



True Corporation Public Company Limited

**Information Memorandum Regarding the Amalgamation between
True Corporation Public Company Limited and
Total Access Communication Public Company Limited**

Presented to

Shareholders of True Corporation Public Company Limited

Information as of 11th March 2022

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1 Overview of the Amalgamation

True Corporation Public Company Limited (the “**Company**”) and Total Access Communication Public Company Limited (“**dtac**”) aim to restructure their businesses to become a genuine “technology company” that can meet the challenges of fast-paced global market disruptions, enhance their ability to invest in next-generation networks, as well as become a key player in Thailand’s digital development by supporting the creation of a local tech eco-system capable of nurturing technology start-ups.

Thailand’s sustainable economic prosperity depends on a transition to the digital era. The speed and success of that transition will, in significant part, depend on the initiatives of the private sector, their ability to raise venture capital funding to invest in promising digital start-ups, and their ability to compete with the growing presence of very large, multi-national digital platforms such as Line, Meta, Google, and Tencent.

Convergence trends in the delivery of fixed, mobile and over-the-top (OTT) services have disrupted the traditional field of competition among telecommunication companies to an unlimited number of overlapping providers. This initiative responds to the changing dynamics of competition by helping to create the breadth and depth of capabilities as well as the scale required to sustain world-class networks in Thailand. It also creates a digital hub in the region by combining the local and global expertise of the partners, which will be capable of attracting and fostering top, home-grown talent that can compete with global players.

The amalgamation of the two companies is the first step in that journey.

The meeting of the Board of Directors of the Company No. 1/2565 held on 18th February 2022 resolved to approve the amalgamation between the Company and dtac under the provisions of Public Limited Companies Act B.E. 2535, as amended (the “**PLCA**”), and, as a result, a new public limited company (“**NewCo**”) will be formed (the “**Amalgamation**”). The Board of Directors of the Company also resolved to approve for the Company to enter into an amalgamation agreement with dtac to set forth the terms and conditions of the Amalgamation as well as to propose to the shareholders meeting of the Company for its consideration and approval of the Amalgamation.

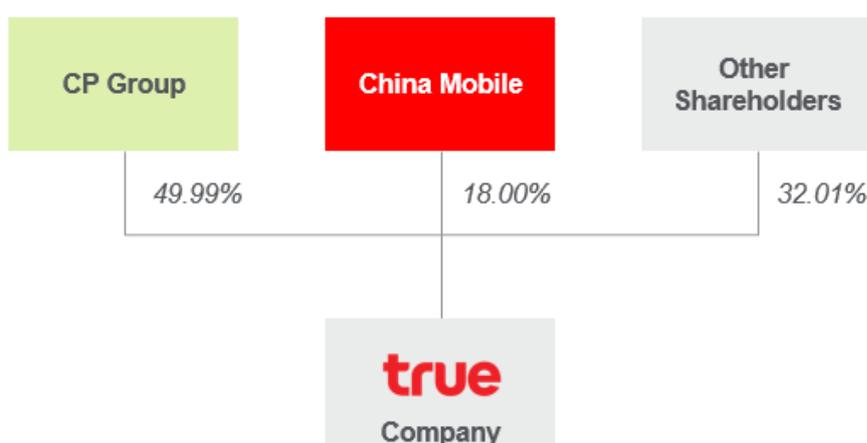
Once the shareholders’ meeting of each of the Company and dtac resolves to approve the Amalgamation, each of the Company and dtac will proceed with the Amalgamation in accordance with the PLCA and other applicable laws, including a notification to creditors of each of the Company and dtac of the shareholders’ meeting’s resolution which approves the Amalgamation and an arrangement for a purchase of shares from the shareholders who attend the shareholders’ meeting and vote against the Amalgamation (the “**Dissenting Shareholders**”).

With the intention to provide an opportunity to the existing shareholders of the Company who do not wish to hold shares in NewCo to sell their shares, Citrine Global Company Limited and Citrine Venture SG Pte Ltd (together, the “**Tender Offerors**”), joint venture companies of Charoen Pokphand Holding Company Limited (“**CPH**”), a shareholder of the Company, and Telenor Asia Pte Ltd (“**TnA**”), a shareholder of dtac, will jointly launch the conditional voluntary tender offer for all shares in the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (the “**VTO**”). In this regard, the VTO will be launched upon the satisfaction of the specified conditions (which had been disclosed on the Stock Exchange of Thailand (**SET**) website on 22nd November 2021) and before the purchase of shares from the Dissenting Shareholders takes place.

Upon the completion of the relevant procedures above, the Company and dtac will jointly hold a joint shareholders' meeting to consider various matters necessary for the Amalgamation as required under the PLCA. After the joint shareholders' meeting, the Board of Directors' of NewCo will proceed with the registration of the Amalgamation and, upon the completion of the registration, NewCo will assume all assets, liabilities, rights, and obligations of the Company and dtac by operation of law. Then, NewCo will submit a final application for listing of its securities to the SET in order to comply with the SET regulation re: Listing of Securities of the Company Formed by Amalgamation of Companies B.E. 2542 (1999). The Amalgamation is expected to be completed by September 2022.

The shareholding structure of the Company and dtac before the Amalgamation and the shareholding structure of NewCo after the Amalgamation, based on the latest list of shareholders of the Company as of 15th March 2021, and the latest list of shareholders of dtac as of 7th March 2022 are as follows:

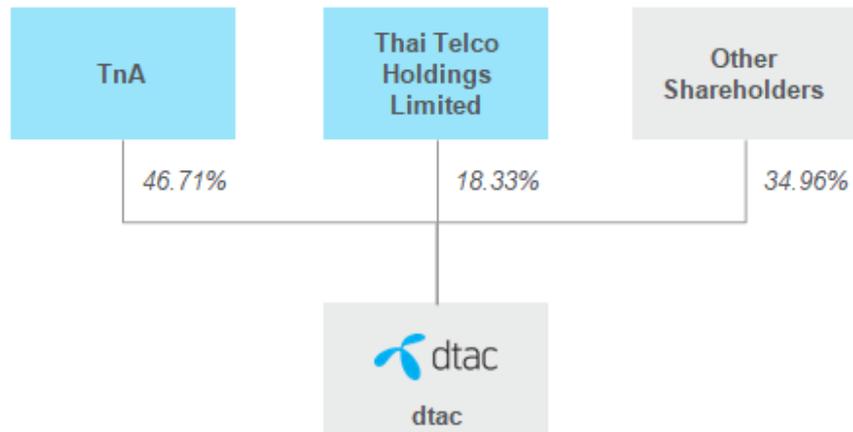
The Company



Note:

- A. China Mobile means China Mobile International Holdings Limited
- B. CP Group consists of:
 1. Charoen Pokphand Group Company Limited (CPG) held 17.84% of the Company's shares
 2. Orient Glory Group Limited (100% held by CPG) held 8.33% of the Company's shares
 3. Glory Summer Enterprises Limited (100% held by CPG) held 4.38% of the Company's shares
 4. Unique Network Company Limited (41.06% held by Thana Holding Company Limited and 58.94% held by ATCM Holding Company Limited) held 4.31% of the Company's shares
 5. Jumbo Kingdom Ventures Limited (held by Active Business Holding Limited) held 3.36% of the Company's shares
 6. Wide Broad Cast Company Limited (58.55% held by Thana Holding Company Limited and 41.45% held by ATCM Holding Company Limited) held 2.84% of the Company's shares
 7. Worth Access Trading Limited (100% held by CPG Overseas Company Limited) held 2.32% of the Company's shares
 8. C.P. Interfood (Thailand) Company Limited (99.99% held by CPG) held 2.21% of the Company's shares
 9. C.P. Foods International Limited (100% held by Charoen Pokphand Foods Public Company Limited ("CPF")) held 1.42% of the Company's shares
 10. Bangkok Produce Merchandising Public Company Limited (99.44% held by CPF) held 0.80% of the Company's shares
 11. C.P. Holding (Thailand) Company Limited which operates business in investment (99.99% held by CPH), held 0.66% of the Company's shares
 12. CPH which operates business in investment (99.99% held by CPG) held 0.62% of the Company's shares
 13. Kasetphand Industry Company Limited (99.99% held by CPG) held 0.61% of the Company's shares and
 14. Creative Light Investments Limited (100% held by CPH) held 0.31% of the Company's shares

dtac



Note: TnA means Telenor Asia Pte Ltd

NewCo



Note:

- 1 The above shareholding structure of NewCo is based on the assumptions that (1) no shareholders of the Company and dtac sell their shares in the VTO and (2) no Dissenting Shareholders of the Company and dtac sell their shares to the Purchasers however if there are the shareholders of the Company and/or dtac selling their shares to the Tender Offerors (i.e. Citrine Global Company Limited and Citrine Venture SG Pte Ltd) in the VTO and/or there are the Dissenting Shareholders selling their shares to the Purchasers (i.e. Citrine Venture Holdings Company Limited and Citrine Investment SG Pte Ltd), the Tender Offerors and the Purchasers will become shareholders of NewCo upon the completion of the Amalgamation.
- 2 Based on the shareholders information as at the date above, the shareholding structure of NewCo will not create a conflict of interest under the relevant regulations of the SET and the Capital Market Supervisory Board.

