



Information Memorandum
on the Acquisition and
Disposal of Assets of

BTS Group
Holdings Public Company Limited

Schedule 2





(-Translation-)

December 12, 2014

Subject: Information Memorandum on the Acquisition and Disposal of Assets of BTS Group Holdings Public Company Limited : Schedule 2

Attention: Shareholders of BTS Group Holdings Public Company Limited

The Board of Directors' Meeting No. 9/2014 of BTS Group Holdings Public Company Limited (the "Company") held on November 24, 2014 resolved to approve the disposal of all ordinary shares in the Company's two subsidiaries which engage in property business, namely BTS Assets Co., Ltd. ("BTSA"), which is the owner of Eastin Grand Hotel Sathorn Bangkok located on Sathorn road, next to BTS Surasak Station and the owner of land plots located on Phaholyothin Road, near BTS Mo Chit Station, and Kamkoong Properties Co., Ltd. ("Kamkoong"), which is the owner of land plots located on Phayathai Road, next to BTS Phayathai Station to Natural Park Public Company Limited ("NPARK"), a listed company in the Stock Exchange of Thailand, for the total value of not exceeding Baht 9,409.14 million. The Company will receive consideration comprising up to 200,194,375,085 newly issued ordinary shares of NPARK, at a par value of Baht 1 per share, at an offering price of Baht 0.047 per share (representing not exceeding 35.66 per cent of the total issued shares of NPARK) and the warrants to purchase the ordinary shares of NPARK No. 2 ("NPARK-W2 Warrants") at a ratio of 2 newly issued ordinary shares issued to the Company for 1 unit of NPARK-W2 Warrants, at no cost, whereby one unit of the warrant is entitled to purchase one ordinary share, at the exercise price of Baht 0.047 per share.

The disposal of all ordinary shares in BTSA and Kamkoong (the "Disposal of Subsidiaries Shares") for consideration comprising the newly issued ordinary shares of NPARK and NPARK-W2 Warrants (the "Acquisition of Shares and Warrants") are considered an acquisition and a disposal of assets of the Company under the Notification of the Capital Market Supervision Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transactions considered as an Acquisition or a Disposal of Assets and the Notification the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (as amended) (the "Acquisition and Disposal of Assets Notifications"). When aggregating the size of the Disposal of Subsidiaries Shares and the accumulative size of the disposal of assets of the Company occurred during a period of 6 months before the date on which this transaction is entered into, the maximum transaction size will be 18.81 per cent in aggregate according to the total value of consideration method. When aggregating the size of the Acquisition of Shares and Warrants and the accumulative size of the acquisition of assets of the Company occurred during a period of 6 months before the date on which this transaction is entered into, the maximum transaction size in aggregate is 18.49 per cent according to the total value of consideration method. Therefore, the Disposal of Subsidiaries Shares and the Acquisition of Shares and Warrants are classified as Class 2 Transaction under the Acquisition and Disposal of Assets Notifications, whereby the Company has the obligation to report and disclose the information on its entry into the transactions to the Stock Exchange of Thailand immediately after the decision for entering into such transactions is made and to deliver a notice to inform its shareholders



within 21 days from the date that such transaction has been disclosed to the Stock Exchange of Thailand. Nevertheless, NPARK is not a connected person of the Company, and this transaction is not a connected transaction under the Notification of the Capital Market Supervision Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), as amended.

Therefore, the Company discloses the material information regarding its entry into the transactions according to the Acquisition and Disposal of Assets Notifications as follows.

1. Transaction Date

The Disposal of Subsidiaries Shares and the Acquisition of Shares and Warrants will occur at the same time after NPARK obtains the approval to enter into the transactions by its Extraordinary General Meeting of the Shareholders No. 2/2014 to be held on December 29, 2014 and after the conditions precedent as set out in the Share Purchase Agreement in relation to the shares in BTSA and Kamkoong and the Share Subscription Agreement in relation to the newly issued ordinary shares of NPARK (collectively, the "Transaction Agreements") have been fulfilled and are in accordance with the terms and conditions of the Transaction Agreements.

The Company and NPARK have already executed the Memorandum of Understanding dated November 24, 2014 to set out the key terms of the Transaction Agreements. The Company and NPARK are currently in negotiation and reaching an agreement on other details in the Transaction Agreements, which are scheduled to be executed within December 4, 2014.

