

Ref. No. IRS.016/2024
October 7, 2024

Subject: Notification on receiving the Amendment to the Tender Offer of Roctec Global Public Company Limited (Form 247-4, Amendment No.2)

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.2

We, Roctec Global Public Company Limited (the “**Company**”), hereby notify you that on October 7, 2024, the Company has received the Amendment to the Tender Offer (Form 247-4, Amendment No.2) 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 11/2567

October 7, 2024

Subject: Submission of the Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.2

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

Reference: 1. The Tender Offer for Securities of Roctec Global Public Company Limited (“Form 247-4”) dated August 23, 2024

2. Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited No.1 dated September 20, 2024

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 Amendment to the Tender Offer for the Securities of Roctec Global Public Company Limited (“**ROCTEC**” or the “**Business**”) No.1 to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and directors and shareholders of the Business on September 20, 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. 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.2

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

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

Original

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, representing 27.06 percent of the total issued shares, via accepting the tender offer of ROCTEC.

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, representing 27.06 percent of the total issued shares, via accepting the tender offer of ROCTEC.

BTS and RB will jointly make a Tender Offer for all securities of the Business, in which the Offerors will allocate the tendered shares as follows:

1. BTS will acquire the ordinary shares of the Business in the amount not exceeding 6,635,344,776 shares, representing 81.74% of the total issued and paid-up shares of the Business and 81.74% of the total voting rights of the Business.
2. RB will acquire the remaining ordinary shares of the Business after BTS has completed its acquisition.

2. Amendment to Part 1 Page 2: Section 6. Tender Offer Price

Original

6. Tender Offer Price

The Tender Offer Price of the ordinary share is THB 1.00 (One Thai Baht only) per share (the “**Offer Price**”). The shareholders tendering their ordinary shares (the “**Offeree**”) are subjected to a brokerage fee of 0.25% of the Offer Price and value added tax (VAT) of 7.00% of the brokerage fee. Therefore, the net proceeds to be received by the Offeree will be THB 0.997325 (Zero Point Nine Nine Seven Three Two Five Thai Baht) per share.

Such Offer Price is:

the final offer price which shall not be changed (unless conditions as stated in Clause 8 are met)

not the final offer and the Offer Price may be changed by the Offerors

In calculating the amount of payment for the securities to be paid to each Offeree, UOB Kay Hian Securities (Thailand) Public Company Limited (the “**Tender Offer Agent**”) will multiply the net Offer Price by the number of shares offered. The resulting amount will then be rounded to 2 decimal places. If the third decimal place is equal to or greater than 5, it will be rounded up; if it is less than 5, it will be rounded down.

Pursuant to the Revenue Code of Thailand, capital gains from the sale of shares realized by a foreign juristic person will be subject to a 15.00% withholding tax which will be borne by the Offeree, unless exempted by an applicable double tax treaty. Withholding tax is calculated based on the capital gains from the sale of shares (the difference between the Offer Price and the original cost the Offeree had paid for such tendered shares). The Offeree must declare the original cost of such tendered shares to the Tender Offer Agent by completing a Declaration Form for Cost of Tendered Shares in accordance with Attachment 1.3 or Declaration Form for Cost of Tendered Shares for NVDR in accordance with Attachment 2.3.

If the Offeree fails to declare such original cost to the Tender Offer Agent or does not submit proper evidence thereof, the Tender Offer Agent will determine the withholding tax based on the entire proceeds to be received by the Offeree.

Note: The Offeree, who is a Thai juristic person, shall be responsible for withholding tax at the rate of 3.00% of the brokerage fee and shall issue withholding tax certificate to the Tender Offer Agent.

Revision**6. Tender Offer Price**

The Tender Offer Price of the ordinary share is THB 1.00 (One Thai Baht only) per share (the “**Offer Price**”). The shareholders tendering their ordinary shares (the “**Offeree**”) are subjected to a brokerage fee of 0.25% of the Offer Price and value added tax (VAT) of 7.00% of the brokerage fee. Therefore, the net proceeds to be received by the Offeree will be THB 0.997325 (Zero Point Nine Nine Seven Three Two Five Thai Baht) per share (“Net Offer Price”).

