	(812)	(4.8)	(873)	(5.2)	(653)	(4.3)	(518)	(3.4)
Net trade receivables	1,108	6.5	1,306	7.8	1,046	6.8	897	5.9

The normal credit term for general customers were ranging 15 - 120 days. The average collection period for 2021 was 176 days, mainly from overdue trade receivables over 12 months as at the end of 2021 in amount of THB 1,332 million, mostly from government entities. The company's view on default payment of the government accounts was at low risk. However, trade and other current receivables for 2020 increased 12.2% in comparison with THB 1,187 million in 2020, this was mainly from mark-to-market of receivables from Thai Baht depreciation against US dollar.

In respect of trade accounts receivable, the Company has regularly reviewed its collection performance. The Company believed that the allowance for doubtful accounts receivable recorded upon analysis on each debtor would sufficiently cover the total figure of doubtful accounts receivable. After the total allowance for doubtful accounts receivable is set, the Company's legal unit will work on legal proceeding for strictest collection prior to the amortization of trade accounts receivable and allowance for doubtful accounts expected to be non-collectable.

Inventories

As at the end of 2020, the Company's net inventories was THB 55 million, decreased by 55.3% from THB 124 million as at the end of 2019. The days of inventory on hand was 71 days in 2020, decreased from 84

days in 2019. The Company has consistently conducted an audit on asset quality. At the end of 2020, the accumulated allowance for obsolete inventories was THB 81 million, slightly decreased from THB 87 million in 2019.

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.

As at September 30, 2022, the Company's net inventories was THB 124 million, increased by 1,589% from THB 7 million as at the end of 2021. The days of inventory on hand was 4 days during 9-month of 2022, decreased from 30 days in 2021. The Company has consistently conducted an audit on asset quality. At the end of 2021, the accumulated allowance for obsolete inventories was THB 57 million, decreased from THB 73 million at the end of 2021.

Loans to a joint venture and related parties

As at the end of 2020, the Company had loans to a joint venture and related parties in total of THB 1,752 million, decreased by 0.4% compared with THB 1,758 million as at the end of 2019. The amount was lending to Shennington Investments Pte. Limited.

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.

As at September 30, 2022, the Company had loans to a joint venture and related parties in total of THB 1,997 million, increased by 13.88% compared with THB 1,753 million as at the end of 2021. The amount was lending to Shennington Investments Pte. Limited.

Property, plant and equipment

Property, Plant and Equipment as at the end of 2020 was THB 3,091 million, a decrease of 6.7% from THB 3,313 million as at the end of 2019. This was due mainly to the recognition of Impairment of satellite assets and depreciation and amortization of Property, Plant and Equipment during 2020.

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.

Property, Plant and Equipment as at September 30, 2022 was THB 2,311 million, a decrease of 16.8% from THB 2,778 million as at the end of 2021. This was due mainly to depreciation and amortization of Property, Plant and Equipment during 9-month of 2022.

Right-of-use assets

As at the end of 2020, the Company had right-of-use assets of THB 151 million or 0.9% of total assets due to adoption of right-of-use accounting policy starting from January 1, 2020 according to Thai Financial Reporting Standard No. 16 Finance Lease comprising of right of use of office building and other right-of-use.

As at the end of 2021, the Company had right-of-use assets of THB 1,434 million or 9.4% 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.

As at September 30, 2022, the Company had right-of-use assets of THB 1,696 million or 11.1% 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 also the capacity on the foreign satellite operators leased for the Company's customers. The right-of-use assets increased 18.3% from THB 1,434 million as at the end of 2021 due to the increase of the right-of-use of the capacity on a foreign satellite

Liquidity and capital sufficiencySource of fund

Net cash provided by operating activities for 2020 was THB 1,769 million, an increase of 6.7% from THB 1,658 million for 2019, due mainly to a rise of operating profit

The Company's net borrowings as at the end of 2020 were THB 3,908 million, a decrease of 6.8% from THB 4,191 million as at the end of 2019, mainly attributable to the repayment of long-term loans for the satellite projects.

The Company's shareholders' equity as at the end of 2020 was THB 11,247 million, increased by 2.3% from THB 10,995 million as at the end of 2019, mainly reflecting from an increase in consolidated net profit.

As at the end of 2020, the ratio of net borrowings to equity was 0.35x, decreased from 0.38x as at the end of 2019

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 decline of operating profit.

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.

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 retain earnings due to interim dividend payout.

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.

The Company's net borrowings as at September 30, 2022 were THB 956 million, a decrease of 24.5% from THB 1,266 million as at the end of 2021, mainly attributable to the repayment of long-term loans for the satellite projects.

The Company's shareholders' equity as at September 30, 2022 was THB 10,897 million, decreased by 2.1% from THB 11,129 million as at the end of 2021, mainly reflecting from consolidated net profit offsetting with the dividend payment.

As at September 30, 2022, the ratio of net borrowings to equity was 0.09x, decreased from 0.11x as at the end of 2021.

Investments

Net cash provided (used) by investing activities for 2020 was THB (1,164) million, most of which were from investment in current financial assets.

Net cash provided (used) by investing activities for 2021 was THB 1,224 million, due to the sell of current financial assets to repay the matured bond on schedule in Q4/2021.

Net cash provided (used) by investing activities for 9-month of 2022 was THB 1,167 million, due to the conversion of current financial assets into cash.

Capital-raising capability

As at the end of 2020, the Company had a current ratio of 2.73x, decreased from 5.54x as at the end of 2019, due mainly to the decrease of the current portion of long-term loan from the repayment of debenture.

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.

As at September 30, 2022, the Company had a current ratio of 4.21x, decreased from 5.66x as at the end of 2021, due mainly to a decrease of current assets including trade receivable and other current receivable, other current financial assets and current portion of long-term loans to related companies while cash and cash equivalents increase.

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations, including finding short term credit facility from various banks as a reserve in case of necessary and to mitigate the effects of fluctuations in cash flows.

1.10 Possible Key and Influential Factors over the Company's Future Operations or Financial Position**Currency exchange rate fluctuations**

The Company offers both domestic and international satellite communications services and international telecommunications services. Therefore, the Company faces the risk of currency exchange fluctuations in its accounts payable and accounts receivable, as well as any foreign currency loan. These fluctuations could affect the Company's financial statements as well as cash flows.

Exchange rate risk arises from the foreign currency transactions that the Company performs during normal business operations related to foreign currencies, and may have an effect in terms of foreign exchange gains or losses, including gains or losses on derivatives transactions. Significant factors that affect the movement of the exchange rate are as follows:

1. Changes in the global economic situation
2. Changes in both Thai and foreign monetary and fiscal policies

The Company has a hedging policy to manage such risk by controlling the net exposure of foreign-currency-dominated transactions. That is, the risk is managed by balancing the revenue and expense structure to maintain a currency balance to meet operational needs. In the event of an imbalance, the Company may use several hedging approaches such as foreign exchange forward, foreign exchange option, cross currency and interest rate swap, and hedge accounting, including partial pre-repayment of foreign currency loans when the Company has sufficient liquidity.

COVID-19 Situation

Since early of 2020 until now, many countries have been facing with economic slowdown due to spread of COVID-19 pandemic.

However, the COVID-19 had not yet affected the Company's 2020, 2021 and 9-month period of 2022 performance. The transponder services provided to broadcast customers and internet providers did not diminish from this situation. However, it may affect THCOM indirectly in the future if the situation prolongs that it affects our customers' business.

Litigations

As at December 31, 2022, the Company has pending case that may significantly affect the Company as follows

The Ministry of Digital Economy and Society's demand regarding Thaicom 5

With regards to the incident that occurred to Thaicom 5, which required the satellite to be deorbited on February 26, 2020, by being operated beyond its design life. Subsequently, in November 2020, the Company received the Notice of Arbitration including detail of proposed dispute of Thaicom 5 from the Ministry, which requested that:

The Company has to build and deliver the replacement satellite of Thaicom 5. In case, the replacement is not built and delivered to Ministry, to pay: (i) the money equivalent to the value of satellite at the amount of THB 7,790,097,900 with an interest of 7.5% per year from October 30, 2020; (ii) a fine at the amount of THB 4,980,000 (calculated from

February 25, 2020 to October 30, 2020) with 7.5% interest per year; and (iii) a fine from November 1, 2020 until the replacement is delivered or the compensation is paid.

The Concession has set the terms regarding the work plan and principles for contract implementation which reflected the plan which had been proposed by the Company and approved by the Ministry. The focus was on the continuity of satellite service throughout the term of the Concession. The work plan, which forms part of the Concession, states that the Company will build 2 generations of satellites, with a total of 4 satellites. Each generation consists of a primary satellite and a backup satellite, which once launched the satellite into orbit, the Company has to transfer ownership of the satellites to the Ministry. When the Concession expires, the Ministry will have the right to manage satellites which have not reached their operational life. In carrying out the contract, the Company has built and transferred the ownership of a total of 2 generations of satellites to the government. With regards to the incident that occurred to Thaicom 5, which required the satellite to be deorbited, the Ministry was aware of the design life of Thaicom 5 at the time of the approval for launch, and when Thaicom 5 incident occurred, Thaicom 5 had already operated beyond its design life, and had to be deorbited. The Company had already consulted with the Ministry and the NBTC in advance, notified all parties concerned and sought approval before the deorbit. Furthermore, the Company has compensated the Ministry by submitting the revenue share in respect of customers affected by Thaicom 5 incident and by negotiating with the insurer in order to obtain compensation for the Ministry. Currently, Thaicom 4 and Thaicom 6 are continuously providing services until the end of the Concession and the Ministry will have the right to manage these satellites thereafter, all in accordance with the terms of the Concession.

The Company is confident that the Company has been complying with the Concession Agreement. In this regard, the Company will proceed the defense statement according to the arbitration process. Further, the arbitrator has not yet appointed. Therefore, the Company does not have any duties to comply with any of the request made by the Ministry until an award is rendered.

1.11 Future Business Outlook

According to a copy of the tender offer for the Company's securities (Form 247-4) of the Offeror, it stated that the Tender Offeror does not have any intention to change the Company's main objectives and does not have any plan to adjust policies and plans of business operation, organization structure, management, as well as dividend payment policy of the Company significantly. Therefore, the Company still maintains its business objectives as before. As of September 30, 2022, the Company operates a satellite communication, telecommunication and internet, and related businesses.

For future business outlook, the Company still values the importance of the satellite business even though the Thai satellite concession ended on September 10, 2021 and Thai government assigned National Telecom Public Company Limited (NT) to manage satellites under the satellite concession. The Company is currently cooperating closely with NT and purchase some bandwidth capacity from NT to serve existing Thaicom customers. At present, the Company owns satellite capacity on Thaicom 7 and Thaicom 8 and purchase bandwidth capacity from NT (partially from THAICOM 4 and THAICOM 6) to provide services as well as bandwidth capacity purchased from other satellites. In addition, the Company has participated in a satellite orbit

package auction conducted by The National Broadcasting and Telecommunications Commission (“NBTC”) on January 15, 2023 where the Company would be able to generate significant incremental revenue from satellite services in the case that the Company wins the auction and rewarded by NBTC to use the orbit. However, such investment still has various uncertainties such as investment amount, satellite construction period and demand for satellite services from clients, etc.

There is an upward trend in consumer behavior in which more viewers consume video content via internet devices e.g., tablets, smart phones. On the contrary, the demand in every region for satellite bandwidth is positively influenced by the transition of content resolution from standard definition to high definition, and ultra-high definition. In addition, THCOM concentrates on partnership in order to enhance coverage and efficiency of content delivery services from Indochina region to other parts of the world.

Cooperating with National Telecom Public Company Limited (NT), the Company will focus on reselling THAICOM 4 (IPSTAR) bandwidth through both capacity wholesale to telecommunication operators, business and government sectors in the region, and broadband internet retail to end users in potential markets. In addition, the Company is developing potential business collaboration on the Next Generation High Throughput Satellite for providing broadband services at a very competitive price in the near future. With regards to our mobility business, the Company plans to expand NAVA services, our end-to-end maritime broadband service platform, into new market segments and new territories in order to capture the growing demands for broadband connectivity at sea.

Nevertheless, in the case that the Offeror has the intention to make any significant changes to the Company, the changes have to comply with the law, rules, and regulations of the SEC and SET and other related authorities. Within twelve months after the completion of the Tender Offer, any actions which do not comply with the Tender Offer statement require approval from shareholders’ meeting of the Company and notification regarding such actions must go through the SEC.

2. Opinion on the accuracy of the Company’s information shown in the Tender Offer statement

The board of directors of the Company considered that all information relating to Thaicom Public Company Limited (the “Company” or “THCOM”) provided in the Tender Offer (Form 247-4) dated January 5, 2023 is accurate in material aspects.

3. Any relationship or agreement between the directors of the Company and the Offeror whether done personally or by the status of directors or the representative of the Offeror which includes the holding of shares in the Offeror any contract or understanding or agreement between each other in such transaction (such as management etc.)
- 3.1 Summarize the material information of any contract/agreement/memorandum of understanding, entered into by the Offeror or the related parties prior to making the Tender Offer for the purpose of acquiring securities of the Business

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

3.2 Shareholding, whether direct or indirect, by the Offeror or the persons authorized to bind the Offeror (incase the Offeror is the juristic person) in the Company or major shareholders of the Company (in case the major shareholders of the Company is the juristic person)

3.2.1 Shareholding of the Offeror or or the persons authorized to bind the Offeror (incase the Offeror is the juristic person) in the Company

(1) The Offeror

As of the Tender Offer date, the Offeror held 450,870,934 ordinary shares of the Company or representing for 41.13% of issued and paid-up shares and total voting rights of the Company. In addition, as of January 3, 2023 (which is the latest record date of the Company), the Offeror's directors did not hold any shares in the Company.

(2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

As of January 3, 2023 (which is the latest record date of the Company) GULF and GULF's directors and executives did not held any shares in the Company

3.2.2 Shareholing by the Offeror or the Offeror's authorized persons in the major shareholder of the Company

As of the Tender Offer date, the Offeror held a total of 450,870,934 shares in the Company or representing 41.13% of the total issued and paid-up shares and total voting rights of the Company. Thus, the Offeror is a major shareholder of the Company. (In addition, refer to the list of shareholders as of January 3, 2023 (which is the latest record date of the Company), none of the shareholders held shares in the Company more than 10% of the total issued and paid-up shares and total voting rights of the Company unless the Offeror

(1) The Offeror

- None -

(2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

As of the Tender Offer date, Gulf held 199,999,997 shares in the Company or representing 100.00% of the total issued and paid-up shares and total voting rights of the Offeror. In addition, Mrs. Porntipa Chinvetkitvanit, Mr. Ratthaphol Cheunsomchit and Mr. Ravi Kurmarohita, who are director and/or executive of GULF, held 1 share in the Offeror each.

3.3 Shareholding, whether direct or indirect, by the Company, major shareholders or directors of the Company in the Offeror

3.3.1 Shareholding by the Company in the Offeror

(1) The Offeror

- None -

- (2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

- None -

3.3.2 Shareholding by the Major Shareholder of the Company in the Offeror

As of the Tender Offer date, the Offeror held a total of 450,870,934 shares in the Company, representing 41.13% of issued and paid-up shares and total voting rights of the Company. Thus, the Offeror is a major shareholder of the Company. (In addition, refer to the list of shareholders as of January 3, 2023 (which is the latest record date of the Company), none of shareholders held shares in the Company more than 10% of the total issued and paid-up shares and total voting rights of the Company unless the Offeror.

- (1) The Offeror

- None -

- (2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

- None -

3.3.3 Shareholding by Directors of the Company in the Offeror

- (1) The Offeror

- None -

- (2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

As of September 30, 2022 (the latest internal record date of GULF), directors of the Business held a total of 3,078,350 shares in GULF, representing 0.03% of issued and paid-up shares and total voting rights of GULF, as follows;

Name	Position	Number of Shares (Shares)	% of the Total Paid-up Shares and the Total Voting Rights
1. Mr. Boonchai Thirati	Director	1,944,250	0.02
2. Mr. Suporn Luckmunkong	Director	1,134,100	0.01
Total		3,078,350	0.03

3.4 Other relationships

3.4.1 Common Director and/or Common Management

(1) The Offeror

As of January 16, 2023, the directors of the Offeror who also held the position of director in the Company are as follows:

No.	Name-Surname	Position in the Offeror	Position in the Company
1	Mr. Boonchai Thirati	Director	Vice Chairman
2	Mr. Suporn Luckmunkong	Director	Director

(2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

As of January 16, 2023, the directors and executives of GULF who held the position of director in the Company are as follows:

No.	Name-Surname	Position in GULF	Position in the Company
1	Mr. Somprasong Boonyachai	Independent Director / Member of the Sustainability, Governance and Risk Management Committee	Chairman of the Board of Directors / Independent Director / Nomination and Compensation Committee
2	Mr. Boonchai Thirati	Director / Executive (Deputy Chief Executive Officer)	Vice Chairman / Nomination and Compensation Committee
3	Mr. Suporn Luckmunkong	Executive (Chief Public Affairs Officer)	Director

3.5 Other Relevant Information for the Securities holders' Decision Making

3.5.1 Securities held by the Offeror prior to making the Tender Offer (As of Tender Offer date)

(1) Ordinary Shares

Name	Class of share	No. of shares	Percentage in comparison with the total of paid-up shares	Percentage in comparison with the total of voting rights of the Company
I. The Offeror				
Gulf Ventures Company Limited	Ordinary Shares	450,870,934	41.13	41.13
II. Persons in the same group as Offerors	-	-	-	-
III. Related parties under Section 258 of the person under I and II	-	-	-	-
IV. Other agreements to result in an additional acquisition of shares by the person under I to III	-	-	-	-
	Total	450,870,934	41.13	41.13

- (2) Convertible Securiteis
- None –

3.5.2 Sources of funds used by the Offeror for the Tender Offer

In the case that all the Offerees sell all of the remaining ordinary shares in this Tender Offer, which is 645,231,020 shares (Six Hundred and Forty-Five Million Two Hundred and Thirty-One Thousand and Twenty shares) of the Business, the funds required for the Tender Offer for all of the remaining ordinary shares of the Business will be equal to Baht 6,400,691,718.40 (Six Billion Four Hundred Million Six Hundred and Ninety-One Thousand Seven Hundred and Eighteen Baht Forty Satang).

The Offeror will use shareholder loan from GULF, its major shareholder, as the source of fund for this Tender Offer. GULF has issued a Financial Support Letter of a sufficiency of GULF's source of funds in the amount of not exceeding Baht 6,400,691,718.40. GULF has certified that the financial support in a form of shareholder loan to the Offeror will remain available covering until the completion of the Tender Offer as detailed in Financial Support Letter on Source of Funds Available for the Tender Offer in Attachment 1.

Bualuang Securities Public Company Limited, as the Tender Offer Preparer, has reviewed a Financial Support Letter indicating the funding sufficiency to support the Offeror issued by GULF in the amount of not exceeding Baht 6,400,691,718.40 and the shareholder loan agreement (including the relevant resolution of board of directors' meeting of GULF), and has considered the financial status of GULF from GULF's cash and cash equivalents and credit line from financial institutions as of December 22, 2022 before the Tender Offer, all of which is indicative of the sufficiency for the payment of consideration for the acquisition of all such 645,231,020 shares in the total value of Baht 6,400,691,718.40. The Tender Offer Preparer has an opinion that the Offeror has sufficient funds to conduct this Tender Offer.

3.5.3 Plan to sell shares of the Company

As of the Tender Offer date, the Offeror has no intention to sell or transfer any significant number of the Business's securities during the period of 12 months after the Offer Period unless one of the following events occurs

1. the Offeror is obligated to do so by any relevant law or regulation that is effective during such period
2. the Offeror sells or transfers shares of the Company to persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) of the Offeror and/or GULF
3. For the purpose of corporate restructuring which resulted from shareholder's meeting approval of the Company in the future
4. The Offeror may sell some of the Company's securities as it deems appropriate in order to decrease its financial burden or when it is required to make the principal repayment earlier or forced of collateral after the terms of the credit agreement are not met (if any).

4. The Opinion of the Board of Directors of the Company to Securities Holders

The Meeting of the Board of Director of the Company No. 2/2023, held on January 16, 2023, considered the Tender Offer Form (Form 247-4) proposed by the Offeror and the opinion report of Krungthai XSpring Company Limited, the independent financial advisor to the shareholders, regarding such Tender Offer. Regarding this agenda, there are 5 directors who have no interest in this transaction and have attained and voted, forming the following forum:

No.	Name-Surname	Position	Interest in this Tender Offer
1	ACM. Maanat Wongwat	Independent Director, and Chairman of the Nomination and Compensation Committee	None
2	Dr. Poramatee Vimolsiri	Independent Director, and Chairman of the Audit and Risk Committee	None
3	Mr. Somchai Jinnovart	Independent Director, and Member of the Audit and Risk Committee	None
4	Mr. Kanit Vallayapet	Independent Director, and Member of the Audit and Risk Committee	None
5	Mr. Patompob Suwansiri	Chief Executive Officer and Director	None

In this regard, Mr. Boonchai Thirati and Mr. Suporn Luckmunkong, the directors of the Company who have an interest in this transaction, did not attend and vote on the agenda relating to considering the Tender Offer Form (Form 247-4) proposed by the Offeror. In addition, Mr. Somprasong Boonyachai did not vote on the agenda relating to considering the Tender Offer as he is an independent director of GULF, and Mr. Kim Siritaweechai also did not attain and vote in this agenda as he is a director of INTUCH (the seller who sold 41.13% shares of THCOM to GULF on December 30, 2022)

Therefore, directors who have no interest in the transaction unanimously resolved to recommend the shareholders to reject the Tender Offer based on the following reasons:

4.1 Reason to accept and/or reject the Tender Offer

The Board of Directors of the Company has considered the Tender Offer Form (Form 247-4) provided by the Offeror and the opinion render by Krungthai XSpring Securities Company Limited, an independent financial advisor, and has agreed with the independent financial advisor that the Tender Offer price of THB 9.92 per share is within the fair value range of the Company as determined by the independent financial advisor. The Board of Director of the Company, therefore, unanimously resolved that the Tender Offer price of THB 9.92 per share is appropriate price under current business condition (As-is), which do not include impact that may arise from the outcome of the auction for the rights to Satellite Orbital Slot Packages that the Company participated which held by The National Broadcasting and Telecommunications Commission ("NBTC") on January 15, 2023, since as of the date of this report of Krungthai XSpring Company Limited the impacts of the auction are still unclear, subject to many factors such as the business plan, business trend, economic condition, related investment, and the risk of following the conditions in case the Company is the winner bidding of the auction, as well as other operating

factor that was still unclear, in which the shareholders may consider the additional information and possibility of the project during the period of Tender Offer. Moreover, this valuation does not include the impact of dispute of Thaicom 5 satellite since the Company has an opinion that the Company has been complying with the Agreement for Operation of Domestic Communication Satellite; therefore, the Company does not have any duties to comply with the Ministry of Digital Economy and Society's requests.

However, taking into consideration the movement of THCOM's share price traded in the SET since August 28, 2022, the Company's share prices has been higher than the Tender Offer price. The Board of Directors of the Company recommends shareholders intending to sell THCOM's shares to consider the following two scenarios:

Scenario 1: If during the Tender Offer period the market price is higher than the Tender Offer price

Shareholders should reject the Tender Offer. The shareholders who wish to sell their shares can sell them on the SET instead of accepting the Tender Offer. However, shareholders should take into account market liquidity of the Company's shares since the large volumes of shares sold may result in the shareholders' risk of selling their shares in the desired quantity at the market price in the specified period.

Scenario 2: if during the Tender Offer period the market price is lower than the Tender Offer price

Shareholders should accept the Tender Offer since the Offer price of THB 9.92 per share is within the fair price range of the Company as determined by the independent financial advisor.

For the shareholder to accept or reject the Tender Offer, the shareholders should consider related information, including the Independent Financial Advisor's opinion and other relevant resources, as well as investment period, investment objectives, risk factor, fluctuation of operating performance and the Company's share price. In this regard, the decision to accept or reject the Tender Offer is dependent on the discretion of each shareholder.

4.2 Opinion and reasons of the individual directors and number of shares held by each director (only in a case where the opinion in 4.1 is not unanimous)

- None because of the unanimous vote -

4.3 Benefits or impact from the plans and policies indicated in the Tender Offer and the viability of such plans and policies

Regarding the plan after Tender Offer that mentioned in Tender Offer document (Form 247-4), the Company's Board of Directors (excluding the directors who are not attending the meeting and/or the directors who abstained from voting) have an opinion on the impacts that may result from the Tender Offer as

4.3.1 Business Status

The Tender Offer document mentioned that *"This Offerer has no intention to delist the Company from being a listed company in the SET during the period of 12 months after the end of the Offer"*

Period except for the case that the Offeror has duties to comply with relevant laws, rules and regulations that are effective at that time."

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that since Offerer has no intention to delist the Company from being a listed company in the SET during the period of 12 months after the end of the Tender Offer Period which the Company shall continue to operate in satellite business and remain a listed company in the SET, the Company and its shareholders will not be impacted on the status of the Company during the period. In addition, the Company's shareholders who do not accept this Tender Offer will continue to be shareholders of the listed company and can trade the Company's shares in the SET as before.

