

Minutes of Extraordinary General Meeting No. 1/2022

Interlink Telecom Public Company Limited

Date and Time of the Meeting

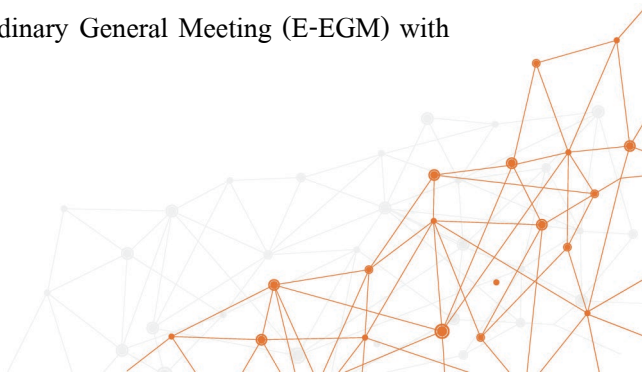
The Electronic-Extraordinary General Meeting (E-EGM) was held on Thursday, 27 January 2022 at 14.00 hrs. (The registration for accessing into E-EGM started from 12.00 hrs.) and was broadcasted live from Grand Suvarnabhumi Meeting Room, 7th Floor, Interlink Building, located on No. 48, Soi Rung Rueang, Ratchadaphisek Road, Samsen Nok Sub-District, Huai Khwang District, Bangkok 10310.

The Meeting started at 14.00 hrs.

The master of ceremony informed the Meeting that the Board of Directors of Interlink Telecom Public Company Limited had attended the meeting together on Tuesday, 9 November 2021 and had resolved to call the Meeting of Extraordinary General Meeting No. 1/2022 on Thursday, 27 January 2022 at 14.00 hrs. in a form of Hybrid Meeting at Grand Suvarnabhumi Meeting Room, 7th Floor, Interlink Building and had resolved to approve the Board of Directors or the Chief Executive Officer to have an authority to revise and/or add the meeting agenda in the Extraordinary General Meeting No. 1/2022 as well as revising and/or changing the date, time, and venue for the Extraordinary General Meeting No. 1/2022.

Because the pandemic situation of Coronavirus 2019 (Covid-19) in Thailand is still expanding in many areas, the Company has been aware and is concerned about the health and safety of shareholders, including those who are participated in the meeting arrangement, and is also ready to comply with the government's measures strictly to prevent the pandemic of Covid-19. Therefore, the Chief Executive Officer had requested to change the type of today's Extraordinary General Meeting No. 1/2022 to be the Electronic-Extraordinary General Meeting (E-EGM) by broadcasting live from Grand Suvarnabhumi Meeting Room, 7th Floor, Interlink Building according to the rules as specified in the law regarding the electronic meeting.

Hence, the Company had sent the link for attending the meeting, together with the manual for watching the broadcasting live, how to vote online, and how to make questions via e-mail to shareholders and proxies who were registered to attend the Electronic-Extraordinary General Meeting (E-EGM) with advanced authentication to the Company.



Mr. Pakorn Malakul Na Ayudhya was the Chairman of the Meeting.

The Chairman informed the Meeting that 14 shareholders attended the meeting with the total number of 10,268,934 shares and 214 proxies attended the meeting with the total number of 714,297,178 shares. The total number of attendees was 228 and the total number of shares was 724,566,112 or 57.7626 percent of all issued shares in the total number of 1,254,385,585 shares, which was the constituted quorum according to the company regulations. Therefore, the meeting was opened to make a consideration on various matters according to the agenda.

Hence, the Chairman had assigned the master of ceremony to introduce the Board of Directors, the Company Secretary, the Executives, and the Company Legal Officer who would act as witnesses in vote counting in each agenda, attended the Extraordinary General Meeting No. 1/2022, and made an observation as followed:

The Board of Directors who attended the meeting: 11 persons

1. Mr. Pakorn Malakul Na Ayudhya Chairman of the Board and Independent Director
2. Mr. Sombat Anuntarumporn Vice Chairman of the Board
3. Mr. Nuttanai Anuntarumporn Director and Chief Executive Officer
4. Dr. Chalida Anuntarumporn Director
5. Dr. Lillada Anuntarumporn Director

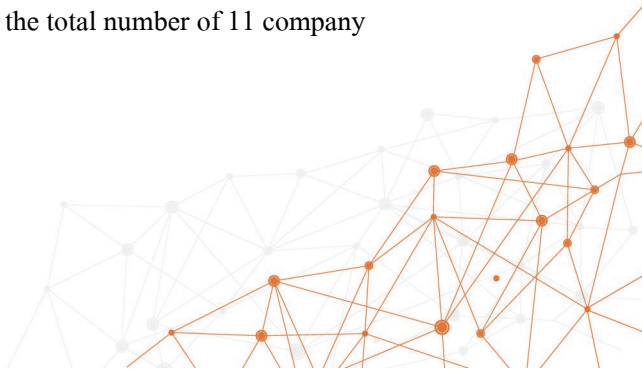
Had attended the electronic meeting

6. Mrs. Kesara Manchusree Chairman of Audit Committee and Independent Director
7. Pol. Lt. Gen. Suchat Muankaew Audit Committee and Independent Director
8. Mr. Chavalit Chookajorn Audit Committee and Independent Director

Had attended the electronic meeting

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

Note: There were 11 company directors attended the meeting from the total number of 11 company directors or 100 percent of all directors



Executives of the Company who attended the meeting: 3 persons

- | | | |
|------------------|-----------------|---------------------------------|
| 1. Dr. Bundit | Rungcharoenporn | Managing Director |
| 2. Mr. Sumit | Jaroenpornpiti | Deputy Chief Financial Officer |
| 3. Mr. Kamonpong | Saejun | Deputy Chief Accounting Officer |

Company Legal Officer: 1 person

- | | | |
|-----------------|--------------|-----------------------|
| 1. Mr. Kittisak | Wiwatchankit | Company Legal Manager |
|-----------------|--------------|-----------------------|

Shareholders' Right Protection Volunteer, Proxy from Thai Investors Association, who attended the meeting: 1 person

- | | |
|-------------------|-------------|
| 1. Miss Chanathip | Witthayakun |
|-------------------|-------------|

The Chairman assigned Miss Varisa Anuntarumporn, Director and Company Secretary, to explain the details about the meeting and voting method, which could be summarized as followed:

According to Item 41 of the company regulation and Article 102; Article 33 Paragraph 2, 4, and 5; and Article 34 of the Public Limited Companies Act, the voting in various agendas was determined for shareholders to obtain the vote in the number that equivalent to the number of shareholdings and proxy shares by considering that one share was equivalent to one vote. In the voting, one share must be equivalent to one vote and must be equivalent to the majority vote of shareholders who attended the meeting and had the right to vote in the normal meeting resolution. Also, the shareholders had the right to give a proxy to other persons to attend the meeting and vote on their behalf.

Regarding the voting method, the shareholders who attended the electronic meeting could make a vote via E-Voting system. In each meeting agenda, the shareholders could vote for agree, disagree, or abstain by clicking to edit the vote throughout the agenda until the close of voting.

For the vote counting, the company officers will count the votes by using the score processing system in the form of E-Voting, which collected the votes in each agenda from shareholders who attended the Electronic-Extraordinary General Meeting (E-EGM) and voted via E-Voting. Hence, the consideration on the said votes will take the voting of shareholders who had given a proxy according to the proxy form into consideration.

The result of vote counting in each agenda would be informed to the Meeting after the ending of each voting in each agenda. At some point when the vote counting took longer time than normal, the Chairman might ask the Meeting to proceed with the consideration in other agendas for the meeting to go

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continuously. When the officers finished counting the vote, the Meeting would be informed about result of vote counting immediately.

The resolution of this shareholders' meeting must be in accordance with the company regulations and Article 107 of the Public Limited Company Act, which consisted of the following votes:

Agenda 1, Agenda 7, and Agenda 8 must be approved with the majority vote of shareholders who attended the meeting and had the right to vote.

Agenda 2, Agenda 3, Agenda 4, Agenda 5, Agenda 6, Agenda 9, and Agenda 10 must be approved with the vote of no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

Agenda 11 obtained no resolution.

In the Extraordinary General Meeting No. 1/2022, the Company had recorded the video in order to publicize to those shareholders who were not attend the meeting. The video recording of the meeting could be watched via the company website at www.interlinktelecom.co.th.

