

No. SC. 030/64/SJ

November 9, 2021

**Subject:** Notification of Resolutions of the Board of Directors' Meeting No. 7/2021 re: Entire Business Transfer, Decrease of the Company's Registered Capital, Increase of the Company's Registered Capital, and Convening the Extraordinary General Meeting of Shareholders No. 1/2022

**Attention:** President  
The Stock Exchange of Thailand

- Enclosures:**
1. Information Memorandum of Interlink Telecom Public Company Limited on Acquisition of Assets on Execution of Entire Business Transfer Transaction and Allocation of Newly Issued Shares by way of private placement
  2. Information Memorandum on Offering and Allocation of Newly Issued Shares of Interlink Telecom Public Company Limited by way of private placement
  3. Capital Increase Report Form (F 53-4)

Interlink Telecom Public Company Limited (the "Company") hereby informs the significant resolutions of the Board of Directors' Meeting No. 7/2021, which was held on November 9, 2021 at 9:00 hours, via electronic means to the Stock Exchange of Thailand ("SET") as follows:

1. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the acquisition and acceptance of the entire business transfer of Weatheria E Co., Ltd. ("Weatheria E"), in which there are three shareholders, namely (1) Mrs. Wipha Tanthasethee; (2) Mr. Wuttichai Siriplangkanon; and (3) Mr. Virat Anurakputti ("Shareholders of Weatheria E"), whereby the Company shall acquire and accept the transfer of the entire business of Weatheria E including 612,000 ordinary shares at the par value of THB 100 per share in Blue Solutions Co., Ltd. ("BS") (representing 51.00 percent of BS's registered and paid-up shares), which BS is a subsidiary of Weatheria E, as well as the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the acquisition and acceptance of the entire business transfer from Weatheria E at a total purchase value of THB 153,000,000 (the "Entire Business Transfer Transaction"). It is assumed that Weatheria E and/or Shareholders of Weatheria E have taken such entire business to pay for the newly issued ordinary shares of the Company with other assets instead of cash.

Given that Weatheria E, as a holding company, has its investment in BS representing 51.00 percent of BS's registered and paid-up shares as of the date of the entire business transfer, therefore, the fair value of Weatheria E can be calculated from the fair value of BS representing 51.00 percent, which is equal to THB 153,000,000. Upon comparison between the fair value of Weatheria E and that of the Company, the Board of Directors resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of not exceeding 30,600,000 newly issued ordinary shares of the Company at the par value of THB 0.50 per share by way of private placement to Weatheria E and/or Shareholders of Weatheria E, which are not connected person of the Company, as a payment for the Entire Business Transfer from Weatheria E.

The issuance of such newly issued ordinary shares is a share offering where the Shareholders' Meeting has a resolution to authorize the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to specify the offering price, at which the price is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558").

| Allocation                                                                    | Number of Shares                | Ratio (Old : New) | Offering Price (Baht per Share)                               | Date and Time of Subscription and Payment                                                                                                                               |
|-------------------------------------------------------------------------------|---------------------------------|-------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| By way of private placement to Weatheria E and/or Shareholders of Weatheria E | Not exceeding 30,600,000        | -                 | Market price, of which the discount rate is not more than 10% | To be determined by the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer |
| <b>Total</b>                                                                  | <b>Not exceeding 30,600,000</b> |                   |                                                               |                                                                                                                                                                         |

The "market price" refers to the weighted average price of the Company's shares listed on the Stock Exchange of Thailand (the "SET") for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors' meeting or the person authorized by the Board of Directors passed its resolution to determine the offering price (the date on which the offering price is determined will not exceed 3 business days prior to the first day of

the offering period to the investor), and the Board of Directors deems it appropriate to pass its resolution to propose this matter to the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company to assign the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to determine the share offering price as deemed appropriate, in which the offering price will be the best price according to the conditions of the market when the Company is offering the shares by way of private placement and will be the price which maintains the best interest of the existing shareholders of the Company. Such price will be used as payment for the acquisition and acceptance of the entire business transfer from Weatheria E (the "Transaction on Share Allocation in Consideration of the Entire Business Transfer").

Moreover, the execution of such Entire Business Transfer Transaction is regarded as the Company's acquisition and acceptance of the transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act, therefore, the Company is required to obtain approval for such Entire Business Transfer Transaction from the Shareholders' Meeting of the Company, with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The transaction on acquisition and acceptance of the entire business transfer is regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition and Disposition of Assets"). Upon calculation of the transaction size based on Net Tangible Assets basis (NTA), the transaction is 2.82 percent of Net Tangible Assets (NTA) of the Company, which is regarded as an acquisition or disposal of assets in type 3 which is less than 15 percent, and there is no acquisition of asset in the past 6 months.

Therefore, the Company is required to comply with the Notifications on Acquisition or Disposition of Assets, including the following matters:

- (1) To prepare and submit a report and disclosure of information memorandum on such transaction of the Company to the SET immediately;
- (2) To convene a Shareholders' Meeting of the Company to approve the execution of the Entire Business Transfer Transaction, by delivering the invitation letter for the Shareholders'

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Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders, where the names and number of shares of the shareholders ineligible to vote must also be specified in the invitation letter for the Meeting.

The details of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, which constitute transactions on acquisition of assets of listed companies, are described in the Information Memorandum of Interlink Telecom Public Company Limited on Acquisition of Assets on Execution of Entire Business Transfer Transaction and Allocation of Newly Issued Shares by way of private placement (Enclosure 1) and the Information Memorandum on Offering and Allocation of Newly Issued Shares of Interlink Telecom Public Company Limited by way of private placement (Enclosure 2).

However, the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer shall proceed only after the conditions precedent as specified in the Entire Business Transfer Agreement between the Company and Weatheria E (the "Entire Business Transfer Agreement"), including other arrangements, contracts and documents relating to such transactions, shall have been fulfilled. The significant conditions precedent may be summarized below.

- (1) The Shareholders' Meeting of the Company shall have resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions;
- (2) As of the date of the entire business transfer, there shall be no event or action happening or caused to happen or reasonably believed to likely happen, which may give rise to material and adverse impact on BS or obstruct the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer;
- (3) The Board of Directors' Meeting and the Shareholders' Meeting of Weatheria E shall resolve to approve the transfer of its entire business to the Company, including the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, as well as any other actions to

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ensure the successful completion of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer.

In this connection, the Board of Directors' Meeting deemed it appropriate to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including to negotiate, enter into, sign and amend the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, and to set out rules, conditions and other details necessary for and in connection with the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, as necessary and appropriate under the applicable laws.

2. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the Company's registered capital decrease by THB 126,772,492 from the current registered capital of THB 906,250,000 to be THB 779,477,508 by cancelling 253,544,984 ordinary shares that have not been completely sold, with a par value of THB 0.50 per share, which are issued to serve the exercise right of warrants which have expired and the exercise right of warrants which have not been sold, and to consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease, as per the following details:

|                              |   |                      |                                                                                                      |
|------------------------------|---|----------------------|------------------------------------------------------------------------------------------------------|
| Clause 4. Registered Capital | : | THB 779,477,508      | (Seven Hundred Seventy-Nine Million Four Hundred Seventy-Seven Thousand Five Hundred and Eight Baht) |
| Divided into                 | : | 1,558,955,016 Shares | (One Billion Five Hundred Fifty-Eight Million Nine Hundred Fifty-Five Thousand Sixteen Shares)       |
| Par Value per share          | : | THB 0.50             | (Fifty Satang)                                                                                       |

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**Telecom**  
PUBLIC COMPANY LIMITED

|                  |   |                      |                                                                                                |
|------------------|---|----------------------|------------------------------------------------------------------------------------------------|
| Classified into  | : |                      |                                                                                                |
| Ordinary Shares  | : | 1,558,955,016 Shares | (One Billion Five Hundred Fifty-Eight Million Nine Hundred Fifty-Five Thousand Sixteen Shares) |
| Preferred Shares | : | -None-               | -                                                                                              |

3. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the Company's registered capital increase by THB 15,300,000 from the current registered capital of THB 779,477,508 to be THB 794,777,508 by issuing not exceeding 30,600,000 newly issued ordinary shares at the par value of THB 0.50 per share as a payment for the Entire Business Transfer Transaction to Weatheria E and/or the Shareholders of Weatheria E, and to consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase, as per the following details:

|                              |   |                      |                                                                                                      |
|------------------------------|---|----------------------|------------------------------------------------------------------------------------------------------|
| Clause 4. Registered Capital | : | THB 794,777,508      | (Seven Hundred Ninety-Four Million Seven Hundred Seventy-Seven Thousand Five Hundred and Eight Baht) |
| Divided into                 | : | 1,589,555,016 shares | (One Billion Five Hundred Eighty-Nine Million Five Hundred Fifty-Five Thousand Sixteen Shares)       |
| Par Value per share          | : | THB 0.50             | (Fifty Satang)                                                                                       |
| Classified into              | : |                      |                                                                                                      |
| Ordinary Shares              | : | 1,589,555,016 shares | (One Billion Five Hundred Eighty-Nine Million Five Hundred Fifty-Five Thousand and Sixteen Shares)   |
| Preferred Shares             | : | -None-               | -                                                                                                    |

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4. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of not exceeding 30,600,000 newly issued ordinary shares at the par value of THB 0.50 per share by way of private placement to Weatheria E and/or Shareholders of Weatheria E, which are not connected person of the Company as a payment for the Entire Business Transaction. Weatheria E and/or Shareholders of Weatheria E will transfer the entire business including 612,000 ordinary shares at the par value of THB 100 per share in BS (or representing 51.00 percent of BS's registered and paid-up shares), which BS is a subsidiary of Weatheria E, at a total purchase value of THB 153,000,000 to be paid for the Company's newly issued ordinary shares of the Company with other assets instead of cash.

The issuance of such newly issued ordinary shares is a share offering where the Shareholders' Meeting has a resolution to authorize the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to specify the offering price, at which the price is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification No. Tor.Jor. 72/2558. The details are as follows:

| Allocation                                                                    | Number of Shares                | Ratio (Old : New) | Offering Price (Baht per Share)                               | Date and Time of Subscription and Payment                                                                                                                               |
|-------------------------------------------------------------------------------|---------------------------------|-------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| By way of private placement to Weatheria E and/or Shareholders of Weatheria E | Not exceeding 30,600,000        | -                 | Market price, of which the discount rate is not more than 10% | To be determined by the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer |
| <b>Total</b>                                                                  | <b>Not exceeding 30,600,000</b> |                   |                                                               |                                                                                                                                                                         |

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The market price for the issuance of the newly issued ordinary shares to Weatheria E is calculated from the weighted average price of the Company's ordinary shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors' meeting or the person authorized by the Board of Directors passed its resolution to determine the offering price (the date on which the offering price is determined will not exceed 3 business days prior to the first day of the offering period to the investor), and the Board of Directors deems it appropriate to pass its resolution to propose this matter to the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company to assign the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to determine the share offering price as deemed appropriate, in which the offering price will be the best price according to the conditions of the market when the Company is offering the shares by way of private placement and will be the price which maintains the best interest of the existing shareholders of the Company. Such price will be used as payment for the acquisition and acceptance of the entire business transfer from Weatheria E.

In addition, if the offering price of the newly issued ordinary shares to Weatheria E is lower than 90 percent of the market price of the Company's shares prior to the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit Weatheria E and/or Shareholders of Weatheria E from selling all such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of 6 months after the Company's newly issued ordinary shares have started trading on the SET, Weatheria E and/or Shareholders of Weatheria E may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the



period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET;

- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

Pursuant to the Notification No. Tor.Jor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding 12 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares.

Please refer to the details of the issuance, offer and allocation of the Company's newly issued ordinary shares in the Information Memorandum on Offering and Allocation of Newly Issued Shares of Interlink Telecom Public Company Limited by way of private placement (Enclosure 2) and the Capital Increase Report Form (F 53-4) (Enclosure 3).

The Company anticipates that the entire business transfer shall be completed within February 2022 (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement) and after the Shareholders' Meeting shall have resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions.

In this regard, in compliance with the conditions under the Revenue Code regarding the entire business transfer, Weatheria E shall proceed with registration of its dissolution by 2022, within the same fiscal year of Weatheria E's entire business transfer. After such dissolution registration and during the liquidation of Weatheria E, all existing assets at such time of Weatheria E shall be transferred back to the Shareholders of Weatheria E and/or those whose names are listed as the Shareholders of Weatheria E as of the date of the liquidation completion in proportion to their

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shareholding percentages. Therefore, during the liquidation of Weatheria E, the Company's newly issued ordinary shares issued and allocated to Weatheria E as payment for the Entire Business Transfer Transaction shall be transferred back to the Weatheria E Shareholders and/or those whose names are listed as Shareholders of Weatheria E as of the date of the liquidation completion in proportion to their shareholding percentages.

Should the newly issued ordinary shares held by the Shareholders of Weatheria E and/or those whose names are listed as Shareholders of Weatheria E as of the date of the liquidation completion and obtained in the course of Weatheria E's liquidation represent all newly issued ordinary shares which Weatheria E is prohibited from selling within 1 year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period) in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended), the Shareholders of Weatheria E and/or those whose names are listed as Shareholders of Weatheria E as of the date of the liquidation completion shall be prohibited from selling such ordinary shares so obtained during the course of Weatheria E's liquidation for the remaining silent period under such requirements accordingly.

Please refer to the details of the issuance, offer and allocation of the Company's newly issued ordinary shares in the information Memorandum on Offering and Allocation of Newly Issued Shares of Interlink Telecom Public Company Limited by way of private placement (Enclosure 2) and the Capital Increase Report Form (F 53-4) (Enclosure 3).

5. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the amendment of the Company's Article 35 of the Articles of Association. The details are as follows:

| Articles of Association                                                                                                                                                                                       | Draft Articles of Association to be amended                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| There shall be a shareholders' meeting at least once a year. Such a meeting shall be called "Ordinary Meeting". This meeting shall be made within four (4) months after the end of the Company's fiscal year. | There shall be a shareholders' meeting at least once a year. Such a meeting shall be called "Ordinary Meeting". This meeting shall be made within four (4) months after the end of the Company's fiscal year. |
| Other meetings of shareholders shall be called "Extraordinary General Meetings".                                                                                                                              | Other meetings of shareholders shall be called "Extraordinary General Meetings".                                                                                                                              |

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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Board of Directors may call an extraordinary meeting at any time as it deems appropriate. or when shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold or the number of shareholders of not less than twenty-five (25) persons holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold by signing their names in the same issue requesting the Board Directors may call a shareholders' meeting. In the request letter, it must clearly state for what purpose the meeting is called. The Board of Directors must convene a meeting within one (1) month from the date of receipt of the notice from the shareholders.</p> | <p>The Board of Directors may call an extraordinary meeting at any time as it deems appropriate. or when one or more shareholders holding shares in aggregate not less than ten (10) percent of the total number of shares sold They can sign their names in a letter requesting the Board of Directors to call an extraordinary meeting of shareholders. In the request letter, it must clearly state for what purpose the meeting is called. In the event that the Board of Directors does not hold a meeting All shareholders who have signed their names or other shareholders may call the meeting themselves within forty-five (45) days and it shall be deemed to be a meeting of shareholders called by the Board of Directors. The company must be responsible for necessary expenses incurred from the meeting and provide reasonable facilitation.</p> |
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6. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the amendment of the Company's Objectives Clause 26. The details are as follows:

| Company's Objective                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Draft Company's Objective to be amended                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Clause 26</b><br/>                     Operations of mills, sawmills, lumber mills and lumber, car body factory, ceramic and porcelain factory, pottery factories, jute mills, vegetable oil mills, paper mills, sack mills, textile mills, yarn mills, dyeing and printing fabric factory, manufacturing and retreading tires steel mill, foundry and metal lathe zinc plant, instant food factory, liquor factory, gas factory, cigarette factory, sugar factory, plastic appliance factory, metal rolling and casting mills, door and window factory, glass factory, beverage factory, rubber casting factory, car assembly plant</p> | <p><b>Clause 26</b><br/>                     Operations of mills, sawmills, lumber mills and lumber, car body factory, ceramic and porcelain factory, pottery factories, jute mills, vegetable oil mills, paper mills, sack mills, textile mills, yarn mills, dyeing and printing fabric factory, manufacturing and retreading tires steel mill, foundry and metal lathe zinc plant, instant food factory, liquor—factory, gas factory, cigarette factory, sugar factory, plastic appliance factory, metal rolling and casting mills, door and window factory, glass factory, beverage factory, rubber casting factory, car assembly plant</p> |



