

Notice of Allocation of Newly Issued Ordinary Shares

BTS Group Holdings Public Company Limited



Subscription Period

via Subscription Agent: October 17-18, 21-22, and 24, 2024

(on Business Days of the Stock Exchange of Thailand only)

via Electronic Rights Offering System: October 17-24, 2024

Important Notice

By receiving the Notification of Allocation of Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited (the "Company") (the "Notification of Allocation"), shareholders accept and agree to the Terms and Conditions as set out below.

This offering of newly issued ordinary shares to existing shareholders proportionate to their respective shareholdings is conducted as an offering of securities pursuant to Section 33 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). The Company is a listed company on the Stock Exchange of Thailand and has not registered, nor will it register, its ordinary shares with any regulatory authority in any other country or under the law of any other jurisdiction.

Shareholders are prohibited from disseminating, publishing, or distributing the Notification of Allocation, whether in whole or in part. This Notification of Allocation does not constitute an offer to sell or a solicitation to purchase or subscribe for the securities of the Company in any other country. Shareholders who receive this Notification of Allocation are requested to independently verify any investment restrictions or regulations related to securities offering in the country of their residence or nationality. The Company shall not be responsible for any violation of such restrictions.



(-Translation-)

Ref. No. BTS 151053/2024

October 9, 2024

Subject Notification of rights to subscribe for newly issued ordinary shares

To Shareholders of BTS Group Holdings Public Company Limited

Enclosures

- 1) Notification of Allocation of Newly Issued Ordinary Shares and details of the subscription for newly issued ordinary shares
- 2) Subscription Form for Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited (separate document)
- 3) Additional documents for securities subscription (FATCA Self-Certification Form for Individual and Juristic Person) only for shareholders who wish to deposit the securities into the Issuer Account
- 4) Bill Payment Pay-In Slip
- 5) Certificate of Subscription Right issued by Thailand Securities Depository Company (separate document)
- 6) Power of Attorney Form for Subscription of Newly Issued Ordinary Shares
- 7) Manual for Electronic Rights Offering (E-RO) System
- 8) Location map of the venue for subscription for newly issued ordinary shares

The Extraordinary General Meeting of Shareholders No. 1/2024 of BTS Group Holdings Public Company Limited (the "Company" or "BTS") held on September 30, 2024, resolved to approve the issuance and allocation of the newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the amount of not exceeding 2,926,141,881 shares with a par value of Baht 4.00 per share, with an allocation ratio of 4.5 existing ordinary shares for 1 newly issued ordinary shares (any fractions of a share resulting from the calculation based on the allocation ratio set forth shall be rounded down), at an offering price of Baht 4.50 per share. The Company has set the date for determining the names of shareholders who shall be allocated the newly issued ordinary shares proportionate to their respective shareholdings (Rights Offering) (Record Date) on August 16, 2024.

The Company has set the subscription period via the Subscription Agent from October 17-18, 2024, October 21-22, 2024, and October 24, 2024 (totaling 5 business days) from 8.30 hours. to 16.00 hours. The subscription via the Electronic Rights Offering (E-RO) System will be open from 8.30 hours on October 17, 2024 to 16.00 hours on October 24, 2024.

For inquiries or further information, please contact the Subscription Agent, UOB Kay Hian Securities (Thailand) Public Company Limited, at telephone number 02-659-8000 ext. 8226, 8085, or 8264.

In this regard, shareholders are requested to carefully review the details of the subscription for the newly issued ordinary shares in the attached Notification of Allocation of Newly Issued Ordinary Shares and its enclosures.

Please be informed accordingly

Sincerely yours,

BTS Group Holdings Public Company Limited

-Mr. Kavin Kanjanapas-

Director

-Mr. Kong Chi Keung-

Director

Section 1 The Information of the Allocation of Newly Issued Ordinary Shares

1. Date, Month, Year and Number of the Board of Directors' Meeting and the Shareholders' Meeting that approved the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering)

This issuance and offering of newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the amount of 2,926,141,881 shares was approved by the Board of Directors' Meeting No. 6/2024 held on August 1, 2024 and the Extraordinary General Meeting of Shareholders No. 1/2024 held on September 30, 2024.

2. Details of the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering)

The Board of Directors' Meeting No. 6/2024 held on August 1, 2024 and the Extraordinary General Meeting of Shareholders No. 1/2024 held on September 30, 2024 approved the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering) as follows:

Type of offering share	Ordinary shares
Paid-up capital before the capital increase	Baht 52,670,553,848 divided into 13,167,638,462 ordinary shares with a par value of 4.00 Baht per share
Additional paid-up capital for the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering) (In the event of full subscription of all newly issued ordinary shares).	Baht 11,704,567,524 divided into 2,926,141,881 ordinary shares with a par value of 4.00 Baht per share
Paid-up capital after the capital increase (In the event of full subscription of all newly issued ordinary shares).	Baht 64,375,121,372 divided into 16,093,780,343 ordinary shares with a par value of 4.00 Baht per share
Number of newly issued ordinary shares in the Rights Offering	Not exceeding 2,926,141,881 shares
Offering price	Baht 4.50 per share
Allocation ratio	4.5 existing ordinary shares for 1 new ordinary share
Allocation method	<p>The Company will allocate not exceeding 2,926,141,881 newly issued ordinary shares to accommodate the offering to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) with an allocation ratio of 4.5 existing ordinary shares for 1 new ordinary share (any fractions of a share resulting from the calculation based on the allocation ratio set forth shall be rounded down), at an offering price of Baht 4.50 per share.</p> <p>Shareholders may oversubscribe for the newly issued ordinary shares; however, the oversubscribed shares will be allocated</p>

	only if there are remaining shares after the initial allocation to the existing shareholders proportionate to their respective shareholdings. The Company will allocate such remaining shares to those existing shareholders who wish to oversubscribe, in proportion to their existing shareholdings, and at the same offering price, until all shares are allocated or no shares remain, whichever occurs first.
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3. Details of the allocation method for newly issued ordinary shares

The Company will allocate the newly issued ordinary shares with the following details.

- a) Existing shareholders who express their intention to subscribe for newly issued ordinary shares, either in full or in part, will be allocated the entire amount they subscribed for;
- b) In case there are remaining shares from the allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) in the first round, which exceed or equal to the shares that the existing shareholders subscribe for in excess of their right, the Company will allocate the remaining shares to those who have subscribed for oversubscription shares and have paid all subscription fees for such oversubscription shares;
- c) In case there are remaining shares from the allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) in the first round which are fewer than the shares that the existing shareholders subscribe for in excess of their right, the Company will allocate the remaining shares to those who have subscribed for oversubscription shares according to the following steps:
 - (1) Allocate based on the proportion of existing shareholders for each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber by the number of remaining shares. The result is the number of shares allocated to each oversubscription subscriber. (Any fractions resulting from the calculation shall be discarded.) However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause c) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding proportion of each subscriber by the number of remaining shares. The result is the number of shares allocated to each oversubscription subscriber. (Any fractions resulting from the calculation shall be discarded.) However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each oversubscription subscriber pursuant to the procedures under this clause shall be repeated until there are no shares left from the allocation.

In this regard, the allocation of shares to existing shareholders of the Company who wish to oversubscribe, in any case, shall not result in any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of the aforementioned shareholders) holding the Company's shares in the following manner:

- (a) In a manner that would increase to or surpass the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amended) ("**Notification No. TorJor. 12/2554**"), except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification No. TorJor. 12/2554; or
- (b) In a manner that violates the foreign shareholding restrictions specified in the Company's Articles of Association, which currently permit foreign shareholders to hold no more than 49 percent of the total issued shares of the Company.

In addition, if there are remaining shares from the allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), as well as shares allocated to those who subscribe for oversubscription shares, the Company will proceed to reduce its registered capital by removing the unallocated shares.

4. Date for determining the name of shareholders who shall be allocated the newly issued ordinary shares proportionate to their respective shareholdings (Record Date)

August 16, 2024 (the "**Record Date**")

5. Subscription and payment period of the newly issued shares

5.1 Period for subscription of the newly issued ordinary shares

- (1) Subscription through a subscription agent using the subscription form (Hard Copy)

From 8.30 to 16.00 hours on October 17 – 18, 2024, October 21 – 22, 2024 and October 24, 2024 (totaling 5 business days), or during the operating hours of the Subscription Agent, which are only on the business days of the Stock Exchange of Thailand (the "**SET**")

- (2) Subscription via the Electronic Rights Offering (E-RO) (for individuals of Thai nationality only)

From 8.30 hours on October 17, 2024 to 16.00 hours on October 24, 2024

5.2 Place for subscription and payment of the newly issued ordinary shares

The Company has appointed UOB Kay Hian Securities (Thailand) Public Company Limited as its subscription agent for the newly issued ordinary shares (the "**Subscription Agent**"). Existing shareholders may subscribe to the newly issued ordinary shares of the Company through the following two methods:

5.2.1 Subscription through the Subscription Agent (Hard Copy) at the venue below.

Name:	UOB Kay Hian Securities (Thailand) Public Company Limited
Address:	130-132 Sindhorn Tower 1, 3 rd Floor, Wireless Road, Lumpini, Pathumwan, Bangkok, 10330
Tel.:	02-6598 000 Ext. 8226, 8085, or 8264
Contact:	Charun Suksakol, Montha Bunlapwongsakun, or Chainarong Boonchusanong

The Company, through the Subscription Agent, does not accept subscriptions for newly issued ordinary shares by mail or at any branches of the Company in all cases.

For shareholders holding shares in the scripless system, please contact the securities company where you have a trading account and where your ordinary shares of the Company are deposited. This securities company will collect the necessary documents and submit them to the Subscription Agent at the subscription location specified above.

5.2.2 Subscription for newly issued ordinary shares via Electronic Rights Offering (E-RO) System

On website www.utrade.co.th or <https://ro.utrade.co.th> (for individuals of Thai nationality only) as specified in E-RO Subscription in Clause 6.2 of this document.

6. Method of subscription and payment for the newly issued ordinary shares

6.1 In case of subscription through the Subscription Agent (Hard Copy)

Shareholders wishing to subscribe for newly issued ordinary shares must submit (1) the Subscription Form as per Enclosure 2; (2) proof of subscription payment; and (3) supporting documents at the Subscription Agent's office. All documents must be filled in accurately, completely and clearly. Shareholders must specify the number of shares they wish to subscribe for in accordance with the rights indicated in the Certificate of Subscription Rights issued by Thailand Securities Depository Co., Ltd. ("TSD"), as well as indicate any intention to subscribe for shares in excess of the allocated rights (if any) in the Subscription Form (Enclosure 2). **Only one subscription form is allowed per 1 Certificate of Subscription Rights**, accompanied by the subscriber's signature and the full subscription payment transferred for the newly issued ordinary shares. Subscription documents must be submitted to the designated subscription location on the specified date and time (as specified in Clause 5.2.1). The details are as follows:

6.1.1 Subscription payment for shares via the bill payment system of United Overseas Bank (Thai) Public Company Limited

Shareholders who wish to make the payment via the bill payment system at **any branch of United Overseas Bank (Thai) Public Company Limited** should complete the information on the Bill Payment Pay-in Slip (Enclosure 4) and transfer the payment to "UOB Kay Hian Securities (Thailand) Company Limited for Securities subscriptions". Payment can be made from 8:30 hours on October 17, 2024 to 16:00 hours on October 24, 2024. The payment must be made in full for all subscribed shares.

If shareholders wish to make the subscription payment by personal cheque, draft, or cashier's cheque, it must be crossed and made payable to "UOB Kay Hian Securities (Thailand) Company Limited for Securities subscriptions". The personal cheque, draft, or cashier's cheque must be dated between October 17 – 21, 2024, and subscription payment must be made at any branch of United Overseas Bank (Thai) Public Company Limited using the Bill Payment Pay-in Slip (Enclosure 4) before 11.00 hours on October 21, 2024.

Such personal cheque, draft, or cashier's cheque must be collectible through the clearing house in Bangkok by the next business day. Payment by personal cheque, draft, or cashier's cheque will be considered complete once the Subscription Agent receives proof of payment and collects the payment within subscription period. Otherwise, it shall be deemed that the subscriber waives their rights.

Subscribers must submit proof of payment to the Subscription Agent along with the Subscription Form. In this regard, please ensure that the shareholder register number (as specified in the Certificate of Subscription Right), name, and mobile number are clearly filled in on the proof of payment.

Shareholders who subscribe for newly issued ordinary shares will be responsible for any bank expenses and fees (if any), in addition to the subscription amount for the newly issued ordinary shares.

The Company, through the Subscription Agent, refrains from accepting cash payments for the subscription of newly issued ordinary shares and reserves the right to permit subscriptions and payments through other methods as deemed appropriate.

6.1.2 Subscription payment for shares via the electronic bill payment system of United Overseas Bank (Thai) Public Company Limited

Subscribers wishing to pay for the subscription via electronic bill payment of United Overseas Bank (Thai) Public Company Limited through internet banking or on the website of other banks (excluding KASIKORNBANK or KBANK) should search for **Biller ID: 010754800005698** and specify the correct subscription payment amount (1 shareholder register number per transaction).

Payment could be made from 8.30 hours on October 17, 2024 to 16.00 hours on October 24, 2024 using shareholders' internet banking user ID. Payments via other individuals' internet banking account are prohibited. The details are as follows:

Bank	United Overseas Bank (Thai) Public Company Limited
Account Type	Current Account
Transfer Fund	Bill Payment
Comp Code	6056
Biller ID	010754800005698
Ref.1	Please specify the shareholder's registration number (10 digits)
Ref.2	Please specify the ID card number (13 digits) / entity registration number / passport number (as applicable)

6.1.3 Subscription payment for shares via Mobile Banking

Subscribers wishing to pay for the subscription via a mobile banking application can make payments from 8.30 hours on October 17, 2024 to 16.00 hours on October 24, 2024, by selecting "bill payment" in the mobile banking application (excluding KASIKORNBANK or KBANK). Please search for **Biller ID: 010754800005698** and specify the correct subscription payment amount (1 shareholder register number per transaction). The details are as follows:

Bank	United Overseas Bank (Thai) Public Company Limited
Account Type	Current Account
Transfer Fund	Bill Payment
Comp Code	6056
Biller ID	010754800005698
Ref.1	Please specify the shareholder's registration number (10 digits)
Ref.2	Please specify the ID card number (13 digits) / entity registration number / passport number (as applicable)

6.1.4 Documents required for subscription to newly issued ordinary shares

- a) Subscription form for newly issued ordinary shares (Enclosure 2)

Shareholders must accurately, completely, and clearly fill out the Subscription Form for newly issued ordinary shares as per Enclosure 2, specifying the number of shares that the shareholder wishes to subscribe for in accordance with the rights, as well as any intention to over-subscription for shares beyond the allocated rights (if any) or to subscribe for fewer shares than of the rights, in the subscription form. The Subscription form must be signed by the subscriber. If the subscriber is a juristic person, the signature must be provided by an authorized signatory of that juristic person, and the company seal (if applicable) must be affixed.

All existing shareholders may oversubscribe for newly issued ordinary shares by making a total payment in full for the number of shares subscribed.

- b) Certificate of Subscription Rights issued by Thailand Securities Depository Co., Ltd. (Enclosure 5)

The Certificate of Subscription Rights issued by Thailand Securities Depository Co., Ltd. as the registrar of the Company has been delivered by registered mail to existing shareholders, specifying the number of shares each shareholder is entitled to allocate proportionate to their respective shareholdings.

- c) Proof of payment

The proof of payment must be provided along with a certified true copy.

Subscribers must submit proof of payment for the full amount of shares they have subscribed for, regardless of whether the subscription is within, less than, or greater than the allocated rights, according to the payment methods chosen by the subscribers. The payment should be done in accordance with the details and procedures specified in Clauses 6.1.1 - 6.1.3 above.

In case of over-subscription, a copy of the first page of a savings account passbook or a copy of a bank statement for a current or savings account showing the bank account number (all 10 digits) must be provided along with a certified true copy. The bank account name must match the subscriber's name, and the account must be a savings or current account opened with a commercial bank in Thailand.

- d) Documents supporting identification according to individual type

Individuals of Thai nationality

A copy of a valid ID card, bearing the same signature as shown in the Subscription Form and certifying as a true copy, must be provided. If there is a name or surname mismatch with the name displayed in the Certificate of Subscription Right issued by Thailand Securities Depository Co., Ltd. (Enclosure 5), please attach a copy of the relevant government-issued document along with a certified true copy.

Individuals of foreign nationality

A copy of a valid alien certificate or passport, bearing the same signature as shown in the Subscription Form and certified as a true copy, must be provided.

Juristic person registered in Thailand

A copy of the subscriber's affidavit issued by the Ministry of Commerce, issued no later than 6 months prior to the subscription date, must be provided. The affidavit should include a statement confirming that the person signing the Subscription Form is the authorized representative(s) of the juristic person, affixed with the corporate seal (if applicable), and certified as a true and correct copy by the authorized representative(s). Additionally, include a copy of the national ID card, alien certificate, or valid passport (as applicable) of the authorized representative, bearing the same signature as shown in the Subscription Form.

Juristic person registered abroad

A copy of the certification of incorporation of the affidavit, including the name and sample signature of the authorized signatory, must be provided. This document shall be issued no later than 1 year prior to the subscription date, signed by the authorized signatory of the juristic person, and affixed with the corporate seal (if applicable). Additionally, please include a certified true copy of the alien certification or valid passport (as applicable) of the authorized signatory, bearing the same signature as shown in the Subscription Form.

A certified copy of the accompanying document must be certified by a Notary Public and validated by the Thai Embassy or Consulate in the country where the document was prepared or authenticated. It must be issued no more than 1 year prior to the subscription date.

Subscribers must complete the Know Your Customer & Customer Due Diligence (KYC/CDD) process and must have conducted a suitability test with the Subscription Agent or another securities company within the last 2 years.

Juristic person that has authorized a custodian to proceed with the subscription of shares

A copy of the power of attorney from the subscriber authorizing the custodian to proceed with the subscription on their behalf must be provided, along with the attached authorization document. This document must align with the type of subscriber specified above (as applicable). The document must be signed by an authorized person representing the custodian and affixed with the corporate seal (if any). Additionally, a certified copy of the ID card, alien certificate, or valid passport (as applicable) of the person signing on behalf of the custodian must be attached.

e) Power of Attorney (Enclosure 6)

Additional documents are required if the subscriber assigns an attorney to submit the subscription documents for newly issued ordinary shares documents on their behalf. This includes a Baht 30 duty stamp and a certified true copy of the attorney's valid ID card.

f) FATCA/CRS Self-Certification Form (Enclosure 3)

Subscribers who wish to deposit the allocated shares into Issuer Account No. 600 must complete the FATCA/CRS Self-Certification Form (Enclosure 3) and submit it along with the Subscription Form.

The Company, through the Subscription Agent, reserves the right to modify the details of the subscription method, payment for newly issued ordinary shares, and related information as deemed appropriate.

6.2 In case of subscription for newly issued ordinary shares via Electronic Rights Offering (E-RO) System (for individuals of Thai nationality only)

Subscribers who are individuals of Thai nationality wishing to subscribe for newly issued ordinary shares must submit their subscription via Electronic Rights Offering (E-RO) on the website www.utrade.co.th or <https://ro.utrade.co.th> ("E-RO Subscription") from 08.30 hours on October 17, 2024 to 16.00 hours on October 24, 2024. Payment for the subscription must be made by scanning the QR Code with a mobile banking application. Subscribers should specify the amount to be paid for the subscription accurately and attach a copy of the pay-in slip, along with a copy of the first page of a bank account book (in case of oversubscription) during the subscription process. The E-RO Subscription manual is included as Enclosure 7.

If the subscriber fails to make payment by the deadline mentioned above, the Subscription Agent will issue a full refund in all cases. Please note that the subscription will only be deemed complete once the payment has been fully processed through the E-RO Subscription.

6.3 Refund of Subscription Payment (if any)

6.3.1 In cases where a shareholder subscribes for newly issued ordinary shares beyond their entitlement and does not receive an allocation due to insufficient availability relative to the oversubscription

The Company, through the Subscription Agent, will refund the subscription payment for unallocated newly issued ordinary shares either by transferring the amount to the subscriber's account specified in the Subscription Form or by issuing a cheque crossed "Account Payee Only" in the subscriber's name. This cheque will be sent to the subscriber by registered mail to the address appearing in the Company's share register book as of the Record Date. The refund will be processed without interest or compensation within 10 business days from the end of the subscription period, using the methods outlined below:

- (1) Transfer the refund to the subscriber's bank account within 5 business days from the end of the subscription period for subscribers who have requested to receive the subscription refund via bank transfer. The bank account must be with a commercial bank that has a branch in Thailand.

The name on the bank account must match the name of the shareholder who oversubscribed, as specified in the Subscription Form. This requires attaching the first page of the savings account book or a copy of the current account or savings account statement, clearly showing the account name and the full 10-digit account number, along with a certified true copy.

