

(Translation)

Ref: TRUE-SEC 044/2560

26 September 2017

The President of the Stock Exchange of Thailand

The Stock Exchange of Thailand

**Subject: Notification of Additional Information Re: the Entry into Transactions with Digital Telecommunications Infrastructure Fund**

**Refer to: The Notification Letter from True Ref: TRUE-SEC 038/2560**

Enclosure: Information Memorandum Concerning the Acquisition and Disposal of Assets in Connection with the Entry into Transactions with Digital Telecommunications Infrastructure Fund (compiled version)

Referring to the notification of True Corporation Public Company Limited (the “Company”) regarding the resolutions of the Board of Directors of the Company with respect to the entry into transactions with Digital Telecommunications Infrastructure Fund, the Company would like to notify additional information which have already been compiled in the attached Information Memorandum (compiled version). The additional information can be summarized as follows:

1. Page Nos. 5-6 Item 2) Involved Parties and Relationship with the Company, the following information is amended and added:
  - Amend the diagram of details of Tranche 1 Assets and Tranche 2 Assets to enhance the readability of the letters.
  - Add overview of the telecommunications infrastructure business assets of the Fund after the completion of the Asset and Revenue Sale Transaction and the Lease Transaction.
2. Item 4) Details of Assets to be Acquired or Disposed of, the following information is amended and added:
  - Page Nos. 16, 17 & 21 Add information of 13,542 km of FTTx Access BMA (700,000 core-km) which is an asset of the Company's subsidiary (True Internet Corporation Company Limited (TICC)) whereby such subsidiary will grant long-term lease to the Fund and will then sub-lease such asset from the Fund.
  - Page Nos. 16 & 20 Add information of long-term asset lease granted by TICC to the Fund for a term of approximately 30 years, including a call option to buy the FTTx Access BMA upon the expiration of the term of the long-term lease agreement and fulfillment of other conditions to be determined under the long-term lease agreement to be entered into between TICC and the Fund with the total call option's exercise price of approximately Baht 1,500 million (the exercise price for the tranche 1 assets is approximately Baht 200 million, and the exercise price for the tranche 2 assets is approximately Baht 1,300 million).

- Page No. 22 Add information relating to the Lease Transaction – To explain that the approximate value of the Lease Transaction is calculated on the assumption of the rental period which is expected to commence on 1 January 2018 until 15 September 2033 (approximately 15 years) and on the basis of the total rental amount over the aforementioned rental period. The rental rate for the Lease Transaction is as follows:
    - The rental rate of the FOC of approximately 1,470,046 core-km is at Baht 350 per core-km per month (or Baht 4,200 per core-km per year) which is the same as the current rental rate of the FOC which the Company's subsidiaries is leasing from the Fund under the existing Master Lease Agreement, without any escalation.
    - The initial rental rate and escalation of rental rate for the lease of slots on 2,939 telecommunication towers is expected to be the same as the rental rates for the lease of slots on 6,000 telecommunication towers, under the existing Master Lease Agreement.
  - Page No. 23 Add information relating to the Lease Extension Transaction – To explain that the approximate value of the Lease Extension Transaction is calculated based on the rental amount which the Fund shall receive from TUC and TICC in respect of those assets under the same terms and conditions under the existing Master Lease Agreement.
  - Page No. 23 Add information relating to Letter of Agreement Transaction - To clarify that the assets are the current assets of BFKT (Thailand) Limited ("BFKT") and Asia Wireless Communication Company Limited ("AWC"), whereby BFKT has granted or leased from AWC in order to lease to CAT Telecom Public Company Limited ("CAT") under the HSPA Lease Agreement. Currently, BFKT and AWC sell revenue from the lease of such assets (AWC sells revenue obtained from BKFT and BKFT sells revenue obtained from CAT) to the Fund.
3. Page Nos. 28-30 Item 7) Details of Assets to be Acquired or Disposed of, sub-item 7.1 The disposal of assets and 7.2 The acquisition of assets, the following information is added:
- The basis used to determine the total value of consideration for the disposal of assets transaction and the acquisition of assets transactions which are the Lease Extension Transaction and the Investment Units Subscription Transaction.

Details of the additional information appear in the compiled version of Information Memorandum as attached herewith.

Sincerely yours,

- Signature-

Mr. William Harris  
Group Chief Financial Officer

(Translation)

**Information Memorandum Concerning the Acquisition and Disposal of Assets  
in Connection with the Entry into Transactions with  
Digital Telecommunications Infrastructure Fund (compiled version)**

The Board of Directors' Meeting of True Corporation Public Company Limited (the "**Company**") has resolved in the meeting No. 5/2560, held on 15 September 2017, to authorize and approve the entry into transactions concerning the acquisition and disposal of assets among the Company's subsidiaries, the Company and Digital Telecommunications Infrastructure Fund (the "**Fund**") which can be summarized as follows:

1. The Board of Directors of the Company authorized the Company's subsidiaries (Asia Wireless Communication Company Limited ("**AWC**"), True Move H Universal Communication Company Limited ("**TUC**"), True Move Company Limited ("**TMV**") and True Internet Corporation Company Limited ("**TICC**")) to enter into the disposal of assets transactions which are the sale and transfer of certain assets and revenues and the leasing (whether singly or in combination) of certain assets of such subsidiaries to the Fund, with the total value of the consideration of not less than Baht 65,000 million and not more than Baht 72,000 million including to submit a formal offer to the Fund for the sale and transfer of the assets. The entry of the Company's subsidiaries into the transaction and the details of assets to be sold and leased and revenue to be sold will be in accordance with item "4) details of the assets to be acquired or disposed of -4.1 The disposal of assets"(the "**Asset and Revenue Sale Transaction**"). The implementation of the Asset and Revenue Sale Transaction by the relevant Company's subsidiaries will be subject to prior approval of the board of directors of such subsidiaries.

The Asset and Revenue Sale Transaction will be in accordance with the terms and conditions stipulated under the Asset and Revenue Sale and Transfer Agreement, the Asset Sale and Transfer Agreement, the Long-Term Lease Agreement and such other relevant agreements (whether singly or in combination). The entry into the Asset and Revenue Sale Transaction has the maximum transaction size equivalent to 14.01 to 15.52 percent, which is considered a Type 2 disposal of assets transaction. In this regard, the total value of consideration received from the Asset and Revenue Sale Transaction is calculated against the total assets of the Company and its subsidiaries, based on the Company's reviewed consolidated financial statements as of 30 June 2017 (which is the latest reviewed consolidated financial statements available on the date of the Board of Directors' resolutions), in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547 (the "**Acquisition or Disposal of Assets Notifications**"). Therefore, the Company is obliged to: (a) disclose information on the acquisition and disposal of assets to the Stock Exchange of Thailand (the "**SET**") and (b) send to shareholders a notification relating to the assets acquisition and disposals of the Company and the Company's subsidiaries within 21 days

from the date of the disclosure of Asset and Revenue Sale Transaction to the SET according to the provisions of the Acquisition or Disposal of Assets Notifications.

In this regard, the Asset and Revenue Sale Transaction is not considered a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (as amended) (the “**Connected Transactions Notifications**”).

2. The Board of Directors of the Company authorized and approved the entry into the following acquisition of assets transactions:
  - 2.1 Authorized the Company's subsidiaries (TUC and TICC) to lease and sub-lease (either or both) from the Fund of certain assets specified under sub-item "4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.1 The Lease Transaction "to be used in its business with the total value of the transaction of up to Baht 94,300 million (the “**Lease Transaction**”);
  - 2.2 Authorized the Company's subsidiaries including TUC and TICC to extend the lease term with the Fund for the Fund's existing assets until 15 September 2033 (and 31 December 2021 for certain active equipment) under similar provisions as the previous lease terms (the “**Lease Extension Transaction**”) and to enter into letter of agreement agreeing to lease assets (currently under revenue sale scheme) in the future (the “**Letter of Agreement Transaction**”) as specified in the item “4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction” with the total value of the transaction of up to Baht 55,200 million; and
  - 2.3 Approved the Company to subscribe newly-issued investment units in the Fund, which will be from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company as specified in the item “4) details of the assets to be acquired or disposed of 4.2 The acquisition of assets - 4.2.3 Subscription of Investment Units” whereby the total value of the transaction will be within the range of Baht 11,200 million to Baht 24,000 million (the “**Investment Units Subscription Transaction**”).

