

# **Investor update meetings**

March 2018



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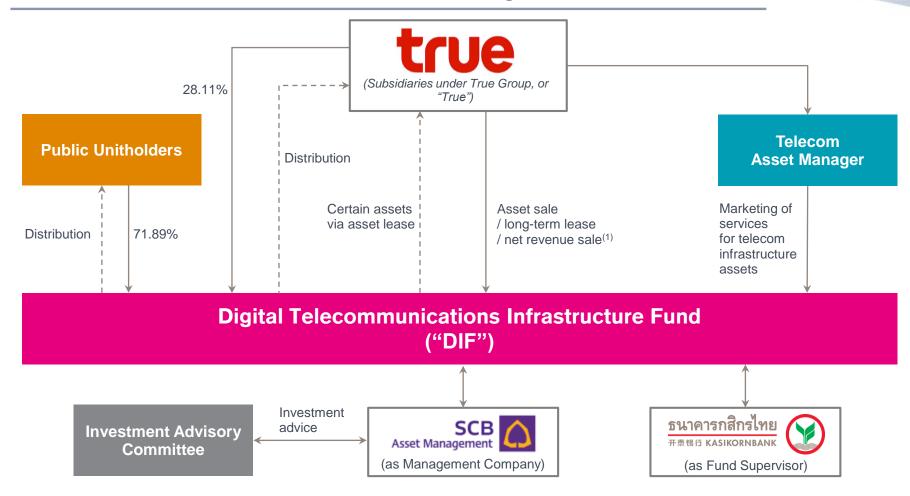
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### **Current DIF's Structure Summary**



- (1) Under the Asset and Revenue Sale and Transfer Agreements:
  - (i) True will grant DIF a right to receive a first offer to purchase any additional telecommunications assets, including towers, if it determines to sell such assets to third parties:
  - (ii) BFKT (Thailand) Limited ("BFKT", a 99.98% effectively-owned subsidiary of True) will grant DIF a call option to purchase certain BFKT Telecom Assets for THB 10 million, exercisable upon the expiration of the HSPA ("High Speed Packet Access") Leasing Agreement to lease certain assets to CAT Telecom (herein defined as "HSPA Leasing Agreement"), currently scheduled to expire on 3 August 2025 (unless otherwise extended);
  - (iii) Asia Wireless Communication Company Limited ("AWC", a 99.98% effectively-owned subsidiary of True) will be obligated to transfer ownership of certain AWC Towers to DIF, upon the expiration of the HSPA Leasing Agreement.



# **Section II:**

**Transaction Overview** 



### **Transaction Structure Overview**

DIF has the opportunity to invest in additional passive telecommunications assets including telecom towers and fiber optic cable ("FOC") through a 2-phase acquisition (Currently on Phase II acquisition; Phase I was completed in Nov 2017)

Asset Sale / Long-Term Lease (with call option at DIF)

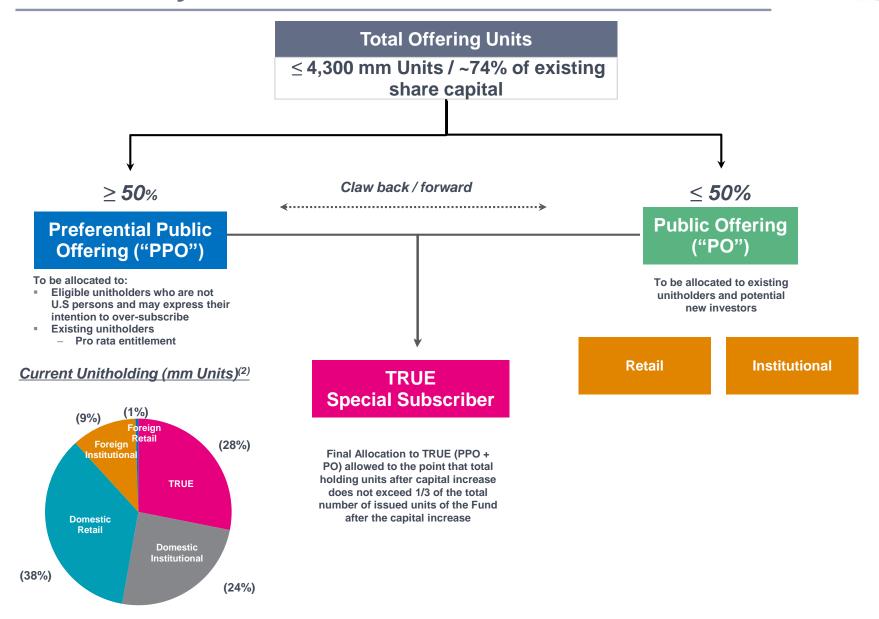
/ Net Revenue Sale (with subsequent asset transfer)



Source: FY2017 audited financials, PWC report dated 3 November 2017, Unitholder Meeting Circular dated 8 November 2017.

- Adjusted for phase I acquisition.
- Includes 1,366,582 core-km of FOC and 198,085 core-km of upcountry broadband system.
- Formula for calculation is Investment income asset-related expenses.
- Information as of 31 December 2017.
  - Asset value = total fund raised after relevant expense for acquiring the assets.
  - At least 50% of the equity raise to be a pro-rata offering to existing unitholders and the balance as public offering and private placement.
- Assumes cumulative additions to assets, debt, and equity at maximum price.
  - Based on projected cash DPU with projection period from 1 July 2018 to 30 June 2019 (as per PWC report dated 3 November 2017).

