

Ref. No. IRS.014/2024
September 20, 2024

Subject: Notification on receiving the Amendment to the Tender Offer of Roctec Global Public Company Limited (Form 247-4, Amendment No.1)

To: President
The Stock Exchange of Thailand

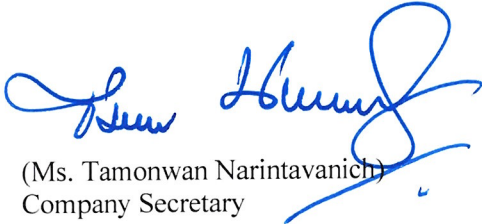
Reference: Copy of the Amendment to the Tender Offer (Form 247-4) of Roctec Global Public Company Limited No.1

We, Roctec Global Public Company Limited (the “**Company**”), hereby notify you that on September 20, 2024, the Company has received the Amendment to the Tender Offer (Form 247-4, Amendment No.1) from BTS Group Holdings Public Company Limited (“**BTS**”) and RB Services Company Limited (“**RB**”) (which is a subsidiary 100% owned by BTS). The details of which are set out in the enclosure.

Please be informed accordingly.

Yours sincerely,

Roctec Global Public Company Limited



(Ms. Tamonwan Narintavanich)
Company Secretary

(Translation)

No. PA 06/2567

September 20, 2024

Subject: Submission of the Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.1

To: Secretary-General, the Office of the Securities and Exchange Commission
President, the Stock Exchange of Thailand
Directors and Shareholders of Roctec Global Public Company Limited

Enclosure: Copy of the Tender Offer for Securities of Roctec Global Public Company Limited ("Form 247-4")

According to BTS Group Holdings Public Company Limited ("**BTS**") and RB Services Company Limited ("**RB**") (hereinafter collectively referred to as the "**Offerors**") has submitted the Tender Offer for securities of Roctec Global Public Company Limited ("**ROCTEC**" or the "**Business**") to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and directors and shareholders of the Business on August 23,2024 for which Pioneer Advisory Company Limited acts as the Tender Offer Preparer.

Pioneer Advisory Company Limited, the Tender Offer Preparer, would like to submit additional information regarding the tender for securities of the Business. However, the additional information is underlined in blue, and the deleted information is strikethrough in blue. The details are set out in the enclosure.

Please be informed accordingly.

Sincerely yours,

Duenpun Lilavivat

(Ms. Duenpun Lilavivat)
Managing Director
Pioneer Advisory Company Limited
Tender Offer Preparer and
Tender Offer's Authorized Representative

This English translation of the Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited has been prepared solely for the convenience of the foreign shareholders of Roctec Global Public Company Limited and should not be relied upon as the definitive and official Tender Offer document of the Offerors. The Thai language version is the definitive and official Tender Offer document of the Offerors and shall prevail in all respects in the event of any inconsistency or discrepancy between the Thai version and this English translation.

- Translation -

Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.1

Note: Additional information is underlined in blue, and the deleted information is ~~strikethrough in blue~~.

1. Amendment to Part 1 Page 1: Section 4 Objectives of the Tender Offer

Original

4. Objectives of the Tender Offer

As at the Tender Offer Submission Date, BTS holds 1,401,451,639 ordinary shares in the Business, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business. The Offeror's objective is to further invest in and increase its shareholding in the Business to enhance BTS's transportation management system, thereby improving BTS's long-term competitiveness and service capabilities (synergies) through ROCTEC's growth plan, which focuses on ICT Solutions business.

At the Board of Directors Meeting No. 6/2024 of BTS held on August 1, 2024, a resolution was passed approving the acquisition of the Business's securities through a Conditional Voluntary Tender Offer ("VTO") in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). The securities to be offered for purchase include all ordinary shares of the Business totaling 6,716,524,538 shares (excluding the ordinary shares already held by BTS), representing 82.74% of the total issued and paid-up shares and 82.74% of the total voting rights of the Business.

In this tender offer, BTS will make the offer jointly with RB, a subsidiary of BTS, where BTS holds 100.00% of the issued and paid-up shares of RB. BTS and RB ensure that the shareholding and voting rights in the Business after the tender offer will comply with all applicable laws.

The VTO transaction for ROCTEC is intended to strengthen the BTS Group, maximizing the benefits for BTS and its shareholders by ensuring a fair investment value. This transaction is part of an internal restructuring within the BTS Group to clarify the business structure, with ROCTEC focusing on ICT Solutions, particularly in the field of Transportation Solutions.

Revision**4. Objectives of the Tender Offer**

As at the Tender Offer Submission Date, BTS holds 1,401,451,639 ordinary shares in the Business, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business. The Offeror's objective is to further invest in and increase its shareholding in the Business to enhance BTS's transportation management system, [which is a part of BTS Group's business restructuring](#), thereby improving BTS's long-term competitiveness and service capabilities (synergies) through ROCTEC's growth plan, which focuses on ICT Solutions business.

At the Board of Directors Meeting No. 6/2024 of BTS held on August 1, 2024, a resolution was passed approving the acquisition of the Business's securities through a Conditional Voluntary Tender Offer ("VTO") in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). The securities to be offered for purchase include all ordinary shares of the Business totaling 6,716,524,538 shares (excluding the ordinary shares already held by BTS), representing 82.74% of the total issued and paid-up shares and 82.74% of the total voting rights of the Business.

In this tender offer, BTS will make the offer jointly with RB, a subsidiary of BTS, where BTS holds 100.00% of the issued and paid-up shares of RB. BTS and RB ensure that the shareholding and voting rights in the Business after the tender offer will comply with all applicable laws.

The VTO transaction for ROCTEC is intended to strengthen the BTS Group, maximizing the benefits for BTS and its shareholders by ensuring a fair investment value. This transaction is part of an internal restructuring within the BTS Group to clarify the business structure, with ROCTEC focusing on ICT Solutions, particularly in the field of Transportation Solutions.

2. Amendment to Part 1 Page 2: Section 5 Type and Class of the Securities under the Tender OfferOriginal**5. Type and Class of the Securities under the Tender Offer**

As at the Tender Offer Submission Date, the Business has 2 types of securities; namely: (1) ordinary shares, and (2) warrants to purchase newly issued ordinary shares. However, the Warrant's exercise price is higher than the Tender Offer's offer price of THB 1.00 per share and the Offeror as well as the persons under Section 258 of the Offerors have not acquired any additional warrant in the period of 90 days prior to the Tender Offer Submission Date, therefore, the Offerors are exempt from the duty to purchase the warrant, according to Clause 7(2) of Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and its amendments).

Therefore, the securities to be offered for purchase will consist solely of the ordinary shares of the Business. As at the date of submission of the Tender Offer, the Business has a total of 8,117,976,177 issued and paid-up ordinary shares with a par value of THB 0.10 per share. Each ordinary share carries one voting right. The Offerors currently hold 1,401,451,639 ordinary shares in the Business, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business. As a result, the Offerors will make an offer to purchase all remaining ordinary shares of the Business held by other shareholders, including VGI Public Company Limited (“VGI”), a related party under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), totaling 6,716,524,538 shares, representing 82.74% of the total issued and paid-up shares and 82.74% of the total voting rights of the Business.

Revision

5. Type and Class of the Securities under the Tender Offer

As at the Tender Offer Submission Date, the Business has 2 types of securities; namely: (1) ordinary shares, and (2) warrants to purchase newly issued ordinary shares. However, the Warrant’s exercise price is higher than the Tender Offer’s offer price of THB 1.00 per share and the Offeror as well as the persons under Section 258 of the Offerors have not acquired any additional warrant in the period of 90 days prior to the Tender Offer Submission Date, therefore, the Offerors are exempt from the duty to purchase the warrant, according to Clause 7(2) of Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and its amendments).

Therefore, the securities to be offered for purchase will consist solely of the ordinary shares of the Business. As at the date of submission of the Tender Offer, the Business has a total of 8,117,976,177 issued and paid-up ordinary shares with a par value of THB 0.10 per share. Each ordinary share carries one voting right. The Offerors currently hold 1,401,451,639 ordinary shares in the Business, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business. As a result, the Offerors will make an offer to purchase all remaining ordinary shares of the Business held by other shareholders, including VGI Public Company Limited (“VGI”), a related party under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), totaling 6,716,524,538 shares, representing 82.74% of the total issued and paid-up shares and 82.74% of the total voting rights of the Business.

[In this regard, the Board of Directors’ Meeting No. 5/2024 of VGI Public Company Limited held on August 1, 2024 resolved to approve and propose that the Extraordinary General Meeting of Shareholders No.1/2024, which is scheduled to be held on October 15,2024, consider and approve the disposition of 2,196,934,494 ordinary shares of ROCTEC, repersenting 27.06 percent of the total issued shares, via accepting the tender offer of ROCTEC.](#)

3. Amendment to Part 2 Page 2: Section 1.2) (3) List of Top 10 Shareholders

Original

Table 2-2: List of Top 10 Shareholders of BTS

Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of BTS (%)	Percentage of Total Voting Rights of BTS (%)
1. Mr. Keeree Kanjanapas's Group	5,482,109,094	41.63	41.63
1.1. Mr. Keeree Kanjanapas ^{1/}	4,266,575,652	32.40	32.40
1.2. Mr. Kavin Kanjanapas	782,664,295	5.94	5.94
1.3. K2J Holding Company Limited	400,818,000	3.04	3.04
1.4. Miss Susan Kanjanapas	32,000,055	0.24	0.24
1.5. AMSFIELD HOLDINGS PTE. LTD. ^{2/}	51,092	0.00	0.00
2. Thai NVDR Company Limited	1,109,306,744	8.42	8.42
3. Social Security Office	421,746,300	3.20	3.20
4. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	348,731,850	2.65	2.65
5. Bangkok Bank Public Company Limited	239,461,128	1.82	1.82
6. Bualuang Long-Term Equity Fund	182,785,100	1.39	1.39
7. Bualuang Securities Public Company Limited	145,861,700	1.11	1.11
8. Bualuang Long-Term Equity Fund 75/25	93,047,300	0.71	0.71
9. Bualuang Flexible RMF	88,211,100	0.67	0.67
10. Mr. Sombath Phanichewa	71,622,992	0.54	0.54
Total Top 10 Shareholders	8,182,883,308	62.14	62.14
Other Shareholders	4,984,755,154	37.86	37.86
Total	13,167,638,462	100.00	100.00

Remarks: 1/ Mr. Keeree Kanjanapas holds 4,160,394,752 shares in BTS in his own name, representing 31.60 of the total issued and paid-up shares of BTS and holds 100,000,000 shares through a custodian called THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, HONGKONG BRANCH, representing 0.76% of the total issued and paid-up shares of BTS, 6,180,900 shares through a custodian called UBS AG HONG KONG BRANCH, representing 0.05% of the total issued and paid-up shares of BTS. Therefore, Mr. Keeree Kanjanapas holds shares in BTS both directly and indirectly, totaling 4,266,575,652 shares, representing 32.40% of the total issued and paid-up shares of BTS.

Moreover, Mr. Keeree Kanjanapas holds 58,945,800 shares through Thai NVDR Company Limited, representing 0.45% of the total issued and paid-up shares of BTS.

2/ AMSFIELD HOLDINGS PTE. LTD has been dissolved.

Revision

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Remarks: 1/ Mr. Keeree Kanjanapas holds 4,160,394,752 shares in BTS in his own name, representing 31.60 of the total issued and paid-up shares of BTS and holds 100,000,000 shares through a custodian called THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, HONGKONG BRANCH, representing 0.76% of the total issued and paid-up shares of BTS, 6,180,900 shares through a custodian called UBS AG HONG KONG BRANCH, representing 0.05% of the total issued and paid-up shares of BTS. Therefore, Mr. Keeree Kanjanapas

holds shares in BTS both directly and indirectly, totaling 4,266,575,652 shares, representing 32.40% of the total issued and paid-up shares of BTS.

Moreover, Mr. Keeree Kanjanapas holds 58,945,800 shares through Thai NVDR Company Limited, representing 0.45% of the total issued and paid-up shares of BTS.

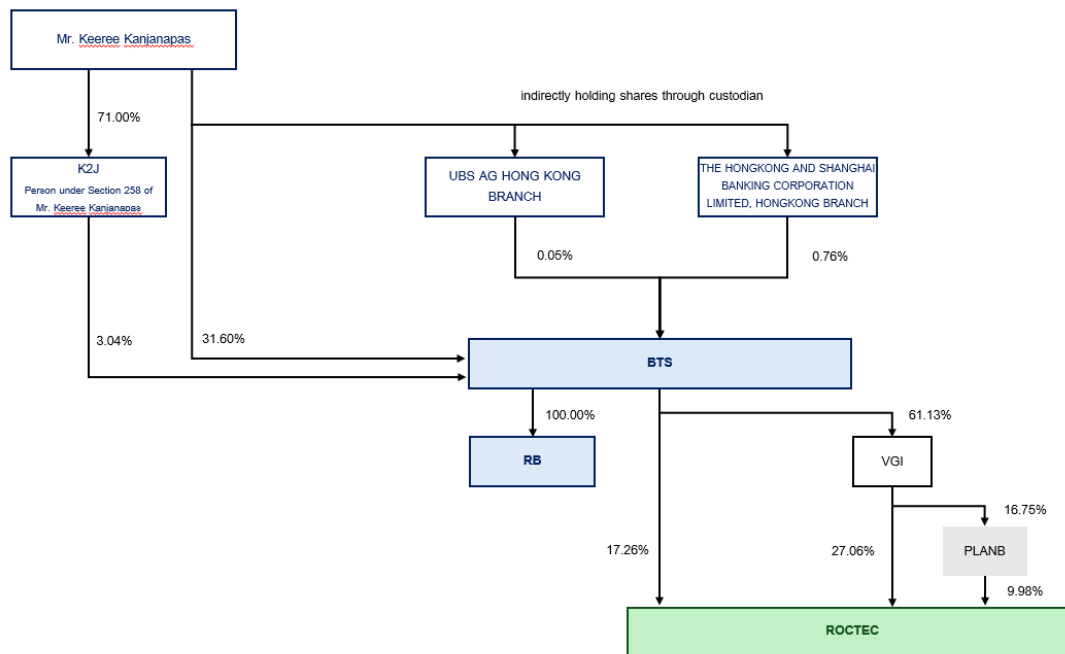
2/ K2J Holding Company Limited (“K2J”) is a holding company primarily focused on non-financial investments with a registered capital of THB 5,000,000. Mr. Keeree Kanjanapas and his persons under Section 258 hold 71.00% of total paid-up shares of K2J. The remaining shares are held by Mr. Kavin Kanjanapas at 19.00 percent of total paid-up shares and Miss Susan Kanjanapas at 10.00 percent of total paid-up shares in K2J.

23/ ~~AMSFIELD HOLDINGS PTE. LTD. has been dissolved. Business closed. It is anticipated that the shareholders have not yet proceeded with the registration transfer due to the insignificant number of shares involved. As a result, the shares are still under the name of AMSFIELD HOLDINGS PTE. LTD.~~

4. Amendment to Part 2 Page 4: Diagram 2-1: Shareholding Structure according to Section 258 of BTS

Original

Diagram 2-1: Shareholding Structure according to Section 258 of BTS

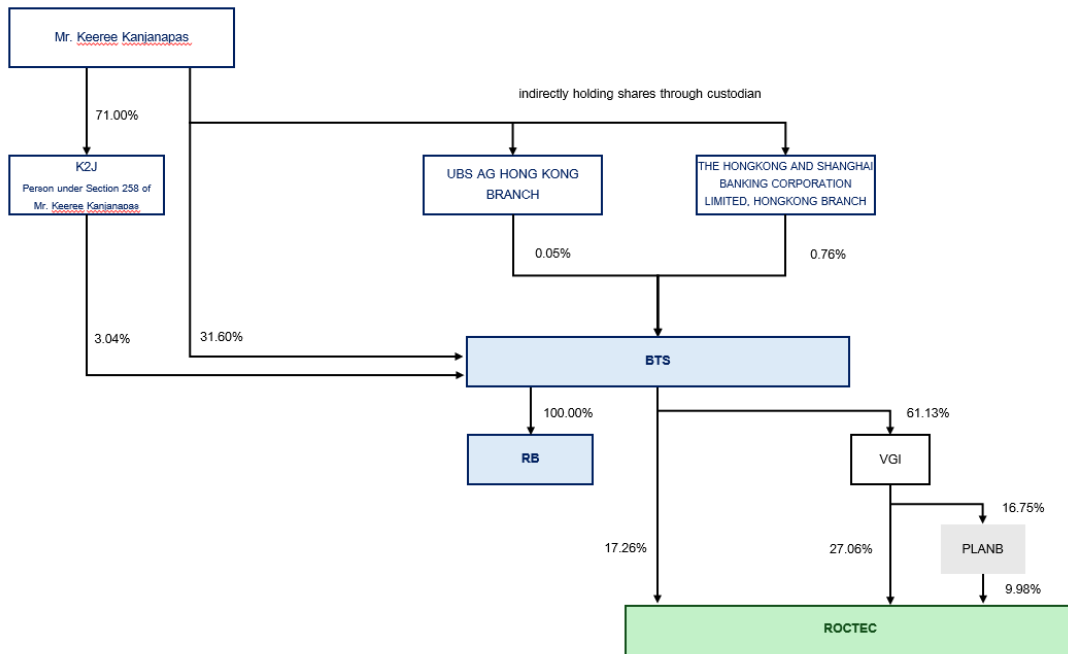


Source : BTS, The Stock Exchange of Thailand (www.set.or.th), and Business Online Website

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 of Mr. Keeree hold 71.00% of total paid-up shares of K2J Holding Company Limited (“K2J”).

Revision

Diagram 2-1: Shareholding Structure according to Section 258 of BTS



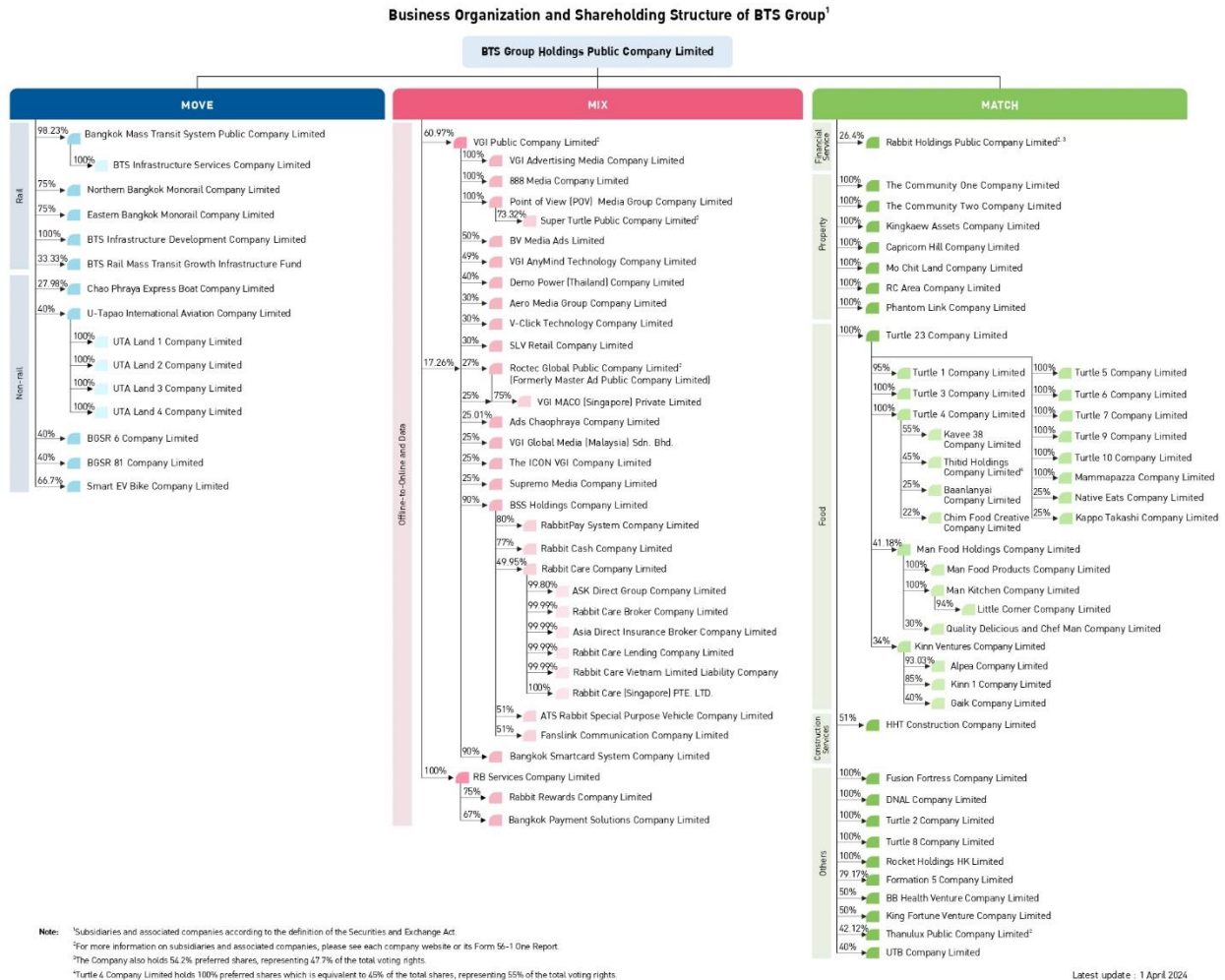
Source : BTS, The Stock Exchange of Thailand (www.set.or.th), and Business Online Website

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 of Mr. Keeree hold 71.00% of total paid-up shares of K2 J Holding Company Limited (“K2J”). The remaining shares are held by Mr. Kavin Kanjanapas at 19.00 percent of total paid-up shares and Miss Susan Kanjanapas at 10.00 percent of total paid-up shares in K2J.