Please see further details on process, implementation period and procedures of the Amalgamation below.

2 Name of the amalgamating companies and brief information of business

2.1 True Corporation Public Company Limited

2.1.1 General information of the Company

Company Name:	True Corporation Public Company Limited
Type of Business:	Provider of integrated telecommunications and digital services offering mobile, broadband internet, television, content as well as digital platform, solutions and other offerings
Head Office:	No. 18 True Tower, Ratchadaphisek Road, Huay Kwang Sub-district, Huay Kwang District, Bangkok
Registration Number:	0107536000081
Website:	www.truecorp.co.th

2.1.2 Background and business overview

The Company is Thailand's leading integrated telecommunications and digital services provider and an enabler of convergence lifestyles offering mobile, broadband internet, television, content as well as digital platform and solutions. The Company's key competitive strengths are its comprehensive digital platform and ecosystem as well as convergence propositions which combine a variety of quality products and an unparalleled selection of communication services utilizing advanced technologies, innovation, digital solutions and an extensive range of digital media and content.

The Company is committed to escalating Thailand's telecommunications infrastructure and digital services to be at the forefront of the international community and fully connect people, organizations, economies, and societies together to create sustainable value for life.

The Company was registered as a public limited company in 1993 under the name Telecom Asia Corporation Public Company Limited and was listed on the SET in December 1993 under the security symbol "TA". The Company rebranded under the "True" name and adopted the security symbol "TRUE" in April 2004.

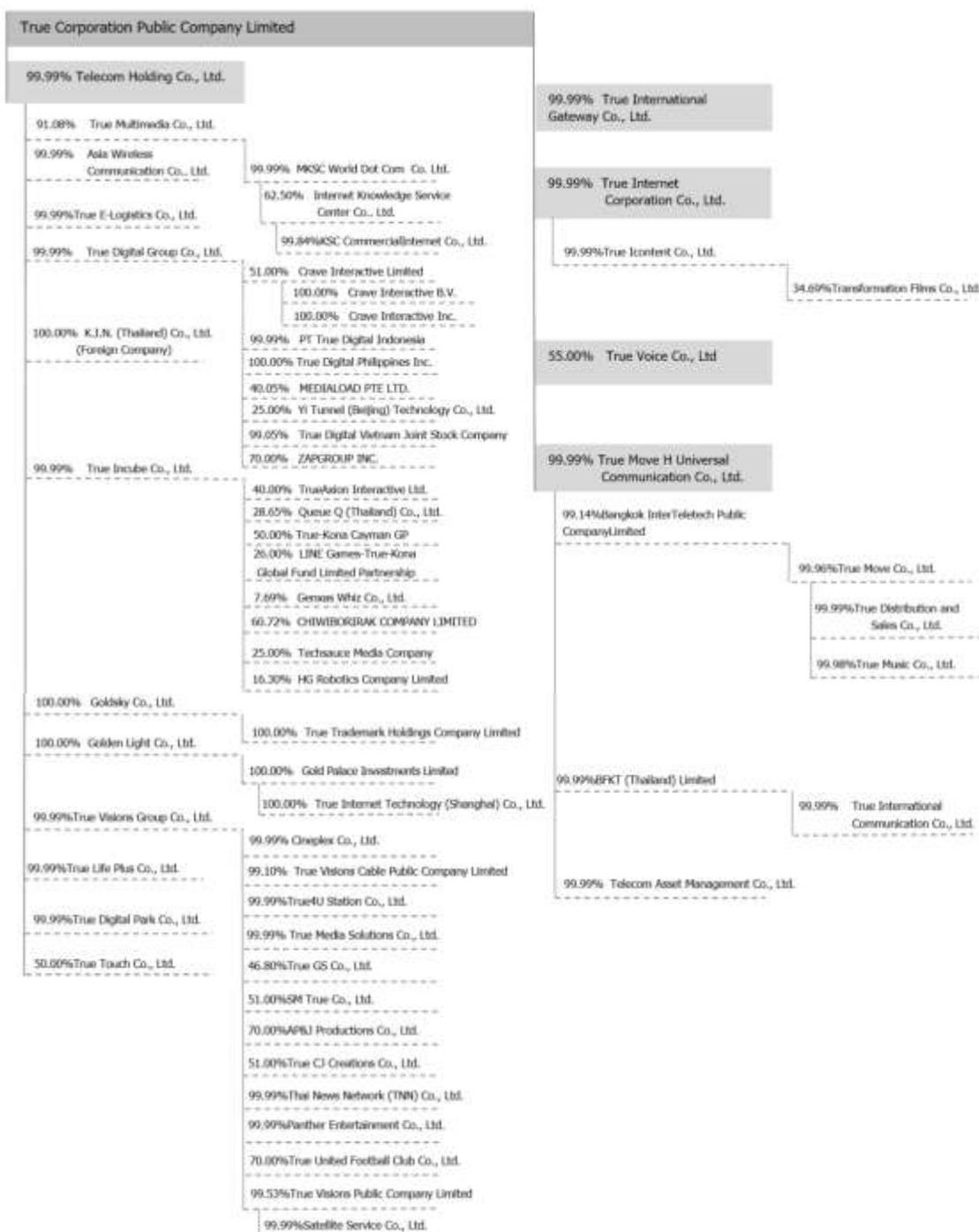
At present, the Company has a registered capital of THB 133,474,621,856 divided into 33,368,655,464 ordinary shares with a par value of THB 4 per share and a paid-up capital of THB 133,472,781,204 divided into 33,368,195,301 ordinary shares with a par value of THB 4 per share.

The core businesses of the Company and its subsidiaries ("**True Group**") are:

- **TrueMove H:** which is one of the leading mobile operators providing a full range of high-quality mobile services through a comprehensive spectrum portfolio with an ideal combination of low-band (700 MHz, 850 MHz under agreement with National Telecom Public Company Limited ("**NT**"), and 900 MHz), mid-band (1800 MHz, 2100 MHz and 2600 MHz), and high-band (26 GHz) frequencies utilizing advanced technologies particularly 5G and 4G as well as Narrowband IoT (NB-IoT). Its networks cover more than 98% of the Thai population across all 77 provinces.

- **TrueOnline:** which is a leading broadband internet services and solutions provider that continues to respond to the growing needs of both consumer and corporate customers through innovation and superior fiber network throughout the country.
- **TrueVisions:** which is a pay TV, digital TV and content provider offering a wide range of quality international and local contents that accommodate diverse lifestyles and preferences of customers.
- **True Digital Group:** which offers a portfolio of digital services, aimed respectively at consumer, merchant, and enterprise markets. Key businesses include Digital Media Platform, O2O and Privilege, Data Analytics, Digital Solutions, Cybersecurity, Integrated Digital Health, as well as True Digital Academy.

True Group's investment structure as of 31st December 2021 is as set out below.



Remarks:

- The companies that are inactive but need to be maintained are Hutchison MultiMedia Services (Thailand) Limited (100.00%), Hutchison Telecommunications (Thailand) Co., Ltd. (100.00%), Hutchison CAT Wireless MultiMedia Limited (68.38%), Hutchison Wireless MultiMedia Holdings Limited (92.50%), Rosy Legend (100.00%), Prospect Gain Limited (100.00%), Samut Pakan Media Corporation Co., Ltd. (99.69%), Song Dao Co., Ltd. (99.72%) and Tale Engineering and Services Co., Ltd. (100.00%).
- The companies in process of liquidation are Asia Infonet Co., Ltd. (65.00%), BeboyCG Co., Ltd. (84.67%), Real Move Co., Ltd. (99.74%) and True Public Communication Co., Ltd. (100.00%).

For further information of True Group, please see the annual reports and the audited and/or reviewed financial statements of the Company available at websites of the Office of the Securities and Exchange Commission (the “SEC Office”) (www.sec.or.th) and the SET (www.set.or.th).