The implementation of the Lease Transaction, the Lease Extension Transaction and the Letter of Agreement Transaction by the relevant Company's subsidiaries will be subject to prior approval of the board of directors of such subsidiaries.

The entry into the Lease Transaction, the Lease Extension Transaction, the Letter of Agreement Transaction and the Investment Units Subscription Transaction, when determined in aggregate with other acquisition transactions which occurred during the past 6 months, the maximum transaction size will be equivalent to 34.69 to 37.45 percent, which is considered a Type 2 acquisition of assets transaction. The total value of consideration paid for the Lease Transaction, the Lease Extension Transaction, the Letter

of Agreement Transaction, the Investment Units Subscription Transaction and other acquisition transactions is calculated against the total assets of the Company and its subsidiaries based on the Company's reviewed consolidated financial statements as of 30 June 2017 (which is the latest reviewed consolidated financial statements available on the date of the Board of Directors' resolution).

Therefore, the Company is obliged to: (a) disclose information on the acquisition and disposal of assets to the SET and (b) send to shareholders a notification relating to the acquisition and disposal of assets of the Company within 21 days from the date of the disclosure of the Lease Transaction, the Lease Extension Transaction, the Letter of Agreement Transaction and the Investment Units Subscription Transaction to the SET according to the provisions of the Acquisition or Disposal of Assets Notifications.

However, the Lease Transaction, the Lease Extension Transaction, the Letter of Agreement Transaction and the Investment Units Subscription Transaction are not considered a connected transaction pursuant to the Connected Transactions Notifications.

In order to facilitate the success of the above transactions, the Company and its subsidiaries (whether singly or in combination) will pay certain fees, including underwriting fee and loan upfront fee to third parties (e.g. an underwriter and a bank) for the Fund.

The Company therefore notifies the information memorandum regarding the transaction as follows:

**1) Date/ Month/ Year of the Transactions**

**1.1 The disposal of assets**

The Asset and Revenue Sale Transaction will take place after the conditions precedent specified in the Asset and Revenue Sale and Transfer Agreement, the Asset Sale and Transfer Agreement, the Long-Term Lease Agreement and other relevant agreements (whether singly or in combination) (to be agreed upon and entered into among the subsidiaries and the Fund) have been satisfied or waived. The Company expects that the Asset and Revenue Sale Transaction will take place in 2017 for tranche 1 assets and in 2018 for tranche 2 assets.

**1.2 The acquisition of assets**

**1.2.1 The Lease Transaction**

The Lease Transaction will take effect after the conditions precedent specified in the Master Lease Agreement and the Master Sub-Lease Agreement, (whether singly or in combination) (to be agreed upon and entered into among the subsidiaries and the Fund) have been completely satisfied or waived. The Company expects that the Lease Transaction will take place in 2017 for tranche 1 assets and in 2018 for tranche 2 assets.

## 1.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction

### (a) The Lease Extension Transaction

The Lease Extension Transaction will become effective upon the completion of the Asset and Revenue Sale Transaction in respect of tranche 2 assets.

### (b) The Letter of Agreement Transaction

The Letter of Agreement Transaction will become effective upon the completion of the Asset and Revenue Sale Transaction in respect of tranche 2 assets.

## 1.2.3 The Investment Units Subscription Transaction

The Investment Units Subscription Transaction will take place during the subscription period of the investment units of the Fund, which will be announced later by the fund management company but after obtaining approval from the Fund's unitholders meeting and the Office of the Securities and Exchange Commission (the "**Office of the SEC**"). The Company expects that the Investment Units Subscription Transaction will take place within 2018.

## 2) Involved Parties and Relationship with the Company

No.	Subsidiaries in Asset and Revenue Sale Transaction, Lease Transaction, Lease Extension Transaction and Letter of Agreement Transaction	Abbreviation	Type of Business	Number of shares held directly and indirectly by the Company (Percentage)
1	Asia Wireless Communication Company Limited	AWC	Mobile equipment lessor	100
2	True Move H Universal Communication Company Limited <sup>1</sup>	TUC	Wireless telecommunication service	100
3	True Move Company Limited	TMV	Telecommunication management service	99.70
4	True Internet Corporation Company Limited <sup>2</sup>	TICC	Telecommunication service	100

**Remark:** <sup>1</sup> Previously Real Future Limited

<sup>2</sup> Previously True Universal Convergence Company Limited

In this respect, the details of Tranche 1 Assets and Tranche 2 Assets are as follow:

#### Tranche 1 Assets

Selling / Leasing Entity	Investment Scheme	Illustration	Assets
AWC	Cashflow Sharing		149 Telecommunication Towers
TUC	Sale and Leaseback		350 Telecommunication Towers
TMV	Sale and Leaseback		62,594 core-km (1,113 km) Mobile Access UPC
TICC	Lease and Leaseback (with Option to Buy Assets)		117,147 core-km (542 km) Core Network BMA
			80,014 core-km (670 km) FTTx Access BMA

**Total Tranche 1 499 Towers and 259,754 core-km (2,325 km)**

#### Tranche 2 Assets

Selling / Leasing Entity	Investment Scheme	Illustration	Assets
TUC	Sale and Leaseback		2,589 Towers (2,343 GBT, 246 RTT)
TMV	Sale and Leaseback		252,006 core-km (8,017 km) Mobile Access UPC
TICC	Lease and Leaseback (with Option to Buy Assets)		117,871 core-km (546 km) Core Network BMA
			220,428 core-km (5,933 km) FTTx Access UPC
			619,986 core-km (12,872 km) FTTx Access BMA

**Total Tranche 2 2,589 Towers and 1,210,292 core-km (27,368 km)**

**Grand Total: 3,088 Towers and 1,470,046 core-km (29,693 km)**

After the completion of Asset and Revenue Sale Transaction and the Lease Transaction, the total assets that the subsidiaries of the Company lease from the Fund will be as specified in the summary table below.

Overview of the telecommunications infrastructure business assets of the Fund after the completion of the Asset and Revenue Sale Transaction and the Lease Transaction

Transaction	Sale of revenue		Sale of assets and leaseback				Long-term asset lease and call option upon fulfilment of conditions		Total amount of the assets
	AWC	BFKT	TRUE	TICC	TUC <sup>1</sup>	TMV	AWC	TICC <sup>2</sup>	
<b>Entities entered to the transaction with the Fund</b>									
<b>Telecommunications towers</b>	4,698 towers and approximately <b>149 towers</b>	1,485 towers	6,000 towers	-	<b>Approximately 2,939 towers</b>			-	<b>Approximately 15,271 towers</b>
<b>Fiber optic cables (FOC) and transmission system equipment</b>	-	9,169 links and FOC of 47,250 kilometres (680,400 core kilometres)	-	FOC of 5,112 kilometres (122,974 core kilometres)	<b>FOC of approximately 9,130 kilometres (or approximately 314,600 core kilometres)</b>	<b>Core FOC of approximately 1,088 kilometres (or approximately 235,018 core kilometres) and FOC for FTTx of approximately 5,933 kilometres (or approximately 220,428 core kilometres)</b>	FOC of 7,981 kilometres (or 303,453 core kilometres)	<b>FOC for FTTx of approximately 13,542 kilometres (or approximately 700,000 core kilometres)</b>	<b>9,169 links and FOC of approximately 90,036 kilometres (or approximately 2,576,873 core kilometres)</b>
<b>Upcountry broadband system</b>	-	-	-	1.2 million ports and FOC of 6,114 kilometres (198,085 core kilometres)					<b>1.2 million ports and FOC of 6,114 kilometres (198,085 core kilometres)</b>

**Remark:** <sup>1</sup> Previously Real Future Limited

<sup>2</sup> Previously True Universal Convergence Company Limited



## **2.1 The disposal of assets**

Buyer/ Lessee: The Fund

Sellers/ Lessors: Asia Wireless Communication Company Limited (AWC), True Move H Universal Communication Company Limited (TUC), True Move Company Limited (TMV), and True Internet Corporation Company Limited (TICC)

### Relationship with the Company:

The aforementioned Sellers/Lessors are subsidiaries of the Company, in which the Company directly or indirectly holds approximately 100 percent of the total voting rights.