5. Amendment to Part 2 Page 5: Diagram 2-2 : Business Organization and Shareholding Structure of the BTS Group

Original

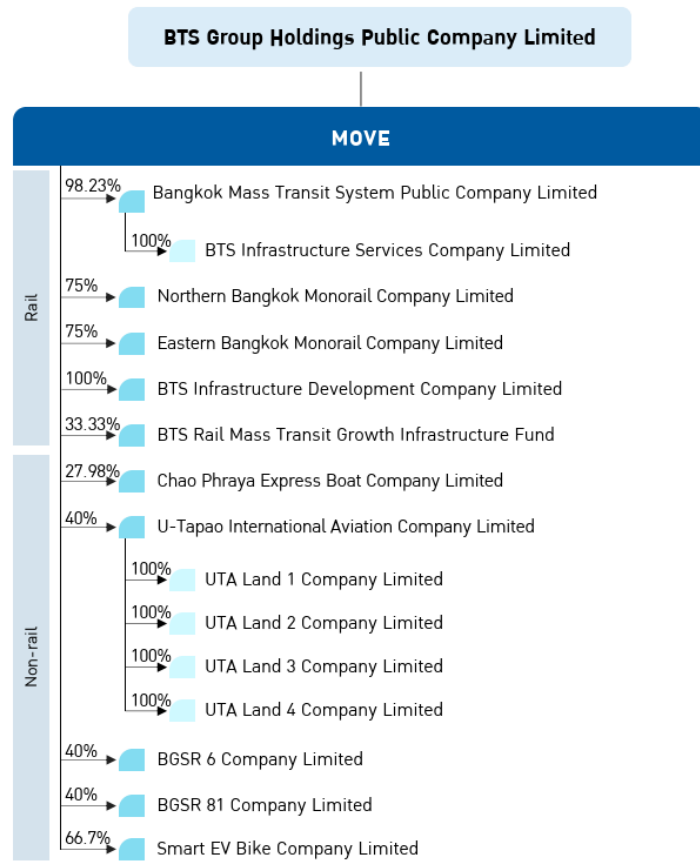
Diagram 2-2 : Business Organization and Shareholding Structure of the BTS Group

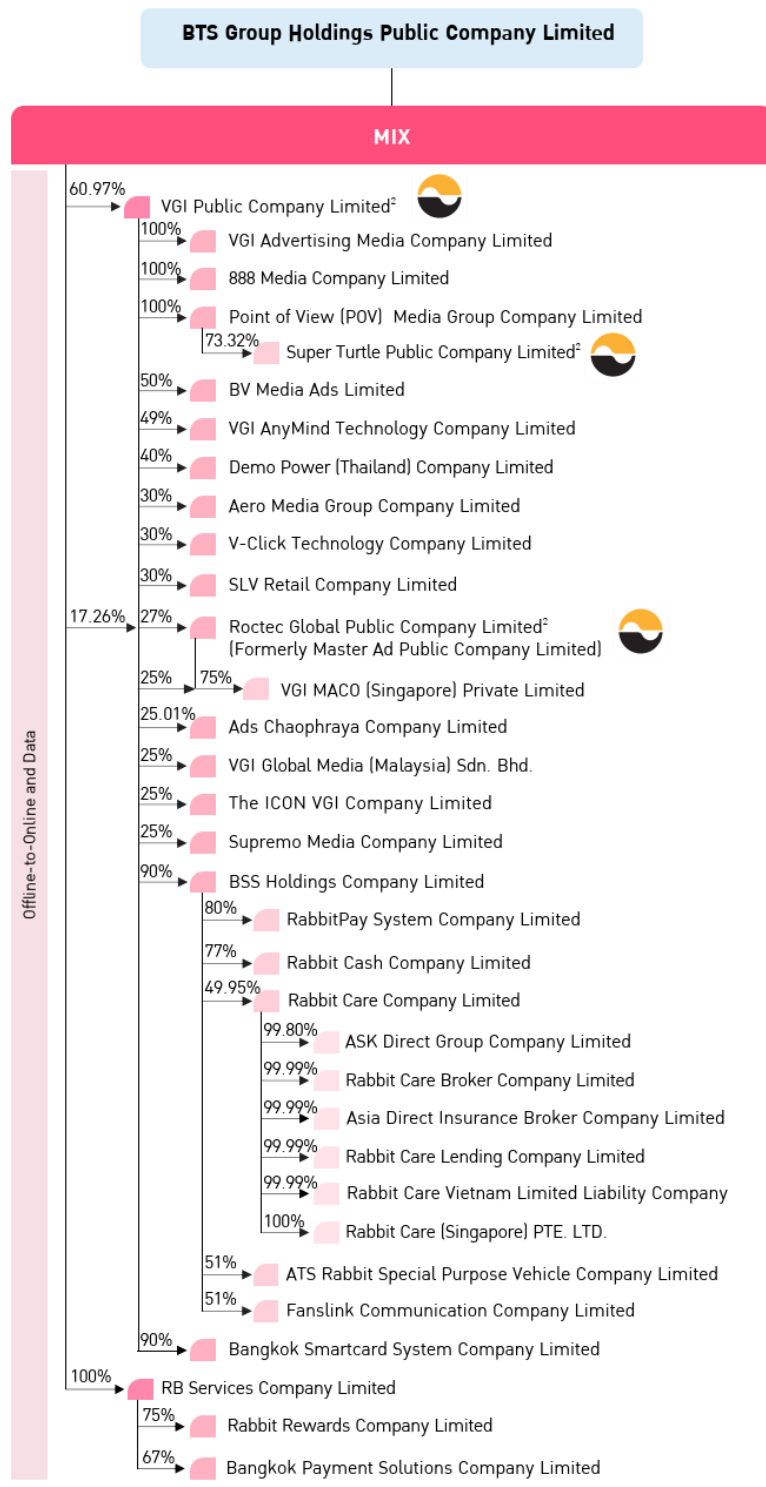


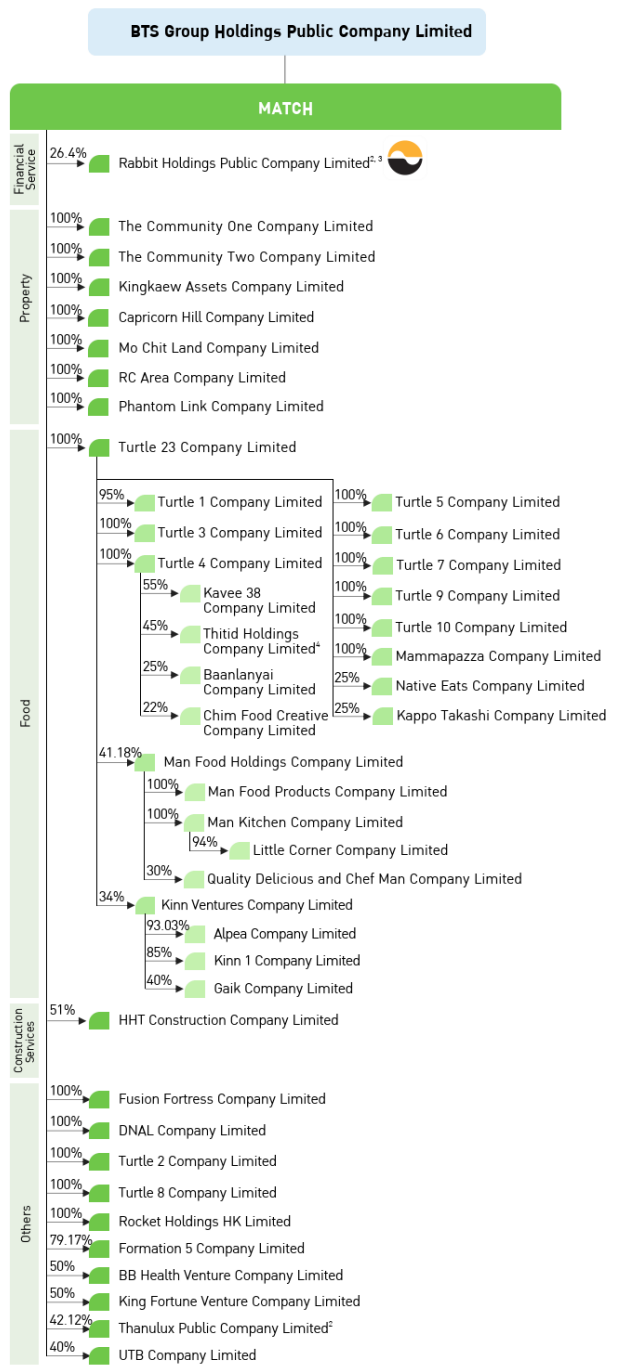
Source : BTS updated on April 1, 2024

Revision

Diagram 2-2: Business Organization and Shareholding Structure of the BTS Group







= listed company on the Stock Exchange of Thailand under BTS Group

Source : BTS updated on April 1, 2024

Remark: 1. Subsidiaries and associated companies according to the definition of the Securities and Exchange Act.

2. For more information on subsidiaries and associated companies, please see each company website or its Form 56-1 One Report.

3. The Company also holds 54.2% preferred shares, representing 47.7% of the total voting rights.

4. Turtle 4 Company Limited holds 100% preferred shares which is equivalent to 45% of the total shares, representing 55% of the total voting rights.

6. Amendment to Part 2 Page 6: Section 1.2) (6) List of Board of Directors of BTS

Original

(6) List of Board of Directors of BTS

BTS's board of directors according to the latest director registration are as follows:

Table 2-3 : List of Board of Directors of BTS

	Name - Surname	Position
1	Mr. Keeree Kanjanapas	Chairman
2	Mr. Kavin 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 Manaphon	Chairman of Independent Director / Chairman of the Audit Committee
10	Mr. Karoon Chandrangsu	Independent Director
11	Mr. Paisal Tarasansombat	Independent Director

Source : The Stock Exchange of Thailand and BTS

Remark : Authorized Directors to sign are any one director from the Group A directors signing jointly with anyone director from the Group B directors, totaling 2 persons together with the company's seal affixed.

- Group A consisting of Mr. Keeree Kanjanapas, Mr. Kavin Kanjanapas and Mr. Surapong Loaha-Unya
- Group B consisting of Mr. Rangsin Kritalug and Mr. Kong Chi Keung

Revision

(6) List of Board of Directors of BTS

BTS's board of directors according to the latest director registration [on August 23, 2024](#), are as follows:

Table 2-3 : List of Board of Directors of BTS

	Name - Surname	Position
1	Mr. Keeree Kanjanapas	Chairman
2	Mr. Kavin 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 Manaphon	Chairman of Independent Director / Chairman of the Audit Committee
10	Mr. Karoon Chandrangsu	Independent Director
11	Mr. Paisal Tarasansombat	Independent Director

Source : The Stock Exchange of Thailand and BTS

Remark : Authorized Directors to sign are any one director from the Group A directors signing jointly with anyone director from the Group B directors, totaling 2 persons together with the company's seal affixed.

- Group A consisting of Mr. Keeree Kanjanapas, Mr. Kavin Kanjanapas and Mr. Surapong Loaha-Unya
- Group B consisting of Mr. Rangsin Kritalug and Mr. Kong Chi Keung

7. Amendment to Part 2 Page 7: Table 2-4 : Summary of the Financial Status and Performance of BTS

Original

Table 2-4 : Summary of the Financial Status and Performance of BTS

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended	
	March 31, 2022 (Restated)		March 31, 2023 (Restated)		March 31, 2024 (Audited)		June 30, 2024 (Reviewed)	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Assets	146,893.26	253,539.45	164,780.39	270,927.13	171,237.77	272,081.69	161,370.36	257,479.90
Total Liabilities	72,733.19	169,228.61	94,538.66	189,605.23	110,582.40	205,689.20	102,404.60	192,403.91
Total Shareholders	74,160.07	84,310.84	70,241.74	81,321.90	60,655.37	66,392.49	58,965.76	65,075.99
Equity Attributable to Owners	74,160.07	60,246.16	70,241.74	56,073.41	60,655.37	46,541.97	58,965.76	45,598.77
Registered Capital	73,873.40	73,873.40	74,037.67	74,037.67	73,525.19	73,525.19	73,525.19	73,525.19
Paid-up Capital	52,657.91	52,657.91	52,670.55	52,670.55	52,670.55	52,670.55	52,670.55	52,670.55
Total Revenues ^{3/}	11,557.93	31,194.50	6,635.59	24,488.82	5,789.73	24,599.41	315.10	5,455.90
- Revenue from MOVE Business Segment	-	20,873.07	-	12,293.47	-	11,989.59	-	2,247.62
- Revenue from MIX Business Segment	-	4,297.48	-	5,137.83	-	5,112.09	-	1,159.91
- Revenue from MATCH Business Segment	-	652.10	-	641.51	-	864.52	-	278.14
- Other Revenues ^{4/}	11,383.45	5,138.50	6,348.52	6,117.95	5,469.05	6,424.46	238.88	1,711.69
Total Expenses ^{5/}	5,154.10	26,099.35	6,213.84	21,327.20	12,380.71	30,125.89	1,627.26	5,596.89
Profit (loss) before Income Tax	6,403.83	5,095.15	421.76	3,161.62	(6,590.98)	(5,526.48)	(1,312.16)	(140.99)
Income (Expense) Income Tax	168.25	(1,214.20)	175.64	(1,538.72)	(290.94)	(1,706.72)	24.44	(470.97)
Net Profit (Loss)	6,572.08	3,880.95	597.40	1,622.91	(6,881.92)	(7,233.19)	(1,287.72)	(611.96)
Net Profit (Loss) Attributable to Equity Holders of the Company	6,572.08	3,825.58	597.40	1,836.48	(6,881.92)	(5,241.24)	(1,287.72)	(382.41)
Earnings per Share (THB) ^{6/}	0.50	0.29	0.05	0.14	(0.52)	(0.40)	(0.10)	(0.03)
Dividend per Share (THB) ^{7/}	-	0.31	-	0.31	-	0.16	-	-
Book Value per Share (THB) ^{8/}	5.63	4.58	5.34	4.26	4.61	3.54	4.48	3.46

Source: Financial statement of BTS for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, 2024.

- Remarks :
- 1/ Securities holders can download details of the preceding financial statement of BTS at www.sec.or.th and www.set.or.th.
 - 2/ The financial statements for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, 2024, were audited and reviewed by EY Office Company Limited, an Approved Auditor from SEC.
 - 3/ Total revenues are inclusive of service income and sales, revenues from contracting works, rental income, revenues from sales of real estate, and others.
 - 4/ Other revenues are inclusive of dividend income, interest income, gain on sales of investments in associates, gain on financial instruments, gain on sale of land and others, and profit sharing from joint ventures and associates.
 - 5/ Total expenses are inclusive of cost of services and sales, cost of contracting works, cost of sales of real estate, selling expenses, administrative expenses, loss on sales of investments subsidiary and associate, loss on financial instruments, loss on impairment loss of investments in subsidiary and associates, reversal of provision, and financial cost.
 - 6/ Calculated by dividing the net profit (loss) attributable to equity holders of the company by the weighted average number of common shares, which is equal to 13,164 million shares, 13,167 million shares, and 13,167 million shares for the years ended March 31, 2022, 2023, and 2024, respectively and equal to 13,167 million shares for the three-month period ended June 30, 2024.
 - 7/ Dividend per share announced according to the performance of BTS in each period.
 - 8/ Calculated by dividing the equity attributable to owners of the company by the weighted average number of common shares, which is equal to 13,164 million shares, 13,167 million shares, and 13,167 million shares for the years ended March 31, 2022, 2023, and 2024, respectively and equal to 13,167 million shares for the three-month period ended June 30, 2024.

Revision

Table 2-4 : Summary of the Financial Status and Performance of BTS^{1/, 2/}

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended			
	March 31, 2022 (Restated)		March 31, 2023 (Restated)		March 31, 2024 (Restated)		June 30, 2023 (Reviewed)		June 30, 2024 (Reviewed)	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Assets	146,893.26	253,539.45	164,780.39	270,927.13	171,237.77	272,081.69	163,745.87	272,553.25	161,370.36	257,479.90
Total Liabilities	72,733.19	169,228.61	94,538.66	189,605.23	110,582.40	205,689.20	95,888.12	195,395.79	102,404.60	192,403.91

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended			
	March 31, 2022 (Restated)		March 31, 2023 (Restated)		March 31, 2024 (Restated)		June 30, 2023 (Reviewed)		June 30, 2024 (Reviewed)	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Shareholders	74,160.07	84,310.84	70,241.74	81,321.90	60,655.37	66,392.49	<u>67,857.75</u>	<u>77,157.47</u>	58,965.76	65,075.99
Equity Attributable to Owners	74,160.07	60,246.16	70,241.74	56,073.41	60,655.37	46,541.97	<u>67,857.75</u>	<u>77,157.47</u>	58,965.76	45,598.77
Registered Capital	73,873.40	73,873.40	74,037.67	74,037.67	73,525.19	73,525.19	<u>74,037.67</u>	<u>74,037.67</u>	73,525.19	73,525.19
Paid-up Capital	52,657.91	52,657.91	52,670.55	52,670.55	52,670.55	52,670.55	<u>52,670.55</u>	<u>52,670.55</u>	52,670.55	52,670.55
Total Revenues ^{3/}	11,557.93	31,194.50	6,635.59	24,488.82	5,789.73	24,599.41	<u>325.04</u>	<u>5,795.77</u>	315.10	5,455.90
- Revenue from MOVE Business Segment	-	20,873.07	-	12,293.47	-	11,989.59	-	<u>3,698.95</u>	-	2,247.62
- Revenue from MIX Business Segment	-	4,297.48	-	5,137.83	-	5,112.09	-	<u>1,218.07</u>	-	1,159.91
- Revenue from MATCH Business Segment	-	652.10	-	641.51	-	864.52	-	<u>196.07</u>	-	278.14
- Other Revenues ^{4/}	11,383.45	5,138.50	6,348.52	6,117.95	5,469.05	6,424.46	<u>255.82</u>	<u>636.59</u>	238.88	1,711.69
Total Expenses ^{5/}	5,154.10	26,099.35	6,213.84	21,327.20	12,380.71	30,125.89	<u>(2,256.84)</u>	<u>(6,207.65)</u>	1,627.26	5,596.89
Profit (loss) before Income Tax	6,403.83	5,095.15	421.76	3,161.62	(6,590.98)	(5,526.48)	<u>(1,931.81)</u>	<u>(411.89)</u>	(1,312.16)	(140.99)
Income (Expense) Income Tax	168.25	(1,214.20)	175.64	(1,538.72)	(290.94)	(1,706.72)	<u>(132.12)</u>	<u>(532.70)</u>	24.44	(470.97)
Net Profit (Loss)	6,572.08	3,880.95	597.40	1,622.91	(6,881.92)	(7,233.19)	<u>(2,063.92)</u>	<u>(944.58)</u>	(1,287.72)	(611.96)
Net Profit (Loss) Attributable to Equity Holders of the Company	6,572.08	3,825.58	597.40	1,836.48	(6,881.92)	(5,241.24)	<u>(2,063.92)</u>	<u>(772.43)</u>	(1,287.72)	(382.41)

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended			
	March 31, 2022 (Restated)		March 31, 2023 (Restated)		March 31, 2024 (Restated)		June 30, 2023 (Reviewed)		June 30, 2024 (Reviewed)	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Earnings per Share (THB) ^{6/}	0.50	0.29	0.05	0.14	(0.52)	(0.40)	(0.16)	(0.06)	(0.10)	(0.03)
Dividend per Share (THB) ^{7/}	-	0.31	-	0.31	-	0.16	-	-	-	-
Book Value per Share (THB) ^{8/}	5.63	4.58	5.34	4.26	4.61	3.54	5.15	4.12	4.48	3.46

Source: Financial statement of BTS for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, 2024.