The Offeree will receive payment for the shares tendered in Thai Baht with 2 decimal places in Satang unit. In calculating 2 decimal places, if any fraction is more than or equivalent to THB 0.005, such fraction will be rounded up. If any fraction is less than THB 0.005, such fraction will be rounded down. Such Offer Price is:

[] the final offer price which shall not be changed (unless conditions as stated in Clause 8 are met)

[] not the final offer and the Offer Price may be changed by the Offerors

~~In calculating the amount of payment for the securities to be paid to each Offeree, UOB Kay Hian Securities (Thailand) Public Company Limited (the “**Tender Offer Agent**”) will multiply the net Offer Price by the number of shares offered. The resulting amount will then be rounded to 2 decimal places. If the third decimal place is equal to or greater than 5, it will be rounded up; if it is less than 5, it will be rounded down.~~

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If the Offeree fails to declare such original cost to the Tender Offer Agent or does not submit proper evidence thereof, the Tender Offer Agent will determine the withholding tax based on the entire proceeds to be received by the Offeree.

Note: The Offeree, who is a Thai juristic person, shall be responsible for withholding tax at the rate of 3.00% of the brokerage fee and shall issue withholding tax certificate to the Tender Offer Agent.

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 ^{2/}	782,664,295	5.94	5.94
1.3. K2J Holding Company Limited	400,818,000	3.04	3.04
1.4. Miss Sushan Kanjanapas	32,000,055	0.24	0.24
1.5. AMSFIELD HOLDINGS PTE. LTD. ^{3/}	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/ 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 Sushan Kanjanapas at 10.00 percent of total paid-up shares in K2J.
- 3/ 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.

Revision

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

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12. Thai NVDR Company Limited	1,109,306,744	8.42	8.42
13. Social Security Office	421,746,300	3.20	3.20
14. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	348,731,850	2.65	2.65
15. Bangkok Bank Public Company Limited	239,461,128	1.82	1.82
16. Bualuang Long-Term Equity Fund	182,785,100	1.39	1.39
17. Bualuang Securities Public Company Limited	145,861,700	1.11	1.11
18. Bualuang Long-Term Equity Fund 75/25	93,047,300	0.71	0.71
19. Bualuang Flexible RMF	88,211,100	0.67	0.67
20. Mr. Sombath Phanichewa	71,622,992	0.54	0.54

Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of BTS (%)	Percentage of Total Voting Rights of BTS (%)
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.