The Company expects that the entry into the Disposal of Subsidiaries Shares and the Acquisition of Shares and Warrants will be completed in the first quarter of 2015.

2. The Parties Involved and the Relationship with the Company

2.1 Disposal of Subsidiaries Shares

Seller: BTS Group Holdings Public Company Limited

Purchaser: Natural Park Public Company Limited

Relationship: Prior to the transaction

The Company and NPARK have no relationship.

After the transaction

NPARK will issue its newly issue ordinary shares of NPARK and NPARK-W2 Warrants under the private placement scheme to the Company as consideration for all ordinary shares in BTSA and Kamkoong. Therefore, after the closing of the transaction, the Company will become a major shareholder of NPARK, while NPARK will hold all ordinary shares in BTSA and Kamkoong.



2.2 Acquisition of Shares and Warrants

Issuer: Natural Park Public Company Limited

Subscriber: BTS Group Holdings Public Company Limited

Relationship: Please refer to 2.1 above.

3. General Features and Value of the Transaction

3.1 Disposal of Subsidiaries Shares

The Company will dispose of all ordinary shares in BTSA and Kamkoong to NPARK which is not a connected person of the Company, whereby the Company will receive consideration comprising the newly issued ordinary shares of NPARK and NPARK-W2 Warrants, pursuant to the details in 3.2.

The details of shares and price are as follows:

- (1) all ordinary shares of BTSA at a par value of Baht 100 per share, representing 100 per cent of the total issued shares of BTSA, with the total value of Baht 6,777.72 million; and
- (2) all ordinary shares of Kamkoong at a par value of Baht 100 per share, representing 100 per cent of the total issued shares of Kamkoong, with the total value of not exceeding Baht 2,631.41 million.

The summarized financial information and the transaction values derived from each calculation method pursuant to the Acquisition and Disposal of Assets Notifications are as follows:

Financial information used in the calculation:

Unit: Million Baht

Financial Information	The Company Consolidated Financial Statements for the 6-month period ended September 30, 2014	BTSA Financial Statements ended March 31, 2014	Kamkoong Financial Statements ended March 31, 2014	NPARK Consolidated Financial Statement for the 9-month period ended September 30, 2014
Total assets	71,305.71	3,865.18	511.41	7,191.36 ²
Intangible assets	66.83	2.68	-	14.10
Goodwill	78.66	-	-	79.31
Deferred tax assets	45.98	-	-	-
Total liabilities	14,666.32	3,640.70	170.72	2,961.96
Shareholders' equity	56,639.39	224.49	340.69	4,229.41
Total minority shareholders' equity	1,440.75	-	-	2.35
Net income (loss)	2,173.14 ¹	(117.43)	(14.79)	(300.46) ¹
NTA	55,007.17	221.81	340.69	4,133.65 ²

Note:

¹ Net profits for the most recent 4 quarters

² NPARK's offering of 180,637,710,882 newly issued ordinary shares to its existing shareholders under the rights offering at the offering price of Baht 0.035 per share was completed on October 31, 2014 resulting in NPARK having an increase in the total issued shares from 180,637,710,882 shares to 361,275,421,764 shares. NPARK received the proceeds from this capital increase at Baht 6,322.32 million. Therefore, after adjustment with the proceeds from the capital increase, the total assets and NTA of NPARK increases to Baht 13,513.68 million and Baht 10,455.97 million, respectively.



The transaction size for the Disposal of Subsidiaries Shares derived from each calculation method pursuant to the Acquisition and Disposal of Assets Notifications are as follows:

Method Used for Calculation	Transaction Size (Per Cent)
1. Net Tangible Assets (NTA)	1.02
2. Net Profit	Unable to calculate on this method because the profit and loss statement of BTSA and Kamkoong show deficits.
3. Total Value of Consideration	14.60
4. Value of Securities	N/A

Note: In calculating the transaction size according to the total value of consideration method pursuant to the Acquisition and Disposal of Assets Notifications, the Company has calculated the total value of consideration by applying the market price of the shares of NPARK, i.e. the weighted average price of the shares of NPARK trading on the Stock Exchange of Thailand during 8 business days before the date on which the Board of Directors of NPARK resolved that the matters be proposed to the Extraordinary General Meeting of the Shareholders No. 2/2014 (during September 23, 2014 to October 2, 2014), which is equal to Baht 0.052 (information from SETSMART on www.setsmart.com of the Stock Exchange of Thailand). Therefore, the total value of consideration pursuant to the Acquisition and Disposal of Assets Notifications is not exceeding Baht 10,410.11 million (the consideration for NPARK's newly issued ordinary shares in the amount of not exceeding 200,194,375,085 shares x market price at 0.052 each = Baht 10,410.11 million).