## **Preliminary Placement Structure**(1)



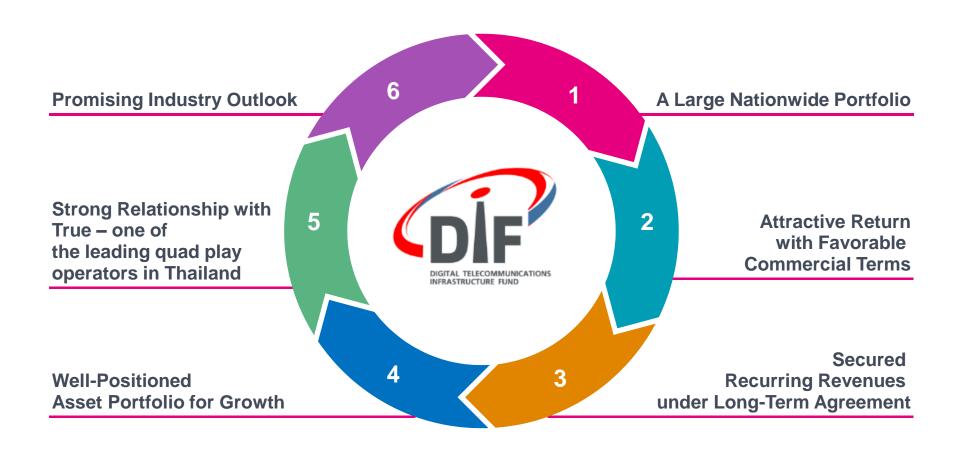
Assuming 50/50 offered to existing unitholders (PPO), and new investors (PO) and sponsor (PP). (2)

Based on book closing as of 15 February 2018.



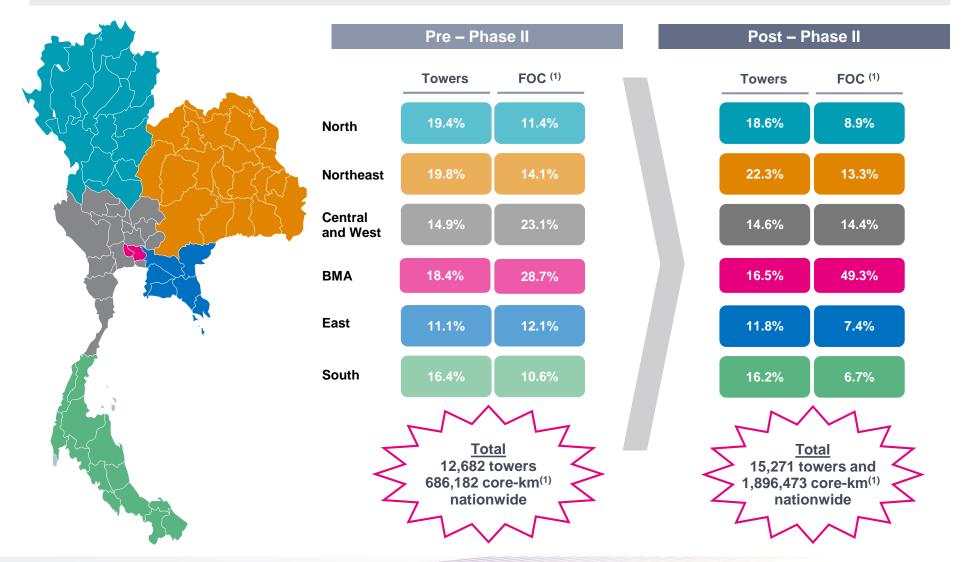
# Section III: Investment Highlights

## **Investment Highlights**



### **1** A Large Nationwide Portfolio

More comprehensive coverage primarily in densely-populated BMA, with addition of ~ 737,857 FOC core-km in the region, resulting in an increase in proportion of BMA FOC (to total FOC) from 29% to 49%

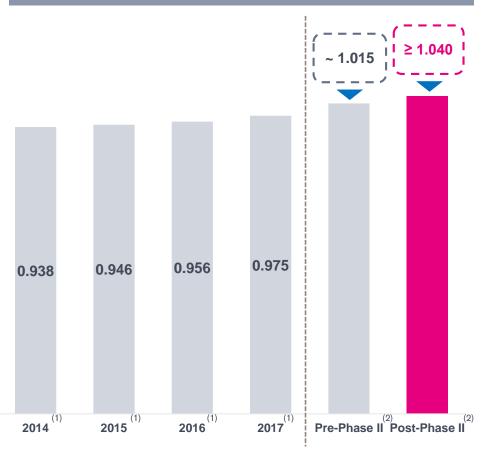


### 2

### **Attractive Return with Favorable Commercial Terms**

Following Phase II acquisition, unitholders will enjoy higher distribution per unit (DPU) of ~ THB 1.040<sup>(2)</sup> with longer term of lease agreement and various favorable commercial terms

#### DIF's Distribution per unit ("DPU") in THB per unit



- ✓ Immediate DPU accretion<sup>(3)</sup> of ~ THB 0.025 with projected DPU of ~ THB 1.040<sup>(2)</sup> following Phase II acquisition
- ✓ Upon completion of Phase II acquisition, lease agreement extension of certain existing assets to 15 September 2033 (6 to 8 years extension)
- ✓ Favorable commercial terms in various aspects, as a result of amendment to provisions of the existing contractual agreement, following Phase I acquisition including:
  - Agreed expenses for relocation of a telecommunications tower (in case where a site agreement relating to a relevant tower cannot be renewed or extended)
  - Limited costs and expenses in connection with FOC undergrounding and for increased fee relating to right of way necessary for underground FOC, of which anchor tenant agreed to be responsible for such costs and expenses
  - Extension of right of first offer period

<sup>(1)</sup> Sourced from Company website and annual reports.

Based on projected cash DPU with projection period from 1 July 2018 to 30 June 2019 (as per PWC report as of 3 November 2017).

<sup>3)</sup> DPU accretion from the difference between projected cash DPU to be received by the unitholders in case DIF does and does not invest in the additional assets.