7. It was resolved to approve the scheduled date of the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on Thursday, January 27, 2022 at 14.00 hours, in a form of Hybrid Meeting at Grand Suvamabhumi Meeting Room, Interlink Building, No. 48, Ratchadapisek Road, Samsenok Sub-District, Huay Khwang District, Bangkok, 10310, and set the record date to determine the list of shareholders entitled to attend the Meeting to be December 3, 2021, with the agenda of the Meeting as follows:

- Agenda Item 1 To consider approving the Minutes of the 2021 Annual General Meeting of Shareholders, which was held on April 20, 2021;
- Agenda Item 2 To consider approving the decreasing of Company's registered capital by cancelling ordinary shares which are newly issued shares to support the expired of unexercised of the warrants and the warrants have not been completely sold
- Agenda Item 3 To consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease;
- Agenda Item 4 To consider approving the acquisition and acceptance of the entire business transfer between the Company and weatheria E Co., Ltd. ("Weatheria E"), including the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to such acquisition and acceptance of the entire business transfer, which is regarded as a transaction on acquisition of assets;
- Agenda Item 5 To consider approving the increasing of Company's registered capital for payment as compensation for the entire business transfer transaction to Weatheria E;
- Agenda Item 6 To consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase;
- Agenda Item 7 To consider approving the issuance and allocation of newly issued ordinary shares of the Company to Weatheria E by way of private placement as compensation for the business transfer transaction;

Agenda Item 8 To consider approving the delegation of authority to the Board of Directors or the Executive Committee or the Chief Executive Officer or any person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer, is authorized to take any other action related to or necessary to complete the entire business transfer transaction and the share allocation transaction in return for the entire business transfer has been completed;

Agenda Item 9 To consider approving the amendment of the Company's Article 35 of the Articles of Association;

Agenda Item 10 To consider approving of the amendment of the Company's Objectives Clause 26;

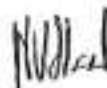
Agenda Item 11 To consider other matters (if any).

Given that such matters to be considered in agenda items 4 to 8 interrelate, therefore, should any particular item not be approved by the Shareholders' Meeting, the other items which may have been previously approved by the Shareholders' Meeting shall be deemed to be cancelled, and the remaining items shall no longer be considered accordingly. In this regard, it shall be deemed that the consideration and approval of all matters under agenda items 4 to 8 are not approved by the Shareholders' Meeting.

8. It was resolved to authorize the Executive Committee or the Chief Executive Officer to have the authority to consider approving any amendment and/or addition to the agenda of the Extraordinary General Meeting of Shareholders No. 1/2022, and any amendment or change of the date, time and place for the Extraordinary General Meeting of Shareholders No. 1/2022, in the event where the Company encounters any problems on documentations and information, which cause the delivery of such documents and information to the shareholder within the time as required by law and the relevant rules and regulations, to be delayed or to be essentially revised or changed in respect of such date and time as appropriate.

Please be informed accordingly.

Very truly yours,



Mr. Nuttanai Anuntarumporn

Chief Executive Officer

Information Memorandum of Interlink Telecom Public Company Limited on Acquisition of Assets on Execution of Entire Business Transfer Transaction and Allocation of Newly Issued Shares by way of Private Placement

The Board of Directors' Meeting No. 7/2021 of Interlink Telecom Public Company Limited (the "Company"), which was held on November 9, 2021, has granted approval for the Company to propose the Shareholders' Meeting to consider approving the acquisition and acceptance of the entire business transfer of Weatheria E Co., Ltd. ("Weatheria E"), in which there are three shareholders, namely (1) Mrs. Wipha Tanthasethee; (2) Mr. Wuttichai Siriplangkanon; and (3) Mr. Virat Anurakputti ("Shareholders of Weatheria E"), whereby the Company shall acquire and accept the transfer of the entire business of Weatheria E, including 612,000 ordinary shares at the par value of THB 100 per share in Blue Solutions Co., Ltd. ("BS") (representing 51.00 percent of BS's registered and paid-up shares), which is a subsidiary of Weatheria E, as well as the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the acquisition and acceptance of the entire business transfer from Weatheria E at a total purchase value of THB 153,000,000 (the "Entire Business Transfer Transaction"). It is assumed that Weatheria E and/or Shareholders of Weatheria E have taken such entire business to pay for the newly issued ordinary shares of the Company with other assets instead of cash

Given that Weatheria E, as a holding company, has its investment in BS representing 51.00 percent of BS's registered and paid-up shares as of the date of the entire business transfer, therefore, the fair value of Weatheria E can be calculated from the fair value of BS representing 51.00 percent, which is equal to THB 153,000,000. Upon comparison between the fair value of Weatheria E and that of the Company, the Board of Directors resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of not exceeding 30,600,000 newly issued ordinary shares of the Company at the par value of THB 0.50 per share by way of private placement, to Weatheria E and/or Shareholders of Weatheria E, which are not connected person of the Company, as a payment for the Entire Business Transfer from Weatheria E.

The issuance of such newly issued ordinary shares is a share offering where the Shareholders' Meeting has a resolution to authorize the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to determine the offering price, at which the price is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "Notification No. Tor.Jor. 72/2558").

| Allocation                                                                    | Number of Shares                | Ratio (Old : New) | Offering Price (Baht per Share)                               | Date and Time of Subscription and Payment                                                                                                                               |
|-------------------------------------------------------------------------------|---------------------------------|-------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| By way of private placement to Weatheria E and/or Shareholders of Weatheria E | Not exceeding 30,600,000        | -                 | Market price, of which the discount rate is not more than 10% | To be determined by the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer |
| <b>Total</b>                                                                  | <b>Not exceeding 30,600,000</b> |                   |                                                               |                                                                                                                                                                         |

The "market price" refers to the weighted average price of the Company's shares listed on the Stock Exchange of Thailand (the "SET") for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors' meeting or the person authorized by the Board of Directors passed its resolution to determine the offering price (the date on which the offering price is determined will not exceed 3 business days prior to the first day of the offering period to the investor), and the Board of Directors deems it appropriate to pass its resolution to propose this matter to the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company to assign the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to determine the share offering price as deemed appropriate, in which the offering price will be the best price according to the conditions of the market when the Company is offering the shares by way of private placement and will be the price which maintains the best interest of the existing shareholders of the Company. Such price will be used as payment for the acquisition and acceptance of the entire business transfer from Weatheria E (the "Transaction on Share Allocation in Consideration of the Entire Business Transfer").

The transaction on acquisition and acceptance of the entire business transfer is regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. Tor/Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as



amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition and Disposition of Assets"). Upon calculation of the transaction size based on Net Tangible Assets basis (NTA), the transaction is 2.82 percent of Net Tangible Assets (NTA) of the Company, which is regarded as an acquisition or disposal of assets in type 3 which is less than 15 percent, and there is no acquisition of asset in the past 6 months.

