Total Access Communication (DTAC TB)

'Temporary injunction' could be a key event

Injunction could delay merger; BUY with lower TP

The Central Admin Court is likely to announce in Dec 2022 whether to issue a temporary injunction on the TRUE-DTAC merger process or not. We expect the merger to be completed by 1Q23E, but an injunction could delay the process by at least one year, in our view. We cut our post-merger TP for DTAC to THB51.10 mainly to take into account earnings revisions for TRUE. Reiterate BUY on DTAC as we expect to see some progress on the merger by the end of this year.

We still expect merger to be completed in 1Q23E

TRUE and DTAC are finalising the details on how to set up the New Co and comply with the NBTC's measures. By the end of the merger process, the New Co should become a SET-listed company in 1Q23E. We also expect the VTO of TRUE and DTAC shares to occur in 1Q23E. Nevertheless, Citrine Global and Citrine Venture SG, both of which are joint companies of CP Group and Telenor, will have a final say on when to conduct the VTO.

Temporary injunction poses a risk of merger delay

Downside risk for the merger is the Thailand Consumers Council's lawsuit against the NBTC board's process of "acknowledgement", which may delay the merger completion beyond 1Q23. The Central Admin Court accepted the case on 15 Nov, and we expect the court to take 1-1.5 months to decide whether to issue a temporary injunction on the TRUE-DTAC merger. An injunction would put a halt to the merger process until the court comes up with a verdict, which could take at least one year.

Cut TP to THB51.10 after revising TRUE's forecasts

We cut our post-merger TP for DTAC from THB55.20 to THB51.10 due to: i) earnings revisions for TRUE on 14 Nov; and ii) an increase in WACC from 7.52% to 7.57% as we apply our house's view of risk-free rate (3%) and market risk premium (7.4%). Potential re-rating catalyst is progress on the amalgamation in Nov-Dec while key risk is the issuance of a temporary injunction by the Central Admin Court.

FYE Dec (THB m)	FY20A	FY21A	FY22E	FY23E	FY24E
Revenue	78,818	81,320	81,191	82,702	83,659
EBITDA	29,387	29,267	29,055	30,237	30,900
Core net profit	5,477	3,324	2,560	2,709	1,774
Core EPS (THB)	2.31	1.40	1.08	1.14	0.75
Core EPS growth (%)	(6.3)	(39.3)	(23.0)	5.8	(34.5)
Net DPS (THB)	2.99	2.10	1.70	1.85	1.21
Core P/E (x)	14.4	32.6	40.9	38.7	59.1
P/BV (x)	3.2	5.4	5.6	6.1	6.5
Net dividend yield (%)	9.0	4.6	3.8	4.2	2.7
ROAE (%)	20.7	15.1	13.8	15.1	10.7
ROAA (%)	3.2	2.0	1.6	1.7	1.1
EV/EBITDA (x)	5.0	6.2	6.1	6.0	5.8
Net gearing (%) (incl perps)	195.3	275.3	306.9	371.8	414.2
Consensus net profit	-	-	2,857	3,415	3,865
MKE vs. Consensus (%)	-	-	(5.6)	(20.7)	(54.1)

Wasu Mattanapotchanart wasu.m@maybank.com (66) 2658 5000 ext 1392



BUY

Share Price	THB 44.25
12m Price Target	THB 51.10 (+20%)
Previous Price Target	THB 55.20

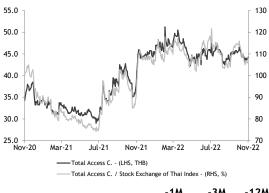
Company Description

DTAC is Thailand's No. 3 mobile operator in a threeplayer market. It had 22.3% revenue market share in 2021.

Statistics

52w high/low (THB)	51.25/41.00
3m avg turnover (USDm)	8.0
Free float (%)	19.9
Issued shares (m)	2,368
Market capitalisation	THB104.8B
	USD2.9B
Major shareholders:	
Telenor Asia	46.7%
Thai Telco Holdings	18.3%
Thai NVDR	6.6%

Price Performance



	-1M	-3M	-12M
Absolute (%)	(3)	(3)	13
Relative to index (%)	(6)	(2)	16
Source: FactSet			

Terms defined

NBTC - National Broadcasting and Telecommunications Commission. New Co - merged company of TRUE and DTAC. VTO - voluntary tender offer.