4.3.2 Policies and Plans of Business Operations

(1) Business Objectives

The Tender Offer document mentioned that *"During the period of 12 months after the Offer Period, the Offeror does not have any plan to make any material changes to the business objectives as well as the core business operation of the Company."*

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that the Company will not be affected by the changes in the business objectives since the Offeror does not have any plan to any material changes to the business objectives and the core business operation of the Company during 12 months after the Tender Offer period.

However, if the Offeror intends to make any material change, the Offeror and the Company must ensure compliance with the relevant rules, regulations notifications, orders, or requirements of the authorities applicable at that time.

(2) Business Plan

The Tender Offer document mentioned that *"The Offeror has objective to manage business for the purpose of growth and efficiency, effectiveness and sustainability, which will be subject to further detailed study on current business plan of the Company and may consider amending business plan to be appropriate for current and future competitive landscape. If there is any amendment in the business plan, the Offeror will proceed in compliance with relevant laws and regulations including the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting of the Company (as the case may be)."*

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that the Offeror has objective to manage business for the purpose of growth and efficiency, effectiveness and sustainability, and may consider

amending business plan to be appropriate for current and future competitive landscape. In addition, the Offeror may leverage its ability and experience as a leading player in Thailand's power and infrastructure businesses to propel the company's growth, from which the Company and its shareholders can reap the benefits.

However, if the Offeror intends to make any material change, the Offeror and the Company must ensure compliance with the relevant rules, regulations notifications, orders, or requirements of the authorities applicable at that time.

(3) Investment Plan

The Tender Offer document mentioned that *"As of the Tender Offer date, the Offeror does not have a plan for the Company to make any material additional investment except for normal investment and/or investments as per business plan of the Business for period of 12 months after the end of the Offer Period. However, in the future, the Offeror may consider that the Company makes additional investment if the appropriate business opportunity or investment opportunity arises. The Offeror will consider the current investment plan of the Company in detail and may consider amending such investment plan as appropriate. If there is any amendment in the investment plan, the Offeror will proceed in compliance with relevant laws and regulations including the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting of the Company (as the case may be)."*

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that the Company will not be impacted by the Offeror's investment plan of the Company since the Offeror does not have a plan for the Company to make any material additional investment except for normal investment and/or investments as per business plan of the Company for period of 12 months after the end of the Offer Period.

However, if the Offeror intends to make any material change, the Offeror and the Company must ensure compliance with the relevant rules, regulations notifications, orders, or requirements of the authorities applicable at that time.

(4) Plan on Changing Corporate Structure, Management, and Recruitment

The Tender Offer document mentioned that *"Apart from directors as described in Clause 1.5 The Board of Director as of Tender Offering date and potential structure after the Tender Offer, the Offeror may nominate persons as directors and/or independent directors as appropriate in the best interest of the Company, subject to the proportion of shareholding in the Company after the Tender Offer and as deemed appropriate in compliance with relevant regulations."*

As of the Tender Offer date, the Offeror does not have plan to change management structure of the Company during the period of 12 months after the end of the Offer Period. However, if there is any change in the management structure, such change needs to obtain the approval from resolution

of the board of directors' meeting of the Company and proceed in compliance with relevant laws and regulations."

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that the Company will not be impacted by the Offeror's restructuring of the Company since the Offeror does not have plan to change corporate structure and management of the Company during the period of 12 months after the end of the Offer period.

Nevertheless, the Offeror may nominate persons as directors and/or independent directors as appropriate in the best interest of the Company, subject to the proportion of shareholding in the Company after the Tender Offer. The appointment of new directors must take into account of their qualification, knowledge, expertise and suitability as well as complying with the related regulations of the Company and must be following the rules of the SEC and the SET in order to avoid impacts to the operating plan and operating performance of the Company, and long term benefit.

(5) Plan on Disposal of Existing Core Assets

The Tender Offer document mentioned that *"As of the Tender Offer date, the Offeror does not have plan to make any disposal of core assets of the Company during the period of 12 months after the end of the Offer Period, except in the case of disposals in the normal course of business which will be duly approved in accordance with the policy of the Company, and shall be in compliance with relevant laws and regulations, including without limitation, the regulations of the SEC and the SET (as applicable)."*

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that the Company and its shareholders will not be affected by the plan on disposal of existing core assets since the Offeror does not have plan to make any disposal of core assets of the Company other than in the normal course of business during the period of 12 months after the end of Tender Offer period.

However, if the Offeror intends to make any material change, the Offeror and the Company must ensure compliance with the relevant rules, regulations notifications, orders, or requirements of the authorities applicable at that time.

(6) Plan on Changing Financial Structure

The Tender Offer document mentioned that *"As of the Tender Offer date, the Offeror does not have any plan to make significant changes to the financial structure of the Company, apart from normal course of the Company's financial management, during the period of 12 months after the end of the Offer Period. Nonetheless, with regards to significant financial restructuring of the Company and/or if additional loans are secured, such transactions need to be approved by resolution of the board of directors' meeting and/or resolution of the shareholders' meeting of the Company (as the case may*

be) in accordance with the policies of the Company, and need to be in compliance with the relevant rules and regulations, including without limitation, the regulations of the SEC and the SET (as applicable)."

Opinion of the Board of Directors

The Company's Board of Directors has an opinion the the Company will not be affected by a plan to changing its financial structure since the Offeror has no intention to change the financial structure of the Company during the period of 12 months after the Tender Offer period.

If the Company and the Offeror were considered a group company, domestic financial institutions' credit facilities limit may change in accordance with Single Lending Limit rule of Bank of Thailand, reducing the Company's ability to borrow from financial institutions.

However, regarding the Company's current financial status and as a listed company in the SET, the Company has confidence in its ability to find appropriate sources of fund to support its operation.

However, if the Offeror intends to make any material change, the Offeror and the Company must ensure compliance with the relevant rules, regulations notifications, orders, or requirements of the authorities applicable at that time.

(7) Dividend Policy

The Tender Offer document mentioned that "As of the Tender Offer date, the Company has specified its dividend policy. The board of directors of the Company may recommend annual dividends, subject to the approval of the Company's shareholders, at an Annual General Meeting. From time to time, the Company's board of director may declare interim dividends. The current policy of the board of director of the Company is to recommend to our shareholders a dividend of not less than 40% of stand-alone net profits, and shall not exceed the retained earnings as shown in the Company's Financial Statement. However, the dividend payment shall not materially affect our investment plans and operations, and depends on cash flows as well as any other future obligations of the Company and subsidiaries and any obligations with the financial institutions.

During the period of 12 months after the Offer Period, the Offeror has no intention to change the existing dividend payment policy. In this regard, actual dividend payment subjects to various factors including but not limited to operating performance, capital requirement for business operation, debt repayment, business plan and/or future investment plan of the Company. However, in the case that there is any significant change in the Company's dividend payment policy, such change needs to be approved by the board of directors' meeting and/or the shareholders' meeting of the Company (as the case may be) in accordance with the policies of the Company as well as to be in compliance with the relevant rules and regulations, including without limitation, the regulations of the SEC and the SET."

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that the Company and its shareholders will not be affected since the Offeror has no intention to change the existing dividend payment policy of the Company during the period of 12 months after the Tender Offer period. The Company will still take into account the performance, liquidity, cash flow and financial status of the Company, the conditions and restrictions on dividend payment with financial institutions, the future business plans, the fund required for investments and other factors deemed appropriate by the board of directors.

However, in case of any amending or changing of dividend policy of the Company, such change needs to be approved by the board of directors' meeting and/or the shareholders' meeting of the Company (as the case may be).

4.3.3 Related Party Transaction

The Tender Offer document mentioned that "As of the Tender Offer date, the Company has set out policies and procedures regarding approval of related party transactions in compliance with the rules and regulations stipulated by the SET and the SEC to prevent any conflict of interests between the Company, and its subsidiaries, and any person who may have potential conflict of interest.

In this regard, for the year ended December 31, 2021 and for the nine months ended September 30, 2022, the Offeror and any of the Person(s) under Section 258 of the Offeror under the Securities Act do not have related party transactions with the Company and its subsidiaries.

During the period of 12 months after the end of this Tender Offer Period for all ordinary shares of THCOM, the Offeror and any of the Person(s) under Section 258 of the Offeror under the Securities Act may have transactions with the Company and its subsidiaries including normal business transaction and/or supporting business transaction for the benefit of the Company. In the case that the Company enters into such related party transactions, the Offeror will proceed in compliance with the rules and regulations of the SEC, the Capital Market Supervisory Board and the SET as well as any laws, rules and regulations imposed by the relevant agencies and authorities.

If the Offeror and any of the Person(s) under Section 258 of the Offeror under the Securities Act have any related party transactions with the Company and its subsidiaries in the future, the Offeror will arrange to ensure that the Company and its subsidiaries including proceeding in compliance with the rules and regulations of the SEC, the Capital Market Supervisory Board and the SET as well as any laws, rules and regulations imposed by the relevant agencies and authorities."

Opinion of the Board of Directors

The Company's Board of Directors has an opinion that, as of now, there is no related party transaction between the Offeror and the Company. Furthermore, the Company has set out policies and procedures for the approval of related party transactions in accordance with the rules and regulations stipulated by the SET to prevent any conflict of interests between the Company and any person who may

have potential conflict of interest. However, there might be a tendency that the Company will have related party transactions with the Offeror in the future, including normal business transaction and/or supporting business transaction for the benefit of the Company, in which case the Company will comply with the policy of making related party transactions, following the rules and procedures for approving the related transactions, and abide by the regulations of the SEC and the SET and the regulations of the relevant agencies to prevent a conflict of interest and to ensure that the future related party transactions are made with the same criteria as the arm's length transaction.

5. Opinion of the Independent Financial Advisor to the Shareholders

Please see "Opinion of the Independent Financial Advisor on the Tender Offer for the Securities of Taicom Public Company Limited" in **Attachment 1**

The shareholders of the Company should consider the Opinion of the Company on the Tender Offer, along with the Opinion of the Independent Financial Advisor on the Tender Offer, and other relevant and reliable sources of information in making the decision regarding the Tender Offer.

We hereby certify that all above information is true, complete and correct and there has been neither any information that may cause a misunderstanding in a material aspect among other parties nor any concealment of material information that should be explicitly disclosed.

Yours sincerely,

Thaicom Public Company Limited

- Suporn Luckmunkong -

- Patompob Suwansiri -

(Mr. Suporn Luckmunkong)

(Mr. Patompob Suwansiri)

Authorized Director

Authorized Director

- Translated Version -

Opinions Report of the Independent Financial Advisor
on
the Tender Offer for Securities
of



Thaicom Public Company Limited

The Offeror

Gulf Ventures Company Limited

Prepared by



Krungthai XSpring Securities Company Limited

January 16, 2023

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Glossary

Abbreviation	Definition
THCOM, the Company or the Business	Thaicom Public Company Limited
THCOM Group	THCOM, its subsidiaries, associate, and jointly controlled entities
Offeror	Gulf Ventures Company Limited
GULF	Gulf Energy Development Public Company Limited
INTUCH	Intouch Holdings Public Company Limited
Form 247-3	The announcement of intention to make a tender offer for securities of THCOM by GULF on December 29, 2022
Form 247-4 or the Tender Offer	The Tender Offer for Securities of THCOM by GULF on January 5, 2023
Offeree	THCOM's shareholders who accept the Tender Offer
Independent Financial Advisor or KTX or IFA	Krungthai XSpring Securities Company Limited
Tender Offer Preparer or Tender Offer Agent	Bualuang Securities Public Company Limited
SEC	The Securities and Exchange Commission
SET	The Stock Exchange of Thailand
EGM	Extraordinary General Meeting
COVID-19	Corona Virus Disease 2019
WHO	World Health Organization
Tender Offer	Tender offer of all ordinary shares of the Company
Tender Offer Price	The Tender Offer Price of the Company's share which is THB 9.92
Notification on Acquisition of Securities for Business Takeover	Notification of the Capital Market Supervisory Board No. TorJor 12/2554 Re: Rules on Acquisition of Securities for Business Takeover, and its amendments, dated Mar 13, 2011
Notification No. TorJor. 14/2554	Notification of the Capital Market Supervisory Board No. TorJor 14/2554 Re: Act or Omission to Act Which is Likely to Affect Tender Offer of Business, and its amendments, dated July 25, 2011
IFA Report	The report of IFA's opinion on the Tender Offer

No. IB 001/2566

January 16, 2023

Subject: Opinions Report of the Independent Financial Advisor on the Tender Offer for Securities of Thaicom Public Company Limited

To: Board of directors and shareholders of Thaicom Public Company Limited

On December 29, 2022, Thaicom Public Company Limited (“THCOM”, the “Company”, or the “Business”) received a copy of the Announcement of Intention to Make a Tender Offer Form (Form 247-3) from Gulf Ventures Company Limited (the “Offeror”) which is a subsidiary of Gulf Energy Development Public Company Limited, which GULF holds 100.00% of total issued and paid-up shares of Gulf Ventures as Gulf Ventures and INTUCH have completed the conditions precedent for the acquisition of ordinary shares of the Company, amounting to 450,870,934 shares (or 41.13% of the total issued ordinary shares of the Company) from INTUCH on December 28, 2022 at the price of THB 9.92 per share, totaling of THB 4,472.64 million, pursuant to the Notification on Acquisition of Securities for Business Takeover.

On December 30, 2022, the Offeror has completed the acquisition of shares of the Company from INTUCH and the Company received a copy of the Tender Offer Form (Form 247-4) from the Offeror on January 5, 2023. The Company accordingly appointed Krungthai XSpring Securities Company Limited as the independent financial advisor to provide opinion to the minority shareholders of the Company regarding such tender offer.

The Independent financial advisor (“IFA”) has studied information in the Tender Offer Form (Form 247-4) of the Offeror, information and documents obtained from the Company and/or publicly available information such as annual registration statement (Form 56-1), auditor's report, financial statements, financial projection and related assumptions, other relevant information, information derived from interviews with the Company's management, the Offeror and other concerned parties, as a basis of our analysis and rendering of opinion. The opinion given herein is based on the assumption that the information and document obtained are complete, true and correct. It is also based on the economic condition and information known at the time of conducting this study only. If there is any change or any incident that causes these factors to change significantly from the current status, it could materially affect the business operation, the financial projection, the IFA's opinion and the shareholders' decision on the tender offer. The opinion is rendered without commitment in relation to a change, revision or confirmation of any impact that may arise in the future.

We have prepared this opinion report originally in Thai version and provided an English translation for the convenience of non-Thai shareholders. If there are any discrepancies between this English translation and the Thai version, the original Thai version of the report shall prevail.

In deciding whether to accept or reject the tender offer, the shareholders can consider the reasons and opinion in various aspects provided herein by the IFA. The final decision whether to accept or reject the tender offer depends primarily on the shareholders' individual judgment.

Executive Summary

On December 29, 2022, Thaicom Public Company Limited received a copy of the Announcement of Intention to Make a Tender Offer Form (Form 247-3) from the Offeror as Gulf Ventures and INTUCH have completed the conditions precedent for the acquisition of ordinary shares of the Company, amounting to 450,870,934 shares (or 41.13% of the total issued ordinary shares of the Company) from INTUCH on December 28, 2022 at the price of THB 9.92 per share, totaling of THB 4,472.64 million, which triggers the threshold of 25% of total voting rights of the Company. Therefore, the Offeror is obliged to conduct a mandatory tender offer for all the remaining securities of the Company pursuant to the Notification on Acquisition of Securities for Business Takeover. On December 30, 2022, the Offeror has completed the acquisition of such shares from INTUCH.

In this regard, concerning this Tender Offer, the total remaining number of ordinary shares which are subject to the Tender Offer are 645,231,020 shares, representing 58.87% of the total issued and paid-up shares of the Company. The Offeror submitted the Announcement of Intention to Make a Tender Offer Form (Form 247-3) to the SEC on December 29, 2022, and the Company received a copy of the Tender Offer (Form 247-4) on January 5, 2023.

The Tender Offer (Form 247-4) dated January 5, 2023, can be summarized as follows:

Table 1: Summary of Tender Offer (Form 247-4)

The Offeror	GULF Ventures Company Limited
No. of securities to be purchased	The total remaining number of ordinary shares which are subject to the Tender Offer are 645,231,020 shares, representing 58.87% of the total paid-up shares and voting rights of the Company
Tender Offer Price	<p>THB 9.92 per share</p> <p>In addition, shareholders who accept the Tender Offer are subject to payment of a brokerage fee of 0.25% of the Tender Offer Price, plus value added tax ("VAT") of 7% of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 9.893464 (Nine Point Eight Nine Three Four Six Four Baht) per share. If the board of directors' meeting and/or the shareholders' meeting of THCOM (as the case may be) resolves to approve the dividend payment to shareholders of THCOM, in which case the record date for identifying the shareholders who are eligible to receive the dividend is set to be during the Tender Offer Period, the Tender Offer Price will be reduced by an amount of the dividend and the net price to be received by the Offeree will also be reduced according to the reduction of the Tender Offer Price from such dividend. Such Tender Offer Price is the final offer that will not change again unless any event or action occurs during the Offer Period which causes severe damage to the status of assets of the Company or another offeror submits a tender offer of the Company during the Offer Period.</p>

Tender Offer Period	<p>The Tender Offer period will last for a total of 25 business days from January 6, 2023, to February 9, 2023, during the office hours of the Tender Offer Agent from 9:00 a.m. to 4:00 p.m.</p> <p>If there is any announcement of additional public holidays during the Offer Period, the Offeror will extend the Offer Period totals not fewer than 25 business days according to the Notification No. TorJor 12/2554</p>
Tender Offer Revocation Period	<p>The Offeree is able to revoke its acceptance of the Tender Offer at the office of the Tender Offer Agent on any business day between January 6, 2023, and February 2, 2023 inclusive (totaling 20 business days) during the hours of 9:00 a.m. to 4:00 p.m.</p>
Payment Date	<p>The Offeror will make payment to each of the Offerees in respect of the shares tendered by each of them in the Tender Offer within the 2nd business day from the last day of the Offer Period, which is by February 13, 2023</p>
Source of Funds for the Tender Offer	<p>The Offeror will use shareholder loan from GULF, its major shareholder, as the source of fund for this Tender Offer. GULF has issued a Financial Support Letter of a sufficiency of GULF's source of funds in the amount of not exceeding THB 6,400,691,718.40. GULF has certified that the financial support in a form of shareholder loan to the Offeror will remain available covering until the completion of the Tender Offer</p>
Conditions of Change to the Tender Offer	<ul style="list-style-type: none"> ■ The Offeror may reduce the Tender Offer Price and/or extend the Offer Period in the case of any event or action that occurs during the Offer Period which causes severe damage to the status or the assets of the Business ■ The Offeror may reduce the Tender Offer Price and/or extend the Offer Period in the case of any action conducted by the Business which may affect the Tender Offer as defined in the Notification of the Capital markets Supervisory Board No. TorJor. 14/2554 Re: Actions or Omission of Actions Which is Likely to Affect the Tender Offer of the Business (the “Notification No. TorJor. 14/2554”). ■ The Offeror may change the offer and/or extend the Offer Period to compete with another offeror who has submitted a tender offer for shares of the Business during the Offer Period.
Conditions for Cancellation of the Tender Offer	<ul style="list-style-type: none"> ■ Any event or action occurring after the submission of the Tender Offer to the SEC but within the Offer Period which causes or may cause severe damage to the status or the assets of the Business, where such event or action has not result solely from the actions of the Offeror or actions for which the Offeror is responsible; or

	<ul style="list-style-type: none"> ■ Any action conducted by the Business after the submission of the Tender Offer to the SEC but within the Offer Period which causes or may cause a significant decrease in the value of the Business's shares; or ■ Any action conducted by the Business which may affect the Tender Offer as defined in the Notification No. TorJor. 14/2554.
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The opinion of the IFA

The IFA has considered the appropriateness of the Tender Offer Price, including benefits or impacts from plans and policies as well as the possibility of plans and policies specified by the Tender Offeror in the Tender Offer (Form 247-4) dated January 5, 2023. However, the IFA did not perform due diligence on the sale and purchase agreement between GULF and INTUCH. The opinions of the IFA assumed that relevant information and documents in consideration was complete and accurate. The IFA's opinions are as follows:

The IFA has an opinion that in the valuation of THCOM's shares, the appropriate valuation approach is the Discounted Cash Flow Approach, which provides the fair price range between THB 9.72 – 10.08 per share. Therefore, the IFA has an opinion that the fair value of the disposition of THCOM's shares at THB 9.92 per share is appropriate since it is within the IFA's fair value range of THB 9.72 – 10.08 per share. The IFA's valuation range under the current business condition (As-is), which do not include impact that may arise from the outcome of the auction for the rights to Satellite Orbital Slot Packages that the Company participated which held by The National Broadcasting and Telecommunications Commission ("NBTC") on January 15, 2023, since as of the date of this report of Krungthai XSpring Company Limited the impacts of the auction are still unclear, subject to many factors such as the business plan, business trend, economic condition, related investment, and the risk of following the conditions in case the Company is the winner bidding of the auction, as well as other operating factor that was still unclear, in which the shareholders may consider the additional information and possibility of the project during the period of Tender Offer. Moreover, this valuation does not include the impact of dispute of THAIKOM 5 satellite since the Company has an opinion that the Company has been complying with the Agreement for Operation of Domestic Communication Satellite; therefore, the Company does not have any duties to comply with the Ministry of Digital Economy and Society's requests.

However, taking into consideration the movement of THCOM's share price traded on the SET since August 28, 2022, the Company's share prices has been higher than the Tender Offer Price. The IFA recommends shareholders intending to sell THCOM's shares to consider the following two scenarios:

Scenario 1: If during the Tender Offer period the market price is higher than the Tender Offer Price

Shareholders should reject the Tender Offer. The shareholders who wish to sell their shares can sell them on the SET instead of accepting the Tender Offer. However, shareholders should take into account market liquidity of the Company's shares since the large volumes of shares sold may result in the shareholders' risk of selling their shares in the desired quantity at the market price in the specified period.

Scenario 2: if during the Tender Offer period the market price is lower than the Tender Offer Price

Shareholders should accept the Tender Offer since the Tender Offer Price of THB 9.92 per share is within the fair price range of the Company as determined by the independent financial advisor.

For the shareholder to accept or reject the Tender Offer, the shareholders should consider related information, including the Tender Offer for Securities of THCOM (Form 247-4), the Opinion of the Company Regarding the Tender Offer (Form 250-2) and this report. In this regard, the decision to accept or reject the Tender Offer is dependent on the discretion of each shareholder.

Part 1: Background of the Transaction

Since the Offeror and INTUCH have completed the conditions precedent for the acquisition of ordinary shares of the Company, amounting to 450,870,934 shares (or 41.13% of the total issued ordinary shares of the Company) from INTUCH on December 28, 2022 at the price of THB 9.92 per share, totaling of THB 4,472.64 million. The Offeror has completed the acquisition of those shares from INTUCH on December 30, 2022, so the total shares held by the Offeror accounted for more than 25.00% of the total issued and paid-up shares of THCOM. Thus, the Offeror is obliged to conduct a mandatory tender offer to acquire all remaining securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor 12/2554 Re: Rules on Acquisition of Securities for Business Takeover, and its amendments, dated Mar 13, 2011. The summary of the total number of shares held by the Offeror is as follows:

Table 2: The summary of the total number of shares held by the Offeror and related parties under Section 258 of the Offeror

Name	Class of shares	Number of Shares (Shares)	% of Total Paid-up Shares of the Company (%)
I. The Offeror Gulf Ventures Company Limited	Ordinary shares	450,870,934	41.13
II. Person in the same group of the Offeror	-	-	-
III. Related parties under Section 258 of the person under I and II	-	-	-
IV. Other agreements to result in an additional acquisition of shares by the person under I to III	-	-	-
	Total	450,870,934	41.13

Source: Form 247-4 of the Offeror

In making this tender offer, the number of ordinary shares which are subject to the Tender Offer are 645,231,020 ordinary shares representing 58.87% of the total issued and paid-up shares and voting rights of the Company. The detail is as follows:

Table 3: Summary of remaining shares in the Tender Offer

Ordinary Shares	No. of Shares (Shares)	% of Total Paid-up Shares of the Company (%)
1. Ordinary shares of the The Offeror	450,870,934	41.13
2. Tender offered ordinary shares	645,231,020	58.87
Total ordinary shares	1,096,101,954	100.00

Source: Form 247-4 of the Offeror

1.1 Information of the Company**1.1.1 General Information**

Name	:	Thaicom Public Company Limited	ss
Address	:	SJ Infinite One Business Complex, No. 349, 28th Floor, Vibhavadi-Rangsit Rd Chompol Sub-District, Chatuchak District, Bangkok	
Nature of Business	:	THCOM operates 3 different main sectors as follows 1. Satellite and Related Services 2. Internet and Media Services 3. Telephone Business Abroad	
Telephone No.	:	02-596-5095	
Company Registration No.	:	0107536000897	
Incorporation Date	:	November 7, 1991	
Stock Exchange	:	Stock Exchange of Thailand	
Industrial Group	:	Technology	
Sector	:	Information and Communication Technology	
Registered Capital	:	THB 5,499,884,200.00	
Paid-up Capital	:	THB 5,480,509,770.00	
Website	:	www.thaicom.net	

1.1.2 General Business Information

THCOM's business can be divided into 3 different business segments as follows

Satellite and Related Services

1) Satellite Communications and Related Services by Thaicom Public Company Limited TC Broadcasting Company Limited (TCB) and IPSTAR Group

THAICOM satellites

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.