The Company is hereby obliged to comply with the Notifications on Acquisition and Disposition of Assets, as well as preparation of the report and disclosure of information relating to the execution of the transaction on acquisition of assets on the acquisition and acceptance of the entire business transfer as follows:

1. **Date of the Transactions**

The Company anticipates that the entire business transfer shall be completed within February 2022 (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement)

2. **Related Parties and Relationship with the Company**

2.1 **Related Parties**

**Buyer** : Interlink Telecom Public Company Limited (the "Company")

**Seller** : Weatheria E in which there are three shareholders, namely (1) Mrs. Wipha Tanthasethee; (2) Mr. Wuttichai Siriplangkanon; and (3) Mr. Virat Anurakputti.

Weatheria E is a holding company which engages its core business of investing in ordinary shares of other companies, whereby such business is in no way competing with the Company's core business.

2.2 **Relationship between the Buyer and the Seller**

The Buyer and the Seller are not related person under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended).

### 3. General Description and Size of the Transactions and Details of the Transaction on Acquisition of Assets

#### 3.1 General Description of the Transactions

The Company shall acquire and accept the transfer of the entire business of Weatheria E, including 612,000 ordinary shares at the par value of THB 100 per share in BS (representing 51.00 percent of BS's registered and paid-up shares), which is a subsidiary of Weatheria E. In this regard, the Company shall issue and allocate of not exceeding 30,600,000 newly issued ordinary shares of the Company at the par value of THB 0.50 per share by way of private placement, to Weatheria E and/or Shareholders of Weatheria E, which are not connected person of the Company, as a payment for the Entire Business Transfer from Weatheria E.

#### General Information of BS

##### 3.1.1 General Information

|                                |                                                                          |
|--------------------------------|--------------------------------------------------------------------------|
| Name of Company                | Blue Solutions Co., Ltd.                                                 |
| Type of Business               | Business of trading computers including equipment, including spare parts |
| Address                        | 222/218 Panya Intra Road, Bang Chan, Khlong Sam Wa, Bangkok              |
| Company's register number      | 0105552067605                                                            |
| Incorporation Date             | July 10, 2009                                                            |
| Registered and paid-up capital | THB 120,000,000                                                          |

##### 3.1.2 List of Shareholders of BS as of November 12, 2021

| Shareholders                   | Number of Shares Held | Proportion |
|--------------------------------|-----------------------|------------|
| 1) Weatheria E                 | 612,000               | 51.00%     |
| 2) Mrs. Wipha Tanthasethee     | 587,998               | 49.00%     |
| 3) Mr. Panin Tanthasethee      | 1                     | -          |
| 4) Miss Karnchana Tanthasethee | 1                     | -          |



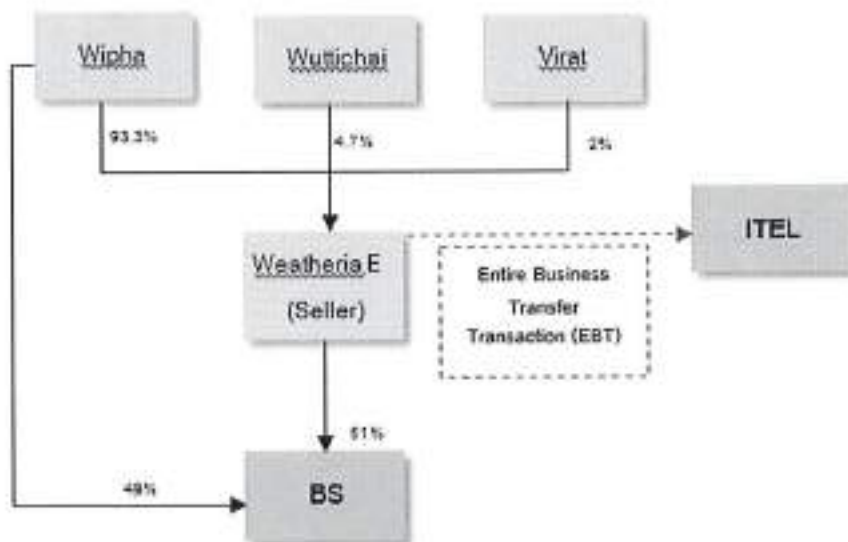
3.1.3 Directors of BS

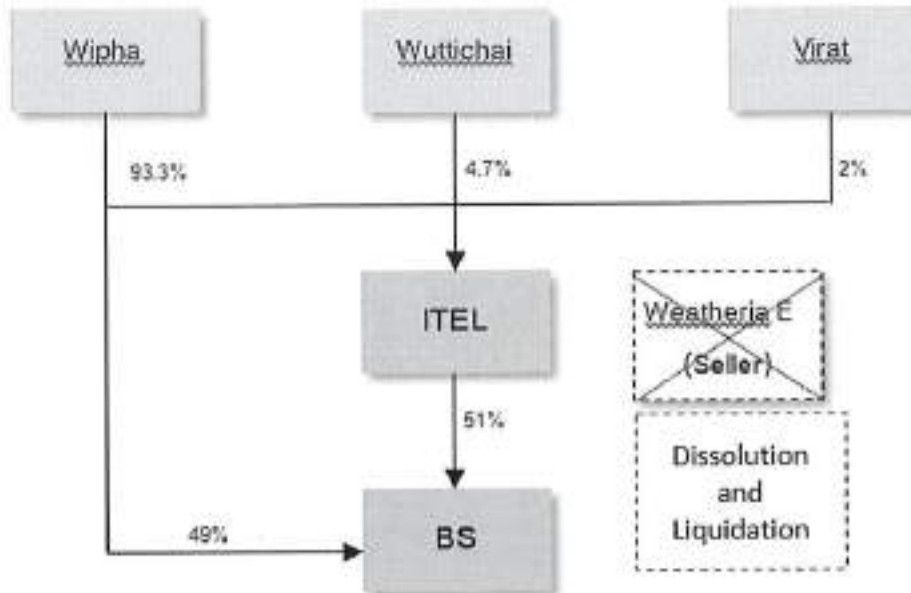
Before the Transaction: Mrs. Wipha Tanthasethree

After the Transaction: 3 directors (which are Mrs. Wipha Tanthasethree and two other directors nominated by the Company).

3.2 Shareholder's Structure Before and After the Transaction

Shareholder's Structure Before the Transaction



Shareholder's Structure after the Transaction


## 3.3 Type and Size of the Transaction

Acquisition of Assets

The details of calculation of the transaction size under the Notifications on Acquisition or Disposition of Assets are as follows:

Financial Data

| (Unit: Million Baht)                        | The Company<br>As of September 30, 2021 | BS<br>As of December 31, 2020 |
|---------------------------------------------|-----------------------------------------|-------------------------------|
| Total assets                                | 7,467                                   | 221                           |
| Intangible assets                           | 23                                      | -                             |
| Deferred tax assets                         | -                                       | -                             |
| Total liabilities                           | 4,677                                   | 66                            |
| Minority shareholders' equity               | -                                       | -                             |
| Net tangible assets (NTA)                   | 2,767                                   | 153                           |
| Net profits (loss) (4 most recent quarters) | 193                                     | 4                             |

| Criteria                                   | Calculation Formula                                                                                                           | Calculation                                  | Transaction Size |
|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------|
| 1. Net Tangible Assets (NTA)               | $\frac{\text{NTA of acquired assets} \times \text{acquired percent} \times 100.0}{\text{NTA of the Company}}$                 | $\frac{(153 \times 51\% \times 100)}{2,767}$ | 2.82%            |
| 2. Net Operating Profit                    | $\frac{\text{Net profit of acquired assets} \times \text{acquired percent} \times 100.0}{\text{Net profit of the Company}}$   | $\frac{(4 \times 51\% \times 100)}{193}$     | 1.11%            |
| 3. Total Value of Consideration            | $\frac{\text{Value of consideration} \times 100}{\text{Total assets of the Company}}$                                         | $\frac{(153 \times 100)}{7,467}$             | 2.05%            |
| 4. Value of shares issued for compensation | $\frac{\text{Number of shares issued for compensation} \times 100}{\text{Number of the Company's issued and paid-up shares}}$ | $\frac{(30.6 \times 100)}{1,247}$            | 2.45%            |

When considering the Company's financial statement for the third quarter of 2021 fiscal year ending on September 30, 2021, which has been reviewed by the Company's auditors and the audit committee, the transaction on acquisition and acceptance of the entire business transfer above is regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition and Disposition of Assets"). Upon calculation of the transaction size based on Net Tangible Assets basis (NTA), the transaction is 2.82 percent of Net Tangible Assets (NTA) of the Company, which is regarded as an acquisition or disposal of assets in type 3 which is less than 15 percent, and there is no acquisition of asset in the past 6 months.