- Remarks :
- 1/ Securities holders can download details of the preceding financial statement of BTS at www.sec.or.th and www.set.or.th.
 - 2/ The financial statements for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, [2023 and 2024](#), were audited and reviewed by EY Office Company Limited, an Approved Auditor from SEC.
 - 3/ Total revenues are inclusive of service income and sales, revenues from contracting works, rental income, revenues from sales of real estate, and others.
 - 4/ Other revenues are inclusive of dividend income, interest income, gain on sales of investments in associates, gain on financial instruments, gain on sale of land and others, and profit sharing from joint ventures and associates.
 - 5/ Total expenses are inclusive of cost of services and sales, cost of contracting works, cost of sales of real estate, selling expenses, administrative expenses, loss on sales of investments subsidiary and associate, loss on financial instruments, loss on impairment loss of investments in subsidiary and associates, reversal of provision, and financial cost.
 - 6/ Calculated by dividing the net profit (loss) attributable to equity holders of the company by the weighted average number of common shares, which is equal to 13,164 million shares, 13,167 million shares, and 13,167 million shares for the years ended March 31, 2022, 2023, and 2024, respectively and equal to [13,167 million shares, and 13,167 million shares](#) for the three-month period ended June 30, [2023 and 2024, respectively](#).
 - 7/ Dividend per share announced according to the performance of BTS in each period.
 - 8/ Calculated by dividing the equity attributable to owners of the company by the weighted average number of common shares, which is equal to 13,164 million shares, 13,167 million shares, and 13,167 million shares for the years ended March 31, 2022, 2023, and 2024,

respectively and equal to 13,167 million shares, and 13,167 million shares for the three-month period ended June 30, 2023 and 2024, respectively.

8. Amendment to Part 2 Page 8-14: Section (8) Material Contingent Liabilities

Original

(8) Material Contingent Liabilities

BTS and its subsidiaries have significant obligations shown in the audited consolidated and separate financial statements of BTS for the three-month period ended June 30, 2024, which can be summarized as follows:

1) Interest-bearing Liabilities

Table 2-5: Interest-bearing Debt

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Short-term loans from financial institutions	6,500.00	6,500.00
Bills of exchange payables	10,708.54	10,708.54
Short-term loans from related parties	2,273.91	70.00
Current portion of long-term loans	-	3,262.78
Current portion of long-term lease liabilities	76.99	252.47
Long-term loans from related parties	-	1,667.27
Long-term loans - net of current portion	-	61,089.79
Long-term lease liabilities - net of current portion	442.63	1,024.53
Total	20,002.07	84,575.37

2) Long-term Debentures

Table 2-6 : Long-term Debentures

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Long-term debentures	8,479.66	10,324.42
Long-term debentures - net of current portion	72,565.32	80,759.56
Total	81,044.98	91,083.98

3) Long-term employee benefits

Table 2-7 : Long-term Employee Benefits

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Provision for long-term employee benefits	142.30	1,992.59

4) Short-term and long-term provisions

Table 2-8 : Short-term and Long-term Provisions

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Short-term provisions	-	-
Long-term provisions	-	824.43
Total	-	824.43

5) Contingent Liabilities

BTS and its subsidiaries have obligations and contingent liabilities shown in the audited consolidated financial statements for the three-month period ended June 30, 2024, which can be summarized as follows:

5.1) Capital commitments

BTS's capital commitment amounts to THB 2,807 million, which includes consulting, design, construction, and decoration contracts valued at THB 2,219 million. Additionally, it encompasses land and building purchase agreements of THB 459 million and other investments, including purchases of computers and software, advertising media, and the construction and renovation of retail stores, restaurants, and rental areas

5.2) Service contract commitments

- a) BTS entered into a service agreement with a related party which is to furnish BTS with golf course service business management and systems management service. BTS is to pay service fees at a rate as stipulated in the agreement.
- b) A subsidiary entered into a Secondment Agreement with a company, whereby the counterparty agrees to send its employees to the subsidiary to provide support in respect

of project management. The agreement shall be effective from April 1, 2024, until March 31, 2025. The subsidiary is to pay service fees at a rate as stipulated in the agreement.

- c) The Group had committed to pay fees totaling THB 1,621 million, EUR 1 million and HKD 1 million in the future (March 31, 2024: THB 1,564 million, EUR 1 million, HKD 1 million and USD 1 million) (Separate financial statements: THB 142 million (March 31, 2024: THB 120 million)) relating to service agreements.

Certain obligations as described in c) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") in accordance with bases and assumptions determined by the subsidiary and BTSGIF. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

5.3) Commitments under Mass Transit operations and related business

5.3.1) Bangkok Mass Transit System Public Company Limited ("BTSC")

- a) Commitments totaling THB 52 million (March 31, 2024: THB 52 million) in respect of improvements of BTS Sky Train System.
- b) Commitments under a maintenance contract over a period of 15 years of mass transit system project, BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years and the annual maintenance fees to be paid for the first year, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.
- c) Commitments under a maintenance contract for 22 of the 46 4-car trains, BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 16 years as from the year 2020 to the year 2035 and the annual maintenance fees of THB 73 million and EUR 1 million, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.
- d) Future commitments in respect of acquisitions of elevated trains, totaling 70 cars under the operation and maintenance contract for a mass transit system in Bangkok, dated May 3, 2012. The trains must be in operation by 2030.
- e) The station maintenance contract for the Green line Bearing-Samutprakan have a period of 16 years 7 months, from 2018 to 2035, and Saint Louis Station (S4) with the total contract value of approximately THB 1,840 million and EUR 3 million. BTSC was committed to the service fee payment of THB 849 million and EUR 2 million (March 31, 2024: THB 905 million and EUR 2 million). The station maintenance contract of the Green line Mochit-Sapanmai-Kukot has a period of 4 years and 4 months from 2020 to

2025, with the total contract value of approximately THB 464 million. BTSC was committed to the service fee payment of THB 66 million (March 31, 2024: THB 77 million).

- f) The station maintenance contract for the secondary mass transit system, the Gold line, has a period of 5 years (as from the date the full maintenance system has been commenced), with the total contract value of approximately THB 38 million. BTSC was committed to the service fee payment of THB 10 million (March 31, 2024: THB 14 million).
- g) Commitments under a maintenance contract for 30 4-car trains for the MRT Yellow Line and for 42 4-car trains for the Pink Line. BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 20 years from the year 2023 to the year 2043. As at June 30, 2024, BTSC had committed to pay of THB 8,474 million (March 31, 2024: THB 8,548 million).

The obligations as described in a) to c) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") in accordance with bases and assumptions determined by BTSC and BTSGIF. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

5.3.2) Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited

Commitments totaling EUR 2 million and THB 992 million (March 31, 2024: EUR 2 million and THB 1,155 million) in respect of the design and construction of civil works, the procurement of electronic and mechanical systems and related equipment and the other related services for the Pink Line Projects.

5.4) Lease commitments

BTS Group has future lease payments required under these non-cancellable leases contracts relating to rental of office building under construction and Advertising Exclusive Right agreement and rental of place, vehicles and equipment as follows:

Table 2-9 : Lease commitments

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Within 1 year	7	170
Over 1 and up to 5 years	5	7

5.5) Guarantees

- ก) BTS Group had outstanding bank guarantees issued by banks amounting to THB 316 million (Separate financial statement: Nil) (March 31, 2024: THB 316 million (Separate financial statement: Nil)) to guarantee contractual performance, electricity use, in respect of certain performance bonds as required in the normal course of business and THB 10 million (March 31, 2024: THB 110 million) to guarantee the obligations relating to the Green Line and Gold Line.

BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to THB 38 million (March 31, 2024: THB 38 million) issued by a bank on behalf of a subsidiary to guarantee electricity use.

- ข) BTS received an approval of credit facility of letter of guarantee from a financial institution amounting to THB 1,575 million (March 31, 2024: THB 1,575 million). BTS used the credit facility to issue letter of guarantee to investment for the associate (U-Tapao International Aviation Company Limited) to guarantee compliance with the contract for the U-Tapao International Airport and Eastern Aviation City Development Project. In addition, BTS provided the guarantee of not exceeding THB 10,306 million (March 31, 2024: THB 10,306 million) to Eastern Economic Corridor for the damages exceeding the amount of bank guarantee above.
- ค) The two subsidiaries had outstanding bank guarantees that were issued by a financial institution on behalf of the subsidiaries, amounting to THB 5,250 million (March 31, 2024: THB 5,250 million) to guarantee compliance with the concession contracts for the Pink and Yellow Line Projects. For the outstanding bank guarantees amounting to THB 5,000 million, BTS provided guarantees in form of the Sponsor Support Agreement in proportion to its shareholdings in the subsidiaries. For the outstanding bank guarantees amounting to THB 250 million, BTS provided the subsidiary used BTS's facility in issuing bank guarantees in full amount.
- ง) BTS provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as described in Sponsor Support and Guarantee Agreement.

5.6) Other commitments

- ก) To prevent conflicts of interest in the property development business between BTS and Rabbit Holdings Public Company Limited ("Rabbit"), BTS agrees to grant Rabbit the three rights under the terms and conditions as stipulated in the agreement i.e. (1) right of first refusal to purchase or to take on lease of land and/or buildings used in the property business of the Group and to purchase shares in the subsidiaries holding land and/or buildings used in the property business, at the price not less favorable than those offered to the third party (2) call option to purchase or to take on lease of land and/or buildings and right to purchase shares in any subsidiary

holding land and/or buildings at a fair value, and (3) right to be appointed as a property manager under a property management agreement and right to be appointed as a real estate agent under a real estate agency agreement based on terms and conditions in the normal course of business.

Subsequently, on November 24, 2022, the Extraordinary General Meeting of shareholders of Rabbit passed a resolution to approve the amendment of the undertaking letter between BTS and Rabbit. Since Rabbit intends to focus on its financial service business and is currently in the process of disposing of its assets in relation to the property development business. In order to prevent any conflicts of interest while Rabbit is still in the process of disposing of its property development business and in order not to restrict BTS from opportunities for engagement in the property development business. The significant provisions can be summarized as follows:

- 1) BTS will not operate any hotel which is in the same category and tier (stars) of and located within the vicinity of 2 kilometers from the Rabbit's hotel.
 - 2) BTS will not operate any office or mixed-use building which is in the same category and tier (rental rate) of and located within the vicinity of 2 kilometers from Rabbit's office or mixed-use building.
- b) BTS entered into the Sponsor Support Agreement with a financial institution whereby BTS agreed to provide financial support to two subsidiaries in the form of shareholder loans or any guarantee in proportion to the investment. In addition, BTS pledged share certificates of the two subsidiaries and two bank accounts as collateral with commercial banks to secure the credit facilities that the subsidiaries obtained.
- c) BTS entered into the Sponsor Support Agreement with a financial institution to the subsidiary. In addition, the subsidiary entered into the Claim Transfer Right Agreement for a contractual performance guarantee and an advance receipt guarantee.
- d) BTS entered into the Sponsor Support Agreement with four commercial banks for operation in Intercity motorway project of two joint venture companies whereby all shareholders agreed to provide financial support in proportion to their investments, either in the form of full payment of shares or to provision of subordinated loans. In addition, BTS pledged share certificates of two joint venture companies as collateral with such four commercial banks to secure the credit facilities that the two joint venture companies obtained.
- e) BTS had commitments amounting to THB 3,422 million (March 31, 2024: THB 3,502 million) for payments of subsidiaries', jointly controlled entity's and associate's registered share capital.

- f) BTS Group had commitments of THB 3 million and USD 1 million (March 31, 2024: THB 18 million and USD 1 million), relating to the agreements of purchases of inventories.

Revision

(8) Material Contingent Liabilities

BTS and its subsidiaries have significant obligations shown in the ~~audited~~-reviewed consolidated and separate financial statements of BTS for the three-month period ended June 30, 2024, which can be summarized as follows:

2) Interest-bearing Liabilities

Table 2-5 : Interest-bearing Debt

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Short-term loans from financial institutions ^{1/}	6,500.00	6,500.00
Bills of exchange payables ^{2/}	10,708.54	10,708.54
Short-term loans from related parties ^{3/}	2,273.91	70.00
Current portion of long-term loans ^{5/}	-	3,262.78
Current portion of long-term lease liabilities	76.99	252.47
Long-term loans from related parties ^{4/}	-	1,667.27
Long-term loans - net of current portion ^{5/}	-	61,089.79
Long-term lease liabilities - net of current portion	442.63	1,024.53
Total	20,002.07	84,575.37

Remark: 1/ The unsecured short-term loans from financial institutions consist of promissory notes, which subject to interest as stipulated in the agreement. These loans are mature in July 2024 and at call. Under the loan agreement, the BTS Group has to comply with the conditions stipulated in the agreements, among other things require the BTS Group to maintain certain debt to equity ratio at the rate prescribed in the agreements.

2/ Bills of exchange are subject to interest with reference to market rate, not collateralised and mature during July and December 2024.

3/ BTS Group has outstanding guarantee obligations and service commitments with its related parties

4/ The loans will not be called for loan repayment within one year.

[5/ Please refer to the notes to the financial statements for the three months ended June 30, 2024, for further details regarding the repayment schedule and compliance with certain financial covenants as specified in the agreement, such as the maintenance of the debt-to-equity ratio. As of June 30, 2024, the group was able to maintain the financial ratio in accordance with the covenants.](#)

2) Long-term Debentures

Table 2-6: Long-term Debentures

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Long-term debentures	8,479.66	10,324.42
Long-term debentures - net of current portion	72,565.32	80,759.56
Total	81,044.98	91,083.98

[The bond indenture imposes financial covenants on BTS group, including debt and coverage ratios, limitations on borrowing, and restrictions on changes in ownership and management.](#)

3) Long-term employee benefits

Table 2-7: Long-term Employee Benefits

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Provision for long-term employee benefits	142.30	1,992.59

4) Short-term and long-term provisions

Table 2-8: Short-term and Long-term Provisions

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Short-term provisions	-	-
Long-term provisions	-	824.43
Total	-	824.43

5) Contingent Liabilities

BTS and its subsidiaries have obligations and contingent liabilities shown in the ~~audited~~ reviewed consolidated financial statements for the three-month period ended June 30, 2024, which can be summarized as follows:

5.1) Capital commitments

As of June 30, 2024, BTS's capital commitment amounts to THB 2,807 million, which includes consulting, design, construction, and decoration contracts valued at THB 2,219 million. Additionally, it encompasses land and building purchase agreements of THB 459 million and other investments of THB 129 million, including purchases of computers and software, advertising media, and the construction and renovation of retail stores, restaurants, and rental areas

5.2) Service contract commitments

- a) BTS entered into a service agreement with a related party which is to furnish BTS with golf course service business management and systems management service. BTS is to pay service fees at a rate as stipulated in the agreement.
- b) A subsidiary entered into a Secondment Agreement with a company, whereby the counterparty agrees to send its employees to the subsidiary to provide support in respect of project management. The agreement shall be effective from April 1, 2024, until March 31, 2025. The subsidiary is to pay service fees at a rate as stipulated in the agreement.
- c) As of June 30, 2024, the BTS Group had committed to pay construction consulting fees for totaling THB 1,621 million, EUR 1 million or equivalent to THB 39.75 million¹ and HKD 1 million or equivalent to THB 4.76 million² in the future (As of March 31, 2024: THB 1,564 million, EUR 1 million or equivalent to THB 39.75 million¹, HKD 1 million or equivalent to THB 4.76 million² and USD 1 million or equivalent to THB 37.01 million³) (Separate financial statements as of June 30, 2024: THB 142 million (As of March 31, 2024: THB 120 million)) relating to service agreements.

Certain obligations as described in c) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") in accordance with bases and assumptions determined by the subsidiary and BTSGIF. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

¹ The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 39.75 Thai Baht per 1 EURO.

² The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 4.76 Thai Baht per 1 HKD.

³ The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 37.01 Thai Baht per 1 USD.

5.3) Commitments under Mass Transit operations and related business

5.3.1) Bangkok Mass Transit System Public Company Limited (“BTSC”)

- a) [As of June 30, 2024](#), Commitments totaling THB 52 million ([As of](#) March 31, 2024: THB 52 million) in respect of improvements of BTS Sky Train System.
- b) Commitments under a maintenance contract over a period of 15 years as [from the year 2015 to the year 2029](#) of mass transit system project, BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years and the annual maintenance fees to be paid for the first year, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.
- c) Commitments under a maintenance contract for 22 of the 46 4-car trains, [As of June 30, 2024](#), BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 16 years as from the year 2020 to the year 2035 and the annual maintenance fees of THB 73 million and EUR 1 million [or equivalent to THB 39.75 million⁴](#), while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.
- d) Future commitments in respect of acquisitions of elevated trains, totaling 70 cars under the operation and maintenance contract for a mass transit system in Bangkok, dated May 3, 2012. The trains must be in operation by 2030.
- e) The station maintenance contract for the Green line Bearing-Samutprakan have a period of 16 years 7 months, from 2018 to 2035, and Saint Louis Station (S4) with the total contract value of approximately THB 1,840 million and EUR 3 million [or equivalent to THB 119.25 million⁴](#). [As of June 30, 2024](#), BTSC was committed to the service fee payment of THB 849 million and EUR 2 million [or equivalent to THB 79.50 million⁴](#) ([As of](#) March 31, 2024: THB 905 million and EUR 2 million [or equivalent to THB 79.50 million⁴](#)). The station maintenance contract of the Green line Mochit-Sapanmai-Kukot has a period of 4 years and 4 months from 2020 to 2025, with the total contract value of approximately THB 464 million. [As of June 30, 2024](#), BTSC was committed to the service fee payment of THB 66 million ([As of](#) March 31, 2024: THB 77 million).
- f) The station maintenance contract for the secondary mass transit system, the Gold line, has a period of 5 years (~~as from the date the full maintenance system has been commenced~~ [as from the year 2021 to the year 2025](#)), with the total contract value of

⁴ The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 39.75 Thai Baht per 1 EURO.

approximately THB 38 million. [As of June 30, 2024](#), BTSC was committed to the service fee payment of THB 10 million ([As of](#) March 31, 2024: THB 14 million).

- g) Commitments under a maintenance contract for 30 4-car trains for the MRT Yellow Line and for 42 4-car trains for the Pink Line. [As of June 30, 2024](#), BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 20 years from the year 2023 to the year 2043. As at June 30, 2024, BTSC had committed to pay THB 8,474 million (March 31, 2024: THB 8,548 million).

The obligations as described in a) to c) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") in accordance with bases and assumptions determined by BTSC and BTSGIF. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

5.3.2) Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited

[As of June 30, 2024](#), Commitments totaling EUR 2 million [or equivalent to THB 79.50 million⁵](#) and THB 992 million ([As of](#) March 31, 2024: EUR 2 million [or equivalent to THB 79.50 million⁵](#) and THB 1,155 million) in respect of the design and construction of civil works, the procurement of electronic and mechanical systems and related equipment and the other related services for the Pink Line Projects.

5.4) Lease commitments

BTS Group has future lease payments required under these non-cancellable leases' contracts relating to rental of office building under construction and Advertising Exclusive Right agreement and rental of place, vehicles and equipment as follows:

Table 2-9 : Lease commitments

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Within 1 year	7	170
Over 1 and up to 5 years	5	7

5.5) Guarantees

- a) [As of June 30, 2024](#), BTS Group had outstanding bank guarantees issued by banks amounting to THB 316 million (Separate financial statement: Nil) ([As of](#) March 31,

⁵ The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 39.75 Thai Baht per 1 EURO.

