

No. LorKhor. 555/66/JorChor

2023 Annual General Shareholder Meeting Report Interlink Telecom Public Company Limited

Meeting Date and Time

A hybrid meeting was held on Thursday 27 April 2023 at 10:00 am (Registration started in the meeting room at 9:00 am, and registration in the E-AGM system started at 8:30 am.) at the Grand Suvarnabhumi Meeting Room, 7th Floor, Interlink Tower, No. 48, Rung Rueang Alley, Ratchadaphisek Road, Sam Sen Nok Sub-district, Huai Khwang District, Bangkok Metropolis 10310.

The meeting commenced at 10:00 am.

The host announced to the meeting that, due to the reemergence of Covid-19 outbreaks in Thailand in multiple areas, the company was concerned for the health and safety of shareholders and the people involved in organizing the meeting and was ready to strictly prepared to comply with the government's measures.

For the aforementioned reason, Board Meeting No. 2/2566 that was held on 23 February 2023 approved for the 2023 Annual General Shareholder Meeting to be held by using a hybrid format (physical meeting and electronic meeting) by holding the meeting and broadcasting it live at the Grand Suvarnabhumi Room, 7th Floor, Interlink Tower, in line with the requirements specified by meeting laws for normal meetings and electronic meetings. Furthermore, the electronic meeting system (E-AGM) used by the company meets the standards of the Emergency Decree on Electronic Meetings, B.E. 2566 (2023) and the Ministry of Digital for Economy and Society Announcement on the Standards for Maintaining Electronic Meeting Security.

Accordingly, the company has sent by email links for joining the meeting along with an electronic meeting user manual (E-AGM) along with the live broadcast viewing methods, voting procedure (e-voting) and questioning methods to all shareholders and proxies who registered to attend the electronic meeting (e-AGM) and who verified their identity with the company in advance.

For the hybrid 2023 Annual General Shareholder Meeting (physical meeting and electronic meeting), today the company has employed safety measures for holding the meeting in order to reduce the risk of spread of Covid-19 due to the congestion of shareholders at the place of the meeting such as by performing sanitizing cleaning and Ozone sterilization in the meeting room, enforcing a 1-meter social

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distancing rule on the line at the document verification and registration point, limiting the number of elevator users per use, placing meeting room seats to be 1 meter apart, extensively providing alcohol gels at various locations and requesting meeting participants to strictly wear face masks.

The host further informed the meeting that, whereas Interlink Telecom Public Company gave an opportunity for shareholders to propose additional general shareholder meeting agendas and to nominate suitably qualified people to become company directors in advance from 5 January 2023 to 15 February 2023 through the company's website http://www.interlinktelecom.co.th and by registered postal service, since no shareholder proposed any additional general shareholder meeting agenda or nominated any person to become a new director, the company disseminated information on the electronic system of the Stock Exchange of Thailand to inform shareholders on 24 February 2023 and made an announcement to inform the company of the aforementioned on the company's website http://www.interlinktelecom.co.th and made an announcement to inform the same day.

In addition, on 24 February 2023, the company disseminated information on the electronic system of the Stock Exchange of Thailand that the company was going to hold the 2023 Annual General Shareholder Meeting and provided information about the meeting agendas.

Furthermore, on 29 March 2023, the company disseminated invitation letters for the 2023 Annual General Shareholder Meeting in Thai and English and the 2022 Annual Information Disclosure Form (56-1 One Report 2022) through the company's website to ensure consistency with the good governance principles of the Stock Exchange of Thailand and the SEC Office, in addition to strictly complying with the Public Limited Companies Act, B.E. 2535 (1992) and the company's regulations.

The company has stated in the meeting invitation letters that, if any shareholder wished to ask for information about the various meeting agendas of the company or if the shareholder wished to send questions to the company in advance, they could do so by 21 April 2023. Accordingly, no shareholder submitted any question to the company in advance. In addition, the company attached the 2022 Annual Information Disclosure Form (56-1 One Report 2022) in QR code format to the invitation letters to the 2023 Annual General Shareholder Meeting and also sent the physical copies of the 2022 Annual Information Disclosure Form (56-1 One Report 2022) to shareholders who requested for them for their convenience.

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Mr. Pakon Malakun Na Ayutthaya served as the meeting chairman.

The chairman informed the meeting that the shareholders who had registered to attend the meeting by the meeting commencement time had formed the meeting quorum according to the company's regulations as follows:

Shareholders Attending the Meeting in	29	people	Total Shares:	3,291,950	Shares
Person:					
Shareholders Attending by Proxy:	220	people	Total Shares:	788,554,769	Shares
Total	249	people	Total Shares:	791,846,719	Shares
Percentage	58.0312	(%)	Of Total Distributed Shares:	1,364,518,136	Shares

Thus, the meeting was commenced to deliberate upon various matters according to the meeting agendas.

The chairman assigned the host to introduce the company's board of directors, secretary, executives and auditor from PricewaterhouseCoopers ABAS Co., Ltd., company lawyers and an attorney from an outside office and volunteers to protect shareholder rights who attended to serve as witnesses during the vote counting process of each agenda as follows:

There were 11 company directors who attended the meeting.

1. Mr. Pakorn	Malakul Na Ayudhya	Chairman of the Board
		and Independent Director
2. Mr. Sombat	Anuntarumporn	Vice Chairman
3. Mr. Nuttanai	Anuntarumporn	Director and Chief Executive Officer
4. Mrs. Chalida	Anuntarumporn	Director
5. Dr. Lillada	Anuntarumporn	Director
These attended the mee	ting electronically.	
6. Mrs. Kesara	Manchusree	Independent Director
		and Chairman of the Audit Committee
7. Pol.Lt.Gen. Suchat	Muankaew	Independent Director and Audit Director
8. Mr. Chavalit	Chookajorn	Independent Director and Audit Director

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9. Mr. Suwichan	Nilanan	Director
10. Mr. Suwat	Punnachaiya	Director
11. Ms. Varisa	Anuntarumporn	Director and Company Secretary

There were 11 company directors out of 11 total company directors who attended the meeting or 100% of all directors.

There were 11 company executives who attended the meeting.

1. Dr. Bundit	Rungcharoenporn	Managing Director
2. Mr. Sumit	Jaroenpornpiti	Acting Chief Financial & Accounting Officer
3. Mr. Vinai	Paiboonkulwong	Acting Chief Network Engineering Officer
		Acting Project Management Office 2 Director
These attended the meet	ting electronically.	
4. Mr. Chakkrit	Jaiman	Deputy Information Technology Director
These attended the meet	ting electronically.	
5. Mr. Mek	Samukkee	Acting Chief Business Development Officer
		Acting Solution Architecture Director
		Acting Products Development Director
These attended the meet	ting electronically.	
6. Mrs. Wilairat	Utta	Deputy Network Quality Management Director
These attended the meet	ting electronically.	
7. Mrs. Saranya	Kanjanaopas	Deputy Sales Director
These attended the meet	ting electronically.	
8. Ms. Juthathip	Charoensriwanich	Assistant Sale Director
These attended the meet	ting electronically.	
9. Ms. Borrijit	Pholdee	Deputy Marketing Director
10. Acting Sub.Lt. Wate	charin Wonghan	Corporate Internal Audit Manager

There were 2 auditor representatives from PricewaterhouseCoopers ABAS Co., Ltd. attended the

meeting.

1. Miss Wanwimon	Prichawat	Auditor
2. Mr. Naphon	Chaiwatthanawasu	Manager of Auditing



There were 1 company lawyer attended the meeting.

1. Miss Korakot Sithongklang

Company Legal Officer

There were 1 attorney from an external legal office attended the meeting.

