

Attachment to the Extraordinary General Meeting of Shareholders No. 1/2020 invitation

Sky ICT Public Company Limited (the “Company”) please to inform the amendment of information in the Extraordinary General Meeting of Shareholders No. 1/2020 invitation which will be held on September 22, 2020 in order to provide the accurate information to the shareholders. The amended information is underlined.

1. **Changes to the invitation letter as follows:**

- 1.1. Change to page 6 paragraph 4 of Agenda 5.2 To consider approving the allocation of 40,000,000 newly issued ordinary shares of the Company by way of private placement to the connected person of the Company as follows:

Change to be

“After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,941 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

- 1.2. Change to page 9-10 paragraph 6 of Agenda 6 to consider approving the execution of connected transaction as follows:

Change to be

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	<u>34,100,000</u>
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	Total	<u>125,176,951</u>

- 1.3. Change to page 10 paragraph 1 and paragraph 8 of Agenda 7 to consider approving the application for a waiver from the requirement to make a tender offer for all securities of the business by virtue of resolution of the Shareholders’ Meeting (Whitewash) as follows:

Change to be

“As a result of the Company’s registered capital increase as mentioned above, the Investor’s total shareholding in the Company shall be equal to 165,176,951 shares (exclude the stock divided that the

Investor has received as being an existing shareholder) or representing 26.80 percent of all issued shares after the Company's paid-up capital increase after this issuance and offering of newly issued shares..."

Change to page 11 paragraph 2 of resolution as follows:

Change to be

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	<u>34,100,000</u>
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	Total	<u>125,176,951</u>

2. Changes to Enclosure 2 the Information Memorandum on Offering and Allocation of Newly Issued Shares of Sky ICT Public Company Limited by way of Private Placement as follows:

2.1 Change page 1 paragraph 1 of Clause 1.1 Offering and Allocation Method as follows:

Change to be

Person Allocated	Number of shares (share)	Offering price per share / Total value (Baht)	Proportion of shares compared to The number of issued and paid-up shares of the Company	
			Existing	After the allocation
Mr. Vorapote Amnueypol	40,000,000	13.194 / 527,760,000	<u>22.45</u> percent	<u>26.80</u> percent

2.2 Change to page 2 paragraph 3 as follows:

Change to be

"After the issuance and allocation of the Company's newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company's paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)..."

- 2.3 Change to page 4 paragraph 2 Name and Information of Specific Investor for Offering and Allocation of Newly Issued Ordinary Shares as follows:

Change to be

2018 – present

Position: Advisor to the Chief Executive Officer

Company: Sky ICT Public Company Limited

Company Registration Date: May 26, 1997

Company Conversion Date: December 9, 2020

Number of shares held in the Company: 125,176,951 shares, representing 22.45 percent

Nature of Business:

Distribution and installation of information technology and communication systems, including services of system consultation, design, installation, maintenance, supply and distribution of products and devices relating to information technology and communications systems of all kinds.

3. Change to Enclosure 3 Capital Increase Report Form SKY ICT Public Company Limited

Change to page 3 paragraph 2 as follows:

Change to be

“After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion...”

4. Change to Enclosure 4 Information Memorandum on Connected Transaction on Private Placement of the Company’s Newly Issued Ordinary Shares of Sky ICT Public Company Limited

Change to page 1-2 the list of the top 10 major shareholders of the Company on August 19, 2020 as follows:

Change to be

Shareholders Name	Number of shares	Shareholding Ratio (Percent)
1. Mr. Pimam Tiewtranon	50,355,700	9.029
2. Mr. Vorapote Amnueypol	46,929,251	8.415
3. LGT BANK (SINGAPORE) LTD	<u>34,100,000</u>	<u>6.115</u>
4. CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG*	19,250,000	3.452
5. Mrs. Benjawan Kampanartsanyakorn	18,927,045	3.394

Shareholders Name	Number of shares	Shareholding Ratio (Percent)
6. Mr. Rewin Petaibunlue	16,200,000	2.905
7. Mr. Marachai Kongboonma	16,154,700	2.897
8. Mr. Thanapon Kongboonma	15,371,900	2.756
9. Ms. Ketnapat Chokapisang	13,954,600	2.502
10. Mr. Naiyapong Kongboonma	13,705,860	2.458

*The juristic entities are hold the shares on behalf of Mr. Vorapote Amnueypol.