When having calculated the transaction value of the Disposal of Subsidiaries Shares according to the method prescribed in the Acquisition and Disposal of Assets Notifications, the maximum size of such transaction is 14.60 per cent according to the total value of consideration method. When aggregating the size of the Disposal of Subsidiaries Shares and the accumulative size of the disposal of assets of the Company occurred during a period of 6 months before the date on which this transaction is entered into, the maximum transaction size is 18.81 per cent according to the total value of consideration method. Therefore, the Disposal of Subsidiaries Shares is classified as Class 2 Transaction under the Acquisition and Disposal of Assets Notifications. This is a decision to enter into transactions between a listed company or any of its subsidiaries and another listed company or any subsidiary of another listed company or a person which is not a listed company, whereby the transaction size is equal to 15 per cent or more but lower than 50 per cent. Therefore, the Company has the obligation to report and disclose the information on the transaction to the Stock Exchange of Thailand immediately after the decision for entering into such transaction is made and to deliver a notice to inform its shareholders within 21 days from the date that such transaction has been disclosed to the Stock Exchange of Thailand.

3.2 Acquisition of Shares and Warrants

The Company will acquire the following securities as consideration from NPARK for its disposal of all ordinary shares in BTSA and Kamkoong to NPARK in lieu of payment in cash:

- (1) up to 200,194,375,085 newly issued ordinary shares of NPARK with a par value of Baht 1 per share to be issued and offered under the private placement scheme at an offering price of Baht 0.047 per share, representing not exceeding 35.66 per cent of the total issued shares of NPARK; and



(2) NPARK-W2 Warrants to be issued and offered at a ratio of 2 newly issued ordinary shares issued to the Company for one unit of NPARK-W2 Warrants at no cost, or amounting to up to 100,097,187,542 units, whereby one unit of the warrants is entitled to purchase one ordinary share, at the exercise price of Baht 0.047 per share, provided that the allocation of NPARK-W2 Warrants to the Company is subject to a condition that the Company has received the allocation of the newly issued ordinary shares of NPARK as consideration for the payment of the price of all ordinary shares in BTSA and Kamkoong as set out in 3.1 and that NPARK will issue NPARK-W2 Warrants to the Company on the closing date and that:

- the maturity date of NPARK-W2 Warrants will be the same as that of the warrants to purchase the ordinary shares of NPARK No. 1 issued on November 7, 2014 (“NPARK-W1 Warrants”);
- the first date on which the Company can exercise NPARK-W2 Warrants will be the same date as that of NPARK-W1 Warrants (which will be December 30, 2016), and, in subsequence to which, they can be exercised once every 3 months on the last business day of March, June, September and December of each year throughout the terms of the warrants; and
- the last exercise date of NPARK-W2 Warrants is the same date as that of NPARK-W1 Warrants (which will be November 6, 2019).

The terms and conditions of NPARK-W2 Warrants will be the same as those of NPARK-W1 Warrants except for: (1) the issue date; (2) the term of the warrants; (3) the exercise price; and (4) the listing status where NPARK-W2 Warrants will not be listed on the Stock Exchange of Thailand.

The transaction size for the Acquisition of Shares and Warrants derived from each calculation method pursuant to the Acquisition and Disposal of Assets Notifications are as follows:

Method Used for Calculation	Transaction Size (Per Cent)
1. Net Tangible Assets (NTA)	6.78
2. Net Profit	Unable to calculate on this method because the profit and loss statement of BTSA and Kamkoong show deficits.
3. Total Value of Consideration	13.20
4. Value of Securities	N/A