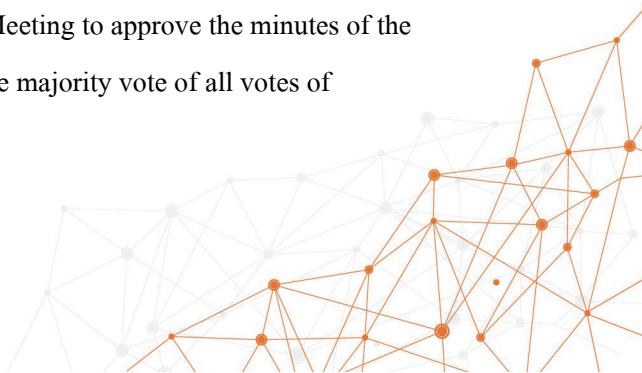
After that, the Chairman had inquired the Meeting whether there were any other opinions or not. The Meeting had approved of the voting method, the method of vote counting, and the announcement of vote result in the abovementioned. Therefore, the Meeting was requested to make a consideration on various matters according to 11 meeting agendas as followed:

Agenda 1 Considered and Approved the Minutes of Annual General Meeting of 2021 on 20 April 2021

The Chairman assigned Miss Varisa Anantarumporn, Director and Company Secretary, to inform the Meeting that the Company had made the minutes of Annual General Meeting of 2021 on Tuesday, 20 April 2021 within 14 days as from the date of Annual General Meeting and had submitted to the Ministry of Commerce within the period as specified by law as well as publishing on the company website and attaching the copy of minutes of Annual General Meeting of 2021 with the notice of the meeting, dated 12 January 2022 in booklet form to shareholders in advance. The Board of Directors had considered and seen that the said minutes of the meeting of Annual General Meeting was clear, complete, and accurate.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no inquiry, the Chairman had asked the Meeting to approve the minutes of the said Annual General Meeting by which the agenda must receive the majority vote of all votes of shareholders who attended the meeting and had the right to vote.



Meeting Resolution The Extraordinary General Meeting had approved the minutes of Annual General Meeting of 2021 on Tuesday 20 April 2021 as the Board of Directors had proposed with the majority vote of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	724,597,113 Votes	As a Percentage of	100.0000
Disagree	0 Vote	As a Percentage of	0.0000
Abstain	0 Vote	As a Percentage of	0.0000
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	724,597,113 Votes	As a Percentage of	100.0000

Note: In this agenda, there was the addition of 2 shareholders since the beginning of the meeting in the number of 31,001 shares.

The total number of shareholders who attended the meeting in this agenda was 230 in the total number of 724,597,113 shares.

Agenda 2 Considered and Approved the Registered Capital Decrease of the Company to Cut the Unissued Shares of the Company, which is the Right Offering to Support the Exercise of Right according to the Expired Company Warrant and the Unsold Company Warrant

The Chairman assigned Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, to present the information in this agenda to the Meeting.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, had explained to the Meeting that according to the Public Limited Act, B.E. 2535 (1992) (including its amendment) (“PLC Act”) in Article 140, the Shareholders’ Meeting might approve to decrease the registered capital of the Company by cutting the unissued shares. When the Shareholders’ Meeting had approved, the Company must make a request for registered capital decrease within 14 days as from the Meeting had made the resolution.

Currently, the Company has the registered capital of 906,250,000 baht and the paid-up capital of 623,582,597 baht with the Company’s unsold ordinary shares in the number of 253,544,984 shares. The said par value of 0.50 baht to support the exercise of right according to the expired company warrant and the unsold company warrant of the Company is a part of shares that are allocated to support the exercise of right according to the warrant for purchasing of the Company’s ordinary shares: ITEL-W3, ITEL-W2, and ITEL-W1. The abovementioned capital decrease is the cutting of unsold registered ordinary shares. Hence, there is no impact on the Company and the shareholder benefit in any way.

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The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no inquiry, the Chairman had asked the Meeting to consider and approve the registered capital decrease of the Company to cut the unissued shares of the Company, which is the Right Offering to support the exercise of right according to the expired company warrant and the unsold company warrant. In this agenda, the vote must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the registered capital decrease of the Company to cut the unissued ordinary shares of the Company, which is the Right Offering to support the expired company warrant and the unsold company warrant with the votes of approval in no less than three in four of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	725,341,113 Votes	As a Percentage of	100.0000
Disagree	0 Vote	As a Percentage of	0.0000
Abstain	0 Vote	As a Percentage of	0.0000
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,341,113 Votes	As a Percentage of	100.0000

Note: In this agenda, there was the addition of 1 shareholder from the previous agenda in the number of 744,000 shares.

The total number of shareholders who attended the meeting in this agenda was 231 in the total number of 725,341,113 shares.

Agenda 3 Considered and Approved the Revision of the Company's Memorandum of Association in Item 4 to be in accordance with the Registered Capital Decrease of the Company

The Chairman assigned Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, to present the information in this agenda to the Meeting.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, explained to the Meeting that in order to be in accordance with the registered capital decrease to cut the unissued ordinary shares of the Company, which is the Right Offering to support the exercise of right according to the expired company warrant and the unsold company warrant as presented to the Meeting of the Board of Directors to consider

and approve in Agenda 2, the Company's Memorandum of Association in Item 4 should be revised as followed:

“Item 4 Amount of Registered Capital	:	779,477,508	Baht
Divided into	:	1,558,955,016	Shares
Par Value	:	0.50	Baht
Divided into	:		
Ordinary Share	:	1,558,955,016	Shares
Preference Share	:	-None-	(-)”

Hence, the individuals that the Company's Board of Directors had assigned to be responsible for revision of the Memorandum of Association that the Department of Business Development, Ministry of Commerce, to have the authority to revise and add any statements or proceed with any actions according to the instruction of the registrar.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no inquiry, the Chairman had asked the Meeting to consider and approve the revision of the Company's Memorandum of Association in Item 4 to be in accordance with the registered capital decrease of the Company. In this agenda, the votes must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the revision of the Company's Memorandum of Association in Item 4 to be in accordance with the registered capital decrease of the Company with the votes of no less than three in four of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

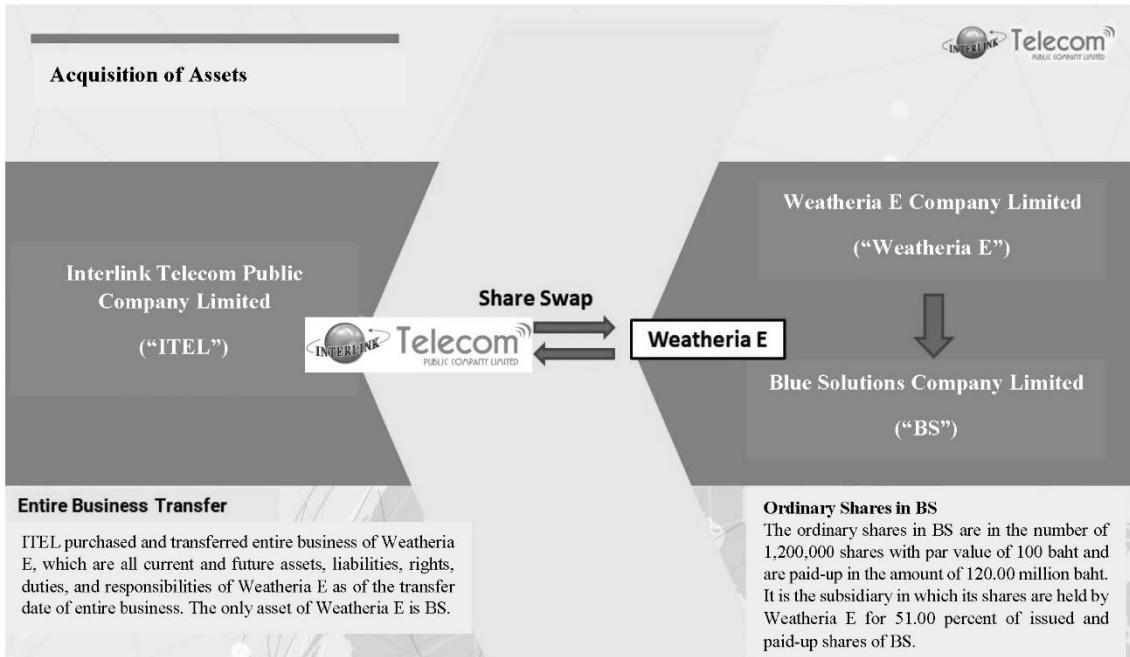
Agree	725,341,113	Votes	As a Percentage of	100.0000
Disagree	0	Vote	As a Percentage of	0.0000
Abstain	0	Vote	As a Percentage of	0.0000
Voided Ballot	0	Vote	As a Percentage of	0.0000
Total	725,341,113	Votes	As a Percentage of	100.0000

Agenda 4 Considered and Approved the Purchase and the Transfer of Entire Business between the Company and Weatheria E Company Limited (“Weatheria E”), including Entire Business Transfer Agreements, Other Contracts, and Other Documents that are Relevant with the Purchase and the Transfer of Entire Business

The Chairman assigned Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, to present the information in this agenda to the Meeting.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, explained that the essence of the purchase and the transfer of entire business between the Company and Weatheria E with the following details





WHO IS BLUE SOLUTION ?



INTERLINK TELECOM PUBLIC COMPANY LIMITED

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Blue Solution Co., Ltd.