- (2) If the Subscription Agent does not receive a copy of the first page of the savings account book or a copy of the current account or savings account statement showing the account

name and full 10-digit account number, or if the subscriber does not specify a request for the subscription refund to be transferred to their account, the Subscription Agent will issue a cheque crossed "Account Payee Only" in the subscriber's name for the unallocated newly issued ordinary shares. This cheque will be sent via registered mail to the address listed in the Company's share register book as of the Record Date. The refund will be processed without interest or compensation within 10 business days from the end of the subscription period.

- (3) If the subscriber has a trading account with UOB Kay Hian Securities (Thailand) Public Company Limited, the subscription refund will be processed via the Automatic Transfer System (ATS) to the bank account designated by the subscriber as per the account opening information provided to UOB Kay Hian Securities (Thailand) Public Company Limited. This transfer will be completed within 5 business days from the end of the subscription period.

If the subscription payment cannot be refunded to the subscriber of the newly issued ordinary shares within the specified timeframe, the Subscription Agent will pay interest to the subscribers at a rate of 7.5% per annum. This interest will be calculated on the subscription payment for the unallocated shares, starting from the expiration of the 10-business-day period until the date of repayment through the methods mentioned above. In this regard, if the subscription refund for the unallocated shares is repaid via cheque or by transferring money to the subscriber's account as detailed in the register book as of the Record Date, it will be deemed that the subscriber has duly received the refund, and the subscriber will have no right to claim any interest or compensations from the Company or the Subscription Agent.

- 6.3.2 **In cases where a shareholder subscribes for newly issued ordinary shares but does not receive an allocation due to a breach of the subscription conditions and/or the subscription payment made by personal cheque, draft, or cashier's cheque cannot be collected**

The Company, through the Subscription Agent, will return personal cheques, drafts, or cashier's cheques to shareholders who do not receive an allocation due to a breach of the subscription conditions and/or if the subscription payment made by personal cheque, draft, or cashier's cheque cannot be collected. The shareholders must request the return of their personal cheque, draft, or cashier's cheque from the Subscription Agent within 30 days from the end of the subscription period.

6.4 Methods of delivery for newly issued ordinary shares

The Company and/or the Subscription Agent will proceed to deliver the newly issued ordinary shares as specified in the Subscription Form or as instructed through the E-RO Subscription in either of the following cases:

6.4.1 Deposit the allotted shares into the securities trading account

If the subscriber wishes to deposit the allotted shares into a securities trading account opened with a securities company, the Company will deposit the allotted shares in the name of "Thailand Securities Depository Company Limited for Depositors". The Thailand Securities Depository Company Limited (TSD) will then record the account balance of the ordinary shares deposited by the securities company and issue evidence of deposit to the subscribers. Concurrently, the securities company will record the account balance of the ordinary shares deposited by the

subscriber. In this case, allotted subscribers will be able to sell the allocated shares on the SET immediately as the Company's ordinary shares are permitted for trading on the SET.

The subscriber who wishes the Company to proceed according to Clause 6.4.1 must specify the name and code of the securities company where they have a trading account, as well as the trading account number to which the allocated shares shall be transferred. If the securities company code or trading account number is incorrectly specified, this will prevent the shares from being transferred to the trading account. The Company will not be liable for any loss of shares or delays in retrieving them.

In addition, the name of the subscriber must match the name of the owner of the securities trading account; otherwise, the deposit of newly issued ordinary shares cannot be processed. In this case, the Company reserves the right to issue the share certificate to the subscriber.

6.4.2 Receive a share certificate in the name of the subscriber

TSD, as the registrar of the Company, will deliver the share certificates to the allotted subscribers according to the number of shares allocated, via registered mail to the name and address listed in the register book as of the Record Date, within 15 business days from the end of the subscription period. Subscribers may receive the share certificate after the Company's shares have been approved for trading on the SET.

6.4.3 Deposit the allotted shares into the Issuer Account No. 600

If the subscriber wishes to deposit the allotted shares into the scripless system of TSD, the Company will deposit the shares with TSD. TSD will then record the account balance of the ordinary shares in Issuer Account No. 600 and issue evidence of the share deposit to the subscriber within 7 business days from the end of the subscription period (from October 24, 2024). If the subscriber wishes to sell the shares, they must withdraw them from the Issuer Account by contacting the securities company where they have a trading account, which may incur fees as specified by TSD and/or the securities company. In this case, the subscriber will be able to sell the allocated shares on SET after the shares have been withdrawn from Issuer Account No. 600 and are permitted to be traded on the SET.

If the subscriber does not completely fill in the information, provides unclear details, or fails to specify how to deliver the shares, the Company reserves the right to issue share certificates in the name of the subscriber.

6.5 Other details necessary for the subscription of newly issued ordinary shares

- a) Shareholders who subscribe for newly issued ordinary shares will receive subscription evidence signed by the Subscription Agent's officer. The subscription will be considered complete once the Company successfully collects the payment for the subscription.
- b) Shareholders who subscribe for newly issued ordinary shares and make the subscription payment shall not have the right to cancel their subscription unless written consent from the Company has been obtained.
- c) If the number of newly issued ordinary shares indicated by a shareholder in the Subscription Form exceeds the amount of payment received by the Company, the Company reserves the right to allocate shares based on the subscription payment received.

- d) If the number of newly issued ordinary shares specified in the Subscription Form is less than the amount of payment received by the Company, the Company reserves the right to allocate the shares to each shareholder as it deems appropriate.
- e) If a shareholder who subscribes for newly issued ordinary shares fails to make the subscription payment, and/or if the Company cannot collect the subscription payment in whole or in part, or if any situation arises that is not deemed to be the Company's fault within the subscription period, or if the subscribing shareholder does not completely or clearly fill out the Subscription Form, or if the shareholder uses subscription methods other than those indicated in this document, the Company shall consider that the shareholder waives their right to subscribe for the newly issued ordinary shares. In such cases, the Company reserves the right not to allocate any shares to that shareholder.

In this regard, shareholders must verify the payment for their subscription and adhere to the terms and conditions, while providing complete and accurate information.

- f) The Company reserves the right not to allocate, or to allocate a partial amount of, newly issued ordinary shares to any shareholder if such allocation would result in foreign shareholding exceeding 49% of the total issued shares of the Company.
- g) The Company reserves the right to alter the details of payment methods, terms and conditions, or any information related to this subscription for newly issued ordinary shares as it deems appropriate in the event of operational difficulties, obstacles, or restrictions. This is to maximize the benefits of subscribing to the newly issued ordinary shares of the Company.
- h) Shareholders who do not exercise their rights or make payment within the specified period, who fail to submit complete subscription documents, or who do not complete the subscription transaction via the E-RO Subscription within the designated timeframe, will be deemed to have waived their rights to subscribe for the newly issued ordinary shares this time.

7. Objective of newly issued ordinary shares

The Company will use the proceeds from the issuance and offering of the newly issued ordinary shares allocated to the existing shareholders proportionate to their respective shareholdings for the preliminary details as follows:

Purpose	Approximately amount
1. As a source of funds to undertake conditional voluntary tender offers for Roctec Global Public Company Limited and Rabbit Holdings Public Company Limited	Not exceeding Baht 13,168 million
2. As working capital for the Company and/or its subsidiaries, if any funds remain from 1.	Remaining funds from 1.

8. Expected benefits for the company from the capital increase/allocation of newly issued shares

The increase in the Company's registered capital for the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) will provide the Company with flexibility and financial readiness for its business operations and those of its subsidiaries. The Company and its subsidiaries will be able to utilize the proceeds from the issuance and

offering of newly issued ordinary shares in a timely manner within the framework outlined above, which will benefit the Company's operation in the future.

9. Dividend payment policy and rights to receive dividends from the newly issued shares

a) Dividend payment policy of the Company

The Company has a policy of paying dividend at the rate of no less than 50 percent of the net income after tax in accordance with the Company's financial statements (on a standalone basis). The Company shall pay dividend in the following fiscal year by taking into consideration the cash flow from the operation of the business. The annual dividend payment announcement must be approved at the Annual General Meeting of Shareholders. As for the interim dividend payment, the Company's Board of Directors may deem it appropriate to pay an interim dividend if the Company has sufficient profits and working capital for business operation after the interim dividend payment. The Board of Directors has the responsibility to inform the shareholders of such payment in the subsequent shareholders' meeting.

The Board of Directors shall take the following factors into account when considering dividend payment to the shareholders, namely, the Company's performance, liquidity, current cash flow and financial status, regulations and conditions regarding dividend payment as set forth in the loan agreements, bonds, contracts imposing the Company's liabilities, including agreements or contracts that the Company is obliged to comply with; future business plan and capital investment requirement; and other factors as the Board of Directors deems appropriate.

Moreover, the Company must comply with the Public Limited Companies Act B.E. 2535 (1992) (as amended), which states that the Company cannot pay dividend if the Company still has retained loss though the Company has net income in that particular year. Additionally, the Public Limited Companies Act B.E. 2535 (1992) (as amended) states that the Company is required to reserve an amount of not less than 5 percent of the annual net income after deduction of the retained loss (if any) as statutory reserve until such statutory reserve is not less than 10 percent of the registered capital. In addition to the statutory reserve, the Board of Directors may consider setting up other types of reserve fund as it deems appropriate.

b) Right to receive dividends from the Company's business operations

Those who are allocated the newly issued ordinary shares issued and offered to existing shareholders proportionate to their respective shareholdings will be entitled to receive dividends from the Company's business operations after being registered as a shareholder of the Company.

10. Other details necessary for shareholders to make an investment decisions in the Company's shares

a) Price Dilution

There is no price dilution because the offering price is higher than the market price. The market price is equal to the weighted average price of the Company's ordinary share traded on the SET for seven consecutive business days prior to the date on which the Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering) (during July 19 – 31, 2024), which was equal to Baht 4.32 per share (information on SETSMART at www.setsmart.com).

b) Control Dilution

If any existing shareholder does not exercise their rights to subscribe for the newly issued ordinary shares allocated proportionately to their respective shareholdings as per their entitlement, while other existing shareholders exercise their rights either within or exceeding their entitlement until all shares are fully subscribed, it may have an impact on the existing shareholders with respect to control dilution, which can be calculated using the following formula:

$$\begin{aligned}\text{Control Dilution} &= \frac{\text{Number of offered shares}}{\text{Number of paid-up shares} + \text{Number of offered shares}} \\ &= \frac{2,926,141,881}{13,167,638,462 + 2,926,141,881} \\ &= 18.18\%\end{aligned}$$

c) Earnings Per Share or EPS Dilution

This cannot be calculated as the Company has a net loss for the period ended June 30, 2024.

Section 2 Preliminary Information of BTS Group Holdings Public Company Limited

1. Name and address of the Listed Company

Name	BTS Group Holdings Public Company Limited (the “Company” or “BTS”)
Registration no.	0107536000421
Address	TST Tower, 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900
Telephone	0-2273-8511-15, 0-2273-8611-15
Fax	0-2273-8610, 0-2273-8616
Website	http://www.btsgroup.co.th

2. Business Type and Nature of Business Operation, and other important details

Nature of Business Operations

BTS is a private company primarily engaged in holding company activities across various industries through three platforms: MOVE, MIX, and MATCH.

a) MOVE platform

The MOVE platform of BTS focuses on transportation, encompassing rail, road, and water transport. Its goal is to passengers with seamless “Door-to-Door” journey for passengers within the MOVE system. This platform consists of two main businesses:

(1) Rail Business comprises:

- Rail Services Under a Concession Agreement (Green Line Core Network, Pink Line, Yellow Line)
 - **Green Line:** Bangkok Mass Transit System Public Company Limited (“BTSC”), BTS’ s subsidiary, is responsible for all civil infrastructure, electrical and mechanical works, rolling stocks as well as providing operational services to accommodate up to the system design capacity at 50,000 Passengers per Hour per Direction (PPHPD), in order to carry passengers in BTS Green Line Core Network reliably and safely.
 - **Pink Line and Yellow Line:** Northern Bangkok Monorail Company Limited (Pink line) and Eastern Bangkok Monorail Company Limited (Yellow line), BTS’ s subsidiaries, are responsible for all civil infrastructure, electrical and mechanical works monorails, as well as providing operational services. BTSC is the operator for both the Pink and Yellow lines.
- Rail services under an Operating and Maintenance (O&M) contract (Green Line Core Network, Green Line extensions, and Gold Line)

BTSC is responsible to operate and maintain the services, as well as invest in the rolling stocks for the extensions to the Green Line Core Network and post its concession expiration as well as the Gold line.

- Non-rail business includes the following projects: the Bus Rapid Transit (BRT) project, operated by BTSC; the EV-bike hire purchase business for registered motorcycle drivers within a 2.5-kilometer radius of BTS stations, operated by Smart EV Bike Co., Ltd.; the development project for U-Tapao Airport and the Eastern Aviation City, managed by U-Tapao International Aviation Co., Ltd.; the Bang Pa-In to Nakhon Ratchasima (M6) Intercity Motorway project, approximately 196 kilometers, operated by BGSR 6 Co., Ltd.; and the Bang Yai to Kanchanaburi (M81) Intercity Motorway project, approximately 96 kilometers, operated by BGSR 81 Co., Ltd.

b) MIX platform

The MIX platform provides comprehensive marketing services that integrate both offline and online media through Offline-to-Online (O2O) marketing solutions, with an emphasis on maximizing the utilization of the BTS database. The MIX platform primarily operates under VGI Global Media Public Company Limited (“VGI”), a subsidiary of BTS, and its affiliates. Currently, VGI’s services encompass a business ecosystem that includes: 1. Advertising businesses, which consist of advertising media in mass transit systems, advertising within office buildings, outdoor advertising, and online and digital marketing services; 2. Digital services; and 3. Distribution businesses. These business platforms enable VGI to effectively reach a diverse range of consumer groups and to better understand consumer needs.

Under its Advertising platform, VGI has exclusive rights to manage advertising and commercial spaces across the BTS SkyTrain Network and trains. Its networks further cover various touchpoints, including the office and commercial building segment along with outdoor billboards. Under the Digital Services platform, Rabbit Group is a leading micropayment platform with over 800 retail partners nationwide. Last but not least, under Distribution platform, VGI has expanded its capability through the investment in subsidiaries, including 1. Fanslink Communication Co., Ltd.– an omni-Channel e-Commerce service provider and the leading brand management for Chinese brands; 2. Super Turtle Public Company Limited (“TURTLE”), a Mass Transit Retail provider and strategic partnership with VGI. This enabled TURTLE to expand its operation beyond the original business to retail and leasing provider across BTS SkyTrain. TURTLE’s current business comprises 1) Retail business under Turtle brand, 2) Leasing business on BTS stations and 3) Publishing business; 3. Demo Power (Thailand) Co., Ltd. – the largest trial and demonstration service company in Thailand, Jaymart Group Holdings Public Company Limited – a holding company in mobile retail and wholesale distributor, debt collection and management, property development, personal loan business and potential new business.

c) MATCH platform

The MATCH platform is dedicated to fostering new business opportunities and cultivating potential synergies with diverse business partners for mutual growth. This open platform is a part of the Sharing Economy concept in which competent partners are welcome to participate, seek benefits and generate returns for both parties in various forms, such as increased reach, improved business model, revenue sharing, and enhanced profitability. Furthermore, such collaborations will drive value creation for the Group and contribute to the overall success of the Group.

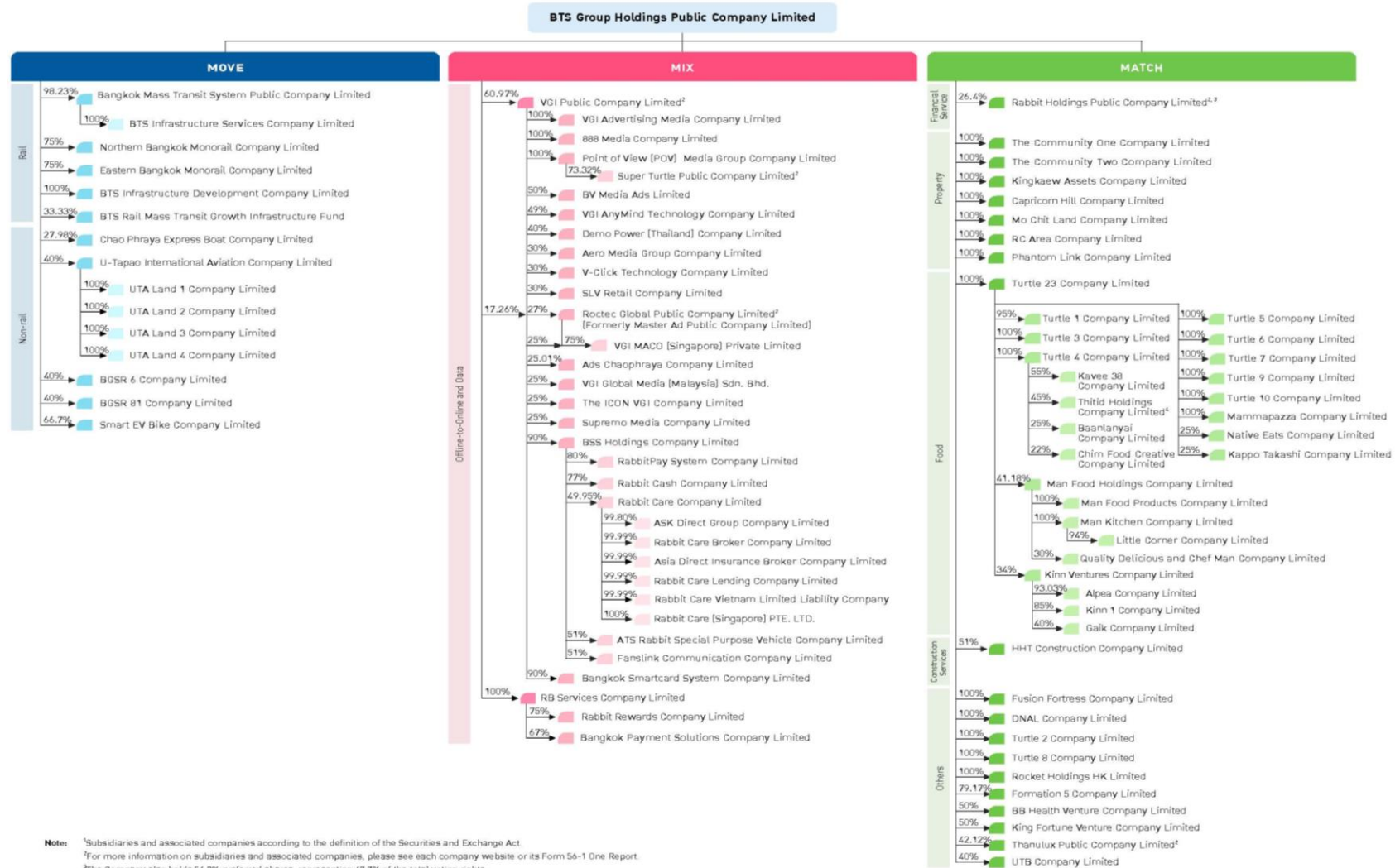
The Group has invested and partnered with diversified leading listed and non-listed companies to create mutual benefits as well as to capture future business opportunities. BTS believes that our proprietary MOVE and MIX platforms, plus more insightful data from our partners in different industries will unlock each other’s potential value and bring more business synergies to uplift each other’s growth in the future.

Businesses under MATCH comprises: 1. Real estate and financial services operated by Rabbit Holdings Public Company Limited, an associated company of BTS; 2. Textile and apparel business, secured lending services business, asset management business, and real estate development for sale business, operated by Thanaluk Public Company Limited, an associated company of BTS; and 3. Food and beverage businesses primarily operated by Turtle 23 Co., Ltd. , a subsidiary of BTS, and Turtle Twenty-Three group, which includes restaurants such as Baan Restaurant, Gaa, Maison Dunand, Sushi Saryu, Kappo Takashi, Man Tables, T-Break, POTONG, Chim by Siam Wisdom, NUSARA, Lahnyai by NUSARA, Mayrai, Samut, Thepnakorn, BK SALON, Ore, and ChefMan Restaurant (ChefMan), etc.