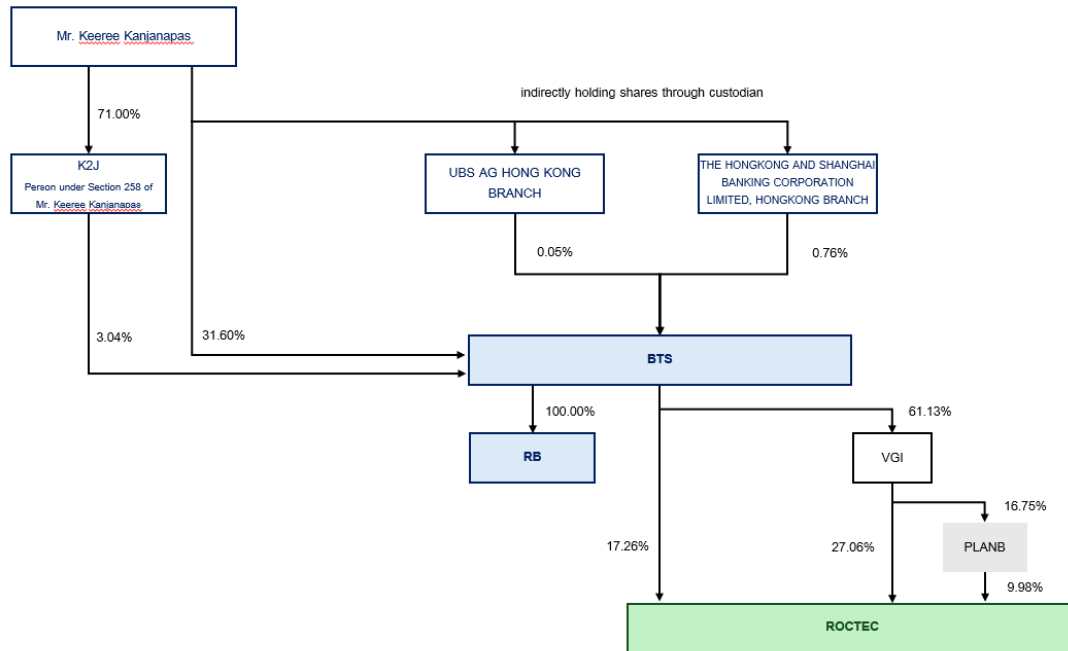
2/ K2J Holding Company Limited (“K2J”) is a holding company primarily focused on non-financial investments with a registered capital of THB 5,000,000. Mr. Keeree Kanjanapas and his persons under Section 258 [which consists of Mrs. Anchalee Kanjanapas, who is the wife, and a foreign legal entity where Mr. Keeree Kanjanapas is the ultimate beneficiary](#) 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 Sushan Kanjanapas at 10.00 percent of total paid-up shares in K2J [both are adult children.](#)

3/ 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

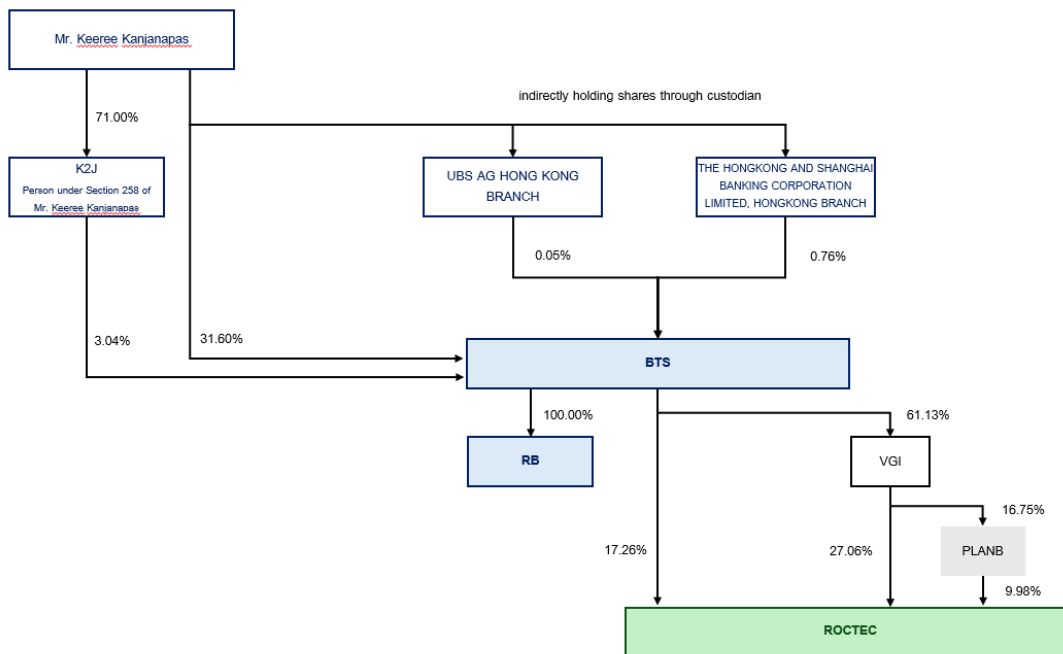


Source : BTS, The Stock Exchange of Thailand (www.set.or.th), and Business Online Website

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 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 Sushan Kanjanapas at 10.00 percent of total paid-up shares in 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 [which consists of Mrs. Anchalee Kanjanapas, who is the wife, and a foreign legal entity where Mr. Keeree Kanjanapas is the ultimate beneficiary](#) 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 Suhsan Kanjanapas at 10.00 percent of total paid-up shares in K2J, [which both are adult children](#).

