*- Translation -*

No. AIS-CP 002/2025

16 January 2025

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

To: President
The Stock Exchange of Thailand

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

Advanced Info Services Public Company Limited (the "**Company**") has received a copy of Tender Offer document for all securities of the Company (Form 247-4) dated 24 December 2024 from Gulf Energy Development Public Company Limited, Intouch Holdings Public Company Limited, Singtel Strategic Investments Pte. Ltd. and Mr. Sarath Ratanavadi (collectively referred to as "**Offerors**"). In this regard, the Company has appointed AIM Infinite Co., Ltd. to act as the independent financial advisor ("**Independent Financial Advisor**") for the shareholders to provide opinion on the Tender Offer pursuant to the Notification of the Capital Market Supervisory Board No. TorChor 40/2552 re: Statement Form and Period for Preparing Opinion on Tender Offer.

The Company hereby submits the Opinion of the Company on the Tender offer (Form 250-2) and the Opinion of the Independent Financial Advisor on the Tender Offer as enclosed.

Please be informed accordingly,

Yours Faithfully,

*- Signed -*

(Mr. Montri Khongkruephan)
Chief Finance Officer
Advanced Info Service Public Company Limited

(Translation)

# Opinion of the Company on the Tender Offer

# (Form 250-2)

of

Advanced Info Service Public Company Limited

The Offerors

Gulf Energy Development Public Company Limited,

Intouch Holdings Public Company Limited,

Singtel Strategic Investments Pte. Ltd, and

Mr. Sarath Ratanavadi

16 January 2025

(Translation)

No. AIS-CP 001/2025

16 January 2025

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

To: Secretary General of the Office of the Securities and Exchange Commission,
The President of the Stock Exchange of Thailand, and
Shareholders of Advanced Info Service Public Company Limited

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

Advanced Info Services Public Company Limited (the "**Company**") has received a copy of Tender Offer document for all securities of the Company (Form 247-4) dated 24 December 2024 from Gulf Energy Development Public Company Limited, Intouch Holdings Public Company Limited, Singtel Strategic Investments Pte. Ltd. and Mr. Sarath Ratanavadi (collectively referred to as "**Offerors**"). In this regard, the Company has appointed AIM Infinite Co., Ltd. to act as the independent financial advisor ("**Independent Financial Advisor**") for the shareholders to provide opinion on the Tender Offer pursuant to the Notification of the Capital Market Supervisory Board No. TorChor, 40/2552 re: Statement Form and Period for Preparing Opinion on Tender Offer.

The Company hereby submits the Opinion of the Company on the Tender offer (Form 250-2) and the Opinion of the Independent Financial Advisor on the Tender Offer as enclosed.

Yours Faithfully,

*- Signed -*

(Mr. Montri Khongkruephan)
Chief Finance Officer
Advanced Info Service Public Company Limited

## Opinion of the Company on the Tender Offer

16 January 2025

To Shareholders of Advanced Info Service Public Company Limited

As Advanced Info Service Public Company Limited (hereinafter referred to as "**ADVANC**", the "**Company**", or the "**Business**") received a copy of the voluntary tender offer for all securities of the Company (hereinafter referred to as the "**Tender Offer for Securities**" or the "**Tender Offer**") from Gulf Energy Development Public Company Limited, Intouch Holdings Public Company Limited, Singtel Strategic Investments Pte. Ltd. and Mr. Sarath Ratanavadi (collectively referred to as "**Offerors**"), details as follow:

| Types of securities | Number of securities | | Percentage of securities | | Offering price per share (THB) | Offering Value (THB) |
|---|---|---|---|---|---|---|
| | Shares | Shares with voting rights | Of the total issued securities | Of the total shares with voting rights | | |
| Ordinary Shares | 1,078,138,736 | 1,078,138,736 | 36.25 | 36.25 | 211.43 [1/] | 227,950,872,952.48 |
| Preferred Shares | - | - | - | - | - | - |
| Warrants | - | - | - | - | - | - |
| Convertible Debentures | - | - | - | - | - | - |
| Other Securities (if any) | - | - | - | - | - | - |
| | | | Total | 36.25 | Total | 227,950,872,952.48 |

Note: 1/ Shareholders who accept the Tender Offer are subject to payment of a brokerage fee of 0.25% of the Offering Price, plus value added tax ("**VAT**") of 7.00% of the brokerage fee. Therefore, the net price to be received by the offeree will be THB 210.864425 (Two Hundred and Ten Point Eight Six Four Four Two Five Baht) per share.

This Tender Offer of the Company's ordinary shares pursuant to the requirements under the Securities and Exchange Act B.E. 2535 (1992), and as amended, and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011, as amended (the "**Notification TorChor. 12/2554**"). A new juristic person ("**NewCo**"), which is formed from the amalgamation between Gulf Energy Development Public Company Limited ("**GULF**") and Intouch Holdings Public Company Limited ("**INTUCH**"), will assume all assets, liabilities, rights, obligations and responsibilities of GULF and INTUCH by operation of law, including all 1,202,712,000 shares of ADVANC held by INTUCH, representing 40.44% of the total issued and paid-up shares of ADVANC. Therefore, NewCo will have an obligation to conduct a mandatory tender offer for all the securities of ADVANC as a result of NewCo holding shares of ADVANC which reaches or exceeds the Tender Offer threshold.

In addition, in accordance with the principle of acquiring significant control in a juristic person who is a shareholder of the acquired business as prescribed in the Notification TorChor. 12/2554 (the "**Chain Principle Rule**"), Mr. Sarath Ratanavadi ("**GULF's Major Shareholder**"), as the person acquiring significant controlling power in NewCo, which is the juristic person that will hold shares directly in ADVANC after completion of the Amalgamation, will also have the obligation to conduct a Tender Offer for all the securities of ADVANC.

In this regard, GULF and INTUCH (as the companies to be amalgamated into NewCo) and GULF's Major Shareholder intend to conduct the Tender Offer to fulfill the mandatory tender offers for all remaining securities of ADVANC as required by law as a result of the Amalgamation and the Chain Principle Rule.

Singtel Strategic Investments Pte. Ltd. ("**SSI**") , which is one of ADVANC's major shareholders, has sent a letter expressing its intention to participate in the Tender Offer with GULF, INTUCH and GULF's Major Shareholder under the same conditions offered by GULF, INTUCH and GULF's Major Shareholder.

Therefore, the Offerors intend to conduct the conditional voluntary tender offer for all remaining securities of ADVANC (excluding the shares of ADVANC currently held by the Offerors) totaling 1,078,138,736 shares, representing 36.25% of the total shares with voting rights of ADVANC.

Offering Price and Tender Offer Period

The offer price of the Business's share is THB 211.43 (Two Hundred and Eleven Point Four Three Baht) per share (the "**Offering Price**"). In addition, shareholders who accept the Tender Offer (the "**Offeree**"), are subject to a brokerage fee of 0.25% of the Offering Price per share, plus value-added tax of 7% of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 210.864425 (Two Hundred and Ten Point Eight Six Four Four Two Five Baht) per share, whereby such offer price is the final offer which will not be changed and the Tender Offer Period is a total of 26 business days from 25 December 2024 to 31 January 2025 (both dates inclusive), during the office hours of the Tender Offer Agent from 9:00 a.m. to 4:00 p.m., whereby the Tender Offer Period is the final period which will not be extended.

If there is any announcement of additional public holiday(s) by Bank of Thailand and the Stock Exchange of Thailand (the "**SET**") during the Offer Period, the Offerors will extend the Offer Period until the Offer Period totals not fewer than 25 business days according to the Notification TorChor. 12/2554.

Conditions for Cancellation of the Tender Offer

The Offerors 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 SEC but within the Offer Period which causes or may cause severe damage to the position or the assets of the Business, where such event or action did not result from the actions of the Offerors or actions for which the Offerors were 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 of the Capital Markets Supervisory Board No. TorChor. 14/2554

Tender Offer Revocation Period

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 25 December 2024 and 23 January 2025 (both dates inclusive) (totaling 20 business days) during the Tender Offer Agent's working hours from 9:00 a.m. to 4:00 p.m. If the Offeree wishes to revoke its acceptance of the Tender Offer, it must follow the Tender Offer Revocation Procedure.

If there is any announcement of additional holiday(s) by Bank of Thailand and/or the SET during the Offer Period, the Offerors will extend Tender Offer Revocation Period until the Tender Offer Revocation Period totals not fewer than 20 business days according to the Notification TorChor. 12/2554.

The Company has considered the offers of the Tender Offer by taking into consideration benefit of the Company's shareholders and would like to render opinion regarding the Tender Offer as follows:

1. Status of the Company in respect of its past performance

## 1.1. General Information

| | |
|---|---|
| Company Name | Advanced Info Service Public Company Limited ("the Company") |
| Address | AIS Tower 1<br>414 Phaholyothin Road, Phaya Thai Bangkok 10400 |
| Business Type | Operate telecommunication business including mobile network service, fixed broadband service, and digital services. |
| Telephone | 0-2029-5000 |
| Company Registration Number | 0107535000265 |
| Website | www.ais.co.th |
| Establishment | 24 April 1986 |
| Stock Exchange | The Stock Exchange of Thailand ("SET") |
| Industry | Technology |
| Sector | Information & Communication Technology |
| First Trading Day | 5 November 1991 |
| IPO Price | 115.00 THB (Par 10.00 THB) |
| Par | 1.00 THB (Latest Par change on 8 October 2001) |
| Authorized Capital | 4,997,459,800.00 THB |
| Paid-up Capital | 2,974, 209,736.00 THB |
| Dividend Policy | At least 70.00% of consolidated net profit twice a year. Such dividend shall not exceed the retained earnings of the Company's separate financial statements nor adversely affects the Company and its subsidiaries ongoing operations. |

## 1.2. Business Overview

ADVANC provides telecommunication infrastructure services to Thai society, started in 1990 under collaborative contract or concessionaires, ADVANC was granted the right to utilize state frequencies under the Built-Transfer-Operate (BTO) agreement since 1990. In 2010, the National Broadcasting and Telecommunications Commission (NBTC) was established as the government agency regulating broadcasting and telecommunication, and tasked to grant the spectrum licenses. The licensing scheme was a major turning point for the telecommunications industry in Thailand that helps support fair competition and developments of new technologies.

ADVANC, as a Cognitive Tech-Co, is committed to delivering exceptional digital experiences through the following four core services:

### 1.2.1. Mobile Services

ADVANC provides quality mobile telecommunication services on 4G and 5G networks under the telecommunications spectrum licenses granted by the NBTC, and through a partnership agreement with National Telecom Public Company Limited (NT). At present, ADVANC holds a total of 1,460 MHz spectrum bandwidth, comprising low-bandwidth (Frequency 700MHz and 900MHz), mid-bandwidth (1800MHz, 2100MHz, and 2600MHz), and high-bandwidth (26 GHz) catering to all connectivity requirements from both consumers and industry. Currently ADVANC's 4G network covers 98% of Thailand's population across 77 provinces nationwide. ADVANC's 5G network has continued to expand since 2020, and presently reached over 95% of population coverage, including more than 99% of those in Bangkok and the Eastern Economic Corridor (EEC), in accordance with the 2600 MHz license conditions stipulated by the NBTC.

As of the end of 9 months period 2024, ADVANC retained its position as the leading mobile operator in Thailand with a revenue market share of 49%, a total subscriber of 46.3 million nationwide, and a 5G customer base of 11.5 million. The mobile communication service revenue accounted for 76% of core service revenue.

### 1.2.2. Fixed Broadband Services

In 2015, ADVANC started its fixed broadband business under the "AIS Fibre" brand, leveraging on the fiber optic network used in mobile communication services. The move allowed ADVANC to scale up the service coverage rapidly and fully on fiber optic technology. With outstanding service quality especially on a swift problem-solving capability, and the convergence strategy combining with mobile and content services, AIS Fibre's has exhibited a solid growth in both subscribers and revenues for the past eight years.

In 2023, AWN, a subsidiary of ADVANC, acquired Triple T Broadband Public Company Limited, the provider of fixed broadband internet under "3BB" brand with 2.3 million users and owner of the nationwide fiber optic network for home internet especially in the remote areas. The acquisition strengthens ADVANC rapid expansion of the broadband business with the combined network access to over 20 million households. As of 9 months period of 2024, ADVANC's Fixed Broadband revenue contributing to 18% of its core service revenue, and now has a 47% subscriber market share with a total 4.9 million users.

1.2.3. Enterprise Services

ADVANC has provided services to enterprise clients under the "AIS Business" brand, building on the provision of mobile communication services and internet broadband services for corporates. After the takeover of CS Loxinfo Public Company Limited in 2018, ADVANC has expanded the scope of its service to technologies and digital solutions including cloud, data center, and ICT solutions. The scope also extends to communication connectivity services such as network management service, communication platform, 5G for business, and specific digital solutions for business to enable enterprise customers from large companies to SMEs to adopt technology in into their organizations to uplift the digital capabilities, increase competitiveness, and achieve sustainable business operations. The effort also serves as providing a new revenue stream for ADVANC.

As of 9 months period of 2024, the revenue from the Enterprise Business (excluding mobile communication) accounted for 4.2% of the core service revenue. ADVANC focuses its services to targeted industries alongside its efforts in enhancing employees' expertise and knowledge to serve the customers' specific needs. At present, focused industries comprise of manufacturing, property, transportation and logistics, and retail.

1.2.4. Digital Service

ADVANC adopts the principle of Ecosystem Economy by building collaborations with commercial partners for mutual growth to offer digital services which involve a diverse range of digital technology incorporated services encompassing networks, service platforms, and digital solutions to create digital experience for all groups of customers. The digital service focuses on three areas: video platform, mobile, money transaction service, and other platforms such as insurance broker, gaming platform, and digital advertisements. The digital service is expected to play a key role in strengthening relationships between ADVANC and its customers and generating a new revenue source for ADVANC in the future apart from revenue from data connection and mobile internet fees. It also enables ADVANC to become an integrated service provider by converging its four core services together.

### 1.3. Revenue Structure

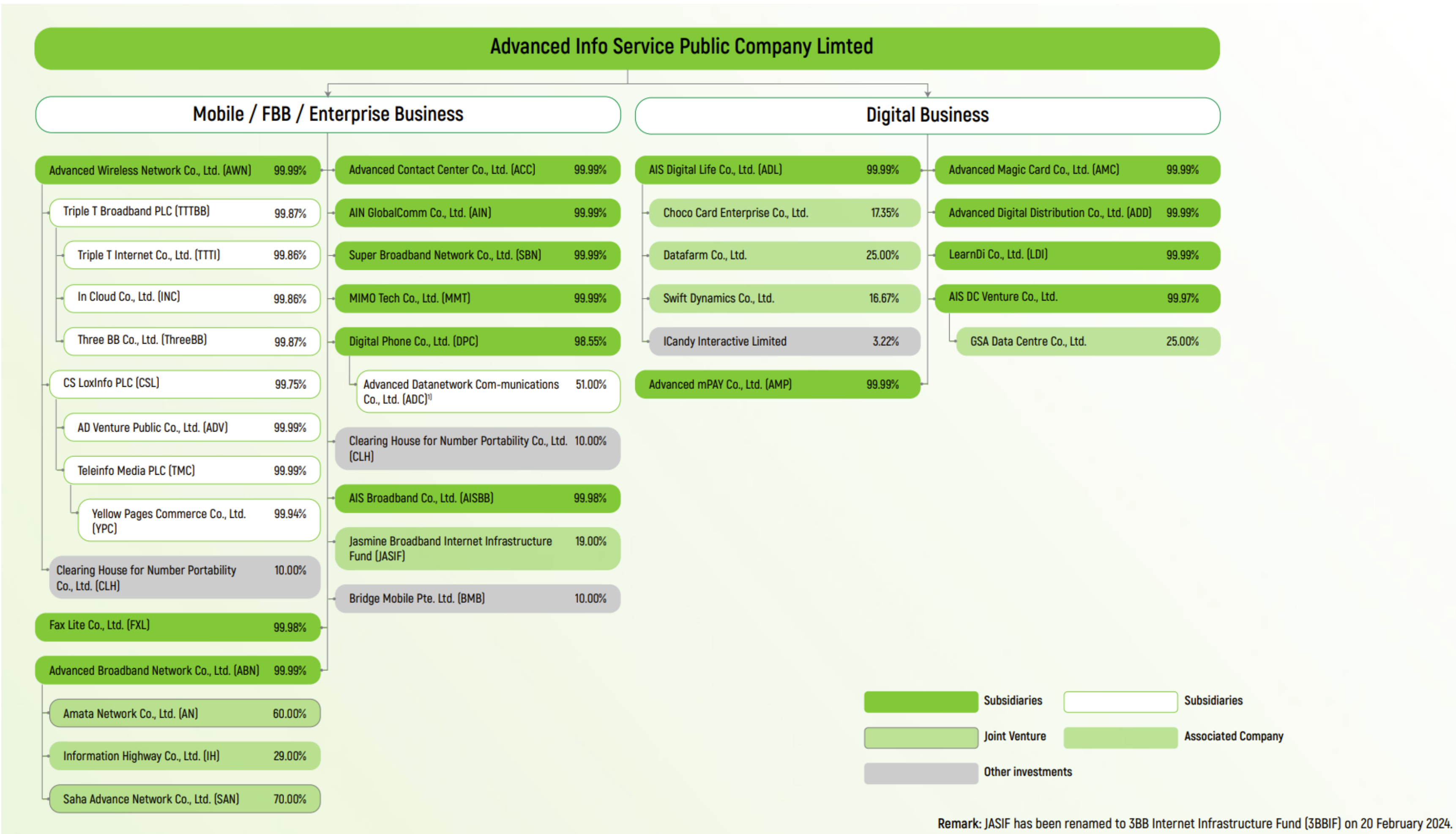
| Business Segment | 2021 | | 2022 | | 2023 | | 9 months of 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB mm | % | THB mm | % | THB mm | % | THB mm | % |
| 1. Service Revenue | 144,791 | *79.8* | 146,009 | *78.7* | 151,921 | *80.4* | 130,243 | *83.0* |
| 1.1 Mobile phone business revenue | 117,244 | *64.7* | 116,696 | *62.1* | 118,130 | *62.5* | 92,077 | *58.7* |
| 1.2 Fixed broadband business revenue | 8,436 | *4.7* | 10,064 | *5.4* | 13,621 | *7.2* | 21,839 | *13.9* |
| 1.3 Other service revenue | 5,291 | *2.9* | 6,274 | *3.4* | 6,819 | *3.6* | 6,549 | *4.2* |
| 1.4 Interconnection (IC) and equipment rental revenue | 13,820 | *7.6* | 12,976 | *7.0* | 13,352 | *7.1* | 9,779 | *6.2* |
| 2. SIM and device sale revenue | 36,542 | *20.2* | 39,476 | *21.3* | 36,952 | *19.6* | 26,591 | *17.0* |
| Total revenues | 181,333 | *100.0* | 185,485 | *100.0* | 188,873 | *100.0* | 156,834 | *100.00* |

Source: Consolidated financial statement in 2021 – 2023 and the management discussion and analysis of financial results of operations of 3Q/2024

(Translation)

1.4. Investment Structure of the Company

Investment structure of ADVANC group as of 31 December 2023




Source: ADVANC's annual report 2023 (Form 56-1 One Report)

## 1.5. Summary of financial position and operating performance of the Company

### 1.5.1. Consolidated profit and loss statement

Table of the Company's consolidated profit and loss statement in 2021 – 2023 and 9 months of 2024

| | 2021 | | 2022 | | 2023 | | 9 months of 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB mm | % | THB mm | % | THB mm | % | THB mm | % |
| Revenues from services and equipments rentals | 144,791 | *79.8* | 146,009 | *78.7* | 151,921 | *80.4* | 130,243 | *83.0* |
| Revenue from sales of goods | 36,542 | *20.2* | 39,476 | *21.3* | 36,952 | *19.6* | 26,591 | *17.0* |
| **Total revenues** | 181,333 | *100.0* | 185,485 | *100.0* | 188,873 | *100.0* | 156,834 | *100.0* |
| Cost of services and equipment rentals | (85,238) | *(47.0)* | (87,076) | *(46.9)* | (89,110) | *(47.2)* | (74,635) | *(47.6)* |
| Cost of sales of goods | (36,215) | *(20.0)* | (39,096) | *(21.1)* | (36,277) | *(19.2)* | (25,162) | *(16.0)* |
| **Total Costs** | (121,453) | *(67.0)* | (126,172) | *(68.0)* | (125,387) | *(66.4)* | (99,797) | *(63.6)* |
| Gross Profit | 59,880 | *33.0* | 59,313 | *32.0* | 63,486 | *33.6* | 57,037 | *36.4* |
| Finance income and other income | 1,273 | *0.7* | 658 | *0.4* | 847 | *0.4* | 423 | *0.3* |
| Cost of sale | (6,035) | *(3.3)* | (7,026) | *(3.8)* | (5,784) | *(3.1)* | (4,009) | *(2.6)* |
| Administration expenses | (15,810) | *(8.7)* | (15,460) | *(8.4)* | (17,195) | *(9.1)* | (15,820) | *(10.1)* |
| Share of profit (loss) from investment in associates and joint ventures | (141) | *(0.1)* | (36) | *(0.0)* | 168 | *0.1* | 776 | *0.5* |
| Net gain (loss) on foreign exchange rate | (1,489) | *(0.8)* | (344) | *(0.2)* | 327 | *0.2* | 609 | *0.4* |
| Gain from fair value measurement of derivative assets | 843 | *0.5* | 307 | *0.2* | 293 | *0.2* | (370) | *(0.2)* |
| Profit before interest and income tax expense | 38,520 | *21.2* | 37,412 | *20.2* | 42,143 | *22.3* | 38,647 | *24.6* |
| Finance Costs | (5,626) | *(3.1)* | (5,230) | *(2.8)* | (6,145) | *(3.3)* | (6,984) | *(4.5)* |
| Profit before income tax expense | 32,894 | *18.1* | 32,182 | *17.4* | 35,998 | *19.1* | 31,663 | *20.2* |
| Tax Expense | (5,970) | *(3.3)* | (6,168) | *(3.3)* | (6,909) | *(3.7)* | (5,845) | *(3.7)* |

| | 2021 | | 2022 | | 2023 | | 9 months of 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB mm | % | THB mm | % | THB mm | % | THB mm | % |
| Profit for the years | 26,924 | *14.8* | 26,014 | *14.0* | 29,089 | *15.4* | 25,818 | *16.5* |

Source: Consolidated financial statement in 2021 – 2023 and 9 months of 2024

1.5.2. Consolidated statements of financial position

Table of consolidated statement of financial position as of 31 December 2021 – 2023 and 30 September 2024

| | 31 Dec 2021 | | 31 Dec 2022 | | 31 Dec 2023 | | 30 Sep 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB mm | % | THB mm | % | THB mm | % | THB mm | % |
| Assets | | | | | | | | |
| Cash and cash equivalents | 12,739 | *3.6* | 9,014 | *2.7* | 14,744 | *3.2* | 12,976 | *3.0* |
| Specifically-designated bank deposits | 1,381 | *0.4* | 980 | *0.3* | 557 | *0.1* | 556 | *0.1* |
| Restricted deposits at a financial institution | 11 | *0.0* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Trade and other current receivables | 16,552 | *4.6* | 17,902 | *5.3* | 21,343 | *4.7* | 21,228 | *4.9* |
| Contract assets | 1,820 | *0.5* | 2,123 | *0.6* | 811 | *0.2* | 1,143 | *0.3* |
| Inventories | 2,104 | *0.6* | 3,839 | *1.1* | 4,147 | *0.9* | 4,550 | *1.1* |
| Current tax assets | 5 | *0.0* | 26 | *0.0* | 41 | *0.0* | 24 | *0.0* |
| Other current financial assets | 213 | *0.1* | 48 | *0.0* | 17 | *0.0* | 8 | *0.0* |
| Other current assets | 740 | *0.2* | 406 | *0.1* | 621 | *0.1* | 168 | *0.0* |
| Total current assets | 35,566 | *10.0* | 34,338 | *10.2* | 42,281 | *9.3* | 40,653 | *9.5* |
| Other non-current financial assets | 110 | *0.0* | 228 | *0.1* | 191 | *0.0* | 172 | *0.0* |
| Investment in an associate | 983 | *0.3* | 994 | *0.3* | 12,450 | *2.7* | 12,380 | *2.9* |
| Long-term loan for related parties | 100 | *0.0* | 100 | *0.0* | 185 | *0.0* | 428 | *0.1* |
| Property, plant, and equipment | 117,844 | *33.1* | 113,252 | *33.6* | 139,224 | *30.6* | 130,302 | *30.3* |
| Right of use assets | 50,574 | *14.2* | 42,861 | *12.7* | 101,225 | *22.3* | 93,595 | *21.8* |

| | 31 Dec 2021 | | 31 Dec 2022 | | 31 Dec 2023 | | 30 Sep 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB mm | % | THB mm | % | THB mm | % | THB mm | % |
| Goodwill | 2,882 | *0.8* | 2,882 | *0.9* | 11,744 | *2.6* | 11,744 | *2.7* |
| Other intangible assets other than goodwill | 10,864 | *3.0* | 16,827 | *5.0* | 20,882 | *4.6* | 23,928 | *5.6* |
| Spectrum licenses | 131,775 | *37.0* | 119,765 | *35.5* | 121,154 | *26.7* | 111,349 | *25.9* |
| Deferred tax assets | 4,236 | *1.2* | 4,597 | *1.4* | 3,703 | *0.8* | 3,849 | *0.9* |
| Other non-current assets | 1,289 | *0.4* | 1,200 | *0.4* | 1,399 | *0.3* | 1,469 | *0.3* |
| Total non-current assets | 320,656 | *90.0* | 302,706 | *89.8* | 412,159 | *90.7* | 389,216 | *90.5* |
| Total assets | 356,222 | *100.0* | 337,044 | *100.0* | 454,439 | *100.0* | 429,869 | *100.0* |
| Liabilities | | | | | | | | |
| Short-term borrowings from financial institutions | 0 | *0.0* | 5,000 | *1.5* | 41,976 | *9.2* | 43,999 | *10.2* |
| Trade and other current payable | 45,055 | *12.6* | 42,457 | *12.6* | 37,674 | *8.3* | 38,087 | *8.9* |
| Provision for revenue sharing | 3,361 | *0.9* | 3,361 | *1.0* | 3,361 | *0.7* | 3,361 | *0.8* |
| Unearned income- mobile phone service | 4,072 | *1.1* | 3,703 | *1.1* | 3,160 | *0.7* | 3,883 | *0.9* |
| Advanced received from customers | 1,381 | *0.4* | 980 | *0.3* | 723 | *0.2* | 693 | *0.2* |
| Current portion of long-term liabilities | 14,132 | *4.0* | 15,496 | *4.6* | 15,428 | *3.4* | 11,468 | *2.7* |
| Current portion of spectrum licenses payable | 10,903 | *3.1* | 10,903 | *3.2* | 12,599 | *2.8* | 15,419 | *3.6* |
| Current portion of lease liabilities | 10,537 | *3.0* | 11,135 | *3.3* | 15,061 | *2.8* | 15,587 | *3.6* |
| Current income tax payable | 2,276 | *0.6* | 2,690 | *0.8* | 3,458 | *0.8* | 3,687 | *0.9* |
| Other current financial liabilities | 25 | *0.0* | 534 | *0.2* | 109 | *0.0* | 514 | *0.1* |
| Other current liabilities | 126 | *0.0* | 81 | *0.0* | 96 | *0.0* | 473 | *0.1* |
| Total current liabilities | 91,868 | *25.8* | 96,341 | *28.6* | 133,647 | *29.4* | 137,169 | *31.9* |
| Long-term liabilities | 73,697 | *20.7* | 63,914 | *19.0* | 69,840 | *15.4* | 61,283 | *14.3* |

| | 31 Dec 2021 | | 31 Dec 2022 | | 31 Dec 2023 | | 30 Sep 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB mm | % | THB mm | % | THB mm | % | THB mm | % |
| Lease liabilities | 40,597 | *11.4* | 32,871 | *9.8* | 100,077 | *22.0* | 92,139 | *21.4* |
| Provisions for employee benefit | 3,327 | *0.9* | 2,931 | *0.9* | 3,262 | *0.7* | 3,404 | *0.8* |
| Spectrum licenses payable | 61,416 | *17.2* | 52,085 | *15.5* | 51,610 | *11.4* | 37,203 | *8.7* |
| Other non-current financial liabilities | 722 | *0.2* | 163 | *0.0* | 38 | *0.0* | 39 | *0.0* |
| Other non-current liabilities | 2,771 | *0.8* | 2,921 | *0.9* | 5,287 | *1.2* | 10,352 | *2.4* |
| Total non-current liabilities | 182,529 | *51.2* | 154,886 | *46.0* | 230,114 | *50.6* | 204,422 | *47.6* |
| Total liabilities | 274,397 | *77.0* | 251,227 | *74.5* | 363,761 | *80.0* | 341,590 | *79.5* |
| Shareholders' equity | | | | | | | | |
| Issued and paid share capital | 2,974 | *0.8* | 2,974 | *0.9* | 2,974 | *0.7* | 2,974 | *0.7* |
| Share premium on ordinary shares | 22,506 | *6.3* | 22,552 | *6.7* | 22,552 | *5.0* | 22,552 | *5.2* |
| Deficits arising form change in ownership interest in a subsidiary | (670) | *(0.2)* | (670) | *(0.2)* | (670) | *(0.1)* | (670) | *(0.2)* |
| Retained earnings | | | | | | | | |
| Appropriated – Legal reserve | 500 | *0.1* | 500 | *0.1* | 500 | *0.1* | 500 | *0.1* |
| Unappropriated | 56,603 | *15.9* | 60,175 | *17.9* | 65,015 | *14.3* | 62,638 | *14.6* |
| Other components of shareholders equity | (214) | *(0.1)* | 157 | *0.0* | 206 | *0.0* | 183 | *0.0* |
| Non-controlling interests | 126 | *0.0* | 128 | *0.0* | 101 | *0.0* | 101 | *0.0* |
| Total shareholders' equity | 81,825 | *23.0* | 85,816 | *25.5* | 90,678 | *20.0* | 88,278 | *20.5* |
| Total liabilities and shareholders' equity | 356,222 | *100.0* | 337,044 | *100.0* | 454,439 | *100.0* | 429,869 | *100.0* |

Source: Consolidated financial statements of the Company for 2021 – 2023 and 9 months of 2024

1.5.3. Key financial ratios

Table of the Company's key financial ratios in 2021 – 2023 and 9 months of 2024

| | | 2021 | 2022 | 2023 | 9 months of 2024 |
|---|---|---|---|---|---|
| **Liquidity ratio** | | | | | |
| Current ratio | Times | 0.4 | 0.4 | 0.3 | 0.3 |
| Quick ratio | Times | 0.3 | 0.3 | 0.3 | 0.2 |
| Account receivable day | Days | 32 | 31 | 35 | 34 |
| Inventory day | Days | 23 | 28 | 40 | 47 |
| Account payable day | Days | 74 | 74 | 59 | 44 |
| Cash cycle | Days | -19 | -15 | 16 | 37 |
| **Profitability ratio** | | | | | |
| Gross profit margin | % | 33.0 | 32.0 | 33.6 | 36.4 |
| Operating profit margin | % | 21.1 | 19.9 | 21.5 | 23.7 |
| Net profit margin | % | 14.8 | 14.0 | 15.4 | 16.5 |
| Return on equity | % | 34.2 | 31.0 | 33.0 | 38.5 |
| **Financial policy ratio** | | | | | |
| Debt to equity ratio | Times | 3.4 | 2.9 | 4.0 | 3.9 |
| Interest coverage ratio | Times | 16.2 | 17.2 | 15.2 | 11.9 |
| Debt service coverage ratio | Times | 3.7 | 2.8 | 1.3 | 1.6 |
| Dividend payout ratio | % | 85.0 | 88.0 | 88.0 | (1) |
| **Data on per share capital** | | | | | |
| Net book value per share | THB | 27.5 | 28.9 | 30.5 | 29.7 |
| Net profit per share | THB | 9.1 | 8.8 | 9.8 | 8.7 |
| Dividend per share | THB | 7.7 | 7.7 | 8.6 | 4.9(2) |

Source: Consolidated financial statement of the Company on 2021-2023 and management discussion and analysis of financial results of operations of 3Q/2024

Note: (1) Dividend payout ratio shall be subject to the decision of the Company's board of directors

(2) An interim dividend, which is distributed from the operating results from January 1, 2024, to June 30, 2024. (Paid on 3 September 2024)

## 1.6. Analysis of the Company's operational performance

### 1.6.1. Mobile service

At the end of Q3/2024, ADVANC's mobile subscribers reached 46.3 million with a net addition of 613k, driven by an increase in prepaid subscribers from domestic, tourists, and migrants. Postpaid subscribers continued to grow aligned with subtle economic recovery, increasing by 118k. ADVANC's efforts to enhance customer experience through value-added services and digital demand led to increased data usage, resulting in a blended average revenue per user ("ARPU") of THB 223, up 3.0% YoY. Prepaid ARPU remain flat QoQ from seasonality. Postpaid ARPU declined QoQ, pressured by continuous effort in handset subsidy optimization and lower roaming revenue from seasonality. Volume of data usage per subscription per month ("VOU") dropped QoQ reflects seasonality while continued growing from last year in line with customer demand. 5G subscribers reached 25% of the total base, growing 8.6% QoQ to stand at 11.5 million by the end of Q3/2024.

### 1.6.2. Broadband service

The momentum of quality subscriber acquisition continued, with churn being well-managed through service enhancements and point privileges. ADVANC broadband subscribers grew by 62,900 from the previous quarter, reaching 4.94 million at the end of Q3/2024. Softened net add QoQ was due to delayed installations in some areas impacted from rainy season. The ARPU increased to THB 505, reflecting a 0.8% QoQ rise driven by innovative products and efforts to sell high-value packages bundled with the content.

| Mobile business | 3Q/2023 | 2Q/2024 | 3Q/2024 | %YoY | %QoQ |
|---|---|---|---|---|---|
| Subscribers | | | | | |
| Postpaid | 12,663,800 | 12,797,600 | 12,915,400 | 2% | 1% |
| Prepaid | 31,785,900 | 32,871,400 | 33,366,700 | 5% | 2% |
| Total subscribers | 44,449,700 | 45,669,000 | 46,282,100 | 4% | 1% |
| Net additions | | | | | |
| Postpaid | (9,400) | 64,400 | 117,800 | NM | 83% |
| Prepaid | (857,100) | 579,700 | 495,300 | NM | -15% |
| Total net addition | (866,500) | 644,100 | 613,100 | NM | -5% |
| ARPU (THB/month/subscriber) | | | | | |
| Postpaid | 446 | 448 | 443 | -1% | -1% |

| Mobile business | 3Q/2023 | 2Q/2024 | 3Q/2024 | %YoY | %QoQ |
|---|---|---|---|---|---|
| Prepaid | 125 | 137 | 137 | 9% | 0% |
| Blended | 216 | 224 | 223 | 3% | -1% |
| VOU[1/] (GB/sub/month) | | | | | |
| Postpaid | 34 | 37 | 36 | 6% | -3% |
| Prepaid | 26 | 28 | 27 | 3% | -1% |
| Blended | 29 | 31 | 30 | 4% | -2% |
| 5G users | | | | | |
| No. of 5G users | 8,496,000 | 10,578,600 | 11,488,400 | 35% | 9% |
| Fixed Broadband business (FBB) | | | | | |
| FBB subscribers | 2,380,700 | 4,881,900 | 4,944,800 | 108% | 1% |
| FBB net addition | 52,000 | 66,900 | 62,900 | 21% | -6% |
| ARPU (THB/subscriber/month) | 428 | 501 | 505 | 18% | 1% |

Note: 1/ VOU excludes data from Multimedia Messaging Service ("MMS") sending from 3Q/2024 onwards.

1.6.3. Operating Performance for the 9 months period of 2024

9 months of 2024 core service revenue reported at THB 120,465 mm, expanding 19% YoY, driven by TTTBB consolidation for both broadband and enterprise non-mobile revenue, along with the ongoing recovery in mobile and organic growth in fixed broadband services. Mobile revenue increasing 4.6% YoY with the ARPU recovery fueled by personalized packages and higher data consumption, alongside rising tourist arrivals. Fixed broadband grew 154% YoY through TTTBB acquisition, expansion into under-penetrated areas, and ARPU uplift from upselling bundled FBB innovative products and content services. Enterprise and other service revenue rose 35% YoY following TTTBB revenue recognition and increased demand for connectivity products.

The cost of services rose by 13% YoY due to consolidation of TTTBB and higher depreciation and amortization costs which increased 17% YoY from 3BBIF right of use agreement, the acquisition of 700 MHz spectrum license in 4Q/2023, and ongoing 5G network expansion. Network OPEX increased by 6.8% YoY due to TTTBB consolidation. Total SG&A increased by 28% YoY, with admin expenses up 35% YoY due to higher performance-related staff costs. Marketing expenses increased by 6.0% YoY while maintaining a focus on cost-effective strategies that generate returns and drive future revenue growth.

During 9 months of 2024, EBITDA increased by 20% YoY because of TTTBB's EBITDA contribution and all core business growth. The net profit was reported at THB 25,816 mm, an increase of 17% YoY driven by operating performance and profit sharing from 3BBIF.

1.6.4. Revenues

In 3Q/2024, ADVANC generated a total revenue of THB 52,209 mm, an increase of 13% YoY, due to strong growth in all core businesses. The total revenue increased 1.7% QoQ from higher device sales from iPhone 16 launch on late Sep 2024

1) Core service revenue (excluding IC and NT partnership):

   was at THB 40,799 mm, increasing 20% YoY mainly from TTTBB revenue consolidation and organic growth of mobile, and fixed broadband business, while increasing 1.4% QoQ mainly from fixed broadband organic expansion and growth in enterprise non-mobile business.

   - Mobile revenue was at THB 30,962 mm, increasing by 5.6% YoY due to ARPU and subscriber improvements aligned with focus on value-added services. It increased 0.6% QoQ from expanded subscriber base and the government's economic stimulus program
   - Fixed broadband revenue reached THB 7,437 mm, increasing 146% YoY from TTTBB consolidation and 2.1% QoQ from higher subscriber base and rising ARPU driven by upselling value-added services to existing customers and acquiring new customers with higher-value packages.
   - Enterprise non-mobile revenue & others was at THB 2,399 mm, increasing 37% YoY from TTTBB consolidation and roaming contract with NT. It increased by 11% QoQ from sizable cloud projects.

2) Revenue from interconnection charge (IC) and NT partnership:

   was at THB 3,177 mm, decreasing 4.1% YoY and 1.8% QoQ due to lower network traffic with NT.

3) SIM & Device sales reported THB 8,232 mm, decreasing 5.1% YoY due to a lower supply of the first batch of iPhone16 in Thailand compared to last year. However, the revenue increased by

4.6% QoQ due to seasonal iPhone launched. The sales margin slightly declined from 6.0% in 2Q/2024 to 5.6% in 3Q/2024 due to a higher mix of low-margin handsets.

1.6.5. Costs and Expenses

In 3Q/2024, the cost of service was THB 24,849 mm, increasing 14% YoY due to higher depreciation and the consolidation of TTTBB costs. It stayed flat QoQ, as higher depreciation was offset by lower maintenance and transmission costs.

1) Regulatory fee was THB 1,629 mm, increasing 16% YoY and 3.3% QoQ, in line with core service revenue movement. The regulatory fee as a percentage of core service revenue was 4.0%.
2) Depreciation & amortization was at THB 15,052 mm, increasing 21% YoY due to consolidation of right-of-use assets from TTTBB's acquisition, and increasing 2.1% QoQ due to ongoing 5G investments.
3) Network OPEX & NT partnership cost was at THB 5,453 mm, increasing 1.1% YoY from TTTBB associated costs and decreasing by 9.7% QoQ due to lower NT partnership costs in line with lower NT related revenue, and lower maintenance cost.
4) Other costs of services were at THB 2,725 mm, increasing 8.3% YoY due to higher costs associated with cloud services aligned with cloud revenue growth, and increasing 6.4% QoQ mainly from higher cost of cloud, offset by lower IDD cost.

1.6.6. Gross profit

In 3Q/2024, Gross Profit was THB 19,586 mm, increasing 24% YoY due to TTTBB consolidation. It increased 2.9% QoQ following revenue expansion, boosted by efficient cost management. Gross profit margin was 37.5%, improving YoY align with business expansion and higher sales margin, while improved QoQ due to lower Network OPEX from efficiency initiatives.

1.6.7. SG&A Expenses

SG&A Expenses were THB 7,365 mm, increasing 48% YoY mainly from TTTBB consolidation, while increasing 12% QoQ driven by a higher staff cost.

1) Marketing expenses was THB 1,447 mm, increasing 29% YoY and increasing 17% QoQ due to marketing campaigns during the launch of the new iPhone 16 and the points privilege program. The marketing expense was at 2.8% of total revenue.

2) Admin & other expenses totaled THB 5,918 mm, increasing 53% YoY primarily due to higher staff cost and admin expenses following TTTBB acquisition. They also increased 11% QoQ due to accrued performance-based staff cost. The provision for bad debts in 3Q/2024 as a percentage of postpaid and broadband revenue was at 2.1% lower than 3Q/2023 at 2.3%.

1.6.8. Net foreign exchange gain (loss)

Net foreign exchange gain was THB 364 mm in 3Q/2024, compared to an FX gain of THB 73 mm in 2Q/2024. ADVANC has a policy to mitigate currency risk using hedging instruments where applicable.

1.6.9. Other income (expense)

Other income was THB 362 mm, decreasing 29% YoY due to one-time gain in 3Q/2023 (Rabbit Line Pay divestment) and decreasing 15% QoQ from one-time income in 2Q/2024.

1.6.10. Finance cost

Finance cost was THB 2,293 mm, increasing 68% YoY, due to higher interest-bearing debt from TTTBB acquisition and interest from 3BBIF right-of-use asset, while decreasing 4.1% QoQ from debt repayment. The average cost of borrowing was at 3.2% in 3Q/2024.

1.6.11. Income tax

Tax was THB 1,865 mm, decreasing 1.2% YoY, decreasing 6.1% QoQ. The YTD effective tax rate was 18.9%.

1.6.12. Profit

In 3Q/2024, EBITDA was at THB 27,696 mm, increasing 17% YoY following an increase in core service revenue with positive contribution from TTTBB consolidation. It was flat 0.3% QoQ with improved performance offset by higher SG&A.

1) EBITDA margin was at 53.0%, slightly decreased from 53.8% in 2Q/2024 because of higher admin expenses and marketing costs to support the new iPhone16 launch and increased privilege campaigns.

2) The reported net profit was at THB 8,788 mm, increasing 7.9% YoY due to solid operating performance and profit sharing from 3BBIF, while increasing 2.5% QoQ from FX gain and lower finance cost.

## 1.7. Analysis of the Company's financial position

### 1.7.1. Financial position

Total asset as of the end of 3Q/2024 declined 5.4% from the end of 2023 to THB 429,869 mm. Current assets were at THB 40,653 mm, decreasing 3.8% mainly from lower cash balance due to dividends paid. Total non-current assets were at THB 389,216 mm, decreasing 5.6% due to the amortization of spectrum licenses, PPE, and right-of-use assets.

Total liabilities amounted to THB 341,590 mm, declined 6.1% from the end of 2023 due to lower long-term borrowing from debt repayment and lower spectrum payable and lease liability. Interest-bearing debt stood at THB 116,749 mm, decreasing by 8.2%. Total equity was at THB 88,278 mm, decreasing 2.6% from dividends paid.

### 1.7.2. Key financial ratio

1) Liquidity

For 3Q/2024, the current ratio remained at 0.3x stable from 2Q/2024 and decreased minimally from 3Q/2023 due to short-term loan for TTTBB acquisition. Nonetheless, ADVANC has ample operating cashflow to repay its debt obligation and ensure liquidity is managed efficiently.

2) Leverage

Net debt to EBITDA (including lease liabilities and license payable) was at 2.4x in 3Q/2024, lower than 2.5x in 2Q/2024 align with lower lease liability and spectrum payable, while increased from 1.9x in 3Q/2023 due to acquisition loan and consolidation of TTTBB liabilities.

ADVANC maintained debt repayment capability with interest coverage ratio of 11.9x and Debt service coverage ratio of 1.6x, indicating strong EBITDA generation capability to cover debt obligations.

The Company places an importance to maintain its credit rating to ensures the funding costs are optimal at an appropriate level at BBB+ rating by S&P Global. ADVANC has a perspective to maintain leverage ratio, net debt to EBITDA, below 2.5x.

3) Turnover

Inventory days increased from 45 days in 2Q/2024 to 47 days in 3Q/2024 from higher inventories aligned with higher stock of iPhone launching season. Account payable days was 44 days, increased from 43 days in 2Q/2024. The cash cycle was at 37 days, positive as ADVANC manage payment terms to ensure cost efficiency.

4) Credit term and Collection period

The average collection period (days) for 3Q/2024 was 34 days stable YoY and QoQ. The normal credit term granted by the Company ranges from 14 days to 120 days depending on the type of provided service and clients.

1.7.3. Cash flow

In 9 months of 2024, cash flow from operation (after tax) reported at THB 84,616 mm, increasing 35% compared to 9 months of 2023 following an improvement in EBITDA. Net cash outflow from investing was at THB 28,878 mm and at THB 12,755 mm for spectrum license. As a result, free cash flow* for 9 months of 2024 was at THB 41,755 mm (the operating cash flow less CAPEX, spectrum license and lease liability).

In summary, net cash decreased by THB 1,768 mm resulting in an outstanding cash of THB 12,976 mm at the end of September 2024

*Free Cash Flow to the Firm (FCFF) is calculated as cash flow from operating activities minus capital expenditures, telecommunication spectrum license fees, and lease liability payments.

## 1.8. Summary of Legal Disputes

Currently, the group of Companies is involved in important legal disputes under consideration. These include cases arising from operations under the Concession Agreement for Cellular Mobile Phone Operation with the National Telecommunications Public Company Limited ("NT"), cases related to the Act on Organization to Assign Radio Frequency and to Regulate the Broadcasting and Telecommunications Services B.E.2553 (year 2010) and its revision, as well as the Telecommunications business operation act B.E. 2544 (A.D. 2001), and other dispute cases. The Company and Company's legal advisors believe that these ongoing disputes are unlikely to have a material impact on the Company's financial statements.

## 1.9. Market competition and business direction of the Company

In 3Q/2024, Thailand illustrated positive sentiment emerging from the resolution of political uncertainty and a clearer economic direction from resumed budget spending. These factors eased pressure during the low season and flood impact, temporarily boosting purchasing power and alleviating some local concerns.

The mobile industry maintained positive sentiment despite the low season, along with rising data consumption demand, supported by increasing tourist arrivals and benefited the prepaid segment. Competition continued shifting towards value-based offerings with more benefits and personalized packages to drive ARPU. The handset market improved from the previous quarter, fueled by the new iPhone launch.

The fixed broadband industry sustained growth despite seasonal challenges during the rainy season. Subscriber continued to rise, driven by expanded infrastructure in suburban areas, where penetration remains under 50%.

ARPU growth was supported by upselling and cross-selling value-added services and innovative products tailored to customer demands for fast, stable internet, along with enhanced home experiences through content bundles and IoT add-ons.

Enterprise services have seen growth recovery, driven by increased economic certainty and political stability, boosting confidence in both public and private sector spending. Key transformations continue in connectivity services such as EDS and Cloud. Additionally, rising demand for connectivity has spurred investment from hyperscale cloud service providers, supported by government initiatives to position Thailand as a digital economy hub.

In 2024, ADVANC guided that the efforts focused on maintaining momentum in core service revenue. In the last quarter of the 2024, growth YoY would continue to be driven by the TTTBB acquisition impact and strong momentum of organic performance, bolstered by increasing tourist-related activities and government budget disbursement. ADVANC propositions remain focused on delivering convergence across our services, leveraging our customer relationships, and continuously enhancing the value of our multi-product offerings.

- Mobile service

ADVANC focuses on sustaining leadership in network quality and coverage, personalized segmented offerings, value-uplifting proposition with 5G, FMC, and privilege ecosystems, as well as delivering superior digitized service quality to the customers.

- Fixed Broadband service

Broadband service business is benefit from TTTBB acquisition and continue the growth momentum with a larger subscriber base, leveraging a combined coverage across Thailand, innovative product offerings, and superior service quality to offer more than broadband experiences. The key focus would also be on integration activities in combining the operations to achieve operational efficiencies and synergies.

- Enterprise service

Focusing on profitable growth with digital technology and evolving socioeconomic context, leveraging on connectivity with enhanced technologies, value-added digital product offerings, and differentiated 5G Paragon platform.

In 2024, ADVANC guided EBITDA to be grown by focusing on profitability. Similarly to core service revenue, EBITDA performance benefited from increased economic certainty. Expenses were planned to sustain market leadership, deepening relationship with customers through campaigns and rewards to support the future growth.

The Company will continuously execute cost optimization while accelerating TTTBB synergies to achieve higher efficiency while improving product delivery and superior customer experience, ADVANC will continue to enhance IT processes & systems, autonomous network, data analytics, and people capability. Optimal capital allocation will be executed to improve efficiency to maximize value to customers and stakeholders.

In 2024, CAPEX guidance was to be lower than in previous years, approximate THB 25,000 – 26,000 mm, benefiting from the acceleration of the 700MHz 5G rollout in the prior year and leveraging TTTBB's larger broadband footprint. The optimized spending is in line with the business ambition to bring in and maintain quality customers through sustained network leadership. The broadband growth would continue in the new areas while achieving CAPEX synergy from a combined broadband network. Approximately 60% of CAPEX is for mobile business, 28% in broadband business, and the rest in enterprise and others.

Moreover, ADVANC is committed to driving long-term growth while delivering returns to shareholders. The Company places importance on maintaining strong financial health and flexibility to pursue future growth. Our dividend policy is to pay a minimum of 70% of net profit. By preserving cash flow, we ensure that we have financial flexibility to lead, compete, and pursue growth prospects in any changing circumstances.