Established	: 10 July 2009
Key business	: To be specialized in state of the art, innovative and integrated IT solutions including consultancy services, project design, project management, turnkey solutions and annual maintenance contracts
Paid-up capital	: THB 120.00 million
Revenue	: THB 180 – 195 million per year
Location	: 59/39 T59 WESTGATE, Bang Rak Pattana, Bang Bua Thong, Nonthaburi 11110, Thailand
Area	: Land 50 sqw Office 533 sqm



Registered Company Consultant

Blue Solutions Co., Ltd. has registered with Consultant Database Center, Public Debt Management Office, Ministry of Finance since 2011 to be a company consultant in Information and Communication Technology (ICT) Sector for rating 2 and is currently an active member.



Blue Solutions Company

Consultant Registration No.	3445
Consultant Name	• Blue Solutions Company Limited
Rating	2
Registered Branch	ICT
Registered Capital	120,000,000.00 Baht
Date of Establishment	10/07/2009



Solutions



Cyber Security



CCTV & Security Solutions



Network and WIFI Solutions



Server, Blade Server, Storage



Enterprise Software Development



Business Consultant




Cyber Security

Due to the dramatically demand and expand of the IP Network devices and infra structure, and due to the multiple remote access users. We design, implement and maintain your business in different layer of security and different zones. unified threat manage deliver the following services:

- Firewall, Log
- Anti Virus, Anti Spam
- Intrusion prevention System
- VPN, SSL\VPN
- Web Content Management
- Bandwidth management




การประปาส่วนภูมิภาค
Provincial Waterworks Authority



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CCTV & Security Solutions

- Blue Solutions Co., Ltd. provides a 24h monitoring and control facilities to all security devices (i.e. CCTV, access control, intrusion detection, asset tracking monitoring etc.).
- Through state of art system solutions offering unique integration capabilities on one platform of the previous security parameters for effective centralized management control.



BLUE
Solutions

WiFi & Network Solutions

Blue Solutions Co., Ltd. offer Outdoor Point-to-point, Outdoor point-to-multi point & indoor Wi-Fi coverage with the required levels of quality of services for data files, voice & video data both physical and cloud-managed solutions.

We offer a reliable and fast network infrastructure ensures your offices around the country and globally is connected for sharing information. Choose our simple connections or more advanced solutions that meet your business needs.



การประปาส่วนภูมิภาค
Provincial Waterworks Authority



nans.
กรมการขนส่งทางบก
กระทรวงคมนาคม

Google Station

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Server, Blade Server, Storage



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We can tailor-made Enterprise Software that match the needs of each organization in the area of Enterprise Resource Planning (ERP), Business Intelligence and Big Data Analytics.



TPSO
Trade Policy and Strategy Office



กระทรวงพาณิชย์
Ministry of Commerce

BLUE
Solutions

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Highlight Projects

Year	Project	Employer	Project Value (VAT Included)
2016	Trade Intelligence System	Trade Policy and Strategy Office	84.88 MB
2017	Contract for Sale of Network Security Enhancement, Phase 2	Provincial Waterworks Authority	88.02 MB
2018	Arrange to have the quality supervision system for central internet service under the project and arrange to have the mobile phone signal and high-speed internet service in the marginal area (Zone C+)	The National Broadcasting and Telecommunication Commission	163.00 MB
2019	The project arranged to have the quality supervision system for central internet service (USO SLA) under the project and arrange to have high-speed internet service in the remote area (Zone C)	The National Broadcasting and Telecommunication Commission	306.50 MB

Highlight Projects (Cont')

Year	Project	Employer	Project Value (VAT Included)
2021	Purchase and installation work of signal cable network and Mae Moh mine supplies, Mae Moh Training Center, Lampang Learning Center, and EGAT Head Office with 1-year warranty and 5-year maintenance and reparation work	Electricity Generating Authority of Thailand	120.60 MB
2021	Purchase and installation work of signal cable network and Mae Moh Power Plant supplies and EGAT Head Office with 1-year warranty and 5-year maintenance and reparation work	Electricity Generating Authority of Thailand	107.55 MB
2021	Contract for Sale of Network Upgrade	Provincial Waterworks Authority	126.20 MB
2021	Contract for Sale of Wireless LAN Upgrade and Security of the Provincial Waterworks Authority	Provincial Waterworks Authority	61.90 MB

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Line of Partnerships



**HALL
of
FAME**





Commercial Data Standard System



<https://std.moc.go.th/std>



กระทรวงพาณิชย์
Ministry of Commerce

Data Standard of Ministry of Commerce

Enter a word to search for information

Examples of search word: standard, product, export



Personal Data



Juristic Person Data



Product Information



Trade Information



<https://std.moc.go.th/std>



<https://data.moc.go.th/>

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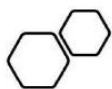
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“Announcement of Readiness of Digital Government of Thai Government Agencies of 2019”

Digital Government Reward for Thai Government Agencies in Department Level

Ministry of Commerce



As a Complete Solution Integration,
We are in a unique position



KEY REFERENCES



CONNECTIONS AND
CONSULTANT NETWORKS



REVENUE PERFORMANCE
MANAGEMENT



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Advantages of Making a Transaction



- 1 It is an investment in the business with potential and opportunity to receive a good return on investment that can be continued to SET listing.
- 2 Help to fulfill the new business and support the **New S-Curve** strategy
- 3 Expand the customer base of the Company, such as the Electricity Generating Authority of Thailand or other government agencies
- 4 Increase **Solution** to the Company to provide wider and faster answers to customers and to meet more needs of customers
- 5 Trade value is in the reasonable price range
- 6 It is the making of non-cash transaction. Therefore, there is no impact on the liquidity of the Company.

Value for Investment Transaction

- 1 **i) Immediate Wealth Creation from secured backlogs**

Metric	2022F
Net Profit* (THB mm)	+70
EPS Accretive** (Baht per Share)	+0.054
Enlarging Market Cap*** (THB mm)	+2,660

Note:

 1. * 51% Investment / ** Total 1,285 mil shares (post transaction) / *** ITEL's PER of 38.0x (15-day average of 25-Jan-2022)
 2. Forecast Backlog as of 31-Dec-21 = 500.83 MB

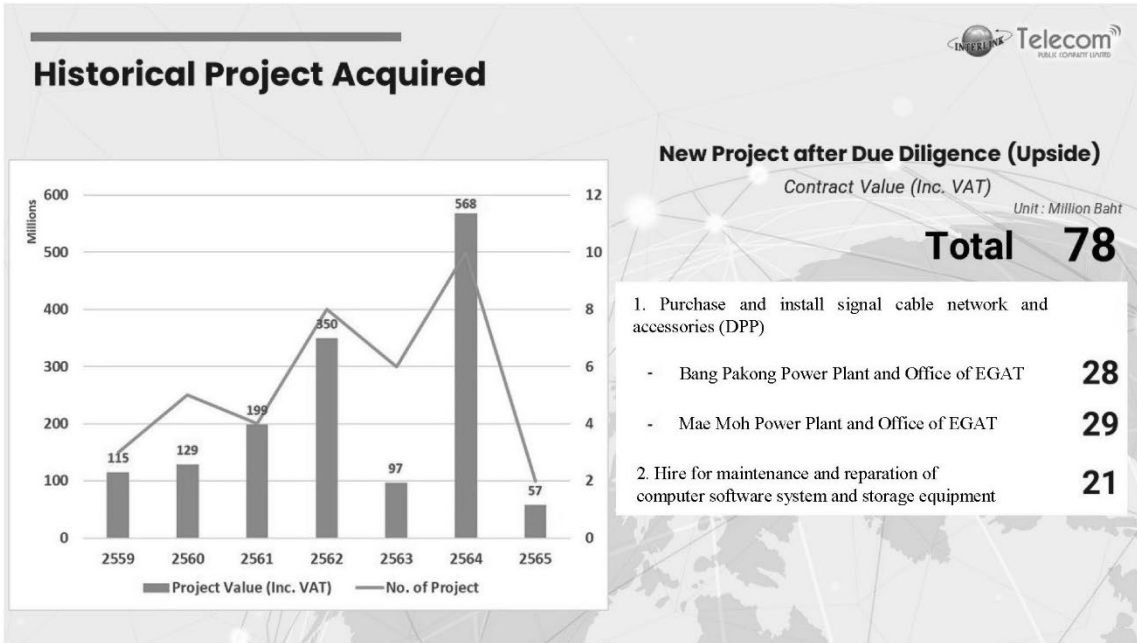
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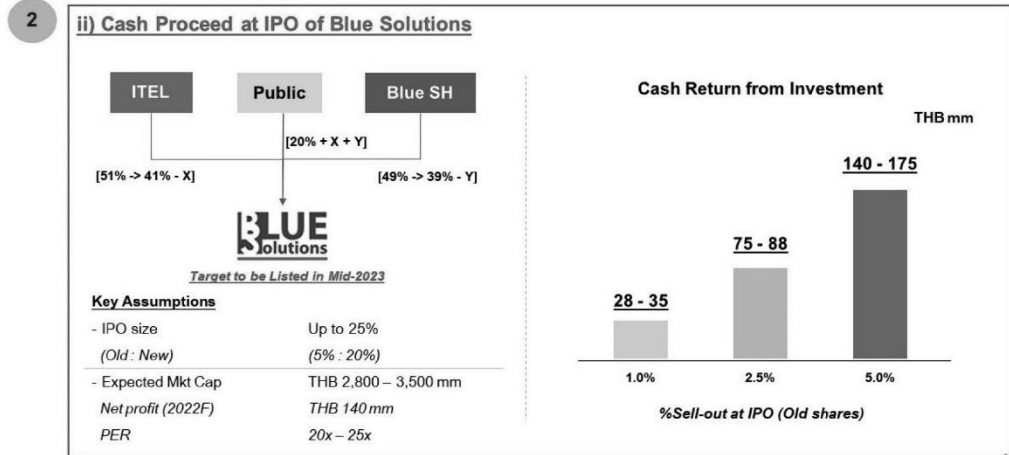
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Value for Investment Transaction