The Fund is not a connected person of the Company pursuant to the Connected Transactions Notifications. However, the Company currently holds 28.11% of the total number of investment units of the Fund, equivalent to 1,632,790,800 out of totaling 5,808,000,000 investment units. In addition, the Company plans to subscribe for the newly-issued investment units of the Fund from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company. Therefore, after the Investment Units Subscription Transaction, the Company may be a unitholder of the Fund in an aggregate amount of not exceeding one-third (or approximately 33.33 %) of the total number of investment units on a fully diluted basis.

## **2.2 The acquisition of assets**

### **2.2.1 The Lease Transaction**

Lessor/ Sub-lessor: The Fund

Lessees/ Sub-lessees: True Move H Universal Communication Company Limited (TUC) and True Internet Corporation Company Limited (TICC)

### Relationship with the Company:

The aforementioned Lessees/Sub-lessees are subsidiaries of the Company, in which the Company directly or indirectly holds approximately 100 percent of the total voting rights.

The Fund is not a connected person of the Company pursuant to the Connected Transactions Notifications. However, the Company currently holds 28.11% of the total number of investment units of the Fund, equivalent to 1,632,790,800 out of totaling 5,808,000,000 investment units. In addition, the Company plans to subscribe for the newly-issued

investment units of the Fund from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company. Therefore, after the Investment Units Subscription Transaction, the Company may be a unitholder of the Fund in an aggregate amount of not exceeding one-third (or approximately 33.33%) of the total number of investment units on a fully diluted basis.

#### 2.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction

Lessor: The Fund

Lessees: True Move H Universal Communication Company Limited (TUC) and True Internet Corporation Company Limited (TICC)

##### Relationship with the Company:

The aforementioned Lessees are subsidiaries of the Company, in which the Company directly or indirectly holds approximately 100 percent of the total voting rights.

The Fund is not a connected person of the Company pursuant to the Connected Transactions Notifications. However, the Company currently hold 28.11% of the total number of investment units of the Fund, equivalent to 1,632,790,800 out of totaling 5,808,000,000 investment units. In addition, the Company plans to subscribe for the newly-issued investment units of the Fund from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company. Therefore, after the Investment Units Subscription Transaction, the Company may be a unitholder of the Fund in an aggregate amount of not exceeding one-third (or approximately 33.33%) of the total number of investment units on a fully diluted basis.

#### 2.2.3 The Investment Units Subscription Transaction

Subscriber: The Company

Issuer: The Fund

##### Relationship with the Company:

The Fund is not a connected person of the Company pursuant to the Connected Transactions Notifications. However, the Company currently hold 28.11% of the total number of investment units of the Fund, equivalent to 1,632,790,800 out of totaling 5,808,000,000 investment units. In addition, the Company plans to subscribe for the newly-issued investment units of the Fund from 28.11% to 33.33% of the total number of investment

units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company. Therefore, after the Investment Units Subscription Transaction, the Company may be a unitholder of the Fund in an aggregate amount of not exceeding one-third (or approximately 33.33 %) of the total number of investment units on a fully diluted basis.

### **3) The General Characteristics of the Transactions, and Category of the Transactions and Size of the Transactions**

#### **3.1 The General Characteristics of the Transactions and Category of the Transactions**

##### **3.1.1 The disposal of assets**

The Company's subsidiaries which are AWC, TUC, TMV and TICC will sell assets and revenue to and enter into a long-term lease of assets (whether singly or in combination) as specified under sub-item "4) details of the assets to be acquired or disposed of -4.1 The disposal of assets" with the Fund. The Asset and Revenue Sale Transaction will be divided into two tranches with tranche 1 at the value of not more than Baht 14,000 million and tranche 2 at value of not less than Baht 51,000 million, provided that the total value of the two tranches will not be less than Baht 65,000 million and not more than Baht 72,000 million. The Asset and Revenue Sale Transaction will be in accordance with the terms and conditions stipulated in the Asset and Revenue Sale and Transfer Agreement, the Asset Sale and Transfer Agreement, and the Long-Term Lease Agreement (as the case may be) to be agreed upon and entered into among the subsidiaries and the Fund.

##### **3.1.2 The acquisition of assets**

###### **(1) The Lease Transaction**

The Company's subsidiaries which are TUC and TICC will lease and sub-lease the assets (either or both) as specified under sub-item "4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.1 The Lease Transaction "from the Fund for use in the continuance of its businesses. The Lease Transaction will be in accordance with the terms and conditions stipulated in the Master Lease Agreement and the Master Sub-Lease Agreement (as the case may be), to be agreed upon and entered into among the subsidiaries and the Fund.

###### **(2) The Lease Extension Transaction and the Letter of Agreement**

###### **(a) The Lease Extension Transaction**

The Company's subsidiaries which are TUC and TICC or other subsidiaries of the Company as agreed upon by the parties under the

Master Lease Agreements and the Master Sub-Lease Agreement will enter into the agreements with the Fund to extend the lease term of certain telecommunication towers, Fiber Optic Cable (FOC), related transmission equipment and upcountry broadband system (whether singly or in combination), which the Fund acquired, from the expiry date of the current Master Lease Agreement and the Master Sub-Lease Agreement (as the case may be) until 15 September 2033 (and 31 December 2021 for certain active equipment) as specified in the item “4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction - (a) The Lease Extension Transaction”

(b) The Letter of Agreement

The Company's subsidiaries which are TUC and TICC will enter into the Letter of Agreement with the Fund in relation to the agreement to lease assets which are currently under the revenue sale scheme and will be acquired by the Fund from BFKT (Thailand) Limited ("**BFKT**") and AWC as specified under sub-item "4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction - (b) The Letter of Agreement" from the Fund for use in the continuance of its businesses upon the expiry of the HSPA Lease Agreement (i.e. 3 August 2025, the "**HSPA Expiry**") until 15 September 2033, provided that the amount of assets to be leased shall be further discussed and agreed by the parties and provided further that revenue that the Fund receives from those assets will not be less than that it is receiving from the Company's subsidiaries (which are BFKT and AWC) under the revenue sale scheme in respect of those assets. The actual lease of those assets will be in accordance with the terms and conditions stipulated in the Master Lease Agreement, to be agreed upon and entered into among the subsidiaries and the Fund.

(3) The Investment Units Subscription Transaction

The Company plans to subscribe for the newly-issued investment units from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company as specified in the item “4) details of the assets to be acquired or disposed of 4.2 The acquisition of assets - 4.2.3 Subscription of Investment Units”.

## 3.2 The Size of the Transactions

### 3.2.1 The disposal of assets

#### (1) The Asset and Revenue Sale Transaction

The assets and revenue to be sold and leased (whether singly or in combination) to the Fund will be as specified in sub-item "4) details of the assets to be acquired or disposed of -4.1 The disposal of assets". The disposal of assets will have the transaction value of not less than Baht 65,000 million and not more than Baht 72,000 million. (In this regard, the final price for Asset and Revenue Sale Transaction will depend on the agreements between the relevant contractual parties whereby consideration will be based on relevant factors, including, for example, the market conditions at the time of the transaction. The transaction size calculated in accordance with the Acquisition or Disposal of Assets Notifications based on information derived from the reviewed consolidated financial statements of the Company and its subsidiaries as of 30<sup>th</sup> June 2017 (which is the latest reviewed consolidated financial statement available on the date of the Board of Directors' resolutions) which contains the details of calculations as follows:

#### (a) Net Tangible Assets

- Not applicable as it is not a disposal of securities

#### (b) Net Profit

- Not applicable as it is not a disposal of securities

#### (c) Total value of consideration

Transaction Size

$$= \frac{\text{Amount of Considerations to be Received}}{\text{Total Assets of the Company and its subsidiaries}}$$

$$= \frac{\text{Not less than Baht 65,000 million and not more than Baht 72,000 million}}{\text{Baht 463,881 million}}$$

$$= \text{Not less than 14.01\% and not more than 15.52\%}$$

The Asset and Revenue Sale Transaction size depends on the last selling and lease price as agreed among the subsidiaries and the Fund.

#### (d) Value of Securities

- Not applicable as there is no issuance of securities

The Asset and Revenue Sale Transaction will have a transaction size of 14.01% to 15.52% as determined by the highest result from calculation in accordance with the total value of consideration test. The Company does not have any other disposal of assets transactions which occurred during the past 6 months.

Therefore, these Transactions are categorized as a Disposal of Assets, Type 2, pursuant to the Acquisition or Disposal of Assets Notification.