The dividend payment shall be made twice a year and is based on consolidated earnings and subjected to the availability of retained earnings on the Company's separate financial statements. In all cases, dividend payment shall depend on cash flow and investment plan including any other future obligations of the Company and/or subsidiaries. Such dividends shall not adversely affect the Company and its subsidiaries' ongoing operations

1.11. List of major shareholders of the Company

The top 10 shareholders according to the latest shareholder register of the Business as of 20 August 2024, which is the latest record date that the information was publicly disclosed.

| Name of Shareholders | Number of Ordinary Shares (Shares) | % of the Total Paid-up Shares and the Total Voting Right |
|---|---|---|
| 1. Intouch Holdings Public Company Limited | 1,202,712,000 | 40.44 |
| 2. Singtel Strategic Investments Pte. Ltd. | 693,359,000 | 23.31 |
| 3. Thai NVDR Company Limited | 197,926,299 | 6.65 |
| 4. Social Security Office | 63,806,900 | 2.15 |
| 5. Citibank Nominees Singapore Pte Ltd-A/C GIC C | 63,770,400 | 2.14 |
| 6. South East Asia UK (Type C) Nominees Limited | 54,232,516 | 1.82 |
| 7. State Street Europe Limited | 47,095,973 | 1.58 |
| 8. State Street Bank and Trust Company | 34,443,323 | 1.16 |
| 9. The Bank of New York Mellon | 21,401,912 | 0.72 |
| 10. Vayupak Fund 1 | 17,800,000 | 0.60 |
| 11. Other | 577,661,413 | 24.10 |
| Total | 2,974,209,736 | 100.00 |

Source: SET's website

1.12. List of Board of Directors of the Company

Table of Board of Directors and Sub-committee

| Name | Board of Directors | Sub-committee | | | | |
|---|---|---|---|---|---|---|
| | | Audit and risk committee | Nomination and Compensation Committee | Sustainable Development Committee | Executive Committee | Other sub-committee |
| Mr. Kan Trakulhoon | Chairman of Board of Directors/ Independent Director | - | Chairman and Independent Director | Chairman and Independent Director | - | - |
| Mr. Sarath Ratanavadi | Vice Chairman of the Board/ Non-Executive director | - | Non Executive Director | - | Chairman of Executive Committee / Non-Executive director | - |
| Mr. Krairit Euchukanonchai | Independent Director | Chairman and Independent Director | - | - | - | - |
| Mr. Predee Daochai | Independent Director | Independent Director | - | - | - | Independent Director |
| Ms. Jeann Low Ngiap Jong | Non Executive Director | - | Non Executive Director | - | Non Executive Director | Non Executive Director |
| Ms. Yupapin Wangviwat | Non Executive Director | - | - | Non Executive Director | Non Executive Director | Non Executive Director |
| Mr. Gerardo C. Jr. Ablaza | Independent Director | Independent Director | - | - | - | - |
| Mr. Somchai Lertsutiwong | Chief Executive Officer / Executive | - | - | Executive Director | Executive Director | Executive Director |

| Name | Board of Directors | Sub-committee | | | | |
|---|---|---|---|---|---|---|
| | | Audit and risk committee | Nomination and Compensation Committee | Sustainable Development Committee | Executive Committee | Other sub-committee |
| | Director / Authorized Director | | | | | |
| Mr. Smith Banomyong | Non Executive Director / Authorized Director | - | - | - | Non Executive Director | - |
| Mr. Arthur Lang Tao Yih | Non Executive Director / Authorized Director | - | - | Non Executive Director | Non Executive Director | Non Executive Director |
| Mr. Mark Chong Chin Kok | Executive Director / Deputy Chief Executive Officer | - | - | - | Executive Director | Executive Director |
| Mr. Surin Krittayaphongphun[1/] | Independent Director | - | - | - | - | - |

Note: The data source is the Company's website. (Data as of 24 December 2024)

1) Mr. Surin Krittayaphongphun was appointed as Independent Director at 25 March 2024.

2) Ms. Jeann Low Ngiap Jong, Mr. Gerardo C. Jr. Ablaza, Mr. Arthur Lang Tao Yih, Mr. Mark Chong Chin Kok and Mr. Somchai Lertsutiwong are directors who have expertise in telecommunications business. The details are shown in profiles of these directors and executives.

3) Mr. Krairit Euchukanonchai, Mr. Gerardo C. Jr. Ablaza, Ms. Jeann Low Ngiap Jong, Ms. Yupapin Wangviwat, Mr. Predee Daochai, Mr. Arthur Lang Tao Yih and Mr. Smith Banomyong are directors who have expertise in account and finance. The details are shown in profiles of these directors and executives.

4) The Company's definition of independent director criteria according to http://advanc-th.listedcompany.com/misc/og/20171122-advanc-qualification-independent-th.pdf The criteria defined by ADVANC are stricter than the criteria established by the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. Opinion on the accuracy of the Company's information disclosed in the Tender Offer

The Company's Board of Director views that material information relevant to the Company as shown on the Tender offer (Form 247-4) received is accurate.

3. Relationship or any agreement between the Company's director/s, either on his/their own behalf, in his/her capacity as the Company's director/s or as the representative/s of the Offerors, and the Offerors, including the shareholding by any director/s in the Offerors' juristic person and any contracts or agreements made or to be made between them (i.e., Operation etc.)

3.1. Summarize the material into by the Offerors or the related parties prior to making the Tender Offer for the Purpose of acquiring securities of the Company materially

1) GULF

Amalgamation Agreement

| | |
|---|---|
| Agreement | Amalgamation Agreement |
| Parties Involved | (1) GULF; and<br>(2) INTUCH |
| Date of the Amalgamation Agreement | 16 July 2024 |
| Relevant Securities | The Amalgamation Agreement is not an agreement for the purpose of trading of any securities of the Business. It merely outlines the terms of the Amalgamation between GULF and INTUCH, with the Conditional Voluntary Tender Offer for all securities of the Business specified as one of the Conditions Precedent to completion of the Amalgamation. |
| Conditions, Effectiveness, and Responsibilities of | 1) The Amalgamation Agreement takes effect from the execution date and includes the allocation ratio for the Amalgamation, along with |

| | |
|---|---|
| the Contractual Parties | provisions for compliance with legal requirements necessary for implementing the Amalgamation.<br>2) It specifies the Conditions Precedent to the completion of the Amalgamation, including the completion of the Conditional Voluntary Tender Offer for all securities of the Business as one of these conditions.<br>3) Therefore, if the completion of the Conditional Voluntary Tender Offer (i.e., the transfer of shares and funds) does not occur, the Amalgamation may consequently not proceed.<br>**Remark** : The above provides a summary of only the key terms and conditions relevant to the Conditional Voluntary Tender Offer and the shareholders of the Business, and does not include all key terms and conditions of the Amalgamation Agreement. |

**Letter expressing an intention to participate in the Tender Offer from GULF's Major Shareholder**

GULF has received a letter expressing the intention to participate in the Tender Offer from GULF's Major Shareholder which contained the following key terms:

| | |
|---|---|
| Letter | Letter expressing an intention to participate in the Tender Offer |
| Recipients | GULF and INTUCH |
| Parties Involved | GULF's Major Shareholder, INTUCH and GULF |
| Intention and Purpose of Letter | GULF's Major Shareholder has submitted a letter to GULF and INTUCH expressing the intention to participate in the Tender Offer as one of the Offerors. |
| Date of Letter | 16 July 2024 |
| Key Terms and Conditions | GULF's Major Shareholder agrees to the following conditions: |

| | |
|---|---|
| | 1. The offering price and other terms and conditions for GULF's Major Shareholder's offer to purchase shares in the Tender Offer will be the same as for GULF and INTUCH and will be as set out in the tender offer documents. For the avoidance of doubt, the terms and conditions should not impose onerous obligations on or have adverse impact on the conduct of business or operation of any of the Offerors or ADVANC;<br>2. GULF's Major Shareholder will be allocated with the last portion of the shares of ADVANC tendered in the Tender Offer representing 0.25% of the total shares of ADVANC, following the allocation of 36% of the total shares of ADVANC to other Offerors in this Tender Offer; and<br>3. GULF's Major Shareholder will prepare adequate funding for the portion of the shares of ADVANC tendered as specified in paragraph 2 above and will provide necessary proof of funds as required by the relevant authority. |
| Type and Number of Shares Involved | All shares in ADVANC, other than ADVANC's shares held by the Offerors, subject to the allocation conditions set out above. |
| Price and Payment Terms | The price and payment terms for ADVANC's shares are as set out in this Tender Offer document. |

Letter expressing an intention to participate in the Tender Offer from SSI

GULF has received a letter expressing the intention to participate in the Tender Offer from SSI which contained the following key terms:

| | |
|---|---|
| Letter | Letter expressing an intention to participate in the Tender Offer |
| Recipients | GULF and INTUCH |
| Parties Involved | SSI, INTUCH and GULF |

| | |
|---|---|
| Intention and Purpose of Letter | SSI has submitted a letter to GULF and INTUCH expressing its intention to participate in the Tender Offer as one of the joint offerors, alongside INTUCH and GULF. |
| Date of Letter | 16 July 2024 |
| Key Terms and Conditions | The offering price and other terms and conditions for SSI's offer to purchase shares in the Tender Offer will be the same as the other offerors and will be as set out in the tender offer documents. For the avoidance of doubt, the terms and conditions should not impose onerous obligations on or have impact on the conduct of business or operation of SSI and its affiliates.<br><br>With respect to the allocation of shares of the Business tendered in acceptance of the Tender Offer to SSI, SSI agrees to the following terms:<br><br>1. SSI will first be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC, INTUCH will be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC after SSI's allocation, and GULF will be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC after INTUCH's allocation;<br>2. After the initial allocation as detailed in paragraph 1 above, any additional shares will be allocated equally among SSI, INTUCH and GULF provided that shares to be allocated to SSI will not exceed 10% of the issued shares of ADVANC or the limit in paragraph 3. below, whichever is lower; and<br>3. ADVANC's shares allocated to SSI from the Tender Offer, when taken together with the ADVANC shares already held by SSI, shall not exceed the foreign shareholding limits imposed on ADVANC at that time |
| Type and Number of Shares Involved | All shares in ADVANC, other than ADVANC shares held by the offerors, subject to the allocation conditions set out above |

| | |
|---|---|
| Price and Payment Terms | The price and payment terms for ADVANC's shares are as set out in this Tender Offer document |

2) <u>GULF's Major Shareholder</u>

GULF's Major Shareholder has submitted a letter expressing its intention to participate in the Tender Offer which contained the following key terms:

| | |
|---|---|
| Letter | Letter expressing an intention to participate in the Tender Offer |
| Recipients | INTUCH and GULF |
| Parties Involved | GULF's Major Shareholder, INTUCH and GULF |
| Intention and Purpose of Letter | GULF's Major Shareholder has submitted a letter to INTUCH and GULF expressing the intention to participate in the Tender Offer as one of the Offerors. |
| Date of Letter | 16 July 2024 |
| Key Terms and Conditions | GULF's Major Shareholder agrees to the following conditions:<br>1. The offering price and other terms and conditions for GULF's Major Shareholder's offer to purchase shares in the Tender Offer will be the same as for GULF and INTUCH and will be as set out in the tender offer documents. For the avoidance of doubt, the terms and conditions should not impose onerous obligations on or have adverse impact on the conduct of business or operation of any of the Offerors or ADVANC;<br>2. GULF's Major Shareholder will be allocated with the last portion of the shares of ADVANC tendered in the Tender Offer representing 0.25% of the total shares of ADVANC, following the allocation of 36% of the total shares of ADVANC to other Offerors in this Tender Offer; and<br>3. GULF's Major Shareholder will prepare adequate funding for the portion of the shares of ADVANC tendered as specified in paragraph 2 above |

| | |
|---|---|
| | and will provide necessary proof of funds as required by the relevant authority. |
| Type and Number of Shares Involved | All shares in ADVANC, other than ADVANC's shares held by the Offerors, subject to the allocation conditions set out above. |
| Price and Payment Terms | The price and payment terms for ADVANC's shares are as set out in this Tender Offer document. |

3) INTUCH

**Letter expressing an intention to participate in the Tender Offer from GULF's Major Shareholder**

INTUCH has received a letter expressing the intention to participate in the Tender Offer from GULF's Major Shareholder which contained the following key terms:

| | |
|---|---|
| Letter | Letter expressing an intention to participate in the Tender Offer |
| Recipients | GULF and INTUCH |
| Parties Involved | GULF's Major Shareholder, INTUCH and GULF |
| Intention and Purpose of Letter | GULF's Major Shareholder has submitted a letter to GULF and INTUCH expressing the intention to participate in the Tender Offer as one of the Offerors. |
| Date of Letter | 16 July 2024 |
| Key Terms and Conditions | GULF's Major Shareholder agrees to the following conditions:<br>1. The offering price and other terms and conditions for GULF's Major Shareholder's offer to purchase shares in the Tender Offer will be the same as for GULF and INTUCH and will be as set out in the tender offer documents. For the avoidance of doubt, the terms and conditions should not impose onerous obligations on or have adverse impact on the conduct of business or operation of any of the Offerors or ADVANC; |

| | |
|---|---|
| | 2. GULF's Major Shareholder will be allocated with the last portion of the shares of ADVANC tendered in the Tender Offer representing 0.25% of the total shares of ADVANC, following the allocation of 36% of the total shares of ADVANC to other Offerors in this Tender Offer; and<br>3. GULF's Major Shareholder will prepare adequate funding for the portion of the shares of ADVANC tendered as specified in paragraph 2 above and will provide necessary proof of funds as required by the relevant authority. |
| Type and Number of Shares Involved | All shares in ADVANC, other than ADVANC's shares held by the Offerors, subject to the allocation conditions set out above. |
| Price and Payment Terms | The price and payment terms for ADVANC's shares are as set out in this Tender Offer document. |

Letter expressing an intention to participate in the Tender Offer from SSI

INTUCH has received a letter expressing the intention to participate in the Tender Offer from SSI which contained the following key terms:

| | |
|---|---|
| Letter | Letter expressing an intention to participate in the Tender Offer |
| Recipients | INTUCH and GULF |
| Parties Involved | SSI, INTUCH and GULF |
| Intention and Purpose of Letter | SSI has submitted a letter to INTUCH and GULF expressing its intention to participate in the Tender Offer as one of the joint offerors, alongside INTUCH and GULF. |
| Date of Letter | 16 July 2024 |
| Key Terms and Conditions | The offering price and other terms and conditions for SSI's offer to purchase shares in the Tender Offer will be the same as the other offerors and will be as set out in the tender offer documents. For the avoidance of doubt, the |

| | |
|---|---|
| | terms and conditions should not impose onerous obligations on or have impact on the conduct of business or operation of SSI and its affiliates.<br><br>With respect to the allocation of shares of the Business tendered in acceptance of the Tender Offer to SSI, SSI agrees to the following terms:<br><br>1. SSI will first be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC, INTUCH will be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC after SSI's allocation, and GULF will be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC after INTUCH's allocation;<br>2. After the initial allocation as detailed in paragraph 1 above, any additional shares will be allocated equally among SSI, INTUCH and GULF provided that shares to be allocated to SSI will not exceed 10% of the issued shares of ADVANC or the limit in paragraph 3. below, whichever is lower; and<br>3. ADVANC's shares allocated to SSI from the Tender Offer, when taken together with the ADVANC shares already held by SSI, shall not exceed the foreign shareholding limits imposed on ADVANC at that time |
| Type and Number of Shares Involved | All shares in ADVANC, other than ADVANC shares held by the offerors, subject to the allocation conditions set out above |
| Price and Payment Terms | The price and payment terms for ADVANC's shares are as set out in this Tender Offer document |

4) SSI

SSI has submitted a letter expressing its intention to participate in the Tender Offer which contained the following key terms:

| | |
|---|---|
| Letter | Letter expressing an intention to participate in the Tender Offer |
| Recipients | INTUCH and GULF |
| Parties Involved | SSI, INTUCH and GULF |
| Intention and Purpose of Letter | SSI has submitted a letter to INTUCH and GULF expressing its intention to participate in the Tender Offer as one of the joint offerors, alongside INTUCH and GULF. |
| Date of Letter | 16 July 2024 |
| Key Terms and Conditions | The offering price and other terms and conditions for SSI's offer to purchase shares in the Tender Offer will be the same as the other offerors and will be as set out in the tender offer documents. For the avoidance of doubt, the terms and conditions should not impose onerous obligations on or have impact on the conduct of business or operation of SSI and its affiliates.<br><br>With respect to the allocation of shares of the Business tendered in acceptance of the Tender Offer to SSI, SSI agrees to the following terms:<br><br>1. SSI will first be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC, INTUCH will be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC after SSI's allocation, and GULF will be allocated shares of ADVANC tendered in the Tender Offer representing 5% of the total shares of ADVANC after INTUCH's allocation;<br>2. After the initial allocation as detailed in paragraph 1 above, any additional shares will be allocated equally among SSI, INTUCH and GULF provided that shares to be allocated to SSI will not exceed 10% |

| | |
|---|---|
| | of the issued shares of ADVANC or the limit in paragraph 3. below, whichever is lower; and<br>3. ADVANC's shares allocated to SSI from the Tender Offer, when taken together with the ADVANC shares already held by SSI, shall not exceed the foreign shareholding limits imposed on ADVANC at that time |
| Type and Number of Shares Involved | All shares in ADVANC, other than ADVANC shares held by the offerors, subject to the allocation conditions set out above |
| Price and Payment Terms | The price and payment terms for ADVANC's shares are as set out in this Tender Offer document |

**3.2. Shareholding, whether direct or indirect, by the Offerors or the Offerors' authorized persons in the business or major shareholders of the Company**

3.2.1. Shareholding in the Company

1) GULF

As of 6 December 2024, GULF does not directly hold any shares of the Business. However, INTUCH, which is considered the Person under Section 258 of the Securities Act (the "**Person under Section 258**") of GULF, holds 1,202,712,000 ordinary shares in the Business, representing 40.44% of the total issued and paid-up shares of the Business and representing 40.44% of the total voting rights of the Business.

As of 6 December 2024, GULF's directors and their Persons under Section 258 hold 1,202,713,000 ordinary shares in the Business, representing 40.44% of the total issued and paid-up shares of the Business and representing 40.44% of the total voting rights of the Business as follows:

| Name | Position in GULF | Number of Shares in the Business (Shares) | Percentage of Total Issued and Paid-up shares | Percentage of Total Voting Rights |
|---|---|---|---|---|
| 1. Mr. Sarath Ratanavadi[(1)] | Vice Chairman of the Board | 1,202,712,000 *(held by INTUCH)* | 40.44 | 40.44 |
| 2. Mr. Viset Choopiban | Independent Director / Chairman of the Board | 1,000 | 0.00 | 0.00 |
| **Total** | | **1,202,713,000** | **40.44** | **40.44** |

Remark : (1) INTUCH, which is considered the Person under Section 258 of Mr. Sarath Ratanavadi, holds 1,202,712,000 ordinary shares in the Business, representing 40.44% of the total issued and paid-up shares of the Business and representing 40.44% of the total voting rights of the Business.

2) <u>GULF's Major Shareholder</u>

As of 6 December 2024, Mr. Sarath Ratanavadi does not directly hold any shares in the Business. However, INTUCH, which is considered the Person under Section 258 of Mr. Sarath Ratanavadi, holds 1,202,712,000 ordinary shares in the Business, representing 40.44% of the total issued and paid-up shares of the Business and representing 40.44% of the total voting rights of the Business.

3) <u>INTUCH</u>

As of 6 December 2024, INTUCH holds 1,202,712,000 ordinary shares in the Business, representing 40.44% of the total issued and paid-up shares of the Business and representing 40.44% of the total voting rights of the Business.

As of 6 December 2024, INTUCH's director, Mr. Kim Siritaweechai, holds 1,000 ordinary shares in the Business, representing 0.00% of the total issued and paid-up shares of the Business and representing 0.00% of the total voting rights of the Business.

4) SSI

As of 6 December 2024, SSI holds 693,359,000 ordinary shares in the Business, representing 23.31% of the total issued and paid-up shares of the Business and representing 23.31% of the total voting rights of the Business. Singtel, a controlling shareholder of SSI, does not directly hold any shares in the Business.

In addition, as of 6 December 2024, the directors of SSI do not hold any shares in the Business.

3.2.2. Shareholding in the Major Shareholder of the Company

1) GULF

As of 6 December 2024, GULF holds 1,519,059,306 ordinary shares in INTUCH, which is one of the major shareholders of the Business, representing 47.37% of the total issued and paid-up shares of INTUCH and representing 47.37% of the total voting rights of INTUCH.

As of 6 December 2024, GULF's directors and their Persons under Section 258 hold 1,519,295,765 ordinary shares in INTUCH, representing 47.38% of the total issued and paid-up shares of INTUCH and representing 47.38% of the total voting rights of INTUCH as follows:

| Name | Position in GULF | Number of Shares in INTUCH (Shares) | Percentage of Total Issued and Paid-up Shares | Percentage of Total Voting Rights |
|---|---|---|---|---|
| 1. Mr. Sarath Ratanavadi[(1)] | Vice Chairman of the Board | 1,519,059,306 *(held by GULF)* | 47.37 | 47.37 |
| 2. Mr. Somprasong Boonyachai | Independent Director | 181,459 | 0.01 | 0.01 |
| 3. Mr. Viset Choopiban[(2)] | Independent Director / Chairman of the Board | 55,000 | 0.00 | 0.00 |
| **Total** | | **1,519,295,765** | **47.38** | **47.38** |

Remarks : (1) GULF, which is considered the Person under Section 258 of Mr. Sarath Ratanavadi, holds 1,519,059,306 ordinary shares in INTUCH, representing 47.37% of the total issued and paid-up shares of INTUCH and representing 47.37% of the total voting rights in INTUCH.

(2) Spouse of Mr. Viset Choopiban, which is considered the Person under Section 258, holds 55,000 ordinary shares in INTUCH, representing 0.00% of the total issued and paid-up shares of INTUCH and representing 0.00% of the total voting rights in INTUCH.

2) GULF's Major Shareholder

As of 6 December 2024, Mr. Sarath Ratanavadi does not directly hold any shares in the major shareholders of the Business. However, GULF which is considered the Person under Section 258 of Mr. Sarath Ratanavadi, holds 1,519,059,306 ordinary shares in INTUCH representing 47.37% of the total issued and paid-up shares of INTUCH and representing 47.37% of the total voting rights of INTUCH.

3) INTUCH

As of 6 December 2024, INTUCH does not hold any shares in the major shareholders of the Business

As of 6 December 2024, INTUCH's director, Mr. Kim Siritaweechai, holds 19,338 ordinary shares in INTUCH, which is one of the major shareholders of the Business, representing 0.00% of the total issued and paid-up shares of INTUCH and representing 0.00% of the total voting rights of INTUCH.

4) SSI[1]

As of 6 December 2024, SSI does not hold any shares in INTUCH which is one of the major shareholders of the Business.

However, Singtel Global Investment Pte. Ltd. (SGI), an indirect wholly-owned subsidiary of Singtel, holds 687,806,270 ordinary shares in INTUCH, representing 21.45% of the total issued and paid-up shares of INTUCH and representing 21.45% of the total voting rights of INTUCH. As a result, Singtel, has an indirect interest in 21.45% shares in INTUCH, one of the major shareholders of the Business.

Remark : (1) SSI directors hold some shares in Singtel, but they are not considered to have an indirect shareholding in INTUCH by virtue of their shares in Singtel

**3.3. Shareholding, whether direct or indirect, by the business, major shareholders or directors of the business in the Offerors**

**3.3.1. Shareholding by the Company in the Offerors**

1) GULF

- None -

2) GULF's Major Shareholder

- None -

3) INTUCH

- None -

4) SSI

- None -

**3.3.2. Shareholding by the Major Shareholder of the Company in the Offerors**

1. GULF

- None -

2. GULF's Major Shareholder

- None -

3. INTUCH

As of 6 December 2024, SSI (one of the major shareholders of the Business) does not hold any shares in the Offerors. However, SGI, an indirectly wholly-owned subsidiary of Singtel, holds 687,806,270 ordinary shares in INTUCH, representing 21.45% of the total issued and paid-up shares of INTUCH and representing 21.45% of the total voting rights of INTUCH.

Therefore, Singtel has an indirect interest in 21.45% of the total issued and paid-up shares of INTUCH and 21.45% of the total voting rights of INTUCH.

4. SSI

- None -

3.3.3. Shareholding by the Directors of the Company in the Offerors

1) GULF

The directors of the Business hold 8,666,811,919 ordinary shares in GULF, representing 73.87% of the total issued and paid-up shares of GULF and representing 73.87% of the total voting rights of GULF as follows:

| Name | Position in the Business | Number of shares in GULF (Shares) | Percentage of Total Issued and Paid-up Shares | Percentage of Total Voting Rights |
|---|---|---|---|---|
| 1. Mr. Sarath Ratanavadi[(1)] | Vice Chairman of the Board | 8,663,734,219 | 73.84 | 73.84 |
| 2. Ms. Yupapin Wangviwat | Director | 2,977,700 | 0.03 | 0.03 |
| 3. Mr. Smith Banomyong | Director | 100,000 | 0.00 | 0.00 |
| **Total** | | **8,666,811,919** | **73.87** | **73.87** |

Source : Information as of 9 August 2024, the latest record date that the information is publicly disclosed.

Remark :

(1) Persons under Section 258 of Mr. Sarath Ratanavadi, including 1) Mrs. Nalinee Ratanavadi 2) Gulf Holdings (Thailand) Company Limited 3) Gulf Capital Holdings Limited and 4) Gulf Investment and Trading Pte. Ltd., hold 8,663,734,219 ordinary shares in GULF, representing 73.84% of the total issued and paid-up shares of GULF and representing 73.84% of the total voting rights of GULF.

2) **GULF's Major Shareholder**

- None -

3) **INTUCH**

A director of the Business, Mr. Surin Krittayaphongphun, holds 30,000 ordinary shares in INTUCH, representing 0.00% of the total issued and paid-up shares of INTUCH and representing 0.00% of the total voting rights of INTUCH.

Source : Information as of 21 August 2024, the latest record date that the information is publicly disclosed.

4) **SSI**

- None -[1]

Remark : (1) The directors of the Business being Mr. Arthur Lang Tao Yih, Ms. Jeann Low Ngiap Jong and Mr. Mark Chong Chin Kok, hold some shares in Singtel, but they are not considered to have an indirect shareholding in SSI or INTUCH by virtue of their shares in Singtel

## 3.4. Other Relationship

### 3.4.1. Business Cooperation Agreements

1) <u>GULF</u>

In 2022, GULF entered into a joint development agreement ("**DC JDA**") with Singtel and ADVANC to build and operate data centers in Thailand. GSA Data Center Company Limited ("**GSA DC**") was established in 2022 pursuant to the DC JDA, with subsidiaries of GULF, Singtel, and ADVANC holding 40%, 35%, and 25% of its shares, respectively. The shareholders also entered into a shareholders' agreement in 2022 to govern their investments in GSA DC. GSA Holdings Company Limited ("**GSA Holdings**") was recently established in 2024 with the same shareholders and shareholding proportion. Following an internal restructuring expected to be completed by the end of 2024, GSA Holdings will operate as a holding company overseeing the operations and investments of GSA DC.

2) <u>GULF's Major Shareholder</u>

- None -

3) <u>INTUCH</u>

<u>Shareholder Agreement</u>

On 16 July 2024, INTUCH and SSI entered into a shareholders' agreement that does not give rise to an acting in concert relationship under Notification TorChor. 7/2552. Under such agreement, both INTUCH and SSI retain the right to nominate suitable persons as directors of ADVANC only in proportion to their shareholdings.

4) <u>SSI</u>

<u>Shareholder Agreement</u>

On 16 July 2024, SSI and INTUCH entered into a shareholders' agreement that does not give rise to an acting in concert relationship under Notification TorChor. 7/2552. Under such agreement, both SSI and INTUCH retain the right to nominate suitable persons as directors of ADVANC only in proportion to their shareholdings.

Data Center

In 2022, Singtel entered into DC JDA with GULF and ADVANC to build and operate data centers in Thailand. GSA DC was established in 2022 pursuant to the DC JDA, with subsidiaries of GULF, Singtel, and ADVANC holding 40%, 35%, and 25% of its shares, respectively. The shareholders also entered into a shareholders' agreement in 2022 to govern their investments in GSA DC. GSA Holdings was recently established in 2024 with the same shareholders and shareholding proportion. Following an internal restructuring expected to be completed by the end of 2024, GSA Holdings will operate as a holding company overseeing the operations and investments of GSA DC.

Rewards Collaboration

A collaboration between Singtel, ADVANC and other parties to establish and operate a regional telco rewards strategic programme and platform.

Bridge Alliance

A joint venture between Singtel, ADVANC and other parties to develop, implement and provide regional mobile service to an alliance comprising the joint venture parties and other mobile operators in the Asia-Pacific region. Each of the 10 parties, including Singtel, holds 10% in the joint venture company.

3.4.2. Other Related Agreements

1) GULF

Letter of Intent

GULF has received a letter expressing its intention to participate in the conditional voluntary tender offer for all securities of Thaicom Public Company Limited (excluding those shared held by offerors), alongside GULF and INTUCH, from GULF's Major Shareholder.

2) **<u>GULF's Major Shareholder</u>**

Letter of Intent

GULF's Major Shareholder has submitted a letter of intent dated 16 July 2024 to GULF and INTUCH to expressing the intention to participate in the conditional voluntary tender offer for all securities of Thaicom Public Company Limited (excluding those shared held by offerors), alongside GULF and INTUCH.

3) **<u>INTUCH</u>**

Amalgamation Agreement

INTUCH and GULF have entered into the amalgamation agreement dated 16 July 2024 to outline the terms of the amalgamation between INTUCH and GULF, with this Tender Offer being specified as one of the conditions precedent to completion of the amalgamation. If this Tender Offer is not completed, the amalgamation may not proceed.

Letter of Intent

INTUCH has received a letter expressing its intention to participate the conditional voluntary tender offer for all securities of Thaicom Public Company Limited (excluding those shared held by offerors), alongside GULF and INTUCH, from GULF's Major Shareholder.

4) **<u>SSI</u>**

- None –

3.4.3. Common Directors and/or Common Management (As of 6 December 2024)

1) GULF

Directors and/or management of GULF who hold positions in the Business are as follows:

| Name | Position in GULF | Position in the Business |
|---|---|---|
| 1. Mr. Predee Daochai | - Independent Director | - Independent Director |
| 2. Mr. Sarath Ratanavadi | - Vice Chairman of the Board<br>- Chief Executive Officer | - Vice Chairman of the Board |
| 3. Ms. Yupapin Wangviwat | - Director<br>- Deputy Chief Executive Officer and Chief Financial Officer | - Director |
| 4. Mr. Ratthaphol Cheunsomchit | - Deputy Chief Executive Officer | - Deputy Chief Executive Officer |

Source : Website of SET, website of GULF and website of the Business

2) GULF's Major Shareholder

Mr. Sarath Ratanavadi is Vice Chairman of the Board of the Business.

3) INTUCH

Directors of INTUCH who hold positions in the Business are as follows:

| Name | Position in INTUCH | Position in the Business |
|---|---|---|
| 1. Mr. Arthur Lang Tao Yih | - Director | - Director |
| 2. Ms. Jeann Low Ngiap Jong | - Director | - Director |
| 3. Mr. Smith Banomyong | - Director | - Director |

Source : Information from INTUCH and Website of the Business

4) SSI

Director of SSI who hold position in the Business is as follows:

| Name | Position in SSI | Position in the Business |
|---|---|---|
| 1. Mr. Arthur Lang Tao Yih | - Director | - Director |

Directors, employee and advisor of SSI and/or Singtel who hold position in the Business are as follows:

| Name | Position in SSI and/or Singtel | Position in the Business |
|---|---|---|
| 1. Mr. Arthur Lang Tao Yih | - Director of SSI<br>- Employee of Singtel | - Director |
| 2. Mr. Mark Chong Chin Kok | - Employee of Singtel | - Director and Deputy CEO |
| 3. Ms. Jeann Low Ngiap Jong | - Advisor of Singtel | - Director |

Source : Information from Singtel and website of the Business

3.4.4. Related Party Transactions between the Offerors and the Business and subsidiaries of the Business

1) GULF

Unit: THB mm

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. ADVANC | Service income | 45.55 | 4.77 | GULF generates service fees for consultancy services related to business operations, in accordance with the service agreement and standard commercial terms |

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 2. Advanced Wireless Network Co., Ltd. | Service income | - | 326.58 | GULF1, the subsidiary of GULF, provides design, procurement, and installation services for solar power systems under the solar power system installation project at a total of 4,500 base stations, in accordance with the service agreement and standard commercial terms. |
| 3. Advanced Wireless Network Co., Ltd. | Administrative expenses | 28.60 | 28.39 | GULF and its subsidiaries utilize Microsoft License Subscription, telephone, and internet services as part of their regular business operations, with pricing and standard commercial terms |

Source : The Tender Offer (Form 247-4), submission date at 24 December 2024

2) <u>GULF's Major Shareholder</u>

Unit: THB mm

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. Advanced Wireless Network Co., Ltd. | Expenses | 0.18 | 0.11 | Expense for telephone, and internet services as regular business operations, with pricing and standard commercial terms |

Source : The Tender Offer (Form 247-4), submission date at 24 December 2024

3) INTUCH

Unit: THB mm

| The Business and/or subsidiaries | Type of transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. ADVANC and its subsidiaries ("**ADVANC** Group") | Income from rendering services | | | Income<br><br>ADVANC utilized legal, financial, and HR services to support its normal operations. The fees for legal and financial services are determined based on actual costs plus the margin, while the fees for HR services were based on market rates and the overall work and responsibility ratio<br>Expense<br>In addition, the ADVANC group's network covers service areas comprehensively, and the transactions between them are part of ADVANC's normal business practices, with service fees and terms applied in the same rate as external parties. |
| | 1. Income from rendering services | 0.8 | - | |
| | Expenses | | | |
| | 1. Datanet ,Leased Line and others | 2.27 | 1.26 | |

Source : The Tender Offer (Form 247-4), submission date at 24 December 2024

4) <u>SSI</u>

There is no related party transactions between SSI and ADVANC and its subsidiaries. Below is the list of transactions entered into between Singtel group and its subsidiaries with the Business and subsidiaries of the Business:

Unit: THB Million

| The Business and/or subsidiaries | Type of transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. ADVANC and the subsidiaries of ADVANC | Sales and Services | | | The subsidiaries of ADVANC enter into an agreement with companies within Singtel Group:<br>ADVANC pay service fee such as<br>- The joint International Roaming operation services (IR)<br>- Network telecom service operator i.e. International Private Leased Circuit (IPLC) and content services.<br>The agreement is under the ordinary course of business and both parties charge each other at the accepted price by deducting profit margin from their customers at the same rate as other operators. |
| | 1. Service Income | 175.83 | 231.80 | |
| | 2. Trade and other accounts receivable | 24.65 | 25.44 | |
| | Purchase of goods and services | | | |
| | 1. Rental and other service expenses | 227.03 | 226.89 | |
| | 2. Trade and other accounts payable | 167.82 | 259.20 | |
| | 3. Interest expense | 0.14 | - | |

| The Business and/or subsidiaries | Type of transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| | 4. Purchases of property and other assets | 87.23 | 9.81 | Sales and Services<br><br>The subsidiaries of ADVANC charge IR at the same rate as other operators and content services at the same rate as other content providers.<br><br><u>Purchase of goods and services</u><br><br>The subsidiaries of ADVANC pay IPLC, IR fee at the same rate with other operators and pay service fee (content) at the same rate as other content providers. |
| | 5. Lease liabilities | 0.75 | 11.19 | |

Source : The Tender Offer (Form 247-4), submission date at 24 December 2024

4. Opinion of the Company's board of directors to shareholders

The Company's Board of Directors' Meeting No. 01/2025 was held on 3 January 2025 to consider the Tender Offer made by the Offerors and to acknowledge the report prepared by AIM Infinite Company Limited, which has been appointed as the Independent Financial Advisor to the shareholders with regard to the Tender Offer. There were 3 directors attending as follows:

| Order | Name | Position | Attendance |
|---|---|---|---|
| 1 | Mr. Kan Trakulhoon | Chairman of Board of Directors/ Independent Director | did not attended |
| 2 | Mr.Sarath Ratanavadi | Vice Chairman of the Board/ Non-Executive director | did not attended |
| 3 | Mr. Gerardo C. Ablaza, Jr | Independent Director | attended |
| 4 | Mr. Krairit Euchukanonchai | Independent Director | attended |
| 5 | Mr. Predee Daochai | Independent Director | did not attended |
| 6 | Mr. Mark Chong Chin Kok | Executive Director / Deputy Chief Executive Officer | did not attended |
| 7 | Mr. Somchai Lertsutiwong | Chief Executive Officer / Executive Director / Authorized Director | did not attended |
| 8 | Ms. Jeann Low Ngiap Jong | Non Executive Director | did not attended |
| 9 | Ms.Yupapin Wangviwat | Non Executive Director | did not attended |
| 10 | Mr.Arthur Lang Tao Yih | Non Executive Director / Authorized Director | did not attended |
| 11 | Mr.Smith Banomyong | Non Executive Director / Authorized Director | did not attended |
| 12 | Mr. Surin Krittayaphongphun | Independent Director | attended |

For transparency and independency, nine of twelve directors abstained their vote as follow;

1. Mr. Kan Trakulhoon
2. Mr. Sarath Ratanavadi
3. Mr. Predee Daochai
4. Mr. Mark Chong Chin Kok
5. Mr. Somchai Lertsutiwong

6. Ms. Jeann Low Ngiap Jong
7. Ms. Yupapin Wangviwat
8. Mr. Arthur Lang Tao Yih
9. Mr. Smith Banomyong

The three directors remaining who casted their vote as follow;

1. Mr. Gerardo C. Ablaza, Jr
2. Mr. Krairit Euchukanonchai
3. Mr. Surin Krittayaphongphun

**4.1. Opinions of the Company's board of directors to accept and/or reject the Tender Offer**

The Company's Board of Directors has considered the Tender Offer (Form 247-4) and the opinion about the Tender Offer made by the Independent Financial Advisor to the shareholders, AIM Infinite Co., Ltd. The recommendation is that the shareholders **should reject the Tender Offer** by the reason that Offering Price of THB 211.43 per share is an inappropriate price. Since the fair value appraised by the Independent Financial Advisor using Market Value Approach and Sum of the Parts (SOTP) method, which both the Company's Board of Directors and the Independent financial advisor agree that the methods are suitable, is range between THB 229.55 – 285.70 per share. However, Offering Price is lower than the fair value of the Company.

**4.2. Opinions of each director and the number of shares held by such director (In case the resolution of the Company's board of directors meeting in 4.1 is not unanimous**

-None-

**4.3. Benefits or impacts from the plans and policies indicated in the Tender Offer and viability of such plans and policies**

**4.3.1. Business Status**

As stated in Form 247-4, the Offerors have no intention to delist the Business from the Stock Exchange of Thailand ("**SET**") within 12 months following the end of the Tender Offer Period. NewCo is expected to follow the plans of the Offerors, except in cases where the Offerors and/or NewCo are obligated to comply with applicable laws, rules, and regulations in effect at that time.

Opinion of the Board of Directors

The Board of Directors, excluding interested directors, opined that the Offerors have intention to maintain the Company's status on the SET during the 12 months after the end of the Tender Offer Period. And NewCo is expected to follow the plans of the Offerors. Therefore, the Company and its shareholders will not impact from the change of business listing status or delisting.

4.3.2. Policy and Business Management Plan

- **Business objectives**

  As stated in Form 247-4, the Offerors have no intention of making significant amendments to the Business's business objectives. NewCo is expected to follow the plans of the Offerors.

  Opinion of the Board of Directors

  The Board of Directors, excluding interested directors, opined that the Offerors have no intention to make significant amendments to the Business's business objectives and NewCo is expected to follow the plans of the Offerors by reasons that the Company is a leader in the market through its four core services as follows:

  1. Mobile Communication Service with 4G and 5G technology under "AIS" brand that provides approx. 46.3 million subscribers, or equivalent to the market share of 49%, with network partners in over 240 destinations worldwide.

  2. Fixed Broadband Service: provides high-speed internet service to households and businesses under the "AIS Fibre3" and "3BB Fibre3" brands with approx. 4.9 million subscribers, or equivalent to the market share of 47%.

  3. Enterprise Business Service: provides digital solutions covering EDS and other technological solutions to large-to-SME enterprise customers.

  4. Digital Service: involves new services focusing on building values leveraging on ADVANC telecommunication services to serve as a new revenue source in the medium to long term in line with the changing digital consumer behavior.

The Company's business operations are well-positioned for expansion and growth in the digital age, aligning with its vision to become the most recognized and trusted digital technology service provider in the country.

However, any exception will depend on the Board of Directors of NewCo, who will be appointed by the joint shareholders' meeting of GULF and INTUCH, decides otherwise. In this regard, if there will be any significant amendments to the business objectives, such amendments will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the Securities and Exchange Commission ("**SEC**") and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

- **Business plan**

As stated in Form 247-4 on submission date, within 12 months following the end of the Tender Offer Period, the Offerors have intention to supervise the Business with the objective of growing the Business efficiently, effectively and sustainably and intends to review the current business plans of the Business in further detail and may consider adjusting the business plan to be appropriate for the business operations, as well as the current and future competitive landscape. In this regard, if there are any significant amendments to the business plan, such amendments will be made in accordance with the relevant laws and regulations enforceable at that time. And NewCo is expected to follow the plans of the Offerors.

<u>Opinion of the Board of Directors</u>

The Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that the Offerors will participate in overseeing the Company for the purpose of growth and efficiency, effectiveness, and sustainability. And NewCo is expected to follow the plans of the Offerors. However, if the Offerors make any significant changes to the business plan, the changes are subject to the approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

- **Investment Plan**

As stated in Form 247-4 on submission date, The Offerors have no plans for the Business to make any significant additional investment except for business investments, capital expenditure and/or investments in the ordinary course of business and in accordance with the business plans of the Business. However, after the Tender Offer, each of the Offerors may consider additional investment plans if any appropriate and attractive investment opportunities arise. The Offerors may consider amending such investment plans as appropriate. In this regard, if there will be any significant amendments to the investment plan, such changes will be made in accordance with the relevant laws and regulations enforceable at that time. And NewCo is expected to follow the plans of the Offerors.

Opinion of the Board of Directors

The Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that the Offerors have no plans for the Business to make any significant additional investment except for regular business investments and expected NewCo will follow the plans of the Offerors. However, after the Tender Offer, if the Offerors make any significant changes on investment plan, the changes are subject to gain approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

- **Plan on changing corporate structure, management, and recruitment**

As stated in Form 247-4, The Offerors have no plans to make amendments to the management structure of the Business within 12 months following the end of the Tender Offer Period. Nonetheless, the Offerors may consider nominating person(s) as director(s) and/or independent director(s) to be suitable for the highest benefit of the Business. And NewCo is expected to follow the plans of the Offerors.

Subject to the shareholding percentage in the Business after the Tender Offer and as the Offerors and/or NewCo view that it is suitable, if there will be any significant amendments to the management structure, such amendments will be subject to the approvals from the

Company's Board of Directors and in compliance with the relevant laws and regulations enforceable at that time.

Opinion of the Board of Directors

The Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that the Offerors may nominate persons as directors and/or independent directors as deemed appropriate for the highest benefit of the Business. And expected that, NewCo will follow the plans of the Offerors. Whereby, the Company has established policy and criteria formulation on directors' nomination stating that the Nomination and Governance Committee (the "**NGC**") is responsible for identifying and selecting qualified candidates by considering overall compositions of skills and qualification, characteristics required of directors' diversity (i. e., gender, age, and experience), illegal records as well as independency aspect, and the Company's current and future business directions. The NGC will propose through the Board of Directors for election at the shareholders' meetings in accordance with the Company's Articles of Association.

The Company also has invited the shareholders to propose candidate(s) to be nominated as director in advance, at least three months prior to the fiscal year end date and through SET's disclosure channel and Company's website.

- **Plans on disposal of existing core assets**

As stated in Form 247-4, The Offerors have no plans to dispose of any significant core assets of the Business within 12 months following the end of the Tender Offer Period, except for disposal of assets in the ordinary course of business. NewCo is expected to follow the plans of the Offerors. In the event of any significant core asset disposal, such disposals will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the SEC and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

Opinion of the Board of Directors

The Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that the Offerors have no plans to dispose of any significant core assets of the Business and expected that NewCo will follow the plan of the Offerors.

However, if the Offerors make any significant changes on Business operations, the changes are subject to the approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

Plans on changing financial structure

As stated in Form 247-4, The Offerors have no plans to make significant amendments to the Business's financial structure within 12 months following the end of the Tender Offer Period, other than the events which fall under the ordinary financial management of the Business. NewCo is expected to follow the plans of the Offerors.

Nonetheless, if there will be any significant amendments to the financial structure of the Business, including but not limited to capital increase/decrease and/or additional loan arrangements of the Business, such amendments will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the SEC and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

Opinion of the Board of Directors

The Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that the Offerors have no plans to make significant amendments to the Business's financial structure within 12 months following the end of the Tender Offer Period and expected that NewCo will follow the plans of the Offerors. However, if the Offerors make any significant changes on Business operations, the changes are subject to the approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

- Dividend policy

As stated in Form 247-4, the Offerors have no plans to change the Business' dividend policy within 12 months following the end of the Tender Offer Period. NewCo is expected to follow the plans of the Offerors.

Nonetheless, if there will be any significant amendments to the Business's dividend policy, such amendments will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the SEC and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

<u>Opinion of the Board of Directors</u>

The Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that the Offerors have no plans to change the Business' dividend policy within 12 months following the end of the Tender Offer Period and expected that NewCo will follow the plans of the Offerors. As of the Tender Offer submission date, the Business has a policy to pay dividend not less than 70% of net profit based on the consolidated financial statements, which will be paid to the shareholders twice a year. The first dividend payment is paid as an interim dividend, which will be distributed from the operating results for the first half period of the year, subject to the approval of the Board of Directors of the Business and shall be reported to the shareholders at the next shareholders' meeting. The second dividend payment is paid as an annual dividend, which will be distributed from the operating results of the second half period of the year, subject to shareholders' approval. The annual and interim dividend payments could be subject to change, depending on cash flow and investment plans including any other future obligations of the Business and/or the Business's subsidiaries. Such dividend payments shall not exceed the retained earnings in the Business's separate financial statement nor adversely affect the Business and/or the Business' subsidiaries ongoing operations.

Any amendment or change of dividend payment policy of the Company has been reserved as authorization of the Board of Directors so as to protect the highest interests of the

Company and its shareholders. The Executive Committee is responsible for reviewing and making recommendations to the Board of Directors regarding the Company's dividend policy.

4.3.3. Related Party Transactions

As of the Tender Offer submission date, the Business has established policies, procedures, and approval processes for related party transactions in accordance with the requirements of the SET and the SEC to prevent conflict of interests in related party transactions between the Business and/or its subsidiaries on one hand and the persons who may have conflict of interests on the other hand.

In this regard, prior to conducting the Tender Offer, the Offerors and the Persons under Section 258 of each of the Offerors, and in the case of SSI, Singtel and its subsidiaries, have entered into related party transactions with the Business and/or its subsidiaries with the details as follows:

1) GULF

Unit: THB mm

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. ADVANC | Service income | 45.55 | 4.77 | GULF generates service fees for consultancy services related to business operations, in accordance with the service agreement and standard commercial terms |
| 2. Advanced Wireless Network Co., Ltd. | Service income | - | 326.58 | GULF1, the subsidiary of GULF, provides design, procurement, and installation services for solar power systems under the solar power system installation project at a total of 4,500 base stations, in accordance with the service agreement and standard commercial terms. |

Unit: THB mm

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 3. Advanced Wireless Network Co., Ltd. | Administrative expenses | 28.60 | 28.39 | GULF and its subsidiaries utilize Microsoft License Subscription, telephone, and internet services as part of their regular business operations, with pricing and standard commercial terms |

Source: The Tender Offer (Form 247-4), submission date at 24 December 2024

2) GULF's Major Shareholder

Unit: THB mm

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. Advanced Wireless Network Co., Ltd. | Expenses | 0.18 | 0.11 | Expense for telephone, and internet services as regular business operations, with pricing and standard commercial terms |

Source: The Tender Offer (Form 247-4), submission date at 24 December 2024

3) INTUCH

Unit: THB mm

| The Business and/or subsidiaries | Type of transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. ADVANC and its subsidiaries (“**ADVANC** Group”) | Income from rendering services | | | Income<br><br>ADVANC utilized legal, financial, and HR services to support its normal operations. The fees for legal and financial services are determined based on actual costs plus the margin, while the fees for HR services were based on market rates and the overall work and responsibility ratio<br><br>Expense<br><br>In addition, the ADVANC group’s network covers service areas comprehensively, and the transactions between them are part of ADVANC's normal business practices, with service fees and terms applied in the same rate as external parties. |
| | 1. Income from rendering services | 0.8 | - | |
| | Expenses | | | |
| | 1. Datanet Leased Line and others | 2.27 | 1.26 | |

Source: The Tender Offer (Form 247-4), submission date at 24 December 2024

4) SSI

There are no related party transactions between SSI and ADVANC and its subsidiaries. Below is the list of transactions entered into between Singtel group and its subsidiaries with the Business and subsidiaries of the Business:

Unit: THB mm

| The Business and/or subsidiaries | Type of transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| ADVANC and its subsidiaries (“**ADVANC Group**”) | Sales and Services | | | The subsidiaries of ADVANC enter into an agreement with companies within Singtel Group:<br><br>ADVANC pay service fee such as<br><br>- The joint International Roaming operation services (IR)<br><br>- Network telecom service operator i.e. International Private Leased Circuit (IPLC) and content services.<br><br>The agreement is under the ordinary course of business and both parties charge each other at the accepted price by deducting profit margin from their |
| | 1. Service Income | 175.83 | 231.80 | |
| | 2. Trade and other accounts receivable | 24.65 | 25.44 | |
| | Purchase of goods and services | | | |
| | 1. Rental and other service expenses | 227.03 | 226.89 | |
| | 2. Trade and other accounts payable | 167.82 | 259.20 | |
| | 3. Interest expense | 0.14 | - | |
| | 4. Purchases of property and other assets | 87.23 | 9.81 | |

Unit: THB mm

| The Business and/or subsidiaries | Type of transaction | For the Year Ended 31 December 2023 | For 9-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| | 5. Lease liabilities | 0.75 | 11.19 | customers at the same rate as other operators.<br><br><u>Sales and Services</u><br><br>The subsidiaries of ADVANC charge IR at the same rate as other operators and content services at the same rate as other content providers.<br><br><u>Purchase of goods and services</u><br><br>The subsidiaries of ADVANC pay IPLC, IR fee at the same rate with other operators and pay service fee (content) at the same rate as other content providers. |

Source: The Tender Offer (Form 247-4), submission date at 24 December 2024

During the period of 12 months after the end of the Tender Offer Period, the Offerors and persons under section 258 of the Offerors may have transactions with the Company and its subsidiaries which are the ordinary business transactions to be consistent with business plan of the Business after the Tender Offer.

If the Offerors and persons under section 258 of the Offerors have any related party transactions with the Company and its subsidiaries in the future, the Offerors will arrange to ensure that the Company and its subsidiaries proceeds 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 Board of Directors, excluding interested directors, shared a mutual opinion with the Independent Financial Advisor that all related party transactions are the ordinary business transactions and the Company has established an internal policy and authorization matrix to approve such related transactions in compliance with the rules and regulation of the SET and the SEC in order to prevent conflicts of interest between the Company, its subsidiaries and the related parties. The Company will thoroughly consider that all transactions are conducted at arm's length basis.

**4.4. Additional comment of the Company's board of directors (in case the Tender Offer is prepared for security delisting pursuant to the SET regulations)**

-None-

**5. The Opinion of the Independent Financial Advisor of the shareholders who is the financial advisor listed in the SEC's**

Please refer to the report of the Independent Financial Advisor's opinion to the Tender Offer of the Advanced Info Service Public Company Limited.

The Company hereby certifies that the information contained herein is accurate. There is neither information that may cause a misunderstanding in the material aspect among other parties nor any concealment of material information that should have been explicitly disclosed.

Respectfully Yours,

Advanced Info Service Public Company Limited

*- Signed -*

(Mr. Somchai Lertsutiwong / Mr.Smith Banomyong)

Authorized director

(Translation)

ENCLOSURE

# Opinion of the Independent Financial Advisor on the Voluntary Tender Offer for All Securities of Advanced Info Service Public Company Limited

To

Shareholders of Advanced Info Service Public Company Limited

The Offerors

Gulf Energy Development Public Company Limited

Intouch Holdings Public Company Limited

Singtel Strategic Investments Pte. Ltd.

and Mr. Sarath Ratanavadi

By

AIM Infinite Company Limited

3 January 2025

3 January 2025

Subject Opinion of the Independent Financial Advisor on the Voluntary Tender Offer for All Securities of Advanced Info Service Public Company Limited by Gulf Energy Development Public Company Limited, Intouch Holdings Public Company Limited, Singtel Strategic Investments Pte. Ltd. and Mr. Sarath Ratanavadi

To Shareholders of Advanced Info Service Public Company Limited

Pursuant to December 24, 2024, Advanced Info Service Public Company Limited ("**ADVANC**" or "**the Company**") received a copy of the voluntary tender offer for all securities of the Company from Gulf Energy Development Public Company Limited, Intouch Holdings Public Company Limited, Singtel Strategic Investments Pte. Ltd. and Mr. Sarath Ratanavadi (collectively referred to as "**the Offerors**"). The Offerors are conducting a conditional voluntary tender offer for all remaining securities of ADVANC (excluding the shares of ADVANC currently held by the Offerors) of 1,078,138,736 shares or equivalent to 36.25% of total issued and paid-up shares of the ADVANC at the offering price at THB 211.43 per share.