1. Mr. Pridi Sophasunthon

There were 2 volunteer to protect the rights of shareholders attending by proxy from the Thai Investors' Association attended the meeting.

1. Ms. Ketsiri	Panthura
2. Ms. Usa	Sumethalak

The chairman has assigned Miss Varisa Anuntarumporn, director and company secretary, to explain details about the meeting and the voting procedure according to the details summarized as follows:

Pursuant to Clause 41 of the company's regulations and Section 102, Section 33, Paragraphs 2, 4 and 5, and Section 34 of the Public Limited Companies Act concerning voting in various agendas, each shareholder had equal votes to the total number of shares held and each share assigned by proxy equaled one vote, and during voting, each share was to equal one vote. In addition, for the resolutions of normal meetings, they were to be passed by a majority of votes of shareholders attending the meeting and eligible to cast votes and the shareholders who attended by proxy and who were eligible to cast votes by proxy.

For the vote counting method, the shareholders attending the physical meeting at the Interlink Tower and shareholders attending the meeting electronically (E-AGM) could vote via the e-voting system (online voting system). During each meeting agenda, shareholders were able to only choose to vote in one direction or another, i.e., to approve, disapprove or abstain, and shareholders could change their votes until the agenda was closed from voting.

In voting, the company's staff counted votes by using a system to compute the voting results of the meeting from the e-voting system (online voting system) by gathering the votes in each agenda from the shareholders attending the meeting at Interlink Tower (physical meeting) and shareholders who attended electronically (E-AGM). Consideration was also given to the votes cast by shareholders who attended by proxy according to the intentions they stated in their proxy appointment letters.

The voting results in each agenda were announced to the meeting after the conclusion of voting in each agenda. However, if it sometimes took more time to count the votes than normal, the chairman might request for the meeting to continue deliberating upon other agendas first to ensure the continuity of the

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meeting, and the voting results would be announced to the meeting immediately after the staff finished vote counting.

The resolutions of this shareholder meeting followed the company's regulations and the Public Limited Companies Act in Section 107, and the votes were as follows:

Agenda 1, Agenda 3 and Agenda 5.1 were announcements for acknowledgement, so no resolutions were passed for them.

Agenda 2, Agenda 4, Agenda 6 and Agenda 9 required approval by a majority of votes of shareholders attending the meeting who were eligible to cast votes.

Agenda 5.2 required approval by at least three-quarters of all votes of the shareholders attending the meeting and who were eligible to vote.

Agenda 10 No voting took place.

At the 2023 Annual General Shareholder Meeting, the company recorded the meeting in video format to disseminate to shareholders who were unable to attend the meeting. The meeting's video recording can be viewed on the company's website at <u>www.interlinktelecom.co.th</u>.

Next, the chairman asked the meeting whether they had other opinions. Because the meeting approved of the voting, vote-counting, and vote announcement methods above, the meeting was requested to deliberate upon the various matters according to the 10 meeting agendas as follows:

Agenda 1 Meeting Announcements

The chairman made the following announcements to the meeting:

1. The company received a full 100 points for the second consecutive year from the AGM Checklist 2022 Project by the Thai Investors' Association. A table showing a comparison of the evaluation results is as follows:

	AGM Checklist Evaluation Results of ITEL					
Year	Score	Total Score	Meeting Date	Meeting Format		
2018	91	100	25 th April 2018	Physical		
2019	93	100	24 th April 2019	Physical		
2020	92	100	8 th July 2020	Physical+Live Broadcast		
2021	100	100	20 th April 2021	Hybrid (Physical+Online)		
2022	100	100	27 th April 2022	E-AGM (Online)		

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2. The company received an "Excellent" or 5-star rating, which was the highest rating, for its governance as a listed company for the second consecutive year by the Corporate Governance Report of Thai Listed Companies 2022 (CGR) under the supervision of the Institute of Thai Directors (IOD) and the Stock Exchange of Thailand (SET).

	ผลการประเมินการกำกับดูแลกิจการบริษัทจดทะเบียนไทย ของ ITEL					
ประจำปี	บริษัทจดทะเบียนโดยรวม	SET 100 Index	SET 50 Index	บริษัท ITEL	สัญลักษณ์	ความหมาย
2560	80%	87%	90%	68%		ดีพอใช้ (Satisfactory)
2561	81%	88%	91%	79%	A second	ର୍ଗି (Good)
2562	82%	90%	92%	81%	Leichbergerar	ดีมาก (Very Good)
2563	83%	90%	92%	88%	Keichergesterkt	ดีมาก (Very Good)
2564	84%	92%	93%	90%	Keineren Kei	ดีเลิศ (Excellent)
2565	85%	92%	94%	90%		ดีเลิศ (Excellent)

3. The company was included in the Thailand Sustainability Investment (THSI) List of 2022 or for the third consecutive year according to the list announced by the Stock Exchange of Thailand. This reflects how much importance the company has given to sustainable business development with consideration to environmental, social and governance (ESG) issues.

4. The company received a "BBB" or "Stable" rating for organization credibility by TRIS Rating Co., Ltd. This demonstrates the company's strength in being a telecommunications service provider.

5. The company received the Asia's Best Employer Brand Awards 2022 from the Employer Branding Institute. This shows the company's potential through its executives who possessed outstanding capabilities and served as role models in supporting the development of an organization of learning accepted on the international stage.

6. The company received an honors award for being a business that supported the hiring of socially-disabled people for year 2022 for the company's collaboration with the Social Innovation Foundation and member organizations to create opportunities for over 3,000 people with disability across the nation by supporting for disabled people to receive gainful employment under the Empowerment of Persons with Disabilities Act, which contributed to the company's corporate social responsibility missions.



7. The company received awards from The Global Economics Awards 2022 that was organized by The Global Economics, a leading financial magazine from the United Kingdom. The awards were received in 2 categories, namely, Best Emerging CEO in Telecom, which was given to Mr. Nuttanai Anuntarumporn, chief executive officer and an organization leader with distinction in strategic planning and telecommunications business management, and the Most Innovative Fiber Optic Network Service Provider award, which reaffirmed the company's capabilities and success as a leading service provider of fiber optic networks.

8. The company received the BEST CORPORATE CREATOR AWARDS 2022 from Blockdit. The award received on this occasion is an award for business brands that develop through effective content communication that is demanded by the Blockdit community.

9. The company became certified as "a member of Thailand Private Sector's Collective Action Coalition Against Corruption" by the Collective Action Coalition Against Corruption Project or CAC with a 3-year certification period from 31 December 2022 to 30 December 2025. Accordingly, the company is prepared to declare its commitment to anti-corruption and is determined to build the organization toward sustainable growth and to create consciousness in directors, executives and employees on every level to participate in anti-corruption, which is one of the core components of business.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions, and shareholders asked questions as follows:

Mr. Thiti Charikasem, shareholder attending the meeting in person, asked whether the company has a plan to issue debentures based on the company's credibility rating by TRIS Rating.

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that, because ITEL is a company registered on the Stock Exchange and conducts business with many large organizations, ratings by external agencies are a factor contributing to building the company's reliability but that the company presently has no plans to issue debentures.

Given that there were no additional questions, the chairman proposed for the general shareholder meeting to acknowledge the meeting announcements without requiring any voting on this agenda.

Meeting Resolution: The general shareholder meeting acknowledged the meeting announcements as proposed above.