More information on nature of business operations of BTS can be found in Annual Report 2023/24 (Form 56-1 One Report) at (<https://www.btsgroup.co.th/en/annual-report-2023-24>) or BTS's website at (www.btsgroup.co.th)

3. Shareholding structure of the Company, subsidiaries, and associated companies, including the information of such subsidiaries and associated company

Business Organization and Corporate Structure of BTS Group as of 1 April 2024



Information on the Company's Subsidiaries and Associates¹ as of April 1, 2024

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Subsidiaries directly owned by the Company						
Bangkok Mass Transit System Public Company Limited	Mass transit business	1000 BTS Building, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900	18,878,881,983.50	75,515,527,934 shares (par value of Baht 0.25 per share)	Ordinary Shares	98.23
VGI Public Company Limited ³	Providing total marketing solutions services	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	1,119,451,966.60	11,194,519,666 shares (par value of Baht 0.10 per share)	Ordinary Shares	60.97
Northern Bangkok Monorail Co., Ltd.	Mass transit business	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	14,400,000,000.00	144,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	75.00
Eastern Bangkok Monorail Co., Ltd.	Mass transit business	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	14,400,000,000.00	144,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	75.00
RB Services Co., Ltd.	Investment in the securities of other companies	21 TST Tower, 19 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	335,000,000.00	3,350,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
DNAL Co., Ltd.	Office space rental	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	143,125,000.00	1,431,250 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Fusion Fortress Co., Ltd. (Formerly known as "Yongsu Co., Ltd.")	Real estate and condominium rental	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	292,500,000.00	3,185,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Kingkaew Assets Co., Ltd.	Property development	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	145,530,000.00	1,890,000 shares (par value of Baht 77 per share)	Ordinary Shares	100.00
The Community One Co., Ltd.	Property development	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	158,800,000.00	1,588,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
The Community Two Co., Ltd.	Property development	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	292,100,000.00	2,921,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
HHT Construction Co., Ltd.	Construction and construction management	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	25,000,000.00	5,000,000 shares (par value of Baht 5 per share)	Ordinary Shares	51.00
BTS Infrastructure Development Co., Ltd.	Providing consultancy service for architecture and engineering works	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	250,000.00	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Turtle 23 Co., Ltd. ("Turtle 23")	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5	1,007,600,000.00	12,560,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Mo Chit Land Co., Ltd.	Office space rental	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	944,757,500.00	34,670,000 shares (par value of Baht 27.25 per share)	Ordinary Shares	100.00
Capricorn Hill Co., Ltd.	Landowner	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	100,000,000.00	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Rocket Holdings HK Limited	Engaging in digital transformation consulting and software development business	RM 2102 Hong Kong Trade CTR 161-7 Des Voeux Rd Central, Hong Kong	US\$ 12,850,182.00	12,850,182 shares (par value of US\$ 1 per share)	Ordinary Shares	100.00
RC Area Co., Ltd.	Property development and management	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	100,000.00	1,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Turtle 2 Co., Ltd.	Other activities that support the business	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	52,800,000.00	528,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Turtle 8 Co., Ltd.	E-Commerce services	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	292,000,000.00	2,920,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Phantom Link Co., Ltd.	Property development	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	300,000,000.00	3,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Smart EV Bike Co., Ltd.	Rental and Financial Leasing of Land Transportation Equipment (Excluding Motor Vehicles)	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	5,000,000.00	200,000 shares (par value of Baht 100 per share)	Ordinary Shares	66.67
King Fortune Venture Co., Ltd.	Real Estate Business, Medical and Healthcare Services, and Big Data Analytics	21 Choei Phuang Soi, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	280,000,000.00	2,800,000 shares (par value of Baht 100 share)	Ordinary Shares	50.00
BB Health Venture Co., Ltd.	Hospital and Health businesses	33 Soi 3 (Nana Nuea) Sukhumvit Road, Khlon Tan Nuea Subdistrict, Watthana District, Bangkok 10110	26,000,000.00	1,010,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00
Formation 5 Co., Ltd	Golf course, tennis court, swimming pool and all types of sports fields businesses	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	48,000,000.00	480,000 shares (par value of Baht 100 per share)	Ordinary Shares	79.17
Subsidiaries indirectly owned by the Company						
Held by BTSC						
BTS Infrastructure Services Co., Ltd.	Mass Transit Business	1000 BTS Building, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900	250,000.00	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by BTSC
Held by VGI						
VGI Advertising Media Co., Ltd.	Providing advertising media services (ceased operations due to the termination of agreement in Tesco Lotus)	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by VGI
888 Media Co., Ltd.	Providing advertising media and production services	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	20,000,000.00	2,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	100.00 Held by VGI
Point of View (POV) Media Group Co., Ltd.	Providing advertising media services in office buildings	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	4,640,000,000.00	464,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	100.00 Held by VGI

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
BSS Holdings Co., Ltd. ("BSSH")	Investment in the securities of other companies	21 TST Tower, 19 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	1,816,000,000.00	18,160,000 shares (par value of Baht 100 per share)	Ordinary Shares	90.00 Held by VGI
Bangkok Smartcard System Co., Ltd.	Providing e-money services	21 TST Tower, 19 th and 24 th Floors, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	400,000,000.00	4,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	90.00 Held by VGI
Held by RB Services Co., Ltd						
Bangkok Payment Solutions Co., Ltd.	Trade, import, export, and maintenance telecommunication devices, and relating equipment, including software development and technology services	123 Suntowers Building B, 17 th Floor, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	150,000,000.00	30,000,000 shares (par value of Baht 5 per share)	Ordinary Shares	67.00 Held by RB Services Co., Ltd.
Rabbit Rewards Co., Ltd.	Provision of CRM Loyalty Program and Coupon Kiosks	21 TST Tower, 19 th Floor, Viphavadi- Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	261,070,000.00	2,610,700 shares (par value of Baht 100 per share)	Ordinary Shares	75.00 Held by RB Services Co., Ltd.
Held by Turtle 23						
Turtle 1 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	40,000,000.00	400,000 shares (par value of Baht 100 per share)	Ordinary Shares	95.00 Held by Turtle 23
Turtle 3 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	105,000,000.00	1,050,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Turtle 4 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	32,000,000.00	350,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Turtle 5 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	250,000.00	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Turtle 6 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Turtle 7 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	4,750,000.00	160,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Turtle 9 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	250,000.00	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Turtle 10 Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	70,000,000.00	700,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Mammapazza Co., Ltd.	Food and beverage businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	1,000,000.00	40,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Turtle 23
Held by Turtle 4 Co., Ltd						
Kavee 38 Co., Ltd.	Restaurants and food service businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	2,000,000.00	20,000 shares (par value of Baht 100 per share)	Ordinary Shares	55.00 Held by Turtle 4 Co., Ltd.
Thitid Holdings Co., Ltd.	Joint Investment businesses	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	8,167,000.00	45,000 ordinary shares and 36,670 preferred shares (par value of Baht 100 per share)	Ordinary Shares and Preferred Shares	44.90 Held by Turtle 4 Co., Ltd.
Associates						
BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF)	Investment in the net farebox revenue from the operation of the Core BTS SkyTrain System under the Concession Agreement, covering a combined track length of 23.5 kilometers	175 Sathorn City Tower, 7 th , 21 st and 26 th Floors, South Sathorn Road, Thung Mahamek, Sathorn, Bangkok 10120	48,156,160,000.00	5,788,000,000 units (par value of Baht 8.32 per unit)	Investment Units	33.33
Rabbit Holdings Public Company Limited ³ ("RABBIT")	Landowner and property development	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	44,546,839,376.20	7,445,921,575 ordinary shares and 24,373,249,408 preferred shares	Ordinary Shares and Preferred Shares	26.40

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
				(par value of Baht 1.40 per share)		
Roctec Global Public Company Limited ³ (“ROCTEC”) (Formerly known as “Master Ad Public Company Limited”)	Providing out-of-home advertising media and production services	21 TST Tower, 21 st -22 nd Floors, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	811,797,617.70	8,117,976,177 shares (par value of Baht 0.10 per share)	Ordinary Shares	27.06 Held by VGI and 17.26 held by the Company
Super Turtle Public Company Limited ³ (Formerly known as Nation International Edutainment Public Company Limited)	(1) Retail business (2) Leasing business (3) Publishing business	333 Lao Peng Nguan 1 Tower, 24 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	1,589,549,286.00	1,589,549,286 shares (par value of Baht 1 per share)	Ordinary Shares	73.32 Held by Point of View (POV) Media Group Co., Ltd.
U-Tapao International Aviation Co., Ltd. (“UTA”)	Airport business and other businesses in relation to and in connection with airport business	99 Moo 14, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	7,125,000,000.00	150,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	40.00
UTA Land 1 Co., Ltd.	Buying and selling real estate business	99 Moo 14, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by UTA
UTA Land 2 Co., Ltd.	Buying and selling real estate business	99 Moo 14, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by UTA
UTA Land 3 Co., Ltd.	Buying and selling real estate business	99 Moo 14, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by UTA
UTA Land 4 Co., Ltd.	Buying and selling real estate business	99 Moo 14, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by UTA
UTB Co., Ltd.	Manage aviation city, U-Tapao International Airport and Eastern Airport City	21 TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	40.00
Chao Phraya Express Boat Co., Ltd.	Public water transportation business	99 Moo 3, Bang Si Mueang, Mueang Nonthaburi, Nonthaburi 11000	132,758,620.00	18,275,862 shares (par value of Baht 10 per share)	Ordinary Shares	27.98

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Ads Chao Phraya Co., Ltd.	Providing advertising media services on passenger boats and billboards located on piers along river	1/11 Trok Mahathat, Maharaj Road, Phraborommaharatchawang, Phranakorn, Bangkok 10200	1,142,900.00	11,429 shares (par value of Baht 100 per share)	Ordinary Shares	25.01 Held by VGI
VGI Global Media (Malaysia) Sdn Bhd	Providing advertising media services	15 th Floor, Menara Manulife 6, Jalan Gelenggang Bukit Damansara 50490 Kuala Lumpur Tel: 03-2011 2338 Email: info@vgimalaysia.com	MYR 120,022,518	120,022,518 shares (par value of MYR 1 per share)	Ordinary Shares	25.00 Held by VGI
Aero Media Group Co., Ltd.	Providing marketing services and media space within the airport areas	115/1-3 Sukhothai Grand Building, Sukhothai Road, Dusit, Bangkok 10300	85,700,000.00	85,700 shares (par value of Baht 1,000 share)	Ordinary Shares	30.00 Held by VGI
Demo Power (Thailand) Co., Ltd.	Providing product sampling services	1126/2 New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400	3,000,000.00	30,000 shares (par value of Baht 100 per share)	Ordinary Shares	40.00 Held by VGI
VGI MACO (Singapore) Private Limited	Investment in advertising media business in Southeast Asia	50, Raffles Place, #17-01 Singapore Land Tower, Singapore 048623	SGD 100.00	100 shares (par value of SGD 1 per share)	Ordinary Shares	25.00 Held by VGI and 75.00 held by ROCTEC
RabbitPay System Co., Ltd.	Investment in the securities of other companies	21 TST Tower, 19 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	800,000,000.00	8,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	80.00 Held by BSSH
Rabbit Care Co., Ltd.	Providing web page system and telemarketing services	1 Q House Lumpini, 29 th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120	11,415,500.00	1,141,550 shares (par value of Baht 10 per share)	Ordinary Shares	49.95 Held by BSSH
Rabbit Care Broker Co., Ltd.	Providing non-life and life insurance businesses	1 Q House Lumpini, 29 th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120	166,300,000.00	1,663,000 shares (par value of Baht 100 per share)	Ordinary Shares	99.99 Held by Rabbit Care Co., Ltd.

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
ASK Direct Group Co., Ltd.	Providing sale of goods and all types of products by telesales and telemarketing services	1 Q House Lumpini, 29 th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120	1,000,000.00	1,000 shares (par value of Baht 1,000 per share)	Ordinary Shares	99.80 Held by Rabbit Care Co., Ltd.
Asia Direct Insurance Broker Co., Ltd.	Providing non-life and life insurance businesses	626 BBD Building (Rama 4), 11 th Floor, Rama 4 Road, Maha Phruttharam, Bang Rak, Bangkok 10500	76,200,000.00	762,000 shares (par value of Baht 100 per share)	Ordinary Shares	99.99 Held by Rabbit Care Co., Ltd.
Rabbit Care Lending Co., Ltd.	Provide credit service businesses	1 Q House Lumpini, 29 th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120	11,000,000.00	110,000 shares (par value of Baht 100 per share)	Ordinary Shares	99.99 Held by Rabbit Care Co., Ltd.
Rabbit Care Vietnam Limited Liability Company	Advertising services businesses	2/3-5 Ham Nghi, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	VND 700,000,000.00	-	Ordinary Shares	99.99 Held by Rabbit Care Co., Ltd.
Rabbit Care (Singapore) PTE. LTD.	Management Consultant businesses	12 MARINA BOULEVARD #30-03 MARINA BAY FINANCIAL CENTRE SINGAPORE (018982)	SGD 1	1 share (par value of SGD 1 per share)	Ordinary Shares	100.00 Held by Rabbit Care Co., Ltd.
Rabbit Cash Co., Ltd.	Provision of lending services through digital platform	1 Q House Lumpini, 27 th Floor, Unit 2701, 2704 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120	1,200,000,000.00	12,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	77.00 Held by BSSH
Fanslink Communication Co., Ltd.	Provision of sale and distribution of products from China, and the business of original equipment manufacturing (OEM) of its products under its own brand	968 U Chu Liang Building, 35 th Floor, Rama IV Road, Silom, Bang Rak, Bangkok 10500	408,163,300.00	4,081,633 shares (par value of Baht 100 per share)	Ordinary Shares	51.00 Held by BSSH
Native Eats Co., Ltd.	Food and beverage businesses	46/1 Soi Sukhumvit 53 (Paidee Madee), Sukhumvit Road, North Klongton, Wattana, Bangkok, 10110	20,000,000.00	20,000 shares (par value of Baht 1,000 per share)	Ordinary Shares	25.00 Held by Turtle 23

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Baanlanyai Co., Ltd.	Restaurants and food service	30 Soi Udonsuk, 30 Bang Na Nuea, Bang Na, Bangkok 10260	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	25.00 Held by Turtle 4 Co., Ltd.
Thanulux Public Company Limited ³ ("TNL")	Consumer Products	129/1 Chongnonsi Road, Chongnonsi, Yan Nawa, Bangkok 10120	304,622,662.00	304,622,662 shares (par value of Baht 1 per share)	Ordinary Shares	42.12
BGSR 6 Co., Ltd.	Bidding for government agencies' contracts on the designing, construction, civil works maintenance and installation of toll-collection system for intercity highways	21 Soi Choei Phuang, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	1,000,000,000.00	100,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	40.00
BGSR 81 Co., Ltd.	Bidding for government agencies' contracts on the designing, construction, civil works maintenance and installation of toll-collection system for intercity highways	21 Soi Choei Phuang, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	850,000,000.00	85,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	40.00
Man Food Holdings Co., Ltd.	Investment in restaurant and food businesses	21 TST Tower, 15 th Floor, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	139,800,000.00	1,398,000 shares (par value of Baht 100 per share)	Ordinary Shares	41.18 Held by Turtle 23
Man Food Products Company Limited	Food production and distribution businesses	5 Chaloem Phrakiat Rama 9 Soi 21, Nong Bon, Prawet, Bangkok 10250	162,000,000	1,620,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Man Food Holdings Co., Ltd.
Man Kitchen Company Limited	Restaurants, food and beverage service businesses	21 TST Tower, 15 th Floor, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	83,569,322	2,142,800 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 Held by Man Food Holdings Co., Ltd.
Little Corner Company Limited	Food and beverage businesses	21 TST Tower, 15 th Floor, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	60,000,000	600,000 shares (par value of Baht 100 per share)	Ordinary Shares	94.00 Held by Man Kitchen Co., Ltd.

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Quality Delicious and Chef Man Company Limited	Food and beverage businesses	2/4 BDMS Wellness Clinic Room no. 22-24, G floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330	22,101,000	300,000 shares (par value of Baht 100 per share)	Ordinary Shares	30.00 Held by Man Food Holdings Co., Ltd.
ATS Rabbit Special Purpose Vehicle Co., Ltd.	A special purpose vehicle for securitization under the Emergency Decree regarding Securitization B.E. 2540 (1997)	388 Exchange Tower, 27 th Floor, Sukhumvit Road, Khlong Toei, Bangkok 10110	40,000.00	400 shares (par value of Baht 100 per share)	Ordinary Shares	51.00 Held by BSSH
The ICON VGI Co., Ltd.	Providing advertising media services	299 Icon Siam, Charoen Nakhon Road, Khlong Ton Sai, Khlong San, Bangkok 10600	23,100,000.00	231,000 shares (par value of Baht 100 per share)	Ordinary Shares	25.00 Held by VGI
Supremo Media Co., Ltd.	Providing advertising media services	989 Siam Piwat Tower, 20 th Floor, Rama 1 Road, Pathumwan, Bangkok 10330	1,000,000.00	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	25.00 Held by VGI
BV Media Ads Co., Ltd.	Providing management services for advertising media and public relations	900 Tonson Tower, 5 th Floor, Phloen Chit Road, Lumpini, Pathumwan, Bangkok 10330	70,000,000.00	700,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 Held by VGI
VGI AnyMind Technology Co., Ltd.	Developing out-of-home programmatic media platform	689 Bhiraj Tower at EmQuartier, 34 th Floor, Sukhumvit Road (Soi 35), Khlong Tan Nuea, Watthana, Bangkok 10110	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	49.00 Held by VGI
V-Click Technology Co., Ltd.	A sale agent to distribute the online advertising media in China	90/42 Sathorn Thani Building 1, 16 th Floor, Sathorn Nuea, Silom, Bang Rak, Bangkok 10500	63,000,000.00	18,000,000 shares (par value of Baht 5 per share)	Ordinary Shares	30.00 Held by VGI
SLV Retail Co., Ltd.	Convenient stores under Lawson brand within mass transit areas in Thailand	2170 Bangkok Tower, 3 rd Floor, New Phetchaburi Road, Bang Kapi, Huai Khwang, Bangkok 10310	45,000,000.00	450,000 shares (par value of Baht 100 per share)	Ordinary Shares	30.00 Held by VGI
Kinn Ventures Co., Ltd.	Provides financial service businesses	21 TST Tower, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	52,500,000.00	525,000 shares (par value of Baht 100 per share)	Ordinary Shares	34.00 Held by Turtle 23

Juristic Person	Type of Business	Address	Paid-up Capital (Baht)	Total Shares / Issued Shares	Type	Shareholding (%)
Alpea Co., Ltd.	Food and beverage businesses	55 Sueksa Wittaya Soi, Silom, Bang Rak, Bangkok 10500	10,000,000.00	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	93.03 Held by Kinn Ventures Co., Ltd.
Kinn 1 Co., Ltd.	Food and beverage businesses	21 TST Tower, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	6,000,000.00	60,000 shares (par value of Baht 100 per share)	Ordinary Shares	85.00 Held by Kinn Ventures Co., Ltd.
Gaik Co., Ltd.	Financial lease businesses	55 Sueksa Wittaya Soi, Silom, Bang Rak, Bangkok 10500	100,000.00	1,000 shares (par value of Baht 100 per share)	Ordinary Shares	40.00 Held by Kinn Ventures Co., Ltd.
Kappo Takashi Co., Ltd.	Food and beverage businesses	777 1 st Floor, Room no. L1-10, Sukhumvit Road, North Klongton, Wattana, Bangkok 10110	4,000,000.00	40,000 shares (par value of Baht 100 per share)	Ordinary Shares	25.00 Held by Turtle 23
Chim Food Creative Co., Ltd.	Hotel businesses, restaurants and food service businesses	66 Sukhumvit Soi 31 Yeak 4, Sukhumvit Road, North Klongton, Wattana, Bangkok 10110	750,000.00	7,500 shares (par value of Baht 100 per share)	Ordinary Shares	22.00 Held by Turtle 4 Co., Ltd.

Remarks:

¹ Subsidiaries and associated companies according to the definition of The Securities and Exchange Act B.E. 2535 (1992) (as amended)

² More information on subsidiaries and associated companies of the Company can be found in Annual Report 2023/24 (Form 56-1 One Report) at (<https://www.btsgroup.co.th/en/annual-report-2023-24>) or the Company's website at (www.btsgroup.co.th)

³ For more information on subsidiaries and associated companies, please see each company website: VGI (www.vgi.co.th), RABBIT (www.rabbitholdings.co.th); TURTLE (www.superturtle.co.th). ROCTEC (www.roctecglobal.co.th); and TNL (www.tnl.co.th)

4. List of major shareholders, directors, and executives

4.1 Major Shareholders

Top 10 major shareholders which appear on the share register book as of August 16, 2024.

No.	Name	No. of shares hold (shares)	Shareholding percentage to total issued shares and voting rights
1	Mr. Keeree Kanjanapas's Group	5,541,393,094	42.08
	1.1 Mr. Keeree Kanjanapas	4,325,521,452	32.85
	1.2 Mr. Kavin Kanjanapas	783,002,495	5.95
	1.3 K2J Holding Co., Ltd.	400,818,000	3.04
	1.4 Ms. Sushan Kanjanapas	32,000,055	0.24
	1.5 AMSFIELD HOLDINGS PTE. LTD.	51,092	0.00
2	Thai NVDR Co., Ltd.	1,044,342,072	7.93
3	Social Security Office	421,746,300	3.20
4	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	358,043,781	2.72
5	Bangkok Bank Public Company Limited	245,882,328	1.87
6	Bualuang Securities Public Company Limited	146,011,200	1.11
7	Mr. Nares Ngamapichon	126,000,000	0.96
8	Bualuang Long-Term Equity Fund	93,383,300	0.71
9	Mr. Sombath Phanichewa	75,438,692	0.57
10	STATE STREET EUROPE LIMITED	69,735,279	0.53
	Total Top 10 Shareholders	8,121,976,046	61.68
	Other Shareholders	5,045,662,416	38.32
	Total	13,167,638,462	100.00

Remarks: Mr. Keeree Kanjanapas holding 4,160,394,752 shares in his name; 100,000,000 shares through a custodian called THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, HONGKONG BRANCH; 6,180,900 shares through a custodian called UBS AG HONG KONG BRANCH; and 58,945,800 shares through Thai NVDR Co., Ltd.