This voluntary tender offer for all securities of ADVANC is in accordance with the Securities and Exchange Act B.E. 2535 (1992), as amended, and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011, as amended. The Offerors submitted the Tender Offer (Form 247-4) on 24 December 2024 to the Securities and Exchange Commission and shareholders of the ADVANC.

In this regard, the Company appointed AIM Infinite Company Limited (the "**Independent Financial Advisor**" or "**IFA**"), to act as the Independent Financial Advisor to provide an opinion on the conditional voluntary tender offer to the Company's shareholders. In preparing the Opinion, the IFA has studied the Tender Offer (Form 247-4) including information and documents publicly disclosed by the Company such as an annual report, annual registration statement (Form 56-1), audited or reviewed financial statements and other information publicly available as well as information from management interview, etc. The opinion of IFA is based on the assumption that such information and documents are complete, correct, and true, and considers the current situations and data available at present. Any changes that materially affect business operations, valuation, or shareholders' decisions regarding the fair price may result in changes to the evaluation. However, the IFA has not specifically audited, reviewed or evaluated the assets or liabilities of the ADVANC and is not responsible for the accuracy of the aforementioned information.

The opinion of the Independent Financial Advisor is intended solely as information to support ADVANC's shareholder in considering the conditional voluntary tender offer for all securities of ADVANC. Shareholders should analyze the Opinion of IFA in different aspects to use as information to support their decision. Nevertheless, the final decision whether to accept or reject the Tender Offer shall be made at the sole discretion of each of the Company's shareholders.

## Abbreviation

| | |
|---|---|
| “Offerors” | Gulf Energy Development Public Company Limited<br>Intouch Holdings Public Company Limited<br>Singtel Strategic Investments Pte. Ltd. (SSI) and<br>Mr. Sarath Ratanavadi |
| “Offering Price” | The offering price for ADVANC's common shares is THB 211.43 per share, which reflects an adjustment from the original offering price of THB 216.30 per share. This adjustment accounts for the interim dividend of THB 4.87 per share (declared by ADVANC, as approved by the Board of Directors at the meeting on August 6, 2024). |
| “ADVANC” “Business” or “Company” | Advanced Info Service Public Company Limited |
| “GULF” | Gulf Energy Development Public Company Limited |
| “INTUCH” | Intouch Holdings Public Company Limited |
| “SSI” | Singtel Strategic Investments Pte. Ltd. |
| “NewCo” | New juristic person established from the amalgamation between GULF and INTUCH for the purpose of restructuring which will result in both GULF and INTUCH ceasing their status as juristic persons |
| “GULF’s Major Shareholder” | Mr. Sarath Ratanavadi |
| “SEC” | The Securities and Exchange Commission |
| “SET” | Stock Exchange of Thailand |
| “THCOM” | Thaicom Public Company Limited |
| “TFRIC 12” | Thai Financial Reporting Interpretations Committee of No. 12 |
| “TFRS 9” | Thai Financial Reporting Standards No. 9 |
| “3BBIF” | 3BB Internet Infrastructure Fund |
| “NT” | National Telecom Public Company Limited |
| “TRUE” | True Corporation Public Company Limited |

| | |
|---|---|
| "DTAC" | Total Access Communication Public Company Limited |
| "TTTBB" | Triple T Broadband Public Company Limited |
| "ARPU" | Average Revenue Per User |
| "NBTC" | National Broadcasting and Telecommunication Commission |
| "Independent Financial Advisor" or "IFA" | AIM Infinite Company Limited |

# Table of Contents

## 1. Background

### 1.1. Nature of the Transaction

On 3 October 2024, the shareholders' meetings of Gulf Energy Development Public Company Limited ("**GULF**") and Intouch Holdings Public Company Limited ("**INTUCH**") considered and approved the amalgamation between GULF and INTUCH for the purpose of restructuring which will result in both GULF and INTUCH ceasing their status as juristic persons and forming a new juristic person ("**NewCo**") from the amalgamation (the "**Amalgamation**"). NewCo will assume all assets, liabilities, rights, obligations and responsibilities of GULF and INTUCH by operation of law, including all 1,202,712,000 shares of Advanced Info Service Public Company Limited ("**ADVANC**" or the "**Company**" or the "**Business**") held by INTUCH, representing 40.44% of the total issued and paid-up shares of ADVANC. Pursuant to the requirements under the Securities and Exchange Act B.E. 2535 (1992), as amended, and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011, as amended (the "**Notification TorChor. 12/2554**"), NewCo will have an obligation to conduct a mandatory tender offer for all the securities of ADVANC as a result of NewCo holding shares of ADVANC which reaches or exceeds the mandatory tender offer threshold.

In addition, in accordance with the principle of acquiring significant control in a juristic person who is a shareholder of the acquired business as prescribed in the Notification TorChor. 12/2554 (the "**Chain Principle Rule**"), Mr. Sarath Ratanavadi ("**GULF's Major Shareholder**"), as the person acquiring significant controlling power in NewCo, which is the juristic person that will hold shares directly in ADVANC after completion of the Amalgamation, will also have the obligation to conduct a tender offer for all the securities of ADVANC.

In this regard, GULF and INTUCH (as the companies to be amalgamated into NewCo) and GULF's Major Shareholder intend to conduct the Tender Offer to fulfill the mandatory tender offers for all the remaining securities of ADVANC as required by law as a result of the Amalgamation and the Chain Principle Rule.

Singtel Strategic Investments Pte. Ltd. ("**SSI**"), which is one of ADVANC's major shareholders, has sent a letter expressing its intention to participate in the conditional voluntary tender offer for all remaining securities of ADVANC with GULF, INTUCH and GULF's Major Shareholder under the same conditions offered by GULF, INTUCH and GULF's Major Shareholder because SSI is confident in the long-term business operation of ADVANC and its growth potential. These factors align with SSI's investment strategies. GULF and INTUCH have considered and viewed that participation of SSI in the conditional voluntary tender offer for all remaining securities of ADVANC will not cause any damages or loss of benefits to GULF or INTUCH, including their shareholders as well as the Amalgamation. Moreover, SSI's participation will help GULF and INTUCH achieve their objective for the Amalgamation while lessening the financial burden relating to the tender offer. GULF and INTUCH do not intend to enter into the Amalgamation for the purpose of acquiring additional assets or liabilities.

Therefore, GULF, INTUCH, GULF's Major Shareholder and SSI (collectively referred to as the "**Offerors**") intend to conduct the conditional voluntary tender offer for all remaining securities of ADVANC (excluding the shares of ADVANC currently held by the Offerors) totaling 1,078,138,736 shares, representing 36.25% of the total shares with voting rights of ADVANC (hereinafter referred to as the "**Tender Offer for Securities**" or the "**Tender Offer**").

GULF and INTUCH (as the companies to be amalgamated into NewCo) and GULF's Major Shareholder have been granted the waivers of the obligations of NewCo and GULF's Major Shareholder to conduct the mandatory tender offers for all the securities of ADVANC and for other relevant matters from the Office of the Securities and Exchange Commission and/or the Takeover Panel on 7 June 2024 and on 15 July 2024 on condition that GULF, INTUCH and GULF's Major Shareholder must undertake the Tender Offer. Therefore, by this Tender Offer, NewCo and GULF's Major Shareholder will no longer have the obligations to conduct mandatory tender offers for all the securities of ADVANC after completion of the Amalgamation.

Under the Tender Offer, each offeror has independently made their respective tender offer to purchase shares of the Business under the same terms and conditions specified herein, with each offeror acquiring shares of the Business according to the allocations outlined in the terms of the Tender Offer.

1.2. Name of the Offerors

Gulf Energy Development Public Company Limited ("**GULF**")

Intouch Holdings Public Company Limited ("**INTUCH**")

Mr. Sarath Ratanavadi ("**GULF's Major Shareholder**") and

Singtel Strategic Investments Pte. Ltd. (SSI), an indirect wholly owned subsidiary of Singapore Telecommunications Limited ("**Singtel**")

1.3. Offering Price and Tender Offer Period

The offering price of the Business's share is THB 211.43 (Two Hundred and Eleven Point Four Three Baht) per share (the "**Offering Price**"). In addition, shareholders who accept the Tender Offer, are subject to a brokerage fee of 0.25% of the Offering Price per share, plus value-added tax of 7% of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 210.864425 (Two Hundred and Ten Point Eight Six Four Four Two Five Baht) per share, whereby such offering price is the final offer which will not be changed and the Tender Offer Period is a total of 26 business days from 25 December 2024 to 31 January 2025 (both dates inclusive), during the office hours of the Tender Offer Agent from 9:00 a.m. to 4:00 p.m., whereby the Tender Offer Period is the final period which will not be extended.

If there is any announcement of additional public holiday(s) by Bank of Thailand and the Stock Exchange of Thailand (the "**SET**") during the Offer Period, the Offerors will extend the Offer Period until the Offer Period totals not fewer than 25 business days according to the Notification TorChor. 12/2554.

1.4. Conditions for Cancellation of the Tender Offer

The Offerors 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 SEC but within the Offer Period which causes or may cause severe damage to the position or the assets of the Business, where such event or action did not result from the actions of the Offerors or actions for which the Offerors were 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 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 dated 25 July 2011

1.5. Tender Offer Revocation Period

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 25 December 2024 and 23 January 2025 (both dates inclusive) (totaling 20 business days) during the Tender Offer Agent's working hours from 9:00 a.m. to 4:00 p.m. If the Offeree wishes to revoke its acceptance of the Tender Offer, it must follow the Tender Offer Revocation Procedure.

If there is any announcement of additional holiday(s) by Bank of Thailand and/or the SET during the Offer Period, the Offerors will extend Tender Offer Revocation Period until the Tender Offer Revocation Period totals not fewer than 20 business days according to the Notification TorChor. 12/2554.

1.6. Source of Funds for the Tender Offer

The Business has a total of 2,974,209,736 issued and paid-up shares, of which 1,202,712,000 shares and 693,359,000 shares are currently held by INTUCH and SSI, respectively. Therefore, the aggregate value of the Tender Offer of all securities of ADVANC, excluding the shares currently held by INTUCH and SSI, is THB 227,950,872,952.48 (Two Hundred and Twenty-Seven Billion Nine Hundred and Fifty Million Eight Hundred and Seventy-Two Thousand and Nine Hundred and Fifty-Two Point Four Eight Baht). The value is calculated by multiplying the maximum number of shares that the Offerors will purchase totaling 1,078,138,736 shares, representing approximately 36.25% of the total issued and paid-up shares of ADVANC, with the Offering Price of THB 211.43 per share. Proportions of shares to be purchased by each of the Offerors is described as follows:

| Offerors | Total Number of Shares to be Purchased | % of total issued and paid-up shares of ADVANC |
|---|---|---|
| SSI | ≤ 297,420,973 | ≤ 10.00% |
| INTUCH | ≤ 386,647,265 | ≤ 13.00% |
| GULF | ≤ 386,647,265 | ≤ 13.00% |
| GULF's Major Shareholder | ≤ 7,423,233 | ≤ 0.25% |
| Total | ≤ 1,078,138,736 | ≤ 36.25% |

*Remark: Based on the assumption that the remaining foreign shareholding limit of ADVANC at the time is at least 10% of the total issued and paid-up shares of ADVANC*

The source of funds for the Tender Offer of each of the Offerors is described as follows:

(a) In the case that all the Offerees sell all of the remaining ordinary shares in this Tender Offer, the funds required for the Tender Offer for SSI will be equal to THB 62,883,716,321.39 (Sixty-Two Billion Eight Hundred and Eighty-Three Million Seven Hundred and Sixteen Thousand Three Hundred and Twenty-One Point Three Nine Baht). The funds are entirely sourced from intercompany loan from Singtel Group Treasury Pte. Ltd. ("**SGT**"). SSI and SGT are both wholly owned subsidiaries of Singtel. In addition, SGT has issued a confirmation letter to provide financial support to SSI for the Tender Offer and confirmed that SGT has available committed credit lines from financial institutions in an aggregate amount of SGD 3,000,000,000 (or equivalent to THB 75,933,600,000) as of 29 November

2024. (Calculated by using an average buying rate (Transfer) as at 29 November 2024 (Source: Bank of Thailand))

(b) In the case that all the Offerees sell all of the remaining ordinary shares in this Tender Offer, the funds required for the Tender Offer for INTUCH will be equal to THB 81,748,831,238.95 (Eighty-One Billion Seven Hundred and Forty-Eight Million Eight Hundred and Thirty-One Thousand Two Hundred and Thirty-Eight Point Nine Five Baht). The funds are entirely sourced from credit facilities provided by financial institutions. The Siam Commercial Bank Public Company Limited, Kasikornbank Public Company Limited, Bank of Ayudhya Public Company Limited, Government Savings Bank, Krung Thai Bank Public Company Limited and Bangkok Bank Public Company Limited ("**BBL**") have issued a confirmation letter stating that the banks have approved and will provide financial support to INTUCH for the purpose of Tender Offer in the amount of up to THB 15,000,000,000 (Fifteen Billion Baht).

In addition, Maybank International Labuan Branch, Standard Chartered Bank (Hong Kong) Limited, Sumitomo Mitsui Banking Corporation Singapore Branch (incorporated in Japan with limited liability), United Overseas Bank Limited, BNP Paribas, acting through its Singapore branch, DBS Bank Ltd. and Natixis, Singapore Branch, have issued a confirmation letter stating that the banks have committed to provide financial support to INTUCH for the purpose of Tender Offer in the amount of up to USD 2,100,000,000 (Two Billion and One Hundred Million U.S. Dollar) (or equivalent to THB 71,665,650,000). (Calculated by using an average buying rate (Transfer) as at 29 November 2024 (Source: Bank of Thailand))

(c) In the case that all the Offerees sell all of the remaining ordinary shares in this Tender Offer, the fund required for the Tender Offer for GULF will be equal to THB 81,748,831,238.95 (Eighty-One Billion Seven Hundred and Forty-Eight Million Eight Hundred and Thirty-One Thousand Two Hundred and Thirty-Eight Point Nine Five Baht). The fund is entirely sourced from credit facilities provided by financial institutions. The Siam Commercial Bank Public Company Limited, Kasikornbank Public Company Limited, Bank of Ayudhya Public Company Limited, Government Savings Bank, Krung Thai Bank Public Company Limited and BBL have issued a confirmation letter stating that the banks have approved and will provide financial support to GULF for the purpose of Tender Offer in the amount of up to THB 15,000,000,000 (Fifteen Billion Baht).

In addition, Maybank International Labuan Branch, Standard Chartered Bank (Hong Kong) Limited, Sumitomo Mitsui Banking Corporation Singapore Branch (incorporated in Japan with limited liability), United Overseas Bank Limited, BNP Paribas, acting through its Singapore branch, DBS Bank Ltd. and Natixis, Singapore Branch, have issued a confirmation letter stating that the banks have committed to provide financial support to GULF for the purpose of Tender Offer in the amount of up to USD 2,100,000,000 (Two Billion and One Hundred Million U.S. Dollar) (or equivalent to 71,665,650,000). (Calculated by using an average buying rate (Transfer) as at 29 November 2024 (Source: Bank of Thailand))

(d) In the case that all the Offerees sell all of the remaining ordinary shares in this Tender Offer, the fund required for the Tender Offer for GULF's Major Shareholder will be equal to THB 1,569,494,153.19 (One Billion Five Hundred and Sixty-Nine Million Four Hundred and Ninety-Four Thousand One Hundred and Fifty-Three Point One Nine Baht). The fund is entirely sourced from credit facilities provided by BBL. BBL has issued a confirmation letter stating that the bank has committed to provide financial support to GULF's Major Shareholder for the purpose of Tender Offer in the amount of up to THB 1,600,000,000 (One Billion and Six Hundred Million Baht).

Based on the information disclosed by the tender Offerors in Form 247-4, the IFA reviewed the source of funds for the Tender Offer and found that, as of the date of the tender offer submission, the Offerors had sufficient funds for the Tender Offer.

## 2. The Offerors and the Company Information

### 2.1. The Offerors' Information

#### 2.1.1. General Information of the Offerors

1) GULF

| | |
|---|---|
| Name | Gulf Energy Development Public Company Limited |
| Address | No. 87 M. Thai Tower 11th Floor, All Seasons Place, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 |
| Telephone Number | 0-2080-4499 |
| Facsimile Number | 0-2080-4455 |
| Company Registration Number | 0107560000231 |
| Website | www.gulf.co.th |
| Secondary Market | SET |
| Industry | Resources |
| Sector | Energy & Utilities |
| Nature of Business | Holding company investing in energy and infrastructure businesses, which can be divided into 3 business groups, namely 1) Energy business, consisting of gas-fired power business and provision of relevant services to companies in GULF Group, renewable energy business and gas business 2) Infrastructure and utilities business, and 3) Digital business. |

2) GULF's Major Shareholder

| | |
|---|---|
| Name | Mr. Sarath Ratanavadi |
| Age | 59 years |
| Address | Gulf Energy Development Public Company Limited<br>No. 87 M. Thai Tower 11th Floor, All Seasons Place, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 |
| Telephone Number | 0-2080-4499 |
| Educational Backgrounds | - Honorary Doctor of Engineering, Chulalongkorn University<br>- Master of Science (Engineering Management), University of Southern California, USA<br>- Bachelor of Engineering (Civil Engineering), Chulalongkorn University |
| Working Experience | 2024 - Present Director, GSA Holdings Company Limited<br>2024 - Present Director, Gulf Edge Services Company Limited<br>2024 - Present Director, GE<br>2024 - Present Director, GSA Data Center Company Limited |

| | | |
|---|---|---|
| | 2023 - Present | Director, Vice Chairman of the Board and Chairman of the Nomination and Compensation Committee, THCOM |
| | 2023 - Present | Chairman of the Executive Committee, ADVANC |
| | 2023 - Present | Director, Gulf Infrastructure Company Limited |
| | 2023 - Present | Director, Gulf LNG Company Limited |
| | 2021 - Present | Director, Vice Chairman of the Board and Member of the Nomination and Compensation Committee, ADVANC |
| | 2021 - Present | Director, Gulf Innova Company Limited |
| | 2021 - Present | Director, Advanced Wireless Network Company Limited |
| | 2021 - Present | Director, Gulf Renewable Energy Company Limited |
| | 2020 – Present | Vice Chairman of the Board, GULF |
| | 2018 - Present | Board of Councilors, University of Southern California, Annenberg School for Communication and Journalism, USA |
| | 2017 - Present | Director, Gulf Investment and Trading Pte. Ltd. |
| | 2017 - Present | Director and Chief Executive Officer, GULF |
| | 2016 - Present | Director, Gulf Holdings (Thailand) Company Limited |
| | 2022 – 2023 | Director, Gulf Binance Company Limited |
| | 2022 – 2023 | Member of the Executive Committee, ADVANC |
| | 2022 – 2023 | Director, Gulf Ventures Company Limited |
| | 2021 - 2023 | Director, GULF1 Company Limited |
| | 2017 - 2023 | Board Chairman, NIST International School Foundation |
| | 2021 - 2022 | Director and Vice Chairman of the Board, INTUCH |
| | 2018 - 2020 | Director, Gulf Energy International Company Limited |
| | 2008 - 2020 | Director, Gulf JP Company Limited |
| | 2011 - 2017 | Director and Chief Executive Officer, Gulf Energy Development Company Limited |
| | 2008 - 2017 | President, Gulf JP Company Limited |
| | 2008 - 2017 | Board Vice Chairman, NIST International School Foundation |
| | 2011 - 2016 | Representative of Licensee, NIST International School |
| | 2008 - 2016 | Executive Board Chairman, NIST International School |
| | 1994 - 2016 | Director and President, Gulf Electric Public Company Limited |

3) INTUCH

| | |
|---|---|
| Name | Intouch Holdings Public Company Limited |
| Address | No. 87 M. Thai Tower, 27th Floor Unit 2, All Seasons Place, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 |
| Telephone Number | 0-2118-6900 |
| Facsimile Number | 0-2118-6947 |
| Company | 0107535000257 |

| | |
|---|---|
| Registration Number | |
| Website | www.intouchcompany.com |
| Secondary Market | SET |
| Industry | Technology |
| Sector | Information & Communication Technology |
| Nature of Business | Holding company investing in telecommunications, media, technology and digital businesses. The investment of INTUCH may be divided into 2 main business lines which include: 1) Cognitive Tech-Co business; and 2) Digital services and other businesses |

4) SSI

| | |
|---|---|
| Name | Singtel Strategic Investments Pte. Ltd. |
| Address | Singapore Post Centre, #07-31, 10 Eunos Road 8, Singapore 408600 |
| Telephone Number | +65 6838 3388 |
| Company Registration Number | 199705915H |
| Nature of Business | Holding company which holds certain international investment of Singtel |

2.1.2. The Offerors' Business Overview

1) GULF

GULF was established in 2011. Its shares were listed and traded on the SET on 6 December 2017 in accordance with the listing requirements for a company whose primary source of income is holding shares in other companies (Holding Company). Gulf VTP Company Limited is GULF's subsidiary operating core business which is not a listed company.

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

(1) Energy Business

GULF conducts its energy business by investing in the development, construction, and operation of gas-fired power projects and renewable energy projects, which have long-term Power Purchase Agreements with government sector or credible and stable private sector, through its subsidiaries and associated companies. It also extends to the upstream business of GULF such as Gas Business.

Operational Plan of the Power Projects (as of 30 September 2024)

| Installed Power Generation Capacity | As of 30 September 2024 (in operation) | By the Year 2033 (under construction and development) |
|---|---|---|
| Total Gross | 13,881 megawatts | 23,356 megawatts |
| Total Equity | 7,579 megawatts | 12,750 megawatts |

Energy Business consists of:

(1.1) Power Generation Business

(1.1.1) Gas-fired Power Generation Business

The gas-fired power projects under GULF Group based on the type of the Power Purchase Agreements can be divided into 4 categories (information as of 30 September 2024) as follows:

| | IPP Power Projects (IPP) | SPP Power Projects (SPP) | Captive Power Project | Gas-fired Power Project in Merchant Market |
|---|---|---|---|---|
| Details | 6 projects in Thailand<br>(in operation, and under construction and development) | 19 projects in Thailand<br>(in operation) | 1 project in Duqm Special Economic Zone (“**Duqm SEZ**”)<br>in Oman<br>(in operation) | 1 project in Will County, Illinois, United States of America<br>(in operation) |
| Installed Power Generation Capacity | Electricity:<br>10,861 megawatts<br>(Electricity:<br>2,033 megawatts)<br>(under construction and development) | Electricity:<br>2,474 megawatts | Electricity:<br>326 megawatts<br>Water:<br>1,667 $m^3$ / hour | Electricity:<br>1,200 megawatts |
| Off-taker | Electricity Generating Authority of Thailand (“**EGAT**”)<br>(sole off-taker) | - EGAT (70-80% of generated electricity)<br>Industrial Users (20-30% of generated electricity with steam and chilled water offtake) | DRPIC refinery<br>(sole off-taker for both electricity and water) | Pennsylvania, New Jersey, and Maryland Interconnection (PJM) |
| Type of Contract | 25-year Power Purchase Agreement with EGAT | 25-year Power Purchase Agreement with EGAT and | 25-year Power and Water Purchase Agreement | Supplying electricity to PJM merchant market, which is a regional transmission |

| | IPP Power Projects (IPP) | SPP Power Projects (SPP) | Captive Power Project | Gas-fired Power Project in Merchant Market |
|---|---|---|---|---|
| | | long-term Power Purchase Agreement with Industrial Users | (The Project has been granted exclusive rights to operate utilities business in Duqm SEZ) | organization with the highest reliability and highest electricity demand in the USA |
| Remark: GULF Group gas-fired power projects are configured with a cogeneration system or combined cycle gas turbine that uses natural gas as a primary fuel, and IPP power projects may use diesel oil as backup fuel. Combustion of the fuel will produce a high-pressure hot gas which is used to rotate the gas turbine, generating electrical current and voltage. The gas turbine's exhaust gas will be used for generating steam that then drives the steam turbine to generate additional electricity. | | | | |

(1.1.2) Other Related Services of GULF Group

GULF provides management services for the power 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 include contractor recruitment, construction contract management, management services, planning of work and policy of operation and maintenance, accounting, finance, and other administrative works for the power projects. The services are provided under management services agreements, secondment agreements, and short-term funding agreements.

(1.2) Renewable Energy Business

(a) Biomass Power Project

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

(b) Solar Power Projects

GULF Group invests in solar power projects including solar farms, solar farms with battery energy storage systems ("**Solar BESS**") and solar rooftops, with installed power generation capacity of 258 megawatts in operation and 2,672 megawatts under construction and development as of 30 September 2024. The projects' details are as follows:

| Solar Power Projects | Installed Power Generation Capacity | Off-taker / Type of Contract |
|---|---|---|
| 2 Solar Farms in Vietnam<br>(both in operation) | 119 megawatts | Vietnam Electricity (EVN) under 20-year Power Purchase Agreements |
| 13 Solar Farms in Thailand<br>(under construction and development) | 870 megawatts | EGAT under 25-year Power Purchase Agreements |
| 11 Solar BESS Projects in Thailand<br>(under construction and development) | 1,668 megawatts | EGAT under 25-year Power Purchase Agreements |
| Very Small Power Producer (VSPP) Solar Rooftop Projects in Thailand<br>(in operation) | 0.6 megawatts | Provincial Electricity Authority ("**PEA**") under 25-year Power Purchase Agreements |
| Solar Rooftop Projects under GULF1 Co., Ltd.<br>(in operation / under construction and development) | 138 megawatts /<br>135 megawatts | Industrial Users under 10-15-year Power Purchase Agreements |

(c) Wind Power Projects

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

| Wind Power Projects | Installed Power Generation Capacity | Off-taker / Type of Contract |
|---|---|---|
| 3 Onshore Wind Farms under the GGC Joint Venture in Thailand<br>(in operation) | 178 megawatts | EGAT under 25-year Power Purchase Agreements |
| Offshore Wind Farm under MKW Project in Vietnam<br>(in operation) | 128 megawatts | Vietnam Electricity (EVN) under 20-year Power Purchase Agreement |
| Offshore Wind Farm under BKR2 Project in Northwestern Germany<br>(in operation) | 465 megawatts | Ørsted group under 20-year Power Purchase Agreement |
| Offshore Wind Farm under Outer Dowsing Project in the United Kingdom<br>(under development) | 1,500 megawatts | (The project is under development.) |

(d) Waste-to-Energy Projects

GULF Group invests in waste-to-energy projects in Thailand with a total installed power generation capacity of 128 megawatts and investment in waste fuel production facilities under construction / development as of 30 September 2024. The projects' details are as follows:

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

(e) Hydroelectric Power Plant Projects

GULF is currently developing 3 run-of-river hydroelectric power projects on the Mekong River Basin in the Lao People's Democratic Republic (the "**Lao PDR**") with a total installed power generation capacity of 3,142 megawatts with a plan to sell entire electricity back to Thailand under 29-35-year Power Purchase Agreements with EGAT, in accordance with the Memorandum of Understanding in respect of the power purchase between Thailand and the Lao PDR.

(1.3) Gas Business

(a) Natural Gas Distribution Projects

GULF invests in gas natural distribution projects which connect PTT Public Company Limited's transmission pipelines to the customers in the industrial estates through Gulf WHA MT Natural Gas Distribution Company Limited and PTT Natural Gas Distribution Company Limited of which all the projects are currently in operation.

(b) LNG Terminal Project

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

(c) LNG Shipper Project

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

Moreover, GULF holds shares in Hin Kong Power Holding Company Limited ("**HKH**"), which was granted an LNG shipper license from the ERC in the amount of not exceeding 1.4 million tons per year to sell and distribute natural gas to

Hin Kong Power Project ("**HKP**"). HKH commenced its first LNG import in February 2024.

(2) Infrastructure and Utilities Business

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

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

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

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

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

(2.3) Public Terminal Management Project for the Handling of Liquid Products

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

(2.4) Laem Chabang Port Development Phase 3 Project (Terminal F)

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

(2.5) Electricity Distribution System and District Chilled Water Distribution System Projects for One Bangkok Project

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

(2.5.1) BSP Electricity Distribution System Project

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

(2.5.2) BSD District Cooling System Project

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

(3) Digital Business

(3.1) Investments in INTUCH and THCOM

As of 30 September 2024, GULF is a major shareholder of INTUCH and THCOM, holding shares of 47.37% directly in INTUCH and 41.14% indirectly in THCOM.

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

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

(3.2) Digital Asset Exchange Business

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

(3.3) Data Center Business

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

(3.4) Cloud Business

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

*More information about GULF is available at its website (www.gulf.co.th) and SET website (www.set.or.th).*

2) INTUCH

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

At present, INTUCH is a holding company that invests in telecommunications, media, technology, and digital businesses, as well as other businesses with growth potential, consistent revenue, and steady profits to create value and sustainable returns for the group of companies as well as determining the financial and operational goals, providing assistance and support to group of companies to obtain funds under appropriate conditions, and also seeking investment opportunities in emerging technologies business

In this regard, Intouch Media Co., Ltd. ("**Intouch Media**") is INTUCH's subsidiary operating core business which is not a listed company as required under the requirements regarding the holding company.

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

(1) Cognitive Tech-Co Business

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

1) Mobile Communication Service provides a monthly subscription service, top-up service as well as roaming with network partners in over 240 destinations worldwide with 4G and 5G technology for individuals, SMEs, and corporate customers under the "AIS" brand

2) Fixed Broadband Service provides high-speed internet service to households and businesses under the "AIS Fibre" and "3BB" brands

3) Enterprise Business Service provides digital solutions to the business sector under the 'AIS Business' brand, encompassing connectivity services such as EDS and technological solutions such as cloud, data center, and ICT solutions to all sizes of enterprise customers

4) Digital Service involves new services focusing on building added values by leveraging on ADVANC telecommunication services to serve as a new revenue source in the medium to long term in line with the changing digital consumer behaviour.

(2) Digital and Other Business

1) e-Learning platform and human resource management services are operated by Intouch Media. Intouch Media collaborates with educational institutions both within and outside the country, utilizing educational technology to organize offline and online training seminars in addition to various aspects of human resource management beyond training and development, including compensation management, welfare and benefits, recruitment, payroll management, and environmental management within the organization (Well-being) etc. Currently, the focus is on providing services to companies within the group of companies.

2) Venture capital business, which invests in both domestic and international startups, aiming to support the development of innovations, new products, and services. Currently, INTUCH's policy focuses on generating returns through divesting the startups under its Venture Capital program.

*More information about INTUCH is available at Form 56-1 One Report (Annual Report) for the year 2023, its website (www.intouchcompany.com) and SET website (www.set.or.th).*

3) SSI

(3.1) SSI

SSI, an indirect wholly-owned subsidiary of Singtel, is a holding company incorporated in Singapore. SSI has no business operations apart from being a holding company of certain international investments of Singtel, including investment in ADVANC, a major telecommunications operator in Thailand.

(3.2) Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations.

Singtel is domiciled and incorporated in Singapore and shares of Singtel are publicly traded on the Singapore Exchange Securities Trading Limited. Singtel and its subsidiaries (the "**Singtel Group**") provide a wide spectrum of multimedia and ICT solutions, including voice, data and video services over fixed and wireless platforms.

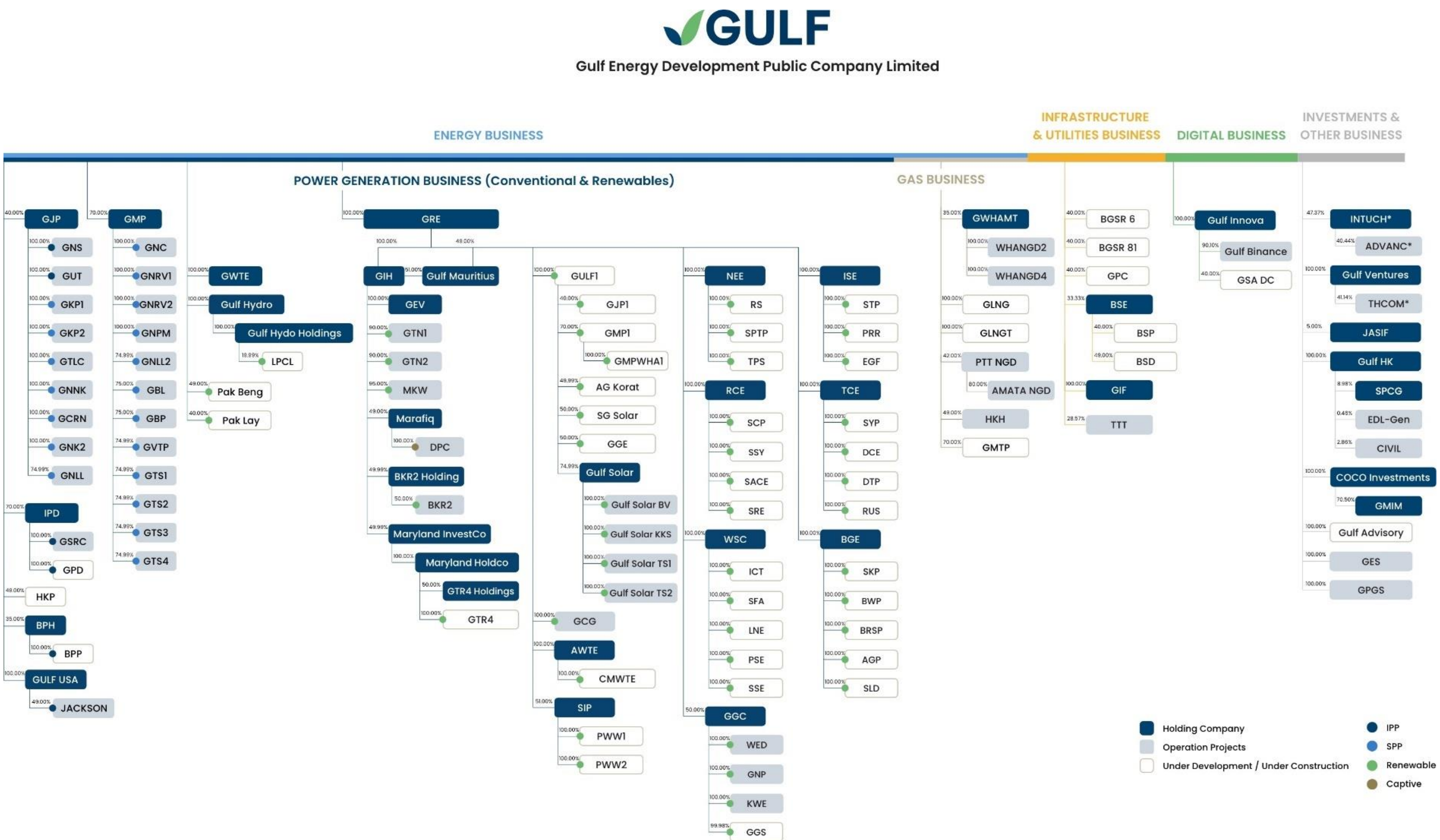
The Singtel Group's main operations are in Singapore and Australia. Headquartered in Singapore, the Singtel Group has played an integral role in the development of the country as a major communications hub in the region. In Australia, Optus is the second largest provider of telecommunications services in terms of revenue. The Singtel Group is a major communications player in Asia and Africa through its strategic investments in Bharti Airtel Limited (India), PT Telekomunikasi Selular (Indonesia), Advanced Info Service Public Company Limited and Intouch Holdings Public Company Limited (both in Thailand) and Globe Telecom, Inc. (the Philippines).

As a long-term strategic investor, the Singtel Group, with its associates and joint ventures, continues to leverage its scale in networks, customer reach and operational experience to grow its business. As of 30 September 2024, the Singtel Group and its Regional Associates and Joint Ventures had a combined regional customer base of over 780 million mobile customers.

*More information about Singtel is available at its website (www.singtel.com)*

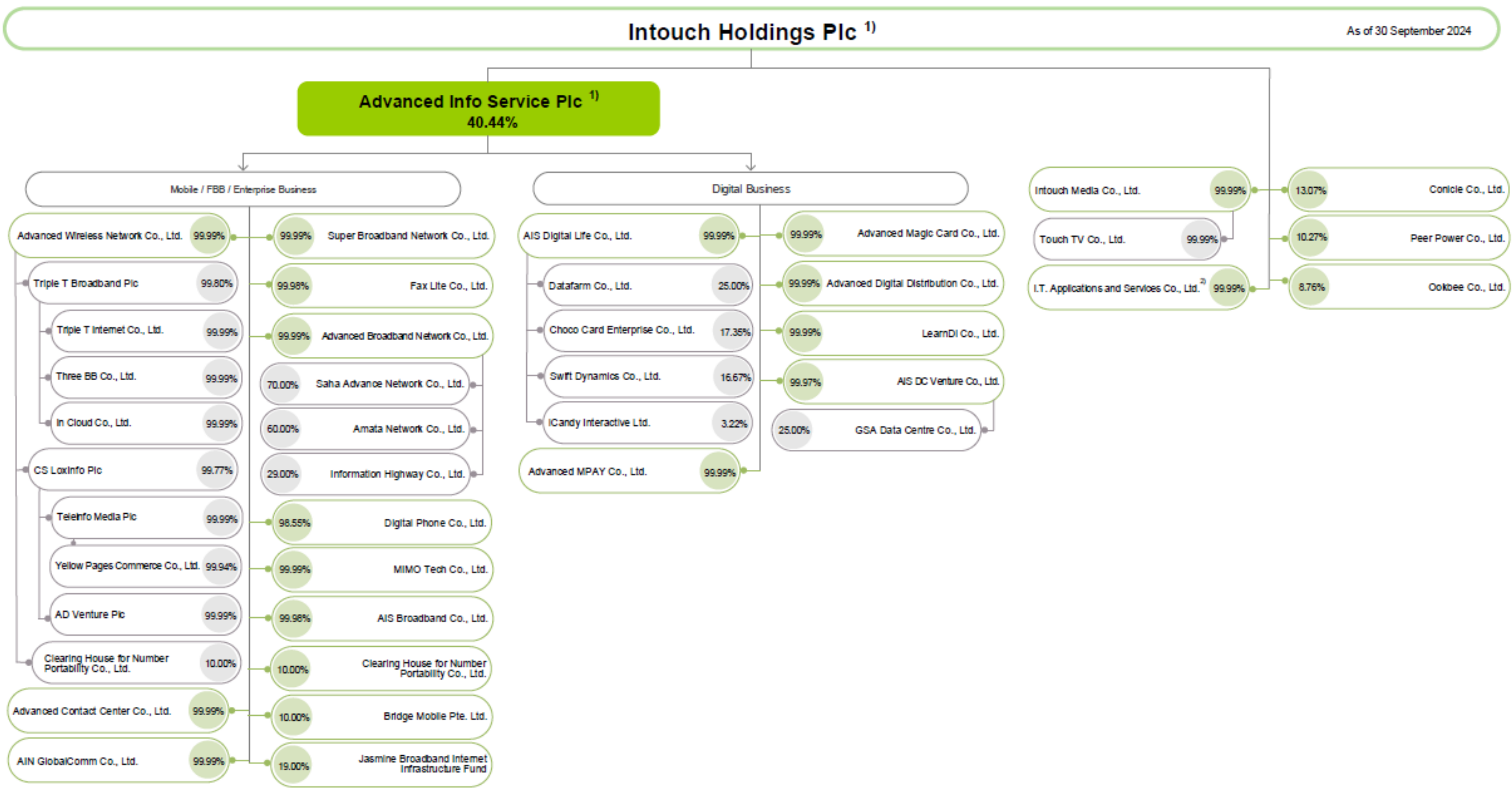
2.1.3. The Offerors' Investment Structure

1) GULF




*Source: GULF's Annual report (Form 56-1 One Report) 2023*

2) INTUCH




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

*Source: INTUCH's Annual report (Form 56-1 One Report) 2023*

3) SSI

(3.1) SSI

SSI is a holding company incorporated in Singapore, focusing on Singtel's international investments, including investment in ADVANC, a major telecommunications operator in Thailand.

(3.2) Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations.

| List of Company | Percentage of Effective Equity Interest Held by Singtel (%) |
|---|---|
| Subsidiaries Incorporated in Singapore | |
| Consumer Journeys Pte. Ltd. | 100.0 |
| DataSpark Pte. Ltd. | 100.0 |
| Nxera DCKC Pte. Ltd. (formerly known as DCKC Pte. Ltd.) | 100.0 |
| Nxera DCW Pte. Ltd. (formerly known as DCW Pte. Ltd.) | 100.0 |
| Group Enterprise Pte. Ltd. | 100.0 |
| NCS Communications Engineering Pte. Ltd. | 100.0 |
| NCS Pte. Ltd. | 100.0 |
| NCSI Solutions Pte. Ltd. | 100.0 |
| Sembawang Cable Depot Pte. Ltd. | 60.0 |
| SingCash Pte. Ltd. | 100.0 |
| SingNet Pte. Ltd. | 100.0 |
| Singtel Digital Media Pte. Ltd. | 100.0 |
| Singtel Innov8 Ventures Pte. Ltd. | 100.0 |
| Singtel Mobile Singapore Pte. Ltd. | 100.0 |
| SingtelSat Pte. Ltd. | 100.0 |
| ST-2 Satellite Ventures Private Limited | 61.9 |
| Telecom Equipment Pte. Ltd. | 100.0 |
| Trustwave Pte. Ltd. | 100.0 |
| Subsidiaries Incorporated in Australia | |
| Access Testing Pty Ltd | 100.0 |
| Alphawest Services Pty Ltd | 100.0 |
| amaysim Mobile Pty Ltd | 100.0 |
| Arq Group Enterprise Pty Ltd | 100.0 |
| Catapult BI Pty Ltd | 100.0 |

| List of Company | Percentage of Effective Equity Interest Held by Singtel (%) |
|---|---|
| Dialog Pty Ltd | 100.0 |
| Diaxion Pty Ltd | 100.0 |
| DSpark Pty Limited | 100.0 |
| Ensyst Pty Limited | 100.0 |
| Hivint Pty Limited | 100.0 |
| Ice Media Pty Ltd | 100.0 |
| Innovdev Pty Ltd | 100.0 |
| NCSI (Australia) Pty Limited | 100.0 |
| Optus Administration Pty Limited | 100.0 |
| Optus ADSL Pty Limited | 100.0 |
| Optus Billing Services Pty Limited | 100.0 |
| Optus C1 Satellite Pty Limited | 100.0 |
| Optus Content Pty Limited | 100.0 |
| Optus Fixed Infrastructure Pty Limited | 100.0 |
| Optus Internet Pty Limited | 100.0 |
| Optus Mobile Migrations Pty Limited | 100.0 |
| Optus Mobile Pty Limited | 100.0 |
| Optus Networks Pty Limited | 100.0 |
| Optus Satellite Pty Limited | 100.0 |
| Optus Smart Spaces Pty Limited | 100.0 |
| Optus Space Systems Pty Limited | 100.0 |
| Optus Systems Pty Limited | 100.0 |
| Optus Vision Media Pty Limited | 20.0 |
| Optus Vision Pty Limited | 100.0 |
| Optus Wholesale Pty Limited | 100.0 |
| Reef Networks Pty Ltd | 100.0 |
| Singapore Telecom Australia Investments Pty Limited | 100.0 |
| Singtel Optus Pty Limited | 100.0 |
| TWH Australia Pty. Ltd. | 100.0 |
| TW Cyber Security Pty Ltd | 100.0 |
| Uecomm Operations Pty Limited | 100.0 |
| Vaya Communication Pty Ltd | 100.0 |
| Vaya Pty Ltd | 100.0 |
| Other Subsidiaries | |
| Lanka Communication Services (Pvt) Limited | 82.9 |

| List of Company | Percentage of Effective Equity Interest Held by Singtel (%) |
|---|---|
| M86 Security International, Ltd. | 100.0 |
| NCS (China) Co., Ltd | 100.0 |
| NCS Information Technology (Suzhou) Co., Ltd. | 100.0 |
| NCSI (Chengdu) Co., Ltd. | 100.0 |
| NCSI (HK) Limited | 100.0 |
| NCSI (Philippines) Inc. | 100.0 |
| NCSI Technologies (India) Pvt. Ltd. | 100.0 |
| Singapore Telecom Hong Kong Limited | 100.0 |
| Singapore Telecom Japan Co Ltd | 100.0 |
| Singapore Telecom Korea Limited | 100.0 |
| Singapore Telecom USA, Inc. | 100.0 |
| Singtel Australia Investment Ltd. | 100.0 |
| Singtel (Europe) Limited | 100.0 |
| Singtel Global India Private Limited | 100.0 |
| Singtel Taiwan Limited | 100.0 |
| STI Solutions (Shanghai) Co., Ltd. | 100.0 |
| Sudong Sdn. Bhd. | 100.0 |
| Trustwave Canada, Inc. | 100.0 |
| Trustwave Holdings, Inc. | 100.0 |
| Trustwave Limited | 100.0 |
| Associates | |
| APT Satellite Holdings Limited | 20.3 |
| APT Satellite International Company Limited | 28.6 |
| GXS Bank Pte. Ltd. | 40.0 |
| HOPE Technik Pte. Ltd. | 21.3 |
| Indara Corporation Pty Ltd | 18.0 |
| Intouch Holdings Public Company Limited | 25.0 |
| NetLink NBN Trust | 24.8 |
| NetLink Trust | 24.8 |
| Singapore Post Limited | 22.0 |
| Joint Ventures | |
| Acasia Communications Sdn Bhd | 14.3 |
| Advanced Info Service Public Company Limited | 23.3 |
| ASEAN Cableship Pte. Ltd. | 16.7 |
| ASEAN Telecom Holdings Sdn Bhd | 14.3 |

| List of Company | Percentage of Effective Equity Interest Held by Singtel (%) |
|---|---|
| Asiacom Philippines, Inc. | 40.0 |
| Bharti Airtel Limited | 29.4 |
| Bharti Telecom Limited | 49.4 |
| Bridge Mobile Pte. Ltd. | 33.5 |
| Globe Telecom, Inc. | 22.3 |
| GSA Data Center Company Limited | 35.0 |
| Indian Ocean Cableship Pte. Ltd. | 50.0 |
| International Cableship Pte. Ltd. | 45.0 |

*Source: Singtel's Annual report 2023*

### 2.1.4. Revenue Structure of the Offerors

1) GULF

| Business Segment | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| 1. Gas-fired power business | 40,184 | *80.4* | 80,750 | *84.9* | 103,727 | *88.7* | 85,788 | *89.2* |
| 2. Renewable energy business | 6,647 | *13.3* | 8,486 | *8.9* | 2,399 | *2.1* | 2,437 | *2.5* |
| 3. Infrastructure & utilities business | 163 | *0.3* | 4,212 | *4.4* | 4,195 | *3.6* | 3,000 | *3.1* |
| 4. Satellite business | - | *0.0* | - | *0.0* | 2,627 | *2.2* | 1,861 | *1.9* |
| 5. Revenue from management fee | 474 | *0.9* | 703 | *0.7* | 1,107 | *0.9* | 556 | *0.6* |
| 6. Other income | 2,516 | *5.0* | 925 | *1.0* | 2,896 | *2.5* | 2,513 | *2.6* |
| **Total revenues** | **49,984** | ***100.0*** | **95,076** | ***100.0*** | **116,951** | ***100.0*** | **96,155** | ***100.0*** |

*Source: Consolidated financial statements for 2021 – 2023 and Management Discussion and Analysis (MD&A) for 3Q/2024 of GULF*

2) INTUCH

| Share of Profit (Loss) by Business Segment | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| INTOCH's business | (332) | *(3.1)* | (130) | *(1.2)* | (95) | *(1.1)* | (59) | *(1.7)* |
| ADVANC | 10,889 | *101.3* | 10,519 | *99.9* | 8,930 | *101.1* | 3,554 | *102.7* |
| THCOM | 59 | *0.5* | 142 | *1.3* | 0 | *0.0* | 0 | *0.0* |
| Other businesses | 132 | *1.2* | 2 | *0.0* | 1 | *0.0* | (36) | *(1.0)* |

| Share of Profit (Loss) by Business Segment | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Share of profit (loss) by business segment | 10,748 | *100.0* | 10,533 | *100.0* | 8,836 | *100.0* | 3,459 | *100.0* |

*Source: Consolidated financial statements for 2021 – 2023 and Management Discussion and Analysis (MD&A) for 3Q/2024 of INTUCH*

3) SSI

(3.1) SSI

SSI has no business operations apart from being a holding company of certain international investments of Singtel, including investment in ADVANC, a major telecommunications operator in Thailand.

(3.2) Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations.

| Business Segment | 2022 | | 2023 | | 2024 | | For the six-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Mobile service | 7,006 | 45.2 | 6,887 | 46.5 | 6,687 | 46.6 | 3,363 | 47.2 |
| Infocomm technology (“**ICT**”) | 3,425 | 22.1 | 3,846 | 26.0 | 3,774 | 26.3 | 1,846 | 25.9 |
| Data and internet | 4,130 | 26.7 | 3,202 | 21.6 | 3,009 | 21.0 | 1,480 | 20.8 |
| Fixed voice | 442 | 2.9 | 377 | 2.5 | 332 | 2.3 | 156 | 2.2 |
| Pay television | 274 | 1.8 | 218 | 1.5 | 199 | 1.4 | 97 | 1.4 |
| Others operating income | 62 | 0.4 | 95 | 0.6 | 127 | 0.9 | 50 | 0.7 |
| Others income | 153 | 1.0 | 195 | 1.3 | 219 | 1.5 | 127 | 1.8 |
| Total revenues | 15,492 | 100.0 | 14,820 | 100.0 | 14,347 | 100.0 | 7,119 | 100.0 |

*Source: Consolidated financial statements for 2022 – 2024 and Management Discussion and Analysis (MD&A) for 2Q/2024 of Singtel*

2.1.5. Summary of Financial Position and Operational Performance of the Offerors

1) GULF

IFA analyzed GULF’s performance and financial position based on financial statements audited by KPMG Phoomchai Audit Ltd. for the fiscal years 2021 – 2023, and reviewed financial statements by KPMG Phoomchai Audit Ltd. for the interim financial statements for 3Q/2024.