2.2 Total Access Communication Public Company Limited

2.2.1 General information of dtac

Company Name:	Total Access Communication Public Company Limited
Type of Business:	Operates telecommunication business and other related business
Head Office:	No. 319 Chamchuri Square Building, 38 th Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok
Registration Number:	0107538000037
Website:	www.dtac.co.th

2.2.2 Background and business overview

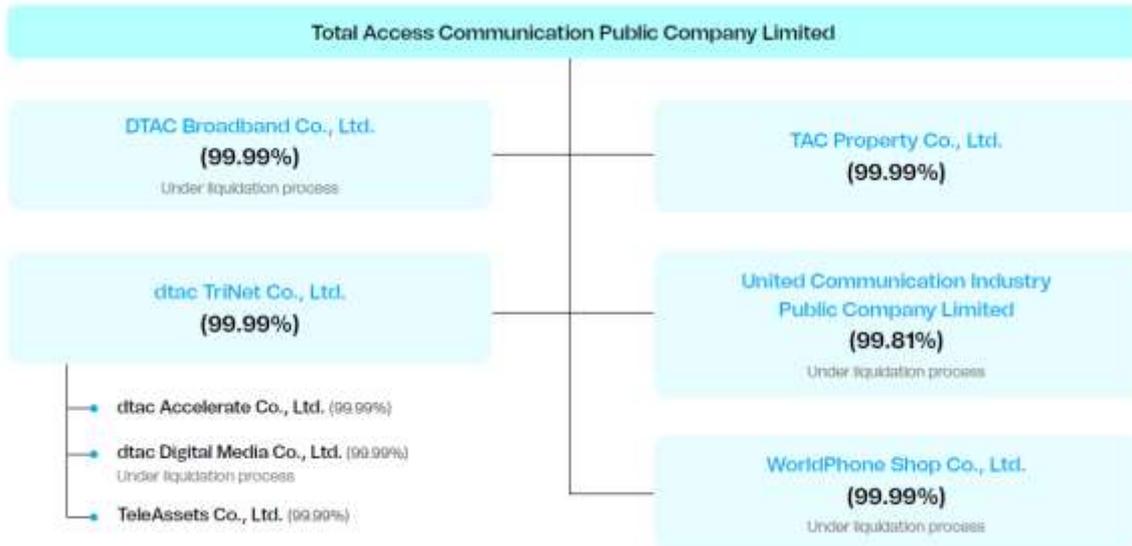
dtac is one of the leading telecommunications operators in Thailand. Through its subsidiary, dtac TriNet Company Limited (“dtac TriNet”), dtac provides telecommunications services with a comprehensive 5G, 4G, 3G, and 2G technology network which allow customers to use voice services, high-speed internet services, domestic mobile phone services, roaming (International Roaming), and long-distance telephone services (**International Direct Dialing “IDD”**). dtac provides telecommunication services with 4G technology using 1800 MHz, 2100 MHz, and 700 MHz spectrum together with 2300 MHz spectrum in cooperation with NT, while providing 3G technology telecommunications services by using 2100 MHz and 900 MHz spectrum (which was switched from 850 MHz since the second quarter of 2021 and provide 2G telecommunication technology using 1800 MHz spectrum. dtac also offers 5G services on 700 MHz and 26 GHz in major locations across the country. dtac and dtac TriNet provide services under the “dtac” brand.

dtac also operates in the business of selling and distributing mobile handsets. Along with providing telecommunication services, handset and starter kit sales allows dtac to offer full services and various value-added promotions, including providing handset subsidies, when acquiring new post-paid customers. Various promotional campaigns that featured mobile handsets not only contributed to higher smartphone penetration, but also helped to both maintain and expand the customer base. At the end of 2021, dtac had a smartphone penetration of 89 percent of the total customer base, reflecting an increase from 87.5 percent of the total customer base in 2020. Revenue from handset and starter kit sales accounted for 11 percent of dtac’s total revenues.

dtac’s ambition is to increase and enhance ways of incorporating digital service channels when offering products and services. By accommodating customer demands for a digital lifestyle, dtac helps to support Thailand’s digital transformation while enabling increased convenience and customer engagement.

At present, dtac has a registered capital of THB 4,744,161,260 divided into 2,372,080,630 ordinary shares with a par value of THB 2 per share and a paid-up capital of THB 4,735,622,000 divided into 2,367,811,000 ordinary shares with a par value of THB 2 per share.

dtac group's structure as at 31st December 2021 is as set out below.



For further information of dtac, please see the annual Form 56-1 One Report and the audited and/or reviewed financial statements of dtac available at websites of the SEC Office (www.sec.or.th) and the SET (www.set.or.th).

3 Name of NewCo

The Amalgamation between the Company and dtac will be implemented in accordance with the provisions of the PLCA. Therefore, the name of NewCo will be proposed and determined at a joint shareholders' meeting of the Company and dtac to be undertaken as part of the process of the Amalgamation.

4 Objective and prospective benefits from the Amalgamation

4.1 Fundamental Principles of the Amalgamation

The Company and dtac consider that NewCo group's operations will be in line with the following principles:

- (a) Liberty in business operation: Business operators generally have the liberty to operate their businesses as provided in the Constitution of the Kingdom of Thailand, to determine appropriate business policies and strategies to respond to the ever-changing and increasingly competitive business environments, and to develop their businesses for prosperity, stability and sustainability.
- (b) Provision of public services: The telecommunications business is a provision of public service under the principle of service continuity and the principle of continued development for better service quality.
- (c) Corporate governance: Telecom business operators must prioritise the interest of users before their own, operate with integrity, achieve performance with transparency and accountability, and take responsibility and attain commercial merit.

- (d) Compliance with the law: Telecom business operators must strictly observe the laws regulating the telecommunications business, law on organization to assign radio frequency and to regulate the broadcasting and telecommunications services and notifications of the National Broadcasting and Telecommunications Commission (“NBTC”).
- (e) The Amalgamation aims to cater to the growing demand for data and services promote competition in the competitive telecommunications business market, ensure better quality and convenience for consumers and adapt faster to technological innovation.

4.2 Objectives of the Amalgamation

The Amalgamation primarily aims to restructure the business of the Company and dtac and to further develop their telecommunications business operations to become a genuine “technology company” to meet the challenges of the fast-paced market disruptions and to enhance competitiveness through development and upgrading of network performance. While the telecommunications business will remain a key business of NewCo, further business development will be technology-oriented which will support the digital transformation of Thailand, in line with Thailand 4.0, to create knowhow on science, technology and innovation, and the nation’s economic development for better competitiveness in the digital industrial sectors. The Amalgamation also intends to further develop NewCo business through artificial intelligence, cloud technology, smart devices, smart cities, and patronage of start-ups in Thailand.

In addition to the above primary objectives, the Company and dtac consider that the Amalgamation has the rationale and necessity to achieve various objectives as well as to appropriately respond and adapt to significant changes in the market that will benefit Thai consumers and the wider Thai economy.

4.3 The positive impact of the Amalgamation

- (a) The Amalgamation will allow consumers throughout the country to benefit from an improved 5G coverage with better network quality, reliability and speed. The Amalgamation will enable NewCo to invest more quickly in infrastructure utilizing more comprehensive spectrum holdings than either party would be in a position to do individually absent the Amalgamation.
- (b) The Amalgamation will allow the Company and dtac to offer consumers with more value-driven convergence of products, services and privileges as well as improving customer care through the opportunity of utilizing combined strengths of both companies along with an expanding ecosystem and integration platform.
- (c) The Amalgamation will allow the Company and dtac to utilize consolidated infrastructure resources such as physical outlets and service centres around the country. The Company and dtac will be able to increase their consumer outreach and improve the accessibility of mobile and internet coverage, which is in line with Thailand 4.0 policy in promoting the digital environment across the population. The Amalgamation will also allow the industry to meet the needs of the changing market dynamics in Thailand with the ever-increasing smartphone usage and mobile broadband.

- (d) NewCo will be able to achieve much greater cost efficiencies in both operating and capital costs when deploying and using their 5G networks, allowing NewCo to be able to spread the high fixed costs of such investments over a larger customer base, and be in a position to invest more quickly and at sufficient scale in the 5G infrastructure, spectrum, technologies and general implementation, compared to what True Group and dtac Group would otherwise be likely to do separately. The Amalgamation is therefore likely to increase the quality of telecom infrastructure and services in Thailand, resulting in Thailand having a leading position compared to other Southeast Asian countries.
- (e) The Company and dtac consider the Amalgamation to be the most effective method in bringing about the above benefits for consumers while ensuring that the market remains competitive and the users are provided advanced mobile technology. The Amalgamation aims to achieve streamlining efficiencies whereby the economies of scale will allow NewCo to operate effectively while simultaneously providing a better consumer experience and enhanced reliable and consistent service quality. The enhanced scale will also enable NewCo to invest in future technologies and network while at the same time innovate and develop cutting edge products and services.

4.4 Benefits to the nation

The Amalgamation seeks to enhance Thai digital operators and businesses as well as Thailand's innovation culture and attract more of the best and the brightest from around the world to do business in Thailand. NewCo will create innovation and technological solutions that benefit Thai consumers and contribute to the country's efforts towards becoming a regional technology hub. NewCo will support Thailand's digital leadership role, by introducing global technology advancements into attractive services and higher-quality products. This will include raising venture capital funding to invest in promising digital start-ups focusing on innovative new products and services for the benefit of all Thai consumers.