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Agenda 2Consideration of Certification of the Report of the 2022 Annual General ShareholderMeeting Held on 27th April 2022

The chairman assigned Ms. Varisa Anuntarumporn, director and company secretary, to inform the meeting that the company prepared a report for the 2022 Annual General Shareholder Meeting that took place on 27th April 2022 and that the report was fully prepared within 14 days from the date of the annual general meeting and submitted to the Ministry of Commerce within the legally-required time period and published on the company's website <u>www.interlinktelecom.co.th</u> In addition, a copy of the 2022 Annual General Shareholder Meeting report was attached with the meeting invitations dated 5 April 2023 sent to shareholders in physical copies in advance. Accordingly, the board of director's opinion following considerations was that the record of the special shareholder meeting report was clear, complete and correct.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Given that no questions were asked, the chairman proposed for the meeting to consider certifying

the aforementioned general shareholder meeting. This agenda required the majority of all votes of the shareholders attending the meeting who were eligible to vote.

Meeting Resolution: The general shareholder meeting passed a resolution to certify the 2022 Annual General Shareholder Meeting that took place on 27 April 2022 as proposed by the board of directors by a majority of all votes of the shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	794,287,771 votes	or	99.9975%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	20,000 votes	or	0.0025%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	794,287,771 votes	or	100.0000%

Remarks: During this agenda, 13 additional shareholders were registered relative to the previous agenda. They represented 2,461,052 shares. Thus, the total number of shareholders attending this meeting agenda was 262 shareholders for a total of 794,307,771 shares.

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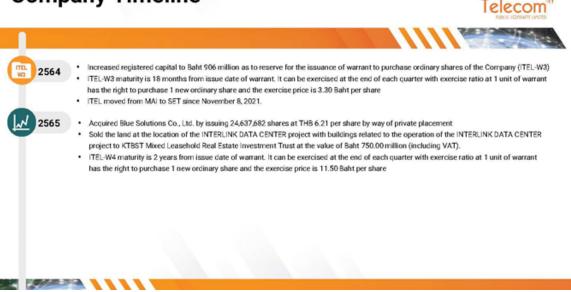


Agenda 3 Acknowledgement of Performance in 2022

The chairman assigned Mr. Nuttanai Anuntarumporn, director and chief executive officer, to present the company's performance and significant developments in 2022 to the meeting as follows:

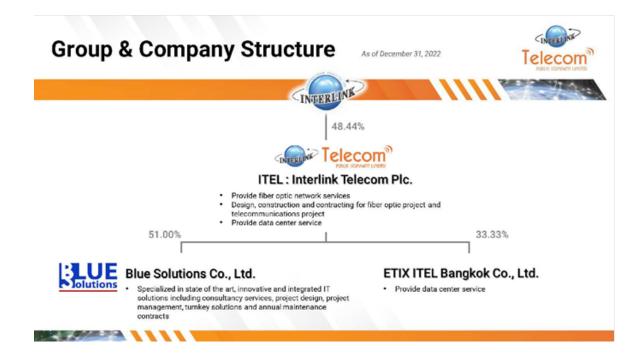


Company Timeline



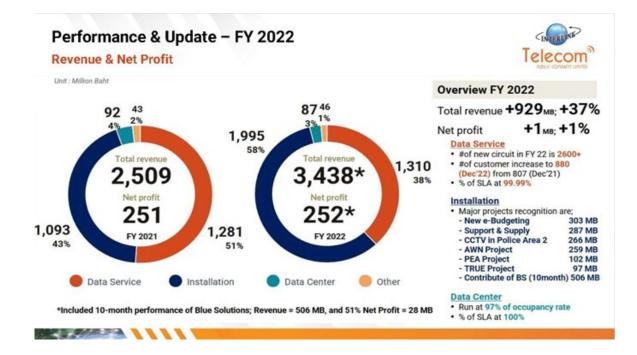
INTERLINK TELECOM PUBLIC COMPANY LIMITED



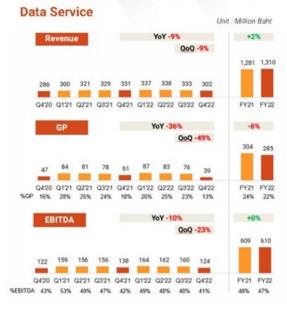








Performance & Update – FY 2022





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87

26

42

Performance & Update – FY 2022

Data Center Unit : Million Baht -5% Revenue YoY -23% 000 +9% 92 31 22 21 22 24 21 20 20 20 Q420 Q121 Q221 Q321 Q421 Q122 Q222 Q322 Q422 FY21 FY22 -10% YoY +0% GP 000 +33% 29 8 6 6 6 6 Q420 Q121 Q221 Q321 Q421 Q122 Q222 Q322 Q422 FY21 FY22 32% 30% 36% 38% 35% 30% 26% 29% 30% 27% 33% YoY +0% -7% EBITDA QoQ +20% 45 12 12 12 11 10 10 10 10 12 Q420 Q121 Q221 Q321 Q421 Q122 Q222 Q322 Q422 FY21 FY22 SEBITDA 55% 57% 55% 50% 39% 48% 50% 50% 45% 49%



Data Center

Revenue

- Having 3 major customers with 97% utilization of capacity
- Constantly and consistency maintain a stream of revenue

Gross Profit

- GP of 2022 decreased due to arising cost from
- electricity.

 New Control level of %GP at 30%

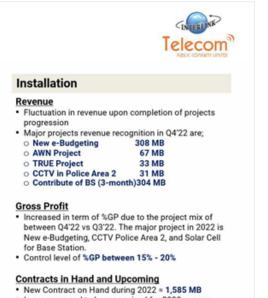
2nd Data Center: ETIX ITEL Bkk#1

- 33.33% Shareholding
- · 95% Day-1 Occupancy Rate
- 66% Day-2 Occupancy Rate start to recognize revenue in Q3 2022
- · Plan to Break-Even point in 2023-2024

Performance & Update – FY 2022

Installation





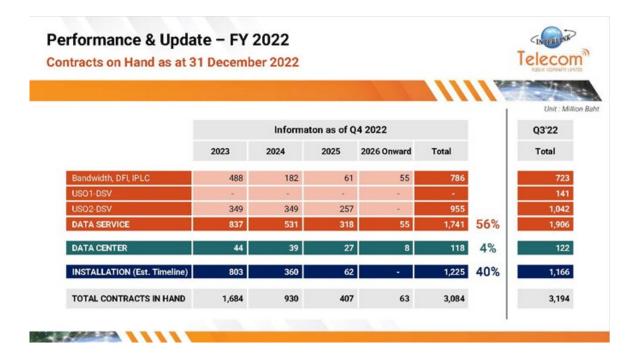
 In progress and to be recognized for 2023 approx. 803 MB

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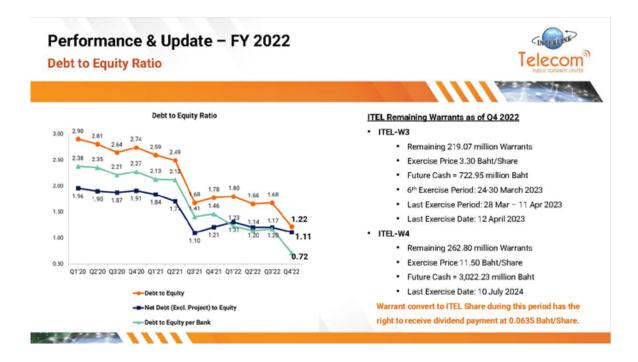
	Periods		Unit : Millio	n Baht Pleck consume
Target	3,000		Recurring	Non-recurri
Total	1,665		842	823
Data Service & Data Cent	ter 183	Winning January 2023	0	
Network Install - South	249	Winning January 2023		Ø
Solar Cell Base Station	296	Waiting for Award Announcement		Ø
Course Online Proposal Submit on 3	^{8/2022} 305	Bidding	0	
USO - TOT	632	Waiting bidding	56%	2 44%