- Profit and Loss Statement

Table of GULF's profit and loss statement in 2021 – 2023 and the nine-month period ended 30 September 2024

| | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Revenue from sale and services | 45,373 | *95.6* | 84,424 | *89.7* | 100,713 | *88.3* | 82,035 | *87.6* |
| Revenue from lease contracts under power purchase agreement | 1,458 | *3.1* | 4,813 | *5.1* | 8,039 | *7.0* | 8,052 | *8.6* |
| Revenue from service concession arrangement | 163 | *0.3* | 4,212 | *4.5* | 4,195 | *3.7* | 3,000 | *3.2* |
| Revenue from management fee | 474 | *1.0* | 703 | *0.7* | 1,107 | *1.0* | 556 | *0.6* |
| **Total revenues** | **47,467** | ***100.0*** | **94,151** | ***100.0*** | **114,054** | ***100.0*** | **93,642** | ***100.0*** |
| Cost of sale and services | (34,027) | *(71.7)* | (70,531) | *(74.9)* | (87,701) | *(76.9)* | (73,046) | *(78.0)* |
| Cost from service concession arrangement | (146) | *(0.3)* | (3,887) | *(4.1)* | (3,871) | *(3.4)* | (2,764) | *(3.0)* |
| Cost of management fee | (215) | *(0.5)* | (293) | *(0.3)* | (450) | *(0.4)* | (216) | *(0.2)* |
| **Total costs** | **(34,388)** | ***(72.4)*** | **(74,711)** | ***(79.4)*** | **(92,022)** | ***(80.7)*** | **(76,027)** | ***(81.2)*** |
| **Gross profit** | **13,079** | ***27.6*** | **19,440** | ***20.6*** | **22,033** | ***19.3*** | **17,616** | ***18.8*** |
| Interest income | 83 | *0.2* | 243 | *0.3* | 1,939 | *1.7* | 2,133 | *2.3* |
| Other income | 8 | *0.0* | 607 | *0.6* | 687 | *0.6* | 220 | *0.2* |
| Dividend income | 2,426 | *5.1* | 76 | *0.1* | 271 | *0.2* | 161 | *0.2* |
| Administrative expense | (2,297) | *(4.8)* | (2,955) | *(3.1)* | (3,915) | *(3.4)* | (2,622) | *(2.8)* |
| Net gain (loss) on exchange rate | (1,075) | *(2.3)* | (627) | *(0.7)* | (808) | *(0.7)* | 222 | *0.2* |
| **Profit from operating activities** | **12,224** | ***25.8*** | **16,783** | ***17.8*** | **20,205** | ***17.7*** | **17,728** | ***18.9*** |
| Share of profit of associates and joint ventures | 2,886 | *6.1* | 6,321 | *6.7* | 10,284 | *9.0* | 9,582 | *10.2* |
| Finance cost | (5,596) | *(11.8)* | (7,652) | *(8.1)* | (9,817) | *(8.6)* | (8,115) | *(8.7)* |
| **Profit before income tax expenses** | **9,514** | ***20.0*** | **15,453** | ***16.4*** | **20,672** | ***18.1*** | **19,196** | ***20.5*** |
| Tax income (expense) | (347) | *(0.7)* | (1,344) | *(1.4)* | (658) | *(0.6)* | (498) | *(0.5)* |
| **Profit for the period** | **9,167** | ***19.3*** | **14,109** | ***15.0*** | **20,015** | ***17.5*** | **18,698** | ***20.0*** |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of GULF*

- Statement of Financial Position

Table of GULF's financial position statement in 2021 – 2023 and 3Q/2024

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Assets | | | | | | | | |
| Cash and cash equivalents | 19,847 | 5.5 | 39,194 | 9.4 | 38,713 | 8.4 | 43,348 | 8.9 |
| Short-term deposits at financial institutions used as collateral | 2,787 | 0.8 | 3,015 | 0.7 | 3,290 | 0.7 | 6,775 | 1.4 |
| Trade receivables | 9,569 | 2.6 | 18,999 | 4.5 | 21,165 | 4.6 | 21,189 | 4.4 |
| Current portion of lease receivable under power purchase agreement | 596 | 0.2 | 1,040 | 0.2 | 1,677 | 0.4 | 2,082 | 0.4 |
| Other receivables | 1,392 | 0.4 | 2,980 | 0.7 | 2,898 | 0.6 | 4,911 | 1.0 |
| Short-term loans to related parties | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 | 141 | 0.0 |
| Other current financial assets | 0 | 0.0 | 53 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Inventories | 2,314 | 0.6 | 3,134 | 0.7 | 1,805 | 0.4 | 1,622 | 0.3 |
| Refundable VAT | 1,303 | 0.4 | 1,561 | 0.4 | 2,958 | 0.6 | 3,121 | 0.6 |
| Other receivables | 1,004 | 0.3 | 275 | 0.1 | 181 | 0.0 | 919 | 0.2 |
| **Total current assets** | **38,811** | **10.7** | **70,249** | **16.8** | **72,686** | **15.8** | **84,109** | **17.3** |
| Deposits at financial institutions used as collateral | 1,320 | 0.4 | 1,286 | 0.3 | 1,322 | 0.3 | 1,258 | 0.3 |
| Other non-current financial assets | 3,340 | 0.9 | 11,812 | 2.8 | 10,970 | 2.4 | 7,884 | 1.6 |
| Investments in subsidiaries | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Investments in associates | 130,221 | 35.9 | 142,006 | 34.0 | 145,927 | 31.8 | 146,261 | 30.0 |
| Investments in joint ventures | 5,353 | 1.5 | 18,928 | 4.5 | 34,805 | 7.6 | 36,483 | 7.5 |
| Non-current trade receivables | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Other non-current receivables | 1,267 | 0.3 | 1,755 | 0.4 | 1,889 | 0.4 | 2,980 | 0.6 |
| Lease receivable under power purchase agreement | 20,335 | 5.6 | 38,644 | 9.2 | 57,019 | 12.4 | 63,856 | 13.1 |
| Receivable from service concession arrangement | 334 | 0.1 | 4,614 | 1.1 | 9,155 | 2.0 | 12,592 | 2.6 |
| Long-term loans to related parties | 6,655 | 1.8 | 16,445 | 3.9 | 20,884 | 4.5 | 22,964 | 4.7 |
| Investment properties | 113 | 0.0 | 3,267 | 0.8 | 3,282 | 0.7 | 3,283 | 0.7 |
| Advance payments for property, plant and equipment | 3,017 | 0.8 | 2,142 | 0.5 | 2,016 | 0.4 | 876 | 0.2 |

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Property, plant and equipment | 130,128 | *35.9* | 99,555 | *23.8* | 90,222 | *19.6* | 95,427 | *19.6* |
| Right-of-use assets | 657 | *0.2* | 2,354 | *0.6* | 1,929 | *0.4* | 1,804 | *0.4* |
| Intangible assets | 18,964 | *5.2* | 3,873 | *0.9* | 5,958 | *1.3* | 5,636 | *1.2* |
| Deferred tax assets | 1,897 | *0.5* | 732 | *0.2* | 827 | *0.2* | 846 | *0.2* |
| Refundable VAT | 86 | *0.0* | 28 | *0.0* | 205 | *0.0* | 219 | *0.0* |
| Other non-current assets | 176 | *0.0* | 483 | *0.1* | 417 | *0.1* | 359 | *0.1* |
| Total non-current assets | 323,863 | *89.3* | 347,923 | *83.2* | 386,828 | *84.2* | 402,728 | *82.7* |
| Total assets | 362,674 | *100.0* | 418,172 | *100.0* | 459,514 | *100.0* | 486,837 | *100.0* |
| Liabilities | | | | | | | | |
| Short-term loans from financial institutions | 9,927 | *2.7* | 6,669 | *1.6* | 4,400 | *1.0* | 4,771 | *1.0* |
| Short-term loans from related parties | 71 | *0.0* | 0 | *0.0* | 389 | *0.1* | 0 | *0.0* |
| Trade payables | 3,080 | *0.8* | 7,484 | *1.8* | 9,391 | *2.0* | 6,999 | *1.4* |
| Construction payable | 8,155 | *2.2* | 7,736 | *1.9* | 7,415 | *1.6* | 10,070 | *2.1* |
| Other payables | 3,574 | *1.0* | 5,683 | *1.4* | 5,759 | *1.3* | 5,313 | *1.1* |
| Current portion of long-term loans from financial institutions | 3,004 | *0.8* | 18,134 | *4.3* | 23,139 | *5.0* | 24,968 | *5.1* |
| Current portion of lease liabilities | 76 | *0.0* | 363 | *0.1* | 253 | *0.1* | 248 | *0.1* |
| Current portion of debentures | 6,524 | *1.8* | 4,499 | *1.1* | 14,498 | *3.2* | 19,497 | *4.0* |
| Corporate income tax payable | 92 | *0.0* | 60 | *0.0* | 45 | *0.0* | 49 | *0.0* |
| Other current financial liabilities | 512 | *0.1* | 1,240 | *0.3* | 336 | *0.1* | 436 | *0.1* |
| Total current liabilities | 35,016 | *9.7* | 51,868 | *12.4* | 65,623 | *14.3* | 72,351 | *14.9* |
| Construction payable | 0 | *0.0* | 3,199 | *0.8* | 265 | *0.1* | 251 | *0.1* |
| Other non-current payables | 701 | *0.2* | 1,392 | *0.3* | 1,991 | *0.4* | 1,848 | *0.4* |
| Other non-current financial liabilities | 9,169 | *2.5* | 1,663 | *0.4* | 1,547 | *0.3* | 1,865 | *0.4* |
| Long-term loans from financial institutions | 138,761 | *38.3* | 119,176 | *28.5* | 120,160 | *26.1* | 110,705 | *22.7* |
| Lease liabilities | 667 | *0.2* | 1,791 | *0.4* | 1,582 | *0.3* | 1,533 | *0.3* |
| Debentures | 64,534 | *17.8* | 99,931 | *23.9* | 120,430 | *26.2* | 145,920 | *30.0* |
| Deferred tax liabilities | 3,822 | *1.1* | 1,684 | *0.4* | 1,899 | *0.4* | 1,894 | *0.4* |
| Provisions for employee benefits | 260 | *0.1* | 678 | *0.2* | 735 | *0.2* | 785 | *0.2* |
| Provision for decommissioning costs | 2,235 | *0.6* | 988 | *0.2* | 1,178 | *0.3* | 1,269 | *0.3* |
| Total non-current liabilities | 220,148 | 60.7 | 230,502 | 54.4 | 249,787 | 54.3 | 266,071 | 54.6 |

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Total liabilities | 255,165 | 70.4 | 282,370 | 66.8 | 315,410 | 68.6 | 338,422 | 69.5 |
| Shareholders' equity | | | | | | | | |
| Issued and paid-up share capital | 11,733 | *3.2* | 11,733 | *2.8* | 11,733 | *2.6* | 11,733 | *2.4* |
| Share premium | 51,822 | *14.3* | 51,822 | *12.4* | 51,822 | *11.3* | 51,822 | *10.6* |
| Surplus from business combination under common control | (316) | *-0.1* | (316) | *-0.1* | (316) | *-0.1* | (316) | *-0.1* |
| Surplus from the changes in proportion of investment/interests in subsidiaries | 1,490 | *0.4* | 1,490 | *0.4* | 1,490 | *0.3* | 1,490 | *0.3* |
| Retained earnings | | | | | | | | |
| Appropriated - Legal reserve | 952 | *0.3* | 1,173 | *0.3* | 1,173 | *0.3* | 1,173 | *0.2* |
| Unappropriated | 35,980 | *9.9* | 41,887 | *10.0* | 49,717 | *10.8* | 53,605 | *11.0* |
| Other components of equity | (5,064) | *(1.4)* | 2,998 | *0.7* | 965 | *0.2* | (1,076) | *-0.2* |
| Equity attributable to owners of the parent | 96,596 | *26.6* | 110,787 | *26.5* | 116,585 | *25.4* | 118,431 | *24.3* |
| Non-controlling interests | 10,913 | *3.0* | 25,015 | *6.0* | 27,519 | *6.0* | 29,985 | *6.2* |
| Total shareholders' equity | 107,509 | *29.6* | 135,802 | *32.5* | 144,104 | *31.4* | 148,416 | *30.5* |
| Total liabilities and shareholders' equity | 362,674 | 100.0 | 418,172 | 100.0 | 459,514 | 100.0 | 486,837 | 100.0 |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of GULF*

- Key Financial Ratios

Table of the GULF's key financial ratios in 2021 – 2023 and the nine-month period ended 30 September 2024

| | Unit | 2021 | 2022 | 2023 | For the nine-month period ended 30 September 2024 |
|---|---|---|---|---|---|
| Net profit per share | THB | 0.65 | 0.97 | 1.27 | 1.22 |
| Gross profit margin | % | 27.3% | 21.0% | 19.4% | 18.9% |
| EBITDA margin | % | 41.9% | 30.6% | 30.2% | 30.7% |
| Net profit margin | % | 17.3% | 14.8% | 17.1% | 19.4% |
| Core profit margin | % | 16.7% | 12.7% | 13.4% | 14.2% |

| | Unit | 2021 | 2022 | 2023 | For the nine-month period ended 30 September 2024 |
|---|---|---|---|---|---|
| Net profit attributable to the parent company margin | % | 18.3% | 12.0% | 12.7% | 14.8% |
| Return on equities | % | 10.2% | 11.6% | 14.3% | 17.3% |
| Return on assets | % | 3.0% | 3.6% | 4.6% | 5.3% |
| Net book value per share | THB | 8.23 | 9.44 | 9.94 | 10.09 |
| Current ratio | Times | 1.11 | 1.35 | 1.11 | 1.16 |
| Quick ratio | Times | 0.92 | 1.18 | 0.96 | 0.99 |
| Debt to equity ratio | Times | 2.37 | 2.08 | 2.19 | 2.28 |
| Interest-bearing debt to equity ratio | Times | 1.77 | 1.56 | 1.69 | 1.71 |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of GULF*

2) INTUCH

IFA analyzed INTUCH's performance and financial position based on financial statements audited by KPMG Phoomchai Audit Ltd. for the fiscal years 2021 – 2023, and reviewed financial statements by KPMG Phoomchai Audit Ltd. for the interim financial statements for the 3Q/2024.

- Profit and Loss Statement

Table of the INTUCH's profit and loss statement in 2021 – 2023 and the nine-month period ended 30 September 2024

| | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Sales and services income | 3,323 | *22.6* | 12 | *0.1* | 0 | *0.0* | 0 | *0.0* |
| Share of profit of subsidiaries and an associate accounted for using equity method | 10,622 | *72.1* | 10,519 | *99.4* | 11,762 | *99.7* | 10,441 | *99.7* |
| Net foreign exchange gain | 369 | *2.5* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Other income | 412 | *2.8* | 49 | *0.5* | 32 | *0.3* | 30 | *0.3* |
| **Total revenues** | **14,726** | ***100.0*** | **10,580** | ***100.0*** | **11,794** | ***100.0*** | **10,470** | ***100.0*** |
| Costs of services | (2,019) | *(13.7)* | (13) | *(0.1)* | 0 | *0.0* | 0 | *0.0* |
| Operating agreement fee | (351) | *(2.4)* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |

| | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Reversal of provision for unpaid operating agreement fee and interest | 0 | *0.0* | 0 | *0.0* | 2,890 | *24.5* | 0 | *0.0* |
| Distribution costs | (17) | *(0.1)* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Administrative expenses | (1,122) | *(7.6)* | (130) | *(1.2)* | (142) | *(1.2)* | (280) | *(2.7)* |
| Directors and management benefit expenses | (131) | *(0.9)* | (39) | *(0.4)* | (38) | *(0.3)* | (26) | *(0.2)* |
| Total costs and expenses | (3,641) | *(24.7)* | (181) | *(1.7)* | 2,710 | *23.0* | (306) | *(2.9)* |
| Profit for the operating activities | 11,085 | *75.3* | 10,399 | *98.3* | 14,504 | *123.0* | 10,164 | *97.1* |
| Finance costs | (157) | *(1.1)* | (2) | *(0.0)* | (3) | *(0.0)* | (0) | *(0.0)* |
| Profit before income tax | 10,928 | *74.2* | 10,397 | *98.3* | 14,501 | *123.0* | 10,162 | *97.1* |
| Income tax | (91) | *(0.6)* | (2) | *(0.0)* | (1) | *(0.0)* | 0 | *0.0* |
| Profit for the period from continuing operations | 0 | *0.0* | 167 | *1.6* | (1) | *(0.0)* | 0 | *0.0* |
| Profit for the period | 10,838 | *73.6* | 10,562 | *99.8* | 14,500 | *122.9* | 10,162 | *97.1* |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of INTUCH*

- Statement of Financial Position

Table of the INTUCH's financial position statement in 2021 – 2023 and 3Q/2024

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Assets | | | | | | | | |
| Cash and cash equivalents | 2,235 | *4.1* | 5,562 | *12.9* | 2,524 | *6.2* | 1,621 | *4.2* |
| Other current financial assets | 6,229 | *11.5* | 1,383 | *3.2* | 19 | *0.0* | 0 | *0.0* |
| Other current receivables | 2,173 | *4.0* | 36 | *0.1* | 11 | *0.0* | 7 | *0.0* |
| Amounts due from, advances and loans to related parties | 8 | *0.0* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Current portion of long-term loans to a related party | 1,003 | *1.9* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Inventories | 7 | *0.0* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Total current assets | 11,655 | *21.6* | 6,982 | *16.2* | 2,554 | *6.3* | 1,628 | *4.2* |
| Long-term loans to a related party | 750 | *1.4* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Investments in subsidiaries | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Investments in an associate | 35,021 | *64.9* | 35,366 | *82.2* | 37,343 | *92.2* | 36,372 | *94.6* |

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Investments in venture capital | 1,139 | 2.1 | 640 | 1.5 | 574 | 1.4 | 430 | 1.1 |
| Property and equipment | 2,787 | 5.2 | 18 | 0.0 | 13 | 0.0 | 13 | 0.0 |
| Intangible assets | 150 | 0.3 | 2 | 0.0 | 1 | 0.0 | 1 | 0.0 |
| Right-of-use assets | 1,461 | 2.7 | 29 | 0.1 | 24 | 0.1 | 20 | 0.1 |
| Deferred tax assets | 690 | 1.3 | 1 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Other non-current assets | 330 | 0.6 | 2 | 0.0 | 2 | 0.0 | 2 | 0.0 |
| Total non-current assets | 42,328 | 78.4 | 36,059 | 83.8 | 37,957 | 93.7 | 36,839 | 95.8 |
| Total assets | 53,984 | 100.0 | 43,041 | 100.0 | 40,511 | 100.0 | 38,467 | 100.0 |
| Liabilities | | | | | | | | |
| Other current payables | 861 | 1.6 | 39 | 0.1 | 35 | 0.1 | 291 | 0.8 |
| Dividends payable | 0 | 0.0 | 4,489 | 10.4 | 0 | 0.0 | 0 | 0.0 |
| Amounts due to and advances from related parties | 2 | 0.0 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Current portion of long-term borrowings | 424 | 0.8 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Current portion of long-term lease liabilities | 241 | 0.4 | 5 | 0.0 | 5 | 0.0 | 5 | 0.0 |
| Provision for unpaid operating agreement fee and interest | 2,890 | 5.4 | 2,890 | 6.7 | 0 | 0.0 | 0 | 0.0 |
| Current income tax payable | 23 | 0.0 | 1 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Total current liabilities | 4,441 | 8.2 | 7,425 | 17.3 | 40 | 0.1 | 296 | 0.8 |
| Long-term accounts payable - equipment | 232 | 0.4 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Long-term borrowings | 841 | 1.6 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Lease liabilities | 1,238 | 2.3 | 25 | 0.1 | 20 | 0.0 | 16 | 0.0 |
| Non-current provisions for employee benefits | 317 | 0.6 | 39 | 0.1 | 37 | 0.1 | 39 | 0.1 |
| Deferred tax liabilities | 1 | 0.0 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Other non-current liabilities | 212 | 0.4 | 0 | 0.0 | 0 | 0.0 | 0 | 0.0 |
| Total non-current liabilities | 2,842 | 0 | 64 | 0 | 57 | 0 | 55 | 0.1 |
| Total liabilities | 7,283 | 13.5 | 7,488 | 17.4 | 97 | 0.2 | 351 | 0.9 |
| Shareholders' equity | | | | | | | | |
| Issued and paid-up share capital | 3,207 | 5.9 | 3,207 | 7.5 | 3,207 | 7.9 | 3,207 | 8.3 |
| Additional paid-in capital | 10,357 | 19.2 | 10,362 | 24.1 | 10,362 | 25.6 | 10,362 | 26.9 |
| Retained earnings | | | | | | | | |
| Appropriated - Legal reserve | 500 | 0.9 | 500 | 1.2 | 500 | 1.2 | 500 | 1.3 |
| Unappropriated | 23,195 | 43.0 | 18,661 | 43.4 | 22,194 | 54.8 | 20,496 | 53.3 |

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Other components of shareholders' equity | 3,428 | *6.4* | 3,588 | *8.3* | 3,553 | *8.8* | 3,544 | *9.2* |
| Equity attributable to owners of the parent | 40,687 | *75.4* | 36,318 | *84.4* | 39,816 | *98.3* | 38,109 | *99.1* |
| Non-controlling interests | 6,014 | *11.1* | (765) | *-1.8* | 599 | *1.5* | 7,289 | *0.0* |
| Total shareholders' equity | 46,701 | *86.5* | 35,553 | *82.6* | 40,414 | *99.8* | 38,116 | *99.1* |
| Total liabilities and shareholders' equity | 53,984 | *100.0* | 43,041 | *100.0* | 40,511 | *100.0* | 38,467 | *100.0* |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of INTUCH*

- Key Financial Ratios

Table of the INTUCH's key financial ratios in 2021 – 2023 and the nine-month period ended 30 September 2024

| | Unit | 2021 | 2022 | 2023 | For the nine-month period ended 30 September 2024 |
|---|---|---|---|---|---|
| Net profit margin | % | 73% | 99.6% | 111.4% | 97.1% |
| Liquidity ratio | Times | 2.60 | 0.9 | 63.9 | 5.5 |
| Return on equity | % | 27.3% | 27.4% | 34.5% | 34.8% |
| Return on assets | % | 20.2% | 21.7% | 31.5% | 34.3% |
| Debt to equity ratio | Times | 0.2 | 0.2 | 0.002 | 0.009 |
| Interest-bearing debt to equity ratio | Times | 0.1 | 0.001 | 0.001 | 0.001 |
| Net profit per share | THB | 3.35 | 3.28 | 4.10 | 3.17 |
| Net book value per share | THB | 12.69 | 11.33 | 12.42 | 11.88 |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of INTUCH*

3) SSI

(3.1) SSI

SSI has no business operations apart from being a holding company of certain international investments of Singtel, including investment in ADVANC, a major telecommunications operator in Thailand.

- Profit and Loss Statement

Table of the SSI's profit and loss statement in 2022 – 2024

| | 2022 | | 2023 | | 2024 | |
|---|---|---|---|---|---|---|
| | SGD Million | % | SGD Million | % | SGD Million | % |
| Total revenues[1/] | 217.1 | 100.0 | 209.5 | 100.0 | 226.2 | 100.0 |
| Total revenues[2/] | 0.3 | 0.1 | 0.4 | 0.2 | 0.4 | 0.2 |
| **Profit for the period** | **195.0** | **89.8** | **189.0** | **90.2** | **204.9** | **90.6** |

*Source: Consolidated financial statements for the years ended March 31, 2022 – 2024 of SSI*

*Remark:*

*1/ Total revenues include dividend income from joint venture*

*2/ Total expenses include services fees, professional fees and other administrative expenses*

- Statement of Financial Position

Table of the SSI's financial position statement in 2022 – 2024

| | As of 31 March 2022 | | As of 31 March 2023 | | As of 31 March 2024 | |
|---|---|---|---|---|---|---|
| | SGD Million | % | SGD Million | % | SGD Million | % |
| Total assets | 1,215.8 | 100.0 | 1,196.5 | 100.0 | 1,201.5 | 100.0 |
| Total liabilities | 0.2 | 0.0 | 0.2 | 0.0 | 0.3 | 0.0 |
| Issued and paid-up share capital | - | 0.0 | - | 0.0 | - | 0.0 |
| Total equity | 1,215.6 | 100.0 | 1,196.3 | 100.0 | 1,201.2 | 100.0 |

*Source: Consolidated financial statements for the years ended March 31, 2022 – 2024 of SSI*

(3.2) Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations.

IFA analyzed the Singtel's performance and financial position based on audited financial statements for the fiscal years 2022 – 2024, and reviewed financial statements for the interim financial statements for the six-month period ended 30 September 2024.

- Profit and Loss Statement

Table of the Singtel's profit and loss statement in 2022 – 2024 and the six-month period ended 30 September 2024

| | 2022 | | 2023 | | 2024 | | For the six-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | SGD Million | % | SGD Million | % | SGD Million | % | SGD Million | % |
| Operating revenues | 15,339 | 99.0 | 14,624 | 98.7 | 14,128 | 98.5 | 6,992 | 98.2 |
| Other income | 153 | 1.0 | 195 | 1.3 | 219 | 1.5 | 127 | 1.8 |
| **Total revenues** | **15,492** | **100.0** | **14,819** | **100.0** | **14,347** | **100.0** | **7,119** | **100.0** |
| Operating expenses | (11,725) | (75.7) | (11,134) | (75.1) | (10,750) | (74.9) | (5,172) | (72.7) |
| **Profit before interest, income tax expense and depreciation & amortisation** | **3,767** | **24.3** | **3,685** | **24.9** | **3,597** | **25.1** | **1,947** | **27.3** |
| Share of associates' pre-tax profits | 2,136 | 13.8 | 2,287 | 15.4 | 2,338 | 16.3 | 1,169 | 16.4 |
| Depreciation & amortisation | (2,723) | (17.6) | (2,574) | (17.4) | (2,444) | (17.0) | (1,209) | (17.0) |
| **Profit before interest and income tax expenses** | **3,180** | **20.5** | **3,398** | **22.9** | **3,491** | **24.3** | **1,907** | **26.8** |
| Net finance expense | (313) | (2.0) | (359) | (2.4) | (303) | (2.1) | (175) | (2.5) |
| **Profit before income tax expenses** | **2,867** | **18.5** | **3,039** | **20.5** | **3,188** | **22.2** | **1,732** | **24.3** |
| Taxation | (934) | (6.0) | (978) | (6.6) | (919) | (6.4) | (535) | (7.5) |
| **Profit after income tax expenses** | **1,933** | **12.5** | **2,061** | **13.9** | **2,269** | **15.8** | **1,197** | **16.8** |
| Minority interests | (11) | (0.1) | (8) | (0.1) | (9) | (0.1) | (7) | (0.1) |
| Exceptional items (post-tax) | 25 | 0.2 | 172 | 1.2 | (1,466) | (10.2) | 42 | 0.6 |
| **Profit for the period** | **1,947** | **12.6** | **2,225** | **15.0** | **794** | **5.5** | **1,232** | **17.3** |

*Source: Consolidated financial statements for 2022 – 2024 and six-month period ended 30 September 2024 of Singtel*

- Statement of Financial Position

Table of the Singtel's financial position statement in 2022 – 2024 and the six-month period ended 30 September 2024

| | As of 31 March 2022 | | As of 31 March 2023 | | As of 31 March 2024 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | SGD Million | % | SGD Million | % | SGD Million | % | SGD Million | % |
| Assets | | | | | | | | |
| Current assets | 6,000 | 12.2 | 5,428 | 11.7 | 5,733 | 12.4 | 5,575 | 12.3 |
| Cash and bank balances | 2,130 | 4.3 | 3,154 | 6.8 | 4,627 | 10.0 | 2,679 | 5.9 |
| Non-current assets | 41,001 | 83.5 | 37,947 | 81.6 | 35,838 | 77.6 | 36,908 | 81.7 |
| **Total assets** | **49,131** | **100.0** | **46,529** | **100.0** | **46,198** | **100.0** | **45,162** | **100.0** |
| Liabilities | | | | | | | | |

| | As of 31 March 2022 | | As of 31 March 2023 | | As of 31 March 2024 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | SGD Million | % | SGD Million | % | SGD Million | % | SGD Million | % |
| Current liabilities | 9,055 | 18.4 | 8,299 | 17.8 | 7,649 | 16.6 | 9,004 | 19.9 |
| Non-current liabilities | 11,967 | 24.4 | 12,217 | 26.3 | 13,584 | 29.4 | 11,563 | 25.6 |
| **Total liabilities** | **21,022** | **42.8** | **20,516** | **44.1** | **21,233** | **46.0** | **20,567** | **45.5** |
| Shareholders' equity | | | | | | | | |
| Issued and paid-up share capital[1/] | 4,573 | 9.3 | 4,573 | 9.8 | 4,573 | 9.9 | 4,573 | 10.1 |
| Retained earnings | 25,076 | 51.0 | 24,857 | 53.4 | 23,785 | 51.5 | 23,383 | 51.8 |
| Currency translation reserve (loss) | (2,151) | (4.4) | (3,750) | (8.1) | (4,203) | (9.1) | (4,294) | (9.5) |
| Other reserves | (386) | (0.8) | (688) | (1.5) | (241) | (0.5) | (133) | (0.3) |
| **Equity attributable to owners of the parent** | **27,112** | **55.2** | **24,992** | **53.7** | **23,914** | **51.8** | **23,529** | **52.1** |
| Perpetual securities | 1,013 | 2.1 | 1,013 | 2.2 | 1,013 | 2.2 | 1,013 | 2.2 |
| Minority interest and other reserves | (15) | 0.0 | 9 | 0.0 | 37 | 0.1 | 53 | 0.1 |
| **Total shareholders' equity** | **28,110** | **57.2** | **26,014** | **55.9** | **24,964** | **54.0** | **24,595** | **54.5** |
| **Total liabilities and shareholders' equity** | **49,132** | **100.0** | **46,530** | **100.0** | **46,197** | **100.0** | **45,162** | **100.0** |

*Source: Consolidated financial statements for 2022 – 2024 and six-month period ended 30 September 2024 of Singtel*

*Remark:*

*1/ Adjusted for share issuance costs and other accounting adjustment*

2.1.6. Analysis of the Offerors' Operational Performance

1) GULF

- Revenue from Sales (Gas-Fired Power Business)

In 3Q/2024, gas-fired power business recorded revenue of THB 27,865 million, an increase of 12.2% YoY mainly from the GPD project units 2 - 3 which commenced commercial operation on October 1, 2023, and March 31, 2024, respectively. This factor offset the impact of reduced electricity sales volume from the GSRC project, as well as a decrease in the electricity selling price per unit in alignment with the Ft adjustments.

When compared to 2Q/2024, gas-fired power business recorded a 4.3% QoQ decrease in revenue, due to a reduction in electricity sales volume to EGAT from GSRC and

GPD projects. This decrease resulted from a higher number of power generation units undergoing planned maintenance compared to the previous quarter, as well as a decline in domestic electricity demand following the exceptionally high temperatures of the previous quarter. Additionally, the significant appreciation of Thai Baht against USD compared to the previous quarter led to a reduction in Availability Payment (AP) revenue, which is partially tied to the USD.

For the first nine months of 2024, gas-fired power business recorded revenue of THB 85,788 million, an increase of 8.8% YoY, a result of the commercial operation commencement of GPD project units 2 - 3, as well as a higher electricity sales volume to EGAT from the GSRC project from the higher electricity consumption in Thailand. The above factors were able to fully offset the effects of the lower electricity selling price per unit which decreased in tandem with the Ft adjustments.

- Revenue from Sales (Renewable Energy Business)

In 3Q/2024, renewable energy business recorded revenue from sales of THB 914 million, an increase of 46.0% YoY, primarily due to an increase in revenue from GULF1 from the gradual commercial operation of solar rooftop projects, construction services, and solar panels sales to industrial customers. The factors mentioned above were able to entirely offset the revenue from projects in Vietnam which reduced after the MKW wind farm recorded a lower electricity price per unit, and revenue from GCG biomass project which reduced in line with the wholesale Ft.

When compared to 2Q/2024, renewable energy business recorded an increase in revenue by 39.6% QoQ, a result of GULF1's higher revenue from electricity sales, construction services, and solar panels sales. Moreover, GCG biomass project recorded a higher sales volume after the power plant underwent annual maintenance in 2Q/2024.

For the first nine months of 2024, the renewable energy business recorded revenue from sales of THB 2,437 million, an increase of 47.4% YoY, mainly supported by GULF1's higher revenue from electricity sales, construction services, and solar panels sales to industrial customers, as well as MKW wind farm which achieved full commercial operation since 3Q/2024.The aforementioned factors were able to outweigh the lower revenue from GCG biomass project which was affected by the lower wholesale Ft.

- Infrastructures & Utilities Business

In 3Q/2024, GULF recorded revenue from service concession arrangement of THB 838 million, a decrease of 27.8% YoY and 18.6% QoQ. For the first nine months of 2024, revenue from service concession arrangement was recorded at THB 3,000 million, reduced 9.7% YoY compared to the first nine months of 2024. The revenue was received from the land reclamation work of MTP3 industrial port development project, scheduled to be completed in 2025. The movement in revenue was consistent with the project's development progress in each period and was recorded in accordance with the Thai Financial Reporting Standards (TFRIC) 12.

- Satellite Business

Revenue from satellite business was recorded at THB 614 million in 3Q/2024, a decrease of 1.4% YoY and 3.8% QoQ. The satellite services revenue reduced from domestic customers in the transition period between contracts. For the first nine months of 2024, satellite business revenue was recorded at THB 1,861 million, declined by 6.8% YoY due to the revenue from Thaicom 4 which reduced in accordance to the contracts, and satellite services revenue which reduced from domestic customers in the transition period between contracts. Additionally, in Q1'2023, THCOM recorded a one-time ground station management revenue for Globalstar project.

- Revenue from Management Fee

Revenue from management fee in 3Q/2024 was THB 221 million, an increase of 24.8% YoY and 33.4% QoQ, and for the first nine months of 2024, revenue from management fee was THB 556 million, an increase of 1.6% YoY. The main factor for the growth in revenue was due to GULF giving more management services to its affiliates in the period.

- Other Income

In 3Q/2024, GULF recorded other income of THB 808 million, increased by 8.0% YoY, primarily from the higher interest income from loans to related parties and bank deposits as a result of higher market interest rates, coupled with interest income received from the land reclamation work of MTP3 industrial port development project as recorded in accordance with the TFRIC 12. The increase in interest income was able to offset other income which decreased from the absence of THB 125 million gain from sales of other non-current financial assets which was recorded in 3Q/2023, and the absence of dividend income from JASIF, as GULF had disposed of all its investments in JASIF in 2024.

When compared to 2Q/2024, other income decreased by 21.1% QoQ, due to the lower dividend income, combined with other income which reduced from the absence of gain from investment in equity instruments recorded in 2Q/2024.

For the first nine months of 2024, other income was THB 2,513 million, an increase of 10.2% YoY, mainly a result of the higher interest income from loans to related parties and bank deposits following the higher market interest rates, coupled with interest income from the land reclamation work of MTP3 project, which was able to entirely offset the lower dividend income and other income as mentioned previously.

- Share of Profit from Associates & Joint Ventures

In 3Q/2024, GULF recorded a share of core profit from associates and JVs at THB 2,983 million, mainly comprised of share of core profit from INTUCH of THB 1,583 million, GJP of THB 421 million, Jackson of THB 414 million, PTT NGD of THB 259 million, GGC of THB 182 million, HKP of THB 144 million, and DIPWP of THB 115 million. When including share of FX gain and unrealized loss on derivatives totaled at a net gain of THB 1,770 million, share of profit from associates and JVs in 3Q/2024 was THB 4,753 million. For the first nine months of 2024, GULF recorded a share of core profit from associates and JVs at THB 8,594 million, mainly comprised of share of core profit from INTUCH of THB 4,779 million, GJP of THB 1,605 million, PTT NGD of THB 852 million, GGC of THB 455 million, DIPWP of THB 433 million, and HKP of THB 394 million. When including share of FX gain and unrealized loss on derivatives totaled at a net gain of THB 989 million, share of profit from associates and JVs in the first nine months of 2024 was THB 9,582 million.

When compared to 3Q/2023, share of core profit from associates and JVs grew by 6.9% YoY mainly from:

(1) Share of core profit from INTUCH increased by 3.7% YoY in accordance with ADVANC's better performance from higher average revenue per user (ARPU)

(2) Recorded share of core profit from HKP at THB 144 million, after Hin Kong project unit 1 commenced commercial operation on March 1, 2024.

(3) Jackson's share of core profit increased from the higher average selling price per unit, combined with the reversal of over accrued property tax for 2023 and the first 9 months of 2024, amounting to THB 326 million.

(4) Nevertheless, share of core profit from GJP declined 29.8% YoY from the electricity sales volume from the 2 IPPs which was lower in accordance with EGAT's electricity supply management in Thailand, coupled with the higher corporate income tax expenses from unrealized foreign exchange gain of power plants under GJP group in this quarter.

Share of core profit from associates and JVs remained in line with 2Q/2024, with the following factors contributing to the changes

(1) Jackson's share of core profit increased from the higher sales volume, combined with the reversal of over accrued property tax as previously mentioned

(2) Share of core profit of GJP and HKP decreased by 34.6% QoQ and 32.8% QoQ, respectively, due to the sales volume to EGAT which declined in the same direction as Thailand's electricity demand, after the weather cooled down from the previous quarter. Moreover, the power plants under GJP group recorded higher corporate income tax expenses from unrealized foreign exchange gain recorded in this quarter

(3) Recorded a decrease in core profit share from PTT NGD by 32.1% QoQ, from the average selling price which reduced alongside lower fuel oil price, while natural gas costs increased.

For the first nine months of 2024, share of core profit from associates and JVs grew by 23.1% YoY mainly from:

(1) Share of core profit from INTUCH rose by 15.8% YoY reflecting ADVANC's better performance from higher average revenue per user (ARPU), combined with the efficient cost management.

(2) Share of core profit from PTT NGD increased 349.3% YoY, a result of the natural gas cost which reduced, while the selling price increased in tandem with fuel oil price.

(3) Recorded profit contribution from HKP project unit 1 which reached commercial operation on March 1, 2024.

(4) Share of core profit from GJP remained at a similar level to the first nine months of 2023. The higher electricity sales volume to EGAT from the 7 SPPs, which had fewer power plants maintenance, was able to entirely offset the lower profit from IPP projects, which reduced from GNS project's major inspection maintenance in Q1'2024.

- Cost of Sales

Cost of sales in 3Q/2024 was THB 23,749 million, an increase of 14.7% YoY, mainly due to the commercial operation commencement of GPD project units 2 - 3 which resulted in the amount of fuel consumption, as well as operations and maintenance cost, to increase together with the higher volume of electricity production, although the average natural gas cost per unit was slightly lower than the previous year.

When compared to 2Q/2024, cost of sales reduced by 3.3% QoQ, a result of the lower volume of fuel usage to produce electricity of IPP projects which was affected by Thailand's seasonally softened electricity consumption. However, the planned maintenance of GSRC and GPD projects caused the operations and maintenance cost to increase.

For the first nine months of 2024, cost of sales was THB 73,046 million, an increase of 9.4% YoY, mainly from the commercial operation commencement of GPD project units 2 - 3 which caused the fuel cost and other costs to increase. Moreover, GSRC project's planned maintenance between 3Q/2023 to 3Q/2024, as well as GPD project's planned maintenance in 3Q/2024, also resulted in higher operations and maintenance cost. The aforementioned factors were able to supersede the effect of lower average natural gas cost per unit compared to the same period of last year.

- Cost of Construction Fee under Concession Arrangement

Cost of construction fee under service concession arrangement is a cost incurred from the construction of MTP3 industrial port development project (infrastructure part) which is recorded in accordance with TFRIC 12 standard at THB 776 million in 3Q/2024, a decrease of 27.8% YoY and18.6% QoQ, and for the first nine months of 2024, the cost of construction fee under service concession arrangement was recorded at THB 2,764 million, a decrease of 9.7% YoY. The change in the construction cost is recorded in accordance with the progress of project development in each period.

- Cost of Service

Cost of service is a cost incurred by GULF in providing management services to GJP, GPC, HKH, HKP, BGSR 6, BGSR 81 and GSA DC, as well as associates under GULF1. In 3Q/2024, cost of service was THB 70 million, decreased by 16.5% YoY and 3.9% QoQ, and in the first nine months of 2024, cost of service was THB 216 million, decreased by 15.8% YoY, mainly from the lower costs related to human resources.

- Administrative Expenses

In 3Q/2024, administrative expenses were THB 944 million, increased by 13.5% YoY and 4.3% QoQ, and for the first nine months of 2024 administrative expenses were THB 2,622 million, increased by 4.9% YoY, largely from the higher expenses related to human resources, and expenses related to THCOM's satellites construction.

- Finance Costs

Finance costs in 3Q/2024 were THB 2,716 million, an increase of 5.2% YoY and a decrease of 2.7% QoQ, and for the first nine months of 2024 finance costs were THB 8,115 million, an increase of 13.9% YoY. The increment was mainly from interest expenses incurred from additional debenture issuances between 3Q/2023 and 3Q/2024. Furthermore, there were interest expenses of the GPD project units 2 – 3 which were booked after the project's commercial operation commencement.

- Gain / Loss from Exchange Rate

For 3Q/2024, the Group recorded a net unrealized gain on exchange rate of THB 953 million, mainly due to the appreciation of Thai Baht against USD at the end of 3Q/2024 by 4.5542 THB/ USD, when compared to at the end of 2Q/2024, resulting in GULF's group to record an unrealized gain on exchange rate on USD denominated loans, net with an unrealized loss on exchange rate on USD denominated loans that GULF granted to related parties. However, the appreciation of Thai Baht against EUR by 2.6452 THB/ EUR, and the appreciation of Thai Baht against GBP by 3.3381 THB/ GBP have caused GULF to record an unrealized loss on the EUR and GBP denominated loans that GULF granted to related parties, net with an unrealized gain on the fair value of GULF's Cross Currency Swap (CCS) contracts in EUR. However, after deducting THB 1,404 million unrealized gain on exchange rate attributable to non-controlling interests, the net unrealized loss on exchange rate attributable to the owners of the parent was recorded at THB 451 million. GULF also separates the effect of exchange rate on the share of profit from associates & JVs, which is recorded at an unrealized exchange rate gain of THB 1,784 million in 3Q/2024. When combining the exchange rate effects on the profit attributable to the owners of the parent and the share of profit from associates & JVs, the total unrealized exchange rate gain attributable to the owners of the parent for GULF group is reported at THB 1,333 million in 3Q/2024.

For the first nine months of 2024, the Group recorded a net unrealized gain on exchange rate at THB 222 million, mainly due to the appreciation of Thai Baht against USD at the end of 3Q/2024 by 1.9313 THB/ USD, when compared to at the end of 2023, resulting in GULF's group to record an unrealized gain on exchange rate on USD denominated loans, net with an unrealized loss on exchange rate on USD denominated loans that GULF granted to related parties. However, the appreciation of Thai Baht against EUR by 1.2651 THB/EUR, and the appreciation of Thai Baht against GBP by 0.6175 THB/ GBP have caused GULF to record an unrealized loss on the EUR and GBP denominated loans that GULF granted to related parties, net with an unrealized gain on the fair value of GULF's Cross Currency Swap (CCS) contracts in EUR. However, after deducting THB 582 million unrealized gain on exchange rate attributable to non-controlling interests, the net unrealized loss on exchange rate attributable to the owners of the parent was recorded at THB 361 million. Nevertheless, GULF also separates the effect of exchange rate on the share of profit from associates & JVs, which is recorded at an unrealized exchange rate gain of THB 1,007 million in the first nine months of 2024. When combining the exchange rate effects on the profit attributable to the owners of the parent and the share of profit from associates & JVs, the total unrealized exchange rate gain attributable to the owners of the parent for GULF group is reported at THB 646 million for the first nine months of 2024.

- Gross Profit

Gross profit in 3Q/2024 was THB 5,856 million, an increase of 5.5% YoY, mainly due to gross profit from sales, service, and lease contracts under PPA which grew from the performance contribution of GPD project units 2 - 3 that commenced operation on October 1, 2023 and March 31, 2024, respectively, which was able to supersede the lower profit contribution from12 SPPs under GMP as Ft reduced at a higher rate than natural gas cost during the quarter. Gross profit from management services increased from a higher amount of services delivered to related parties, while the cost of services reduced. However, gross profit from service concession arrangement decreased in accordance with the progress of MTP3 project's land reclamation work in the quarter.

When compared to 2Q/2024, gross profit softened by 2.7% QoQ. Gross profit from sales, service, and lease contracts under PPA declined from the sales volume from GSRC and GPD project which lowered in tandem with Thailand's electricity consumption, the power plants' planned maintenance, and a lower Availability Payment resulted from the sharp appreciation of Thai Baht against USD. In addition, profit contribution from 12 SPPs under GMP decreased from the higher natural gas cost compared to the previous quarter, while Ft remained at the same level. Moreover, gross profit from service concession arrangement reduced in accordance with the progress of MTP3 project's land reclamation work. Nevertheless, gross profit from management services increased from a higher amount of services delivered to related parties, while the cost of services reduced.

For the first nine months of 2024, gross profit was recorded at THB 17,616 million, an increase of 8.0% YoY. Gross profit from sales, service, and lease contracts under PPA increased from the aforementioned commercial operation commencement of GPD project units 2 - 3, coupled with the electricity sales volume from GSRC project which increased from the higher electricity demand in Thailand.

- Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA in 3Q/2024 was THB 9,843 million, an increase of 5.1% YoY but declined 3.9% QoQ, and for the first nine months of 2024 EBITDA was THB 29,514 million, an increase of 13.0% YoY, which moved in the same direction with core profit.

- Operating Profit (Core Profit)

Core profit in 3Q/2024 was recorded at THB 4,710 million, an increase of 12.1% YoY, mainly from:

(1) Profit contribution from GPD project units 2 - 3 which commenced commercial operations on October 1, 2023 and March 31, 2024, respectively.

(2) Recorded a higher share of core profit from associates and JVs, mainly from INTUCH, HKP and Jackson, with the details stated under the share of profit from associates and JVs section.

(3) However, SPP projects recorded a softened performance, affected by the lower Ft, while the natural gas cost remained at a similar level to 3Q/2023.

When compared to 2Q/2024, core profit slightly decreased by 1.4% QoQ, with the changes mainly attributable to:

(1) Profit contribution from GPD project softened from the lower sales volume, the planned maintenance, and the lower Availability Payment resulted from the sharp appreciation of THB against USD.

(2) SPPs under GMP project recorded a lower profit, due to the natural gas cost which increased in contrast to the Ft which remained at the same level compared to 2Q/2024.

(3) Share of core profit from associates and JVs remained at a similar level as the previous quarter, mainly increased from Jackson, but reduced from GJP and PTT NGD, with the details stated under the share of profit from associates and JVs section.

For the first nine months of 2024, core profit was THB 13,641 million, increased by 19.4% YoY, mainly from:

(1) Profit contribution from GPD project units 2 - 3 which commenced commercial operation on October 1, 2023 and March 31, 2024, respectively.

(2) Recorded a higher share of core profit from associates and JVs, mainly from INTUCH, PTT NGD, and HKP, with the details stated under the share of profit from associates and JVs section.

- Net Profit Attributable to the Owners of the Parent

Net profit attributable to the owners of the parent in 3Q/2024 was recorded at THB 6,030 million, an increase of 79.4% YoY and 27.2% QoQ, mainly changed in line with the core profit. However, in 3Q/2024, GULF recorded a gain from exchange rate attributable to the owners of the parent and unrealized loss on derivatives of associates and JVs, net at a gain of THB 1,319 million, as opposed to the THB 843 million loss in 3Q/2023 and THB 38 million loss in 2Q/2024, resulting in the net profit attributable to the owners of the parent to increase at a higher rate than core profit.

For the first nine months of 2024, net profit attributable to the owners of the parent was recorded at THB 14,270 million, an increase of 41.3% YoY in the same direction with the core profit which increased from the operation of GPD project as well as the improved performance of associates and JVs. However, in the first nine months of 2024, GULF recorded a gain from exchange rate attributable to the owners of the parent and unrealized loss on derivatives of associates and JVs, totaling at a net gain of THB 628 million, compared to THB 1,331 million loss in the first nine months of 2024, leading to the higher increase in the net profit attributable to the owners of the parent when compared to the growth in core profit.

2) INTUCH

- INTUCH Business

INTUCH's net losses or operational expenses in 3Q/2024 and the first nine months of 2024 were 59 million baht and 110 million baht, respectively, reflecting increases in both QoQ and YoY, mainly due to expenses related to Restructuring Transactions. However, excluding these expenses, operational costs would have decreased QoQ and YoY due to efficient SG&A management and higher interest income.

- ADVANC Business

The share of the net results from ADVANC Group increased QoQ, primarily driven by core revenue growth and a foreign exchange gain, while the YoY increase was mainly due to the consolidation of TTTBB's operating results along with the core revenue growth. However, these were partially offset by rising costs and expenses, including higher finance costs from debt used to acquire TTTBB and lease liabilities from 3BBIF.

  - Sales and Service Revenue

Sales and service revenue experienced growth from QoQ and YoY, primarily propelled by:

- The rise in fixed-broadband service revenue YoY was driven by the inclusion of TTTBB's revenues. The increase from the previous quarter resulted from a larger subscriber base and higher ARPU, supported by upselling value-added services to existing customers and attracting new customers with higher-value packages.

- The YoY increase in mobile business revenue was driven by growth in both ARPU and subscriber base, supported by a focus on value-added services and higher data usage, particularly from inbound tourism. The QoQ growth resulted from an expanded subscriber base and government economic stimulus projects.
- The YoY revenue growth from non-mobile enterprises and other segments was driven by the consolidation of TTTBB's revenue and roaming contracts with NT. QoQ growth was further boosted by large-scale cloud projects.
- SIM and device sales increased QoQ, fueled by the launch of the new iPhone 16 at the end of September 2023. Growth from the first nine months of 2023 was supported by handset sales and a government tax campaign in the first quarter of 2024. However, revenue decreased compared to 3Q/2024 due to a lower initial supply of iPhones in Thailand than in the previous year.

▪ Sales and Service Costs

Sales and service costs remained steady QoQ, as higher depreciation was balanced by reduced maintenance and transmission costs. However, these costs rose compared to 3Q/2023 and the first nine months of 2023, primarily due to the depreciation of right of-use assets and costs from the consolidation of TTTBB.

▪ Distribution and Administrative Expenses

Distribution and administrative expenses in 3Q/2023 and the first nine months of 2023 increased YoY due to the inclusion of TTTBB's expenses. Compared to 2Q/2024, these expenses rose primarily due to accrued performance-based staff costs, marketing campaigns for the iPhone 16 launch, and increased privilege campaigns.

3) SSI

SSI, an indirect wholly-owned subsidiary of Singtel, is a holding company incorporated in Singapore. SSI has no business operations apart from being a holding company of certain international investments of Singtel, including investment in ADVANC, a major telecommunications operator in Thailand.

Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations. Singtel's performance is as follows:

- Operating Revenue

The Group's operating revenue remained stable after the divestment of Trustwave. EBITDA and EBIT grew 9.0% and 27% respectively, driven mainly by Optus and NCS. Excluding Trustwave's losses in the same period last year, EBITDA and EBIT increased 6.1% and 16% respectively.

- Optus's Operating Revenue

For the first half year, Optus' EBITDA grew 7.4% and EBIT was up a strong 58%. This growth was mainly driven by improved mobile performance and disciplined cost management. Optus' mobile service revenue rose 4.1% due to price increases in postpaid plans that boosted blended ARPU, and a higher prepaid customer base. Mobile equipment revenue was higher on increased sales of high-end devices. Home revenue also increased attributable to higher NBN and Fixed Wireless Access revenues from ARPU growth.

However, overall operating revenue was stable, impacted by reductions in project-based satellite revenues and Enterprise ICT equipment sales.

- Singtel Singapore's Operating Revenue

Singtel Singapore's operating revenue was stable. The increase in mobile service revenue was offset by the continued structural decline in legacy carriage services, softer ICT demand in enterprise and lower Data and Internet revenue. Mobile service revenue was up 4.1%, lifted by growth in roaming and Internet of Things (IoT) connectivity. With lower operating expenses from cost optimization and business integration, EBITDA improved 2.6%.

EBIT was flat after including higher depreciation charges from network and digital investments.

- NCS's Operating Revenue

NCS' operating revenue grew 2.5%, primarily driven by a robust increase in Gov+, which was partially offset by a decline in Enterprise amid slower spending. With higher operating revenue and cost efficiencies, margins improved and EBITDA achieved notable growth of 24%. EBIT grew a strong 40% after accounting for lower depreciation charges from a reduced asset base. NCS booked S$1.5 billion in orders in the first half of the year, boosted by new wins and contract renewals in various sectors.

- Digital InfraCo's Operating Revenue

Digital InfraCo's revenue was up 8.2% due mainly to strong growth in its Nxera data center business from higher utility billings and a non-recurring customer reservation fee for DC Tuas. This growth was partially offset by a decline in satellite services revenue largely due to lower project-based satellite deployment services.