5. **Change to Enclosure 5 Details of the Application for Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by virtue of Resolution of the Shareholders' Meeting (Whitewash)**

5.1 Change to page 1 paragraph 2 Clause 2 total Votes of the Shareholders Ineligible to Vote on Agenda Item 6 as follows:

Change to be

“In this case, prior to this offering of the Company’s newly issued ordinary shares to the private placement investor, the Applicant and the person that the Applicant hold shares directly or indirectly are the shareholders of the Company holding 125,176,951 shares Therefore, the persons who are ineligible to vote on this agenda is Mr. Vorapote Amnueypol as the Applicant and the juristic persons that hold the shares on behalf of the Applicant as follows:

	Name	Numbers of Shares	Shareholding Ratio (Percent)
1.	Mr. Vorapote Amnueypol	46,929,251	8.415
2.	LGT BANK (SINGAPORE) LTD*	<u>34,100,000</u>	<u>6.115</u>
3.	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG*	19,250,000	3.452
4.	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K. *	12,715,900	2.280
5.	UBS AG SINGAPORE BRANCH*	12,181,800	2.184
	Total	125,176,951	22.45

*Remark: Persons under 2-5 is a juristic person who holds the shares of the Business on behalf of the Applicant.

5.2 Change to page 4 paragraph 1 of Clause 4.3 Relationship between the Applicant and the Company, its Executives, Controllers or Major Shareholders, and Material Contracts as follows:

Change to be

“Prior to this capital increase, the Investor is the Company’s major shareholder and after the acquisition of the Company’s newly issued ordinary shares, the Investor shall additionally hold a total of 165,176,951 shares in the Company or representing approximately 26.80 percent of all issued shares (after the Company’s paid-up capital increase after this issuance and offering of newly issued shares) ...”

6. Change to Enclosure 6 Request Form for Shareholders' Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business

6.1 Change to page 1 Clause 1 the number of securities for which the resolution of the shareholders' meeting is requested as follows:

Change to be

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested
			Total number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Ordinary shares	-	Not exceeding 40,000,000	Not exceeding 6.69%	Not exceeding 6.69%	13.194 Baht	Not exceeding 527,760,000 Baht
Preferred shares		-	-	-	-	-
Warrants	Exercise ratio: Exercise period: Exercise price:	-	-	-	-	-
Convertible debentures	Conversion ratio: Conversion period: Conversion price:	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
		Total 125,176,951	Not exceeding 6.69%	Not exceeding 6.69%		Not exceeding 527,760,000 Baht

**Remark: Such percentage is excluded the stock divided that the Investor has received as being an existing shareholder.*

¹ The number of underlying shares = the number of units multiplied by the number of shares to be acquired from the exercise of purchase or conversion right per unit of securities of such issue.

² The total number of outstanding shares of the Business = the total number of outstanding shares of the Business after the issuance of shares for capital increase on this occasion + the underlying shares for convertible securities for which the resolution is requested by the Applicant on this occasion

³ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase on this occasion + the total voting rights of the underlying shares for convertible securities for which the resolution is requested by the Applicant on this occasion.

6.2 Change to change page 2 Clause 2 Shares currently held as follows:

Change to be

Name	Class of shares	Number of Shares	Percentage in comparison with the total number of outstanding shares of the Business ⁴	Percentage in comparison with the total voting rights of the Business ⁵
The Applicant	Ordinary shares		-	-
Mr. Vorapote Amnueypol		46,929,251	8.415	8.415
LGT BANK (SINGAPORE) LTD*		<u>34,100,000</u>	<u>6.115</u>	<u>6.115</u>
CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG*		19,250,000	3.452	3.452
CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.*		12,715,900	2.280	2.280
UBS AG SINGAPORE BRANCH*		12,181,800	2.184	2.184
Persons acting in concert with the Applicant	-	-	-	-
Related persons under Section 258 of the Persons under I	-	-	-	-
Related persons under Section 258 of the Persons under II	-	-	-	-
Total		<u>125,176,951</u>	<u>22.446</u>	<u>22.446</u>

⁴ The total number of outstanding shares of the Business = ordinary shares + preferred shares.

⁵ The total voting rights of the Business = the total voting rights of the outstanding shares of the Business.

