

- Translation -

AIS-CP 013/2017

6 October 2017

Subject: Resolutions of the Board of Directors Meeting on the Offer to Tender the Entire Ordinary Shares of CS LOXINFO Public Company Limited

Attention: President
Stock Exchange of Thailand

Enclosure: Information Memorandum on Connected Transaction of the Company Concerning Acquisition of Shares in CS LOXINFO Public Company Limited through Tender Offer Process

Referring to the Conditional and Non-Binding Letter of Intent dated 5 September 2017 submitted by Advanced Info Service Public Company Limited (the “**Company**”), for the acquisition of the shares in CS LOXINFO Public Company Limited (“**CSL**”) to Thaicom Public Company Limited (“**THCOM**”) and Singapore Telecommunications Limited (“**SingTel**”), the major shareholders of CSL, about which the Company informed the Stock Exchange of Thailand on 13 September 2017.

Today (6 October 2017), Advanced Wireless Network Co., Ltd. (“**AWN**”), a subsidiary of the Company has entered into the Share Tender Agreement for the acquisition of all ordinary shares in CSL with DTV Service Co., Ltd. (“**DTV**”), a subsidiary of THCOM, the offer to tender the entire ordinary shares of CSL are part of the Conditional Voluntary Tender Offer, which is in accordance with the resolutions passed by Board of Directors Meeting No. 6/2017, convened on 2 October 2017. The Board of Directors Meeting (excluding the interested directors) has considered and approved the Company and/or its subsidiary to offer the tender of all ordinary shares of CSL (“**Transaction**”) in accordance with the following details:

1. Approved the launch of a Conditional Voluntary Tender Offer by the Company and its subsidiary to acquire all ordinary shares of CSL from all shareholders of CSL amounting to 594,514,769 shares, comprising: (1) 42.07 percent of the total issued shares held by DTV Service Co., Ltd. (“**DTV**”), a subsidiary of Thaicom Public Company Limited (“**THCOM**”); (2) 14.14 percent of the total issued shares held by Singapore Telecommunications Limited (“**SingTel**”); and (3) 43.79 percent of the total issued shares held by the minority shareholders of CSL (the “**VTO**”), in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (the “**Notification on Securities Acquisition for Takeovers**”). The Company and/or its subsidiary shall make the VTO for the entire securities of CSL at the price of THB 7.80 per share, under the condition that the Company

and its subsidiary shall cancel the VTO if, after the expiry of the VTO period, the offerees tender CSL's shares less than or equal to 50 percent of the total issued shares of CSL, or less than 297,257,385 shares, according to the number of issued and paid-up shares of CSL as at 2 October 2017.

In this regard, AWN, a subsidiary of the Company served a letter dated 6 October 2017 to CSL informing of its intention to make the investment in CSL by means of the Conditional Voluntary Tender Offer (the "**VTO Letter**"). According to the VTO Letter, the conditional voluntary tender offer for the securities shall commence upon completion or obtaining the waiver of the following conditions precedent by AWN, within 180 days from the date of the VTO Letter. In this regard, the Company and AWN shall each use reasonable effort to complete the following conditions precedent without delay:

- (1) All corporate approvals in relation to the sale of CSL shares by SingTel to AWN in the VTO have been obtained by SingTel (as required);
- (2) The Share Tender Agreement between AWN and SingTel has been concluded and executed by all parties thereto;
- (3) All corporate approvals in relation to the sale of CSL shares by DTV to AWN in the VTO have been obtained by DTV (as required);
- (4) The Share Tender Agreement between AWN and DTV has been concluded and executed by all parties thereto;
- (5) The approvals by the board of directors and the shareholders of THCOM in relation to the sale of CSL shares by DTV to AWN under the connected party transaction rules, have been obtained;
- (6) The approval from the Office of the National Broadcasting and Telecommunications Commission for AWN to acquire CSL shares in the VTO pursuant to the Notification of the National Telecommunications Commission re: Criteria and Procedures for Merger and Cross-holding in Telecommunications Business B.E. 2553 (2010) (as may be amended from time to time) has been obtained;
- (7) Between the date of the VTO Letter and the date on which the definitive VTO documents (Form 247-4) submitted to the Securities and Exchange Commission becomes effective:
 - (i) CSL and CSL's subsidiaries shall be run in a prudent manner, where actions, arrangements and decisions made shall always be in the best interest of CSL as a whole, and CSL and CSL's subsidiaries may continue to take such actions and make such arrangements so long as the same are considered as usually being undertaken in the ordinary course of business; and

