

Ref FNA 60/030

(Translation)

27 September 2017

Subject: Notification on Receipt of Tender Offer (Form 247-4)

Attention: The President  
The Stock Exchange of Thailand

Attachment: Tender offer for Securities of Symphony Communication Public Company Limited  
(Form 247-4)

Symphony Communication Public Company Limited (the “**Company**”) would like to inform you that today the Company has received the Tender Offer of the Company (Form 247-4) in order to purchase part of the shares in a proportion of no less than 35 percent but no more than 37 percent of the total issued and paid-up shares of the Company by TIME dotCom International Sdn Bhd, as the Offeror, as per the attachment.

Please be informed accordingly.

Yours faithfully,

Bussakorn Jaruwachirathanakul

Director / Executive Vice President

(Translation)

Tender Offer for Securities (Form 247-4)

of



Symphony Communication Public Company Limited

By



TIME dotCom International Sdn Bhd



CIMB Thai Bank Public Company Limited

Tender Offer Preparer



CIMB Securities (Thailand) Company Limited

Tender Offer Agent

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## Disclaimer

"This English translation of the Tender Offer document has been prepared solely for the convenience of foreign shareholders of Symphony Communication Public Company Limited and should not be relied upon as the definitive and official Tender Offer document of the Offeror. The Thai language version of the Tender Offer document is the definitive and official document for the Offeror and shall prevail in all respects in the event of any inconsistency with the English translation."

**Tender Offer for Securities of  
Symphony Communication Public Company Limited**  
(Final Tender Offer Price and Final Offer Period)

To Securities Holders of Symphony Communication Public Company Limited

We, TIME dotCom International Sdn Bhd (the “Offeror” or “TdCI”), a 100% owned subsidiary and the ASEAN investment holding company of TIME dotCom Berhad (“TIME”), hereby offer to purchase ordinary shares of Symphony Communication Public Company Limited (the “Business” or “SYMC”) via a partial voluntary tender offer (the “Tender Offer” or “PVTO”) as per the following details.

Part 1

Significant Elements of the Tender Offer

1. **Submission Date of the Tender Offer**

27<sup>th</sup> September 2017

2. **Name of the Offeror**

TIME dotCom International Sdn Bhd

3. **Name of the Tender Offer Preparer**

CIMB Thai Bank Public Company Limited (the “Tender Offer Preparer”)

4. **Objectives for Making the Tender Offer**

Expanding outside of Malaysia and into neighbouring ASEAN markets has been a strategy of TIME for the past several years, as evidenced by the strategic investments made in CMC Telecommunication Infrastructure Corporation in Vietnam and KIRZ Co., Ltd. in Thailand. TIME believes in the Digital Economy Plan promoted by the Government of Thailand and in the growth of the Thailand telecommunications market that this will bring. The proposed acquisition of the Business is consistent with TIME’s ASEAN strategy of investing in markets with strong growth prospects.

TIME sees SYMC as an attractive partner for TIME in the Thai market given its nationwide fibre optic network, comprehensive set of telecommunications licenses, and an established wholesale customer base. However, TIME believes that the Business also requires new capital injection into the company to further expand and strengthen its existing businesses and to invest in new market segments and services. In addition, on 8<sup>th</sup> May 2017, the National Broadcasting and Telecommunications Commission (NBTC) approved the proposed

acquisition of the Business by TdCI pursuant to the Notification of the National Broadcasting and Telecommunications Commission regarding Criteria and Procedures for Merger and Cross-holding in Telecommunications Business B.E. 2553 (2010).

TIME's proposed acquisition of no less than 35.00 percent and no more than 37.00 percent of the total issued and paid-up ordinary shares will provide it with a sufficient shareholding and at the same time provide sufficient room for TIME to subsequently inject new capital into the Business, either via the upcoming rights offering (as already approved by SYMC shareholders on 26<sup>th</sup> April 2017) or future capital increase, without breaching the foreign shareholding limit under the Telecommunications Business Act, the Securities and Exchange Act, B.E. 2535, and other relevant regulations. Under all circumstances the Offeror shall hold no more than 49.00 percent of the total voting rights in the Business.

After the successful completion of the PVTO, the Offeror may nominate its representatives to take part in the management of the Business by means of holding director positions on the board of directors and taking on an executive role in the Business, in all cases in proportion to its shareholding percentage in the Business. Such nomination by the Offeror will be done in compliance with the Business' Articles of Association and the relevant provisions prescribed under the Public Limited Companies Act. Nevertheless, the Offeror has no intention to change the objectives of the business operation or the dividend payment policy of the Business within the period of 12 months after the completion of the Tender Offer.

Furthermore, within the period of 12 months after the completion of the Tender Offer, the Offeror has no intention to delist the securities of the Business from the Stock Exchange of Thailand (the "SET").

#### **5. Type and Class of Securities Offered to Be Purchased**

The Offeror offers to buy only one type of securities, namely, the Business' ordinary shares. As of 31<sup>st</sup> August 2017, there are a total of 325,393,681 issued and paid-up ordinary shares of the Business in which each ordinary share is equivalent to 1 voting right of the Business.

As of the date of submission of the Tender Offer Form, the Offeror holds 5,694,389 ordinary shares, representing 1.75 percent of the total issued and paid-up ordinary shares of the Business. The Offeror shall make the PVTO to acquire no less than 35.00 percent but no more than 37.00 percent of the total issued and paid-up shares and total voting rights of the Business (or equivalent to no less than 113,887,789 shares but no more than 120,395,661 shares). In this regard, if there are persons expressing their intention to sell the shares exceeding 37.00 percent of the total issued and paid-up shares and total voting rights of the Business, the Offeror shall acquire the shares by applying the pro-rata allocation method to the number of shares intended to be sold by such shareholders (Please refer to Clause 11 for more information).

At the end of the PVTO, if the Offeror is successful in acquiring the maximum number of shares that the Offeror wishes to acquire (i.e. 37.00 percent of the total issued and paid-up ordinary shares of the Business), the Offeror will be entitled to the voting rights of 38.75 percent of the total voting rights of the Business. The total shareholding after the PVTO will not result in the Offeror being the shareholder having more than 49.00 percent of the total voting rights of the Business.

In addition, if the total issued and paid-up ordinary shares of the Business tendered by the existing shareholders at the end of the Offer Period is less than 35.00 percent of the total issued and paid-up ordinary shares of the Business, the Offeror will revoke the PVTO in accordance with Clause 9.

As of the date of submission of the Tender Offer Form, the annual general meeting of shareholders held on 26<sup>th</sup> April 2017 of the Business resolved, by a majority vote of 99.69 percent of the shareholders attending the meeting and eligible to vote, to approve the Offeror to make PVTO.

#### 6. Tender Offer Price

The offer price of the Business' ordinary shares is THB 12.20 per share (the "Offer Price"). In addition, shareholders who accept the PVTO (each an "Offeree"), are subject to payment of a brokerage fee of 0.10 percent and applicable regulatory charges of 0.007 percent of the Offer Price plus value added tax ("VAT") of 7.00 percent. Therefore, the net price to be received by the Offeree will be THB 12.1860 per share.

Such Offer Price:

is the final offer price that will no longer be changed (unless otherwise complying with the conditions in Clause 8)

is not the final offer price. The Offeror may change the Offer Price in the future.

In case an Offeree wishing to sell securities is a foreign juristic person that does not operate its business in Thailand and is domiciled in a country that signs no double taxation treaty with Thailand, or is domiciled in a country which is a party to the double taxation treaty with Thailand but such treaty does not provide an exemption on withholding tax resulted from capital gain from sales of shares in Thailand, subject however to the Revenue Code provisions, the Tender Offer Agent has a duty to deduct a 15.00 percent withholding tax on the capital gain resulting from such sale of shares (namely, the difference between the Offer Price and the actual cost originally paid by the Offeree when it acquired those shares offered for sale).

The Offeree must notify his cost and submit evidence indicating the share price at its cost to the Tender Offer Agent (Attachment 4). If the Offeree fails to state the shares' cost or submit evidence showing the cost together

with a confirmation of the cost of such offered securities, the Tender Offer Agent will deduct a withholding tax where the tax will be calculated from a total sales amount of ordinary shares that the Offeree will receive.

**7. Offer Period**

The Offeror will purchase the Business' shares over a total of 25 business days from 28<sup>th</sup> September 2017 to 6<sup>th</sup> November 2017 inclusive (the "Offer Period"), during the office hours of the Tender Offer Agent from 9:00 a.m. to 4:00 p.m.

the final period which shall not be further extended (subject to the conditions specified in Clause 8).

not the final period. The Offeror may extend the Offer Period.

**8. Conditions of Changes to the Tender Offer**

No condition

Conditions of changes to the PVTO are as follows:

the Offeror may reduce the Offer Price or extend the Offer Period should there be any event that materially affects the financial status or assets of the Business during the Offer Period.

the Offeror may amend the offer terms or extend the Offer Period with a purpose to compete with another offeror who may submit a tender offer for the same securities during the Offer Period.

**9. Conditions for Revoking the Tender Offer**

The Offeror will revoke the PVTO if the total issued and paid-up ordinary shares of the Business tendered by the existing shareholders at the end of the Offer Period is less than 35.00 percent of the total issued and paid-up capital of the Business.

In addition, the Offeror may revoke the PVTO in either of the following cases:

9.1 in case there is any event or action after the Offeror submits the Tender Offer to the Office of the Securities and Exchange Commission (the "SEC") but still within the Offer Period that causes or may cause significant damage to the Business' financial status or assets where such event or action does not result from the Offeror's action or it is not an action for which the Offeror shall be responsible; or

9.2 any action conducted by the Business after the submission of the Tender Offer Form to the SEC but within the Offer Period which causes or may cause a significant decrease in the value of the Business' shares; or

9.3 any action conducted by the Business as defined in the Notification of the Capital Markets Supervisory Board No. TorChor. 14/2554 Re: Actions or Exempt of Actions That May Affect the Result of Tender Offer.

**10. Period During Which Securities Holders May Revoke Their Intent to Accept the Tender Offer**

The Offeree may revoke its intention to accept the Tender Offer at the office of the Tender Offer Agent on any business day from 28<sup>th</sup> September 2017 to 30<sup>th</sup> October 2017 from 9:00 a.m. to 4:00 p.m. (totalling of 20

business days) (the “Tender Offer Revocation Period”). The Offeree is required to follow the procedures to cancel the acceptance of the Tender Offer described in Attachment 3: Tender Offer Cancellation Procedures and Relevant Forms for Revocation of Tender Offer Acceptance.

**11. Allocation of the Number of Shares to be Purchased if the Amount Tendered is either more or less than the Amount Offered to Purchase (Pursuant to the Partial Tender Offer Made in Relation to Clause 52 of Chapter 5 of the Notification of the Capital Market Supervisory Board No. TorJor 12/2554)**

In the case that there are shareholders of the Business offering to sell the Business' shares in excess of 37.00 percent of total shares of the Business, or equivalent to 120,395,661 shares, the Offeror will purchase only 120,395,661 shares from all these shareholders in the number of shares tendered for sale by each of them on a pro-rata basis, as specified in Clause 52 of Chapter 5 of the Notification of the Capital Market Supervisory Board No. TorJor 12/2554. In other words, the number of shares purchased from each shareholder shall be calculated as a proportion of the number of shares tendered for sale by each of the individual shareholder over the total shares tendered by all shareholders.

In the case that there are shareholders of the Business offering to sell the Business' shares in excess of 37.00 percent of total shares, or equivalent to 120,395,661 shares, and the Business' shares are allocated by each of them on a pro-rata basis as mentioned above and there are remaining ordinary shares after the allocation, Tender Offer Agent will return such ordinary share as original form which the Offeree offers to sell. That is, in the case that the Offeree offered to sell the shares through Thailand Securities Depository (“TSD”) for transferring shares to the Offeree's broker account or the issuer account for account number 600. Tender Offer Agent will return such ordinary shares to each Offeree within the payment date which is on 9<sup>th</sup> November 2017. In the case of share certificate form, Tender Offer Agent will return such share certificate form within 30 business days from the last day of the Offer Period or the Offeree can contact Tender Offer Agent at the Tender Offer Agent office (details in Clause 13) to collect such share certificate form. In the case of the Non-Voting Depository Receipt (“NVDR”), the Offeree will collect the NVDR through TSD from Thai NVDR Company Limited.

Following the pro-rata allocation of the number of shares to be purchased from each shareholder, if the number of shares are not offered into board lots (100 shares), the fractioned shares shall be rounded into board lot (100 shares) as (1) in case the fractioned shares are less than 50 shares, the number of shares shall be rounded down to zero or (2) in case the fractioned shares are more than or equal to 50 shares, the number of shares shall be rounded up to 100 shares. If the total shares after rounding are more than the maximum number of shares to be purchased, the Offeror reserves its right to round the shares as appropriate so as to ensure that the total number of shares acquired by the Offeror does not exceed the 37.00 percent of the total issued and paid-up shares of the Business.

If the Business' shares offered for sale by the shareholders is less than 37.00 percent of the total shares or equivalent to 120,395,661 shares, but higher than 35.00 percent of total shares or equivalent to 113,887,789 shares, the Offeror will purchase all shares tendered for sale by them.

**12. Source of Funds to Finance the Tender Offer**

The funds required for the PVTO of the Business are at a maximum THB 1,468,827,064.20, and will be provided by TIME, the parent company of the Offeror (Attachment 9). TIME has sufficient credit facilities with Maybank Islamic Berhad available to be utilised for the payment of the PVTO (Attachment 8). However, TIME may decide to fund the acquisition using only internal cash, or a combination of internal cash and credit facilities.

**13. Name of the Tender Offer Agent**

Name : CIMB Securities (Thailand) Company Limited  
Address : 17<sup>th</sup> Floor, Sindhorn Building Tower 3 (Sindhorn Branch),  
130-132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330  
Tel : 02-685-6685 or 02-685-6684  
Fax : 02-657-3236

**Location of Submitting of Acceptance Form (Details in Attachment 7)**

Location : CIMB Securities (Thailand) Company Limited  
Contact persons : Tender Offer Agent Coordinator

**14. Payment Date**

The Offeror will pay the Offeree within the third business day from the end of the Offer Period (which will be 9<sup>th</sup> November 2017) subject however to the accuracy, completion and validity of the Tender Offer Acceptance Form submitted by the Offeree and upon the completion and validity of the securities transfer.

**Part 2****Information of the Offeror****1. Details of the Offeror****1.1 General Information**

<b>Name</b>	TIME dotCom International Sdn Bhd, a 100% owned subsidiary of TIME dotCom Berhad
<b>Address</b>	Level 4, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor, Malaysia
<b>Website</b>	www.time.com.my
<b>Tel.</b>	+603-5039-3776
<b>Fax.</b>	+603-5032-6144
<b>Company Registration No.</b>	1125366-T

Pursuant to a letter dated 7<sup>th</sup> March 2017, TIME dotCom Berhad informed the Business of its intention to invest in the Business by means of PVTO through its 100% owned subsidiary, TIME dotCom International Sdn Bhd.

**1.2 Business Information and Other Details of the Offeror****(1) Nature of Business Operation in Brief****The Offeror**

TIME dotCom International Sdn Bhd is a company incorporated under the laws of Malaysia as a private limited company. The Offeror is TIME's holding company for strategic investments in ASEAN telecom operating companies. The Offeror currently has shareholdings in operating companies in Thailand and Vietnam.

As of 31<sup>st</sup> August 2017, the Offeror has investments in 3 companies. The details are as follows:

<b>Company</b>	<b>Country of Operation</b>	<b>Percent of Shareholding</b>	<b>Business</b>
1. KIRZ Company Limited	Thailand	49.00	Provide internet and point-to-point telecommunication and network services to enterprise customers, predominately in the Bangkok metropolitan area as well as data centre services to enterprise customers
2. KIRZ Holding Company Limited	Thailand	49.00	Investment holding
3. CMC Telecommunications Infrastructure Corporation	Vietnam	45.27	Provide broadband services for enterprise customers and home users as well as online data services

Note: As of the date of Tender Offer Form submission, TdCI holds 1.75 percent in Symphony Communication Public Company Limited

The shareholder that has significant influence over the policy-making, management and operation of the Offeror

TIME dotCom Berhad is a publicly listed company on the Bursa Malaysia Stock Exchange in Malaysia since 2001 and has a market capitalisation as at 30<sup>th</sup> August 2017 of MYR 5.76 billion (equivalent to approximately THB 44.93 billion). TIME is a data-centric telecommunications and solutions provider based in Malaysia, with a global business reach. It operates in 4 principal businesses as follows:

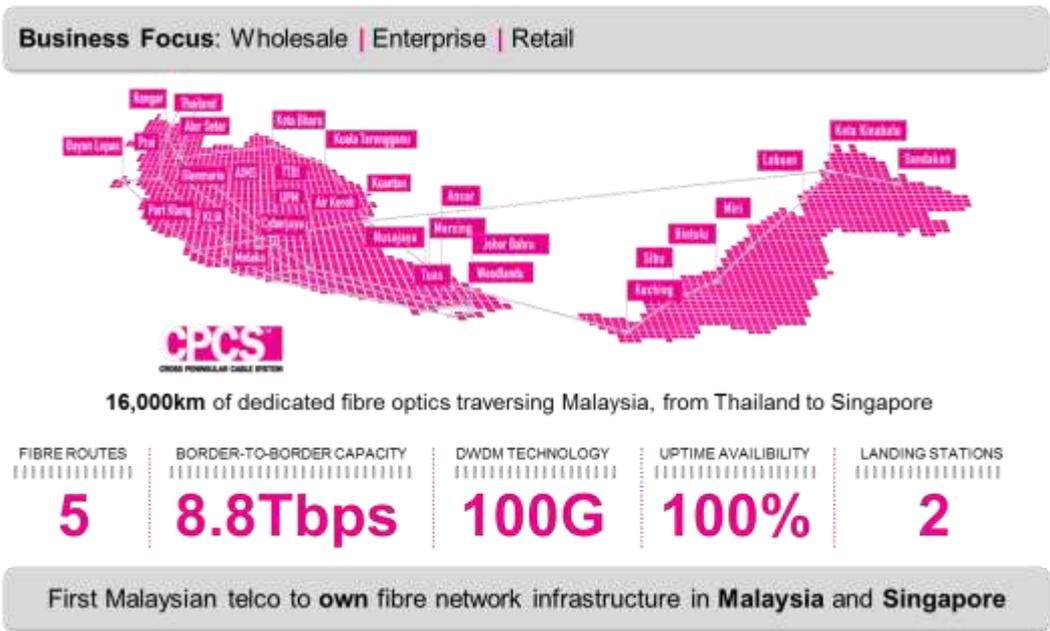
- Fixed line telecommunications business in Malaysia;
- International bandwidth and submarine cable capacity businesses globally;
- Data centres; and
- Investments in ASEAN telecom operating companies including Thailand.

TIME's core assets comprise a domestic fibre optic network, regional points of presence, ownership in several submarine cable systems, a data centre business and a number of international strategic investments in other telecommunications operators. This portfolio of assets allows TIME to offer customers a complete land and subsea fibre based connectivity and value-added services that tap fast-growing ASEAN demand for reliable bandwidth.

TIME provides high-quality connectivity to different types of customers, including wholesale, enterprise and retail customers. Its services include internet access, private circuits and international bandwidth services, as well as data-centre services. Each service line has seen significant growth indicating that its services are well received by its customers.

TIME's four principal businesses are further described below:

- **Fixed line telecommunications business in Malaysia:** The provision of internet connection services and data transmission services via the optical fibre network in Malaysia to wholesale, corporate and retail customers. TIME's Malaysian Fixed Line business is anchored by its Cross Peninsular Cable System (CPCS<sup>TM</sup>), a 16,000 kilometre-long advanced fibre optic network that traverses Malaysia from the border with Thailand to the border with Singapore, as illustrated below.



Source: TIME dotCom Berhad

The network is one of the most up-to-date systems in the country operating using 100G DWDM technology with 100 percent uptime availability as proof that TIME is confident of its network capability, especially as it has 5 fibre routes crossing peninsular Malaysia.