○ High Throughput Satellite (HTS)

A broadband satellite or High Throughput Satellite (HTS) is primarily designed to provide broadband Internet access services (point-to-point). Through high level frequency re-use and spot beam technology, HTS usually provides much more total throughput than a conventional satellite for the same amount of allocated orbital spectrum, thus significantly reducing cost per megabit per second (Mbps). In addition, HTS can offer services to government and enterprise markets, as well as to terrestrial cellular network operators.

Regarding the Thai satellite concession has ended on September 10, 2021 and Thai government assigned National Telecom Public Company Limited (NT) to manage satellites under the satellite concession. The Company is currently purchases THAICOM 4 and THAICOM 6 satellites capacity from National Telecom Public Company Limited (NT) and the Company owns satellite capacity on THAICOM 7 and THAICOM 8.

Details	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
Ownership	PURCHASED SOME BANDWIDTH (from National Telecom Public Company Limited)		THCOM's 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 (Country)	Space Systems Loral (USA)	Orbital ATK (USA)	Space Systems Loral (USA)	Orbital ATK (USA)
Model	LS-1300S	Star 2.3	LS-1300	Star 2.4
Design Life*	12 years	15 years	15 years	15 years
Launch Date	August 2005	January 2014	September 2014	May 2016

Details	THAICOM 4	THAICOM 6	THAICOM 7	THAICOM 8
Capacity / Transponder	84 Ku-Spot Beams 8 Ku-Spot Beams (Augment) 3 Ku-Shaped Beams 7 Ku-Broadcast Beams	24 C-Band transponder 9 Ku-Band transponder	14 C-Band transponder	24 Ku-Band transponder
Coverage Area	14 countries: Australia, Cambodia, China, India, Indonesia, Japan, Malaysia, Myanmar, New Zealand, Philippines, South Korea, Taiwan, Thailand and Vietnam	C-band Southeast Asia and Africa Ku-band Southeast Asia (Mainland)	C-band Thailand, Greater Mekong Subregion and Asia	Ku-band Thailand, Greater Mekong Subregion, South Asia and Africa

Note *Design Life is useful life of satellite based on engineering design. However, actual useful life of satellite is depended on actual fuel consumption which normally longer than design life

Nature of Product or Service

(1) Broadcast & Media

(1.1) 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 Thaicom's coverage area. Our 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.

(1.2) Digital Channel Broadcast Service on Multi-Channel Per Carrier (MCPC) Broadcast Platform

The Company provides one-stop-shop MCPC Broadcast Platform. This allows TV operators and content providers to distribute their digital channels to viewers. Our satellites ensure seamless C- and Ku-band coverage of Asian, European, Middle Eastern and African countries.

(1.3) 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 our 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.

(1.4) Radio or Television Broadcasting Network Services (not using radio frequencies)

The radio or television broadcasting network services (MUX) consist of contents gathered from different sources, including such content as public announcements, news, programs or public information, multiplexes from providers of audio or television broadcasting contents, and the provision of encryption services for clients who have specific requirements for channel reception by end-users such as Conditional Access (CA) or BISS Key encryption before the broadcasting of the radio or television signals to receiving apparatus through the permitted satellite broadcasting network, including services via IP networks, with service coverage in all areas of Thailand.

(1.5) Teleport and Digital Direct-to-Home (DTH) Center

A teleport or telecommunications port is a centralized location that provides access to advanced bandwidth services with a comprehensive range of broadcasting and telecommunications services. Certified under ISO 9002 and ISO 9001:2000, the Thaicom Teleport and DTH Center are equipped with state-of-the-art facilities to support any domestic and international satellite broadcasting requirement. The Company offers end-to-end services by bundling transponder bandwidth with value-added services such as satellite downlink, tape playout, digital signal compression 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

(2.1) IPSTAR Retail

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 nationwide expansion of their subscriber base and residential and small business users.

(2.2) 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 and micro cells to small cells, or IP-Node-Bs. 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.

(2.3) IPSTAR Business

IPSTAR Business solutions allows small businesses and enterprises who 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.

(2.4) IPSTAR 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.

(2.5) Mobility

NAVA is an end-to-end maritime broadband service platform for ship and offshore operators. With Nava, Thaicom brings reliable broadband connectivity to the sea which is essential to connect crew and passengers, improve safety on board and support efficient vessel operations. NAVA maritime service platform can support very high data rates to provide fiber-to-the-ship (FTTS) like connectivity and digital solutions to enable the digital vessels of the future.

(2.6) IPSTAR Gateway

IPSTAR Gateways have been designed to facilitate a variety of applications to enable broadband communications for corporate users, Internet Service Providers (ISP) and individual subscribers. IPSTAR is capable of delivering broadband Internet, intranet networks, video conferencing, multimedia broadcasting and multicasting, online transactions, and telephony. The services are supported by a wide-band forward link from the IPSTAR gateway to the IPSTAR user terminal and a narrow-band return link from the IPSTAR user terminal to the IPSTAR gateway. Currently, there are 15 active IPSTAR gateways in 10 countries in Asia-Pacific.

(3) Consultancy and Satellite System Design Services

Thaicom has initiated consultancy and satellite system design services to target satellite service providers from government and private sectors as customers who have requirements to establish their satellite business and service. Consultancy services to be offered by Thaicom will be comprehensive including for instance satellite filing and frequency coordination, license, satellite system design, business and market development, etc. With extensive local and international expertise and experience in satellite industry, Thaicom is confident to deliver successful consultancy services for customers to gain satellite business insight to run their business professionally and efficiently. Thaicom also has experiences in providing the consultancy services to Bangladesh's government sector and is finding new opportunities to expand this services to other countries in South Asia, such as Nepal.

Internet and Media Services

2) Internet Access and Related Services by Thai Advance Innovation Company Limited (ThaiAI)

Nature of Products or Services

(1) Platform Service

This service platform includes selling and leasing of subscription service, or provide marketing activities to support sales such as IPTV/OTT Platform that is Internet TV channel or Multimedia Streaming Platforms used for broadcasting video or audio content via Internet networks e.g., television including an eSport platform that facilitates participation in eSport competitions for both applicants and promoters. The platforms and applications developed are ideal for broadband Internet application. This service also includes development of particular services to match customers' specific demands.

(2) After sales service for DTV Satellite Dish

ThaiAI focuses on the high quality of after-sale service, to ensure that customers can access to DTV's outstanding satellite TV channels and programs, including news, documentaries, movies, cartoons, music, and several education channels.

(3) Broadband and Television Network and System Integration Services both consultant and installation services

ThaiAI analyzes customer's needs and devise solutions that utilize satellite communications or Internet media formats. Solutions provided are as the platform services such as IPTV, VDO Conferencing, Data Transfer, and Multimedia Online, including the System integration to service network and software and Smart Office such as, Meeting room reservation system, Vehicle reservation system.

- Broadband Network Services

For broadband networks, ThaiAI offers network and software services to meet customer demand for network connections to transfer data in different formats for both one-way and two-way transactions.

- Master Antenna TV Network Services

This service offers antenna network solutions to meet the needs of customers who live in buildings, such as hotels, apartments, or condominiums. ThaiAI can provide the service on a one-time investment by the building's owner or a monthly rental model.

Telephone Business Abroad

3) Telecom Business Aboard by Shenington Investments Pte Ltd. (SHEN) Group

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

Lao Telecommunication Public Company (LTC)**Nature of Products or Services****(1) Nature of Service**

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 Service 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 package, international Roaming (IR) charges and Telecom Inter-Connection (IC) Charge both domestic and international, value-added service charges and Telecom Enterprise Solutions Services Charge.

Joint Venture Business

Joint Venture Businesses, the Company has established 2 subsidiaries under the names of Nation Space and Technology Company Limited and ATI Technologies Company Limited.

- Nation Space and Technology Company Limited, a joint venture company with National Telecom Public Company Limited, announced the launch of NAVA by NSAT or maritime digital solutions. This was an integration of the company's satellite technology with National Telecom Public Company Limited's digital solutions.
- ATI Technologies Company Limited, a joint venture company with AI and Robotics Ventures Company Limited (a subsidiary of PTT Exploration and Production Public Company Limited), produces and distributes unmanned aerial vehicle or drone including a full range of drone technology solution services. The initial phase aimed to help farmers improving agricultural productivity.

1.1.3 Shareholding Structure of the Company

As of December 31, 2022, the Company's business operations can be divided into 3 different main sectors as follows: (1) Satellite and Related Services (2) Media services and (3) Telephone Business Abroad, and 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. The aim is to have overall management authority and to set the business direction of its subsidiaries and associated companies. The Company's investment structure is as follows:

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 and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Satellite and Related Service						
IPSTAR Company Limited (IPSTAR) Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands	Providing THAICOM 4 transponder services	USD 2,000,000	200,000,000 shares	USD 0.01	USD 2,000,000	100.00
IPSTAR New Zealand Limited (IPNZ) 24 Unity Drive North, Abany, Auckland 0757, New Zealand Tel. (649) 414 5920 Fax. (649) 414 5922	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in New Zealand	NZD 3,196,133	3,196,133 shares	NZD 1	NZD 3,196,133	100.00
IPSTAR Australia Pty Limited (IPA) 5 George Place, Artarmon, NSW 2064, Australia Tel. (612) 8458 0500 Fax. (612) 8006 5592	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in Australia	AUD 6,950,000	6,950,000 shares	AUD 1	AUD 6,950,000	100.00
Orion Satellite Systems Pty Limited (OSS) (100% shares held by IPA) Level 2, 231 Adelaide Terrace, Perth, WA 6000, Australia Tel. (61) 8 9225 7800 Fax (61) 8 9225 7811	Providing satellite communication services and business solutions	AUD 13,374,571	1 share 5,960,354 shares	AUD 7,414,217 AUD 1	AUD 13,374,571	100

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
IPSTAR International Pte Limited (IPIN) 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel. (65) 6338 1888 Fax (65) 6337 5100	Providing THAICOM 4 transponder services and sale of satellite equipment of THAICOM 4	SGD 20,000	20,000 shares	SGD 1	SGD 20,000	100
IPSTAR Global Services Limited (IPGS) Intercontinental Trust Limited Level 3, Alexander House, 35, Cybercity, Ebene, Mauritius Tel. (230) 213 9800 Fax (230) 210 9168	Providing THAICOM 4 transponder services	USD 20,000	20,000 shares	USD 1	USD 20,000	100
IPSTAR Japan Company Limited (IPJ) 1231-1 Hio, Oganomachi, Chichibu-gun, Saitama, Japan Tel. +813-6279-0933 Fax +813-6279-0934	Providing THAICOM 4 transponder services and sale of user terminal of THAICOM 4 in Japan	JPY 100,000,000	10,000 shares	JPY 10,000	JPY 100,000,000	100
IPSTAR (India) Private Limited (IPI) 408-409, II FLOOR, ABW TOWER,, M.G. ROAD, IFFCO CHOWK, GURGAON - 122002, Haryana, INDIA	Sale of satellite equipment and providing technical support in relation satellite business	Rs. 30,000,000	30,000,000 shares	1 Rs.	30,000,000 Rs.	100
Star Nucleus Company Limited (STAR) Trident Chambers, P.O. Box 146, Road Town, Tortolar, British Virgin Islands	Providing engineering and development services, technology and electronics	USD 50,000	10 shares	USD 1	USD 10	100
TC Broadcasting Company Limited (TCB) 414 Phaholyothin Road, Samsen Nai Sub- istrict, Phaya Thai District, Bangkok Tel. (66) 2596 5060	Providing broadcasting, television and telecommunication services	THB 1,000,000	100,000 shares	THB 10	THB 250,000	99.99
International Satellite Company Limited (ISC) Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius	Providing THAICOM 7 and THAICOM 8 transponder services	USD 50,000	50,000 shares	USD 1	USD 50,000	100
TC Global Services Company Limited (TCGS) 12 th Floor, Standard Chartered Tower, 19, Cybercity, Ebene, Mauritius	Providing technology services	USD 50,000	50,000 shares	USD 1	USD 50,000	100

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
TC Space Connect Company Limited (TCSC) SJ Infinite One Business Complex, No. 349, 28 th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok Tel. (662) 596-5095 ext. 6900	Communication, Sattellite and related business	THB 100,000,000	10,000,000 shares	THB 10	THB 25,000,000	99.99
Space Tech Innovcation Company Limited (SpaceTech) SJ Infinite One Business Complex, No. 349, 28 th Floor, Vibhavadi-Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok	Communication, Sattellite and related business	THB 100,000,000	10,000,000 shares	THB 10	THB 25,000,000 ^{1/}	100.00

Note: ^{1/} Not fully paid

2. Internet and Media Services

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Internet and Media Services						
Thai Advance Innovation Co., Ltd. (ThaiAI) 414 Phaholyothin Road, Samsen Nai Sub-District, Phaya Thai District, Bangkok Tel. (662) 950-5005 Fax (662) 591-0708 Website www.thai.ai.co.th	Sale of direct television equipment, providing system integration consultancy service for broadband network and broadband content services	THB 398,791,470	39,879,147 shares	THB 10	THB 398,791,470	99.99

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 Telecommunications Public Company, a joint venture company with the government of the Lao People's Democratic Republic, this company has a 25-year license expiring in 2021. The government of Lao PDR and SHEN signed a new joint venture agreement to extend the concession another 25 years, from 2021 to 2046

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Telephone Business Abroad						
<u>Shenington Investments Pte Limited (SHEN)</u> 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018981 Tel. (65) 6338 1888 Fax. (65) 6337 5100	Holding company for investment in international telecommunications	SGD 14,658,000	14,658,000 shares	SGD 1	SGD 14,658,000	51.00
<u>Lao Telecommunications Public Company (LTC)</u> (49.00% shares held by SHEN) Lanexang Avenue 0100, Vientiane, Lao People's Democratic Republic Tel. (856) 2121 6465-6 Fax. (856) 2121 9690	Providing fixed line, mobile phone, public phone, public international facilities and Internet services in Lao PDR	USD 96,840,000	96,840,000 shares	1 USD	96,840,000 USD	24.99
<u>Tplus Digital Company Limited (Tplus)</u> (100.00% shares held by LTC) 23 Singha Road, Phonexay Village, Saysettha District, Vientiane Capital Tel. (020) 7780 0700 Fax. (020) 7780 0701	Providing fixed line, mobile phone in Lao PDR	USD 500,000	500,000 shares	1 USD	500,000 USD	24.99
<u>Lao Mobile Money Sole Company Limited (100% share held by LTC)</u> Saylom Village, Saylom Road, Chanthaboury District, Vientiane, Lao People's Democratic Republic	Provide digital money payment and transfer services within Lao PDR	Lao KIP 10,000,000,000	1,000,000 shares	Lao KIP 10,000	Lao KIP 10,000,000,000	24.99

4. Other Joint Ventures Business

The Company invested in a Joint Ventures Business in two of following subsidiaries

Name and Details of Company	Type of Business	Registered Capital	Number of Shares Issued	Par Value	Paid-up Capital	% of Shareholding
Joint Ventures Business						
<u>Nation Space and Technology Co.,Ltd.</u> (Nation Space) 72 CAT Tower, Charoen Krung Rd, Bang Rak, Bangkok 10500 Thailand Tel. (662) 104-2220	provide services relating to satellite business	THB 10,000,000	1,000,000 shares	THB 10	THB 10,000,000	75.00
<u>ATI Technologies Company Limited</u> (ATI) (100% share held by ThaiAI) 50 Moo 1 Soi Wat Jadi Hoy, Bor Ngern City, Ladlumkaew, Patumthani 12140, Thailand Tel. (662) 593-3000	Distribute unmanned aerial vehicle (drone) for Thailand's agricultural sector.	THB 20,000,000	4,000,000 shares	THB 5	THB 20,000,000	50.00

1.1.4 Revenue Structure of the Company

Revenue structure of the Company by nature of businesses or services is as follows:

Products / Services	Operating Company	2019		2020		2021		9-month period of 2022	
		THB mn	%	THB mn	%	THB mn	%	THB mn	%
Satellite and related services	THCOM, TC Broadcasting, and IPSTAR Group	4,594	95.71	3,548	83.92	3,297	97.63	2,184	79.97
Internet & Media	Thai Advance Innovation	122	2.54	32	0.76	30	0.89	25	0.90
Consolidation eliminations		(53)	(1.10)	(24)	(0.57)	(24)	(0.71)	(20)	(0.72)
Revenue from sales and services		4,663	97.15	3,557	84.13	3,303	97.81	2,189	80.15
Other revenues		136	2.83	671	15.87	74	2.19	542	19.85
Total revenue		4,800	100.00	4,228	100.00	3,377	100.00	2,731	100.00

Source: Management Discussion and Analysis of the Company for year ended 2019 – 2021 and third quarter of 2022

1.1.5 Summary of Financial Position and Performance of the Company

Summary of Financial Position and Performance of the Company for the year ended 2019 – 2021 and for 9-month period of 2022

Statement of Financial Position

(Unit: THB'000)	As of			
	31-Dec-2019	31-Dec-2020	31-Dec-2021	30-Sep-2022
Assests				
Current assets				
Cash and cash equivalent	2,621,710	2,298,895	1,780,489	3,793,696
Short-term investment	3,080,846	-	-	-
Trade and other current receivables	1,889,980	1,832,295	2,070,559	1,464,432
Amounts due from related parties	5,850	34,800	7,012	17,396
Current portion of long-term loan to related parties	630,635	853,013	1,002,943	57,750
Inventories	124,028	55,434	7,342	11,848
Current tax assets	78,805	40,553	46,289	6,909
Other current financial assets	-	4,320,271	3,121,781	1,994,151
Other current assets	28,189	37,512	13,149	14,606
Total current assets	8,460,042	9,472,774	8,049,564	7,360,788
Non-current assets				
Investments in joint ventures	1,408,769	1,392,677	1,249,465	884,868
Long-term loans to related parties	1,127,499	898,710	750,299	1,938,865
Property, plant and equipment	3,312,616	3,091,012	2,778,276	2,311,204
Right-of-use assets	-	151,005	1,434,327	1,696,331
Intangible assets under operating agreement	1,365,689	559,685	-	-
Intangible assets	228,076	88,085	61,681	57,576
Deferred tax assets	797,296	727,995	690,006	650,401

(Unit: THB'000)	As of			
	31-Dec-2019	31-Dec-2020	31-Dec-2021	30- Sep-2022
Other non-current assets	299,196	294,336	326,014	366,480
Total non-current assets	8,539,140	7,203,504	7,290,069	7,905,725
Total assets	16,999,182	16,676,277	15,339,632	15,266,513
Liabilities and equity				
Current liabilities				
Trade and other current payables	554,717	424,128	462,137	339,385
Amounts due to related parties	1,029	-	4	32
Current portion of long-term borrowings	392,002	2,624,366	424,487	481,034
Current portion of lease liabilities	-	79,866	227,846	227,163
Advance receipts	349,788	191,056	205,031	529,355
Accrued operating agreement fee	171,655	117,411	-	-
Corporate income tax payable	140	4,193	21,455	35,012
Other current liabilities	56,578	61,128	81,222	136,877
Total current liabilities	1,525,909	3,502,150	1,422,182	1,748,858
Non-current liabilities				
Long-term borrowings	3,799,127	1,135,519	841,412	474,981
Lease liabilities	-	68,389	1,223,505	1,101,373
Long-term accounts payable - property and equipment	209,286	208,427	231,791	262,669
Non-current provisions for employee benefit	231,766	283,241	279,459	285,276
Deferred tax liabilities	-	6,358	-	-
Other non-current liabilities	238,135	225,114	212,001	496,488
Total non-current liabilities	4,478,313	1,927,049	2,788,168	2,620,787
Total liabilities	6,004,222	5,429,199	4,210,349	4,369,645
Equity				
Share capital				
Authorised share capital	5,499,884	5,499,884	5,499,884	5,499,884
Issued and paid-up share capital	5,480,510	5,480,510	5,480,510	5,480,510
Premium on ordinary shares	4,325,271	4,325,271	4,325,271	4,325,271
Retained earnings				
Appropriated				
Legal reserve	549,988	549,988	549,988	549,988
Unappropriated	873,555	1,127,223	1,068,464	1,220,368
Other components of equity	(234,365)	(235,913)	(294,951)	(679,269)
Equity attributable to owners of the Company	10,994,960	11,247,079	11,129,283	10,896,868
Total equity	10,994,960	11,247,079	11,129,283	10,896,868
Total liabilities and equity	16,999,182	16,676,277	15,339,632	15,266,513

Statements of Profit and Loss

(Unit: THB'000)	For the year ended			For nine-month period ended
	31-Dec-2019 (Audited)	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	30-Sep-2022 Reviewed)
Revenue				
Revenues from sales of goods and rendering of services	4,663,285	3,556,796	3,302,772	2,188,831
Net foreign exchange gain	-	-	368,942	519,560
Other Income	136,408	671,025	73,749	22,390
Total revenue	4,799,694	4,227,821	3,745,463	2,730,781
Expenses				
Cost of sale of goods and rendering of services	2,968,072	2,072,533	1,998,317	1,092,890
Operating agreenebts fee	702,809	505,839	351,276	11
Selling expenses	42,335	20,068	16,856	16,047
Administrative expenses	871,796	838,740	800,597	554,915
Loss on impairment of equipment	1,622,700	-	-	259,000
Directors and management benefit expenses	59,951	66,689	66,535	44,591
Net foreign exchange loss	128,327	58,559	-	-
Loss from investment in subsidiaries	28,543	-	-	-
Total expenses	6,424,533	3,564,428	3,233,581	1,967,454
Profit (loss) from operating activities	(1,624,840)	663,393	511,882	763,327
Finance income	200,658	140,515	129,146	111,703
Finance cost	(299,742)	(188,229)	(155,291)	(87,124)
Bad debt and doubtful account	(65,867)	-	-	-
Reversal of loss on impairment (loss on impairment) based on Thai Financial Reporting Standard No.9	-	8,565	12,934	71,824
Share of profit (loss) of investment in subsidiaries and joint ventures	(116,448)	3,743	(266,756)	(251,651)
Profit before income tax expense	(1,906,239)	627,987	231,915	608,079
Income tax expense	(343,710)	(114,204)	(88,279)	(127,351)
Profit for the period	(2,249,949)	513,782	143,636	480,728
Profit attributable to Owner of the Company	(2,249,949)	513,782	143,636	480,728
Profit (Loss) for the year	(2,249,949)	513,782	143,636	480,728
Pice to Book	(2.05)	0.47	0.13	0.44

Securities holders can access financial statements and other information of the Company from www.sec.or.th and www.set.or.th

1.1.6 Management's Discussion and Analysis

Revenue from sale of goods and rendering of services

Revenue from sales of goods and rendering of services for 2020 was THB 3,557 million, a decrease of 23.7% from THB 4,663 million for 2019, caused by a decrease of revenue from satellite and internet and media services.

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.

For nine-month period of 2022, revenue from sales of goods and rendering of services was THB 2,189 million, a decrease of 12.8% from THB 2,509 million from the same period in previous year, caused by a decrease of revenue from satellite and internet and media services

Revenue from sales of goods and rendering of services Unit: THB million	2019	2020	2021	Nine-month period of 2021	Nine-month period of 2022
Satellite and related services	4,594	3,548	3,297	2,505	2,185
Internet and media	122	32	30	22	24
Consolidation eliminations	(53)	(24)	(24)	(18)	(20)
Total	4,663	3,557	3,303	2,509	2,189

After the expiry of the Concession, revenue from satellite and related services comprised of revenue from sales of goods and rendering of services from Thaicom 7 and Thaicom 8, which operated under licenses to provide telecommunication services. Besides, there were revenue from satellite services from part of bandwidth purchased on Thaicom 4 and Thaicom 6 satellites from National Telecom Public Company Limited, including bandwidth purchased from international satellite service providers in order to continue providing seamless service for both broadcast and broadband.

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. In addition, revenue from satellite and related services for 9-month period of 2022 was THB 2,185 million, a decrease of 12.8% from THB 2,505 million from the same period in previous year. This was resulted from the following causes:

- A decrease of broadcast revenue from declining in number of domestic clients
- 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

For 2020, the revenue was THB 32 million, decreased by 73.7% compared to THB 122 million for 2019, resulting from a disposal of investment in Cambodian TV Network (CDN) in 2019

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.

For 9-month period of 2022, the revenue was THB 24 million, increased from THB 22 million for 2020, resulting from an increase in eSport platform revenue.

Cost of sale of goods and rendering of services

The Company reported consolidated cost of sales of goods and rendering of services for 2020 of THB 2,578 million, decreased by 29.8% compared to THB 3,671 million for 2019, as a result of the drop of revenue and depreciation cost from impairment of assets in 2019.

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.

The Company reported consolidated cost of sales of goods and rendering of services for 9-month period of 2022 of THB 1,955 million, decreased by 44.1% compared to THB 1,955 during the same period in previous year, as a result of efficient cost control, together with the decrease of concession fee to the Ministry of Digital Economy and Society and depreciation of satallites after the expiry of the concession

Cost of sales of goods and rendering of services Unit: THB million	2019	2020	2021	Nine-month period of 2021	Nine-month period of 2022
Satellite and related services	3,613	2,587	2,355	1,959	1,100
Internet and media	112	15	17	13	12
Consolidation eliminations	(54)	(24)	(23)	(17)	(19)
Total	3,671	2,578	2,350	1,955	1,093

Cost relating to satellite and related services for 2020 was THB 2,587 million, a drop of 28.4% from THB 3,613 million for 2019 contributed by a decrease of revenue and a decrease of depreciation and amortization of satellite assets. This was reflected from the impairment of satellite assets and equipment both conventional and broadband service in 2019. Cost of satellite and related services in 2020 was adjusted by the extra transactions from contract restructuring and others, the normal cost of sale of goods and rendering of services was THB 2,763 million, decreased by 24% in comparison with 2019.