- (ii) CSL and CSL's subsidiaries (i) will not declare or pay a dividend (in cash or in kind), (ii) will not affect a stock split or other similar reorganization of its capital base, and (iii) except as undertaken in the ordinary course of business, will not enter into any new material agreements with third parties, nor change the terms of any existing material agreements, irrespective of whether such agreements, or changes thereto, would create any liabilities for CSL and CSL's subsidiaries or not; and
- (iii) CSL shall not solicit, either directly or indirectly, any third party to acquire or subscribe for shares in, or enter into any amalgamation or merger with, or any sale or purchase transaction relating to any material asset with CSL.

(The conditions precedent in items (1) to (7) above are collectively referred to as the “**Conditions**”.)

2. Approved the entering into the Share Tender Agreement by the Company and/or its subsidiary with the two major shareholders of CSL, i.e., (1) DTV (the “**Share Tender Agreement with DTV**”) and (2) SingTel (the “**Share Tender Agreement with SingTel**”). In this regard, the Company and/or its subsidiary agree(s) to acquire the shares of DTV and SingTel, and DTV and SingTel agree to sell CSL their shares in the VTO, at the price of THB 7.80 per share.

Today (6 October 2017), AWN has entered into the Share Tender Agreement with DTV, resulting in the Conditions in Clause 1.1 (4) being completed.

3. Approved the authorization of the Chief Executive Officer: (1) to enter into negotiations, agreement, to determine, change, amend any detail, condition, and procedure necessary for the acquisition of ordinary shares, the VTO for the entire securities of CSL, the execution of agreements, contracts, and documents; (2) to sign application forms, requests, and evidence necessary for and relevant to the acquisition of ordinary shares or the VTO for the entire securities of CSL; and (3) to contact, request for permissions and waivers with the relevant government agencies or regulatory agencies, i.e., the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Office of the National Broadcasting and Telecommunications Commission, as well as to undertake any necessary and appropriate act in the best interests of the Company within the principles approved by the Board of Directors.

The VTO constitutes an asset acquisition transaction of the Company pursuant to 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, 2004 (collectively, the “**Notifications on Acquisition or Disposal**”). The transaction value calculated based on the Total Value of Consideration Basis from the latest Consolidated Financial Statements of the Company (for the period ending 30 June 2017) is

equivalent to 1.65 percent. However, the Company and AWN had no asset acquisition transactions during the past six months. Accordingly, the transaction is not classified as an asset acquisition transaction that requires the Company to report the information memorandum thereon to the Stock Exchange of Thailand or to seek approval thereof from the shareholders meeting pursuant to the Notifications on Acquisition or Disposal.

In order to pursue with the VTO, AWN must enter into the transaction with connected persons, i.e., (1) DTV which is a subsidiary of THCOM (as the Company and THCOM share the same major shareholder, it shall be deemed that the major shareholder of the Company is an indirect major shareholder of DTV), and (2) SingTel which is a major shareholder of the Company (holding approximately 23.3 percent of the shares in the Company), such transactions, therefore, constituted connected transactions in the assets or services category, 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, 2003 (collectively, the “**Notifications on Connected Transactions**”). The transaction value is equivalent to 6.91 percent of the net tangible assets of the Company, calculated from the latest Consolidated Financial Statements of the Company (for the period ending 30 June 2017). Therefore, such transaction is classified as a connected transaction of assets or services category with the transaction value of exceeding 3.00 percent of the net tangible assets of the Company.

Nevertheless, such VTO is considered as a general tender offer, having AWN, the offeror thereunder, to acquire the shares at the same offering price, offering method, and conditions as offered to all shareholders of CSL, in accordance with the criteria and procedures specified under the Notification on Securities Acquisition for Takeovers, resulting in the connected person of the Company not receiving any financial interest other than those it is entitled to as per all shareholders of CSL. As a result, the transaction is deemed as a transaction with the same trade agreements as those any reasonable person would agree with any contractual party under similar circumstances, on the basis of commercial negotiation without any dependent influence resulting from the status of a connected person pursuant to Section 89/12 (1) of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto). Consequently, such VTO is classified as a connected transaction which is exempted not requiring the Company to seek approval thereon from the shareholders meeting under Section 89/12 (1) of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

In this regard, the details with respect to the entering into of the connected transaction are set out in the Information Memorandum on Connected Transaction of the Company Concerning Acquisition of Shares in CS LOXINFO Public Company Limited through Tender Offer Process, enclosed hereto.