- International bandwidth and submarine cable capacity businesses globally: The provision of international bandwidth services via three submarine communications cable networks. The fourth submarine communications cable network is partially operational since June 2017 and is expected to be fully operational by the end of 2017. Once this network commences full commercial operations, TIME's network will provide coverage for connections from Asia to North America and to Europe via Africa. TIME's own primary submarine cable network is shown below.



Source: TIME dotCom Berhad

The primary submarine cable network comprises 2 cable systems from Japan to the US (UNITY and FASTER Cable Systems), one Intra-Asia cable system (Asia Pacific Gateway or APG), and one cable system from Asia to Europe via Africa and the Middle-East (Asia, Africa Europe-1 or AAE-1). The details of these cable systems are shown in the table below.

Cable name/status	UNITY	FASTER	APG	AAE-1
Cable readiness	Operational since 2010	Operational since 30.6.16	Operational since 28.10.16	Partially Operational since 27.6.17
Capacity owned	1.04 Tbps	10.0 Tbps	4.00 Tbps	1.88 Tbps
Ownership	10.0%	16.6%	7.3%	4.7%
In brief	<ul style="list-style-type: none"> <li>9,620km</li> <li>Trans-Pacific submarine cable system with direct cable route linking the U.S. and Japan</li> </ul>	<ul style="list-style-type: none"> <li>9,000km</li> <li>Trans-Pacific cable connecting Japan to the US</li> </ul>	<ul style="list-style-type: none"> <li>10,400km</li> <li>Intra-Asia cable into 9 countries in Asia Pacific</li> </ul>	<ul style="list-style-type: none"> <li>25,000km</li> <li>Connects 17 countries in Asia to Europe through the Middle-East</li> </ul>
Consortium	6 consortium members: Bharti Airtel, Google, KDDI Corp, TIME, Pacnet and Singtel	6 consortium members: China Mobile International, China Telecom, KDDI, TIME, Google and SingTel	13 consortium members: China Telecom, China Unicom, China Mobile, StarHub, Facebook, Viettel, VNPT, KT Corporation, Chunghwa Telecom, LG U+, NTT Comm, TIME and CAT	18 consortium members: China Unicom, Reliance Jio, PCCW Global, Retelit, Djibouti Telecom, Mobily, Omantel, Ooredoo, HyalRoute, OTEGlobal, Metphone, TeleYemen, Viettel, TOT, Etisalat, PTCL, Telecom Egypt and TIME

Source: TIME dotCom Berhad

- Data centres:** The provision of centralised data storage services for wholesale, corporate, and over-the-top (OTT) customers. TIME’s data centre business is an award-winning, carrier-neutral data centre and is strategically located in the central business districts of Kuala Lumpur, Cyberjaya, Penang, and Johor Bahru in Malaysia. TIME’s data centre is host to all domestic and many international telecom carriers who operate in Malaysia, and is also the host site of the Malaysian Internet Exchange (MyIX). Further details are shown below.



**Co-location**

Server rental spaces with guaranteed power availability to safeguard mission critical data



**Managed Services**

Outsource core and critical IT requirements



**Network Services**

A wide range of carriers and ISPs



**Carrier Management**

One stop shop solution for local and global carriers, and cable owners



**Disaster Recovery**

A wide range of options for disaster recovery service and business continuity planning



**Cloud Services**

Provides a flexible and easy to use cloud infrastructure

Source: TIME dotCom Berhad

- **Investments in ASEAN telecom operating companies:** Investments, joint ventures, and partnerships with telecommunications service providers in ASEAN with a focus on providing pan-ASEAN and global connectivity, data centre services and enterprise solutions, conducted principally via TdCI, TIME's holding company for strategic investments in ASEAN telecom operating companies.

As of 31<sup>st</sup> August 2017, TIME has 17 direct subsidiaries arranged under the 4 principal businesses as follows:

Company	Country of Operation	Percent of Shareholding	Business
<b>Fixed line telecommunications business in Malaysia</b>			
1. TT dotCom Sdn Bhd	Malaysia	100	Provision of voice, data, video and image communication services through its domestic and international network
2. TIME dotNet Berhad*	Malaysia	100	Dormant
3. Fantastic Fiesta Sdn Bhd*	Malaysia	70	Dormant
<b>International bandwidth and submarine cable capacity businesses globally</b>			
1. Global Transit Communications Sdn Bhd	Malaysia	100	Provision of telecommunication and related services
2. Global Transit Limited	Malaysia	100	Engaged in the business of telecommunication services and trading bandwidth capacity
3. Global Transit 2 Limited	Malaysia	100	Engaged in the business of telecommunication services and trading bandwidth capacity
4. Global Transit 3 Limited	Malaysia	100	Engaged in the business of telecommunication services and trading bandwidth capacity
5. Global Transit 5 Limited	Malaysia	100	Engaged in the business of telecommunication services and trading bandwidth capacity
6. Global Transit Singapore Pte Ltd	Singapore	100	Wholesale of telecommunication equipment and related services
7. Global Transit (Hong Kong) Limited	Hong Kong	100	Provision of management services
<b>Data centres</b>			
1. AIMS Cyberjaya Sdn Bhd	Malaysia	100	Provision of value added network services, information services, system integration services, operations of data networks and network based applications for corporations
2. AIMS Data Centre Sdn Bhd	Malaysia	100	Provision of value added network services, information services, system integration services, operation of data networks and network based applications for corporations and building management
3. AIMS Data Centre Pte Ltd	Singapore	100	Provision of telecommunication related services
4. The AIMS Asia Group Sdn Bhd*	Malaysia	100	Dormant
5. AIMS Data Centre 2 Sdn Bhd*	Malaysia	100	Dormant
<b>Investments in ASEAN telecom operating companies</b>			
1. TIME dotCom International Sdn Bhd	Malaysia	100	Investment holding

Company	Country of Operation	Percent of Shareholding	Business
2. Planet Tapir Sdn Bhd	Malaysia	100	Investment holding

\*These subsidiaries are in the process of being dissolved from the register of Companies Commission of Malaysia under Section 308(1) of the Companies Act 1965 as at 31 December 2016 and have been consolidated based on unaudited management accounts.

## (2) Authorised and paid-up capital of the Offeror

### The Offeror

As of 31<sup>st</sup> December 2016, TdCI's authorised capital is MYR 400,000 (approximately THB 3,120,000) and its issued and paid-up capital is MYR 2 (approximately THB 15.60), divided into 2 ordinary shares (calculated based on the exchange rate of MYR 1 to THB 7.80).

### The shareholder that has significant influence over the policy-making, management operation of the Offeror

As of 30<sup>th</sup> June 2017, TIME's issued and paid-up capital is MYR 1.15 billion (approximately THB 8.97 billion, calculated based on the exchange rate of MYR 1 to THB 7.80), which can be divided into 578,294,634 ordinary shares. On 18<sup>th</sup> July 2017, TIME issued 3,159,221 ordinary shares to eligible employees under the Annual Restricted Share Plan and Annual Performance Share Plan portion of TIME's Share Grant Plan ("SGP"). Hence, as of 31<sup>st</sup> August 2017, TIME has a total of 581,453,855 ordinary shares.

## (3) List of shareholders of the Offeror

### The Offeror

TdCI is a 100% owned subsidiary of TIME and was incorporated with the objectives of entering into investments, joint ventures, or acting as a partner with other telecommunication service providers in the ASEAN region.

### The shareholder that has significant influence over the policy-making, management operation of the Offeror

The top ten major shareholders of TIME as of 31<sup>st</sup> August 2017 are as follows:

No.	Name	Number of shares	Shareholding and voting rights (%)
1	Pulau Kapas Ventures Sdn Bhd <sup>1</sup>	177,174,359	30.47
2	Khazanah Nasional Berhad <sup>2</sup>	65,298,982	11.23
3	Kumpulan Wang Persaraan <sup>3</sup> (Diperbadankan)	52,330,148	9.00
4	Citigroup Nominees (Tempatan) Sdn Bhd <sup>4</sup> - Exempt An for AIA Bhd	15,911,700	2.74
5	Amsec Nominees (Tempatan) Sdn Bhd <sup>5</sup> - Amtrustee Berhad	14,821,720	2.55
6	Citigroup Nominees (Tempatan) Sdn Bhd <sup>6</sup> - Employees Provident Fund Board	14,261,500	2.45
7	Amanahraya Trustee Berhad <sup>7</sup> - Public Smallcap Fund	10,868,260	1.87

(Translation)

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No.	Name	Number of shares	Shareholding and voting rights (%)
8	Amanahraya Trustees Berhad <sup>8</sup> - Public Islamic Select Treasures Fund	9,628,040	1.66
9	Cartaban Nominees (Tempatan) Sdn Bhd <sup>9</sup> - PAMB for Prulink Equity Fund	6,855,000	1.18
10	Amanahraya Trustee Berhad <sup>10</sup> - Public Ittikal Sequel Fund	6,442,000	1.11

Note:

1. A private limited company where Khazanah Nasional Berhad has a 30.00 percent interest and Global Transit International Sdn Bhd has 70.00 percent interest. Global Transit International Sdn Bhd is a 100.00 percent owned subsidiary of Megawisra Sdn Bhd. Megawisra Investments Limited ("MIL") holds 100.00 percent of the shares in Megawisra Sdn Bhd, having Afzal Abdul Rahim and Patrick Corso, directors and executives of TIME, as its major shareholders. In addition, none of the other directors or executives of TIME are shareholders of MIL. Megawisra Sdn Bhd holds 126,890,382 shares in TIME, directly and indirectly, equivalent to 21.94 percent of the total shares of TIME on a see-through basis.
2. The sovereign wealth fund of the Government of Malaysia.
3. Government of Malaysia pension plan sponsor for the public sector.
4. A nominee company for AIA Bhd (an insurance company).
5. A nominee company for a trustee: Amtrustee Berhad for CIMB Islamic Dali Equity Growth Fund (UT-CIMB-DALI).
6. A nominee company for the Employee Provident Fund, which is a statutory body that manages all statutory contributions by all employees in Malaysia.
7. A trust company for Public Mutual Smallcap Fund.
8. A trust company for Public Islamic Select Treasures Fund.
9. A trust company for Prulink Equity Fund.
10. A trust company for Public Ittikal Sequel Fund.

#### (4) Members of the Board of Directors of the Offeror

##### The Offeror

##### 4.1 List of Board of directors of TdCI as of 31<sup>st</sup> August 2017

Name	Position
1. Afzal Bin Abdul Rahim	Director
2. Saiful Husni Bin Samak	Director
3. Christopher Stuart Parker Wilson	Director

##### The shareholder that has significant influence over the policy-making, management operation of the Offeror

##### 4.2 List of Board of directors of TIME as of 31<sup>st</sup> August 2017

Name	Position
1. Abdul Kadir Md Kassim	Non-Independent/ Non-Executive Director (Chairman)
2. Afzal Bin Abdul Rahim	Non-Independent/ Executive Director (Commander-in-Chief)
3. Patrick Corso	Non-Independent/ Executive Director
4. Lee Guan Hong	Non-Independent/ Executive Director
5. Elakumari Kantilal	Non-Independent/ Non-Executive Director
6. Ronnie Kok Lai Huat	Senior Independent/ Non-Executive Director
7. Hong Kean Yong	Independent/ Non-Executive Director

Name	Position
8. Mark Guy Dioguardi	Independent/ Non-Executive Director

## (5) Summary of operating and financial highlights of the Offeror

The Offeror

Unit: MYR Million Unit: THB Million [MYR 1 = THB 7.80]	Audited Financial Statements	
	2015 <sup>(1)</sup>	2016
<b>Statement of Financial Position</b>		
Total assets	66.77 520.81	121.93 951.05
Total liabilities <sup>(2)</sup>	64.51 503.18	117.10 913.38
Authorised capital	0.40 3.12	0.40 3.12
Paid-up capital (in MYR) (in THB)	2.00 15.60	2.00 15.60
Retained earning	2.26 17.63	4.83 37.67
Shareholders' equity	2.26 17.63	4.83 37.67
<b>Statement of Comprehensive Income</b>		
Total revenue	2.26 17.63	2.64 20.59
Total expenses <sup>(3)</sup>	0.06 0.47	0.47 3.67
Net profit	2.26 17.63	2.57 20.05

Source: TIME dotCom International Sdn Bhd's audited financial statements

Note:

- (1) Financial statements for the period from 2<sup>nd</sup> January 2015 (date of incorporation) to 31<sup>st</sup> December 2015.
- (2) Total liabilities include a shareholder loan amounting to THB 51,000,000 that is charged with an interest rate of 12.50 percent per annum, as of 31<sup>st</sup> December 2016.
- (3) Total expenses largely contain administrative expenses and finance costs.

(Translation)

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**The shareholder that has significant influence over the policy-making, management operation of the Offeror**

Unit: MYR Million <i>Unit: THB Million</i> [MYR 1 = THB 7.80]	Audited Financial Statements						Financial Statements	
	2014		2015		2016		1H/2016 (Unaudited)	1H/2017 (Unaudited)
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Consolidated Financial Statements
<b>Statement of Financial Position</b>								
Total assets	2,745.35 21,413.73	1,532.42 11,952.88	2,609.94 20,357.53	1,295.88 10,107.86	2,747.30 21,428.94	1,303.90 10,170.42	2,448.93 19,101.65	2,726.72 21,268.42
Total liabilities	386.94 3,018.13	10.76 83.93	527.39 4,113.64	6.89 53.74	564.41 4,402.40	9.64 75.19	387.92 3,025.78	551.30 4,300.14
Shareholders' equity	2,358.41 18,395.60	1,521.67 11,869.03	2,082.55 16,243.89	1,289.00 10,054.20	2,182.89 17,026.54	1,294.27 10,095.31	2,061.01 16,075.88	2,175.42 16,968.28
Authorised capital	5,000.00 39,000.00	5,000.00 39,000.00	5,000.00 39,000.00	5,000.00 39,000.00	5,000.00 39,000.00	5,000.00 39,000.00	5,000.00 39,000.00	-* -
Paid-up capital	286.93 2,238.05	286.93 2,238.05	287.80 2,244.84	287.80 2,244.84	289.15 2,255.37	289.15 2,255.37	287.80 2,244.84	1,154.73* 9,006.89
<b>Statement of Comprehensive Income</b>								
Total revenue <sup>(1)</sup>	596.28 4,650.98	16.50 128.70	682.36 5,322.41	257.71 2,010.14	766.94 5,982.13	168.10 1,311.18	350.63 2,734.91	423.74 3,305.17
Total expenses <sup>(2)</sup>	469.37 3,661.09	16.11 125.66	559.1 4,360.98	78.84 614.95	596.33 4,651.37	28.53 222.53	283.93 <sup>(5)</sup> 2,214.65	340.48 <sup>(5)</sup> 2,655.76
Net profit	172.40 <sup>(3)</sup> 1,344.72	39.12 <sup>(3)</sup> 305.14	191.36 <sup>(4)</sup> 1,492.61	257.31 <sup>(4)</sup> 2,007.02	249.93 <sup>(4)</sup> 1,949.45	147.73 <sup>(4)</sup> 1,152.29	80.00 <sup>(6)</sup> 624.00	88.93 693.65
Basic earnings per share (Sen, THB) <sup>(7)</sup>	30.34 2.37	n/a	33.55 2.62	n/a	43.33 3.38	n/a	13.90 1.08	15.38 1.20
Dividend per share (Sen, THB)	- -	n/a	79.10 6.17	n/a	20.00 1.56	n/a	6.70 0.52	17.30 1.35
Book value per share (RM, THB)	4.11 32.06	n/a	3.62 28.24	n/a	3.77 29.41	n/a	3.58 27.93	3.76 29.34

Source: TIME's annual report, TIME's audited financial statements 2014 – 2016, and TIME's unaudited financial statements for the second quarter ended 30<sup>th</sup> June 2017. The shareholders of SYMC and investors can access to the financial statements and other relevant information of TIME from <http://www.time.com.my/investor-relations>

\*On 31<sup>st</sup> January 2017, the new Companies Act 2016 came into force in Malaysia. In accordance with Section 618 of Companies Act, 2016, in relation to a no-par-value regime, any amount outstanding to the credit of the share premium account has become part of the company's share capital.

Note:

(1) Total revenue:

- Total revenue in consolidated financial statements comprises of revenue from sales of data, voice, data centre, and other services.
- Total revenue in separate financial statements comprises of management fee from subsidiary companies and dividend income from subsidiaries.

(2) Total expenses are calculated as the sum of cost of sales, distribution expenses, administrative expenses, other expense, and finance costs.

(Translation)

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(3) Net profit in 2014 financial year includes income from investments of MYR 39,223,000 and MYR 42,699,000 for separate financial statements and consolidated financial statements, respectively.

(4) Net profit in 2015 and 2016 financial year exclude gains from disposal of DiGi.Com shares amounting to MYR 109,760,000 and MYR 6,873,000 for the 2015 and 2016 separate financial statements, respectively. The amount of such gains excluded in the consolidated financial statements for the 2015 and 2016 financial year are noted in (7).

(5) Expenses are calculated as the sum of other operating expenses, depreciation and finance costs.

(6) Net profit in 1H/2016 excludes realisation of fair value gain reclassified from available-for-sale reserve to profit or loss due to full disposal of shares in DiGi.Com on 20<sup>th</sup> May 2016 in the amount of MYR 157,390,000.

(7) For comparison purposes, excludes realisation of fair value gain reclassified from available-for-sale reserve to profit or loss amounting to MYR 274,024,000 in 2015 financial year due to disposal of 49,900,000 and 18,829,500 ordinary shares held in DiGi.Com Berhad on 10<sup>th</sup> April 2015 and 12<sup>th</sup> May 2015 respectively and realisation of fair value gain reclassified from available-for-sale reserve to profit or loss due to full disposal of shares in DiGi.Com on 20<sup>th</sup> May 2016 of MYR 157,390,000 in 2016 financial year.

**(6) Material encumbrance**

The Offeror

- None -

The shareholder that has significant influence over the policy-making, management operation of the Offeror

- None -

**(7) Information related to criminal records**

The Offeror and/or its executives which include directors, managers or top four executive level position whose ranks are subsequent to the manager, and any persons holding equivalent position to that of the fourth executive level position

- None -

The shareholder that has significant influence over the policy-making, management operation of the Offeror

- None -

**(8) Litigations not yet final**

The Offeror/or its executives which include directors, managers or top four executive level position whose ranks are subsequent to the manager, and any persons holding equivalent position to that of the fourth executive level position

- None -

The shareholder that has significant influence over the policy-making, management operation of the Offeror

- None -

## 2. Details of the Tender Offer Preparer and the Tender Offer Agent

## 2.1 Information of the Tender Offer Preparer

Name	CIMB Thai Bank Public Company Limited
Address	44 Langsuan Road, Lumpini, Pathumwan, Bangkok 10330
Tel.	02-685-6693 or 02-685-6667
Fax.	02-657-3236

## 2.2 Information of the Tender Offer Agent

Name	CIMB Securities (Thailand) Company Limited
Address	17 <sup>th</sup> Floor, Sindhorn Building Tower 3 (Sindhorn Branch), 130-132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330
Tel.	02-685-6685 or 02-685-6684
Fax.	02-657-3236

## 3. Information of Other Advisors

Name	Kudun and Partners Limited
Responsibility	Legal advisor
Address	23 <sup>rd</sup> Floor, Unit C,F, Gaysorn Tower, 127 Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330
Tel.	02-656-0818
Fax.	02-656-0819

## 4. Relationship between the Offeror and the Business, Major Shareholders or Directors of the Business

4.1 Summary of material information of any contract/agreement/memorandum of understanding, entered into by the Offeror or the related parties prior to making the Tender Offer for the purpose of acquiring securities of the Business, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for the tender of securities in the Tender Offer

## 4.1.1 PVTO Letter

Date of letter	7 <sup>th</sup> March 2017
From	TIME dotCom Berhad
To	Symphony Communication Public Company Limited
Details of the letter	The proposed investment by TIME, through TdCI into SYMC consists of two inter-conditional main steps: <ul style="list-style-type: none"> <li>▪ First, launching by TdCI, a 100% owned subsidiary of TIME, of a PVTO under the Thai securities law and regulations for shares of SYMC,</li> </ul>

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	<p>representing up to 37.00 percent (but not less than 35.00 percent) of the total issued shares and paid-up and total voting rights in SYMC at a price of THB 12.20 per share. This would provide an equal opportunity to all of the shareholders of SYMC to tender to sell their shares in SYMC. The launching of the PVTO is subject to certain conditions being satisfied or waived by TIME.</p> <ul style="list-style-type: none"><li>Second, SYMC will increase its capital by rights offering after the completion of the PVTO, at a price of up to THB 8.80 per share. The total value of newly issued shares will be approximately THB 1,000 million. In this regards, TdCI will subscribe newly issued shares at least proportionate to its shareholding in SYMC.</li></ul>
Advisors to the letter	Kudun and Partners Limited

#### 4.1.2 Letter of Undertaking

Date of letter	8 <sup>th</sup> March 2017
From	Mr. Teerarat Pantarasutra; Mr. Kranphol Asawasuan; Mr. Wanchai Somboonphon; and Mr. Pongthep Thanakijsumtorn (collectively refer to as the “Grantor”)
To	TIME dotCom Berhad
Details of the letter	The Grantor will not sell, transfer, or dispose any of their shares in SYMC, except for the sale of their respective shares in the PVTO. Such undertaking will expire upon the success or the cancellation of the PVTO and the subsequent rights offering.
Advisors to the letter	Weerawong, Chinnavat & Partners Ltd.