### 3.2.2 The acquisition of assets

#### (1) The Lease Transaction

The Company's subsidiaries will lease and sub-lease assets (either or both) as specified in the sub-item "4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.1 Lease Transaction" for a term as specified in item "4.2.1 The Lease Transaction, "having a total transaction value of up to Baht 94,300 million. The transaction size calculation in accordance with the Acquisition or Disposal of Assets Notification is based on information derived from the reviewed consolidated financial statements of the Company and its subsidiaries as of 30<sup>th</sup> June 2017 (which is the latest reviewed consolidated financial statement available on the date of Board of Directors' resolution) is as follows:

##### (a) Net Tangible Assets

- Not applicable as it is not an acquisition of securities

##### (b) Net Profit

- Not applicable as it is not an acquisition of securities

##### (c) Total value of consideration

Transaction size

$$= \frac{\text{Amount of Considerations to be Paid}}{\text{Total Assets of the Company and its subsidiaries}}$$

$$= \frac{\text{Up to Baht 94,300 million}}{\text{Baht 463,881 million}}$$

$$= \text{Up to 20.33\%}$$

##### (d) Value of Securities

- Not applicable as there is no issuance of securities

(2) The Lease Extension Transaction and the Letter of Agreement Transaction

The Company's subsidiaries which are TUC and TICC or other subsidiaries of the Company as agreed upon by the parties under the Master Lease Agreements and the Master Sub-Lease Agreement will (i) enter into the agreements with the Fund to extend the lease term of certain telecommunication towers, FOC, related transmission equipment and upcountry broadband system (whether singly or in combination), which the Fund acquired, from the expiry date of the current Master Lease Agreement and the Master Sub-Lease Agreement (as the case may be) until 15 September 2033 (and 31 December 2021 for certain active equipment) and (ii) enter into the Letter of Agreement to agree to lease assets which are currently under the revenue sale scheme and will be acquired by the Fund from BFKT and AWC, as specified in the item "4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction". The Lease Extension Transaction and the Letter of Agreement Transaction will have the total value of the transactions of up to Baht 55,200 million. The transaction size calculation in accordance with the Acquisition or Disposal of Assets Notification is based on information derived from the reviewed consolidated financial statements of the Company and its subsidiaries as of 30<sup>th</sup> June 2017 (which is the latest reviewed consolidated financial statement available on the date of Board of Directors' resolution) is as follows:

(a) Net Tangible Assets

- Not applicable as it is not an acquisition of securities

(b) Net Profit

- Not applicable as it is not an acquisition of securities

(c) Total value of consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Amount of Considerations to be Paid}}{\text{Total Assets of the Company and its subsidiaries}} \\ &= \frac{\text{Up to Baht 55,200 million}}{\text{Baht 463,881 million}} \\ &= \text{Up to 11.90\%} \end{aligned}$$

(d) Value of Securities

- Not applicable as there is no issuance of securities

(3) The Investment Units Subscription Transaction

The Company plans to subscribe for the newly-issued investment units of the Fund from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company whereby the total value of the transaction will be within the range of Baht 11,200 million to Baht 24,000 million.

The calculation of the transaction size pursuant to the Acquisition and Disposal of Assets Notification is based on information derived from the reviewed consolidated financial statements of the Company and its subsidiaries as of 30<sup>th</sup> June 2017 (which is the latest reviewed consolidated financial statement available on the date of the Board of Directors' resolution) is as follows:

(a) Net Tangible Assets

- Not applicable as the net tangible assets are of negative

(b) Net Profit

- Not applicable as the net profit is of negative

(c) Total value of consideration

Transaction Size

$$\begin{aligned} &= \frac{\text{Amount of Considerations to be Paid}}{\text{Total Assets of the Company and its subsidiaries}} \\ &= \frac{\text{Approximately Baht 11,200 million to 24,000 million}}{\text{Baht 463,881 million}} \\ &= \text{Approximately 2.41\% to 5.17\%} \end{aligned}$$

(d) Value of Securities

- Not applicable as there is no issuance of securities

The Investment Units Subscription Transaction has a transaction value within the range of Baht 11,200 million to 24,000 million or calculated as 2.41% to 5.17% based on the assumption that the price for the Asset and Revenue Sale Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million.

In this regard, since the Lease Transaction, the Lease Extension Transaction, the Letter of Agreement Transaction and the Investment Units Subscription Transaction are regarded as acquisition of assets, therefore



such transactions must be calculated in aggregate. In addition, the Lease Transaction, the Lease Extension Transaction, the Letter of Agreement Transaction and the Investment Units Subscription Transaction are required to be aggregated with other acquisition transactions entered into by the Company and its subsidiaries during the past 6 months.

Based on an aggregate calculation the total size of Transaction is 34.69 to 37.45% as determined by the highest result from calculation in accordance with the total value of consideration test. Details of which are as per below:

No.	Details of Asset Acquisitions	Transaction Value	Transaction Date	Transaction Size (%)	Accumulated Transaction Size (%)
1.	Investment in Supernap (Thailand) Company Limited	Approximately Baht 211.5 million	26 June 2017	0.0456%	0.0456%
2.	Establishment of True Digital Park Company Limited	Approximately Baht 1 million	11 August 2017	0.0002%	0.0458%
3.	The Lease Transaction	Up to Baht 94,300 million	15 September 2017	20.33%	20.38%
4.	The Lease Extension Transaction and the Letter of Agreement Transaction	Up to Baht 55,200 million	15 September 2017	11.90%	32.28%
5.	The Investment Units Subscription Transaction	Baht 11,200 million to Baht 24,000 million	15 September 2017	2.41% to 5.17%	34.69% to 37.45%

Therefore, these transactions are categorized as Acquisition of Assets Transactions, Type 2, pursuant to the Acquisition or Disposal of Assets Notifications.

#### 4) Details of Assets to be Acquired or Disposed of

##### Summary

No.	Transaction	Assets	Approximate amount	Approximate Net Book Value for relevant assets (Million Baht)
<b>1. The disposition of assets</b>				
1.1	Sales of assets	(1) Telecommunication towers	2,939 Telecommunication towers, which will be divided into two tranches as follows: <b>Tranche 1 (2017):</b> 350 Telecommunication towers <b>Tranche 2(2018):</b> 2,589 Telecommunication towers	3,400
		(2) Fiber Optic Cable (“FOC”)	(1) 9,130 km of FOC Mobile Access UPC (314,600 core-km) (2) 1,088 km of FOC Core Network BMA (235,018 core-km); and (3) 5,933 km of FTTx Access UPC (220,428 core-km) All of which will be divided into two tranches as follows: <b>Tranche 1 (2017):</b> (1) 1,113 km of FOC Mobile Access UPC (62,594 core-km); and (2) 542 km of FOC Core Network BMA (117,147 core-km) <b>Tranche 2(2018):</b> (1) 8,017 km of FOC Mobile Access UPC (252,006 core-km); (2) 546 km of FOC Core Network BMA (117,871 core-km); and (3) 5,933 km of FTTx Access UPC (220,428 core-km).	1,700
1.2	Sale of revenue	Revenue generate from renting telecommunication towers and related passive telecoms infrastructure at tower sites	Revenue from 149 telecommunication towers and sale of such towers after the HSPA Expiry.	140
1.3	Long-term asset lease for a term of approximately 30 years, including a call option for the FTTx Access BMA	FOC	13,542 km of FTTx Access BMA (700,000 core-km) which are assets of the Company's subsidiary (TICC) whereby such subsidiary will sub-lease from the Fund in accordance with item “4) details of the assets to be acquired or disposed of - No. 2.1(2) FOC”. The lease of such assets will be divided into two tranches as follows: <b>Tranche 1 (2017):</b> 670 km of FTTx Access BMA (80,014 core-km). <b>Tranche 2 (2018):</b> 12,872 km of FTTx Access BMA (619,986 core-km).	1,900