4.5 Convergence across numerous communications markets and competition from global operators

The Company and dtac will need to quickly adapt and respond to the ever-growing competitive constraints arising from the convergence of fixed, mobile and OTT services. Already, communications networks in Thailand face intense competition from large multi-national digital platforms (e.g. Line, Meta, Google, Tencent), which offer digital services direct to consumers. These services compete with Mobile Network Operators (MNOs)' traditional telecommunication services (e.g. messaging and voice communications). These global digital players can further leverage their global operations when introducing new services to Thai markets. The Amalgamation will enable the Company and dtac to pool their resources, skills and expertise to offer customers enhanced digital services and address the challenges from the range of well-resourced and significant global digital operators.

5 Process, implementation period and procedures of the Amalgamation

The Amalgamation between the Company and dtac will be implemented in accordance with the PLCA and must also comply with relevant laws and regulations governing the Amalgamation.

5.1 Key procedures of the Amalgamation to be undertaken by the Company and dtac in accordance with the PLCA are as follows:

5.1.1 Shareholders' Meeting of each amalgamating company to consider and approve the Amalgamation and other acts relating to the Amalgamation

Each of the Company and dtac will propose to its shareholders' meeting to consider and approve the Amalgamation and other acts relating to the Amalgamation, including a reduction of registered capital with respect to authorised but unissued shares and an amendment to the memorandum of association. The Amalgamation must be approved by each of the meeting of shareholders of the Company and dtac by the votes of at least three-fourths of total votes of shareholders attending the meeting and entitled to vote in accordance with the provisions of the PLCA.

5.1.2 Notification by the Company and dtac to their creditors regarding the resolution of the shareholders' meeting approving the Amalgamation

Each of the Company and dtac will be required to notify their creditors in writing of the shareholders meeting's resolution approving the Amalgamation within 14 days from the date on which the shareholders meeting passes the resolution approving the Amalgamation and allow the creditors to object the Amalgamation within the period of 2 months from the date of receipt of the notification. Each of the Company and dtac will also be required to publish the shareholders meeting's resolution in a newspaper within such 14 days. In case any creditor objects to the Amalgamation, the PLCA stipulates that the Company and/or dtac (as the case may be) shall satisfy or give security for such objection in order to further proceed with the Amalgamation.

5.1.3 Arrangement by the Company and dtac of the purchasers of shares from Dissenting Shareholders

If the shareholders meeting of each of the Company and dtac resolves to approve the Amalgamation, but there are the Dissenting Shareholders, each of the Company and dtac shall arrange for purchasers (the "**Purchasers**") to purchase shares of the Company and/or dtac (as the case may be) from the Dissenting Shareholders at the last traded price on the SET immediately prior to the date on which the shareholders' meeting of each of the Company and dtac resolves to approve the Amalgamation (the "**Offer Price**"), which in this case is 1st April 2022, pursuant to Section 146 paragraph 2 of the PLCA. However, in the case where the Dissenting Shareholders of the Company and/or dtac (as the case may be) do not sell their shares to the Purchasers within a period of 14 days from the date of receipt of such an offer from the Purchasers, the Company and dtac can continue to proceed with the Amalgamation and such Dissenting Shareholders shall become shareholders of NewCo upon completion of the registration of the Amalgamation.

In this regard, Citrine Venture Holdings Company Limited and Citrine Investment SG Pte Ltd, joint venture companies of CPH and TnA, have expressed their intention to be the Purchasers to purchase shares from the Dissenting Shareholders of the Company and dtac under the terms and conditions which have been disclosed to the SET by the Company and dtac on 18th February 2022.

The Purchasers will purchase the shares from the Dissenting Shareholders after completion of the VTO to be jointly conducted by the Tender Offerors with the intention to provide an opportunity to the existing shareholders of the Company who do not wish to hold shares in NewCo to sell their shares in the VTO, in addition

to the opportunity to sell shares as the Dissenting Shareholders to the Purchasers. Please find more details regarding the VTO in the announcement made on the SET website on 22nd November 2021.

In this regard, the Offer Price offered to the Dissenting Shareholders may be lower or greater than the tender offer price of THB 5.09 per one share of the Company offered in the VTO, as the Offer Price will be the last traded price of the Company's shares on the SET on 1st April 2022 which is the date prior to the date on which the shareholders' meeting of each of the Company and dtac resolves to approve the Amalgamation.

The purchase of shares from the Dissenting Shareholders may result in the shareholding of the Purchasers (including their related persons under Section 258 of the Securities and Exchange Act B.E. 2535, as amended and persons acting in concert) in the Company and/or dtac (as the case may be) reaching or crossing the mandatory tender offer trigger point (i.e. 50% or 75% of total voting rights in the Company and/or dtac (as the case may be)). However, the Purchasers will not have an obligation to make a mandatory tender offer for all securities of the Company and/or dtac (as the case may be) as a result of the purchase of shares in the Company and/or dtac from the Dissenting Shareholders because the Purchasers have already obtained a waiver for such obligation from the SEC Office.

After completion of the purchase of shares from the Dissenting Shareholders, the Purchasers also plan to sell all of the shares purchased from the Dissenting Shareholders to the Tender Offerors.

5.1.4 Joint shareholders meeting of the Company and dtac

Upon completion of the procedures above by the Company and dtac, Section 148 of the PLCA stipulates that the Chairman of the Board of Directors of each of the Company and dtac shall call a joint shareholders meeting of the Company and dtac to consider the following matters:

- (a) allotment of shares in NewCo to the shareholders;
- (b) name of NewCo, for which a new name or the former name of any one of the amalgamating companies may be used;
- (c) objectives of NewCo;
- (d) capital of NewCo, of which the amount shall not be less than the aggregate amount of the paid-up capital of both of the amalgamating companies, and if the amalgamating companies have already issued and sold all of their registered shares, the joint shareholders meeting may also approve an increase of the capital;
- (e) memorandum of association of NewCo;
- (f) articles of association of NewCo;
- (g) election of the directors of NewCo;
- (h) election of the auditor of NewCo; and
- (i) other matters necessary for the amalgamation of companies (if any).

In this regard, such a joint shareholders meeting must be held within 6 months from the date on which the Amalgamation is approved by the Company's shareholders meeting or dtac's shareholders meeting, whichever is later, unless such a

joint shareholders meeting has passed a resolution to extend such period, but the total period shall not be more than one year.

The PLCA also stipulates that at the joint shareholders meeting, the provisions of the PLCA concerning such matters shall apply mutatis mutandis, except for the matters as follows:

- (1) the venue of the meeting shall be in the locality in which the head office of any one of the amalgamating companies is located or in a nearby province;
- (2) there shall be shareholders holding shares in aggregate not less than one-half of the total number of issued shares of each of the amalgamating companies attending the meeting to constitute a quorum;
- (3) the shareholders attending the meeting shall elect one shareholder to be the chairman of the meeting; and
- (4) the decision of the meeting shall be made by a majority vote of the shareholders attending the meeting.