2024: THB 316 million (Separate financial statement: Nil)) to guarantee contractual performance, electricity use, in respect of certain performance bonds as required in the normal course of business and THB 10 million ([As of March 31, 2024](#): THB 110 million) to guarantee the obligations relating to the Green Line and Gold Line.

[As of June 30, 2024](#), BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to THB 38 million ([As of March 31, 2024](#): THB 38 million) issued by a bank on behalf of a subsidiary to guarantee electricity use.

- b) [As of June 30, 2024](#), BTS received an approval of credit facility of letter of guarantee from a financial institution amounting to THB 1,575 million ([As of March 31, 2024](#): THB 1,575 million). BTS used the credit facility to issue letter of guarantee to investment for the associate (U-Tapao International Aviation Company Limited) to guarantee compliance with the contract for the U-Tapao International Airport and Eastern Aviation City Development Project. In addition, [as of June 30, 2024](#), BTS provided the guarantee of not exceeding THB 10,306 million ([As of March 31, 2024](#): THB 10,306 million) to Eastern Economic Corridor for the damages exceeding the amount of bank guarantee above.
- c) [As of June 30, 2024](#), the two subsidiaries had outstanding bank guarantees that were issued by a financial institution on behalf of the subsidiaries, amounting to THB 5,250 million ([As of March 31, 2024](#): THB 5,250 million) to guarantee compliance with the concession contracts for the Pink and Yellow Line Projects. For the outstanding bank guarantees amounting to THB 5,000 million, BTS provided guarantees in form of the Sponsor Support Agreement in proportion to its shareholdings in the subsidiaries. For the outstanding bank guarantees amounting to THB 250 million, BTS provided the subsidiary used BTS's facility in issuing bank guarantees in full amount.
- d) BTS provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as described in Sponsor Support and Guarantee Agreement.

5.6) Other commitments

- a) To prevent conflicts of interest in the property development business between BTS and Rabbit Holdings Public Company Limited ("Rabbit"), BTS agrees to grant Rabbit the three rights under the terms and conditions as stipulated in the agreement i.e. (1) right of first refusal to purchase or to take on lease of land and/or buildings used in the property business of the Group and to purchase shares in the subsidiaries holding land and/or buildings used in the property business, at the price not less favorable than those offered to the third party (2) call option to purchase or to take on lease of land and/or buildings and right to purchase shares in any subsidiary holding land and/or buildings at a fair value, and (3) right to be appointed as a

property manager under a property management agreement and right to be appointed as a real estate agent under a real estate agency agreement based on terms and conditions in the normal course of business.

Subsequently, on November 24, 2022, the Extraordinary General Meeting of shareholders of Rabbit passed a resolution to approve the amendment of the undertaking letter between BTS and Rabbit. Since Rabbit intends to focus on its financial service business and is currently in the process of disposing of its assets in relation to the property development business. In order to prevent any conflicts of interest while Rabbit is still in the process of disposing of its property development business and in order not to restrict BTS from opportunities for engagement in the property development business. The significant provisions can be summarized as follows:

- 1) BTS will not operate any hotel which is in the same category and tier (stars) of and located within the vicinity of 2 kilometers from the Rabbit's hotel.
 - 2) BTS will not operate any office or mixed-use building which is in the same category and tier (rental rate) of and located within the vicinity of 2 kilometers from Rabbit's office or mixed-use building.
- b) BTS entered into the Sponsor Support Agreement with a financial institution whereby BTS agreed to provide financial support to two subsidiaries in the form of shareholder loans or any guarantee in proportion to the investment. In addition, BTS pledged share certificates of the two subsidiaries and two bank accounts as collateral with commercial banks to secure the credit facilities that the subsidiaries obtained.
- c) BTS entered into the Sponsor Support Agreement with a financial institution to the subsidiary. In addition, the subsidiary entered into the Claim Transfer Right Agreement for a contractual performance guarantee and an advance receipt guarantee.
- d) BTS entered into the Sponsor Support Agreement with four commercial banks for operation in Intercity motorway project of two joint venture companies whereby all shareholders agreed to provide financial support in proportion to their investments, either in the form of full payment of shares or to provision of subordinated loans. In addition, BTS pledged share certificates of two joint venture companies as collateral with such four commercial banks to secure the credit facilities that the two joint venture companies obtained.
- e) [As of June 30, 2024](#), BTS had commitments amounting to THB 3,422 million ([As of March 31, 2024](#): THB 3,502 million) for payments of subsidiaries', jointly controlled entity's and associate's registered share capital.

- f) [As of June 30, 2024](#), BTS Group had commitments of THB 3 million and USD 1 million million [or equivalent to THB 37.01 million⁶](#) ([As of March 31, 2024](#): THB 18 million and USD 1 million [or equivalent to THB 37.01 million⁷](#)), relating to the agreements of purchases of inventories.

9. Amendment to Part 2 Page 14: Section 1.2) (9) Pending Litigations

Original

(9) Pending Litigations

On November 22, 2022, BTSC filed a lawsuit against BMA and Krungthep Thanakom with the Central Administrative Court, requesting them to pay additional outstanding debts under the Operation and Maintenance Services Agreement of the Green Line Project – Extensions 1 and 2, i.e. the service fee of THB 2,895.1 million under the Extension 1 Agreement and the service fee of THB 8,173.5 million under the Extension 2 Agreement.

In this regard, both parties have submitted their testimonies and defense testimonies to the court. At present, the Central Administrative Court has not issued an order specifying the end of the fact-finding process. The case, therefore, is currently being considered by the Central Administrative Court.

Revision

(9) Pending Litigations

On November 22, 2022, BTSC filed a lawsuit against BMA and Krungthep Thanakom with the Central Administrative Court, requesting them to pay additional outstanding debts under the Operation and Maintenance Services Agreement of the Green Line Project – Extensions 1 and 2, i.e. the service fee of THB 2,895.1 million under the Extension 1 Agreement [as from May 2019 to May 2021](#) and the service fee of THB 8,173.5 million under the Extension 2 Agreement [as from April 2017 to May 2021](#).

In this regard, both parties have submitted their testimonies and defense testimonies to the court. At present, the Central Administrative Court has not issued an order specifying the end of the fact-finding process. The case, therefore, is currently being considered by the Central Administrative Court.

⁶ [The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 37.01 Thai Baht per 1 HKD.](#)

⁷ [The exchange rate as of June 28, 2024, as quoted by the Bank of Thailand, was 37.01 Thai Baht per 1 HKD.](#)

10. Amendment to Part 2 Page 14: Section 1.2 Business Information and Other InformationOriginal**1.2 Business Information and Other Information**

(1) Nature of Business Operation

RB was established on February 9, 2017, to engage in the business of investing in the securities of other companies.

Revision**1.2 Business Information and Other Information**

(1) Nature of Business Operation

RB was established on February 9, 2017, [as a subsidiary of BTS. Its primary purpose is](#) to engage in the business of investing in the securities of other companies [for BTS. Currently, RB has investments in two other companies, namely Rabbit Rewards Company Limited and Bangkok Payment Solutions Company Limited.](#)

11. Amendment to Part 2 Page 15: Section (3) List of ShareholdersOriginal

(3) List of Shareholders of RB

As of September 27, 2023, RB has the following shareholders

Table 2-11: List of Shareholders of RB

No.	Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of RB (%)
1	BTS Group Holdings Public Company Limited	3,349,998	100.00
2	Mr. Surapong Laoha-Unya	1	< 0.00
3	Mr. Kavin Kanjanapas	1	< 0.00
	Total	3,350,000	100.00

Revision

List of Shareholders of RB

As of ~~September 27, 2023~~ [July 31, 2024](#), RB has the following shareholders

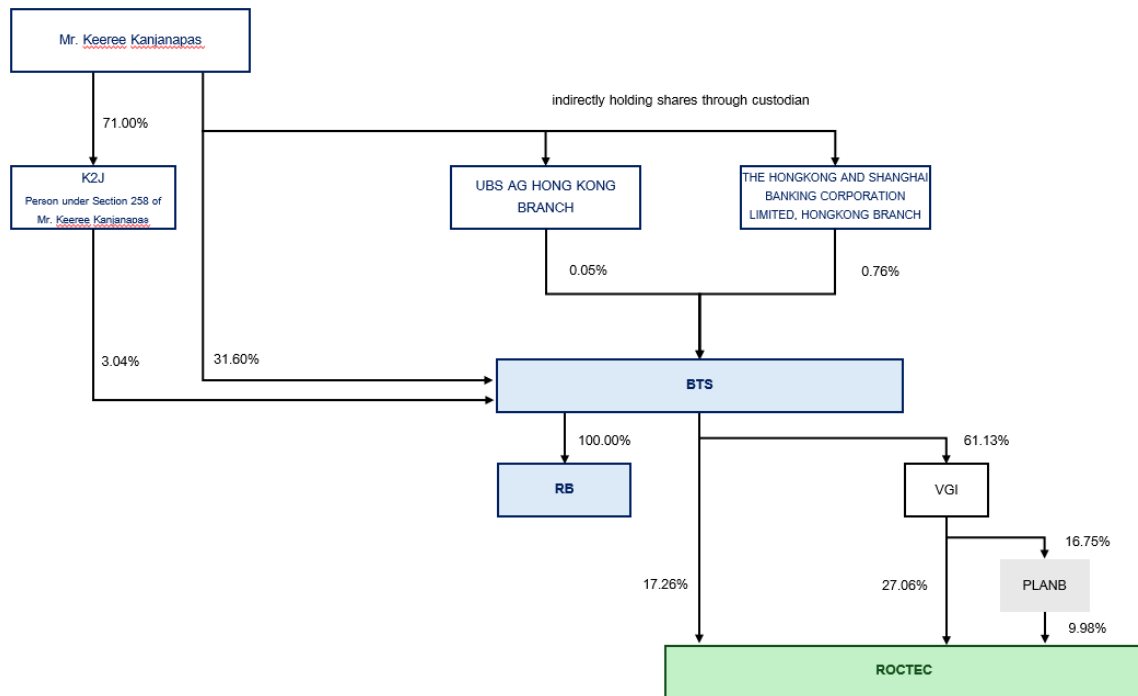
Table 2-11: List of Shareholders of RB

No.	Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of RB (%)
1	BTS Group Holdings Public Company Limited	3,349,998	100.00
2	Mr. Surapong Laoha-Unya	1	< 0.00
3	Mr. Kavin Kanjanapas	1	< 0.00
	Total	3,350,000	100.00

12. Amendment to Part 2 Page 15: Diagram 2-2: Shareholding Structure according to Section 258 of RB

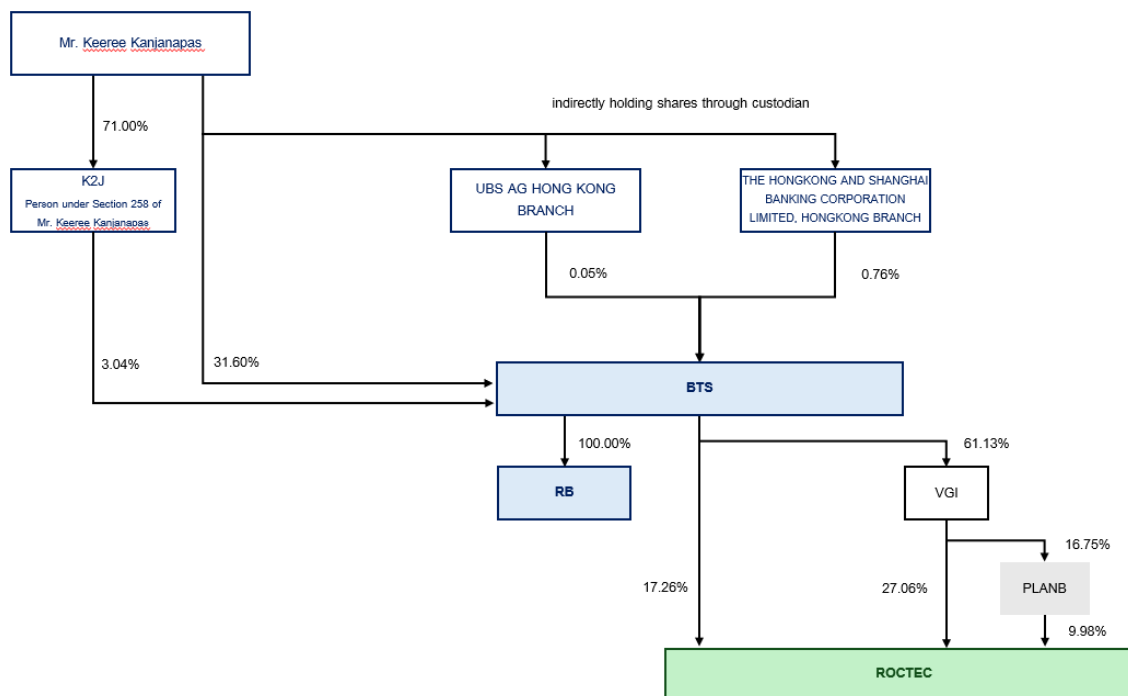
Original

Diagram 2-2: Shareholding Structure according to Section 258 of RB



Source: BTS, The Stock Exchange of Thailand (www.set.or.th), and Business Online Website

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 of Mr. Keeree Kanjanapas hold 71.00% of total paid-up shares of K2J Holding Company Limited (“K2J”).

Revision**Diagram 2-2: Shareholding Structure according to Section 258 of RB**

Source: BTS, The Stock Exchange of Thailand (www.set.or.th), and Business Online Website

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 of Mr. Keeree hold 71.00% of total paid-up shares of K2J Holding Company Limited (“K2J”). The remaining shares are held by Mr. Kavin Kanjanapas at 19.00 percent of total paid-up shares and Miss Susan Kanjanapas at 10.00 percent of total paid-up shares in K2J.

13. Amendment to Part 2 Page 16: Section (5) List of Board of Directors of RBOriginal

(5) List of Board of Directors of RB

RB has the following director.

Table 2-12: List of Board of Directors of RB

	Name - Surname	Position
1	Mr. Keeree Kanjanapas	Director
2	Mr. Kavin Kanjanapas	Director
3	Mr. Surapong Laoha-Unya	Director
4	Mr. Lap Shun Nelson Leung	Director

Source: RB's company affidavit dated June 5, 2024

Remark: Authorized Directors to sign on behalf of RB are two of these directors signing jointly and affixing the company's seal.

Revision

- (5) List of Board of Directors of RB

RB has the following director.

Table 2-12: List of Board of Directors of RB

	Name - Surname	Position
1	Mr. Keeree Kanjanapas	Director
2	Mr. Kavin Kanjanapas	Director
3	Mr. Surapong Laoha-Unya	Director
4	Mr. Lap Shun Nelson Leung	Director

Source: RB's company affidavit dated June 5, 2024

Remark: [1/](#) Authorized Directors to sign on behalf of RB are two of these directors signing jointly and affixing the company's seal.

[2/ Mr. Lap Shun Nelson Leung is currently the CEO of BTS Group's MIX Business Group](#)

14. Amendment to Part 2 Page 16: Section (7) Material Contingent Liabilities

Original

Table 2-14: Material Contingent Liabilities of RB

Unit: THB Million	For the Year Ended March 31, 2024
Long-term loans from related parties	172,200,000

Revision

Table 2-14: Material Contingent Liabilities of RB

Unit: THB Million	For the Year Ended March 31, 2024
Long Short -term loans from related parties	172,200,000

15. Amendment to Part 2 Page 17-18: Section 4.2.3 Shareholding by the Offerors in the Major Shareholders of the Business

Original

4.2.3 Shareholding by the Offerors in the Major Shareholders of the Business

As at the Tender Offer Submission Date, the major shareholders of the Business are: 1) VGI, 2) BTS, and 3) Mr. Nares Ngamapichon. The shareholding details of the Offerors and the authorized persons of the Offerors in VGI and BTS are as follows:

1) VGI

1.1 Shareholding of the Offerors in VGI, a major shareholder of the Business:

As at the Tender Offer Submission Date, BTS holds 6,842,761,692 shares in VGI, representing 61.13% of the total issued and paid-up shares of VGI and 61.13% of the total voting rights of VGI.

1.2 Shareholding of the authorized representatives of the Offerors in VGI, a major shareholder of the Business:

The details are as follows:

Table 2-15 : Shareholding of the authorized representatives of the Offerors in VGI, a major shareholders of the Business as of July 31, 2024

Names	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of VGI
1. Mr. Keeree Kanjanapas ^{1/}	67,886,000	0.61
2. Mr. Surapong Laoha-unya ^{1/}	84,110	< 0.01
3. Mr. Kong Chi Keung ^{1/ 2/}	315,081	< 0.01
Total	68,285,191	0.61

Source: BTS

Remark: 1/ Authorized director of BTS and RB

2/ Authorized director of BTS

2) BTS

2.1 Shareholding of the Offerors in BTS, a major shareholder of the Business:

None

2.2 Shareholding of the authorized representatives of the Offerors in BTS, a major shareholder of the Business:

The details are as follows:

Table 2-16 : Shareholding of the authorized representatives of the Offerors in BTS, as of July 24, 2024

Name	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of BTS
1. Mr. Keeree Kanjanapas	4,667,393,652	35.45
2. Mr. Kavin Kanjanapas	782,664,295	5.94
3. Mr. Kong Chi Keung	3,200,000	0.02
4. Mr. Surapong Laoha-unya	5,552,627	0.04
Total	5,458,810,574	41.45

Source: BTS

Revision

4.2.3 Shareholding by the Offerors in the Major Shareholders of the Business

As at the Tender Offer Submission Date, the major shareholders of the Business are: 1) VGI, 2) BTS, and 3) Mr. Nares Ngamapichon, [who is an investor and has no relationship with the Offerors and major shareholders or authorized persons of the Offerors](#). The shareholding details of the Offerors ~~and the authorized persons of the Offerors~~ in VGI and BTS are as follows:

1) VGI

1.1 Shareholding of the Offerors in VGI, a major shareholder of the Business:

(1) As at the Tender Offer Submission Date, BTS holds 6,842,761,692 shares in VGI, representing 61.13% of the total issued and paid-up shares of VGI and 61.13% of the total voting rights of VGI.