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, and concession fee regarding the Company completely handed over possession of the satellites and other assets under the agreement to the Ministry of Digital Economy and Society ("MDE") on September 10, 2021.

Cost relating to satellite and related services for 9-month period of 2022 was THB 1,100 million, a drop of 44% from THB 1,959 million for the same period in previous year, contributed by efficient cost control and a

decrease of depreciation of satellites, and concession fee regarding the Company completely handed over possession of the satellites and other assets under the agreement to MDE.

Cost of internet and media services

Cost relating to the internet and media services for 2020 amounted to THB 15 million, a decrease of 86.4% from THB 112 million for 2019 following the sale of investment in CDN

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.

Cost relating to the internet and media services for 9-month period of 2022 were THB 12 million, an insignificant change from that of same period in previous year.

Selling and administrative expenses

The SG&A expenses, including directors and management benefit expenses, were THB 927 million for 2020. A decrease of 4.8% from THB 974 million for 2019 was due mainly to the decrease of marketing and traveling expenses, offsetting with the increase of legal fee.

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.

The SG&A expenses, including directors and management benefits, were THB 616 million for 9-month of 2022. A decrease of 5.6% from THB 652 million from that of 9-month of 2021, was mainly due to the occasional decrease of legal fee for the Company's lawsuits as well as general SG&A expenses as a result of efficient cost control.

Finance cost

Finance costs for 2020 was THB 188 million, a decrease of 37.2% from THB 300 million for 2019, mainly due to the repayment of debenture in Q4/2019 of THB 2,275 million, together with the repayment of other long-term loans according to schedule.

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.

Finance costs for 9-month of 2022 was THB 87 million, a decrease of 30.9% from THB 126 million compare to the same period in 2021, mainly due to the repayment of debenture in Q4/2021 of THB 2,275 million, together with the repayment of long-term loan according to schedule

Share of profit (loss) of investment in joint venture

Share of profit (loss) of investment in LTC was THB 4 million for 2020, increased from THB (116) million for 2019. An increase in share of profit recognized in 2020 was from the growth of mobile business market share

of LTC and the relief of price war, offsetting with the loss from foreign exchange from USD appreciation against Lao KIP on LTC's dividend payable.

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 (263) million, (4) 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.

During 9-month of 2022, the share of profit (loss) of investment in joint venture was THB (252) million, decrease from THB (38) million the same period in 2021, mainly from the loss from share of profit of investment in LTC mainly from an appreciation of US Dollar against Lao KIP, resulting loss from marked-to-market of its US Dollar liabilities due to outstanding dividend payable and US dollar loans of LTC.

Net profit

The company's net profit (loss) for 2020 was THB 514 million. Majority of the net profit came from extra items, comprising compensation income, contract restructuring transaction, and other one-time items, offsetting with loss from foreign exchange. The company's normalized profit (loss) for 2020 and 2019 was THB (135) million and THB (304) million, respectively.

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 Thai Baht. 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 was resulted from the decrease of cost of satellite depreciation and concession fee to the MDE after the expiry of the Concession.

During the first 9 months of 2022, THCOM recognized net profit of THB 481 million, increased by 122.8% compared with that of the same period of last year (YoY) and had core profit of THB 528 million, significantly increased from the loss of THB (88) million for the same period of last year (YoY) due to the decrease of satellite depreciation and the concession fee, offsetting with revenue drop from broadcast customers.

1.1.7 Financial Position

Financial position as of December 31, 2019 – 2021 and September 30, 2022

Asset components and asset quality

As at the end of 2020, the Company reported total assets of THB 16,676 million, decreased by 1.9% from THB 16,999 million as at the end of 2019, mainly caused by the depreciation and amortization of Property, Plant and Equipment and intangible assets under operating agreements.

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

As at the end of Q3/2022, the Company reported total assets of THB 15,267 million, decreased by 0.5% from THB 15,340 million as at 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.

THCOM's asset components

Assets Unit: THB million	December 31, 2019		December 31, 2020		December 31, 2021		September 30, 2022	
	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets
Current assets	8,460	49.8	9,473	56.8	8,050	52.5	7,361	48.2
Property, plant and equipment	3,313	19.5	3,091	18.5	2,778	18.1	2,311	15.1
Intangible assets under operating agreement	1,366	8.0	560	3.4	-	-	-	-
Right-of-use assets ^{1/}	-	-	151	0.9	1,434	9.4	1,696	11.1

Note: ^{1/} Right-of-use assets including transponders, plant, buildings and vehicles

Trade and other receivables

As at the end of 2020, the Company had trade and other current receivables of THB 1,832 million, a decrease of 3.1% from THB 1,890 million as at the end of 2019, mainly due to repayment of foreign customers. The average collection period for 2020 was 154 days, increasing from 119 days for 2019. An allowance for doubtful accounts for 2020 decreased for THB 66 million from 2019 due to effective collection management. The trade receivables of related and other parties were THB 2,179 million, comprise of THB 4 million of related parties trade receivables and THB 2,175 million of other parties trade receivables, proportionate to 0.2% and 99.8%, respectively.

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 Thai Baht depreciation against US dollar. The average collection period for 2021 was 176 days, increasing from

154 days for 2020. The trade receivables of related and other parties were THB 1,699 million, comprised of THB 9 million of related parties trade receivables and THB 1,689 million of other parties trade receivables, proportionate to 0.6% and 99.4%, respectively.

As at September 30, 2022, the Company had trade and other current receivables of THB 1,464 million, or 9.6% of total assets, a decrease of 29.3% from THB 2,071 million as at the end of 2021, mainly due to debt collection from foreign customer. The aging analyses for trade receivables were shows as follows:

Aging analyses for trade receivables

Aging analyses for trade receivables Unit: THB million	December 31, 2019		December 31, 2020		December 31, 2021		September 30, 2022	
	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets	Amount (THB million)	% of total assets
Trade receivables within credit terms	98	0.6	158	0.9	157	1.0	88	0.6
Overdue:								
Less than 3 months	150	0.9	98	0.6	170	1.1	295	1.9
3 - 6 months	188	1.1	240	1.4	25	0.2	30	0.2
6 - 12 months	526	3.1	496	3.0	14	0.1	511	3.3
Over 12 months	957	5.6	1,187	7.1	1,332	8.7	491	3.2
Less allowance for expected credit losses	(812)	(4.8)	(873)	(5.2)	(653)	(4.3)	(518)	(3.4)
Net trade receivables	1,108	6.5	1,306	7.8	1,046	6.8	897	5.9

The normal credit term for general customers were ranging 15 - 120 days. The average collection period for 2021 was 176 days, mainly from overdue trade receivables over 12 months as at the end of 2021 in amount of THB 1,332 million, mostly from government entities. The company's view on default payment of the government accounts was at low risk. However, trade and other current receivables for 2020 increased 12.2% in comparison with THB 1,187 million in 2020, this was mainly from mark-to-market of receivables from Thai Baht depreciation against US dollar.

In respect of trade accounts receivable, the Company has regularly reviewed its collection performance. The Company believed that the allowance for doubtful accounts receivable recorded upon analysis on each debtor would sufficiently cover the total figure of doubtful accounts receivable. After the total allowance for doubtful accounts receivable is set, the Company's legal unit will work on legal proceeding for strictest collection prior to the amortization of trade accounts receivable and allowance for doubtful accounts expected to be non-collectable.

Inventories

As at the end of 2020, the Company's net inventories was THB 55 million, decreased by 55.3% from THB 124 million as at the end of 2019. The days of inventory on hand was 71 days in 2020, decreased from 84 days

in 2019. The Company has consistently conducted an audit on asset quality. At the end of 2020, the accumulated allowance for obsolete inventories was THB 81 million, slightly decreased from THB 87 million in 2019.

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.

As at September 30, 2022, the Company's net inventories was THB 124 million, increased by 1,589% from THB 7 million as at the end of 2021. The days of inventory on hand was 4 days during 9-month of 2022, decreased from 30 days in 2021. The Company has consistently conducted an audit on asset quality. At the end of 2021, the accumulated allowance for obsolete inventories was THB 57 million, decreased from THB 73 million at the end of 2021.

Loans to a joint venture and related parties

As at the end of 2020, the Company had loans to a joint venture and related parties in total of THB 1,752 million, decreased by 0.4% compared with THB 1,758 million as at the end of 2019. The amount was lending to Shennington Investments Pte Limited.

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.

As at September 30, 2022, the Company had loans to a joint venture and related parties in total of THB 1,997 million, increased by 13.88% compared with THB 1,753 million as at the end of 2021. The amount was lending to Shennington Investments Pte. Limited.

Property, plant and equipment

Property, Plant and Equipment as at the end of 2020 was THB 3,091 million, a decrease of 6.7% from THB 3,313 million as at the end of 2019. This was due mainly to the recognition of Impairment of satellite assets and depreciation and amortization of Property, Plant and Equipment during 2020.

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.

Property, Plant and Equipment as at September 30, 2022 was THB 2,311 million, a decrease of 16.8% from THB 2,778 million as at the end of 2021. This was due mainly to depreciation and amortization of Property, Plant and Equipment during 9-month of 2022.

Right-of-use assets

As at the end of 2020, the Company had right-of-use assets of THB 151 million or 0.9% of total assets due to adoption of right-of-use accounting policy starting from January 1, 2020 according to Thai Financial Reporting Standard No. 16 Finance Lease comprising of right of use of office building and other right-of-use.

As at the end of 2021, the Company had right-of-use assets of THB 1,434 million or 9.4% 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.

As at September 30, 2022, the Company had right-of-use assets of THB 1,696 million or 11.1% 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 also the capacity on the foreign satellite operators leased for the Company's customers. The right-of-use assets increased 18.3% from THB 1,434 million as at the end of 2021 due to the increase of the right-of-use of the capacity on a foreign satellite

Liquidity and capital sufficiencySource of fund

Net cash provided by operating activities for 2020 was THB 1,769 million, an increase of 6.7% from THB 1,658 million for 2019, due mainly to a rise of operating profit

The Company's net borrowings as at the end of 2020 were THB 3,908 million, a decrease of 6.8% from THB 4,191 million as at the end of 2019, mainly attributable to the repayment of long-term loans for the satellite projects.

The Company's shareholders' equity as at the end of 2020 was THB 11,247 million, increased by 2.3% from THB 10,995 million as at the end of 2019, mainly reflecting from an increase in consolidated net profit.

As at the end of 2020, the ratio of net borrowings to equity was 0.35x, decreased from 0.38x as at the end of 2019

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 decline of operating profit.

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.

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 retain earnings due to interim dividend payout.

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.

The Company's net borrowings as at September 30, 2022 were THB 956 million, a decrease of 24.5% from THB 1,266 million as at the end of 2021, mainly attributable to the repayment of long-term loans for the satellite projects.

The Company's shareholders' equity as at September 30, 2022 was THB 10,897 million, decreased by 2.1% from THB 11,129 million as at the end of 2021, mainly reflecting from consolidated net profit offsetting with the dividend payment.

As at September 30, 2022, the ratio of net borrowings to equity was 0.09x, decreased from 0.11x as at the end of 2021.

Investments

Net cash provided (used) by investing activities for 2020 was THB (1,164) million, most of which were from investment in current financial assets.

Net cash provided (used) by investing activities for 2021 was THB 1,224 million, due to the sell of current financial assets to repay the matured bond on schedule in Q4/2021.

Net cash provided (used) by investing activities for 9-month of 2022 was THB 1,167 million, due to the conversion of current financial assets into cash.

Capital-raising capability

As at the end of 2020, the Company had a current ratio of 2.73x, decreased from 5.54x as at the end of 2019, due mainly to the decrease of the current portion of long-term loan from the repayment of debenture.

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.

As at September 30, 2022, the Company had a current ratio of 4.21x, decreased from 5.66x as at the end of 2021, due mainly to a decrease of current assets including trade receivable and other current receivable, other current financial assets and current portion of long-term loans to related companies while cash and cash equivalents increase.

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations, including finding short term credit facility from various banks as a reserve in case of necessary and to mitigate the effects of fluctuations in cash flows.

1.1.8 Possible Key and Influential Factors over the Company's Future Operations or Financial Position

Currency exchange rate fluctuations

The Company offers both domestic and international satellite communications services and international telecommunications services. Therefore, the Company faces the risk of currency exchange fluctuations in its accounts payable and accounts receivable, as well as any foreign currency loan. These fluctuations could affect the Company's financial statements as well as cash flows.

Exchange rate risk arises from the foreign currency transactions that the Company performs during normal business operations related to foreign currencies, and may have an effect in terms of foreign exchange gains or losses, including gains or losses on derivatives transactions. Significant factors that affect the movement of the exchange rate are as follows:

1. Changes in the global economic situation
2. Changes in both Thai and foreign monetary and fiscal policies

The Company has a hedging policy to manage such risk by controlling the net exposure of foreign-currency-dominated transactions. That is, the risk is managed by balancing the revenue and expense structure to maintain a currency balance to meet operational needs. In the event of an imbalance, the Company may use several hedging approaches such as foreign exchange forward, foreign exchange option, cross currency and interest rate swap, and hedge accounting, including partial pre-repayment of foreign currency loans when the Company has sufficient liquidity.

COVID-19 Situation

Since early of 2020 until now, many countries have been facing with economic slowdown due to spread of COVID-19 pandemic.

However, the COVID-19 had not yet affected the Company's 2020, 2021 and 9-month period of 2022 performance. The transponder services provided to broadcast customers and internet providers did not diminish from this situation. However, it may affect THCOM indirectly in the future if the situation prolongs that it affects our customers' business.

Litigations

As at December 31, 2022, the Company has pending case that may significantly affect the Company as follows

The Ministry of Digital Economy and Society's demand regarding Thaicom 5

With regards to the incident that occurred to Thaicom 5, which required the satellite to be deorbited on February 26, 2020, by being operated beyond its design life. Subsequently, in November 2020, the Company received the Notice of Arbitration including detail of proposed dispute of Thaicom 5 from the Ministry, which requested that:

The Company has to build and deliver the replacement satellite of Thaicom 5. In case, the replacement is not built and delivered to Ministry, to pay: (i) the money equivalent to the value of satellite at the amount of THB 7,790,097,900 with an interest of 7.5% per year from October 30, 2020; (ii) a fine at the amount of THB 4,980,000 (calculated from

February 25, 2020 to October 30, 2020) with 7.5% interest per year; and (iii) a fine from November 1, 2020 until the replacement is delivered or the compensation is paid.

The Concession has set the terms regarding the work plan and principles for contract implementation which reflected the plan which had been proposed by the Company and approved by the Ministry. The focus was on the continuity of satellite service throughout the term of the Concession. The work plan, which forms part of the Concession, states that the Company will build 2 generations of satellites, with a total of 4 satellites. Each generation consists of a primary satellite and a backup satellite, which once launched the satellite into orbit, the Company has to transfer ownership of the satellites to the Ministry. When the Concession expires, the Ministry will have the right to manage satellites which have not reached their operational life. In carrying out the contract, the Company has built and transferred the ownership of a total of 2 generations of satellites to the government. With regards to the incident that occurred to Thaicom 5, which required the satellite to be deorbited, the Ministry was aware of the design life of Thaicom 5 at the time of the approval for launch, and when Thaicom 5 incident occurred, Thaicom 5 had already operated beyond its design life, and had to be deorbited. The Company had already consulted with the Ministry and the NBTC in advance, notified all parties concerned and sought approval before the deorbit. Furthermore, the Company has compensated the Ministry by submitting the revenue share in respect of customers affected by Thaicom 5 incident and by negotiating with the insurer in order to obtain compensation for the Ministry. Currently, Thaicom 4 and Thaicom 6 are continuously providing services until the end of the Concession and the Ministry will have the right to manage these satellites thereafter, all in accordance with the terms of the Concession.

The Company is confident that the Company has been complying with the Concession Agreement. In this regard, the Company will proceed the defense statement according to the arbitration process. Further, the arbitrator has not yet appointed. Therefore, the Company does not have any duties to comply with any of the request made by the Ministry until an award is rendered.

Industry Outlook

Broadcast and media industry

There is an upward trend in consumer behavior in which more viewers consume video content via internet devices e.g., tablets, smart phones. However, this trend does not affect 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. In addition, Thaicom concentrates 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. Thaicom has focused on partnering with top teleport operators in order to enhance our services for both wholesale and retail customers.

In contrast, the growth of satellite demand in the Indochina region is mainly attributed from the effort to provide communication to the under connected population especially in the rural areas. Mobile backhaul has been the key application contributing to the demand, growth and development of the telecom infrastructure providing 4G, 5G services across the region.

Due to the advantages as highlighted above, the demands on satellites in this region continues to grow despite the economic disruption affecting all around the world, including impacts such as Covid-19.

Broadband and data industry outlook

Despite near term COVID-19 challenges, the broadband satellite market, both GEO and Non-GEO High Throughput Satellite (HTS), is expected to remain in its strong upward trend due mainly to increased 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 Wi-Fi hotspot, and mobile backhaul as a result of network upgrades 2G, 3G, 4G and 5G. According to Euroconsult's Satcom for Universal Broadband Access 2021, 46% of total 7.8 billion world population remains unconnected in 2020 with 43 million people connected to broadband services via satellite. This number is expected to grow 2.5-fold by 2029.

The broadband satellite industry is in a transition phase with multiple ongoing developments—including incumbents extending to new geographic areas, emergence of new GEO/MEO/LEO 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. None the less, THAICOM 4 (IPSTAR) will likely maintain its competitiveness as the first mover in Asia Pacific with over ten years of hands-on experience and landing rights in more than ten countries in the region.

1.1.9 List of Major Shareholders of the Company

List of top 10 shareholders on the latest shareholders register book of the Company as of January 3, 2022, which is the latest book closing date.

No.	Shareholder Name ^{/1}	No. of Shares	% of Total Shares
1.	Gulf Ventures Company Limited	450,870,934	41.13
2.	Mr. Chawalit Visarankul	30,287,700	2.76
3.	Thai NVDR Company Limited	28,420,513	2.59
4.	Ms. Kulisara Kara	22,108,600	2.02
5.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	21,469,400	1.96
6.	Mr. Narit Jia-Arpa	18,693,000	1.71
7.	Mr. Wachira Tayanaraporn	14,000,000	1.28
8.	Mr. Kitti Ngammaharat	13,930,000	1.27
9.	Mr. Nattaphon Nitithanakul	10,000,000	0.91
10.	Mr. Taveesak Weraprasert	9,800,000	0.89
Top 10 shareholders		619,580,147	56.53
Other shareholders		476,521,807	43.47
Total		1,096,101,954	100.00

Source: Shareholders register book of the Company

Note: ^{/1} Do not group persons who have same family name or related persons

1.1.10 Board of Directors of the Company

As of January 16, 2023, the Board of Directors of the Company comprises of 9 directors as follows:

No.	Name	Position
1.	Mr. Somprasong Boonyachai	Chairman, independent director and nomination and remuneration committee
2.	Mr. Boonchai Thirati	Vice chairman and nomination and remuneration committee
3.	Mr. Suporn Luckmunkong	Director
4.	Mr. Kim Siritaweechai	Director
5.	Acm Maanat Wongwat	Independent director and chairman of nomination and remuneration committee
6.	Mr. Poramete Vimolsiri	Independent director and chairman of audit and risk committee
7.	Mr. Somchai Jinnovart	Independent director and audit and risk committee
8.	Mr. Kanit Vallayapet	Independent director and audit and risk committee
9.	Mr. Patompob Suwansiri	Chief Executive Officer and director

Source: The Company's website

The directors who are authorized to sign on behalf of the Company are Either Mr. Suporn Luckmunkong or Mr. Boonchai Thirati co-signs with either Mr. Patompob Suwansiri or Mr. Kim Siritaweechai, together with the Company's seal affixed.

1.2 Information of the Offeror

1.2.1 General Information

Name : Gulf Ventures Company Limited

Address : 87 M Thai Tower, 11th floor, All Seasons Place, Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Tel. : 02-080-4499

Fax. : 02-080-4455

Company Registration No. : 0105557188761

Nature of Business : A holding company

1.2.2 Business Information and Other Information

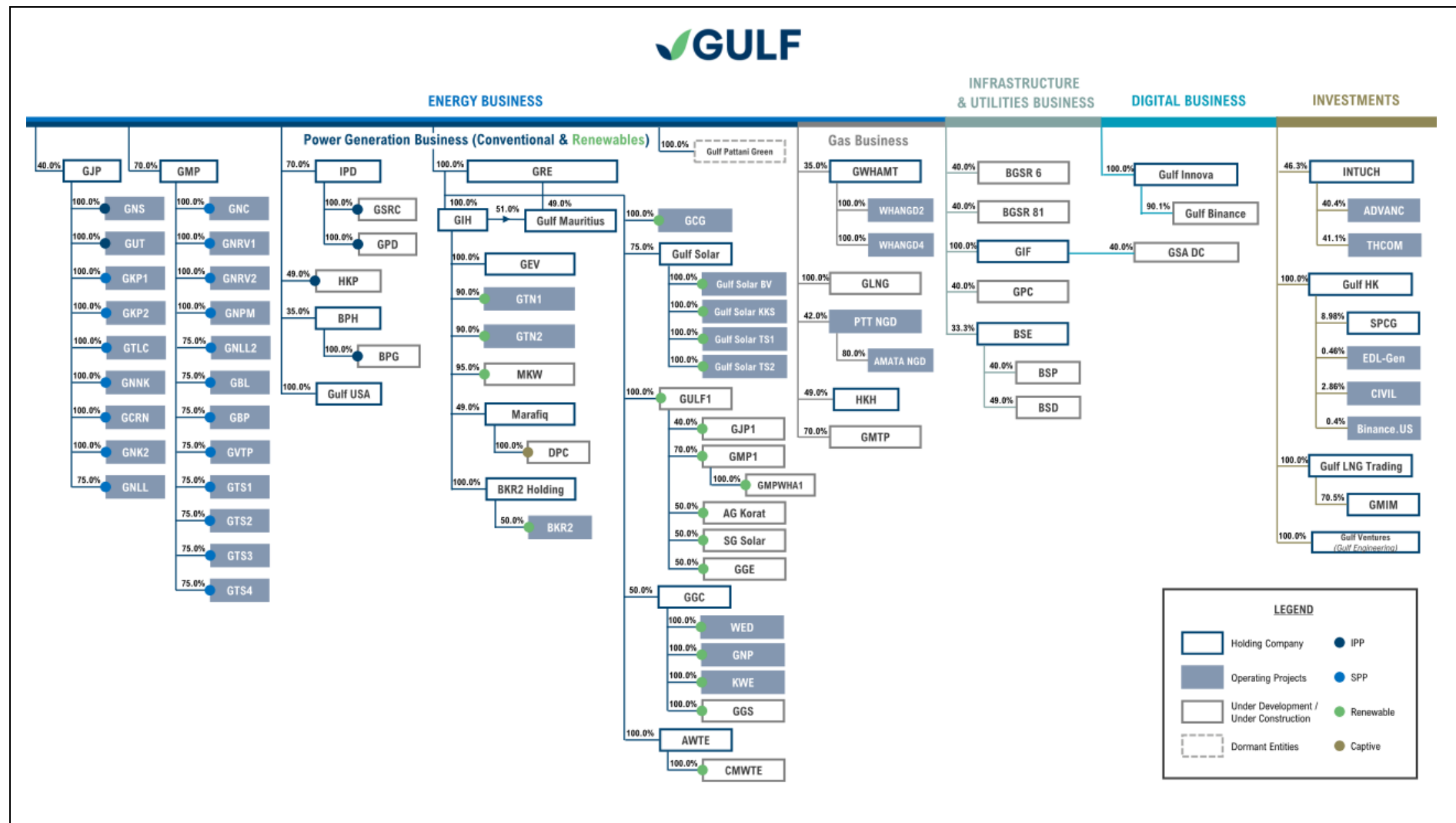
(1) The Offeror

Gulf Ventures Company Limited, previously named Thepha Clean Energy Company Limited and Gulf Engineering Services Company Limited, is a holding company which GULF holds 100.00% of the total issued and paid-up shares of the Offeror. The Offeror was incorporated on 29 December 2014. As of the Tender Offer date, total issued and paid-up capital of the Offeror is THB 2,000.00 million.

(2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operations

GULF is a holding company that invests in a portfolio of core businesses which can be divided into 3 business groups including 1) Energy Business, comprised of Gas-fired Power Business and other related businesses, Renewable Energy Business and Gas Business 2) Infrastructure and Utilities Business and 3) Digital Business.

GULF's business categorized by business section



Note: Note: Information as of September 30, 2022 and please find further details of definition from Form 56-1 One Report and GULF's website at www.set.or.th and www.gulf.co.th. Gulf Ventures Co., Ltd. was previously named Gulf Engineering Services Co., Ltd.

1) Energy Business

GULF conducts its Energy Business by investing in the development, construction, and operation of gas-fired power plants and renewable power plants, which have long-term power purchase agreements with governments or strong and stable private sectors in Thailand and overseas. GULF also invests in the development, construction, and operation of Gas Business, which is GULF's and the country's main source of fuel for electricity generation, to diversify into the upstream business for the Gas-Fired Power Generation Business. The Gas Business under GULF Group comprised of the Natural Gas Distribution Business, LNG Shipper Business, and LNG Terminal Business.