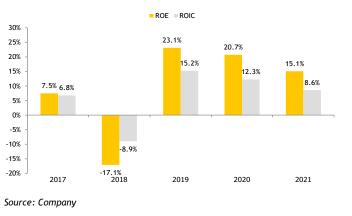
Other listed stocks mentioned

TRUE - True Corporation (TRUE TB, CP THB4.86, HOLD, TP THB5.00).



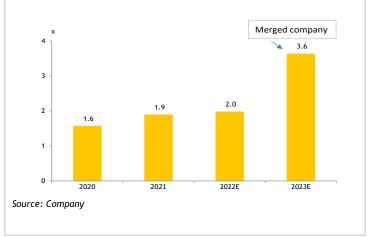
- DTAC is the 3rd largest mobile provider by subscribers in Thailand (19.9m) with revenue market share of 22% in 2021.
- DTAC's 2.1GHz spectrum licence will expire in 2027 and the JV agreement to operate 2.3GHz (60MHz capacity) will expire in 2025. Both have to be renegotiated at any cost as 10MHz on 700MHz spectrum and 5MHz on 1.8GHz would not be sufficient to provide good quality service.
- DTAC is planning to merge with TRUE in 2022. If the deal sails through regulatory hurdles, DTAC's network quality concerns would be resolved, in our view. We expect the merged company to generate annual cost synergies of more than THB15b onwards.

ROE and ROIC



Financial Metrics

- DTAC's net debt-to-EBITDA ratio stood at 1.9x at the end of 2021, lower than TRUE's 4.1x but higher than ADVANC's 0.8x.
- If DTAC remains a standalone company going forward, we expect its net debt to EBITDA to stay in the range of 2.0-2.1x thanks to 0-3% revenue growth p.a. and slightly higher capex to support 5G investments (spectrum licences and equipment).
- If DTAC merges with TRUE by the end of 2022, we forecast FY23E net debt to EBITDA at 3.6x for the merged company.



Net debt-to-EBITDA ratio (DTAC in 2020-21 and merged co from FY23E onwards)

Price Drivers



Source: Company, MST

- From 1Q19 to 4Q19, DTAC's mobile revenue market share stabilised around 23%. This represented an improvement from the 2014-18 period when DTAC lost 8.9% pts of market share to TRUE, so the market reacted positively.
- Share price tanked after prepaid competition intensified after TRUE introduced 4mbps unlimited data plans at only THB150.
- Share price surged during Jul-Aug 2021 after TMT Finance reported that Telenor SA was looking to sell its stake in DTAC.
- 4. On 21 Nov 2021, TRUE and DTAC announced that they were planning to merge.

Swing Factors

Upside

- Subscriber net adds, especially post-paid.
- Higher-than-expected ARPU.
- Falling opex and handset margins returning to positive territory.

Downside

- Recession.
- Rising opex.
- Irrational, value-destroying competition depresses DTAC's profitability because it has to match peers.
- Unfriendly regulatory environment creates uncertainty and influences the outcome of several pending legacy cases.



wasu.m@maybank.com

Risk Rating & Score ¹	29.7 (Medium Risk)
Score Momentum ²	+0.0
Last Updated	28 Aug 2022
Controversy Score ³ (Updated: 28 Aug 2022)	1-Low

Business Model & Industry Issues

- The switch from 2G/3G to 4G spectrum was a difficult stage because spectrum was expensive and DTAC had to walk away from auctions. When DTAC's 4G network quality finally caught up with its peers in 2020, competitors commercially launched 5G services in Oct 2020. Now, DTAC is behind peers in 5G services in terms of download speed and network coverage.
- In its pivot move, DTAC switched from internal network metrics to granular measure of network NPS (net promoter score), which is a customer satisfaction score and this shifts the focus to customers' needs aiming to become a trusted partner with strong integrity, working to reduce inequalities, raise standards in operations and supply chain plus deliver safety, security and data privacy.
- DTAC is evolving towards a holistic and structured corporate responsibility framework to promote sustainable economic and social growth within a wider community. It has several social programmes that align with UN Sustainability Goals No 10: Reduce Inequality, and No 16: Peaceful Inclusive Societies.