(2) [As at the Tender Offer Submission Date, RB does not hold any shares of VGI.](#)

~~1.2 Shareholding of the authorized representatives of the Offerors in VGI, a major shareholder of the Business:~~

~~The details are as follows:~~

~~**Table 2-15 : Shareholding of the authorized representatives of the Offerors in VGI, a major shareholders of the Business as of July 31, 2024**~~

Names	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of VGI
------------------	---------------------------------------	--

1. Mr. Keeree Kanjanapas ^{1/}	67,886,000	0.64
2. Mr. Surapong Laoha-unya ^{1/}	84,110	<0.04
3. Mr. Kong Chi Keung ^{1/2/}	315,081	<0.04
Total	68,285,191	0.64

Source: BTS

Remark: ~~1/ Authorized director of BTS and RB~~

~~2/ Authorized director of BTS~~

2) BTS

2.1 Shareholding of the Offerors in BTS, a major shareholder of the Business:

None

~~2.2 Shareholding of the authorized representatives of the Offerors in BTS, a major shareholder of the Business:~~

~~The details are as follows:~~

Table 2-16 : Shareholding of the authorized representatives of the Offerors in BTS, as of July 24, 2024

Name	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of BTS
1. Mr. Keeree Kanjanapas	4,667,393,652	35.45
2. Mr. Kavin Kanjanapas	782,664,295	5.94
3. Mr. Kong Chi Keung	3,200,000	0.02
4. Mr. Surapong Laoha-unya	5,552,627	0.04
Total	5,458,810,574	41.45

Source: BTS

4.2.4 Shareholding by the authorized persons of the Offerors in the Major Shareholders of the Business

1) VGI

Shareholding of the authorized representatives of the Offerors in VGI, a major shareholder of the Business: The details are as follows:

Table 2-15: Shareholding of the authorized representatives of the Offerors in VGI, a major shareholders of the Business as of July 31, 2024

<u>Names</u>	<u>No. of Shares (shares)</u>	<u>Percentage of the Total Paid-up Shares and the Total Voting Rights of VGI</u>
<u>1. Mr. Keeree Kanjanapas^{1/}</u>	<u>67,886,000</u>	<u>0.61</u>
<u>2. Mr. Surapong Laoha-unya^{1/}</u>	<u>84,110</u>	<u>< 0.01</u>
<u>3. Mr. Kong Chi Keung^{1/ 2/}</u>	<u>315,081</u>	<u>< 0.01</u>
<u>Total</u>	<u>68,285,191</u>	<u>0.61</u>

Source: BTS

Remark: 1/ Authorized director of BTS and RB

2/ Authorized director of BTS

2) BTS

Shareholding of the authorized representatives of the Offerors in BTS, a major shareholder of the Business. The details are as follows:

Table 2-16 : Shareholding of the authorized representatives of the Offerors in BTS, as of July 24, 2024

<u>Name</u>	<u>No. of Shares (shares)</u>	<u>Percentage of the Total Paid-up Shares and the Total Voting Rights of BTS</u>
<u>1. Mr. Keeree Kanjanapas</u>	<u>4,667,393,652</u>	<u>35.45</u>
<u>2. Mr. Kavin Kanjanapas</u>	<u>782,664,295</u>	<u>5.94</u>
<u>3. Mr. Kong Chi Keung</u>	<u>3,200,000</u>	<u>0.02</u>
<u>4. Mr. Surapong Laoha-unya</u>	<u>5,552,627</u>	<u>0.04</u>
<u>Total</u>	<u>5,458,810,574</u>	<u>41.45</u>

Source: BTS

16. Amendment to Part 2 Page 20: Section 4.3.3 Shareholding by Directors of the Business in the Offerors

Original

1) BTS

As of July 24, 2024 (which is the latest record date of BTS), directors of the Business held a total of 1,401,000 shares in BTS, representing less than 0.01% of total issued and paid-up shares and less than 0.01% of the total voting rights of BTS. The details are as follows:

Revision

1) BTS

As of July 24, 2024 (which is the latest record date of BTS), directors of the Business held a total of 1,401,000 shares in BTS, representing [less than 0.01%](#) of total issued and paid-up shares and less than 0.01% of the total voting rights of BTS. The details are as follows:

17. Amendment to Part 2 Page 21: Section 5. Other Relevant Information for the Decision Making of the Securities Holders

Original

5.1 Securities of the Offerors

5.1.1 Shares

Table 2-18 : Shareholding by the Offerors in the Business, as of July 2, 2024

Name	Type of Shares	Number of Shares	Percentage of Total Number of Outstanding Shares of the Business	Percentage of Total Voting Rights of the Business
I The Offerors BTS Group Holdings Public Company Limited	Ordinary shares	1,401,451,639	17.26	17.26
II Acting in Concert Party of the Offerors	-	-	-	-
III Related parties under Section 258 of the persons under I. and II. VGI Public Company Limited	Ordinary shares	2,196,934,494	27.06	27.06
IV Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
Total		3,598,386,133	44.32	44.32

Source: BTS

Remark: 1/ As at the Tender Offer Submission Date, the Business has total issued and paid-up ordinary shares of 8,117,976,177 shares.

2/ VGI, a person under Section 258 of BTS, will be one of the parties accepting the tender offer, subject to approval from VGI's shareholders meeting.

5.1.2 Convertible securities

Table 2-19 : Shareholding of Convertible Securities by the Offerors in the Business, as of July 2, 2024

Name	Type of Convertible Securities	No. of Units	No. of Shares Obtained Post Conversion ^{1/}	Percentage of Shares to Total Voting Rights
I The Offerors BTS Group Holdings Public Company Limited	ROCTEC-W3	90,432,400	117,019,526	9.84
	ROCTEC-W5	119,254,400	119,254,400	10.02
II Acting in Concert Party of the Offerors	-	-	-	-
III Related parties under Section 258 of the persons under I. and II. VGI Public Company Limited	ROCTEC-W5	549,233,623	549,233,623	46.16
IV Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
Total		758,920,423	785,507,549	66.02

Remarks: 1/ This calculation takes into account that warrant holders exercise all warrants into common stock.

Revision

5.1 Securities of the Offerors

5.1.1 Shares

Table 2-18 : Shareholding by the Offerors in the Business, as of July 2, 2024

Name	Type of Shares	Number of Shares	Percentage of Total Number of Outstanding Shares of the Business	Percentage of Total Voting Rights of the Business
I The Offerors				
1. BTS Group Holdings Public Company Limited	Ordinary shares	1,401,451,639	17.26	17.26

Name	Type of Shares	Number of Shares	Percentage of Total Number of Outstanding Shares of the Business	Percentage of Total Voting Rights of the Business
2. RB Services Company Limited	Ordinary shares	-	-	-
II Acting in Concert Party of the Offerors	-	-	-	-
III Related parties under Section 258 of the persons under I. and II. VGI Public Company Limited	Ordinary shares	2,196,934,494	27.06	27.06
IV Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
Total		3,598,386,133	44.32	44.32

Source: BTS

Remark: 1/ As at the Tender Offer Submission Date, the Business has total issued and paid-up ordinary shares of 8,117,976,177 shares.

2/ VGI, a person under Section 258 of BTS, will be one of the parties accepting the tender offer, subject to approval from VGI's shareholders meeting.

5.1.2 Convertible securities

Table 2-19: Shareholding of Convertible Securities by the Offerors in the Business, as of July 2, 2024

Name	Type of Convertible Securities	No. of Units	No. of Shares Obtained Post Conversion ^{1/}	Percentage of Shares to Total Voting Rights
I The Offerors				
1. BTS Group Holdings Public Company Limited	ROCTEC-W3^{2/}	90,432,400	117,019,526	9.84
	ROCTEC-W5^{3/}	119,254,400	119,254,400	10.02
2. RB Services Company Limited	ROCTEC-W3^{2/}	-	-	-
	ROCTEC-W5^{3/}	-	-	-

Name	Type of Convertible Securities	No. of Units	No. of Shares Obtained Post Conversion ^{1/}	Percentage of Shares to Total Voting Rights
II Acting in Concert Party of the Offerors	-	-	-	-
III Related parties under Section 258 of the persons under I. and II. VGI Public Company Limited	ROCTEC-W5 ^{3/}	549,233,623	549,233,623	46.16
IV Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
Total		758,920,423	785,507,549	66.02

Remarks: 1/ This calculation takes into account that warrant holders exercise all warrants into common stock.

2/ The details of ROCTEC-W3 are as follows:

<u>Issuance date</u>	<u>August 31, 2021</u>
<u>Number of unexercised warrants</u>	<u>1,352,970,440 units</u>
<u>Term of warrants</u>	<u>4 years from the issuance date</u>
<u>Exercise period and method</u>	<u>The first Exercise Date will be on September 29, 2023. The last Exercise Date shall be on the date of 4th anniversary of the Warrants from the issuance and allocation date of the ROCTEC-W3 Warrants as the 4th anniversary will be on Saturday, August 30, 2025, the last Exercise Date will be postponed to Friday, August 29, 2025).</u>
<u>Exercise ratio</u>	<u>1 unit of Warrant for 1.294 ordinary share</u>
<u>Exercise price</u>	<u>THB 1.545 per share</u>

3/ The details of ROCTEC-W5 are as follows:

<u>Issuance date</u>	<u>February 6, 2024</u>
<u>Number of unexercised warrants</u>	<u>2,029,473,346 units</u>
<u>Term of warrants</u>	<u>3 years from the issuance date</u>
<u>Exercise period and method</u>	<u>The first Exercise Date will be on March 29, 2024. The last Exercise Date shall be on the date of the 3rd anniversary of the Warrants from the issuance and</u>

	allocation date of the ROCTEC-W5 Warrants that will be on February 5, 2027.
Exercise ratio	1 unit of Warrant for 1 ordinary share
Exercise price	THB 1.50 per share

18. Amendment to Part 2 Page 22: Section 5.3 Plan to Sell Shares of the Business

Original

5.3 Plan to Sell Shares of the Business

As of the Tender Offer date, BTS and RB have no intention to sell or transfer the securities of the Business they hold prior to the Tender Offer, or the shares of the Business acquired through the Tender Offer, to any person in a significant amount within 12 months from the end of the Tender Offer Period, except in the following cases:

1. The Offerors shall comply with relevant regulations to maintain the qualification of free float according to the criterion of maintaining the listing status or the Offerors are obligated to comply with any effective laws and regulations during such period;
2. BTS sells or transfers shares to persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).;
3. Business restructuring which approved from the shareholder's meeting of the Business (if any);
4. The Offerors need to reduce financial burdens, increase liquidity, or seek business partners, the Offerors may consider selling some of the Business's securities as deemed appropriate.

In the event that the Offerors sell or transfer the ordinary shares of the Business, resulting in an obligation to report the disposal of the ordinary shares, the Offerors shall comply with any relevant laws, rules and/or regulations of the Securities and Exchange Commission and/or the Stock Exchange of Thailand. This applies if the Offerors required to sell the ordinary shares of the Business under any conditions 1 to 4 mentioned above.

Revision

5.3 Plan to Sell Shares of the Business

~~As of the Tender Offer date,~~ BTS and RB have no intention to sell or transfer the securities of the Business they hold prior to the Tender Offer, or the shares of the Business acquired through the Tender Offer, to any person in a significant amount within 12 months from the end of the Tender Offer Period, except in the following cases:

1. The Offerors shall comply with relevant regulations to maintain the qualification of free float according to the criterion of maintaining the listing status or the Offerors are obligated to comply with any effective laws and regulations during such period;
2. BTS sells or transfers shares to persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) [in alignment with the Offeror's group restructuring plan](#).
3. Business restructuring which approved from the shareholder's meeting of the Business (if any);
4. The Offerors need to reduce financial burdens, increase liquidity [in alignment with treasury management plan](#), or seek business partners [who are expertise and have the business potential which will be able to support the long-term growth](#), the Offerors may consider selling some of the Business's securities as deemed appropriate.

In the event that the Offerors sell or transfer the ordinary shares of the Business, resulting in an obligation to report the disposal of the ordinary shares, the Offerors shall comply with any relevant laws, rules and/or regulations of the Securities and Exchange Commission and/or the Stock Exchange of Thailand. This applies if the Offerors are required to sell the ordinary shares of the Business under any conditions 1 to 4 mentioned above.

19. Amendment to Part 2 Page 23: Section 5.4 Other Essential Information

Original

5.4 Other Essential Information

None

Revision

5.4 Other Essential Information

~~None~~

Conflict of interest prevention

[ROCTEC is a subsidiary of BTS, while BTS indirectly holds a significant interest in PLANB through VGI. ROCTEC and PLANB operate in overlapping industries, particularly in billboards and street furniture advertising \("Outdoor media"\). At present, ROCTEC possesses Street Furniture media on BTS columns in Bangkok, with PLANB serving as the exclusive selling agent. This arrangement helps to prevent conflicts of interest between the two companies. Additionally, PLANB's shareholder structure includes significant independent shareholders who hold a larger stake in PLANB compared to the BTS group. This creates a check and balance, further mitigating potential conflicts of interest.](#)

To manage potential conflicts of interest that may arise from the business operations of ROCTEC and PLANB, we have established procedures to ensure that all transactions are conducted at arm's length and in the best interests of ROCTEC. As long as PLANB holds shares exceeding 10 percent of the total paid-up shares of ROCTEC and (a) the Advertising Media Management and Service Agreement is in full force and effect or (b) the advertising media and service agreement is terminated due to PLANB's default, ROCTEC will have a measure for preventing conflicts of interest between ROCTEC and PLANB as follows:

1. Management of Conflict of Interest for Business Operations in Thailand

ROCTEC will adjust of the business operation policy in Thailand of ROCTEC and subsidiaries ("ROCTEC Group"), where ROCTEC Group will be only the owner (or rightholder) of the advertising media in Thailand and the provider of the construction, sourcing, installation and maintenance services of such advertising media. ROCTEC Group will appoint PLANB to be manager of the Group Out-of-Home advertising media, as detailed in Item 11.1 above. Therefore, the business operations in Thailand of ROCTEC Group and PLANB will not create a conflict of interest to each other.

In the constructing or acquiring new advertising media, ROCTEC Group and PLANB will confer together to consider the profitability of the constructing or acquiring advertising media's location and other relevant factors, prior to the construction or acquisition. The right to construct and own advertising media in respect of static billboard or LED screen on the existing BTS pillars and flyovers under the concession from Bangkok Metropolitan Administration belongs to ROCTEC Group. Nevertheless, in the future, if PLANB finds any opportunity to construct and own such advertising media, PLANB will give the first right to ROCTEC Group. If ROCTEC Group does not wish to receive such a right, PLANB may proceed with such opportunity itself.

In case ROCTEC Group obtains new business, opportunities and wishes to construct and own advertising media in LED screen on the existing BTS pillars and flyovers under the concession from Bangkok Metropolitan Administration, PLANB will be granted with the rights to sell, marketing and manage both the existing advertising media and the additional advertising media of the Group Companies in accordance with the Advertising Media Management and Service Agreement.

2. Management of Conflict of Interest for Business Operations Outside Thailand

ROCTEC Group and PLANB plan to operate their Out-Of-Home Media businesses outside Thailand, as follows:

2.1 Out-Of-Home Media Business of ROCTEC

- ROCTEC Group will focus on improving and expanding its out of home media advertising business overseas. In case PLANB obtains new business opportunity regarding the Out-of-

Home Media business outside Thailand, PLANB will grant the Group Company the first right to engage in such new business opportunity.

2.2 Out-Of-Home Media Business of PLANB

- Out-Of-Home Media Businesses which are managed PLANB

PLANB agrees not to expand the Out-Of- Home businesses outside Thailand that has been being managed by PLANB (either itself or through its subsidiaries and/or affiliates of PLANB). PLANB will be entitled to operate its existing businesses only. In case PLANB obtains new business opportunity regarding the Out-of- Home Media business outside Thailand, PLANB will grant ROCTEC Group the first right to engage in such new business opportunity.

- Out-Of-Home Media Businesses which are not managed PLANB

The affiliate companies or joint venture companies of PLANB operating Out-Of-Home Media businesses outside Thailand, which are not managed or controlled by PLANB, whose names are listed below, will be entitled to operate their businesses outside Thailand in accordance with the direction given by the local partners of such affiliate companies or joint venture companies:

- (1) JKJ Media Services Inc.
- (2) Sanctuary Billboard Sdn Bhd
- (3) PT Estha Yudha Ekatama
- (4) Panyathip Plan B Media Lao Co., Ltd.

3. Management Structure and Management of Information that may result in the Conflict of Interest

At present, both ROCTEC Group and PLANB have their own management team that are comprised of capable personnel. Each of them also has determined the scope of work, duties and responsibilities and has assigned powers to its directors and management transparently. They also have determined the measures for the entry into connected transaction with directors, shareholders and controlling person, including but not limited to persons with conflict of interests. It is determined that those persons will not have the right to attend and/or vote to approve such matters, in order for the Company and PLANB to operate their business transparently.

In addition, ROCTEC Group has a plan to manage the information that may result in conflict of interest between ROCTEC Group and PLANB, detailed as follows:

3.1 The Director of ROCTEC Group who is nominated by PLANB shall not a person involving in management of business of PLANB;

3.2 The Director of ROCTEC Group who is nominated by PLANB shall not attend nor cast his/her vote in a in agenda(s) concerning the business of ROCTEC Group which has conflicts of interest between ROCTEC Group or its subsidiaries, and PLANB; and

3.3 The Director of ROCTEC Group who is nominated by PLANB shall not disclose nor use confidential information of ROCTEC Group or business of ROCTEC Group (including its group companies) in the manner that may cause conflicts of interest with ROCTEC Group (and its group companies).

20. Amendment to Part 3 Page 4: Section 2.2 Maintenance Agreement

Original

For over 35 years, ROCTEC has provided maintenance services for network and technology system to public and private customers. Typically, the Business is entrusted with system maintenance under an employment contract with specified terms and a set period. The maintenance work includes Corrective Maintenance (CM) and Preventive Maintenance (PM).

ROCTEC's advertising media business consists only of street furniture advertising media and outdoor advertising media assets in Vietnam. Presently, the proportion of revenue from the advertising business is only 17 percent of total revenue.

Revision

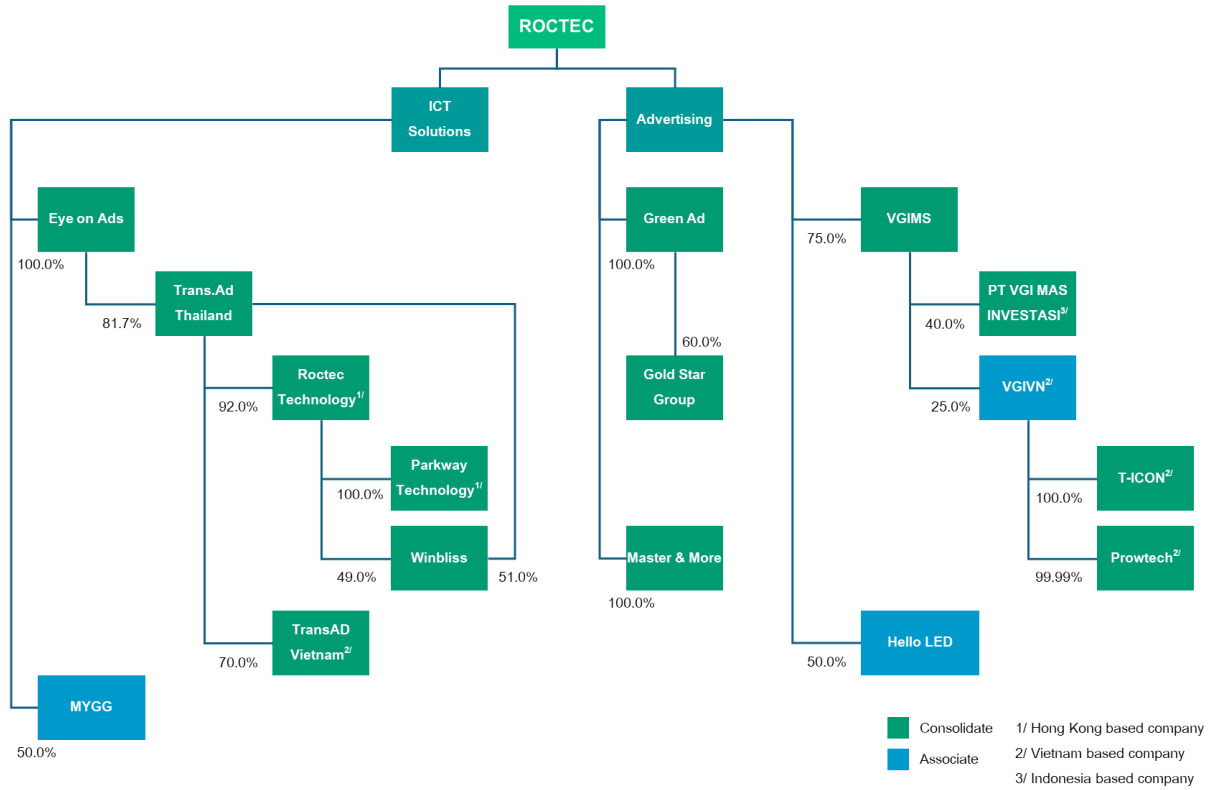
For over 35 years, ROCTEC has provided maintenance services for network and technology system to public and private customers. Typically, the Business is entrusted with system maintenance under an employment contract with specified terms and a set period. The maintenance work includes Corrective Maintenance (CM) and Preventive Maintenance (PM).

ROCTEC's advertising media business consists only of street furniture advertising media and outdoor advertising media assets in Vietnam. Presently, the proportion of revenue from the advertising business as of March 31, 2024, is only 17 percent of total revenue and as of June 30, 2024, is only 13 percent of total revenue.