Operating expenses increased mainly from higher utility rates and usage, and increased staff costs from investments in regional business growth. Consequently, both EBITDA and EBIT declined 1.4%.

- Pre-tax and Post-tax Contributions from the Associates

Pre-tax and post-tax contributions from the associates declined 2.2% and 4.5% respectively. The lower contributions from Telkomsel and Airtel were mitigated by stronger performances from ADVANC and Globe.

- Finance Costs

Net finance costs grew 37% due mainly to a foreign exchange loss, compared to a gain in the last corresponding period mainly from a forward contract settlement that did not recur this period and higher average borrowings.

- Exceptional Items

The net exceptional gain in the first half year comprised mainly gains from equity dilution and stake sale in Airtel. The net exceptional gain in the same period last year was boosted by a S$1.2 billion gain from Telkomsel's equity dilution.

- Net Profit

During the first half of the year, the Group recognized a gain on reduction in Singtel's effective equity stake in Airtel from 28.9% to 28.7%, following further redemption of Airtel's foreign currency convertible bonds. Airtel recorded exceptional gains from reversing an interest provision due to a Supreme Court ruling in India on a variable license fee matter and from selling its subsidiary in Sri Lanka.

These gains were partially offset by fair value losses on revaluation of Airtel Nigeria's US dollar denominated liabilities and derivatives from steep depreciation of Nigerian Naira, as well as a fair value loss on revaluation of its foreign currency convertible bonds.

2.1.7. Analysis of the Offerors' Financial Position

1) GULF

- Total Assets

Total assets as of September 30, 2024 was THB 486,837 million, an increase of THB 27,323 million or 5.9% from December 31, 2023. The increase was attributable to the following factors:

(1) Finance lease receivables under power purchase agreements increased by 12.3% or THB 7,243 million, primarily from the commercial operation commencement of GPD project unit 3 on March 31, 2024, which was recorded in accordance with the TFRS 16 accounting standards.

(2) Property, plant and equipment net increased by increased by 5.8% or THB 5,205 million, mainly increased from the construction progress of the solar farms of GULF group, and satellite construction of THCOM.

(3) Receivables from service concession arrangement increased by 37.5% or THB 3,437 million, aligned with the land reclamation progress of MTP3 industrial port development project, which was recorded in accordance with the TFRIC 12 accounting standards.

(4) Other assets increased by 13.9% or THB 5,755 million, mainly from (i) long-term loans to related parties increased by THB 2,221 million, with majority for investment in Outer Dowsing wind project, (ii) other receivables increased by THB 2,013 million, majority from advanced payment for solar panels.

- Total Liabilities

Total liabilities as of September 30, 2024 was THB 338,421 million, an increase of THB 23,011 million or 7.3% from December 31, 2023. The increase was attributable to the following factors:

(1) Debentures increased by 22.6% or THB 30,490 million, from the THB 20,000 million and THB 25,000 million debenture issuances in April and September 2024, respectively, net with repayment for debentures matured during the first nine months of 2024 in the amount of THB 14,500 million.

(2) Construction payable increased by 34.4% or THB 2,642 million, mainly from the higher land reclamation cost which was recorded in accordance with the construction progress of MTP3 industrial port development project.

(3) Nevertheless, liabilities partially decreased, with long-term loans from financial institutions reduced by 5.3% or THB 7,626 million, due to scheduled loan repayments by GULF and the GMP and GSRC projects during the period.

- Total Equity

Total equity as of September 30, 2024 was THB 148,416 million, an increase of THB 4,312 million or 3.0% from December 31, 2023, which mainly changed due to following factors:

(1) Unappropriated retained earnings increased by 7.8% or THB 3,888 million, and non-controlling interests increased by 9.0% or THB 2,466 million, mainly grew from the Group's performance, net with dividend payment.

(2) Other components of equity decreased by 211.4% or THB 2,041 million, primarily due to the lower fair value of interest rate swap contracts which were measured as required under TFRS 9 standard. Based on % dividend received from GSRC & GPD

- Capital Structure

As of September 30, 2024, the Group recorded a debt-to-equity ratio of 2.28 times. However, when considering the condition and covenant of GULF's debenture, the ratio of net interest-bearing debt (including lease liabilities) to equity was recorded at 1.71 times.

2) INTUCH

- Total Assets

Total consolidated assets dropped 5% from the end of 2023, primarily due to the decrease in the value of an associate's investment resulting from the ADVANC dividend payment, which was offset by the operational performance in the first nine months of 2024. Investment in venture capital dropped from the fair value remeasurement. Cash and cash equivalents decreased due to INTUCH's dividend payment and ITV's capital reduction payment to non-controlling interests.

- Total Liabilities

Total consolidated liabilities rose from the end of 2023 due to the withholding tax on INTUCH's dividend, which was paid to the Revenue Department in October 2024.

- Total Equity

Total consolidated equity decreased 6% from the end of 2023 due to the second half of 2023 and the first half of 2024 dividend payments, offset by the operational gains in the first nine months of 2024.

- Capital Structure

At the end of 3Q/2024, the group's debt-to-equity ratio stood at 0.009 times. INTUCH Group can repay short-term and long-term loans without violating the conditions of its loan agreements regarding maintaining stipulated financial ratios.

3) SSI

SSI, an indirect wholly-owned subsidiary of Singtel, is a holding company incorporated in Singapore. SSI has no business operations apart from being a holding company of certain international investments of Singtel, including investment in ADVANC, a major telecommunications operator in Thailand.

Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations.

- Financial Position

The Group continued to be in a strong financial position as at 30 September 2024. Singtel's ratings of A1 by Moody's and A by S&P Global Ratings remain strong among its peers in the global telecommunications industry.

The currency translation loss was higher from 31 March 2024, primarily due to losses for Airtel and Globe, which were partially offset by gains for ADVANC and INTUCH.

- Capital Structure

As at 30 September 2024, net debt increased by S$1.94 billion from half a year ago due mainly to a S$1.5 billion spectrum payment in Australia. With a higher net debt, the gearing ratio increased to 28.3%

2.1.8. Industry Overview

1) GULF

- Industry Overview and Outlook for Power Generation Business

(a) Thailand

The Power Development Plan (PDP) of Thailand delineates the nation's strategic approach to fulfilling its forthcoming energy requirements. The plan aims to ensure a dependable and secure energy supply, promoting sustainability through the integration of renewable energy sources, and supporting Thailand's economic development.

According to the PDP2018 Revision 1, Thailand plans to add a total of 56,431 MW of new power generation capacity by 2037 to meet the future demand for electricity and replace the power plants that will be retiring from the system. The majority of these new capacities will come from renewable energy, followed by combined-cycle power plants.

In addition, as the global energy trend shifts toward decarbonization, Thailand has pledged to reduce greenhouse gas emissions by 40% within 2030, with longer-term commitments to achieve carbon neutrality by 2050 and net-zero greenhouse gas emissions by 2065. To this end, in 2022, the Energy Regulatory Commission (ERC) adjusted the PDP2018 Revision 1 and announced a program to purchase up to 5,203 MW of electricity from renewable energy sources under a Feed-in Tariff (FiT) scheme between 2022 - 2030, comprised of 335 MW of biogas (waste water/waste), 1,500 MW of wind power, 1,000 MW of ground-mounted solar with battery energy storage system, and 2,368 MW of ground-mounted solar, of which there was a total of 4,852 MW of renewable power projects were awarded to private power producers to develop the projects under the scheme. The government is also in the process of preparing a new power development plan which will support Thailand's net-zero target.

According to EGAT's energy statistics, as of December 2023, total contracted power generation capacity in Thailand was 53,841 MW, of which 16,237 MW or 30% of total power generation capacity was generated by EGAT, 17,649 MW or 33% was generated by IPPs, 9,483 MW or 17% was generated by SPPs, and 4,237 MW or 8% from VSPPs. In addition, Thailand also imported 6,235 MW or 12% of its total contracted power generation capacity from Lao PDR and Malaysia.

In 2024 - 2027, Thailand will have additional contracted capacity from new IPP power projects, which will come from 3 power projects under GULF's Group, with a total contracted capacity of 3,190 MW.

In terms of electricity consumption, based on the database from the Energy Policy and Planning Office (EPPO), Thailand's electricity demand grew 3.4% in 2023 compared to 2022, driven mainly by the expansion of electricity usage in households and business sectors related to tourism and services. As EPPO's database reported, over the past decade, electricity demand in Thailand increased at a CAGR of 2.0% from 164,341 GWh in 2013 to 203,923 GWh in 2023. According to the forecast published in Thailand's Power Development Plan 2018 – 2037 Revision 1 (PDP2018 Revision 1), electricity consumption in Thailand is expected to reach 367,458 GWh in 2037 or 1.8 times higher than the current level.

During 2013 – 2023, peak power demand has also been on a growth trend, and increased at a CAGR of 2.5%, from 26,598 MW in 2013 to 34,131 MW in 2023. Moreover, according to PDP2018 Revision 1's forecast, the peak demand for electricity in 2037 is expected to reach 53,997 MW or 1.6 times higher than the current level.

Apart from Thailand, GULF also has power projects in other countries, namely, Lao PDR, Vietnam, Oman, Germany, the United Kingdom and the United States of America, with the industry overview in each country as follows:

(b) Lao People's Democratic Republic (LPDR)

Situated in the Mekong River basin, Lao PDR strategically leverages its geographical advantages to predominantly focus on hydroelectric power projects, constituting around 80% of its total energy production. According to data from the ASEAN+3 Macroeconomic Research Office (AMRO), the country has an installed capacity exceeding 10,000 MW, of which more than 70% is exported to neighboring countries such as Thailand, Vietnam, Cambodia, Singapore, and Myanmar. Under the Memorandum of Understanding (MOU) between Thailand and Lao PDR, the governments agreed to collaboratively develop power projects in Lao PDR for supplying to Thailand by increasing the target supply capacity from 9,000 to 10,500 MW in order to meet Thailand's electricity demand in the future. Likewise, Singapore has also signed agreement to purchase electricity from Lao PDR with the initial transmission of 100 MW will be exported to Singapore via the existing infrastructure of Thailand and Malaysia. The contract is one of the initiations under the Lao PDR, Thailand, Malaysia, and Singapore Power Integration Project (LTMS-PIP), the first multilateral cross-border electricity trade within ASEAN, which served as key regional initiative to promote the power integration network and enhancing the economic prosperity of the region. Lao PDR can produce a significant amount of hydroelectricity for electricity sale to its neighboring countries, aiming to become the battery of ASEAN in the future. This export-oriented electricity production policy is a significant driving force for Laos' economy, with a total electricity generation target of approximately 29,000 MW by 2030.

(c) Vietnam

According to the General Statistics Office of Vietnam, the country's GDP in 2023 is expected to expand by 6.5%. In this regard, economic development and population growth has led to increasingly higher electricity demand. As such, the government have issued a policy to increase the country's electricity generation capability as well as support the domestic industrial development and growth. Based on Vietnam's National Power Development Master Plan for 2021 - 2030 period, with a vision to 2050 (PDP VIII) approved in May 2023, it is anticipated that total power generation capacity in Vietnam will surpass 158,000 MW in 2030, and approximately 500,000 MW by 2050, with a 7.7% CAGR from 2021 to 2030. In addition, the government further aims to develop renewable energy power plants such as solar power, wind power, and hydroelectricity to reduce the share of coal power in achieving the 2050 net zero emissions target. It is expected that power generation from renewable energy will account for approximately 48% of the total power generation capacity, or equivalent to 72,300 MW by 2030.

(d) Oman

As per Oman Power and Water Procurement's 7-year Statement (2023 - 2029), peak power demand in the Main Interconnected System (MIS), where Muscat is located, is expected to increase at an average growth rate of approximately 3.4% between 2023 - 2029. Meanwhile, the average power demand at Duqm Special Economic Zone is expected to reach a remarkable annual growth rate of

23%, fueled by expansive industrial and infrastructure projects. At present, Oman's electricity generation relies heavily on natural gas and oil. To steer towards sustainability, the government has initiated a policy shift, promoting the increased adoption of renewable energy sources such as solar and wind power, and targets electricity generation share from renewables at 35 - 39% by the year 2040. This reflects Oman's commitment to diversify its energy mix and embrace cleaner alternatives in the pursuit of a more sustainable and resilient power sector.

(e) Germany

Germany has the fourth-largest global economy and stood at the forefront of electricity demand in Europe with electricity generation in 2023 reaching 449 billion kWh and consumption at 457 billion kWh, as reported by Germany's Federal Network Agency (Bundesnetzagentur). Guided by the comprehensive Energiewende 2010 - 2050 plan, the German government is actively steering the nation towards sustainable energy practices. With a commitment to phasing out nuclear and fossil fuel power plants, Germany has witnessed a remarkable shift in its energy landscape. Bundesnetzagentur reported a noteworthy surge in the proportion of electricity consumption sourced from renewable energy, catapulting from approximately 6% in 2000 to 55% of German electricity consumption in 2023. The German Renewable Energy Sources Act (EEG) further underscores the nation's dedication to green energy, mandating a minimum 80% share of renewables by 2030. This ambitious target aligns with the European Commission's broader objective of achieving a 90 - 95% reduction in net greenhouse gas emissions for the EU by 2040, measured against 1990 levels. As Germany continues its trajectory towards sustainable energy, it is anticipated that the government will intensify its support for the expansion of renewable power plants in the years to come.

(f) United Kingdom

In 2022, the United Kingdom's total electricity generation was recorded at 325 billion kWh, as reported by the Department of Energy Security and Net Zero (DESNZ). Notably, 42% of this electricity produced was derived from renewable sources, predominantly propelled by the burgeoning wind energy sector. However, this commendable achievement is perceived as trailing behind the UK government's ambitious target to achieve a fully decarbonized electricity system by 2035, of which the progress is pressed to further accelerate by the British Energy Security Strategy in response to the global gas crisis. The robust plans to hasten the transition to a decarbonized power sector seek to reduce dependence on imported gas, ensuring a secure and sovereign supply of electricity while striving for long-term affordability. The strategy notably amplifies aspirations for offshore wind, solar, nuclear power, and hydrogen, including a commitment to scaling wind energy production capacity to 50,000 MW by 2030. Acknowledging the pivotal role of policy and infrastructure, the government is committed to fostering an environment that supports decarbonization ambitions, attracting investments for renewable power plants, and advancing decarbonization technologies to propel the UK towards a sustainable energy future.

(g) United States of America

In 2023, the U.S. energy industry experienced a major transformation driven by the government's goals to achieve the country's net-zero targets which is supported by the U.S. Department of Energy's 400 billion USD commitment towards energy innovations which is expected to spur trillions more. This funding allocation for the upcoming years, coupled with heightened climate concerns, catalyzed a surge in renewable energy investments in 2023 and marked a pivotal moment in the U.S. market's aggressive measures aimed at reducing foreign reliance and decarbonizing its power generation ecosystem. Nationwide efforts expanded to include more wind and solar deployment, domestic manufacturing of large-scale equipment, local sourcing of lithium and other critical minerals for battery production, as well as public and private R&D in areas such as nuclear fusion, clean hydrogen, and carbon capture technologies.

However, nascent renewable energy projects are facing developmental challenges, including supply chain disruptions, permit delays, interconnection queues, political gridlock, human capital shortages, weather-related intermittency, and aging transmission infrastructures. Additionally, the ramifications of fluctuating capital costs, high-interest-rate environment, and inflationary risks remain to be seen. As a result, traditional operating assets such as gas-fired power plants, as well as the development of various U.S. LNG terminals, are considered critical for ensuring energy security and stable electricity supply during this early stage of energy transition.

The U.S. electricity market is projected to grow 2 - 4% in 2024, driven by increased residential consumption and climate change.

- Industry Overview and Outlook for Gas Business

Thailand's Natural Gas Management Plan 2018 - 2037 (Gas Plan 2018), which aims to provide adequate gas supply for Thailand's demand at the fair price to support economic development while taking into consideration the environmental balance, has specified 4 objectives for the country's gas management as follows: 1) Support gas usage in every sector to reduce air pollution, 2) Explore and produce natural gas from petroleum fields in the country as well as in joint development areas, 3) Develop infrastructures for natural gas drilling and extraction to fulfill the country's demand and utilize the infrastructure to achieve maximum efficiency, and 4) Promote competitiveness of natural gas trading business in the country.

According to EPPO's database, Thailand's gas demand in 2023 was recorded at 4,143 million cubic feet per day, an increase of 5.7% from 2022, mainly from the electricity production sector, as the natural gas supply shortage situation, both in the Gulf of Thailand and in the global market, has started to alleviate, resulting in the lower natural gas price. In the long-term, the Gas Plan 2018 forecasted that Thailand's natural gas demand will increase at an average rate of 0.7% per annum, and will reach 5,348 million cubic feet per day in 2037, 67% of which will be used in power generation, 21% in the industrial sector, 11% in gas separation plants, and 1% in the transportation sector. With the demand for power generation and industrial sector on a growing trend, in contrast with the gas supply in the Gulf of Thailand that is diminishing, the Gas Plan 2018 forecasted that Thailand will have to increase the amount of imported liquefied natural gas (LNG) from 7 million tons in 2022 to 26 million tons in 2037, to support the rise in natural gas demand. At present, there are 8 companies that have acquired LNG shipper licenses from the ERC, with 2 of the licensed companies being GULF's subsidiary and associate, namely, GLNG and HKH.

For LNG business, Shell LNG Outlook 2023 forecasted a continuous growth trend in global LNG demand, particularly in Europe and the UK. In 2022, these regions collectively imported over 121 million tons of LNG, marking a 60% increase compared to 2021. LNG has become increasingly crucial for Europe's energy security, especially after the Russia-Ukraine war substantially reduced natural gas transportation from Russia. The resulting unrest is expected to have a lasting impact on the global LNG industry. The global LNG trading volume in 2022 totaled 397 million tons, and it is estimated by many researches to reach 650 - 700 million tons per annum by 2040, resulting in investment ramp-ups for

LNG production, as well as new technologies to reduce carbon emission which will be crucial for natural gas and LNG to serve as a transition fuel to a low carbon society.

- Industry Overview and Outlook for Infrastructure and Utilities Business

The COVID-19 pandemic in the past few years has led to a slowdown in large-scale infrastructure investments and a delay in the development of various projects in Thailand. This has created a pressing demand for the country to expedite the ongoing development of vital infrastructure and utilities projects, necessitating a significant infusion of funds. However, with Thailand facing challenges related to raising the public debt ceiling from 60% to 70% of GDP, the government is placing increased importance on the private sector's participation in investing in infrastructure and utility projects. This is aimed at establishing a solid foundation for development, and enhancing Thailand's competitiveness across various dimensions including economic aspects, the quality of life for the population, and transportation connectivity. The collaboration between the public and private sectors promotes efficiency in utilizing resources and incorporating cutting edge innovations to enhance the quality of public services. The number of projects included in the government's strategic plan for the private sector's investments through Public-Private Partnerships (PPP) scheme, administered by the State Enterprise Policy Office (SEPO) published in July 2023, encompasses more than 120 projects with a total investment value of 1.16 trillion Baht. The majority of these projects fall under the categories of roads and public transportation systems such as the intercity motorway projects by the Department of Highways, the double-track railway projects by the State Railway of Thailand, sky train projects by the Mass Rapid Transit Authority of Thailand, and container port development projects by the Port Authority of Thailand. Additionally, there are various development projects in the Eastern Economic Corridor (EEC).

- Industry Overview and Outlook for Digital Business

Technology is increasingly playing a pivotal role in our daily lives and has become a cornerstone for economic activities. The onset of the COVID-19 pandemic served as a catalyst, expediting disruptions and intensifying the demand for digital infrastructures. This surge in technological reliance includes the widespread implementation of the Internet of Things (IoT), enabling individuals to effortlessly control various devices with their fingertips. Moreover, the integration of 5G technology in telecommunications has revolutionized connectivity, supporting a large user base and facilitating nearinstantaneous intercontinental communications. In the financial sector, the application of blockchain technology, serving as the foundation for cryptocurrencies and digital assets, has transformed into expansive financial ecosystems with trillions of Dollars in circulation. The pervasive influence of digital technology extends to numerous other domains. Undoubtedly, the emergence of digital business marks a new industry of profound significance for the future, offering extensive opportunities for all sectors to engage in the development of innovative businesses. Both the public and private sectors must proactively prepare for this rapid transformation to steer the country's society and economy towards a technologically-driven future.

For satellite business under THCOM, although the consumer behavior trend for TV viewing has shifted towards internet-based streaming through smartphones and tablets, the demand for satellite usage in broadcasting television signals remains continuous. This is due to the improvement in television quality from standard definition to higher resolutions like high definition (HD) and ultra-high definition (UHD), especially in countries like India and the Indochina region. On the other hand, satellite usage for broadband internet services remains crucial, especially in regions where internet access is limited or unstable, such as in Northern and Western regions, and various islands in the South of Thailand, as well as India, Indonesia, and the Philippines due to the geographical complexity and diversity that challenges the development of infrastructure in these regions. High-speed internet service via satellite plays a vital role in improving the quality of life for residents in these areas. Additionally, in the future, businesses 35 related to satellites, particularly those utilizing space technology for Earth observation data analysis, will have an increasingly important role to both private sector and government in exploring and analyzing each geographical regions' unique requirements and characteristics, promoting, planning, and finding suitable solutions for area-specific issues.

For digital asset industry in Thailand, despite an overall slowdown in trading volume in 2023 after Bitcoin, the largest digital asset by market value, experienced a significant price decline to its lowest level in 2 years in December 2022, the digital asset market began to recover in the latter part of 2023 and showed a continuous upward trend in 2024. This recovery was supported by the approval of the Bitcoin Spot ETF by the U.S. Securities and Exchange Commission in January 2024, signaling increased acceptance of Bitcoin as a reliable asset which could attract institutional and retail investors to invest in digital assets in the long term. Moreover, Bitcoin is entering a halving event, where the reward for mining new Bitcoins will be halved. This event typically leads to an increase in the price of Bitcoin and other digital assets, as the new supply of coins is reduced, and is anticipated to contribute to the recovery of digital asset markets.

For the data center business in Thailand, the market is expected to grow in terms of capacity at a CAGR of 27% during 2023 - 2028. Furthermore, Arizton projects a revenue CAGR of 7% for the ASEAN data center market over 2022 - 2028, bringing annual revenue of up to 14 billion USD in 5 years. Moreover, while Singapore is dominating ASEAN's data center market, Thailand emerges as a compelling choice for data center establishment due to the country's lower incidence of natural disasters and its proximity to submarine cables, Thai government's support for land access and utilization as well as tax incentives, and growing demand in domestic market, particularly in key sectors such as banking, finance, insurance, and e-commerce.

2) INTUCH

- ADVANC's Business

  - Mobile Business

In 2023, the mobile industry in Thailand saw a significant market change from the merger of operators, resulting in the existence of two major private operators and one state enterprise operator, the National Telecom Public Company (NT), serving 2 million subscribers. For 2023, the mobile industry's revenue remained stable compared to 2022, totaling 301,000 million baht. With competition stabilizing in the industry, operators attempted to offer attractive mobile plans bundled with diverse services to satisfy consumer needs while promoting the utilization of 5G network. Overall, the number of mobile users remained stable at 96 million or 146% of the population penetration.

Overall, the telecommunications industry in 2024 is expected to benefit with an expansion in private consumption and the government stimulus packages, fostering increased telecom usage and domestic consumption. Furthermore, the arrival of international tourists is poised to elevate international-related usage and roaming, contributing to overall revenue growth in the mobile industry. Meanwhile, the market competition is projected to remain stable from 2023. The industry service providers are likely to offer comprehensive plans addressing users' digital needs with enhanced privileges, to deliver diverse values and experiences.

The rapid increase in 5G usage was driven by a shift in consumer digital behavior towards data consumption, making them better suited for 5G mobile plans that offer larger data allowances than other plans. This trend was supported by the broader availability of 5G handsets at more affordable prices. Crucially, 5G technology played a pivotal role in enhancing work efficiency for the industrial sector, offering high speed, low latency, and supporting a massive number of connected devices simultaneously.

In 2024, ADVANC is committed to deliver products and services prioritizing quality and best user experience to grow mobile service revenue. The Company is also dedicated to differentiation by elevating user experience through the development of functions within key channels like MyAIS application. Additionally, ADVANC is delivering various comprehensive points and privileges through collaborations with numerous business partners, aligning with the principles of ecosystem economy to strengthen relationships with all customer groups.

- High-Speed Home Internet Business

Fixed Broadband market grew steadily in line with urban expansion in Thailand, resulting in a higher demand of Thai households for data information access as well as digital usage. In 2023, the number of internet users in Thailand reached 10.4 million households, an increase of 1.6% from 2022. The penetration rate of internet broadband in the country stood at 48% while the total industry value of the broadband market at the end of 2023 amounted to 60 billion baht, a slight decrease of 2%. This decline was influenced by marketing strategies that focused on offering affordable package plans and discounts to retain and expand customer bases, overshadowing attempts to adopt a value-adding strategy and provide convergence services. Consequently, the average revenue per user (ARPU) for the broadband market remained relatively unchanged from the previous year.

Thailand's fixed broadband market is poised to sustain its growth, driven by the growing digital lifestyles and a 50% broadband penetration rate, signifying lucrative opportunities for market expansion, especially in remote areas. Competition is expected to remain stable from the previous year, with service providers placing more emphasis on diverse and quality plans, including fixed-mobile convergence, bundled Internet of Things (IoT) offerings, and smart home solutions to meet consumer digital demands. The efforts aim to increase users and the market value for the broadband industry in 2024.

ADVANC sets to achieve its broadband growth target by synergizing the strengths of the 'AIS Fibre' and '3BB' brands under the 'AIS 3BB FIBRE 3' concept. This involves integrating the networks of both companies, covering over 13 million households, and enabling ADVANC to extend its customer base into new areas and diversify its product and service offerings beyond home internet services adding significant value to its fixed broadband business.

- Technology and Digital Services

Thailand's technology and digital services market achieved a notable 10% growth in 2023, reaching a total industry value of 160,000 million baht. Key products and services encompassed enterprise data services, cloud offerings, cybersecurity services, data centers, Internet of Things (IoT), and ICT solutions, contributing to the robust expansion of the enterprise service business. These services attract attention from global partners eager to collaborate with Thai operators, presenting opportunities for local telecom service providers with an enterprise client base to join forces with international partners in introducing new technology to clients. Beyond the business sector, there are prospects for investment and the development of new products to align with consumer adjustments toward a lifestyle that increasingly incorporates digital technology into their daily routines.

In the face of dynamic socio-economic changes, digital technology becomes crucial for Thai industries to adapt by incorporating digital technology to enhance competitiveness and ensure efficient organizational management. Essential products and services to digital transformation such as connectivity, enterprise data service, business cloud, and data center, are crucial for business organizations to help increase the flexibility and convenience in operations. Similarly, the increased importance on safety and occupational health in the workplace may drive the adoption of automation and unmanned solutions, presenting future technological opportunities for business.

In 2024, ADVANC anticipates sustained growth in enterprise client business, prioritizing products and services to propel digitalization in the business sector and create new capabilities that can gain competitive advantages despite challenging economic contexts. Emphasis remains on offering connectivity services such as network technology, secure local and international cloud-based solutions, and diverse digital platforms. This includes offerings like Communication Platform-as-a-Service (CPaaS) and the AIS Paragon platform, catering to varied application needs and fostering mutual growth for ADVANC and its enterprise clients.

3) SSI

SSI, an indirect wholly-owned subsidiary of Singtel, is a holding company incorporated in Singapore. SSI has no business operations apart from being a holding company of certain international investments of Singtel, including investment in ADVANC, a major telecommunications operator in Thailand.

Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operations. Singtel industry overview is as follows:

- Telecommunication Business

The Group's telco business models and profits are challenged by disintermediation in the telecommunications industry by handset providers and other digital service providers and non-traditional telecommunications service providers, including social media networks and over-the top players which provide multimedia and video content, applications, and services directly on demand.

SIngtel invest in its networks to ensure that they have the coverage, capacity, and speed that will provide its customers with the best network and connectivity experience. Singtel are also focused on driving efficiencies and innovation via new connectivity technologies, products, services, processes, and business models to meet evolving customer needs and enhance customer experiences.

- Singtel Singapore

Competition in the Singapore telecommunications market remains intense among mobile network operators, mobile virtual network operators (MVNOs), and eSIM providers/ resellers, depressing industry revenues.

Further, Singapore's Next Gen NBN allows Retail Service Providers (RSPs) equal and open access to NetLink Trust's fibre network, which in turn has increased competitive pressure in fixed broadband and home services.

In February 2024, the IMDA announced it is allocating up to $100 million to upgrade its Nationwide Broadband Network to 10 gigabytes per second (Gbps) to support the increasing digitalization in the country. This may trigger price competition in the premium segment.

Business customers enjoy a wide range of service offerings, including fixed, mobile, cloud, managed services and hosting, IT services and consulting. Competitors include multinational IT and telecommunications companies, technology companies that introduce new communication services as well as other non-traditional players. The quality and prices of these services can influence a potential business customer's decision. Prices for some of these services have declined significantly in recent years because of capacity additions, technology innovations and price competition.

Singtel continue to focus on offering companies comprehensive and integrated information and communications technology (ICT) and IT solutions and initiatives to strengthen customer engagement. This includes broadening the solution portfolio to cover new areas of needs, such as cloud computing, multi-access edge computing, software-defined network, managed security services, quantum safe networking solutions, and application programming interface (API) solutions for the government and business customers.

The dominance and sophistication of cloud infrastructure by hyperscalers and increasing adoption of cloud-based solutions by government and enterprise customers, are also disruptive risks to the business. Singtel continue to enhance cloud and digital service offerings, leveraging partnerships and collaboration with the hyperscalers and other cloud and digital technology service providers.

- Optus

In the Australian mobile market, in addition to the incumbent operator and mergers of existing competitors, several participants are subsidiaries of international groups and operators and have made large investments which are now sunk costs. Optus are, therefore, exposed to the risk of irrational pricing being introduced by such competitors.

Optus market share may also be at risk due to rapid growth by industry competitors who may have a competitive cost or network coverage advantage.

In recent years, Optus have witnessed a significant drop in prices for certain services, owing to enhanced capacity, technological breakthroughs, and intense price competition.

Optus commitment lies in delivering holistic ICT and IT solutions, bolstering client relationships. This entails expanding the solution suite to encompass emerging needs like cloud computing, multi-access edge computing, software-defined networks, and tailored digital solutions tailored for both government and corporate client.

Hyperscale cloud infrastructures are also dominant in Australia, and the rising acceptance of cloud-based solutions among governmental bodies and corporate clients pose significant disruptions to Optus's operations. To mitigate these risks, Optus persist in refining its cloud and digital service portfolios, capitalizing on alliances and synergies with hyperscalers and various other cloud and digital technology service providers.

- NCS

With the acceleration of digital transformation in Asia Pacific, NCS faces increased competition from both new and existing local, regional, and global technology service providers. It is imperative that NCS continuously innovate and adjust to the changing needs of the markets. At the same time, it will be important to focus on serving its clients through differentiated offerings and end-to-end technology services together with the NCS NEXT capabilities in digital, data, cloud, and platforms, as well as core offerings in application, infrastructure, engineering, and cybersecurity.

The global shortage of digital talent is also driving organizations to compete for talent and to invest in their differentiators for talent attraction, development, and retention. NCS continue to priorities the development and retention of people, as well as attract the best talent, through a comprehensive suite of recruitment, people development, and culture-building programs.

2.1.9. List of Major Shareholders of the Offerors

1) GULF

List of top 10 shareholders of GULF is as follows:

| No. | Shareholder | Number of Shares | No. |
|---|---|---|---|
| 1. | Group of Mr. Sarath Ratanavadi | 8,663,734,219 | 73.84 |
| | - Mr. Sarath Ratanavadi | 4,202,177,897 | 35.81 |
| | - Mrs. Nalinee Ratanavadi[1/] | 23,300,000 | 0.20 |
| | - Gulf Holdings (Thailand) Company Limited[2/] | 570,054,777 | 4.86 |
| | - Gulf Capital Holdings Limited[3/] | 2,626,240,498 | 22.38 |
| | - Gulf Investment and Trading Pte. Ltd.[4/] | 1,241,961,047 | 10.59 |
| 2. | Thai NVDR Company Limited | 328,831,566 | 2.80 |
| 3. | South East Asia UK (Type C) Nominees Limited | 220,636,160 | 1.88 |
| 4. | Sino-Thai Engineering & Construction Public Company Limited | 220,000,000 | 1.88 |
| 5. | Bangkok Bank Public Company Limited | 145,539,022 | 1.24 |
| 6. | Rojana Industrial Park Public Company Limited | 111,436,100 | 0.95 |
| 7. | Social Security Office | 95,744,200 | 0.82 |
| 8. | State Street Europe Limited | 76,420,168 | 0.65 |
| 9. | Bualuang Long-Term Equity Fund | 32,566,010 | 0.28 |
| 10. | TISCO Master Pooled Registered Provident Fund | 31,538,530 | 0.27 |
| 11. | Other shareholders | 1,806,704,023 | 15.40 |

| No. | Shareholder | Number of Shares | No. |
|---|---|---|---|
| Total | | 11,733,149,998 | 100.00 |

*Source: Information as of 9 August 2024, the latest record date that the information was publicly disclosed.*

*Remark:*

*1/ Mrs. Nalinee Ratanavadi is the spouse of Mr. Sarath Ratanavadi.*

*2/ A limited company registered under the laws of Thailand wholly owned by Mr. Sarath Ratanavadi 100.00%*

*3/ A limited company registered under the laws of Hong Kong of which Mr. Sarath Ratanavadi is a beneficiary. The shareholding information presented in the table represents the total number of shares that Gulf Capital Holdings Limited holds directly in GULF and indirectly through a custodian.*

*4/ A limited company registered under the laws of Singapore of which Mr. Sarath Ratanavadi is a beneficiary. The shareholding information presented in the table represents the total number of shares that Gulf Investment and Trading Pte. Ltd. holds directly in GULF and indirectly through custodians.*

2) INTUCH

List of top 10 shareholders of INTUCH is as follows:

| No. | Shareholder | Number of Shares | No. |
|---|---|---|---|
| 1. | Gulf Energy Development Public Company Limited[1/] | 1,519,059,306 | 47.37 |
| 2. | Singtel Global Investment Pte. Ltd.[2/] | 801,328,970 | 24.99 |
| 3. | Thai NVDR Company Limited | 160,179,277 | 5.00 |
| 4. | South East Asia UK (Type C) Nominees Limited | 51,755,128 | 1.61 |
| 5. | Social Security Office | 41,033,100 | 1.28 |
| 6. | Mr. Permsak Kengmana | 30,823,100 | 0.96 |
| 7. | Morgan Stanley & Co. International Plc | 27,956,117 | 0.87 |
| 8. | State Street Europe Limited | 20,202,974 | 0.63 |
| 9. | Bank of Ayudhya Public Company Limited | 16,441,100 | 0.51 |
| 10. | Ramkhamhaeng Hospital Public Company Limited | 9,362,600 | 0.29 |
| 11. | Other shareholders | 528,546,013 | 16.49 |
| Total | | 3,206,687,685 | 100.00 |

*Source: Information as of 21 August 2024, the latest record date that the information was publicly disclosed.*

*Remark:*

*/1 A listed company under the laws of Thailand majority owned by Group of Mr. Sarath Ratanavadi of 73.84%*

*2/ A limited company registered under the laws of Singapore indirectly wholly owned by Singtel*

3) SSI

(3.1) SSI

List of shareholders of SSI is as follows:

| No. | Shareholder | Number of Shares (Shares) | Percentage |
|---|---|---|---|
| 1. | Singtel Asian Investments Pte. Ltd.[1/] | 100 | 100.00 |
| | Total | 100 | 100.00 |

*Source: SSI Business Profile as of 15 October 2024*

*Remark:*

*1/ Singtel holds 100.00% of shares in Singtel Asian Investments Pte. Ltd.*

(3.2) Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operation.

List of top 10 shareholders of Singtel is as follows:

| No. | Shareholder | Number of Shares (Shares) | Percentage[/1] |
|---|---|---|---|
| 1. | Temasek Holdings (Private) Limited | 8,304,071,181 | 50.29 |
| 2. | Citibank Nominees Singapore Pte. Ltd. | 1,854,632,502 | 11.23 |
| 3. | DBSN Services Pte. Ltd. | 1,299,556,877 | 7.87 |
| 4. | Raffles Nominees (Pte.) Limited | 1,023,087,717 | 6.20 |
| 5. | HSBC (Singapore) Nominees Pte. Ltd. | 794,662,170 | 4.81 |
| 6. | Central Provident Fund Board | 758,365,333 | 4.59 |
| 7. | DBS Nominees (Private) Limited | 477,775,377[(2)] | 2.80 |
| 8. | Atrium Investments Pte. Ltd. | 184,900,210 | 1.12 |
| 9. | BPSS Nominees Singapore (Pte.) Ltd. | 100,498,300 | 0.61 |
| 10. | United Overseas Bank Nominees (Private) Limited | 86,984,665 | 0.53 |
| 11. | Others | 1,628,439,139 | 9.86 |
| | Total | 16,512,973,471[2/] | 100.00 |

*Source: Information as of 3 June 2024 from Singtel's Annual Report FY2024, which is the latest record date that the information was publicly disclosed*

*Remark:*

*1/ The percentage of issued ordinary shares is calculated based on the number of issued ordinary shares of Singtel as at 3 June 2024, excluding 1,661,284 ordinary shares held as treasury shares as at that date*

*2/ Excludes 1,661,284 ordinary shares held by DBS Nominees (Private) Limited as treasury shares*

2.1.10. List of Board of Directors of the Offerors

1) GULF

List of the Board of Directors of GULF is as follows:

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

*Source: Website of SET*

2) INTUCH

List of the Board of Directors of INTUCH is as follows:

| No. | Name | Position |
|---|---|---|
| 1. | Mr. Kan Trakulhoon | Chairman of the Board, Independent Director |
| 2. | Mr. Boonchai Thirati | Vice-Chairman of the Board |
| 3. | Mr. Kim Siritaweechai | President, Director |
| 4. | Mr. Smith Banomyong | Director |
| 5. | Ms. Bung-on Suttipattanakit | Director |
| 6. | Ms. Jeann Low Ngiap Jong | Director |
| 7. | Mr. Arthur Lang Tao Yih | Director |
| 8. | Mr. Chakkrit Parapuntakul | Independent Director, Chairman of the Audit Committee |
| 9. | Asst. Prof. Dr. Pareena Srivanit | Independent Director, Audit Committee |
| 10. | Mrs. Sirivipa Supantanet | Independent Director, Audit Committee |

*Source: Website of SET*

3) SSI

(3.1) SSI

List of the Board of Directors of SSI is as follows:

| No. | Name | Position |
|---|---|---|
| 1. | Ms. Tan Yong Choo | Director |

| No. | Name | Position |
|---|---|---|
| 2. | Mr. Arthur Lang Tao Yih | Director |

*Source: SSI*

(3.2) Singtel, as a controlling shareholder of SSI, has controlling power or influence over SSI in setting policy, management and business operation.

List of the Board of Directors of Singtel is as follows:

| No. | Name | Position |
|---|---|---|
| 1. | Mr. Lee Theng Kiat | Chairman, Non-independent and Non-executive Director |
| 2. | Mr. Yuen Kuan Moon | Group Chief Executive Officer, Non-independent and Executive Director |
| 3. | Mr. John Lindsay Arthur | Independent Non-executive Director |
| 4. | Mr. Gautam Banerjee | Lead Independent and Non-executive Director |
| 5. | Ms. Gail Patricia Kelly | Independent Non-executive Director |
| 6. | Mr. Lim Swee Say | Independent Non-executive Director |
| 7. | Mr. Rajeev Suri | Independent Non-executive Director |
| 8. | Ms. Tan Tze Gay | Independent Non-executive Director |
| 9. | Mr. Wee Siew Kim | Independent Non-executive Director |
| 10. | Ms. Yong Hsin Yue | Independent Non-executive Director |
| 11. | Ms. Yong Ying-I | Independent Non-executive Director |

*Source: Singtel's Website*

## 2.2. Information of ADVANC

### 2.2.1. General Information of ADVANC

| | |
|---|---|
| Company Name | Advanced Info Service Public Company Limited |
| Address | AIS Tower 1<br>414 Phaholyothin Road, Phaya Thai Bangkok 10400 |
| Business Type | Operate telecommunication business including mobile network service,<br>fixed broadband service, and digital services. |
| Telephone | 0-2029-5000 |
| Company Registration Number | 0107535000265 |
| Website | www.ais.co.th |
| Establishment | 24 April 1986 |
| Stock Exchange | SET |
| Industry | Technology |
| Sector | Information & Communication Technology |

| | |
|---|---|
| First Trading Day | 5 November 1991 |
| IPO Price | 115.00 THB (Par 10.00 THB) |
| Par | 1.00 THB (Lates Par change on 8 October 2001) |
| Authorized Capital | 4,997,459,800.00 THB |
| Paid-up Capital | 2,974, 209,736.00 THB |
| Dividend Policy | At least 70.00% of consolidated net profit twice a year. Such dividend shall not exceed the retained earnings of the Company's sperate financial statements nor adversely affect the Company and its subsidiaries ongoing operations. |

2.2.2. Business Overview of ADVANC

ADVANC provides telecommunication infrastructure services to Thai society, started in 1990 under collaborative contract or concessionaires, ADVANC was granted the right to utilize state frequencies under the Built-Transfer-Operate (BTO) agreement since 1990. In 2010, the National Broadcasting and Telecommunications Commission (NBTC) was established as the government agency regulating broadcasting and telecommunication, and tasked to grant the spectrum licenses. The licensing scheme was a major turning point for the telecommunications industry in Thailand that helps support fair competition and developments of new technologies.

ADVANC, as a Cognitive Tech-Co, is committed to delivering exceptional digital experiences through the following four core services:

- Mobile Services

ADVANC provides quality mobile telecommunication services on 4G and 5G networks under the telecommunications spectrum licenses granted by the NBTC, and through a partnership agreement with National Telecom Public Company Limited (NT). At present, ADVANC holds a total of 1,460 MHz spectrum bandwidth, comprising low-bandwidth (Frequency 700MHz and 900MHz), mid-bandwidth (1800MHz, 2100MHz, and 2600MHz), and high-bandwidth (26 GHz) catering to all connectivity requirements from both consumers and industry. Currently ADVANC's 4G network covers 98% of Thailand's population across 77 provinces nationwide. ADVANC's 5G network has continued to expand since 2020, and presently reached over 95% of population coverage, including more than 99% of those in

Bangkok and the Eastern Economic Corridor (EEC), in accordance with the 2600 MHz license conditions stipulated by the NBTC.

As of the end of 9 months period 2024, ADVANC retained its position as the leading mobile operator in Thailand with a revenue market share of 49%, a total subscriber of 46.3 million nationwide, and a 5G customer base of 11.5 million. The mobile communication service revenue accounted for 76% of core service revenue.

- Fixed Broadband Services

In 2015, ADVANC started its fixed broadband business under the "AIS Fibre" brand, leveraging on the fiber optic network used in mobile communication services. The move allowed ADVANC to scale up the service coverage rapidly and fully on fiber optic technology. With outstanding service quality especially on a swift problem-solving capability, and the convergence strategy combining with mobile and content services, AIS Fibre's has exhibited a solid growth in both subscribers and revenues for the past eight years.

In 2023, AWN, a subsidiary of ADVANC, acquired Triple T Broadband Public Company Limited, the provider of fixed broadband internet under "3BB" brand with 2.3 million users and owner of the nationwide fiber optic network for home internet especially in the remote areas. The acquisition strengthens ADVANC rapid expansion of the broadband business with the combined network access to over 20 million households. As of 9 months period of 2024, ADVANC's Fixed Broadband revenue contributing to 18% of its core service revenue, and now has a 47% subscriber market share with a total 4.9 million users.

- Enterprise Services

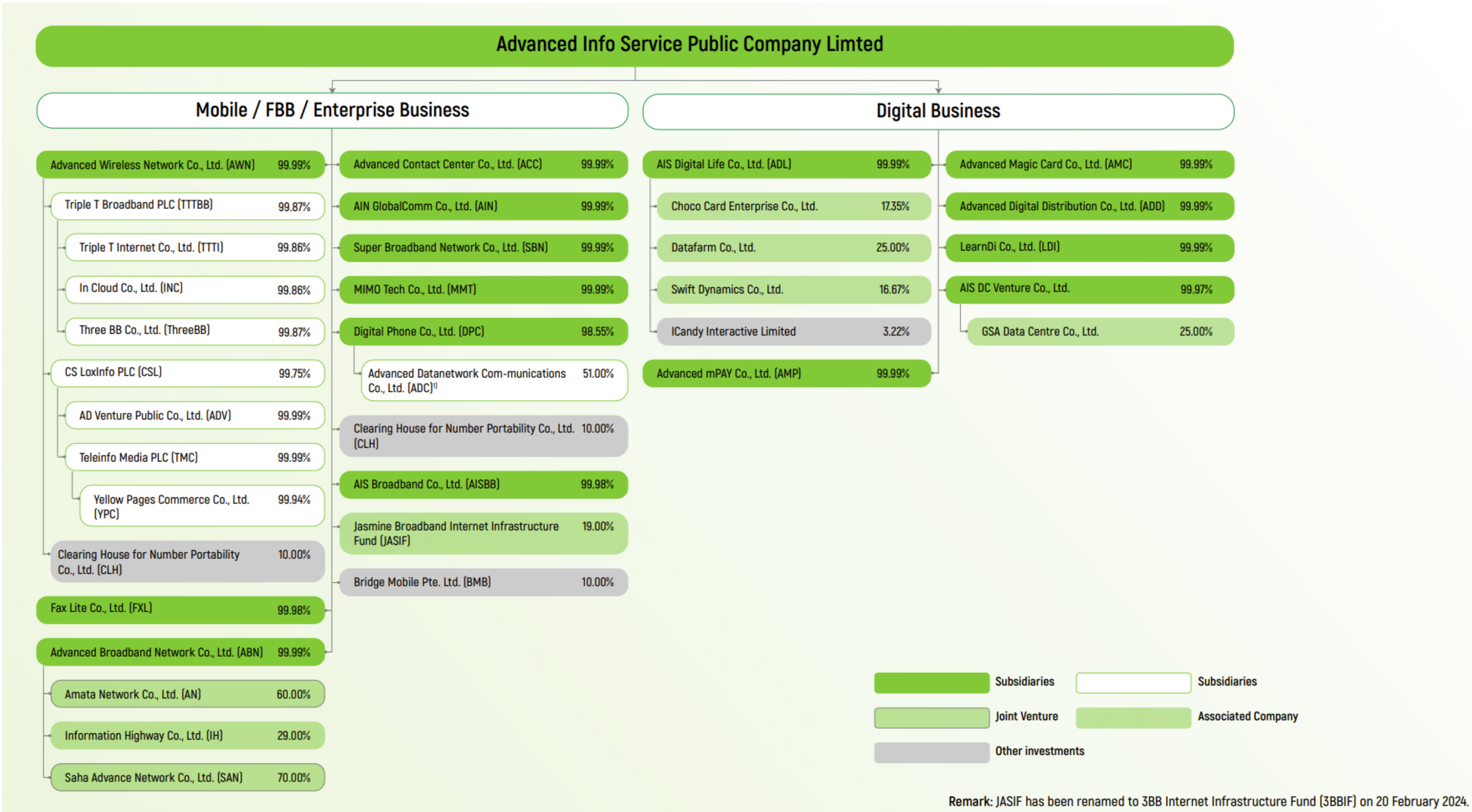
ADVANC has provided services to enterprise clients under the "AIS Business" brand, building on the provision of mobile communication services and internet broadband services for corporates. After the takeover of CS Loxinfo Public Company Limited in 2018, ADVANC has expanded the scope of its service to technologies and digital solutions including cloud, data center, and ICT solutions. The scope also extends to communication connectivity services such as network management service, communication platform, 5G for business, and specific digital solutions for business to enable enterprise customers from large companies to SMEs to adopt technology in into their organizations to uplift the digital capabilities, increase competitiveness, and achieve sustainable business operations. The effort also serves as providing a new revenue stream for ADVANC.

As of 9 months period of 2024, the revenue from the Enterprise Business (excluding mobile communication) accounted for 4.2% of the core service revenue. ADVANC focuses its services to targeted industries alongside its efforts in enhancing employees' expertise and knowledge to serve the customers' specific needs. At present, focused industries comprise of manufacturing, property, transportation and logistics, and retail.

- Digital Services

ADVANC adopts the principle of Ecosystem Economy by building collaborations with commercial partners for mutual growth to offer digital services which involve a diverse range of digital technology incorporated services encompassing networks, service platforms, and digital solutions to create digital experience for all groups of customers. The digital service focuses on three areas: video platform, mobile, money transaction service, and other platforms such as insurance broker, gaming platform, and digital advertisements. The digital service is expected to play a key role in strengthening relationships between ADVANC and its customers and generating a new revenue source for ADVANC in the future apart from revenue from data connection and mobile internet fees. It also enables ADVANC to become an integrated service provider by converging its four core services together.

2.2.3. Investment Structure of ADVANC




*Source: ADVANC's annual report 2023 (Form 56-1 One Report)*

2.2.4. Revenue Structure of ADVANC

| Business Segment | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | ล้านบาท | THB million | % | THB million |
| 1. Service revenue | 144,791 | *79.8* | 146,010 | *78.7* | 151,922 | *80.4* | 130,244 | *83.0* |
| 1.1 Mobile phone business revenue | 117,244 | *64.7* | 116,696 | *62.1* | 118,130 | *62.5* | 92,077 | *58.7* |
| 1.2 Fixed broadband business revenue | 8,436 | *4.7* | 10,064 | *5.4* | 13,621 | *7.2* | 21,839 | *13.9* |
| 1.3 Other service revenue | 5,291 | *2.9* | 6,274 | *3.4* | 6,819 | *3.6* | 6,549 | *4.2* |
| 1.4 Interconnection (IC) and equipment rental revenue | 13,820 | *7.6* | 12,976 | *7.0* | 13,352 | *7.1* | 9,779 | *6.2* |
| 2. SIM and device sale revenue | 36,542 | *20.2* | 39,476 | *21.3* | 36,952 | *19.6* | 26,591 | *17.0* |
| Total revenues | 181,333 | *100.0* | 185,486 | *100.0* | 188,874 | *100.0* | 156,835 | *100.00* |

*Source: Consolidated financial statements for 2021 – 2023 and Management Discussion and Analysis (MD&A) for 3Q/2024 of ADVANC*

2.2.5. Summary of Financial Position and Operational Performance of ADVANC

IFA analyzed ADVANC's performance and financial position based on financial statements audited by KPMG Phoomchai Audit Ltd. for the fiscal years 2021 – 2023, and reviewed financial statements by KPMG Phoomchai Audit Ltd. for the interim financial statements for 3Q/2024.