#### 4. Details of Acquired Assets

As of the date of the entire business transfer, the Company shall accept transfer of the entire business of Weatheria E, consisting of all assets and liabilities, with the details as follows:

List of Assets

As of the date of the entire business transfer, the Company shall accept transfer of the entire business of Weatheria E, consisting of:

- 1) All 612,000 shares in BS held by Weatheria E at the par value of THB 100 per share (representing approximately 51.00 percent of all issued and paid-up shares of BS);
- 2) All other assets per the financial statements as of the date of the entire business transfer.

List of Liabilities

All liabilities as of the date of the entire business transfer.

The Information of BS

BS was established in July 2009 to operate computer trading business, including equipment and spare parts, and to operate as a distributor and service provider of integrated information technology systems for private enterprises and states enterprises, ranging from medium to large sizes, in order to support the business stability to have a modern technology system, in which BS is recognized by leading partners of Thailand. At present, BS currently sells full range of IT products and services, including tools and equipment for structuring information technology systems, management systems as well as the performance system through electronic devices with the use of high technology. BS's products are computers and large storage systems, networking systems, database and development systems, systems for structuring communication system via electronic media, system for business management and information technology services, system for corporate management, system for organizational management analysis with high quality multimedia services, and electronic devices used in conjunction with high-speed internet technology, etc.

BS provides services to various government projects as follows:

- CYBER SECURITY (Creating Management System and Information Security Project for Tourism Authority of Thailand, Network Development and Security Project for Department of Highways, Computer Traffic Storage System Installation Project Phase 3 for Department of Highways, PWA Cyber Security Installation Agreement for Provincial Waterworks Authority)



- CCTV & SECURITY SOLUTIONS (CCTV Installation Project in 40 villages, CCTV Installation Project for Sub-district Administrative Organization, HD CCTV Installation Project for Bang Kadi Subdistrict Municipality, CCTV Installation Project for Power Development Fund, Integrated CCTV System Project for Bang Bua Thong Sub-district Administrative Organization)
- WIFI & NETWORK SOLUTIONS (Network and Security Development Project for Department of Highways, Centralized Internet Service Quality System Project for NBTC, Centralized Internet Service Quality System Project Phase 2 for NBTC)
- SERVER, BLADE SERVER, STORAGE (Back-Up Data System Project for Inter-City Motorway Division, Department of Highways)
- ENTERPRISE SOFTWARE DEVELOPMENT (The Use of Information Technology System to Link Transactions between Organizations in the Target Supply Chain Project for Department of Primary Industries and Mines, Information System Development for Payment Management According to Financial Regulations and Orders of Tourism Authority of Thailand for Tourism Authority of Thailand, Information Systems Development for Disbursement According to the Rights of Tourism Authority of Thailand for Tourism Authority of Thailand, Trade Intelligent System Development for Trade Policy and Strategy Office, Central Information Center Development of Provincial Commerce for Ministry of Commerce, Outsourcing of Quality Development and Preparation of Commercial Data Standards for Ministry of Commerce)
- CONSULTANT, TRAINING, SEMINARS (Management System and Information Technology Security Project for Tourism Authority of Thailand, Project Management System to Advise SMEs Using IT Systems in Industrial Business (ERP Online) under the ECIT Project for TOT, Trade Intelligent System for Trade Policy and Strategy Office Ministry of Commerce, Central Information Center Development of Provincial Commerce for Ministry of Commerce, Outsourcing of Quality Development and Preparation of Commercial Data Standards for Office of the Permanent Secretary Ministry of Commerce)

Moreover, BS has registered with Consultant Database Center, Public Debt Management, Ministry of Finance to be a company consultant type B (Registration Number 3445), serving as a consultant in the telecommunication field information technology.



5. **Total Value of Consideration**

The Company shall acquire and accept the transfer of the entire business of Weatheria E, currently available and to be available in the future, as of the date of the entire business transfer, including 612,000 ordinary shares at the par value of THB 100 per share in BS (representing 51.00 percent of BS's registered and paid-up shares), the total value of THB 153,000,000. The Company shall issue and allocate ordinary shares of the Company the amount of not exceeding 30,600,000 shares at the par value of THB 0.50 to Weatheria E and/or Shareholders of Weatheria E as a payment of consideration for accepting the entire business transfer from Weatheria E.

6. **Criteria to Determine the Total Value of Consideration**

The Company adheres to the conservative basis approach, in which the criteria used to determine the total value of consideration is the value negotiated and agreed by and between the parties under the Entire Business Transfer Agreement, which is based on the financial position, performance, important financial figures, and on-going projects and future projects (Backlog) of BS. Moreover, the Company also considers the opportunities for such business expansion in the future.

7. **The Value of the Acquired Assets**

The Company shall issue and allocate the ordinary shares not exceeding 30,600,000 shares at the par value of THB 0.50 by way of private placement to Weatheria E and/or Shareholders of Weatheria E, which are not connected person to the Company, as a payment for the Entire Business Transfer from Weatheria E after the conditions precedent as specified in the related agreements have been fulfilled, or obtain exemption under the terms and conditions of such agreement at a total purchase value of THB 153,000,000 which is expected to be completed within February 2022. The Company has considered the value of the acquired assets based on the financial position, performance, important financial figures, and on-going projects and future projects (Backlog) of BS. Moreover, the Company also considers the opportunities for such business expansion in the future.

8. **Expected Benefits to the Company**

- (1) The Company will have an additional strategic partner specializing in its business, and its experience will help strengthen the Company for future projects.





- (2) The Company may refer to BS's work achievements in support of its bidding in projects of the public sector that require such experience of BS.
- (3) This transaction will help improve the efficiency in terms of business operations and management of the organization of the group and to increase flexibility in business management and operation of the businesses of the Company.


In this regard, the Company will list its issued securities for the payment of the Entire Business Transfer with SET for consideration accepting new ordinary shares as listed securities on the SET.

The Board of Directors of the Company hereby certifies that the information provided in this report is for information purpose only and it is not intended to be an invitation or an offer for the acquisition or subscription of securities, and certifies that the information provided in this report is correct and complete in all respects.

Please be informed accordingly.

Very truly yours,

Interlink Telecom Public Company Limited



Mr. Nuttana Anuntarumporn

Director and Chief Executive Officers

**Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares  
of Interlink Telecom Public Company Limited by way of Private Placement**

The Board of Directors' Meeting No. 7/2021 of Interlink Telecom Public Company Limited (the "Company"), which was held on November 9, 2021, has resolved to grant approval to propose to the Shareholders' Meeting to consider approving the Company's registered capital increase by THB 15,300,000 from the current registered capital of THB 779,477,508 to be THB 794,777,508 by issuing not exceeding 30,600,000 newly issued ordinary shares at the par value of THB 0.50 per share, as a payment of the Entire Business Transaction to Weatheria E Co., Ltd. ("Weatheria E") instead of paying with cash (the "Entire Business Transaction").