#### 4.1.3 Share Sale and Purchase Agreement

Date of the agreement	17 <sup>th</sup> March 2017, as amended on 29 <sup>th</sup> March 2017 and 26 <sup>th</sup> May 2017
Purchaser	TIME dotCom International Sdn Bhd
Seller	Dr. Bussakorn Jaruwachirathanakul
Relevant securities	5,694,389 shares which is equivalent to 1.75 percent of total issued ordinary shares of the Business
Conditions and effective term of the agreement and the	TIME dotCom International Sdn Bhd entered into the Share Sale and Purchase Agreement (“SPA”) with Dr. Bussakorn Jaruwachirathanakul (the “Seller”) to

responsibilities of the contractual parties	<p>acquire 5,694,389 shares of the total issued and paid-up shares of the Business at THB 12.20 per share or a total of THB 69,471,545.80.</p> <p>The completion of the SPA is conditional upon all of the conditions of the PVTO Letter having been satisfied or waived by TIME. Separately, if following completion of the SPA the PVTO cannot be successfully completed for any reason, the Seller agrees to repurchase the sold shares (amounting to 5,694,389 SYMC shares) from TdCI at THB 12.20 per share or a total of THB 69,471,545.80.</p> <p>As at the date of the submission of this Tender Offer Form, all the conditions to completion of the SPA have been satisfied and therefore the SPA was closed.</p>
Advisors to the agreement	<p>Kudun and Partners Limited</p> <p>Weerawong, Chinnavat &amp; Partners Ltd.</p>

#### 4.1.4 Shareholders' Agreement ("SHA")

Date of the agreement	22 <sup>nd</sup> September 2017
Group A Shareholders	<p>Mr. Teerarat Pantarasutra;</p> <p>Mr. Kranphol Asawasuwana;</p> <p>Mr. Wanchai Somboonphon; and</p> <p>Mr. Pongthep Thanakijsumton</p>
Group B Shareholder	TIME dotCom International Sdn Bhd
Parties	Group A Shareholders and Group B Shareholder
Conditions and effective term of the agreement and the responsibilities of the contractual parties	<p>The Group A Shareholders and the Group B Shareholder desire to enter into this SHA to reflect their mutual agreement and to regulate the relationship among them as future shareholders of the Business.</p> <p><b>Effectiveness of the SHA</b></p> <p>The SHA shall become effective on the successful closing of the PVTO.</p> <p><b>Key Conditions</b></p> <ul style="list-style-type: none"> <li>■ Each of the Group A Shareholders and the Group B Shareholder is entitled to nominate and to remove such number of director(s) pro rata to the shareholding of such group of shareholder in the Business.</li> <li>■ Group A Shareholders and Group B Shareholder also agree on their</li> </ul>

	<p>right to nominate the member of executive committee and certain management positions, including CEO and CFO, subject to the approval of SYMC's board of directors.</p> <p><b>No Intention of Acting in Concert</b></p> <ul style="list-style-type: none"><li>Each of the Group A Shareholders and the Group B Shareholder expresses no intention to be a concert party of the other under applicable laws and agrees to exercise all of its respective voting rights and powers in relation to the Business in its own direction.</li></ul>
<b>Advisors to the agreement</b>	<p>Kudun and Partners Limited</p> <p>Weerawong, Chinnavat &amp; Partners Ltd.</p>

**4.2 Shareholding, whether direct or indirect, by the Offeror or its authorised persons in the Business or major shareholders of the Business**

**4.2.1 Shareholding in the Business**

As at the date of Tender Offer submission, TdCI holds 5,694,389 shares of SYMC or 1.75 percent of the total issued and paid up shares and total voting rights, as per the SPA referenced in clause 4.1.3. Directors or authorised persons of TdCI do not own any SYMC shares.

**4.2.2 Shareholding in the major shareholder of the Business**

- None -

**4.3 Shareholding, whether direct or indirect, by the Business, major shareholders or directors of the Business in the Offeror (in case the Offeror is a juristic person)**

**4.3.1 Shareholding by the Business in the Offeror**

- None -

**4.3.2 Shareholding by the major shareholder of the Business in the Offeror**

- None -

**4.3.3 Shareholding by directors of the Business in the Offeror**

- None -

**4.4 Other forms of relationship**

- None -

## 5. Other Relevant Information for The Securities Holders' Decision Making

### 5.1 Securities held by the Offeror prior to making the Tender Offer and securities to acquire in the future by any other agreement

#### 5.1.1 Shares

Name	Type of securities	Number of shares	Percentage in comparison with total issued and paid-up shares and total voting rights
I. The Offeror	Ordinary shares	5,694,389	1.75
II. Persons in the same group as the Offeror	-	-	-
III. Persons under Section 258 of I and II above	-	-	-
IV. Other agreements which cause persons in I-III above to obtain more shares	-	-	-
<b>Total</b>		<b>5,694,389</b>	<b>1.75</b>

#### 5.1.2 Convertible Securities

- None -

### 5.2 Source of funds used by the Offeror for the Tender Offer

The funds required for the PVTO of the Business are at a maximum THB 1,468,827,064.20, and will be provided by TIME, the parent company of the Offeror (Attachment 9). TIME has sufficient credit facilities with Maybank Islamic Berhad available to be utilised for the payment of the PVTO (Attachment 8). However, TIME may decide to fund the acquisition using only internal cash, or a combination of internal cash and credit facilities.

### 5.3 Plan to sell shares of the Business

The Offeror has no intention, within the period of 12 months after completion of the Tender Offer, to sell or transfer a significant amount of the shares currently held or to be obtained from the PVTO to any party.

### 5.4 Other necessary information

- None -

**Part 3****Information of the Business****1. Details of the Business****1.1 General Information**

<b>Name</b>	Symphony Communication Public Company Limited
<b>Address</b>	35 <sup>th</sup> - 37 <sup>th</sup> Floor, Suntowers Building B, 123 Vibhavadee Rangsit Road, Chomphon, Chatuchak, Bangkok 10900
<b>Telephone</b>	02-101-1111
<b>Facsimile</b>	02-101-1133
<b>Company Registration No.</b>	0107553000107
<b>Website</b>	www.symphony.net.th
<b>Market</b>	SET
<b>Industrial Group</b>	Technology/Information & Communication Technology
<b>Nature of Business</b>	Telecommunications Activities

**1.2 General Business Information** *(Source: Annual report and Financial Statements of the Business)*

Symphony Communication Public Company Limited was incorporated on 24<sup>th</sup> November 2005 as a private limited company and converted to public limited company on 6<sup>th</sup> May 2010. SYMC is a domestic network provider of high speed data communication circuits under the service name "SYMPHONY". SYMC was listed in the Stock Exchange of Thailand on 26<sup>th</sup> November 2010 under ticker name "SYMC". In November 2013, SYMC has established a subsidiary, namely Diamond Line Services Company Limited (DLS), to provide installation and maintenance services for outside-plant network and telecom equipment, and joint-invest with other companies. SYMC holds 99.99% of DLS share capital with the registered capital of THB 5 million. In May 2015, SYMC signed joint investment project agreement project agreement to build Malaysia-Cambodia-Thailand (MCT) Submarine Cable System that spans approximately 1,300 kilometers. SYMC became the first Thai private company to build international submarine cable network system.

The details of the businesses are as follows:

**Hi-speed Communication Network Service Application**

- **Internet Access:** to connect ISP's customers to internet. Customers in this segment are Internet Service Providers (ISPs) who offer internet service to end-users.
- **Private Network:** to connect the private network e.g. head office and branches. There are also end-user customers who are business corporations that need massive and rapid data transmission for their

business operations, for instance the communication network between headquarters and its branches of large organisations such as banks or modern-trade retailers.

- **Digital Broadcast:** to connect their production studios and broadcasting stations. Customers in this segment are TV program producers, Cable TV Operators, and IPTV operators.
- **International Private Leased Circuit (IPLC):** to connect international communication networks or connects between local offices and oversea offices of local or multinational corporations via both terrestrial and submarine cable (MCT project), which will enhance SYMC's competitiveness in the long-run.
- **Local Loop for International Private Leased Circuit:** domestic hi-speed communication network for IPLC service providers to provide IPLC service to their local end-users.
- **Access Network:** to connect end-users to servers e.g. the connectivity from Data Centre Service Providers who offer electronic data storage service and provides applications to their end-user or connectivity provided for data service providers such as Bloomberg.
- **Other Applications:** e.g. to connect small cells networks of mobile phone operators. Although they have numerous networks of their own, they lease hi-speed communication network to be a part of their backbone or to connect their small cell networks in high-rise buildings to have fast and more extensive coverage or install additional routers to hi-speed communication network for managed service, or add-in Wi-Fi service in specific areas e.g. hotels or community malls, etc. In addition, SYMC provides premium broadband internet services, by collaborating with premium broadband internet operators who have strong customer bases in provincial areas. SYMC also provides a turnkey ICT solution services for clients looking for one-stop ICT services.

#### Target Customers

The target customers can be categorised into 2 major groups:

- **Telecom Service Providers** who lease company's communication network for commercial purposes e.g. Internet Service Provider (ISP), Data Centre Service Provider, Mobile Phone Operator, International Carrier, and etc.
- **End-user Customers** such as business organisations, juristic entities, other telecommunication service providers, using company's communication network for massive and rapid data transmission such as TV program producers with digital broadcasting system, modern-trade retailers, commercial banks, international corporations, securities companies, hotels, and etc.

### 1.3 Summary of financial statements and operation results of the Business

The Business' summary of financial statements and operation results during 2014-2016 are as follows:

Unit : THB Million	Audited Financial Statements					
	2014		2015		2016	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
<b>Statement of Financial Position</b>						
Total assets	3,094.27	3,096.10	3,645.69	3,646.04	4,036.87	4,036.79
Total liabilities	1,802.96	1,803.93	2,349.30	2,349.65	2,636.85	2,636.76
Shareholders' equity	1,291.32	1,292.17	1,296.39	1,296.39	1,400.02	1,400.03
Registered capital	306.00	306.00	306.00	306.00	331.46	331.46
Paid-up capital	300.36	300.36	300.36	300.36	325.39	325.39
<b>Statement of Comprehensive Income</b>						
Total revenue	1,275.39	1,275.38	1,319.45	1,318.98	1,388.72	1,388.64
Total expenses	995.70	994.72	1,088.63	1,089.22	1,175.88	1,175.79
Net profit	181.71	182.46	113.90	113.05	99.36	99.37
Earnings per share (THB/share) <sup>(1)</sup>	0.61	0.61	0.38	0.38	0.31	0.31
Dividend per share (THB/share) <sup>(2)</sup>	0.58	0.58	0.39	0.39	0.01	0.01
Book value per share (THB/share)	4.30	4.30	4.32	4.32	4.30	4.30

Source: SYMC's annual report. The shareholders can access to the financial statements and other information of the Business from SEC website ([www.sec.or.th](http://www.sec.or.th)) or SET website ([www.set.or.th](http://www.set.or.th))

Note:

(1) Earning per share is calculated by dividing net profit by the number of paid-up shares of the year

(2) Dividend per share is calculated by the sum of dividend paid of the year divided by total paid-up shares

The Business' summary of financial statements and operation results during 1H/2016 and 1H/2017 are as follows:

Unit: THB Million	Reviewed Financial Statements		Reviewed Financial Statements	
	1H/2016		1H/2017	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
<b>Statement of Financial Position</b>				
Total assets	4,036.87	4,036.79	4,176.15	4,176.41
Total liabilities	2,636.85	2,636.76	2,724.64	2,724.59
Shareholders' equity	1,400.02	1,400.03	1,451.51	1,451.82
Registered capital	331.46	331.46	444.98	444.98
Paid-up capital	325.39	325.39	325.39	325.39

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Unit: THB Million	Reviewed Financial Statements		Reviewed Financial Statements	
	1H/2016		1H/2017	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
<b>Statement of Comprehensive Income</b>				
Total revenue	672.24	672.17	723.58	723.58
Total expenses	577.94	577.11	624.60	624.30
Net profit	36.73	37.48	48.00	48.30
Earnings per share (THB/share) <sup>(1)</sup>	0.11	0.12	0.15	0.15
Dividend per share (THB/share) <sup>(2)</sup>	0.01	0.01	-	-
Book value per share (THB/share)	4.30	4.30	4.46	4.46

Source: SYMC's reviewed financial statements for the first half ended 30<sup>th</sup> June 2017. The shareholders can access to the financial statements and other information of the Business from SEC website ([www.sec.or.th](http://www.sec.or.th)) or SET website ([www.set.or.th](http://www.set.or.th))

Note:

(1) Earnings per share is calculated by dividing net profit by the number of paid-up shares of the period

(2) Dividend per share is calculated by the sum of dividend paid of the period divided by total paid-up shares

#### 1.4 Shareholding structure of the Business

##### 1.4.1 Shareholding structure before the Tender Offer

On 26<sup>th</sup> April 2017, the Annual General Shareholders' Meeting approved the increase in registered capital from THB 331,463,349 to THB 444,977,028 at the par value of THB 1 per share. Of this, THB 325,393,681 was an issued and paid-up capital at the par value of THB 1 per share as of 31<sup>st</sup> August 2017.

According to the Business' list of shareholders as of 31<sup>st</sup> August 2017, which has groups of persons who have the same family name or related persons, the top 10 shareholders of the Business are as follows:

Shareholders	Number of shares	Percentage in comparison with total issued and paid-up shares and total voting rights
1. Asawasuwan Group	53,176,759	16.34
<i>Mr. Kranphol Asawasuwan</i>	53,057,593	16.31
<i>Ms. Kwandarin Asawasuwan</i>	108,333	0.03
<i>Mr. Paitoon Asawasuwan</i>	10,833	0.00
2. Pantarasutra Group	50,695,925	15.58
<i>Mr. Teerarat Pantarasutra</i>	50,695,915	15.58
<i>Ms. Toungporn Pantarasutra</i>	10	0.00
3. Thanakijsumtorn Group	26,567,384	8.16
<i>Mr. Pongthep Thanakijsumtorn</i>	26,459,051	8.13

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Shareholders	Number of shares	Percentage in comparison with total issued and paid-up shares and total voting rights
Ms. Srisamorn Threepetchsomkhun	108,333	0.03
4. Srisuphakhaniin Group	26,283,551	8.08
<i>Mr. Pathomkrit Srisuphakhaniin</i>	25,484,051	7.83
<i>Ms. Sumatthakan Srisuphakhaniin</i>	799,500	0.25
5. Phatra Capital Public Company Limited	15,834,000	4.87
6. Mr. Niphol Suwannachet	15,540,351	4.78
7. Mr. Wanchai Somboonphon	13,850,634	4.26
8. Ms. Bussakom Jaruwachirathanakul	8,929,916	2.74
9. Mr. Taweerach Prungpattanasakul	8,570,000	2.63
10. Mr. Manoch Youbunyong	8,195,945	2.52
11. Others	97,749,216	30.04

Source: Thailand Securities Depository

## 1.4.2 Anticipated shareholding structure following the Tender Offer

In the event that all of the securities of the Business that the Offeror intends to purchase are tendered, the expected shareholding structure of the Business after the PVTO will be as follows:

Shareholders	Number of shares	Percentage in comparison with total issued and paid-up shares and total voting rights
1. TIME dotCom International Sdn Bhd	126,090,050	38.75
2. Group A Shareholders*	90,751,993	27.89
3. Other original shareholders	108,551,638	33.36

\* Group A Shareholders include Mr. Teerarat Pantarasutra, Mr. Kranphol Asawasuan, Mr. Wanchai Somboonphon and Mr. Pongthep Thanakijsumton.

\*\* Assuming Group A Shareholders tendered all of their shares with pro-rata participation at 37.00 percent in the PVTO.

## 1.5 Members of the Board of Directors

1.5.1 Members of the Board of Directors as at 31<sup>st</sup> August 2017

Name	Position
1. Mr. Woodtipong Moleechad	Chairman of the Board/ Independent Director/ Audit Committee/ Non-Executive
2. Mr. Prasit Hemwarapornchai	Deputy Chairman of the Board/ Independent Director/ Audit Committee/ Non-Executive
3. Mr. Jitkasem Sangsingkeo	Independent Director/ Chairman of the Audit Committee/ Non-Executive
4. Mr. Kranphol Asawasuan	Chairman of Executive Committee/ Director/ Executive
5. Mr. Teerarat Pantarasutra	President/ Director/ Executive
6. Mr. Pongthep Thanakijsumton	Director/ Executive

(Translation)

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Name	Position
7. Ms. Bussakorn Jaruwachirathanakul	Director/ Executive
8. Mr. Supornchai Chotputtikul	Director/ Executive
9. Mr. Wanchai Somboonphon	Director/ Executive

Source: the Stock Exchange of Thailand

Note: Ms. Nattaya Jungswatmetha is the secretary of the Board of Directors and company secretary

### 1.5.2 Members of the Board of Directors following the Tender Offer

After the PVTO, the Offeror plans to be represented at the board of director level in proportion to its shareholding in the Business. In accordance with good governance, the Offeror plans to replace one existing executive director with a new independent, non-executive director, so as to increase the overall number of independent directors on the board of directors. The total number 3 non-independent directors and 1 independent director will be nominated for consideration and appointment by the board of directors and/or the shareholders.

### 1.6 The highest and lowest prices of the Business' securities in each quarter during the past three years

Year	Period	Highest and Lowest Price (THB per share)	
		Highest Price	Lowest Price
2014	Jan - Mar	18.00	12.70
	Apr - Jun	20.30	16.10
	Jul - Sep	19.00	16.20
	Oct - Dec	18.20	13.00
2015	Jan - Mar	16.00	13.70
	Apr - Jun	16.50	12.90
	Jul - Sep	15.60	9.80
	Oct - Dec	11.20	8.60
2016	Jan - Mar	9.00	8.15
	Apr - Jun	9.75	8.20
	Jul - Sep	10.10	7.00
	Oct - Dec	9.35	6.90
2017	Jan - Mar	13.30	8.15
	Apr - Jun	12.40	11.10
	Jul - Aug	12.40	11.20

Source: SETSMART

Note: SYMC's board of directors on 23<sup>rd</sup> February 2016 and SYMC's annual general shareholders' meeting held on 26<sup>th</sup> April 2016 had approved a stock dividend in the ratio of 12 existing ordinary shares to 1 stock dividend.

## 2. Post-Acquisition Plan

### 2.1 The Business' status

Within the period of 12 months after completion of the Tender Offer, there is no intention to delist the securities of the Business from the Stock Exchange of Thailand.

### 2.2 Policies and plans of business operations

Upon a successful completion of the PVTO, the Offeror does not intend to make any material change to the core business of SYMC within the period of 12 months following the completion of the Tender Offer and intends to focus on growing and operating the business in an efficient and effective manner. Furthermore, the Offeror has no intention to change the existing dividend policy within the period of 12 months after the completion of the Tender Offer.