5. Amendment to Part 2 Page 9: Section 2) Long-term Debentures

Original

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.

Revision

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 ^{2/}	72,565.32	80,759.56
Total	81,044.98	91,083.98

Remark: 1/ 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.

2/ Please review the additional details concerning the repayment schedule and compliance with specific financial covenants as outlined in the contract, such as maintaining the interest-bearing debt to equity ratio. These details are included in the notes to the financial statement for the year ended March 31, 2024, and the first-quarter financial statements ended June 30, 2024. As of June 30, 2024, the BTS group was able to maintain the required financial ratios as stipulated.

6. 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.

(2) Registered and Paid-up Capital

As of March 31, 2024, RB has a registered and paid-up capital of THB 335,000,000 consisting of 3,350,000 shares at a par value of THB 100.00.

Revision**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. [Currently, RB has invested in two other companies: Rabbit Rewards Co., Ltd., holds 75.00% of the total shares, and Bangkok Payment Solutions Co., Ltd., holds 67.00% of the total shares. This does not conflict with RB's investment policy.](#)

(2) Registered and Paid-up Capital

As of [March/July](#) 31, 2024, RB has a registered and paid-up capital of THB 335,000,000 consisting of 3,350,000 shares at a par value of THB 100.00.

7. Amendment to Part 2 Page 16: Table 2-13 : Summary of the Financial Status and Performance of RBOriginal**Table 2-13 : Summary of the Financial Status and Performance of RB**

Items (Unit: THB Million)	For the Year Ended March 31		
	2022	2023	2024
Total Assets	436.82	469.31	474.16
Total Liabilities	132.15	132.13	172.39
Total Shareholders	304.67	337.18	301.77
Registered Capital ^{1/}	302.50	335.00	335.00
Paid-up Capital	302.50	335.00	335.00

Items (Unit: THB Million)	For the Year Ended March 31		
	2022	2023	2024
Total Revenues	4.65	4.96	6.62
Total Expenses	0.37	0.33	35.80 ^{3/}
Net Profit	(0.05)	0.01	(35.41)
Earnings per Share (THB) ^{2/}	(0.02)	0.00	(10.57)
Dividend per Share (THB)	-	-	-
Book Value per Share (THB) ^{2/}	100.72	100.65	90.08

Source : RB's separate financial statements for the years ended March 31, 2022, 2023, and 2024 were audited by EY Office Company Limited, an Auditor Approved by the SEC.

Remarks: 1/ On March 27, 2023, RB registered the change in paid-up capital with the Ministry of Commerce. As a result, RB's registered and paid-up capital increased from THB 302.50 million to THB 335.00 million.

2/ Calculated from total paid-up shares at the end of the period, which are 3,025,000 shares for the years ended March 31, 2020, and 3,350,000 shares for the years ended March 31, 2022, and 2023

3/ For the year 2024, expenses include administrative expenses of THB 0.34 million and an impairment loss on investment in a subsidiary of THB 35.46 million.