In this regard, the details of the offering of the Company's newly issued ordinary shares by way of private placement, which are essential to the shareholder' decision, are as follows:

1. Details of the Offering and Allocation of Newly Issued Ordinary Shares
- 1.1. Offering and Allocation of Newly Issued Ordinary Shares by way of Private Placement

The Board of Directors' Meeting No. 7/2021 has resolved to grant approval the Company's registered capital increase by THB 15,300,000 from the current registered capital of THB 779,477,508 to be THB 794,777,508 by issuing not exceeding 30,600,000 newly issued ordinary shares at the par value of THB 0.50 per share by way of private placement to Weatheria E and/or Shareholders of Weatheria E which is not a connected person of the Company as a payment for the acquisition and acceptance of the Entire Business Transfer from Weatheria E (the "Transaction on Share Allocation in Consideration of the Entire Business Transfer"), which does not exceed 2.39% of the issued and paid up shares of the Company (after the registration of the Company's paid-up registered capital). Weatheria E and/or Shareholders of Weatheria E shall transfer the entire business of Weatheria E, including 612,000 ordinary shares at the par value of THB 100 per share in Blue Solutions Co., Ltd. ("BS"), which is a subsidiary of Weatheria E (representing 51.00 percent of BS's registered and paid-up shares), to be paid for the Company's newly issued ordinary shares with other assets instead of cash.

The issuance of such newly issued ordinary shares is a share offering where the Shareholders' Meeting has a resolution to authorize the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to specify the offering price, at which the price is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 26,

2015 (as amended) (the "Notification No. TorJor. 72/2558"). The market price for the offering of the newly issued ordinary shares to Weatheria E is calculated from the weighted-average price of the Company's shares traded on the Stock Exchange of Thailand (the "SET") during the period of at least 7 consecutive business days but not exceeding 15 consecutive days prior to the date on which the board of directors' meeting or a person designated determines such offering price (the date on which the offering price is determined will not exceed 3 business days prior to the first day of the offering period to the investor). In this connection, the board of directors' meeting and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer is designated to consider and determine such offering price as deemed appropriate whereby such price must be the best price in accordance with the market condition at the time of offering to investors by way of private placement, and must be the price which maintains the best interest of the existing shareholders of the Company.

In this regard, if the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of the market price of the Company's shares prior to the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit Weatheria E and/or Shareholders of Weatheria E from selling all such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, Weatheria E and/or Shareholders of Weatheria E may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated 11 May 2015 (as amended).

After the issuance and allocation of new ordinary shares of the Company for offering to Weatheria E and/or Shareholders of Weatheria E, Weatheria E and/or Shareholders of Weatheria E will become shareholders of 2.39 percent of the paid-up share of the company (after the registration of the Company's paid-up registered capital). In this regard, Weatheria E and/or Shareholders of Weatheria E shall not have any related persons holding the shares of the Company, which will cause to include securities holding in order to make a tender offer for all of the Company's securities (Tender Offer), that is, no other person has a relationship or action (Concert Party) or there is no person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended) or there is no person holding shares (Nominee) therefore, there is no duty to make a tender offer for all the securities of the Company (Tender Offer) since the acquisition of the Company's shares less than 25 percent of the total voting rights of the

company according to the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (and which has been amended)

The Company anticipates that the entire business transfer shall be completed within February 2022 (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement) and after the Shareholders' Meeting shall have resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions

In this regard, in compliance with the conditions under the Revenue Code regarding the entire business transfer, Weatheria E shall proceed with registration of its dissolution by 2022, within the same fiscal year of Weatheria E's entire business transfer. After such dissolution registration and during the liquidation of Weatheria E, all existing assets at such time of Weatheria E shall be transferred back to the Shareholders of Weatheria E and/or those whose names are listed as the Shareholders of Weatheria E as of the date of the liquidation completion in proportion to their shareholding percentages. Therefore, during the liquidation of Weatheria E, the Company's newly issued ordinary shares issued and allocated to Weatheria E as payment for the Entire Business Transfer Transaction shall be transferred back to Weatheria E Shareholders and/or those whose names are listed as Shareholders of Weatheria E as of the date of the liquidation completion in proportion to their shareholding percentages.

Should the newly issued ordinary shares held by the Shareholders of Weatheria E and/or those whose names are listed as Shareholders of Weatheria E as of the date of the liquidation completion and obtained in the course of Weatheria E's liquidation represent all newly issued ordinary shares which Weatheria E is prohibited from selling within 1 year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period) in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended), the Shareholders of Weatheria E and/or those whose names are listed as Shareholders of Weatheria E as of the date of the liquidation completion shall be prohibited from selling such ordinary shares so obtained during the course of Weatheria E's liquidation for the remaining silent period under such requirements accordingly



In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET;
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies and/or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement to Weatheria E.

Pursuant to the Notification No. Tor.Jor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering.

Please consider details shown in the Capital Increase Report Form F 53-4) (Enclosure 3).

- (1) Name and Information of Specific Investor for the Offering and Allocation of Newly Issued Ordinary Shares



| Allocation                                                                    | Number of Shares                | Ratio (Old : New) | Offering Price (Baht per Share)                                  | Date and Time of Subscription and Payment                                                                                                                           |
|-------------------------------------------------------------------------------|---------------------------------|-------------------|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| By way of private placement to Weatheria E and/or Shareholders of Weatheria E | Not exceeding 30,600,000        | -                 | Market price, in which the discount rate is of not more than 10% | To be determined by the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer |
| <b>Total</b>                                                                  | <b>Not exceeding 30,600,000</b> |                   |                                                                  |                                                                                                                                                                     |

Name: Weatheria E Co., Ltd.

Details: Weatheria E Co., Ltd., incorporated in Thailand, whose registered office is located at 222/18 Panya Indra Road, Bang Chan, Khlong Sam Wa, Bangkok, with registered capital of THB 100,000 divided into 1,000 ordinary shares with a par value of THB 100 per share.

(2) Shareholders of Weatheria E as of November 9, 2021

| No. | Name – Last Name              | Number of Shares | Percentage of Total Shares |
|-----|-------------------------------|------------------|----------------------------|
| 1.  | Mrs. Wipha Tanthasathee       | 933              | 93.3                       |
| 2.  | Mr. Wuttichai Siripalangkanon | 47               | 4.7                        |
| 3.  | Mr. Wirat Anurakput           | 20               | 2                          |
|     | <b>Total</b>                  | <b>100</b>       | <b>100.00</b>              |

In this regard, the directors and major shareholders of Weatheria E are not connected in any way with the Company or (1) directors and executives of the Company, (2) the controlling person, (3) major shareholders of the Company, or (4) other companies whose persons under (1) (2) or (3) are major shareholders or the controlling person. Therefore, Weatheria E is not connected with the Company pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended).

(3) Directors of Weatheria E as of November 9, 2021

| No. | Name – Last Name        | Position |
|-----|-------------------------|----------|
| 1.  | Mrs. Wipha Tanthasethee | Director |

2. Purpose of Issuance of Newly Issued Ordinary Shares and Plan for Use of Proceeds

The purpose of the issuance of newly issued ordinary shares is to be used as the payment for the acquisition and acceptance of the entire business transfer of Weatheria E, in which the Company shall receive 612,000 shares with the par value of THB 0.50 per share of BS (or representing 51.00 percent of BS's registered and paid-up shares), which the Company has issued and allocated of not exceeding 30,600,000 newly issued ordinary shares as a payment for the Entire Business Transaction to Weatheria E. Please refer to the details in the Information Memorandum of Interlink Telecom Public Company Limited on Acquisition of Assets on Execution of Entire Business Transfer Transaction and Allocation of Newly Issued Shares by Way of Private Placement (Enclosure 1).

3. Potential Impact on Shareholders from Issuance and Offering of Newly Issued Ordinary Shares by way of Private Placement

3.1 Price Dilution

$$\text{Price Dilution} = \frac{\text{market price before the offering} - \text{market price after the offering}}{\text{market price before the offering}}$$

The offering by way of private placement at this time, the offering price has not been determined yet. Thus, the effect of the price dilution cannot be calculated.