Due to the Board of Directors' Meeting of the Company which was convened on 2 October 2017, resolving to approve the Company and/or its subsidiary entering into of the Transaction, after having considered the uncertainty of the entry into the Transaction, potential impact on, and bargaining power of the Company, the Board of Directors were of the view that the facts on the Transaction were subject to change and that the timing of the disclosure was of the essence. Consequentially, once the facts and other details relating to the Transaction are definite to a certain extent, after the execution of the Share Tender Agreement with DTV, the Company hereby informs you of the resolution of the Board of Directors with respect to the Transaction and the progress of the Transaction to the investors and the Stock Exchange today.

Please be informed accordingly,

Yours faithfully,

-Signed-

Mr. Somchai Lertsutiwong
Chief Executive Officer

Advanced Info Service Plc.

- Translation -

Information Memorandum regarding the Entry into the Connected Transaction for the Acquisition of Shares in CS Loxinfo Public Company Limited via a Tender Offer

1. Transaction Date

The meeting of the Board of Directors of Advanced Info Service Public Company Limited (the “**Company**”) no. 6/2017 held on 2 October 2017 has resolved to approve the Company and/or subsidiary of the Company to offer to tender all ordinary shares of CS LOXINFO Public Company Limited (“**CSL**”), amounting 594,514,769 shares, via a tender offer at an offer price of 7.80 baht per share from all CSL’s shareholders, which include (1) 42.07 percent of the shares of CSL held by DTV Services Company Limited (“**DTV**”), a subsidiary of Thaicom Public Company Limited (“**THCOM**”) (2) 14.14 percent of the shares of CSL held by Singapore Telecommunication Limited (“**SingTel**”) and (3) 43.79 percent of the shares of CSL held by minority shareholders of CSL (the “**Tender Offer**” or “**VTO**”) in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeover (the “**Acquisition of Securities for Business Takeover Notification**”) under the condition that the Company and/or its subsidiary shall cancel the VTO if, upon the expiry of the VTO period, the offerees tender CSL’s less than or equal to 50.00 percent of the total issued and paid-up ordinary shares of CSL, or less than 297,257,385 shares, according to the number of issued and paid-up ordinary shares of CSL as of 2 October 2017

In this regard, on 6 October 2017, Advanced Wireless Network Co., Ltd. (“**AWN**”), a subsidiary of the Company has entered into two Share Tender Agreement (“**STA**”) with DTV (“**STA with DTV**”), whereby AWN agrees to buy and DTV agrees to sell all of CSL’s shares in the aforementioned Voluntary Tender Offer (the “**VTO**”).

2. The Parties Involved

Buyer: Advanced Wireless Network Company Limited

Seller: All shareholders of CSL including two following major shareholders:

1. DTV, a subsidiary of THCOM, which holds 42.07 percent of total issued and paid-up ordinary shares in CSL

Relationship with the Company: DTV is a subsidiary of THCOM, in which the Company and THCOM have the same major shareholder, namely Intouch Holdings Public Company Limited (“**INTUCH**”), holding 40.45 percent in the Company and 41.14 percent in THCOM. Hence, INTUCH is considered as an indirect major shareholder of DTV.

2. SingTel which holds 14.14 percent of total issued and paid-up ordinary shares in CSL

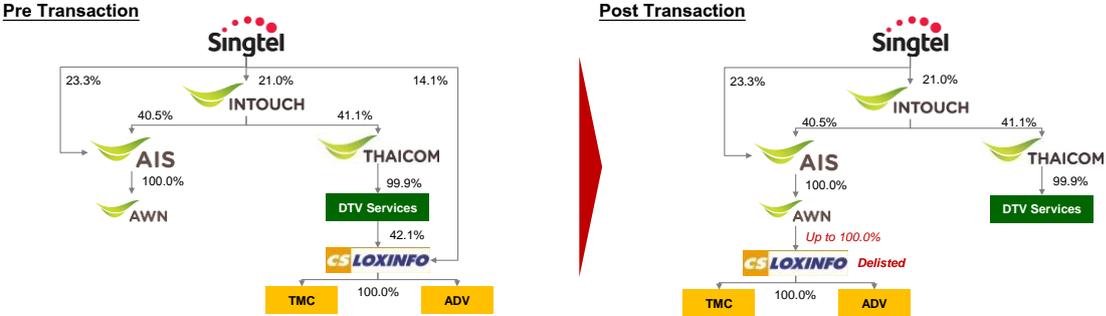
Relationship with the Company: SingTel is a major shareholder of the Company (holding approximately 23.3 percent).