No.	Transaction	Assets	Approximate Amount	Total Approximate Value for each Transaction (Million Baht)
<b>2. The acquisition of assets</b>				
2.1	Asset Lease	(1) Slots on the telecommunication towers	2,939 Telecommunication towers, which will be divided into two tranches as follows: <b><u>Tranche 1 (2017):</u></b> 350 Telecommunication towers <b><u>Tranche 2 (2018):</u></b> 2,589 Telecommunication towers	16,400
		(2) FOC	(1) 80% of 9,130 km of FOC Mobile Access UPC (314,600 core-km) (2) 80% of 1,088 km of FOC Core Network BMA (235,018 core-km) (3) 80% of 5,933 km of FTTx Access UPC (220, 428 core-km); and (4) 80% of 13,542 km of FTTx Access BMA (700,000 core-km) which is an asset of the Company's subsidiary (TICC) whereby such subsidiary will grant long-term lease to the Fund as specified under item "4) details of the assets to be acquired or disposed of - No. 1.3". All of which will be divided into two tranches as follows: <b><u>Tranche 1 (2017):</u></b> (1) 80% of 1,113 km of FOC Mobile Access UPC (62,594 core-km); (2) 80% of 542 km of FOC Core Network BMA (117,147 core-km); and (3) 80% of 670 km of FTTx Access BMA (80,014 core-km)	77,900
			<b><u>Tranche 2 (2018):</u></b> (1) 80% of 8,017 km of FOC Mobile Access UPC (252,006 core-km); (2) 80% of 546 km of FOC Core Network BMA (117,871 core-km) (3) 80% of 5,933 km of FTTx Access UPC (220,428 core-km); and (4) 80% of 12,872 km of FTTx Access BMA (619,986 core-km)	

No.	Transaction	Assets	Approximate Amount	Total Approximate Value for each Transaction (Million Baht)
2.2	Lease Extension	<p>(1) Extension of the lease term under the current Master Lease Agreement which will end on 31 December 2027 to 15 September 2033</p> <p>(2) Extension of the FOC and upcountry broadband passive equipment under the current Master Lease Agreement which will end on 31 December 2026 to 15 September 2033 and extension of the FOC transmission equipment and certain upcountry broadband active equipment (excluding DSLAM and Wifi) which will end on 31 December 2018 to 31 December 2021</p>	<p>(1) (Slots) on the 6,000 telecommunication towers</p> <p>(2) FOC, certain part of 5,112 km of FOC system and 1,200,000 ports of upcountry broadband system</p>	<p>16,400</p> <p>13,500</p>
2.3	Letter of Agreement	<p>(1) Slots on telecommunication towers</p>	<p>(1) 3,968 and 1,435 Telecommunication towers to be acquired from AWC and BFKT after the HSPA Expiry under assets and revenue sale and transfer agreement entered into by the Fund and each of BFKT and AWC, respectively in 2013</p> <p>(2) 338 Telecommunication towers to be acquired from AWC after the HSPA Expiry under the additional assets and revenue sale and transfer agreement entered into by the Fund and AWC in 2015 and</p> <p>(3) 149 Telecommunication towers to be acquired from AWC after the HSPA Expiry under the Asset and Revenue Sale Transaction</p>	12,700
		<p>(2) FOC</p>	<p>9,169 links comprising 47,250 km of FOC to be acquired from BFKT after the HSPA Expiry under assets and revenue sale and transfer agreement entered into by the Fund and BFKT in 2013</p>	12,600
2.4	Investment Unit Subscription	Investment units	28.11% to 33.33% of the total number of investment units on a fully diluted basis that will be sold when combined with the investment units currently held by the Company.	Within the range of Baht 11,200 million to Baht 24,000 million based on the assumption that the price for the Asset and Revenue Sale Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million

## 4.1 The disposal of assets

Details of assets to be disposed of in the Asset and Revenue Sale Transaction are as follows:

No.	Subsidiaries	Transaction	Assets and Approximate Amount	Approximate Net Book Value for relevant assets (Million Baht)
1.	AWC	(1) Sales of revenue and (2) Sales of assets when the terms of HSPA Lease Agreement ends	<p>Revenue generated from leasing the assets which is 149 telecommunication towers under telecommunication towers lease agreement between AWC and BFKT, prior to the execution of the Asset Sale and Transfer Agreement until the termination of such agreement. Such revenue will be transferred to the Fund in 2017.</p> <p>In this connection, the 149 telecommunication towers shall be transferred to the Fund at the HSPA Expiry, provided that the conditions pursuant to the Asset and Revenue Sale and Transfer Agreement are met.</p> <p>During the period that such assets are not transferred, AWC may sell the revenue generated from leasing the assets to the Fund.</p>	140
2.	TUC	Sales of assets	<p>(1) 2,939 telecommunication towers to be delivered to the Fund; and (2) 9,130 km of FOC Mobile Access UPC (314,600 core-km).</p> <p>All of which will be divided into two tranches as follows:</p> <p><b><u>Tranche 1 (2017):</u></b></p> <p>(1) 350 telecommunication towers; and (2) 1,113 km of FOC Mobile Access UPC (62,594 core-km).</p> <p><b><u>Tranche 2 (2018):</u></b></p> <p>(1) 2,589 telecommunication towers; and (2) 8,017 km of FOC Mobile Access UPC (252,006 core-km).</p>	4,200
3.	TMV	Sales of assets	<p>(1) 1,088 km of FOC Core Network BMA (235,018 core-km) and; (2) 5,933 km of FTTx Access UPC (220,428 core-km) will be transferred to the Fund.</p> <p>All of which will be divided into two tranches as follows:</p>	900

No.	Subsidiaries	Transaction	Assets and Approximate Amount	Approximate Net Book Value for relevant assets (Million Baht)
			<p><b>Tranche 1 (2017):</b> 542 km of FOC Core Network BMA (117,147 core-km).</p> <p><b>Tranche 2 (2018):</b> (1) 546 km of FOC Core Network BMA (117,871 core-km); and (2) 5,933 km of FTTx Access UPC (220,428 core-km).</p>	
4.	TICC	Long-term lease of assets for a term of approximately 30 years, including a call option for the FTTx Access BMA	<p>13,542 km of FTTx Access BMA (700,000 core-km) which TICC (owner of the asset) will lease to the Fund under the long-term lease agreement whereby the Fund will have a call option to buy upon the expiration of the term of the long-term lease agreement and fulfillment of other conditions to be determined under the long-term lease agreement to be entered into between TICC and the Fund with the total call option's exercise price of approximately Baht 1,500 million and TICC will sub-lease such asset from the Fund in accordance with item "4) details of the assets to be acquired or disposed of - 4.2 The acquisition of assets - 4.2.1 The Lease Transaction - No. 2". The lease of the assets will be divided into two tranches as follows:</p> <p><b>Tranche 1 (2017)</b> 670 km of FTTx Access BMA (80,014 core-km) with a call option's exercise price of approximately Baht 200 million.</p> <p><b>Tranche 2 (2018)</b> 12,872 km of FTTx Access BMA (619,986 core-km) with a call option's exercise price of approximately Baht 1,300 million.</p>	1,900

## 4.2 The acquisition of assets

### 4.2.1 The Lease Transaction

Assets sold to the Fund under item 4.1 are telecommunication assets of which certain assets can be shared with other operators. The Company's subsidiaries intend to lease assets sold to the Fund in accordance with item 4.1 for re-utilization, which is not a lease of the whole assets sold to the Fund but a lease of those parts of assets that the subsidiaries require for utilization. For the parts of assets that the subsidiaries have not utilized, the Fund may use them to gain benefits by leasing such assets out to other operators under the terms and conditions stipulated under the Master Lease

Agreement, the Master Sub-Lease Agreement and other relevant agreements to be agreed upon and entered into by the subsidiaries and the Fund for the purpose of entering into the aforementioned agreements.