### 3

### Secured Recurring Revenues under Long-Term Agreement

The opportunity to further expand its network portfolio with secured revenue streams under long-term tenancy contract along with lease tenor of up to 26 years<sup>(1)</sup>



<sup>(1)</sup> Under assumption that the lease terms of 303,453 core-km of FOC (under AWC) and 1,470,045 core-km of FOC (new assets from Phase I and II) are extended upon fulfilment of prescribed conditions.

Based on weighted average of 2018E contracted net rental revenue generated by each asset.

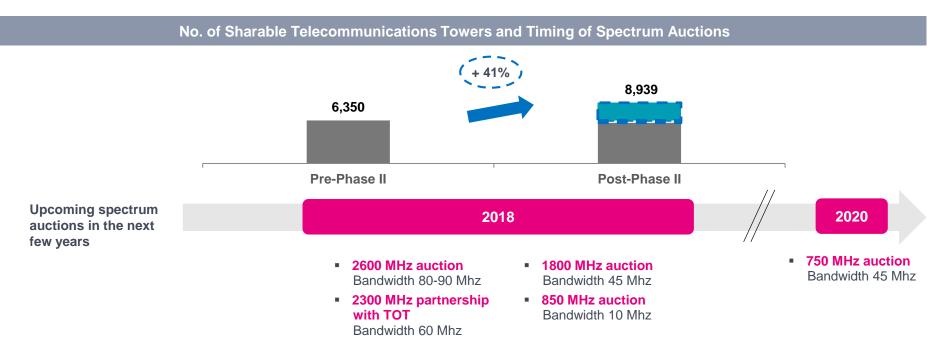


### **Well-Positioned Asset Portfolio for Growth**

#### Phase II acquisition will enlarge sharable telecommunications towers with substantial demand growth potential

The sharable telecommunications assets will increase substantially by ~ 41.0% from post-Phase II, to capture growth in lease demand from other tenants;

- ✓ Upon completion of Phase II acquisition, new towers will immediately be available for leasing to additional colocation tenants just in time for upcoming spectrum partnership agreement and auction 850 MHz, 1800 MHz, 2300 MHz and 2600 MHz spectrums
- Opportunity for mobile operators to lease placements from DIF instead of building their own towers to accommodate the network rollouts with the winning spectrum. One of the major telecommunications operators in Thailand currently leases idle slots on c.1,300 towers
- ✓ As the only telecommunications infrastructure fund in Thailand that has opened some of its towers for 3rd party colocation, DIF is well-positioned to capture this growth opportunity



# Strong Relationship with True – one of the leading quad play operators in Thailand

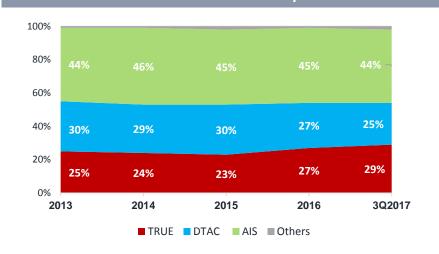
#### True is one of the leading telecommunications companies both in mobile and broadband industries

 Coverage: True currently hold the most spectrum range and bandwidth coverage among leading mobile operators

Bandwidth coverage among mobile operators								
	Bandwidth (MHz) and Expiry Year							
Spectrums (MHz)	true	dtac	AIS					
850 MHz	15 MHz 2025	10 MHz 2018	-					
900 MHz	10 MHz 2031	-	10 MHz 2031					
1800 MHz	15 MHz 2033	25 MHz 2018	15 MHz 2033					
2100 MHz	15 MHz 2027	15 MHz 2027	30 MHz 2027					
Total	55	50	55					

Market share: True became the #2 mobile operator in 2017 and remains #1 in fixed broadband business despite fierce competition due to new entrant

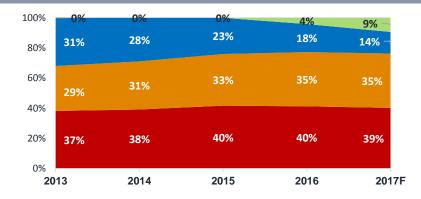
#### True's mobile market share(1) development since 2013



#### True's Historical EBITDA<sup>(2)</sup> since 2013 (THB bn)



#### True's broadband market share<sup>(1)</sup> development since 2013



■TRUE ■3BB ■TOT ■AIS

Source: Analysys Mason; SCBEIC; Company information.

- Based on subscriber market share.
- (2) EBITDA excludes gain from transferring assets to the DIF

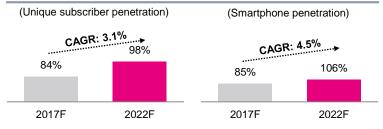
### 6

### **Promising Industry Outlook**

Along with rapidly growing demand, regulatory support for digital economy opens up opportunity for DIF to serve as an independent platform

Consumer's demand for more and faster data usage from mobile and fixed broadband

Mobile segment



Fixed broadband segment

(Fixed broadband penetration)



(Broadband market revenue)

Government's support to create platform for Digital Economy

- Government ready to support and facilitate the transition towards a digital economy. Thailand 4.0 Hard Infrastructure (including telecoms infrastructure and networks) was one of the five key pillars of the digital economy
- Ministry of Digital Economy and Society ("MDES") has approved a national broadband rollout plan of providing connections to 70,000 villages in the nation
- MDES plans to develop the broadband network to provide access to at least 95% of population by 2020F, up from 27% in 2014

DIF, as an independent telecommunications infrastructure platform, will be able to serve the industry's rapidly increasing demand of data usages with its available capacity, providing telecom operators with:

- ✓ Cost effective option for long-term usage
- Shorter time to market
- Higher flexibility from DIF's extensive coverage

Source: Analysys Mason; SCBEIC.

