

(Translation)

AIS-CP 017-2017

6 December 2017

Subject: Submission of the Announcement of Intention to Make a Tender Offer Form (Form 247-3) of CS Loxinfo Public Company Limited

Attention: President
Stock Exchange of Thailand

Enclosure: Copy of the Announcement of Intention to Make a Tender Offer Form (Form 247-3)

Advanced Info Service Public Company Limited (the “**Company**”) would like to inform you that on 6 December 2017, Advanced Wireless Network Co., Ltd. (“**AWN**”), a subsidiary of the Company, which is the announcer of the Conditional Voluntary Tender Offer for all of the ordinary shares of CS Loxinfo Public Company Limited (“**CSL**”), has submitted the Announcement of Intention to Make a Tender Offer Form (Form 247-3) to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and CSL, the details of which are set out in the Enclosure.

Please be informed accordingly.

Sincerely yours,

- Signed -

(Mr. Somchai Lertsutiwong)

Chief Executive Officer

Advanced Info Service Public Company Limited

Announcement of Intention to Make a Tender Offer

1. Submission date: 6 December 2017

2. Name(s) of the person(s) announcing the intention to make the tender offer (specify all co-offerors):

Name Advanced Wireless Network Company Limited (“**AWN**”)
 Address 414 Phaholyothin Road, Samsen Nai, Phayathai Bangkok 10400
 Telephone No. (66) 2029 5000

3. The tender offer is intended for an acquisition of the securities of:

CS Loxinfo Public Company Limited (“**CSL**” or “**Business**”)

4. Details of the securities for which the tender offer is made

- () For tender offer of all securities of the business
 () For partial tender offer of the business under Chapter 5 of the SEC KorChor. 53/2545.

Type	Number of offered shares (share/unit)	Percentage of securities to be offered in comparison with		Expected offering price per unit	Offering amount
		Total number of outstanding securities of that class/issue ¹	Total voting rights of the business		
Ordinary shares	594,514,769	100.00%	100.00%	7.80	4,637,215,198.20
Preferred shares	-	-	-	-	-
Warrants	-	-		-	-
Convertible debentures	-	-		-	-
Other securities (if any)	-	-		-	-
		Total	100.00%		4,637,215,198.20

¹ In case of shares, regardless of class or issue, the total number of outstanding securities = ordinary shares + preferred shares - shares repurchased by the business (Treasury shares) and are outstanding at the end of a month prior to the month in which the announcement of the intention to make a tender offer is submitted.

5. Securities held prior to making the tender offer and securities to be acquired under any other agreements.

(As of the submission date of the announcement of intention)

5.1 Shares

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the business ²	Percentage in comparison with the total voting rights of the business
I. Person who makes the announcement	-	-	-	-
II. Persons in the same group as the person who makes the announcement	-	-	-	-
III. Related parties under Section 258 of the persons under I and II	-	-	-	-
IV. Other agreements to result in additional acquisition of shares by the persons under I to III				
(a) On 6 October 2017, AWN entered into share tender agreement with DTV Services Company Limited (“DTV”) to purchase all shares of CSL held by DTV through the VTO, under the condition that AWN will cancel the Tender Offer, upon the expiry of the Tender Offer period, if 50% or less of the total number of CSL’s issued and paid-up ordinary shares have been entered.	Ordinary Shares	250,099,990	42.07	42.07
(b) On 24 October 2017, AWN entered into share tender agreement with Singapore Telecommunication Limited (“SingTel”) to purchase all shares of CSL held by SingTel through the VTO, under the condition that AWN will cancel the Tender Offer, upon the expiry of the Tender Offer period, if 50% or less of the total number of CSL issued and paid-up ordinary shares have been tendered.	Ordinary Shares	84,057,030	14.14	14.14
	Total	334,157,020	56.21	56.21

5.2 Convertible Securities

(None)

6. Name of the tender offer preparer: Phatra Securities Public Company Limited
7. Name(s) of other advisor(s) (if any): Weerawong, Chinnavat & Partners Limited
8. Expected date for the official submission of the tender offer²: 14 December 2017
9. Essence of the contract/agreement/memorandum of understanding entered into by the person making the announcement of intention prior to making the announcement, for the purpose of substantial trading of securities of the business, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for trading of securities in the tender offer.