3. General Characteristics of the Connected Transaction

The meeting of the Board of Directors of the Company No. 6/2017 held on 2 October 2017 has resolved to approve the Company and/or its subsidiary to offer the tender all ordinary shares of CSL from all shareholders of CSL via the Tender Offer, which include (1) 42.07 percent of the shares of CSL held by DTV, a subsidiary of THCOM (2) 14.14 percent of the shares of CSL held by SingTel and (3) 43.79 percent of the shares of CSL held by minority shareholders, under the condition that the Company and/or its subsidiary shall cancel the VTO if, upon the expiry of the VTO period, the offerees tender CSL’s shares less than or equal to 50.00 percent of the issued and paid-up ordinary shares of CSL, or less than 297,257,385 shares, according to of the number of issued

and paid-up ordinary shares of CSL as of 2 October 2017; and to approve the Company and/or its subsidiary to enter into the STA with CSL’s two major shareholders, namely DTV and SingTel, whereby the Company and/or its subsidiary agree(s) to buy and DTV and SingTel agrees to sell all of CSL’s shares in the VTO at the offer price of 7.80 bath per share (Collectively as “Asset Acquisition Transaction” or “Transaction”).

The shareholding structure of the Company and CSL before and after the Transaction is as follows:



3.1 Calculation of the Transaction Size under the Notifications on Acquisition or Disposal

The Transaction constitutes an asset acquisition transaction of the Company pursuant to 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, 2004 (collectively, the “Notifications on Acquisition or Disposal”). The transaction value calculated based on the Total Value of Consideration Basis from the latest Consolidated Financial Statements of the Company (for the period ending 30 June 2017) is equivalent to 1.65 percent. However, the Company and AWN had no asset acquisition transaction during the past six months. Accordingly, the transaction is not classified as an asset acquisition transaction that requires the Company to report the information memorandum thereon to the Stock Exchange of Thailand or to seek approval thereof from the shareholders meeting pursuant to the Notifications on Acquisition or Disposal, with the following calculation methods:

Basis	Calculation	Transaction size
1. Comparison of net tangible asset (NTA) value	$\frac{\text{NTA of CSL}^{(1)} \times \text{Acquisition proportion}}{\text{NTA of the Company}^{(2)}}$ $= \frac{611 \times 100\%}{37,707}$	1.62%
2. Comparison of net profit	$\frac{\text{CSL's net profit}^{(3)} \times \text{Acquisition proportion}}{\text{The Company's net profit}^{(4)}}$ $= \frac{297 \times 100\%}{27,928}$	1.06%
3. Comparison of total value of consideration	$\frac{\text{Value of consideration paid}^{(5)}}{\text{Total assets of the Company}^{(6)}}$ $= \frac{4,637}{281,350}$	1.65%
4. Comparison of equity share value	<i>Cannot be calculated as there is no share issuance as a result of payment for the Transaction</i>	

Note: (1) Net tangible asset (NTA) of CSL = Total asset – Total intangible asset – Total liability – Non-controlling interest = 1,786 – 126 – 1,050 – 0 = 611 millions Baht

(2) Net tangible asset (NTA) of the Company = Total asset – Total intangible asset – Total liability – Non-controlling interest = 281,350 – 7,033 – 236,505 – 106 = 37,707 millions Baht

(3) CSL's net profit calculated from last-twelve-month (LTM) consolidated financial statements of CSL (1 July 2016 – 30 June 2017)

(4) The Company's net profit calculated from last-twelve-month (LTM) consolidated financial statements of CSL (1 July 2016 – 30 June 2017)

(5) Value of consideration paid = Total numbers of share of CSL x Acquisition proportion x Office price = 594.5 millions shares x 100% x 7.80 Baht per share = 4,637 millions Baht

(6) Total asset of the Company calculated based on latest available consolidated financial statement of the Company as of 30 June 2017