- Profit and Loss Statement

Table of ADVANC's profit and loss statement in 2021 – 2023 and the nine-month period ended 30 September 2024

| | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Revenues from services and equipments rentals | 144,791 | *79.8* | 146,009 | *78.7* | 151,921 | *80.4* | 130,243 | *83.0* |
| Revenue from sales of goods | 36,542 | *20.2* | 39,476 | *21.3* | 36,952 | *19.6* | 26,591 | *17.0* |
| Total revenues | 181,333 | *100.0* | 185,485 | *100.0* | 188,873 | *100.0* | 156,834 | *100.0* |
| Cost of services and equipments rentals | (85,238) | *(47.0)* | (87,076) | *(46.9)* | (89,110) | *(47.2)* | (74,635) | *(47.6)* |
| Cost of sales of goods | (36,215) | *(20.0)* | (39,096) | *(21.1)* | (36,277) | *(19.2)* | (25,162) | *(16.0)* |

| | 2021 | | 2022 | | 2023 | | For the nine-month period ended 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| **Total costs** | (121,453) | *(67.0)* | (126,172) | *(68.0)* | (125,387) | *(66.4)* | (99,797) | *(63.6)* |
| **Gross profit** | 59,880 | *33.0* | 59,313 | *32.0* | 63,486 | *33.6* | 57,037 | *36.4* |
| Finance income and other income | 1,273 | *0.7* | 658 | *0.4* | 847 | *0.4* | 423 | *0.3* |
| Cost of sale | (6,035) | *(3.3)* | (7,026) | *(3.8)* | (5,784) | *(3.1)* | (4,009) | *(2.6)* |
| Administration expenses | (15,810) | *(8.7)* | (15,460) | *(8.4)* | (17,195) | *(9.1)* | (15,820) | *(10.1)* |
| Share of profit (loss) from investment in associates and joint ventures | (141) | *(0.1)* | (36) | *(0.0)* | 168 | *0.1* | 776 | *0.5* |
| Net gain (loss) on foreign exchange rate | (1,489) | *(0.8)* | (344) | *(0.2)* | 327 | *0.2* | 609 | *0.4* |
| Gain from fair value measurement of derivative assets | 843 | *0.5* | 307 | *0.2* | 293 | *0.2* | (370) | *(0.2)* |
| **Profit before interest and income tax expense** | 38,520 | *21.2* | 37,412 | *20.2* | 42,143 | *22.3* | 38,647 | *24.6* |
| Finance costs | (5,626) | *(3.1)* | (5,230) | *(2.8)* | (6,145) | *(3.3)* | (6,984) | *(4.5)* |
| **Profit before income tax expense** | 32,894 | *18.1* | 32,182 | *17.4* | 35,998 | *19.1* | 31,663 | *20.2* |
| Tax expense | (5,970) | *(3.3)* | (6,168) | *(3.3)* | (6,909) | *(3.7)* | (5,845) | *(3.7)* |
| **Profit for the years** | 26,924 | *14.8* | 26,014 | *14.0* | 29,089 | *15.4* | 25,818 | *16.5* |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of ADVANC*

- Statement of Financial Position

Table of ADVANC's financial position statement in 2021 – 2023 and 3Q/2024

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Assets | | | | | | | | |
| Cash and cash equivalents | 12,739 | *3.6* | 9,014 | *2.7* | 14,744 | *3.2* | 12,976 | *3.0* |
| Specifically-designated bank deposits | 1,381 | *0.4* | 980 | *0.3* | 557 | *0.1* | 556 | *0.1* |
| Restricted deposits at a financial institution | 11 | *0.0* | 0 | *0.0* | 0 | *0.0* | 0 | *0.0* |
| Trade and other current receivables | 16,552 | *4.6* | 17,902 | *5.3* | 21,343 | *4.7* | 21,228 | *4.9* |

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Contract assets | 1,820 | 0.5 | 2,123 | 0.6 | 811 | 0.2 | 1,143 | 0.3 |
| Inventories | 2,104 | 0.6 | 3,839 | 1.1 | 4,147 | 0.9 | 4,550 | 1.1 |
| Current tax assets | 5 | 0.0 | 26 | 0.0 | 41 | 0.0 | 24 | 0.0 |
| Other current financial assets | 213 | 0.1 | 48 | 0.0 | 17 | 0.0 | 8 | 0.0 |
| Other current assets | 740 | 0.2 | 406 | 0.1 | 621 | 0.1 | 168 | 0.0 |
| Total current assets | 35,566 | 10.0 | 34,338 | 10.2 | 42,281 | 9.3 | 40,653 | 9.5 |
| Other non-current financial assets | 110 | 0.0 | 228 | 0.1 | 191 | 0.0 | 172 | 0.0 |
| Investment in an associate | 983 | 0.3 | 994 | 0.3 | 12,450 | 2.7 | 12,380 | 2.9 |
| Long-term loan for related parties | 100 | 0.0 | 100 | 0.0 | 185 | 0.0 | 428 | 0.1 |
| Property, plant, and equipment | 117,844 | 33.1 | 113,252 | 33.6 | 139,224 | 30.6 | 130,302 | 30.3 |
| Right of use assets | 50,574 | 14.2 | 42,861 | 12.7 | 101,225 | 22.3 | 93,595 | 21.8 |
| Goodwill | 2,882 | 0.8 | 2,882 | 0.9 | 11,744 | 2.6 | 11,744 | 2.7 |
| Other intangible assets other than goodwill | 10,864 | 3.0 | 16,827 | 5.0 | 20,882 | 4.6 | 23,928 | 5.6 |
| Spectrum licenses | 131,775 | 37.0 | 119,765 | 35.5 | 121,154 | 26.7 | 111,349 | 25.9 |
| Deferred tax assets | 4,236 | 1.2 | 4,597 | 1.4 | 3,703 | 0.8 | 3,849 | 0.9 |
| Other non-current assets | 1,289 | 0.4 | 1,200 | 0.4 | 1,399 | 0.3 | 1,469 | 0.3 |
| Total non-current assets | 320,656 | 90.0 | 302,706 | 89.8 | 412,159 | 90.7 | 389,216 | 90.5 |
| Total assets | 356,222 | 100.0 | 337,044 | 100.0 | 454,439 | 100.0 | 429,869 | 100.0 |
| Liabilities | | | | | | | | |
| Short-term borrowings from financial institutions | 0 | 0.0 | 5,000 | 1.5 | 41,976 | 9.2 | 43,999 | 10.2 |
| Trade and other current payable | 45,055 | 12.6 | 42,457 | 12.6 | 37,674 | 8.3 | 38,087 | 8.9 |
| Provision for revenue sharing | 3,361 | 0.9 | 3,361 | 1.0 | 3,361 | 0.7 | 3,361 | 0.8 |
| Unearned income- mobile phone service | 4,072 | 1.1 | 3,703 | 1.1 | 3,160 | 0.7 | 3,883 | 0.9 |
| Advanced received from customers | 1,381 | 0.4 | 980 | 0.3 | 723 | 0.2 | 693 | 0.2 |
| Current portion of long-term liabilities | 14,132 | 4.0 | 15,496 | 4.6 | 15,428 | 3.4 | 11,468 | 2.7 |
| Current portion of spectrum licenses payable | 10,903 | 3.1 | 10,903 | 3.2 | 12,599 | 2.8 | 15,419 | 3.6 |
| Current portion of lease liabilities | 10,537 | 3.0 | 11,135 | 3.3 | 15,061 | 2.8 | 15,587 | 3.6 |
| Current income tax payable | 2,276 | 0.6 | 2,690 | 0.8 | 3,458 | 0.8 | 3,687 | 0.9 |
| Other current financial liabilities | 25 | 0.0 | 534 | 0.2 | 109 | 0.0 | 514 | 0.1 |

| | As of 31 December 2021 | | As of 31 December 2022 | | As of 31 December 2023 | | As of 30 September 2024 | |
|---|---|---|---|---|---|---|---|---|
| | THB million | % | THB million | % | THB million | % | THB million | % |
| Other current liabilities | 126 | 0.0 | 81 | 0.0 | 96 | 0.0 | 473 | 0.1 |
| **Total current liabilities** | **91,868** | **25.8** | **96,341** | **28.6** | **133,647** | **29.4** | **137,169** | **31.9** |
| Long-term liabilities | 73,697 | 20.7 | 63,914 | 19.0 | 69,840 | 15.4 | 61,283 | 14.3 |
| Lease liabilities | 40,597 | 11.4 | 32,871 | 9.8 | 100,077 | 22.0 | 92,139 | 21.4 |
| Provisions for employee benefit | 3,327 | 0.9 | 2,931 | 0.9 | 3,262 | 0.7 | 3,404 | 0.8 |
| Spectrum licenses payable | 61,416 | 17.2 | 52,085 | 15.5 | 51,610 | 11.4 | 37,203 | 8.7 |
| Other non-current financial liabilities | 722 | 0.2 | 163 | 0.0 | 38 | 0.0 | 39 | 0.0 |
| Other non-current liabilities | 2,771 | 0.8 | 2,921 | 0.9 | 5,287 | 1.2 | 10,352 | 2.4 |
| **Total non-current liabilities** | **182,529** | **51.2** | **154,886** | **46.0** | **230,114** | **50.6** | **204,422** | **47.6** |
| **Total liabilities** | **274,397** | **77.0** | **251,227** | **74.5** | **363,761** | **80.0** | **341,590** | **79.5** |
| Shareholders' equity | | | | | | | | |
| Issued and paid share capital | 2,974 | 0.8 | 2,974 | 0.9 | 2,974 | 0.7 | 2,974 | 0.7 |
| Share premium on ordinary shares | 22,506 | 6.3 | 22,552 | 6.7 | 22,552 | 5.0 | 22,552 | 5.2 |
| Deficits arising form change in ownership interest in a subsidiary | (670) | (0.2) | (670) | (0.2) | (670) | (0.1) | (670) | (0.2) |
| Retained earnings | | | | | | | | |
| Appropriated – Legal reserve | 500 | 0.1 | 500 | 0.1 | 500 | 0.1 | 500 | 0.1 |
| Unappropriated | 56,603 | 15.9 | 60,175 | 17.9 | 65,015 | 14.3 | 62,638 | 14.6 |
| Other components of shareholders equity | (214) | (0.1) | 157 | 0.0 | 206 | 0.0 | 183 | 0.0 |
| Non-controlling interests | 126 | 0.0 | 128 | 0.0 | 101 | 0.0 | 101 | 0.0 |
| **Total shareholders' equity** | **81,825** | **23.0** | **85,816** | **25.5** | **90,678** | **20.0** | **88,278** | **20.5** |
| **Total liabilities and shareholders' equity** | **356,222** | **100.0** | **337,044** | **100.0** | **454,439** | **100.0** | **429,869** | **100.0** |

*Source: Consolidated financial statements for 2021 – 2023 and 3Q/2024 of ADVANC*

- Key Financial Ratios

Table of the ADVANC's key financial ratios in 2021 – 2023 and the nine-month period ended 30 September 2024

| | Unit | 2021 | 2022 | 2023 | For the nine-month period ended 30 September 2024 |
|---|---|---|---|---|---|
| Liquidity Ratio | | | | | |
| Current ratio | Times | 0.4 | 0.4 | 0.3 | 0.3 |
| Quick ratio | Times | 0.3 | 0.3 | 0.3 | 0.2 |
| Account receivable day | Days | 32 | 31 | 35 | 34 |
| Inventory day | Days | 23 | 28 | 40 | 47 |
| Account payable day | Days | 74 | 74 | 59 | 44 |
| Cash cycle | Days | (19) | (15) | 16 | 37 |
| Profitability Ratio | | | | | |
| Gross profit margin | % | 33.0 | 32.0 | 33.6 | 36.4 |
| Operating profit margin | % | 21.1 | 19.9 | 21.5 | 23.7 |
| Net profit margin | % | 14.8 | 14.0 | 15.4 | 16.5 |
| Return on equity | % | 34.2 | 31.0 | 33.0 | 38.5 |
| Financial Policy Ratio | | | | | |
| Debt to equity ratio | Times | 3.4 | 2.9 | 4.0 | 3.7 |
| Interest coverage ratio | Times | 16.2 | 17.2 | 15.2 | 11.9 |
| Debt service coverage ratio | Times | 3.7 | 2.8 | 1.3 | 1.6 |
| Dividend payout ratio | % | 85.0 | 88.0 | 88.0 | 1/ |
| Data on per Share Capital | | | | | |
| Net book value per share | THB | 27.5 | 28.9 | 30.5 | 29.7 |
| Net profit per share | THB | 9.1 | 8.8 | 9.8 | 8.7 |
| Dividend per share | THB | 7.7 | 7.7 | 8.6 | 4.9 2/ |

*Source: Consolidated financial statement of the Company on 2021 - 2023 and management discussion and analysis of financial results of operations of 3Q/2024*

*Note:*

*1/ The dividend payout policy is subject to the discretion of the Company's Board of Directors.*

*2/ An interim dividend, which is distributed from the operating results* from January 1, 2024, to June 30, 2024. *(Paid on 3 September 2024)*

2.2.6. Analysis of the ADVANC's Operational Performance

- Mobile Services

At the end of 3Q/2024, ADVANC's mobile subscribers reached 46.3 million with a net addition of 613,000, driven by an increase in prepaid subscribers from domestic, tourists, and migrants. Postpaid subscribers continued to grow aligned with subtle economic recovery, increasing by 117,800. ADVANC's efforts to enhance customer experience through value-added services and digital demand led to increased data usage, resulting in a blended average revenue per user ("**ARPU**") of THB 223, up 3.0% YoY. Prepaid ARPU remain flat QoQ from seasonality. Postpaid ARPU declined QoQ, pressured by continuous effort in handset subsidy optimization and lower roaming revenue from seasonality. Volume of data usage per subscription per month ("**VOU**") dropped QoQ reflects seasonality while continued growing from last year in line with customer demand. 5G subscribers reached 25% of the total base, growing 8.6% QoQ to stand at 11.5 million by the end of 3Q/2024.

- Broadband Services

The momentum of quality subscriber acquisition continued, with churn being well-managed through service enhancements and point privileges. ADVANC broadband subscribers grew by 62,900 from the previous quarter, reaching 4.94 million at the end of Q3/2024. Softened net add QoQ was due to delayed installations in some areas impacted from rainy season. The ARPU increased to THB 505, reflecting a 0.8% QoQ rise driven by innovative products and efforts to sell high-value packages bundled with the content.

| Mobile Business | 3Q/2023 | 2Q/2024 | 3Q/2024 | %YoY | %QoQ |
|---|---|---|---|---|---|
| Subscribers | | | | | |
| Postpaid | 12,663,800 | 12,797,600 | 12,915,400 | 2% | 1% |
| Prepaid | 31,785,900 | 32,871,400 | 33,366,700 | 5% | 2% |
| Total subscribers | 44,449,700 | 45,669,000 | 46,282,100 | 4% | 1% |
| Net additions | | | | | |
| Postpaid | (9,400) | 64,400 | 117,800 | NM | 83% |
| Prepaid | (857,100) | 579,700 | 495,300 | NM | -15% |
| Total net addition | (866,500) | 644,100 | 613,100 | NM | -5% |
| ARPU (THB/month/subscriber) | | | | | |
| Postpaid | 446 | 448 | 443 | -1% | -1% |

| | | | | | |
|---|---|---|---|---|---|
| Prepaid | 125 | 137 | 137 | 9% | 0% |
| Blended | 216 | 224 | 223 | 3% | -1% |
| VOU[/1] (GB/sub/month) | | | | | |
| Postpaid | 34 | 37 | 36 | 6% | -3% |
| Prepaid | 26 | 28 | 27 | 3% | -1% |
| Blended | 29 | 31 | 30 | 4% | -2% |
| VOU (GB/sub/month) | | | | | |
| No. of 5G users | 8,496,000 | 10,578,600 | 11,488,400 | 35% | 9% |
| 5G users | | | | | |
| FBB subscribers | 2,380,700 | 4,881,900 | 4,944,800 | 108% | 1% |
| FBB net addition | 52,000 | 66,900 | 62,900 | 21% | -6% |
| ARPU (THB/subscriber/month) | 428 | 501 | 505 | 18% | 1% |

*Source: Management Discussion and Analysis (MD&A) for 3Q/2024 of ADVANC*

*Remark:*

*1/ VOU excludes data from Multimedia Messaging Service ("**MMS**") sending from 3Q/2024 onwards.*

- Operating Performance for the 9 months period of 2024

9 months of 2024 core service revenue reported at THB 120,465 million, expanding 19% YoY, driven by TTTBB consolidation for both broadband and enterprise non-mobile revenue, along with the ongoing recovery in mobile and organic growth in fixed broadband services. Mobile revenue increasing 4.6% YoY with the ARPU recovery fueled by personalized packages and higher data consumption, alongside rising tourist arrivals. Fixed broadband grew 154% YoY through TTTBB acquisition, expansion into under-penetrated areas, and ARPU uplift from upselling bundled FBB innovative products and content services. Enterprise and other service revenue rose 35% YoY following TTTBB revenue recognition and increased demand for connectivity products.

The cost of services rose by 13% YoY due to consolidation of TTTBB and higher depreciation and amortization costs which increased 17% YoY from 3BBIF right of use agreement, the acquisition of 700 MHz spectrum license in 4Q/2023, and ongoing 5G network expansion. Network OPEX increased by 6.8% YoY due to TTTBB consolidation. Total SG&A increased by 28% YoY, with admin expenses up 35% YoY due to higher performance-related staff costs. Marketing expenses increased by 6.0% YoY while maintaining a focus on cost-effective strategies that generate returns and drive future revenue growth.

During 9 months of 2024, EBITDA increased by 20% YoY because of TTTBB's EBITDA contribution and all core business growth. The net profit was reported at THB 25,816 million, an increase of 17% YoY driven by operating performance and profit sharing from 3BBIF.

- Revenues

In 3Q/2024, ADVANC generated a total revenue of THB 52,209 million, an increase of 13% YoY, due to strong growth in all core businesses. The total revenue increased 1.7% QoQ from higher device sales from iPhone 16 launch on late Sep 2024.

(1) Core service revenue (excluding IC and NT partnership):

was at THB 40,799 million, increasing 20% YoY mainly from TTTBB revenue consolidation and organic growth of mobile, and fixed broadband business, while increasing 1.4% QoQ mainly from fixed broadband organic expansion and growth in enterprise non-mobile business.

Mobile Revenues:

Mobile revenue was at THB 30,962 million, increasing by 5.6% YoY due to ARPU and subscriber improvements aligned with focus on value-added services. It increased 0.6% QoQ from expanded subscriber base and the government's economic stimulus program.

Fixed Broadband Revenues:

Fixed broadband revenue reached THB 7,437 million, increasing 146% YoY from TTTBB consolidation and 2.1% QoQ from higher subscriber base and rising ARPU driven by upselling value-added services to existing customers and acquiring new customers with higher-value packages.

Enterprise Non-mobile Revenue & Others:

Enterprise non-mobile revenue & others was at THB 2,399 million, increasing 37% YoY from TTTBB consolidation and roaming contract with NT. It increased by 11% QoQ from sizable cloud projects.

(2) Revenue from Interconnection Charge (IC) and NT Partnership:

was at THB 3,177 million, decreasing 4.1% YoY and 1.8% QoQ due to lower network traffic with NT.

(3) SIM & Device Sales:

SIM & Device sales reported THB 8,232 million, decreasing 5.1% YoY due to a lower supply of the first batch of iPhone16 in Thailand compared to last year. However, the revenue increased by 4.6% QoQ due to seasonal iPhone launched. The sales margin slightly declined from 6.0% in 2Q/2024 to 5.6% in 3Q/2024 due to a higher mix of low-margin handsets.

- Costs and Expenses

In 3Q/2024, the cost of service was THB 24,849 million, increasing 14% YoY due to higher depreciation and the consolidation of TTTBB costs. It stayed flat QoQ, as higher depreciation was offset by lower maintenance and transmission costs.

(1) Regulatory Fee:

Regulatory fee was THB 1,629 million, increasing 16% YoY and 3.3% QoQ, in line with core service revenue movement. The regulatory fee as a percentage of core service revenue was 4.0%.

(2) Depreciation & Amortization:

Depreciation & amortization was at THB 15,052 million, increasing 21% YoY due to consolidation of right-of-use assets from TTTBB's acquisition, and increasing 2.1% QoQ due to ongoing 5G investments.

(3) Network OPEX & NT Partnership Cost:

Network OPEX & NT partnership cost was at THB 5,453 million, increasing 1.1% YoY from TTTBB associated costs and decreasing by 9.7% QoQ due to lower NT partnership costs in line with lower NT related revenue, and lower maintenance cost.

(4) Other Costs of Services:

Other costs of services were at THB 2,725 million, increasing 8.3% YoY due to higher costs associated with cloud services aligned with cloud revenue growth, and increasing 6.4% QoQ mainly from higher cost of cloud, offset by lower IDD cost.

- Gross Profit

In 3Q/2024, Gross Profit was THB 19,586 million, increasing 24% YoY due to TTTBB consolidation. It increased 2.9% QoQ following revenue expansion, boosted by efficient cost management. Gross profit margin was 37.5%, improving YoY align with business expansion and higher sales margin, while improved QoQ due to lower Network OPEX from efficiency initiatives.

- SG&A Expenses

SG&A Expenses were THB 7,365 million, increasing 48% YoY mainly from TTTBB consolidation, while increasing 12% QoQ driven by a higher staff cost.

(1) Marketing Expenses:

Marketing expenses were THB 1,447 million, increasing 29% YoY and increasing 17% QoQ due to marketing campaigns during the launch of the new iPhone 16 and the points privilege program. The marketing expense was at 2.8% of total revenue.

(2) Admin & Other Expenses:

Admin & other expenses totaled THB 5,918 million, increasing 53% YoY primarily due to higher staff cost and admin expenses following TTTBB acquisition.

They also increased 11% QoQ due to accrued performance-based staff cost. The provision for bad debts in 3Q/2024 as a percentage of postpaid and broadband revenue was at 2.1% lower than 3Q/2023 at 2.3%.

- Net Foreign Exchange Gain (Loss)

Net foreign exchange gain was THB 364 million in 3Q/2024, compared to an FX gain of THB 73 million in 2Q/2024. ADVANC has a policy to mitigate currency risk using hedging instruments where applicable.

- Other Income (Expense)

Other income was THB 362 million, decreasing 29% YoY due to one-time gain in 3Q/2023 (Rabbit Line Pay divestment) and decreasing 15% QoQ from one-time income in 2Q/2024.

- Finance Cost

Finance cost was THB 2,293 million, increasing 68% YoY, due to higher interest-bearing debt from TTTBB acquisition and interest from 3BBIF right-of-use asset, while decreasing 4.1% QoQ from debt repayment. The average cost of borrowing was at 3.2% in 3Q/2024.

- Income Taxes

Tax was THB 1,865 million, decreasing 1.2% YoY, decreasing 6.1% QoQ. The YTD effective tax rate was 18.9%.

- Profit

In 3Q/2024, EBITDA was at THB 27,696 million, increasing 17% YoY following an increase in core service revenue with positive contribution from TTTBB consolidation. It was flat 0.3% QoQ with improved performance offset by higher SG&A.

(1) EBITDA Margin

EBITDA margin was at 53.0%, slightly decreased from 53.8% in 2Q/2024 because of higher admin expenses and marketing costs to support the new iPhone16 launch and increased privilege campaigns.

(2) Reported Net Profit

The reported net profit was at THB 8,788 million, increasing 7.9% YoY due to solid operating performance and profit sharing from 3BBIF, while increasing 2.5% QoQ from FX gain and lower finance cost.

- Financial Position

Total asset as of the end of quarter declined 5.4% from the end of 2023 to THB 429,869 million. Current assets were at THB 40,653 million, decreasing 3.8% mainly from lower cash balance due to dividends paid. Total non-current assets were at THB 389,216 million, decreasing 5.6% due to the amortization of spectrum licenses, PPE, and right-of-use assets.

Total liabilities amounted to THB 341,590 million, declined 6.1% from the end of 2023 due to lower long-term borrowing from debt repayment and lower spectrum payable and lease liability. Interest-bearing debt stood at THB 116,749 million, decreasing by 8.2%. Total equity was at THB 88,278 million, decreasing 2.6% from dividends paid.

- Key Financial Ratios

(1) Liquidity

For 3Q/2024, the current ratio remained at 0.3x stable from 2Q/2024 and decreased minimally from 3Q/2023 due to short-term loan for TTTBB acquisition. Nonetheless, ADVANC has ample operating cashflow to repay its debt obligation and ensure liquidity is managed efficiently.

(2) Leverage

Net debt to EBITDA (including lease liabilities and license payable) was at 2.4x in 3Q/2024, lower than 2.5x in 2Q/2024 align with lower lease liability and spectrum payable, while increased from 1.9x in 3Q/2023 due to acquisition loan and consolidation of TTTBB liabilities.

ADVANC maintained debt repayment capability with interest coverage ratio of 11.9x and Debt service coverage ratio of 1.6x, indicating strong EBITDA generation capability to cover debt obligations.

The Company places an importance to maintain its credit rating to ensures the funding costs are optimal at an appropriate level at BBB+ rating by S&P Global. ADVANC is conformable to maintain leverage ratio, net debt to EBITDA, below 2.5x.

(3) Turnover

Inventory days increased from 45 days in 2Q/2024 to 47 days in 3Q/2024 from higher inventories aligned with higher stock of iPhone launching season. Account payable days was 44 days, increased from 43 days in 2Q/2024. The cash cycle was at 37 days, positive as ADVANC manage payment terms to ensure cost efficiency.

(4) Credit term and Collection period

The average collection period (days) for 3Q/2024 was 34 days stable YoY and QoQ. The normal credit term granted by the Company ranges from 14 days to 120 days depending on the type of provided service and clients.

- Cash Flow

In 9 months of 2024, cash flow from operation (after tax) reported at THB 84,616 million, increasing 35% compared to 9 months of 2023 following an improvement in EBITDA. Net cash outflow from investing was at THB 28,878 million and at THB 12,755 million for spectrum license. As a result, free cash flow* for 9 months of 2024 was at THB 41,755 million (the operating cash flow less CAPEX, spectrum license and lease liability).

In summary, net cash decreased by THB 1,768 million resulting in an outstanding cash of THB 12,976 million at the end of September 2024

*Free Cash Flow to the Firm (FCFF) is calculated as cash flow from operating activities minus capital expenditures, telecommunication spectrum license fees, and lease liability payments.

2.2.7. Summary of Legal Disputes

Currently, the group of Companies is involved in important legal disputes under consideration. These include cases arising from operations under the Concession Agreement for Cellular Mobile Phone Operation with the National Telecommunications Public Company Limited ("**NT**"), cases related to the Act on Organization to Assign Radio Frequency and to Regulate the Broadcasting and Telecommunications Services B.E.2553 (year 2010) and its revision, as well as the Telecommunications business operation act B.E. 2544 (A.D. 2001), and other dispute cases. The Company and Company's legal advisors believe that these ongoing disputes are unlikely to have a material impact on the Company's financial statements.

2.2.8. Market Competition and Business Direction of ADVANC

In 3Q/2024, Thailand illustrated positive sentiment emerging from the resolution of political uncertainty and a clearer economic direction and from resumed budget spending. These factors eased pressure during the low season and flood impact, temporarily boosting purchasing power and alleviating some local concerns.

The mobile industry maintained positive sentiment despite the low season, along with rising data consumption demand, supported by increasing tourist arrivals and benefited the prepaid segment. Competition continued shifting towards value- based offerings with more benefits and personalized packages to drive ARPU. The handset market improved from the previous quarter, fueled by the new iPhone launch.

The fixed broadband industry sustained growth despite seasonal challenges during the rainy season. Subscriber continued to rise, driven by expanded infrastructure in suburban areas, where penetration remains under 50%.

ARPU growth was supported by upselling and cross-selling value-added services and innovative products tailored to customer demands for fast, stable internet, along with enhanced home experiences through content bundles and IoT add-ons.

Enterprise services have seen growth recovery, driven by increased economic certainty and political stability, boosting confidence in both public and private sector spending. Key transformations continue in connectivity services such as EDS and Cloud. Additionally, rising demand for connectivity has spurred investment from hyperscale cloud service providers, supported by government initiatives to position Thailand as a digital economy hub.

In 2024, ADVANC guided that the efforts focused on maintaining momentum in core service revenue. In the last quarter of the 2024, growth YoY would continue to be driven by the TTTBB acquisition impact and strong momentum of organic performance, bolstered by increasing tourist-related activities and government budget disbursement. ADVANC propositions remain focused on delivering convergence across our services, leveraging our customer relationships, and continuously enhancing the value of our multi-product offerings.

- Mobile Service

  ADVANC focuses on sustaining leadership in network quality and coverage, personalized segmented offerings, value-uplifting proposition with 5G, FMC, and privilege ecosystems, as well as delivering superior digitized service quality to the customers.

- Fixed Broadband Service

  Broadband service business is benefit from TTTBB acquisition and continue the growth momentum with a larger subscriber base, leveraging a combined coverage across Thailand, innovative product offerings, and superior service quality to offer more than broadband experiences. The key focus would also be on integration activities in combining the operations to achieve operational efficiencies and synergies.

- Enterprise Service

  Focusing on profitable growth with digital technology and evolving socioeconomic context, leveraging on connectivity with enhanced technologies, value-added digital product offerings, and differentiated 5G Paragon platform.

In 2024, ADVANC guided EBITDA to be grown by focusing on profitability. Similarly to core service revenue, EBITDA performance benefited from increased economic certainty. Expenses were planned to sustain market leadership, deepening relationship with customers through campaigns and rewards to support the future growth.

The Company will continuously execute cost optimization while accelerating TTTBB synergies to achieve higher efficiency while improving product delivery and superior customer experience, ADVANC will continue to enhance IT processes & systems, autonomous network, data analytics, and people capability. Optimal capital allocation will be executed to improve efficiency to maximize value to customers and stakeholders.

In 2024, CAPEX guidance was to be lower than in previous years, approximate THB 25,000 – 26,000 million, benefiting from the acceleration of the 700MHz 5G rollout in the prior year and leveraging TTTBB's larger broadband footprint. The optimized spending is in line with the business ambition to bring in and maintain quality customers through sustained network leadership. The broadband growth would continue in the new areas while achieving CAPEX synergy from a combined broadband network. Approximately 60% of CAPEX is for mobile business, 28% in broadband business, and the rest in enterprise and others.

Moreover, ADVANC is committed to driving long-term growth while delivering returns to shareholders. The Company places importance on maintaining strong financial health and flexibility to pursue future growth. Our dividend policy is to pay a minimum of 70% of net profit. By preserving cash flow, we ensure that we have financial flexibility to lead, compete, and pursue growth prospects in any changing circumstances.

The dividend payment shall be made twice a year and is based on consolidated earnings and subjected to the availability of retained earnings on the Company's separate financial statements. In all cases, dividend payment shall depend on cash flow and investment plan including any other future obligations of the Company and/or subsidiaries. Such dividends shall not adversely affect the Company and its subsidiaries' ongoing operations.

2.2.9. List of Major Shareholders of the ADVANC

The top 10 shareholders according to the latest shareholder register of the Business as of 20 August 2024, which is the latest record date that the information was publicly disclosed.

| No | Shareholder | Number of Shares (Shares) | Percentage |
|---|---|---|---|
| 1. | Intouch Holdings Public Company Limited | 1,202,712,000 | 40.44 |
| 2. | Singtel Strategic Investments Pte. Ltd. | 693,359,000 | 23.31 |

| No | Shareholder | Number of Shares (Shares) | Percentage |
|---|---|---|---|
| 3. | Thai NVDR Company Limited | 197,926,299 | 6.65 |
| 4. | Social Security Office | 63,806,900 | 2.15 |
| 5. | Citibank Nominees Singapore Pte Ltd-A/C GIC C | 63,770,400 | 2.14 |
| 6. | South East Asia UK (Type C) Nominees Limited | 54,232,516 | 1.82 |
| 7. | State Street Europe Limited | 47,095,973 | 1.58 |
| 8. | State Street Bank and Trust Company | 34,443,323 | 1.16 |
| 9. | The Bank of New York Mellon | 21,401,912 | 0.72 |
| 10. | Vayupak Fund 1 | 17,800,000 | 0.60 |
| 11. | Others | 577,661,413 | 24.10 |
| Total | | 2,974,209,736 | 100.00 |

*Source: SET's website*

2.2.10. List of Board of Directors of the Company

Table of Board of Directors and Sub-committee

| Name | Board of Directors[/1] | Sub-committee | | | | |
|---|---|---|---|---|---|---|
| | | Audit and Risk Committee | Nomination and Compensation Committee | Sustainable Development Committee | Executive Committee | Other Sub-committee |
| Mr. Kan Trakulhoon | Chairman of Board of Directors/ Independent Director | - | Chairman and Independent Director | Chairman and Independent Director | - | - |
| Mr. Sarath Ratanavadi | Vice Chairman of the Board/ Non-Executive director | - | Non Executive Director | - | Chairman of Executive Committee / Non-Executive director | - |
| Mr. Krairit Euchukanonchai | Independent Director | Chairman and Independent Director | - | - | - | - |
| Mr. Predee Daochai | Independent Director | Independent Director | - | - | - | Independent Director |
| Ms. Jeann Low Ngiap Jong | Non Executive Director | - | Non Executive Director | - | Non Executive Director | Non Executive Director |
| Ms. Yupapin Wangviwat | Non Executive Director | - | - | Non Executive Director | Non Executive Director | Non Executive Director |
| Mr. Gerardo C. Jr. Ablaza | Independent Director | Independent Director | - | - | - | - |
| Mr. Somchai Lertsutiwong | Chief Executive Officer / Executive Director / Authorized Director | - | - | Executive Director | Executive Director | Executive Director |
| Mr. Smith Banomyong | Non Executive Director / Authorized Director | - | - | - | Non Executive Director | - |
| Mr. Arthur Lang Tao Yih | Non Executive Director / Authorized Director | - | - | Non Executive Director | Non Executive Director | Non Executive Director |

| Name | Board of Directors[/1] | Sub-committee | | | | |
|---|---|---|---|---|---|---|
| | | Audit and Risk Committee | Nomination and Compensation Committee | Sustainable Development Committee | Executive Committee | Other Sub-committee |
| Mr. Mark Chong Chin Kok | Executive Director / Deputy Chief Executive Officer | - | - | - | Executive Director | Executive Director |
| Mr. Surin Krittayaphongphun[1/] | Independent Director | - | - | - | - | - |

Remark: The data source is the Company's website. (Data as of 24 December 2024)

1) Mr. Surin Krittayaphongphun was appointed as Independent Director at 25 March 2024.
2) Ms. Jeann Low Ngiap Jong, Mr. Gerardo C. Jr. Ablaza, Mr. Arthur Lang Tao Yih, Mr. Mark Chong Chin Kok and Mr. Somchai Lertsutiwong are directors who have expertise in telecommunications business. The details are shown in profiles of these directors and executives.
3) Mr. Krairit Euchukanonchai, Mr. Gerardo C. Jr. Ablaza, Ms. Jeann Low Ngiap Jong, Ms. Yupapin Wangviwat, Mr. Predee Daochai, Mr. Arthur Lang Tao Yih and Mr. Smith Banomyong are directors who have expertise in account and finance. The details are shown in profiles of these directors and executives.
4) The Company's definition of independent director criteria according to http://advanc-th.listedcompany.com/misc/og/20171122-advanc-qualification-independent-th.pdf The criteria defined by ADVANC are stricter than the criteria established by the Securities and Exchange Commission and the Stock Exchange of Thailand.

### 3. Appropriateness of the Offering Price

To evaluate the fair value of ADVANC's common shares, the IFA considered information from ADVANC's financial statements for the past three years and the third-quarter financial statements for the period ended September 30, 2024, which were audited or reviewed by certified auditor. Additionally, the evaluation incorporated publicly available information as well as data obtained from interviews with management and related officers of the Company. However, the opinion of IFA is based on the assumption that such information and documents are complete, correct, and true, and considers the current situations and data available at present. Any changes that materially affect business operations, valuation, or shareholders' decisions regarding the fair price may result in changes to the evaluation. The IFA has evaluated the fair value of ADVANC's common shares using the following 6 approaches:

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

After analyzing information, documents and other related information, IFA can summarize the evaluation of ADVANC's shares as follows:

#### 3.1. Book Value Approach

The Book Value Approach is a valuation method based on the book value of net assets or shareholders' equity as reflected in ADVANC's financial statements at a specific point in time, referring to information from ADVANC's consolidated financial statements reviewed by certified auditor for the latest period ending on September 30, 2024, with details as follows:

**Book Value per Share of ADVANC**

| No. | Details | Value (THB million) |
|---|---|---|
| 1 | Paid-up Capital | 2,974.21 |
| 2 | Add: Share premium (discount) or ordinary | 22,551.57 |
| 3 | Add: Deficits arising from change in ownership interest in a subsidiary | (669.66) |
| 4 | Add: Retained earnings (losses) | 63,138.30 |

| | | |
|---|---|---|
| 5 | Add: Other components of shareholders' equity | 182.85 |
| 6 | **Total shareholders' equity of ADVANC (6) = (1) + (2) + (3) + (4) + (5)** | **88,177.27** |
| 7 | Number of ADVANC's paid-up shares (million shares) | 2,974.21 |
| 8 | **Book Value per share (THB) (8) = (6) / (7)** | **29.65** |

*Source: Consolidated financial statements for the latest period ending on September 30, 2024.*

According to Book Value Approach, the value of ADVANC's share is THB 29.65 per share or the ADVANC's equity value of THB 88,177.27 million.

However, the valuation of common shares using the Book Value Approach represents only the book value of ADVANC as of September 30, 2024. It does not reflect the current market value of the assets, the current and future operating performance, or the cash flows of ADVANC, nor does it reflect for the growth potential and the risks. <u>Therefore, the IFA views that the Book Value Approach is not an appropriate method for evaluating ADVANC's common shares.</u>

3.2. Adjusted Book Value Approach

The Adjusted Book Value Approach is a valuation method based on the book value of net assets or shareholders' equity as reflected in ADVANC's financial statements at a specific point in time, referring to information from ADVANC's consolidated financial statements reviewed by certified auditor for the latest period ending on September 30, 2024, and adjusts for items occurring after the reporting period or items that affect the book value. Such adjustments may include asset revaluation or impairment not yet recorded in the financial statements, reversal of allowance for doubtful account or bad debt, dividends paid and unclaimed capital reduction etc.

However, as ADVANC has not prepared an asset valuation report by an independent appraiser and has not declared any interim dividend payments, except that 3BBIF approved an interim capital reduction payment at the rate of THB 0.1600 per unit to unitholders as of November 1, 2024. The IFA has adjusted the book value for this capital reduction in proportion to ADVANC's shareholding. Additionally, the IFA considered further adjustments to the valuation of ADVANC's investments, focusing only on securities listed on the stock exchange with market values, specifically the investment value in 3BBIF. The adjustments were made using the Market Value Approach and the Discounted Cash Flow Approach (as per details in Clause 3.6.2. ADVANC's investment value in 3BBIF) to reflect the current value of ADVANC as of December 24, 2024. The details are as follows:

**Fair Value of Investment in 3BBIF**

| Securities | Investment value calculated with Market Value Approach and/or SOTP/1 | ADVANC stakes | Investment value based on shareholding proportion | Book value as of September 30, 2024 according to ADVANC's financial statements | Investment value higher/(lower) than Book Value (THB million) |
|---|---|---|---|---|---|
| 3BBIF | 42,788.59 – 61,889.18 | 19.00% | 8,129.83 – 11,758.94 | 11,695.18 | (3,565.35) – 63.76 |

*Remark:*

*1/ Details according to 3.6.2. Valuation of the investment in 3BBIF*

From the above information, the IFA calculated the share value of ADVANC using the Adjusted Book Value Approach as follows:

**Adjusted Book Value per Share of ADVANC**

| No. | Details | Value (THB million) |
|---|---|---|
| 1 | Total shareholders' equity of ADVANC | 88,177.27 |
| 2 | Less: Book value of investment value in 3BBIF (THB million) | 11,695.18 |
| 3 | Add: Investment value of 3BBIF based on shareholding proportion (THB million) | 8,129.83 – 11,758.94 |
| 4 | Add: 3BBIF's capital reduction in proportion to ADVANC's shareholding[1/] | 243.20 |
| **5** | **Total shareholders' equity of ADVANC after adjustment (5) = (1) - (2) + (3) + (4)** | **84,855.12 – 88,484.23** |
| 6 | Total number of ADVANC paid-up shares (million shares) | 2,974.21 |
| **7** | **Book value per share after the adjustment (THB) (7) = (5) / (6)** | **28.53 – 29.75** |

*Source: Consolidated financial statements for the latest period ending on September 30, 2024.*

*Remark:*

*1/ 3BBIF approves interim capital reduction payment of THB 0.1600 per unit to unitholders as of 1 November, 2024.*

According to Adjusted Book Value Approach, the value of ADVANC's share is between THB 28.53 – 29.75 per share or the Company's value is between THB 84,855.12 – 88,484.23 million.

The valuation of common shares using the Adjusted Book Value Approach reflects asset values more effectively than the Book Value Approach. This is because it considers the book value of ADVANC as of September 30, 2024, with adjustments for items that occurred after the reporting period and the market value of investments in securities. However, there are several limitations to these adjustments. For instance, ADVANC has not prepared an asset valuation report by an independent appraiser, which prevents a comprehensive and accurate reflection of the market value of ADVANC's assets. Additionally, this method does not account for the current and future operating performance, or the cash flows of ADVANC, nor does it reflect for the growth potential and the risks. **Therefore, the IFA views that the Adjusted Book Value Approach is not an appropriate method for evaluating ADVANC's common shares.**

3.3. Market Value Approach

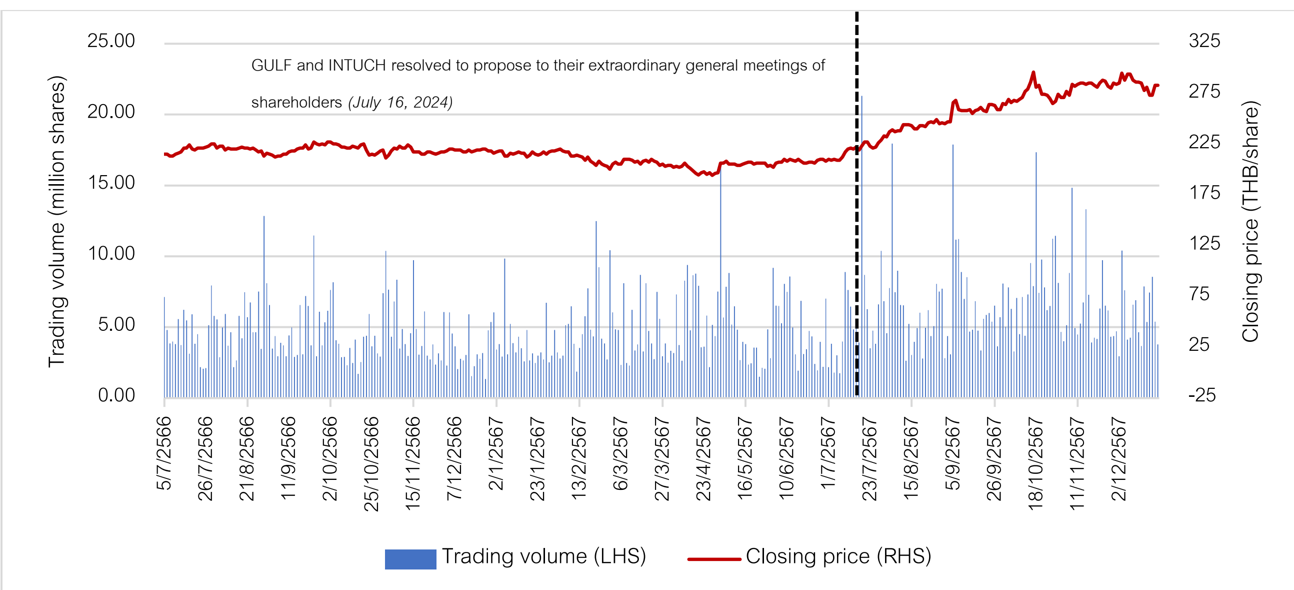
In this approach, IFA will use the weighted average price of ADVANC traded on the Stock Exchange of Thailand over various historical periods, ranging from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, and 360 days. IFA has considered that the abovementioned periods appropriately reflect the trends and movement of the market value of ADVANC and align with actual business operations of ADVANC. For this valuation method IFA analyzed the information up to December 24, 2024, the last trading day before the commencement of the ADVANC's tender offer process. The details are as follows:

Weighted Average Price of ADVANC

| (Unit: THB/Share) | 3BBIF Weighted Average (Days) | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 7 | 15 | 7 | 60 | 7 | 120 | 7 | 360 |
| High | 283.57 | 289.07 | 288.50 | 282.70 | 273.69 | 262.33 | 243.86 | 231.59 |
| Low | 277.29 | 282.67 | 282.40 | 275.98 | 267.44 | 256.53 | 239.04 | 227.57 |
| Weighted Average | 280.36 | 285.70 | 285.17 | 279.09 | 270.41 | 259.34 | 241.39 | 229.55 |

*Source: SET Smart as of December 24, 2024*

Market Price of ADVANC Over the Past 360 Days




*Source: SET Smart as of December 24, 2024*

From the Market Value Approach, the value of ADVANC's shares is between 229.55 – 285.70 per share, which equates to the equity value of between THB 682,729.92 – 849,739.60 million.

The IFA observes that the price of ADVANC's common shares showed a significant upward trend starting from July to August 2024. This followed the announcement on July 16, 2024, when the board of directors of GULF and INTUCH resolved to propose to their extraordinary general meetings of shareholders to consider and approve the amalgamation between GULF and INTUCH, as well as the Conditional Voluntary Tender Offer for all ADVANC shares. This period also coincided with the release of ADVANC's 2Q/2024 financial performance and statements on August 6, 2024.

The valuation of common shares using the Market Value Approach reflects the value of ADVANC shares at a specific point in time, determined by investor supply and demand, aligning closely with current market conditions, and considering events occurring after the date of the referenced financial statement. Furthermore, ADVANC shares are highly liquid as they are included in the SET50 index, which represents the price movements of large-cap and highly liquid securities on the Stock Exchange of Thailand. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating ADVANC's common shares.**

3.4. Price to Book Value Approach: "P/BV"

The Price to Book Value Approach is based on the book value of ADVANC's shares as shown in the latest consolidated financial statements as of September 30, 2024 which is THB 88,278.48 million multiplied by the median of the closing prices to book values (P/BV) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business to ADVANC. Since ADVANC is engaged in telecommunications services, including mobile phone services, high-speed internet services, and digital services, and after the amalgamation between DTAC and TRUE, which listed new security (TRUE) on March 1, 2023, there is no sufficient market price data of listed companies in SET that can be compared to ADVANC[1/]. Therefore, IFA has considered listed companies in foreign countries that operate similar businesses to ADVANC in the ASEAN region. The selection criteria focused on companies with total assets of at least USD 10,000 million, or approximately THB 353,011.66 million[/2], which includes the following companies:

### Companies Operating Similar Businesses to ADVANC in the ASEAN Region

| Company | Country | Business Description | Unit: THB million | | | |
|---|---|---|---|---|---|---|
| | | | Market Capitalization[2/] | Total Assets[2/] | Total Revenue[2/ 3/] | Net Profit[2/ 3/] |
| ADVANC TB EQUITY (Advanced Info Service Public Company Limited) | Thai | ADVANC is a telecommunications service provider, including mobile phone services, high-speed internet services, and digital services under the AIS brand. | 850,623.98 | 429,868.63 | 208,998.71 | 32,817.49 |
| ST SP EQUITY (Singapore Telecommunications Limited) | Singapore | Telecommunications technology company firmly based in Singapore, with Temasek Holdings, Singapore's government investment state enterprise, as its largest shareholder. The group's total mobile customer base includes more than 780 million people across 21 countries. | 1,351,293.39 | 1,192,982.99 | 372,242.37 | 61,549.93[4/] |
| GLO PM EQUITY (Globe Telecom, Inc.) | Philippines | Provider of telecommunications services in the Philippines, supported by AutoloadMax (AMAX) retailers, distributors, and business partners nationwide. The Company operates mobile, fixed line and broadband networks in the country, providing communications services to individuals, small and medium-sized businesses, and corporates and enterprises | 185,705.42 | 385,939.82 | 111,143.14 | 15,829.57 |
| TLKM IJ EQUITY | Indonesia | Telecommunication company that provides a variety of domestic | 607,136.24 | 637,788.32 | 345,252.63 | 50,855.93 |

| Company | Country | Business Description | Unit: THB million | | | |
|---|---|---|---|---|---|---|
| | | | Market Capitalization[2/] | Total Assets[2/] | Total Revenue[2/ 3/] | Net Profit[2/ 3/] |
| (PT Telkom Indonesia (Persero) Tbk) | | telecommunications services such as telephone, telex, telegram, satellite, and leased lines services. The Company also offers electronic mail, mobile communication, and cellular phone services. | | | | |

*Source: Bloomberg and the audited or reviewed financial statements of each company as of 24 December, 2024*

*Remark:*

*1/ The IFA considered a group of companies operating businesses similar to ADVANC with consistency across the various valuation methods. For calculating the discount rate used in the Sum-of-the-Parts (SOTP) method, specifically for the valuation of ADVANC's common shares, the IFA utilized 3-year historical Beta data.*

*2/ The exchange rate as of December 24, 2024, was referenced, based on data from the Bank of Thailand.*

*3/ Last twelve months until September 30, 2024.*

*4/ The net profit of ST SP refers to the underlying net profit, which is net profit before exceptional items, post-tax. The exceptional items (post-tax) amounted to SGD 2,439 million, equivalent to THB 64,429 million. The IFA adjusted this information solely for the purpose of considering an overall perspective.*

Details of the calculation can be summarized as follows:

**Price to Book Value of ADVANC**

| Company | Price to Book Value Ratio: "P/BV" | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 7 | 15 | 30 | 60 | 90 | 120 | 180 | 360 |
| ST SP EQUITY | 2.10 | 2.09 | 2.09 | 2.11 | 2.12 | 2.09 | 1.95 | 1.78 |
| GLO PM EQUITY | 1.76 | 1.77 | 1.78 | 1.88 | 1.89 | 1.88 | 1.79 | 1.65 |
| TLKM IJ EQUITY | 1.68 | 1.74 | 1.73 | 1.80 | 1.85 | 1.87 | 1.90 | 2.18 |
| **Median** | **1.76** | **1.77** | **1.78** | **1.88** | **1.89** | **1.88** | **1.90** | **1.78** |
| Shareholders' equity value of ADVANC based on book value (THB million) | 88,278.48 | 88,278.48 | 88,278.48 | 88,278.48 | 88,278.48 | 88,278.48 | 88,278.48 | 88,278.48 |
| **Total shareholders' equity of ADVANC (THB million)** | **155,125.80** | **156,571.63** | **157,495.36** | **165,931.89** | **166,936.78** | **165,738.61** | **168,170.14** | **157,026.51** |
| Number of Shares (million shares) | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 |
| **Value of ADVANC's share (THB/share)** | **52.16** | **52.64** | **52.95** | **55.79** | **56.13** | **55.73** | **56.54** | **52.80** |

*Source: Bloomberg and the audited or reviewed financial statements of each company as of 24 December, 2024*

According to Price to Book Value Ratio Approach, the value of ADVANC's share is between THB 52.16 – 56.54 per share or the Company value is between THB 155,125.80 – 168,170.14 million.

The valuation of common shares using the Price-to-Book Value Ratio Approach is based on the financial position at a certain point in time, with the assumption that companies with similar business characteristics and potential will have comparable P/BV ratios. However, this method does not account for the current and future operating performance, or the cash flows of ADVANC, nor does it reflect for the growth potential and the risks. **Therefore, the IFA views that the Price-to-Book Value Ratio Approach is not an appropriate method for evaluating ADVANC's common shares.**

3.5. Price to Earnings Approach: "P/E"

The Price to Earnings Approach uses net profit for the last 12 months ended September 30, 2024 which is THB 32,820.31 million multiplied by closing prices to earnings (P/E) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies with similar business with ADVANC (according to Clause 3.4. Price to Book Value Approach: "P/BV") for this evaluation approach.