1.1) Power Generation Business

As of September 30, 2022, power plants in operation under GULF Group had a total installed capacity of 8,731 megawatts and equity installed capacity of 4,512 megawatts. GULF Group also has projects under development and construction which will add 7,145 megawatts to the total installed capacity, of which equity installed capacity is 4,054 megawatts. Once the projects under development and construction achieve commercial operation in 2027, GULF Group will have a total installed capacity of 15,875 megawatts combined with the total installed capacity from operating projects, of which equity installed capacity will be 8,567 megawatts.

1.1.1) Gas-fired Power Business

The gas-fired power plants under GULF Group can be divided into 4 categories based on the type of power purchase agreement:

(a) 6 gas-fired IPP (Independent Power Producer) power projects, all of which are located in Thailand and generate and sell electricity to EGAT under a 25-year power purchase agreement which begins when the project achieves commercial operation. 3 out of 6 gas-fired IPP power projects have reached commercial operation and another 3 gas-fired IPP power projects are under construction/development. (Total installed capacity: 5,408 megawatts in operation and 5,453 megawatts under construction / development).

(b) 19 gas-fired SPP (Small Power Producer) power projects in Thailand, all of which are under operation and sell 70.00%-80.00% of the electricity generated to EGAT under a 25-year power purchase agreement which begins when the project achieves commercial operation. In addition, the SPP power projects also sell electricity, steam and chilled water to industrial users under power purchase agreements with certain groups of industrial users. (Total installed capacity of 2,474 megawatts).

(c) Captive Power Plant Project is a gas-fired captive power plant located in the Duqm Special Economic Zone (Duqm SEZ) in Oman. The project supplies power and water to DRPIC refinery under a 25-year long-term power purchase agreement commencing from the commercial operation date, and has also been granted exclusive rights to operate a utilities business in Duqm SEZ. The project is scheduled to fully commence commercial operation in 2023. (Total installed capacity: 52 megawatts in operation and 274 megawatts under

construction. Total installed water generation capacity: approximately 400 cubic meters per hour in operation and approximately 1,267 cubic meters per hour under construction).

d) Gas-fired Power Plant Project in merchant market in which GULF Group is currently in the process of purchasing equity stake, namely, the Jackson Generation gas-fired power plant, located in Will County, Illinois, USA. The project is currently in operation, supplying electricity to the Pennsylvania – New Jersey – Maryland Interconnection (PJM) merchant market which is a regional transmission organization with the highest reliability and electricity demand in the United States. The transaction is subject to customary closing conditions, in particular the receipt of required regulatory approvals, and is expected to complete within early 2023. (Gross installed capacity of 1,200 megawatts).

1.1.2) Other Related-Services

GULF also provides management services for power plant projects within GULF Group ranging from managing projects at the development and construction stage to managing the projects after they achieve commercial operation. The services that GULF's project management committee provides for power plant projects under construction/preparation for construction and under development include contractor recruitment and construction contract management. For power plants that are in operation, the services include managing, planning of work and policy of operation and maintenance, accounting, finance and other administrative work for the power plant projects, under Management Service Agreement, Secondment Agreement and Short-Term Funding Agreement, etc.

1.2) Renewable Energy Business

GULF invests in and operates several types of renewable power plants, namely;

(a) A biomass SPP which uses wood pellets as fuel, located in Thailand with a total installed capacity of 25 megawatts. The electricity generated from the project is sold to EGAT under a non-firm power purchase agreement, and the project has already achieved commercial operation.

(b) Solar Power Projects

GULF Group has several solar power projects in Thailand, with a total installed power generation capacity of 6.39 megawatts as of September 30, 2022. The projects include (i) solar rooftop VSPP (Very Small Power Producer) projects, in which the electricity generated from the projects are sold to the PEA under a 25-year long-term power purchase agreement, and all the projects have achieved commercial operation, and (ii) solar energy business, including solar farms, floating solar farms, and solar rooftop, which sell electricity to industrial users under long-term solar power purchase agreements for 16- 17 years, commencing from the commercial operation date and continuously expands its customer base.

In addition, GULF Group invests in 2 solar farms in Vietnam with a total installed capacity of 118.8 megawatts. The electricity generated from both projects are sold to Vietnam Electricity ("EVN") under a 20-year power purchase agreement, and both projects have already achieved commercial operation.

(c) Wind Farm

GULF Group's wind power projects are comprised of (i) 2 offshore wind farms and (ii) 3 onshore wind farms, with a total installed capacity of 647 megawatts. GULF Group operates an offshore wind farm in Vietnam, with the electricity sold to EVN under a 20-year power purchase agreement commencing from the commercial operation date. The project is divided into several phases, with 4 megawatts already in operation and the remaining 124 megawatts are in the process of commencement. GULF Group also invests in an offshore wind farm in Germany with a total installed power generation capacity of 465 megawatts. The project supplies electricity to Ørsted Salg & Service A/S under a 20-year power purchase agreement from the commercial operation date, and the project has already achieved commercial operation. In addition, the 3 onshore wind farms in Thailand are operated under Gulf Gunkul Corporation Company Limited with a total installed capacity of 177.5 megawatts, and the projects have already achieved commercial operation. The electricity generated from the onshore wind farms are sold to EGAT under a 25-year power purchase agreement commencing from the commercial operation date.

(d) Hydroelectric Power Plant

GULF is currently studying the feasibility of developing hydropower projects on the Mekong River Basin in the Lao People's Democratic Republic (Lao PDR) in accordance with the power purchase MOU between Thailand and the Lao PDR. The hydropower projects under study are run-of-the-river type with no large reservoir and no water diverting from the Mekong River. It uses the natural flow rate of water to generate electricity, resulting in the equal amount of water inflow and water outflow and therefore, will have no impact on the water volume in the Mekong River.

1.3) Gas Business

Gas Business under GULF Group can be divided into 3 types, with details as follows:

(a) Natural Gas Distribution

GULF operates two gas distribution projects serving industrial users in industrial estates under WHA Corporation Public Company Limited's Group with a total service capacity of approximately 4,000,000 mmbtu per year under a 10-year gas purchase agreement from the date of commercial operation, and both projects have already achieved commercial operation.

In addition, GULF holds 42.00% in PTT Natural Gas Distribution Company Limited, a natural gas distribution business operator who invests in the construction of a natural gas distribution pipeline system to serve customers in 13 industrial areas in the Bangkok Metropolitan region and in Rayong province. In 2021, PTT NGD had a total natural gas distribution volume of approximately 32,000,000 mmbtu.

(b) Map Ta Phut Industrial Port Development Phase 3 Project and LNG Terminal

GULF holds 70.00% equity interest in Gulf MTP LNG Terminal Company Limited, the developer and operator of Map Ta Phut Industrial Port Development Phase 3 Project and LNG Terminal located in Map Ta Phut Industrial Estate, Rayong province, under a 30-year public-private partnership (PPP) contract with Industrial

Estate Authority of Thailand (“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 rai, which is expected to take approximately 3 years to complete or within 2024; and (2) Superstructure part which includes design, construction and operation of LNG terminal on the reclamation area of approximately 200 rai to facilitate shipment of LNG of no less than 5 million tons per year (for LNG terminal phase 1) and the extension up to 10.8 million tons per year. The LNG terminal phase 1 is expected to commence commercial operation around 2027, and the project is already included in the national Gas Plan.

(c) LNG Shipper

GULF operates natural gas supply and wholesaling business through Gulf LNG Company Limited (“Gulf LNG”), a subsidiary in which GULF holds 100.00% of equity interest. Gulf LNG was granted an LNG shipper license from the Office of Energy Regulatory Commission (“ERC”) to procure LNG from global market suppliers and utilize LNG Terminal to store and regasify the LNG to gas state before distributing through PTT’s gas transmission pipeline system and selling natural gas to IPP and SPP power plants as well as natural gas distributors under GULF Group, totaling 24 entities, in the amount of 6.4 million tons per annum.

Moreover, GULF holds 49.00% in Hin Kong Power Holding Company Limited (“HKH”) who was granted an LNG shipper license from the ERC in the amount of 1.4 million tons per annum to supply natural gas to HKP power plant. HKH will begin supplying natural gas to HKP power plant project when HKP commence commercial operation.

2) Infrastructure and Utilities Business

GULF Group’s infrastructure and utilities projects have already signed public–private partnership contracts with the government, or utility development agreements with strong and stable private sector, with details of the projects as follows:

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

GULF holds an equity interest of 40.00% in BGSR 6 Company Limited and BGSR 81 Company Limited, the operator of Bang Pa-In - Nakhon Ratchasima (M6) intercity motorway project and Bang Yai – Kanchanaburi (M81) intercity motorway project, with a distance of 196 kilometers and 96 kilometers, respectively. The projects operate under 33-year public–private partnership (PPP) contracts with the Department of Highways, which is divided into 2 parts including; (1) design and construction of system works and other related elements, which is expected to take approximately 3 years from the start date; and (2) Operation and Maintenance (O&M) for both the civil works invested by the government and the infrastructure invested by the private sector which includes toll collection management, traffic management, and other related system works as well as equipment and materials maintenance, for a period of 30 years from the commencement of commercial operation, which is scheduled in 2024.

b) Electricity Distribution System and District Chilled Water Distribution System (DCS)

Bangkok Smart Energy Company Limited (“BSE”) is a joint venture in which GULF holds 33.33% equity interest, established as a holding company to invest in Bangkok Smart Power Company Limited (“BSP”) and Bangkok Smart DCS Company Limited (“BSD”), with details as follows:

- BSP Power Distribution System Project

BSE holds 40.00% equity interest in BSP, which is the operator of the electricity distribution system for One Bangkok project by purchasing 115/69 kV of high-voltage electricity from the MEA and converted to medium voltage at 11.0kV and 24.0 kV through a substation within the central utility plant of One Bangkok project to be sold to the buildings in One Bangkok project under the 30-year Utility Development Agreement (Electricity). The power purchase date is scheduled to commence in 2023. BSP's project has a total installed capacity of 240.0 megawatts.

- BSD District Cooling System Project

BSE holds 49.00% equity interest in BSD, who is the operator of district cooling system for One Bangkok project, to provide cooling system related services and install centralized water cooling system. BSD purchases 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 One Bangkok, before supplying chilled water to the buildings within One Bangkok through pipeline network and receive water from closed cooling water heat exchangers back to the central utility plant for water cooling process. BSD will operate an installed capacity of approximately 36,000 refrigeration tons under the 30-year Utility Development Agreements (District Cooling) with One Bangkok Project, with the power purchase date scheduled to commence in 2023.

c) Laem Chabang Port Development Phase 3 (Terminal F)

GULF holds 40.00% equity interest in GPC International Terminal Company Limited (“GPC”) who is the operator of the Laem Chabang Port Development Phase 3 project (Terminal F) under a 35-year public-private partnership (PPP) contract with Port Authority of Thailand (“PAT”). The PAT is responsible for the land reclamation work, while the private sector will be responsible for the design, construction, and operation and maintenance (O&M) services for F1 and F2 container berths to accommodate container throughput and implement automation technology for the operation of the project which can accommodate container cargoes of at least 4,000,000 TEU per annum, with a total berth length of 2,000 meters, and a total width of 550 meters. The F1 container berth is expected to start construction in 2023 and commence commercial operation in 2025, and the F2 container berth is expected to start construction in 2027 and commence commercial operation in 2029.

3) Digital Business

GULF envisions the importance of the rapid growth of digital infrastructure business in Thailand, as the economy is increasingly being driven by innovation and technologies, resulting in the rising demand for data management and data storage from local and international organizations such as hyperscalers that have business operations in Thailand.

Further, regarding the growing trend where digital technology is becoming an important part of business operation, GULF realizes the increasing opportunity to invest and operate in digital infrastructures businesses to respond to the aforementioned business trend; as such, as of September 30, 2022, GULF holds 46.27% of equity interest in INTUCH. In addition, GULF is in the process of developing a data center in Thailand with Advanced Info Service Public Company Limited and Singapore Telecommunications Limited. Moreover, GULF is also developing a digital asset exchange in Thailand with Binance Capital Management.

1.2.3 Registered capital and paid-up capital

(1) The Offeror

As of the Tender Offer date, the Offeror had registered capital of THB 2,000,000,000 (Two Billion Baht), consisting of 200,000,000 (Two Hundred Million) ordinary shares with a par value of THB 10.00 (Ten Baht) per share and issued and paid-up capital of THB 2,000,000,000 (Two Billion Baht), consisting of 200,000,000 (Two Hundred Million) ordinary shares with a par value of THB 10.00 (Ten Baht) per share.

(2) GULF as a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation

As of the Tender Offer date, GULF had registered capital of THB 11,733,150,000 (Eleven Billion Seven Hundred Thirty-Three Million One Hundred Fifty Thousand Baht), consisting of 11,733,150,000 (Eleven Billion Seven Hundred Thirty-Three Million One Hundred Fifty Thousand) ordinary shares with a par value of THB 1.00 (One Baht) per share and issued and paid-up capital of THB 11,733,149,998 (Eleven Billion Seven Hundred Thirty-Three Million One Hundred Forty-Nine Thousand Nine Hundred Ninety-Eight Baht), consisting of 11,733,149,998 (Eleven Billion Seven Hundred Thirty-Three Million One Hundred Forty-Nine Thousand Nine Hundred Ninety-Eight) ordinary shares with a par value of THB 1.00 (One Baht) per share.

1.2.4 List of Shareholders of the Offeror

List of shareholders of the Offeror as of the Tender Offer date;

No.	Shareholders	No. of Shares (Shares)	% of the Total Paid-up Shares and Voting Rights (%)
1.	Gulf Energy Development Public Company Limited	199,999,997	100.00
2.	Mrs. Pornnipa Chinvetkitvanit	1	0.00
3.	Mr. Ratthaphol Cheunsomchit	1	0.00
4.	Mr. Ravi Kurmarohita	1	0.00
Total		200,000,000	100.00

1.2.6 List of Board of Directors of the Offeror

List of Board of Directors of the Offeror as of December 23, 2022

No.	Name	Position
1.	Mr. Sarath Ratanavadi	Director / Chairman of the Board
2.	Mr. Boonchai Thirati	Director

No.	Name	Position
3.	Ms. Bung-on Suttipattanakit	Director
4.	Mr. Suporn Luckmunkong	Director
5.	Mr. Sitamon Ratanavadi	Director

1.2.7 Summary of the financial status and performance of the Offeror

Key financial statements and operating results of the Offeror from the audited financial statements for the year ended December 31, 2019, 2020 and 2021 which the details are as follows:

Unit: THB million

Financial Statements	For the year ended December 31		
	2019	2020	2021
Total assets	0.53	0.51	0.42
Total liabilities	0.02	0.02	0.02
Authorized share capital	2.00	2.00	2.00
Issued and paid-up share capital	2.00	2.00	2.00
Total equity	0.51	0.49	0.40
Total Revenues	0.002	0.0004	0.0002
Total Expenses	0.04	0.02	0.09
Profit for the year	(0.04)	(0.02)	(0.09)
Basic earnings per share (THB)	(0.19)	(0.10)	(0.45)
Dividend per share (THB)	-	-	-
Book Value per share (THB)	2.57	2.47	2.02

Source: Form 247-4 of the Offeror

1.2.8 List of Shareholders of GULF

List of Top-10 Shareholders of GULF's major shareholder as of September 30, 2022 (the latest internal record date of GULF);

No.	Shareholder	No. of Shares (Shares)	% of the Total Paid-up Shares and Voting Rights (%)
1.	Group of Mr. Sarath Ratanavadi	8,632,434,119	73.57
	- Mr. Sarath Ratanavadi	4,171,077,797	35.55
	- Mrs. Naline Ratanavadi ^{/1}	23,100,000	0.20
	- Gulf Capital Holdings Limited ^{/2}	2,626,240,498	22.38
	- Gulf Investment and Trading Pte. Ltd. ^{/3}	1,241,961,047	10.59
	- Gulf Holdings (Thailand) Company Limited ^{/4}	570,054,777	4.86
2.	Thai NVDR Company Limited	487,819,197	4.16
3.	Sino-Thai Engineering and Construction Public Company Limited	220,000,000	1.88
4.	South East Asia Uk (Type C) Nominees Limited	145,627,374	1.24
5.	Bangkok Bank Public Company Limited	145,539,022	1.24
6.	Rojana Industrial Park Public Company Limited	101,271,300	0.86
7.	Social Security Office	89,905,100	0.77
8.	State Street Europe Limited	75,783,073	0.65
9.	TISCO Master Pooled Registered Provident Fund	33,886,380	0.29
10.	Vayupak Fund 1 (VAYU1) – MFC Asset Management Public Company Limited	33,625,075	0.29
11.	Vayupak Fund 1 (VAYU1) – KTAM Krungthai Asset Management Public Company Limited	33,625,075	0.29
12.	Other Shareholders	1,733,634,283	14.78
Total		11,733,149,998	100.00

Note: ^{/1} Mrs. Naline Ratanavadi is the spouse of Mr. Sarath Ratanavadi

^{/2} A company limited registered under the laws of Hong Kong of which Mr. Sarath Ratanavadi is beneficiary

^{/3} A company limited registered under the laws of Singapore of which Mr. Sarath Ratanavadi is beneficiary

^{/4} A company limited registered under the laws of Thailand wholly owned by Mr. Sarath Ratanavadi.

1.2.9 List of Board of Directors of the GULF

List of Board of Directors of GULF as of December 23, 2022

No.	Name	Position
1.	Mr. Viset Choopiban	Independent Director / Chairman of the Board
2.	Mr. Kasem Snidvongs	Independent Director / Chairman of the Audit Committee
3.	Mr. Sommai Phasee	Independent Director / Member of the Audit Committee / Chairman of the Sustainability, Governance and Risk Management Committee
4.	Dr. Raweporn Kuhirun	Independent Director / Member of the Audit Committee
5.	Mr. Somprasong Boonyachai	Independent Director / Member of the Sustainability, Governance and Risk Management Committee
6.	Mr. Predee Daochai	Independent Director
7.	Mr. Santi Boonprakub	Independent Director / Member of the Sustainability, Governance and Risk Management Committee
8.	Mr. Sarath Ratanavadi	Director / Vice Chairman of the Board / Chief Executive Officer
9.	Mrs. Porntipa Chinvetkitvanit	Director / Member of the Sustainability, Governance and Risk Management Committee / Deputy Chief Executive Officer
10.	Mr. Boonchai Thirati	Director / Deputy Chief Executive Officer
11.	Miss Yupapin Wangviwat	Director / Member of the Sustainability, Governance and Risk Management Committee / Chief Financial Officer
12.	Mrs. Chotikul Sookpiromkasem	Director

Source: GULF's website

1.3 Tender Offer Information

The Offeror	:	Gulf Ventures Company Limited
Tender Offer Preparer	:	Bualuang Securities Public Company Limited
Tender Offer Agent	:	Bualuang Securities Public Company Limited
No. of Securities to be Purchased	:	The Offeror shall make a tender offer for all remaining 645,231,020 shares of the Company, representing 58.87% of the total issued and paid-up shares of the Company
Tender Offer Price	:	THB 9.92 per share

In addition, the Offerees are subject to payment of a brokerage fee of 0.25% of the Tender Offer Price, plus VAT of 7% of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 9.893464 per share. If the board of directors' meeting and/or the shareholders' meeting of THCOM (as the case may be) resolves to approve the dividend payment to shareholders of THCOM, in which case the record date for identifying the shareholders who are eligible to receive the dividend is set to be during the Offer Period, the Tender Offer Price will be reduced by an amount of the dividend and the net price to be received by the Offeree will also be reduced according to the reduction of the Tender Offer Price from such dividend. Such Offer Price is the final offer which will not be changed unless any event or action occurs during the Offer Period which causes severe damage to the status of assets of the Company or another offeror submits a tender offer of the Company during the Offer Period.

Tender Offer Period	:	The Offeror will purchase the Company's shares in a total of 25 business days from January 6, 2023 to February 9, 2023 inclusive, during the office hours of the Tender Offer Agent from 9:00 a.m. to 4:00 p.m. Such Offer Period is the final period which will not be extended unless any event or action that occurs during the Offer Period which causes severe damage to the status of assets of the Company or another offeror submits a tender offer of the Company during the Offer Period.
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Part 2: Opinion of the Independent Financial Advisor on the Tender Offer Price

In determining the suitability of the Tender Offer Price, the IFA has considered the information from the audited financial statements for the past 3 years by Deloitte Touche Tohmatsu Jaiyos Company Limited and reviewed financial statements for the third quarter of 2022 for the period ended September 2022 by KPMG Phoomchai Audit Limited, market prices of the Company's ordinary shares, an estimate of the Company's operating performance obtained from the Company, interviews with the Company's management and related staff, and other relevant information, including a study of business and financial information of comparable companies, as well as information available to the general public. However, the opinion of the IFA is based on the assumptions that the aforementioned information and important documents are complete, comprehensive, and correct as well as considering the current situation and available information. Any significant changes to those factors may impact THCOM's operation and share valuation as well as the shareholders' decision to determine the fairness of the Tender Offer Price.

The IFA has determined THCOM's share valuation by using the following six approaches:

1. Book Value Approach
2. Volume Weighted Average Price Approach (VWAP)
3. Market Comparable Approach
 - 3.1. Price to Book Value Approach (P/BV Ratio)
 - 3.2. Price to Earnings Approach (P/E Ratio)
 - 3.3. Enterprise Value to Earnings before Interest, Taxes, Depreciation and Amortization Approach (EV/EBITDA Ratio)
4. Precedent Transaction Approach
5. Discounted Cash Flow Approach (DCF)
6. Research Analysts Consensus

2.1 Book Value Approach

The share valuation by this approach shows the Company's value which appeared in the financial statements at a specific point in time. In this case, it is the valuation of THCOM's book value according to the consolidated financial statements as of September 30, 2022, which are the latest financials statements reviewed by a certified auditor approved by the SEC.

The valuation of ordinary shares by this approach is calculated from the shareholders' equity based on THCOM's consolidated financial statements divided by the number of the Company's issued and paid-up shares in which the number of shares used in the calculation of THCOM's share value equal to 1,096,101,954 shares, which can be calculated as follows:

Table 2-1: Calculation of the equity value of the Company by using Book Value Approach

No.	Items	Value (THB million)
1	Issued and paid-up capital	5,480.51
2	Premium on share capital	4,325.27
3	Retained earnings - legal reserve	549.99
4	Retained earnings – unappropriated	1,220.37
5	Other components of shareholders' equity	(679.27)
6	Book value of the Company (6) = (1) + (2) + (3) + (4) + (5)	10,896.87
7	No. of total issued and paid-up shares of the Company (Million shares)	1,096.10
8	Book value per share (THB) (6) / (7)	9.94

Source: Financial statements as of September 30, 2022, reviewed by KPMG Phoomchai Audit Limited

According to the share price valuation by the book value approach, THCOM's share price shall be THB 10,896.87 million or THB 9.94 per share, which is higher than the Tender Offer Price of THB 9.92 per share, equal to THB 0.02 per share or 0.20% higher than the Tender Offer Price

This approach reflects the operating performance, financial status, and recorded asset value of the Company at a particular time by considering its past performance. However, this approach does not take into account the fair value of assets and liabilities, and future business performance of the Company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.2 Volume Weighted Average Price Approach (VWAP)

VWAP is a share valuation approach based on the demand-supply of shares traded on the SET during 360 trading days, i.e., from July 5, 2021 - December 28, 2022. THCOM's share prices have a movement between THB 8.35 – 14.40 in which the lowest price equals THB 8.35 on March 8, 2022, and the highest price equals THB 14.40 as of December 28, 2022.

This valuation approach uses the weighted average market price from the Company's share trading on the SET in the past at different periods. In this regard, IFA has considered the weighted average market price of the Company's shares (the Company's share trading value / the Company's share trading volume) for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from December 28, 2022 (one trading day before the Tender Offeror notified its

intention to make a Tender Offer (Form 247-3)). The IFA has an opinion that such period should reflect the trend and movement of market prices appropriately and it was in line with the reality of the Company's current business operations.

THCOM's share price and trading volume for the past 360 trading days (Jul 5, 2021 – Dec 28, 2022)



Source: SETSMART. Historical closing price and trading volume for the past 7 – 360 trading days before December 28, 2022

- Note:
- ^{1/} On August 11, 2022, NBTC announced about public hearing on its draft satellite orbital package auction.
 - ^{2/} On August 30, 2022, the public hearing was held.
 - ^{3/} On November 4, 2022, the satellites slot packages have been approved and published in the Royal Gazette.
 - ^{4/} On November 7, 2022, GULF announced to acquire THCOM's shares at THB 9.92 per share.
 - ^{5/} During November 7 to 30, 2022, period for interested bidder to receive bidding documents.
 - ^{6/} On December 1, 2022, NBTC announced 5 bidders received bidding documents.
 - ^{7/} On December 27, 2022, NBTC revealed 3 applicants had applied to bid for orbital slots, Space Tech Innovation Co., Ltd., THCOM's subsidiary, is one of such 3 applicants.