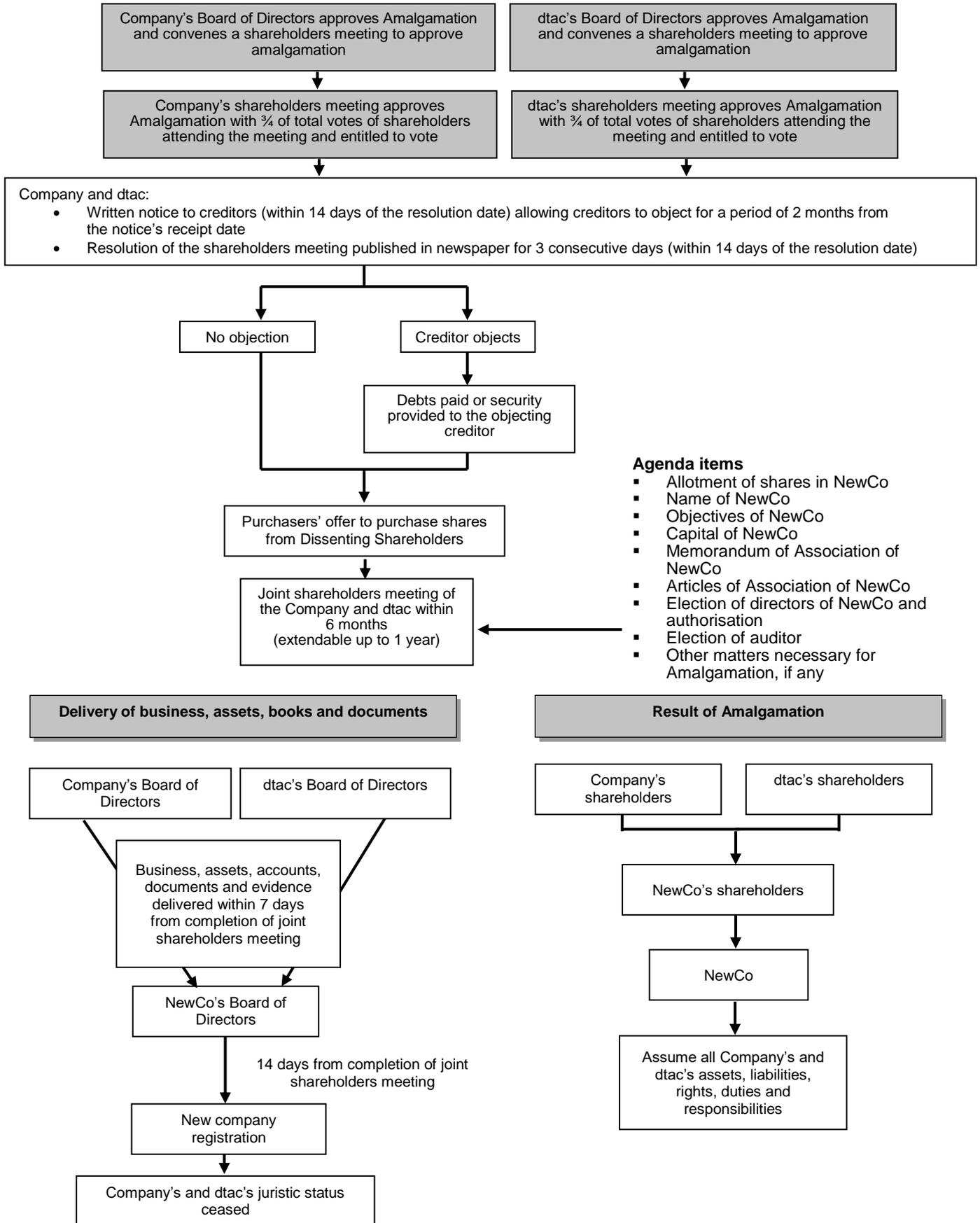
5.1.5 Delivery of business

The PLCA stipulates that the Board of Directors of the Company and dtac shall deliver all the businesses, assets, accounts, documents and evidence of the companies to the Board of Directors of NewCo within 7 days as from the date of completion of the joint shareholders meeting.

5.1.6 Registration of the Amalgamation and its consequence

The Board of Directors of NewCo shall apply to register the Amalgamation and at the same time submit to the registrar the memorandum of association and the articles of association approved at the joint shareholders meeting within 14 days from the date of completion of the joint shareholders meeting. When the Amalgamation has been registered by the registrar, the Company and dtac shall cease their status as juristic persons, and the registrar shall make a note thereof in the register. NewCo shall assume all assets, liabilities, rights, duties, and responsibilities of the Company and dtac.

The key Amalgamation procedures under the PLCA are summarised in the chart below:



5.2 Key Actions with relevant authorities in relation to the Amalgamation

In order to implement the process of the Amalgamation, the Company and/or dtac will need to coordinate, consult with, and/or seek approval, authorisation, waiver, amendment, modification, transfer and/or consent from, certain government agencies, organisations, authorities, and/or officials. Below is a summary of the significant actions required.

5.2.1 Actions in relation to debentures

- Submission of the new terms and conditions for debentures, and other relevant documents, such as an agreement to appoint a registrar and a debenture holder representative, with the conditions that are substantially the same as those in the existing agreements, except for the name of the company, and other material terms that must be amended in accordance with the Amalgamation, the surrender of old debenture certificates, the issuance of new debenture certificates, the credit rating and any acts in relation to the debentures, including the holding of a debenture holders meeting as necessary or appropriate.

5.2.2 Actions in relation to the public disclosure and the listing of shares of NewCo on the SET

- Disclosure of information of each of the Company and dtac relating to the Amalgamation and other relevant matters, including the notifications of resolutions of the Board of Directors' meetings and shareholders' meetings.
- Submission of the listing application to the SET requesting the SET to accept the shares in NewCo as listed securities on the SET.
- Other relevant actions (if any).

5.2.3 Actions in relation to the shares of the Company and dtac

- Closure of the shareholders register book of each of the Company and dtac to determine the shareholders who are entitled to receive shares in NewCo in the allocation process.
- Allocation of shares in NewCo to its shareholders according to their entitlement, the rounding of share fractions, and payment of compensation for the disregarded fractions of shares (if any).
- Preparation of a list of shareholders of NewCo (BorMorJor. 006) as a supporting document for the registration of the Amalgamation with the Ministry of Commerce.
- Surrender of share certificates by the existing shareholders of the Company and/or dtac in the scrip system, and the issuance of new share certificates of the NewCo to such shareholders.

5.2.4 Actions in relation to tax matters

- Submission of VAT refund application for the Company and dtac prior to amalgamation date, in case of any excess input tax carry forwards.
- Obtaining Tax ID of NewCo once the amalgamation registration with Thai Ministry of Commerce is completed.

- VAT registration and other relevant registration, e.g. branches registration, for NewCo after the registration of the Amalgamation.
- Amendment to tax registration particulars for the Company and dtac within 15 days after the registration of the Amalgamation.
- Notification of the Amalgamation within 30 days after the amalgamation date.
- Corporate income tax filing within 150 days together with the audited financial statement as of the date before the amalgamation for the Company and dtac.
- Other relevant actions (if any).

5.2.5 Actions in relation to the business operations and licenses to operate businesses

- Submission of merger filings, amendments to the registration particulars of the licenses, documents, evidence of rights and/or the transfer of licenses to NewCo to the relevant regulatory authorities, including NBTC.

5.2.6 Actions in relation to corporate filings

- Registration of reduction of registered capital of the Company and dtac with respect to unissued shares and an amendment to the memorandum of association.
- Registration of the Amalgamation after a joint shareholders meeting of the Company and dtac has approved the matters relating to the Amalgamation.

5.3 The key procedures and tentative timeframes of the Amalgamation process are summarised in the table below:

No.	Key Procedures	Tentative Timeframe ⁽¹⁾
1	Each of the Company and dtac submitted the merger notification with the NBTC ¹ .	25 th January 2022
2	Each of the Company and dtac holds its Board of Directors' meeting to consider and approve the Amalgamation and proposes the Amalgamation to the shareholders meeting for consideration and approval.	18 th February 2022
3	Each of the Company and dtac coordinates, consults with, and/or seeks approval, authorisation, waiver, amendment, modification, transfer and/or consent from the relevant government agencies, organisations, authorities and/or officials, in order to implement the Amalgamation and preserves the rights and benefits of the Company and/or dtac, and obtain, amend, modify and/or transfer the rights and benefits under business operation licenses, documents, evidence of rights and/or registers to NewCo and for the shares of NewCo to be listed securities on the SET.	From 19 th February 2022

¹ After the NBTC has considered such notification and passed a resolution relating thereto (if any), the Company and dtac will acknowledge such resolution of the NBTC.

No.	Key Procedures	Tentative Timeframe ⁽¹⁾
4	Each of the Company and dtac negotiates with, and/or seeks approval, consent, and/or waiver from, the relevant financial institutions, other creditors, employees and/or contractual parties, in the event that a default or a breach of an agreement or contract may be caused, or the right of termination of an agreement or contract may be triggered, as a result of the Amalgamation or other acts relating to the Amalgamation, or in the event that approval of the Amalgamation or other acts relating to the Amalgamation is required.	From 19 th February 2022
5	Each of the Company and dtac holds a shareholders meeting to consider and approve the Amalgamation and other acts relating to the Amalgamation.	4 th April 2022
6	Each of the Company and dtac notifies its creditors in writing of the resolutions of its shareholders meetings approving the Amalgamation and allows the creditors to object the Amalgamation for a period of 2 months from the date of receipt of the notification.	Mid-April 2022 to Late-June 2022 (The Company and dtac must send the notification to their creditors within 14 days from the date that the shareholders meeting of each of the Company and dtac approves the Amalgamation.)
7	<p>Upon the satisfaction of all of the conditions as set out below (except for those conditions that may be waived) (the “VTO Conditions”), the Tender Offerors⁽²⁾ will launch the VTO.</p> <p>The VTO Conditions are as follows:</p> <ul style="list-style-type: none"> (i) approval of the Amalgamation by the board and shareholder meetings of the Company; (ii) approval of the Amalgamation by the board and shareholder meetings of dtac; (iii) the Company and dtac having entered into an amalgamation agreement with respect to the Amalgamation; (iv) the Company and dtac having finalised and agreed the form of documents, plans, policies and appointments of management of NewCo relating to the implementation of the Amalgamation; 	Late-June 2022 to Early- August 2022