Material E issues

- E-waste is a major concern for telco companies in general. Natural Resources and Environment Minister Varawut Silpaarcha said in Dec 2020 that Thailand generated 400,000 tonnes of e-waste per year, but only 500 tonnes of that was collected and disposed of correctly.
- DTAC's three primary sources of e-wastes are: network of base station towers, office buildings and customers. ThinkSmart collaborates with a 3rd party to process e-waste. In 2021, DTAC collected 176,907 kg of e-waste for recycling and 26,570 mobile devices and accessories for recycling or remarketing.
- Fair treatment and safety in communities where DTAC's 120k base stations are located are inspected regularly to ensure safety in relation to electromagnetic fields (EMFs). Its own EMF team works with 894 vendors and partners to provide awareness to the communities on EMF risks.

Material S issues

- DTAC launched e-learning services platform that in addition to lessons such as AI and data visualization also focuses on building understanding and finding ways to cope with the online threat. SafeInterneforKid.com (parent Telenor's platform) trained 440 teachers on digital resilience that in turn reached out to 24,000 students all over the country. Key areas covered: 1) Online Privacy & Sexual Abuse; 2) Diversity Respect to Stop Cyber Bullying; and 3) Anatomy of Fake News. The *learn.safeinternet.camp*, now in its 8th year, aims to build digital resilience among children and youths so they can roam the Internet safely.
- After employees voiced concerns about not having equal opportunities in career advancement, fair evaluation and reward, DTAC devised PromptGROW programme where employees can develop skills they deem crucial for their own advancement. In 2021, 2,739 employees participated in the Employee Engagement Survey, representing 97% of the total workforce. 79% of the employees felt "Effective", or feel committed and enabled to be productive and engaged with the company.
- SmartFarmer, DTAC's 12-year-old project, helps elevates the capacity of small farmers and marketing skills to help bring down costs and increase yields. Currently, there are around 536,000 users of the application.

Key G metrics and issues

- DTAC's 10-member BOD has four independent directors and four females. On its 8-member Executive Management team, two are women.
- Regulatory risk is ever present in the Thai telecom industry. There are four that remain an issue for DTAC. First, the foreign business act says that foreigners cannot own more than 49% in telecommunications business type 2 and type 3. Because DTAC is majority controlled by Telenor SA through a layer of Thai joint ventures it risks having licences revoked. Emanating from this is the risk of violating the Land Code that has a condition that foreigners cannot own land. Several reviews since its inception in 1990 have been conducted and thus far DTAC is identified as not being a foreign entity. However, a different interpretation in the future can fault DTAC.
- Like other operators, DTAC has several disputes pending from the concessionary era covering 1990-2018. Losing any of the cases could have a negative impact on the enterprise.
- DTAC enforces strict "No Gifts Policy".
- In 2021, DTAC received 9 complaints about the personal data protection and all were investigated and managed. The company offered training for more than 1,000 employees (out of 2,844 employees at the end of 2021) whose work is related to customers' personal data.
- So far there has been no report of customer data being hacked.
- 2021 customer satisfaction survey hit 41% participation rate, vs target of 30%, and DTAC received a 94.3% Customer Satisfaction Score. The Network Check & Share allows users to rate their network experience and identify trouble spots. As complaints are coming directly from mobile devices, they come with detailed information the call centre and network teams can use to investigate. This puts DTAC in close contact with its subscribers and it can act quickly when problems emerge.
- EY Office Limited (formerly Ernst & Young) has been the auditor for 17 years now.

<u>Risk Rating & Score</u> - derived by Sustainalytics and assesses the company's exposure to unmanaged ESG risks. Scores range between 0 - 50 in order of increasing severity with low/high scores & ratings representing negligible/significant risk to the company's enterprise value, respectively, from ESG-driven financial impacts. <u>Score</u> <u>Momentum</u> - indicates changes to the company's score since the last update - a <u>negative</u> integer indicates a company's improving risk score; a <u>positive</u> integer indicates a deterioration. <u>3Controversy Score</u> - reported periodically by Sustainalytics in the event of material ESG-related incident(s), with the impact severity scores of these events ranging from Category 0-5 (0 - no reports; 1 - negligible risks; ...; 5 - poses serious risks & indicative of potential structural deficiencies at the company).