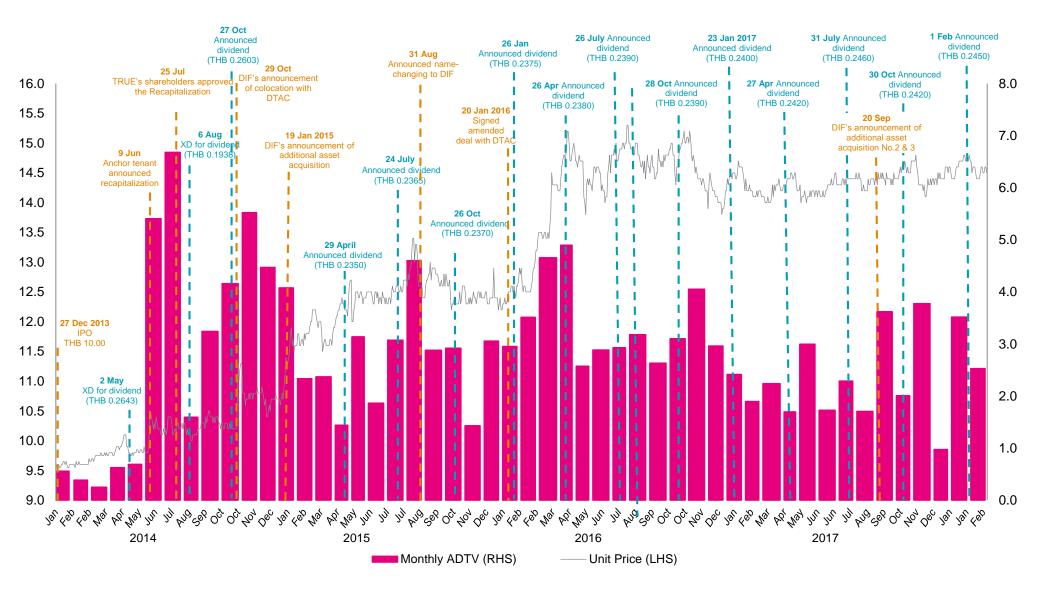


## **Section IV:**

Appendix – Additional details on DIF and the transaction



### **Key Developments Since Fund Inception**



## DIF's Asset Summary - Pre Phase II

Structure	Rever	ght to Net nues + Option		Owne	Ownership			Long Term Lease + Call Option		
Assets / Entity	AWC	ВГКТ	TRUE	TICC	TUC	TMV	AWC	TICC	All	
Towers	4,847 towers	1,485 towers	6,000 towers		350 towers				12,682 towers	
Fiber optic cables (FOC) and transmission system equipment		9,169 links and 47,250 km FOC (680,400 core km)		5,112 km FOC (122,974 core km)	1,113 km FOC (62,594 core km)	542 km FOC (117,147 core km)	7,981 km FOC (303,453 core km)	670 km FOC (80,014 core km)	9,169 links and 62,668 km FOC (1,366,582 core km)	
Upcountry broadband system				1.2 million ports encompassing 6,114 km FOC (198,085 core km)					1.2 million ports encompassing 6,114 km FOC (198,085 core km)	
Call option year	20	25					2035	2047		
Lease-back contract term	2025		2027 2026 (Passive) 2033		2033 (Tower) 2033 +10 Yrs <sup>(1)</sup> (FOC)	2033 + 10 <sup>(1)</sup> Yrs	2026 + 10 Yrs	2033 + 10 <sup>(1)</sup> Yrs		



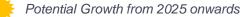


Potential growth from 2025 onwards

## DIF's Asset Summary – Post Phase II

Structure	Sale of Rig Reven Call O			Owne	Ownership			Long Term Lease + Call Option		
Assets / Entity	AWC	BFKT	TRUE	TICC	TUC	TMV	AWC	TICC	All	
Towers	4,847 towers	1,485 towers	6,000 towers		350 + 2,589 towers	se II =			15,271 towers	
Fiber optic cables (FOC) and transmission system equipment		9,169 links and 47,250 km FOC (680,400 core km)		5,112 km FOC (122,974 core km)	1,113 km (62,594 core km) + 8,017 km FOC (252,006 core km)	542 km (117,147 core km) + 6,479 km FOC (338,299 core km)	7,981 km FOC (303,453 core km)	670 km (80,014 core km) + 12,872 km FOC (619,986 core km)	9,169 links and 90,036 km FOC (2,576,873 core km)	
Upcountry broadband system				1.2 million ports encompassing 6,114 km FOC (198,085 core km)	Phas	se II - Pha	se II	Phas	1.2 million ports encompassing 6,114 km FOC (198,085 core km)	
Call option year	202	25					2035	2047		
Lease-back contract term	203	33	2033	2021 (Active) 2033 (Passive)	2033 (Tower) 2033 +10 Yrs <sup>(1)</sup> (FOC)	2033 + 10 Yrs <sup>(1)</sup>	2033 + 10 Yrs <sup>(1)</sup>	2033 + 10 Yrs <sup>(1)</sup>		

Immediate potential for growth





### **Investment Structure Summary**

#### **Phase II Assets**



Total Phase II: 2,589 Towers and 1,210,291 core-km (27,368 km)

# **Appraised Value by Independent Valuers**

	Appraised Value <sup>(1)</sup>								
(Unit: THB mm)	Discover M Company	anagement / Limited	Silom Advisory Company Limited						
Appraised Value for Additional Investment No.3	Minimum	Maximum	Minimum	Maximum					
(Phase II Acquisition)	54,141.65	58,906.93	54,369.99	59,014.79					
Valuation Date	16 Jun	e 2018	1 July 2018						
Valuation Methodology		Income Approach – D	Discounted Cash Flow						
Actual Price Paid by the Fund	Not exceeding 58,000								
Discount from Maximum Appraised Value	1.54%								

<sup>(1)</sup> Based on appraisal reports as of 19 September 2017.