Investments i Overall 2022 Per		utions				Telecom
LEADING in Solut	tions Integrati	on				DOL 10
Solutions Provided	:					- Jolution
		((T))			2	
Cyber Security	CCTV & Security Solutions	Network and WIFI Solutions	Server, Blade Server, Storage	Enterprise Soft Developme		
2022 Revenue	: THB 664 m	illion (consoli	dated for 10-m	onth = 506 MB)	
2022 Net Profit	: THB 54 mil	lion (consolidat	ed for 10-mont	h at 51% = 28 I	MB)	
Contracts on Hand	: 445 MB					Unit : Million Baht
			Information	ation as of Q	4 2022	
		2023	2024	2025	2026 Onward	Total
INSTALLATION (Est. Timeline)	316	60	30	39	445

Upcoming Contracts Next Pe	riods	
		Unit : Million Ba
Appro	ox. Contract Value	Recurring Non-recurring
Total	343	343
Municipality – Smart CCTV	185	0
EGAT – Access Network	100	0
PWA – Network Maintenance	30	0
PWA – Security Enhancement	28	Ø









All other information was shown in the Annual Information Disclosure Form/2022 Annual Report (56-1 One Report 2022) that the company had sent to the shareholders ahead of the meeting along with the invitation letters.

The company wished to inform every shareholder that the company gave importance to anti-corruption and firm commitments to justice, virtues, morals, ethics and governance and transparent work management with responsibility to all stakeholders. Hence, the company has set guidelines for the appropriate conduct of the company's directors, executives and employees in the Employee Code of Ethics and Code of Conduct that are part of the company's governance to ensure confidence that the company has a policy in place specifying the practice guidelines, specifications and complaint channels to prevent corruption and to aid in the decision-making and business activities at risk of corruption by ensuring thorough considerations and actions. Accordingly, the company has prepared the "Anti-Corruption Policy" in writing for it to be firmly adhered to as a clear business practice guideline.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions, and shareholders asked questions as follows:

Mr. Thiti Charikasem, a shareholder attending in person, asked how much the company was able to transfer the increased electrical cost on to customers and whether or not customers were likely to shift toward using the services of competitors.

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the company's electrical costs resulted primarily from the company's data center business, with the electrical cost structure made up of 2 parts, namely, FT and electrical fees. In the past, the company assessed FT cost and made fixed rate contracts with customers to charge service fees. Back then, the company was still able to generate a profit. However, as the FT cost successively increased, customers still paid the same service rates, which decreased company profits. Therefore, the company has made efforts to negotiate with customers to seek contract amendments with case-by-case considerations depending on the length of each contract. Nevertheless, the company is convinced that the primary factors in successfully operating the data center business are not only service rates but also the ability to maintain the quality and stability of good services.

Mr. Thiti Charikasem, a shareholder attending in person, additionally asked what the company's gains for ITEL were based on the company's effort to take a subsidiary or Blue Solution Co., Ltd. ("BS") for an IPO and whether the company intended to sell shares or obtain additional financing for the growth of BS.

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Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the company views that ITEL and BS can complement each other's businesses, because ITEL has data service and data center capabilities while BS has system installation capabilities and that this sort of business synergy can create the benefit of broader reach and access to customers. Accordingly, for the registration in the Stock Exchange, the company views that it is an investment for BS's ongoing growth and that it can push for increased market capitalization value. As for whether or not the shares would be sold off, the company has no clear policies at the present, since the situation requires case-by-case analysis.

An anonymous shareholder attending the meeting in person asked whether there would be impacts on the company's customers following other large company's joint investment in the data center business.

Mr. Nuttanai Anuntarumporn, director and chief executive office, replied that every business faces competition and that he believed that, in competition, every company has its strengths and weaknesses. As such, the 3 primary factors customers often consider when choosing data center services are 1) company experience; 2) location; and 3) service quality. At the present, the company views that ITEL's strengths lie in its experience in providing services to large numbers of major banks and providing services to hyperscale businesses investing in Thailand and that, therefore, the company has a powerful list of references which the company can use as strong selling points. Moreover, the company is committed to providing customization services in which customers can design or modify their own data storages according to their own preferences.

Ms. Ketsiri Panthura, a volunteer to protect shareholders' rights (a representative from the Thai Investors' Association) asked about what concerns the company had for 2023 in terms of strategic plans and company performance.

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the critical risk for 2023 is maintaining a good profit margin, which is very challenging. Nevertheless, the company has strengths, such as primary network access investments, for which the company's costs are much lower than competitors. Moreover, the company has access to customers and is ready to reaffirm success in terms of service quality, speed and flexibility. Even though pricing is highly competitive and is a concern, it is manageable.

Mr. Basant Kumar Dugar, a shareholder attending in person, gave the recommendation that market capitalization value should also be increases given the company's positive returns such as by increasing participation in roadshows in the country and abroad and that, concerning business growth, the company's decreased investing cashflow is a positive thing and it shows that the company is gradually increasing investment and is growing.

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Mr. Nuttanai Anuntarumporn, director and chief executive officer, acknowledged and accepted the aforementioned recommendation.

Given that there were no additional questions, the chairman proposed for the general shareholder meeting to consider acknowledging the 2022 performance report in this agenda without voting on a resolution.

Meeting Resolution: The general shareholder meeting acknowledged the 2022 performance report according to the aforementioned proposal.

Agenda 4Consideration of Approval of the Statement of Financial Position and Statement ofComprehensive Income for the Year Ending on 31 December 2022

The chairman assigned Mr. Nuttanai Anuntarumporn, director and chief executive officer, to present information about this agenda to the meeting.

Mr. Nuttanai Anuntarumporn informed the meeting that, in order to comply with the Public Limited Companies Act, B.E. 2535 (1992), the company is required to create a statement of financial position and a statement of comprehensive income at the end of each of the company's accounting year, and these need to be audited by the auditor and proposed to a general shareholder meeting for approval. Accordingly, the board of directors had already approved of the aforementioned financial statements and deemed it fitting to present them to the annual general shareholder meeting to consider approving the statement of financial position and the statement of comprehensive income for the year ending on 31 December 2022 that passed auditing and received the unconditional opinions of the company's auditor PricewaterhouseCoopers ABAS Co., Ltd. and received approval from the Audit Committee. The details are shown in the Annual Information Disclosure Form/2022 Annual Report (56-1 One Report 2022) that the company delivered to the shareholders in advance along with the meeting invitation letters as summarized as follows:

As of 31 December 2022, the company's total assets amounted to 8,396.21 million baht or an increase of 3.86% from the total assets as of 31 December 2021, and the company's total liabilities totaled 4,705.07 million baht or a decrease of 9.09% from the total liabilities as of 31 December 2021. In addition, shareholders' equity was 3,602.78 million baht or increased by 23.86% from shareholders' equity as of 31 December 2021.



The company's total revenues from the 2022 period were 3,437.77 million baht or an increase by 37.01% when compared to the previous year. Meanwhile, the net profit belonging to the parent company for the 2022 period totaled 251.67 million baht or an increase by 0.35% when compared to the performance in the previous year.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Given that there were no additional questions, the chairman proposed for the general shareholder meeting to consider approving the statement of financial position and statement of comprehensive income for the year ending as of 31 December 2022. This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote.

<u>Meeting Resolution</u>: The general shareholder meeting passed a resolution to approve the statement of financial position and the statement of comprehensive income for the year ending as of 31 December 2022 by a majority of all votes of shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	877,443,870 votes	or	99.9370%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	553,000 votes	or	0.0630%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Remarks: During this agenda, 13 additional shareholders were registered relative to the previous agenda. They represented a total of 83,689.099 shares. Thus, the total number of shareholders attending this meeting agenda was 275 shareholders for a total of 877,996,870 shares.