3.2 Calculation of the Transaction Size under the Notification on Connected Transactions

In order to pursue the Tender Offer, AWN must enter into the transaction with connected persons, i.e., (1) DTV which is a subsidiary of THCOM (as the Company and THCOM share the same major shareholder, it shall be deemed that the major shareholder of the Company is an indirect major shareholder of DTV), and (2) SingTel which is a major shareholder of the Company (holding approximately 23.3 percent of the shares in the Company), such transaction, therefore, constituted a connected transaction of assets or services category, 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, 2003 (collectively, the “**Notifications on Connected Transactions**”). The Transaction value is equivalent to 6.91 percent of total net tangible asset value of the Company, calculated from the latest Consolidated Financial Statements of the Company (for the period ending 30 June 2017). Therefore, such transaction is classified as a connected transaction of assets or services category with the transaction value of exceeding 3.00 percent of the net tangible asset of the Company requiring the Company to disclose the information memorandum thereon to the Stock Exchange of Thailand (the “**Stock Exchange**”) and seek approval thereof from the Board of Directors meeting and shareholders meeting of the Company pursuant to the rules and criteria specified under the Notifications on Connected Transactions, with the following calculation method:

Calculation	Transaction size
$\frac{\text{Value of consideration paid}^{(1)}}{\text{NTA of the Company}^{(2)}} = \frac{2,606}{37,707}$	6.91%

Note: (1) Value of consideration paid = Total numbers of share of CSL x Acquisition proportion from connected person x Office price = 594.5 millions shares x 56.2% x 7.80 Baht per share = 2,606 millions Baht

(2) Net tangible asset (NTA) of the Company = Total asset – Total intangible asset – Total liability – Non-controlling interest = 281,350 – 7,033 – 236,505 – 106 = 37,707 millions Baht

Nevertheless, such Tender Offer is considered as a general tender offer, having AWN, the offeror thereunder, to acquire the shares at the same offering price, offering method, and conditions as offered to all shareholders of CSL, in accordance with the criteria and procedures specified under the Acquisition of Securities for Business Takeover Notification, resulting in the connected person of the Company not receiving any financial interest other than those it is entitled to as per all shareholders of CSL. As a result, the transaction is deemed as a transaction with the same trade agreements as those any reasonable person would agree with any contractual party under similar circumstances, on the basis of commercial negotiation without any dependent influence resulting from the status of a connected person pursuant to Section 89/12 (1) of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto). Consequently, such Tender Offer is classified as a connected transaction which is exempted not requiring the Company to seek approval thereon

from the shareholders meeting under Section 89/12 (1) of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

4. Details of Assets related to the Connected Transaction

Assets related to the connected transaction include the total issued and paid-up ordinary shares of CSL amounting to 42.07 percent or equivalent to 250,099,990 shares held by DTV and 14.14 percent or equivalent to 84,057,030 shares held by SingTel, totaling 56.21 percent of total issued and paid-up ordinary shares of CSL, or equivalent to 334,157,020 shares, with the offer price of 7.80 baht per share, having the total value of the connected transaction is 2,606,424,756 baht, whereby the transaction value is equivalent to 6.91 percent of total net tangible asset value of the Company, calculated from the latest Consolidated Financial Statements of the Company (for the period ending 30 June 2017) in accordance with the Notifications of Connected Transactions (such value includes only shares held by connected persons, DTV and SingTel, excluding value from minority shareholder's shares of CSL).

4.1 General Information of CSL:

Company name:	CS Loxinfo Public Company Limited
Establishment date:	1994
Nature of business:	Provide comprehensive IT service for corporate organizations based on the ICT infrastructures including internet gateways, data centers, cloud computing, and network infrastructures of internet connections
Head Office:	90 CW Tower A, 17 th -20 th Floor, Ratchdapisek Road Huai Khwang, Bangkok 10310
Registered capital:	148,628,692.25 baht
Paid-up capital:	148,628,692.25 baht with a par value of 0.25 baht per share
No. of issued and paid-up shares:	594,514,769 shares

4.2 List of the shareholders of CSL as of 18 August 2017 which is the latest book closing date

No.	Name	No. of Shares	Percentage of Investment
1.	DTV Service Company Limited	250,099,990	42.07%
2.	Singapore Telecommunication Limited	84,057,030	14.14%
3.	Thai NVDR Company Limited	24,567,853	4.13%
4.	Ms. Sudrangsri Rojruangthavee	5,693,800	0.96%
5.	Dr. Chatchawin Charoen-Rajapark	5,650,000	0.95%
6.	CAT Telecom Plc	4,900,000	0.82%
7.	Mr. Suroj Trilojwong	3,800,000	0.64%
8.	Mr. Thawat Tantimate	3,646,500	0.61%
9.	Mr. Thawatchai Tachaassavatham	3,500,000	0.59%
	Others	208,599,596	35.09%
	Total	594,514,769	100.00%