## **Asset Capacity – Telecommunications Towers**(1)

	Pre-Phase II			Phase II				Post-Phase II				
	No. of Towers	No. of Placements <sup>(2)</sup>	Leased Slots <sup>(3)</sup>	Ratio of Leased Slots / Placements (Slots per Tower)	No. of Towers	No. of Placements <sup>(2)</sup>	Leased Slots <sup>(3)</sup>	Ratio of Leased Slots / Placements (Slots per Tower)	No. of Towers	No. of Placements <sup>(2)</sup>	Leased Slots <sup>(3)</sup>	Ratio of Leased Slots / Placements (Slots per Tower)
Sharable Telecommu	nications To	owers										
Total	6,350	26,030	15,949	2.51 / 4.10	2,589	9,086	5,178	2.00 / 3.51	8,939	35,116	21,127	2.36 / 3.93
- Ground-Based Towers	4,647	21,074	11,224	2.42 / 4.54	2,341	8,403	4,682	2.00 / 3.59	6,988	29,477	15,906	2.28 / 4.22
- Rooftop-Based Towers	1,703	4,956	4,725	2.77 / 2.91	248	683	496	2.00 / 2.75	1,951	5,639	5,221	2.68 / 2.89
Non-Sharable Telecor	mmunicatio	ns Towers und	er HSPA Ex	clusivity								
Total	6,332	21,369	6,332	1.00 / 3.37	-	-	-	-	6,332	21,369	6,332	1.00 / 3.37
- Ground-Based Towers	5,205	16,690	5,205	1.00 / 3.21	-	-	-	-	5,205	16,690	5,205	1.00 / 3.21
- Rooftop-Based Towers	595	1,389	595	1.00 / 2.33	-	-	-	-	595	1,389	595	1.00 / 2.33
- DAS	532	3,290	532	1.00 / 6.19	-	-	-	-	532	3,290	532	1.00 / 6.19
Grand Total	12,682	47,399	22,281	1.76 / 3.74	2,589	9,086	5,178	2.00 / 3.51	15,271	56,485	27,459	1.80 / 3.70

<sup>(1)</sup> The information on new asset acquisitions is based on information of the latest draft prospectus submitted to the SEC on 20 February 2018, which is subject to changes within the scope as agreed between the Fund and Transferring Entities.

<sup>(2)</sup> Placements mean total number slots on each telecommunication towers multiplied with the number of telecommunications towers that the Fund have ownership or right to net revenues (as the case may be).

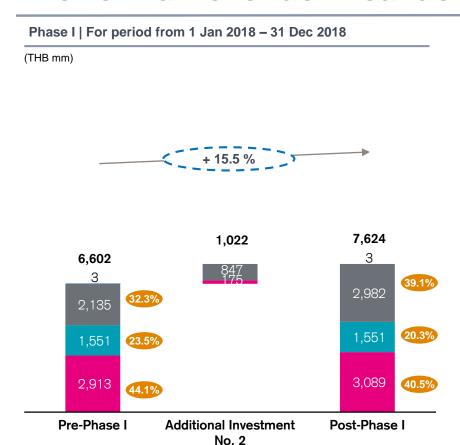
Leased slots mean total number of slots on each telecommunications that are leased by True Group, not including total number of slots on the telecommunications towers that are leased by 3<sup>rd</sup> parties of approximately 1,300 towers.

## **Asset Capacity – Fiber Optic Cables**(1)

	Pre-Phase II			Phase II				Post-Phase II				
	Total Length (Kilometers)	Total Core Kilometers	Leased Core Kilometers per Contract	Ratio of Leased Core Kilometers / Total Length (%)	Total Length (Kilometers)	Total Core Kilometers	Leased Core Kilometers per Contract	Ratio of Leased Core Kilometers / Total Length (%)	Total Length (Kilometers)	Total Core Kilometers	Leased Core Kilometers per Contract	Ratio of Leased Core Kilometers / Total Length (%)
Sharable FOC												
	15,418	686,182	489,085	71.3 %	27,368	1,210,291	968,233	80.0 %	42,786	1,896,473	1,457,318	76.8 %
Non-Sharable	FOC under H	SPA Exclusivi	ty and Upcou	ntry Broadbar	d System							
	53,364	878,485	878,485	100.0 (%)	-	-	-	-	53,364	878,485	878,485	100.0
Grand Total	68,782	1,564,667	1,367,570	87.4 %	27,368	1,210,291	968,233	80.0 %	96,150	2,774,958	2,335,803	84.2 %
	Pre-Phase II					Phase II			Post-Phase II			
	Total Capad Available for Pa	Lease to 3 <sup>rd</sup>		able Sharable tal FOC (%)	Available for	Total Capacity of FOC Available for Lease to 3 <sup>rd</sup> Party		Ratio of Available Sharable FOC to Total FOC (%)		ity of FOC Lease to 3 <sup>rd</sup> ty	Ratio of Available Sharable FOC to Total FOC (%)	
Total	197,	097	12.	6 %	242,	058	20.	0 %	439,	155	15.8	B %

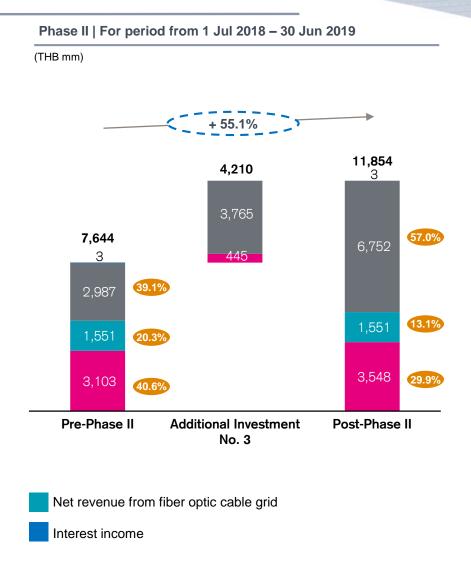
<sup>(1)</sup> The information on new asset acquisitions is based on information of the latest draft prospectus submitted to the SEC on 20 February 2018, which is subject to changes within the scope as agreed between the Fund and Transferring Entities