Agenda 5 Consideration of Approval of Allocation of the Net Earnings for Year 2022

Agenda 5.1 Acknowledgement of the Allocation of Net Profit as Legal reserves

The chairman assigned Mr. Nuttanai Anuntarumporn, director and chief executive officer, to present information about this agenda to the meeting.

Mr. Nuttanai Anuntarumporn informed the meeting that under the provisions of Section 116 of the Public Limited Companies Act, B.E. 2535 (1992), and Clause 50 of the company's regulations, the company was required to allocate a portion of its annual net earnings as a legal reserves by at least 5% of the annual

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net earnings, less the accumulated losses carried over (if any), until the legal reserves reached at least 10% of the registered capital, and the legal reserves cannot be spent as dividends.

Hence, the company was required to allocate its net profit for year 2022 as legal reserves by an additional amount of 11,440,000 baht or 5% of the net profit for year 2022. Furthermore, the company recorded the legal reserves as of 31 December 2022 according to the following information:

Description	2022 (Unit: THB)
1. Profits for the year ending on 31^{st} December 2022.	228,698,217
2. Legal reserves as of 31 st December 2022	11,440,000
3. Profits for the year ending on 31 st December 2022 after deducting legal reserves.	217,258,217

The board of directors deemed it fitting to propose for the shareholder meeting to consider acknowledging the allocation of net earnings as legal reserves by the total amount of 11,440,000 baht.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions.

Given that no questions were asked, the chairman proposed for the meeting to consider acknowledging the allocation of unallocated retained earnings as legal reserves according to the abovementioned details. This agenda required no voting on a resolution, since it was only a report for the acknowledgement of shareholders.

Meeting Resolution: The general shareholder meeting acknowledged the allocation of net earnings as legal reserves according to the above proposal.

Agenda 5.2 Approval of Allocation of Net Earnings in 2022 for Dividend Payments

The chairman assigned Mr. Nuttanai Anuntarumporn, director and chief executive officer, to present information about this agenda to the meeting.

Mr. Nuttanai Anuntarumporn informed the meeting that the company has a policy to pay dividends by at least 40% of the net earnings from the company's separate financial statements subsequent to deducting corporate income tax and allocation of legal reserves. However, the company might pay dividends differently from the policy, depending on its returns, financial liquidity and need for funds to spend as current capital to manage and expand the company's business, including the state of the economy.



According to the financial statements for the year ending on 31 December 2022 that were audited by the auditor, the company's net earnings from the separate financial statement were 228,698,217 baht, which equaled an earnings per share of 0.18 baht for 1,314,727,674 shares as of 31 December 2022.

Hence, the chairman proposed for the shareholder meeting to consider approving the payment of dividends in cash by allocating from the net earnings in 2022 to shareholders at the rate of 0.0635 baht per share for 1,583,592,698 distributed shares at the par value of 0.50 baht per share for a total dividend payment of no more than 100.56 million baht or a share of 46.29% of the net earnings from the separate financial statement after deducting legal reserves, which followed the company's dividend payment policy, as summarized below:

Details of dividend payment	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022
1. Net profit of separate financial	150,191,759	191,086,964	191,051,321	256,651,043	228,698,217
statements (Baht)					
2. Appropriate as legal reserve	7,510,000	9,600,000	9,560,000	12,840,000	11,440,000
(Baht)					
3. Net profit of separate financial	142,681,759	181,486,964	181,491,321	243,811,043	217,258,217
statements after deduction of legal					
reserve (Baht)					
4. Number of shares (shares)	1,000,000,000	1,000,000,000	1,000,000,000	1,247,165,194	1,583,592,698
5. Dividend per share	0.057	No dividend	No dividend	No dividend	0.0635
(Baht : Shares)					
6. Total dividend paid (Baht)	57,072,703.60				100,558,136.32
7. Dividend payout ratio compared	40.00%				46.29%
to the net profit of separate					
financial statements after legal					
reserve (%)					
8.Dividend payout ratio compared	38.00%				43.97%
to the net profit of					

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The chairman gave an opportunity for shareholders to propose recommendations and ask questions. A shareholder asked a question as follows:

Mr. Thiti Charikasem, a shareholder who attended in person, asked if the amount of dividends to be paid in this table includes the shares created from the exercising of rights to convert ITEL-W3 that recently expired.

Mr. Nathanai Anantaramphon, director and chief executive officer, replied that, in the calculation to consider dividend payments, the company has to reference all shares expected to be created from the exercising of rights to convert ITEL-W3 on 31 March 2023 and on 12 April 2023. Accordingly, the total shares presently distributed numbered at 1,388,929,573 shares, thus causing the dividends to actually be paid to be about 100.56 million baht less than the budget.

Given that there were no additional questions, the chairman proposed for the meeting to consider paying dividends for year 2022 according to the aforementioned details. This agenda required at least three-fourths of all votes of shareholders attending the meeting who were eligible to vote.

<u>Meeting Resolution</u>: The general shareholder meeting passed a resolution approving the payment of dividends for year 2022 according to the proposal of the board of directors by at least three-fourths of all votes of the shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	840,442,070 votes	or	95.7227%
Disapproval	by	37,554,800 votes	or	4.2773%
Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Agenda 6 Consideration of Election of Directors to Replace Those Leaving Office According to Term and Authorization of Directors' Powers and Duties

Agenda 6.1 Election of Directors to Replace Those Leaving Office According to Term

Because the chairman was in the list of directors due to leave office according to term, Mr. Sombat Anuntarumporn, vice chairman of the board, was assigned to serve as the chairman on his behalf, and Ms. Varisa Anuntarumporn, director and company secretary, was assigned to present information to the meeting. Information was provided to shareholders as follows:



Pursuant to Section 36 of the Public Limited Companies Act and Clause 18 of the company's regulations, directors are to leave office according to term at each general shareholder meeting at the rate of one-third of the total number of directors. As such, there were 4 directors at this annual general shareholder meeting who were due to leave office according to term, and in order to follow good corporate governance principles before the start of the deliberations on this agenda, the 4 directors due to leave office according to term were as follows:

1. Mr. Pakorn Malakul Na Ayudhya	Chairman/Independent Director.
2. Dr. Chalida Anuntarumporn	Corporate Governance Director.
3. Mr. Mr. Chavalit Chookajorn	Audit Director/Risk Management Director/
	Corporate Governance Committee Chairman/
	Nomination and Remuneration Director/Independent Director.
4. Mr. Suwat Punnachaiya	Risk Management Director/Nomination and
	Remuneration Committee Chairman.

They were requested to leave the meeting room until the deliberations on this agenda concluded. This was because the 4 directors had an interest in the voting on this agenda.

Accordingly, Interlink Telecom Public Company Limited gave an opportunity for shareholders to nominate suitably-qualified people to receive consideration to become appointed as company directors in advance via the company's website from 5 January 2023 to 15 February 2023. It turns out that no shareholder nominated any person in advance for consideration of appointment to become a new company director.