Table 2-2: Closing price and volume-weighted average price 7 – 360 trading days

Closing price: before December 28, 2022	Average Trading Volume (shares/day)	Average Trading Value (THB mn/day)	VWAP (THB/share)	Turnover Ratio ^{1/} (%)
7 trading days	26,011,858	356.39	13.70	2.37
15 trading days	26,487,943	351.79	13.28	2.42
30 trading days	20,769,487	268.63	12.93	1.89
60 trading days	18,040,548	224.18	12.43	1.65
90 trading days	15,615,326	190.07	12.17	1.42
120 trading days	12,151,942	146.72	12.07	1.11
180 trading days	8,753,983	103.79	11.86	0.80
360 business days	8,396,440	95.44	11.37	0.77

Source: SETSMART. Historical closing price and trading volume for the past 7 – 360 trading days before December 28, 2022

Note: ^{1/} Turnover Ratio is calculated from Average Trading Volume divided by THCOM's market capitalization on the given period

According to the above table, the historical weighted average market price of the Company's ordinary shares is in the range of THB 11.37 – 13.70 per share, which are THB 1.45 – 3.78 per share higher than the Tender Offer Price of THB 9.92 per share, or higher than the Tender Offer Price by 14.62% - 38.10%.

If considering the retrospective trading volume of the Company, the average trading volume per day was 8,396,440 - 26,011,858 shares with a turnover ratio of 0.77% of total shares of the Company based on average 360 trading days, the liquidity of THCOM's trading shares condered to be low. Therefore, market price of the Company cannot appropriately reflect demand and supply of investors as well as the perspective of investors on the Company's performance, future growth and other aspects.

As aforementioned, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.3 Market Comparable Approach

Marketing Comparable Approach is the valuation by comparing with the companies with similar business. This valuation approach based on the assumption that companies with same or similar business should have similar financial ratios. Nevertheless, there are some differences among the selected companies including investment policy, accounting policy, future business plan, size of business, revenue structure, cost structure, capital structure, sources of income, quality of company and etc. Based on the limitations described, comparing similar companies may not reflect the value of a business in all aspects.

The IFA has selected comparable companies that have similar business characteristics with THCOM including the owner of satellites. However, there is no comparable company in Thailand, so the IFA selected comparable companies in foreign countries instead.

The information of comparable companies is as below:

Table 2-3: Comparable companies for the Market Comparable Approach

Company	Ticker	Business Description	Country	Market Capitalization (THB million)	Revenue (THB million)	Asset (THB million)
APT Satellite Holdings Limited	1045.HK	Holding company invested in satellite business with a wide range of services including satellite transponder leasing, broadcast, data center, and other related services. This company owns a fleet of 5 satellites, namely APSTAR-6D, APSTAR-7, APSTAR-9, APSTAR-5C, and APSTAR-6C	Hong Kong	8,791	4,336	31,871
SKY Perfect JSAT Holdings	9412.T	Holding company invested in satellite and media businesses with a wide range of satellite communication and solution services including broadcast and fiber to the home service. This company has a fleet of 16 satellites under its operation	Japan	37,313	36,924	107,774
Eutelsat Communication SA	ETL.PA	French satellite operator owns a fleet of satellites and provides coverage over the European continent, the Middle East, Africa, Asia, and the Americas with a full range of satellite communication and related services including satellite transponder leasing and broadcast.	France	63,948	44,998	275,248
Telesat Corporation	TSAT.O	Global satellite operator offers mission-critical communications services to broadcast, enterprise, and consulting customers worldwide through its satellites.	USA	12,165	20,101	163,949
China Satellite Communications Co., Ltd.	601698.SS	Chinese satellite operator specialized in satellite communications and broadcasting services. This company has a fleet of 15 satellites under its operation	China	239,483	4,336	31,871

Source: Refinitiv as of December 28, 2022.

In valuing THCOM's fair value through the Market Comparable Approach, the IFA used the following market ratios:

2.3.1 Price to Book Value Approach: P/BV Ratio

2.3.2 Price to Earnings Approach: P/E Ratio

2.3.3 Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization Approach: EV/EBITDA Ratio

Details are as follow:

2.3.1 Price to Book Value Approach: P/BV Ratio

Valuation of shares by the Price to Book Value Approach is based on THCOM's book value according to the consolidated financial statements as of September 30, 2022, which are the latest financials statements reviewed by a certified auditor approved by the SEC, multiplied by the median of the price to book value ratio of comparable companies.

The IFA has used the price to book value ratio of comparable companies for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from December 28, 2022 (one trading day before the Tender Offeror notified its intention to make a Tender Offer (Form 247-3)), which is shown in the table below.

Table 2-4: Calculation of THCOM's share by using P/BV ratio

Comparable Companies	P/BV Ratio (Times)							
	7 Trading Days	15 Trading Days	30 Trading Days	60 Trading Days	90 Trading Days	120 Trading Days	180 Trading Days	360 Trading Days
APT Satellite Holdings Limited	0.32	0.32	0.31	0.30	0.31	0.31	0.32	0.34
SKY Perfect JSAT Holdings	0.56	0.56	0.57	0.59	0.61	0.62	0.60	0.56
Eutelsat Communication SA	0.58	0.59	0.63	0.69	0.70	0.72	0.80	0.87
Telesat Corporation	1.00	1.03	1.14	1.15	1.23	1.36	1.59	1.56
China Satellite Communications Co., Ltd.	3.04	3.14	3.20	3.25	3.39	3.46	3.49	4.16
Median	0.58	0.59	0.63	0.69	0.70	0.72	0.80	0.87
Book value of shareholders' equity of THCOM (THB/share)	9.94							
Price per share (THB/share)	5.76	5.85	6.22	6.83	6.96	7.12	7.92	8.68

Source: Refinitiv as of December 28, 2022.

The median of the P/BV ratio of comparable companies from the table above is in the range of 0.58 – 0.87 times, resulting in the Company's price per share based on the Price to Book Value Approach is in the range of THB 5.78 – 8.68 per share, which is lower than the Tender Offer Price of THB 9.92 per share by THB 1.24 – 4.16 per share or lower than the Tender Offer Price by 12.50% – 41.94%.

In this regard, the valuation of THCOM's fair price by the Price to Book Value Approach does not consider the differences of business and future performance of each company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.3.2 Price to Earnings Approach: P/E Ratio

Valuation of shares by the Price to Earnings Approach is based on the THCOM's latest 12-month net profit (October 1, 2021 to September 30, 2022), as reported in the consolidated financial statements audited or reviewed by a certified auditor approved by the SEC and are the latest financials statements, multiplied by the median of the price to earning ratio of comparable companies.

The IFA has used the price to earnings ratio of comparable companies for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from December 28, 2022 (one trading day before the Tender Offeror notified its intention to make a Tender Offer (Form 247-3)), which is shown in the table below.

Table 2-5: Calculation of THCOM's share by using P/E ratio

Comparable Companies	P/E Ratio (Times)							
	7 Trading Days	15 Trading Days	30 Trading Days	60 Trading Days	90 Trading Days	120 Trading Days	180 Trading Days	360 Trading Days
APT Satellite Holdings Limited	6.96	6.95	6.77	6.61	6.91	7.04	7.35	7.84
SKY Perfect JSAT Holdings	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Eutelsat Communication SA	6.97	7.08	7.53	8.26	8.43	8.52	9.10	10.21
Telesat Corporation	17.44	17.44	17.44	16.59	17.41	16.38	14.15	10.37
China Satellite Communications Co., Ltd.	62.45	64.57	65.68	66.63	69.35	70.79	71.98	89.68
Median	12.20	12.26	12.48	12.42	12.92	12.45	11.63	10.29
THCOM's net profit (THB/share)	0.37							
Price per share (THB/share)	4.55	4.57	4.65	4.63	4.82	4.64	4.33	3.84

Source: Refinitiv as of December 28, 2022.

The median of the P/E ratio of comparable companies from the table above is in the range of 10.29 - 12.92 times, resulting in the Company's price per share based on the Price to Earnings Approach is in the range of THB 3.84 - 4.82 per share, which is lower than the Tender Offer Price of THB 9.92 per share by THB 5.10 - 6.08 per share or lower than the Tender Offer Price by 51.41% – 61.29%.

In this regard, the valuation of THCOM's fair price by the Price to Earnings Approach does not consider the differences of business fundamentals and future performance of each company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.3.3 Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization Approach: EV/EBITDA Ratio

Valuation of shares by the Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization Approach is based on the THCOM's latest 12-month EBITDA (October 1, 2021 to September 30, 2022), as reported in the consolidated financial statements audited or reviewed by a certified auditor approved by the SEC and are the latest financial statements, multiplied by the median of the EV/EBITDA of comparable companies, plus cash and cash equivalents, and minus interest bearing debt based on the financial statement as of September 30, 2022

The IFA has used the EV/EBITDA ratio of comparable companies for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from December 28, 2022 (one trading day before the Tender Offeror notified its intention to make a Tender Offer (Form 247-3)), which is shown in the table below.

Table 2-5: Calculation of THCOM's share by using EV/EBITDA ratio

Comparable Companies	EV/EBITDA Ratio (Times)							
	7 Trading Days	15 Trading Days	30 Trading Days	60 Trading Days	90 Trading Days	120 Trading Days	180 Trading Days	360 Trading Days
APT Satellite Holdings Limited	0.94	0.94	0.87	0.82	0.91	0.94	1.06	1.38
SKY Perfect JSAT Holdings	3.03	3.04	3.09	3.20	3.32	3.45	3.45	3.36
Eutelsat Communication SA	4.90	4.86	4.93	5.10	5.13	5.20	5.51	5.81
Telesat Corporation	6.89	6.91	7.00	6.97	7.01	7.10	7.22	6.96
China Satellite Communications Co., Ltd.	55.37	57.37	58.41	56.34	55.59	55.05	54.12	64.85
Median	4.90	4.86	4.93	5.10	5.13	5.20	5.51	5.81
EBITDA of THCOM (THB million)	1,482.06							
Enterprise value of THCOM (THB million)	7,256	7,200	7,311	7,556	7,609	7,705	8,170	8,609
Add: Cash and cash equivalents (THB million)	3,793.70							
Add: Other current assets ^{1/} (THB million)	1,994.15							
Less: Interest bearing debt ^{2/} (THB million)	2,284.55							
Less: Minority interest (THB million)	-							
Equity value of THCOM (THB million)	10,760	10,704	10,814	11,059	11,113	11,209	11,673	12,112
Price per share (THB/share)	9.82	9.77	9.87	10.09	10.14	10.23	10.65	11.05

Source: Refinitiv as of December 28, 2022.

Note: ^{1/} Including short-term deposit and investment in debt securities measured at fair value through other comprehensive income.

^{2/} Including current portion of long-term borrowings, current portion of lease liabilities, long-term borrowings, and lease liabilities.

The median of the EV/EBITDA ratio of comparable companies from the table above is in the range of 4.86 - 5.81 times, resulting in the Company's price per share based on the EV/EBITDA Approach is in the range of THB 9.77 - 11.05 per share, which is lower than the Tender Offer Price of THB 9.92 per share by THB 0.15 per share or lower than the Tender Offer Price by 1.51%, and higher than the Tender Offer Price of THB 9.92 per share by THB 1.13 per share or higher than the Tender Offer Price by 11.39%.

In this regard, the valuation of THCOM's fair price by this approach does not consider the differences of business fundamentals and future performance of each company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.4 Precedent Transaction Approach

The share valuation by this approach is calculated based on the historical merger and acquisition (“M&A”) transactions of comparable companies in the satellite for telecommunication and commutation industry. However, the deal size of each M&A transaction may vary to reflect the target business operations, the industry, and other external factors including the bargaining power of the acquirer, percentage of shares acquisition in the target company, the target risk, and synergies arising from M&A. Therefore, each M&A transaction could not be compared directly.

Nevertheless, the valuation of ordinary shares by this approach is calculated by using the last twelve months EBITDA of THCOM (from October 1, 2021 to September 30, 2022) from the latest 12-month financials statements reviewed by a certified auditor approved by the SEC and are the latest financials statements, multiplied by the median EV/EBITDA multiple for the trailing 12 months of M&A transaction of comparable companies that has occurred in the past, added back cash and cash equivalents, and subtracted interest-bearing debt of the Company based on the financial statement as of September 30, 2022.

The IFA has selected historical M&A transactions of comparable companies that has its own satellites and is in the information and communications satellite industry during the past 10 years (from 2012 to 2022). Information of historical M&A transactions of comparable companies can be summarized as follows:

Table 2-7: Transaction Comparable Approach

Date	Target Company	Business Description	Country	% of Shares Acquisition (%)	Transaction Value (USD Million)	EV/EBITDA (Times)
Sep 2019	Asia Satellite Telecommunications Holdings Limited	Holding company invested in satellite business to offer satellite transponder leasing, broadcast, data center, and other related services. This company owns a fleet of five satellites, namely APSTAR-6D, APSTAR-7, APSTAR-9, APSTAR-5C, and APSTAR-6C.	Hong Kong	22.57	130.34	6.07
Apr 2019	Hispasat S.A.	Spain satellite communication operator, leader in the distribution of content in Spanish and Portuguese, offers a wide range of satellite services and owns a fleet of 9 satellites, namely Hispasat 30W-5, Hispasat 30W-6, Hispasat 36W-1, Amazonas 2, Amazonas 3, Amazonas 5, Hispasat 74W-1, Xtar-Eur, and Spainsat.	Spain	89.70	1,471.43	8.76
Apr 2018	Hispasat S.A.	Spain satellite communication operator, leader in the distribution of content in Spanish and Portuguese, offers a wide range of satellite services and owns a fleet of 9 satellites, namely Hispasat 30W-5, Hispasat 30W-6, Hispasat 36W-1, Amazonas 2, Amazonas 3, Amazonas 5, Hispasat 74W-1, Xtar-Eur, and Spainsat.	Spain	33.69	336.73	7.10

Date	Target Company	Business Description	Country	% of Shares Acquisition (%)	Transaction Value (USD Million)	EV/EBITDA (Times)
Jun 2015	Asia Satellite Telecommunications Holdings Limited	Holding company invested in satellite business to offer satellite transponder leasing, broadcast, data center, and other related services. This company owns a fleet of five satellites, namely APSTAR-6D, APSTAR-7, APSTAR-9, APSTAR-5C, and APSTAR-6C.	Hong Kong	41.11	539.04	6.40
Jan 2014	Eutelsat Americas	Satellite operator with powerful fleet of satellites connects users in even the most remote locations offers its satellites services through 35 satellites to cover the Americas, Europe, Africa, the Middle East and Asia Pacific.	Mexico	100.00	1,129.18	11.90
Nov 2013	Hispasat S.A.	Spain satellite communication operator, leader in the distribution of content in Spanish and Portuguese, offers a wide range of satellite services and owns a fleet of 9 satellites, namely Hispasat 30W-5, Hispasat 30W-6, Hispasat 36W-1, Amazonas 2, Amazonas 3, Amazonas 5, Hispasat 74W-1, Xtar-Eur, and Spainsat.	Spain	16.42	228.18	8.32
Apr 2013	Hellas Sat	Satellite operator offers a wide range of satellite services with target customers of telecommunication operators and broadcasting platforms. This company owns 2 satellites, namely Hellas Sat 3 and Hellas Sat 4.	Greece	99.05	207.18	6.99
Median						7.10

Source: Mergermarket as of December 28, 2022

Table 2-8: Calculation of the Equity Value of the Company by using Transaction Comparable Approach

Details	Unit: THB million
Median EV/EBITDA multiple (times)	7.10
THCOM's EBITDA	1,482.06
Enterprise value of THCOM	10,522.64
Add: Cash and cash equivalents	3,793.70
Add: Other current financial assets ^{1/}	1,994.15
Less: Interest-bearing debt ^{2/}	2,284.55
Less: Minority interest	-
Equity value of THCOM	14,025.93
Equity value of THCOM (THB/share)	12.80

Note: Financial statement of THCOM as of September 30, 2022

^{1/} Including short-term deposit and investment in debt securities measured at fair value through other comprehensive income.

^{2/} Including current portion of long-term borrowings, current portion of lease liabilities, long-term borrowings, and lease liabilities.

The median EV/EBITDA multiple for the trailing 12 months of M&A transaction of comparable companies in the information and communications satellite industry is 7.10 times, resulting in the Company's price per share based on the Transaction Comparable Approach is THB 12.80 per share which is higher than the Tender Offer Price of THB 9.92 per share by THB 2.88 per share or higher than the Tender Offer Price by 29.03%.

However, this valuation method did not consider the difference in each M&A transaction value and did not reflect the target business operations, the industry, and other external factors during the period of the transaction including the bargaining power of the acquirer, percentage of shares acquisition in the target company, the target risk, and synergies arising from M&A. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.5 Discounted Cash Flow Approach: DCF

Discounted cash flow approach (“DCF”) is a valuation method that estimates the value of future operation performance by deriving present value of expected future free cash flows to firm (“FCFF”) using an appropriate discount rate or weighted average cost of capital (“WACC”). The key assumptions are from an analysis of related factors such as historical performance, future business plan, and industry outlook. This is based on a going concern basis without any significant changes and under the current economic and situation.

The IFA has prepared this valuation based on information and assumptions received from the Company and from interviews with the management and relevant staff, and then adjusted some assumptions to reflect a Conservative basis. The objective is to determine the fair value of THCOM’s share and provide opinions on the Tender Offer, so this valuation may not be used as a reference price for any purposes other than that mentioned above. Moreover, if there is any material change from the established assumptions in the economic condition and other external factors that have an impact on the Company’s operations, as well as in its internal situation, the share value from this approach will change accordingly.

The IFA has projected the FCFF of THCOM based on the operating periods of each business that IFA received from the Company. The details are as follows: (1) bandwidth service of THAIKOM 4, which will operate until December 31, 2024, (2) conventional satellites including THAIKOM 7 and THAIKOM 8 (“**Owned Satellites**”), leased satellite from National Telecom Public Company Limited (THAIKOM 6), and leased satellites from third parties (“**Leased Satellites**”) that will operate until the expiration of Type III License or June 25, 2032, and (3) cash flows from SHEN until 2046 according to the concession with the government of Lao PDR and SHEN that is granted to the telecommunication operators in Lao PDR. Furthermore, since the revenue from IPA in Australia is independent of THAIKOM 4’s useful life and the expiration of Type III License, the IFA forecasted the revenue from IPA in Australia under the going concern basis. From the IFA’s perspective, the period from 2022 to 2046 is appropriate to represent the future cash flow of the Company, and the cash flow without cash flows from SHEN in 2046 is appropriate for the calculation of terminal value since the IFA believes there should not be significant changes to the operation of the Company according to a Conservative basis.

However, the IFA does not include an impact from the NBTC’s auction for permission to use the rights to Satellite Orbital Slot Packages on January 15, 2023, since as of the date of this report of Krungthai XSpring Company Limited the impacts of the auction are still unclear, subject to many factors such as the business plan, business trend, economic condition, related investment, and the risk of following the conditions in case the Company is the winner bidding of the auction, as well as other operating factors that was still unclear. As aforementioned, the IFA excluded operating performance that may arise from the auction in this valuation. Moreover, this valuation does not include the impact of dispute of Thaicom 5 satellite since the Company has an opinion that the Company has been complying with the Agreement for Operation of Domestic Communication Satellite; therefore, the Company does not have any duties to comply with the Ministry of Digital Economy and Society’s requests. The management of the Company believes the case outcome would not have material impact to the Company’s financial statements.

The details of the key assumptions for this approach are as follows:

1. Revenue

THCOM's revenue is divided into 3 categories which are (1) revenue from satellite and related services, (2) revenue from internet and media, and (3) other revenue. The details of the assumptions are as follows:

1.1 Revenue from Satellite and Related Services

The Company offers a full range of satellite services to broadcasters, telecommunications operators, private organizations, and government agencies. The revenue from satellite and related services can be divided into 3 categories including (1) revenue from broadband satellite, (2) revenue from conventional satellite, and (3) other revenue from related services

1.1.1 Revenue from Broadband Satellite

Revenue from broadband satellite is from bandwidth and related services of THAICOM 4 which provide broadband internet access services (Point-to-Point). Through high level frequency re-use and spot beam technology, HTS usually provides much more total throughput than a conventional satellite for the same amount of allocated orbital spectrum, thus significantly reducing cost per megabit per second (Mbps). In addition, HTS can offer services to government and enterprise markets, as well as to terrestrial cellular network operators.

Regarding the Thai satellite concession has ended on September 10, 2021 and Thai government assigned National Telecom Public Company Limited (NT) to manage satellites under the satellite concession. The Company is currently purchases THAICOM 4 and THAICOM 6 capacity from National Telecom Public Company Limited (NT).

The IFA forecasted revenue from bandwidth service from the bandwidth price per unit (Mbps) multiplied by the amount of bandwidth supplied. Additionally, the revenue from related services is calculated from the proportion of this revenue to the revenue from bandwidth service. The IFA forecasted revenue based on the assumptions that THAICOM 4 will continue its operation until 2024 in accordance with its usage life, based on the information from the Company, and the Company can purchase THAICOM 4 capacity from NT until 2024 in accordance with its usage life. The details are as follows:

Revenue from bandwidth service

Revenue from bandwidth service is according to the agreements between THCOM and its customers to deliver satellite broadband services to a group of residents and small businesses in remote or rural areas in the Asia-Pacific.

Table 2-9: Revenue from bandwidth service

Details	2019A	2020A	2021A	2022F	2023F	2024F ^{1/}
Bandwidth utilization rate (%)	22.48	18.52	16.22	17.90	16.72	15.62
Growth rate of bandwidth supplied (%)	(24.72)	(17.61)	(12.44)	10.35	(6.57)	(6.57)
Growth rate of bandwidth price (%)	22.41	(17.49)	0.52	(22.01)	(12.99)	(12.99)
Annual average bandwidth price (USD/Mbps)	5,726.45	4,725.13	4,749.65	3,704.40	3,223.15	2,804.42
Revenue from bandwidth service (THB million) ^{2/}	1,548.16	1,048.13	939.81	880.47	718.07	583.74

Note: ^{1/} THAICOM 4 will continue to operate until December 31, 2024.

^{2/} The IFA based on the exchange rate of 34.672 THB/USD according to the Bank of Thailand (as of December 28, 2022).

In 2022, the IFA forecasted the amount of bandwidth supplied and annual average bandwidth price based on annualizing the actual information of the 9-month period of 2022.

In 2023 – 2024, the IFA forecasted the amount of bandwidth supplied based on the average of its historical growth rate from 2020 – 2022 which is (6.57%), so the bandwidth utilization rates in 2023 and 2024 are 16.72% and 15.62%, respectively. Furthermore, annual average bandwidth price is forecasted based on the average of its historical growth rate from 2020 – 2022 which is 12.99%.

Revenue from related services

Revenue from related services such as revenue from gateway services is forecasted from 2 portions which are (1) revenue from related services excluding Australia and (2) revenue from related services in Australia. The IFA forecasted the revenue from related services in Australia separately since it comes from satellite managed solution service to Australia's government agencies which is independent of THAICOM 4's useful life and the expiration of License Type III.

Table 2-10: Revenue from related services excluding Australia

Details	2019A	2020A	2021A	2022F	2023F	2024F
Proportion of revenue from related services excluding Australia to revenue from bandwidth services (%)	19.20	10.17	8.64	5.47	8.09	8.09
Revenue from related services excluding Australia (THB million)	297.18	106.62	81.16	48.17	58.11	23.62

In 2022, the IFA forecasted revenue from related services excluding Australia to revenue from bandwidth services based on annualizing the actual information of the 9-month period of 2022.

In 2023 – 2024, the IFA forecasted the Proportion of revenue from related services excluding Australia to revenue from bandwidth services based on the historical average proportion of revenue from related services excluding Australia from 2020 – 2022 which is 8.09%.

Table 2-11: Revenue from related services in Australia

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Growth rate of revenue from related services in Australia (%)	18.75	24.42	22.14	15.74	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99
Revenue from related services in Australia (THB mn)	209.55	260.71	318.42	368.54	372.19	375.87	379.59	383.35	387.15	390.98	394.85	398.76	402.71	406.70

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
Growth rate of revenue from related services in Australia (%)	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99
Revenue from related services in Australia (THB mn)	410.73	414.79	418.90	423.05	427.24	431.47	435.74	440.06	444.41	448.81	453.26	457.75	462.28	466.86

The IFA assumed the revenue from related services in Australia will continue its operation based on going concern basis, so the IFA forecasted this revenue for the period of 25 years in accordance with the total period of projected free cash flow of the Company. This is because the revenue from related services in Australia is the services to the Australia's government agencies which is independent of THAICOM 4's useful life and the expiration of Type III License.

In 2022, the IFA forecasted the revenue from related services in Australia based on annualizing the actual information of the 9-month period of 2022.

In 2023 – 2046, the IFA forecasted the revenue from related services in Australia to grow at the rate of 0.99% based on the 10-year compound annual growth rate (CAGR) from 2011 – 2021 of Australia's gross domestic product according to the World Bank.

1.1.2 Revenue from Conventional Satellites

Revenue from conventional satellites comes from the services of providing satellite services through the transponders service (a device that receives an earth-based signal, shifts the signal's frequency, amplifies the signal, and retransmits the signal to receivers on the earth) and other related services from the Owned Satellites (THAICOM 7 and THAICOM 8), leased satellite from National Telecom Public Company Limited (THAICOM 6), and the Leased Satellites. The IFA forecasted revenue from transponders from the transponder price per unit multiplied by the number of transponder usage. The other related revenue is forecasted from the proportion of the other related revenue to revenue from transponder. The IFA assumed that all conventional satellites will continue to operate until June 25, 2032 in accordance with the expiration of License Type III on June 25, 2032.