### **Pro-forma Revenue Breakdown**



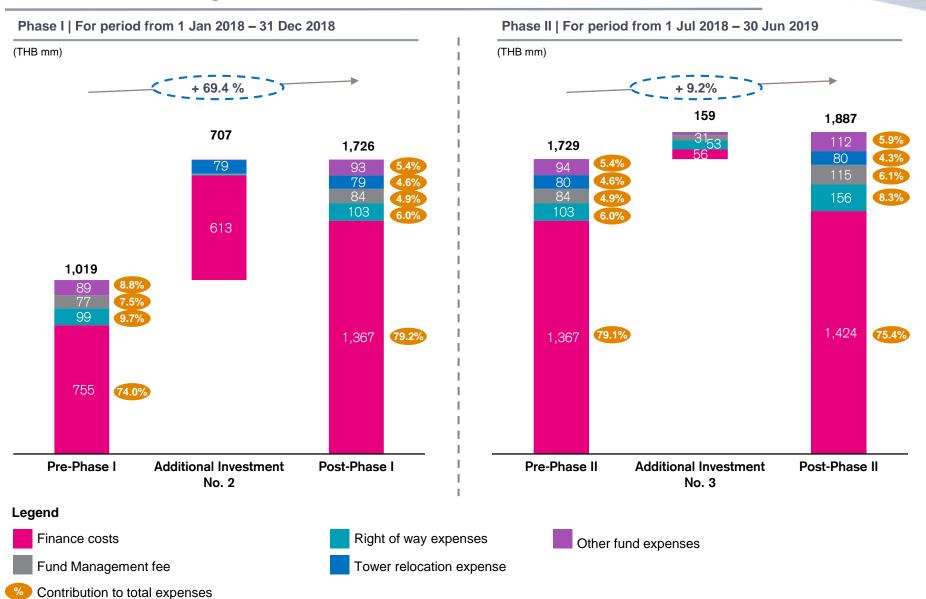
### Legend

- Net revenue from telecommunications towers
- Net rental revenue from fiber optic cable and transmission and broadband system
- Contribution to revenue



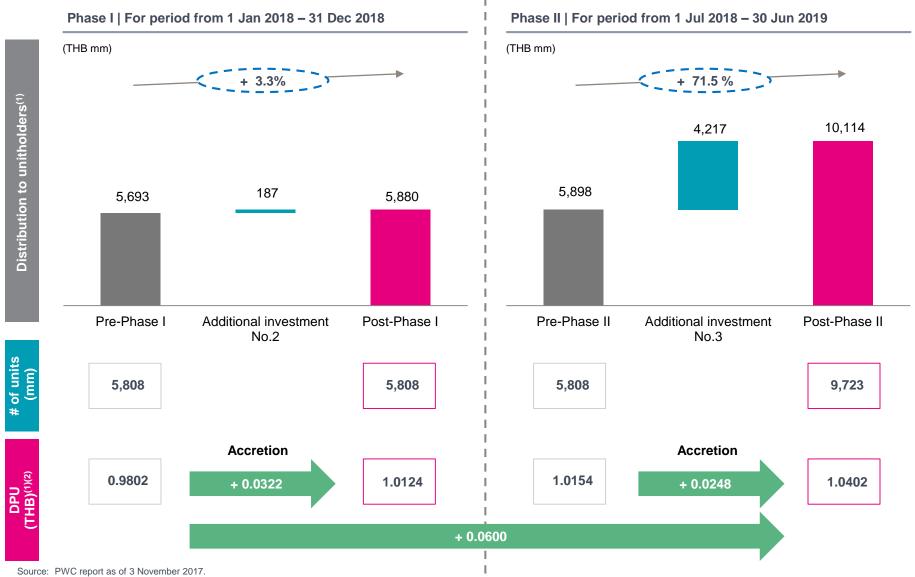
Source: PWC report as of 3 November 2017.

### **Pro-forma Expense Breakdown**



Source: PWC report as of 3 November 2017.

# Pro-forma Projected Distribution to Unitholders and Potential DPU Accretion Analysis

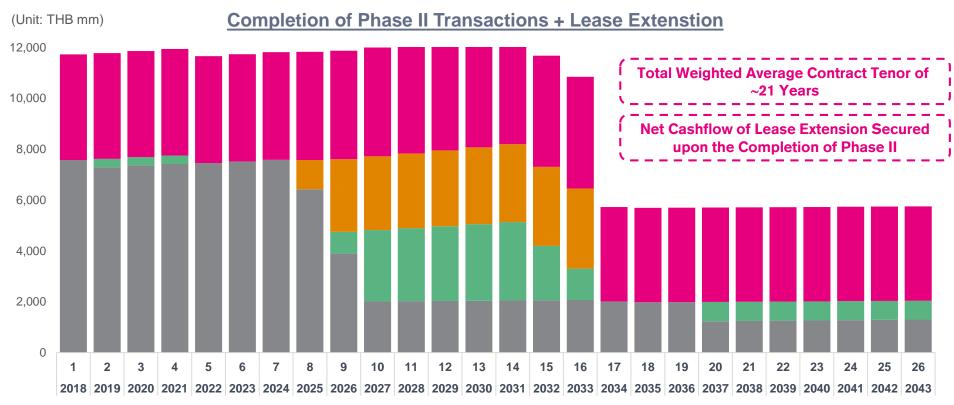


Assumes 3.915mn units issued.

Projected distribution to unitholders assumes 100% payout ratio of net investment income less payment and reserve of front end fee plus excess liquidity from advance rental received in connection with future available placement and other items, plus amortisation of loan upfront fee.