4.3 List of directors as of 2 October 2017

No.	Name	Position
1.	Mr. Wichian Mektrakarn	Chairman of The Board Of Directors
2.	Mr. Sitthichai Chantravadee	Independent Director / Chairman of Audit Committee
3.	Mr. Sillapaporn Srijunpetch	Independent Director / Audit Committee member
4.	Mr. Suraphol Pluemarom	Independent Director / Audit Committee member
5.	Mr. Hansa Chevapurke	Director / Executive Director
6.	Mr. Goh Boon Huat	Director / Executive Director
7.	Mr. Paiboon Panuwattanawong	Director / Chairman of The Executive Committee
8.	Mr. Anuwat Sanguansappayakorn	Director
9.	Mr. Anant Kaewruamvongs	Director / Executive Director / Chief Executive Officer And Managing Director

4.4 Nature of business operation

CSL and its subsidiaries (together as “**CSL group**”) engage in comprehensive Internet Service Provider (ISP) and enterprise business communications. CSL group is focusing on the quality service and flexibility of the customer. At present, main customers include medium to large size enterprises. The businesses are categorized into 3 main services as follows;

1. Internet Access and ICT Services Business (ICT)

ICT Business is the leading total solution ICT Service Provider to corporate clients. ICT Business is a leader in corporate internet and data center services, but also has cloud computing services and flexible and fast ICT solutions, which meet customer needs, as well as providing smooth, reliable after sales-service. Moreover, CSL has also expanded our products/services into the consumer market by launching Broadband service for condominiums. In 2016 and for 6-month period ending 30 June 2017, Internet Access and ICT Services Business contributes 79% and 82% of consolidated revenue, respectively.

2. Media and Advertising on Yellow Pages Business (YellowPages)

YellowPages engage in commercial search provider and is the Thailand’s largest directory publisher. Its database consisted of all types of products and services nationwide such as business listings for business to business (B2B) and business to consumers (B2C).

Due to revenue from publishing the Thailand YellowPages (in Bangkok and Provincial part) has continued to decline according to industry trend and a change in advertisers’ behavior that favored migration to cheaper online media. Thus, CSL Group had restructured YellowPages Business by focusing and developing on online and digital media, and transferring print media customers to online platform on www.yellowpages.co.th. In 2016 and for 6-month period ending 30 June 2017, Media and Advertising on Yellow Pages Business contributes 7% and 6% of consolidated revenue, respectively.

3. Voice Info Services & Mobile Content Business (Voice & Mobile Content)

This business comprises Voice Info Services Segment and Mobile Content Segment. The main revenue streams of these businesses come from information inquiries via the 1188 call center and content products such as general news, entertainment news, and horoscopes via Short Message Services (SMS) through all mobile phone networks and the Audiotex system (1900xxx).

Currently, revenue from Voice Info Services and Mobile Content Business is declining. This has resulted from customer behavior and technology changes. CSL Group is coping with new technology trends and customer behavior changes by focusing on selecting/developing new content to provide a variety of services and developing new applications for corporate sector, as well as focusing on stringent cost and SG&A control. In 2016 and for 6-month period ending 30 June 2017, Voice Info Services & Mobile Content Business contributes 14% and 12% of consolidated revenue, respectively.

CSL has two subsidiaries as follows:

No.	Name	Percentage of Investment
1.	Teleinfo Media Public Company Limited (“TMC”)	99.99%
2.	AD Venture Public Company Limited (“ADV”)	99.99%

4.5 Financial Information

Financial information of CSL for the period ended 31 December 2016 according to audited consolidated financial statements and 30 June 2017 according to reviewed consolidated financial statements are summarized below;

Unit: Million Baht	Period ended 31 December 2015	Period ended 31 December 2016	Six-Month period ended 30 June 2017
Key Financials			
Total Asset	1,908.23	1,898.35	1,786.12
Total Liabilities	1,251.42	1,185.32	1,049.59
Total Shareholders’ Equity	656.82	713.02	736.53
Total Issued and Paid Up Capital	148.63	148.63	148.63
Total Revenue	2,963.84	2,917.86	1,410.83
Net Profit	315.10	305.90	154.30
Earnings Per Share (EPS)	0.53	0.51	0.26
Key Financial Ratios			
ROA (%)	22.05	21.20	n.a.
ROE (%)	49.67	44.66	n.a.
Net Profit Margin (%)	10.63	10.48	10.94