3.2 Control Dilution

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{number of newly issued shares}}{\text{number of paid-up shares} + \text{number of newly issued shares}} \\ &= \frac{30,600,000}{(1,247,165,194 + 30,600,000)} \\ &= \text{not exceeding 2.39 percent} \end{aligned}$$



### 3.3 Earnings per Share Dilution

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}} \\
 &= \frac{0.154 - 0.151}{0.154} \\
 &= \text{not exceeding 2.39 percent}
 \end{aligned}$$

Note:

EPS before the offering = net profit for the past 12 months / the total number of issued shares of the Company

= THB 193 million / 1,247 million shares

= THB 0.154

EPS after the offering = net profit for the past 12 months / the total number of issued shares of the Company (including the total number of shares to be raised for capital increase)

= THB 193 million / (1,247 million shares + 30.6 million shares)

= THB 0.151

### 3.4 Potential Impact on the Company's Business Operations, Financial Position and Overall Operating Results Due To Capital Increase

The execution of Entire Business Transfer Transaction does not affect the nature of business and business policy of the Company but it forms an alliance with business partners, being offered of newly issued ordinary shares by way of private placement, whose main customers are the government agencies. As a result, the Company's ability will be strengthened in term of experiences and expertise in conducting the internet and telecommunication business of all kinds to support the expansion of the Company.





4. Opinion of the Board of Directors

4.1 Rationale and Necessity for Capital Increase

The Board of Directors of the Company opined that it is necessary for the Company to issue and offer of the newly issued ordinary share by the way of the private placement, in which Weatheria E shall transfer 612,000 ordinary shares at the par value of THB 100 per share, to be paid for the Company's newly issued ordinary shares allocated with other assets instead of cash payment (Pay in Kind). If the Company proceeds to raise fund by other means other than capital increase such as borrowing, it shall affect the increase of the debt-equity ratio of the Company.

4.2 Possibility of the Plan for Use of Proceeds from Capital Increase and the Adequacy of Funding Sources

The Board of Directors of the Company opined that the Company shall issue newly ordinary shares to be used as payment for the Entire Business Transfer according to the Entire Business Transfer Plan. It is expected that the Entire Business Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer shall be completed within February 2022 or any other day that the Company and Weatheria E agreed upon (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement).

4.3 Justifications of the Capital Increase and Plan for Use of Proceeds from the Share Offering by way of Private Placement

This capital increase is justifiable and in the best interests of the Company. Should the Company find the other sources of capital by other means other than the capital increase by the way of private placement e.g., borrowing, etc., this may cause the Company to face problems on working capital and it will incur liabilities in a significant amount including the burden for the payment of interest expenses which may affect the profit of the Company. In addition, if the Company increases its capital by way of right offering, there will be uncertainty for the amount to be received from funding and it may cause burden to the existing shareholders in order to pay for capital increase, and the timeline for capital increase by way of right offering will be longer than by way of private placement.

4.4 Rationale and Necessity for the Offering of Newly Issued Shares by way of Private Placement

After the Company's studies of the justifications and benefits from the allocation of share on this occasion as described above, the Board of Directors is of the view that this capital increase is justifiable and in the best interests of the Company. This is because it will not cause additional burden to the existing shareholders of the Company for the payment of capital increase. This capital increase will strengthen



the Company's potential in terms of knowledge, experience, and will allow the Company to gain business customers from the Entire Business Transaction for the Company in order to expand its business in providing information technology to government agencies. In addition, the Company does not have to make payment for the Entire Business Transaction in cash, which this transaction will not affect the Company's liquidity in material aspects. As a result, this will create opportunities for business expansion as well as to build mutual business benefits in the future together.

#### 4.5 Justifications of the Offering Price and Backgrounds for Determination of the Offering Price

The offering price of the Company's newly issued ordinary shares to be offered by way of the private placement is justifiable because the Shareholders' Meeting has the resolution to authorize the Board of Directors and/or the person authorized by the Board of Directors to determine the offering price, at which the price is not lower than 90 percent of the market price pursuant to the requirements under the Notification No. Tor.Jor. 72/2558. The market price for the offering of the newly issued ordinary shares to the Investor is calculated from the weighted-average price of the Company's shares traded on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive days prior to the date on which the board of directors' meeting or a person designated determines such offering price (the date on which the offering price is determined will not exceed 3 business days prior to the first day of the offering period). In this connection, the board of directors' meeting or designated person(s) is designated to consider and determine such offering price as deemed appropriate whereby such price must be the best price in accordance with the market condition at the time of offering to investors by way of the private placement and must be the price which maintains the best interest of the existing shareholders of the Company.

#### 5. Certification of the Board of Directors in relation to the Capital Increase

The Board of Directors hereby certifies that it has carefully considered and verified information of Weatheria E for the offering of the Company's newly issued ordinary shares by way of private placement, and is of the opinion that the allocation of newly issued shares of the Company is justifiable as the Investor has potential and ability for investment. In addition, this transaction will strengthen the Company's financial strength and be beneficial to the Company's business growth.

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure

to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Company hereby certifies that the information in this report is correct and complete in all respects.

Signature



Mr. Nuttana Anuntarumporn

Director and Chief Executive Officers



(F 53-4)

Capital Increase Report Form  
 Interlink Telecom Public Company Limited  
 November 9, 2021

We, Interlink Telecom Public Company Limited (the "Company"), hereby report on the resolutions of the Board of Directors' Meeting No. 7/2021, which was held on November 9, 2021, regarding the capital increase and new share allocation as follows:

1. Capital Increase

1.1 The Board of Directors' Meeting was resolved to propose that the Shareholders' Meeting consider and approve the Company's registered capital decrease by THB 126,772,492 from the current registered capital of THB 906,250,000 to be THB 779,477,508 by cancelling 253,544,984 ordinary shares that have not been completely sold, with a par value of THB 0.50 per share, which are issued to serve the exercise right of warrants which have expired and the exercise right of warrants which have not been sold.

1.2 The Board of Directors' Meeting was resolved to propose that the Shareholders' Meeting consider and approve the Company's registered capital increase by THB 15,300,000 from the current registered capital of THB 779,477,508 to be THB 794,777,508 by issuing not exceeding 30,600,000 newly issued ordinary shares at the par value of THB 0.50 per share as a payment for the entire business transfer to Weatheria E Co., Ltd. ("Weatheria").

(1) Allocation to the Private Placement Investor

| Capital Increase                                                        | Type of Shares   | Amount of Shares (Shares) | Par Value (THB per share) | Total (THB) |
|-------------------------------------------------------------------------|------------------|---------------------------|---------------------------|-------------|
| <input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds | Ordinary Shares  | Not exceeding 30,600,000  | 0.50                      | 15,300,000  |
|                                                                         | Preferred Shares | -                         | -                         | -           |
| <input type="checkbox"/> General Mandate                                | Ordinary Shares  | -                         | -                         | -           |
|                                                                         | Preferred Shares | -                         | -                         | -           |

## 2. Allocation of Newly Issued Ordinary Shares

### 2.1 Specific Purpose of Use of Proceeds

| Allocation to                                                                                                                    | Amount of Shares (shares) | Ratio (Old : New) | Offering Price (THB per share)                   | Share Subscription and Payment Date and Time                                                                                                                                     | Remark             |
|----------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------|--------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Private placement investor i.e. Weatheria E and/or shareholders of Weatheria E in consideration for the entire business transfer | Not exceeding 30,600,000  | -                 | Market value with the discount not exceeding 10% | To be determine by the Company's Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer | Please see remarks |

#### Remark

1. The Board of Directors' Meeting No. 7/2021 was resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of not exceeding 30,600,000 newly issued ordinary shares at the par value of THB 0.50 per share by way of private placement, to Weatheria E and/or Shareholders of Weatheria E, which are not connected person of the Company as a payment for the Entire Business Transfer Transaction. Weatheria E and/or Shareholders of Weatheria E shall transfer its entire business, including 612,000 ordinary shares at the par value of THB 100 per share in Blue Solution Co., Ltd. ("BS"), which is a subsidiary of Weatheria E (or representing 51.00% of BS's registered and paid-up shares), at a total purchase value of THB 153,000,000 to be paid for the Company's newly issued ordinary shares instead of cash. (the "Entire Business Transfer Transaction") It is assumed that Weatheria E and/or Shareholders of Weatheria E have taken such entire business to pay for the newly issued ordinary shares of the Company with other assets instead of cash.