**Price to Earnings of ADVANC**

| Company | Price to Earnings Ratio: "P/E" | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 7 | 15 | 30 | 60 | 90 | 120 | 180 | 360 |
| ST SP EQUITY[1/] | 22.13 | 22.02 | 22.03 | 22.31 | 22.34 | 22.02 | 20.57 | 18.78 |
| GLO PM EQUITY | 11.52 | 11.63 | 11.69 | 12.32 | 12.39 | 12.31 | 11.72 | 10.83 |
| TLKM IJ EQUITY | 11.40 | 11.81 | 11.75 | 12.20 | 12.57 | 12.70 | 12.93 | 14.81 |
| **Median** | **11.46** | **11.72** | **11.72** | **12.26** | **12.48** | **12.50** | **12.33** | **12.82** |
| ADVANC's net profit for the last 12 months (THB million) | 32,820.31 | 32,820.31 | 32,820.31 | 32,820.31 | 32,820.31 | 32,820.31 | 32,820.31 | 32,820.31 |
| **Total shareholders' equity of ADVANC (THB million)** | **376,136.76** | **384,633.03** | **384,638.37** | **402,365.68** | **409,663.59** | **410,334.80** | **404,549.67** | **420,787.84** |
| Number of Shares (million shares) | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 | 2,974.21 |
| **Value of ADVANC's share (THB/share)** | **126.47** | **129.32** | **129.32** | **135.28** | **137.74** | **137.96** | **136.02** | **141.48** |

*Source: Bloomberg and the audited or reviewed financial statements of each company as of 24 December, 2024*

*Remark: 1/ The IFA excluded the P/E ratio of ST SP from the calculation as it was derived from the underlying net profit, which excludes exceptional items (post-tax) amounting to SGD 2,439 million, equivalent to THB 64,429 million. The IFA adjusted this data solely for the purpose of considering an overall perspective.*

According to Price to Earnings Ratio Approach, the value of ADVANC’s share is between THB 126.47 – 141.48 per share or the Company value is between THB 376,136.76 – 420,787.84 million.

The valuation of common shares using the Price to Earnings Ratio Approach is based on the performance at a certain point in time, under the assumption that companies with similar business characteristics and size will have comparable P/E ratios. However, this method considers only historical net profits from past performance and does not account for future performance. Additionally, the companies used for comparison may have different accounting policies, financial positions, and capital structures from ADVANC. This method also does not reflect for the growth potential and the risks. **Therefore, the IFA views that the Price-to-Earnings Ratio Approach is not an appropriate method for evaluating ADVANC's common shares.**

3.6. Sum of the Parts: “SOTP”

The valuation of ADVANC's common shares using the Sum-of-the-Parts (SOTP) approach involves an assessment that considers the future cash flow generation capability of each business or asset independently. This method aims to reflect the value of ADVANC's common shares based on the fundamental factors of each business or asset.

The IFA evaluates the fair value of ADVANC's equity and its investments in non-subsidiary entities that significantly impact ADVANC's fair value using the Discounted Cash Flow (DCF) method. Other investments are valued based on their book value, as derived from ADVANC's consolidated financial statements, reviewed by certified auditors, for the latest period ending September 30, 2024. The valuation of ADVANC's common shares using the SOTP approach is divided into three parts as follows:

1) ADVANC's equity value

2) ADVANC’s investment value in 3BBIF

3) ADVANC’s other investments

The financial projections and key assumptions of ADVANC's financial projections in each business are summarized as follows:

3.6.1. ADVANC's Equity Value

In valuing the present value of free cash flow using the Discounted Cash Flow (DCF) Approach, the IFA assessed the free cash flows to firm ("**FCFF**") over a 20-year period from 2024 to 2043. These cash flows were discounted using the Weighted Average Cost of Capital (WACC) throughout the projection period to reflect the time value of money. The discount rate takes into account the expected return on equity, the cost of debt, and ADVANC's capital structure, including the tax advantages derived from the tax-deductibility of interest expenses (Tax Shield). The present value of the terminal value, under the key assumption that the business will continue as a going concern and under current circumstances, was also included. The sum of the discounted cash flows, combined with cash on hand and adjusted by net interest-bearing debt as of September 30, 2024, represents the value of ADVANC's equity.

This financial projection was prepared based on current economic conditions and circumstances. If the factors used in the financial projection change significantly from the assumptions made, the projected financial statements and the valuation using this method will also change significantly. Additionally, the IFA developed the financial projection based on assumptions derived from various sources, such as the Company's financial statements, historical performance, business policy information, and interviews with the Company's management and related officers. The opinion of the IFA in this instance is based on the assumption that the information and documents used are complete, correct, and true.

Due to the amalgamation between DTAC and TRUE in 2023, operating under the name TRUE, and ADVANC's acquisition of TTTBB in the same year, the industry landscape has changed significantly. This transformation has resulted in a reduction in the number of major players in both the mobile telecommunications and fixed broadband industries. Consequently, the financial statements from 2023 to 3Q/2024 have undergone substantial changes.

The IFA has therefore primarily considered the performance for 3Q/2024 in the financial projections, as this period best reflects the current market conditions and the operational outcomes following these acquisitions. The details of the key assumptions can be summarized as follows:

- Mobile Services Revenue

ADVANC provides mobile service through 4G and 5G network under license to use spectrum for telecommunications business granted by NBTC and spectrum from the business partnership with National Telecom

Public Company Limited (“**NT**”). ADVANC offers a total of 1,460 MHz service spectrum, which includes bands in the 2,600, 2100, 1,800, 900, and 700 MHz ranges, as well as high-frequency bands in the 26 GHz range. Currently, ADVANC’s 4G network covers more than 98% of the areas across all 77 provinces in Thailand, and ADVANC’s 5G network covers more than 90% of the population, with the coverage reaching nearly 99% of the population in Bangkok and 96% of the population in the Eastern Economic Corridor (“**EEC**”). The financial assumptions regarding Mobile Services Revenue are as follows:

ADVANC’s mobile services are divided into three main categories: 1) Postpaid mobile services: currently serving over 12.9 million subscribers 2) Prepaid mobile services: currently serving 33.3 million subscribers, and 3) International roaming services: the services cover 238 destination countries worldwide and include 5G roaming services in 111 countries globally.

<u>Number of Thai Population</u>

From 2021 to 3Q/2024, Thailand had a population of 66.17, 66.09, 66.05 and 65.97 million people, respectively, according to the data from the Bureau of Registration Administration, Department of Provincial Administration. Thai population has shown stable trend with slight changes since 2021. Therefore, IFA assumes Thai population to remain constant at 65.97 million people throughout the projection period, equivalent to the population as of 3Q/2024.

<u>Mobile Penetration Rate</u>

From 2021 to 3Q/2024, Thailand had 120.89, 126.41, 120.92 and 118.29 million active numbers, respectively. This represented a mobile phone penetration rate of 182.70%, 191.27%, 183.07% and 179.32%, respectively, according to the data from the National Broadcasting and Telecommunications Commission (“**NBTC**”). In 2020, the COVID-19 Pandemic directly affected Thailand’s tourism industry, leading countries worldwide to implement travel restriction measures to control the outbreak domestically. These countries are key sources of visitors to Thailand, such as China, Malaysia, Russia, South Korea, and India. Consequently, the number of international tourists in Thailand dropped during 2020, reflected in the total active numbers. However, as the COVID-19 pandemic began to ease due to Thailand’s government vaccine rollout plan and reopening of the country in 2021, the number of international tourists started to recover in 2021 and returned to near-normal levels by 2022. IFA assumes the total active number in 2024 to be 118.29 million numbers, equivalent to the total active number in

3Q/2024. In addition, from 2025 to 2027, IFA assumes the growth rate of total active number of 1.00% annually. From 2028 to the end of the projection period, IFA assumes to be no growth in total active number.

Market share of mobile subscribers of ADVANC

From 2021 to 3Q/2024, ADVANC demonstrated continuous growth in subscriber market share. ADVANC has an average market share of 36.49%, 36.40%, 36.90% and 39.12%, respectively. These figures are based on the number of subscribers reported by ADVANC, calculated as a proportion of the total active numbers according to the data from NBTC. However, in 2023, the amalgamation between TRUE and DTAC, the resulting service provider named TRUE, significantly altered the competitive landscape of the industry due to the reduction in the number of mobile network providers. Therefore, IFA assumes the subscriber market share of ADVANC to be 39.12%, equivalent to ADVANC's market share in 3Q/2024, throughout the projection period. This assumption aligns with the current market conditions of the mobile telecommunication industry.

Proportion of Postpaid Subscribers

From 2021 to 3Q/2024, ADVANC has the total number of postpaid subscribers of 11.52, 12.56, 12.72 and 12.92 million numbers, respectively. These figures accounted for 26.12%, 27.30%, 28.50% and 27.91% of ADVANC's total subscribers. The proportion of postpaid subscribers to the total subscribers has remained stable. Therefore, IFA assumes the proportion of postpaid subscribers to be 27.91%, equivalent to the proportion of postpaid subscribers in 3Q/2024, throughout the projection period.

Proportion of Prepaid Subscribers

From 2021 to 3Q/2024, ADVANC has the total number of prepaid subscribers of 32.59, 33.45, 31.90 and 33.37 million numbers, respectively. There figures accounted for 73.88%, 72.70%, 71.50% and 72.09% of ADVANC's total subscribers. The proportion of prepaid subscribers to the total subscribers has remained stable. Therefore, IFA assumes the proportion of prepaid subscribers to be 72.09%, equivalent to the proportion of prepaid subscribers in 3Q/2024, throughout the projection period.

Average Revenue Per Usage: "ARPU"

From 2020 to 3Q/2024, ADVANC has the average ARPU of postpaid service of 486, 473, 455, 449 and 443 THB per month, respectively, reflecting annual growth of (2.67%), (3.81%), (1.32%) and (0.22%). The decline in ARPU was attributable to pricing strategies employed by service providers to attract customers. However, the amalgamation between TRUE and DTAC in 2023 reduced the number of major mobile network providers, leading to a shift in pricing strategies. Therefore, IFA assumes the average ARPU of postpaid service in 2024 to be 443 THB, equivalent to the average ARPU of postpaid service in 3Q/2024. In addition, IFA assumes the growth rate of ARPU of postpaid service to be 1.00% annually starting in 2025 through the end of the projection period. The growth rate assumed is on a conservative basis, with the applied assumption being lower than the average inflation rate over the past 5 years of 1.68% annually as reported by the Bank of Thailand.

For the ARPU of prepaid service, from 2020 to 3Q/2024, ADVANC has the average ARPU of prepaid service of 154, 136, 123, 133 and 137 THB per month, respectively, reflecting annual growth of (11.69%), (9.56%), 8.13% and 3.01%. The decline in ARPU from 2020 to 2022 was attributable to the price competition among mobile network providers, like the trend in ARPU of postpaid service. However, in 2023 and 3Q/2024, the average ARPU of prepaid service showed increased growth rates, driven by a significant rise in data usage, which outweighed the slight decline in data service fees. Therefore, IFA assumes the ARPU of prepaid service in 2024 to be 137 THB, equivalent to the ARPU of prepaid service in 3Q/2024. In addition, IFA assumes the growth rate of ARPU of prepaid service to be 1.68% annually starting in 2025 through the end of the projection period, based on the average inflation rate over the past 5 years as reported by the Bank of Thailand.

**Mobile Services Revenue Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Thai population (million people) | 66.17 | 66.09 | 66.05 | 65.97 | 65.97 | 65.97 | 65.97 |
| Growth rate (%) | -0.02% | -0.12% | -0.06% | -0.13% | 0.00% | 0.00% | 0.00% |
| Mobile penetration rate (%) | 182.70% | 191.27% | 183.07% | 179.32% | 181.11% | 182.92% | 184.75% |
| Number of mobile number (million number) | 120.89 | 126.41 | 120.92 | 118.29 | 119.48 | 120.67 | 121.88 |
| ADVANC's market share in terms of number of subscribers (%) | 36.49% | 36.40% | 36.90% | 39.12% | 39.12% | 39.12% | 39.12% |
| ADVANC's customers (million number) | 44.12 | 46.01 | 44.62 | 46.28 | 46.74 | 47.21 | 47.68 |
| Post-paid customers (million number) | 11.52 | 12.56 | 12.72 | 12.92 | 13.04 | 13.17 | 13.31 |
| Proportion of Post-paid customers (%) | 26.12% | 27.30% | 28.50% | 27.91% | 27.91% | 27.91% | 27.91% |
| Post-paid ARPU (THB) | 473.00/1 | 455.00/1 | 449.00/1 | 443.00 | 447.43 | 451.90 | 456.42 |
| Growth rate (%) | -2.67% | -3.81% | -1.32% | -1.34% | 1.00% | 1.00% | 1.00% |

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Pre-paid customers (million number) | 32.59 | 33.45 | 31.90 | 33.37 | 33.70 | 34.04 | 34.38 |
| Proportion of Pre-paid customers (%) | 73.88% | 72.70% | 71.50% | 72.09% | 72.09% | 72.09% | 72.09% |
| Pre-paid ARPU (THB) | 136.00 | 123.00 | 133.00 | 137.00 | 139.30 | 141.64 | 144.02 |
| Growth rate (%) | -11.69% | -9.56% | 8.13% | 3.01% | 1.68% | 1.68% | 1.68% |
| Total revenue from mobile network service (THB million)1/ | 117,244.00 | 116,696.00 | 118,130.00 | 121,454.19 | 124,938.78 | 127,831.86 | 130,793.38 |
| Growth rate (%) | -0.71% | -0.47% | 1.23% | 2.81% | 2.87% | 2.32% | 2.32% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Thai population (million people) | 65.97 | 65.97 | 65.97 | 65.97 | 65.97 | 65.97 |
| Growth rate (%) | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Mobile penetration rate (%) | 184.75% | 184.75% | 184.75% | 184.75% | 184.75% | 184.75% |
| Number of mobile number (million number) | 121.88 | 121.88 | 121.88 | 121.88 | 121.88 | 121.88 |
| ADVANC's market share in terms of number of subscribers (%) | 39.12% | 39.12% | 39.12% | 39.12% | 39.12% | 39.12% |
| ADVANC's customers (million number) | 47.68 | 47.68 | 47.68 | 47.68 | 47.68 | 47.68 |
| Post-paid customers (million number) | 13.31 | 13.31 | 13.31 | 13.31 | 13.31 | 13.31 |
| Proportion of Post-paid customers (%) | 27.91% | 27.91% | 27.91% | 27.91% | 27.91% | 27.91% |
| Post-paid ARPU (THB) | 460.99 | 465.60 | 470.25 | 474.96 | 479.71 | 484.50 |
| Growth rate (%) | 1.00% | 1.00% | 1.00% | 1.00% | 1.00% | 1.00% |
| Pre-paid customers (million number) | 34.38 | 34.38 | 34.38 | 34.38 | 34.38 | 34.38 |
| Proportion of Pre-paid customers (%) | 72.09% | 72.09% | 72.09% | 72.09% | 72.09% | 72.09% |
| Pre-paid ARPU (THB) | 146.44 | 148.90 | 151.40 | 153.95 | 156.53 | 159.16 |
| Growth rate (%) | 1.68% | 1.68% | 1.68% | 1.68% | 1.68% | 1.68% |
| Total revenue from mobile network service (THB million)1/ | 133,159.21 | 134,898.21 | 136,661.44 | 138,449.26 | 140,262.04 | 142,100.15 |
| Growth rate (%) | 1.81% | 1.31% | 1.31% | 1.31% | 1.31% | 1.31% |

*Remark:*

*1/ Revenue from mobile services and fixed broadband services is calculated based on the average ARPU and the average number of users between the current period and the previous period.*

- Fixed Broadband Services Revenue

ADVANC operated its fixed broadband business under the “AIS Fibre” brand, leveraging on the fiber optic network used in mobile communication services. The move allowed ADVANC to scale up the service coverage rapidly and fully on fiber optic technology.

In 2023, a subsidiary of ADVANC, acquired TTTBB, the provider of fixed broadband internet under “3BB” brand with 2.3 million users and owner of the nationwide fiber optic network for home internet especially in the remote areas. The acquisition strengthens ADVANC rapid expansion of the broadband business with the combined network access to over 10.4 million households. The financial assumptions regarding Fixed Broadband Services Revenue are as follows:

<u>Number of Thai Household</u>

According to the data from the National Statistic Office, between 2021 – Q3/2024, Thailand has 27.71, 28.19, 28.68 and 28.91 million households according to household statistics from the the Bureau of Registration Administration, respectively. IFA assumes that the number of Thai households will remain constant at 28.91 million households throughout the projection period based on a conservative basis.

<u>Broadband Household Penetration Rate</u>

From 2021 to 3Q/2024, the number of fixed internet users in Thailand was 13.15, 13.29, 12.38, and 10.37 million respectively, representing household fixed internet penetration rates of 47.45%, 47.14%, 43.17%, and 35.87%, respectively, according to the NBTC. In 2023 and the first half of 2024, the number of fixed internet users reported by the NBTC significantly decreased due to the removal of inactive accounts from the calculations. However, when considering the lifestyle of the majority of people, the increasing necessity of internet use in the present and future, as well as the expansion of internet service networks by providers both private providers planning to extend services to more households in non-urban areas and government-led initiatives to expand internet coverage combined with improvements in internet speed, these factors indicate an upward growth trend in fixed internet users.

Therefore, IFA assumes the fixed internet penetration rate per household in 2024 would remain at 35.87%, consistent with the fixed internet penetration rate per household in 3Q/2024. Additionally, IFA assumes the growth rate of fixed internet penetration rate per household would increase by 1.00% annually until the end of the projection period.

Market Share of Fixed Broadband Internet Users of ADVANC

From 2021 to 3Q/2024, ADVANC's average market share of fixed internet users was 12.19%, 15.22%, 38.24%, and 47.68%, respectively, according to company data. In 2023, ADVANC's market share of fixed internet users increased significantly following the acquisition of TTTBB, leading to a reduction in the number of major fixed internet service providers and impacting market competition.

Therefore, IFA assumes the ADVANC's average market share of fixed internet users would remain constant at 47.68%, equivalent to market share of fixed internet users in 3Q/2024, throughout the projection period. This assumption aligns with the current market conditions of the fixed internet industry.

Average Revenue Per Usage: “ARPU”

From 2021 to 3Q/2024, the average ARPU for high-speed internet revenue was 444, 407, 490, and 505 THB per month, respectively, reflecting annual growth of (8.33%), 20.39%, and 3.06%. This trend reflects that, during 2021 – 2022, service providers employed pricing strategies to attract customers, leading to a decline in average ARPU. However, in 2023, following ADVANC's acquisition of Triple T Broadband Public Company Limited (TTTBB), ADVANC's average ARPU increased as TTTBB had a higher ARPU than ADVANC's average before the acquisition.

Therefore, IFA assumes the average ARPU for high-speed internet revenue in 2024 to be THB 505, equivalent to the average ARPU for high-speed internet revenue in 3Q/2024. This rate reflects the combined number of fixed internet users and the average ARPU after the TTTBB acquisition. The growth rate for average ARPU from 2025 onward was assumed to remain constant at 1.68 through the end of the projection period, based on the average inflation rate over the past 5 years as reported by the Bank of Thailand.

**Fixed Broadband Services Revenue Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Households (million households) | 27.71 | 28.19 | 28.68 | 28.91 | 28.91 | 28.91 | 28.91 |
| Growth rate (%) | 1.78% | 1.73% | 1.73% | 0.80% | 0.00% | 0.00% | 0.00% |
| Broadband household penetration rate (%) | 47.45% | 47.14% | 43.17% | 35.87%[1/] | 36.87% | 37.87% | 38.87% |

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Total number of broadband customers (million number) | 13.15 | 13.29 | 12.38 | 10.37[1/] | 10.66 | 10.95 | 11.24 |
| ADVANC's market share in terms of number of broadband customers (%) | 12.19% | 15.22% | 38.24%[2/] | 47.68% | 47.68% | 47.68% | 47.68% |
| ADVANC's broadband customers (million number) | 1.60 | 2.02 | 4.73[2/] | 4.94 | 5.08 | 5.22 | 5.36 |
| High-speed internet service ARPU (THB) | 444.00 | 407.00 | 490.00[2/] | 505.00 | 513.47 | 522.09 | 530.85 |
| Growth rate (%) | -6.72% | -8.33% | 20.39% | 3.06% | 1.68% | 1.68% | 1.68% |
| Total revenue from high-speed internet service (THB million) | 8,436.00 | 10,064.00 | 13,616.20[2/] | 28,889.90 | 30,638.04 | 32,008.57 | 33,416.46 |
| Growth rate (%) | 21.22% | 19.30% | 35.30% | 112.17% | 6.05% | 4.47% | 4.40% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Households (million households) | 28.91 | 28.91 | 28.91 | 28.91 | 28.91 | 28.91 |
| Growth rate (%) | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Broadband household penetration rate (%) | 39.87% | 40.87% | 41.87% | 42.87% | 43.87% | 44.87% |
| Total number of broadband customers (million number) | 11.53 | 11.82 | 12.10 | 12.39 | 12.68 | 12.97 |
| ADVANC's market share in terms of number of broadband customers (%) | 47.68% | 47.68% | 47.68% | 47.68% | 47.68% | 47.68% |
| ADVANC's broadband customers (million number) | 5.50 | 5.63 | 5.77 | 5.91 | 6.05 | 6.19 |
| High-speed internet service ARPU (THB) | 539.76 | 548.82 | 558.02 | 567.39 | 576.91 | 586.59 |
| Growth rate (%) | 1.68% | 1.68% | 1.68% | 1.68% | 1.68% | 1.68% |
| Total revenue from high-speed internet service (THB million) | 34,862.59 | 36,347.84 | 37,873.12 | 39,439.36 | 41,047.49 | 42,698.49 |
| Growth rate (%) | 4.33% | 4.26% | 4.20% | 4.14% | 4.08% | 4.02% |

*Remark:*

*1/ In 2023 and the first half of 2024, the number of fixed internet users, as reported by the NBTC, decreased due to the exclusion of inactive numbers from the calculation of fixed internet users.*

*2/ In 2023, ADVANC invested in TTTBB, resulting in an increase in the number of fixed internet users and ARPU for the high-speed internet business. The investment transaction was completed on November 15, 2023, causing the consolidated financial statements not to fully reflect TTTBB's performance for the entire year.*

- Enterprise Non-mobile Revenue and Others

ADVANC has expanded the scope of its service to technologies and digital solutions including cloud, data center, and ICT solutions. The scope also extends to communication connectivity services such as network management service, communication platform, 5G for business, and specific digital solutions for business. The financial assumptions regarding Enterprise and Other Services Revenue are as follows:

1) Enterprise Non-mobile Revenue and Others IFA estimated the enterprise non-mobile revenue and others in 2024 to be THB 7,332.00 million. This figure was calculated by annualizing the enterprise non-mobile revenue and others reported for the first nine months of 2024[/1]. The growth rates for 2025–2027 were set at 6.00%, 4.00%, and 2.00%, respectively. These growth rates are lower than the average growth rate of 14.50% observed from 2021 – 2023.
   From 2028 onward, the growth rate was assumed to remain constant at 1.68% per year throughout the projection period, equivalent to the five-year average inflation rate, based on economic indices from the Bank of Thailand, in accordance with a conservative basis.

2) Enterprise Non-mobile Revenue and Others of TTTBB IFA assumes a growth rate of 1.68% per year, equivalent to the five-year average inflation rate based on economic indices from the Bank of Thailand, throughout the projection period.

**Enterprise and Other Services Revenue Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Enterprise non-mobile revenue and others (THB million) | 5,291.00 | 6,274.00 | 6,819.00 | 8,732.00 | 9,195.41 | 9,530.17 | 9,716.12 |
| Growth rate (%) | 16.23% | 18.58% | 8.69% | 28.05%[2/] | 5.31% | 3.64% | 1.95% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Enterprise non-mobile revenue and others (THB million) | 9,879.15 | 10,044.93 | 10,213.48 | 10,384.86 | 10,559.12 | 10,736.30 |
| Growth rate (%) | 1.68% | 1.68% | 1.68% | 1.68% | 1.68% | 1.68% |

Remark:

*1/ This represents revenue from the enterprise service business and other services exclusively within ADVANC's operations.*

*2/ The revenue growth rate for the enterprise service business and other services between 2023 and 2024 increased by 28.05%, resulting from the recognition of TTTBB's revenue in ADVANC's consolidated financial statements following the completion of ADVANC's investment in TTTBB on November 15, 2023.*

- Interconnection Charge (IC) and NT Partnership Revenue

The financial assumptions regarding Interconnection Charge (IC) and NT Partnership Revenue are as follows:

1) Interconnection Charge (IC) and Other Services Revenue IFA estimated the interconnection charge (IC) and other services revenue in 2024 to be THB 4,124.67 million. This figure was calculated by annualizing the interconnection charge (IC) and other services revenue reported for the first nine months of 2024[/1]. From 2025 until the end of the projection period, interconnection revenue and other service revenue are assumed to be at 3.67% of telecommunications business revenue[/1], consistent with the proportion in the 2024 estimate.
2) NT Partnership Revenue IFA assumed that revenue from the partnership with NT would follow the terms agreed upon in the contract and that the contract would be renewed under the same conditions, except for the 2100 MHz frequency network service agreement, for which the projection is made only until the contract's expiration in 2025. After the contract period ends, the IFA assumed that ADVANC would receive roaming service revenue from NT for the 700 MHz and 2100 MHz frequencies, based on historical usage data. The growth rate was determined based on usage data from 2022 to the first nine months of 2024 and assumed a long-term growth rate of 1.68%, equivalent to the five-year average inflation rate.

Interconnection Charge (IC) and Other Revenue Summary Table

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Interconnection charge (IC) and NT partnership revenue (THB million) | 13,825.00 | 12,976.00 | 13,351.00 | 13,954.67 | 10,774.99 | 5,635.42 | 5,802.90 |
| Proportion to telecommunications business revenue[1/] (%) | 10.24% | 9.49% | 9.40% | 8.54% | 6.34% | 3.23% | 3.24% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Interconnection charge (IC) and NT partnership revenue (THB million) | 5,938.32 | 6,038.35 | 6,136.10 | 6,235.70 | 6,337.19 | 6,440.59 |
| Proportion to telecommunications business revenue[1/] (%) | 3.24% | 3.23% | 3.22% | 3.21% | 3.20% | 3.20% |

Remark:

1/ Excluding NT partnership revenue and SIM & device sales revenue.

- SIM & Device Sales Revenue

IFA estimated the SIM & device sales revenue in 2024 to be THB 35,454.67 million. This figure was calculated by annualizing the SIM & device sales revenue reported for the first nine months of 2024. From 2025 until the end of the projection period, SIM & device sales revenue are assumed to be at 29.19% of mobile services revenue, consistent with the proportion in the 2024 estimate.

**SIM & Device Sales Revenue Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| SIM & device sales revenue (THB million) | 36,542.00 | 39,476.00 | 36,952.00 | 35,454.67 | 36,471.88 | 37,316.42 | 38,180.94 |
| Proportion to mobile services revenue (%) | 31.17% | 33.83% | 31.28% | 29.19% | 29.19% | 29.19% | 29.19% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| SIM & device sales revenue (THB million) | 38,871.57 | 39,379.22 | 39,893.94 | 40,415.83 | 40,945.02 | 41,481.59 |
| Proportion to mobile services revenue (%) | 29.19% | 29.19% | 29.19% | 29.19% | 29.19% | 29.19% |

- Other Revenue

IFA estimated the other revenue, including interest income and other income, in 2024 to be THB 332.19 million. This figure was calculated by annualizing the other revenue reported for the first nine months of 2024. From 2025 until the end of the projection period, other revenue is assumed to be at 0.16% of operating revenue, consistent with the proportion in the 2024 estimate.

**Other Revenue Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Other revenue (THB million) | 1,272.65 | 658.14 | 847.36 | 332.19 | 337.82 | 338.30 | 347.20 |
| Proportion to operating revenue (%) | 0.70% | 0.35% | 0.45% | 0.16% | 0.16% | 0.16% | 0.16% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Other revenue (THB million) | 354.85 | 361.22 | 367.71 | 374.32 | 381.05 | 387.91 |
| Proportion to operating revenue (%) | 0.16% | 0.16% | 0.16% | 0.16% | 0.16% | 0.16% |

- Cost and Operating Expense

1) Regulatory Fees

IFA estimated the regulatory fee in 2024 to be THB 6,382.67 million. This figure was calculated by annualizing the regulatory fee reported for the first nine months of 2024. From 2025 until the end of the projection period, regulatory fee is assumed to be at 3.88% of telecommunications business revenue[/1], consistent with the proportion in the 2024 estimate.

Regulatory Fee Summary Table

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Regulatory fee (THB million) | 5,320.00 | 5,502.00 | 5,680.00 | 6,382.67 | 6,462.42 | 6,428.39 | 6,604.64 |
| Proportion to telecommunications business revenue[1/] (%) | 3.81% | 3.94% | 3.91% | 3.88% | 3.88% | 3.88% | 3.88% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Regulatory fee (THB million) | 6,757.99 | 6,887.13 | 7,018.68 | 7,152.85 | 7,289.69 | 7,429.25 |
| Proportion to telecommunications business revenue[1/] (%) | 3.88% | 3.88% | 3.88% | 3.88% | 3.88% | 3.88% |

Remark:

1/ Excluding NT partnership revenue and SIM & device sales revenue.

2) Interconnection Charge (IC) Network Expenses

IFA estimated the interconnection charge (IC) network expenses in 2024 to be THB 1,082.00 million. This figure was calculated by annualizing the interconnection charge (IC) network expenses reported for the first nine months of 2024. From 2025 until the end of the projection period, interconnection charge (IC) network expenses is assumed to be at 81.85% of the interconnection charge (IC) revenue, consistent with the proportion in the 2024 estimate.

Interconnection charge (IC) network expenses Summary Table

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Interconnection Charge (IC) network expenses (THB million) | 2,137.00 | 1,648.00 | 1,350.00 | 1,082.00 | 1,090.76 | 1,121.20 | 1,151.36 |
| Proportion to interconnection charge (IC) revenue (%) | 102.74% | 93.96% | 91.71% | 81.85% | 81.85% | 81.85% | 81.85% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| **Interconnection Charge (IC) network expenses (THB million)** | **1,177.67** | **1,200.11** | **1,223.00** | **1,246.33** | **1,270.13** | **1,294.40** |
| Proportion to interconnection charge (IC) revenue (%) | 81.85% | 81.85% | 81.85% | 81.85% | 81.85% | 81.85% |

3) Other Costs and Expenses

IFA estimated the other costs and expenses in 2024 to be THB 22,992.00 million, including network operating expenses and other service costs. This figure was calculated by annualizing the other costs and expenses reported for the first nine months of 2024. From 2025 until the end of the projection period, interconnection charge (IC) network expense is assumed to be at 14.03% of the telecommunications business revenue[/1], consistent with the proportion in the 2024 estimate.

**Other Costs and Expenses Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| **Other costs and expenses (THB million)** | **16,179.00** | **19,370.00** | **20,809.00** | **22,992.00** | **23,829.67** | **24,499.90** | **25,161.65** |
| Proportion to telecommunications business revenue[1/] (%) | 11.99% | 14.16% | 14.65% | 14.03% | 14.03% | 14.03% | 14.03% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| **Other costs and expenses (THB million)** | **25,737.45** | **26,226.18** | **26,723.99** | **27,231.63** | **27,749.30** | **28,277.21** |
| Proportion to telecommunications business revenue[1/] (%) | 14.03% | 14.03% | 14.03% | 14.03% | 14.03% | 14.03% |

Remark

1/ Excluding NT partnership revenue and SIM & device sales revenue.

4) NT Partnership Costs

IFA projected that the NT partnership costs would follow the terms of the 2100 MHz frequency network service agreement, which is set to expire in 2025, aligning with the NT partnership revenue for the 2100 MHz frequency network services.

5) SIM & Device Sales Costs

IFA estimated the SIM & Device sales costs in 2024 to be THB 34,778.00 million. This figure was calculated by annualizing the SIM & Device sales cost reported for the first nine months of 2024. From 2025 until the end of the projection period, SIM & Device sales costs is assumed to be at 98.09% of the SIM & Device sales revenue, consistent with the proportion in the 2024 estimate.

SIM & Device sales costs Summary Table

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| SIM & device sales costs (THB million) | 36,215.00 | 39,096.00 | 36,276.00 | 34,778.00 | 35,775.80 | 36,604.22 | 37,452.25 |
| Proportion to SIM & Device sales revenue (%) | 99.11% | 99.04% | 98.17% | 98.09% | 98.09% | 98.09% | 98.09% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| SIM & device sales costs (THB million) | 38,129.69 | 38,627.65 | 39,132.54 | 39,644.48 | 40,163.56 | 40,689.90 |
| Proportion to SIM & Device sales revenue (%) | 98.09% | 98.09% | 98.09% | 98.09% | 98.09% | 98.09% |

- Depreciation and Amortization

IFA assumed that depreciation and amortization would follow the accounting standards specified in the financial statements.

Assumption of Depreciation and Amortization

| Assets | Estimated useful lives (years) |
|---|---|
| Buildings and building improvements | 5 – 30 |
| Leasehold building improvements | 5, 10 |
| Computer, tools and equipment | 3 – 30 |
| Furniture, fixtures and office equipment | 2 – 20 |
| Vehicles | 5 |

- Selling Expenses

IFA estimated the selling expenses in 2024 to be THB 5,344.85 million. This figure was calculated by annualizing the selling expenses reported for the first nine months of 2024. From 2025 until the end of the projection period, selling expenses is assumed to be at 2.69% of the telecommunications business revenue[/1], consistent with the proportion in the 2024 estimate.

Selling Expenses Summary Table

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Selling expenses (THB million) | 6,035.06 | 7,026.14 | 5,783.72 | 5,344.85 | 5,543.53 | 5,694.57 | 5,844.53 |

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Proportion to telecommunications business revenue[1/] (%) | 3.52% | 3.99% | 3.23% | 2.69% | 2.69% | 2.69% | 2.69% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Selling expenses (THB million) | 5,973.36 | 6,080.60 | 6,189.76 | 6,301.00 | 6,414.35 | 6,529.87 |
| Proportion to telecommunications business revenue[1/] (%) | 2.69% | 2.69% | 2.69% | 2.69% | 2.69% | 2.69% |

Remark

1/ Excluding NT partnership revenue and SIM & device sales revenue.

- Administrative Expenses

1) Administrative and other expenses

IFA estimated the administrative and other expenses in 2024 to be THB 21,093.53 million. This figure was calculated by annualizing the administrative and other expenses reported for the first nine months of 2024. In addition, IFA determined that administrative and other expenses throughout the projection period to have the rate increases by 4.50% per year based on the actuarial assumptions for employee benefits disclosed in the financial statements of ADVANC.

Administrative and other expenses Summary Table

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Administrative and other expenses (THB million) | 14,501.39 | 14,173.01 | 15,918.20 | 21,093.53 | 22,042.73 | 23,034.66 | 24,071.22 |
| Growth Rate (%) | -12.54% | -2.26% | 12.31% | 32.51%[1/] | 4.50% | 4.50% | 4.50% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Administrative and other expenses (THB million) | 25,154.42 | 26,286.37 | 27,469.26 | 28,705.37 | 29,997.12 | 31,346.99 |
| Growth Rate (%) | 4.50% | 4.50% | 4.50% | 4.50% | 4.50% | 4.50% |

*Remark:*

*1/ The growth rate of administrative and other expenses increased by 32.51% between 2023 and 2024, resulting from the recognition of TTTBB's expenses in ADVANC's consolidated financial statements following the completion of ADVANC's investment in TTTBB on November 15, 2023.*

2) Remuneration of directors and executives

IFA estimated the remuneration of directors and executives in 2024 to be THB 152.93 million. This figure was calculated by annualizing the remuneration of directors and executives reported for the first nine months of

2024. From 2025 until the end of the projection period, remuneration of directors and executives is assumed to be at 0.07% of operating revenue, consistent with the proportion in the 2024 estimate.

**Remuneration of directors and executives Summary Table**

| | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Remuneration of directors and executives (THB million) | 145.49 | 133.09 | 138.55 | 152.93 | 155.52 | 155.75 | 159.85 |
| Proportion to operating revenue (%) | 0.08% | 0.07% | 0.07% | 0.07% | 0.07% | 0.07% | 0.07% |

| | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|---|
| Remuneration of directors and executives (THB million) | 163.37 | 166.30 | 169.29 | 172.33 | 175.43 | 178.59 |
| Proportion to operating revenue (%) | 0.07% | 0.07% | 0.07% | 0.07% | 0.07% | 0.07% |

- Corporate Income Tax

IFA estimated the corporate income tax to be 20.00% of earnings before tax and interest expense in estimating corporate income tax for evaluating the Free Cash Flow to Firm (FCFF) over the projection period.

- Capital Expenditure

According to ADVANC's future business plan, it has stated that most of the capital expenditures (CAPEX) are investments in network development. ADVANC has set a target for the investment budget in 2024 to be between 25,000 – 26,000 million baht in order to maintain the quality of service to its customers.

Therefore, the IFA has set the assumption for investment expenditures based on the above investment budget, with a long-term growth rate of 1.68% per year, equal to the 5-year average inflation rate, and also considering the additional network development investment expenditures in the year when the telecommunications frequency licenses expire and the subsequent frequency license auctions. This includes the remaining investment expenditures for ongoing network development with NT for the 700 MHz frequency band.

- Telecommunication Spectrum Licenses Payable

Based on financial statements as of September 30, 2024, ADVANC has outstanding telecommunication spectrum licenses payables of THB 52,622 million. IFA determines that throughout the projection period, outstanding telecommunication spectrum license payables will be in accordance with the terms and conditions between ADVANC and the NBTC. However, if the telecommunication spectrum licenses expire, the IFA assumes that there will be an auction to extend each frequency license, based on the value and payment schedule of the original license. Additionally, it is assumed that there will be an auction for the 2100 MHz frequency band after the expiration of the network service agreement with NT

- Right-of-use assets and lease liabilities

Based on financial statements as of September 30, 2024, ADVANC had right-of-use assets of THB 93,595 million and lease liabilities of THB 107,727 million. IFA determined right-of-use amortization, right-of-use payment and the renewal of any lease agreements upon expiration, based on ADVANC's current lease agreements and historical data.

- Interest-bearing Debt

Based on financial statements as of September 30, 2024, ADVANC had total interest-bearing liabilities of THB 116,749 million, including short-term loan, long-term loans, and debentures. IFA determined that the interest rate on such debts to be as disclosed in ADVANC's financial statements and assumes that repayments and/or additional borrowings will be aligned with the ratio of interest-bearing liabilities to equity over the long term, based on the debt-to-equity ratio from 2021 to 3Q/2024. The advisor also considers the period before the acquisition of TTTBB.

- Other Ratios in the Financial Statement

IFA assumes that other ratios in the statement of financial position for 2024 through the end of the forecast period will be based on the statement of financial position as the first nine months of 2024, with the following details.

| | |
|---|---|
| Trade receivables | 39 days |
| Trade payables | 204 days |
| Inventory | 22 days |

- Terminal Value

The IFA prepared a projection of the firm's free cash flows (FCFF) over a 20-year period from 2024 to 2043, which includes the year 2038 when the master lease agreement of 3BBIF is set to expire. The IFA has assumed that the master lease agreement of 3BBIF will be renewed (details provided in Section 3.6.2: ADVANC's investment value in 3BBIF). Subsequently, the terminal value at the end of 2043 was calculated to estimate the present value of cash flows beyond 2043. This was done using a terminal growth rate for cash flows after the forecast period and a discount rate, under the assumption that the business will continue as a going concern.

- Terminal Growth Rate

The IFA assumed a cash flow growth rate after the projection period to be 1.00% per annum. This growth rate is lower than the five-year average inflation rate of 1.68% per year, based on economic indices from the Bank of Thailand, in accordance with a conservative basis.

- Discount Rate

The discount rate used for the calculation of the present value of free cash flow is calculated from the Weighted Average Cost of Capital (WACC). IFA derived WACC from the weighted average of Cost of Debt ($K_d$) and Cost of Equity ($K_e$) of ADVANC, based on the capital structure of ADVANC. Details of discount rate will be as follows;

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

whereby

| | | |
|---|---|---|
| $K_e$ | = | Shareholders' required rate of return (Re) or Cost of equity |
| $K_d$ | = | Loan interest rate or Cost of debt |
| T | = | Corporate income tax rate |
| E | = | Total shareholders' equity |
| D | = | Interest-bearing debt |

The IFA calculated the cost of equity ($K_e$) based on the Capital Asset Pricing Model (CAPM), with the details as follows:

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

The IFA faced limitations in using data from publicly listed companies in Thailand to calculate the Beta ($\beta$) based on the principles of the Capital Asset Pricing Model (CAPM). This was due to the amalgamation between DTAC and TRUE, which resulted in a new listing under the name TRUE on March 1, 2023, leaving an insufficient data period for analysis. Additionally, GULF, INTUCH, and other related Offerors announced a Conditional Voluntary Tender Offer for all ADVANC securities on July 16, 2024, causing significant movements in ADVANC's stock price following the announcement. Consequently, the IFA decided not to use ADVANC's data in determining the Beta (β), which introduced constraints in estimating the cost of equity (Ke).

Therefore, IFA has considered listed companies in foreign countries that operate similar businesses to ADVANC in the ASEAN region. The selection criteria focused on companies with total assets of at least USD 10,000 million, or approximately THB 353,011.66 million[1/], which includes the following companies:

- Adjust the financial structure by adjusting the Beta (β: Levered Beta) of each company with the financial structure of ADVANC and
- Use the Beta (β: Levered Beta) of each company, as determined through the aforementioned process, to estimate the cost of equity ($K_e$) by applying the Risk-Free Rate (Rf) and Market Risk Premium (Rm) of the respective countries where these companies are listed.
- Adjust the returns and risks associated with domestic changes (Country Risk) in each country where investments are made to align with Thailand. This is done by applying a Country Risk Premium (CRP), referencing Aswath Damodaran's "Country Default Spreads and Risk Premium."[/2]

Information of Companies Operating Similar Businesses to ADVANC

| Company | Country | Unlevered Beta | Rf | Rm | Corporate Income Tax | The CRP adjustment to the to make it comparable with Thailand. [3/] |
|---|---|---|---|---|---|---|
| ST SP Equity | Singapore | 0.77 | 3.02% | 6.98% | 17% | 1.95% |
| GLO PM Equity | Philippines | 0.24 | 5.67% | 9.87% | 25% | -0.37% |
| TLKM IJ Equity | Indonesia | 0.93 | 7.09% | 8.39% | 22% | -0.37% |

*Source: Bloomberg Terminal and Aswath Damodaran: "Country Default Spreads and Risk Premium as of 24 December, 2024.*

*Remark:*

*1/ The exchange rate as of December 24, 2024, was referenced, based on data from the Bank of Thailand.*

*2/ Aswath Damodaran is a professor and recipient of the Herbert Simon Award, teaching Corporate Finance at New York University, a leading institution renowned for its excellence in finance.*

*3/ The Country Risk Premium (CRP) is the additional return or risk premium that investors should receive for investing in foreign countries compared to the U.S. market. It is calculated based on the sovereign credit rating of each country. IFA has calculated this return to adjust the cost of equity (Ke) for each company in different countries. This is done by adding the cost of equity (Ke) of each company with the Country Risk Premium for Thailand and subtracting the Country Risk Premium for each respective country.*

Once the cost of equity ($K_e$) for each publicly listed company in the ASEAN region operating in a business similar to ADVANC has been adjusted using the above factors, the median of these adjusted returns is used as the required rate of return for ADVANC's shareholders. The calculation of the Weighted Average Cost of Capital (WACC) is detailed as follows:

| | | |
|---|---|---|
| Risk Free Rate ($R_f$) | = | The risk-free rate of return is based on the 15-year government bond yield of each country, ranging from 3.02% to 7.09% (source: Bloomberg Terminal) |
| Beta ($\beta$) | = | Based on the Beta over the past 3 years, as it reflects investors' expectations and perspectives on the market over a sufficiently long period. It also accurately represents the current state of the capital market and the telecommunications industry, including mobile phone services, high-speed internet services, and digital services. This includes companies such as ST SP Equity, GLO PM Equity and TLKM IJ Equity, with an Unlevered Beta ranging from 0.24 to 0.93 (source: Bloomberg Terminal). Levered Beta is then calculated based on ADVANC's financial structure and the corporate income tax rates of each respective country. |
| Market Risk ($R_m$) | = | The average return on investment in the stock market over the past 15 years of each country, ranging from 6.98 – 9.87 (source: Bloomberg Terminal) |
| $K_d$ | = | The company's loan interest rate is based on the estimated interest expense relative to ADVANC's interest-bearing liabilities as of September 30, 2024, and adjusted for the most recent debentures issued and offered on November 13, 2024, which is 3.00%. |

| | | |
|---|---|---|
| D/E Ratio | = | The estimated long-term interest-bearing debt-to-equity ratio is 1.00x, based on the debt-to-equity ratio from 2021 to 3Q/2024, taking into account the period before the acquisition of TTTBB. |
| T | = | The corporate income tax rate of each country, ranging from 17 – 25 of net profit before tax. |

Based on the above assumptions, the calculated Weighted Average Cost of Capital (WACC) is 5.64%, which will be used as the discount rate for cash flows. A summary of ADVANC's financial projections is as follows:

**ADVANC Financial Projection**

| (Unit: THB million) | Q4/2024F [2/] | 2025F | 2026F | 2027F | 2028F |
|---|---|---|---|---|---|
| **Earnings before interest and taxes (EBIT)** | **15,003.63** | **55,338.39** | **59,286.93** | **62,109.54** | **65,026.99** |
| Corporate income tax | (1,560.76) | (9,683.65) | (10,447.97) | (11,101.36) | (11,796.80) |
| Depreciation and amortization | 20,915.21 | 57,190.03 | 54,901.82 | 54,762.44 | 53,999.86 |
| Capital expenditures [1/] | (29,765.51) | (80,951.90) | (61,717.32) | (68,046.12) | (63,767.53) |
| Working capital decrease (increase) | (377.56) | 472.41 | 247.20 | 461.18 | 371.64 |
| **Free Cash Flow to Firm** | **4,215.00** | **22,365.27** | **42,270.67** | **38,185.68** | **43,834.16** |
| **Terminal Value** | | | | | |
| **Present Value of Free Cash Flow to Firm** | **4,157.63** | **20,884.03** | **37,365.56** | **31,953.98** | **34,723.97** |
| **Present Value of Terminal Value** | | | | | |

| (Unit: THB million) | 2029F | 2030F | 2031F | 2032F | 2033F |
|---|---|---|---|---|---|
| **Earnings before interest and taxes (EBIT)** | **65,309.68** | **66,507.51** | **67,366.79** | **68,128.51** | **71,576.83** |
| Corporate income tax | (11,847.35) | (12,120.81) | (12,303.19) | (12,477.10) | (13,226.49) |
| Depreciation and amortization | 55,336.37 | 55,757.85 | 56,520.00 | 57,380.53 | 55,553.90 |
| Capital expenditures [1/] | (64,460.81) | (65,250.74) | (69,992.53) | (64,849.37) | (77,898.55) |
| Working capital decrease (increase) | 276.62 | 280.68 | 284.78 | 288.95 | 293.18 |
| **Free Cash Flow to Firm** | **44,614.51** | **45,174.49** | **41,875.85** | **48,471.52** | **36,298.88** |
| **Terminal Value** | | | | | **994,501.24** [3/] |
| **Present Value of Free Cash Flow to Firm** | **33,456.84** | **32,069.65** | **28,142.12** | **30,836.99** | **21,861.04** |
| **Present Value of Terminal Value** | | | | | **598,939.34** |

*Remark*

*1/ Capital expenditures consist of CAPEX, spectrum payment, and right-of-use payment*

*2/ IFA considers cash flows from October 1, 2024 onwards.*

*3/ The terminal value at the end of 2033 consists of the sum of the present value of FCFF from 2034 to 2043 and the terminal value at the end of 2043, which has been discounted using the discount rate to determine the present value at the end of 2033.*

**ADVANC Valuation**

| No. | Details | Value (THB million) |
|---|---|---|
| 1 | Enterprise Value | 874,391.15 |
| 2 | Add: Cash and cash equivalents | 13,531.45[1/] |
| 3 | Less: Long-term loans to related parties | 427.88 |
| 4 | Less: Interest-bearing debt | 116,749.44 |
| 5 | Add: 3BBIF's capital reduction in proportion to ADVANC's shareholding | 243.20 |
| 6 | Equity Value (6) = (1) + (2) + (3) - (4) + (5) | 771,844.24 |

*Remark:*

*1/ It consists of cash and cash equivalents amounting to 12,975.50 million baht and restricted bank deposits amounting to 555.95 million baht.*

In addition, IFA has conducted a sensitivity analysis of the share value by adjusting the discount rate (WACC) with an increase and/or decrease by 0.25%. This assumption is a critical factor that directly impacts the valuation of common shares and reflects the sensitivity of key factors in the assumptions determined by the IFA. The results can be summarized as follows:

**Discount Rate or WACC Sensitivity Analysis**

| Discount Rate or WACC Sensitivity Analysis (%) | | | |
|---|---|---|---|
| | +0.25% | 0.00% | -0.25% |
| ADVANC equity value (THB million) | 724,732.79 | 771,844.24 | 824,414.53 |

The result of a sensitivity analysis of the share value by changing the discount rate the Company value is between THB 724,732.79 – 824,414.53 million.

3.6.2. ADVANC's investment value in 3BBIF

In valuation of the fair value of the investment in 3BBIF, IFA considered two valuation approaches: Market Value Approach and Discounted Cash Flow Approach, with details as follows:

Market Value Approach

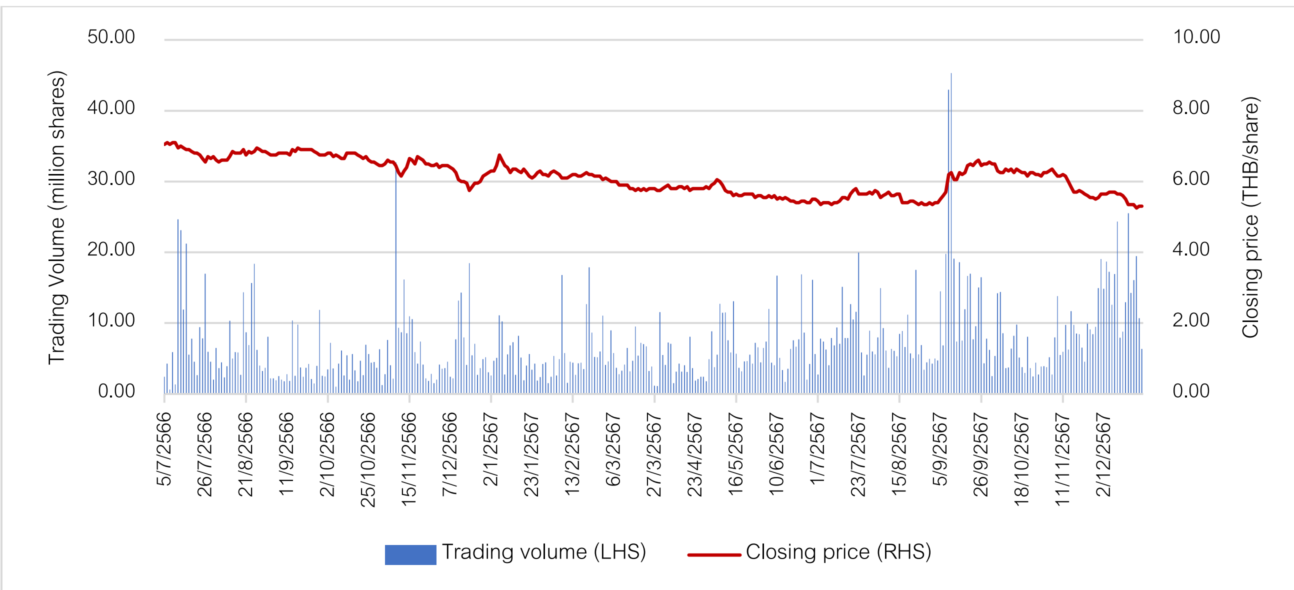
In this approach, IFA will use the weighted average price of 3BBIF traded on the Stock Exchange of Thailand over various historical periods, ranging from 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, and 360 days. IFA has considered that the abovementioned periods appropriately reflect the trends and movement of the market value of 3BBIF and align with actual business operations of 3BBIF. For this valuation method IFA analyzed the information up to December 24, 2024, with the details as follows:

Weighted Average Price of 3BBIF

| (Unit: THB/Share) | 3BBIF Weighted Average (Days) | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 7 | 15 | 7 | 60 | 7 | 120 | 7 | 360 |
| High | 5.43 | 5.59 | 5.70 | 6.04 | 5.97 | 5.89 | 5.83 | 6.18 |
| Low | 5.43 | 5.46 | 5.57 | 5.90 | 5.84 | 5.76 | 5.72 | 6.07 |
| Weighted Average | 5.35 | 5.52 | 5.63 | 5.96 | 5.90 | 5.82 | 5.77 | 6.12 |

*Source: SET Smart as of December 24, 2024*

Market Price of 3BBIF Over the Past 360 Days




*Source: SET Smart as of December 24, 2024*

From the Market Value Approach, the value of 3BBIF's units is between 5.35 – 6.12 per share, which equates to the equity value of between THB 42,788.59 – 48,930.93 million. The equity value of 3BBIF in proportion of ADVANC's shareholding is between THB 8,129.83 – 9,296.88 million.