Remark: For more information, please go to <https://www.csloxinfo.com/>

5 Total Value of Consideration and Criteria of Determination of Consideration Value

5.1 Total value of consideration

AWN will acquire all 594,514,769 ordinary shares of the CSL at the offer price of 7.80 baht per share from all shareholders of CSL with a total consideration of 4,637,215,198.20 baht, whereby such consideration will be used for the calculation of the maximum transaction size under the Notifications on Acquisition or Disposal.

The total consideration of the connected transaction are the total issued and paid-up shares of CSL amounting 42.07 percent or equivalent to 250,099,990 shares held by DTV and 14.14 percent or equivalent to 84,057,030 shares held by SingTel, totaling 56.21 percent of total issued and paid-up ordinary shares of CSL, or equivalent to 334,157,020 shares, with the offer price of 7.80 baht per share, having the total value of the connected transition is 2,606,424,756 baht, whereby such consideration will used for the calculation of the transaction size under Notifications on Connected Transactions.

5.2 Criteria of Determination of Consideration Value

The criteria used for determining value of the consideration is based on a number of enterprise valuation methods in accordance with international standards including discounted cash flow valuation method and trading multiples method by taking into account potential synergies after the completion of Tender Offer of all CSL’s shares and AWN becomes the major shareholder of CSL

5.3 Source of Funds

Upon the completion or obtaining waiver of the condition precedents of the VTO by AWN (as shown in section 6), AWN will pursue with the VTO to acquire CSL's shares from all shareholders. The payment will be made in cash to all shareholders accepting the Tender Offer by AWN, whereby the sources of funds will come from the Company's internal cash flow and/or loan from financial institutions.

6 Conditions of the Entering Into The Transaction

The conditional voluntary tender offer for all of the issued and paid-up shares of CSL shall commence upon the completion or obtaining the waiver of the following conditions precedent by AWN, within 180 days from the date of the VTO Letter. In this regard, the Company and AWN shall each use reasonable efforts to complete the following conditions precedent without delay:

- (1) All corporate approvals in relation to the sale of CSL shares by SingTel to AWN in the VTO have been obtained by SingTel (as required);
- (2) The Share Tender Agreement between AWN and SingTel has been concluded and executed by all parties thereto;
- (3) All corporate approvals in relation to the sale of CSL shares by DTV to AWN in the VTO have been obtained by DTV (as required);
- (4) The Share Tender Agreement between AWN and DTV has been concluded and executed by all parties thereto;
- (5) The approvals by the board of directors and the shareholders of THCOM in relation to the sale of CSL shares by DTV to AWN under the connected party transaction rules, have been obtained;
- (6) The approval from the Office of the National Broadcasting and Telecommunications Commission for AWN to acquire CSL shares in the VTO pursuant to the Notification of the National Telecommunications Commission re: Criteria and Procedures for Merger and Cross-holding in Telecommunications Business B.E. 2553 (2010) (as may be amended from time to time) has been obtained;
- (7) Between the date of the Letter of Intent and the date on which the definitive VTO documents (Form 247-4) submitted to the Securities and Exchange Commission becomes effective:
 - (i) CSL and CSL's subsidiaries shall be run in a prudent manner, where actions, arrangements and decisions made shall always be in the best interest of CSL as a whole, and CSL and CSL's subsidiaries may continue to take such actions and make such arrangements so long as the same are considered as usually being undertaken in the ordinary course of business; and
 - (ii) CSL and CSL's subsidiaries (i) will not declare or pay a dividend (in cash or in kind), (ii) will not affect a stock split or other similar reorganization of its capital base, and (iii) except as undertaken in the ordinary course of business, will not enter into any new material agreements with third parties, nor change the terms of any existing material agreements, irrespective of whether such agreements, or changes thereto, would create any liabilities for CSL and CSL's subsidiaries or not; and
 - (iii) CSL shall not solicit, either directly or indirectly, any third party to acquire or subscribe for shares in, or enter into any amalgamation or merger with, or any sale or purchase transaction relating to any material asset with CSL.

(All conditions specified in Section 6 (1) to (7) above are called "**Conditions Precedent**")

As of 6 October 2017, AWN has entered into STA in CSL with DTV, resulting in Conditions Precedent in Clauses (4) above being completed.