6.3 Change to page 3 Clause 3 The number of securities and maximum voting rights after the acquisition of securities under 1 as follows:

Change to be

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the resolution ⁶	Number of shares/ underlying shares for which the resolution is requested ⁷	Securities to be held after the acquisition of securities under 1	
				Number of shares/ underlying shares ⁸	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁹
The Applicant	Ordinary shares	<u>125,176,951</u>	Not exceeding to 40,000,000	Not exceeding to 40,000,000	Not exceeding <u>26.80%</u>
	Preferred shares	-	-	-	-
	Warrants	-	-	-	-
	Convertible debentures	-	-	-	-
	Other securities (if any)	-	-	-	-
II. Persons acting in concert with the Applicant	-	-	-	-	-
III. Related persons* under Section 258 of the Persons under I	-	-	-	-	-

⁶ As for the number of underlying shares for convertible securities held prior to the request for the resolution, specify only the number of shares to be acquired from exercise of purchase or conversion right under convertible securities acquired from the previous grant of waiver from the requirement to make a tender offer for all securities of the Business prior to the request for the resolution at this time (if any).

⁷ Please refer to Footnote 1

⁸ Please refer to Footnote 1

⁹ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase at this time + the total voting rights of the underlying shares for convertible securities held after the acquisition as specified in I to IV.

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the resolution ⁶	Number of shares/ underlying shares for which the resolution is requested ⁷	Securities to be held after the acquisition of securities under 1	
				Number of shares/ underlying shares ⁸	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁹
IV. Related persons* under Section 258 of the Persons under II	-	-	-	-	-
			Total	not exceeding 40,000,000	not exceeding <u>26.80%</u>

6.4 Change to page 4 Clause 5 Information relating to the Applicant (In case the Applicant is a juristic person, information under (2) to (4) shall be specified) as follows:

Change to be

2018 – present

Position: Advisor to the Chief Executive Officer

Company: Sky ICT Public Company Limited

Company Registration Date: 26 May 1997

Company Conversion Date: 9 December 2020

Number of shares held in the Company: 125,176,951 shares, representing 22.45 percent

Nature of Business:

Distribution and installation of information technology and communication systems, including services of system consultation, design, installation, maintenance, supply and distribution of products and devices relating to information technology and communications systems of all kinds.

6.5 Change to page 11 Clause 6.2 as follows:

Change to be

“Before this capital increase the applicant is a major shareholder of the Business and after the acquisition of the Company’s newly issued ordinary shares the applicant shall hold shares in the Company in the total amount of 165,176,951 shares excluding the stock dividends that the applicant will be entitled to as the existing shareholders which representing approximately 26.80 percent of the total issued shares (after increasing the paid-up registered capital of the Business after this issuance and offering of newly issued ordinary shares)...”

6.6 Change to page 12 Clause 9.1 as follows:

Change to be

“After the acquisition of securities under Clause 1, the Applicant will become shareholders of the Business by holding no more than 165,176,951 shares, representing approximately 26.80 percent of the total issued and sold shares of the Business (after the registration of paid-up capital of the business)...”

7. **Change to Enclosure 7 Independent Financial Advisor's opinion report regarding the connected transaction and the relaxation of the securities offering by using the resolution of the shareholders' meeting (Whitewash)**

7.1 Change to the letter to shareholders page 1 paragraph 3 as follows:

Change to be

“After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

7.2 Change to the letter to shareholders page 2 paragraph 2 as follows:

Change to be

“**Connected Transaction** as defined by the Notifications on Connected Transactions since the Investor is the Company’s major shareholder. After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

7.3 Change to the part 1 page 1 paragraph 3 as follows:

Change to be

“After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately

26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

7.4 Change to the part 1 page 2 paragraph 1 as follows:

Change to be

“**Connected Transaction** as defined by the Notifications on Connected Transactions since the Investor is the Company’s major shareholder. After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock dividend that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

7.5 Change to the part 1 page 3 Clause 1 Control Dilution as follows:

Change to be

“Based on the calculation, this transaction affects Control Dilution to the existing shareholders of 6.69 percent. In this regard, after this transaction, the Investor will have additional stakes in the Company. Presently, the Investor has 125,176,951 shares in the Company, equivalent to 22.45 percent of the Company’s total paid-up shares. The owned shares will be increased to 165,176,951 shares after the transaction (excluding the shares that the Investor will receive from stock dividend payment scheme as an existing shareholder), or equivalent to 26.80 percent of the Company’s total paid-up shares”

7.6 Change to the part 3 page 1 paragraph 3 as follows:

Change to be

“After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock dividend that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

7.7 Change to the part 3 page 2 paragraph 2 as follows:

Change to be

“**Connected Transaction** as defined by the Notifications on Connected Transactions since the Investor is the Company’s major shareholder. After the issuance and allocation of the Company’s newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,951 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80 percent of all issued shares of the Company (after registration of the Company’s paid-up capital increase following the issuance and offering of the newly issued shares on this occasion)...”