### Revenue Streams under Long-Term Agreement





■ Existing Assets (Non-HSPA and HSPA) + Other Tenants ■ Lease Extension (Non-HSPA Assets) ■ Lease Extension (HSPA Assets) ■ New Assets - Phase II Note:

- Lease extension agreement covering
  - Assets under HSPA: 6,183 towers (under AWC and BFKT) and 680,400 core-km of FOC (under BFKT)
  - Non-HSPA assets: 6,000 towers (under TUC), 122,974 core-km of FOC (under TICC), upcountry broadband system incl. certain active equipment (under TICC) and 303,453 core-km of FOC (under AWC)
- Under assumption that the lease term of 303,453 core-km of FOC (under AWC) and 1,470,046 core-km of FOC (new assets Phase I and II) are extended upon fulfilment of prescribed conditions
- Inflation has been factored into forecasts

### **Tax Benefits**

Among other investment types, Infrastructure Fund ("IFF") provides the best tax benefits to unitholders (no CIT at fund level and no dividend tax and capital gain tax for foreign juristic investors at investor level).

Investor level		IF	F	Corporate			
		Dividend tax	Capital gain tax for sales of units in the stock exchange	Dividend tax	Capital gain tax for sales of shares in the stock exchange		
	Individual investor	_ 1	-	10%	-		
Thai investor	Juristic investor - Listed	_ 2	20%	_ 2	20%		
	Juristic investor - Non - listed	10% <sup>3</sup>	20%	10% <sup>3</sup> , - <sup>4</sup>	20%		
Foreign	Individual investor	_1, 5	-	10%	-		
investor	Juristic investor	-	-	10%	15%		

#### Note:

- 1. 10 years exemption, starting from the day the fund is established.
- 2. They may enjoy tax exemption when holding units 3 months prior to and after dividend payment
- 3. They may enjoy tax exemption by half when holding units 3 months prior to and after dividend payment
- 4. They may enjoy tax exemption when holding units 3 months prior to and after dividend payment and holding 25% or more (no cross-holding)
- 5. Reside in Thailand not less than 180 days

	IF	F	Corporate			
	Corporate income tax	Other relevant tax	Corporate income tax	Other relevant tax		
Fund/Corporate level	None (the IFF is not considered a tax entity)	VAT: Not exempted	20%	VAT: Not exempted		

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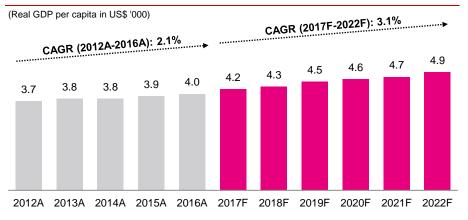
# **Section V:**

Appendix – Industry overview

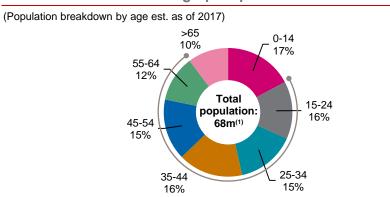


# Large and attractive market with a favorable economic and demographic outlook for telecom...

#### Favorable economic outlook...

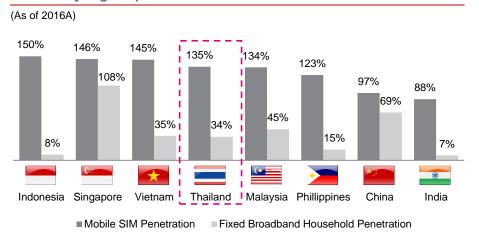


#### ...with an attractive demographic profile

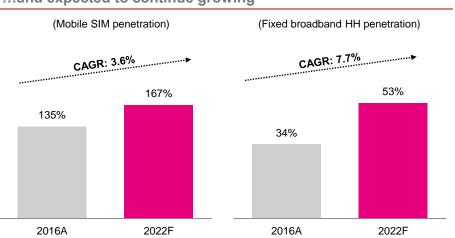


c.73% in working age bracket

#### Relatively higher penetration for both mobile and broadband...

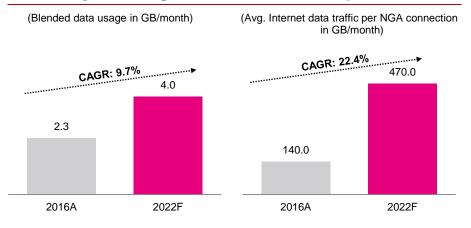


#### ...and expected to continue growing

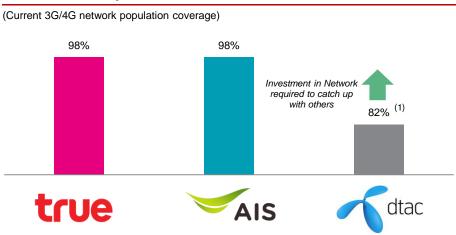


# ... supported by exponential data growth which is expected to drive network expansion related capex...

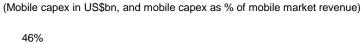
#### Continually increasing demand for data consumption...

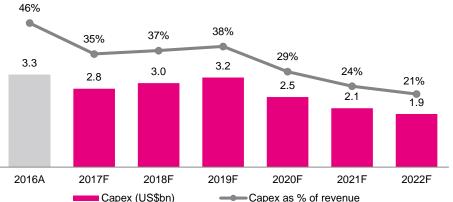


#### ...creates competitive tension on 4G roll out...

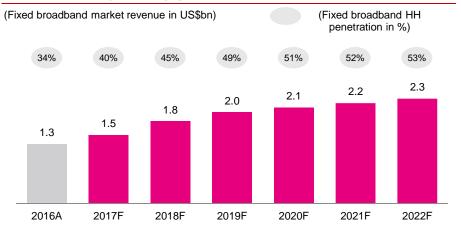


#### ...and continued high capex spend for the coming years...





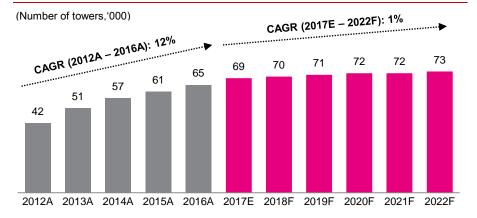
#### ... supported by healthy growth for broadband market



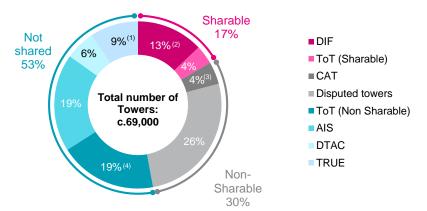
Source: Analysys Mason.