Disadvantages of Making a Transaction

1 Impact to former shareholders from dilution effect and earnings dilution

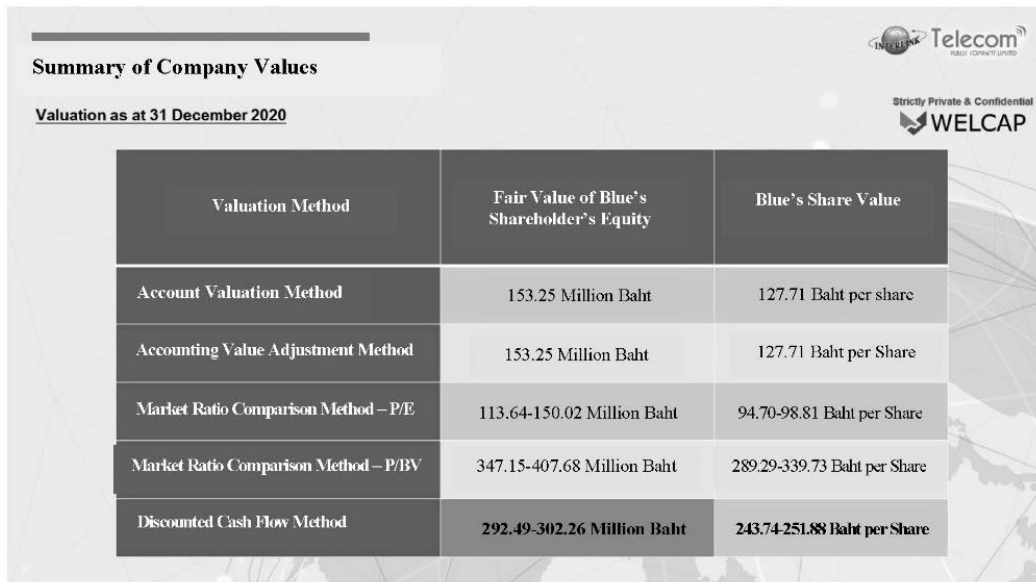


Summary of Company Values

Valuation as at 31 December 2020

Strictly Private & Confidential
WELCAP

Valuation Method	Fair Value of Blue's Shareholder's Equity	Blue's Share Value
Account Valuation Method	153.25 Million Baht	127.71 Baht per share
Accounting Value Adjustment Method	153.25 Million Baht	127.71 Baht per Share
Market Ratio Comparison Method – P/E	113.64-150.02 Million Baht	94.70-98.81 Baht per Share
Market Ratio Comparison Method – P/BV	347.15-407.68 Million Baht	289.29-339.73 Baht per Share
Discounted Cash Flow Method	292.49-302.26 Million Baht	243.74-251.88 Baht per Share



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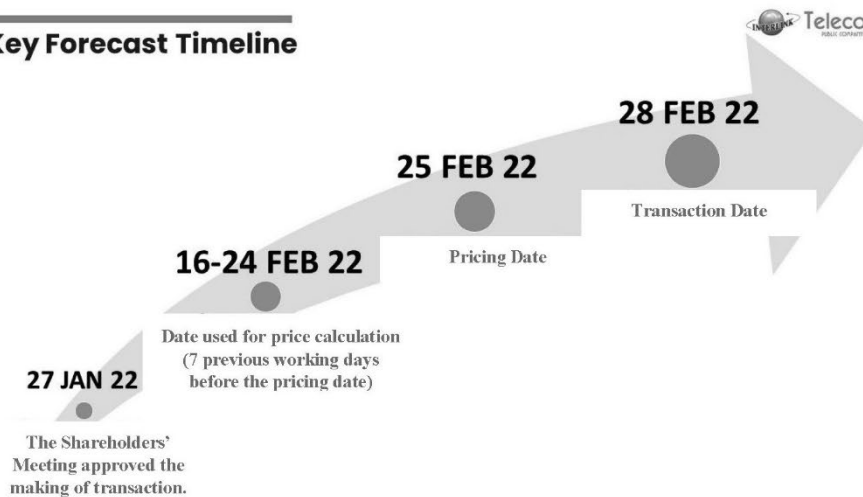
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Summary of Purchase and Transfer Transactions of Entire Business of Weatheria E

- Buyer : ITEL
- Seller : Weatheria E Co., Ltd.
- Valuation (100%) : THB 300 mm
- %Investment : 51.0%
- Transaction value (51%) : THB 153 mm
- Compensation : PP shares
- PP price : Market price which is the weighted average price for the past period of 7 consecutive business days prior to the date to determine offering price (Expected 16 – 24 February 2022)
- %Share in ITEL : <= 2.39% or 30.6 million shares

Key Forecast Timeline



INTERLINK TELECOM PUBLIC COMPANY LIMITED

48/66 Soi Rung-Reung, Ratchadaphisek Rd., Samsenok, Huay Khwang, Bangkok 10310, Thailand

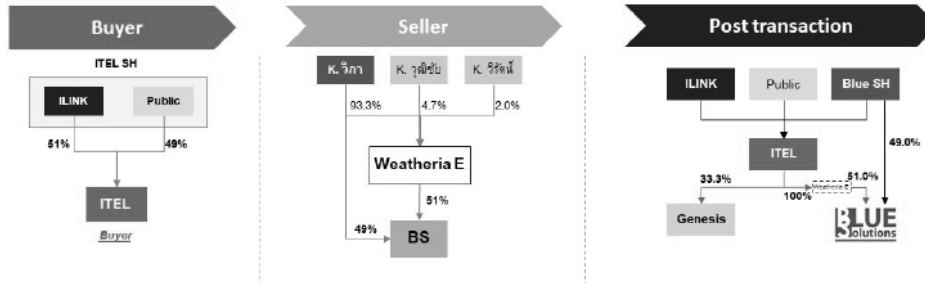
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Key Transactions Steps



Later, Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, proposed for the Meeting to consider and approve the purchase and transfer of entire business of Weatheria E Company Limited (“Weatheria E”), which has 3 shareholders, namely, (1) Mrs. Wipha Tanthaseththee (2) Mr. Wuttichai Siriplangkanon; and (3) Mr. Virat Anurakputti (“Weatheria E’s Shareholders”). The Company would purchase and transfer all current and future businesses of Weatheria E on the transfer date, including ordinary shares in Blue Solutions Company Limited (“BS”) for 612,000 shares (51.00 percent of registered and paid-up shares of BS). The BS is the subsidiary in which its shares are held by Weatheria, including the making of transfer contract of entire business, agreements, other contracts, and other documents that are relevant with the purchase and transfer of entire business from Weatheria E in the trade value of 153,000,000 baht (“Transaction of Entire Business Transfer”).

Weatheria E is the Company that conducts the business by holding shares in other companies (Holding Company) with the investment in BS in the proportion of 51.00 percent of registered and paid-up shares of BS on the transfer date of entire business. Therefore, the fair value of Weatheria E could be valued from the fair value of BS in the proportion of 51.00 percent or 153,000,000 baht.

When comparing the fair value of Weatheria E with the Company, the Board of Directors had approved the Extraordinary General Meeting No. 1/2022 to consider approving and allocating the Right Offering of the Company to not exceed 30,600,000 shares and the par value of 0.50 baht to Weatheria E and/or Weatheria E’s shareholders who are Private Placement and non-related party of the Company in

order to use as payment as the remuneration for purchasing and transferring of entire business from Weatheria E

Hence, the issuance of Right Offering is the public offering that the shareholders had assigned the Board of Directors and/or the Chief Executive Officer and/or other individuals who are appointed by the Board of Directors and/or the Chief Executive Officer with the authority to set the offer to be no lower than 90 percent of the market price of the Company's shares according to the regulations of the Notification of Capital Market Supervisory Board No. ThorChor. 72/2015 regarding Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, dated 28 October 2015 (and its amendment) ("Notification No. TorChor. 72/2015").