The IFA projected the revenue from conventional satellites based on the key assumptions as follows:

Revenue from transponders

Revenue from transponders comes from broadcasting and media services based on the agreements between the THCOM Group and customers. The transponder utilization rates of THAICOM 7 and THAICOM 8 are calculated from the number of transponder usage divided by the aggregated number of transponders. Moreover, the IFA forecasted the transponder utilization rate of THAICOM 6 and the Leased Satellites to be 100.00% based on the current agreement between the Company and customers.

Table 2-12: Revenue from transponders

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F ^{1/}
Transponder utilization rate (%)	82.14	66.95	59.86	51.21	51.61	52.02	52.43	52.85	53.28	53.71	54.15	54.60	55.05	26.62
Growth rate of transponder usage (%)	(6.10)	(18.48)	(10.59)	(14.45)	0.78	0.79	0.80	0.80	0.81	0.81	0.82	0.82	0.83	0.00
Growth of transponder price (%)	(24.38)	(12.28)	(1.75)	(0.88)	(0.08)	(0.08)	(0.08)	(0.08)	(0.08)	(0.08)	(0.08)	(0.08)	(0.08)	(0.08)
Annual average transponder price (USD million/transponder)	0.95	0.83	0.82	0.81	0.81	0.81	0.81	0.81	0.81	0.81	0.81	0.81	0.81	0.81
Revenue from transponder (THB million)^{2/}	1,822.54	1,339.86	1,225.14	1,015.82	1,089.17	1,097.85	1,104.63	1,112.54	1,120.57	1,128.71	1,136.98	1,145.37	1,153.89	558.03

Note: ^{1/} Conventional satellites will operate until June 25, 2032

^{2/} The IFA based on the exchange rate of 34.672 THB/USD according to the Bank of Thailand (as of December 28, 2022)

In 2022, the IFA forecasted the number of transponder usage and annual average transponder price based on annualizing the actual information of the 9-month period of 2022.

In 2023 – 2032, the IFA forecasted the number of transponder usage to grow at the range of 0.00% - 0.83% calculated from (1) growth rate of the Owned Satellites (THAICOM 7 and THAICOM 8) which is 1.50% according to the existing long-term agreement between the THCOM Group and customers, forecasted backlog, and business plan for further expansion in foreign counties that aligned with an existing memorandum of understanding and (2) no growth rate of THAICOM 6 and the Lease Satellites according to the conservative basis, forecasted backlog, and related business plan. However, under conservative basis, the IFA forecasted the transponder utilization rate of the Owned Satellites to be less than or equal to 60.00% which aligned with a prediction from the THCOM's management. In addition, the annual average transponder price of each satellite is forecasted to have no growth in accordance with the management's view and under conservative basis.

Revenue from related services

Revenue from related services includes sale of gateway, other value-added service, and etc.

Table 2-13: Revenue from related services from conventional satellites

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F ^{1/}
Proportion of revenue from related services from THAICOM 6 to revenue from transponder (%)	25.73	33.12	38.66	44.42	41.54	41.54	41.54	41.54	41.54	41.54	41.54	41.54	41.54	41.54

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F ^{1/}
Proportion of revenue from related services from the Leased Satellites to revenue from transponder (%)	5.48	41.85	39.18	44.19	41.68	41.68	41.68	41.68	41.68	41.68	41.68	41.68	41.68	41.68
Growth rate of revenue from related services from the Leased Satellites (%)	(23.54)	(49.57)	(3.93)	(28.57)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Revenue from related services (THB million)	711.54	711.05	715.54	601.54	606.56	609.76	613.01	616.30	619.65	623.04	626.49	629.99	633.54	306.38

Note: ^{1/} Conventional satellites will continue to operate until June 25, 2032.

In 2022, the IFA forecasted the revenue from related services based on annualizing the actual information of the 9-month period of 2022.

In 2023 – 2032, the IFA forecasted the revenue from related services from THAICOM 6, THAICOM 7, and THAICOM 8 based on the historical average proportion to transponder revenue from each satellite from 2021 – 2022. The IFA excluded the historical proportion for 2020 into the calculation since the IFA believes it is an outlier. Moreover, revenue from related services of the Leased Satellites is forecasted to be fixed in accordance with the growth rate of transponder usage of the Leased Satellites.

1.1.3 Other Revenue from Satellite Related Services

Other revenue from satellite related services such as consulting fee, related system and equipment installation fee, and penalty fee from customer, comes from THCOM, TC Broadcasting Company Limited, and IPSTAR group.

Table 2-14: Other revenue from satellite related services

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
Other revenue from satellite related services (THB million)	4.76	82.40	17.10	144.29	86.68	86.68	86.68	86.68	57.79

In 2022 – 2027, the IFA only forecasted other revenue from satellite related services to reflect the penalty fee from a customer in the amount of USD 2.50 million per year from August 2023 – July 2027 without forecasting other revenue except actual other revenue in 2022 based on actual information of the 9-month period of 2022.

1.2 Revenue from Internet and Media Services

THCOM provides internet and media services through Thai Advance Innovation Company Limited such as platform service, marketing activities to support sales, after sales service to ensure that customers can access to outstanding satellite TV channels, and system integration services both consultant and installation services.

Table 2-15: Revenue from internet and media services

Details	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F ^{1/}
Growth rate of revenue from internet and media services (%)	(88.49)	(30.03)	3.16	3.16	3.16	3.16	3.16	3.16	3.16	3.16	3.16	3.16	3.16
Revenue from internet and media services (THB million) ^{2/}	8.01	5.60	5.78	5.96	6.15	6.34	6.54	6.75	6.96	7.18	7.41	7.64	3.81

Note: ^{1/} Internet and media services will continue to operate until June 25, 2032 in accordance with the satellite services.

^{2/} Revenue from internet and media services after deducting related party transactions.

In 2022 – 2032, revenue from internet and media services is forecasted to grow at 3.16% based on the 10-year compound annual growth rate (CAGR) from 2011 – 2021 of Thailand's gross domestic product according to the World Bank.

1.3 Other Income

Other income comprises of compensation income under insurance policy, consulting and mangement fees, realized gain on investment, gain on sale of equipment, compensation from customer, and others.

The IFA forecasted other income without non-recurring items such as compensation income under insurance policy consulting and mangement fees, gain on investment, gain on sale of equipment, and compensation from customer based on the proportion of other income to total revenue from satellite and related services in accordance with the interviews with the management and relevant staff.

Table 2-16: Other Income

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Proportion of other income (excluding non-recurring items) to revenue from satellite and related services (%)	0.22	0.26	0.23	0.23	0.23	0.23	0.23	0.23	0.23	0.23	0.23	0.23	0.23	0.23
Other income (excluding non-recurring items) (THB million)	9.90	9.10	7.60	7.16	6.86	6.50	5.11	5.15	5.12	5.02	5.05	5.09	5.13	2.98
Non-recurring items (THB million)	126.51	661.92	66.15	18.29	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other income (THB million)	136.41	671.03	73.75	25.45	6.86	6.50	5.12	5.15	5.12	5.02	5.05	5.09	5.13	2.98

In 2022 – 2043, the FIA forecasted the proportion of other revenue (excluding non-recurring items) to revenue from satellite and related services at 0.23% based on the historical average proportion of other revenue from 2019 – 2021.

- Based on the assumptions and forecasts above, the revenue projection can be summarized as below:

Table 2-17: Summary of revenue projection

Unit: THB million	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Revenue from satellite and related services	4,593.72	3,548.79	3,297.17	3,058.83	2,930.78	2,776.52	2,183.92	2,198.88	2,185.15	2,142.74	2,158.32	2,174.12	2,190.14	1,271.11
Revenue from internet and media services	69.56	8.01	5.60	5.78	5.96	6.15	6.34	6.54	6.75	6.96	7.18	7.41	7.64	3.81
Other income	136.41	671.03	442.69	25.45	6.86	6.50	5.11	5.15	5.12	5.02	5.05	5.09	5.13	2.98
Total revenue	4,799.69	4,227.82	3,745.46	3,090.06	2,943.61	2,789.17	2,195.37	2,210.57	2,197.02	2,154.72	2,170.56	2,186.62	2,202.91	1,277.90

Unit: THB million	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
Revenue from satellite and related services	410.73	414.79	418.90	423.05	427.24	431.47	435.74	440.06	444.41	448.81	453.26	457.75	462.28	466.86
Revenue from internet and media services	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total revenue	410.73	414.79	418.90	423.05	427.24	431.47	435.74	440.06	444.41	448.81	453.26	457.75	462.28	466.86

2. Cost of Goods Sold and Operating Expenses

Cost of goods sold and operating expenses consist of (1) cost of satellite and related services and (2) cost of internet and media services. The assumptions are as follows:

2.1 Cost of Satellite and Related Services

Cost of satellite and related services consists of (1) cost of broadband satellite and (2) cost of conventional satellites.

2.1.1 Cost of Broadband Satellite

Cost of broadband satellite consists of concession fee, license fee, and operating cost of THAICOM 4.

Table 2-18: Cost of broadband satellite excluding related services in Australia

Details	2019A	2020A	2021A	2022F	2023F	2024F ^{1/}
Concession and license fee (THB million)	351.65	279.59	191.34	7.98	6.67	5.22
Operating cost of broadband satellite excluding related services in Australia (THB million)	594.63	245.83	315.71	282.79	236.36	184.95
Cost of broadband satellite excluding related services in Australia (THB million)	946.29	525.42	507.04	290.77	243.03	190.17

Note: ^{1/} THAICOM 4 will continue to operate until December 31, 2024.

^{2/} Excluding extraordinary items such as insurance fee and rental fee.

Since the concession between THCOM and the National Broadcasting and Telecommunications Commission ("NBTC") will be expired on September 10, 2021, the historical information from 2019 – 2021 does not reflect the current cost structure. Therefore, the IFA forecasted both (1) the concession and license fee and (2) the operating cost of broadband satellite excluding services in Australia based on annualizing the actual information of the 9-month period of 2022.

As a result, in 2022 – 2024, the IFA forecasted the concession and license fee to be 0.86% of revenue from broadband satellite excluding revenue from related services in Australia and forecasted operating cost of broadband satellite excluding related services in Australia to be 30.45% of revenue from broadband satellite excluding related revenue in Australia.

Table 2-19: Operating cost of related services in Australia

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Proportion of operating cost of related services in Australia to revenue of related services in Australia (%)	34.30	56.27	50.28	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03
Cost of related services in Australia (THB million)	71.87	146.71	160.10	169.62	171.30	173.00	174.71	176.44	178.19	179.95	181.74	183.54	185.35	187.19

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
Proportion of operating cost of related services in Australia to revenue of related services in Australia (%)	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03	46.03
Cost of related services in Australia (THB million)	189.04	190.91	192.80	194.71	196.64	198.59	200.55	202.54	204.55	206.57	208.62	210.68	212.77	214.87

The IFA forecasted the proportion of operating cost of related services in Australia to revenue of related services in Australia based on annualizing the actual information of the 9-month period of 2022 which is 46.03%.

As a result, in 2022 – 2046, the IFA forecasted the cost of related services in Australia to be 46.03% of revenue of related services in Australia.

2.1.2 Cost of Conventional Satellites

Cost of conventional satellites consists of concession fee, license fee, and operating cost of conventional satellites including THAICOM 6, THAICOM 7, THAICOM 8, and the Leased Satellites.

Table 2-20: Cost of conventional satellites

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F ^{1/}
Concession and license fee (THB million)	367.89	242.59	186.79	49.56	50.89	51.04	51.20	51.35	51.51	51.67	51.84	52.00	52.17	25.23
Operating cost of conventional satellites (THB million)	456.63	388.62	422.54	361.60	368.58	371.88	375.22	378.61	382.05	385.55	389.10	392.70	396.35	191.68
Cost of conventional satellites (THB million)	824.52	631.21	609.33	411.15	419.48	422.92	426.42	429.97	433.57	437.22	440.93	444.70	448.52	216.91

Note: ^{1/} Conventional satellites will continue to operate until June 25, 2032.

Due to the expiration of the concession between THCOM and the NBTC on September 10, 2021, and new customers shifting from the expiration of THAICOM 5, the historical cost from 2019 – 2021 may not reflect the current cost of capital of conventional satellites. Thus, the IFA forecasted the concession and license fee and operating cost of conventional satellites based on annualizing the actual information of the 9-month period of 2022.

The concession and license fee of each satellite is forecasted based on annualizing the proportion of the cost to revenue of each satellite in the 9-month period of 2022, which is in the range of 2.90% - 3.10%. The IFA forecasted the operating cost of conventional satellites in the range of 21.70% - 22.40% based on the proportion of the cost to revenue of each satellite in the 9-month period of 2022.

2.2 Cost of Internet and Media Services

Cost of internet and media services consists of equipment cost, cost of system integration, etc.

Table 2-21: Cost of internet and media services

Details	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F ^{1/}
Proportion of cost of internet and media services to revenue from internet and media services (THB million)	76.11	32.78	39.23	39.23	39.23	39.23	39.23	39.23	39.23	39.23	39.23	39.23	39.23	39.23
Cost of internet and media services (THB million)	52.94	2.62	2.20	2.27	2.34	2.41	2.49	2.57	2.65	2.73	2.82	2.91	3.00	1.50

Note: ^{1/} Internet and media services will continue to operate until June 25, 2032, in accordance with the conventional satellite services.

The IFA forecasted the cost of internet and media services based on the proportion of the cost to revenue from internet and media services in 2021 which is 39.23% to reflect the current cost structure and in accordance with the method to calculate the cost of satellite services.

3. Selling, General and Administration Expenses (SG&A)

Selling, general and administration expenses consist of (1) selling expenses, (2) administration expenses, and (3) directors and management benefit expenses.

3.1 Selling Expenses

Selling expenses consist of advertising fee, commission fee, marketing fee, promotion fee, etc.

Table 2-22: Selling expenses

Details	2019A	2020A	2021A	9M2022	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Proportion of selling expenses to total revenue (%)	0.88	0.47	0.50	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73
Selling expenses (THB million)	42.34	20.07	16.86	16.05	22.42	21.36	20.24	15.93	16.04	15.94	15.64	15.75	15.87	15.99	9.27

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
Proportion of selling expenses to total revenue (%)	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73	0.73
Selling expenses (THB million)	2.98	3.01	3.04	3.07	3.10	3.13	3.16	3.19	3.23	3.26	3.29	3.32	3.35	3.39

Due to the expiration of the concession between THCOM and the NBTC on September 10, 2021, and impacts from the COVID-19 pandemic, the historical selling expenses from 2019 – 9-month period of 2022 were greatly volatile. Therefore, the IFA forecasted the selling expenses at 0.73% based on the proportion of selling expenses to total revenue in 9-month period of 2022 to reflect the current cost structure and under conservative basis.

3.2 Administration Expenses

Administration expenses consist of staff costs, consultant costs, leasing fee, maintenance cost, utilities expense, etc.

Table 2-23: Administration expenses

Details	2019A	2020A	2021A	9M2022	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Proportion of administration expenses to total revenue (%)	17.39	18.70	22.51	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02
Administration expenses (THB million)	834.45	790.61	760.15	531.20	742.32	707.14	670.04	527.39	531.04	527.78	517.62	521.43	525.29	529.20	306.99

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
Proportion of administration expenses to total revenue (%)	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02	24.02
Administration expenses (THB million)	98.67	99.64	100.63	101.63	102.63	103.65	104.68	105.71	106.76	107.82	108.88	109.96	111.05	112.15

Due to the expiration of the concession between THCOM and the NBTC on September 10, 2021, and impacts from the COVID-19 pandemic, the historical administration expenses from 2019 - 9-month period of 2022 were greatly volatile. Therefore, the IFA forecasted the administration expenses at 24.02% based on the proportion of administration expenses to total revenue in 9-month period of 2022 to reflect the current cost structure and under conservative basis.

3.3 Directors and Management Benefit Expenses

Table 2-24: Directors and management benefit expenses

Details	2019A	2020A	2021A	9M2022	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Proportion of directors and management benefit expenses to total revenue (%)	1.25	1.62	1.97	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02
Directors and management benefit expenses (THB million)	59.95	68.69	66.53	44.59	62.31	59.36	56.25	44.27	44.58	44.30	43.45	43.77	44.09	44.42	25.77

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
Proportion of directors and management benefit expenses to total revenue (%)	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02	2.02
Directors and management benefit expenses (THB million)	8.28	8.36	8.45	8.53	8.62	8.70	8.79	8.87	8.96	9.05	9.14	9.23	9.32	9.41

The IFA forecasted the directors and management benefit expenses at 2.02% of total revenue based on the proportion of directors and management benefit expenses to total revenue in 9-month period of 2022 to reflect the current cost structure and under conservative basis.

4. Finance Costs

The IFA forecasted finance costs based on the existing loan repayment schedule and future plan based on the interviews with the management and relevant staff.

Table 2-25: Finance costs

Details	2019A	2020A	2021A	9M2022	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Finance costs (THB million) ^{1/}	299.74	188.23	155.29	87.12	139.30	101.92	61.38	39.97	35.31	30.55	25.60	20.42	14.99	9.30	3.34

Note: ^{1/} The IFA based on the exchange rate of 34.672 THB/USD according to the Bank of Thailand (as of December 28, 2022).

5. Income Tax Expense

The tax rate is forecasted to be 20.00% of profit before tax expense throughout the entire projection period based on the corporate income tax rate in Thailand.

6. Capital Expenditure (“CAPEX”)

CAPEX during the projection period is an investment for maintaining the existing equipment of THCOM only.

Table 2-26: CAPEX

Details	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F
CAPEX (THB million)	40.41	70.00	40.41	40.41	40.41	40.41	40.41	40.41	40.41	40.41	20.20	5.00	5.00

Details	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
CAPEX (THB million)	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00

In 2022, the FIA forecasted the CAPEX to be THB 40.41 million based on annualizing the actual CAPEX in the 9-month period of 2022

In 2023, the IFA forecasted the CAPEX to be THB 70.00 million, included extraordinary item, based on the Company’s budget and interviews with the management and relevant staff.

In 2024 – 2031, the IFA forecasted the CAPEX to be THB 40.41 million based on annualizing the actual CAPEX in the 9-month period of 2022.

In 2032, the IFA forecasted the CAPEX to be reduced by 50.00% or THB 20.20 million since the License Type III will be expired on June 25, 2023.

In 2033 – 2046, the IFA forecasted the CAPEX to be THB 5.00 million which is an investment for revenue from related services in Australia based on the interviews with the management and relevant staff.

7. Assets and Liabilities Turnover

The IFA forecasted the current assets turnover and current liabilities turnover based on the historical average turnover from 2019 – 2021 and the interviews with the management and relevant staff.

Account receivables approximately 168 days

Account payables approximately 33 days

8. Terminal Growth Rate

Since the revenue after year 2046 is from the revenue from related services excluding Australia, the IFA forecasted the terminal growth rate at 0.99% based on the 10-year compound annual growth rate (CAGR) from 2011 – 2021 of Australia's gross domestic product according to the World Bank.

9. Discount Rate

The IFA forecasted the discount rate or the Weighted Average Cost of Capital ("WACC") by the following components:

$$WACC = K_e \times (E/V) + K_d \times (1-t) \times (D/V)$$

whereas

K_e = Cost of equity based on the Capital Asset Pricing Model (CAPM) which is 10.55%

E/V = Proportion of equity to capital which is 82.67%

K_d = Cost of debt of the Company which is 5.82%

t = Corporate income tax which is 20.00%

D/V = Proportion of debt to capital which is 17.33%

Calculation of cost of equity (K_e)

The IFA forecasted cost of equity (K_e) based on Capital Asset Pricing Model (CAPM) by the following components:

$$K_e = R_f + \beta \times (R_m - R_f)$$

whereas

R_f = Risk-free rate based on the 20-year government bond, which is 3.41%

β = Beta or a coefficient that reflects the risk of the Company comparing to the SET is forecasted based on the information from listed companies operating similar business as below:

Table 2-27: Unlevered Beta of listed companies operating similar business

Company	Levered Beta	Debt / Equity (D/E)	Unlevered Beta
APT Satellite Holdings Ltd.	0.68	0.03	0.66
SKY Perfect JSAT Holdings	0.80	0.35	0.64
Eutelsat Communications SA	0.35	1.24	0.17

Company	Levered Beta	Debt / Equity (D/E)	Unlevered Beta
Telesat Corporation	2.02	9.12	0.29
China Satellite Communications Co., Ltd.	0.99	0.02	0.97
Median			0.64

Source: Refinitiv as of December 28, 2023.

The IFA used the median of Unlevered Beta of 0.64 from table above to calculate the Levered Beta from equation of Levered Beta = Unlevered Beta (1 + (1 – t) x (D/E)), so the Levered Beta is 0.74

R_m = Market premium on investment in the SET for the past 20 years or 13.03%, in accordance with the period of risk-free rate

Thus

$$\begin{aligned}
 K_e &= R_f + \beta \times (R_m - R_f) \\
 &= 3.41\% + 0.74 \times (13.03\% - 3.41\%) \\
 &= 10.55\%
 \end{aligned}$$

Calculation of cost of debt of the Company (K_d)

The IFA forecasted the cost of debt of the Company to be 5.82% based on the weighted average of interest rate of THCOM's interest bearing debt as of September 30, 2022.

Calculation of WACC

The IFA forecasted the WACC of THCOM by the following component:

$$\begin{aligned}
 WACC &= K_e \times (E/V) + K_d \times (1-t) \times (D/V) \\
 &= [10.55\% \times (86.27\%)] + [5.82\% \times (1 - 20.00\%) \times 17.33\%] \\
 &= 9.53\%
 \end{aligned}$$

10. Cash Flow Projection of THCOM

Table 2-28: Cash flow projection of THCOM

Unit: THB million	4Q2022 ^{1/}	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2023F	2024F
EBIT x (1 - Tax rate)	95.94	544.94	512.25	339.29	401.63	396.37	374.72	379.54	384.43	389.38	188.01	65.97	72.53
Cash flow received from SHEN ^{2/}	39.06	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79
Depreciation and amortization ^{3/}	114.76	543.39	427.39	368.61	385.84	375.22	366.02	365.73	365.73	365.73	253.08	29.29	22.20
Changes in net working capital	173.49	22.11	74.40	190.64	(27.53)	7.13	19.71	(6.57)	(4.89)	(4.96)	290.17	278.85	(1.11)
CAPEX	(10.10)	(70.00)	(40.41)	(40.41)	(40.41)	(40.41)	(40.41)	(40.41)	(40.41)	(40.41)	(20.20)	(5.00)	(5.00)
Terminal Value	-	-	-	-	-	-	-	-	-	-	-	-	-
Free cash flow to firm (FCFF)	413.14	1,200.23	1,133.42	1,017.92	879.33	898.11	879.83	858.09	864.66	869.54	870.86	528.91	248.41

Unit: THB million	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	2043F	2044F	2045F	2046F
EBIT x (1 - Tax rate)	79.09	85.65	89.00	89.92	90.85	91.79	92.74	93.69	94.66	95.64	96.62	97.62
Cash flow received from SHEN ^{2/}	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79	159.79
Depreciation and amortization ^{3/}	15.12	8.04	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Changes in net working capital	(1.12)	(0.82)	(1.46)	(1.16)	(1.17)	(0.85)	(1.52)	(1.21)	(1.22)	(0.89)	(1.58)	(1.25)
CAPEX	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)	(5.00)
Terminal Value	-	-	-	-	-	-	-	-	-	-	-	1,139.71
Free cash flow to firm (FCFF)	247.87	247.67	247.33	248.55	249.47	250.73	251.01	252.28	253.24	254.54	254.83	1,395.87

Note: ^{1/} The IFA forecasted free cash flow to firm starting from October 1, 2022.

^{2/} The IFA forecast cash flow received from SHEN based on the average of the historical cash flow received from SHEN from 2015 – 2021 in accordance with the loan agreements from THCOM to SHEN. This cash flow received from SHEN include (1) dividend, (2) interest income from the related party loan, and (3) principal repayment from the related party loan. The IFA forecasted this cash flow received from SHEN until 2046 in accordance with the expiration of telecommunication concession in Lao PDR.

^{3/} Depreciation and amortization ("D&A") is forecasted based on (1) D&A of existing assets as of September 30, 2022 which based on the D&A schedule, (2) D&A of new investment which has useful life of 5 years based on the interviews with the management and relevant staff.

The calculation is as follows:

Table 2-29: Calculation of THCOM's share based on DCF Approach

Unit: THB mn	As of September 30, 2022
Present value of net cash flow or Enterprise Value ^{1/}	7,341.75
Add: Cash and cash equivalents	3,793.70
Add: Other current financial assets ^{2/}	1,994.15
Less: Interest-bearing debt ^{3/}	(2,284.55)
Equity value	10,845.04
Paid-up capital	1,096.10
Fair value of THCOM's share (THB/share)	9.89

Note: ^{1/} Calculated from the discount rate or WACC of 9.53%.

^{2/} Including short-term deposit and investment in debt securities measured at fair value through other comprehensive income.

^{3/} Including short-term loans from current portion of borrowings, current portion of lease liabilities, long-term borrowings, and long-term lease liabilities.

11. Sensitivity Analysis

Since WACC is one of the key assumptions to calculate the THCOM's share price, the IFA performed the sensitivity analysis of WACC to reflect the impact from changing the WACC by increasing or decreasing the WACC by 5.00%, so the WACC is in the range of 9.05% - 10.01%.