4.2 Board of Directors

As of June 30, 2024, the Board of Directors of the Company consists of 11 directors as follows:

No.	Name	Position
1	Mr. Keeree Kanjanapas	Chairman of the Board of Directors
2	Mr. Kevin Kanjanapas	Director, Chief Executive Officer
3	Mr. Surapong Laoha-Unya	Director
4	Mr. Rangsin Kritalug	Director
5	Mr. Kong Chi Keung	Director
6	Mr. Suchin Wanglee	Independent Director, Audit Committee
7	Mr. Charoen Wattanasin	Independent Director, Audit Committee
8	Mr. Cheong Ying Chew, Henry	Independent Director
9	Mrs. Pichitra Mahaphon	Lead Independent Director, Chairman of the Audit Committee
10	Mr. Karoon Chandrangsu	Independent Director
11	Mr. Paisal Tarasansombat	Independent Director

4.3 Executives of the Company

As of June 30, 2024, there are 9 executives of the Company as follows:

No.	Name	Position
1	Mr. Kavin Kanjanapas	Chief Executive Officer
2	Mr. Kong Chi Keung	Deputy Chief Executive Officer
3	Mr. Surapong Laoha-Unya	Chief Officer of MOVE Business
4	Mr. Lap Shun Nelson Leung	Chief Officer of MIX Business
5	Mr. Rangsin Kritalug	Chief Operating Officer
6	Mr. Daniel Ross	Chief Investment Officer, Head of Investor Relations, Head of Sustainability
7	Mr. Sayam Siwarapornskul	Chief Legal Officer
8	Ms. Chawadee Rungruang	Chief Financial Officer
9	Mr. Chotchawal Leetrairong	Chief Officer of MATCH Business

5. Industry Situation and Competition

Thailand Mass Transit Overview

Thailand has made exceptional progress in social and economic development over the last 40 years, shifting from a low-income country to an upper-middle-income country. As a densely populated city,

Bangkok has increasingly witnessed heavy road congestion. According to research of TOMTOM Traffic Index 2023, Bangkok is ranked the 46th most congested city amongst 387 major cities from 55 countries across 6 continents (2022: 57th). Thailand's new private vehicle registration grew continuously during the past several years up to 2019, except for the year 2020-21, which was an exception due to the COVID-19 pandemic, that caused an effect on consumer confidence and purchasing power. However, in the past two years (2022 – 2023), the number of domestic new private vehicle registrations gradually increased once again, as seen by a 2-year CAGR of 7%.

The introduction of the BTS SkyTrain in December 1999 has facilitated passengers wanting to shift from road traffic to rail mass transit. Subsequently, rail mass transit usage in Bangkok (as measured by market share) has been growing progressively and it is expected to rise further from 13% in 2017 to 33% in 2042. The Office of Transport and Traffic Policy and Planning (OTP) forecasts that, rail mass transit's market share will continue to grow as its network expands to cover further parts of Bangkok.

Currently, the operating rail mass transit lines in Bangkok and its metropolitan cover a total of 275 kilometers by 3 operators; BTSC, Bangkok Expressway and Metro Public Company Limited ("BEM") and State Railway of Thailand ("SRT"). Under 275 kilometers, BTSC operates 135 kilometers of the Green Line Core Network and its extension 1 & 2, Gold Line Phase 1, and the Pink and Yellow Monorail Lines. BEM currently serves 70 kilometers

In terms of the ridership market share based on average weekday ridership in 2023 among the 3 operators, BTSC is the market leader with 62% share. BEM, which operates the Blue Line and Purple Lines, ranks second at 36% share and SRT, which operates the Red Line (excludes ARL), ranks third with 2% share.

Advertising Industry

In 2023, the total media spending in Thailand experienced a moderate increase of 1.6% year-on-year ("YoY"), reaching Baht 111,601mn. Notable improvements were observed in the Cinema and Out-of-Home ("OOH") media sectors, which recorded growth rates of 15.0% and 16.3%, respectively. OOH media, encompassing outdoor and transit media, expanded to Baht 9,116mn and Baht 7,438mn. The contribution of outdoor and transit media to overall media spending increased by 1.0% each, accounting for 8.2% and 6.7%. Conversely, traditional media saw a decline, with a 3.7% YoY decrease to Baht 60,718mn. Within this category, TV and newspaper media experienced declines of 3.9 % and 18.7% YoY, while radio and magazines witnessed increases of 8.0% and 8.6%, respectively. Despite the decline in TV media spending, it remained the largest contributor to total media spending in Thailand, albeit with a reduced share from 51.7% in 2022 to 48.9% in 2023. Other traditional media (newspaper, radio, magazine) collectively contributed 5.5% of total media spend, remaining stable YoY.

The shifting landscape of the Thai advertising market reflects broader changes in consumer behavior and technological advancements. Traditional media has been on a steady decline, while OOH and digital/online media have emerged as preferred choices for advertisers. Several factors have contributed to the expansion of OOH and digital/online media, including changes in lifestyle patterns, the proliferation of internet users and the popularity of smartphones.

Looking ahead to 2024, the GDP forecasted by the Bank of Thailand is expected to grow by 2.8, primarily supported by tourism and government stimulus campaigns. The Nielsen Company projects a 2.6% YoY growth in total media spending to Baht 114,447mn, driven by expansions in public transit and in-person events. OOH media spending is expected to increase by 8.0% YoY to Baht 17,878mn, while digital/online media spending is projected to grow by 10.0% YoY to Baht 33,649mn. Combined, OOH and digital/online media will constitute 45.0% of total media spend, marking a 2.8% increase from 2023. Conversely,

traditional media is anticipated to face a 2.7% decline in 2024, amounting to Baht 59,107mn, with a reduced contribution of 51.6%. Within the traditional media segment, TV and newspaper spending are expected to decrease by 2.5% and 16.0%, respectively, while radio and magazine spending may see marginal improvements.

Digital Services Industry

The digital landscape in Thailand has experienced significant growth in recent years, as indicated by various industry surveys and statistics. According to recent findings, the nation boasts a substantial internet user base of approximately 63.21 million individuals, with an internet penetration rate reaching 88.0%. Furthermore, cellular mobile connections are prevalent, with 97.81 million active connections, exceeding the total population and indicating a high level of receptivity towards digital services among Thai citizens⁴. A notable trend in this digital ecosystem is the increasing utilization of online platforms for financial activities. Among internet users aged 16 - 64, 30.5% engage with banking, investment, and insurance websites, with 25.8% utilizing online price comparison services. This growing reliance on digital channels is reflected in the burgeoning transaction value of digital commerce, which reached Baht 634,000mn in 2023.

The insurance sector, a significant component of Thailand's financial landscape, has witnessed steady expansion. With over 70 insurance companies operating within the country, insurance premiums in 2023 were estimated at Baht 633,000mn, reflecting a 3.6% increase from the previous year. Projections indicate continued growth into 2024, with premiums expected to rise to Baht 640,000 – 650,000mn, driven by factors such as the burgeoning electric vehicle (EV) market, increased demand for health insurance, and the ongoing recovery of the tourism sector. Despite the substantial growth in insurance uptake, there remains ample room for expansion, as only 60.0% of Thais currently possess insurance products, with insurance premiums contributing a modest 5.3% to the nation's GDP. Health insurance emerges as the most popular insurance category, experiencing accelerated growth in 2023, fueled by heightened health consciousness and concerns surrounding rising medical costs exacerbated by the COVID-19 pandemic. In the non-life insurance segment, motor insurance premiums have played a pivotal role in driving overall growth, constituting 57.0% of non-life insurance premiums written in 2023. Additionally, as travel resumes following the abatement of the pandemic, travel insurance is expected to experience heightened demand, further underscoring the significance of insurance comparison services.

For the personal loan sector as per the Bank of Thailand's report, 69 nano-finance entities disbursed loans to 2.25 million accounts, resulting in an aggregate outstanding loan portfolio valued at Baht 41,500mn by the conclusion of 2023. Concurrently, non-performing loans (NPLs) amounted to Baht 2,400mn. The prevalence of high household indebtedness, coupled with a protracted recuperation in the local economy, has precipitated a surge in demand for nano-financing solutions. These offerings, characterized by their facile accessibility and exemption from collateral or income verification requisites, have become the favored recourse for low-income households seeking expedited and transient liquidity enhancements.

Distribution Industry

The landscape of e-commerce in Thailand is undergoing significant transformations, driven by evolving consumer behaviors and technological advancements. Statistics reveal a substantial shift towards online transactions, with 66.9% of internet users aged 16 - 64 making purchases online, while 46.3% utilize mobile payment services. The transaction value of digital commerce reached Baht 634,000mn in 2023, with projections indicating a 20.0% increase in online transactions for 2024, attributed to a surge in online shoppers and higher spending per capita. The aftermath of the COVID-19 pandemic has catalyzed a change in consumer habits, with 45.0% of Thai consumers planning to increase their online shopping activities in 2024.

This surge in e-commerce activities is accompanied by intensified competition among players, predominantly fueled by the dominance of foreign operators in Thailand's e-commerce ecosystem. Anticipated trends for 2024 include the proliferation of live commerce, affiliated marketing, and the adoption of e-commerce automation and artificial intelligence by businesses, including online sellers. A notable strategy involves the utilization of customer data platforms to understand customers better and personalize marketing campaigns. Despite this, consumer behavior is shaping an omni-channel purchasing process, with 59.0% of Thai consumers researching products online before checking them out offline, eventually returning to make purchases online. This trend underscores the importance of integrating online and offline experiences to create a seamless consumer journey, with omni-channel sales already accounting for 38.0% of total sales.

6. Assets Used for Business Operations

The Company's and Subsidiaries' Major Fixed Assets for Business Operations

As of March 31, 2024, the major fixed assets for business operations of the Company and its subsidiaries comprised project costs, equipment, land, property projects, and leasehold rights, etc.

Project Cost and Equipment

List of Fixed Assets	Type of Ownership	Book Value As of March 31, 2024 (Million Baht)	Encumbrances
Project cost of SkyTrain Core Network related to the provision of advertising media and space rental on stations – MOVE Business	Concessionaire	1,401.4	None
Equipment – MOVE Business	Owner	385.4	None
Equipment – MIX Business	Owner	1,539.2	None
Equipment – MATCH Business (Food Business)	Owner	134.4	None
Equipment – MATCH Business (Thana City Golf and Clubhouse)	Owner	153.0	None
Equipment – Others	Owner	196.9	None
Total		3,810.3	

Computer programs and software

As of March 31, 2024, the computer programs and software of the Company and its subsidiaries are as follows:

Description	Type of Ownership	Book Value As of March 31, 2024 (Million Baht)	Encumbrances
Computer programs and software	Owner	1,111.4	None

Additional information on assets used for business operation can be considered on the Company's website at <https://www.btsgroup.co.th/u/en/2023/assets-used-for-business-operations>.

7. The history of capital increased and dividend payment in the past 3 years

7.1 The history of increases in paid-up capital

Date of Registration with Ministry of Commerce	Offering type	Paid-up capital before capital increase (Baht)	Changes in paid-up shares (Baht)	Paid-up capital after capital increase (Baht)
April 9, 2021	Warrants to Purchase Ordinary Shares of BTS Group Holdings Public Company Limited Issued to the Employees of the Company and its Subsidiaries' Employees No. 4 (BTS-WD)	52,644,524,584	8,203,560	52,652,728,144
October 7, 2021	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6)	52,652,728,144	4,269,580	52,656,997,724
January 7, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6)	52,656,997,724	448	52,656,998,172
January 7, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 7 (BTS-W7)	52,656,998,172	304,452	52,657,302,624
January 7, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 8 (BTS-W8)	52,657,302,624	608,908	52,657,911,532
April 11, 2022	Warrants to Purchase Ordinary Shares of BTS Group Holdings Public Company Limited Issued to the Employees of the Company and its Subsidiaries' Employees No. 4 (BTS-WD)	52,657,911,532	12,178,440	52,670,089,972
April 11, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6)	52,670,089,972	40,064	52,670,130,036
April 11, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 7 (BTS-W7)	52,670,130,036	104,128	52,670,234,164
April 11, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 8 (BTS-W8)	52,670,234,164	208,256	52,670,442,420
July 7, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6)	52,670,442,420	64	52,670,442,484
September 9, 2022	Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6)	52,670,442,484	111,364	52,670,553,848

7.2 History of Dividend Payment

a) Dividend Policy of the Company

For the Dividend Policy of the Company, please refer to Item 9. Dividend Policy and the rights to receive dividend payment of the newly issued ordinary shares in this notice.

b) Dividend Policy of Subsidiaries

BTSC

The dividend policy of BTSC is to pay dividend of no less than 50% of net profits from operations, excluding extra items such as gains (losses) on exchange rate and depreciation. In distributing the dividend payment, BTSC may consider (1) the statutory reserve, (2) restrictions in respect of debts of BTSC as per agreement with its creditors and (3) expenses and investment funds which would be required for the next year being taken into account together with cash-flow projections.

VGI

VGI has a dividend policy of paying not less than 50% of net profit after deducting tax under the separate financial statement and legal reserve. The dividend payment may vary depending on the VGI's performance, financial status, cash flow, future business plan and investment capital requirement, business expansion and other management factors that the Board of Directors and and/or shareholders views appropriate.

Other Subsidiaries

For subsidiaries, the dividend payment policy takes into consideration the potential growth of business operations, investment plan, business expansion, conditions of loan agreements or debentures of the Company and subsidiaries, together with future necessity and appropriateness. The dividend payment policy is to pay dividend of no less than 50% of net profits after tax and statutory reserve provided that there is no other obligation, and that dividend payment does not affect the normal business operation of that subsidiary.

The dividend payment information for the past 3 years are as follows:

	Fiscal Years Ended March 31,		
	2022	2023	2024
Total Dividend per Share	Baht 0.31 per share	Baht 0.31 per share	The Company did not distribute dividends to shareholders for the fiscal year ended March 31, 2024, due to a net loss in its performance and negative retained earnings.
- Interim Dividend	Baht 0.15 per share	Baht 0.15 per share	
- Final Dividend	Baht 0.16 per share	Baht 0.16 per share	
Total Dividend	Baht 4,081.4 million	Baht 4,081.6 million	
Dividend Payout Ratio	62.1%	683.2%	
Dividend payment date			
- Interim Dividend	February 24, 2022	February 10, 2023	
- Final Dividend	August 23, 2022	August 25, 2023	

Part 3 Summary of financial information of BTS Group Holdings Public Company Limited

1. Statement of Financial Position

Reference is made to the consolidated financial statements for the year ended March 31, 2022 – 2024, and the consolidated financial statements for the three-month period ended June 30, 2024.

(Unit : Million Baht)

Statement of Financial Position	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month 2024/25 (June 30, 2024)
Assets				
Current assets				
Cash and cash equivalents	4,094.09	10,291.67	6,315.61	16,051.36
Bank account for advances from cardholders	560.47	615.66	685.89	704.35
Trade and other receivables	1,099.76	1,526.08	1,446.37	1,375.81
Receivable from sales of land	1,302.03	2,281.24	2,358.70	1,883.14
Receivable under agreements with government authority	83.76	348.10	94.83	11,870.18
Receivables due in the future under agreements with government authorities	13.03	2,517.48	4,768.18	4,768.35
Receivables under purchase and installation of operating system agreements	73.91	5.66	23,317.08	4.56
Accrued income	164.14	212.41	240.10	220.67
Short-term loans to related companies	3.00	1.00	0.00	1.50
Current portion of long-term loans to related companies	14.78	0.00	0.00	0.00
Real estate development costs	596.94	596.94	596.94	596.94
Prepaid expenses	152.59	175.85	190.41	313.81
Other current financial assets	1,021.00	2,977.58	4,921.36	3,292.26
Other current assets	13,963.76	1,176.01	2,771.42	1,721.82
Total current assets	23,143.25	22,725.69	47,706.90	42,804.76
Non-current assets				
Long-term loan to related companies - net of current portion	215.59	230.38	84.07	84.07
Loans to customers and accrued interest - net of current portion	0.00	11.11	29.80	29.13
Investments in joint ventures	1,230.64	5,547.26	5,653.36	5,637.60

(Unit : Million Baht)

Statement of Financial Position	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month 2024/25 (June 30, 2024)
Investments in associates	48,279.92	45,240.88	35,390.91	35,047.66
Elevated train project costs	52,198.13	60,044.50	64,129.71	64,265.36
Project costs - media	1,735.81	1,594.68	1,401.35	1,354.40
Reusable spare parts	420.38	367.01	357.91	370.62
Investment properties	9,177.47	11,172.76	14,132.65	14,860.85
Property, plant and equipment	2,544.95	2,520.99	3,008.49	2,915.58
Right-of-use assets	618.65	578.58	1,050.48	1,026.18
Intangible assets	1,054.17	1,128.30	1,124.27	1,167.00
Advances to contractors and for acquisitions of assets	1,827.79	1,327.48	620.84	627.33
Receivable under agreements with government authority	18,348.04	26,835.93	36,036.47	26,562.88
Receivables due in the future under agreements with government authorities	49,590.97	47,237.68	42,839.53	43,157.44
Receivables under purchase and installation of operating system agreements	21,434.66	22,312.36	133.18	132.02
Goodwill	313.83	390.84	367.34	367.34
Prepaid expenses	709.68	694.32	677.88	695.52
Withholding tax deducted at source	275.98	121.93	153.85	319.43
Deferred tax assets	161.03	323.00	382.68	353.63
Other non-current financial assets	17,510.50	18,739.72	16,177.51	15,109.60
Other non-current assets	2,747.99	1,781.70	622.48	591.51
Total non-current assets	230,396.21	248,201.44	224,374.79	214,675.15
Total assets	253,539.45	270,927.13	272,081.69	257,479.90
Liabilities and shareholders' equity				
Current liabilities				
Short-term loans from financial institutions	17,644.95	4,000.00	10,000.00	6,500.00
Bills of exchange payables	18,975.58	17,081.40	15,165.38	10,708.54
Trade and other payables	4,441.26	4,668.35	5,574.67	4,706.00
Advances received from cardholders	432.32	449.56	497.41	509.45
Advances received and unearned revenues	231.31	358.08	429.21	394.34
Income tax payable	516.12	916.40	732.68	932.37

(Unit : Million Baht)

Statement of Financial Position	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month 2024/25 (June 30, 2024)
Short-term loans from related parties	799.00	0.00	761.00	70.00
Current portion of long-term loans from financial institutions	244.50	3,071.57	3,083.07	3,262.78
Current portion of long-term debentures	3,299.45	9,388.52	12,777.75	10,324.42
Current portion of long-term lease liabilities	214.44	241.94	254.44	252.47
Other current financial liabilities	62.46	29.32	249.80	138.78
Other current liabilities	606.78	642.80	2,229.02	972.46
Total current liabilities	47,468.17	40,847.95	51,754.42	38,771.61
Non-current liabilities				
Unearned revenues	481.38	699.56	1,001.62	966.18
Long-term loans from other companies	100.63	341.46	1,326.65	1,667.27
Long-term loans from financial institutions - net of current portion	54,215.31	59,106.14	60,551.70	61,089.79
Long-term debentures - net of current portion	56,003.06	78,580.25	81,454.15	80,759.56
Long-term lease liabilities - net of current portion	877.84	802.28	1,053.18	1,024.53
Retention payable	353.43	294.06	192.54	207.22
Provision for long-term employee benefits	1,771.58	1,874.38	1,945.48	1,992.59
Long-term provisions	1,183.87	962.77	751.16	824.43
Deferred tax liabilities	2,727.68	2,625.33	2,919.22	2,746.50
Other non-current financial liabilities	2,075.76	1,157.47	1,075.44	564.53
Other non-current liabilities	1,969.89	2,313.58	1,663.65	1,789.71
Total non-current liabilities	121,760.44	148,757.28	153,934.77	153,632.30
Total liabilities	169,228.61	189,605.23	205,689.20	192,403.91
Shareholders' equity				
Share capital				
Registered Share Capital	73,873.40	74,037.67	74,037.67	73,525.20
Issued and fully paid capital	52,657.91	52,670.55	52,670.55	52,670.55
Share premium	10,391.69	10,410.94	10,410.94	10,410.94
Surplus on debenture conversion	1,356.60	1,356.60	1,356.60	1,356.60
Deficit on business combination under common control	(3,371.98)	(3,371.98)	(3,371.98)	(3,371.98)

(Unit : Million Baht)

Statement of Financial Position	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month 2024/25 (June 30, 2024)
Surplus from the changes in the ownership interests in subsidiaries/business	6,869.09	6,471.01	5,429.04	5,438.02
Deficit on the changes in the net assets in a joint venture	0.00	0.00	0.00	(30.27)
Retained earnings				
Appropriated - statutory reserve	3,432.12	3,461.99	3,461.99	3,461.99
Unappropriated (deficit)	(10,645.69)	(12,771.50)	(20,651.85)	(21,009.42)
Other components of shareholders' equity	(443.59)	(2,154.21)	(2,763.33)	(3,327.67)
Equity attributable to owners of the Company	60,246.16	56,073.41	46,541.97	45,598.77
Non-controlling interest of the subsidiaries	24,064.68	25,248.49	19,850.53	19,477.22
Total shareholders' equity	84,310.84	81,321.90	66,392.49	65,075.99
Total liabilities and shareholders' equity	253,539.45	270,927.13	272,081.69	257,479.90

Analysis of Statement Financial PositionAssets

As of March 31, 2024, the total assets stood at Baht 272,082mn, an increase of only 0.4% or Baht 1,155mn from March 31, 2023. Key line items that increased included (1) Net increase from receivables from government authorities of Baht 7,932mn, (2) Elevated train project costs of Baht 4,085mn from the continued construction of the Pink and Yellow Lines, and (3) Investment properties of Baht 2,960mn from the development of BTS Visionary Park. These items were largely offset by a net decrease in (1) Investment in associates of Baht 9,850mn (divestment in Kerry Express (Thailand) Public Company Limited) and (2) Cash and cash equivalents of Baht 4,030mn.