Source: Company, MST

Fig 1: Target prices for TRUE and DTAC are based on THB8.33/sh fair value of the New Co

	Number of New Co's shares received from swapping 1 existing share	Fair value of New Co (THB/sh)	Fair values of 1 existing share, based on fair value of New Co (THB/sh)	Probabilty of merger completion	TP (THB/sh)
DTAC	6.13444	8.33	51.10	100%	51.10
TRUE	0.60018	8.33	5.00	100%	5.00
			(1)	(2)	(1) x (2)

Fig 2: DTAC offers higher upside to both the VTO price (7.9% upside) and post-merger fair value (15.5%)

Unit: TH	B/sh				
	VTO price	Upside from mkt price	Post-merger fair value	Upside from mkt price	Mkt price
TRUE	5.09	3.0%	5.00	1.2%	4.94
DTAC	47.76	7.9%	51.10	15.5%	44.25

Source: Company, MST

Fig 3: Calculation of post-merger fair values and target prices for TRUE (THB5.00 TP) and DTAC (THB51.10 TP)

				-				
Period		1	2	3	4	5	6	6
VALUATION OF NEW CO (Unit: THB m)		2024E	2025E	2026E	2027E	2028E	2029E	
Combined FCFF		3,525	14,999	19,848	22,307	21,755	24,798	
DTAC		911	363	2,553	2,891	4,569	4,920	
TRUE		2,614	14,636	17,294	19,416	17,187	19,878	
Opex saving (excluding D&A expenses) - after tax		-	4,680	9,359	9,359	9,359	9,359	
Network capex saving - after tax		-	7,940	7,764	7,608	7,490	7,479	
Revenue synergies from cross selling - after tax		-	344	350	355	361	366	
Integration costs - after tax		(2,690)	-	-	-	-	-	
							Т	erminal value
Combined FCFF after cost synergies		836	27,963	37,320	39,630	38,965	42,002	769,703
Present value of FCFF		777	24,167	29,986	29,602	27,058	27,115	496,905
Sum of PV of FCFF		635,610						
Net debt at end-FY23E		347,833						
Equity value		287,777						
# of shares (million shares)		34,552						
Valuation for the merged co (THB/share)		8.33						
Swap ratio for DTAC shares	1 DTAC share for	6.13	shares of me	erged co				
TP for DTAC (THB/share)		51.10						
DTAC's market price		44.25						
Upside/(downside) to target price		15.5%						
Swap ratio for TRUE shares	1 TRUE share for	0.60018	shares of me	erged co				
TP for TRUE (THB/share)		5.00						
TRUE's market price		4.94						
Upside/(downside) to target price		1.2%						
WACC	7.6%							
Terminal growth rate	2.0%							
	2.0%							