No.	Subsidiaries	Transaction	Assets and Approximate Amount	Total Approximate Value for each Transaction (Million Baht)
1.	TUC*	(1) Lease of approximately 15 years from the date of delivery of assets (until 15 September 2033)	<p>(1.1) (Slots) on the 2,939 telecommunication towers</p> <p>(1.2) 80% of 9,130 km of FOC Mobile Access UPC (314,600 core-km); and</p> <p>(1.3) 80% of 1,088 km of FOC Core Network BMA (235,018 core-km)</p> <p>All of which will be divided into two tranches as follows:</p> <p><b><u>Tranche 1 (2017):</u></b></p> <p>(1) (Slots) on the 350 telecommunication towers</p> <p>(2) 80% of 1,113 km of FOC Mobile Access UPC (62,594 core-km); and</p> <p>(3) 80% of 542 km of FOC Core Network BMA (117,147 core-km)</p> <p><b><u>Tranche 2 (2018)</u></b></p> <p>(1) (Slots) on the 2,589 telecommunication towers</p> <p>(2) 80% of 8,017 km of FOC Mobile Access UPC (252,006 core-km); and</p> <p>(3) 80% of 546 km of FOC Core Network BMA (117,871 core-km)</p>	<p>16,400</p> <p>15,800</p> <p>12,600</p>
2.	TICC*	<p>(1) Lease of approximately 15 years (until 15 September 2033) and</p> <p>(2) Sub lease of approximately 15 years (until 15 September 2033)</p>	<p>(1) 80% of 5,933 km of FTTx Access UPC (220,428 core-km)</p> <p>(2) 80% of 13,542 km of FTTx Access BMA (700,000 core-km) which are assets of TICC whereby TICC will grant long-term lease to the Fund as specified under item “4) details of the assets to be acquired or disposed of - 4.1 The disposal of assets - No. 4”.</p> <p>All of which will be divided into two tranches as follows:</p> <p><b><u>Tranche 1 (2017):</u></b></p> <p>(1) 80% of 670 km of FTTx Access BMA (80,014 core-km).</p>	<p>11,900</p> <p>37,600</p>

No.	Subsidiaries	Transaction	Assets and Approximate Amount	Total Approximate Value for each Transaction (Million Baht)
			<p><b>Tranche 2 (2018)</b></p> <p>(1) 80% of 12,872 km of FTTx Access BMA (619,986 core-km); and</p> <p>(2) 80% of 5,933 km of FTTx Access UPC (220,428 core-km)</p>	

- Remark:**
- (1) Parties under the Master Lease Agreement and other relevant agreements may agree that other subsidiaries and affiliates of the Group of Company (whether singly or in combination) will be the lessee instead of TUC and TICC (whether in part or all of the assets).
  - (2) Parties under the Master Lease Agreement or the Master Sub-Lease Agreement (as the case may be) may agree to extend the lease term of certain FOC under the existing Master Lease Agreement or the Master Sub-Lease Agreement (as the case may be) which will end on 15 September 2033. The lease extension is subject to the terms and conditions as stipulated in the Master Lease Agreement or the Master Sub- Lease Agreement (as the case may be) and the parties further agreement.
  - (3) The approximate value of the Lease Transaction is calculated on the assumption of rental period which is expected to commence on 1 January 2018 until 15 September 2033 (approximately 15 years) and on the basis of the total rental amount over the aforementioned rental period. The rental rate for the Lease Transaction is as follows.
    - The rental rate of the FOC of approximately 1,470,046 core-km is at Baht 350 per core-km per month (or Baht 4,200 per core-km per year) which is the same as the current rental rate of the FOC which the Company's subsidiaries is leasing from the Fund under the existing Master Lease Agreement, without any escalation.
    - The initial rental rate and escalation of rental rate for the lease of slots on 2,939 telecommunication towers is expected to be the same as the rental rates for the lease of slots on 6,000 telecommunication towers, under the existing Master Lease Agreement

#### 4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction

##### (a) The Lease Extension Transaction

As part of the conditions for the Fund to enter into the Assets and Revenue Sale Transaction with the Company's subsidiaries in accordance with item 4.1, the Company's subsidiaries which are TUC and TICC or other subsidiaries of the Company as agreed upon by the parties under the Master Lease Agreements and the Master Sub-Lease Agreement will enter into the agreements with the Fund to extend the lease term of certain telecommunication towers and FOC and related transmission equipment and upcountry broadband system (whether singly or in combination), which the Fund acquired, from the expiry date of the current Master Lease Agreement and the Master Sub-Lease Agreement (as case may be) until 15 September 2033 (and 31 December 2021 for certain active equipment).



No.	Subsidiaries	Transaction	Assets and Approximate Amount	Total Approximate Value for each Transaction (Million Baht)
1.	TUC*	Extension of the lease term under the current Master Lease Agreement which will end on 31 December 2027 to 15 September 2033	Slots of the 6,000 telecommunication towers	16,400
2.	TICC*	(1) Extension of the FOC and upcountry broadband passive equipment under the current Master Lease Agreement which will end on 31 December 2026 to 15 September 2033 and extension of the FOC transmission equipment and certain upcountry broadband active equipment (excluding DSLAM and Wifi) which will end on 31 December 2018 to 21 December 2021	(1) FOC, certain part of 5,112 km of FOC system and 1,200,000 ports of upcountry broadband system	13,500

- Remark:**
- (1) Parties under the Master Lease Agreement and other relevant agreements may agree that other subsidiaries and affiliates of the Group of Company (whether singly or in combination) will be the lessee instead of TUC and TICC (whether in part or all of the assets).
  - (2) Parties under the Master Sub-Lease Agreement may agree to extend the lease term of certain FOC under the existing Master Sub-Lease Agreement which will end on 7 December 2026 to 15 September 2033. The lease extension is subject to the terms and conditions as stipulated in the Master Sub- Lease Agreement and the parties further agreement.
  - (3) The approximate value of the Lease Extension Transaction is calculated based on the rental amount which the Fund shall receive from TUC and TICC in respect of those assets under the same terms and conditions of the existing Master Lease Agreement.

(b) Letter of Agreement

The Company's subsidiaries which are TUC and TICC will enter into the Letter of Agreement with the Fund in order to document their agreement for the Company's subsidiaries to lease assets which are currently under the revenue sale scheme. Such assets are the current assets of BFKT and AWC whereby BFKT has granted or leased from AWC in order to lease to CAT Telecom Public Company Limited ("CAT") under the HSPA Lease Agreement. Currently, BFKT and AWC sell revenue from the lease of such assets (AWC sells revenue obtained from BKFT and BKFT sells revenue obtained from CAT) to the Fund and such assets will be acquired by the Fund from AWC and BFKT after the HSPA Expiry pursuant to the terms of the relevant assets and revenue sale and transfer agreements and the additional assets and revenue sale and transfer agreement entered into or to be entered into by the Fund and each of BFKT and AWC, as the case may be, in 2013, 2015 and in accordance with item 4.1 above, respectively. The lease term shall be from after HSPA Expiry until 15 September 2033 and the amount of assets to be

leased shall be further discussed and agreed by the parties, provided that revenue that the Fund shall receive from those assets will not be less than that it is receiving from the Company's subsidiaries (which are BFKT and AWC) under the net revenue sale scheme in respect of those assets. The actual lease of those assets will be in accordance with the terms and conditions stipulated in the Master Lease Agreement to be agreed upon and entered into among the subsidiaries and the Fund.

No.	Subsidiaries	Transaction	Assets and Approximate Amount	Total Approximate Value for each Transaction (Million Baht)
1.	TUC*	Lease of approximately 8 years from after the HSPA expiry (until 15 September 2033)	(1) 3,968 towers and 1,435 Telecommunication towers to be acquired from AWC and BFKT after the HSPA Expiry under assets and revenue sale and transfer agreement entered into by the Fund and each of BFKT and AWC, respectively in 2013 (2) 338 Telecommunication towers to be acquired from AWC after the HSPA Expiry under the additional assets and revenue sale and transfer agreement entered into by the Fund and AWC in 2015 (3) 149 Telecommunication towers to be acquired from AWC after the HSPA Expiry under the Asset and Revenue Sale Transaction	12,700
2.	TICC*	Lease of approximately 8 years from after the HSPA expiry (until 15 September 2033)	9,169 links comprising 47,250 km of FOC to be acquired from BFKT after the HSPA Expiry under assets and revenue sale and transfer agreement entered into by the Fund and BFKT in 2013	12,600

- Remark:** (1) Parties under the Master Lease Agreement and other relevant agreements may agree that other subsidiaries and affiliates of the Company (whether singly or in combination) will be the lessee instead of TUC and TICC (whether in part or all of the assets).
- (2) The approximate value of Letter of Agreement transaction is calculated based on the amount of revenue under the revenue sale scheme which the Fund shall receive from AWC and BFKT in respect of those assets in the last year of the revenue sale scheme (i.e. 2025). The actual amount of rental in respect of those assets is subject to the parties' further discussion and agreement.

#### 4.2.3 The Investment Units Subscription Transaction

Details of assets to be acquired in the Investment Units Subscription Transaction are as follows:

The Company plans to subscribe for the newly-issued investment units from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company.