As of June 30, 2024, the total assets stood at Baht 257,480mn, a decrease of 5.4% or Baht 14,602mn from March 31, 2024, due to a decrease in (1) Receivables under purchase and installation of operating system agreements which fell by Baht 23,313mn following the repayment to BTSC by Krungthep Thanakom Co., Ltd., a subsidiary of Bangkok Metropolitan Administration, of Green Line E&M work on April 2, 2024 and (2) Other financial assets of Baht 2,697mn. However, these compensated with an increase in (1) Cash and cash equivalents of Baht 9,755mn and (2) Receivables under agreements with government authority of Baht 2,302mn.

Liabilities

As of March 31, 2024, the total liabilities stood at Baht 205,689mn, an increase of 8.5% or Baht 16,084mn from March 31, 2023. The increase was mainly from an increase in (1) Net issuance of long-term debentures of Baht 6,263mn, primarily from the issuance of the Company's debentures of Baht 15,657mn in FY 2023/24, extracting

the repayment of debentures amounting to Baht 9,390mn, (2) Short term loans from financial institutions of Baht 6,000mn, and (3) Net long-term loans from financial institutions of Baht 1,457mn chiefly from the development of BTS Visionary Park. However, the increase in total liabilities was partly offset by a decrease in bills of exchange payable of 1,916mn.

As of June 30, 2024, the total liabilities stood at Baht 192,404mn, a decrease of 6.5% or Baht 13,285mn from March 31, 2024. The decrease was mainly from a decrease in (1) Bills of Exchange payables of Baht 4,457mn and Loans from financial institutions of Baht 2,782mn as the Company repaid debts post E&M repayment and (2) Green Bond debentures of Baht 3,148mn following the repayment Baht 3,000mn in May 2024.

Equity

As of March 31, 2024, the total equity was Baht 66,392mn, a decrease of 18.4% or Baht 14,929mn from March 31, 2023. The decrease was primarily attributed to (1) a decrease in retained earnings of Baht 7,880mn mainly due to losses in FY 2023/24 performance and dividend payment during the period, (2) a decrease in non-controlling interest of the subsidiaries of Baht 5,398mn, chiefly from (a) additional investments of 894mn ordinary shares in VGI and acquired all ordinary shares of VGI held by BTSC, which represents 29.66% of VGI's total issued shares, resulting in BTS Group's stake reaching 60.97% and (b) a loss performance in FY 2023/24 and (3) a reduction of surplus from the changes in ownership interests in subsidiaries of 1,042mn.

Additionally, as of March 31, 2024, the issued and fully paid-up shares of the Company stood at 13,167.6mn shares, the same as of March 31, 2023.

As of June 30, 2024, was Baht 65,076mn, a decrease of 2.0% or Baht 1,317mn from March 31, 2024. The decrease was primarily attributed to (1) a decrease in equity attributable to owners of the Company of Baht 943mn largely from the fair value reserve for financial investments (recorded under Other Comprehensive Income) and (2) non-controlling interests of the subsidiaries also fell by Baht 373mn or 1.9%.

Additionally, as of June 30, 2024, the issued and fully paid-up shares of the Company stood at 13,167.6mn shares, the same as of March 31, 2024).

2. Statement of Comprehensive Income

Reference is made to the consolidated financial statements as of March 31, 2022, 2023, 2024 and the three-month period ended June 30, 2023, and 2024.

(Unit : Million Baht)

Statement of Comprehensive Income	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month 2023/24 (June 30, 2023)	Three-month 2024/25 (June 30, 2024)
Revenue					
Service income and sales	10,671.69	12,169.69	12,895.56	2,998.65	3,280.31
Revenues from contracting works	15,075.26	5,848.49	4,944.81	2,081.11	373.70
Rental income	292.46	292.70	334.58	79.42	90.21
Revenues from sales of real estate	16.59	0.00	0.00	0.00	0.00
Dividend income	288.03	185.50	207.48	63.44	46.64
Interest income	3,653.70	4,750.77	5,845.25	1,397.52	1,403.57
Other income					

(Unit : Million Baht)

Statement of Comprehensive Income	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month 2023/24 (June 30, 2023)	Three-month 2024/25 (June 30, 2024)
Gain on sales of investments in subsidiaries and associates	182.76	607.29	0.00	98.29	0.00
Profits on financial instruments	270.16	0.00	0.00	0.00	0.00
Gain on sale of land	481.14	56.49	0.00	0.00	0.00
Others	262.71	227.79	159.41	41.60	61.98
Total revenues	31,194.50	24,138.72	24,387.09	6,760.02	5,256.41
Expenses					
Cost of services and sales	6,127.74	6,630.95	7,956.14	1,815.57	2,294.94
Cost of contracting works	14,134.90	5,679.90	4,848.19	1,905.67	347.07
Cost of sales of real estate	4.61	0.00	0.00	0.00	0.00
Selling expenses	449.48	847.86	912.84	203.17	198.43
Administrative expenses	2,172.44	3,291.02	3,717.87	794.25	755.21
Loss on sales of investments in subsidiary, associates and joint venture	0.00	0.00	3,842.90	0.00	0.00
Loss on impairment of investments in subsidiaries and associates	0.00	260.00	469.40	0.00	0.00
Reversal of provisions	(140.78)	(174.92)	(449.81)	0.00	0.00
Loss on financial instruments	0.00	974.75	545.34	304.32	304.19
Total expenses	22,748.40	17,509.55	21,842.87	5,022.98	3,899.84
Profit (loss) from operation	8,446.10	6,629.17	2,544.22	1,737.04	1,356.57
Share of profit from investments in joint ventures	(50.18)	30.74	212.32	45.75	57.38
Share of profit (loss) from investments in associates	(81.26)	319.37	(2,275.43)	(1,010.01)	142.11
Finance cost	(3,219.51)	(3,817.65)	(6,007.58)	(1,184.67)	(1,697.04)
Profit (loss) before income tax	5,095.15	3,161.62	(5,526.48)	(411.89)	(140.99)
Income tax	(1,214.20)	(1,538.72)	(1,706.72)	(532.70)	(470.97)
Profit (loss) for the year	3,880.95	1,622.91	(7,233.19)	(944.58)	(611.96)
Profit (loss) for the year attributable to equity holders of the Company	3,825.58	1,836.48	(5,241.24)	(772.43)	(382.41)

Analysis of Operating performanceTotal Operating Revenues

In FY 2023/24, the total operating revenues were Baht 17,966mn, a slight decrease of 0.6% YoY or Baht 107mn. Revenues from MOVE, MIX and MATCH businesses accounted respectively for 67%, 28% and 5% of total operating revenues (as opposed to 68%, 28% and 4%, respectively in the previous year).

The slight decrease in operating revenue was mainly attributed to lower contracting works revenues under MOVE businesses from the Yellow and Pink Lines after the commencement of their commercial operations. However, the decrease was partially offset by recognition of farebox revenue from the Yellow and Pink Lines as well as steady growth in O&M revenue.

In 1Q 2024/25, the total operating revenues were Baht 3,686mn, decreasing by 27.9% YoY or Baht 1,427mn. Revenues from MOVE, MIX and MATCH businesses accounted for 61%, 31% and 8%, respectively of total operating revenues (as opposed to 72%, 24% and 4%, respectively within the same period last year). The decrease in operating revenue was mainly due to a diminution of revenues of Baht 1,762mn YoY from contracting works after the completion of the Pink (main line) and Yellow Line construction under MOVE business, yet, partially offset with a record of farebox revenue from the Pink (main line) and Yellow Lines of Baht THB 225mn in this quarter.

Revenue from MOVE business

In FY 2023/24, the total MOVE revenue was Baht 12,003mn, decreasing by 2.4% YoY or Baht 290mn mainly due to a lower recognition of Yellow and Pink Line's construction revenue (falling by 16.2% YoY or Baht 852mn), after the commencement of its commercial operations on July 3, 2023, and January 7, 2024, respectively. The decrease was partially offset by (1) an inaugurated recognition of farebox revenue from the Yellow Line of Baht 359mn and the Pink Line of Baht 128mn and (2) an increase in O&M revenue of Baht 161mn or 2.4% YoY to Baht 6,994mn from the contractually agreed increase in operating fee of the Green and Gold Lines.

In 1Q 2024/25, the total MOVE revenue was Baht 2,248mn, decreasing by 39.2% YoY or Baht 1,450mn. The decrease in MOVE revenue was due to (1) lower construction revenue of Baht 1,762mn derived from the Pink and Yellow Lines after the completion of the Pink (main line) and Yellow Lines construction, yet, partially compensated with (2) the record of farebox revenue from the Pink and Yellow Lines of Baht 225mn in this quarter and (3) a gradual growth in O&M revenue from the Green Line network and the Gold Line (increasing by Baht 62mn YoY to Baht 1,795mn).

Revenue from MIX business

Total MIX revenue in FY 2023/24 was Baht 5,112mn, decreasing only Baht 26mn or 0.5% YoY, resulting from the revenue decline in Distribution business, partially offset by higher revenue from Advertising and Digital Services businesses.

- (1) Advertising Revenue was Baht 2,031mn, increasing by 7.6% YoY or Baht 144mn. The growth was from a higher utilization rate across all media channels. In FY 2023/24, the utilization rate reached 47.1% compared to 45.1% from the same period last year.
- (2) Digital Services Revenue was Baht 1,930mn, increasing by 10.9% YoY or Baht 190mn, mainly driven by a consistent marketing campaign throughout the year with a significant boost in Rabbit card subscription utilization, a remarkable expansion of the loan portfolio and a rise in insurance policy issuance, ultimately leading to higher revenue.
- (3) Distribution Revenue was Baht 1,150mn, decreasing by 23.8% YoY or Baht 359mn resulting from Fanslink Communication Co., Ltd. ("Fanslink") strategic change, aimed at increasing profitability margin. Fanslink reduced sales of other brands, which had low margins but contributed more to revenue, to favor owned brands with high gross margins. By the end of FY 2023/24, owned brands accounted for 21% of total sales compared to 17% at the end of FY 2022/23. However, revenue from TURTLE mainly surged from retail business, with 19 new shops opened during the year.

Total MIX Revenue in 1Q 2024/25 was Baht 1,160mn, decreasing by 4.8% YoY or Baht 58mn, resulting from the softer revenue from Digital Services and Distribution segments.

- (1) Advertising Revenue was Baht 512mn, increasing by 7.0% YoY or Baht 33mn mainly driven by an increase in utilization rate of all media channels to 47% from 45% in the same period last year.
- (2) Digital Services Revenue was Baht 383mn, decreasing by 18.3% YoY or Baht 86mn, primarily driven by a reduction in lead generation and commission revenue from Rabbit Care Co., Ltd. (RCare).

- (3) Distribution Revenue was Baht 265mn, decreasing by 2.0% YoY or Baht 5mn resulted from the change in product mix as Fanslink shifting to focus on high margin products. Yet, the decrease in revenue was compensated with higher revenue from TURTLE from its branch expansion.

Revenue from MATCH business

Total MATCH revenue in FY 2023/24 was Baht 851mn, increasing by 32.7% YoY or Baht 210mn, mainly due to higher construction revenue from HHT Construction Co., Ltd. of Baht 169mn and an increase in rental and services revenue of Baht 44mn from the operation of Thana City Golf & Sports Club.

In FY 2023/24, the Company recorded a share of loss from investments in RABBIT of Baht 1,916mn, compared to a share of profit of Baht 515mn in the previous year. The declines were primarily from (1) An impairment loss on RABBIT of Baht 1,670mn (primarily from RABBIT investment in Singer Thailand Public Company Limited ("SINGER")), (2) A higher share of loss from investments in associates/JVs compared to the same period last year (mainly SINGER), and (3) No offsetting recognition of gain from disposition of its properties as it had in FY 2022/23.

However, the Company recognized share of profit from investments in TNL of Baht 220mn as a result of its business expansion and the recognition of one-off gain from the disposition of TNL Alliance Co., Ltd.'s ordinary shares of two JVs, to PROUD Real Estate PCL.

Total MATCH revenue in 1Q 2024/25 was Baht 278mn, increasing 41.9% YoY or Baht 82mn, largely due to higher construction revenue from HHT Construction Co., Ltd. of Baht 67mn.

In 1Q 2024/25, the Company recorded a narrowed share of loss from investments in RABBIT of Baht 12mn, comparing to share of loss of Baht 806mn in 1Q 2023/24. The improvement was mainly from no recognition of a one-time impairment loss on RABBIT' investment in SINGER.

Moreover, the Company recognized a share of profit from investments in TNL of Baht 56mn as a result of its business expansion.

Total Operating Costs

In FY2023/24, the total operating costs were Baht 12,011mn, a slight increase of 0.7% YoY or Baht 78mn, primarily from the recognition of Pink and Yellow Lines' operational costs and higher costs in construction services from HHT Construction Co., Ltd., partly offset by an improved in operational efficiency under MIX business.

In 1Q 2024/25, the total operating costs were Baht 2,567mn, a decrease of 27.1% YoY or Baht 953mn, in relation with the reduction in revenue (largely from the declined costs within MOVE business).

Operating Gross Profit

In FY2023/24, the Company booked Operating Gross Profit of Baht 5,956mn, decreasing by 3.0% YoY and Operating Gross Profit Margin of 33.1%, decreasing from 34.0% in FY 2022/23.

In 1Q 2024/25, the Company recorded Operating Gross Profit of Baht 1,119mn, a decrease of 29.7% YoY or Baht 473mn and Operating Gross Profit Margin of 30.4%, compared to 31.1% within the same period last year.

3. Statement of Cash Flow

(Unit : Million Baht)

Statement of Cash Flow	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month period 2023/24 (June 30, 2023)	Three-month period 2024/25 (June 30, 2024)
Cash flows from (used in) operating activities	(15,497.34)	(7,860.01)	(6,606.18)	(818.46)	22,433.86
Cash flows used in investing activities	(11,921.79)	(13,737.58)	(3,724.24)	(3,755.78)	461.30
Cash flows from financing activities	34,370.26	21,090.95	6,291.18	626.96	(13,115.72)
Net increase (decrease) in cash and cash equivalents	6,951.13	(506.63)	(4,039.24)	(3,947.27)	9,779.44
Effect of exchange rate for cash and cash equivalents and Cash to be received from clearing house – share subscription of subsidiary	(6,726.63)	6,705.14	9.00	1.23	(24.07)
Cash and cash equivalents at beginning of the year	3,828.86	4,053.36	10,251.86	10,267.04	6,221.62
Cash and cash equivalents at end of the year	4,053.36	10,251.86	6,221.62	6,321.00	15,977.00

4. Financial Ratio

(Unit : Million Baht)

Key Financial Ratios	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month period 2023/24 (June 30, 2023)	Three-month period 2024/25 (June 30, 2024)
Profitability ratios (%)					
Gross operating profit margin	22.2%	34.0%	33.1%	31.1%	30.4%
Recurring net profit margin	9.3%	8.8%	1.2%	(1.1)%	(7.5)%
Net profit margin	12.3%	7.6%	(21.5)%	(11.4)%	(7.3)%
Returns on Asset	1.7%	0.6%	(2.7)%	0.1%	(2.6)%
Returns on Equity	4.8%	2.0%	(9.8)%	0.2%	(9.7)%
Liquidity ratio (times)					
Current ratio	0.49x	0.56x	0.92x	0.44x	1.10x
Leverage ratio (times)					
Interest bearing debt to equity	1.79x	2.11x	2.79x	2.29x	2.68x
Adjusted net debt to equity	1.49x	1.85x	2.50x	2.04x	2.29x
Interest coverage	2.52x	2.01x	1.35x	1.44x	1.13x

(Unit : Million Baht)

Key Financial Ratios	2021/22 (March 31, 2022)	2022/23 (March 31, 2023)	2023/24 (March 31, 2024)	Three-month period 2023/24 (June 30, 2023)	Three-month period 2024/25 (June 30, 2024)
Per share ratios (Baht)					
Earnings per share	0.29	0.14	0.40	(0.06)	(0.03)
Book value per share	6.40	6.18	5.04	5.86	4.94



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แบบแจ้งสถานะความเป็นบุคคลอเมริกันและผู้มีถิ่นที่อยู่ทางภาษีในประเทศอื่น
FATCA/CRS Self-Certification Form for Individual Customer

วันที่ _____
 Date

เลขทะเบียนผู้ถือหุ้น _____
 Account ID

ผู้ถือหุ้นหลักทรัพย์สิน (คำนำหน้า/ชื่อ/สกุล) _____
 Shareholder (Title / Name / Surname)

เลขประจำตัวประชาชน/เลขหนังสือเดินทาง _____ วัน/เดือน/ปีเกิด _____
 Identification No. / Passport No. Birth Date

สถานที่เกิด (ประเทศ) _____ สัญชาติ _____
 Place of Birth (Country) Nationality

ส่วนที่ 1

สถานะความเป็นบุคคลอเมริกันภายใต้หลักเกณฑ์ของ FATCA FATCA : Self-Certification

(หากตอบ “ใช่” ในข้อใดข้อหนึ่ง แสดงว่าผู้ถือหุ้นหลักทรัพย์สินเป็นบุคคลอเมริกันภายใต้หลักเกณฑ์ของ FATCA โปรดกรอกแบบฟอร์ม W-9)
 (If you answer “Yes” for any of the questions, you are an American person pursuant to FATCA law, thus please fill in W-9)

1. เป็นพลเมืองอเมริกันหรือเกิดในสหรัฐอเมริกา ☐ ใช่/YES ☐ ไม่ใช่/No
 Being a American citizen or born in the United States of America
2. มีถิ่นที่อยู่ถาวรในประเทศสหรัฐอเมริกา ☐ ใช่/Yes ☐ ไม่ใช่/No
 Having permanent residence in the United States of America



ส่วนที่ 2

ข้อมูลถิ่นที่อยู่ทางภาษีในประเทศอื่นนอกจากสหรัฐอเมริกา CRS: Declaration of Tax Residency (other than the U.S.)

“ถิ่นที่อยู่ทางภาษี” หมายถึง ประเทศที่ผู้ถือหลักทรัพย์มีหน้าที่ต้องเสียภาษีเงินได้ สำหรับเงินได้ที่ผู้ถือหลักทรัพย์ได้รับจากประเทศนั้น และ/หรือประเทศอื่น ๆ เนื่องจากการมีภูมิลำเนาถิ่นที่อยู่ โดยพิจารณาจากจำนวนวันที่ผู้ถือหลักทรัพย์อยู่ในประเทศนั้นในแต่ละปี หรือโดยพิจารณาจากหลักเกณฑ์อื่น ๆ

“Tax Residence” means the country in which the securities holders have the duty to pay income tax for the income received by the securities holders in such country and/or other countries as a result of having domicile there taking into consideration the number of days the securities holders reside in such country in each year or other criteria.

ประเทศถิ่นที่อยู่ทางภาษี Country of Tax Residence	เลขประจำตัวผู้เสียภาษี (Tax Identification Number “TIN”)	หากไม่มีเลขประจำตัวผู้เสียภาษี โปรดระบุเหตุผล ก, ข หรือ ค If no TIN is unavailable, please indicate reason A, B or C stipulated in the bottom	หากเลือกเหตุผล ข โปรดระบุเหตุผล ที่ผู้ถือหลักทรัพย์ไม่สามารถขอเลข ประจำตัวผู้เสียภาษีได้ Please explain why you are unable to obtain a TIN if you select Reason B

หากผู้ถือหลักทรัพย์ไม่มีเลขประจำตัวผู้เสียภาษี (TIN) กรุณาระบุเหตุผลดังต่อไปนี้ :

If a TIN is unavailable, indicate which of the following reason is applicable :

เหตุผล (A) – ประเทศที่ผู้ถือหลักทรัพย์มีถิ่นที่อยู่ทางภาษี ไม่ได้ออกเลขประจำตัวผู้เสียภาษีให้กับผู้อยู่อาศัยในประเทศนั้น

Reason (A) – The jurisdiction where the securities holder is a tax resident does not issue TINs to its residents.