Source: Company, MST

FYE 31 Dec	FY20A	FY21A	FY22E	FY23E	FY24E
Key Metrics					
P/E (reported) (x)	17.8	25.0	38.9	38.7	59.1
Core P/E (x)	14.4	32.6	40.9	38.7	59.1
P/BV (x)	3.2	5.4	5.6	6.1	6.5
P/NTA (x)	0.7	1.0	1.0	0.9	0.9
Net dividend yield (%)	9.0	4.6	3.8	4.2	2.7
FCF yield (%)	27.2	13.0	15.1	13.0	13.9
EV/EBITDA (x)	5.0	6.2	6.1	6.0	5.8
EV/EBIT (x)	17.5	26.7	29.6	29.1	34.5
INCOME STATEMENT (THB m)					
Revenue	78,818.0	81,320.0	81,191.0	82,702.5	83,659.0
EBITDA	29,387.0	29,267.0	29,054.7	30,237.3	30,899.
Depreciation	(20,951.0)	(22,478.0)	(23,056.0)	(24,031.0)	(25,672.2
Amortisation	0.0	0.0	0.0	0.0	0.
EBIT	8,436.0	6,789.0	5,998.6	6,206.3	5,227.
Net interest income /(exp)	(2,833.0)	(2,818.0)	(2,835.2)	(3,037.4)	(3,227.4
Associates & JV	0.0	0.0	0.0	0.0	0.
Exceptionals	330.0	(143.0)	(11.0)	0.0	0.
Dther pretax income	27.0	120.0	180.0	180.0	180.
Pretax profit	5,960.0	3,948.0	3,332.4	3,348.8	2,180.
Income tax	(853.0)	(592.0)	(636.5)	(639.8)	(406.0
Winorities	0.0	0.0	0.0	0.0	0.
Discontinued operations	0.0	0.0	0.0	0.0	0.
Reported net profit	5,107.0	3,356.0	2,695.9	2,709.1	1,774.
Core net profit	5,477.0	3,323.6	2,559.9	2,709.1	1,774.
BALANCE SHEET (THB m)					
Cash & Short Term Investments	6,647.0	3,575.5	5,363.8	5,390.8	4,670.
Accounts receivable	9,888.5	10,250.0	10,071.3	10,258.8	10,377.
nventory	634.0	1,306.8	1,434.1	1,340.2	1,348.
Reinsurance assets	0.0	0.0	0.0	0.0	0.
Property, Plant & Equip (net)	51,347.0	53,771.7	55,733.4	61,028.7	66,032.
Intangible assets	62,104.6	59,097.0	55,177.5	49,683.3	44,189.
Investment in Associates & JVs	233.3	228.1	228.1	228.1	228.
Other assets	43,425.9	36,085.6	35,858.2	33,432.2	30,328.
Total assets	174,280.4	164,314.7	163,866.3	161,362.2	157,175.
	6,484.6	8,025.3	8,195.3	8,195.3	8,195.
ST interest bearing debt Accounts payable	26,943.9	25,965.6	28,493.1	28,631.7	28,711.
Insurance contract liabilities	0.0	25,905.0	20,493.1	0.0	20,711.
LT interest bearing debt	0.0 47,641.4	51,078.4	0.0 54,987.1	60,987.1	62,987.
Other liabilities			-	46,390.0	-
	68,895.0	59,078.0	53,353.0		41,223.
Total Liabilities	149,965.0	144,147.2	145,028.2	144,203.7	141,116.
Shareholders Equity	24,315.4	20,167.5	18,838.1	17,158.5	16,058.
Winority Interest	0.0	0.0	0.0	0.0	0.
Total shareholder equity	24,315.4	20,167.5	18,838.1	17,158.5	16,058.
Total liabilities and equity	174,280.4	164,314.7	163,866.3	161,362.2	157,175.
CASH FLOW (THB m)	5 0/0 0	2.040.0	2 222 4	2.242.0	0.400
Pretax profit	5,960.0	3,948.0	3,332.4	3,348.8	2,180.
Depreciation & amortisation	20,951.0	22,478.0	23,056.0	24,031.0	25,672.
Adj net interest (income)/exp	2,846.2	2,819.4	2,864.2	3,066.4	3,256.
Change in working capital	486.1	(633.6)	255.0	(229.2)	(191.1
Cash taxes paid	(334.0)	(234.1)	(636.5)	(639.8)	(406.0
Other operating cash flow	0.0	0.0	0.0	0.0	0.
Cash flow from operations	30,215.9	28,805.4	28,869.8	29,586.9	30,521.
Capex	(8,810.7)	(14,772.4)	(13,005.6)	(16,000.0)	(16,000.0
Free cash flow	21,405.1	14,032.9	15,864.3	13,586.9	14,521.
Dividends paid	(5,872.2)	(7,505.5)	(4,498.8)	(4,207.0)	(3,631.3
Equity raised / (purchased)	0.0	0.0	0.0	0.0	0.
Change in Debt	4,000.0	5,500.0	4,078.6	6,000.0	2,000.
Other invest/financing cash flow	(21,414.3)	(15,099.0)	(13,655.7)	(15,352.9)	(13,610.0
Effect of exch rate changes	0.0	0.0	0.0	0.0	0.



FYE 31 Dec	FY20A	FY21A	FY22E	FY23E	FY24E
Key Ratios					
Growth ratios (%)					
Revenue growth	(2.9)	3.2	(0.2)	1.9	1.2
EBITDA growth	(1.0)	(0.4)	(0.7)	4.1	2.2
EBIT growth	(12.9)	(19.5)	(11.6)	3.5	(15.8)
Pretax growth	(7.7)	(33.8)	(15.6)	0.5	(34.9)
Reported net profit growth	(6.9)	(34.3)	(19.7)	0.5	(34.5)
Core net profit growth	(6.3)	(39.3)	(23.0)	5.8	(34.5)
Profitability ratios (%)					
EBITDA margin	37.3	36.0	35.8	36.6	36.9
EBIT margin	10.7	8.3	7.4	7.5	6.2
Pretax profit margin	7.6	4.9	4.1	4.0	2.6
Payout ratio	138.6	148.2	149.3	162.0	162.0
DuPont analysis					
Net profit margin (%)	6.5	4.1	3.3	3.3	2.1
Revenue/Assets (x)	0.5	0.5	0.5	0.5	0.5
Assets/Equity (x)	7.2	8.1	8.7	9.4	9.8
ROAE (%)	20.7	15.1	13.8	15.1	10.7
ROAA (%)	3.2	2.0	1.6	1.7	1.1
Liquidity & Efficiency					
Cash conversion cycle	(122.0)	(106.4)	(104.7)	(110.3)	(106.8)
Days receivable outstanding	44.9	44.6	45.1	44.2	44.4
Days inventory outstanding	5.5	5.7	7.9	7.9	7.4
Days payables outstanding	172.5	156.7	157.7	162.4	158.6
Dividend cover (x)	0.7	0.7	0.7	0.6	0.6
Current ratio (x)	0.4	0.4	0.4	0.4	0.4
Leverage & Expense Analysis					
Asset/Liability (x)	1.2	1.1	1.1	1.1	1.1
Net gearing (%) (incl perps)	195.3	275.3	306.9	371.8	414.2
Net gearing (%) (excl. perps)	195.3	275.3	306.9	371.8	414.2
Net interest cover (x)	3.0	2.4	2.1	2.0	1.6
Debt/EBITDA (x)	1.8	2.0	2.2	2.3	2.3
Capex/revenue (%)	11.2	18.2	16.0	19.3	19.1
Net debt/ (net cash)	47,479.0	55,528.3	57,818.6	63,791.5	66,511.7