21. Amendment to Part 3 Page 4: Section 1.2.3 Shareholder Structure

Original

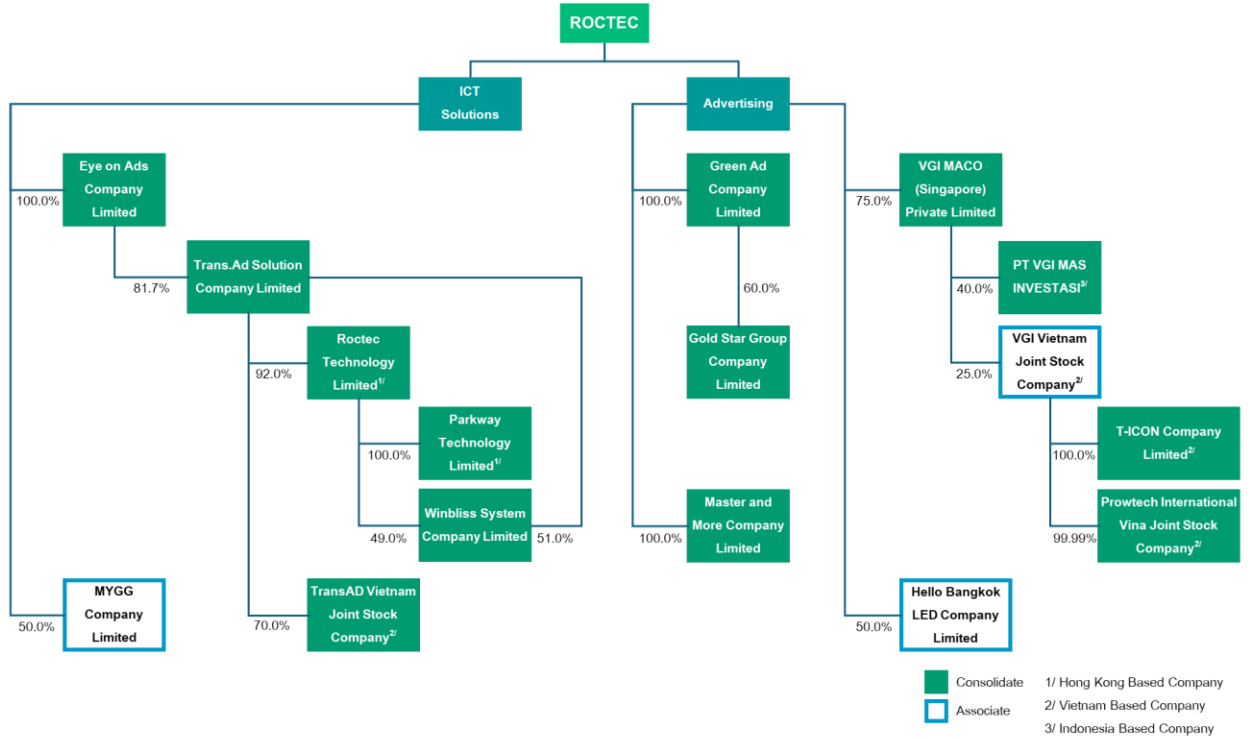
As of March 31, 2024, the Business has a shareholder structure in the subsidiary and associated companies as follows:



Source: Annual information disclosure form (Form 56-1 One Report) as at the end of March 31, 2024.

Revision

As of March 31, 2024, the Business has a shareholder structure in the subsidiary and associated companies as follows:



Source: Annual information disclosure form (Form 56-1 One Report) as at the end of March 31, 2024.

22. Amendment to Part 3 Page 5-9: Table 3-3 Subsidiaries and Associated CompaniesOriginal

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
1	Master and More Company Limited 21, TST Tower, 21 st – 22 nd Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3489	Provide advertising media and Production services of small format	THB 226,000,000 (Par value of THB 10 per share)	Ordinary Shares	100.00
2	Eye on Ads Company Limited 28/43-45, Vibhavadi Rangsit Road, Lardyaow, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3486-7	Holding Company	THB 518,726,020 (Par value of THB 10 per share)	Ordinary Shares	100.00
3	Green Ad Company Limited 21, TST Tower, 21 st – 22 nd Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3489	Holding Company	THB 244,191,300 (Par value of THB 5 per share)	Ordinary Shares	100.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
4	Trans.Ad Solution Company Limited 21, TST Tower, 21 st Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900	Integrated service provider for multimedia display system, such as LED monitors, including media content controlling and managing systems, linkage for installation of data command and collection systems as well as closed circuit television systems, design and develop application for indoor map and Bluetooth transmitter system for advertisement	THB 224,176,400 (Par value of THB 100 per share)	Ordinary Shares	81.65 (held by Eye on Ads Co., Ltd.)
5	Winbliss System Company Limited 21, Wangdek Tower 1 A, 8 th Floor, Soi Yasooob 1, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok	Provision of total solutions for system integration services, maintenance services, and trading of networking related equipment and hardware	THB 2,000,000 (Par value of THB 10 per share)	98,000 Ordinary Shares and 102,000 Preferred Shares	78.45 (51 percent held by Trans.Ad Solution Co., Ltd. and 49 percent held by Roctec Technology Limited)
6	Gold Star Group Company Limited 33, 35, Soi Inthmara 40, Ratchadaphisek, Din Daeng, Bangkok	Design, produce and produce made to order of all types of printing media and/or advertising media	THB 50,000,000 (Par value of THB 10 per share)	Ordinary Shares	60.00 (Held by Green Ad Co., Ltd)
7	Hello Bangkok LED Company Limited 59, Soi Preeyanuch, Rama 9 Road, Bangkapi, Huaykwang, Bangkok	Static billboard and digital LED advertising media business	THB 100,000,000 (Par value of THB 100 per share)	Ordinary Shares	50.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
8	MYGG Company Limited 348, 2 nd Floor, Soi Ladpao 94 (Punjamitr), Plaphla, Wangthonglang, Bangkok	To engage in the business of digital content - online game	THB 200,000,000 (Paid-up THB 100,000,000) (Par value of THB 10 per share)	Ordinary Shares	50.00
9	Roctec Technology Limited Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong	Provision of system integration services, trading, installing and maintenance services in relation to system related equipment and hardware by focusing on controlling system, networking and display system covering various industries such as mass transit system, government organizations, and financial institution	HKD 1,995,525 (Par value of HKD 1 per share)	Ordinary Shares	75.12 (92 percent held by Trans.Ad Solution Co., Ltd.)
10	Parkway Technology Limited Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong	Information Technology Service (However, Parkway Tec. Currently does not operation any business)	HKD 2 (Par value of HKD 1 per share)	Ordinary Shares	75.11 (100 percent held by Roctec Technology Limited)
11	VGI MACO (Singapore) Private Limited 50 Raffles Place #17-01 Singapore Land Tower, Singapore C048623	Holding Company	SGD 474,002,385 (Par value of SGD 1 per share)	Ordinary Shares	75.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
12	PT VGI MAS INVESTASI D.Lab Building, 5 th Floor, Riau No.1 Street, Menteng, Gongdangdia, Jakarta, Indonesia	Invest in advertising media and payment system business in Indonesia	RP 2,500,000,000 (Par value of RP 1,000,000 per share)	Ordinary Shares	30.00 (25 percent held by VGI MACO (Singapore) Private Limited)
13	VGI Vietnam Joint Stock Company 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Invest in Media Business in Vietnam	VND 553,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (25 percent held by VGI MACO (Singapore) Private Limited)
14	Prowtech International Vina Joint Stock Company 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Provide out-of-home advertising media in Vietnam	VND 213,000,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (99.99 percent held by VGI Vietnam Joint Stock Company)
15	T-ICON Company Limited 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Provide out-of-home advertising media in Vietnam	VND 20,000,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (100 percent held by Vietnam Joint Stock Company)

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
16	Transad Vietnam Joint Stock Company 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Providing leasing, importing and related equipment, including technical consulting, installation, repair, warranty.	VND 69,600,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	57.16 (70 percent held by VGI Vietnam Joint Stock Company)

Revision

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	<u>Ultimate</u> Shareholding (Percent)
1	Master and More Company Limited 21, TST Tower, 21 st – 22 nd Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3489	Provide advertising media and Production services of small format	THB 226,000,000 (Par value of THB 10 per share)	Ordinary Shares	100.00
2	Eye on Ads Company Limited 28/43-45, Vibhavadi Rangsit Road, Lardyaow, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3486-7	Holding Company	THB 518,726,020 (Par value of THB 10 per share)	Ordinary Shares	100.00
3	Green Ad Company Limited 21, TST Tower, 21 st – 22 nd Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3489	Holding Company	THB 244,191,300 (Par value of THB 5 per share)	Ordinary Shares	100.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	<u>Ultimate</u> Shareholding (Percent)
4	Trans.Ad Solution Company Limited 21, TST Tower, 21 st Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900	Integrated service provider for multimedia display system, such as LED monitors, including media content controlling and managing systems, linkage for installation of data command and collection systems as well as closed circuit television systems, design and develop application for indoor map and Bluetooth transmitter system for advertisement	THB 224,176,400 (Par value of THB 100 per share)	Ordinary Shares	81.65 (held by Eye on Ads Co., Ltd.) with the remaining held by unrelated third parties of the Business
5	Winbliss System Company Limited 21, Wangdek Tower 1 A, 8 th Floor, Soi Yasoob 1, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok	Provision of total solutions for system integration services, maintenance services, and trading of networking related equipment and hardware	THB 2,000,000 (Par value of THB 10 per share)	98,000 Ordinary Shares and 102,000 Preferred Shares	78.45 (51 percent held by Trans.Ad Solution Co., Ltd. and 49 percent held by Roctec Technology Limited)
6	Gold Star Group Company Limited 33, 35, Soi Inthmara 40, Ratchadaphisek, Din Daeng, Bangkok	Design, produce and produce made to order of all types of printing media and/or advertising media	THB 50,000,000 (Par value of THB 10 per share)	Ordinary Shares	60.00 (Held by Green Ad Co., Ltd) with the remaining held by unrelated third parties of the Business

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Ultimate Shareholding (Percent)
7	Hello Bangkok LED Company Limited 59, Soi Preeyanuch, Rama 9 Road, Bangkapi, Huaykwang, Bangkok	Static billboard and digital LED advertising media business	THB 100,000,000 (Par value of THB 100 per share)	Ordinary Shares	50.00 with the remaining held by unrelated third parties of the Business
8	MYGG Company Limited 348, 2 nd Floor, Soi Ladpao 94 (Punjamitr), Plaphla, Wangthonglang, Bangkok	To engage in the business of digital content - online game	THB 200,000,000 (Paid-up THB 100,000,000) (Par value of THB 10 per share)	Ordinary Shares	50.00 with the remaining held by unrelated third parties of the Business
9	Roctec Technology Limited Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong	Provision of system integration services, trading, installing and maintenance services in relation to system related equipment and hardware by focusing on controlling system, networking and display system covering various industries such as mass transit system, government organizations, and financial institution	HKD 1,995,525 (Par value of HKD 1 per share)	Ordinary Shares	75.12 (92 percent held by Trans.Ad Solution Co., Ltd.) with the remaining held by unrelated third parties of the Business
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	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	<u>Ultimate</u> Shareholding (Percent)
11	VGI MACO (Singapore) Private Limited 50 Raffles Place #17-01 Singapore Land Tower, Singapore C048623	Holding Company	SGD 474,002,385 (Par value of SGD 1 per share)	Ordinary Shares	75.00 with the remaining held by unrelated third parties of the Business
12	PT VGI MAS INVESTASI D.Lab Building, 5 th Floor, Riau No.1 Street, Menteng, Gongdangdia, Jakarta, Indonesia	Invest in advertising media and payment system business in Indonesia	RP 2,500,000,000 (Par value of RP 1,000,000 per share)	Ordinary Shares	30.00 (25 percent held by VGI MACO (Singapore) Private Limited) with the remaining held by unrelated third parties of the Business
13	VGI Vietnam Joint Stock Company 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Invest in Media Business in Vietnam	VND 553,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (25 percent held by VGI MACO (Singapore) Private Limited) with the remaining held by unrelated third parties of the Business

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	<u>Ultimate</u> Shareholding (Percent)
14	Prowtech International Vina Joint Stock Company 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Provide out-of-home advertising media in Vietnam	VND 213,000,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (99.99 percent held by VGI Vietnam Joint Stock Company)
15	T-ICON Company Limited 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Provide out-of-home advertising media in Vietnam	VND 20,000,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (100 percent held by Vietnam Joint Stock Company)
16	Transad Vietnam Joint Stock Company 13 th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Providing leasing, importing and related equipment, including technical consulting, installation, repair, warranty.	VND 69,600,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	57.16 (70 percent held by VGI Vietnam Joint Stock Company) with the remaining held by unrelated third parties of the Business

23. Amendment to Part 3 Page 10: Table 3-4 Summary of Financial Position and Performance of the Business and its Subsidiaries

Original

Table 3-4: Summary of Financial Position and Performance of the Business and its Subsidiaries

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended	
	March 31, 2022 (Audited) ^{1/}		March 31, 2023 (Audited) ^{1/}		March 31, 2024 (Audited) ^{1/}		June 30, 2024 (Reviewed) ^{1/}	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Assets	4,583.89	6,424.66	4,298.30	6,431.03	4,517.00	6,992.50	4,463.62	7,100.54
Total Liabilities	605.88	2,159.15	529.90	2,160.64	522.28	2,446.57	426.97	2,463.36
Shareholder's Equity	3,978.02	4,265.51	3,768.40	4,270.39	3,994.72	4,545.93	4,036.66	4,637.18
Equity Attributable to Owners of the Company	3,978.02	3,923.34	3,768.40	3,863.84	3,994.72	4,120.28	4,036.66	4,190.15
Registered Share Capital	981.49	981.49	1,189.82	1,189.82	1,189.82	1,189.82	1,189.82	1,189.82
Paid-up Capital	811.80	811.80	811.80	811.80	811.80	811.80	811.80	811.80
Total Revenue ^{2/}	294.96	2,173.62	368.54	2,674.77	528.58	2,704.66	114.66	773.50
Total Expense ^{3/}	365.11	2,149.88	365.11	2,416.44	297.91	2,357.56	75.10	672.48
Net Profit (loss)	(167.19)	47.82	(19.38)	193.18	226.32	303.95	41.94	96.01
Basic Earnings per Share ^{4/}	(0.023)	0.005	(0.002)	0.016	0.028	0.029	0.005	0.009
Dividend per Share ^{6/ 8/ 9/} (Baht per Share)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Book Value per Share ^{5/ 7/} (Baht per Share)	0.49	0.53	0.46	0.53	0.49	0.56	0.50	0.57

Source: Information from the SET's website (www.set.or.th)

Remark: 1/ Securities holders can see additional information of the financial statements of the Business at the websites of the SEC (www.sec.or.th) or of the SET (www.set.or.th). In addition, the financial statements for the years ended on March 31, 2022, 2023, and 2024 and the financial statements for the three-month period ended June 30, 2024, have been audited and reviewed by the certified public accountant, EY Office Company Limited, the Approved Auditor from SEC.

2/ Total revenues comprise of revenue from services and sales, system installation services, rental income, dividend income, profit sharing from investments in joint ventures, profit sharing from investments in associates, and others.

- 3/ Total expense comprises of cost of service and sales, system installation services, selling expense administrative expenses, financial cost, losses from investments in joint ventures, and losses from investments in associates.
- 4/ Earning per share are earnings per share of the parent company
- 5/ Book value per share is calculated by dividing the equity attributable to the major shareholders by the weighted average number of ordinary shares, which for the fiscal years ended March 31, 2022, 2023, and 2024, was 8,117.97 million shares, 8,117.97 million shares, and 8,117.97 million shares, respectively, and as of June 30, 2024, was 8,117.98 million shares.
- 6/ Dividend per share which has been announced for payment was based on performance of the Business during such performance period, excluding dividend payout of the subsidiaries.
- 7/ Calculated from the shareholder's equity of the parent company
- 8/ In 2022, 2023, the Business has accumulated deficit and 2024, the Business omitted dividend payment, so dividend per share cannot be calculated
- 9/ On July 26, 2024, the Annual General Meeting of Shareholders for 2024 resolved to approve the payment of dividends from the operating results for the fiscal year ended March 31, 2024, to shareholders at a rate of THB 0.013 per share, totaling not more than THB 107.5 million. This dividend will be recorded in the second quarter of the current year.

Revision

Table 3-4: Summary of Financial Position and Performance of the Business and its Subsidiaries

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended			
	March 31, 2022 (Audited) ^{1/}		March 31, 2023 (Audited) ^{1/}		March 31, 2024 (Audited) ^{1/}		June 30, 2023 (Reviewed) ^{1/}		June 30, 2024 (Reviewed) ^{1/}	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Assets	4,583.89	6,424.66	4,298.30	6,431.03	4,517.00	6,992.50	4,417.83	6,585.39	4,463.62	7,100.54
Total Liabilities	605.88	2,159.15	529.90	2,160.64	522.28	2,446.57	668.90	2,215.18	426.97	2,463.36
Shareholder's Equity	3,978.02	4,265.51	3,768.40	4,270.39	3,994.72	4,545.93	3,748.92	4,370.21	4,036.66	4,637.18
Equity Attributable to Owners of the Company	3,978.02	3,923.34	3,768.40	3,863.84	3,994.72	4,120.28	3,748.92	3,933.87	4,036.66	4,190.15

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended			
	March 31, 2022 (Audited) ^{1/}		March 31, 2023 (Audited) ^{1/}		March 31, 2024 (Audited) ^{1/}		June 30, 2023 (Reviewed) ^{1/}		June 30, 2024 (Reviewed) ^{1/}	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Registered Share Capital	981.49	981.49	1,189.82	1,189.82	1,189.82	1,189.82	<u>1,189.82</u>	<u>1,189.82</u>	1,189.82	1,189.82
Paid-up Capital	811.80	811.80	811.80	811.80	811.80	811.80	<u>811.80</u>	<u>811.80</u>	811.80	811.80
Total Revenue ^{2/}	294.96	2,173.62	368.54	2,674.77	528.58	2,704.66	<u>68.52</u>	<u>625.49</u>	114.66	773.50
Total Expense ^{3/}	365.11	2,149.88	365.11	2,416.44	297.91	2,357.56	<u>73.40</u>	<u>553.51</u>	75.10	672.48
Net Profit (loss)	(167.19)	47.82	(19.38)	193.18	226.32	303.95	<u>(19.48)</u>	<u>58.10</u>	41.94	96.01
Basic Earnings per Share ^{4/}	(0.023)	0.005	(0.002)	0.016	0.028	0.029	<u>(0.002)</u>	<u>0.005</u>	0.005	0.009
Dividend per Share ^{6/ 8/} ^{9/} (Baht per Share)	n/a	n/a	n/a	n/a	n/a	n/a	<u>n/a</u>	<u>n/a</u>	n/a	n/a
Book Value per Share ^{5/} ^{7/} (Baht per Share)	0.49	0.53	0.46	0.53	0.49	0.56	<u>0.46</u>	<u>0.54</u>	0.50	0.57

Source: Information from the SET's website (www.set.or.th)

Remark: 1/ Securities holders can see additional information of the financial statements of the Business at the websites of the SEC (www.sec.or.th) or of the SET (www.set.or.th). In addition, the financial statements for the years ended on March 31, 2022, 2023, and 2024 and the financial statements for the three-month period ended June 30, [2023 and 2024](#), have been audited and reviewed by the certified public accountant, EY Office Company Limited, the Approved Auditor from SEC.

2/ Total revenues comprise of revenue from services and sales, system installation services, rental income, dividend income, profit sharing from investments in joint ventures, profit sharing from investments in associates, and others.

3/ Total expense comprises of cost of service and sales, system installation services, selling expense administrative expenses, financial cost, losses from investments in joint ventures, and losses from investments in associates.

4/ Earning per share are earnings per share of the parent company

5/ Book value per share is calculated by dividing the equity attributable to the major shareholders by the weighted average number of ordinary shares, which for the fiscal years ended March 31, 2022, 2023, and 2024, was 8,117.97 million shares, 8,117.97 million shares, and 8,117.97 million shares, respectively, and as of June 30, [2023 and 2024](#), was [8,117.97 million shares, and 8,117.98 million shares, respectively.](#)

- 6/ Dividend per share which has been announced for payment was based on performance of the Business during such performance period, excluding dividend payout of the subsidiaries.
- 7/ Calculated from the shareholder's equity of the parent company
- 8/ In 2022, 2023, the Business has accumulated deficit and 2024, the Business omitted dividend payment, so dividend per share cannot be calculated
- 9/ On July 26, 2024, the Annual General Meeting of Shareholders for 2024 resolved to approve the payment of dividends from the operating results for the fiscal year ended March 31, 2024, to shareholders at a rate of THB 0.013 per share, totaling not more than THB 107.5 million. This dividend will be recorded in the second quarter of the current year.