# ... and hence expected to encourage passive infrastructure sharing in order to be capex efficient and economical

#### Number of towers expected to remain flat



#### Limited towers available to share

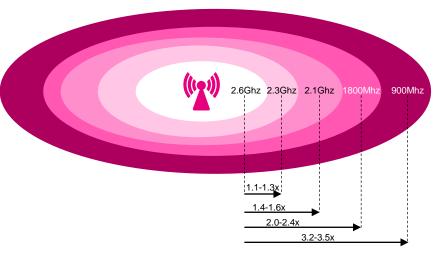


- (1) c.6.300 towers leased exclusively to CAT.
- (2) Constructed by True and then spun-off to DIF, post-phase I & II acquisitions.
- Concession towers transferred from True and DTAC.
- (4) 13.000 towers were from former concession transferred from AIS.

#### Drivers for growing interest into network sharing

- Operators are expected to continue improving their network quality to remain competitive (particularly DTAC), often through densification of their network in order to keep pace with rising demand for high speed data
- In this context, the anticipated 850MHz and 1800MHz spectrum auction, planned for May 2018 to have a direct impact on existing operators
  - Operators would have to either deploy additional tower sites to maintain network coverage or to expand their 4G network
  - In an environment where spectrum auction prices are on an upward trend, network sharing appears as the logical solution to control capex requirement

#### Higher frequency bands require denser network:

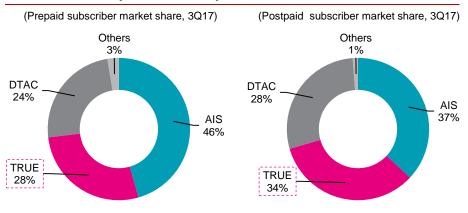


Illustrative overview of coverage area ratios of cells at different frequencies

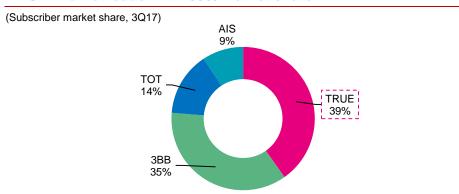
Source: Analysys Mason.

### Thailand telecom competitive market landscape

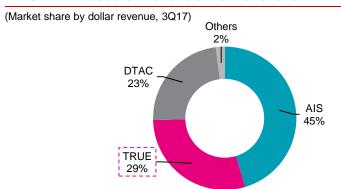
TRUE: #2 in Prepaid and Postpaid markets



TRUE: Market leader with 39% market share



TRUE: #2 based on revenue market share

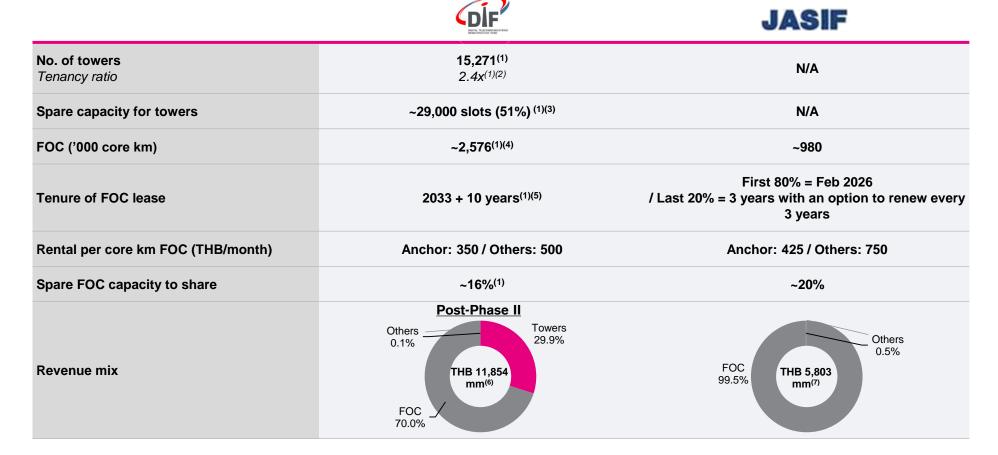


#### True and AIS dominates with superior 4G network coverage



True is the market leader in broadband and #2 in mobile underpinned by strong 4G network coverage

## Side-by-side of DIF vs. Jasmine Infrastructure Fund



Source: Analysys Mason. Company financials, FactSet as of 02 March 2018.

- (1) Post Phase II.
- (2) Excludes non-shareable towers under HSPA exclusivity.
- (3) Based off 56,485 total placements (post Phase II) of which 27,459 slots leased (excluding 1,300 towers leased by third parties).
- (4) Excludes 198,085 core-km of upcountry broadband system.

- (5) If in 2032, TRUE group renews its operating license, and either following condition is met (A) its total revenue from broadband service business is above pre-determined threshold, or (B) total market share in broadband service > 33%, TRUE group is obliged to sublease for another 10 years or the remaining term of renewed license, whichever is shorter.
- (6) Revenue mix post Phase II from 1 July 2018 to 30 June 2019.
- (7) As of FY 2017A.