Source: Company; Maybank IBG Research

Research Offices

ECONOMICS

Suhaimi ILIAS Chief Economist Malaysia | Philippines | Global (603) 2297 8682 suhaimi_ilias@maybank-ib.com

CHUA Hak Bin Regional Thematic Macroeconomist (65) 6231 5830 chuahb@maybank.com

LEE Ju Ye Singapore | Thailand | Indonesia (65) 6231 5844 leejuye@maybank.com

Dr Zamros DZULKAFLI (603) 2082 6818 zamros.d@maybank-ib.com

Fatin Nabila MOHD ZAINI (603) 2297 8685 fatinnabila.mohdzaini@maybank-ib.com

Brian LEE Shun Rong (65) 6231 5846 brian.lee1@maybank.com

Luong Thu Huong (65) 6231 8467 hana.thuhuong @maybank.com

FX

Saktiandi SUPAAT Head of FX Research (65) 6320 1379 saktiandi@maybank.com.sg

TAN Yanxi (65) 6320 1378 tanyx@maybank.com.sg

Fiona LIM (65) 6320 1374 fionalim@maybank.com.sg

STRATEGY

Anand PATHMAKANTHAN ASEAN (603) 2297 8783 anand.pathmakanthan@maybank-ib.com

FIXED INCOME

Winson PHOON, FCA Head of Fixed Income (65) 6340 1079 winsonphoon@maybank.com

SE THO Mun Yi, CFA (603) 2074 7606 munyi.st@maybank-ib.com

PORTFOLIO STRATEGY

CHAN Han Chin (603) 2297 8888 hanchin.chan@maybank-ib.com

ONG Seng Yeow (65) 6231 5839 ongsengyeow@maybank.com

MIBG SUSTAINABILITY RESEARCH

Jigar SHAH Head of Sustainability Research (91) 22 4223 2632 jigars@maybank.com

Neerav DALAL (91) 22 4223 2606 neerav@maybank.com

REGIONAL EQUITIES

Anand PATHMAKANTHAN Head of Regional Equity Research (603) 2297 8783 anand.pathmakanthan@maybank-ib.com

WONG Chew Hann, CA Head of ASEAN Equity Research (603) 2297 8686 wchewh@maybank-ib.com

MALAYSIA

Anand PATHMAKANTHAN Head of Research (603) 2297 8783 anand.pathmakanthan@maybank-ib.com Strategy

WONG Chew Hann, CA (603) 2297 8686 wchewh@maybank-ib.com • Non-Bank Financials (stock exchange) • Construction & Infrastructure

Desmond CH'NG, BFP, FCA (603) 2297 8680 desmond.chng@maybank-ib.com • Banking & Finance

LIAW Thong Jung (603) 2297 8688 tjliaw@maybank-ib.com • Oil & Gas Services- Regional • Automotive

ONG Chee Ting, CA (603) 2297 8678 ct.ong@maybank-ib.com • Plantations - Regional

YIN Shao Yang, CPA (603) 2297 8916 samuel.y@maybank-ib.com • Gaming - Regional • Media • Aviation • Non-Bank Financials