The valuation of investment units using the Market Value Approach reflects the value of 3BBIF units at a specific point in time, determined by investor supply and demand, aligning closely with current market conditions, and considering events occurring after the date of the referenced financial statement. Therefore, IFA views that the Market Value Approach is appropriate for evaluating 3BBIF's investment units.

Discounted Cash Flow Approach (DCF)

In this approach, IFA assessed the future performance of 3BBIF by conducting the financial projection of 3BBIF's net cash flow of business (**"Free Cash Flow to Firm: FCFF"**) over a 20-year period from 2024 to 2043. The projected FCFF were discounted using the Weighted Average Cost of Capital (**"WACC"**) throughout the projection period and combined with the present value of terminal value, based on key assumption that 3BBIF's business continues to operate as a going concern under current conditions. By combining the present value of FCFF and terminal value with 3BBIF's net interest-bearing debt (calculated as Interest-bearing debt minus Cash balance) as of September 30, 2024, the resulting value represents the equity value of 3BBIF.

The financial projection is based on the current economic conditions and circumstances. However, if economic conditions and other factors affecting the business operations of 3BBIF materially changed from the applied assumptions, the equity value of 3BBIF will also be impacted. In addition, IFA conducted the financial projection based on assumptions derived from various sources, such as company's financial statements, historical operating results, and business policy. The opinion of IFA is under the assumption that such information and documents are accurate, complete, and true. The key assumptions are as follows:

- Rental Income

3BBIF holds ownership of Optical Fiber Cables ("**OFCs**") of 1,680,500 core kilometers, covering service areas across Thailand. Under the Main Lease Agreement, 3BBIF leases 1,344,400 core kilometers, equivalent to 80% of the total OFCs, to TTTBB. IFA assumed the rental rate for 2024 to be THB 460.51 per core kilometer per month, referenced from actual rental rate in 3Q/2024. IFA projected an annual rental rate escalation of 1.68%, derived from the average Consumer Price Index ("**CPI**") over the past 5 years. From January 30, 2032, to December 31, 2038, the rental rate will be set at THB 402.37 per core kilometer per month and will increase by 1.68% annually, as specified in the Main Lease Agreement.

After the Main Lease Agreement expires on December 31, 2038, IFA assumed the market rental rate to be THB 350 per core kilometer per month. The assumption is based on a comparable rental rate from a publicly traded Infrastructure Fund that invests in OFCs assets and is in the Telecommunication industry. IFA determined this market rental rate from the rate charged by DIF to TRUE Group for its OFCs, which is THB 350 per core kilometer per month. IFA assumed an annual escalation of 1.68% until the end of the projection period. In addition, IFA determined that 3BBIF will have no rental income from the OFCs under the Rental Assurance Agreement, since this agreement was suspended in 2023.

- Interest Income

IFA determined 3BBIF's interest income from 2024 up to the end of projection period at 1.17% of Investment at fair value through profit or loss, based on the average interest income-to-Investment at fair value through profit or loss ratio from 2022 to nine-month period ended September 30, 2024.

- Other Income

IFA determined 3BBIF's other income from 2024 up to the end of projection period at 0.01% of rental income, based on the average other income-to-rental income ratio from 2022 to nine-month period ended September 30, 2024

**Key Assumptions of 3BBIF's Financial Projection**

| (Unit: THB million) | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Total invested OFCs (core-km) | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 |
| Rental rate (THB/core-km/month) | 436.29 | 441.66 | 454.91 | 460.51 | 468.25 | 476.11 | 484.11 |
| Rental growth rate (%) | 0.00% | 1.23% | 3.00% | 1.68% | 1.68% | 1.68% | 1.68% |
| Rental income | 10,143.78 | 10,268.61 | 9,436.51 | 7,429.32 | 7,554.13 | 7,681.04 | 7,810.08 |
| Interest income | 17.46 | 24.82 | 74.53 | 46.95 | 44.87 | 44.87 | 44.87 |
| Other income | 0.33 | 0.10 | 3.81 | 0.96 | 0.98 | 1.00 | 1.01 |
| **Total revenue** | **10,161.58** | **10,293.53** | **9,514.85** | **7,477.23** | **7,599.97** | **7,726.90** | **7,855.96** |
| Growth rate (%) | -0.10% | 1.30% | -7.56% | -21.42% | 1.64% | 1.67% | 1.67% |

| (Unit: THB million) | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F | 2034F |
|---|---|---|---|---|---|---|---|
| Total invested OFCs (core-km) | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 |
| Rental rate (THB/core-km/month) | 492.24 | 500.51 | 508.92 | 517.47 | 402.37 | 409.13 | 416.00 |
| Rental growth rate (%) | 1.68% | 1.68% | 1.68% | 1.68% | -22.24% | 1.68% | 1.68% |
| Rental income | 7,941.29 | 8,074.70 | 8,210.36 | 8,348.29 | 6,646.69 | 6,600.41 | 6,711.30 |
| Interest income | 44.87 | 44.87 | 44.87 | 44.87 | 44.87 | 44.87 | 44.87 |
| Other income | 1.03 | 1.05 | 1.07 | 1.08 | 0.86 | 0.86 | 0.87 |
| **Total revenue** | **7,987.18** | **8,120.62** | **8,256.29** | **8,394.24** | **6,692.42** | **6,646.13** | **6,757.03** |
| Growth rate (%) | 1.67% | 1.67% | 1.67% | 1.67% | -20.27% | -0.69% | 1.67% |

| (Unit: THB million) | 2035F | 2036F | 2037F | 2038F | 2039F | 2040F | 2041F |
|---|---|---|---|---|---|---|---|
| Total invested OFCs (core-km) | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 | 1,344,400 |

| (Unit: THB million) | 2035F | 2036F | 2037F | 2038F | 2039F | 2040F | 2041F |
|---|---|---|---|---|---|---|---|
| Rental rate (THB/core-km/month) | 422.99 | 430.10 | 437.32 | 444.67 | 350.00 | 355.88 | 361.86 |
| Rental growth rate (%) | 1.68% | 1.68% | 1.68% | 1.68% | -21.29% | 1.68% | 1.68% |
| Rental income | 6,824.05 | 6,938.69 | 7,055.26 | 7,173.79 | 5,646.48 | 5,741.34 | 5,837.80 |
| Interest income | 44.87 | 44.87 | 44.87 | 44.87 | 44.87 | 44.87 | 44.87 |
| Other income | 0.89 | 0.90 | 0.92 | 0.93 | 0.73 | 0.75 | 0.76 |
| Total revenue | 6,869.80 | 6,984.46 | 7,101.04 | 7,219.58 | 5,692.08 | 5,786.95 | 5,883.42 |
| Growth rate (%) | 1.67% | 1.67% | 1.67% | 1.67% | -21.16% | 1.67% | 1.67% |

| (Unit: THB million) | 2042F | 2043F |
|---|---|---|
| Total invested OFCs (core-km) | 1,344,400 | 1,344,400 |
| Rental rate (THB/core-km/month) | 367.94 | 374.12 |
| Rental growth rate (%) | 1.68% | 1.68% |
| Rental income | 5,935.87 | 6,035.59 |
| Interest income | 44.87 | 44.87 |
| Other income | 0.77 | 0.78 |
| Total revenue | 5,981.51 | 6,081.24 |
| Growth rate (%) | 1.67% | 1.67% |

- Management Fee

According to the current fee structure charged to 3BBIF, management fee is set at the rate of 0.1% of Net Asset Value ("**NAV**"), with a minimum fee of THB 10.00 million, applicable until the end of the projection period.

- Trustee Fee

According to the current fee structure charged to 3BBIF, trustee fee is set at the rate of 0.02% per annum of the NAV if the NAV is less than THB 50.00 million or of 0.018% per annum of the NAV if the NAV exceeds THB 50,000 million, with a minimum fee of THB 3.60 million, applicable until the end of the projection period.

- Registrar Fee

According to the current fee structure charged to 3BBIF, registrar fee is set at the rate of 0.023% of 3BBIF's registered capital, with a minimum fee of THB 0.03 million and a maximum fee not exceeding THB 4.00 million, applicable until the end of the projection period.

- Professional Fee

IFA assumed the professional fee in 2024 to be THB 17.22 million, derived from the annualized actual professional fee for nine-month period ended September 30, 2024. Additionally, IFA assumed the professional fee to increase at a rate of 1.68% annually, based on the average inflation rate over the past 5 years as reported by the Bank of Thailand.

- Operating Expenses

Operating expenses consist of:

1) Maintenance and Management Fee determined as specified in the Amendment and Restatement of the Property Management and Maintenance Agreement with TTTBB.
2) Insurance Premium IFA determined the premium to increase from the previous year at a rate of 1.68% annually until the end of the projection period, based on the average inflation rate over the past 5 years as reported by the Bank of Thailand.
3) Right of Way Expense 3BBIF is obligated to pay the Metropolitan Electricity Authority (“**MEA**”) or the Provincial Electricity Authority (“**PEA**”) for installing cales on electric poles to expand 3BBIF’s network. IFA determined the expense to increase from the previous year at a rate of 1.68% annually until the end of the projection period, based on the average inflation rate over the past 5 years as reported by the Bank of Thailand.
4) Relocation Expense in relation to the grounding of any of the OFCs, for which TTTBB has been responsible since the initial public offering of 3BBIF since 2015. However, in 3Q/2023, 3BBIF and TTTBB restructured the Main Lease Agreement and suspended the Rental Assurance Agreement. As a result, 3BBIF is now fully responsible for the relocation expense and sub-duct rental for the OFCs under the Rental Assurance Agreement. In addition, 3BBIF is now responsible for the relocation expense and sub-duct rental for the OFCs under the Main Lease Agreement at the fixed amount of THB 70.08, 72.19, and 61.01 million from 2024 to 2026 and THB 50.53 million from 2027 to 2038. After the Main Lease Agreement expires in 2038, IFA assumed the annual relocation expense from 2038 to the end of the projection period to remain consistent with the current agreement. Under this assumption, 3BBIF continues to be responsible for the relocation expense and sub-duct rental for the OFCs under the Main Lease Agreement at the fixed amount of THB 50.53 million

- Other Expenses

IFA determined 3BBIF's other expenses from 2024 up to the end of projection period at 0.18% of total revenue, based on the average other expense-to-total revenue ratio from 2022 to nine-month period ended September 30, 2024

**Projected Expense of 3BBIF**

| (Unit: THB million) | 2021A | 2022A | 2023A | 2024F | 2025F | 2026F | 2027F |
|---|---|---|---|---|---|---|---|
| Management fee | 88.76 | 88.42 | 77.60 | 66.76 | 66.09 | 67.82 | 68.79 |
| Trustee fee | 15.98 | 15.92 | 13.97 | 11.94 | 12.12 | 12.30 | 12.47 |
| Registrar fee | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 |
| Professional fee | 13.07 | 23.40 | 14.41 | 17.22 | 17.51 | 17.81 | 18.11 |
| Operating expenses | 503.03 | 519.32 | 539.20 | 682.04 | 699.49 | 705.19 | 714.12 |
| Other expenses | 9.45 | 26.65 | 17.21 | 13.77 | 14.00 | 14.23 | 14.47 |
| **Total expenses** | **634.28** | **677.70** | **666.38** | **795.73** | **813.21** | **821.35** | **831.95** |
| Growth rate (%) | 1.78% | 6.85% | -1.67% | 19.41% | 2.20% | 1.00% | 1.29% |

| (Unit: THB million) | 2028F | 2029F | 2030F | 2031F | 2032F | 2033F | 2034F |
|---|---|---|---|---|---|---|---|
| Management fee | 69.76 | 70.74 | 71.64 | 71.28 | 69.60 | 68.59 | 68.38 |
| Trustee fee | 12.64 | 12.82 | 12.97 | 12.69 | 12.37 | 12.33 | 12.29 |
| Registrar fee | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 |
| Professional fee | 18.41 | 18.72 | 19.03 | 19.35 | 19.68 | 20.01 | 20.34 |
| Operating expenses | 732.97 | 751.87 | 772.01 | 792.81 | 814.32 | 836.55 | 859.54 |
| Other expenses | 14.71 | 14.96 | 15.21 | 15.46 | 12.33 | 12.24 | 12.45 |
| **Total expenses** | **852.49** | **873.11** | **894.86** | **915.60** | **932.30** | **953.72** | **977.00** |
| Growth rate (%) | 2.47% | 2.42% | 2.49% | 2.32% | 1.82% | 2.30% | 2.44% |

| (Unit: THB million) | 2035F | 2036F | 2037F | 2038F | 2039F | 2040F | 2041F |
|---|---|---|---|---|---|---|---|
| Management fee | 68.15 | 67.81 | 67.36 | 66.77 | 66.04 | 65.98 | 66.67 |
| Trustee fee | 12.24 | 12.17 | 12.08 | 11.96 | 11.82 | 11.94 | 12.06 |
| Registrar fee | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 | 4.00 |
| Professional fee | 20.69 | 21.03 | 21.39 | 21.75 | 22.11 | 22.48 | 22.86 |
| Operating expenses | 883.30 | 907.88 | 933.29 | 959.58 | 986.76 | 1,014.87 | 1,043.97 |
| Other expenses | 12.65 | 12.86 | 13.08 | 13.30 | 10.48 | 10.66 | 10.84 |
| **Total expenses** | **1,001.04** | **1,025.76** | **1,051.19** | **1,077.35** | **1,101.21** | **1,129.94** | **1,160.39** |
| Growth rate (%) | 2.46% | 2.47% | 2.48% | 2.49% | 2.21% | 2.61% | 2.70% |

| (Unit: THB million) | 2042F | 2043F |
|---|---|---|
| Management fee | 67.34 | 68.00 |
| Trustee fee | 12.18 | 12.30 |
| Registrar fee | 4.00 | 4.00 |
| Professional fee | 23.25 | 23.64 |
| Operating expenses | 1,074.08 | 1,105.26 |
| Other expenses | 11.02 | 11.20 |
| Total expenses | 1,191.87 | 1,224.40 |
| Growth rate (%) | 2.71% | 2.73% |

- Capital Expenditure

IFA assumed capital expenditure to be 6.20% of rental income from 2024 up to the end of the projection period. With the projected expense, IFA determined that 3BBIF can maintain the condition of the assets and/or invest in replacements when the assets reach the end of their useful life, based on a key assumption that 3BBIF's business will continue to operate on a going concern basis and align with terminal value of 3BBIF after the projection period.

- Interest-bearing Debt

Based on financial statements as of September 30, 2024, 3BBIF had total interest-bearing debts of THB 11,182.74 million. IFA determined that the current interest rate and repayment of loans are in accordance with the information and repayment plan as stated in the financial statements of 3BBIF.

- Terminal Value

IFA conducted the projection of FCFF over 20 years from 2024 to 2043, covering the year 2038, which is the year that Main Lease Agreement is set to expire. IFA assumed that the Main Lease Agreement will be renewed. Subsequently, IFA calculated terminal value of 3BBIF at the end of 2043 to determine the present value of FCFF from 2043 onwards, using a specified terminal growth rate and discount rate. This calculation is based on a key assumption that 3BBIF's business will continue to operate on a going concern basis.

- Terminal Growth Rate

IFA determined the terminal growth rate after the projection period to be 1.00% per year, which is lower than an average inflation rate over the past 5 years as reported by the Bank of Thailand. This assumption is applied on a conservative basis.

- Discount Rate

IFA derived the discount rate used for the calculation of the present value of free cash flow from the Weighted Average Cost of Capital (WACC), which represents the weighted average of Cost of Debt ($K_d$) and Cost of Equity ($K_e$), based on the current capital structure of 3BBIF. Details of the discount rate are as follows:

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

whereby

| | | |
|---|---|---|
| $K_e$ | = | Shareholder's required rate of return or cost of equity |
| $K_d$ | = | Loan interest rate or cost of debt |
| T | = | Corporate income tax rate |
| E | = | Total shareholder's equity |
| D | = | Interest-bearing debt |

IFA calculated the Cost of Equity ($K_e$) from the Capital Asset Pricing Model (CAPM) as follows:

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

whereby

| | | |
|---|---|---|
| Risk Free Rate ($R_f$) | = | Based on the yield of the 15-year government bond of 2.43% per annum |
| Beta ($\beta$) | = | Based on average Beta over the past 3 years, IFA considers this period to best reflect investors' expectations and perspectives on the current market conditions of publicly listed Infrastructure funds in Telecommunication industry. This includes 3BBIF and DIF, which have an average unlevered Beta of 0.79 (source: Bloomberg Terminal). IFA will lever the |

| | | |
|---|---|---|
| | | unlevered beta according to 3 BBIF's target capital structure |
| Market Risk ($R_m$) | = | The average return on investment in SET over the past 15 years is 9.65% per year (source: Bloomberg Terminal) |
| $K_d$ | = | 7.31% per year based on interest rate on interest-bearing debt of 3BBIF as of September 30, 2024. |
| D/E Ratio | = | Projected interest-bearing debt to equity ratio is 0.08x, based on 3BBIF's current interest-bearing debt-to-equity ratio as of September 30, 2024, of 0.17x. The debt is projected to be fully repaid by 2030 |
| T | = | 0.00% Corporate income tax rate of profit before tax due to tax exemption |

3BBIF Comparable Companies: Telecommunications related infrastructure funds

| Company | Business Description | Unit: THB million | | | |
|---|---|---|---|---|---|
| | | Market Capitalization | Total Assets | Total Revenue /1 | Net Investment Income /1 |
| 3BBIF TB EQUITY (3BB Internet Infrastructure Fund) | Infrastructure fund that invests in the OFCs network. The OFCs network are widely employed for applications ranging from major telecommunications backbone infrastructure to broadband distribution, and data networking, such as the high-speed internet communication, VoIP, and IPTV. | 42,400.00 | 77,032.04 | 7,508.16 | 5,943.63 |
| DIF TB EQUITY | Infrastructure fund that invests in telecommunication infrastructure assets, such as | 89,305.89 | 213,920.79 | 14,165.80 | 11,614.00 |

| Company | Business Description | Unit: THB million | | | |
|---|---|---|---|---|---|
| | | Market Capitalization | Total Assets | Total Revenue /1 | Net Investment Income /1 |
| (Digital Telecommunications Infrastructure Fund) | telecommunication towers, fiber optic cable system, transmission equipment, broadband system, and/or revenue incurred from the assets with extensive coverage nationwide. | | | | |

*Source: Bloomberg and company's latest financial statement as of December 24, 2024*

*Remark:*

*1/ Last twelve months until September 30, 2024.*

From the abovementioned assumptions, WACC of 3BBIF is 8.55%, which will be applied to the discounted cash flow valuation. A summary of 3BBIF's financial projection is as follows:

**3BBIF Financial Projection**

| (Unit: THB million) | Q4/2024F 1/ | 2025F | 2026F | 2027F | 2028F | 2029F | 2030F |
|---|---|---|---|---|---|---|---|
| **EBIT** | 1,581.20 | 6,786.77 | 6,905.55 | 7,024.01 | 7,134.69 | 7,247.50 | 7,361.43 |
| Corporate income tax | - | - | - | - | - | - | - |
| Depreciation and amortization | - | - | - | - | - | - | - |
| Capital expenditures | (115.15) | (468.36) | (476.22) | (484.22) | (492.36) | (500.63) | (509.04) |
| Decrease in net working capital (increase) | 85.16 | 6.62 | 2.62 | 3.47 | 6.10 | 7.74 | 7.32 |
| **Free cash flow to firm** | 1,551.21 | 6,325.03 | 6,431.95 | 6,543.25 | 6,648.44 | 6,754.62 | 6,859.71 |
| **Terminal value** | | | | | | | |
| **Present value of free cash flow to firm** | 1,520.01 | 5,714.18 | 5,357.30 | 5,024.70 | 4,707.05 | 4,409.03 | 4,128.20 |
| **Present value of terminal value** | | | | | | | |

| (Unit: THB million) | 2031F | 2032F | 2033F | 2034F | 2035F | 2036F | 2037F |
|---|---|---|---|---|---|---|---|
| **EBIT** | 7,478.64 | 5,760.12 | 5,692.42 | 5,780.03 | 5,868.76 | 5,958.70 | 6,049.85 |
| Corporate income tax | - | - | - | - | - | - | - |
| Depreciation and amortization | - | - | - | - | - | - | - |
| Capital expenditures | (517.59) | (412.09) | (409.23) | (416.10) | (423.09) | (430.20) | (437.43) |
| Decrease in net working capital (increase) | 6.97 | 7.60 | 8.38 | 7.90 | 8.15 | 7.42 | 9.60 |
| **Free cash flow to firm** | 6,968.02 | 5,355.62 | 5,291.57 | 5,371.82 | 5,453.82 | 5,535.91 | 5,622.03 |

| (Unit: THB million) | 2031F | 2032F | 2033F | 2034F | 2035F | 2036F | 2037F |
|---|---|---|---|---|---|---|---|
| Terminal value | | | | | | | |
| Present value of free cash flow to firm | 3,866.13 | 2,739.62 | 2,495.61 | 2,335.76 | 2,186.35 | 2,046.07 | 1,915.74 |
| Present value of terminal value | | | | | | | |

| (Unit: THB million) | 2038F | 2039F | 2040F | 2041F | 2042F | 2043F |
|---|---|---|---|---|---|---|
| EBIT | 6,142.23 | 4,590.87 | 4,657.01 | 4,723.02 | 4,789.64 | 4,856.84 |
| Corporate income tax | - | - | - | - | - | - |
| Depreciation and amortization | - | - | - | - | - | - |
| Capital expenditures | (444.77) | (350.08) | (355.96) | (361.94) | (368.02) | (374.21) |
| Decrease in net working capital (increase) | 8.88 | 10.68 | 8.74 | 11.47 | 10.75 | 11.12 |
| Free cash flow to firm | 5,706.34 | 4,251.47 | 4,309.79 | 4,372.55 | 4,432.37 | 4,493.75 |
| Terminal value | | | | | | 55,643.89 |
| Present value of free cash flow to firm | 1,792.73 | 1,231.43 | 1,150.90 | 1,076.54 | 1,006.11 | 940.44 |
| Present value of terminal value | | | | | | 13,354.25 |

*Remark:*

*1/ IFA considered the FCFF starting from October 1, 2024,*

3BBIF Valuation

| Details | Value (THB million) |
|---|---|
| Enterprise Value | 68,998.14 |
| Add: Cash and cash equivalents | 3,823.02 |
| Less: Interest-bearing debt | 11,182.74 |
| Less: Capital reduction payable | 1,280.00 |
| Equity Value | 60,358.42 |

In addition, IFA has conducted a sensitivity analysis of the equity value of 3BBIF by adjusting the discount rate (WACC) with an increase and/or decrease by 0.25%, since WACC is a critical factor that directly impacts the equity value and reflects the sensitivity of key assumptions determined by IFA. The summary is as follows:

Discount Rate or WACC Sensitivity Analysis

| Discount Rate or WACC Sensitivity Analysis (%) | | | |
|---|---|---|---|
| | +0.25% | 0.00% | -0.25% |
| 3BBIF equity value (THB million) | 58,879.66 | 60,358.42 | 61,889.18 |
| 3BBIF equity value in proportion of ADVANC's shareholding | 11,187.14 | 11,468.10 | 11,758.94 |

From the sensitivity analysis of the equity value by adjusting the discount rate, the equity value of 3BBIF is between THB 58,879.66 – 61,889.18 million. The equity value of 3BBIF in proportion of ADVANC's shareholding is between THB 11,187.14 – 11,758.94 million

Discounted Cash Flow Approach involves using past performance to forecast the company's future capabilities and business operations. The financial projection is prepared based on the current economic conditions and circumstances. However, if economic conditions and other factors affecting the business operations of 3BBIF materially changed from the applied assumptions, the equity value of 3BBIF will also be impacted. In this case, IFA conducted a sensitivity analysis on the equity value by adjusting the discount rate or WACC to reflect the equity value of 3BBIF. Discounted Cash Flow Approach effectively captures 3BBIF's profitability and cash flow generation capabilities in the future. **Therefore, IFA views that the Discounted Cash Flow Approach is appropriate for evaluating 3BBIF's investment units.**

3.6.3. Valuation of other assets of ADVANC

In valuation of the fair value of other assets of ADVANC, IFA used the Book Value Approach, referencing the data from ADVANC's consolidated financial statement reviewed by ADVANC's authorized auditor for the latest period ending September 30, 2024. This method was applied to determine the value of such assets that are not significant to the fair value of ADVANC. These assets include investments in associates and joint ventures, as well as investments in other equity instruments. The details are as follows:

**Other Assets of ADVANC**

| *Description* | *THB million* |
|---|---|
| *Other assets of ADVANC* | 801.71[1/] |

*Remark:*

*1/ Excluding investments in 3BBIF*

Summary of the valuation of ADVANC's common shares using the Sum of the Parts (SOTP) Approach

Based on the above assumptions, the value of ADVANC's common shares can be summarized using the Sum of the Parts (SOTP) method as follows:

ADVANC's common shares using the Sum of the Parts (SOTP) Approach

| Details | Value (THB million) | Valuation Approach |
|---|---|---|
| ADVANC's equity value | 724,732.79 – 824,414.53 | Discounted Cash Flow Approach |
| ADVANC’s investment value in 3BBIF | 8,129.83 – 11,758.94 | Market Value Approach and Discounted Cash Flow Approach |
| ADVANC’s other investments | 801.71 | Book Value Approach |
| **ADVANC value** | **733,664.33 – 836,975.18** | |
| Number of Shares (million shares) | 2,974.21 | |
| **Value of ADVANC’s share (THB/share)** | **246.68 – 281.41** | |

Based on the calculation table above, the valuation using the Sum of the Parts (SOTP) approach results a value of ADVANC's share is between THB 246.68 – 281.41 per share, or the Company’s value is between THB 733,664.33 – 836,975.18 million.

The valuation of ADVANC's common shares using the Sum of the Parts (SOTP) Approach involves a segmented valuation approach that considers the ability of each business or asset to generate future cash flows independently. This approach reflects the intrinsic value of the common shares based on the fundamental factors of each business or asset. The IFA considers the SOTP method appropriate for valuing ADVANC's common shares in this instance, as it accurately reflects the true value of each investment based on the shareholding proportion, particularly in 3BBIF, where ADVANC has made investments, as well as the value of ADVANC's other net assets. Therefore, IFA views that the SOTP Approach is appropriate for valuing ADVANC‘s common shares.

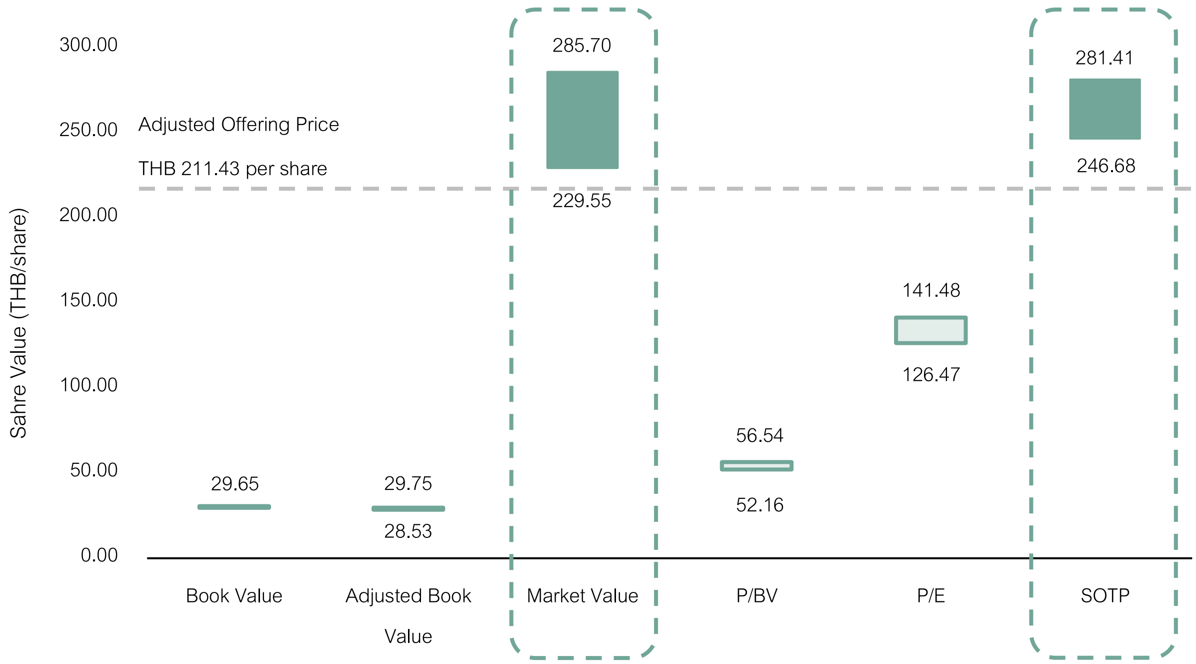
3.7. Summary of the valuation of ADVANC's common shares.

Based on the valuation of ADVANC's common shares using various methods, the summary of the valuation results of ADVANC's common shares as of December 24, 2024, is as follows:

Valuation of ADVANC's common shares

| Valuation Approach | Value of ADVANC’s share (THB/share) | Higher (lower) than Offer Price (THB/share) | Higher (lower) than Offer Price (%) |
|---|---|---|---|
| 1) Book Value Approach | 29.65 | (181.78) | (85.98%) |
| 2) Adjusted Book Value Approach | 28.53 – 29.75 | (182.90) – (181.68) | (86.51%) – (85.93%) |
| **3) Market Value Approach** | **229.55 – 285.70** | **18.12 – 74.27** | **8.57% – 35.13%** |
| 4) Price to Book Value Ratio Approach | 52.16 – 56.54 | (159.27) – (154.89) | (75.33%) – (73.26%) |
| 5) Price to Earnings Ratio Approach | 126.47 – 141.48 | (84.96) – (69.95) | (40.19%) – (33.08%) |
| **6) Sum of the parts: SOTP Approach** | **246.68 – 281.41** | **32.25 – 69.98** | **16.67% – 33.10%** |

Value of ADVANC's common share




Share valuation in each method has different advantages and disadvantages, which also reflects the different appropriateness of the share price as follows:

1) Book Value Approach

The valuation of common shares using the Book Value Approach represents only the book value of ADVANC as of September 30, 2024. It does not reflect the current market value of the assets, the current and future operating performance, or the cash flows of ADVANC, nor does it reflect for the growth potential and the risks. **Therefore, the IFA views that the Book Value Approach is not an appropriate method for evaluating ADVANC's common shares.**

2) Adjusted Book Value Approach

The valuation of common shares using the Adjusted Book Value Approach reflects asset values more effectively than the Book Value Approach. This is because it considers the book value of ADVANC as of September 30, 2024, with adjustments for items that occurred after the reporting period and the market value of investments in securities. However, there are several limitations to these adjustments. For instance, ADVANC has not prepared an asset valuation report by an independent appraiser, which prevents a comprehensive and accurate reflection of the market value of ADVANC's assets.

Additionally, this method does not account for the current and future operating performance, or the cash flows of ADVANC, nor does it reflect for the growth potential and the risks. **Therefore, the IFA views that the Adjusted Book Value Approach is not an appropriate method for evaluating ADVANC's common shares.**

3) Market Value Approach

The valuation of common shares using the Market Value Approach reflects the value of ADVANC shares at a specific point in time, determined by investor supply and demand, aligning closely with current market conditions, and considering events occurring after the date of the referenced financial statement. Furthermore, ADVANC shares are highly liquid as they are included in the SET50 index, which represents the price movements of large-cap and highly liquid securities on the Stock Exchange of Thailand. **Therefore, IFA views that the Market Value Approach is appropriate for evaluating ADVANC's common shares.**

4) Price to Book Value Approach

The valuation of common shares using the Price-to-Book Value Ratio Approach is based on the financial position at a certain point in time, with the assumption that companies with similar business characteristics and potential will have comparable P/BV ratios. However, this method does not account for the current and future operating performance, or the cash flows of ADVANC, nor does it reflect for the growth potential and the risks. **Therefore, the IFA views that the Price-to-Book Value Ratio Approach is not an appropriate method for evaluating ADVANC's common shares.**

5) Price to Earning Value Approach

The valuation of common shares using the Price to Earnings Ratio Approach is based on the performance at a certain point in time, under the assumption that companies with similar business characteristics and size will have comparable P/E ratios. However, this method considers only historical net profits from past performance and does not account for future performance. Additionally, the companies used for comparison may have different accounting policies, financial positions, and capital structures from ADVANC. This method also does not reflect for the growth potential and the risks. **Therefore, the IFA views that the Price-to-Earnings Ratio Approach is not an appropriate method for evaluating ADVANC's common shares.**

6) Sum of the Parts (SOTP) Approach

The valuation of ADVANC's common shares using the Sum of the Parts (SOTP) Approach involves a segmented valuation approach that considers the ability of each business or asset to generate future cash flows independently. This approach reflects the intrinsic value of the common shares based on the fundamental factors of each business or asset. The IFA considers the SOTP method appropriate for valuing ADVANC's common shares in this instance, as it accurately reflects the true value of each investment based on the shareholding proportion, particularly in 3BBIF, where ADVANC has made investments, as well as the value of ADVANC's other net assets. **Therefore, IFA views that the SOTP Approach is appropriate for valuing ADVANC's common shares.**

Based on the valuation of ADVANC using all six methods, the IFA views that the appropriate valuation methods in this case are the Market Value Approach and the Sum-of-the-Parts (SOTP) Approach, which results a valuation range for ADVANC's common shares of THB 229.55 to THB 285.70 per share.

## 4. Reasons to accept and/or reject the Tender Offer

The Independent Financial Advisor has reviewed the Tender Offer (Form 247-4), the Offering Price, and related information. The Independent Financial Advisor is of the opinion that the shareholders of ADVANC should consider rejecting the Tender Offer for common shares made by the Offerors for the following reasons:

### 4.1. Reasons to reject the Tender Offer

The Independent Financial Advisor evaluated the appropriateness of the Offering Price by considering various factors and applying widely accepted valuation methods. It was found that the valuation range for Company's common shares under the Market Value Approach and the Sum of the Parts (SOTP) is ranging from THB 229.55 – 285.70 per share. However, the Offering Price of THB 211.43 per share is lower than the valuation ranges under both methods by approximately 8.57% – 35.13%. Therefore, **The Independent Financial Advisor has the opinion that Company's shareholders should consider rejecting the Tender Offer by the Offerors in this instance**.

The method that the Independent Financial Advisor considers most appropriate for valuing Company in this instance are the Market Value Approach and Sum of the Parts (SOTP). The Market Value Approach reflects the value of Company's shares at specific point in time, determined by investor supply and demand, aligning closely with current market conditions, and considering events occurring after the date of the referenced financial statement. Furthermore, Company's shares have high liquidity as included in the SET50 index. The SOTP evaluates each business or asset separately and focuses mainly on each business or asset's ability to generate future cash flows, thereby reflecting the intrinsic value of common shares based on the fundamental factors of each business or asset.

**5. Benefits or impacts from the plans and policies indicated in the Tender Offer**

5.1. Business Status

As stated in Form 247-4, the Offerors have no intention to delist the Business from the Stock Exchange of Thailand ("**SET**") within 12 months following the end of the Tender Offer Period. NewCo is expected to follow the plans of the Offerors, except in cases where the Offerors and/or NewCo are obligated to comply with applicable laws, rules, and regulations in effect at that time.

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors have intention to maintain the Company's status on the SET during the 12 months after the end of the Tender Offer Period. And NewCo is expected to follow the plans of the Offerors. Therefore, the Company and its shareholders will not impact from the change of business listing status or delisting.

5.2. Policy and Business Management Plan

5.2.1. Business Objectives

As stated in Form 247-4, the Offerors have no intention of making significant amendments to the Business's business objectives. NewCo is expected to follow the plans of the Offerors.

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors have no intention to make significant amendments to the Business's business objectives and NewCo is expected to follow the plans of the Offerors by reasons that the Company is a leader in the market through its four core services as follows:

(1) Mobile Communication Service with 4G and 5G technology under "AIS" brand that provides approx. 46.3 million subscribers, or equivalent to the market share of 49%, with network partners in over 240 destinations worldwide.

(2) Fixed Broadband Service: provides high-speed internet service to households and businesses under the "AIS Fibre3" and "3BB Fibre3" brands with approx. 4.9 million subscribers, or equivalent to the market share of 47%.

(3) Enterprise Business Service: provides digital solutions covering EDS and other technological solutions to large-to-SME enterprise customers.

(4) Digital Service: involves new services focusing on building values leveraging on ADVANC telecommunication services to serve as a new revenue source in the medium to long term in line with the changing digital consumer behavior.

The Company's business operations are well-positioned for expansion and growth in the digital age, aligning with its vision to become the most recognized and trusted digital technology service provider in the country.

However, any exception will depend on the Board of Directors of NewCo, who will be appointed by the joint shareholders' meeting of GULF and INTUCH, decides otherwise. In this regard, if there will be any significant amendments to the business objectives, such amendments will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the Securities and Exchange Commission ("**SEC**") and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

5.2.2. Business plan

As stated in Form 247-4 on submission date, within 12 months following the end of the Tender Offer Period, the Offerors have intention to supervise the Business with the objective of growing the Business efficiently, effectively and sustainably and intends to review the current business plans of the Business in further detail and may consider adjusting the business plan to be appropriate for the business operations, as well as the current and future competitive landscape. In this regard, if there are any significant amendments to the business plan, such amendments will be made in accordance with the relevant laws and regulations enforceable at that time. And NewCo is expected to follow the plans of the Offerors.

<u>Opinion of the Independent Financial Advisor</u>

The Independent Financial Advisor opined that the Offerors will participate in overseeing the Company for the purpose of growth and efficiency, effectiveness, and sustainability. And NewCo is expected to follow the plans of the Offerors. However, if the Offerors make any significant changes to the business plan, the changes are subject to the approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

5.2.3. Investment Plan

As stated in Form 247-4 on submission date, The Offerors have no plans for the Business to make any significant additional investment except for business investments, capital expenditure and/or investments in the ordinary course of business and in accordance with the business plans of the Business. However, after the Tender Offer, each of the Offerors may consider additional investment plans if any appropriate and attractive investment opportunities arise. The Offerors may consider amending such investment plans as appropriate. In this regard, if there will be any significant amendments to the investment plan, such changes will be made in accordance with the relevant laws and regulations enforceable at that time. And NewCo is expected to follow the plans of the Offerors.

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors have no plans for the Business to make any significant additional investment except for regular business investments and expected NewCo will follow the plans of the Offerors. However, after the Tender Offer, if the Offerors make any significant changes on investment plan, the changes are subject to gain approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

5.2.4. Plan on changing corporate structure, management, and recruitment

As stated in Form 247-4, The Offerors have no plans to make amendments to the management structure of the Business within 12 months following the end of the Tender Offer Period. Nonetheless, the Offerors may consider nominating person(s) as director(s) and/or independent director(s) to be suitable for the highest benefit of the Business. And NewCo is expected to follow the plans of the Offerors.

Subject to the shareholding percentage in the Business after the Tender Offer and as the Offerors and/or NewCo view that it is suitable, if there will be any significant amendments to the management structure, such amendments will be subject to the approvals from the Company's Board of Directors and in compliance with the relevant laws and regulations enforceable at that time.

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors may nominate persons as directors and/or independent directors as deemed appropriate for the highest benefit of the Business. And expected that, NewCo will follow the plans of the Offerors. Whereby, the Company has established policy and criteria formulation on directors' nomination stating that the Nomination and Governance Committee (the "**NGC**") is responsible for identifying and selecting qualified candidates by considering overall compositions of skills and qualification, characteristics required of directors' diversity (i. e., gender, age, and experience), illegal records as well as independency aspect, and the Company's current and future business directions. The NGC will propose through the Board of Directors for election at the shareholders' meetings in accordance with the Company's Articles of Association.

The Company also has invited the shareholders to propose candidate(s) to be nominated as director in advance, at least three months prior to the fiscal year end date and through SET's disclosure channel and Company's website.

5.2.5. Plans on disposal of existing core assets

As stated in Form 247- 4, The Offerors have no plans to dispose of any significant core assets of the Business within 12 months following the end of the Tender Offer Period, except for disposal of assets in the ordinary course of business. NewCo is expected to follow the plans of the Offerors. In the event of any significant core asset disposal, such disposals will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the SEC and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors have no plans to dispose of any significant core assets of the Business and expected that NewCo will follow the plan of the Offerors.

However, if the Offerors make any significant changes on Business operations, the changes are subject to the approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

5.2.6. Plans on changing financial structure

As stated in Form 247-4, The Offerors have no plans to make significant amendments to the Business's financial structure within 12 months following the end of the Tender Offer Period, other than the events which fall under the ordinary financial management of the Business. NewCo is expected to follow the plans of the Offerors.

Nonetheless, if there will be any significant amendments to the financial structure of the Business, including but not limited to capital increase/decrease and/or additional loan arrangements of the Business, such amendments will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the SEC and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors have no plans to make significant amendments to the Business's financial structure within 12 months following the end of the Tender Offer Period and expected that NewCo will follow the plans of the Offerors. However, if the Offerors make any significant changes on Business operations, the changes are subject to the approvals from the Company's Board of Directors and/or the shareholders and in compliance with relevant laws and regulations.

5.2.7. Dividend policy

As stated in Form 247-4, the Offerors have no plans to change the Business' dividend policy within 12 months following the end of the Tender Offer Period. NewCo is expected to follow the plans of the Offerors.

Nonetheless, if there will be any significant amendments to the Business's dividend policy, such amendments will be made in accordance with the Business's policies and the relevant laws and regulations enforceable at that time, including but not limited to the regulations of the SEC and the SET (in case where applicable) as well as the approval of the Board of Directors and/or the shareholders of the Business (as the case may be).

Opinion of the Independent Financial Advisor

The Independent Financial Advisor opined that the Offerors have no plans to change the Business' dividend policy within 12 months following the end of the Tender Offer Period and expected that NewCo will follow the plans of the Offerors. As of the Tender Offer submission date, the Business has a policy to pay dividend not less than 70% of net profit based on the consolidated financial statements, which will be paid to the shareholders twice a year. The first dividend payment is paid as an interim dividend, which will be distributed from the operating results for the first half period of the year, subject to the approval of the Board of Directors of the Business and shall be reported to the shareholders at the next shareholders' meeting. The second dividend payment is paid as an annual dividend, which will be distributed from the operating results of the second half period of the year, subject to shareholders' approval. The annual and interim dividend payments could be subject to change, depending on cash flow and investment plans including any other future obligations of the Business and/or the Business's subsidiaries. Such dividend payments shall not exceed the retained earnings in the Business's separate financial statement nor adversely affect the Business and/or the Business' subsidiaries ongoing operations.

Any amendment or change of dividend payment policy of the Company has been reserved as authorization of the Board of Directors so as to protect the highest interests of the Company and its shareholders. The Executive Committee is responsible for reviewing and making recommendations to the Board of Directors regarding the Company's dividend policy.

5.2.8. Related Party Transactions

As of the Tender Offer submission date, the Business has established policies, procedures, and approval processes for related party transactions in accordance with the requirements of the SET and the SEC to prevent conflict of interests in related party transactions between the Business and/or its subsidiaries on one hand and the persons who may have conflict of interests on the other hand.

In this regard, prior to conducting the Tender Offer, the Offerors and the Persons under Section 258 of each of the Offerors, and in the case of SSI, Singtel and its subsidiaries, have entered into related party transactions with the Business and/or its subsidiaries with the details as follows:

1) GULF

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For nine-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. ADVANC | Service income | 45.55 | 4.77 | GULF generates service fees for consultancy services related to business operations, in accordance with the service agreement and standard commercial terms |
| 2. Advanced Wireless Network Co., Ltd. | Service income | - | 326.58 | GULF1, the subsidiary of GULF, provides design, procurement, and installation services for solar power systems under the solar power system installation project at a total of 4,500 base stations, in accordance |

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For nine-Month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| | | | | with the service agreement and standard commercial terms. |
| 3. Advanced Wireless Network Co., Ltd. | Administrative expenses | 28.60 | 28.39 | GULF and its subsidiaries utilize Microsoft License Subscription, telephone, and internet services as part of their regular business operations, with pricing and standard commercial terms |

*Source: The Tender Offer (Form 247-4), submission date at 24 December 2024*

2) GULF’s Major Shareholder

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For the nine-month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| 1. Advanced Wireless Network Co., Ltd. | Expenses | 0.18 | 0.11 | Expense for telephone, and internet services as regular business operations, with pricing and standard commercial terms |

Source: The Tender Offer (Form 247-4), submission date at 24 December 2024

3) INTUCH

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For the nine-month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| ADVANC and its subsidiaries (“**ADVANC Group**”) | <u>Income from rendering services</u> | | | <u>Income</u><br>ADVANC utilized legal, financial, and HR services to support its normal operations. The fees for legal and financial services are determined based on actual costs plus the margin, while the fees for HR services were based on market rates and the overall work and responsibility ratio Expense |
| | 1. Income from rendering services | 0.8 | - | |
| | <u>Expenses</u> | | | <u>Expenses</u><br>In addition, the ADVANC group’s network covers service areas comprehensively, and the transactions |
| | 1. Datanet Leased Line and others | 2.27 | 1.26 | |

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For the nine-month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| | | | | between them are part of ADVANC's normal business practices, with service fees and terms applied in the same rate as external parties. |

*Source: The Tender Offer (Form 247-4), submission date at 24 December 2024*

4) SSI

There are no related party transactions between SSI and ADVANC and its subsidiaries. Below is the list of transactions entered into between Singtel group and its subsidiaries with the Business and subsidiaries of the Business:

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For the nine-month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| ADVANC and its subsidiaries (“ADVANC Group”) | Sales and Services | | | The subsidiaries of ADVANC enter into an agreement with companies within Singtel Group:<br>ADVANC pay service fee such as<br>- The joint International Roaming operation services (IR)<br>- Network telecom service operator i.e. International Private Leased Circuit (IPLC) and content services.<br>The agreement is under the ordinary course of business and both parties charge each other at the accepted price by deducting profit margin from their customers at the same rate as other operators.<br>Sales and Services<br>The subsidiaries of ADVANC charge IR at the same rate as other operators and content services at the same rate as other content providers.<br>Purchase of goods and services |
| | 1. Service Income | 175.83 | 231.80 | |
| | 2. Trade and other accounts receivable | 24.65 | 25.44 | |
| | Purchase of goods and services | | | |
| | 1. Rental and other service expenses | 227.03 | 226.89 | |
| | 2. Trade and other accounts payable | 167.82 | 259.20 | |
| | 3. Interest expense | 0.14 | - | |
| | 4. Purchases of property and other assets | 87.23 | 9.81 | |
| | 5. Lease liabilities | 0.75 | 11.19 | |

Unit: THB million

| The Business and/or Subsidiaries | Type of Transaction | For the Year Ended 31 December 2023 | For the nine-month Period Ended 30 September 2024 | Reasonableness of Related Party Transactions |
|---|---|---|---|---|
| | | | | The subsidiaries of ADVANC pay IPLC, IR fee at the same rate with other operators and pay service fee (content) at the same rate as other content providers. |

*Source: The Tender Offer (Form 247-4), submission date at 24 December 2024*

During the period of 12 months after the end of the Tender Offer Period, the Offerors and persons under section 258 of the Offerors may have transactions with the Company and its subsidiaries which are the ordinary business transactions to be consistent with business plan of the Business after the Tender Offer.

If the Offerors and persons under section 258 of the Offerors have any related party transactions with the Company and its subsidiaries in the future, the Offerors will arrange to ensure that the Company and its subsidiaries proceeds 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 Independent Financial Advisor

The Independent Financial Advisor opined that all related party transactions are the ordinary business transactions and the Company has established an internal policy and authorization matrix to approve such related transactions in compliance with the rules and regulation of the SET and the SEC in order to prevent conflicts of interest between the Company, its subsidiaries and the related parties. The Company will thoroughly consider that all transactions are conducted at arm's length basis.

## 6. Summary of the Opinion of the IFA

The Independent Financial Advisor has considered and analyzed various information from Company's financial statements, as well as publicly disclosed information, including information from interviews with management and relevant officer. The Independent Financial Advisor's opinion is based on the assumption that such information and important documents are completed, comprehensive, and accurate, and has been considered based on current situations and information that can be perceived, within the scope, conditions, and certain limitations as mentioned in various sections of this Independent Financial Advisor's opinion report. **The Independent Financial Advisor has the opinion that Company's shareholders should consider rejecting the Tender Offer by the Offerors** because the valuation range for Company's common shares under the Market Value Approach and the Sum of the Parts (SOTP) is ranging from THB 229.55 – 285.70 per share. However, the Offering Price of THB 211.43 per share is lower than the valuation ranges under both methods by approximately 8.57% – 35.13%

The method that the Independent Financial Advisor considers most appropriate for valuing Company in this instance are the Market Value Approach and Sum of the Parts (SOTP). The Market Value Approach reflects the value of Company's shares at specific point in time, determined by investor supply and demand, aligning closely with current market conditions, and considering events occurring after the date of the referenced financial statement. Furthermore, Company's shares have high liquidity as included in the SET50 index. The SOTP evaluates each business or asset separately and focuses mainly on each business or asset's ability to generate future cash flows, thereby reflecting the intrinsic value of common shares based on the fundamental factors of each business or asset.

Furthermore, in considering whether to accept or reject this Tender Offer, Company's shareholders can review the background of the transaction, the benefits or impacts from the plans and policies specified by the Offerors, and the details regarding the appropriateness of the Offering Price prepared by the Independent Financial Advisor. This includes the assumptions used in financial projections, the Independent Financial Advisor's data sources, and the scope and methods of providing an opinion. The decision to accept or reject the Tender Offer ultimately depends on the discretion of each individual shareholder. Shareholders should thoroughly study all the information appearing in the Independent Financial Advisor's opinion report and supporting documents to make an appropriate and careful voting decision. Any disclosure, reference, or communication of only part of this Independent Financial Advisor's report without the consent of the Independent Financial Advisor will not be under the responsibility of the Independent Financial Advisor.

The Independent Financial Advisor certifies that the financial opinion has been carefully considered in accordance with professional standards by taking into account the interest of the shareholders mainly.

Best Regards,

AIM Infinite Company Limited

*- Signed -*

(Mr. Tanadech Opasayanont)

Supervisor and Director