Allocation to	Number of shares (shares)	Ratio (Former: New)	Selling price (Baht per share)	Date/Time of subscription and payment of shares
Private placement namely Weatheria E Co., Ltd. and/or shareholders of Weatheria E	Not more than 30,600,000	-	according to the market price, with a discount rate of not more than 10 percent	Determined later by the Board of Directors. and/or Chief Executive Officer and/or any other person appointed by the Board of Directors and/or Chief Executive Officer
Total	Not more than 30,600,000			

Hence, the "Market Price" means the weighted coverage costing of shares of companies in the Stock Exchange of Thailand ("Stock Exchange") for no less than 7 previous consecutive working days before the date that the Meeting of the Board of Directors or the assigned persons had determined the offer (The said date of offer will not exceed 3 previous working days before the first offer date to the investors). Moreover, the Extraordinary General Meeting No. 1/2022 had assigned the Board of Directors and/or Chief Executive Officer and/or other individuals who are appointed by the Board of Directors and/or Chief Executive Officer to consider the price as appropriate by which the said offer would be the best price according to the market condition during the period that the Company would make an offer to the Private Placement and would be the price that maintains the benefits of former shareholders to the best in order to use as payment as the remuneration for purchasing and transferring of entire business from Weatheria E ("Share Allocation Transaction as Remuneration for Transferring of Entire Business").

Furthermore, the making of entire business transaction is considered to be the transaction of purchasing and transferring of businesses of other companies to the Company according to Article 107(2)(B)

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of the Public Limited Company Act. Therefore, the Company must make a request for approval of entire business transfer transaction to the Shareholders' Meeting of the Company and must receive the approval from the Shareholders' Meeting with the vote of no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

The purchase and transfer transaction of entire business is in the scope of acquisition of assets according to the Notification of the Capital Market Supervisory Board No. ThorChor. 20/2008 regarding the Regulations for Making of Significant Transaction in the Scope of Acquisition or Disposition of Assets, B.E. 2547 (2004), dated 29 October 2004 (and its amendment) ("Notification on Acquisition or Disposition of Assets"). When considering the transaction size by calculating the transaction size according to the rules of Net Tangible Asset (NTA), its value was 2.82 percent of Net Tangible Asset (NTA) values of the Company, which was in Type 3 of the scope of acquisition or disposition of assets with the transaction size of lower than 15 percent. Moreover, the Company had no acquisition of assets in the past six months.

Therefore, the Company has duties to comply with the notification of acquisition or disposition of assets, which includes the following actions:

(1) Make the report and reveal the information regarding the making of transaction of the Company to the Stock Exchange immediately;

(2) Arrange the shareholders' meeting of the Company for approval in making the transaction of entire business transfer by delivering the notice of shareholders' meeting to shareholders for no less than fourteen days in advance prior to the date of shareholders' meeting. The votes of approval from the shareholders' meeting must be no less than three in four of all votes of shareholders who attend the meeting and have the right to vote. The votes from stakeholders are not counted. The name and the number of shares of shareholders with no right to vote must be specified in the notice of meeting.

Hence, the details of transaction of entire business transfer that is the acquisition of assets of the listed companies will be shown according to the information of Interlink Telecom Public Company Limited regarding the acquisition of assets that are relevant with the making of transaction of entire business transfer and the allocation of assets to the Private Placement and the information regarding the offer and allocation of offer of newly issued shares of Interlink Telecom Public Company Limited to the Private Placement in the notice of meeting.

Nevertheless, the transaction of entire business transfer and the transaction of share allocations as remuneration for entire business transfer will occur upon the completion of the precedent conditions as specified in the entire business transfer contract between the Company and Weatheria E ("Entire Business

Transfer Contract”) as well as other agreements and contracts and other documents that are related with the said transaction. The significant precedent conditions could be summarized as followed:

(1) The Shareholders’ Meeting of the Company approved the transaction of entire business transfer and the transaction of share allocations as remuneration for entire business transfer, including other matters that are necessary and/or relevant to the said transaction.

(2) As of the date of entire business transfer, there was no occurrence of incident or action and there was no expected cause or reasonable cause that might lead to negative effects that were significant to BS or there was no obstruction of making of transaction of entire business transfer and transaction of share allocations as remuneration for entire business transfer.

(3) The Meeting of the Board of Directors and the Shareholders’ Meeting of Weatheria E approved the entire business transfer to the Company, including the making of entire business transfer contract, agreements, and other documents that were relevant with the making of transaction of entire business transfer and transaction of share allocations as well as other actions that led to the completion of the making of transaction of entire business transfer and transaction of share allocations as remuneration of entire business transfer.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions. The shareholder had made the inquiry as followed:

Khun Wichitra Khemnu, Proxy of Khun Kraiwan Khathawanit, inquired that Weatheria E Company Limited (“Weatheria E”) had registered the Company in other names, such as Weatheria A Company Limited, Weatheria D Company Limited, or Weatheria F Company Limited and these companies do similar businesses. Why did ITEL choose to purchase only Weatheria E?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, had explained that ITEL saw Weatheria E as shareholder of Blue Solutions Company Limited (“BS”) only by which ITEL did not know that Weatheria E had registered the Company in other names and also did not know about the businesses of the abovementioned companies or did not know that the business might be conducted by holding shares of other companies (Holding Company). In summation, the Company took the interest on the main goal only, which was holding shares in BS in the proportion of 51 percent in which its turnover was obviously shown that it was growing throughout the time with the potential to grow in the future. More importantly, it is the business that is relevant with ITEL.

However, the Company could not purchase BS directly due to the limitation on shareholder structure of BS, which consisted of the founder equity with no wish to sell shares to any individuals and the

equity of investment firm or Weatheria E. Therefore, the Company needed to make a negotiation to purchase shares from Weatheria E instead.

Khun Wichitra Khemnu, Proxy of Khun Kraiwan Khathawanit, inquired further from the statement, “ITEL will purchase all shares that Weatheria E is currently holding and will hold in the future” that whether the shares that Weatheria E would hold in the future meant those parts that ITEL would purchase entirely or not.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, had answered that if the making of transaction was completed, ITEL would be the direct shareholder (100%) in Weatheria E and will be the indirect shareholder (51%) in BS.

Mr. Sumit Jaroenpompiti, Deputy Chief Financial Officer, gave more information regarding this issue that the company that ITEL would make the purchase by issuing the newly issued shares (Share Swap) was Weatheria E in the proportion of 100 percent, which meant that all shares of Weatheria E would belong to ITEL and the shareholders of Weatheria E would obtain the shares of ITEL in the proportion of not exceeding 30.6 million shares. Therefore, when ITEL became the shareholder of Weatheria E in the proportion of 100 percent, it would be like ITEL held 51 percent of BS’s shares.

When there was no further inquiry, the Chairman asked the Meeting to consider and approve the purchase and the transfer of entire business between the Company and Weatheria E Company Limited (“Weatheria E”) as well as the making of entire business transfer contract, other contracts, and other documents that were relevant with the purchase and the transfer of entire business in the scope of acquisition of assets of the Company. In this agenda, the votes must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the purchase and the transfer of entire business between the Company and Weatheria E Company Limited (“Weatheria E”) as well as the making of entire business transfer contract, other contracts, and other documents that were relevant with the purchase and the transfer of entire business in the scope of acquisition of assets of the Company. The votes of approval must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:



Agree	720,728,313 Votes	As a Percentage of	99.2819
Disagree	4,812,300 Vote	As a Percentage of	0.6629
Abstain	400,500 Vote	As a Percentage of	0.0552
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,941,113 Votes	As a Percentage of	100.0000

Note: In this agenda, there was the addition of 1 registered shareholder from the previous agenda in the number of 600,000 shares.

The total number of shareholders who attended the meeting in this agenda was 232 in the total number of 725,941,113 shares.

Agenda 5 Considered and Approved the Registered Capital Increase of the Company to Make a Payment as Remuneration for Transaction of Entire Business Transfer to Weatheria E

The Chairman assigned Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, to present the information in this agenda to the Meeting.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, had explained to the Meeting of the Board of Directors to consider and approve the registered capital increase of the Company in the amount of 15,300,000 baht from the former registered capital in the amount of 779,477,508 baht to the registered capital in the amount of 794,777,508 baht by issuing the capital increase in ordinary shares in the amount of not exceeding 30,600,000 shares with the par value of 0.50 baht to use as payment as remuneration for transaction of entire business transfer to Weatheria E and/or shareholders of Weatheria E.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no inquiry, the Chairman asked the Meeting to consider and approve the registered capital increase of the company to use as payment as remuneration for transaction of entire business transfer to Weatheria E. In this agenda, the votes must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the registered capital increase to use as payment as remuneration for transaction of entire business transfer to Weatheria E and/or shareholders of Weatheria E with the votes of approval of no less than three in four of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	720,728,313 Votes	As a Percentage of	99.2819
Disagree	4,812,300 Vote	As a Percentage of	0.6629
Abstain	400,500 Vote	As a Percentage of	0.0552
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,941,113 Votes	As a Percentage of	100.0000

Agenda 6 Considered and Approved the Revision of Memorandum of Association of the Company in Item 4 to be in accordance with the Registered Capital Increase of the Company