24. Amendment to Part 3 Page 11: Section 1.4 Shareholders Structure of the Business

Original

1.4 Shareholders Structure of the Business

(1) Shareholders structure of the Business prior to the Tender Offer

List of top 10 shareholders before the Tender Offer, according to the Business's Shareholder Register as of July 2, 2024.

Table 3-5 : List of top 10 Shareholders before the Tender Offer

Shareholders	Number of Shares (share)	Percentage in Comparison with the Total Issued and Paid-up Shares of the Business	Percentage in Comparison with the Total Voting Rights of the Business
1. VGI Public Company Limited ^{1/}	2,196,934,494	27.06	27.06
2. BTS Group Holdings Public Company Limited ^{2/}	1,401,451,639	17.26	17.26
3. Mr. Nares Ngamapichon	859,000,000	10.58	10.58
4. Plan B Media Public Company Limited ^{3/}	810,000,000	9.98	9.98
5. Thai NVDR Company Limited	637,843,901	7.86	7.86
6. Mr. Sarat Rattanawadee	397,117,000	4.89	4.89
7. Mr. Wanchai Opasiamkhajorn	114,400,000	1.41	1.41
8. Mr. Kiat Srijomquan	95,646,725	1.18	1.18
9. Mr. Suparp Wongjinda	47,238,200	0.58	0.58
10. Mr. Dendanai Hutajuta	46,499,900	0.57	0.57

Shareholders	Number of Shares (share)	Percentage in Comparison with the Total Issued and Paid-up Shares of the Business	Percentage in Comparison with the Total Voting Rights of the Business
Total Number of Shares of Top 10 Shareholders	6,606,131,859	81.38	81.38

Source: The Business's Shareholder Register as of July 2, 2024

Remark: 1/ VGI directly holds 2,196,934,494 shares in the Business, representing 27.06% of the total issued and paid-up shares of ROCTEC. Additionally, VGI holds shares in the Business through BTS, a persons under Section 258 of VGI, amounting to 1,401,451,639 shares, representing 17.26% of the total issued and paid-up shares of ROCTEC.

2/BTS holds shares in ROCTEC as follows: 1) directly held 241,451,639 shares, which representing 2.97% of the total issued and paid-up shares of ROCTEC, and 2) held 1,160,000,000 shares through Metha Asset Management Company Limited, representing 14.29% of the total issued and paid-up shares of ROCTEC.

3/ PLANB directly held 810,000,000 shares, representing 9.98% of the total issued and paid-up shares of ROCTEC shares and held 588,000,000 shares through THAI NVDR Company Limited, representing 7.24% of the total issued and paid-up shares of ROCTEC.

Revision

1.4 Shareholders Structure of the Business

[As of July 2, 2024, the Business has a total of 8,117,976,177 issued and paid-up shares, representing 8,117,976,177 voting rights.](#)

(1) Shareholders structure of the Business prior to the Tender Offer

List of top 10 shareholders before the Tender Offer, according to the Business's Shareholder Register as of July 2, 2024.

Table 3-5 : List of top 10 Shareholders before the Tender Offer

Shareholders	Number of Shares (share)	Percentage in Comparison with the Total Issued and Paid-up Shares of the Business	Percentage in Comparison with the Total Voting Rights of the Business
11. VGI Public Company Limited ^{1/}	2,196,934,494	27.06	27.06
12. BTS Group Holdings Public Company Limited ^{2/}	1,401,451,639	17.26	17.26
13. Mr. Nares Ngamapichon	859,000,000	10.58	10.58
14. Plan B Media Public Company Limited ^{3/}	810,000,000	9.98	9.98
15. Thai NVDR Company Limited	637,843,901	7.86	7.86
16. Mr. Sarat Rattanawadee	397,117,000	4.89	4.89
17. Mr. Wanchai Opasiamkhajorn	114,400,000	1.41	1.41
18. Mr. Kiat Srijomquan	95,646,725	1.18	1.18
19. Mr. Suparp Wongjinda	47,238,200	0.58	0.58
20. Mr. Dendanai Hutajuta	46,499,900	0.57	0.57
Total Number of Shares of Top 10 Shareholders	6,606,131,859	81.38	81.38

Source: The Business's Shareholder Register as of July 2, 2024

Remark: 1/ VGI directly holds 2,196,934,494 shares in the Business, representing 27.06% of the total issued and paid-up shares of ROCTEC. Additionally, VGI holds shares in the Business through BTS, a persons under Section 258 of VGI, amounting to 1,401,451,639 shares, representing 17.26% of the total issued and paid-up shares of ROCTEC.

2/BTS holds shares in ROCTEC as follows: 1) directly held 241,451,639 shares, which representing 2.97% of the total issued and paid-up shares of ROCTEC, and 2) held 1,160,000,000 shares through Metha Asset Management Company Limited, representing 14.29% of the total issued and paid-up shares of ROCTEC.

3/ PLANB directly held 810,000,000 shares, representing 9.98% of the total issued and paid-up shares of ROCTEC shares and held 588,000,000 shares through THAI NVDR Company Limited, representing 7.24% of the total issued and paid-up shares of ROCTEC.

25. Amendment to Part 3 Page 12: Section 1.5 List of the Board of DirectorsOriginal**1.5 List of the Board of Directors**

1.5.1 Prior to the Tender Offer

List of the Board of Directors pursuant to the latest board registration of the Business as of July 18, 2024.

Table 3-7 : List of the Board of Directors

Name	Position
1. Mr. Chaiwat Atsawintarangkun	Chairman / Independent Director / Audit Committee
2. Mrs. Suparanan Tanviruch	Vice Chairman
3. Mr. Weng Sam Lam	Chief Executive Officer / Director
4. Mr. Sathundon Sattabusya	Director
5. Mr. Warawut Natpradith ^{1/}	Director
6. Mr. Danai Tangsriviriyakul	Independent Director / Audit Committee
7. Mr. Chalush Chinthammit	Independent Director / Chairman of the Audit Committee

Source: Information from the SET's website (www.set.or.th)

Remark: 1/ Mr. Warawut Natpradith was appointed as a director due to shareholding proportion of BTS Group Holdings Public Company Limited in the Business.

Revision**1.5 List of the Board of Directors**

1.5.1 Prior to the Tender Offer

List of the Board of Directors pursuant to the latest board registration of the Business as of July 18, 2024.

Table 3-7 : List of the Board of Directors

Name	Position
1. Mr. Chaiwat Atsawintarangkun	Chairman / Independent Director / Audit Committee
2. Mrs. Suparanan Tanviruch ^{2/}	Vice Chairman
3. Mr. Weng Sam Lam ^{2/}	Chief Executive Officer / Director
4. Mr. Sathundon Sattabusya	Director
5. Mr. Warawut Natpradith ^{1/ 2/}	Director
6. Mr. Danai Tangsriviriyakul	Independent Director / Audit Committee

Name	Position
7. Mr. Chalush Chinthammit	Independent Director / Chairman of the Audit Committee

Source: Information from the SET's website (www.set.or.th)

Remark: 1/ Mr. Warawut Natpradith was appointed as a director due to shareholding proportion of BTS Group Holdings Public Company Limited in the Business.

2/ The authorized signatories are Mr. Warawut Natpradith, Mrs. Suparanan Tanviruch, and Mr. Weng Sam Lam; two of these three directors jointly sign together with the company's seal affixed.

26. Amendment to Part 3 Page 13-16: Section 2 Business Plan after Business Takeover

Original

2. Business Plan after Business Takeover

2.1 The Business's Status

The Offerors will not delist the Business's shares from the SET for 12 months period after the end of the Tender Offer Period, except that the Business cannot fulfill the listing requirements of the Stock Exchange of Thailand, the Offerors are obligated to comply with the laws, regulation and other relevant rules that are enforceable at the time.

In the case where there are many minority shareholders of the Business accept the Tender Offer; it may affect the qualification of the Business in maintain the status of a listed company on the SET regarding the qualification of the Business in maintaining the status of a listed company on the SET regarding the share distribution of minority shareholders (free float). According to the requirement of the SET, it requires no less than 150 minority shareholders and represents no less than 15% of the total paid-up capital of the Business. In that case, the Offerors and the Business will discuss with the SET regarding the share distribution plan of minority shareholders for the Business to have qualified proportion of minority shareholding that comply with regulations of the SET, with solution and progress to be disclosed to shareholders of the Business periodically.

2.2 Policy and Management Plan of the Business

The Offerors have no plans or policies to significantly change the nature or objectives of the business operations, investment expansion plans, management structure, acquisition and disposition of assets, financial structure, or dividend payment policy within 1 year from the end of the tender offer period, as detailed in the offer document.

However, if the Offerors intend to make any significant changes differing from those specified in the offer document within 1 year from the end of the tender offer period, the Offerors will proceed in

accordance with the laws, regulations, announcements, orders, or relevant provisions that are in force at that time.

- **Objective of the Business**

The Offerors have no plans or policies to significantly change the nature or objectives of the business operations according to the Business's main business plan within 12 months from the end of the tender offer period and still intends to focus on conducting the business as usual. Additionally, the Business's board of directors, shareholders' meetings, and/or any existing business plans approved prior to the Offerors' submission of the tender offer to acquire securities for business control will remain unchanged.

However, the Offerors may provide suggestions and/or collaborate with the Business to consider adjusting the business plan and operating policies of the Business. In the event of significant changes in the economic conditions, financial status, or business environment of the Business, or any other changes that impact the Business, the Offerors may propose that the Business review and revise its business policies or business plan. This is to ensure appropriateness with the Business's operations and financial status, to increase flexibility in business expansion in various aspects, or to enhance the Business's efficiency and competitive potential in the future, with primary consideration given to the best interests of the Business.

- **Investment Expansion Plan**

As of the date of the tender offer submission, the Offerors have no plans for the Business to significantly expand its investments beyond its normal investment activities. Additionally, within the first 12 months following the tender offer, the Offerors have no plans to expand investments for existing businesses. The Offerors will support the Business in carrying out its investment plans.

However, in the next 12 months from the end of the Tender Offer Period, the Offerors may suggest the Business to consider expanding its investment when having a business opportunity or investment opportunity that is suitable under the drive of the management and the Business's team. The Offerors will determine and study its current investment plan and provide appropriate advice on such investment plans, in which case the Offerors will ensure that the Business will comply with the applicable laws, notifications, and rules and regulations of the SEC and the SET.

- **Change in Management Structure**

As of the tender offer submission date, the Offerors have no plans to change the company's management structure within 1 year from the end of the Tender Offer Period. The Offerors also

have no intention to alter the organizational structure, management, or reduce the number of employees of the company, except in cases of resignation or adjustments made to improve efficiency in line with the economic conditions.

If there are any changes to the management structure, executive positions, including changes in the roles of executives, an increase in the number of directors, or the appointment of new directors, such changes must be reviewed and approved by the Business's board of directors and/or shareholders' meeting, as applicable. These actions will be carried out in accordance with the company's regulations, laws, and the rules of the SEC and the SET.

- **Plan to Acquire or Dispose the Business's or its Subsidiaries Asset**

As of the date of the tender offer submission, the Offerors have no plans for the Business to acquire and/or dispose of significant assets within 12 months from the end of the tender offer period, except for acquisitions and/or disposals of assets in the ordinary course of business.

However, if there are changes to the Business's operational plans to align with future business conditions that result in significant acquisitions and/or disposals of assets, such changes must be duly approved in accordance with the company's policies and carried out in compliance with relevant laws and regulations, including but not limited to the rules of the SEC and the SET.

- **Financial Structure**

As of the date of the tender offer submission, the Offerors have no plans to significantly alter the Business's financial structure, other than through the normal financial management of the Business within 12 months from the end of the tender offer period.

Additionally, if necessary, the Offerors may recommend or collaborate with the Business to review and improve the financial structure to align with the Business's operations and financial status. This could involve enhancing the Business's competitive and investment capabilities or arranging additional financing at a level suitable for the Business's financial structure and business operations. The aim would be to avoid any adverse impact on the Business's performance or to improve competitive efficiency in the future, with a focus on the Business's best interests. The Offerors will ensure that any such actions receive approval from the board of directors and/or shareholders' meeting of the Business (as applicable) and are carried out in accordance with the Business's policies, relevant regulations, laws, and the rules of the SEC and the SET.

- **Dividend Policy**

The Offerors have no plans or policies to change the dividend payment policy within 12 months from the end of the Tender Offer Period. In the event that the Business has no need for funds

for investment or expansion and has sufficient cash flow, the Business has a policy to pay dividends to shareholders of not less than 50% of the net profit as per the Business's financial statements, after deducting corporate income tax, legal reserves, and other reserves as required by law and the Business's regulations.

However, the payment of dividends may be subject to change and must consider various factors, such as the Business's performance and financial position, liquidity, business expansion, and other relevant management considerations. Additionally, the dividend payments mentioned above must be approved by the Business's board of directors and shareholders' meeting.

Revision

2. Business Plan after Business Takeover

2.1 The Business's Status

The Offerors will not delist the Business's shares from the SET for 12 months period after the end of the Tender Offer Period, except that the Business cannot fulfill the listing requirements of the Stock Exchange of Thailand, the Offerors are obligated to comply with the laws, regulation and other relevant rules that are enforceable at the time.

In the case where there are many minority shareholders of the Business accept the Tender Offer; it may affect the qualification of the Business in maintain the status of a listed company on the SET regarding the qualification of the Business in maintaining the status of a listed company on the SET regarding the share distribution of minority shareholders (free float). According to the requirement of the SET, it requires no less than 150 minority shareholders and represents no less than 15% of the total paid-up capital of the Business. In that case, the Offerors and the Business will discuss with the SET regarding the share distribution plan of minority shareholders for the Business to have qualified proportion of minority shareholding that comply with regulations of the SET, with solution and progress to be disclosed to shareholders of the Business periodically.

2.2 Policy and Management Plan of the Business

The Offerors have no plans or policies to significantly change the nature or objectives of the business operations, investment expansion plans, management structure, acquisition and disposition of assets, financial structure, or dividend payment policy within 1 year from the end of the tender offer period, as detailed in the offer document.

~~However, if the Offerors intend to make any significant changes differing from those specified in the offer document within 1 year from the end of the tender offer period, the Offerors will proceed in~~

~~accordance with the laws, regulations, announcements, orders, or relevant provisions that are in force at that time.~~

- **Objective of the Business**

The Offerors have no plans or policies to significantly change the nature or objectives of the business operations according to the Business's main business plan within 12 months from the end of the tender offer period and still intends to focus on conducting the business as usual. Additionally, the Business's board of directors, shareholders' meetings, and/or any existing business plans approved prior to the Offerors' submission of the tender offer to acquire securities for business control will remain unchanged.

However, the Offerors may provide suggestions and/or collaborate with the Business to consider adjusting the business plan and operating policies of the Business. In the event of significant changes in the economic conditions, financial status, or business environment of the Business, or any other changes that impact the Business, the Offerors may propose that the Business review and revise its business policies or business plan. This is to ensure appropriateness with the Business's operations and financial status, to increase flexibility in business expansion in various aspects, or to enhance the Business's efficiency and competitive potential in the future, with primary consideration given to the best interests of the Business.

However, if the Offerors intend to make any significant changes differing from those specified in the offer document within 1 year from the end of the tender offer period, the Offerors will proceed in accordance with the laws, regulations, announcements, orders, or relevant provisions that are in force at that time.

- **Investment Expansion Plan**

As of the date of the tender offer submission, the Offerors have no plans for the Business to significantly expand its investments beyond its normal investment activities. Additionally, within the first 12 months following the tender offer, the Offerors have no plans to expand investments for existing businesses. The Offerors will support the Business in carrying out its investment plans.

However, in the next 12 months from the end of the Tender Offer Period, the Offerors may suggest the Business to consider expanding its investment when having a business opportunity or investment opportunity that is suitable under the drive of the management and the Business's team. The Offerors will determine and study its current investment plan and provide appropriate advice on such investment plans, in which case the Offerors will ensure that the Business will comply with the applicable laws, notifications, and rules and regulations of the SEC and the SET.

- **Change in Management Structure**

Following the tender offer, the Offerors may consider adjusting the composition of the board of directors to reflect the new shareholding structure, while ensuring business continuity. Changes to the board may occur as necessary, such as in cases of resignation or expiration of terms. Nevertheless, the board structure will maintain a proportion of independent directors and an audit committee in accordance with applicable laws, as well as the regulations and requirements of the SEC and the Stock Exchange, as applicable to the company at that time

~~As of the tender offer submission date~~ Moreover, the Offerors have no plans to change the company's management structure within 1 year from the end of the Tender Offer Period. The Offerors also have no intention to alter the organizational structure, management, or reduce the number of employees of the company, except in cases of resignation or adjustments made to improve efficiency in line with the economic conditions.

If there are any changes to the management structure, executive positions, including changes in the roles of executives, an increase in the number of directors, or the appointment of new directors, such changes must be reviewed and approved by the Business's board of directors and/or shareholders' meeting, as applicable. These actions will be carried out in accordance with the company's regulations, laws, and the rules of the SEC and the SET.

- **Plan to Acquire or Dispose the Business's or its Subsidiaries Asset**

As of the date of the tender offer submission, the Offerors have no plans for the Business to acquire and/or dispose of significant assets within 12 months from the end of the tender offer period, except for acquisitions and/or disposals of assets in the ordinary course of business.

However, if there are changes to the Business's operational plans to align with future business conditions that result in significant acquisitions and/or disposals of assets, such changes must be duly approved in accordance with the company's policies and carried out in compliance with relevant laws and regulations, including but not limited to the rules of the SEC and the SET.

- **Financial Structure**

As of the date of the tender offer submission, the Offerors have no plans to significantly alter the Business's financial structure, other than through the normal financial management of the Business within 12 months from the end of the tender offer period.

Additionally, if necessary, the Offerors may recommend or collaborate with the Business to review and improve the financial structure to align with the Business's operations and financial status. This could involve enhancing the Business's competitive and investment capabilities or arranging additional financing at a level suitable for the Business's financial structure and

business operations. The aim would be to avoid any adverse impact on the Business's performance or to improve competitive efficiency in the future, with a focus on the Business's best interests. The Offerors will ensure that any such actions receive approval from the board of directors and/or shareholders' meeting of the Business (as applicable) and are carried out in accordance with the Business's policies, relevant regulations, laws, and the rules of the SEC and the SET.

- **Dividend Policy**

The Offerors have no plans or policies to change the dividend payment policy within 12 months from the end of the Tender Offer Period. In the event that the Business has no need for funds for investment or expansion and has sufficient cash flow, the Business has a policy to pay dividends to shareholders of not less than 50% of the net profit as per the Business's financial statements, after deducting corporate income tax, legal reserves, and other reserves as required by law and the Business's regulations.