The value of the Investment Unit Subscription Transaction is within the range of Baht 11,200 million to Baht 24,000 million based on the assumption that the price for the Asset and Revenue Sale Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million.

### 5) Total Value of Consideration

#### 5.1 Total Value of Consideration

##### 5.1.1 The disposal of assets

The total value of consideration of the Asset and Revenue Sale Transaction will be in accordance with the terms and conditions stipulated in the Asset and Revenue Sale and Transfer Agreement, Asset Sale Transfer Agreement, and the Long-Term Lease Agreement that will be agreed upon and entered into among the Company's subsidiaries and the Fund. The value of consideration of this Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million. (The final price for the Asset and Revenue Sale Transaction will depend upon the agreement between the contractual parties, whereby several factors will be considered, including, for example, the market conditions at the time of the transaction).

##### 5.1.2 The acquisition of assets

###### (a) The Lease Transaction

The total value of consideration in the Lease Transaction will be in accordance with the terms and conditions stipulated in the Letter of Agreement, the Master Lease Agreements and the Master Sub-Lease Agreement to be agreed upon and entered into among the Company's subsidiaries and the Fund.

The total value of consideration of this transaction will be up to Baht 94,300 million. (having the lease term as specified in item" 4.2.1- The Lease Transaction")

(b) The Lease Extension Transaction and the Letter of Agreement Transaction

The total value of consideration in the Lease Extension Transaction and the Letter of Agreement Transaction will be in accordance with the terms and conditions stipulated in the Master Lease Agreements, the Master Sub-Lease Agreement and the Letter of Agreement to be agreed upon and entered into among the Company's subsidiaries and the Fund.

The total value of consideration of this transaction will be up to Baht 55,200 million (having the lease term as specified in item "4.2.2- The Lease Extension Transaction and the Letter of Agreement Transaction")

(c) The Investment Units Subscription Transaction

The total value of consideration in the Investment Units Subscription Transaction will depend on the amount of the investment units of the Fund that the Company shall subscribe which shall be from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company.

In this respect, the value of consideration of the Investment Unit Subscription Transaction will be within the range of Baht 11,200 million to 24,000 million based on the assumption that the price for the Asset and Revenue Sale Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million.

## 5.2 Payment Method

### 5.2.1 The Disposal of Assets Transaction

The Fund will use the funds from loan borrowed by the Fund from financial institutions and raised by issuance of newly issued units (after deducting related expenses) (either or both) to pay the asset prices. The payment method for the Asset and Revenue Sale Transaction will be in accordance with the terms and conditions stipulated in the Asset and Revenue Sale, Transfer Agreement, the Asset Sale Transfer Agreement, the Long-Term Lease Agreement and other related agreements, which the Company and its subsidiaries (whether singly or in combination) and the Fund will agree on for the purpose of entering into the Agreement.

### 5.2.2 The acquisition of assets

(1) The Lease Transaction

The payment will be paid monthly and the payment method will be in accordance with the terms and conditions stipulated in the Master

Lease Agreements and the Master Sub-Lease Agreement of which the Company's subsidiaries and the Fund will agree on for the purpose of entering into the Agreement.

- (2) The Lease Extension Transaction and the Letter of Agreement Transaction

The payment will be paid monthly and the payment method will be in accordance with the terms and conditions stipulated in the Master Lease Agreements, the Master Sub-Lease Agreement and the Letter of Agreement of which the Company's subsidiaries and the Fund will agree on for the purpose of entering into the Agreement.

- (3) The Investment Units Subscription Transaction

The payment method for the Investment Units Subscription Transaction will be in accordance with the terms and conditions to be stipulated by the fund manager of the Fund.

## **6) Value of Assets to be Acquired or Disposed of**

### **6.1 The disposal of assets**

The total value of the assets to be disposed of in the Asset and Revenue Sale Transaction is not less than Baht 65,000 million and not more than Baht 72,000 million (the final price for asset and revenue sale will depend upon the agreement between the contractual parties, whereby several factors will be considered, including, for example, the market conditions at the time of the transaction) whereby the approximate value of each asset will be in accordance with sub-item "4) details of the assets to be acquired or disposed of -4.1 The disposal of assets."

### **6.2 The acquisition of assets**

#### **6.2.1 The Lease Transaction**

The total value of the assets to be acquired in the Lease Transaction shall be up to Baht 94,300 million (with a lease term as specified in "4.2.1 The Lease Transaction") whereby the approximate value of the assets will be in accordance with sub-item "4) details of the assets to be acquired or disposed -4.2 Asset Acquisition Transaction -4.2.1 The Lease Transaction".

#### **6.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction**

The total value of the assets to be acquired in the Lease Extension Transaction and the Letter of Agreement Transaction shall be up to Baht 55,200 million (with a lease term as specified in "4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction") whereby the approximate value of the assets will be in accordance with sub-item "4)

details of the assets to be acquired or disposed-4.2 Asset Acquisition Transaction - 4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction".

### 6.2.3 The Investment Units Subscription Transaction

The total value of the assets to be acquired in the Investment Units Subscription Transaction will be within the range of Baht 11,200 million to 24,000 million based on the assumption that the price for the Asset and Revenue Sale Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million in accordance with sub-item "4) details of the assets to be acquired or disposed of -4.3 The Investment Units Subscription Transaction".

## 7) **Basis Used to Determine the Total Value of Consideration**

### 7.1 **The disposal of assets**

The basis used to determine the total value of consideration will be the rent and value of assets in accordance with the terms and conditions stipulated under the Asset and Revenue Sale and Transfer Agreement, the Asset Transfer Agreement and the Long-Term Lease Agreement to be agreed upon and entered into among the Company's subsidiaries and the Fund [which will be in accordance with the general commercial terms \(arm's length transaction\)](#). However, the transaction is not less than Baht 65,000 million and not more than Baht 72,000 million (the final price for the asset and revenue sale will depend upon the agreement between the contractual parties, whereby several factors will be considered, including, for example, the market conditions at the time of the transaction).

In this regard, the total value of consideration is based on the valuation of the projected revenues (from the sale of assets and revenue) for the Fund using the discounted cash flow method. [The Company has arrived at the targeted consideration for the Asset and Revenue Sale Transaction which is not less than Baht 65,000 million and not more than Baht 72,000 million by considering relative valuations from similar transactions particularly the previous asset and revenue sale transactions with the Fund in conjunction with other macroeconomic factors such as the market condition at the time of the transactions. However, the final total value of the consideration is subject to negotiation among related parties.](#)

### 7.2 **The acquisition of assets**

#### 7.2.1 The Lease Transaction

The basis used to determine the value of consideration for this transaction will be the rent in accordance with the terms and conditions stipulated under the Letter of Agreement, the Master Lease Agreements and the Master Sub-Lease Agreement, which the Company's subsidiaries and the Fund will agree on for the purpose of entering into the Agreement [which will be in](#)

accordance with the general commercial terms (arm's length transaction). The subsidiaries will lease assets for a term as stipulated in "4.2.1 The Lease Transaction." The total value of consideration will be up to Baht 94,300 million.

The rental rates are as follows:

- (1) The rental rate for fiber optic cable or FOC of approximately 1,470,046 core km is at Baht 350 per core km per month (or Bath 4,200 per core km per year) which is to the same as the current rental rate for FOC which the Company's subsidiaries is leasing from the Fund under the existing Master Lease Agreement, without any escalation.
- (2) The initial rental rate and escalation of rental rate for the lease of slots on 2,939 telecommunication towers is expected to be the same as the rental rates for the lease of slots on 6,000 telecommunication towers, under the existing Master Lease Agreement.

#### 7.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction

##### (a) The Lease Extension Transaction

The basis used to determine the value of consideration for this transaction will be **the rent** in accordance with the terms and conditions stipulated under the Master Lease Agreements and the Master Sub-Lease Agreement, which the Company's subsidiaries and the Fund will agree on for the purpose of entering into the Agreement **which will be in accordance with the general commercial terms (arm's length transaction)**. The subsidiaries will lease assets for a term as stipulated in "4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction." The total value of consideration when aggregated with the Letter of Agreement Transaction will be up to Baht 55,200 million.