A brief short-medium term plan for business operation after the PVTO is summarised below:

#### 2.2.1 Continue existing businesses:

- continue investment to enhance the Business' existing domestic network for more stability and higher efficiency;
- commercialise international services using the Malaysia-Cambodia-Thailand (MCT) submarine cable system in which the Business has invested;
- grow revenues from ICT services in addition to telecommunications service revenues; and
- develop international network business and footprint
  - i) build and develop international gateway network and add more points of interconnection at borders between Thailand and Malaysia, Myanmar, Cambodia and Laos, with a primary focus on wholesale and enterprise markets; and
  - ii) establish linkages and connectivity with TIME, CMC Telecom, and other TIME-invested networks in order to offer competitive services with a single level guarantee and contracts.

#### 2.2.2 Evaluate investments to expand business to other related areas:

- carefully consider and conduct feasibility studies to evaluate available business and growth opportunities for further expansion; and
- evaluate expansion into the data centre market:
  - i) build a highly-connected and carrier-neutral data centre; and
  - ii) work in conjunction with TIME's data centre business (AIMS) on executing such expansion strategies.

In addition, pursuant to the conditions of entering into the PVTO under the PVTO Letter, the Annual General Meeting of Shareholders held on 26<sup>th</sup> April 2017 of the Business, by a majority vote of 99.91 percent of the

shareholders attending the meeting and eligible to vote, resolved to approve the capital increase and the offer for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings after the completion of the PVTO, in accordance with the following conditions:

- (a) the offering price of the newly-issued ordinary shares offered for sale shall not be higher than THB 8.80 per share;
- (b) the capital increase by means of the issuance of the newly-issued ordinary shares shall be approximately THB 1,000,000,000; and
- (c) the subscription for the newly-issued ordinary shares offered for sale shall be subject to the condition that the PVTO must be completed, and that the Offeror has become a shareholder of the Company with the shareholding percentage as per its notified intention so that the Offeror is entitled to subscribe for the newly-issued ordinary shares.

After the successful completion of the PVTO, the Offeror may nominate its representatives to take part in the management of the Business by means of holding director positions on the board of directors and taking on an executive role in the Business, in all cases in proportion to its shareholding percentage in the Business. Such nomination by the Offeror will be done in compliance with the Business' Articles of Association and the relevant provisions prescribed under the Public Limited Companies Act, the Securities and Exchange Act, B.E. 2535, and other relevant regulations. In addition, in accordance with good governance, the Offeror intends to replace one existing executive director with a new independent, non-executive director, so as to increase the overall number of independent directors on the board of directors.

Apart from the above, within the period of 12 months after the completion of the Tender Offer, the Offeror has no plan to change the directors of the Business or to appoint additional directors of the Business, except in the case that the board of directors of the Business and/or the shareholders' meeting of the Business resolve to change the directors or to appoint new directors in accordance with the nomination procedures of the Business and in compliance with relevant laws and regulations.

### **2.3 Connected transactions**

Currently, the Business has specified policies and procedures regarding related party transactions to comply with the rules and regulations of the SET and the SEC to prevent any conflict of interests between the Business, its subsidiaries, associate companies and/or any potential conflict persons.

Prior to the PVTO, an associated company of the Offeror and a subsidiary of TIME had transactions with the Business, whereby these transactions are of a normal business nature. The description of the transactions is summarised below:

Company	Relationship	Description
KIRZ Co. Ltd. ("KIRZ")	An associate company of the Offeror	SYMC provides 2 main services to KIRZ, including (i) Internet access and (ii) Private network services, in exchange for service income. The majority of such income was from providing internet access service.  Such transactions were under normal business operations/ transactions at market price.
Global Transit Communications Sdn Bhd ("Global Transit")	A subsidiary of TIME	SYMC has rented international network from Global Transit to provide IPLC services to its clients who would like to have a network connection from Thailand to Malaysia.  Such transactions were under normal business operations/ transactions at market price.

Source: TIME dotCom Berhad

Within the period of 12 months following the completion of the Tender Offer, there may be related party transactions as in a normal business nature in accordance to the post-acquisition business plan. However, the Offeror does not plan to make any material change to the type and size of existing related party transactions under the policy on the related party transaction of the Business.

However, the Offeror shall carefully consider and ensure that terms and conditions of any related party transactions in the future are similar to those of normal business transactions on an arm's length basis. There would not be any special terms or preference among the Business, its related companies, associate companies and shareholders. Moreover, the audit committee will consider and give opinions on the necessity for entering into such transactions before proposing to the board of directors or shareholders' meeting (as the case may be) for further approval.

**Part 4**

**Additional Information of the Tender Offer**

**1. Acceptance Procedure**

To accept the Tender Offer, shareholders of the Business wishing to express their intention to sell all or part of their shares are to comply with the following procedures:

- 1.1 Completely fill in and clearly sign the Tender Offer Acceptance Form of Symphony Communication Public Company Limited, (the “Tender Offer Acceptance Form”), as in Attachment 1.2 for ordinary shares, or Attachment 2.2 for the Non-Voting Depository Receipt (NVDR)

*Remark: The Offeror must convert the securities to match the holder’s nationality before submitting them to the Tender Offer Agent, who shall not accept any securities that do not match the Offeror’s nationality.*

- 1.2 Enclose the following supporting documents:

1.2.1 If the ordinary shares are held in share certificate form, all of the share certificates must be endorsed with a signature of the Offeree in the column labeled “Signature of the Transferor” on the back of each share certificate and submitted with two sets of the Offeree’s Identification documents described in Clause 1.2.4, as the case may be. The Offeree’s signatures endorsed at the back of the share certificate and in all supporting documents must be identical. The Offeree is to submit the Tender Offer Acceptance Form and supporting documents stated in Clause 1.2.4 within 2<sup>nd</sup> November 2017 (at least two business days prior to the last day of the Offer Period) since the Tender Offer Agent needs to verify and deposit the share certificate with Thailand Securities Depository Co Ltd, (“TSD”), the registrar. If the share certificate is rejected by TSD from depositing, the Tender Offer Agent will inform the Offeree to collect the rejected share certificate.

- If there is a discrepancy between the name, title or surname on the share certificate and those on the Identification Card or the Civil Servant Identification Card or the State Enterprise Official Identification Card, the Offeree has to fill in the “Request Form for Rectifying Items in the Securities Holder Record” in Attachment 5, which must be submitted together with a copy of evidence issued by the authorities for correction purpose. The new information must be identical with that in the Identification Card or the Civil Servant Identification Card or the State Enterprise Employee Identification Card.
- If the Offeree is an estate administrator, he/she is to submit a copy of court order with evidence of his appointment as the estate administrator issued not more than one year from the submission date of the Acceptance Form, a copy of the death certificate, a copy of the Identification Card of the estate administrator and a copy of household registration of the estate administrator, all of which are certified true copy, together with the share certificate endorsed thereby.

- If the Offeree is a minor, the minor's guardian (father and mother) must endorse the share certificate and attach a certified true copy of their Identification Card and household registration.

Remark: *In the event that the tendered shares are held in the form of share certificate, the Acceptance Form will be completed only if the share certificate is verified by TSD. If the certificate is rejected by TSD, the Tender Offer Agent will notify the Offeree to collect the rejected share certificate.*

1.2.2 If ordinary shares are held in scripless form and deposited with TSD

The Offeree must contact the broker with whom he/she has deposited the tendered shares to express the will to tender the shares, attach documents stated in Clause 1.2.4, and have the broker transfer the said tendered shares to the following accounts:

Account name [Thai]: “บริษัทหลักทรัพย์ ซีไอเอ็มบี (ประเทศไทย) จำกัด เพื่อการเสนอซื้อหลักทรัพย์”

Account name [English]: “CIMB Securities (Thailand) Co., Ltd. for Tender Offer”

Account number: 007-0000000982

1.2.3 In the case of NVDR, the Offeree must contact the broker with whom he/she has deposited the NVDR to express his will to tender the shares, attach documents stated in Clause 1.2.4 and have the broker transfer the said tendered shares to the following accounts:

For NVDR holders:

Account name: “CIMB Securities (Thailand) Co., Ltd. for Tender Offer”

Account number: 007-0000000982

The Offeree is to submit the tender Offer Acceptance Form under Attachment 2.2 together with supporting evidences under Clause 1.2.4 within 2<sup>nd</sup> November 2017 (at least two business days prior to the last day of the Offer Period) since, in practice, the NVDR has to be transformed into share certificate in the scripless system. In other words, the Tender Offer Agent cannot purchase the NVDR if its holder does not transform the NVDR into an ordinary share in the scripless system within the Offer Period. The NVDR holder therefore is to submit the Tender Offer Acceptance Form at least two business days prior to the last day of the Offer Period.

1.2.4 Supporting documents: In case the Offeree is

- **Thai individual**

A certified true copy of a valid Identification Card, Civil Servant Identification Card or State Enterprise Employee Identification Card (In case of the Civil Servant Identification Card or the State Enterprise Employee Identification Card, if there is no identification number in these cards, a

copy of household registration is also required.). The signature meanwhile has to be identical with that signed on every document pertaining the person's intention to tender the securities.

■ **Foreign individual**

A certified true copy of a valid Alien Certificate or Passport in which the signature has to be identical with that signed in every document pertaining the person's expression to tender the securities.

■ **Thai juristic person**

A copy of an affidavit issued by Ministry of Commerce with the latest information and which is not more than six months from the submission date of the Tender Offer Acceptance Form already certified true copy by the juristic person's authorised person and affixed with the company's seal (if any), attached with evidence of the authorised person who has signed the affidavit stated above as described in Clause 1.2.4, as the case may be, which has been certified true copy.

■ **Foreign juristic person**

A copy of certificate of incorporation and a certificate issued by the officer of the juristic person or the authorities of the country in which the juristic person is located, certifying the name of the juristic person, the authorised person, the location of the head office and power or conditions of his signing authorisation, which must be issued for no more than six months prior to the submission date of the Tender Offer Acceptance Form, which have been certified true copy and affixed with the company's seal (if any). In addition, certified true copy of identification documents of the authorised person who signs the documents above as stated in Clause 1.2.4, as the case may be, have to be attached.

All supporting documents being certified true copy must be certified by the Notary Public or any other authorised organization of the country in which the documents are made or certified. The signature and seal of the Notary Public or any other authorised organization shall be certified by an official of the Thai Embassy or Consulate in the country in which the documents are prepared or certified, which however must be done within six months prior to the submission date of the Tender Offer Acceptance Form.

For an Offeree who is a foreign juristic person not operating a business in Thailand and having domicile in a country that does not have a double taxation treaty with Thailand, or in a country that does have a double taxation treaty with Thailand but the treaty does not exempt withholding tax on capital gain from sales or exchange of shares in Thailand, such Offeree is to declare the cost basis of his tendered shares for withholding tax purpose by completing the "Form for Declaration of Cost of Tendered Securities" in Attachment 4 for ordinary shares and NVDR, as the case may be, as well as submit evidences demonstrating the cost. The Offeree will be subject to the withholding tax for capital gain resulted from sales of shares, which is a difference between the Offer Price and the cost of the Business' shares he is holding. The Offeree may calculate the capital gain between (1) the Offer Price

multiplied by the amount of shares or NVDR to be sold by the Offeree; and (2) the cost of ordinary shares or NVDR the Offeree intends to sell, as the case may be.

If an Offeree, who is a foreign juristic person not operating a business in Thailand and having domicile in a country that does not have a double taxation treaty with Thailand, or in a country that does have a double taxation treaty with Thailand but the treaty does not exempt withholding tax on capital gain from sales of ordinary shares incurred in Thailand, fails to state the cost or fails to submit evidence demonstrating such cost, the Tender Offer Agent will deduct the withholding tax by calculating the tax from an entire amount of securities to be sold by the Offeree.

The Offer Price for the Business is THB 12.20 per share, which is the price approved by the 2017 Annual General Meeting of Shareholders held on 26<sup>th</sup> April 2017.

1.2.5 In the case the Offeree cannot submit the Acceptance Form in person:

A Power of Attorney in Attachment 1.3 for holders of ordinary shares, and in Attachment 2.3 for NVDR holders, as the case may be, which must be affixed with THB 10 stamp duty, is required. A certified true copy of valid documents of the Offeree and the authorised representative as stated in Clause 1.2.4, as the case may be, must also be attached.

1.2.6 Other documents requested by the Tender Offer Agent

Should there be any question regarding the acceptance procedure, please contact the Tender Offer Agent at the following address:

Name : CIMB Securities (Thailand) Company Limited  
Address : 17<sup>th</sup> Floor, Sindhorn Building Tower 3 (Sindhorn Branch),  
130-132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330  
Tel : 02-685-6685 or 02-685-6684  
Fax : 02-657-3236

The Tender Offer Acceptance Form completely filled and attached with supporting documents as stated in Clause 1.2.4 shall be submitted between 28<sup>th</sup> September 2017 - 6<sup>th</sup> November 2017 from 9:00 a.m. to 4:00 p.m. of every business day of the Tender Offer Agent at the following address:

Name : CIMB Securities (Thailand) Company Limited  
Address : 17<sup>th</sup> Floor, Sindhorn Building Tower 3 (Sindhorn Branch),  
130-132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330  
Tel : 02-670-8691 or 02-670-8695

The Offeror and the Tender Offer Agent will not accept the Tender Offer Acceptance Form by mail.

1.2.7 In the case of share certificate

The Offeree is to submit the Tender Offer Acceptance Form as in Attachment 1.2 together with supporting evidences stated in Clause 1.2.4 within 2<sup>nd</sup> November 2017 (at least two business days prior to the last day of the Offer Period) since the Tender Offer Agent needs to verify and deposit the share certificate with TSD, the registrar. If TSD rejects the share certificate, the Tender Offer Agent will consider the submission of the acceptance form incomplete and the tender not materialized. The Tender Offer Agent will notify the Offeree to collect the rejected share certificate.

1.2.8 In the case of scripless form

If the Offeree holds shares in scripless form, which are deposited with TSD through his broker, the Offeree shall contact the broker who will collect and submit the Acceptance Form and required documents to the Tender Offer Agent. The Offeree may submit the Acceptance Form and supporting documents at a relevant securities company within the date prescribed thereby to enable the securities company to submit them within the Offer Period to the Tender Offer Agent.

1.2.9 In the case of NVDR

The Offeree must proceed in accordance with the Acceptance Procedures for NVDR as specified in Attachment 2.1. The Tender Offer Agent requests the NVDR holders to submit the Acceptance Form under Attachment 2.2 and supporting documents to the Tender Offer under Clause 1.2 in advance at least two business days prior to the last day of the Offer Period as the Tender Offer Agent needs to transfer ordinary shares and NVDR with Thai NVDR Co Ltd in order to proceed with the acceptance procedures.

1.3 If the Offeree expresses his intention to sell the Business' shares being pledged or encumbered, the Offeree must release the pledge or such encumbrance before proceeding with the acceptance procedures.

1.4 If the Offeree fails to comply with the acceptance procedures, or if the supporting documents are found incomplete, the Tender Offer Agent reserves the rights to change details of the acceptance procedures stated herein as appropriate should there be any problem, obstacle or restriction to proceed in order to fairly facilitate the Offeree.

## 2. Purchase Procedures

The Offeror will acquire all remaining ordinary shares of the Business tendered under this tender Offer except where the Offeror revokes the Tender Offer as stated in conditions for revoking the Tender Offer, Part 1, Clause 9, and Part 4, Clause 5.

## 3. Settlement and Payment Procedures

As soon as the Tender Offer Agent duly receives the Tender Offer Acceptance Form and all supporting documents as stated in Clause 1.1 and Clause 1.2, the Offeree will receive the payment as follows.

### 3.1 Money transfer to accounts at the following banks:

- Bangkok Bank Public Company Limited
- Krungthai Bank Public Company Limited
- Bank of Ayudhya Public Company Limited
- Kasikorn Bank Public Company Limited
- Siam Commercial Bank Public Company Limited
- TMB Bank Public Company Limited
- CIMB Thai Bank Public Company Limited
- Thanachart Bank Public Company Limited
- United Overseas Bank (Thai) Public Company Limited

The Tender Offer Agent will transfer the payment to the Offeree's savings or current account on 9<sup>th</sup> November 2017. The account name of the transferee must be the same as the Offeree's name stated in the Acceptance Form only. The Offeree shall attach a certified true copy of the first page of his savings book indicating the account name and number, or a copy of the current account statement, as the case may be.

## 4. Rights of securities holders who have expressed their intention to sell securities

If the Offeror does not cancel its Tender Offer based on conditions stipulated herein, the Offeree who has submitted the Acceptance Form as prescribed in this Tender Offer and who has not revoked his intention to sell the securities will receive payment according to payment method stated in Part 4, Clause 3.

Yet, should there be an event that results in the Tender Offer being revoked as stated in conditions of Part 1 Clause 9, and Part 4 Clause 5, the Offeror will return the securities to the Offeree within the next business day from the day the Offeror notifies the revocation of the Tender Offer.

In the event that the result in a change of the Offer Price as stated in Part 1 Clause 8, the Offeror will do the following:

- 4.1 The Offeror will pay the reduced Offer Price to every Offeree based on the reduced Offer Price.
- 4.2 If the Offer Price is increased, the Offeror will pay the securities price based on the higher price to every Offeree.

**5. Conditions for revocation of the intention to accept the Tender Offer**

The Offeree wishing to revoke the intention to accept the Tender Offer shall do the following:

- 5.1 The last day the Offeree may revoke the intention to accept the Tender Offer is 30<sup>th</sup> October 2017 which is the 20<sup>th</sup> business day of the Offer Period. The Offeree may revoke the intention to accept the Offer Period throughout the period between from 9:00 a.m. to 4:00 p.m. of every business day from 28<sup>th</sup> September 2017 - 30<sup>th</sup> October 2017 for a total of 20 business days.

**5.2 Revocation procedures**

The Offeree wishing to revoke the intention to accept the Tender Offer may comply with the following steps under Attachment 3.1.

- 5.2.1 Completely fill in and clearly sign the Tender Offer Revocation Form as in Attachment 3.2

- 5.2.2 Attach the following supporting documents:

- 5.2.2.1 Evidence of the receipt of share certificate or transfer instruction with respect to the transfer of scripless shares or the transfer of NVDR and the Acceptance Form.

- 5.2.2.2 If the Offeree who wishes to revoke his intention to accept the Tender Offer is

**(a) Thai individual**

A certified true copy of a valid ID Card or Civil Servant ID Card or State Enterprise Employee ID Card (In case of Civil Servant ID Card or the State Enterprise Employee ID Card, if there is no ID number of these cards, a certified true copy of household registration showing the address and name of the Offeree is also required.). The signature meanwhile has to be identical to that signed on every document pertaining an expression of intent to tender the securities.

**(b) Foreign individual**

A certified true copy of a valid Alien Certificate or Passport with an identical signature to those signed in all documents relating to the person's expression to tender the securities.

**(c) Thai juristic person**

A copy of an affidavit issued by Ministry of Commerce with the latest information and which is not more than six months from the submission date of the Tender Offer Revocation Form already certified true copy by the juristic person's authorised person and affixed with the company's seal (if any), together with a certified true copy of a valid ID Card, Civil Servant ID Card or State

Enterprise Employee ID Card of the authorised person who has signed the affidavit. (In case of a Civil Servant ID Card or State Enterprise Employee ID Card, a certified true copy of his household registration is also required). The signature in these documents has to be identical with the ones signed in other supporting documents.

**(d) Foreign juristic person**

A copy of certificate of incorporation and a certificate issued by the officer of the juristic person or the authorities of the country in which the juristic person is located, certifying the name of the juristic person, the authorised person, the location of the head office and power or conditions of his signing authorisation, which has been issued for no more than six months prior to the submission date of the Tender Offer Revocation Form. In addition, documents of the authorised person already certified true copy, as stated in Clause 5.2.2.2. (a) or (b), as the case may be, have to be attached. All signatures in these documents must be identical to those signed in supporting evidences attached to the Tender Offer Acceptance Form.

All supporting documents certified true copy must be certified by the Notary Public or any other authorised organisation of the country in which the documents are made or certified. The signature and seal of the Notary Public or any other authorised organisation shall be certified by an official of the Thai Embassy or Consulate in the country in which the documents are prepared or certified, which however must be done within six months prior to the submission date of the Tender Offer Revocation Form.

