

Supporting Information for Agenda 8 : To consider reviewing the prescription of prohibitions on acts constituting foreign dominance

To conform with the conditions of M.R.T. Blue Line Concession Agreement, the Company has changed the nature of Commercial Development Business of the M.R.T Blue Line project which include the telecommunication. As a result, the Company required to apply for the Second type of the Telecommunication Business License, a license with self-telecommunications network and received such License on 19 September 2018. The Notification of the National Broadcasting and Telecommunications Commission (NBTC) re: Prescription of Prohibitions of Acts Constituting Foreign Dominance B.E.2555 (2012) (the “Notification”) prescribes that the telecommunications operators shall be required to define or review the prohibition of acts constituting foreign dominance as specified in the list attached to the Notification. Such prohibitions shall be approved by the Shareholder’s Meeting of the Company prior to submit to NBTC within 30 days from the Shareholder’s Meeting date.

The 2023 Annual Ordinary General Meeting of Shareholders on April 18, 2023 reviewed and resolved to approve the prohibitions on acts constituting foreign dominance in order to further report the documents to The Notification of the National Broadcasting and Telecommunications Commission (NBTC), the requirements relating to a manner of foreign dominance 8 items as follows:

- (1) Business domination through the shareholding by foreigners via nominees, or by authorized persons in other ways, which results in avoidance of the Notification;
- (2) Business domination through the shareholding by foreigners or by the representatives or agents of the foreigners, which such shares have preferential right in voting in the Shareholder’s Meeting more than the proportion of actual shares so held, or have any more preferential rights than the shares held by Thai national;
- (3) Business domination through the participation of the foreigner in the appointment or control of the Board of Directors or senior executives;
- (4) Business domination through any juristic acts with source of investment fund and loan from the foreigner or its subsidiary e.g. loan guarantee, loan with interest rate lower than the market rate, the business risk insurance, or granting credit on special basis;
- (5) Business domination through the arrangement of the intellectual property agreement, franchise agreement, or exclusive agreement with the foreigner or its subsidiary and such agreements cause transfer of expenses and consideration benefit to the foreigner;
- (6) Business domination through the arrangement of the procurement agreement or the management agreement with the foreigner or its subsidiary or the employee of the foreigner or its subsidiary in the manner which causes transfer of expenses and consideration to benefit to the foreigner;
- (7) Business domination through the joint venture with the foreigner or its subsidiary thereby allocating or sharing operation cost in the manner which causes transfer of expenses or consideration to benefit to the foreigner; and
- (8) Business domination through transfer pricing or price fixing with foreigners, or affiliated juristic persons.

In the past year, the Company duly complied with the requirements relating to prohibitions on acts constituting foreign dominance and did not take any act in a manner of foreign dominance.

The Board of Directors’ Meeting No. 1/2024 on February 28, 2024 considered and deemed it appropriate to propose the Shareholders’ Meeting to review and consider approving the prohibitions on acts constituting foreign dominance in order to further report the documents to The Notification of the National Broadcasting and Telecommunications Commission (NBTC).