Revision

Table 2-13 : Summary of the Financial Status and Performance of RB

Items (Unit: THB Million)	For the Year Ended March 31		
	2022	2023	2024
Total Assets	436.82	469.31	474.16
Total Liabilities ^{1/}	132.15	132.13	172.39
Total Shareholders	304.67	337.18	301.77
Registered Capital ^{4/2/}	302.50	335.00	335.00
Paid-up Capital	302.50	335.00	335.00
Total Revenues	4.65	4.96	6.62
Total Expenses ^{3/}	0.37	0.33	35.80 ^{3/}
Net Profit	(0.05)	0.01	(35.41)
Earnings per Share (THB) ^{2/4/}	(0.02)	0.00	(10.57)
Dividend per Share (THB)	-	-	-
Book Value per Share (THB) ^{2/4/}	100.72	100.65	90.08

Source : RB's separate financial statements for the years ended March 31, 2022, 2023, and 2024 were audited by EY Office Company Limited, an Auditor Approved by the SEC.

~~Remarks: 1/ On March 27, 2023, RB registered the change in paid-up capital with the Ministry of Commerce. As a result, RB's registered and paid-up capital increased from THB 302.50 million to THB 335.00 million.~~

~~2/ Calculated from total paid-up shares at the end of the period, which are 3,025,000 shares for the years ended March 31, 2020, and 3,350,000 shares for the years ended March 31, 2022, and 2023~~

~~3/ For the year 2024, expenses include administrative expenses of THB 0.34 million and an impairment loss on investment in a subsidiary of THB 35.46 million.~~

Remarks: 1/ RB's accrued expenses for the year 2024 amount to THB 100,000, which are audit fees payable (details are provided in Attachment 10, financial statements of RB Services Co., Ltd. for the year ended March 31, 2024)

2/ On March 27, 2023, RB registered the change in paid-up capital with the Ministry of Commerce. As a result, RB's registered and paid-up capital increased from THB 302.50 million to THB 335.00 million.

3/ For the year 2024, expenses include administrative expenses of THB 0.34 million and an impairment loss on investment in a subsidiary of THB 35.46 million.

4/ Calculated from total paid-up shares at the end of the period, which are 3,025,000 shares for the years ended March 31, 2020, and 3,350,000 shares for the years ended March 31, 2022, and 2023

8. 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, 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 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.

2) BTS

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

None

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 in VGI and BTS are as follows:

1) VGI

1.2 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 either directly or indirectly.

2) BTS

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

~~None~~ RB does not hold any shares of BTS either directly or indirectly.

9. 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

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.

Revision

5.3 Plan to Sell Shares of the Business

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. [This includes but is not limited to the](#)

[reporting of the acquisition/disposal of securities, reporting of the disclosures in accordance with related party transaction regulations, and/or reporting of the acquisition or disposal of assets.](#)

10. Amendment to Part 3 Page 4 : Table 3-2 : The Revenue Structure of ROCTEC

Original

Table 3-2 : The Revenue Structure of ROCTEC

Revenue Structure	As at, or for the fiscal year ended						As at, or for the three-month period ended	
	March 31, 2022		March 31, 2023		March 31, 2024		June 30, 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
ICT Solutions	1,812	85	2,198	85	2,166	83	658	87
Advertising	323	15	397	15	439	17	96	13
Total Revenues	2,135	100	2,595	100	2,605	100	754	100

Revision

Table 3-2 : The Revenue Structure of ROCTEC

Revenue Structure	As at, or for the fiscal year ended						As at, or for the three-month period ended			
	March 31, 2022		March 31, 2023		March 31, 2024		June 30, 2023		June 30, 2024	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%	THB Million	%
ICT Solutions	1,812	85	2,198	85	2,166	83	<u>563</u>	<u>87</u>	658	87
Advertising	323	15	397	15	439	17	<u>115</u>	<u>13</u>	96	13
Total Revenues	2,135	100	2,595	100	2,605	100	<u>678</u>	<u>100</u>	754	100

11. Amendment to Part 3 Page 10: Section 1.3 Summary of Financial Position and Performance of the Business and its Subsidiaries

Original

1.3 Summary of Financial Position and Performance of the Business and its Subsidiaries

Financial Position for the fiscal years ended on March 31, 2022 – 2024, and the financial statements for the three-month period ended June 30, 2024, are detailed as follows:

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
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	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	811.80	811.80
Total Revenue ^{2/}	294.96	2,173.62	368.54	2,674.77	528.58	2,704.66	68.52	625.49	114.66	773.50
Total Expense ^{3/}	365.11	2,149.88	365.11	2,416.44	297.91	2,357.56	73.40	553.51	75.10	672.48
Net Profit (loss)	(167.19)	47.82	(19.38)	193.18	226.32	303.95	(19.48)	58.10	41.94	96.01
Basic Earnings per Share ^{4/}	(0.023)	0.005	(0.002)	0.016	0.028	0.029	(0.002)	0.005	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	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	0.46	0.54	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.

Revision**1.3 Summary of Financial Position and Performance of the Business and its Subsidiaries**

Financial Position for the fiscal years ended on March 31, 2022 – 2024, and the financial statements for the three-month period ended June 30, 2023, and June 30, 2024, are detailed as follows:

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
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	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	811.80	811.80
Total Revenue ^{2/}	294.96	2,173.62	368.54	2,674.77	528.58	2,704.66	68.52	625.49	114.66	773.50
Total Expense ^{3/}	365.11	2,149.88	365.11	2,416.44	297.91	2,357.56	73.40	553.51	75.10	672.48
Net Profit (loss)	(167.19)	47.82	(19.38)	193.18	226.32	303.95	(19.48)	58.10	41.94	96.01
Basic Earnings per Share ^{4/}	(0.023)	0.005	(0.002)	0.016	0.028	0.029	(0.002)	0.005	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	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	0.46	0.54	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.

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

Original

1.5.2 After the Tender Offer

After the tender offer, the Offerors will review the Business's directors' structure to reflect the shareholding proportion of the Offerors. However, if the Business decides to appoint new directors or replace existing directors who resign, retire, or for any other reasons, the Offerors will proceed to make the necessary changes in directors as deemed appropriate. This will be carried out in accordance with applicable laws and regulations, including the Business's policies, Articles of Association, and approval from the Board of Directors and/or the Shareholders of the Business.

Revision

1.5.2 After the Tender Offer

After the tender offer, the Offerors will review the Business's directors' structure to reflect the shareholding proportion of the Offerors. However, [the structure of the board will continue to maintain the proportion of independent directors and the audit committee in compliance with relevant laws, as well as the regulations and requirements of the SEC and the SET, as applicable to the business at that time.](#) However, if the Business decides to appoint new directors or replace existing directors who resign, retire, or for any other reasons, the Offerors will proceed to make the necessary changes in directors as deemed appropriate. This will be carried out in accordance with applicable laws and regulations, including the Business's policies, Articles of Association, and approval from the Board of Directors and/or the Shareholders of the Business [\(as applicable\) and in accordance with the Securities and Exchange Commission Board Announcement No. Kor Jor. 3/2560 regarding the determination of characteristics that render directors and executives of a company untrustworthy, as well as the relevant regulations and laws of the respective authorities.](#)

13. Amendment to Part 3 Page 13-16: Section 2 Business Plan after Business TakeoverOriginal**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.

- **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

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.

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.

- **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 1 year 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 [of the business in response to the changing environment](#), 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

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 [to enable the business to operate normally, enhance flexibility in expanding into various areas, and/or to improve efficiency and competitiveness in the future](#) 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 to enable the business to operate normally and enhance flexibility in expanding into various areas. 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~~ The Business has a policy to pay dividends to shareholders at the rate of not less than 50% of the net profit according to as per the Business's separate financial statements, after ~~deducting~~deduction of corporate income tax, and legal reserves, ~~and other reserves~~ as required by law, ~~and the Business's regulations.~~ In this regard, the dividend payment rate can be adjusted depending on the Company's operation result, financial position, liquidity, investment plan, working capital required for the business operation, business expansion and other factors relevant to the management of the Company as the Board of Directors and/or shareholders deemed appropriate.

14. 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 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 may take at least ~~14~~7 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