If the Offeree cannot be present, he/she shall submit the "Power of Attorney for Tender Offer Revocation" as in Attachment 3.3 affixed with THB 10 stamp duty together with certified true copy of documents of the Offeree and the authorised representative as stated in Clause 5.2.2.2, as the case may be.

**5.3** Submit the completed "Tender Offer Revocation Form" and supporting documents to the office of the Tender Offer Agent stated in Clause 1.2.6 within the timeframe.

The Offeror or the Tender Offer Agent will not accept any document relating to the revocation of the intention to tender submitted by mail.

**5.4** After receiving a completed revocation form and the supporting documents stated in Clause 5.2 within the deadline, the Tender Offer Agent will do the following:

5.4.1 In case of a request for return of share certificate

The Tender Offer Agent will return the share certificate to the Offeree or the authorised representative on the business day following the submission date of the revocation form by the Offeree or the authorised representative who may collect the share certificate at the Tender Offer Agent's office stated in Clause 1.2.6.

5.4.2 In case of a request for return in scripless form (for transferring securities to the Offeror's broker account)

The Offeree will be required to pay a THB 100 security transfer fee per transaction for the Tender Offer Agent to transfer the securities through TSD to the Offeree's broker account as specified in the revocation form on the business day following the submission date of the revocation form by the Offeree or the authorised representative.

Remark: An Offeree may receive securities in the same form of share certificate/scripless when he previously tendered such securities. In other words, he/she may not request a change of the form of collected securities.

5.4.3 The Offeree who has intended to tender the NVDR will receive the NVDR securities through TSD from Thai NVDR Co Ltd.

**6. Method of returning the securities if the Tender Offer is revoked.**

If the Tender Offer is revoked under the conditions stated in Part 1, Clause 9, the Offeror will send the Tender Offer revocation letter and accompanying reasons to the Office of the SEC, the Business and each securities holder whose name was in the latest shareholder register book within the business day after the end of the Offer Period. The Tender Offer Agent may do the following.

**6.1 In case of share certificate**

When the Tender Offer is revoked, the Tender Offer Agent will return the share certificate to the Offeree who may contact the agent at the address stated in Clause 1.3.1 from the business day following the day the Offeror notified the revocation of the Tender Offer. Since the Tender Offer Agent needs to verify the share certificate at TSD two business days before the end of the Offer Period where TSD will convert the share certificate into a scripless form, to request for the return of share certificate, the Offeree must comply with the steps required by the Tender Offer Agent where the Offeree shall be responsible for all expenses relating to the return of share certificate. It will take at least 14 days to issue the share certificate.

## 6.2 In case of scripless and NVDR

The Tender Offer Agent will return the securities through TSD in order to deposit them to the Offeree's broker account specified in the Acceptance Form on the next business day after the revocation date of the Tender Offer.

Remark: An Offeree may receive securities in the same form of share certificate/scripless when he previously tendered such securities. In other words, he/she may not request a change of the form of the securities to be collected.

## 7. Determination of the Offer Price

### 7.1 Method of the Offer Price determination

The offer price of THB12.20 (Twelve Baht and twenty Satang) per share is the price at which the Offeror acquired 5,694,389 ordinary shares of the Business for the total of THB 69,471,545.80, as indicated on Part 2 Section 4.1.3.

In addition, the offer price at THB 12.20 is the offer price which was approved by SYMC's annual general meeting of shareholders and is a premium comparable to the following prices.

- Approximately 15.00 percent premium over the 90-day VWAP of THB 10.6 per share from 25<sup>th</sup> October 2016 to 6<sup>th</sup> March 2017
- Approximately 184.00 percent premium over the book value of THB 4.3 per share, as at 31<sup>st</sup> December 2016

7.2 The highest price paid for shares of such class which have been acquired by the Offerors, or any related party specified in Section 258, during the period of 90 days prior to the date on which the Tender Offer for Securities document is submitted to the SEC.

Pursuant to part 2 section 4.1.3, the Offeror acquired SYMC's share at THB 12.20 per share which is the highest price paid during the period of 90 days prior to the date on which the Tender Offer for Securities document is submitted to the SEC.

## 8. Securities acquired before the Tender Offer (applicable only to the partial tender offer made in relation to Chapter 5 of the Notification of the Capital Market Supervisory Board No. TorJor 12/2554)

During the period of six months prior to the date that the Offeror submitted the Tender Offer to the SEC (dated 27<sup>th</sup> September 2017), the Offeror and any related party specified in Section 258 have acquired shares of the Business from Dr. Bussakorn Jaruwachirathanakul in the amount of 5,694,389 shares or equal to 1.75 percent of the total issued and paid-up ordinary shares of the Business.

(Translation)

Tender Offer for Securities of Symphony Communication Public Company Limited Form 247-4

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In addition, the Offeror and any related party specified in Section 258 confirm that the total numbers of the acquired shares are in compliance with the Notification of Capital Market Supervisory Board TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers Article 50 (4), which is defined as follows: (a) the Offeror and the person under Section 258 of the Offeror acquire shares from anyone particular person, whether at once or several times, not exceeding five percent of the number of share which are intended to be acquired for pursuant to a PVTO and (b) the aggregate voting rights in respect of shares acquired during such period do not exceed 20.00 percent of the total voting rights in respect of shares which are intended to be acquired for pursuant to a PVTO.

Part 5

Certification of the information

We hereby certify that:

- (1) We intend to conduct this Tender Offer.
- (2) The Offer Price in this tender is in accordance with the provision of the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554.
- (3) We intend to comply with the plan which we have specified in this Tender Offer.
- (4) Information contained in this Tender Offer is correct and accurate and that there is no information contained herein that may lead other persons to misunderstanding in any material aspects and no concealment is made of any material information.

TIME dotCom International Sdn Bhd

[Christopher Stuart Parker Wilson]

Mr. Christopher Stuart Parker Wilson

Authorised Director

The Tender Offeror

We, as the preparer of the Tender Offer, have complied with all requirements stated in the Notification of the SEC relating to Approval for Financial Advisor and Scopes of Work. We hereby certify that, in performing our duty,

- (1) We have reviewed and are convinced that the information regarding the Offeror disclosed in this Tender Offer is correct, accurate and complete with no information that may mislead anyone in any material aspect. No material information, which should be disclosed, is withheld, either.
- (2) We have examined the financial evidences and are of the opinion that the Offeror can proceed as proposed in the Tender Offer.
- (3) We have reviewed the Offeror business policies and plans for the Company as stated in Clause 2 of Part 3 regarding details of the Company and are of the opinion that:
  - a. The Offeror can carry out the stated policies and plans for the Company's operation;
  - b. Assumptions for determining policies and plans for business operation are reasonable formulated; and
  - c. Adequate explanation is provided on possible effect of the Company and risk that may affect the business or securities holders.
- (4) Based on the information and evidences of acquisition of the Company' s securities received by the Offeror or any related party under Section 258 within 90 days prior to the date on which the Tender Offer is submitted, as well as the Offer Price reviewed by us, we have no doubt that the Offer Price on this occasion does not comply with the provisions of the Notification of the Capital Market Supervisory Board Tor Jor 12/2554; and
- (5) We have reviewed the information contained in this Tender Offer with due care and prudence and are of the views that the information is complete and accurate and it contains no information that may mislead others in a material manner. No material information that should be notified has been withheld, either.

CIMB Thai Bank Public Company Limited

[Wirach Morakotkarn]

Mr. Wirach Morakotkarn

Tender Offer Preparer

## Attachment 1

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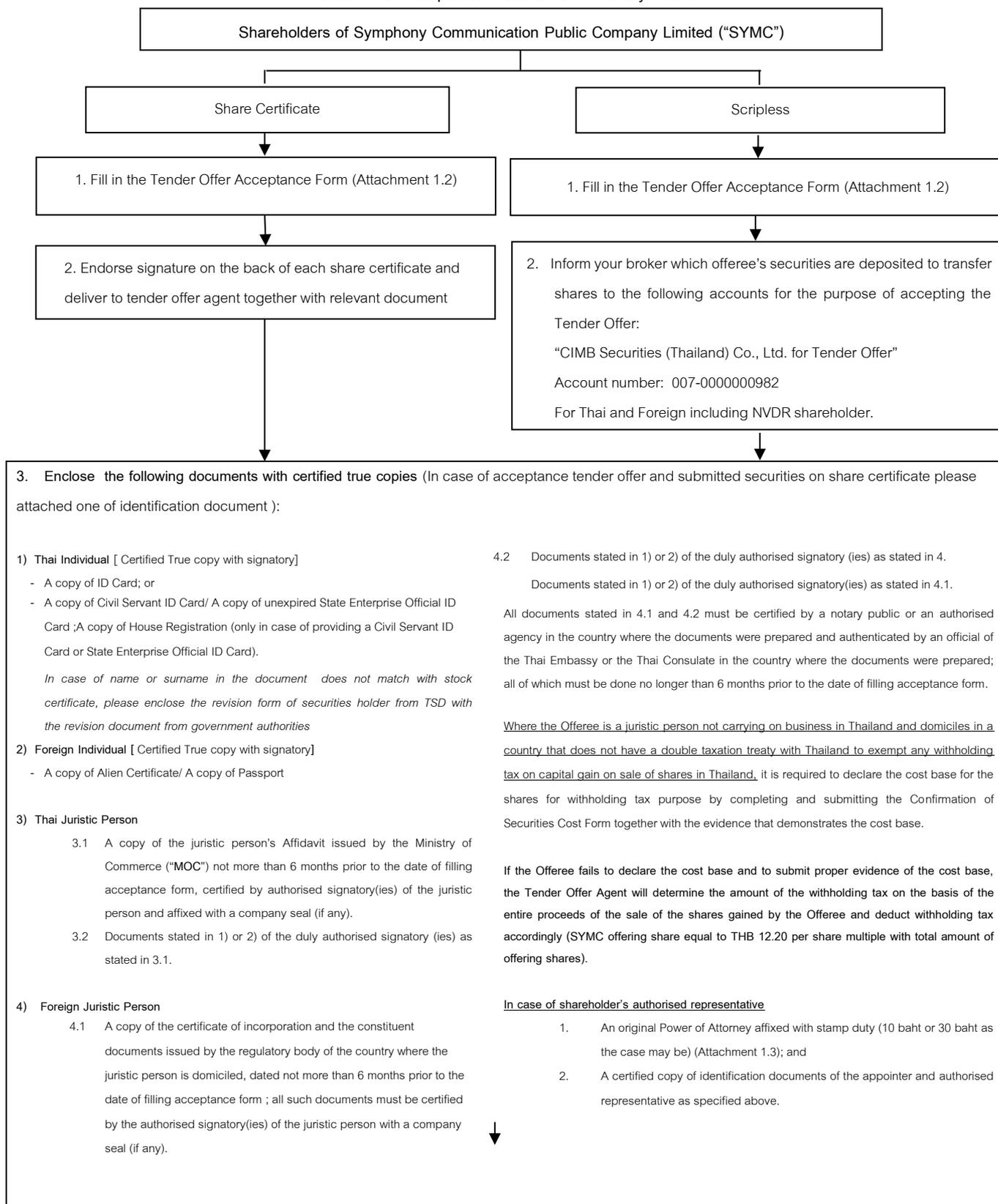
### Tender Offer Acceptance Procedures and Relevant Forms

Attachment 1.1 Tender Offer Acceptance Procedures

Attachment 1.2 Tender Offer Acceptance Form

Attachment 1.3 Power of Attorney

## Tender Offer Acceptance Procedures – Ordinary Share

**4. Submit all documents to**

CIMB Securities (Thailand) Company Limited

17th Floor 130-132 Sindhorn Building Tower 3, (Sindhorn Branch)

Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Tel: 02-670-8691; 02-670-8695; or

\*In case of deliver share certificate, please sent the relevant document 2 days prior to final day of tender offer period

\*Tender offer agent will not accept the relevant document of tender offer by post

## ACCEPTANCE FORM FOR A TENDER OFFER FOR SECURITIES OF SYMPHONY COMMUNICATION PUBLIC COMPANY LIMITED ("SYMC") – Ordinary Share

Acceptance Form No.....

Date .....

To: the Offeror, and CIMB Securities (Thailand) Company Limited (as "Tender Offer Agent")

Mr./Mrs./Ms./Company/Other..... Nationality..... Gender..

Current mailing address.....

Postal code..... Phone no..... Fax no.....

Please specify the ultimate beneficial (in case the tender value is equal or more than THB100,000)

Please specify type of Offeree:

 Thai Individual, ID Card/Civil Servant ID Card/State Enterprise Official ID Card No..... Foreign Individual, Alien Certificate/Passport No..... Thai Juristic Person, Juristic Person Registration No..... Foreign Juristic Person, Juristic Person Registration No.....

I/We hereby accept to sell ..... shares (.....) of Symphony Communication Public Company Limited at a price of THB 12.20 per share. I/We acknowledge that the sale is subject to a commission fee of 0.107% of the Tender Offer Price and value added tax (VAT) at the rate of 7% of the commission fee. The net price received by the Offeree will be THB 12.1860 per share, for a total value of THB..... (.....).

I/We acknowledge that the acceptance of the Tender Offer and the share sale is irrevocable and subject to the terms and conditions stated in the Tender Offer document.

I/We hereby appoint CIMB Securities (Thailand) Company Limited as my/our authorised representative to sell, transfer, deliver shares, arrange the payment procedure and process and do any other thing necessary and relevant to my/our acceptance of the Tender Offer.

<input type="checkbox"/> Share certificate (attached)		<input type="checkbox"/> Thailand Securities Depository Co., Ltd or TSD				Number of shares
Name of shareholder (Registered)	Certificate No.	From broker No.	Account No.	Transfer slip No.	Transfer Date	
Total						

## Payment Method

 Transfer payment to my/our account at Bangkok Bank PCL Bank of Ayudha PCL Siam Commercial Bank PCL CIMB Thai PCL Krungthai Bank PCL Kasikorn Bank PCL Thai Military Bank PCL Thanachart PCL UOB (Thai) PCL

Branch.....Type of Account..... Account No. [ ] [ ] [ ] - [ ] - [ ] [ ] [ ] [ ] [ ] [ ] - [ ]

(The account name must be the same as the Offeree's name shown on this form. Please attach a certified true copy of the first page of the savings passbook or current account statement with this form.)

I/We attach the share certificate(s), and/or share depository certificate(s) and/or transfer slip through TSD for account of "CIMB Securities (Thailand) Co., Ltd. for Tender Offer"

Number: 007-0000000982 and proof of identity in respect of the Offeree or proof of registered company (for juristic person) as set out in the Tender Offer Acceptance Procedure.

I/We hereby certify that all shares offered for sale have no liabilities and are free from any mortgage, pledge, lien, preferential interest or other encumbrance and acknowledge that this form is completed when Thailand Securities Depository Co.,Ltd complete the transfer all shares to the Tender Agent. In case of cancelation of tender offer by tender offeror I/We authorised tender offer agent to proceed the relevant process to return securities by type of securities which I/We offered.

Signature..... Authorised Representative Signature..... Offeree

(.....)

(.....)

Receiver

Initial

Verify

## Receipt of Share Certificate(s)/Transfer Slip and Acceptance Form

Date.....

Acceptance Form No.....

CIMB Securities (Thailand) Company Limited has received the Tender Offer Acceptance Form of Symphony Communication PCL and Share Certificate(s)/Transfer slip number

..... for a total of..... shares from Mr./Mrs./Miss./Company.....

The Offeree has chosen the following payment method:

 Transfer through bank .....

Signature..... Recipient

Date.....

Duty Stamp \*  
baht 10 or  
baht 30

Power of Attorney

Made at .....

Date .....

I/we ..... Age ..... years

Nationality ..... Residing at (address that can be reached by mail) .....

..... Country .....

hold ..... shares of Symphony Communication Public Company Limited

I/we hereby authorize ..... Age ..... years

Nationality ..... Residing at (address that can be reached by mail) .....

..... Country .....

to act as my/our authorised representative to: (can select more than one)

sell, transfer and deliver shares of Symphony Communication Public Company Limited

Any act taken by my/our authorised representative shall be deemed to be taken by myself/ourselves in every respect.

..... Appointer

(.....)

..... Authorised Representative

(.....)

..... Witness

(.....)

..... Witness

(.....)

**Remark:** Certified true copy of ID card or passport or a Juristic Person's Affidavit of the Appointer together with the certified true copy(ies) of ID card(s) or passport(s) of its authorised signatory(ies) and certified true copy of ID card or passport of the authorised representative are required to be attached to this Power of Attorney.

\* THB10.00 in value for an authorised transaction for sale, transfer, or delivery of shares

THB30.00 in value for multiple authorised transactions for sale, transfer, or delivery of shares and collection of the payment cheque

## Attachment 2

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### Tender Offer Acceptance Procedures and Relevant Forms for Non-Voting Depository Receipts (“NVDRs”)

Attachment 2.1 Tender Offer Acceptance Procedures for NVDRs

Attachment 2.2 Tender Offer Acceptance Form for NVDR

Attachment 2.3 Power of Attorney for Tender Offer Acceptance for NVDR

## Tender Offer Acceptance Procedures - NVDR

NVDR Holders of Symphony Communication Public Company (“**SYMC**”)

1. Complete the Tender Offer Acceptance Form for NVDR (Attachment 2.2)

2. Inform the securities company which the Offeree keeps securities trading account to transfer the Scripless NVDR units to following account “CIMB Securities (Thailand) Co., Ltd. for Tender Offer” 007-0000000982

3. Enclose the evidence of transferring NVDR as specified in Attachment 2.2

4. Enclose the following supporting documents with certified as true copy, as the case may be:

1) **Thai Individual**

- A certified true copy of a valid Identification Card or
- A certified true copy of a valid Civil Servant Identification Card or State Enterprise Employee Card. In case of the card does not state the Identification Card no., certified true copy of house registration is also required.

*In case of title, name, or surname discrepancy between that appears on the security certificate and that appears on the identification card, the Offeree has to fill in the “Request From for Rectifying Items in the Security Holder Record” of the TSD, to be submitted with a copy of evidence of such change issued by the government authority.*

2) **Foreign Individual**

- A certificate true copy of a valid Passport or Alien Certificate.

3) **Thai Juristic Person**

- 3.1) A copy of the Company Affidavit, issued by the Ministry of Commerce no longer than 6 months prior to the submission date of Tender Offer Acceptance for NVDRs, together with company seal (if any) and certified true copy by authorized director(s)
- 3.2) A copy of documents as specified in 1) or 2), as the case may be, of the authorized director who certified true copy of document in 3.1) above

4) **Foreign Juristic Person**

- 4.1) A copy of Certificate of Incorporation and an Affidavit issued by the officer of the juristic person or the government authority of the country in which the juristic person is established, certifying the name of the juristic person, the name of the authorized signatory, the location of the head office and conditions of signing authorization (issued no longer than 6 months prior to the submission date of Tender Offer Acceptance for NVDRs), certified true copy by the authorized directors of the juristic person together with company seal (if any)
- 4.2) A copy of documents as specified in 1) or 2), as the case may be, of the authorized director who certified true copy of document in 4.1) above

Document in 4.1) and 4.2) must be certified by the notary public officer and the Royal Thai Embassy or the Royal Thai consulate in the country where the documents are prepared and all documents which are issued no longer than 6 months prior to the submission date of Tender Offer Acceptance for NVDRs

In case of the Offeree is a foreign juristic person not conducting business in Thailand and is domiciled in a country that does not have a double taxation treaty with Thailand or is domiciled in a country that has a double taxation treaty with Thailand but such treaty does not exempt any withholding tax on capital gain on sales of shares in Thailand, the Offeree has to declare cost basis of shares by submitting the Form for Declaration of Cost of Tendered securities attached (Attachment 4) with the evidence of such cost together with check, cashier check, draft or transfer slip for withholding tax on capital gain on sales of shares.

If the said form is not submitted or proper evidence of the cost basis is not attached with the said form, the tender offer agent will deduct withholding tax by multiplying on total value of shares tendered (the tender offer price of Baht 12.20 per share multiply by the number of SYMC shares tendered by the Offeree).