9.1 Share Tender Agreement entered into between AWN and DTV; and Share Tender Agreement entered into between AWN and SingTel

Note: Prior to the execution of the Share Tender Agreements, Advanced Info Service Public Company Limited (“**ADVANC**”) (a shareholder holding 99.99% of the AWN’s total shares) and AWN has performed the following:

- On 5 September 2017, ADVANC submitted the Non-Binding Letters of Intent to Thaicom Public Company Limited (“**THCOM**”) and SingTel for acquiring 42.07% of the total shares in CSL from DTV Services Company Limited (“**DTV**”), a subsidiary of THCOM and 14.14% of the total shares in CSL from SingTel;
- On 2 October 2017, ADVANC submitted the Binding Letters of Intent to THCOM and SingTel by expressing its intention to make a tender offer in CSL at the offering price of THB 7.80 per share, provided that THCOM and/or DTV and SingTel shall enter into the share tender agreement with ADVANC or its subsidiary under the condition that THCOM and/or DTV and SingTel shall sell its entire shares through the conditional voluntary tender offer process;
- On 6 October 2017, AWN submitted the voluntary tender offer (the “**VTO Letter**”) to CSL by expressing its intention to make a tender offer in CSL shares (591,514,769 shares) at THB 7.80 per shares, under the condition that AWN will cancel the Tender Offer, upon the expiry of the Tender Offer period, if 50% or less of the total number of CSL issued and paid-up ordinary shares have been tendered; and upon the conditions precedent of tender offer (as per details in item 9.6) is fulfilled or waived by AWN within 180 days from the VTO Letter.

9.2 Share Tender Agreement between AWN and DTV dated 6 October 2017 and Share Tender Agreement between AWN and SingTel dated 24 October 2017.

² Pursuant to Clause 15 of the SEC Notification No. KorChor. 53/2545, a tender offer (Form 247-4) shall be submitted to the SEC Office within seven business days from the submission date of the announcement of intention.

9.3 Relevant Securities

Class of securities	Issue	Number of securities shares/units	Percentage in comparison with the total number of outstanding securities of such class/issue ³	Percentage in comparison with the total voting rights of the business ⁴
Ordinary Shares	-	<u>250,099,990</u>	<u>42.07</u>	<u>42.07</u>
Ordinary Shares	-	<u>84,057,030</u>	<u>14.14</u>	<u>14.14</u>
		Total	<u>56.21</u>	<u>56.21</u>

9.4 Name of advisor in entering into the agreements: Weerawong, Chinnavat & Partners Limited

9.5 Key Conditions of the Share Tender Agreements

9.5.1 Share Tender Agreement between AWN and DTV

AWN has entered into the Share Tender Agreement with DTV as the shareholder, in order to acquire the 250,099,990 CSL's shares held by DTV, and DTV is willing to tender all of its shares in CSL through the VTO, subject to the following terms and conditions:

- (1) AWN will make a VTO to acquire up to 100% of shares of CSL at the price of THB 7.80 per share upon the conditions precedent of VTO (as detailed in item 9.6) is fulfilled or waived by AWN within 180 days from the date of the VTO Letter.
- (2) Upon fulfilment of the conditions precedent of VTO or a waiver from AWN is granted and AWN has launched the VTO, DTV shall tender all of its shares, free and clear of any encumbrances, in CSL through the VTO within a period specified in the Share Tender Agreement between AWN and DTV.
- (3) In the event that the VTO is not launched by AWN within 180-day period from the date of the VTO Letter, or in the event that the VTO is launched by AWN, during the VTO period, DTV agrees that it shall not (i) approve any dividend payment or stock dividend of CSL; and/or (ii) approve any capital increase or decrease, stock split or stock redemption of CSL; and/or (iii) sell, transfer, pledge, encumber, assign or otherwise dispose of, or enter into any contract, option or other arrangement or understanding with respect to the sale, transfer, pledge, encumbrance, assignment or other disposition of, or limitation on the voting rights of, any of its CSL shares.