No.	Key Procedures	Tentative Timeframe ⁽¹⁾
	<p>(v) all regulatory approvals, consents, waivers, filings and authorisations required for the Amalgamation having been obtained and not withdrawn, in each case on terms acceptable to the Company and dtac;</p> <p>(vi) all relevant third-party consents and waivers required for the Amalgamation having been obtained and not withdrawn and/or the underlying obligations with respect to which such consents or waivers are required to be obtained having been otherwise satisfied such that no such consent or waiver is needed;</p> <p>(vii) no creditor's objection to the Amalgamation as required pursuant to Section 147 of the PLCA having been made or, if any objection is made, such relevant objections having been satisfied or security having been given with respect to such objections; and</p> <p>(viii) there not having been, since the date hereof and the last date on which other VTO Conditions having been satisfied, any change or development that causes or could be reasonably expected to cause serious damage to the status or assets of the Company or dtac, provided that such change or development is not caused by the Tender Offerors nor resulted from any action that the Tender Offerors are responsible for.</p>	
8	The Purchasers, namely Citrine Venture Holdings Company Limited and Citrine Investment SG Pte Ltd, will jointly make an offer to purchase the shares of the Company and dtac from the Dissenting Shareholders.	Early-August 2022 to Mid-August 2022
9	The Company and dtac jointly hold a joint shareholders meeting to consider various matters necessary for the Amalgamation including name, capital, allocation of shares, objectives, memorandum of association and articles of association, directors and auditor of NewCo, etc.	Late-September 2022

No.	Key Procedures	Tentative Timeframe ⁽¹⁾
10	<p>The Company and dtac will proceed with the registration of NewCo with the Ministry of Commerce.</p> <p>Once the registration of NewCo is completed, the Company and dtac will cease to have the status of juristic persons and NewCo will be formed and assume all of the assets, liabilities, rights, duties, and responsibilities of both companies by virtue of law.</p>	<p>Late-September 2022 (within 14 days from the date of the joint shareholders' meeting of the Company and dtac)</p>
11	<p>After the registration of NewCo, NewCo will submit a final listing application and other required documents to the SET.</p> <p>Once the SET approves the listing, the shares of NewCo will become listed securities and the shares of the Company and dtac will be delisted from the SET on the same day.</p>	<p>Late-September 2022</p>

Remarks:

- (1) The above timeframes are tentative and subject to change depending on the progress and results of the approval, consent, authorisation or waiver from the government agencies, authorities or officials, creditors or other relevant parties.
- (2) Citrine Global Company Limited and Citrine Venture SG Pte Ltd are joint venture companies between CPH, a shareholder of the Company, and TnA, a shareholder of dtac. Citrine Global Company Limited submitted a letter to the Company and dtac on 20th November 2021, declaring its intention to conduct the VTO, in accordance with the applicable law and the terms and conditions set out in such letter.

5.4 Capital of NewCo

NewCo's registered and paid-up capital will be THB 138,208,403,204, divided into 34,552,100,801 ordinary shares, with a par value of THB 4 each, which is equivalent to the total amount of the Company's and dtac's registered and paid-up capital after the reduction of the Company's and dtac's registered capital and the Amalgamation.

5.5 Details of the allocation of shares in NewCo to its shareholders and share capital of NewCo

As part of the Amalgamation process, the shares in NewCo will be allocated to the shareholders of the Company and dtac whose names appear in the respective shareholders register books, at the time, and on the date to be further determined, in the following ratios: ("**Exchange Ratio**")

- 1 existing share in the Company to 0.60018 shares in the NewCo; and
- 1 existing share in dtac to 6.13444 shares in the NewCo.

The above exchange ratios have been considered based on NewCo's registered and paid-up capital of THB 138,208,403,204, divided into 34,552,100,801 ordinary shares, with a par value of THB 4.

In the allocation of shares in NewCo to its shareholders, if there is a fraction of a share which is greater than or equal to 0.5 share as a result of the calculation in accordance with the foregoing ratios, such fraction will be rounded up to 1 share. If a fraction of a share is less than 0.5, such fraction will be disregarded. NewCo will pay compensation for the lesser shares to the relevant shareholders in proportion to the disregarded fraction of a share, at the price and within the period to be further determined. The details and principles for the rounding of shares may be subject to further consideration as deemed appropriate.

In order to ensure that the capital of NewCo is comprised 34,552,100,801 ordinary shares with a par value of THB 4 per share, Citrine Global Company Limited and Citrine Venture SG Pte Ltd have agreed to be balancers (the “**Balancers**”) for the purpose of the rounding of shares and shall pay to or receive compensation from NewCo for such balancing of shares. Therefore, if the total number of issued shares in NewCo to be allocated to its shareholders, which is calculated according to the foregoing ratios, is more than 34,552,100,801 shares immediately after the Amalgamation, NewCo will allocate fewer shares to the Balancers so that the total number of issued shares in NewCo allocated to its shareholders will be equal to 34,552,100,801 shares. NewCo will compensate the Balancers in cash for such fewer number of shares allocated to them in an amount equivalent to the compensation per share in NewCo, which is payable to shareholders for the disregarded fractions of shares, multiplied by the number of such fewer number of shares in NewCo allocated to the Balancers. In the event that the total number of issued shares in the NewCo, calculated according to the foregoing proportions, is less than 34,552,100,801 shares immediately after the Amalgamation, NewCo will allocate additional shares to the Balancers so that the total number of issued shares in NewCo allocated to its shareholders will be equal to 34,552,100,801 shares. In this case the Balancers will pay for the additional shares in NewCo in the amount equivalent to the compensation per share in the NewCo, which is payable to shareholders for the disregarded fractions of shares, multiplied by the number of the additional number of shares in NewCo allocated to the Balancers.

5.6 Impact from Allocation of the NewCo’s Shares

The Amalgamation will involve the allocation of NewCo’s shares to the Company’s and dtac’s existing shareholders at the different exchange ratios. Such exchange ratios may result in the allocation of decimal units of NewCo shares to the Company’s and dtac’s shareholders and rounding off of such allocation will be required. In this connection, some shareholders may be allocated with shares in small lots that may not be tradable on the main board (odd lots) because the main board only trade shares in multiple of one hundred units. The trading of such odd lot shares would have to be done on the odd lot board which has lower liquidity and, usually, will be traded at discount to the prices of shares traded on the main board, thus reducing the benefit of such shareholders.

6 Conditions of the Amalgamation

The completion of the Amalgamation is subject to the Company and dtac having entered into an amalgamation agreement with respect to the Amalgamation (the “**Amalgamation Agreement**”) and the satisfaction of the conditions necessary for, or relating to, the Amalgamation as specified in the Amalgamation Agreement, including without limitation to the following key conditions and actions:

- (a) approval of the Amalgamation by the board and shareholder meetings of the Company;
- (b) approval of the Amalgamation by the board and shareholder meetings of dtac;

- (c) the Company and dtac having finalised and agreed the form of documents, plans, policies and appointments of management of NewCo relating to the implementation of the Amalgamation;
- (d) all regulatory approvals, consents, waivers, filings and authorisations required for the Amalgamation having been obtained and not withdrawn, in each case on terms acceptable to the Company and dtac;
- (e) all relevant third-party consents and waivers required for the Amalgamation having been obtained and not withdrawn and/or the underlying obligations with respect to which such consents or waivers are required to be obtained having been otherwise satisfied such that no such consent or waiver is needed;
- (f) no creditor's objection to the Amalgamation as required pursuant to Section 147 of the PLCA having been made or, if any objection is made, such relevant objections having been satisfied or security having been given with respect to such objections; and
- (g) the Tender Offerors having completed the VTO for shares in the Company and dtac;
- (h) the Purchasers having completed the purchase of shares in the Company and dtac from the Dissenting Shareholders pursuant to Section 146 of the PLCA;
- (i) the joint shareholders meeting of the Company and dtac having approved the matters as required under Section 148 of the PLCA;
- (j) the implementation prior to the completion of the Amalgamation of (i) accounting adjustments to the assets of True Group which might be redundant under NewCo and (ii) related changes to the share capital and equity of the subsidiaries of the Company, in compliance with accounting standards and relevant laws and regulations, provided that such adjustment shall not lead to any change in the Exchange Ratio;
- (k) the Ministry of Commerce having accepted the registration of the Amalgamation; and
- (l) there not having been, since the date of the Amalgamation Agreement and as at the date prior to the date on which the Ministry of Commerce having accepted the registration of the Amalgamation, any change or development (including any prospective change) that could be reasonably expected to result in a material adverse change in the condition (financial, operational or otherwise) of the earnings, business affairs or business prospects of the Company, dtac or NewCo (after the Amalgamation), whether or not arising in the ordinary course of business.