The Chairman assigned Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, to present the information in this agenda to the Meeting.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, had explained to inform the Meeting that to be in accordance with the registered capital increase to use as payment as remuneration for transaction of entire business transfer to Weatheria E as presented to the Meeting of the Board of Directors for consideration and approval in Agenda 5. Therefore, it was appropriate to revise the memorandum of association of the Company in Item 4 as followed:

“Item 4 Amount of Registered Capital	:	794,777,508	Baht
Divided into	:	1,589,555,016	Shares
Par Value	:	0.50	Baht
Divided into	:		
Ordinary Share	:	1,589,555,016	Shares
Preference Share	:	-None-	(-)”

Hence, the individuals that the Board of Directors had assigned to be responsible for revision of the Memorandum of Association that the Department of Business Development, Ministry of Commerce, to have the authority to revise and add any statements or proceed with any actions according to the instruction of the registrar.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no inquiry, the Chairman asked the Meeting to consider and approve the revision of memorandum of association of the Company in Item 4 to be in accordance with the registered capital increase of the Company. In this agenda, the votes must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the revision of memorandum of association of the Company to be in accordance with the registered capital increase of the Company with the votes of approval of no less than three in four of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	720,728,313 Votes	As a Percentage of	99.2819
Disagree	4,812,300 Vote	As a Percentage of	0.6629
Abstain	400,500 Vote	As a Percentage of	0.0552
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,941,113 Votes	As a Percentage of	100.0000

Agenda 7 Considered and Approved the Issuance and the Allocation of Capital Increase of Ordinary Shares to Weatheria E and/or Shareholders of Weatheria E that were the Private Placement as Remuneration for Transaction of Entire Business Transfer

The Chairman assigned Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, to present the information in this agenda to the Meeting.

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, had informed the Meeting of the Board of Directors to consider and approved the issuance and the allocation of capital increase of ordinary shares in the number of not exceeding 30,600,000 shares with the par value of 0.50 baht to Weatheria E and/or shareholders of Weatheria E that were the Private Placement and non-related party of the company to use as payment as remuneration for transaction of entire business transfer by which Weatheria E would use the entire business of Weatheria E, which meant all current and future assets, liabilities, rights, duties, and responsibilities of Weatheria E on the date of entire business transfer, including the number of 612,000 ordinary shares (or 51.00 percent of registered capital of BS) with the par value of 100 baht that BS, which is the subsidiary that holds the shares of Weatheria E in the total value of 153,000,000 baht as payment to increase the capital of ordinary shares of the Company instead of cash payment.

Hence, the said issuance of capital increase of ordinary shares was the offer that the shareholders assigned the Board of Directors and/or Chief Executive Officer and/or other individuals who were appointed by the Board of Directors and/or Chief of Director with the authority to determine the selling price to be no lower than 90 percent of market price according to the regulations of the Notification No. ThorChor. 72/2015. The details of the allocation were as followed:

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Allocation to	Number of shares (shares)	Ratio (Former: New)	Selling price (Baht per share)	Date/Time of subscription and payment of shares
Private placement namely Weatheria E Co., Ltd. and/or shareholders of Weatheria E	Not more than 30,600,000	-	according to the market price, with a discount rate of not more than 10 percent	Determined later by the Board of Directors, and/or Chief Executive Officer and/or any other person appointed by the Board of Directors and/or Chief Executive Officer
Total	Not more than 30,600,000			

Hence, the market price for offering of capital increase of ordinary shares to Weatheria E was calculated from the weighted average costing of shares of those companies in the Stock Exchange for no less than 7 previous working days before the date that the Board of Directors or the assigned person determined the offering price (Hence, the date of offering will not exceed 3 previous working days before the first offer date to the investors). Also, the Extraordinary General Meeting No. 1/2022 should assign the Board of Directors and/or Chief Executive Officer and/or other individuals who were appointed from the Board of Directors and/or Chief Executive Officer to consider the price as appropriate by which the said offer would be the best price according to the market condition during the period that the Company would make an offer to the Private Placement and would be the price that maintains the benefits of former shareholders to the best in order to use as payment as the remuneration for purchasing and transferring of entire business from Weatheria E

If the offering price of capital increase of ordinary shares to the Private Placement was lower than 90 percent of market price of the Company's shares, before the Stock Exchange will accept the said capital increase of ordinary shares as listed securities, the Company has a duty to prohibit Weatheria E and/or Weatheria E's shareholders to sell the said capital increase of ordinary shares within 1 year as from the trading commencement date of capital increase of ordinary shares (Silent Period). After 6 months from the trading commencement date of capital increase of ordinary shares, Weatheria E and/or Weatheria's shareholders could sell the prohibited shares for 25 percent of all prohibited shares according to the rules as specified in the Notification of the Stock Exchange of Thailand regarding Rules, Conditions, and Methods for Request to Accept the Capital Increase of Ordinary Shares or Preference Shares as Listed Securities, B.E. 2558 (2015), dated 11 May 2015 (and its amendment).

After the issuance and the allocation of capital increase of ordinary shares of the Company for offering to Weatheria E and/or Weatheria E's shareholders, Weatheria E and/or Weatheria E's shareholders would become the shareholders of not exceeding 2.39 percent of all issued and paid-up shares of the Company (after the registered capital increase of the Company). Hence, Weatheria E and/or Weatheria E's shareholders has no non-related party that holds the Company's shares that would be the cause to count the security holding as the making of purchase offer of all securities of the Company (Tender Offer). That was to say, there was no individual who was related or performed mutual action (Concert Party) or there was no individual according to Article 258 of the Securities and Exchange Act, B.E. 2535 (1992) (and its amendment) and there was no individual that holds the shares in substitution (Nominee). Therefore, they had no duty to make a purchase offer of all securities of the Company (Tender Offer) because the acquisition of shares of the Company did not reach 25 percent of all votes of the Company according to the Notification of Capital Market Supervisory Board No. ThorChor. 12/2011 regarding Rules, Conditions, and Methods for Holding of Securities for Business Takeover, dated 13 May 2011 (and its amendment).

Moreover, the Meeting of the Board of Directors approved for the Extraordinary General Meeting to give authority to the Board of Directors or Executive Committee or Chief Executive Officer or proxy from the Board of Directors or proxy from Executive Committee or proxy from Chief Executive Officer to perform any actions that are relevant with issuing, offering, allocation, and subscription of capital increase of ordinary shares, which included the following actions:

(1) Determination, revision, and addition of details that were relevant with issuing, offering, allocation, and subscription of capital increase of ordinary shares; offering date of capital increase of ordinary shares; and payment method for capital increase of ordinary shares (the allocation and subscription period might be considered in a single time or multiple times), including other actions that were relevant with issuing, offering, allocation, and subscription of capital increase of ordinary shares and supervision of delivery and disclosure of details that were relevant with the Stock Exchange.

(2) Signing, revision, modification, contact, or report of transactions in permission request forms and evidences that were necessary and relevant with issuance, offering, allocation, subscription, and delivery of capital increase of ordinary shares, which included contacting and filing of documents and evidences to the Ministry of Commerce, SEC Office, the Stock Exchange, government agencies, or other relevant agencies and registering of capital increase of ordinary shares into the Stock Exchange with the authority to proceed with any actions that were necessary and appropriate for the issuance, offering, and allocation of capital increase of ordinary shares to the Private Placement of the Company to become successful.

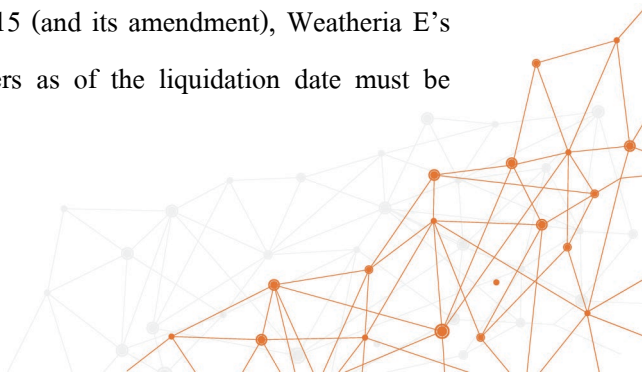
Hence, according to Notification No. ThorChor. 72/2015, it was determined for the Company to complete with the offering within the specified period of time that received the approval from the Shareholders' Meeting, but not exceeding 12 months as from the date that the Shareholders' Meeting had given the approval for offering.

Please consider the details of issuance, offering, and allocation of capital increase of ordinary shares according to the information regarding the offering and the allocation of capital increase of newly issued shares of Interlink Telecom Public Company Limited to the Private Placement and Capital Increase Report Form (F 53-4) that were delivered to all directors with the notice of meeting.

Hence, the Company expected that the entire business transfer process will be completed within February 2022 (depending on the completeness of precedent conditions according to the entire business transfer contract) and after the Shareholders' Meeting had approved the transaction of entire business transfer and transaction of share allocation for remuneration of entire business transfer, including giving the approval for matters that are necessary and/or relevant with the said transaction.