7 Details of Connected Persons and Nature of Relationship

DTV is considered as a connected person of the Company as THCOM is its major shareholder holding 99.99 percent of DTV's total issued and paid-up shares. The Company and THCOM have the same major shareholder, namely INTUCH, which holds 40.45 percent of total shares in the Company and 41.14 percent of total shares in THCOM. Therefore, the Company's major shareholder is considered as an indirect major shareholder of DTV.

SingTel is considered as a connected person of the Company because it is a major shareholder of the Company (holding approximately 23.3 percent of the Company's share).

8 Characteristics and Scope of Interests of Connected Persons

As DTV is a subsidiary of THCOM, whereby the Company and THCOM share the same major shareholder, it is deemed that the major shareholder of the Company is an indirect major shareholder of DTV, and SingTel which is a major shareholder of the Company (holding approximately 23.3 percent of the shares in the Company). Such transaction, therefore, constitutes a connected transaction of assets or services category, pursuant to the Notifications on Connected Transactions. The Transaction value is equivalent to 6.91 percent of the total net tangible asset value of the Company, calculated from the latest Consolidated Financial Statements of the Company (for the period ending 30 June 2017). Therefore, such transaction is classified as a connected transaction of assets or services category with the transaction value of exceeding 3.00 percent of the net tangible asset of the Company.

Nevertheless, such VTO is considered as a general tender offer, having AWN, the offeror thereunder, to acquire the shares at the same offering price, offering method, and conditions as offered to all shareholders of CSL, in accordance with the criteria and procedures specified under the Acquisition of Securities for Business Takeover Notification, resulting in the connected person of the Company not receiving any financial interest other than those it is entitled to as per all shareholders of CSL. As a result, the transaction is deemed as a transaction with the same trade agreements as those any reasonable person would agree with any contractual party under similar circumstances, on the basis of commercial negotiation without any dependent influence resulting from the status of a connected person pursuant to Section 89/12 (1) of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto). Consequently, such VTO is classified as a connected transaction which is exempted not requiring the Company to seek approval thereon from the shareholders meeting under Section 89/12 (1) of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

9 Participation and Voting of Directors deemed to be Interested in the Transaction

The Company's directors who are deemed to be interested in the meeting agenda relating to the connected transaction, namely (1) Mr. Somprasong Boonyachai; (2) Mr. Kan Trakulhoon; (3) Ms. Jeann Low Ngiap Jong; (4) Mr. Allen Lew Yoong Keong; and (5) Mr. Hui Weng Cheong, were absent from the meeting and abstained from voting in the meeting agenda relating to the approval of the asset acquisition transaction which is connected transaction of the Company.

10 Opinion of the Board of Directors on the Transaction

The Board of Directors Meeting of the Company No. 6/2017 held on 2 October 2017 (excluding the interested directors) has considered and opined that the Transaction is deemed as being for the benefits of the Company and the shareholders, as the investment in CSL will enhance the enterprise data service business of the Company, and help expand the service coverage to enterprise market, as well as increase the Company's market share in the enterprise data service market. Such investment will enhance the Company's competitive position and the potential growth of the Company's business in the future. Additionally, the offer price which has been

evaluated by the Company's financial advisor via several valuation methodology in accordance with international standards, is deemed reasonable. As a result, the Board of Directors Meeting has resolved to approve that the Company and/or its subsidiary's entering into of the conditional VTO for all CSL's ordinary shares under the condition that the Company and/or its subsidiary shall cancel the VTO if, upon the expiry of the VTO offering period, less than or equal to 50.00 percent of the total issued and paid-up ordinary shares of CSL, or less than 297,257,385 shares, according to the number of issued and paid-up ordinary shares of CSL as of 2 October 2017; and approve the Company and/or its subsidiary's entering into of the STA with CSL's two major shareholders, including (1) DTV, which holds 42.07 percent or equivalent to 250,099,990 shares and (2) SingTel which holds 14.14 percent or equivalent to 84,057,030 shares, whereby the Company and/or its subsidiary agree(s) to buy and DTV and SingTel agree to sell CSL's shares in the VTO.

11 Opinion of the Audit Committee and/or the Directors which differs from the Opinion of the Board of Directors

The Audit Committee and the directors of the Company do not have different opinions from that of the Board of Directors as mentioned in section 10.