**In case of security holder's authorized representative**

1. Power of Attorney affixed with Baht 10 stamp duty. (Attachment 2.3)
2. Certified true copy of identification documents of security holder and the attorney-in-fact as specified above and certify as true copy.

5. Kindly Submit all documents to:

CIMB Securities (Thailand) Company Limited

17th Floor, (Sinhorn Branch) 130 - 132 Sinhorn Tower 3, Wireless Road, Lumpini, Pathumwan, Bangkok 10330 \*Tel. 0-2670-8691 , 0-2670-8695

Or send to your broker that you have the trading account and deposited the security to compile the necessary documents before submitting them to

CIMB Securities (Thailand) Company Limited

“All NVDR holders, please submit the Tender Offer Acceptance Form at least 2 business day before the last tender offer date”

“the tender offer agent will not accept documents sent by post”

## Tender Offer Acceptance Form -NVDR

To: The Tender Offeror and  
CIMB Securities (Thailand) Company Limited as the Tender Offer Agent

Date.....

Receipt No .....

I/We Mr./Mrs./Ms./Company) ..... Nationality.....Gender.....

Contract Address No. ....Moo.....Soi.....Building.....Road.....

Sub-District.....(Kwaeng/Tumbon) .....District (Khet/Aumphur)..... Provincial.....

Postal Code.....Contract Telephone.....Tel Facsimile.....

Tax Payer ID No.....Occupation.....

Registered Address  same as the contact address  different from the contact address with details as follows: No. .... Moo.....

Soi.....Building.....Road.....Sub-District.....(Kwaeng/Tumbon).....

District (Khet/Aumphur) .....Provincial.....Postal Code ..... Contact Telephone .....

Tel Facsimile.....

Please specify the ultimate beneficial (in case the tender value is equal or more than THB100,000) Please identify the Beneficial Owner accordingly:

In case where the Offeree's is a natural person  for a offeror  for another (please specify).....In case where the Offeree's is juristic person  for a offeror  for another (please specify).....

Please specify type of the seller of NVDR of CIMBS and the subscriber for NVDR of the Tender Offeror:

 Natural Person of Thai Nationality ID Card No/ Civil servant Id Card/State Enterprise Card No..... Natural Person of Alien Nationality Alien Card /Passport / ID No..... Juristic Person of Thai Nationality Company Registration No ..... Juristic Person of Alien Nationality Incorporate Document No .....

I, We hereby accept to sell ..... (.....) NVDRs of SYMC at the price of THB 12.20 per share (NVDRs). I/We acknowledge that the sale is subject to a commission fee of 0.107% of Tender Offer Price and VAT at the rate of 7% of commission fee. The net price received by the Offeree will be THB 12.1860 (twelve point one eight six zero baht) per share (NVDRs) in the total amount of THB

I/We understand that the acceptance to tender and sale of these NVDRs is irrevocable in any circumstance, except for the cancellation according to the terms and conditions stated in the Tender Offer Document. In addition, I/We hereby agree to comply with all terms and conditions set out in the Tender Offer Document.

I/We hereby appoint CIMB Securities (Thailand) Company Limited as my/our proxy to sell, transfer and deliver NVDRs, arrange the payment procedures and process and do any other things necessary and relevant to my/our acceptance of the Tender Offer

Transfer Scripless NVDR				
TSD Participant No. (Broker No.)	Account No.	TSD Slip No.	Transfer Date	Number of NVDRs

**Payment Method** Transfer payment to my/our account by Automatic Transfer System(ATS) at the following bank: Bangkok Bank PCL Bank of Ayudhya PCL Siam Commercial Bank PCL CIMB Thai Bank PCL Krung Thai Bank PCL Kasikorn Bank PCL TMB Bank PCL Thanachart Bank PCL UOB Bank PCL

Branch..... Type of Account..... Account No.....

(The account name must be the same as the Offeree's name shown on this form. Please attach a copy of the saving account book or current account statement with this form)

I/We here by attach the share certificate(s), and/or share depository certificate(s) and/or transfer slip through TSD for account of "CIMB Securities (Thailand) Co., Ltd. for Tender Offer" account number 007-0000000982 and proof of identity in respect of the Offeree or proof registered company (for juristic person) as set out in the Tender Offer Acceptance Procedures.

I/We hereby certify that I/We am/are the legal and beneficial owner(s) of all such sold NVDR and sold NVDR are free from any pledge, lien preferential interest or other encumbrance. In addition, I/We hereby acknowledge that this form will be complete when TSD has completed the transfer of such sold NVDR to the Tender Offer Agent. In case of cancelation of tender offer by tender offeror I/We authorized tender offer agent to proceed the relevant process to return securities by type of securities which I/We offered.

Signature .....

Proxy

Signature .....

Offeree

(.....)

(.....)

Receiver	Initial	Verify

✍

## Transfer Of Scripless NVDRs and Tender Offer Acceptance Form Receipt

Date..... Receipt no.....

CIMB Securities (Thailand) Company Limited, as the Tender Offer Agent, has received transfer scripless NVDR and Tender Offer Acceptance Form for NVDRs of Symphony Communication Public Company Limited together with transfer slip through the TSD, totaling.....units from (Mr./Mrs./Miss./Company) .....

The Offeree has chosen the following payment

 Transfer payment through Automatic Transfer System (ATS)

Signature ..... Tender Offer Agent

Date.....

POWER OF ATTORNEY  
For Tender Offer Acceptance - NVDR

Stamp Duty  
10 Baht

Made at.....  
Date.....

I / We.....Age.....  
Nationality.....ID Card No. / Passport No.....  
Resides at (address that can be reached by mail).....  
.....  
Zip/Postal Code.....Country.....  
hold(s).....units of NVDRs of Symphony Communication Public Company ("SYMC")  
hereby authorize (Mr. / Miss / Mrs.).....Age.....  
Nationality.....ID Card No. / Passport No. ....  
Resides at (address that can be reached by mail).....  
.....  
Zip/Postal Code.....Country.....  
to act as my/our attorney to

Sell, transfer, and deliver such securities of Symphony Communication Public Company through the Tender Offer Agent

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Sign ..... Grantor  
( )

Sign ..... Attorney-in-fact  
( )

Sign ..... Witness  
( )

Sign ..... Witness  
( )

Note: Please attach herewith a certified true copy of an Identification Card of the Grantor or a Certificate of Incorporation, a copy of Identification Card of the authorized person in the case of a Juristic Person and a copy of Identification Card of Authorized Agent.

## Attachment 3

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### Tender Offer Cancellation Procedures and Relevant Forms for Revocation of Tender Offer Acceptance

- Attachment 3.1 Tender Offer Cancellation Procedures
- Attachment 3.2 Tender Offer Cancellation Form
- Attachment 3.3 Power of Attorney

**Tender Offer Cancellation Procedures**  
**for Shareholders of the Company who wish to cancel their intention to sell the securities in accordance with the conditions of**  
**the Tender Offer**

Shareholders of the Symphony Communication Public Company Limited ("SYMC")

1. Fill in the Tender Offer Cancellation Form (**Attachment 3.2**) enclosing with the evidence of receipt share certificates/share transfer document, the Acceptance Tender Offer Form of Symphony Communication Public Company Limited and THB 100.00 for securities transferring fee.

2. Enclose the following supporting documents with certified as true copy, as the case may be:

**1) Thai Individual**

- A certified true copy of a valid Identification Card or
- A certified true copy of a valid Civil Servant Identification Card or State Enterprise Employee Card. In case of the card does not state the Identification Card no., a certified true copy of house registration is also required.

**2) Foreign Individual**

- A certificate true copy of a valid Passport or Alien Certificate.

**3) Thai Juristic Person**

- 3.1 A copy of the Company Affidavit, issued by the Ministry of Commerce no longer than 6 months prior to the submission date of the cancellation of the Tender Offer, together with company seal (if any) and certified true copy by authorised director(s)
- 3.2 . A copy of documents as specified in 1) or 2), as the case may be, of the authorised director who certified true copy of document in 3.1) above

**4) Foreign Juristic Person**

- 4.1 A copy of Certificate of Incorporation and an Affidavit issued by the officer of the juristic person or the government authority of the country in which the juristic person is established, certifying the name of the juristic person, the name of the authorised signatory, the location of the head office and conditions of signing authorization (issued no longer 6 months prior to the submission date of the cancellation of the Tender Offer), certified true copy by the authorised directors of the juristic person together with company seal (if any)
- 4.2 A copy of documents as specified in 1) or 2), as the case may be, of the authorised director who certified true copy of document in 4.1) above *All documents stated in 4.1 and 4.2 must be certified by a notary public or an authorised agency in the country where the documents were prepared and authenticated by an official of the Thai Embassy or the Thai Consulate in the country where the documents were prepared; all of which must be done no longer than one year prior to the submission date of the cancellation of the Tender Offer.*

**In case of security holder's authorised representative**

- 1. Power of Attorney affixed with Baht 30 stamp duty (Attachment 3.3); and
- 2. Certified true copy of identification documents of security holder and the attorney-in-fact as specified above

3. Submit all documents to:

CIMB Securities (Thailand) Company Limited

17th Floor, 130 - 132 Sindhorn Tower 3 (Sindhorn Branch), Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Tel. 02-670-8691, 02-670-8695

**"The tender offer agent will not accept documents sent by post"**

## Tender Offer Cancellation Form

To The Offeror and CIMB Securities (Thailand) Company Limited (as "The Tender Offer Agent")

Cancellation Form No. ....

Date. ....

I/We (Mr./Ms./Mrs./Company) ..... Nationality.....

Contact Address (that can be reached by mail) .....

Province ..... Zip/Postal Code ..... Contact Number .....

Fax Number ..... hereby, subject to the terms and conditions stated in the Tender Offer document, cancel my/our intention to sell

 ..... Ordinary Shares of Symphony Communication Public Company Limited ..... Units of NVDR securities of Symphony Communication Public Company Limited

I/We submitted the Tender Offer Acceptance Form of the securities of Symphony Communication Public Company Limited on (Date) ..... Acceptance Form No. ....

..... I/We would like to receive the securities in the same method as tendered by

 Transfer scripless or NVDR securities through TSD by transferring the following account

Broker's Name ..... Broker's Number .....

Account Name ..... Account Number .....

 Ordinary share certificate in case of the Offeree submitted the ordinary share certificate (the certificate will be collectible at CIMB Securities (Thailand) Company Limited on the business day following the date of submission of the Tender Offer Cancellation Form)

I/We attached THB 100 for securities transferring fee

CIMB Securities (Thailand) Company Limited will transfer securities to my/our securities account or send the share certificate on the business day following the date of submission of the Tender Offer Cancellation Form

I/We hereby agree to accept the terms and conditions stated above.

Signed ..... Offeree or Proxy

(.....)

Date .....



## Receipt of Tender Offer Cancellation Form of Symphony Communication Public Company Limited

Date.....

Cancellation Form No. ....

CIMB Securities (Thailand) Company Limited has received the Tender Offer Cancellation Form Of **Symphony Communication** Public Company Limited Amount of Cancellation .....ordinary shares Amount of Cancellation .....units of NVDR securities

from (Mr./Mrs./Ms./Company) .....

The securities will be returned to the person who intend to cancel by

 Ordinary share certificate in case of the Offeree submitted the ordinary share certificate (the certificate will be collectible at CIMB Securities (Thailand) Company Limited Transfer scripless or NVDR securities through TSD by transferring to the following account

Broker's Name..... Broker's Number.....

Account Name..... Account Number.....

Signed..... Recipient

Power of Attorney



Made at .....

Date .....

I/We ..... Age ..... Nationality .....

ID card number .....

Contact Address (Can be reached by mail) .....

..... Zip/Postal Code .....

as a shareholder(s) of Symphony Communication Public Company Limited holding a total number of shares

hereby authorised ..... Age ..... Nationality .....

ID card number .....

Contact Address (Can be reached by mail) .....

..... Zip/Postal Code .....

to act as my/our attorney to cancel the Tender Offer Acceptance Form for the securities of Symphony Communication Public Company Limited which I/we intended to sell to TIME dotCom International Sdn Bhd.

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Signed ..... Grantor
( )

Signed ..... Attorney-in-fact
( )

Signed ..... Witness
( )

Signed ..... Witness
( )

Note: Please attach herewith a certified true copy of an Identification Card of the Grantor or a Certificate of Incorporation, a copy of Identification Card of the authorised person in the case of a Juristic Person and a copy of Identification Card of Authorised Agent.

## Attachment 4

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### Confirmation of Securities Cost Form

(For Foreign Juristic Person offeree who does not carry on business in Thailand)

**Confirmation of Securities Cost Form**

(For Foreign Juristic Person offeree who does not carry on business in Thailand)

Date .....

To CIMB Securities (Thailand) Company Limited ("Tender Offer Agent")

I/We ..... Nationality .....

Tax Identification No. (if any) ..... would like to declare the securities cost of Symphony Communication Public Company Limited, which are the securities being offered hereto as follows:

No. of Ordinary Share Certificates/ No. of Transfer Slip	Name of Shareholders as appeared in the Registration	No. of shares	Cost per Share (Baht) Cost per NVDR (Baht)
Total			

I/We hereby, attached ..... totally ....., as evidence (s) of cost for withholding tax calculation.

I/We herewith, attached attachment(s) or evidence(s) of such tax disbursement occurred due to the difference between selling price and cost, equaling to estimated withholding tax which is the liability of the offeree.

I/We hereby certify that the above statements are true.

Signature ..... Offeree  
( ..... )

**Note:** For the selling of securities of Symphony Communication Public Company Limited, in the case that the Offeree is unable to specify cost of offered securities or fail to enclose the evidence(s) of such cost with the Confirmation of Securities Cost Form or NVDR, Withholding tax will be imposed as if the cost is equal to zero. Tender Offer Agent reserves the right to declination or disqualification of the offering, if the Offeree fails to disburse for withholding tax liability within offering period and/or the Company is unable to cash a cheque, cashier's cheque, or draft of the Offeree.

Attachment 5

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Amending Securities Holder Records

**TSD-301**

Amending securities holder records



Date.....

I/We..... national I.D. card/passport/company Registration no.....  
hereby request the Thailand Securities Depository Co., Ltd. ("TSD") amend the following information pertaining to myself.

Type of information	Previous information	Amended information
<input type="checkbox"/> Honoric (Mr./Mrs./Miss)	➤	➤
<input type="checkbox"/> First name - last name	➤	➤
<input type="checkbox"/> For general contacts	➤	➤
<input type="checkbox"/> Address for sending proxy form and the meeting invitation to shareholders (Principal address) In case of holding shares as at the date of XM book closing	<input type="checkbox"/> Use the amended address as above <input type="checkbox"/> Specify the address* ..... ..... *To be effective for selecting Principal address, your specified address must be the same as the address which you previously registered with TSD or Broker/Custodian.	
<input type="checkbox"/> Postal code	➤	➤
<input type="checkbox"/> Home / Office telephone No.	➤	➤
<input type="checkbox"/> Mobile phone / Fax No.	➤	➤
<input type="checkbox"/> email address This email address is used for getting the result of amendment from TSD	➤	➤
<input type="checkbox"/> Other.....	➤	➤

- To be effective in time for the book closing date, TSD must receive all documentation at least five working days prior to such date. If the securities holder has deposited the securities in question with his/her broker/custodian, the securities holder should contact that broker/custodian.
  - The given above mailing address must be able to receive documents and must not be a post office number.
- I/ We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full.

**Please turn page over for list of required documents**

Signature.....Securities holder  
(.....) Tel. ....

(If a proxy has been assigned, please sign as both the securities holder and the grantor.)

I/We here by authorize .....as my/our representative, with full authority to file this application.		<b>Revenue stamp</b>
Signature.....Grantor (.....)	Signature.....Grantee (.....) Tel. ....	

<b>For official use only</b> Date.....Transaction No. ....Checker.....	I have already checked all original identification documents Signature.....Officer
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Documents to be submitted for amending securities holder records



1. Application for amending securities holder records signed by securities holder.
2. If requesting a change name/ surname, please attach the original share certificate and a copy of the certificate showing a change of name or surname or marriage or divorce certificate as the case may be.
3. Identification documents, according to the type of person. In case of other individuals, please contact SET Contact Center at +662 009 9999

Type of person	Documents to support request to change name/ surname	Documents for other types of requests
Individual person -Thai Nationality	-The original and a copy of the person's Thai national I.D. card, certified true with an original signature  * <u>If the original of the person's Thai national I.D. card cannot be shown, or the documents are being submitted by registered mail,</u>  please attach a copy of the person's Thai national I.D. card, certified true with an original signature and the original of the document issued by the sub-district or district office to use instead of the original Thai national I.D. card , certified within the past 90 days, as the case may be.	- A copy of the person's Thai national I.D. card, certified true with an original signature.
Individual person -Other Nationalities	-The original and a copy of the signatory's alien identity card or passport, certified true with an original signature.  * <u>If the original passport cannot be shown or the documents are being submitted by registered mail,</u>  - The copy of the passport has to been certified by a notary public, and both the copy and notary public stamp certified by the Thai embassy or consulate within the past 12 months before being submitted to TSD.	- A copy of the signatory's alien identity card or passport, certified true with an original signature.
Juristic person - Thai Nationality	1. A copy of the juristic person certificate issued by the Ministry of Commerce within the past 12 months, with the original signatures of directors authorized to represent the company or their representatives, following the company's conditions. 2. A copy of the national I.D. card /alien identity card / passport of directors who are authorized to represent the company, certified true with original signatures.	
Juristic person - Other Nationalities	1. A copy of the company's registration certificate issued by the regulating government agency. 2. A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person. 3. A copy of the passport or other official identity document of each authorized director signing this document, certified true with original signature. <u>All documents for "Other Nationalities" above, must have been :</u> 1. Certified true by a notary public or agency of the government having jurisdiction where the document was executed. 2. Certified true by the Thai embassy or consulate in the country having jurisdiction over the affidavit of incorporation and notary public whose stamp has been affixed. 3. Certified within the past 12 months before being submitted to TSD. 4. Translated into English if necessary.	