The board of directors, excluding the interested directors, held an extensive discussion and evaluated the past duty performance of directors, and the persons nominated on this occasion had been screened according to the company's procedures and they were qualified according to the relevant criteria and were suitable for the company's business. Moreover, these 4 directors have always performed their duties well as directors and were fully qualified according to Section 68 of the Public Limited Companies Act. Hence, the company took the matter into consideration and passed a resolution approving a proposal for the general shareholder meeting to elect the 4 directors leaving office according to term to be company directors for another term.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Given that no questions were asked, the chairman proposed for the meeting to consider authorizing the appointment of the 4 directors to replace those leaving office according to term. This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote, and shareholders

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were to vote for the appointment of the 4 directors individually to comply with good corporate governance principles beginning with the following person:

1st Director: Mr. Pakorn Malakul Na Ayudhya

Meeting Resolution: The general shareholder meeting passed a resolution to appoint Mr. Pakorn Malakul Na Ayudhya to be a company director by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

2nd Director: Dr. Chalida Anuntarumporn

Meeting Resolution: The general shareholder meeting passed a resolution to appoint Dr. Chalida Anuntarumporn to be a company director by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

3rd Director: Mr. Chavalit Chookajorn

Meeting Resolution: The general shareholder meeting passed a resolution to appoint Mr. Chavalit Chookajorn to be a company director by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

	Approval	by	877,996,870 votes	or	100.0000%	
	Disapproval	by	0 votes	or	0.0000%	AL
INTERLINK TELECOM	PUBLIC COM	PANY L	IMITED			
48/66 Soi Rung-Reung, Ratchadaphisek	Rd., Samsennok, Huay k	(hwang, Bangk	ok 10310, Thailand			A
Head Office : 0 2666 2222 Fax : 0 26	666 2299 Email : info@ir	nterlinktelecom	.co.th			
Network Management Center : 0 2666	2288 Fax : 0 2666 229	3				/ XV
Website : www.Interlinktelecom.co.th F	acebook : InterlinkTelecom	PublicCompar	yLimited YouTube : ITEL CHANNEL			



Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

4th Director: Mr. Suwat Punnachaiya

Meeting Resolution: The general shareholder meeting passed a resolution to appoint Mr. Suwat Punnachaiya to be a company director by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Agenda 6.2 Appointment of New Independent Directors, Audit Directors and Sub-committee Directors

The chairman assigned Ms. Varisa Anuntarumporn, director and company secretary, to present the information about this agenda to the meeting. She accordingly explained information to the shareholders that because there were independent directors due to leave their offices according to term, they should be reappointed to continue serving as independent directors. Hence, the board of directors passed a resolution approving for the annual general shareholder meeting to consider appointing new independent directors in the positions of independent directors, audit directors and sub-committee directors by 2 directors as follows:

- 1. Mr. Pakorn Malakul Na Ayudhya
- 2. Mr. Mr. Chavalit Chookajorn

Chairman/Independent Director. Audit Director/Risk Management Director/ Corporate Governance Committee Chairman/ Nomination and Remuneration Director/ Independent Director.

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The board of directors, excluding the interested directors, held an extensive discussion and deemed the nominated persons to become independent directors to be qualified according to the laws relating to independent directors and that they would be able to express their opinions independently. Moreover, the aforementioned people were qualified people who possessed knowledge, abilities and experience relevant to the company's business and have always performed their duties effectively as directors.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions.

Given that no questions were asked, the chairman proposed for the meeting to consider and authorize the appointment of new directors to become independent directors, audit directors and subcommittee directors in this agenda. This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote in this agenda.

1st Director: Mr. Pakorn Malakul Na Ayudhya

<u>Meeting Resolution</u>: The general shareholder meeting passed a resolution authorizing the appointment of the new director, namely, Mr. Pakorn Malakul Na Ayudhya, to become an independent director by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	877,240,070 votes	or	99.9138%
Disapproval	by	756,800 votes	or	0.0862%
Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

2nd Director: Mr. Chavalit Chookajorn

Meeting Resolution: The general shareholder meeting passed a resolution authorizing the appointment of the new director, namely,Mr. Chavalit Chookajorn, to become an independent director, audit director, risk management director, Chairman of the Corporate Oversight Committee, and nomination and remuneration director by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

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Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Agenda 6.3 Authorization of Directors' Powers and Duties

The chairman assigned Ms. Varisa Anuntarumporn, director and company secretary, to present information about this agenda to the meeting.

Ms. Varisa Anuntarumporn, director and company secretary, informed the meeting that, because Mrs. Chalida Anuntarumporn was a director due to leave office according to term, she should be reappointed to continue being a director according to the proposal for authorization in Agenda 6.1 as an authorized director to take actions on behalf of Interlink Telecom Public Company Limited. Thus, this agenda was necessary to have the general shareholder meeting consider specifying the powers and duties of the authorized director to take actions on behalf of the company as before as follows:

"One of Mr. Sombat Anuntarumporn or Mrs. Chalida Anuntarumporn or Mr. Nuttanai Anuntarumporn affixing his or her signature along with the company's seal."

The chairman further informed the meeting that, because the director being nominated for reappointment, namely, Mrs. Chalida Anuntarumporn, was a director authorized to take actions on behalf of Interlink Telecom Public Company Limited, it was deemed appropriate to specify her powers and duties as director to be as before as registered with the Ministry of Commerce according to the above proposal.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Given that no questions were asked, the chairman proposed for the meeting to consider and authorize the specification of the powers and duties of the director. This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote in this agenda.

Meeting Resolution: The general shareholder meeting took the matter into consideration and passed a resolution authorizing the specification of the powers and duties of the director according to the above proposal by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

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Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	0 votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Agenda 7 Consideration of Authorization of Directors' Remunerations for the Year 2023

The chairman assigned Ms. Varisa Anuntarumporn, director and company secretary, to present information about this agenda to the meeting.

Ms. Varisa Anuntarumporn, director and company secretary, informed that Section 90 of the Public Limited Companies Act, B.E. 2535 (1992), stipulates that companies are prohibited from paying monies or other assets to directors except as remunerations according to the company's regulations. As such, the company's regulations in Chapter 3 Board of Directors, Clause 33, state that directors are entitled to receive remunerations from the company in the form of monies, prizes, meeting attendance fees, pensions, bonuses and other types of remunerations.

Meeting	Number of meetings (the year 2022)
Extraordinary Shareholders' Meeting 2022	1
Annual General Shareholders' Meeting 2022	1
Board of Directors	8
Audit Committee	4
Risk Management Committee	1
Corporate Governance Committee	2
Nomination and Remuneration Committee	2

In the past year, the number of meetings that took place was as follows:

For this agenda, the Nomination and Remuneration Committee, thoroughly considered the remunerations of every director position to ensure that they are appropriate and current based on comparisons with directors' remunerations in the past year relative to those in other listed companies in the Stock Exchange of Thailand with a similar stock market value and that belong to similar industries. Thus, it was proposed to increase the directors' remunerations for year 2023 according to the details in the table as summarized as follows:

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- 1. A raise to the meeting attendance fees for every director position by 1,000 baht per position.
- 2. A raise to the annual pension of directors by 10,000 baht per position.

Dimeters? Demonstrations	Previous Rate		Proposed New Rate
Directors' Remunerations	2021	2022	2023
Meeting Attendance Fee			
1. Board of Directors/General Shareholder/Special Shareholder			
- Company Chairman	9,000 baht/time	9,000 baht/time	10,000 baht/time
- Company Director, per Director	6,000 baht/time	6,000 baht/time	7,000 baht/time
2. Audit Committee			
- Chairman of the Audit Committee	9,000 baht/time	9,000 baht/time	10,000 baht/time
- Audit Director, per Director	6,000 baht/time	6,000 baht/time	7,000 baht/time
3. Nomination and Remuneration Committee			
- Chairman of the Nomination and Remuneration Committee	5,000 baht/time	5,000 baht/time	6,000 baht/time
- Nomination and Remuneration Director, per Director	3,000 baht/time	3,000 baht/time	4,000 baht/time
4. Risk Management Committee			
- Chairman of the Risk Management Committee	5,000 baht/time	5,000 baht/time	6,000 baht/time
- Risk Management Director, per Director	3,000 baht/time	3,000 baht/time	4,000 baht/time
5. Corporate Governance Committee			
- Chairman of the Corporate Governance Committee	5,000 baht/time	5,000 baht/time	6,000 baht/time
- Corporate Governance Director, per Person	3,000 baht/time	3,000 baht/time	4,000 baht/time
Annual Pension for Directors			
- Company Chairman	80,000 baht/year	80,000 baht/year	90,000 baht/year
- Chairman of the Audit Committee	65,000 baht/year	65,000 baht/year	75,000 baht/year
- Company Director, per Director	65,000 baht/year	65,000 baht/year	75,000 baht/year
Other Benefits	None.	None.	None.