เหตุผล (B) – ผู้ถือหลักทรัพย์ไม่สามารถขอเลขประจำตัวผู้เสียภาษีที่ออกโดยประเทศนั้นได้

Reason (B) – The securities holder is otherwise unable to obtain a TIN.

เหตุผล (C) – ไม่จำเป็นต้องให้หรือเปิดเผยเลขประจำตัวผู้เสียภาษี (หมายเหตุ : โปรดเลือกเหตุผลนี้เฉพาะในกรณีที่กฎหมายภายในประเทศนั้น ไม่ได้บังคับจัดเก็บเลขประจำตัวผู้เสียภาษี)

Reason (C) – TIN is not required. (Remark : Please select this reason only if the domestic law of the relevant jurisdiction does not require the collection of TIN issued by such jurisdiction.)

ส่วนที่ 3

การยืนยันและการเปลี่ยนแปลงสถานะ Confirmation and Change of Status

1. ผู้ถือหลักทรัพย์รับรองว่า ข้อมูลที่ผู้ถือหลักทรัพย์ได้ให้ไว้แก่บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด (“ศูนย์รับฝากฯ”) ตามแบบแจ้งสถานะฯ ฉบับนี้ เป็นข้อมูลของผู้ถือหลักทรัพย์เอง และเป็นข้อมูลที่ถูกต้องครบถ้วนตามความเป็นจริงและเป็นปัจจุบันทุกประการ

The securities holders represent that the information provided by the securities holders to Thailand Securities Depository Co., Ltd. (“TSD”) pursuant to this status declaration form belongs to the securities holders and is correct, complete, conforms to the truth and up-to-date in all respects.

2. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า หากศูนย์รับฝากฯ ตรวจพบหรือมีเหตุอันควรสงสัยว่า ข้อมูลของผู้ถือหลักทรัพย์ตามแบบแจ้งสถานะฯ ฉบับนี้, ในแบบฟอร์ม W-9 หรือในแบบฟอร์มอื่นใดที่เกี่ยวข้อง ซึ่งผู้ถือหลักทรัพย์ได้ให้ไว้แก่ศูนย์รับฝากฯ ไม่เป็นความจริง ไม่ถูกต้อง หรือไม่ครบถ้วน ศูนย์รับฝากฯ มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร

The securities holders acknowledge and agree that in an event the TSD discovers or has reasonable cause to suspect that the information of the securities holders pursuant to this status declaration form, W-9 or other relevant forms provided by the securities holders to the TSD is not true, correct or complete, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.

3. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า ในกรณีที่มีเหตุการณ์เปลี่ยนแปลงอันทำให้ข้อมูลของผู้ถือหลักทรัพย์ที่ระบุในแบบแจ้งสถานะฯ ฉบับนี้, ในแบบฟอร์ม W-9 หรือในแบบฟอร์มอื่นใดที่เกี่ยวข้อง ไม่ถูกต้อง ไม่ครบถ้วน หรือไม่ปัจจุบัน ผู้ถือหลักทรัพย์มีหน้าที่ในการแจ้งให้ศูนย์รับฝากฯ ทราบถึงรายละเอียดการเปลี่ยนแปลงดังกล่าว พร้อมทั้งนำส่งเอกสารประกอบตามที่ศูนย์รับฝากฯ กำหนด ภายใน 30 วันนับแต่วันที่มีการเปลี่ยนแปลงนั้น

The securities holders acknowledge and agree that in case of an event of change such that the information of the securities holders specified in this status declaration form, W-9 or other relevant forms becomes incorrect, incomplete or not up-to-date, the securities holders shall have the duty to inform the TSD of the details of such change and to submit any supporting documents as prescribed by the TSD within 30 days from the date of such change.



4. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า ในกรณีที่ผู้ถือหลักทรัพย์ไม่ได้ดำเนินการตามข้อ 3. หรือผู้ถือหลักทรัพย์นำเสนอข้อมูลเกี่ยวกับสถานะของผู้ถือหลักทรัพย์ที่ไม่เป็นความจริง ไม่ถูกต้องหรือไม่ครบถ้วน ศูนย์รับฝากฯ มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร

The securities holders acknowledge and agree that in case the securities holders fail to proceed in accordance with 3. or submit information on their status which is untrue, incorrect or incomplete, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.

ส่วนที่ 4

การเปิดเผยข้อมูลและความยินยอมในการหักเงินในบัญชี

Disclosure of information and authorization for debiting funds in account

ผู้ถือหลักทรัพย์รับทราบและตกลงผูกพันตามการดำเนินการดังต่อไปนี้ โดยจะไม่เพิกถอนความตกลงยินยอมดังกล่าวไม่ว่าในเวลาใด ๆ

The securities holders acknowledge and agree to be bound by the following and will not revoke any consent to such agreement at any time:

1. ผู้ถือหลักทรัพย์รับทราบและตกลงให้ศูนย์รับฝากฯ เปิดเผยข้อมูลต่าง ๆ ของผู้ถือหลักทรัพย์ให้แก่ตลาดหลักทรัพย์แห่งประเทศไทย และบริษัทย่อยของตลาดหลักทรัพย์แห่งประเทศไทย (รวมเรียกว่า "กลุ่มตลาดหลักทรัพย์") เพื่อประโยชน์ในการปฏิบัติตามหลักเกณฑ์การแลกเปลี่ยนข้อมูลภาษีตามข้อตกลงระหว่างรัฐบาลไทยกับรัฐบาลสหรัฐอเมริกา (The Foreign Account Tax Compliance Act: "FATCA"), มาตรฐานการแลกเปลี่ยนข้อมูลทางการเงินแบบอัตโนมัติ (The Common Reporting Standard: "CRS") ตลอดจนกฎเกณฑ์ขององค์การเพื่อความร่วมมือทางเศรษฐกิจและการพัฒนา (The Organization for Economic Co-operation and Development: "OECD") หน่วยงานจัดเก็บภาษีอากรในประเทศ หน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึงหน่วยงานจัดเก็บภาษีอากรของสหรัฐอเมริกา (Internal Revenue Service: "IRS") โดยข้อมูลที่มีหน้าที่เปิดเผยเพื่อวัตถุประสงค์ดังกล่าว รวมถึงข้อมูลชื่อ ที่อยู่ เลขประจำตัวผู้เสียภาษี หมายเลขบัญชี สถานะตามหลักเกณฑ์ของ FATCA (เป็นผู้ปฏิบัติตาม หรือผู้ไม่ให้ความร่วมมือ) จำนวนเงินหรือมูลค่าคงเหลือในบัญชี การจ่ายเงินเข้า-ออกจากรายงานบัญชี รายการเคลื่อนไหวทางบัญชี จำนวนเงิน ประเภทและมูลค่าของผลิตภัณฑ์ทางการเงิน และ/หรือทรัพย์สินอื่น ๆ ที่อยู่ในความครอบครองของศูนย์รับฝากฯ ตลอดจนจำนวนรายได้ และข้อมูลอื่น ๆ ที่เกี่ยวกับความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจของผู้ถือหลักทรัพย์ ที่อาจถูกร้องขอโดยกลุ่มตลาดหลักทรัพย์แห่งประเทศไทย หน่วยงานจัดเก็บภาษีอากรในประเทศ และ/หรือหน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึง IRS ด้วย

The securities holders acknowledge and agree for the TSD to disclose any information of the securities holders to the Stock Exchange of Thailand and its subsidiaries (collectively as "SET Group") for the purpose of complying with the The Foreign Account Tax Compliance Act (FATCA), Common Reporting Standards (CRS) as well as regulations of the Organization for Economic Co-operation and Development (OECD), and domestic and overseas taxation authorities which including Internal Revenue Service (IRS). In this regard, the information that may be disclosed for such purpose includes name, address, taxpayer identification number, account number, FATCA status, outstanding amount or value in the account, payment to-and-from the account, account movement statement, amount, type and value of financial products and/or other assets in the possession of the TSD as well as amount of income and other information on the financial or business relationship of the securities holders which may be requested by the SET Group, the domestic taxation authorities and/or overseas taxation authorities which including IRS.

2. ผู้ถือหลักทรัพย์รับทราบและตกลงให้ศูนย์รับฝากฯ หักเงินจากบัญชีของผู้ถือหลักทรัพย์ และ/หรือเงินได้ของผู้ถือหลักทรัพย์ที่ได้รับจากหรือผ่านศูนย์รับฝากฯ ในจำนวนที่กำหนดโดยหน่วยงานจัดเก็บภาษีอากรในประเทศ และ/หรือหน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึง IRS ภายใต้บังคับของกฎหมาย กฎเกณฑ์ รวมถึงข้อตกลงใด ๆ ระหว่างศูนย์รับฝากฯ กับหน่วยงานจัดเก็บภาษีอากรดังกล่าว

The securities holders acknowledge and agree for the TSD to deduct money from the account of the securities holders and/or income received by the securities holders from or via the TSD in an amount prescribed by the domestic taxation authorities and/or overseas taxation authorities which including IRS pursuant to the laws, rules and agreements between the TSD and such taxation authorities.

3. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า หากผู้ถือหลักทรัพย์ไม่ให้หรือไม่ได้แจ้งให้ศูนย์รับฝากฯ ทราบถึงข้อมูลที่ต้องการพิจารณาสถานะความเป็นบุคคลอเมริกัน (U.S. Person) สถานะบัญชีที่ต้องรายงาน หรือสถานะผู้ถือบัญชีที่ต้องถูกรายงาน, หรือไม่ได้ให้ข้อมูลที่จำเป็นต่อการรายงานข้อมูลต่อหน่วยงานจัดเก็บภาษีอากรที่เกี่ยวข้อง, หรือผู้ถือหลักทรัพย์ไม่สามารถขอยกเว้นการบังคับใช้กฎหมายที่ห้ามการรายงานข้อมูลได้ ศูนย์รับฝากฯ มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร

The securities holders acknowledge and agree that in case the securities holders fail to provide or notify the TSD about the information required for the consideration of U.S. Person Status, the status of account or account holder which must be reported, or fail to provide information required to be reported to the relevant taxation authorities, or the securities holders are unable to apply for exemption from compliance with the laws prohibiting the reporting of information, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.



ผู้ถือหลักทรัพย์รับทราบและตกลงปฏิบัติตามข้อกำหนดและเงื่อนไขต่างๆ ในแบบแจ้งสถานะฯ ฉบับนี้ ซึ่งรวมถึงรับทราบและตกลงผูกพันตามเงื่อนไขการเปิดเผยข้อมูล และตกลงให้ศูนย์รับฝากฯ หักเงินในบัญชีตามรายละเอียดที่กำหนดไว้ตามข้างต้นทุกประการ และได้ลงลายมือชื่อไว้เป็นสำคัญ

The securities holders acknowledge and agree to comply with the terms and conditions in this status declaration form and to be bound by the conditions on the disclosure of information, and agree for the TSD to deduct money in the account pursuant to the details prescribed above in all respects, and hereby affix signatures as evidence thereof.

ลงชื่อ _____ ผู้ถือหลักทรัพย์ / ผู้มีอำนาจลงนามแทนผู้ถือบัญชี

Signature

Securities holders / Person authorized to sign on behalf of the account holder

<p><u>สำหรับเจ้าหน้าที่</u></p> <p>For official use only</p>		<p>ตรวจสอบหลักฐานแสดงตนฉบับจริงของผู้ถือหลักทรัพย์แล้ว</p> <p>I have already checked all original identification documents.</p>	
<p>วันที่ _____</p> <p>Date</p>	<p>ผู้ตรวจรับ _____</p> <p>Checker</p>	<p>ลงชื่อ _____</p> <p>Signature</p>	<p>เจ้าหน้าที่</p> <p>Officer</p>





Highly Confidential

สำหรับลูกค้าประเภทนิติบุคคล

แบบแจ้งสถานะความเป็นบุคคลอเมริกันและผู้มีถิ่นที่อยู่ทางภาษีในประเทศอื่น

FATCA/CRS Self-Certification Form for Entity/Juristic Person

วันที่ _____
Date

เลขทะเบียนผู้ถือหุ้น _____
Account ID

ชื่อองค์กร/นิติบุคคล/บริษัท _____
Name of Organization/Entity/Company

ประเทศที่จดทะเบียน หรือจัดตั้ง _____ เลขทะเบียนนิติบุคคล _____
Country of Incorporation/Registration or Organization Entity Registration Number

เลขประจำตัวผู้เสียภาษีในประเทศไทย _____
Thai Tax Identification Number

เลขประจำตัวผู้เสียภาษีในประเทศอื่น (โปรดระบุทุกประเทศ ถ้ามี)
Foreign Tax Identification Number(s) (Please provide a list of countries, if any)

ประเทศ/Country _____	เลขประจำตัวผู้เสียภาษี/Tax Identification _____
ประเทศ/Country _____	เลขประจำตัวผู้เสียภาษี/Tax Identification _____
ประเทศ/Country _____	เลขประจำตัวผู้เสียภาษี/Tax Identification _____

ส่วนที่ 1

สถานะความเป็นบุคคลอเมริกันภายใต้หลักเกณฑ์ของ FATCA

FATCA : Self-Certification

- เป็นบริษัทที่จดทะเบียนในประเทศสหรัฐฯ (หากตอบ "ใช่" โปรดกรอก W-9) ☐ ใช่/Yes ☐ ไม่ใช่/No
Being a juristic person registered in the United States of America (If answer "Yes", please fill in W-9)
- เป็นสถาบันการเงิน ภายใต้หลักเกณฑ์ของ FATCA (หากตอบ "ใช่" โปรดระบุประเภท ☐ PFFI ☐ RDCFFI) ☐ ใช่/Yes ☐ ไม่ใช่/No
Being a financial institution under FATCA requirements (If answer "Yes", please specify ☐ PFFI ☐ RDCFFI)
(หาก "ใช่" กรุณากรอกหมายเลข GIIN)
(If "Yes", please fill in GIIN)
- เป็นนิติบุคคลที่มีรายได้จากการลงทุน หรือรายได้ทางอ้อมตั้งแต่ร้อยละ 50 ขึ้นไปของรายได้รวม หรือมีทรัพย์สินที่ก่อให้เกิดรายได้ดังกล่าวได้ตั้งแต่อายุ 50 ขึ้นไปของสินทรัพย์รวม ในรอบบัญชีปีล่าสุด (หาก "ใช่" โปรดกรอก W-8BEN-E) ☐ ใช่/Yes ☐ ไม่ใช่/No
Being a juristic person with income from investment or indirect income of at least 50 percent of the total income or having income generating asset of at least 50 percent of the total asset within the latest financial year (If "Yes", please fill in W-8BEN-E)



ส่วนที่ 2

สถานะของนิติบุคคลภายใต้หลักเกณฑ์ของ CRS

Entity's status under the CRS

1. ผู้ถือหลักทรัพย์เป็นสถาบันการเงินภายใต้หลักเกณฑ์ของ CRS

☐ ใช่/Yes ☐ ไม่ใช่/No

The securities holder is a Financial Institution under the CRS

(หากตอบว่า "ใช่" โปรดเลือกตอบข้อ 1.1-1.2 ข้อใดข้อหนึ่งเพียงข้อเดียว)

(If "Yes", please select 1.1-1.2 only one answer)

☐ **1.1 เป็นนิติบุคคลที่ดำเนินธุรกิจเกี่ยวกับการลงทุน ซึ่งอยู่ในรัฐคู่สัญญา หรือเป็นนิติบุคคลที่ดำเนินธุรกิจเกี่ยวกับการลงทุน ซึ่งไม่ได้อยู่ในรัฐคู่สัญญา และไม่ได้บริหารโดยสถาบันการเงินตามหลักเกณฑ์ของ CRS**

Is a juristic person which operates business related to investment and is located in a contracting state, or is a juristic person which operates business related to investment and is not located in a contracting state and is not managed by a financial institution pursuant to the rules of the CRS.

☐ **1.2 เป็นสถาบันการเงิน ประเภทสถาบันรับฝากเงิน สถาบันผู้รับฝากสินทรัพย์ หรือบริษัทประกัน ตามหลักเกณฑ์ของ CRS**

Is a financial institution categorized as a depository, custodian or insurance company pursuant to the rules of the CRS.

2. ผู้ถือหลักทรัพย์เป็นนิติบุคคลที่ไม่ใช่สถาบันการเงิน โดยผู้ถือหลักทรัพย์เป็นแอคทีฟเอ็นเอฟอี (Active NFE)

☐ ใช่/Yes ☐ ไม่ใช่/No

The securities holder is an Active Non-Financial Entity "Active NFE"

(หากท่านตอบว่า "ใช่" โปรดเลือกตอบข้อ 2.1-2.4 ข้อใดข้อหนึ่งเพียงข้อเดียว)

(If "Yes", please select 2.1-2.4 only one answer)

☐ **2.1 Active NFE – เป็นนิติบุคคลที่หุ้นมีการซื้อขายตามปกติในตลาดหลักทรัพย์ที่จัดตั้ง หรือเป็นนิติบุคคลที่มีความสัมพันธ์กับนิติบุคคลที่หุ้นมีการซื้อขายตามปกติในตลาดหลักทรัพย์ที่จัดตั้ง**

Active NFE – is a juristic person the shares of which are ordinarily traded in the established stock exchange or is a juristic person with relationship with the juristic person the shares of which are ordinarily traded in the established stock exchange.

หากเลือกข้อ 2.1 โปรดระบุชื่อตลาดหลักทรัพย์ที่ซื้อขายหุ้น

(If select 2.1, please provide the name of the established securities market on which the company is regularly traded)

หากผู้ถือหลักทรัพย์เป็นนิติบุคคลที่มีความสัมพันธ์กับนิติบุคคลที่หุ้นมีการซื้อขายตามปกติในตลาดหลักทรัพย์ที่จัดตั้ง โปรดระบุชื่อนิติบุคคลที่มีความสัมพันธ์ที่หุ้นมีการซื้อขายตามปกติในตลาดหลักทรัพย์ที่จัดตั้ง

In case the securities holder is a juristic person with relationship with the juristic person the shares of which are ordinarily traded in the stock exchange established, please specify the name of such juristic person the shares of which are ordinarily traded in the established stock exchange

☐ **2.2 Active NFE – เป็นหน่วยงานของรัฐบาล หรือธนาคารกลาง (Government Entity or Central Bank)**

☐ **2.3 Active NFE – เป็นองค์การระหว่างประเทศ (International Organization)**

☐ **2.4 Active NFE – เป็นหน่วยงานอื่นนอกเหนือจากข้อ 2.1 - 2.3 (Active NFE-other than 2.1-2.3)**

เช่น นิติบุคคลใหม่ที่ตั้งตั้งไม่เกิน 24 เดือน, นิติบุคคลที่อยู่ในกระบวนการขายทรัพย์สินเพื่อชำระบัญชีหรือฟื้นฟูกิจการ โดยมีเจตนาจะดำเนินธุรกิจอย่างอื่น นอกจากการเป็นสถาบันการเงิน และนิติบุคคลที่สัดส่วนของรายได้และทรัพย์สินไม่เข้าลักษณะเป็นพาสซีฟเอ็นเอฟอี ทั้งนี้ นิติบุคคลดังกล่าวต้องมีคุณสมบัติครบถ้วนตามเงื่อนไขที่ CRS กำหนด

Such as a juristic person newly established for a period not exceeding 24 months, a juristic person which is in the process of selling its assets for the purpose of liquidation or rehabilitation with the intention to operate business other than as a financial institution, and a juristic person the proportion of revenue and assets of which does not fit the characteristics of a passive NFE. In this regard, such juristic person shall possess all the qualifications pursuant to the conditions prescribed by CRS



Highly Confidential

3. ผู้ถือหลักทรัพย์เป็นนิติบุคคลที่ไม่ใช่สถาบันการเงิน โดยผู้ถือหลักทรัพย์เป็นพาสซีฟเอ็นเอฟอี (Passive NFE) ☐ ใช่/Yes ☐ ไม่ใช่/No

The securities holder is a Passive Non-Financial Entity "Passive NFE"

(หากท่านตอบว่า "ใช่" โปรดเลือกตอบข้อ 3.1 หรือ 3.2 เพียงข้อเดียว และโปรดระบุจำนวนบุคคลผู้มีอำนาจควบคุมทั้งหมดของนิติบุคคล และถิ่นที่อยู่ทางภาษีของผู้มีอำนาจควบคุม ในส่วนที่ 4 ด้วย)

(If "Yes", please select 3.1-3.2 only one answer, please also indicate the number of all Controlling Person(s) of the Entity and Tax Residency of Controlling Person(s) in Part 4)

หมายเหตุ หากผู้ถือหลักทรัพย์เป็น Active NFE ตามข้อ 2 แล้ว ผู้ถือหลักทรัพย์จะไม่เป็น Passive NFE ตามข้อ 3. อีก

Remark If the securities holders is an Active NFE in 2, then the securities holders is not a Passive NFE in 3

☐ 3.1 เป็นนิติบุคคลที่ดำเนินธุรกิจเกี่ยวกับการลงทุน ซึ่งไม่ได้อยู่ในรัฐคู่สัญญา และบริหารโดยสถาบันการเงินตามข้อกำหนดของ CRS

Investment Entity located in a Non-Participating Jurisdiction and managed by Financial Institution under the definition of CRS

☐ 3.2 เป็นนิติบุคคลที่มีรายได้ที่ไม่ได้มาจากการประกอบกิจการโดยตรง เช่น เงินปันผล ดอกเบี้ย ค่าเช่า และค่าสิทธิ (Loyalty) (โดยที่ค่าเช่า และค่าสิทธิดังกล่าว

ไม่ได้เกิดจากการประกอบธุรกิจโดยตรง) ตั้งแต่ร้อยละ 50 ขึ้นไปของรายได้ทั้งหมด หรือมีสินทรัพย์ที่ก่อให้เกิดหรือถือไว้เพื่อให้เกิดรายได้ในลักษณะดังกล่าว (เช่น เงินฝาก ทรัพย์สินทางการเงิน และทรัพย์สินที่ก่อให้เกิดค่าเช่า) ตั้งแต่ร้อยละ 50 ขึ้นไปของสินทรัพย์ทั้งหมดในระหว่างปีปฏิทินก่อนหน้า

Is a juristic person with revenue not derived from direct business operation such as dividend, interest, rental and royalty (and such rental and royalty do not arise from direct business operation) in an amount of at least 50 percent of the total revenue or with assets which generate or which are held to generate revenue of such characteristics (such as deposit, financial assets and assets which generate rental) in an amount of at least 50 percent of the total assets during the previous calendar year.