7 General information of NewCo

NewCo, as a new entity to be created from the Amalgamation between the Company and dtac in accordance with the PLCA, would assume all assets, liabilities, rights, duties, and responsibilities of both companies. Any creditors and debtors of the Company and dtac will become creditors and debtors of NewCo. All obligations under contracts between both companies and contractual counterparties, including other obligations, will also be assumed by NewCo. After the shareholders meeting of each of the Company and dtac having approved the Amalgamation, each of the Company and dtac will coordinate with the relevant government agencies to, among others, obtain approval, waiver, or make filing, for a transfer and/or issue of relevant licenses with respect to the business operations of NewCo in order that the transfer and/or issue of licenses with respect to the business operations of NewCo will be completed upon the registration of the Amalgamation with the Ministry of Commerce or as soon as possible thereafter.

Moreover, NewCo will assume the existing obligations and rights of each of the Company and dtac as a shareholder of its subsidiaries, affiliated companies and other companies in which each of the Company and dtac has invested.

As part of the Amalgamation process, the Company and dtac will arrange for a submission of a listing application with the SET for the shares in NewCo to be listed on the SET in accordance with the relevant regulations of the SET.

7.1 Business overview of NewCo

NewCo will become one of the leading telecommunications service providers in Thailand, with capabilities to accelerate Thailand's progressive digital technology agenda in terms of network performance, innovation, investment strength and employer brand.

As a telecom-tech company, NewCo will operate in the businesses of:

- Telecommunications services and the sale and distribution of mobile handsets with a comprehensive spectrum portfolio of 700 MHz, 850 MHz (under partnership agreement with NT), 900 MHz, 1800 MHz, 2100 MHz, 2600 MHz spectrum, 26 GHz and an agreement with NT for roaming on NT's 2300 MHz spectrum
- Broadband internet provider
- Pay TV, digital TV and content provider
- Portfolio of digital services
- Venture capital investments, with the intention to raise venture capital funding together with partners of USD 100-200 million to invest in promising digital start-ups focusing on new products and services for the benefit of all Thai consumers

7.2 Shareholding structure of NewCo

Based on the assumptions set out below, the top ten shareholders of NewCo, immediately after the registration of the Amalgamation with the Ministry of Commerce, will be as follows:

No.	Shareholders	Shareholding (%)
1	CP Group	28.98
2	Telenor Asia Pte Ltd	19.64
3	China Mobile International Holdings Limited	10.43
4	Thai Telco Holdings Limited	7.71
5	Thai NVDR Company Limited	5.96
6	National Telecom Public Company Limited	2.39
7	Social Security Office	1.57
8	South East Asia UK (Type C) Nominees Limited	1.06
9	UOB Kay Hian (Hong Kong) Limited - Client Account	0.81
10	UBS AG Hong Kong Branch	0.50

Remark:

The above list of top ten shareholders of NewCo is prepared on the following assumptions:

- (1) After the Amalgamation, NewCo will have 34,552,100,801 total issued shares at par value per share of THB 4, which results from a combination of the paid-up share capital of the Company and dtac as of 31st December 2021;
- (2) allocation of shares in NewCo to its shareholders will be made according to paragraph 5.5 of this Information Memorandum;
- (3) no shareholders of the Company and dtac sell their shares to the Tender Offerors in the VTO;
- (4) no Dissenting of Shareholders of the Company and dtac sell their shares to the Purchasers in the purchase of shares from the Dissenting Shareholders of the Company and dtac;
- (5) the existing shareholders of the Company and their shareholding in the Company are as of 15th March 2021, which is the latest Record Date of the Company;
- (6) the existing shareholders of dtac and their shareholding in dtac are as of 7th March 2022, which is the latest Record Date of dtac; and
- (7) CP Group consists of:
 - (a) Charoen Pokphand Group Company Limited (“CPG”) which will hold 10.34% of the NewCo’s shares;
 - (b) Orient Glory Group Limited (100% held by CPG) which will hold 4.83% of the NewCo’s shares;
 - (c) Glory Summer Enterprises Limited (100% held by CPG) which will hold 2.54% of the NewCo’s shares;
 - (d) Unique Network Company Limited (41.06% held by Thana Holding Company Limited and 58.94% held by ATCM Holding Company Limited) which will hold 2.50% of the NewCo’s shares;
 - (e) Jumbo Kingdom Ventures Limited (held by Active Business Holding Limited) which will hold 1.95% of the NewCo’s shares;
 - (f) Wide Broad Cast Company Limited (58.55% held by Thana Holding Company Limited and 41.45% held by ATCM Holding Company Limited) which will hold 1.65% of the NewCo’s shares;
 - (g) Worth Access Trading Limited (100% held by CPG Overseas Company Limited) which will hold 1.34% of the NewCo’s shares;
 - (h) C.P. Interfood (Thailand) Company Limited (99.99% held by CPG) which will hold 1.28% of the NewCo’s shares;
 - (i) C.P. Foods International Limited (100% held by Charoen Pokphand Foods Public Company Limited (“CPF”)) which will hold 0.82% of the NewCo’s shares;
 - (j) Bangkok Produce Merchandising Public Company Limited (99.44% held by CPF) which will hold 0.46% of the NewCo’s shares;
 - (k) C.P. Holding (Thailand) Company Limited which operates business in investment (99.99% held by CPH) which will hold 0.38% of the NewCo’s shares;
 - (l) CPH which operates business in investment (99.99% held by CPG) which will hold 0.36% of the NewCo’s shares;
 - (m) Kasetphand Industry Company Limited (99.99% held by CPG) which will hold 0.35% of the NewCo’s shares; and
 - (n) Creative Light Investments Limited (100% held by CPH) which will hold 0.18% of the NewCo’s shares.

7.3 Pro forma financial highlights of NewCo

For the purpose of the Amalgamation, the Company and dtac have prepared the pro forma consolidated statement of comprehensive income for the years ended 31st December 2021 and 2020 and the pro forma consolidated statement of financial position as of 31st December 2021 and 2020 (“**FY2021 Pro Forma Consolidated Financial Information**”). The assumptions used in the preparation of the FY2021 Pro Forma Consolidated Financial Information are as follows:

- (a) The FY2021 Pro Forma Consolidated Financial Information are prepared as if the acquisition had been completed on 1st January 2020.

- (b) The accounting policies used in the preparation of the FY2021 Pro Forma Consolidated Financial Information are based on those applied in the Company's audited consolidated financial statements for the year ended 31st December 2021 which were prepared in accordance with Thai Financial Reporting Standards (TFRS). Adjustments have been made to dtac's consolidated financial information to conform to the presentation of the Company's consolidated financial information and these were based on limited information available. These adjustments reflect the Company's best knowledge based upon the information available to date and are preliminary and subject to change once more detailed information is available or can be obtained.
- (c) The transaction is accounted for by applying a business combination using the acquisition method of accounting in accordance with TFRS 3 "Business combinations". Based on the acquisition method of accounting, assets acquired and liabilities assumed are recorded based on preliminary estimates of fair value. The completion of the purchase price allocation may result in further adjustments and accordingly actual fair values may vary from these preliminary estimates.
- (d) The Company is identified as an acquirer on the basis that the value of the Company, which is based on market capitalisation, exceeds the value of dtac in NewCo.
As such, the FY2021 Pro Forma Consolidated Financial Information presents the Company's financial information at historical book values while acquisition accounting is applied to dtac's assets and liabilities. The considerations to be exchanged for dtac's net assets will be shares that NewCo will issue to the shareholders of dtac which will be measured at fair value based on the closing market capitalisation of the Company as of 28th February 2022.
- (e) Due to limitation of available purchase price allocation information, the identified assets acquired and liability assumed is presented using dtac's net book values except for right-of-use assets - cost of spectrum licenses, customer relationships and right-of-use assets.
- (f) Goodwill has been computed by using the difference between the expected consideration and results from high level of fair value assessment of assets acquired and liabilities assumed of dtac and related deferred taxes. The final fair valuation and allocation of the purchase price are being determined and are dependent on a number of factors, including the final evaluation of the fair value of the tangible and identifiable intangible assets acquired and liabilities assumed. The final purchase price allocation may result in a material change in the fair value of the net assets acquired and consequently in the value of residual goodwill.
- (g) NewCo's registered and paid-up capital are THB 138,208,403,204 with a par value of THB 4 each which equals the aggregate total paid-up capital of the Company and dtac. The allocation of shares is 1 existing share in the Company to 0.60018 shares in NewCo and 1 existing share in dtac to 6.13444 shares in NewCo respectively.
- (h) It is assumed that the Company would sell all treasury shares which were purchased from SET for THB 118.23 million by 31st December 2020. The Company had 24.00 million treasury shares as of 31st December 2021. The sale is based on THB 4.9263 per share which is the 30-trading day average historical closing market price until 28th February 2022.