TAN Chi Wei, CFA (603) 2297 8690 chiwei.t@maybank-ib.com • Power • Telcos

WONG Wei Sum, CFA (603) 2297 8679 weisum@maybank-ib.com • Property • Glove

Jade TAM (603) 2297 8687 jade.tam@maybank-ib.com • Consumer Staples & Discretionary

Nur Farah SYIFAA (603) 2297 8675 nurfarahsyifaa.mohamadfuad@maybank-ib.com e Renewable Energy • REITs

Arvind JAYARATNAM (603) 2297 8692 arvind.jayaratnam@maybank.com • Petrochemicals • Technology

Shafiq KADIR, CFA (603) 2297 8691 msshafiqk.abkadir@maybank-ib.com • Healthcare • Software

LOH Yan Jin (603) 2297 8687 lohyanjin.loh@maybank-ib.com • Ports • Shipping

Eugene HOO Yee Hui (603) 2082 6819 eugene.hoo@maybank.com

TEE Sze Chiah Head of Retail Research (603) 2082 6858 szechiah.t@maybank-ib.com • Retail Research

Nik Ihsan RAJA ABDULLAH, MSTA, CFTe (603) 2297 8694 nikmohdihsan.ra@maybank-ib.com • Chartist

Amirah AZMI (603) 2082 8769 amirah.azmi@maybank-ib.com • Retail Research

SINGAPORE

Thilan WICKRAMASINGHE Head of Research (65) 6231 5840 thilanw@maybank.com • Banking & Finance - Regional • Consumer

Eric ONG (65) 6231 5924 ericong@maybank.com • Healthcare • Transport • SMIDs

Kelvin TAN (65) 6231 5837 kelvintan1@maybank.com • Telcos • Industrials

LI Jialin (65) 6231 5845 jialin.li@maybank.com • REITs

Jarick SEET (65) 6231 5848 jarick.seet@maybank.com • Technology

PHILIPPINES Jacqui de JESUS Head of Research (63) 2 8849 8840 jacqui. dejesus@maybank.com • Strategy • Conglomerates

Rachelleen RODRIGUEZ, CFA (63) 2 8849 8843 rachelleen.rodriguez@maybank.com • Banking & Finance • Transport • Telcos

Daphne SZE (63) 2 8849 8847 daphne.sze@maybank.com • Consumer

Miguel SEVIDAL (63) 2 8849 8844 miguel.sevidal@maybank.com • REITs • Property • Gaming

Fiorenzo de JESUS (63) 2 8849 8846 fiorenzo.dejesus@maybank.com • Utilities

THAILAND

Jesada TECHAHUSDIN, CFA (66) 2658 6300 ext 1395 jesada.t@maybank.com • Banking & Finance

Vanida GEISLER, CPA (66) 2658 6300 ext 1394 Vanida.G@maybank.com • Property • REITs

Yuwanee PROMMAPORN (66) 2658 6300 ext 1393 Yuwanee.P@maybank.com • Services • Healthcare

Wasu MATTANAPOTCHANART (66) 2658 6300 ext 1392 wasu.m@maybank.com • Telcos

Surachai PRAMUALCHAROENKIT (66) 2658 5000 ext 1470 Surachai.p@maybank.com • Auto • Conmat • Contractor • Steel

Suttatip PEERASUB (66) 2658 5000 ext 1430 suttatip.p@maybank.com • Food & Beverage • Commerce

Jaroonpan WATTANAWONG (66) 2658 5000 ext 1404 jaroonpan.w@maybank.com • Transportation • Small cap

INDONESIA

Jeffrosenberg CHENLIM Head of Research (62) 21 8066 8680 Jeffrosenberg.lim@maybank.com • Strategy

Willy GOUTAMA (62) 21 8066 8500 willy.goutama@maybank.com • Consumer

Richard SUHERMAN (62) 21 8066 8691 richard.suherman@maybank.com • Metals & Mining

Etta Rusdiana PUTRA (62) 21 8066 8683 etta.putra@maybank.com • Telcos

Satriawan, CTA (62) 21 8066 8682 satriawan@maybank.com • Chartist

VIETNAM

Quan Trong Thanh Head of Research (84 28) 44 555 888 ext 8184 thanh.quan@maybank.com • Strategy • Banks

Hoang Huy, CFA (84 28) 44 555 888 ext 8181 hoanghuy@maybank.com • Strategy • Technology

Le Nguyen Nhat Chuyen (84 28) 44 555 888 ext 8082 chuyen.le@maybank.com • Oil & Gas • Logistics