Attachment 6

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List of Participants of Securities Depository Service

Participant No.	Company Name	Participant No.	Company Name
<b>BROKER</b>			
002	บริษัทหลักทรัพย์ ทิสโก้ จำกัด TISCO SECURITIES COMPANY LIMITED	030	บริษัทหลักทรัพย์ ไอ วี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC CO., LTD.
003	บริษัทหลักทรัพย์ คันทรี กรุ๊ป จำกัด (มหาชน) COUNTRY GROUP SECURITIES PUBLIC CO.,LTD.	032	บริษัทหลักทรัพย์ เคทีบี (ประเทศไทย) จำกัด KTB SECURITIES (THAILAND) COMPANY LIMITED
004	บริษัทหลักทรัพย์ ดีบีเอส วิกเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) CO.,LTD	034	บริษัทหลักทรัพย์ ฟิลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC CO.,LTD.
005	บริษัทหลักทรัพย์ แลนด์ เฮาส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC CO.,LTD.	038	บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน) AEC SECURITIES PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ ภัทร จำกัด (มหาชน) PHATRA SECURITIES PUBLIC COMPANY LIMITED	048	บริษัทหลักทรัพย์ ไอรา จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีไอเอ็มบี (ประเทศไทย) จำกัด CIMB SECURITIES (THAILAND) COMPANY LIMITED	050	บริษัทหลักทรัพย์ เอเอสแอล จำกัด ASL SECURITIES COMPANY LIMITED
008	บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด ASIA PLUS SECURITIES CO.,LTD.	051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES COMPANY LIMITED
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	200	บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน) MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC CO.,LTD.
011	บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LTD.
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC CO.,LTD.	213	บริษัทหลักทรัพย์ เอเชีย เวลท์ จำกัด ASIA WEALTH SECURITIES COMPANY LIMITED
014	บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน) CAPITAL NOMURA SECURITIES PUBLIC CO.,LTD.	224	บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
015	บริษัทหลักทรัพย์ แอปเปิล เวลธ์ จำกัด APPLE WEALTH SECURITIES COMPANY LIMITED	225	บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LTD.
016	บริษัทหลักทรัพย์ ธนชาต จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	229	บริษัทหลักทรัพย์ เจ.พี.มอร์แกน (ประเทศไทย) จำกัด JP MORGAN SECURITIES (THAILAND) LIMITED
019	บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด YUANTA SECURITIES (THAILAND) COMPANY LIMITED	230	บริษัทหลักทรัพย์ โกลบลิค จำกัด GLOBLEX SECURITIES COMPANY LIMITED
022	บริษัทหลักทรัพย์ ทรินิตี้ จำกัด TRINITY SECURITIES CO.,LTD.	244	บริษัทหลักทรัพย์ แมคควารี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
023	บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด SCB SECURITIES CO.,LTD.	247	บริษัทหลักทรัพย์ เครดิต สวิส (ประเทศไทย) จำกัด CREDIT SUISSE SECURITIES (THAILAND) LTD.
026	บริษัทหลักทรัพย์ ยูโอบี เคย์เฮียน (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC CO.,LTD.	248	บริษัทหลักทรัพย์ เคที ซีมโก้ จำกัด KT ZMICO SECURITIES COMPANY LIMITED
027	บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน) RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
029	บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน) KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED		
<b>SUB-BROKER</b>			
236	ธนาคาร ทิสโก้ จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	243	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED
242	บริษัทหลักทรัพย์ ซิตีคอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED	245	ธนาคารธนชาต จำกัด (มหาชน) THANACHART BANK PUBLIC COMPANY LIMITED
<b>CUSTODIAN</b>			
301	ธนาคารซีทีแบงก์ เอ็น.เอ. (CUSTODY SERVICES) CITIBANK, N.A. - CUSTODY SERVICES	330	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชั่น จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK. - BOND
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC CO.,LTD.	334	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) (คัดัดเดียน) TFSC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN
303	ธนาคารกรุงเทพ จำกัด (มหาชน) (ผู้รับฝากทรัพย์สิน) BANGKOK BANK PUBLIC COMPANY LIMITED - CUSTODY	336	ธนาคารเกียตตินาคิน จำกัด (มหาชน) KIATNAKIN BANK PUBLIC COMPANY LIMITED
304	ธนาคารฮ่องกงและเซี่ยงไฮ้ แบงกิง คอร์ปอเรชั่น จำกัด THE HONGKONG AND SHANGHAI BANKING CORP., LTD. BKK.	337	ธนาคารทหารไทย จำกัด (มหาชน) TMB BANK PUBLIC COMPANY LIMITED
305	ธนาคารกรุงไทย จำกัด (มหาชน) KRUNG THAI BANK PUBLIC CO.,LTD.	339	ธนาคาร ทิสโก้ จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED - CUSTODIAN
308	ธนาคารกสิกรไทย จำกัด (มหาชน) KASIKORN BANK PUBLIC COMPANY LIMITED	340	ธนาคาร เจพีมอร์แกน เชส (เพื่อตราสารหนี้) JPMORGAN CHASE BANK (BOND TRADING)
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED BANK (THAI) PUBLIC CO.,LTD.	343	ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
316	ธนาคารไอซีบีซี (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	345	ธนาคารธนชาต จำกัด (มหาชน) THANACHART BANK PUBLIC COMPANY LIMITED
320	ธนาคารดอยช์แบงก์ เอเชีย สาขากรุงเทพฯ - เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES	425	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED		
329	ธนาคารทหารไทย จำกัด (มหาชน) TMB BANK PUBLIC COMPANY LIMITED		

Attachment 7

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Map of CIMB Securities (Thailand) Company Limited

Map of CIMB Securities (Thailand) Company Limited

Tender Offer Agent



Address : 17th Floor 130-132 Sindhorn Building Tower 3, (Sindhorn Branch) Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Telephone: 02-670-8691 or 02-670-8695

Attachment 8

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Confirmation Letter on Source of Fund Available to the Offeror from  
Maybank Islamic Berhad



Our Ref : CB/MOL/NZS/SMMS/TKP-TDC\_LU  
Date : 31 May 2017

Maybank Islamic Berhad, (100%) of  
Manara Maybank,  
100 Jalan Tun Perak,  
50050 Kuala Lumpur, Malaysia  
Telephone +603 2070 8833  
www.maybank2u.com.my

**TIME dotCom Berhad (413292-P) (the "Company")**  
No. 14 Jalan Majistret U1/26  
HICOM Glenmarie Industrial Park  
40150 Shah Alam  
Selangor

Attn: Mr. Long Sher Nang – Group Chief Financial Officer

Dear Sir,

**SUBJECT : Multi-Currency Commodity Murabahah Short Term Revolving Credit-1 of USD 80.0 million ("STRC-i Facility")**

We refer to the above matter and your email to us dated 4<sup>th</sup> May 2017 on conditional partial voluntary tender offer ("PVTO") of up to a 37% stake in Symphony Communication Public Company Limited in Thailand, by the Company's wholly owned subsidiary TIME dotCom International Sdn Bhd (the "Transaction").

We are pleased to advise you that the Bank has approved up to a maximum amount of USD 80.0 million Multi-Currency Commodity Murabahah STRC-i Facility for general corporate funding purposes including funding for this Transaction.

This letter is issued as per the request from the Company for funding of the Transaction up to the STRC-i Facility limit per the terms and conditions agreed by the Bank and the Company under the STRC-i Facility, effective from the date of issuance of this letter until the completion of the PVTO.

Thank you.

Yours faithfully,  
for *Maybank Islamic Berhad*

  
**NUR ZALILA MOHD SAIB**  
Director

Corporate Banking  
Group Global Banking

Attachment 9

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Confirmation Letter on Source of Fund Available to the Offeror From  
TIME dotCom Berhad

30<sup>th</sup> May 2017

CIMB Thai Bank Public Company Limited  
44 Langsuan Road, Lumpini, Pathumwan,  
Bangkok 10330  
Thailand

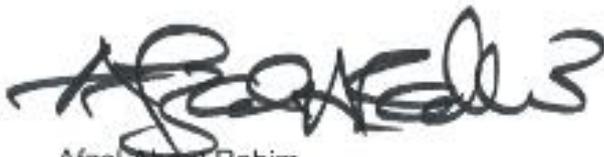
Dear Sirs,

**Letter of Financial Support**

We hereby confirm that TIME dotCom Berhad will provide financial assistance/support to its wholly owned subsidiary, TIME dotCom International Sdn. Bhd., so as to enable them to acquire up to 37% of the issued and paid-up ordinary shares via a conditional partial voluntary tender offer in Symphony Communication Public Company Limited ("SYMC"), a public listed company on the Stock Exchange of Thailand..

Thank you.

On behalf of the Board of Directors of TIME dotCom Berhad



Afzal Abdul Rahim  
Executive Director

Attachment 10

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YE2016 & 1H 2017 Financial Statements of TIME dotCom Berhad

**TIME dotCom Berhad**

(Company No. 413292-P)

(Incorporated in Malaysia)

**and its subsidiaries**

**Financial statements for the year  
ended 31 December 2016**

# TIME dotCom Berhad

(Company No. 413292-P)

(Incorporated in Malaysia)

## and its subsidiaries

### Directors' report for the year ended 31 December 2016

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2016.

#### Principal activities

The Company is principally engaged in investment holding, provision of management and marketing/promotional services whilst the principal activities of the subsidiaries are as stated in Note 5 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

#### Results

	Group RM'000	Company RM'000
Profit for the year attributable to owners of the Company	407,318	154,603

#### Reserves and provisions

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

#### Dividends

Since the end of the previous financial year, the Company paid:

- i) an interim tax exempt (single-tier) dividend of 6.70 sen per ordinary share for the financial year ended 31 December 2015 on 31 March 2016 amounting to approximately RM38.6 million; and
- ii) a special interim tax exempt (single-tier) dividend of 13.30 sen per ordinary share for the financial year ended 31 December 2016 on 30 September 2016 amounting to approximately RM76.9 million.

The Directors declared on 28 February 2017, an interim ordinary and a special interim tax exempt (single tier) dividend of 6.60 sen and 10.70 sen per ordinary share respectively for the financial year ended 31 December 2016, which will be paid on 31 March 2017.

## Directors of the Company

Directors who served since the date of the last report are:

Abdul Kadir Md. Kassim (Chairman)  
 Afzal Abdul Rahim (Chief Executive Officer)  
 Patrick Corso (Executive Director)  
 Ronnie Kok Lai Huat  
 Elakumari Kantilal  
 Hong Kean Yong  
 Mark Guy Dioguardi (appointed with effect from 17 June 2016)  
 Balasingham A. Namasiwayam (resigned with effect from 18 April 2016)

## Directors' interests in shares

The interests and deemed interests in the shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end (including the interests of the spouses or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares of RM0.50 each			
	At 1.1.2016	Bought	Sold	At 31.12.2016
<i>Deemed interest in the Company:</i>				
Afzal Abdul Rahim - own*	192,742,690	-	-	192,742,690
Patrick Corso - own*	192,742,690	-	-	192,742,690
<i>Interest in the Company:</i>				
Ronnie Kok Lai Huat - own	5,000	-	-	5,000
	Number of share options over ordinary shares of RM0.50 each			
	At 1.1.2016	Granted	Exercised	At 31.12.2016
<i>Interest in the Company:</i>				
Afzal Abdul Rahim - own	17,215,907	-	-	17,215,907

\* Deemed interested by virtue of their interests held through Pulau Kapas Ventures Sdn. Bhd., Global Transit International Sdn. Bhd., Megawisra Sdn. Bhd., and Megawisra Investments Limited pursuant to Section 6A(4) of the Companies Act, 1965.

## **Directors' interests in shares (continued)**

By virtue of Afzal Abdul Rahim and Patrick Corso's deemed interest in the shares of the Company, they are also deemed interested in the shares of subsidiaries during the financial year to the extent that TIME dotCom Berhad has an interest.

None of the other directors holding office as at 31 December 2016 had any interest in the shares of the Company and of its related corporations during the financial year.

## **Directors' benefits**

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than the benefits included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements of the Company or of related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than certain Directors who have substantial financial interests in companies which traded with certain companies in the Group in the ordinary course of business and professional legal fees paid to a firm in which a Director is a member as disclosed in Note 27 to the financial statements.

There were no arrangements during and at the end of the financial year, which the Company is a party and had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate other than from the grant of a share option to Afzal Abdul Rahim, the Chief Executive Officer ("CEO") and Non-Independent Executive Director of the Company.

## **Issue of shares and debentures**

During the financial year, the issued and paid-up capital of the Company was increased from 575,600,469 to 578,294,634 by exercise of share grant under the way of an issuance of 2,694,165 new ordinary shares of RM0.50 each pursuant to the Company's share grant plan. The new ordinary shares issued shall rank pari passu with the existing ordinary shares of the Company.

There were no other changes in the authorised, issued and paid-up capital of the Company and the Company has not issued any debentures during the financial year.

## Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company apart from the granting of share options to the CEO.

### Share options to the Chief Executive Officer (“CEO”)

At an extraordinary general meeting held on 20 May 2015, the Company’s shareholders approved the granting of a share option to Afzal Abdul Rahim, the CEO and Non-Independent Executive Director of the Company to subscribe for up to 17,215,907 new ordinary shares of RM0.50 each in the Company.

The salient terms of the share option granted are as follows:

- (a) The option period commenced on 21 July 2015 and will end on the earlier of the day prior to the fifth anniversary of the date of the Share Option Agreement or the date on which the CEO ceases to hold any executive position within the Group by reason of his voluntary resignation becoming effective or the lawful termination of his employment with just cause or excuse. The option shall automatically lapse and become null and void upon expiry of the option period.
- (b) The aggregate number of shares to be issued shall not be more than 17,215,907.
- (c) The option price of RM5.99 per share was determined based on a discount of 10% to the five days volume weighted average market price of the Company shares immediately preceding the date on which the option was granted by the Company to the CEO. The option price per share was subsequently adjusted to RM5.89 per share with no change made to the number of option shares granted pursuant to a special dividend paid by the Company on 30 September 2016.
- (d) The option may be exercised by the CEO at any time and from time to time during the option period up to a maximum of 20% of the total option shares per annual period of the option period. Any portion of the option which is unexercised can be carried forward to the next period without reducing the maximum exercisable portion in the next period.
- (e) In the event of any alteration in the capital structure of the Company during the option period, whether by way of capitalisation of profits or reserves, right issues, bonus issues, capital reduction (save for set-off against accumulated losses), capital repayment, subdivision or consolidation of capital, or declaration of any special dividend or distribution or otherwise howsoever taking place, unless otherwise provided in the Share Option Agreement, such corresponding alterations (if any) may be made to the Proposed Grant in terms of the option exercise price and/or the number of option shares which have not yet been exercised so as to give the CEO a fair and reasonable entitlement in respect of the option shares, as shall be certified by an external auditor or an investment bank.

## Share grant plan to employees

At an Extraordinary General Meeting held on 28 June 2012, the Company's shareholders approved the establishment of the share grant plan ("SGP"), which collectively comprises the Special Restricted Share Plan ("SRSP") and Annual Restricted Share Plan and Annual Performance Share Plan ("ARPSP"). The SRSP was granted and fully vested on 30 November 2012.

The salient features of the share grant plan are, inter alia, as follows:

- (a) The Scheme Committee (appointed by the Board of Directors to administer the SGP) may, in its discretion and where necessary, direct the implementation and administration of the plan. The Committee may at any time within the duration of the plan, offer ARPSP awards under the SGP to eligible employees in which such offer shall lapse should the eligible employees or Executive Directors of the Group fail to accept within the period stipulated. Non-Executive and Independent Directors and the CEO are not eligible for the SGP;
- (b) The total number of shares to be issued under the share grant plan shall not exceed in aggregation of 10% of the issued and paid-up capital of the Company (excluding treasury shares) at any point of time during the tenure of share grant plan period to eligible employees of the Group;
- (c) All new ordinary shares issued pursuant to the SGP will rank *pari passu* in all respect with the then existing ordinary shares of the Company, except that the new ordinary shares so issued will not be entitled to any rights, dividends or other distributions declared, made or paid to shareholders prior to the date of allotment of such new ordinary shares, and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission or otherwise;
- (d) The shares granted will only be vested to the eligible employees of the Group who have duly accepted the offer of awards under the SGP, on their respective vesting dates, provided the following vesting conditions are fully and duly satisfied:
  - Eligible employees of the Group must remain in employment with the Group and shall not have given notice of resignation or received notice of termination of service as at the vesting dates.
  - Eligible employees of the Group having achieved his/her performance targets as stipulated by the Committee and as set out in their offer of awards.
  - Eligible employees of the Group having achieved his/her minimum grading in his/her individual performance in accordance with the performance management system adopted by the Company.
- (e) The share grant plan shall be in force for a period of eight (8) years or such longer period as may be extended but not exceeding ten (10) years from the adoption date of the share grant plan.

## Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) all known bad debts have been written off and that adequate provision has been made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would render the amount written off for bad debts, or the amount of the provision for doubtful debts, in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

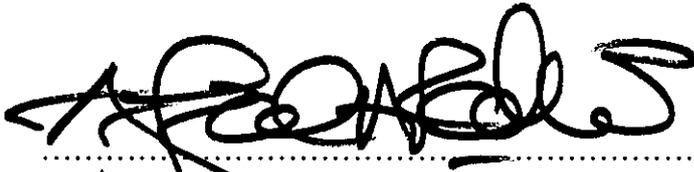
In the opinion of the Directors, other than the realisation of available-for-sale reserve following the disposal of the other investments of the Group and of the Company, the financial performance for the financial year ended 31 December 2016 has not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

Company No. 413292-P

## Auditors

The auditors, KPMG PLT (converted from a conventional partnership, KPMG on 27 December 2016), have indicated their willingness to accept re-appointment.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:



.....  
**Afzal Abdul Bahim**  
Director



.....  
**Elakumari Kantilal**  
Director

Shah Alam, Selangor

Date: 28 February 2017

# TIME dotCom Berhad

(Company No. 413292-P)

(Incorporated in Malaysia)

## and its subsidiaries

### Statements of financial position as at 31 December 2016

	Note	Group		Company	
		2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
<b>Assets</b>					
Property, plant and equipment	3	1,360,361	1,250,747	8,152	8,233
Intangible assets	4	213,959	213,959	-	-
Investments in subsidiaries	5	-	-	444,645	444,645
Investments in equity-accounted investments	6	111,249	61,036	-	-
Other investments	7	9,247	377,459	-	371,140
Deferred tax assets	8	259,359	212,008	17,600	5,745
Trade and other receivables	9	9,929	10,092	185,957	-
<b>Total non-current assets</b>		<u>1,964,104</u>	<u>2,125,301</u>	<u>656,354</u>	<u>829,763</u>
Tax recoverable		3,715	2,253	-	-
Trade and other receivables	9	264,449	229,133	409,637	429,424
Restricted cash	10	8,733	10,759	1,905	4,001
Cash and cash equivalents	10	506,299	242,494	236,007	32,694
<b>Total current assets</b>		<u>783,196</u>	<u>484,639</u>	<u>647,549</u>	<u>466,119</u>
<b>Total assets</b>		<u>2,747,300</u>	<u>2,609,940</u>	<u>1,303,903</u>	<u>1,295,882</u>
<b>Equity</b>					
Share capital	11	289,147	287,800	289,147	287,800
Reserves	12	1,893,746	1,794,747	1,005,118	1,001,197
<b>Equity attributable to owners of the Company</b>		<u>2,182,893</u>	<u>2,082,547</u>	<u>1,294,265</u>	<u>1,288,997</u>
<b>Liabilities</b>					
Loans and borrowings	13	169,658	101,965	-	-
Trade and other payables	14	49,504	23,078	-	-
Deferred tax liabilities	8	10,209	5,939	-	-
<b>Total non-current liabilities</b>		<u>229,371</u>	<u>130,982</u>	<u>-</u>	<u>-</u>
Loans and borrowings	13	5,799	45,825	-	-
Trade and other payables	14	327,920	349,373	8,786	6,577
Provision for tax		1,317	1,213	852	308
<b>Total current liabilities</b>		<u>335,036</u>	<u>396,411</u>	<u>9,638</u>	<u>6,885</u>
<b>Total liabilities</b>		<u>564,407</u>	<u>527,393</u>	<u>9,638</u>	<u>6,885</u>
<b>Total equity and liabilities</b>		<u>2,747,300</u>	<u>2,609,940</u>	<u>1,303,903</u>	<u>1,295,882</u>

The notes on pages 17 to 97 are an integral part of these financial statements.

**TIME dotCom Berhad**  
 (Company No. 413292-P)  
 (Incorporated in Malaysia)  
**and its subsidiaries**

**Statements of profit or loss and other comprehensive  
 income for the year ended 31 December 2016**

	Note	Group		Company	
		2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
Revenue	15	766,940	682,364	168,096	257,708
Cost of sales	16	(365,260)	(334,557)	-	-
<b>Gross profit</b>		401,680	347,807	168,096	257,708
Other income		22,981	40,770	296	52,195
Distribution expenses		(15,418)	(18,257)	(321)	(483)
Administrative expenses		(198,353)	(187,080)	(28,058)	(26,580)
Other expenses		(11,788)	(12,591)	-	(51,781)
<b>Results from operating activities</b>		199,102	170,649	140,013	231,059
Income from investments	17	15,293	32,703	11,776	27,781
Realisation of fair value gain/(loss) reclassified from available- for-sale reserve to profit or loss	12.4	157,390	274,024	(6,873)	109,760
Finance costs	18	(5,508)	(6,607)	(152)	-
Share of profit from equity- accounted investments, net of tax		2,140	25	-	-
<b>Profit before tax</b>	19	368,417	470,794	144,764	368,600
Tax expense	20	38,901	(5,419)	9,839	(1,533)
<b>Profit for the year</b>		407,318	465,375	154,603	367,067
<b>Attributable to:</b>					
- owners of the Company		407,318	466,852	154,603	367,067
- non-controlling interests		-	(1,477)	-	-
<b>Profit for the year</b>		407,318	465,375	154,603	367,067

The notes on pages 17 to 97 are an integral part of these financial statements.