In this regard, to be in accordance with the conditions according to the Revenue Code that is relevant with the entire business transfer, Weatheria E must proceed with the dissolution of the Company within the year 2022, in the same fiscal year with the entire business transfer of Weatheria E. After the dissolution of the Company and under the liquidation process of Weatheria E, all assets of Weatheria E at that time will be transferred back to Weatheria E's shareholders and/or individuals that are Weatheria E's shareholders as of the liquidation date according to the proportion of shareholding. Therefore, in the liquidation process of Weatheria E, the capital increase of ordinary shares of the Company that issued and allocated to Weatheria E as remuneration for transaction of entire business transfer will be transferred back to Weatheria E's shareholders and/or individuals that are Weatheria E's shareholders that are held as of the liquidation date according to the proportion of shareholding.

Hence, if the capital increase of ordinary shares that Weatheria E's shareholders and/or individuals that are Weatheria E's shareholders were holding as of the liquidation date were received in the liquidation of Weatheria E were the capital increase of ordinary shares that were prohibited to sell within 1 year as from the date that the capital increase of ordinary shares of the Company began to trade in the Stock Exchange (Silent Period) according to the rules in the Notification of Stock Exchange regarding Rules, Conditions, and Methods for Consideration of Request to Accept the Capital Increase of Ordinary Shares or Preference Shares as Listed Securities, B.E. 2015 (2558), dated 11 May 2015 (and its amendment), Weatheria E's shareholders and/or individuals that are Weatheria's shareholders as of the liquidation date must be



prohibited to sell their own ordinary shares in the liquidation process of Weatheria E according to the remaining silent period according to the rules.

Moreover, the Meeting of the Board of Directors had approved the Shareholders' Meeting to give the authority to the Board of Directors or Executive Committee or Chief Executive Officer or proxy from the Board of the Directors or proxy from Executive Committee or proxy from Chief Executive Officer to be the proxy to proceed with any actions that were relevant with issuing, offering, allocation, and subscription of capital increase of ordinary shares, including the following actions:

(1) Determination, revision, and addition of details that were relevant with issuing, offering, allocation, and subscription of capital increase of ordinary shares; offering date of capital increase of ordinary shares; and payment method for capital increase of ordinary shares (the allocation and subscription period might be considered in a single time or multiple times), including other actions that were relevant with issuing, offering, allocation, and subscription of capital increase of ordinary shares and supervision of delivery and disclosure of details that were relevant with the Stock Exchange.

(2) Signing, revision, modification, contact, or report of transactions in permission request forms and evidences that were necessary and relevant with issuance, offering, allocation, subscription, and delivery of capital increase of ordinary shares, which included contacting and filing of documents and evidences to the Ministry of Commerce, SEC Office, the Stock Exchange, government agencies, or other relevant agencies and registering of capital increase of ordinary shares into the Stock Exchange with the authority to proceed with any actions that were necessary and appropriate for the issuance, offering, and allocation of capital increase of ordinary shares to the Private Placement of the Company to become successful.

Hence, according to Notification No. ThorChor. 72/2015, it was determined for the Company to complete with the offering within the specified period of time that received the approval from the Shareholders' Meeting, but not exceeding 12 months as from the date that the Shareholders' Meeting had given the approval for offering.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no further inquiry, the Chairman asked the Meeting to consider and approve the issuance and the allocation of capital increase of listed ordinary shares to Weatheria E and/or Weatheria E's shareholders that were the Private Placement as remuneration for transaction of entire business transfer by which the agenda must receive the majority vote of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the issuance and the allocation of capital increase of listed ordinary shares to Weatheria E and/or Weatheria E's shareholders that were the Private Placement as remuneration for transaction of entire business transfer with the majority vote of approval of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	720,733,813 Votes	As a Percentage of	99.2819
Disagree	4,812,300 Vote	As a Percentage of	0.6629
Abstain	400,500 Vote	As a Percentage of	0.0552
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,946,613 Votes	As a Percentage of	100.0000

Note: In this agenda, there was the addition of 1 registered shareholder from the previous agenda in the number of 5,500 shares.

The total number of shareholders who attended the meeting in this agenda was 233 in the total number of 725,946,613 shares.

Agenda 8 Considered and Approved the Delegation to the Board of Directors or Executive Committee or Chief Executive Officer or Proxy of the Board of Directors or Executive Committee or Chief Executive Officer to be the Authorized Person to Proceed with any Actions that are Relevant or Necessary for Transaction of Entire Business Transfer and Transaction for Share Allocation as Remuneration for Entire Business Transfer to become Successful

The Chairman assigned Miss Varisa Anuntarumporn, Director and Company Secretary, informed the Meeting that the Board of Directors to considered and approved the delegation to the Board of Directors or Executive Committee or Chief Executive Officer or proxy from the Board of Directors or proxy from Executive Committee or proxy from Chief Executive Officer to have the authority to proceed with other actions that were relevant or necessary for the transaction of entire business transfer and transaction of share allocation as remuneration for entire business transfer to become successful.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there was no further inquiry, the Chairman asked the Meeting to consider and approve the delegation to the Board of Directors or Executive Committee or Chief Executive Officer or proxy from the Board of Directors or Executive Committee or Chief Executive Officer to be the authorized person to

proceed with any actions that were relevant or necessary for transaction of entire business transfer and transaction of share allocation as remuneration for entire business transfer by which the agenda must receive the majority vote of all votes of shareholders who attended the meeting and had the right to vote.

Meeting Resolution The Extraordinary General Meeting had considered and approved the delegation to the Board of Directors or Executive Committee or Chief Executive Officer or proxy of the Board of Directors or Executive Committee or Chief Executive Officer to be the authorized person to proceed with any actions that were relevant or necessary for the transaction of entire business transfer and transaction of share allocation as remuneration for entire business transfer with the majority vote of approval of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	720,733,813 Votes	As a Percentage of	99.2819
Disagree	4,812,300 Vote	As a Percentage of	0.6629
Abstain	400,500 Vote	As a Percentage of	0.0552
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,946,613 Votes	As a Percentage of	100.0000

Agenda 9 Considered and Approved the Amendment of Regulations of the Company in Item 35

The Chairman assigned Miss Varisa Anuntarumporn, Director and Company Secretary, to inform the Meeting that to be in accordance with the public policy according to the regulations of Stock Exchange of Thailand regarding the Acceptance of Listed Ordinary Shares or Preference Shares and the Public Limited Company Act, B.E. 2535 (1992) in Article 100. The Meeting of the Board of Directors proposed for the Meeting to consider and approve the amendment of regulations of the Company in Item 35 with the details as followed:



Articles of Association	Draft Articles of Association to be amended
<p>Article 35</p> <p>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.</p> <p>Other meetings of shareholders shall be called "Extraordinary General Meetings".</p> <p>The Board of Directors may call an Extraordinary meeting at any time as it deems appropriate or when shareholders hold 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 hold 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 the purpose in calling such a meeting. 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>Article 35</p> <p>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.</p> <p>Other meetings of shareholders shall be called "Extraordinary General Meetings".</p> <p>The Board of Directors may call an Extraordinary meeting at any time as it deems appropriate or when one or more shareholders hold shares aggregate not less than ten (10) percent of the total number of shares sold, jointly 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 the purpose of calling such a meeting. In the event that the Board of Directors do 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 that it is a meeting of shareholders called by the Board of Directors. The Company shall be responsible for necessary expenses incurred from the meeting and shall provide reasonable facilitation.</p>

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there is no inquiry, the Chairman asked the Meeting to consider and approve the amendment of the regulations of the Company in Item 35 with the votes of approval of no less than three in four of all votes of shareholders who attended the meeting and had the right to vote in this agenda as followed:

Agree	725,946,613 Votes	As a Percentage of	100.0000
Disagree	0 Vote	As a Percentage of	0.0000
Abstain	0 Vote	As a Percentage of	0.0000
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,946,613 Votes	As a Percentage of	100.0000



Agenda 10 Considered and Approved the Revision of Objectives of the Company in Item 26

The Chairman assigned Miss Varisa Anuntarumporn, Director and Company Secretary, to inform the Meeting that the Meeting of the Board of Directors had asked the Meeting to consider and approve the revision of objectives of the Company in Item 26 to be in accordance with the public policy according to the regulations of the Stock Exchange of Thailand regarding the Acceptance of Listed Ordinary Shares or Preference Shares and the Public Limited Company Act, B.E. 2535 (1992) in Article 100 with the details as followed:

Company's objective	Draft Company's Objective to be amended
<p>Article 26 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>Article 26 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, gas 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>

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

When there is no inquiry, the Chairman asked the Meeting to consider and approve the amendment of objectives of the Company in Item 26. In this agenda, the votes must be no less than three in four of all votes of shareholders who attended the meeting and had the right to vote as followed:

Agree	725,946,613 Votes	As a Percentage of	100.0000
Disagree	0 Vote	As a Percentage of	0.0000
Abstain	0 Vote	As a Percentage of	0.0000
Voided Ballot	0 Vote	As a Percentage of	0.0000
Total	725,946,613 Votes	As a Percentage of	100.0000



Agenda 11 Other Matters for Consideration (If Any)

The Chairman declared to the Meeting that this agenda was determined for the shareholders to make an inquiry to the Executives about the operations of the Company or other matters to the Meeting for consideration. Therefore, no other matters were presented to the Meeting for approval and casting votes in this agenda.