##### (b) The Letter of Agreement Transaction

The basis used to determine the value of consideration for this transaction is calculated based on the amount of revenue under the revenue sale scheme which the Fund shall receive from AWC and BFKT in respect of those assets in the last year of the revenue sale scheme (i.e. 2025). The actual amount of rental in respect of those assets is subject to the parties further discussion and agreement. The details of the assets are as stipulated in "4.2.2 The Lease Extension Transaction and the Letter of Agreement Transaction." The total value of consideration when aggregated with the Lease Extension Transaction will be up to Baht 55,200 million.

### 7.2.3 The Investment Units Subscription Transaction

The value of consideration for this transaction is determined based on the assumption that the Fund borrows money and increases capital for the purchase of the assets whereby tranche 1 assets will be solely funded by the loan and tranche 2 assets may be funded by both loan and proceeds from the sale of newly issued investment units. In this regard, the amount of the loan to be procured by the Fund for the purchase the tranche 2 assets may result in the lower amount of Investment Units Subscription Transaction. The total value of the consideration will be within the range of Baht 11,200 million to 24,000 million.

The calculation of value of investment units' subscription is based on the assumption that the price for the Asset and Revenue Sale Transaction will not be less than Baht 65,000 million and not more than Baht 72,000 million.

The value of investment units' subscription of approximately Baht 11,200 million to Baht 24,000 million is calculated from the price for the Asset and Revenue Sale Transaction, which is not less than Baht 65,000 million and not more than Baht 72,000 million, based on the assumption that loan borrowed by the Fund from financial institutions and fund raised by issuance of newly issued units (after deducting related expenses) will be used to pay the asset prices under the Asset and Revenue Sale Transaction.

In addition, the value is based on the assumption that the Company plans to subscribe for the newly issued investment units of the Fund from 28.11% to 33.33% of the total number of investment units in the Fund on a fully diluted basis when combined with the investment units currently held by the Company.

## 8) **Expected Benefits for the Company**

The Company and its subsidiaries (whether singly or in combination) will use the proceeds from the Asset and Revenue Sale and Asset Lease Transaction for general corporate purposes including investment in network equipment and the partial payment of debt including loans that the Company and its subsidiaries have with financial institutions (whether singly or in combination). The debt repayment will significantly improve capital structure of the Company and will enhance its investment capacity. In addition, the Company and its subsidiaries (whether singly or in combination) may use part of the proceeds in investment in other future projects.

Following the completion of the Investment Units Subscription Transaction, the Company will remain the main unitholders of the Fund. This will result in the Company continuing to benefit from the telecommunication infrastructure and receiving dividend income from their investment in the Fund, including an opportunity to benefit from the capital gain of investment units in the future should the Net Asset Value of the assets per unit increase.



**9) The Source of Fund Used in the Acquisition of Assets**

The source of the funds used in the Lease Transaction, the Lease Extension Transaction and the Letter of Agreement Transaction will come from the operational cash flow of the Company and its subsidiaries (whether singly or in combination). The source of the funds used in the Investment Units Subscription Transaction will come from proceeds received from the Asset and Revenue Sale Transaction.

**10) The Proposed Utilization of the Proceeds from the Disposal of Assets**

The Company and its subsidiaries (whether singly or in combination) may use proceeds received from the Fund for, among others, (1) repayment of debt or reserve for repayment debt of the Company and its subsidiaries (whether singly or in combination) (2) investment in projects of the Group (3) subscription for investment units.

**11) Conditions for the Entering into the Transactions**

**11.1 The disposal of assets**

Tranche 1:

The disposal of the assets in the Asset and Revenue Sale Transaction shall be conditional upon conditions precedent which the relevant contractual parties shall further discuss and agree upon, such as:

- (a) the fulfillment of conditions as specified in the Asset and Revenue Sale and Transfer Agreement, the Asset Transfer Agreement and the Long-Term Lease Agreement (as the case may be); and
- (b) the unitholders meeting of the Fund resolves to approve the relevant matters.

Tranche 2:

- (a) the fulfillment of conditions as specified in the Asset Transfer Agreement and the Long-Term Lease Agreement (as the case may be);
- (b) the unitholders meeting of the Fund resolves to approve the relevant matters; and
- (c) the approval from the Office of the SEC for the increase in the registered capital of the Fund, the offer for sale of the newly-issued investment units of the Fund, and other relevant matters as required by the relevant notifications of the Office of the SEC.

The Asset and Revenue Sale Transaction is considered as a Type 2 disposal of assets transaction, pursuant to the Acquisition or Disposal of Assets Notifications. Therefore, the Company shall have the following duties:

- (1) To disclose information on the entry into such transaction by the Company and its subsidiaries to the SET; and
- (2) To send a notice relating to the acquisition and disposal of assets of the Company and its subsidiaries to the Company's shareholders within 21 days from the date of the disclosure of Asset and Revenue Sale Transaction to the SET according to the provisions of the Acquisition or Disposal of Assets Notifications.

## **11.2 The acquisition of assets**

- (1) The Lease Transaction

### Tranche 1:

The Lease Transaction in relation to Tranche 1 assets shall be conditional upon conditions precedent which the relevant contractual parties shall further discuss and agree upon, such as:

- (a) the fulfillment of conditions stipulated under the Master Lease Agreements and the Master Sub-Lease Agreement (as the case may be); and
- (b) the unitholders meeting of the Fund resolves to approve the relevant matters.

### Tranches 2:

The Lease Transaction in relation to tranche 2 assets shall be conditional conditions precedent which the relevant contractual parties shall further discuss and agree upon, such as:

- (a) the fulfillment of conditions stipulated under the Master Lease Agreements and the Master Sub-Lease Agreement (as the case may be); and
- (b) the unitholders meeting of the Fund resolves to approve the relevant matters.

- (2) The Lease Extension Transaction and Letter of Agreement Transaction

- (a) The Lease Extension Transaction

The Lease Extension Transaction shall be conditional upon conditions precedent which the relevant contractual parties shall further discuss and agree upon, such as:

- (i) the fulfillment of conditions stipulated under the Master Lease Agreements and the Master Sub-Lease Agreement (as the case may be);
- (ii) the completion of the Asset and Revenue Sale Transaction in respect of tranche 2 assets; and

(iii) the unitholders meeting of the Fund resolves to approve the relevant matters.

(b) Letter of Agreement Transaction

The effectiveness of the Letter of Agreement shall be conditional upon the completion of the Asset and Revenue Sale Transaction in respect of tranche 2 assets.

(3) The Investment Units Subscription Transaction

The Investment Units Subscription Transaction shall be conditional upon conditions precedent which the relevant contractual parties shall further discuss and agree upon, such as:

(a) the fulfillment of conditions stipulated under the investment units subscription agreement;

(b) the unitholders meeting of the Fund resolves to approve the relevant matters; and

(c) the approval from the Office of the SEC for the increase in the registered capital of the Fund, the offer for sale of the newly-issued investment units of the Fund, and other relevant matters as required by the relevant notifications of the Office of the SEC.

The above three transactions when determined in aggregation with other acquisition transactions which occurred during the past 6 months, is considered as a Type 2 acquisition of assets transaction, pursuant to the Acquisition or Disposal of Assets Notifications. Therefore, the Company shall have the following duties:

(1) Disclosure to the SET on the entry into the aforementioned Transactions; and

(2) To send a notice relating to the acquisition and disposal of assets of the Company and its subsidiaries to the Company's shareholders within 21 days from the date of the disclosure of the Lease Transaction and the Investment Units Subscription Transaction to the SET according to the provisions of the Acquisition or Disposal of Assets Notifications.

**12) Transactions entered into with a company of which at least 10 percent is held by a connected party of the Company**

- None -

**13) Opinion of the Board of Directors on the Entering into the Transactions**

The Board of Directors' Meeting No. 5/2560 held on 15 September 2017, resolved to authorize and approve that the Company's subsidiaries and the Company enter into (i) the Asset and Revenue Sale Transaction, (ii) the Lease Transaction, (iii) the Lease Extension Transaction and the Letter of Agreement Transaction, and (iv) the Investment Units Subscription Transaction. The Board of Directors of the Company is of the opinion that the

transactions are reasonable and will be for the best interest of the Company and the shareholders because the assets will be managed to significantly improve the capital structure of the Company. This will be beneficial to the overall business of the Company and also serve to support the state policy of promoting joint utilization of telecommunication infrastructure.

**14) Opinion of the Audit Committee and/or the Director(s) of the Company which is Different from that of the Board of Directors expressed under Item 13**

- None -