7.8 Change to the part 3 page 3 Clause 3.3 as follows:

Change to be

“**Relationship with the Company** : Prior to this capital increase, Mr. Vorapote Amnueypol is the Company’s major shareholder and working as the advisor of the CEO. As of 19 August 2020, Mr. Vorapote Amnueypol holds 125,176,951 shares in the Company.”

7.9 Change to the part 3 page 3 Information of Mr. Vorapote Amnueypolas follows:

Change to be

Work Experience	2018 – present Position: Advisor to the Chief Executive Officer Company: Sky ICT Public Company Limited Company Registration Date: 26 May 1997 Company Conversion Date: 9 December 2020 Number of shares held in the Company: <u>125,176,951</u> shares, representing <u>22.45</u> percent Nature of Business: Distribution and installation of information technology and communication systems, including services of system consultation, design, installation, maintenance, supply and distribution of products and devices relating to information technology and communications systems of all kinds.
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7.10 Change to the part 4 page 2 Clause 1 Control Dilution as follows:

Change to be

“Based on the calculation, this transaction affects Control Dilution to the existing shareholders of 6.69 percent. In this regard, after this transaction, the Investor will have additional stakes in the Company.

Presently, the Investor has 125,176,951 shares in the Company, equivalent to 22.45 percent of the Company's total paid-up shares. The owned shares will be increased to 165,176,951 shares after the transaction (excluding the shares that the Investor will receive from stock dividend payment scheme as an existing shareholder), or equivalent to 22.45 percent of the Company's total paid-up shares"

7.11 Change to the part 5 page 2 paragraph 2 as follows:

Change to be

"After offering newly issued ordinary shares to the Applicant, the Applicant will hold shares in the Company of 165,176,951 shares (excluding dividend shares in which the Applicant will receive as the existing shareholder), or equivalent to 26.80 percent of the Company's total issued and paid-up shares after offering of newly issued ordinary shares..."

7.12 Change to the part 5 page 6 Clause 5.2 Total voting rights of the Applicant as follows:

Change to be

	Name	Numbers of Shares	Shareholding Ratio (Percent)
1.	Mr. Vorapote Amnueypol	46,929,251	8.415
2.	LGT BANK (SINGAPORE) LTD	<u>34,100,000</u>	<u>6.115</u>
3.	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000	3.452
4.	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900	2.280
5.	UBS AG SINGAPORE BRANCH	12,181,800	2.184
	Total	<u>125,176,951</u>	<u>22.45</u>

"After the Connected Transaction, the Applicant will hold share in the Company of 165,176,951 shares (excluding dividend shares in which the Applicant shall receive as existing shareholder) or equivalent to approximately 26.80 percent of the Company's total voting rights. Those shareholding is considered as significant shareholding as the Applicant may object agenda require voting rights not less than three-fourth of total voting rights of shareholders attending meeting and has rights to vote, e.g. change of authorized capital, amend article of association, entering to connected transaction pursuant to the Notification of Connected Transaction, and entering to acquisition or disposal transaction pursuant to the Notification of Assets Acquisition or Disposal etc., as well as able to veto agenda in which veto must not exceed 10 percent of total voting rights of shareholders attending meeting and has rights to vote, e.g. offering of newly issued ordinary shares to private placement at low price etc. In addition, after the Company' shareholders' meeting approve the Whitewash Transaction, the Applicant may acquire additional shares less than 23.20 percent of the Company's total voting rights in order to not holding shares less than 50

percent of the Company's total voting rights in which the Applicant is not obliged to make tender offer pursuant to the Notification of Tender Offer.”

7.13 Change to the Attachment 2 page 1 Profile of Mr. Vorapote Amnueypol as follows:

Change to be

Work Experience

2018 – present

Position: Advisor to the Chief Executive Officer

Company: Sky ICT Public Company Limited

Company Registration Date: 26 May 1997

Company Conversion Date: 9 December 2020

Number of shares held in the Company: 125,176,951 shares, representing 22.45 percent

Nature of Business:

Distribution and installation of information technology and communication systems, including services of system consultation, design, installation, maintenance, supply and distribution of products and devices relating to information technology and communications systems of all kinds.

7.14 Change to the attachment 2 page 3 as follows:

Change to be

“Relationship with the Company : Prior to this capital increase, Mr. Vorapote Amnueypol is the Company's major shareholder and working as the advisor of the CEO. As of 19 August 2020, Mr. Vorapote Amnueypol holds 125,176,951 shares in the Company.”