The Chairman had given an opportunity for shareholders to give suggestions and ask questions.

1. Khun Irarom Anan, the shareholder who attended the electronic meeting, inquired that

Question 1: What is the proportion of revenues of Blue Solutions Company Limited (“BS”) and what is the proportion of each type of customers?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the total revenue at present of BS is the revenue from installation service for customers by which the revenue from the installation service means the revenue from the design and the system installation to customers of BS, such as cyber security or server. For the proportion of customers of BS, 90 percent of them are government agencies and 10 percent of them are private agencies.

Question 2: Does Blue Solutions Company Limited (“BS”) have expertise in providing business transform service to private companies or not?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that BS is the company with the ability to perform the digital transformation. The job description of BS is to provide suggestions to customers, starting from writing the operational plan whether the Company should go into which directions and how. The changes will cover the infrastructure, hardware, and software that are relevant.

The BS has performed the digital transformation to the Ministry of Commerce and has received the Digital Government Awards because the government has seen the development of digital skill in the Ministry of Commerce. Therefore, the BS can provide the service to private companies definitely.

Question 3: What are the Backlog of Blue Solutions Company Limited (“BS”) and future auction project?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the current Backlog of BS is about 500 million baht, which is the signing of contract with customers in the previous year with clear delivery schedule. In the year 2022, there will be the signing of new contracts about 57 million baht. Moreover, there is the job that is in the process of bidding of 900 million baht, including

software and system development about 200 million baht and network equipment work for large power producers of Thailand about 300 million baht.

Lastly, the Tele-Education that ITEL has developed with BS that is expected to be relevant with BS will have the value of 300 million baht, which is not overlapped with what ITEL is currently doing.

Question 4: Currently, the companies in the Stock Exchange of Thailand is being attentive in adjusting ESG to add value to those companies. Does Blue Solutions Company Limited (“BS”) have expertise in this service?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the suggestions on ESG is not the main business or the business that BS has given the interest at present. The BS still focuses on digital transformation with the believe that the development of IT system will provide positive impact to ESG in each dimension, which are 1) Environmental, the resource usage rate that is expected to decrease; 2) Social, the society in a big picture that is changed from improving the system for government and private agencies; and 3) Governance, which is when BS has listed in the Stock Exchange, it will be controlled to perform operation under the good corporate governance just like what ITEL is currently doing. Therefore, BS will have the opportunity to develop its governance and continue to provide the counselling service in terms of ESG to customers in the future.

Question 5: Will ITEL invest in other projects to obtain the New S-Curve?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the current 3 main businesses of ITEL are doing well and are expected to grow continuously and sustainably. Hence, for the Company to grow forward, the Company is trying to look for interesting opportunities in the form of investment. The goal is to invest in the company with readiness, profit, and suitability of business that can support each other, whether it is the expansion of customer base or the extension of use of service of other companies. Moreover, the Company has seen the opportunity to push those companies to become the listed companies in the framework of 1-3 years.

2.Khun Prasit Suesattayasin, the shareholder who attended the electronic meeting, inquired that

Question 1: When does the Executive expect that the acquisition of Blue Solutions Company Limited (“BS”) will cause the turnover of the Company to change?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the Company has a plan to complete the transaction of entire business transfer within 28 February 2022. Therefore, it is expected that from 1 March 2022 henceforth, the BS’s turnover of 51 percent that the Company is holding

will cause the turnover of ITEL to change with the viewpoint of being the positive impact according to the major goal that ITEL has planned and create the good results in the long run.

Question 2: How many personnel of Blue Solutions Company Limited (“BS”) are there?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that BS has 50 personnel.

Question 3: Is there the silent period in the share swap?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the silent period is 6 months, which is more than the minimum criteria of SEC. The Company has negotiated with BS that this business cooperation is in the long run. The next goal is to register BS in the Stock Exchange as well as pushing BS to grow. Therefore, the opinion is that the silent period of 6 months is appropriate.

Question 4: What is the progress of Drone/Anti-Drone project? When will the Company expect to recognize the revenue?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that according to the Drone/Anti-Drone project in the value of 550 million baht that the Company has obtained since July 2021, the Company has obtained many Drone/Anti-Drone projects in the total value of 800 million baht in September 2021. The Company has delivered and recognized the revenue in Quarter 3-4 of the previous year. Therefore, shareholders and investors should monitor the revenue recognition in the turnover of Quarter 4/2021, which is in the inspection process and will bring into the Meeting of the Board of Directors in Tuesday, 22 February 2022. Moreover, some parts of revenues will be continuously recognized in the year 2022. The Company believes that the Drone/Anti-Drone market still has a lot of potentials. Therefore, the Drone/Anti-Drone project will occur again this year because the Drone/Anti-Drone system is the important foundation of national security.

3. Khun Samit Saengsuphawanit, the shareholder who attended the electronic meeting, inquired that

Question 1: Does Weatheria E have any other businesses apart from holding shares in Blue Solutions Company Limited (“BS”) at 50 percent?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that Weatheria E does not have any other businesses apart from holding shares in other companies (Holding Company). Currently, Weatheria E is the shareholder in BS Company. Therefore, it is necessary to purchase BS from Weatheria E.

Question 2: How can the purchase of Genesis Data Center of ETIX Everywhere help with the expansion of work of Data Center? What is the number of growth?



Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the establishment of Genesis Data Center is the joint venture of 3 shareholders, which are ITEL, AIT, and WHA. Each of them holds the shares of 33.33 percent equivalently. However, during the past 2 years, the pandemic situation of Covid-19 has caused the main customers in Thailand, especially financial institutions as well as other private sectors, to slow down the business expansion, resulting in the slow growth of market in Thailand. Therefore, the Company has seen that the penetration of foreign market, especially Hyperscale Data Center that comes together with large users that are the leading cloud operator of the world, can give an opportunity for Genesis Data Center to continue its business.

Therefore, from the restructuring of partnership of Genesis Data Center of the Company by inviting ETIX Everywhere, which is the listed company in Australian Stock Exchange under the name of Global Data Centre Group to purchase the shares and take over the proportion of AIT and WHA, the Company expects to see the restructuring of partnership that will help pushing Genesis Data Center to obtain the leading and world-class customers. The customers mentioned are 1 in 4 of major cloud operator of the world, such as Amazon (AWS), Microsoft, Google, or Alibaba. The Company expects to see good news soon.

4. Khun Thanakon Likhitaphiwat, the shareholder who attended the electronic meeting, inquired that from the name list of partners, such as CISCO or HIKVISION, is Blue Solutions Company Limited (“BS”) the main agent in the country or only the representative of those companies? If it is the latter case, is Blue Solutions Company Limited (“BS”) considered to be the leader? How is the market share when comparing with competitors with similar service providing?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that BS is considered to be the top agent of the abovementioned brands because BS is the company that can provide a complete service to customers, including counselling service on how to do the strong digital transformation, causing the service provides to sell to BS.

5. Khun Piyaphong Prasatthong, the shareholder who attended the electronic meeting, inquired that **Question 1:** According to Agenda 10 Considered and Approved of Revision of Objective of the Company in Item 26, why does the Company remove the words liquor factory and cigarette factory?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that the liquor factory and cigarette factory are not the main businesses of the Company. Therefore, to be in accordance with the ethics of the Stock Exchange of Thailand, the request for approval to remove the said statement in

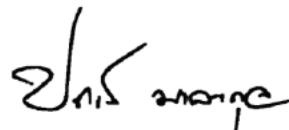
former objectives of the business is made by which the removal of this statement will not affect the business operation of the Company in any way.

Question 2: According to the participation of the Company in the auction that the government service has procured, does the Company fully comply with the rules of public supplies administration?

Mr. Nuttanai Anuntarumporn, Director and Chief Executive Officer, answered that for the procurement in the work of the government service, the Company has proceeded according to the normal process, which consists of many forms, including selection, which is the selection from those with capacities or services that reach the customers' needs. The Company believes that we are one of the companies that might be invited into the competition and will be selected. Another form is bidding. If any company has the lowest price and is qualified, it will be selected. In all works that the Company has obtained, including other future works whether belonging to government sector or private sector, the Company will comply with the good governance completely. Our Board of Directors have placed a great importance on the good governance and has provided close supervision for the Company to grow continuously and sustainably.

When there is no inquiry or suggestion from shareholders, the Chairman thanked all shareholders who have given their time to attend the meeting and give suggestions and promised that the Board of Directors will take care of the shareholders' benefits as best as they could and ended the meeting.

The meeting ended at 16.10 hrs.



(Mr. Pakorn Malakul Na Ayudhya)

Chairman of the Board and Independent Director



(Miss Varisa Anuntarumporn)

Company Secretary and Secretary of the Meeting