Nguyen Thi Sony Tra Mi (84 28) 44 555 888 ext 8084 trami.nguyen@maybank.com • Consumer Discretionary

Tran Thi Thanh Nhan (84 28) 44 555 888 ext 8088 nhan.tran@maybank.com • Consumer Staples

Nguyen Le Tuan Loi (84 28) 44 555 888 ext 8088 loi.nguyen@maybank.com • Industrials

Nguyen Thi Ngan Tuyen Head of Retail Research (84 28) 44 555 888 ext 8081 tuyen.nguyen@maybank.com • Retail Research

Nguyen Thanh Lam (84 28) 44 555 888 ext 8086 thanhlam.nguyen@maybank.com • Chartist

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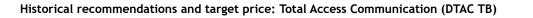
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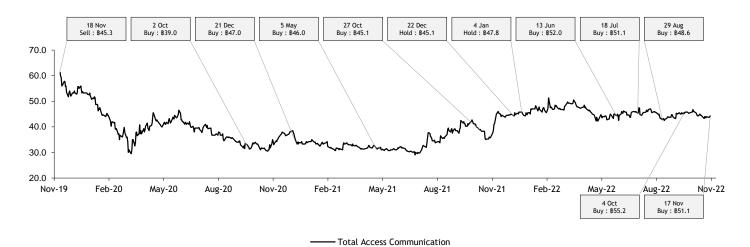
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👩 Malaysia

Maybank Investment Bank Berhad (A Participating Organisation of Bursa Malaysia Securities Berhad) 33rd Floor, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur Tel: (603) 2059 1888; Fax: (603) 2078 4194

Stockbroking Business: Level 8, Tower C, Dataran Maybank, No.1, Jalan Maarof 59000 Kuala Lumpur Tel: (603) 2297 8888 Fax: (603) 2282 5136

📀 Sales Trading

Kevin Foy Regional Head Sales Trading kevinfoy@maybank.com Tel: (65) 6636-3620 US Toll Free: 1-866-406-7447

Indonesia Helen Widjaja helen.widjaja@maybank.com (62) 21 2557 1188

Philippines Keith Roy keith_roy@maybank.com Tel: (63) 2 848-5288

📀 Singapore

Maybank Securities Pte Ltd Maybank Research Pte Ltd 50 North Canal Road Singapore 059304

Tel: (65) 6336 9090

👩 Indonesia

PT Maybank Sekuritas Indonesia Sentral Senayan III, 22nd Floor Jl. Asia Afrika No. 8 Gelora Bung Karno, Senayan Jakarta 10270, Indonesia

Tel: (62) 21 2557 1188 Fax: (62) 21 2557 1189

👩 Thailand

Maybank Securities (Thailand) PCL 999/9 The Offices at Central World, 20th - 21st Floor, Rama 1 Road Pathumwan, Bangkok 10330, Thailand

Tel: (66) 2 658 6817 (sales) Tel: (66) 2 658 6801 (research) 👩 London

Maybank Securities (London) Ltd PNB House 77 Queen Victoria Street London EC4V 4AY, UK

Tel: (44) 20 7332 0221 Fax: (44) 20 7332 0302

🌏 India

MIB Securities India Pte Ltd 1101, 11th floor, A Wing, Kanakia Wall Street, Chakala, Andheri -Kurla Road, Andheri East, Mumbai City - 400 093, India

Tel: (91) 22 6623 2600 Fax: (91) 22 6623 2604

🌏 Vietnam

Maybank Securities Limited Floor 10, Pearl 5 Tower, 5 Le Quy Don Street, Vo Thi Sau Ward, District 3 Ho Chi Minh City, Vietnam

Tel : (84) 28 44 555 888 Fax : (84) 28 38 271 030

👩 Hong Kong

MIB Securities (Hong Kong) Limited 28/F, Lee Garden Three, 1 Sunning Road, Causeway Bay, Hong Kong

Tel: (852) 2268 0800 Fax: (852) 2877 0104

👩 Philippines

Maybank Securities Inc 17/F, Tower One & Exchange Plaza Ayala Triangle, Ayala Avenue Makati City, Philippines 1200

Tel: (63) 2 8849 8888 Fax: (63) 2 8848 5738

www.maybank.com/investment-banking www.maybank-keresearch.com

London Greg Smith gsmith@maybank.co.uk Tel: (44) 207-332-0221

India Sanjay Makhija sanjaymakhija@maybank.com Tel: (91)-22-6623-2629