9.5.2 Share Tender Agreement between AWN and SingTel

AWN has entered into the Share Tender Agreement with SingTel, as the shareholder, in order to acquire the 84,057,030 CSL' shares held by SingTel and SingTel is willing to tender all of its shares in CSL through the VTO, subject to the following terms and conditions:

³ See Footnote 1.

⁴ Specify the number of voting rights only in cases where the relevant securities are shares.

- (1) AWN will make a VTO to acquire up to 100% of shares of CSL at the price of THB 7.80 per share upon the conditions precedent of VTO (as detailed in item 9.6) is fulfilled or waived by AWN within 180 days from the date of the VTO Letter.
- (2) Upon fulfilment of the conditions precedent of VTO or a waiver from AWN is granted and AWN has launched the VTO, subject to (i) all corporate approvals as required by SingTel having been obtained and (ii) the compliance by AWN with all of its obligations under the Share Tender Agreement between AWN and SingTel and the applicable tender offer rules, SingTel shall tender all of its shares in CSL, free and clear of any encumbrances, through the VTO within a period specified in the Share Tender Agreement between AWN and SingTel.
- (3) During the Restricted Period, SingTel agrees that it shall not (i) exercise its rights as a shareholder holding a minority stake in CSL at any general meeting of CSL convened to approve any capital increase or decrease, or share split of CSL; and/or (ii) sell, transfer, encumber, or enter into any contract, or other arrangement or understanding with respect to the sale, transfer, pledge, encumbrance, assignment, or limitation on the voting rights of, any of its CSL shares, other than as contemplated in the Share Tender Agreement between AWN and SingTel.

For this purpose, “**Restricted Period**” shall mean the period commencing from the date of the STA and ending on the earliest occur of any of the following dates:

- (a) if the VTO is not launched on or prior to 4 April 4, 2018, 4, April 4, 2018;
- (b) if the VTO is launched on or prior to 4 April 4, 2018, the earliest of (i) the last day of the VTO period being 25 business days from the date of launch of the VTO; or (ii) the date on which the intention to tender CSL shares of SingTel in VTO has been revoked, where applicable; or
- (c) the date on which the obligations of SingTel under the Share Tender Agreement between AWN and SingTel are terminated in accordance with its terms.

9.6 Conditions Precedent of the Share Tender Agreement

AWN is obligated to make the VTO if all of following conditions precedent of VTO letter are fulfilled or waived by AWN within 180 days from the VTO Letter:

- (1) All corporate approvals in relation to the sale of CSL shares by DTV and SingTel to AWN in the VTO have been obtained by DTV and SingTel (as required);
- (2) The Share Tender Agreement between AWN and SingTel and the Share Tender Agreement between AWN and DTV have been concluded and executed by all parties thereto;
- (3) The approvals by the board of directors and the shareholders of THCOM in relation to the sale of all CSL's shares held by DTV to AWN under the connected party transaction rules, have been obtained;
- (4) The relevant approval from the Office of the National Broadcasting and Telecommunications Commission for AWN to acquire CSL's shares in the VTO has been obtained;
- (5) 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:

- 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
- 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
- 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.

In this regard, on 1 December 2017, all above-mentioned conditions precedent of VTO were fully satisfied.

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

- Mr. Somchai Lertsutiwong -

(Mr. Somchai Lertsutiwong)

Authorized Director

- Mr. Hui Weng Cheong -

(Mr. Hui Weng Cheong)

Authorized Director

Advanced Wireless Network Company Limited

Announcer of Intention

I have reviewed the information with due care and hereby certify that the person making the announcement of intention is truly capable of making the tender offer as announced to the public and has duly disclosed complete information.

- Mr. Supavud Saicheua -

(Mr. Supavud Saicheua)

Director

- Mrs. Patchanee Limapichat -

(Mrs. Patchanee Limapichat)

Director

Phatra Securities Public Company Limited

Tender Offer Preparer