หมายเหตุ : หากผู้ถือหลักทรัพย์ที่เป็น Active NFE แล้ว ผู้ถือหลักทรัพย์จะไม่เป็น Passive NFE ตามข้อ 3.

Remark : If the securities holder is an Active NFE, the securities holder are not a Passive NFE in 3

ส่วนที่ 3

ข้อมูลถิ่นที่อยู่ทางภาษีในประเทศอื่นนอกจากสหรัฐอเมริกา

CRS: Declaration of Tax Residency (other than the U.S.)

"ถิ่นที่อยู่ทางภาษี" หมายถึง ประเทศที่ผู้ถือหลักทรัพย์มีหน้าที่ต้องเสียภาษีเงินได้ สำหรับเงินได้ที่ผู้ถือหลักทรัพย์ได้รับจากประเทศนั้น และ/หรือประเทศอื่น ๆ เนื่องจากการมีภูมิลำเนาถิ่นที่อยู่ ที่ตั้งอันเป็นศูนย์จัดการและควบคุมนิติบุคคล ที่นิติบุคคลจดทะเบียนจัดตั้ง หรือโดยการพิจารณาจากหลักเกณฑ์อื่น ๆ

"Tax Residence" means the country in which the securities holders have the duty to pay income tax for the income received by the securities holders in such country and/or other countries as a result of having domicile or location for the management and control of juristic person where the juristic person is incorporated or other criteria

ประเทศถิ่นที่อยู่ทางภาษี Country of Tax Residence	เลขประจำตัวผู้เสียภาษี (Tax Identification Number: "TIN")	หากไม่มีเลขประจำตัวผู้เสียภาษี โปรดระบุเหตุผล ก, ข หรือ ค If TIN is unavailable, please indicate reason A, B or C stipulated in the bottom	หากเลือกเหตุผล ข โปรดระบุเหตุผล ที่ผู้ถือหลักทรัพย์ไม่สามารถขอเลข ประจำตัวผู้เสียภาษีได้ Please explain why you are unable to obtain a TIN if you select Reason B

หากผู้ถือหลักทรัพย์ไม่มีเลขประจำตัวผู้เสียภาษี (TIN) กรุณาระบุเหตุผลดังต่อไปนี้

If a TIN is unavailable, indicate which of the following reason is applicable :

เหตุผล (A) – ประเทศที่ผู้ถือหลักทรัพย์มีถิ่นที่อยู่ทางภาษี ไม่ได้ออกเลขประจำตัวผู้เสียภาษีให้กับผู้อยู่อาศัยในประเทศนั้น

Reason (A) – The jurisdiction where the securities holder is a tax resident does not issue TINs to its residents.

เหตุผล (B) – ผู้ถือหลักทรัพย์ไม่สามารถขอเลขประจำตัวผู้เสียภาษีที่ออกโดยประเทศนั้นได้

Reason (B) – The securities holder is otherwise unable to obtain a TIN.

เหตุผล (C) – ไม่จำเป็นต้องให้หรือเปิดเผยเลขประจำตัวผู้เสียภาษี (หมายเหตุ : โปรดเลือกเหตุผลนี้เฉพาะในกรณีที่กฎหมายภายในประเทศนั้น ไม่ได้บังคับจัดเก็บเลขประจำตัวผู้เสียภาษี)

Reason (C) – TIN is not required. (Remark : Please select this reason only if the domestic law of the relevant jurisdiction does not require the collection of TIN issued by such jurisdiction.)

หมายเหตุ : หากผู้ถือหลักทรัพย์เป็นผู้อยู่ที่มีถิ่นที่อยู่ที่ต้องชำระภาษีมากกว่าสี่ประเทศ โปรดระบุในเอกสารแยกต่างหาก

Remark : If the securities holder is a tax resident in more than four countries, please use a separate sheet.



ส่วนที่ 4

ข้อมูลถิ่นที่อยู่ทางภาษีและเลขประจำตัวผู้เสียภาษีของผู้มีอำนาจควบคุม Tax Residency and Taxpayer Identification Number (TIN) of Controlling Person(s)

โปรดตอบคำถามในส่วนนี้ หากท่านเป็น **Passive NFE** ตามข้อ 4.1 หรือ 4.2

Please answer in this part, if you are Passive NFE in 4.1 or 4.2

4.1 จำนวนบุคคลผู้มีอำนาจควบคุมของนิติบุคคล (Number of controlling person(s) of the securities holder) _____ คน (person(s))
 “ผู้มีอำนาจควบคุม” หมายถึง (1) บุคคลธรรมดาที่มีอำนาจควบคุมเหนือนิติบุคคล (2) ผู้ก่อตั้งทรัสต์ ทรัสต์ ผู้คุ้มครอง ผู้ได้รับผลประโยชน์ที่แท้จริง หรือผู้ได้รับผลประโยชน์ที่แท้จริงที่จำแนกตามประเภท และบุคคลธรรมดาอื่นใดที่มีอำนาจควบคุมสูงสุดเหนือกองทรัสต์ ในกรณีของกองทรัสต์ หรือ (3) บุคคลที่มีฐานะเทียบเท่าหรือคล้ายกัน ในกรณีของหน่วยที่จัดตั้งขึ้นตามกฎหมายอื่น ๆ นอกเหนือจากกองทรัสต์ ทั้งนี้ ตามรายละเอียดและเงื่อนไขที่ CRS กำหนด

“Controlling Person” means (1) an individual with control over the juristic person, (2) a founder of the trust, trustee, custodian, true beneficial owner or true beneficiary with specific categorization and any other individuals with the ultimate control over the trust in case of a trust, or (3) a person with equivalent or analogous status in case of a department established under laws other than a trust pursuant to the details and conditions prescribed by CRS.

4.2 ข้อมูลของผู้มีอำนาจควบคุม (Details of Controlling Person(s))

	ผู้มีอำนาจควบคุมที่ 1 Controlling Person 1	ผู้มีอำนาจควบคุมที่ 2 Controlling Person 2	ผู้มีอำนาจควบคุมที่ 3 Controlling Person 3	ผู้มีอำนาจควบคุมที่ 4 Controlling Person 4
ชื่อ – นามสกุล Full Name (First and last name)				
ประเภทของผู้มีอำนาจควบคุม (Type of Controlling Person) 1) โดยการถือหุ้น (Control by Ownership) 2) โดยการบริหารระดับสูง (Through Senior Management Position) 3) ควบคุมด้วยทางอื่น (Control by other means)	(1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> ระบุ _____	(1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> ระบุ _____	(1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> ระบุ _____	(1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> ระบุ _____
วันเดือนปีเกิด Date of Birth (DD/MM/YYYY)				
สัญชาติ Nationality				
สถานที่เกิด (เมืองและประเทศ) Place of Birth (City and Country)				
ที่อยู่ปัจจุบัน Current Address Full Address (House No., Street, City, Country, Post Code)				
(1) ประเทศของถิ่นที่อยู่เพื่อวัตถุประสงค์ในการเก็บภาษี Country of Tax Residence เลขประจำตัวเสียภาษี TIN หากไม่มีเลขประจำตัวเสียภาษี โปรดระบุ เหตุผล If no TIN available, please enter reason หากเลือกเหตุผลข้อ (B) โปรดระบุเหตุผลที่ท่านไม่สามารถรับ เลขประจำตัวเสียภาษี If select reason (B), please explain why you are unable to obtain a TIN <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C)



	ผู้มีอำนาจควบคุมที่ 1 Controlling Person 1	ผู้มีอำนาจควบคุมที่ 2 Controlling Person 2	ผู้มีอำนาจควบคุมที่ 3 Controlling Person 3	ผู้มีอำนาจควบคุมที่ 4 Controlling Person 4
(2) ประเทศของถิ่นที่อยู่เพื่อวัตถุประสงค์ในการเก็บภาษี Country of Tax Residence เลขประจำตัวเสียภาษี TIN หากไม่มีเลขประจำตัวเสียภาษี โปรดระบุ เหตุผล If no TIN available, please enter reason หากเลือกเหตุผลข้อ (B) โปรดระบุเหตุผลที่ท่านไม่สามารถรับเลขประจำตัวเสียภาษี If select reason (B), please explain why you are unable to obtain a TIN <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C)
(3) ประเทศของถิ่นที่อยู่เพื่อวัตถุประสงค์ในการเก็บภาษี Country of Tax Residence เลขประจำตัวเสียภาษี TIN หากไม่มีเลขประจำตัวเสียภาษี โปรดระบุ เหตุผล If no TIN available, please enter reason หากเลือกเหตุผลข้อ (B) โปรดระบุเหตุผลที่ท่านไม่สามารถรับเลขประจำตัวเสียภาษี If select reason (B), please explain why you are unable to obtain a TIN <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C)
(4) ประเทศของถิ่นที่อยู่เพื่อวัตถุประสงค์ในการเก็บภาษี Country of Tax Residence เลขประจำตัวเสียภาษี TIN หากไม่มีเลขประจำตัวเสียภาษี โปรดระบุ เหตุผล If no TIN available, please enter reason หากเลือกเหตุผลข้อ (B) โปรดระบุเหตุผลที่ท่านไม่สามารถรับเลขประจำตัวเสียภาษี If select reason (B), please explain why you are unable to obtain a TIN <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C) <input type="checkbox"/> (A) <input type="checkbox"/> (B) <input type="checkbox"/> (C)

หากผู้มีอำนาจควบคุมไม่มีเลขประจำตัวเสียภาษี (TIN) กรุณาระบุเหตุผลดังต่อไปนี้

If a TIN is unavailable, indicate which of the following reason is applicable :

เหตุผล (A) – ประเทศที่ผู้มีอำนาจควบคุมมีถิ่นที่อยู่ทางภาษี ไม่ได้ออกเลขประจำตัวเสียภาษีให้กับผู้อยู่อาศัยในประเทศนั้น

Reason (A) – The jurisdiction where the controlling person is a tax resident does not issue TINs to its residents.

เหตุผล (B) – ผู้มีอำนาจควบคุมไม่สามารถขอเลขประจำตัวเสียภาษีที่ออกโดยประเทศนั้นได้

Reason (B) – The controlling person is otherwise unable to obtain a TIN.

เหตุผล (C) – ไม่จำเป็นต้องให้หรือเปิดเผยเลขประจำตัวเสียภาษี (หมายเหตุ : โปรดเลือกเหตุผลนี้เฉพาะในกรณีที่กฎหมายภายในประเทศนั้น ไม่ได้บังคับจัดเก็บเลขประจำตัวเสียภาษี)

Reason (C) – TIN is not required. (Remark : Please select this reason only if the domestic law of the relevant jurisdiction does not require the collection of TIN issued by such jurisdiction.)

หมายเหตุ : หากผู้มีอำนาจควบคุมเป็นผู้มีถิ่นที่อยู่ที่ต้องชำระภาษีมากกว่าสี่ประเทศ โปรดระบุในเอกสารแยกต่างหาก

Remark : If the controlling person is a tax resident in more than four countries, please use a separate sheet.



ส่วนที่ 5

การยืนยันและการเปลี่ยนแปลงสถานะ Confirmation and Change of Status

1. ผู้ถือหลักทรัพย์รับรองว่า ข้อมูลที่ผู้ถือหลักทรัพย์ได้ให้ไว้แก่บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด (“ศูนย์รับฝากฯ”) ตามแบบแจ้งสถานะฯ ฉบับนี้ เป็นข้อมูลของผู้ถือหลักทรัพย์เอง และเป็นข้อมูลที่ถูกต้องครบถ้วนตามความเป็นจริงและเป็นปัจจุบันทุกประการ
The securities holders represent that the information provided by the securities holders to Thailand Securities Depository Co., Ltd. (“TSD”) pursuant to this status declaration form belongs to the securities holders and is correct, complete, conforms to the truth and up-to-date in all respects.
2. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า หากศูนย์รับฝากฯ ตรวจพบหรือมีเหตุอันควรสงสัยว่า ข้อมูลของผู้ถือหลักทรัพย์ตามแบบแจ้งสถานะฯ ฉบับนี้, ในแบบฟอร์ม W-9 หรือในแบบฟอร์มอื่นใดที่เกี่ยวข้อง ซึ่งผู้ถือหลักทรัพย์ได้ให้ไว้แก่ศูนย์รับฝากฯ ไม่เป็นความจริง ไม่ถูกต้อง หรือไม่ครบถ้วน ศูนย์รับฝากฯ มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร
The securities holders acknowledge and agree that in an event the TSD discovers or has reasonable cause to suspect that the information of the securities holders pursuant to this status declaration form, W-9 or other relevant forms provided by the securities holders to the TSD is not true, correct or complete, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.
3. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า ในกรณีที่มีเหตุการณ์เปลี่ยนแปลงอันทำให้ข้อมูลของผู้ถือหลักทรัพย์ที่ระบุในแบบแจ้งสถานะฯ ฉบับนี้, ในแบบฟอร์ม W-9 หรือในแบบฟอร์มอื่นใดที่เกี่ยวข้อง ไม่ถูกต้อง ไม่ครบถ้วน หรือไม่ปัจจุบัน ผู้ถือหลักทรัพย์มีหน้าที่ในการแจ้งให้ศูนย์รับฝากฯ ทราบถึงรายละเอียดการเปลี่ยนแปลงดังกล่าว พร้อมทั้งนำเสนอเอกสารประกอบตามที่ศูนย์รับฝากฯ กำหนด ภายใน 30 วันนับแต่วันที่ที่มีการเปลี่ยนแปลงนั้น
The securities holders acknowledge and agree that in case of an event of change such that the information of the securities holders specified in this status declaration form, W-9 or other relevant forms becomes incorrect, incomplete or not up-to-date, the securities holders shall have the duty to inform the TSD of the details of such change and to submit any supporting documents as prescribed by the TSD within 30 days from the date of such change.
4. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า ในกรณีที่ผู้ถือหลักทรัพย์ไม่ได้ดำเนินการตามข้อ 3. หรือผู้ถือหลักทรัพย์นำเสนอข้อมูลเกี่ยวกับสถานะของผู้ถือหลักทรัพย์ที่ไม่เป็นความจริง ไม่ถูกต้อง หรือไม่ครบถ้วน ศูนย์รับฝากฯ มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร
The securities holders acknowledge and agree that in case the securities holders fail to proceed in accordance with 3. or submit information on their status which is untrue, incorrect or incomplete, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.

ส่วนที่ 6

การเปิดเผยข้อมูลและความยินยอมในการหักเงินในบัญชี Disclosure of information and authorization for debiting funds in account

- ผู้ถือหลักทรัพย์รับทราบและตกลงผูกพันตามการดำเนินการดังต่อไปนี้ โดยจะไม่เพิกถอนความตกลงยินยอมดังกล่าวไม่ว่าในเวลาใด ๆ
The securities holders acknowledge and agree to be bound by the following and will not revoke any consent to such agreement at any time:
1. ผู้ถือหลักทรัพย์รับทราบและตกลงให้ศูนย์รับฝากฯ เปิดเผยข้อมูลต่าง ๆ ของผู้ถือหลักทรัพย์ให้แก่ตลาดหลักทรัพย์แห่งประเทศไทย และบริษัทย่อยของตลาดหลักทรัพย์แห่งประเทศไทย (รวมเรียกว่า “กลุ่มตลาดหลักทรัพย์ฯ”) เพื่อประโยชน์ในการปฏิบัติตามหลักเกณฑ์การแลกเปลี่ยนข้อมูลภาษีตามข้อตกลงระหว่างรัฐบาลไทยกับรัฐบาลสหรัฐอเมริกา (The Foreign Account Tax Compliance Act: “**FATCA**”), มาตรฐานการแลกเปลี่ยนข้อมูลทางการเงินแบบอัตโนมัติ (The Common Reporting Standard: “**CRS**”) ตลอดจนกฎเกณฑ์ขององค์การเพื่อความร่วมมือทางเศรษฐกิจและการพัฒนา (The Organization for Economic Co-operation and Development: “**OECD**”) หน่วยงานจัดเก็บภาษีอากรในประเทศ หน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึงหน่วยงานจัดเก็บภาษีอากรของสหรัฐอเมริกา (Internal Revenue Service: “**IRS**”) โดยข้อมูลที่อาจมีการเปิดเผยเพื่อวัตถุประสงค์ดังกล่าวรวมถึงข้อมูลชื่อ ที่อยู่ เลขประจำตัวผู้เสียภาษี หมายเลขบัญชี สถานะตามหลักเกณฑ์ของ FATCA (เป็นผู้ปฏิบัติตามหรือไม่ให้ความร่วมมือ) จำนวนเงินหรือมูลค่าคงเหลือในบัญชี การจ่ายเงินเข้า-ออกจากบัญชี รายการเคลื่อนไหวทางบัญชี จำนวนเงิน ประเภทและมูลค่าของผลิตภัณฑ์ทางการเงิน และ/หรือทรัพย์สินอื่น ๆ ที่อยู่ในความครอบครองของศูนย์รับฝากฯ ตลอดจนจำนวนรายได้ และข้อมูลอื่น ๆ ที่เกี่ยวกับความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจของผู้ถือหลักทรัพย์ ที่อาจถูกร้องขอโดยกลุ่มตลาดหลักทรัพย์แห่งประเทศไทย หน่วยงานจัดเก็บภาษีอากรในประเทศ และ/หรือหน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึง IRS ด้วย
The securities holders acknowledge and agree for the TSD to disclose any information of the securities holders to the Stock Exchange of Thailand and its subsidiaries (collectively as “**SET Group**”) for the purpose of complying with the The Foreign Account Tax Compliance Act (**FATCA**), Common Reporting Standards (**CRS**) as well as regulations of the Organization for Economic Co-operation and Development (**OECD**), and domestic and oversea taxation authorities which including Internal Revenue Service (**IRS**). In this regard, the information that may be disclosed for such purpose includes name, address, taxpayer identification number, account number, FATCA status, outstanding amount or value in the account, payment to-and-from the account, account movement statement, amount, type and value of financial products and/or other assets in the possession of the TSD as well as amount of income and other information on



the financial or business relationship of the securities holders which may be requested by the SET Group, the domestic taxation authorities and/or oversea taxation authorities which including IRS.

2. ผู้ถือหลักทรัพย์รับทราบและตกลงให้ศูนย์รับฝากฯ หักเงินจากบัญชีของผู้ถือหลักทรัพย์ และ/หรือเงินได้ที่ผู้ถือหลักทรัพย์ได้รับจากหรือผ่านศูนย์รับฝากฯ ในจำนวนที่กำหนดโดยหน่วยงานจัดเก็บภาษีอากรในประเทศ และ/หรือหน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึง IRS ภายใต้บังคับของกฎหมาย กฎเกณฑ์ รวมถึงข้อตกลงใด ๆ ระหว่างศูนย์รับฝากฯ กับหน่วยงานจัดเก็บภาษีอากรดังกล่าว

The securities holders acknowledge and agree for the TSD to deduct money from the account of the securities holders and/or income received by the securities holders from or via the TSD in an amount prescribed by the domestic taxation authorities and/or oversea taxation authorities which including IRS pursuant to the laws, rules and agreements between the TSD and such taxation authorities.

3. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า หากผู้ถือหลักทรัพย์ไม่ให้หรือไม่ได้แจ้งให้ศูนย์รับฝากฯ ทราบถึงข้อมูลที่ต้องการพิจารณาสถานะความเป็นบุคคลอเมริกัน (U.S. Person) สถานะบัญชีที่ต้องรายงาน หรือสถานะผู้ถือบัญชีที่ต้องถูกรายงาน, หรือไม่ได้ให้ข้อมูลที่จำเป็นต้องใช้ในการรายงานข้อมูลต่อหน่วยงานจัดเก็บภาษีอากรที่เกี่ยวข้อง, หรือผู้ถือหลักทรัพย์ไม่สามารถขอยกเว้นการบังคับใช้กฎหมายที่ห้ามการรายงานข้อมูลได้ ศูนย์รับฝากฯ มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร

The securities holders acknowledge and agree that in case the securities holders fail to provide or notify the TSD about the information required for the consideration of U.S. Person Status, the status of account or account holder which must be reported, or fail to provide information required to be reported to the relevant taxation authorities, or the securities holders are unable to apply for exemption from compliance with the laws prohibiting the reporting of information, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.

ผู้ถือหลักทรัพย์รับทราบและตกลงปฏิบัติตามข้อกำหนดและเงื่อนไขต่างๆ ในแบบแจ้งสถานะฯ ฉบับนี้ ซึ่งรวมถึงรับทราบและตกลงผูกพันตามเงื่อนไขการเปิดเผยข้อมูล และตกลงให้ศูนย์รับฝากฯ หักเงินในบัญชีตามรายละเอียดที่กำหนดไว้ตามข้างต้นทุกประการ และได้ลงลายมือชื่อไว้เป็นสำคัญ

The securities holders acknowledge and agree to comply with the terms and conditions in this status declaration form and to be bound by the conditions on the disclosure of information, and agree for the TSD to deduct money in the account pursuant to the details prescribed above in all respects, and hereby affix signatures as evidence thereof.

ลงชื่อ _____ ผู้ถือหลักทรัพย์ / ผู้มีอำนาจลงนามแทนผู้ถือบัญชี

Signature

Securities holders / Person authorized to sign on behalf of the account holder

<p><u>สำหรับเจ้าหน้าที่</u> For official use only</p> <p>วันที่ _____ ผู้ตรวจรับ _____ Date Checker</p>	<p>ตรวจสอบหลักฐานแสดงตนฉบับจริงของผู้ถือหลักทรัพย์แล้ว I have already checked all original identification documents.</p> <p>ลงชื่อ _____ เจ้าหน้าที่ Signature Officer</p>
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ใบนำฝากชำระเงินค่าสินค้าและบริการ (Bill Payment Pay-in Slip)



130 - 132 อาคารสินธรทาวเวอร์ 1 ชั้น 2,3 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330
130 - 132, 2nd,3rd Flr.,Sindhorn Bldg., Tower I, Wireless Rd., Lumpini, Pathumwan, Bangkok 10330

เพื่อเข้าบัญชี บริษัท หลักทรัพย์ ยูโอบี เคเอ็มเอช (ประเทศไทย) จำกัด (มหาชน) เพื่อจองซื้อหลักทรัพย์

For A/C **UOB Kay Hian Securities (Thailand) Public Co.,Ltd. For Securities Subscriptions**

สำหรับจองซื้อหุ้นสามัญเพิ่มทุน
บริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)
BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED

* โปรดเรียกเก็บค่าธรรมเนียมจากผู้ชำระเงิน *

วันที่ (DATE).....

สาขาผู้รับฝาก (BRANCH).....

ชุดแจ้งการชำระเงิน	<input type="checkbox"/> บมจ.ธนาคารยูโอบี BP. Code : 3630 (10.-) United Overseas Bank (Thai) Public Co.,Ltd.	NAME ชื่อบริษัท	สำหรับลูกค้า / For Customer	
		Ref.1 เลขทะเบียนผู้ถือหุ้น / Registration No.		<input type="text"/>
		Ref.2 เลขบัตรประชาชนหรือ เลขที่หนังสือเดินทาง / ID or Passport Number		<input type="text"/>

<input type="checkbox"/>	เงินสด / CASH	เลขที่เช็ค / CHEQUE NO.	ชื่อบริษัท (DRAWEE BANK) / สาขา (BRANCH)	เช็คลงวันที่ / DATE	จำนวนเงิน / AMOUNT	สำหรับเจ้าหน้าที่ธนาคาร ผู้รับเงิน
<input type="checkbox"/>	เช็ค / CHEQUE					
จำนวนเงินเป็นตัวเลข (บาท) AMOUNT IN WORDS (BAHT)						ผู้รับมอบอำนาจ

*** กรุณาตรวจสอบยอดเงินให้ถูกต้องตรงตามสิทธิการจองที่ได้รับจัดสรร และประสงค์จองซื้อ ***

กรณีชำระผ่านธนาคาร กรุณานำเอกสารฉบับนี้ไปชำระเงินได้ที่ธนาคารที่ระบุข้างต้นได้ทุกสาขาทั่วประเทศ และโปรดระบุธนาคารที่ท่านชำระ โดยผู้ชำระเป็นผู้รับภาระค่าธรรมเนียม

Please bring along this document and make a payment at all branches and additional fee charged

ชื่อผู้นำฝาก โทร

ใบนำฝากชำระเงินค่าสินค้าและบริการ (Bill Payment Pay-in Slip)



130 - 132 อาคารสินธรทาวเวอร์ 1 ชั้น 2,3 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330
130 - 132, 2nd,3rd Flr.,Sindhorn Bldg., Tower I, Wireless Rd., Lumpini, Pathumwan, Bangkok 10330

เพื่อเข้าบัญชี บริษัท หลักทรัพย์ ยูโอบี เคเอ็มเอช (ประเทศไทย) จำกัด (มหาชน) เพื่อจองซื้อหลักทรัพย์

For A/C **UOB Kay Hian Securities (Thailand) Public Co.,Ltd. For Securities Subscriptions**

สำหรับจองซื้อหุ้นสามัญเพิ่มทุน
บริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)
BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED

* โปรดเรียกเก็บค่าธรรมเนียมจากผู้ชำระเงิน *

วันที่ (DATE).....

สาขาผู้รับฝาก (BRANCH).....

ชุดแจ้งการชำระเงิน	<input type="checkbox"/> บมจ.ธนาคารยูโอบี BP. Code : 3630 (10.-) United Overseas Bank (Thai) Public Co.,Ltd.	NAME ชื่อบริษัท	สำหรับธนาคาร / For Bank	
		Ref.1 เลขทะเบียนผู้ถือหุ้น / Registration No.		<input type="text"/>
		Ref.2 เลขบัตรประชาชนหรือ เลขที่หนังสือเดินทาง / ID or Passport Number		<input type="text"/>

<input type="checkbox"/>	เงินสด / CASH	เลขที่เช็ค / CHEQUE NO.	ชื่อบริษัท (DRAWEE BANK) / สาขา (BRANCH)	เช็คลงวันที่ / DATE	จำนวนเงิน / AMOUNT	สำหรับเจ้าหน้าที่ธนาคาร ผู้รับเงิน
<input type="checkbox"/>	เช็ค / CHEQUE					
จำนวนเงินเป็นตัวเลข (บาท) AMOUNT IN WORDS (BAHT)						ผู้รับมอบอำนาจ

*** กรุณาตรวจสอบยอดเงินให้ถูกต้องตรงตามสิทธิการจองที่ได้รับจัดสรร และประสงค์จองซื้อ ***

กรณีชำระผ่านธนาคาร กรุณานำเอกสารฉบับนี้ไปชำระเงินได้ที่ธนาคารที่ระบุข้างต้นได้ทุกสาขาทั่วประเทศ และโปรดระบุธนาคารที่ท่านชำระ โดยผู้ชำระเป็นผู้รับภาระค่าธรรมเนียม

Please bring along this document and make a payment at all branches and additional fee charged

ชื่อผู้นำฝาก โทร

Affix
Baht 30
Duty stamp

Power of Attorney

For Subscription of Newly Issued Ordinary Shares of BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED

At

Date.....

I/We(Mr./Mrs./Miss/Company)("Grantor")

Shareholder Registration No.

☐ ID Card ☐ Passport ☐ Juristic Person Registration No.

Contact Address

..... Postal Code

in my/our capacity as an existing shareholder of BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED (the "Company") according to the shareholder registry as of Record Date, 16 August 2024, hold the ordinary shares in the number ofshares. I/We am/are entitled to subscribe for the newly issued ordinary shares in the number ofshares, as per the details set forth in the Certificate of Subscription Rights for Newly Issued Ordinary Shares issued by Thailand Securities Depository Co., Ltd. as the Company's Registrar.

I/We hereby authorize (Mr./Mrs./Miss).....

☐ ID Card ☐ Passport No.

Contact Address.....

..... Postal Code

as my/our representative (the "Grantee") to subscribe for the newly issued ordinary shares in the number of shares for me/us or on my/our behalf, including to sign, amend or add any statement(s) in the Subscription Form for Newly Issued Ordinary Shares of the Company and to pay for the subscription payment of the said newly issued ordinary shares, including to perform any other act(s) deemed necessary for the said newly issued ordinary shares subscription to be duly completed. This Power of Attorney shall be in full force and effect for the objectives set forth above. Any action undertaken by the Grantee under this Power of Attorney shall be deemed as if undertaken by myself/ourselves.

Signature Grantor

(.....)

Signature Grantee

(.....)

Remark: Please attach the supporting documents of the grantor and the grantee, according to the type of person with their certified true copies.

Manual for the Electronic Rights Offering (E-RO) System

Registration and Identity Verification Process Via Smartphone

(For individuals Thai nationality only)

● Registration and Identity Verification Process

Verification must be conducted exclusively through smartphone

1. Access the website using an internet browser such as Google Chrome, Firefox, Internet Explorer, or Safari.

Website Address: www.ustrade.co.th or <https://ro.ustrade.co.th>

The screen will be shown as below



2. Select a transaction
 - 1) Access E-RO System for subscription of newly issued ordinary shares
 - 2) Check subscription status and correct any transaction errors
 - 3) Cancel Order
3. After selecting a transaction, the system will display the login page. Choose “Proceed” and enter your Thai National ID Card Number to begin the subscription process if you are already registered, or select “Register” to complete your registration.

UOB KayHian

สำหรับท่านที่ลงทะเบียนแล้ว

บัตรประชาชน
Identification Card ID

Identification Number

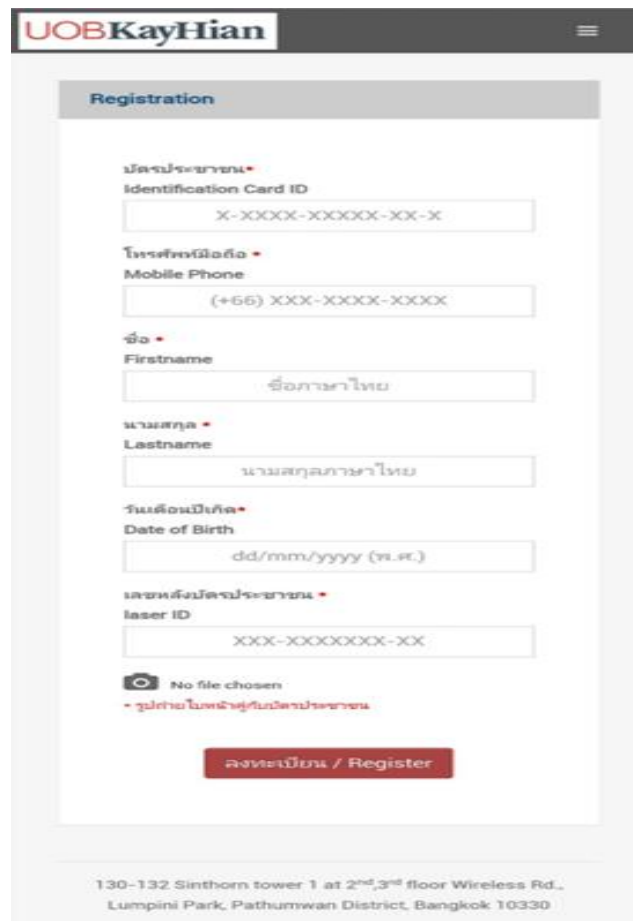
ตกลง / Proceed

สำหรับท่านที่ยังไม่เคยลงทะเบียน

ลงทะเบียน / Register

130-132 Sinthorn tower 1 at 2nd, 3rd floor Wireless Rd., Lumpini Park, Pathumwan District, Bangkok 10330

4. First-time users must register and complete the required information. Please ensure that all fields are filled out accurately. Additionally, you will need to upload a photo of yourself holding your ID card, ensuring that both your face and the ID card are clearly visible in the image.



The image shows a mobile application registration screen for UOB KayHian. The header features the UOB KayHian logo and a menu icon. The main section is titled "Registration" and contains several input fields with Thai labels and English subtitles: "บัตรประชาชน" (Identification Card ID) with a placeholder "X-XXXX-XXXX-XX-X", "โทรศัพท์มือถือ" (Mobile Phone) with a placeholder "(+66) XXX-XXXX-XXXX", "ชื่อ" (Firstname) with a placeholder "ชื่อภาษาไทย", "นามสกุล" (Lastname) with a placeholder "นามสกุลภาษาไทย", "วันเดือนปีเกิด" (Date of Birth) with a placeholder "dd/mm/yyyy (พ.ศ.)", and "เลขรหัสบัตรประชาชน" (laser ID) with a placeholder "XXX-XXXXXXXX-XX". Below these fields is a camera icon with the text "No file chosen" and a red error message "รูปถ่ายไม่พอสัญกับบัตรประชาชน". At the bottom of the form is a red button labeled "ลงทะเบียน / Register". The footer contains the address: "130-132 Sinthorn tower 1 at 2nd, 3rd floor Wireless Rd., Lumpini Park, Pathumwan District, Bangkok 10330".

5. After completing the registration information, click the "Register" button. You will receive a one-time password (OTP) via SMS to the mobile number you provided during identity verification. Enter the 6-digit OTP in the required field to proceed.




The image shows a mobile application screen for OTP authentication. The header features the UOB KayHian logo. The main section contains the text "ยืนยันตัวตนด้วยรหัส OTP" (OTP Authentication) and "Tel : +6689-774-XXXX". Below this is a row of six empty square boxes for entering the OTP digits. At the bottom, it displays "ref code : APCQSR".

6. After entering the OTP, you will be directed to the E-RO screen as shown below.

The screenshot shows the UOB Kay Hian logo at the top. Below it, the text reads: "Subscription of Newly Issued Ordinary Shares", "BTS", "For Existing Shareholders", "From 8:30 hours 17 October 2024", and "To 16:00 hours 24 October 2024". A red label "Fill ID Card Number" is positioned above a grey input field containing the text "IDENTIFICATION NUMBER". To the right of the input field is a blue arrow pointing left. Below the input field is a red button with the word "BOOKING" in white capital letters.

● Subscription via E-RO Process

The subscription process can be completed on both PC and Smartphone.

1. After registering and verifying your identity via smartphone, enter your ID card number and press 

This screenshot is identical to the one above, showing the UOB Kay Hian logo, the subscription details for BTS, the ID card number input field, and the "BOOKING" button.

2. The screen will display your full name, nationality, ID card number and your subscription rights. Please verify the accuracy of the information presented, and click “Action” on the right side to proceed.

In the case of multiple shareholder registration numbers, information will be displayed separately for each registration number. Shareholders must enter subscriptions for shares individually for each registration number.



UOBKayHian

SECURITY : **BTS** อัตราการจัดสรร 4.50 หุ้นเดิม ต่อ 1 หุ้นใหม่ ราคา 4.50 บาท

QUOTA : 0 / 4,800 [ยังไม่ ALLOT : 4,800]

เลขที่ใบจอง	ทะเบียนผู้ถือหุ้น	ชื่อ	สัญชาติ	บัตรประชาชน	หุ้นเดิม	หุ้นใหม่	เงินตามสิทธิ์	จำนวนหุ้นจองซื้อ	ชำระรวม	ยอดชำระจริง	ส่วนเกินสิทธิ์	เงิน(เต็ม)	PARTI	User	Updated	Action
	4009999999	นาย ลาสิทธิ์ หดคลองทอง	ไทย	3730300999999	1,200	288	1,197.00							15	EXXXXXX	

Total 1 row.

130-132 Sinthorn tower 1 at 2nd,3rd floor Wireless Rd., Lumpini Park, Pathumwan District, Bangkok 10330
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3. The system will then display the subscription page.
 - 3.1 Shareholders should specify the total number of shares they wish to subscribe for. If the subscription number exceeds their rights, the system will calculate the total number of shares, including the excess, and display the total payment amount in the “Amount to be Paid” field. A QR code will be automatically generated for making payments via mobile banking applications or internet banking.
 - 3.2 Choose your preferred payment method, such as QR Code or bill payment.
 - 3.3 Specify the date of payment.
 - 3.4 Specify the exact payment amount, ensuring that it matches the actual payment. Any discrepancies will be displayed in the system.
 - 3.5 Select the method of receiving newly subscribed shares. The system will default to crediting the shares to TSD and will not allow crediting to Issuer Account No. 600.
 - 3.6 Select the TSD Participant No. or the broker’s name with whom you have opened a securities trading account. Ensure that the information is entered accurately.
 - 3.7 Provide the securities trading account number associated with the selected broker. The name on the securities trading account must match the subscriber’s name.

- 3.8 Fill in the bank account details for receiving a refund of the subscription payment for unallocated shares in the event that the shareholder subscribes for shares beyond their rights. Also, attach a certified true copy of the first page of a savings account book or a certified true copy of a current statement (all banks that have branches in Thailand are acceptable).
- 3.9 Attach proof of payment and enter your telephone number.
- 3.10 Check the box to confirm that the shareholder is the true beneficial owner of the subscription (located at the bottom left side of the screen).
- 3.11 Verify the accuracy of the data and take a screenshot as evidence before clicking the "Submit" button (located at the bottom right side of the screen).

Sequence No.#1

ทะเบียนผู้ถือหุ้น	ชื่อ-นามสกุล	บัตรประชาชน	หุ้นเดิม	หุ้นที่ได้รับสิทธิ์**A	จำนวนเงินตามสิทธิ์	ราคาหุ้นละ(บาท)**E
*****	*****	*****	4	1	0.01	0.01

เลขที่ใบจอง

จำนวนหุ้นที่ได้รับจากการจองซื้อ**B

จำนวนหุ้นที่จองซื้อ**C=D/E
Shares subscription

ส่วนเกินสิทธิ์** (C-A)
Over subscription

1 Fill quantity of required shares

หุ้น

เงินที่ต้องชำระ
Amount to be paid

ส่วนเกินสิทธิ์ที่ได้รับ
Waiting after end subscription

2 Choose payment method

3 Fill payment amount

4 Select Broker for credit shares

5 Deposit to TSD (Unable to receive a share certificate or deposit to the issue account 600)

6 Trading Account with Broker

7 Scan QR Code for payment via Mobile Application

8 Check/fill Bank account for refund

9 **Need specify Contactable telephone numbers

10 Click to confirm that the shareholder as a true beneficial owner subscriber

11 Cancel Submit

4. After submitting the subscription, the system will return to display the reservation rights information screen (Item 2) and show the subscription information recorded in Item 3. This confirms that the subscribed shares have been successfully recorded.

UOBKayHian

SECURITY : **BTS** อัตราการจัดสรร 4.50 หุ้นเดิม ต่อ 1 หุ้นใหม่ ราคา 4.50 บาท

QUOTA : 0 / 4,800

เลขที่ใบจอง	ทะเบียนผู้ถือหุ้น	ชื่อ	สัญชาติ	บัตรประชาชน	หุ้นเดิม	หุ้นได้สิทธิ์	เงินตามสิทธิ์	จำนวนหุ้นจองซื้อ	ชำระรวม	ยอดชำระจริง	ส่วนเกินสิทธิ์	เงิน(ต้น)	PARTI	User
	4009999999	นาย สานิต วัฒนวงษ์	ไทย	3730300999999	1,200	288	1,197.00	5,000	22,500.00	22,500.00	,4,734 -		026	3730300

Total: 1 row.

However, the subscription will be considered complete only after the RO Agent has verified and received full payment for the subscription. If shareholders oversubscribe, they will need to wait for the RO Agent to allocate the excess shares according to the method specified in the Notice of the Allocation of Newly Issued Ordinary Shares. The exact number of allocated shares will be confirmed after the end of the subscription period.

Location Map of the Venue for Subscription of Newly Issued Ordinary Shares
of BTS Group Holdings Public Company Limited



UOB Kay Hian Securities (Thailand) Public Company Limited

Address : 130-132 Sindhorn Tower I, 3rd floor, Wireless road, Lumpini, Pathumwan, Bangkok 10330

Contact : Operations Department

Telephone : 0-2659-8000 ext. 8226, 8085, 8263, 8271 and 8264