27. Amendment to Part 3 Page 17-21: Section 2.3 Related Party TransactionsOriginal**2.3 Related Party Transactions**

Related parties and transactions between the Offerors and persons under Section 258 of the Offerors and the Business according to the notes of the financial statements for the fiscal years ended March 31, 2022 – 2024, and financial statement for the three-month period ended June 30, 2024, are detailed as follows:

Table 3-9 : Related Party Transactions

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
Trans.Ad Solution Company Limited ("TransAd")	VGI VGI is a subsidiary of BTS. BTS holds a 57.10% stake in VGI.	Service income from maintenance of screens.	106	118	114	30	This is in line with normal business operations and is priced similarly to other manufacturers.
Gold Star Group Company Limited ("GSG")	VGI	Produces advertising visuals for installation on the client's advertising media.	9	36	59	9	This is in line with normal business operations and is priced similarly to other manufacturers.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
GSG	888 Media Company Limited ("888 Media") 888 Media is a subsidiary of VGI. VGI holds a 99.99% stake in 888 Media.	Produces advertising visuals for installation on the client's advertising media.	68	69	49	9	This is in line with normal business operations and is priced similarly to other manufacturers.
GSG	BTS	Produces advertising visuals for installation on the client's advertising media.	-	-	5	-	This is in line with normal business operations and is priced similarly to other manufacturers.
GSG	Rabbit Rewards Company Limited ("Rabbit Rewards") Rabbit Rewards is a subsidiary of RB Services Company Limited ("RB"). RB holds a 74.99% stake in Rabbit Rewards. RB is a subsidiary of BTS. BTS holds a 99.99% stake in RB.	Produces advertising visuals for installation on the client's advertising media.	-	10	-	-	This is in line with normal business operations and is priced similarly to other manufacturers.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
TransAd	VGI	Produce a digital advertising.	45	248	198	39	This is in line with normal business operations and is priced similarly to other manufacturers.
TransAd	Northern Bangkok Monorail Company Limited ("NBM") NBM is a subsidiary of BTS. BTS holds a 75.00% stake in NBM.	Develop a train control system.	7	2	9	1	This is in line with normal business operations and is priced similarly to other manufacturers.
TransAd	BTS Infrastructure Development Company Limited ("BTS ID") BTS ID is a subsidiary of BTS. BTS holds a 99.97% stake in BTS ID.	Develop a train control system.	-	6	3	0.3	This is in line with normal business operations and is priced similarly to other manufacturers.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
Winbliss Company Limited	Bangkok Payment Solutions Company Limited ("BPS") BPS is a subsidiary of RB. RB holds a 67.00% stake in BPS.	Develop a payment system.	4	7	15	0.8	This is in line with normal business operations and is priced similarly to other manufacturers.
ROCTEC	BTS	Office rental income, the contract ends on March 31, 2025.	-	4	8	2	It is in line with normal business operations and is priced consistently with the general market price.
Master and More Company Limited ("M&M")	VGI	Appointed VGI as an advertising media sale representative, annual minimum consideration of at least THB 35,000,000	-	6	22	9	To expand sales channels, the appointment of a sales representative will enable the Business to benefit from increased revenue, at least equal to the previous levels. Additionally, there will be knowledge sharing and the utilization of resources that contribute to economies of scale. This transaction is a business support activity under general commercial terms, with the agreed advertising rates being market prices that can be referenced.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
M&M	Bangkok Mass Transit System Public Company Limited ("BTSC") BTSC is a subsidiary of BTS. BTS holds a 98.23% stake in BTSC.	M&M has been granted rights by BTSC to install and manage street furniture advertising media at the pillars of BTS Skytrain stations for a total period of 5 years, BTSC agrees to extend the contract for M&M for another 5 years in advance, bringing the total duration to 10 years. Currently, BTS has 22 stations with 309 signs, 132 LED digital screens, 137 light box advertisements, and 40 static advertisements. M&M agrees to pay compensation for the rights in the 5 th year (May 2023 - April 2024) of THB 3.48 million, with an annual increase of 5%.	35	32	41	12	It is in line with normal business operations and involves setting compensation according to common practices.
ROCTEC	BTS	Investment relationship officer expense	-	-	2	0.5	It is in line with normal business operations and is priced consistently with the general market price.

Within 12 months from the end of the Tender Offer Period, the existing related party transactions (“RPT”) between the Business and the Offerors and/or persons under Section 258 of the Offerors will continue. The Offerors have no policy to change the current conditions of the said transactions. In this regard, the existing transactions between the Business and the Offerors appear in the table above.

Moreover, during 12 months after the end of the Tender Offer Period, the Offerors or persons under Section 258 of the Offerors have no plan to materially change the current policy on RPT’s between the Business and its related parties and will continue to adhere to the current policy. As of the Tender Offer date, the Business has put in place the policies, procedures, and the approval process on related party transactions in compliance with the regulations of the SET and the SEC in order to prevent any conflicts of interests arising from related party transactions between the Business and its subsidiaries, affiliated companies, related companies and/or any other persons who may have conflicts of interests.

In this regard, within the 12-month period from the end of Tender Offer Period, the Offerors and the persons under Section 258 of the Securities and Exchange Act of the Offerors may have transactions with the Business and its subsidiaries which are normal business transaction in line with operating and business plan of the Business and/or other related party transactions with the Business or its subsidiaries by considering the necessity and reasonableness of the transactions. The Offerors will arrange to ensure that the Business and its subsidiaries proceeds in compliance with its Articles of Association, the provisions under the Public Limited Companies Act B.E. 2535, the rules, regulations and notifications of the SEC and the SET, and the disclosure rules for connected transactions and transactions in acquisition or disposal of material assets of the Business insofar as they are applicable to the Business at that time.

Revision

2.3 Related Party Transactions

Related parties and transactions between the Offerors and persons under Section 258 of the Offerors and the Business according to the notes of the financial statements for the fiscal years ended March 31, 2022 – 2024, and financial statement for the three-month period ended June 30, 2024, are detailed as follows:

Table 3-9: Related Party Transactions

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
Trans.Ad Solution Company Limited ("TransAd")	VGI VGI is a subsidiary of BTS. BTS holds a 57.10% stake in VGI.	Service income from maintenance of screens.	106	118	114	30	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.
Gold Star Group Company Limited ("GSG")	VGI	Produces advertising visuals for installation on the client's advertising media.	9	36	59	9	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.
GSG	888 Media Company Limited ("888 Media") 888 Media is a subsidiary of VGI. VGI holds a 99.99% stake in 888 Media.	Produces advertising visuals for installation on the client's advertising media.	68	69	49	9	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
GSG	BTS	Produces advertising visuals for installation on the client's advertising media.	-	-	5	-	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.
GSG	Rabbit Rewards Company Limited ("Rabbit Rewards") Rabbit Rewards is a subsidiary of RB Services Company Limited ("RB"). RB holds a 74.99% stake in Rabbit Rewards. RB is a subsidiary of BTS. BTS holds a 99.99% stake in RB.	Produces advertising visuals for installation on the client's advertising media.	-	10	-	-	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
TransAd	VGI	Produce a digital advertising.	45	248	198	39	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.
TransAd	Northern Bangkok Monorail Company Limited ("NBM") NBM is a subsidiary of BTS. BTS holds a 75.00% stake in NBM.	Develop a train control system.	7	2	9	1	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.
TransAd	BTS Infrastructure Development Company Limited ("BTS ID") BTS ID is a subsidiary of BTS. BTS holds a 99.97% stake in BTS ID.	Develop a train control system.	-	6	3	0.3	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
Winbliss Company Limited	Bangkok Payment Solutions Company Limited ("BPS") BPS is a subsidiary of RB. RB holds a 67.00% stake in BPS.	Develop a payment system.	4	7	15	0.8	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.
ROCTEC	BTS	Office rental income, the contract ends on March 31, 2025.	-	4	8	2	This is in line with normal business operations and is priced consistently with the general market price. the pricing and commercial terms are the same as if conducting a transaction with an external party.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three-month period ended June 30, 2024	
Master and More Company Limited ("M&M")	VGI	Appointed VGI as an advertising media sale representative, annual minimum consideration of at least THB 35,000,000	-	6	22	9	To expand sales channels, the appointment of a sales representative will enable the Business to benefit from increased revenue, at least equal to the previous levels. Additionally, there will be knowledge sharing and the utilization of resources that contribute to economies of scale. This transaction is a business support activity under general commercial terms, with the agreed advertising rates being market prices that can be referenced <u>are market-based and are the same as if conducting a transaction with an external party.</u>

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
M&M	<p>Bangkok Mass Transit System Public Company Limited (“BTSC”)</p> <p>BTSC is a subsidiary of BTS. BTS holds a 98.23% stake in BTSC.</p>	<p>M&M has been granted rights by BTSC to install and manage street furniture advertising media at the pillars of BTS Skytrain stations for a total period of 5 years, BTSC agrees to extend the contract for M&M for another 5 years in advance, bringing the total duration to 10 years.</p> <p>Currently, BTS has 22 stations with 309 signs, 132 LED digital screens, 137 light box advertisements, and 40 static advertisements.</p> <p>M&M agrees to pay compensation for the rights in the 5th year (May 2023 - April 2024) of THB 3.48 million, with an annual increase of 5%.</p>	35	32	41	12	<p>This is in line with normal business operations and involves setting compensation according to common practices; <u>the pricing and commercial terms are the same as if conducting a transaction with an external party.</u></p>

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three- month period ended June 30, 2024	
ROCTEC	BTS	Investment relationship officer expense	-	-	2	0.5	This is in line with normal business operations and is priced similarly to other manufacturers. the pricing and commercial terms are the same as if conducting a transaction with an external party.

[ROCTEC has established policies and procedures for approving and conducting related-party transactions and transactions that may present conflicts of interest, including policies for future related-party transactions. These transactions are considered based on necessity and appropriateness, with the primary focus on the company's best interests. Related-party transactions must be conducted fairly under general commercial terms or at market prices \(Fair and at arm's length\). \(Please see further details in ROCTEC's Annual Information Disclosure \(Form 56-1 One Report\)\).](#)

Within 12 months from the end of the Tender Offer Period, the existing related party transactions ("RPT") between the Business and the Offerors and/or persons under Section 258 of the Offerors will continue. The Offerors have no policy to change the current conditions of the said transactions. In this regard, the existing transactions between the Business and the Offerors appear in the table above.

Moreover, during 12 months after the end of the Tender Offer Period, the Offerors or persons under Section 258 of the Offerors have no plan to materially change the current policy on RPT's between the Business and its related parties and will continue to adhere to the current policy. As of the Tender Offer date, the Business has put in place the policies, procedures, and the approval process on related party transactions in compliance with the regulations of the SET and the SEC in order to prevent any conflicts of interests arising from related party transactions between the Business and its subsidiaries, affiliated companies, related companies and/or any other persons who may have conflicts of interests.

In this regard, within the 12-month period from the end of Tender Offer Period, the Offerors and the persons under Section 258 of the Securities and Exchange Act of the Offerors may have transactions with the Business and its subsidiaries which are normal business transaction in line with operating and business plan of the Business and/or other related party transactions with the Business or its subsidiaries by considering the necessity and reasonableness of the transactions. The Offerors will arrange to ensure that the Business and its subsidiaries proceeds in compliance with its Articles of Association, the provisions under the Public Limited Companies Act B.E. 2535, the rules, regulations and notifications of the SEC and the SET, and the disclosure rules for connected transactions and transactions in acquisition or disposal of material assets of the Business insofar as they are applicable to the Business at that time.

28. Amendment to Part 4 Page 5: Section 1.4 Submission of the Tender Offer Acceptance Form

Original

1.4 Submission of the Tender Offer Acceptance Form

The submission of the Tender Offer Acceptance form and supporting documents can be made between 9:00 AM and 4:00 PM from August 28, 2024, to October 29, 2024, on all business days at the headquarters of the Tender Offer Agent.

1) Submission of the Acceptance Form

The Offeree shall complete and submit the Tender Offer Acceptance Form as specified in Clause 1.2 together with the supporting documents as specified in Clause 1.3, which must be correctly and fully completed and signed. The documents include (a) Endorsed share certificate, signed by the Offeree, (b) The Tender Offer Acceptance form and power of attorney, (c) The KYC & Suitability Test form, which can be requested from the Tender Offer Agent, (d) 3 sets of identification documents of the Offeree as specified in Clause 1.3 (5), as applicable. These documents must be submitted to the Tender Offer Agent at the address below:

UOB Kay Hian Securities (Thailand) Public Company Limited (“Tender Offer Agent”)
Operation Team
Khun Chainarong Boonsanong or Khun Charun Suksakon
Sindhorn Tower, 3rd floor (Operation Department)
130-132 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Tel : 02-659-8000 ext. 8264 or 8226

The Tender Offer Agent will not accept documents sent by post

All the aforementioned documents must be submitted by 4:00 PM on October 29, 2024, or at least 2 business days before the last day of the Tender Offer period. (If the Tender Offer period is extended, the Offeror will announce the extension to the Offeree.) This ensures that the Tender Offer Agent has sufficient time to verify and deposit the share certificates with the TSD, which is the securities registrar. In case the share certificates are rejected by the TSD, the Tender Offer Agent will notify the Offeree to collect the rejected share certificates.

2) In case of scripless shares and NVDR

In the case where the Offeree has shares deposited with the TSD in the scripless system and NVDR through a brokerage company acting and/or custodian where the Offeree has opened a securities trading account, the Offeree must contact that brokerage company and/or custodian. They will collect and submit the Tender Offer Acceptance form as specified in Clause 1.2 and the supporting documents as specified in Clause 1.3, as applicable, to the Tender Offer Agent at the address specified in Clause 1.4 (1). The Offeree can submit all documents to the brokerage company and/or custodian within the date and time specified by each brokerage company and/or custodian to ensure they can forward them to the Tender Offer Agent within the Tender Offer period.

In case the Offeree has shares deposited with TSD under the Issuer Account number 600, the Offeree must follow the details as specified in Clause 1.3 (2) and submit (a) the Tender Offer Acceptance Form as specified in Clause 1.2 (b) the supporting document as specified in Clause 1.3

including TSD-403 in attachment 1.6 and a set of identification documents of the Offeree in accordance with the type of person as specified on page 2 of TSD-403 form as specified in Clause 1.2. These documents must be submitted within October 29, 2024, or at least 2 business days prior to the last day of Tender Offer Period to ensure sufficient time for coordinating and completing the share transfer process. In case the TSD rejects the TSD-403 form, the Tender Offeror and/or the Tender Offer Agent reserves the right to reject the Offeree's acceptance of the Tender Offer.

Revision

1.4 Submission of the Tender Offer Acceptance Form

The submission of the Tender Offer Acceptance form and supporting documents can be made between 9:00 AM and 4:00 PM from August 28, 2024, to October [2931](#), 2024, on all business days at the headquarters of the Tender Offer Agent.

1) **Submission of the Acceptance Form**

The Offeree shall complete and submit the Tender Offer Acceptance Form as specified in Clause 1.2 together with the supporting documents as specified in Clause 1.3, which must be correctly and fully completed and signed. The documents include (a) Endorsed share certificate, signed by the Offeree, (b) The Tender Offer Acceptance form and power of attorney, (c) The KYC & Suitability Test form, which can be requested from the Tender Offer Agent, (d) 3 sets of identification documents of the Offeree as specified in Clause 1.3 (5), as applicable. These documents must be submitted to the Tender Offer Agent at the address below:

UOB Kay Hian Securities (Thailand) Public Company Limited ("Tender Offer Agent")
Operation Team
Khun Chainarong Boonsanong or Khun Charun Suksakon
Sindhorn Tower, 3rdfloor (Operation Department)
130-132 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Tel : 02-659-8000 ext. 8264 or 8226

The Tender Offer Agent will not accept documents sent by post

All the aforementioned documents must be submitted by 4:00 PM on October 29, 2024, or at least 2 business days before the last day of the Tender Offer period. (If the Tender Offer period is extended, the Offeror will announce the extension to the Offeree.) This ensures that the Tender Offer Agent has sufficient time to verify and deposit the share certificates with the TSD, which is the securities registrar. In case the share certificates are rejected by the TSD, the Tender Offer Agent will notify the Offeree to collect the rejected share certificates.

2) In case of scripless shares and NVDR

In the case where the Offeree has shares deposited with the TSD in the scripless system and NVDR through a brokerage company acting and/or custodian where the Offeree has opened a securities trading account, the Offeree must contact that brokerage company and/or custodian. They will collect and submit the Tender Offer Acceptance form as specified in Clause 1.2 and the supporting documents as specified in Clause 1.3, as applicable, to the Tender Offer Agent at the address specified in Clause 1.4 (1). The Offeree can submit all documents to the brokerage company and/or custodian within the date and time specified by each brokerage company and/or custodian to ensure they can forward them to the Tender Offer Agent within the Tender Offer period.

In case the Offeree has shares deposited with TSD under the Issuer Account number 600, the Offeree must follow the details as specified in Clause 1.3 (2) and submit (a) the Tender Offer Acceptance Form as specified in Clause 1.2 (b) the supporting document as specified in Clause 1.3 including TSD-403 in attachment 1.6 and a set of identification documents of the Offeree in accordance with the type of person as specified on page 2 of TSD-403 form as specified in Clause 1.2. These documents must be submitted within October 29, 2024, or at least 2 business days prior to the last day of Tender Offer Period to ensure sufficient time for coordinating and completing the share transfer process. In case the TSD rejects the TSD-403 form, the Tender Offeror and/or the Tender Offer Agent reserves the right to reject the Offeree's acceptance of the Tender Offer.

3) Tender Offer Acceptance via online system (E-Tender)

The Offeree who accepts tender offer via online E-Tender systems must be an individual person with Thai nationality which can verify and authenticate with information of Department of Provincial Administration (Online DOPA) successfully and shares which are offered must not be foreign shares. In this regard, shares to be offered must be scripless and deposited at Thailand Securities Depository Company Limited (TSD) or deposited via only securities companies which act as brokerage companies in which the Offeree open trading securities accounts. The Offeree can express their intention to tender shares via online E-Tender of UOB Kay Hian Securities (Thailand) Public Company Limited (UOBKH) (www.utrade.co.th) , the Offeree needs to proceed the acceptance to tender offer via online system from 28 August 2024 to 31 October 2024. The Tender Offer Agent requests for the Offeree's cooperation to complete the online tender offer by 28 October 2024 or within 3 business days prior to the last day of the Offer Period. After accepting for sale of tendered shares through online system, the Offeree must inform their securities companies which the Offeree has opened trading securities account to transfer such tendered shares to UOBKH tender offer securities account.

In this case, the sale of tendered shares will be completed after the Tender Offer Agent receives shares in scripless form in the amount that the Offeree intends to offer for sale within the specified

period. In the case that the Tender Offer Agent cannot receive tendered shares within specified period, the Tender Offer Agent will consider that the transaction is not completed, and such transaction will be automatically canceled.

29. Amendment to Part 4 Page 13: Section 6 Procedures for Returning Securities in the Case of the Tender Offer Cancellation

Original

6.1 In case of share certificate:

In case of Tender Offer Cancellation, the Tender Offeror will have the Tender Offer Agent return share certificate to the Offeree after the Offeree complete application for withdrawing from the participant account in Attachment 6. The Offeree can collect share certificate at the office of the Tender Offer Agent as stated in Clause 1.4 (1) on any business day after the day that the Tender Offeror notifies of the Tender Offer Cancellation.

In the event of Tender Offer Cancellation within the first 20 business days of the Tender Offer period, the Offeree can collect the share certificates at the office of the Tender Offer Agent as specified in Clause 1.4 (1) within 20 business days from the date the Offeror notifies the cancellation. Additionally, the Offeree must follow the procedures set by the Tender Offer Agent in term of requesting a return of share certificates. The Offeree will be responsible for all costs associated with the return of the share certificates (if any). The process for issuing share certificates by TSD may take at least 14 days.

Revision

6.1 In case of share certificate:

In case of Tender Offer Cancellation, the Tender Offeror will have the Tender Offer Agent return share certificate to the Offeree after the Offeree complete application for withdrawing from the participant account in Attachment 6. The Offeree can collect share certificate at the office of the Tender Offer Agent as stated in Clause 1.4 (1) on any business day after the day that the Tender Offeror notifies of the Tender Offer Cancellation.

In the event of Tender Offer Cancellation within the first 20 business days of the Tender Offer period, the Offeree can collect the share certificates at the office of the Tender Offer Agent as specified in Clause 1.4 (1) within 20 business days from the date the Offeror notifies the cancellation. Additionally, the Offeree must follow the procedures set by the Tender Offer Agent in term of requesting a return of share certificates. The Offeree will be responsible for all costs associated with the return of the share certificates (if any). The process for issuing share certificates ~~by TSD~~ may take at least 14 days.

- Translation -

BTS Group Holdings Public Company Limited, as the Offeror, would like to submit the Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.1 as attached herewith.

BTS Group Holdings Public Company Limited

Kavin Kanjanapas

(Mr. Kavin Kanjanapas)

Authorized Director

Kong Chi Keung

(Mr. Kong Chi Keung)

Authorized Director

The Offeror

- Translation -

RB Services Company Limited, as the Offeror, would like to submit the Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.1 as attached herewith.

RB Services Company Limited

Kavin Kanjanapas

(Mr. Kavin Kanjanapas)

Authorized Director

Surapong Laoha-unya

(Mr. Surapong Laoha-unya)

Authorized Director

The Offeror

- Translation -

Pioneer Advisory Company Limited, as Tender Offer's preparer and authorized representative of this, would like to submit the Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.1 as attached herewith.

Pioneer Advisory Company Limited

Duenpun Lilavivat

(Miss Duenpun Lilavivat)

Authorized Director

Tanai Sudhiko

(Mr. Tanai Sudhiko)

Authorized Director

Tender Offer Preparer and
Tender Offer's Authorized Representative