## Statements of profit or loss and other comprehensive income for the year ended 31 December 2016 (continued)

	Note	Group		Company	
		2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
<b>Other comprehensive income, net of tax</b>					
<b>Items that may be reclassified subsequently to profit or loss</b>					
Fair value loss on available-for-sale financial assets		(63,919)	(53,128)	(63,919)	(53,128)
Realisation of fair value (gain)/loss from available-for-sale reserve to profit or loss		(157,390)	(274,024)	6,873	(109,760)
Foreign currency translation differences for foreign operations		6,626	22,766	-	-
<b>Other comprehensive loss, net of tax</b>		<u>(214,683)</u>	<u>(304,386)</u>	<u>(57,046)</u>	<u>(162,888)</u>
<b>Total comprehensive income for the year</b>		<u>192,635</u>	<u>160,989</u>	<u>97,557</u>	<u>204,179</u>
<b>Attributable to:</b>					
- owners of the Company		192,635	162,466	97,557	204,179
- non-controlling interests		-	(1,477)	-	-
<b>Total comprehensive income for the year</b>		<u>192,635</u>	<u>160,989</u>	<u>97,557</u>	<u>204,179</u>
<b>Earnings per ordinary share (sen) 21</b>					
- Basic		70.62	81.24		
- Diluted		<u>70.14</u>	<u>81.11</u>		

The notes on pages 17 to 97 are an integral part of these financial statements.

## TIME dotCom Berhad

(Company No. 413292-P)

(Incorporated in Malaysia)

### and its subsidiaries

## Statements of changes in equity for the year ended 31 December 2016

Group	Non-distributable				Distributable			Total RM'000		
	Share capital RM'000	Share premium RM'000	Available -for-sale reserve RM'000	Foreign currency translation reserve RM'000	Share grant/ option reserves RM'000	Capital reserve RM'000	Retained earnings RM'000		Attributable to owners of the Company RM'000	Non- controlling interests RM'000
<b>At 1 January 2015</b>	286,932	847,735	548,461	7,988	5,383	8,760	651,672	2,356,931	1,477	2,358,408
Dividend to owners of the Company	-	-	-	-	-	-	(455,203)	(455,203)	-	(455,203)
Employee share grant plan/option scheme	-	-	-	-	18,353	-	-	18,353	-	18,353
Issuance of shares pursuant to the share grant plan	868	6,876	-	-	(7,744)	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	466,852	466,852	(1,477)	465,375
Fair value loss of available-for-sale financial asset	-	-	(53,128)	-	-	-	-	(53,128)	-	(53,128)
Realisation of fair value gain from available-for-sale reserve to profit or loss	-	-	(274,024)	-	-	-	-	(274,024)	-	(274,024)
Exchange differences recognised directly in equity	-	-	-	22,766	-	-	-	22,766	-	22,766
<b>Total comprehensive (loss)/income for the year</b>	-	-	(327,152)	22,766	-	-	466,852	162,466	(1,477)	160,989
<b>At 31 December 2015</b>	287,800	854,611	221,309	30,754	15,992	8,760	663,321	2,082,547	-	2,082,547

## Statements of changes in equity for the year ended 31 December 2016 (continued)

	← Non-distributable →			← Distributable →			Total RM'000		
	Share capital RM'000	Share premium RM'000	Available -for-sale reserve RM'000	Foreign currency translation reserve RM'000	Share grant/ option reserves RM'000	Capital reserve earnings RM'000		Attributable to owners of the Company RM'000	Non- controlling interests RM'000
<b>At 1 January 2016</b>	287,800	854,611	221,309	30,754	15,992	8,760	2,082,547	-	2,082,547
Dividend to owners of the Company	-	-	-	-	-	-	(115,478)	-	(115,478)
Employee share grant plan/option scheme	-	-	-	-	23,189	-	23,189	-	23,189
Issuance of shares pursuant to the share grant plan	1,347	10,974	-	-	(12,321)	-	-	-	-
Profit for the year	-	-	-	-	-	407,318	407,318	-	407,318
Fair value loss of available-for-sale financial asset	-	-	(63,919)	-	-	-	(63,919)	-	(63,919)
Realisation of fair value gain from available-for-sale reserve to profit or loss	-	-	(157,390)	-	-	-	(157,390)	-	(157,390)
Exchange differences recognised directly in equity	-	-	-	6,626	-	-	6,626	-	6,626
<b>Total comprehensive (loss)/income for the year</b>	-	-	(221,309)	6,626	-	-	407,318	-	192,635
<b>At 31 December 2016</b>	289,147	865,585	-	37,380	26,860	8,760	2,182,893	-	2,182,893

The notes on pages 17 to 97 are an integral part of these financial statements.

## Statements of changes in equity for the year ended 31 December 2016 (continued)

$\longleftrightarrow$  Non-distributable  $\longleftrightarrow$   $\longleftrightarrow$  Distributable  $\longleftrightarrow$

Company	Share capital RM'000	Share premium RM'000	Available- for-sale reserve RM'000	Share grant / option reserves RM'000	Capital reserve RM'000	Retained earnings RM'000	Total RM'000
<b>At 1 January 2015</b>	286,932	847,735	219,934	5,383	8,760	152,924	1,521,668
Dividend paid	-	-	-	-	-	(455,203)	(455,203)
Employee share grant plan/option scheme	-	-	-	18,353	-	-	18,353
Issuance of shares pursuant to the share grant plan	868	6,876	-	(7,744)	-	-	-
Profit for the year	-	-	-	-	-	367,067	367,067
Fair value loss of available-for-sale financial asset	-	-	(53,128)	-	-	-	(53,128)
Realisation of fair value gain from available-for-sale reserve to profit or loss	-	-	(109,760)	-	-	-	(109,760)
Total comprehensive (loss)/income for the year	-	-	(162,888)	-	-	367,067	204,179
<b>At 31 December 2015/1 January 2016</b>	287,800	854,611	57,046	15,992	8,760	64,788	1,288,997
Dividend paid	-	-	-	-	-	(115,478)	(115,478)
Employee share grant plan/option scheme	-	-	-	23,189	-	-	23,189
Issuance of shares pursuant to the share grant plan	1,347	10,974	-	(12,321)	-	-	-
Profit for the year	-	-	-	-	-	154,603	154,603
Fair value loss of available-for-sale financial asset	-	-	(63,919)	-	-	-	(63,919)
Realisation of fair value loss from available-for-sale reserve to profit or loss	-	-	6,873	-	-	-	6,873
Total comprehensive (loss)/income for the year	-	-	(57,046)	-	-	154,603	97,557
<b>At 31 December 2016</b>	289,147	865,585	-	26,860	8,760	103,913	1,294,265

The notes on pages 17 to 97 are an integral part of these financial statements.

# TIME dotCom Berhad

(Company No. 413292-P)

(Incorporated in Malaysia)

## and its subsidiaries

### Statements of cash flows for the year ended 31 December 2016

	Note	Group		Company	
		2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
<b>Cash flows from operating activities</b>					
Cash receipts from customers		941,916	766,045	7	7,375
Transfer from/(to) restricted cash		2,026	(726)	2,096	1,359
Cash payments to suppliers		(286,577)	(242,659)	(4,454)	(2,386)
Cash payments to employees and for administrative expenses		(190,370)	(177,264)	(15,739)	(14,794)
Cash receipts from subsidiary companies		-	-	97,958	41,405
Cash generated from operations		466,995	345,396	79,868	32,959
Tax refund		840	-	-	-
Tax paid		(6,380)	(7,380)	(1,472)	(1,504)
<b>Net cash from operating activities</b>		<u>461,455</u>	<u>338,016</u>	<u>78,396</u>	<u>31,455</u>
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	(ii)	(368,960)	(332,959)	-	(15)
Proceeds from disposal of property, plant and equipment		4,557	3,921	-	-
Purchase of other investments		(2,928)	(6,219)	-	-
Investment in equity-accounted investments		(51,858)	(59,780)	-	-
Proceeds from sale on other investments		307,221	423,854	307,221	423,854
Proceeds from sale of equity accounted investment		4,080	-	-	-
Investment income received		16,071	32,828	9,786	27,653
<b>Net cash (used in)/from investing activities</b>		<u>(91,817)</u>	<u>61,645</u>	<u>317,007</u>	<u>451,492</u>

## Statements of cash flows for the year ended 31 December 2016 (continued)

	Note	Group		Company	
		2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
<b>Cash flows from financing activities</b>					
Proceeds from term loans and other borrowings		99,238	60,511	-	-
Advances to subsidiary companies		-	-	(76,442)	(83,774)
Advances to equity accounted investee		(6,198)	-	-	-
Repayment of term loans and borrowings		(75,975)	(74,432)	-	-
Dividend paid		(115,478)	(455,203)	(115,478)	(455,203)
Finance charges paid		(4,297)	(7,010)	(118)	-
Transaction costs paid		(3,304)	-	(150)	-
<b>Net cash used in financing activities</b>		<u>(106,014)</u>	<u>(476,134)</u>	<u>(192,188)</u>	<u>(538,977)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		263,624	(76,473)	203,215	(56,030)
Effect of exchange rate fluctuations on cash held		181	11,429	98	1,015
Cash and cash equivalents at 1 January		<u>242,494</u>	<u>307,538</u>	<u>32,694</u>	<u>87,709</u>
<b>Cash and cash equivalents at 31 December</b>	(i)	<u>506,299</u>	<u>242,494</u>	<u>236,007</u>	<u>32,694</u>

(i) *Cash and cash equivalents*

Cash and cash equivalents included in the statements of cash flows comprise the following statement of financial position amounts:

	Group		Company	
	2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
Cash and bank balances	117,634	65,638	3,085	647
Deposits placed with licensed banks	<u>397,398</u>	<u>187,615</u>	<u>234,827</u>	<u>36,048</u>
	515,032	253,253	237,912	36,695
Restricted cash	<u>(8,733)</u>	<u>(10,759)</u>	<u>(1,905)</u>	<u>(4,001)</u>
	<u>506,299</u>	<u>242,494</u>	<u>236,007</u>	<u>32,694</u>

## **Statements of cash flows for the year ended 31 December 2016 (continued)**

### *(ii) Acquisition of property, plant and equipment*

During the financial year, the Group and the Company acquired property, plant and equipment with an aggregate cost of RM362,961,000 (2015: RM340,605,000) and RMNil (2015: RM15,000) respectively.

During the financial year, the Group and the Company paid RM368,960,000 (2015: RM332,959,000) and RMNil (2015: RM15,000) respectively to suppliers for property, plant and equipment that was either acquired in the prior financial years or in the current financial year.

# **TIME dotCom Berhad**

(Company No. 413292-P)  
(Incorporated in Malaysia)

## **and its subsidiaries**

### **Notes to the financial statements**

TIME dotCom Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The address of the principal place of business and registered office of the Company is as follows:

Level 4, No. 14, Jalan Majistret U1/26  
Hicom Glenmarie Industrial Park  
40150 Shah Alam, Selangor Darul Ehsan

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2016 comprise the Company and its subsidiaries (together referred to as the “Group” and individually referred to as “Group entities”) and the Group’s interest in associates.

The Company is principally engaged in investment holding, provision of management and marketing/promotional services whilst the principal activities of the subsidiaries are as stated in Note 5. There has been no significant change in the nature of these activities during the financial year.

The financial statements were authorised for issue by the Board of Directors on 28 February 2017.

## **1. Basis of preparation**

### **(a) Statement of compliance**

The financial statements of the Group and the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”), International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

## 1. Basis of preparation (continued)

### (a) Statement of compliance (continued)

The following are accounting standards, amendments and interpretations of the MFRSs, as applicable, that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and the Company:

<b>MFRSs and amendments to MFRSs</b>	<i>Effective for annual periods beginning on or after</i>
Amendments to MFRS 107 <i>Statement of Cash Flows – Disclosure Initiative</i>	1 January 2017
Amendments to MFRS 12 <i>Disclosure of Interests in Other Entities (Annual Improvements to MFRS Standards 2014-2016 Cycle)</i>	1 January 2017
Amendments to MFRS 112 <i>Income taxes – Recognition of Deferred Tax Assets for Unrealised Losses</i>	1 January 2017
Amendments to MFRS 1 <i>First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRS Standards 2014-2016 Cycle)</i>	1 January 2018
Amendments to MFRS 2 <i>Classification and Measurement of Share-based Payment Transactions</i>	1 January 2018
MFRS 9 <i>Financial Instruments (2014)</i>	1 January 2018
MFRS 15 <i>Revenue from Contracts with Customers</i>	1 January 2018
Clarifications to MFRS 15 <i>Revenue from Contracts with Customers</i>	1 January 2018
IC Interpretation 22 <i>Foreign Currency Transactions and Advance Consideration</i>	1 January 2018
MFRS 128 <i>Investments in Associates and Joint Ventures (Annual Improvements to MFRS Standards 2014-2016 Cycle)</i>	1 January 2018
MFRS 16 <i>Leases</i>	1 January 2019
Amendments to MFRS 10 and MFRS 128 <i>Consolidated Financial Statements and Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date yet to be confirmed by MASB

The Group and the Company plans to apply the abovementioned accounting standards, amendments and interpretations:

- from the annual period beginning on 1 January 2017 for those standards and amendments to standards, where applicable that are effective for annual periods beginning on 1 January 2017;

## 1. Basis of preparation (continued)

### (a) Statement of compliance (continued)

- from the annual period beginning on 1 January 2018 for those standards and amendments to standards, where applicable that are effective for annual periods beginning on 1 January 2018; and
- from the annual period beginning on 1 January 2019 for those standards and amendments to standards, where applicable that are effective for annual periods beginning on 1 January 2019.

The initial application of the abovementioned standards and amendments to standards, where applicable are not expected to have any material financial impact to the financial statements of the Group and of the Company except as mentioned below:

#### **MFRS 15, Revenue from Contract with Customers**

MFRS 15 replaces the guidance in MFRS 111, *Construction Contracts*, MFRS 118, *Revenue*, IC Interpretation 13, *Customer Loyalty Programmes*, IC Interpretation 15, *Agreements for Construction of Real Estate*, IC Interpretation 18, *Transfers of Assets from Customers* and IC Interpretation 131, *Revenue - Barter Transactions Involving Advertising Services*.

The Group is currently assessing the financial impact that may arise from the adoption of MFRS 15.

#### **MFRS 9, Financial Instruments**

MFRS 9 replaces the guidance in MFRS 139, *Financial Instruments: Recognition and Measurement* on the classification and measurement of financial assets and financial liabilities, and on hedge accounting.

The Group is currently assessing the financial impact that may arise from the adoption of MFRS 9.

#### **MFRS 16, Leases**

MFRS 16 replaces the guidance in MFRS 117, *Leases*, IC Interpretation 4, *Determining whether an Arrangement contains a Lease*, IC Interpretation 115, *Operating Leases – Incentives* and IC Interpretation 127, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

The Group is currently assessing the financial impact that may arise from the adoption of MFRS 16.

## **1. Basis of preparation (continued)**

### **(b) Basis of measurement**

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 2.

### **(c) Functional and presentation currency**

These financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

### **(d) Use of estimates and judgements**

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amount recognised in the financial statements other than those disclosed in Note 4 – determination of recoverable amount for goodwill assessment and Note 8 – recognition of deferred tax assets.

## **2. Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Group entities, unless otherwise stated.

## 2. Significant accounting policies (continued)

### (a) Basis of consolidation

#### (i) Subsidiaries

Subsidiaries are entities, including structured entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Potential voting rights are considered when assessing control only when such rights are substantive.

The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

#### (ii) Business combinations

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

## **2. Significant accounting policies (continued)**

### **(a) Basis of consolidation (continued)**

#### **(ii) Business combinations (continued)**

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

#### **(iii) Loss of control**

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

#### **(iv) Associates**

Associates are entities, including unincorporated entities, in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using equity method less any impairment losses, unless it is classified as held for sale or distribution. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of the associates, after adjustments if any, to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

## 2. Significant accounting policies (continued)

### (a) Basis of consolidation (continued)

#### (iv) Associates (continued)

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. The difference between the fair value of any retained interest plus proceeds from the interest disposed of and the carrying amount of the investment at the date when equity method is discontinued is recognised in the profit or loss.

When the Group's interest in an associate decreases but does not result in a loss of significant influence, any retained interest is not remeasured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

#### (v) Joint arrangements

Joint arrangements are arrangements of which the Group has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements' returns.

Joint arrangements are classified and accounted for as follows:

- A joint arrangement is classified as "joint operation" when the Group or the Company has rights to the assets and obligations for the liabilities relating to an arrangement. The Group and the Company account for each of its share of the assets, liabilities and transactions, including its share of those held or incurred jointly with the other investors, in relation to the joint operation.
- A joint arrangement is classified as "joint venture" when the Group or the Company has rights only to the net assets of the arrangements. The Group accounts for its interest in the joint venture using equity method. Investments in joint venture are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

## **2. Significant accounting policies (continued)**

### **(a) Basis of consolidation (continued)**

#### **(vi) Non-controlling interests**

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

#### **(vii) Transactions eliminated on consolidation**

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity-accounted associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investees. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### **(b) Foreign currency**

#### **(i) Foreign currency transactions**

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date, except for those that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

## 2. Significant accounting policies (continued)

### (b) Foreign currency (continued)

#### (i) Foreign currency transactions (continued)

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments or a financial instrument designated as a hedge of currency risk, which are recognised in other comprehensive income.

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented in the foreign currency translation reserve ("FCTR") in equity.

#### (ii) Operations denominated in functional currencies other than Ringgit Malaysia

The assets and liabilities of operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at exchange rates at the end of the reporting period. The income and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to RM at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the FCTR in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FCTR related to that foreign operation is reclassified to profit or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

## 2. Significant accounting policies (continued)

### (c) Financial instruments

#### (i) Initial recognition and measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial instrument is recognised initially, at its fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract and the host contract is not categorised as fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with the policy applicable to the nature of the host contract.

#### (ii) Financial instrument categories and subsequent measurement

The Group and the Company categorise financial instruments as follows:

##### *Financial assets*

#### (a) Financial assets at fair value through profit or loss

Fair value through profit or loss category comprises financial assets that are held for trading, including derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument), contingent consideration in a business combination or financial assets that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Financial assets categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

## 2. Significant accounting policies (continued)

### (c) Financial instruments (continued)

#### (ii) Financial instrument categories and subsequent measurement (continued)

##### *Financial assets (continued)*

#### (b) Held-to-maturity investments

Held-to-maturity investments category comprises debt instruments that are quoted in an active market and the Group or the Company has the positive intention and ability to hold to maturity.

Financial assets categorised as held-to-maturity investments are subsequently measured at amortised cost using the effective interest method.

#### (c) Loans and receivables

Loans and receivables category comprises debt instruments that are not quoted in an active market.

Financial assets categorised as loans and receivables are subsequently measured at amortised cost using the effective interest method.

#### (d) Available-for-sale financial assets

Available-for-sale category comprises investment in equity and debt securities instruments that are not held for trading.

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost. Other financial assets categorised as available-for-sale are subsequently measured at their fair values with the gain or loss recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses arising from monetary items and gains and losses of hedged items attributable to hedge risks of fair value hedges which are recognised in profit or loss. On derecognition, the cumulative gain or loss recognised in other comprehensive income is reclassified from equity into profit or loss. Interest calculated for a debt instrument using the effective interest method is recognised in profit or loss.

All financial assets, except for those measured at fair value through profit or loss, are subject to review for impairment.

## 2. Significant accounting policies (continued)

### (c) Financial instruments (continued)

#### (ii) Financial instrument categories and subsequent measurement (continued)

##### *Financial liabilities*

All financial liabilities are subsequently measured at amortised cost other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial liabilities that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of equity instruments that do not have a quoted price in an active market for identical instruments whose fair values cannot be reliably measured are measured at cost.

Other financial liabilities categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

#### (iii) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Fair value arising from financial guarantee contracts are classified as deferred income and are amortised to profit or loss using a straight-line method over the contractual period or, when there is no specified contractual period, recognised in profit or loss upon discharge of the guarantee. When settlement of a financial guarantee contract becomes probable, an estimate of the obligation is made. If the carrying value of the financial guarantee contract is lower than the obligation, the carrying value is adjusted to the obligation amount and accounted for as a provision.