Accordingly, the 2023 directors' remunerations were thoroughly and carefully considered by the Nomination and Remuneration Committee and the board of directors and they would become effective beginning from the date of their authorization by the 2023 Annual General Shareholder Meeting and onward until a shareholder meeting passes a different meeting resolution.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Given that no questions were asked, the chairman proposed for the meeting to consider authorizing the directors' remunerations for year 2023, effective beginning from the date of authorization by the 2023 Annual General Shareholder Meeting and onward. This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote.

<u>Meeting Resolution</u>: The general shareholder meeting took the matter into consideration and passed a resolution authorizing the directors' remunerations for year 2023 as proposed by the board of directors by a majority of votes of all shareholders attending the meeting who were eligible to vote in this agenda as follows:

Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	200 votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Agenda 8Consideration of Authorization of the Appointment of the Auditor and Specificationof the Audit Fees for Year 2023

The chairman assigned Mrs. Kesara Manchusree, Chairman of the Audit Committee and independent director, to present information about this agenda to the meeting.

Mrs. Kesara Manchusree, Chairman of the Audit Committee and independent director, informed the meeting that the Public Limited Companies Act, B.E. 2535, and Clauses 45 and 48 of the company's regulations stipulate that annual general shareholder meetings are responsible for appointing the company's auditors and for setting the audit fees and that an announcement of the Capital Market Supervisory Board requires that listed companies perform an auditor rotation at least every 7 accounting years with the purpose of ensuring confidence that auditors independently review and audit the financial statements of listed companies.

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Thus, in year 2023, the Audit Committee considered the selection of the company's auditor and deemed it fitting to propose for the board of directors to consider appointing PricewaterhouseCoopers ABAS Co., Ltd., which has been the company's auditor for 8 years since 2015, due to said company's good work standards and expertise in auditing, including its continual good performance. Upon comparing the work volume which increased from the previous year, the company continued to view that the audit company, i.e., PricewaterhouseCoopers ABAS, still had an appropriate audit fee according to the following details:

1) Request for Authorization for the Appointment of the Company's Auditor for Year 2023:

- Miss Wanwimo	n Prichawat	(Licensed	Auditor No.	9548); and/or
- Miss Amonrat	Phoemphunwatthanasuk	(Licensed	Auditor No.	4599); and/or
- Mr. Kan	Tanthawirat	(Licensed	Auditor No.	10456);

They, on behalf of PricewaterhouseCoopers ABAS Co., Ltd., were to become the company's auditor, by having one of the aforementioned people work to audit and render opinions regarding the company's financial statements. In addition, in cases where the aforementioned licensed auditors cannot perform their duties, PricewaterhouseCoopers ABAS Co., Ltd. must other licensed auditors under PricewaterhouseCoopers ABAS Co., Ltd. as replacements. Accordingly, since 2022, the company has had a subsidiary use the same audit office as the company. Therefore, the board of directors will supervise and monitor to ensure that financial statements are prepared in a timely manner.

2) Request for the Authorization of the Company's Audit Fees for Year 2023:

The company would like to set the audit fee to 1,941,000 baht (one million nine hundred forty-one thousand baht only), which would be an increase from the audit fees in 2022 by 2.97%. The increase in audit fee would be consistent with the company's yearly growth in performance. Furthermore, the aforementioned accounting office and listed auditors have no relations or stakes in the company, subsidiaries, executives, major shareholders or people related to the aforementioned people.

Moreover, it has been deemed fitting to propose information making comparison with the company's audit fees for the past year as follows:

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Audit Fee	2019	2020	2021	2022	2023
Quarterly	570,000.00	600,000.00	600,000.00	705,000.00	726,000.00
Annual	970,000.00	1,050,000.00	1,132,500.00	1,180,000.00	1,215,000.00
Total	1,540,000.00	1,650,000.00	1,732,500.00	1,885,000.00	1,941,000.00
Increase (THB)	140,000.00	110,000.00	82,500.00	152,500.00	56,000.00
Increase (%)	10.00%	7.14%	5.00%	8.80%	2.97%
Other Benefits	None.	None.	None.	None.	None.

The aforementioned details appear in the meeting invitation letters already delivered to the shareholders.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. A shareholder asked the following questions:

Ms. Ketsiri Panthura, a volunteer for protecting the rights of shareholders (a representative from the Thai Investors' Association) asked the following questions:

1st Question: What are the company's guidelines for using AI technology to aid in auditing to reduce workload in order to potentially decrease the company's audit fees in the future, given the fairly high increases in the audit fee figures in recent years and 2023's 2.97% increase in the fees?

Mrs. Kesara Manchusree, independent director and Chairman of the Audit Committee, replied that ITEL uses an ERP system to enhance work efficiency and speed and that this also covers accounting work. The company accordingly believes that PricewaterhouseCoopers ABAS Co., Ltd. also uses AI technology or database systems to support work. For example, during the recent Covid outbreaks, the company and the auditing team was required to fully communicate and coordinate work by 100% online, and it appears that work has always been effectively carried out. As for the issue of increasing audit fees, because Blue Solution Co., Ltd. ("BS") is a new subsidiary that uses services from the same audit office in order to ensure the same and consistent accounting standards, the expenses in this part naturally increased. However, the audit fees proposed are negotiated rates and are comparable with those of other listed companies in the Stock Exchange.



<u>2nd Question</u>: Given that the Capital Market Supervisory Board has stipulated for listed companies to perform an auditor rotation at least every 7 accounting years and given that the company has employed PricewaterhouseCoopers ABAS Co., Ltd. as an auditor for 8 years, do the 3 auditors nominated for authorization above have any experience in auditing the company and for how many years?

Mrs. Kesara Manchusree, independent director and Chairman of the Audit Committee, replied that in the past year, the company only recently changed the list of auditors to the 3 new auditors above and already received the authorization of the 2022 Annual General Shareholder Meeting to do so. Hence, the company's auditors for year 2023 being proposed on this occasion had only 1 year of experience in auditing the company and are ready to work for the company for their second year. Thus, the company has taken actions in line with the requirements and announcements of the SEC Office and would like to further inform shareholders that Thailand might still have only a small number of audit offices, thereby making it an aim to not use any auditor for more than 7 years.

Given that there were no additional questions, the chairman proposed for the meeting to consider authorizing the appointment of the company's auditor for the year 2023 and to set the audit fees for year 2023 at the sum of 1,941,000 baht (one million nine hundred forty-one thousand baht only). This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote.

Meeting Resolution: The general shareholder meeting passed a resolution authorizing the appointment of the company's auditor for year 2022 and to set the audit remunerations for year 2023 at the sum of 1,941,000 baht (one million nine hundred forty-one thousand baht only) as proposed by the board of directors by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:

Approval	by	846,145,670 votes	or	96.3723%
Disapproval	by	31,851,200 votes	or	3.6277%
Abstention	by	0 votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

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Agenda 9Consideration of Authorization of a Review of Prohibitions on Actions Contributingto Business Domination by Foreign Persons

The chairman assigned Ms. Varisa Anuntarumporn, director and company secretary, to present information about this agenda to the meeting.