- (i) In preparing the FY2021 Pro Forma Consolidated Financial Information, accounting estimates of NewCo have not been revisited. Therefore, no certain adjustments relating to accounting estimates have been made to the pro forma consolidated financial information. The significant accounting estimates may include estimated useful lives of property, plant and equipment and right-of-use assets and determining lease terms with extension and termination options. Accordingly, the actual NewCo's accounting estimates may differ from the accounting estimates applied in the pro forma consolidated financial information.
- (j) In accordance with Thai Revenue Code, corporate income tax is a direct tax levied on a juristic company and tax losses carried forward are specific to a company and cannot be transferred to others. Consequently, tax losses carried forward will be carried only on the extent that it is probable to utilise before the completion of Amalgamation. Given that the Amalgamation is assumed to be completed on 1st January 2020, the deferred tax asset on the remaining unused tax losses from 1st January 2020 of the Company and dtac would be written off.
- (k) The following intercompany transactions and balances were eliminated between the Company and dtac in the preparation of the FY2021 Pro Forma Consolidated Financial Information:
- revenue and expenses arising from intercompany transactions within NewCo; and
 - intercompany balances on the statement of financial position within NewCo.
- (l) Adjustments were made to the Company's assets which might be redundant under the operations of NewCo and have the potential to be written off. These asset redundancies comprise network assets and related equipment that both the Company and dtac have in common. As at 31st December 2019, the cost and net book value of such assets are THB 110.56 billion and THB 89.57 billion respectively. The depreciation of such assets for the years ended 31st December 2021 and 2020 was THB 4.56 billion per year. Due to the limitation of information, the final adjustments to the asset redundancy may differ from the adjustments reflected in the pro forma consolidated financial information in terms of either quantity or cost and depreciation charges until the assets write-off date. Given that the FY2021 Pro Forma Consolidated Financial Information are prepared as if the acquisition had been completed on 1st January 2020, the adjustments to the Company's assets would therefore be recognized in the beginning retained earnings of NewCo. The reduction in depreciation relating to such assets being written off was reflected in the FY2021 Pro Forma Consolidated Financial Information.

7.3.1 Pro forma financial highlights

Financial highlights of NewCo for the years ended 31st December 2021 and 2020 according to the FY2021 Pro Forma Consolidated Financial Information, are as follows:

NewCo (pro forma)	Unit	For the years ended	
		31st December 2021	31st December 2020
Total Revenues	<i>THB thousands</i>	224,091,433	216,346,791
Gross Profit	<i>THB thousands</i>	64,016,072	65,697,669
EBIT ⁽¹⁾	<i>THB thousands</i>	30,055,601	33,539,835
EBITDA ⁽²⁾	<i>THB thousands</i>	95,431,243	94,943,671
Net Profit ⁽³⁾	<i>THB thousands</i>	6,986,488	11,184,746
Net Profit Attributable to Owners of NewCo ⁽⁴⁾	<i>THB thousands</i>	7,079,601	11,307,594
Earnings Per Share ⁽⁵⁾	<i>THB</i>	0.20	0.33

Remark:

- (1) Profit (loss) before finance costs and income tax expenses
- (2) Profit (loss) before finance costs, income tax expenses, and depreciation and amortization
- (3) Profit (loss) attributable to owners of NewCo and non-controlling interests
- (4) Profit (loss) attributable to owners of NewCo
- (5) Based on 34,552,100,801 NewCo shares outstanding

The key balance sheet items of NewCo as at 31st December 2021 and 2020, according to the FY2021 Pro Forma Consolidated Financial Information, are as follows:

NewCo (pro forma)	Unit	As at	
		31st December 2021	31st December 2020
<i>Total Assets⁽¹⁾</i>	<i>THB thousands</i>	809,207,067	805,534,987
<i>Total Liabilities</i>	<i>THB thousands</i>	690,454,236	683,987,205
<i>Total Equity⁽²⁾</i>	<i>THB thousands</i>	118,752,831	121,547,782
<i>Equity Attributable to Owners of NewCo⁽³⁾</i>	<i>THB thousands</i>	118,296,704	121,019,747

Remark:

- (1) Adjustments were made to the Company's assets which might be redundant under operations of NewCo and have the potential to be written-off
- (2) Total equity attributable to owners of NewCo and non-controlling interests
- (3) Excludes non-controlling interests

7.3.2 Key pro forma financial ratios

The key financial ratios of NewCo for the years ended 31st December 2021 and 2020, according to the FY2021 Pro Forma Consolidated Financial Information, are as follows:

NewCo (pro forma)	Unit	For the years ended	
		31 st December 2021	31 st December 2020
Gross Profit Margin	%	28.57	30.37
EBIT Margin	%	13.41	15.50
EBITDA Margin	%	42.59	43.88
Net Profit Margin	%	3.12	5.17
Return on Assets ⁽¹⁾	%	0.86	1.39
Return on Equity ⁽²⁾	%	5.98	9.34
Current Ratio ⁽³⁾	x	0.5	0.6
Liabilities to Equity Ratio (L/E)	x	5.8	5.6
Debt to Equity Ratio (D/E) ⁽⁴⁾	x	2.7	2.3
Debt to EBITDA Ratio (D/EBITDA) ⁽⁴⁾	x	3.3	2.9

Remark:

- (1) Calculated from net profit (loss) attributable to owners of NewCo and non-controlling interests / total assets
- (2) Calculated from net profit (loss) attributable to owners of NewCo / equity attributable to owners of NewCo
- (3) Calculated from total current assets / total current liabilities
- (4) Debt comprise short-term and long-term borrowings and short-term loans from related parties, but excludes lease liabilities

8 Date of the 2022 Annual General Meeting of the Shareholders of the Company and the date to determine the shareholders who are entitled to attend the 2022 Annual General Meeting of the Shareholders

The Company has convened the 2022 Annual General Meeting of the Shareholders on 4th April 2022 at 2.00 p.m. through electronic means (E-AGM) for the shareholders meeting to consider various agenda items including agenda items relating to the Amalgamation and the matters in relation to the Amalgamation. The Company has set the date to determine the shareholders who are entitled to attend the 2022 Annual General Meeting of the Shareholders of the Company (Record Date) on 14th March 2022.

9 Independent financial advisor

To ensure that the Company's shareholders have complete and sufficient information to support their consideration of the Amalgamation and the VTO in accordance with good corporate governance, the Company has appointed Kiatnakin Phatra Securities Public Company Limited as an independent financial advisor, to provide its opinion to shareholders with respect to their consideration and approval of the Amalgamation and their consideration on the VTO.

10 Any other information which affects or may affect the shareholders' rights and benefits, or the investment decision, or the change in price of listed securities

The significant factors that may affect the rights and benefits of shareholders, the decision, the change in price of listed securities of the Company, or the Company, as a result of the Amalgamation are as set out below.

10.1 Risks Relating to Different Systems and Cultures

In the short term, NewCo may face difficulties integrating the respective operations of the Company and dtac as a result of their different practices, processes, and organization cultures. Also, there is a risk relating to talent retention. However, prior to the completion of the Amalgamation, the management of each amalgamating company will jointly establish clear practical guidelines and processes to ensure mutual understanding among all levels of staff and will implement retention strategies and incentives in various forms for all staff in order to encourage them to continue to perform their duties under NewCo.

10.2 Risk Relating to Permits, Licenses, and other Rights and Privileges

The amalgamating companies may hold permits, licenses, and other rights and privileges granted by the authorities for their business operations. Although these permits and licenses, as well as rights and privileges, will be transferred to NewCo by operation of law, the amalgamating companies may have to request the relevant government authorities to make amendments, or to issue new permits or licenses, as well as written acknowledgment of such rights and privileges, in the name of NewCo. This process can be formally commenced after the Board of Directors' meetings and shareholders' meetings of both companies have approved the Amalgamation. Therefore, there is a risk that the request may be rejected, or the permission is obtained after the incorporation of NewCo.

10.3 Risk Concerning Tax Matters

One of the main benefits of the Amalgamation under the PLCA is that the relevant parties, i.e. the Company and its shareholders, will not be subject to tax under the Revenue Code (including without limitation, income arising as a result of exchanging their shares in the Company for shares in NewCo), provided that such Amalgamation is conducted in accordance with the rules and conditions under the Revenue Code, as well as the relevant Royal Decrees and Notifications of the Directors-General of the Revenue Department. The personal income tax exemption, to which the shareholders are entitled in respect of their capital gains derived from the Amalgamation, is subject to the essential conditions that the amalgamating companies have no outstanding tax payables to the Revenue Department on the date of the Amalgamation, unless the guarantee for such debts has been provided to the Revenue Department. Currently, the Company and dtac have no outstanding tax payables to the Revenue Department.

In this connection, the Company and dtac may be exposed to risks from investigation by the Revenue Department retrospectively for the financial years that are under the statute of limitations as result of the Amalgamation process. To this end, the Company and dtac have engaged tax advisors to conduct tax due diligence whether each of the Company and dtac (including material subsidiaries) has any material contingent tax liabilities or exposes to material tax risks arising from failure to comply with tax regulations in the past.

Based on the tax review, there are no other material significant tax issues and tax risks comparing to the size and the business of the Company and dtac.