According to the sensitivity analysis, the IFA summarized the fair value of THCOM as follows:

Table 2-30: Sensitivity analysis of WACC

Unit: THB/share	WACC		
	10.01% (Lowest)	9.53% (Base Value)	9.05% (Highest)
THCOM's share price	9.72	9.89	10.08

Based on the DCF Approach, the THCOM's share price is in the range of THB 9.72 – 10.08 per share. The DCF Approach reflects the business plan and future operation performance based on the current business condition (As-is), which do not include impact that may arise from the outcome of the auction for the rights to Satellite Orbital Slot Packages that the Company participated which held by The NBTC on January 15, 2023, since as of the date of this report of Krungthai XSpring Company Limited the impacts of the auction are still unclear, subject to many factors such as the business plan, business trend, economic condition, related investment, and the risk of following the conditions in case the Company is the winner bidding of the auction, as well as other operating factor that was still unclear, in which the shareholders may consider the additional information and possibility of the project during the period of Tender Offer. Moreover, this valuation does not include the impact of dispute of THAIKOM 5 satellite since the Company has an opinion that the Company has been complying with the Agreement for Operation of Domestic Communication Satellite; therefore, the Company does not have any duties to comply with the Ministry of Digital Economy and Society's requests. The management of the Company believes the case outcome would not have material impact to the Company's financial

statements. Thus, the IFA has an opinion that this valuation approach is appropriate for the share valuation of the Company.

In this regard, the share price valuation by this approach is based on the information and assumptions received from the Company and from interviews with the management and relevant staff to determine the fair value of the Company to compare with the Tender Offer Price under the current economic conditions and situations. Therefore, any material changes in the economic environment and other external factors that affect the Company's operation or its internal situation will cause the THCOM's fair value from this approach to change accordingly.

2.6 Research Analysts Consensus

This approach is to value the Company's share price based on research from November – December 2022.

Table 2-31: THCOM's fair price from research analysts

Date	Company that issued research	THCOM's fair price (THB/share)
December 28, 2022	A	9.92
December 28, 2022	B	13.80
December 28, 2022	C	10.90
December 23, 2022	D	14.00
December 9, 2022	E	9.40
December 6, 2022	F	12.20
November 7, 2022	G	11.00

Source: Settrade as of December 30, 2022

According to the above table, the THCOM's fair price from research analysts is in the range of THB 9.40 - 14.00 per share, which is higher than the Tender Offer Price of THB 9.92 per share by THB 4.08 per share or higher than the Tender Offer Price by 41.13%, and lower than the Tender Offer Price of THB 9.92 per share by THB 0.52 per share or higher than the Tender Offer Price by 5.24%.

Since the research analysts used various valuation method and might not be able to fully reflect the business and future performance of the Company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

2.7 Summary of the Appraisal of Fair Price Range of the Company's Shares

Table of comparison between the Company's share value according to different valuation approaches and the Tender Offer Price of THCOM can be summarized as follows:

Table 2-32: Summary of the range of fair valuation of the Company

Valuation Approach	Fair value of THCOM (THB/share)	Tender Offer Price (THB/share)	Higher (lower) than the Tender Offer Price		Appropriateness of valuation approach
			THB/share	%	
1) Book Value Approach	9.94	9.92	0.02	0.22	Inappropriate
2) Market Value Approach	11.37 - 13.70	9.92	1.45 - 3.78	14.62 - 38.10	Inappropriate
3) Market Comparable Approach					
3.1) Price to Book Value ratio (P/BV)	5.76 - 8.68	9.92	(1.24) - (4.16)	(41.94) - (12.50)	Inappropriate
3.2) Price to Earnings ratio (P/E)	3.84 - 4.82	9.92	(5.10) - (6.08)	(61.29) - (51.41)	Inappropriate
3.3) Enterprise Value to Earnings before Interest, Taxes, Depreciation and Amortization ratio (EV/EBITDA)	9.77 - 11.05	9.92	(0.15) - 1.13	(1.51) - 11.39	Inappropriate
4) Transaction Comparable Approach	12.80	9.92	2.88	29.03	Inappropriate
5) Discounted Cash Flow Approach (DCF)	9.72 - 10.08	9.92	(0.20) - 0.16	(2.05) - 1.64	Appropriate
6) Research Analysts Consensus Approach	9.40 - 14.00	9.92	(0.52) - 4.08	(5.24) - 41.13	Inappropriate

Source: Analysis by the IFA

There are both advantages and disadvantages from using each valuation approach to reflect the Company's fair price as follow:

1. Book Value Approach

This approach only reflects the financial position at a particular time (as at September 30, 2022). However, this approach does not take into account the current fair value of assets and events that occurred after the accounting period, which might have a significant impact on the financial statements as well as profitability of the Company in the future. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company because it cannot reflect the intrinsic value of the Company's shares.

2. Market Value Approach

The valuation of the Company's shares by the volume-weighted average price approach is based on market price, a mechanism that is determined by demand and supply of investors towards the Company's shares as well as reflect fundamentals and demand of general investors to the Company's potential growth in the future relatively well. However, the turnover ratio of THCOM's share was 0.77% of total shares which considered to be low liquidity. Therefore, it cannot appropriately reflect demand and supply of investors as well as their aspects towards future performance and other aspects of the Company. As a result, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

3. Market Comparable Approach

3.1 Price to Book Value ratio (P/BV)

This approach takes into account the financial position at any given period by comparing with the average ratio of those comparable companies to compare market prices. However, this approach is only a valuation of the Company's book value which does not take into account differences between fundamentals of each comparable company as well as does not reflect the ability to operate the Company in the future. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

3.2 Price to Earnings ratio (P/E)

This approach uses earning per share for the latest twelve months of the Company, which was the Company's historical data to compare with the price to earnings per share ratio of comparable companies. However, this valuation approach is only based on short-term profitability of the Company which does not take into account the profitability of the Company in the future. In addition, such comparable ratio only takes into account investors' expectation on potential growth of the Company profitability which may be different from the Company's expectations. Therefore, the value from this approach may not reflect the Company's intrinsic value. As a result, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

3.3 Enterprise Value to Earnings before Interest, Taxes, Depreciation and Amortization ratio (EV/EBITDA)

This approach uses earnings before interest, taxes, depreciation and amortization for the latest twelve months of the Company to compare with the enterprise value to earnings before interest, taxes, depreciation and amortization ratio of comparable companies deducted by capital structure, net interest-bearing liabilities of the Company. However, this valuation approach is only based on short-term earnings before interest, taxes, depreciation and amortization of the Company which does not take into account the profitability and performance of the Company in the future. In addition, such comparable ratio only takes into account investors' expectation on potential growth of the Company's earnings before interest, taxes, depreciation and amortization which may be different from the Company's expectations. Therefore, the value from this approach may not reflect the Company's intrinsic value. As a result, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

4. Precendent Transaction Approach

Precendent Transaction approach is used to value company's shares by comparing to past merger and acquisition transactions in satellite business for telecommunication and communication. However, the valuation of each transaction is driven by various factors which are specific to each company, industry as well as surrounding factors of each company at that time such as proportion of shares purchased, ability to obtain controlling stake, business potential and expected synergies which may not be comparable in this case.

Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

5. Discounted Cash Flow Approach (DCF)

This approach analyzes business plan of the Company as well as reflect the Company's ability to generate cash flows and future performance by considering various factors that affect the Company's operations such as policies and operation plans, competitiveness, revenue structure, etc. The assumptions used in the preparation of the projection are based on the analysis of past performance information, in conjunction with the Company's future business plan from the management's perspective considering various factors that might affect the Company's operation. Therefore, the IFA has an opinion that this valuation approach is appropriate for the share valuation of the Company.

Discounted Cash Flow Approach is a calculation of future cash flows from a financial projection based on various assumptions received from the Company and defined under the current economic conditions and situations. However, if any changes in the future significantly affect the aforementioned assumptions, the Company's future performance may not be as expected or variables used in the valuation may change and result in changes in the value of ordinary shares appraised by this approach as well.

6. Research Analysts Consensus Approach

IFA has considered the target price from research analysts' consensus as another market price benchmark in evaluating fair value of the Company. However, due to discrepancies in target price determination process of each analyst as well as inability to completely reflect the Company's future business plan, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of the Company.

The IFA has an opinion that the Company's fair value should be based on the appraisal by using Discounted Cash Flow Approach. The fair value of the Company's shares is in the range of THB 9.72 – 10.08 per share. This appraisal is based on as-is basis assumptions, excluding the potential impacts of the auction for the rights to Satellite Orbital Slot Packages that the Company participated which held by NBTC on January 15, 2023. In addition, this approach does not include the impact of dispute of Thaicom 5 satellite. In this regard, the Tender Offer Price of THB 9.92 per share is appropriate, as it is within the range of fair value.

Part 3: Rationales to Accept and/or Reject the Tender Offer

The IFA has considered the Tender Offer Form (Form 247-4), the Tender Offer Price, and other relevant information to provide the rationales to accept or reject the Tender Offer as follows:

3.1 Tender Offer Price

The IFA valued the THCOM's share price based on various valuation methods and has an opinion that the appropriate valuation approach is the DCF Approach because it reflects the business plan and future operation performance of the Company.

The fair price of THCOM from DCF Approach is in range of THB 9.72 -10.08 per share based on the current business condition (As-is), which do not include impact that may arise from the outcome of the auction for the rights to Satellite Orbital Slot Packages that the Company participated which held by the NBTC on January 15, 2023, since as of the date of this report of Krungthai XSpring Company Limited the impacts of the auction are still unclear, subject to many factors such as the business plan, business trend, economic condition, related investment, and the risk of following the conditions in case the Company is the winner bidding of the auction, as well as other operating factor that was still unclear, in which the shareholders may consider the additional information and possibility of the project during the period of Tender Offer. Moreover, this valuation does not include the impact of dispute of THAICOM 5 satellite since the Company has an opinion that the Company has been complying with the Agreement for Operation of Domestic Communication Satellite; therefore, the Company does not have any duties to comply with the Ministry of Digital Economy and Society's requests. The IFA has an opinion that the fair value of the disposition of THCOM's shares at THB 9.92 per share is appropriate since it is in the IFA's valuation range of THB 9.72 – 10.08 per share.

However, taking into consideration the movement of THCOM's share price traded on the SET since August 28, 2022, the Company's share prices has been higher than the Tender Offer Price. The IFA recommends shareholders intending to sell THCOM's shares to consider the following two scenarios:

Scenario 1: If during the Tender Offer period the market price is higher than the Tender Offer Price

Shareholders should reject the Tender Offer. The shareholders who wish to sell their shares can sell them on the SET instead of accepting the Tender Offer. However, shareholders should take into account market liquidity of the Company's shares since the large volumes of shares sold may result in the shareholders' risk of selling their shares in the desired quantity at the market price in the specified period.

Scenario 2: if during the Tender Offer period the market price is lower than the Tender Offer Price

Shareholders should accept the Tender Offer since the Tender Offer Price of THB 9.92 per share is within the fair price range of the Company as determined by the independent financial advisor.

3.2 Sources of Funds for the Offeror

In the case that all the Offerees sell all of the remaining ordinary shares in this Tender Offer, which is 645,231,020 shares of the Company, the funds required for the Tender Offer for all of the remaining ordinary shares of the Business will be equal to THB 6,400,691,718.40 (Six Billion Four Hundred Million Six Hundred and Ninety-One Thousand Seven Hundred and Eighteen Baht Forty Satang).

The Offeror will use shareholder loan from GULF, its major shareholder, as the source of fund for this Tender Offer. GULF has issued a Financial Support Letter of a sufficiency of GULF's source of funds in the amount of not exceeding THB 6,400,691,718.40. GULF has certified that the financial support in a form of shareholder loan to the Offeror will remain available covering until the completion of the Tender Offer as detailed in Financial Support Letter on Source of Funds Available for the Tender Offer in Attachment 1 of the Form 247-4.

Based on the relevant information on the Form 247-4, the IFA has considered the sources of funds used in marking the Tender Offer and found that as of the submission date of the Tender Offer the Tender Offeror has sufficient sources of funds for this Tender Offer.

3.3 Business Control and Check and Balance

On January 5, 2023, the Offeror holds 450,870,934 shares or 41.13% of total issued and paid-up shares of the Company. After the Tender Offer, if the Offeror holds THCOM's shares more than 50.00% of total issued and paid-up shares, the Offeror will be the major shareholder and able to control the Company's business operations and control over the outcome of the Company's shareholder meetings in resolutions such as dividend payment, financial statement approval, the appointment of auditors, and the appointment of directors, etc.

In this regard, if the Offeror holds THCOM's shares more than 50.00% of total issued and paid-up shares after the Tender Offer, the minority shareholders may not be able to accumulate enough votes for check and balance the Offeror.

Part 4: Benefits or Impact from the Plans and Policies Indicated in the Tender Offer and the Viability of Such Plans and Policies

The IFA considers the business plan and policies as disclosed by the Offeror in the Form 247-4, together with the other information from the Company and other related documents that is deemed to be beneficial.

4.1 Business Status

The Tender Offer document mentioned that *“This Offeror has no intention to delist the Company from being a listed company in the SET during the period of 12 months after the end of the Offer Period except for the case that the Offeror has duties to comply with relevant laws, rules and regulations that are effective at that time.”*

Opinion of the IFA

The IFA has an opinion that since Offeror has no intention to delist the Company from being a listed company in the SET, the Company and its shareholders will not be impacted on the status of the Company during the period of 12 months after the end of the Tender Offer Period except for the case that the Offeror has duties to comply with relevant laws, rules and regulations that are effective at that time.

4.2 Policies and Plans of Business Operations

4.2.1 Business Objectives

The Tender Offer document mentioned that *“During the period of 12 months after the Offer Period, the Offeror does not have any plan to make any material changes to the business objectives as well as the core business operation of the Company.”*

Opinion of the IFA

The IFA has an opinion that the Company and its shareholders will not be affected by the changes in the business objectives since based on the Form 247-4, the Offeror does not have any plan to any material changes to the business objectives and the core business operation of the Company during 12 months after the Tender Offer period.

However, if the Offeror intends to make any material change during 12 months after the Tender Offer period, the Offeror must request the Company to seek approval at the shareholders' meeting of the Company prior to such action with a vote of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote, as well as notified the SEC before proceeding.

4.2.2 Business Plan

The Tender Offer document mentioned that *“The Offeror has objective to manage business for the purpose of growth and efficiency, effectiveness and sustainability, which will be subject to further detailed study on current business plan of the Company and may consider amending business plan to be appropriate for current and future competitive landscape. If there is any amendment in the business plan, the Offeror will*

proceed in compliance with relevant laws and regulations including the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting of the Company (as the case may be)."

Opinion of the IFA

The IFA has an opinion that the Offeror has objective to manage business for the purpose of growth and efficiency, effectiveness and sustainability, and may consider amending business plan to be appropriate for current and future competitive landscape. Moreover, the Offeror may leverage its expertise, knowledge, and experience as a leading player in Thailand's power and infrastructure businesses to support the company's growth.

In case the Offeror intends to make any material change, such change must receive the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting in compliance with relevant laws and regulations.

4.2.3 Investment Plan

The Tender Offer document mentioned that *"As of the Tender Offer date, the Offeror does not have a plan for the Company to make any material additional investment except for normal investment and/or investments as per business plan of the Business for period of 12 months after the end of the Offer Period. However, in the future, the Offeror may consider that the Company makes additional investment if the appropriate business opportunity or investment opportunity arises. The Offeror will consider the current investment plan of the Company in detail and may consider amending such investment plan as appropriate. If there is any amendment in the investment plan, the Offeror will proceed in compliance with relevant laws and regulations including the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting of the Company (as the case may be)."*

Opinion of the IFA

The IFA has an opinion that the Company or its shareholders will not be impacted by the Offeror's investment plan since the Offeror does not have a plan for the Company to make any material change on the investment plan for period of 12 months after the end of the Offer Period.

In case the Offeror intends to make any material change, such change must receive the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting in compliance with relevant laws and regulations.

4.2.4 Plan on Changing Corporate Structure, Management, and Recruitment

The Tender Offer document mentioned that *"Apart from directors as described in Clause 1.5 The Board of Director as of Tender Offering date and potential structure after the Tender Offer, the Offeror may nominate persons as directors and/or independent directors as appropriate in the best interest of the Company, subject to the proportion of shareholding in the Company after the Tender Offer and as deemed appropriate in compliance with relevant regulations."*

As of the Tender Offer date, the Offeror does not have plan to change management structure of the Company during the period of 12 months after the end of the Offer Period. However, if there is any change in the management structure, such change needs to obtain the approval from resolution of the board of directors' meeting of the Company and proceed in compliance with relevant laws and regulations."

Opinion of the IFA

The IFA has an opinion that the Company or its shareholders will not be impacted by the Offeror's plan since the Offeror does not have plan or policy to change corporate structure and management of the Company during the period of 12 months after the end of the Offer period.

In case the Offeror intends to make any material change, such change must receive the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting in compliance with relevant laws and regulations. Moreover, the Company also has the appropriate criterias to select the directors and management in accordance with the Company Affidavit and/or relevant rules and regulations, as well as the principle under good corporate governance.

4.2.5 Plan on Disposal of Existing Core Assets

The Tender Offer document mentioned that "As of the Tender Offer date, the Offeror does not have plan to make any disposal of core assets of the Company during the period of 12 months after the end of the Offer Period, except in the case of disposals in the normal course of business which will be duly approved in accordance with the policy of the Company, and shall be in compliance with relevant laws and regulations, including without limitation, the regulations of the SEC and the SET (as applicable)."

Opinion of the IFA

The IFA has an opinion that the Company and its shareholders will not be affected by the plan on disposal of exsiting core assets since the Offeror does not have plan to make any disposal of core assets of the Company during the period of 12 months after the end of Tender Offer period.

In case the Offeror intends to disposal of existing core assets, the Company must seek any approval as required by applicable laws. If it is required approval at the shareholders' meeting of the Company, the shareholders of the Company can also exercise their voting rights to approve or disapprove of such action.

4.2.6 Plan on Changing Financial Structure

The Tender Offer document mentioned that "*As of the Tender Offer date, the Offeror does not have any plan to make significant changes to the financial structure of the Company, apart from normal course of the Company's financial management, during the period of 12 months after the end of the Offer Period. Nonetheless, with regards to significant financial restructuring of the Company and/or if additional loans are secured, such transactions need to be approved by resolution of the board of directors' meeting and/or resolution of the shareholders' meeting of the Company (as the case may be) in accordance with the policies of the Company, and need to be in compliance with the relevant rules and regulations, including without limitation, the regulations of the SEC and the SET (as applicable)."*

Opinion of the IFA

Since the Offeror has no intention to change the financial structure of the Company during the period of 12 months after the Tender Offer period, the IFA has an opinion that the Company's financial structure should not be affected by the Offeror's plan except the change of financial structure from normal business operation.

If the Company and the Offeror were considered a group company, domestic financial institutions' credit facilities limit may change in accordance with Single Lending Limit rule of Bank of Thailand, which may affect the Company's ability to borrow from local financial institutions. However, based on the current financial status of the Company and being a listed company in the SET, the Company should be able to obtain appropriate sources of fund to continue the business.

4.2.7 Dividend Policy

The Tender Offer document mentioned that "As of the Tender Offer date, the Company has specified its dividend policy. The board of directors of the Company may recommend annual dividends, subject to the approval of the Company's shareholders, at an Annual General Meeting. From time to time, the Company's board of director may declare interim dividends. The current policy of the board of director of the Company is to recommend to our shareholders a dividend of not less than 40% of stand-alone net profits, and shall not exceed the retained earnings as shown in the Company's Financial Statement. However, the dividend payment shall not materially affect our investment plans and operations, and depends on cash flows as well as any other future obligations of the Company and subsidiaries and any obligations with the financial institutions."

During the period of 12 months after the Offer Period, the Offeror has no intention to change the existing dividend payment policy. In this regard, actual dividend payment subjects to various factors including but not limited to operating performance, capital requirement for business operation, debt repayment, business plan and/or future investment plan of the Company. However, in the case that there is any significant change in the Company's dividend payment policy, such change needs to be approved by the board of directors' meeting and/or the shareholders' meeting of the Company (as the case may be) in accordance with the policies of the Company as well as to be in compliance with the relevant rules and regulations, including without limitation, the regulations of the SEC and the SET."

Opinion of the IFA

The IFA has an opinion that the Company and its shareholders will not be affected regarding the dividend payment policy during the period of 12 months after the Tender Offer period since the Offeror has no intention to change the existing dividend payment policy of the Company. However, in case the Offeror intends to make any material change, such change must receive the approval from resolution of the board of directors' meeting and/or resolution of the shareholders' meeting in compliance with relevant laws and regulations.

If the Offeror holds share more than 50.00% of total issued and paid-up shares after the Tender Offer, the Offeror will be the top shareholder which propose to change the dividend payment policy. Nevertheless, such change must be in accordance with the related rules and regulations, and it needs to be approved by the board of directors' meeting and/or the shareholders' meeting of the Company (as the case may be).

4.2.8 Related Party Transaction

The Tender Offer document mentioned that *“As of the Tender Offer date, the Company has set out policies and procedures regarding approval of related party transactions in compliance with the rules and regulations stipulated by the SET and the SEC to prevent any conflict of interests between the Company, and its subsidiaries, and any person who may have potential conflict of interest.*

In this regard, for the year ended December 31, 2021 and for the nine months ended September 30, 2022, the Offeror and any of the Person(s) under Section 258 of the Offeror under the Securities Act do not have related party transactions with the Company and its subsidiaries.

During the period of 12 months after the end of this Tender Offer Period for all ordinary shares of THCOM, the Offeror and any of the Person(s) under Section 258 of the Offeror under the Securities Act may have transactions with the Company and its subsidiaries including normal business transaction and/or supporting business transaction for the benefit of the Company. In the case that the Company enters into such related party transactions, the Offeror will proceed in compliance with the rules and regulations of the SEC, the Capital Market Supervisory Board and the SET as well as any laws, rules and regulations imposed by the relevant agencies and authorities.

If the Offeror and any of the Person(s) under Section 258 of the Offeror under the Securities Act have any related party transactions with the Company and its subsidiaries in the future, the Offeror will arrange to ensure that the Company and its subsidiaries including proceeding in compliance with the rules and regulations of the SEC, the Capital Market Supervisory Board and the SET as well as any laws, rules and regulations imposed by the relevant agencies and authorities.”

Opinion of the IFA

Since the Offeror has no intention to change the related party transaction policy of the Company significantly, the IFA has an opinion that there will be no material impact on the Company and its shareholders from entering into the Tender Offer. However, if there is a related party transaction in the future, the Company will cautiously consider such transaction to make sure that the Company complies with the Company's Article of Association, and all transactions shall be in accordance with the relevant rules and regulations of the SEC and the SET.

4.3 Benefits and Impacts to the Company's Shareholders who Reject the Tender Offer (Only for the Case of Delisting Tender Offer)

- None -

This Tender Offer is not a delisting Tender Offer.

Part 5: Conclusion of Opinion of Independent Financial Advisor

The IFA has considered and analyzed information under conditions and limitations as mentioned in other sections of this IFA Report. The IFA has an opinion that the Tender Offer Price of THB 9.92 per share is appropriate based on the current business condition (As-is), which do not include impact that may arise from the outcome of the auction for the rights to Satellite Orbital Slot Packages that the Company participated which held by the NBTC on January 15, 2023, since as of the date of this report of Krungthai XSpring Company Limited the impacts of the auction are still unclear, subject to many factors such as the business plan, business trend, economic condition, related investment, and the risk of following the conditions in case the Company is the winner bidding of the auction, as well as other operating factor that was still unclear, in which the shareholders may consider the additional information and possibility of the project during the period of Tender Offer. Moreover, this valuation does not include the impact of dispute of THAICOM 5 satellite since the Company has an opinion that the Company has been complying with the Agreement for Operation of Domestic Communication Satellite; therefore, the Company does not have any duties to comply with the Ministry of Digital Economy and Society's requests. Furthermore, the Tender Offer price is within range of the fair price range from the DCF Approach or THB 9.72 - 10.08 per share.

However, taking into consideration the movement of THCOM's share price traded on the SET since August 28, 2022, the Company's share prices has been higher than the Tender Offer Price. The IFA recommends shareholders intending to sell THCOM's shares to consider the following two scenarios:

Scenario 1: If during the Tender Offer period the market price is higher than the Tender Offer Price

Shareholders should reject the Tender Offer. The shareholders who wish to sell their shares can sell them on the SET instead of accepting the Tender Offer. However, shareholders should take into account market liquidity of the Company's shares since the large volumes of shares sold may result in the shareholders' risk of selling their shares in the desired quantity at the market price in the specified period.

Scenario 2: if during the Tender Offer period the market price is lower than the Tender Offer Price

Shareholders should accept the Tender Offer since the Tender Offer Price of THB 9.92 per share is within the fair price range of the Company as determined by the independent financial advisor.

For the shareholder to accept or reject the Tender Offer, the shareholders should consider related information, including the Tender Offer for Securities of THCOM (Form 247-4), the Opinion of the Company Regarding the Tender Offer (Form 250-2) and this report. In this regard, the decision to accept or reject the Tender Offer is dependent on the discretion of each shareholder.

Krungthai XSpring Securities Company Limited, as the Independent Financial Advisor, hereby certify that we have provided the above opinion diligently in accordance with the professional standards for the benefits of the shareholders.

Your Faithfully,
Krungthai XSpring Securities Company

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Chief of Investment Banking Group

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