

-Information Memorandum-

Description, Condition and Major Characteristics of Warrants to purchase ordinary share of Interlink Telecom Public Company Limited (ITEL-W4)

Number of Warrants 262,802,218 units

Underlying Shares 262,802,218 Shares

Allocation of Warrants Allot to the existing shareholders of the Company at the ratio of 5 ordinary shares to 1 unit of Warrant. The shareholders who are entitled to the right to receive the warrant have to be on the list of shareholders on May 13, 2022 (Record Date).

Major Holders As of 11 July 2022

Name	No. of warrants	% of present listing Warrants
1. Interlink Communication Public Company Limited	127,302,530	48.44%
2. THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	8,669,000	3.30%
3. Thai NVDR Company Limited	6,196,968	2.36%
4. THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, HONGKONG BRANCH	6,124,960	2.33%
5. SKANDINAVISKA ENSKILDA BANKEN AB	4,804,400	1.83%
6. Mrs. Wipha Tanthasethee	4,597,391	1.75%
7. Mr. Chuchat Petaumpai	4,000,000	1.52%
8. Mutual Funds Bualuang Trigger 12-22	3,400,000	1.29%
9. J.P. MORGAN SECURITIES PLC	3,303,260	1.26%
10. SCB Equity RMF	3,289,340	1.25%
11. Others	91,114,369	34.67%
Total	262,802,218	100.00%

Exercise Right of Warrant

1. Exercise Date

Warrant Holders of ITEL-W4 shall be entitled to exercise in which the first exercise date shall fall on the last business day of September 2022, which is on September 30, 2022. Consequently, the warrant holders of ITEL-W4 shall exercise their rights on the last business day of December 2022, March 2023, June 2023, September 2023, December 2023, and March 2024 throughout the remain term of ITEL-W4, and the last Exercise Date will be the date of 2 years from the issuance date, which falls on July 10, 2024. The warrants will expire from being listed securities on the next day.

In every exercise, if the Exercise Date is not a Business Day, such Exercise Date shall be rescheduled to the preceding Business Day. The Company will not call for exercising before such specific time.

2. Exercise of the Warrants

In exercising the ITEL-W4, the Warrant Holders may exercise their rights under the Warrants either in whole or in part of the total units of Warrants held by each of them. For any outstanding Warrants that are not exercised on or before the last Exercise Date, the Company will consider that the holders of such outstanding Warrants do not wish to exercise their rights thereunder, and such Warrants shall be deemed nullified without being exercised.

3. Period for the Notification of the Intention to Exercise the Warrants

3.1) The ITEL-W4 Warrant Holders who wish to exercise their right to purchase the Company's ordinary shares shall deliver a notification of the intention to exercise the Warrants during 9.00 a.m. and 3.00 p.m. within 7 days prior to each exercise date. For the last Exercise Date on which the notification of the intention to exercise the Warrants period is 15 days prior to the last Exercise Date.

The ITEL-W4 Warrant Holder must submit a notification of intent to exercise their rights to the Company by 3:00 p.m. on the day prior to each exercise date. If any ITEL-W4 Warrant Holder wishes to submit a notification of their intention to exercise their rights by themselves, the holder of such warrants must contact the Company during 9.00 a.m. – 3.00 p.m. on the Company's business day (except Saturday, Sunday, and public holiday) during the notification period to exercise the right.

3.2) The Company will not close the share register to suspend the transfer of ITEL-W4, except for the last exercise in which the Company will close the share register 21 days prior to the last exercise date. The Stock Exchange of Thailand (SET) will post an SP (Trading Suspension) sign two business days prior to the share register closing date

In the case that the first book closure date falls on the date on which SET is close for business, such first book closure date shall be rescheduled to the preceding Business Day.

Adjustment of Exercise Price and Exercise Ratio

The Company shall adjust the Exercise Price and the Exercise Ratio for the benefit and return of holders of ITEL-W4 that shall not be less than benefits previously obtained, if any of the following events occurs. The Company will notify the adjustment of the Exercise Price and the Exercise the Ratio immediately or before the Exercise Price and the Exercise Ratio become effective.

(1) When the Company changes the par value of its ordinary shares as a result of the split or consolidation of its issued shares. The adjustment of exercise price and exercise ratio shall be effective immediately when the par value is effective as published through the electronic information disclosure system of the SET.

(2) When the Company pays out all or part of its dividends in the form of share dividend to its shareholders

The adjustment to the exercise price and the exercise ratio shall be immediately effective from the first day the shareholders are not entitled to receive dividend share, defined as the first day the SET posts the XD sign

(3) When the Company offers to sell a rights issue to its existing shareholders and/or public offering and/or private placement and the average price per share of the newly issued shares is lower than the market price of the Company's ordinary shares and the difference is larger than 10 percent

The adjustment to the exercise price and the exercise ratio shall be immediately effective from the first day the shareholders are not entitled to the right to subscribe new shares, defined as the first day the SET posts the XR sign in cases where the new shares are offered to existing shareholders by way of a rights issue, and/or the first day the new shares are offered to the public offering, and/or the private placement as the case may be

(4) When the Company offers to sell to the existing shareholders and/or public offering and/or private placement any new securities which give rights to holders to convert to or to purchase ordinary shares of the Company i.e., convertible debentures or warrants and the average price per share of the newly issued ordinary shares to accommodate the exercise of such rights is lower than the market price of the Company's ordinary shares and the difference is larger than 10 percent

The adjustment to the exercise price and the exercise ratio shall be immediately effective from the first day the shareholders are not entitled to the right to subscribe new securities which give rights to holders to convert to or to purchase ordinary shares, defined as the first day the SET posts the XR sign in cases where the new securities are offered to existing shareholders by way of rights issue, and/or the first day the new securities which give rights to holders to convert to or to purchase ordinary shares are offered to the public offering and/or private placement, as the case may be

- (5) When the Company pays out dividends at the rate of exceeding 80 percent of the Company's net profit after tax for each accounting period whether paid from operating results or retained earnings throughout the term of ITEL-W4

The percentage of dividend paid to the shareholders shall be calculated from actual amount of dividend paid from the operating result in each fiscal year (including interim dividend payment) divided by the total net profit after taxes for the operating result in the same fiscal year. The adjustments to the exercise price and the exercise ratio shall be immediately effective from the first day on which the shareholders are not entitled to receive dividends (the first day of "XD" sign).

- (6) In any events where holders of ITEL-W4 will lose their rights and benefits due to a cause not addressed in (1) through (5) above, the Company shall have a financial advisor to determine the manner by which the exercise price and/or the exercise ratio shall be fairly adjusted and the rights and benefits of holders of ITEL-W4 are not adversely affected. In this regard, the Company's decision shall be considered final.

Regarding the adjustment of the exercise price and the exercise ratio as mentioned above, the Company shall notify the warrant holders which describe the details of the events i.e., the outcome of the adjustment including the methods of calculation, reasons for the adjustment, the new exercise price, the new exercise ratio, and the date of the adjustment.

Silent Period (If any)	-N/A-
Other (If any)	-N/A-
Financial Advisor (If any)	-N/A-
Prepared By	Interlink Telecom Public Company Limited

Nuttanai

.....
(Mr.Nuttanai Anuntarumporn)

Chief Executive Officer