The issuance of such newly issued ordinary shares is a share offering where the Shareholders' Meeting has a resolution to authorize the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to specify the offering price, at which the price is not lower than 90% of the market price of the Company's shares pursuant to the requirements of the Notification No. TorJor. 72/2558

#### **INTERLINK TELECOM PUBLIC COMPANY LIMITED**

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The market price for the issuance of the newly issued ordinary shares to Weatheria E is calculated from the weighted average price of the Company's ordinary shares listed on the Stock Exchange of Thailand ("SET") for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors' meeting or the person authorized by the Board of Directors passed its resolution to determine the offering price (In this regard, the date for fixing the share offering price must be retroactive no later than 3 business days before the first day offered to the Weatheria E), and the Board of Directors' Meeting was resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and authorize the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to determine the share offering price as appropriate, in which the offering price will be the best price according to the conditions of the market when the Company is offering the shares by way of private placement and will be the price which maintains the best interest of the existing shareholders of the Company. Such price will be used as payment for the acquisition and acceptance of the entire business transfer from Weatheria E.

In addition, if the offering price of the newly issued ordinary shares to Weatheria E is lower than 90% of the market price of the Company's shares prior to the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit Weatheria E and/or shareholders of Weatheria E from selling all such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of 6 months after the Company's newly issued ordinary shares have started trading on the SET, Weatheria E and/or shareholders of Weatheria E may gradually sell up to 25% of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

## 2.2 General Mandate

| Allocation to                                                           | Type of Securities | Amount of Shares | Percentage of Paid-up Capital <sup>v</sup> | Remark |
|-------------------------------------------------------------------------|--------------------|------------------|--------------------------------------------|--------|
| Existing Shareholders                                                   | Ordinary Shares    | -                | -                                          | -      |
|                                                                         | Preferred Shares   | -                | -                                          | -      |
| To accommodate the conversion/<br>exercise of the transferable warrants | Ordinary Shares    | -                | -                                          | -      |
|                                                                         | Preferred Shares   | -                | -                                          | -      |
| Public Offering                                                         | Ordinary Shares    | -                | -                                          | -      |
|                                                                         | Preferred Shares   | -                | -                                          | -      |
| Private Placement                                                       | Ordinary Shares    | -                | -                                          | -      |
|                                                                         | Preferred Shares   | -                | -                                          | -      |

<sup>v</sup> The percentage of the paid-up capital as of the date the Board of Directors resolves to increase its capital with general mandate.



3. **Schedule for the Shareholders' Meeting for Approval of the Capital Increase and New Share Allocation**

The Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled to be held on Thursday, January 27, 2022 at 14.00 hours, in a form of Hybrid Meeting, at Grand Suvarnabhumi Meeting Room, Interlink Building, No. 48, Ratchadapisek Road, Samsennok Sub-District, Huay Khwang District, Bangkok, 10310, and set the record date to determine the list of shareholders entitled to attend the Meeting to be December 3, 2021, whereby:

- The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from ..... until the Shareholders' Meeting is adjourned.
- The record date to determine the list of shareholders entitled to attend the Shareholders' Meeting shall be December 3, 2021.

4. **Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval (if any)**

1. The Shareholders' Meeting of the Company shall resolve to approve the Entire Business Transfer Transaction and the transaction on share allocation in consideration of the Entire Business Transfer Transaction including approval for various matters necessary for and/or in connection with such transactions;
2. This capital increase shall be approved by the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders at the Meeting;
3. The Company shall apply for registration of the registered capital increase and the change of its paid-up capital of the Company and the amendment of the Memorandum of Association with the Department of Business Department, Ministry of Commerce; and
4. The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. **Purpose of Capital Increase**

The Company shall issue and allocate of not exceeding 30,600,000 newly issued ordinary shares at a par value of THB 0.50 per share by way of private placement, to Weatheria E and/or shareholders of Weatheria E, which are not connected person of the Company as a payment for the Entire Business

Transaction, including 612,000 ordinary shares at the par value of THB 100 per share in BS (representing 51.00% of BS's registered and paid-up shares), which is a subsidiary of Weatheria E.

Please refer to the details of the issuance, offer and allocation of the Company's newly issued ordinary shares in the Information Memorandum of Interlink Telecom Public Company Limited on Acquisition of Assets on Execution of Entire Business Transfer Transaction and Allocation of Newly Issued Shares by way of private placement (Enclosure 1) and the Information Memorandum on Offering and Allocation of Newly Issued Shares of Interlink Telecom Public Company Limited by way of private placement (Enclosure 2).

## 6. Expected Benefits to the Company from the Capital Increase/New Share Allocation

The Company shall issue of not exceeding 30,600,000 newly issued ordinary shares at a par value of THB 0.50 per share by way of private placement to Weatheria E and or shareholders of Weatheria E, which are not connected persons of the Company as a payment for the Entire Business Transfer Transaction. Weatheria E shall pay such allocation of newly issued ordinary shares with its entire business, including 612,000 ordinary shares at the par value of THB 100 per share in BS (or representing 51.00% of BS's registered and paid-up shares), which is a subsidiary of Weatheria E, at a total purchase value of THB 153,000,000 to be paid for the Company's newly issued ordinary shares with other assets instead of cash. This transaction shall enable the Company to have funds for the acceptance of entire business transfer from Weatheria E without any impact on the financial status and financial burdens of the Company, and the Company is not required to borrow any loan from financial institution or secure funding by other means.

## 7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

### 7.1 Dividend Payment Policy

The Company has a policy to pay dividends to its shareholders at the rate of not less than 40% of the net profit from the Company's separate financial statements after the deduction of corporate income tax and legal reserve requirements. However, the Company may consider paying the dividend differently from that specified in the policy depending on the business results, financial liquidity and need of cashflow to be used as working capital to manage the Company's business and business expansion including the economy situation. Resolution of the Board of Directors for approval of dividend payment must be proposed to seek approval from the shareholders' meeting.

### 7.2 Shareholders who are allocated newly issued ordinary shares will have the right to receive dividends from the business operation

The shareholders shall obtain indirect benefits. After the private placement investor which has been allocated with the newly issued ordinary shares on this occasion has been duly registered as the



Company's shareholder, such private placement investor shall be entitled to dividend when the Company declares dividend in the same manner as the Company's existing shareholders.

8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

-None-

9. Certificate of the Board of Directors

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

10. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation

| No. | Procedures                                                                                                                                  | Tentative Date                                                               |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1.  | The Board of Directors' Meeting No. 7/2021                                                                                                  | November 9, 2021                                                             |
| 2.  | The date determining the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) | December 3, 2021                                                             |
| 3.  | The Extraordinary General Meeting of Shareholders No. 1/2022                                                                                | January 27, 2022                                                             |
| 4.  | The Company registers the capital increase with Ministry of Commerce                                                                        | Within 14 days from the date of the resolution of the Shareholders' Meeting. |

| No. | Procedures                                                                                                           | Tentative Date                                                                                                                                                                                             |
|-----|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.  | The Company offers newly issued ordinary shares by way of private placement with specific purpose of use of proceeds | By February 2022 (depending on the completion of the conditions precedent under the entire business transfer agreement) but within 12 months from the date of the resolution of the Shareholders' Meeting. |
| 6.  | The Company registers the change of the paid-up capital with the Ministry of Commerce.                               | Within 14 days from the date of the Company's receipt of payments for the newly issued ordinary shares                                                                                                     |

The Company hereby certifies that the information in this report is correct and complete in all respects.

Signature



Mr. Nuttana Anuntarumporn

Authorized Director of the Company