Ms. Varisa Anuntarumporn, director and company secretary, informed the meeting that the National Broadcasting and Telecommunication Commission (NBTC) issued the NBTC Announcement on the Specification of Prohibitions for Actions That Fit the Characteristic of Domination by Foreign Persons, B.E. 2555 (2012), which was published in the Thai Royal Government Gazette on 23 July 2012 ("Announcement") and was effective as of 24 July 2012, and that the announcement specifies the duties for telecommunications business license holders to specify or review the "prohibitions on actions contributing to domination by foreign persons" regularly every year to propose to a general shareholder meeting for consideration of approval and to file for certification signed by a person with signatory authority on behalf of the company stating that no actions will be taken in violation of the aforementioned prohibitions with the Office of the NBTC.

The board of directors took the matter into consideration and deemed that, in order to ensure that the company can continue operating business according to the law, it was appropriate to propose for the annual general shareholder meeting to review the prohibitions on actions contributing to domination by foreign persons according to the guidelines stated in the list appended to the announcement as shown in Attachment No. 10 of the meeting invitation letters delivered to the shareholders and for a person with binding signatory authority of the company to file for certification with the Office of the NBTC stating that the company will take no actions that are in violation of the aforementioned prohibitions.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Given that no questions were asked, the chairman asked the general shareholder meeting to consider authorizing a review of the prohibitions on actions contributing to domination by foreign persons. This agenda required the majority of votes of all shareholders attending the meeting who were eligible to vote.

Meeting Resolution: The general shareholder meeting took the matter into consideration and passed a resolution authorizing a review of the prohibitions on actions contributing to domination by foreign persons according to the board of director's proposal by a majority of votes of all shareholders attending the meeting who were eligible to vote on this agenda as follows:



Approval	by	877,996,870 votes	or	100.0000%
Disapproval	by	0 votes	or	0.0000%
Abstention	by	0 votes	or	0.0000%
Bad Ballot	by	0 votes	or	0.0000%
Total	by	877,996,870 votes	or	100.0000%

Agenda 10 Consideration of Other Agendas

The chairman announced to the meeting that this agenda was set to allow shareholders to ask executives regarding the company's performance in various areas or other matters for the meeting to consider and acknowledge and that, therefore, no other matters were to be proposed to the meeting to consider for authorization and there would be no voting on this agenda.

The chairman gave an opportunity for shareholders to propose recommendations and ask questions. Shareholders asked questions as follows:

An anonymous shareholder who attended in person asked for progress about the joint investments in WISESIGHT and in Project X.

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the company is still interested in WISESIGHT, but the current market condition makes it inappropriate to engage in a share swap, although the company's management has engaged in continuous communication and conducted joint business in multiple projects. However, if the company will engage in a joint investment, a request will be made for a capital increase by general mandate from shareholders at a later date. As for Project X, the company has already given a price estimate, but another company in the Stock Exchange gave an estimate that was about 2.5 times higher than the company's. Thus, the company presently has not made any joint investments in Project X.

Mr. Winai Lakchaimongkhon, a shareholder attending in person, asked the following questions:

1st Question: After 4 months have passed, can the company give an update on the revenue and profit margin trends and on any concern or risk that might prevent the company to meet its targets?

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied than in 2023, the company's revenue target was 3,500 million baht. Therefore, the company is confident that it will be able to meet it, since the company has a clear business work plan in place. As for-profit margins, the company is aiming to maintain margins of 20-25% for the data service business, which varies according to line regulations and maintenance work, 25-30% for the data center business, which varies according to electrical

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fees, and 15-20% for the installation business, which varies according to the projects awarded to the company.

 2^{nd} Question: What are the solutions for the company's successively declining profit margin in the data service business?

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the company will solve the issue of decreasing gross profit margin by employing a cost-cutting policy. For example, the company plans to install solar panels to cut electrical costs, and the company has a policy to utilize networks and built upon the customers to which the company already provides services. However, a factor contributing to the declining gross profit margin of the data service business is the gradually increasing repair cost from service work in the USO 1 and USO 2 projects in line the service life of these projects, since the project equipment will gradually run out of their warranties, which range from 1-5 years and contribute to increasing cost.

<u> 3^{rd} Question</u>: Is it still necessary to issue new warrants for spending?

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the company presently has no plans to issue any new warrants because the company's DE ratio had already declined to a manageable and appropriate level in line with the company's policy. In addition, the company has a significant free cash flow from collecting customer payments. Therefore, the company was able to effectively manage liquidity, which is why the company in this year considered paying dividends to shareholders. Thus, the company would like to assure that there currently are no plans to issue additional warrants after ITEL-W4. Nevertheless, if new business opportunities requiring financing arise, the company will consider issuing warrants once again.

Mr. Prasit Suesattayasin, a shareholder attending in person asked the following questions:

1st Question: Concerning the growth targets for each business this year, what are the details about the company's planned projects or work activities?

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the revenue trend of the data service center was at about 1,500-1,700 million baht, while the revenue for the data center business would be about 80-100 million baht, and the revenue from the installation business, which would include that from Blue Solution Co., Ltd. ("BS") would be about 1,900 million baht (ITEL's share would be about 1,200 million baht, while BS's share would be about 700 million baht). Hence, the overall revenue target for this year is at least 3,500 million baht.

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2nd Question: Concerning performance from early in the year of ITEL and Blue Solution, what are the trends and how disrupted will domestic and government investments be during the period leading up to the elections?

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that, because the company does business with the government and the private sector, the company has fairly clear work plans, job access and service proposals. Therefore, there so far appears to be any disruption and everything is proceeding as normal. This is because most of the government's budget for the 2023 fiscal year had already been completed since August last year and started to be used since October, and although the 2024 fiscal year's budget is under consideration, the budgetary framework has already been considered. Thus, after the elections and the forming of a government, various agendas will be proposed in meetings for budgetary authorization.

Mr. Piyaphong Prasatthong, a shareholder attending the meeting in person, asked concerning the business performance in Agenda 3 about the company's progress in the employment by the State Railway Authority of Thailand to install signaling and telecommunications systems at the paired Northern, Northeastern and Southern railway lines.

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that at the present there is a railway signaling project with ongoing bidding with an approximate value of 1,500 million baht, but the company is not involved with the project, and this is also not part of the company's 2023 project pipeline.

Mr. Thiti Charikasem, a shareholder attending the meeting in person asked concerning the current share price that dropped to 3 baht per share with the understanding that this was due to incomplete exercising of rights to convert ITEL-W3. He asked concerning the rights exercising price of 11 baht for ITEL-W4 on whether the share price would be able to reach the rights exercising price and whether or not the company will face capital or liquidity issues if the conversion rights are not exercised.

Mr. Nuttanai Anuntarumporn, director and chief executive officer, replied that the company has clear intentions and aims in issuing ITEL-W1, ITEL-W2 and ITEL-W3 and that is to enhance liquidity. Furthermore, the issuance of ITEL-W4 was to lower the DE ratio. However, the company is unable to specify or direct market prices. In discussing ITEL-W3 whose rights were most recently exercised and caused the share base to increase to 1,388,929,573 shares, this would cause EPS to improve when compared to the previous year if profit targets are met. As for whether or not and how ITEL-W4 rights will be exercised, the company would like to leave this for the future.

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Given that there were no additional questions or recommendations from shareholders, the chairman thanked every shareholder for having sacrificed their time to attend the meeting and express excellent opinions, and the chairman promised that the board of directors will protect the best interest of shareholders and then concluded the meeting.

The meeting was adjourned at 1.31 pm.

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(Mr. Pakorn Malakul Na Ayudhya) Chairman of the Board and Meeting Chairman

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(Ms. Varisa Anuntarumporn) Company Secretary and Meeting Secretary

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