When having calculated the transaction value of the Acquisition of Shares and Warrants according to the method prescribed in the Acquisition and Disposal of Assets Notifications, the maximum size of such transaction is 13.20 per cent according to the total value of consideration method. When aggregating the size of the Acquisition of Shares and Warrants and the accumulative size of the acquisition of assets of the Company occurred during a period of 6 months before the date on which such transaction is entered into, the maximum transaction size is 18.49 per cent according to the total value of consideration method. Therefore, the Acquisition of Shares and Warrants is classified as Class 2 Transaction under the Acquisition and Disposal of



Assets Notifications. That is, it is decision to enter into transactions between a listed company or any of its subsidiaries and another listed company or any subsidiary of another listed company or a person which is not a listed company, whereby the transaction size is equal to 15 per cent or more but lower than 50 per cent. Therefore, the Company has the obligation to report and disclose the information on the transaction to the Stock Exchange of Thailand immediately after the decision for entering into such transaction is made and to deliver a notice to inform its shareholders within 21 days from the date that such transaction has been disclosed to the Stock Exchange of Thailand.

4. Details of Acquired and Disposed Assets

4.1 Details of Disposed Assets – Disposal of Subsidiaries Shares

The Company will dispose all ordinary shares in BTSA and Kamkoong with the total value of not exceeding Baht 9,409.14 million to NPARK as follows:

- (1) all ordinary shares in BTSA at a par value of Baht 100 per share (all ordinary shares on the closing date which are existing ordinary shares and the newly issued ordinary shares from future capital increase), representing 100 per cent of the total issued shares of BTSA, with the total value of Baht 6,777.72 million; and
- (2) all ordinary shares in Kamkoong at a par value of Baht 100 per share (all ordinary shares on the closing date which are existing ordinary shares and the newly issued ordinary shares from future capital increase), representing 100 per cent of the total issued shares of Kamkoong, with the total value of not exceeding Baht 2,631.41 million.

Information on each subsidiary's business is as follows:

4.1.1 BTSA

- (1) Company Name: BTS Assets Co., Ltd.
- (2) Registration Date: June 12, 1986
- (3) Address: 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon Sub-district, Chatuchak District, Bangkok
- (4) Registered and Paid-up Capital: Baht 800,000,000, as of November 24, 2014
- (5) Number of Issued Shares: 8,000,000 shares, as of November 24, 2014
- (6) Par Value: Baht 100 per share
- (7) List of Shareholders of BTSA as of November 24, 2014:

Name-Surname/Company Name	Number of Shares	Shareholding (%)
The Company	7,999,998	100
Mr. Keeree Kanjanapas	1	0
Mr. Surapong Laoha-Unya	1	0
Total	8,000,000	100



(8) The Board of Directors of BTSA as of November 24, 2014 consists of:

1. Mr. Tong Yuk Lun Paul
2. Mr. Kavin Kanjanapas
3. Mr. Kong Chi Keung
4. Mr. Rangsin Kritalug
5. Mr. Kom Phanomreungsak
6. Mr. Cheung Chi Kin
7. Mr. Chaisit Phurapiromkwan
8. Mr. Low Yun Sam

(9) Nature of Business Operation

BTSA's business is land holding, hotel operation and property development. Its core assets are: (i) Eastin Grand Hotel Sathorn Bangkok, which is a 4-star, 33-storey hotel with 390 rooms located on Sathorn road next to BTS Surasak Station, located on a land plot with an area of 2-1-57.0 Rai; and (ii) 63 land plots near Phaholyothin road, Ladyao Sub-district, Chatuchak District, Bangkok, near BTS Mo Chit Station, with the total area of 11-0-44.8 Rai.

Note: BTSA will transfer land plots located on Phaholyothin road, near BTS Mo Chit Station, with the total area of 5-0-15.7 Rai to the entity jointly controlled by the Company and other company prior to the closing date, and BTSA will set aside a cash reserve for the payment of corporate income tax incurred from the sale of such land plots.

(10) Summary of Financial Position and Result of Operation

Financial statement showing the financial position of BTSA as of March 31,

(Unit: Million Baht)	2014	2013
Assets		
Current assets	198.90	167.97
Real property for investment	1,267.55	1,116.24
Land, building and equipment	2,389.79	2,468.79
Other non-current assets	8.94	26.00
Total Non-current Assets	3,666.28	3,611.03
Total Assets	3,865.18	3,779.00
Liabilities and Shareholders' Equity		
Current liabilities	304.63	1,185.83
Long term loans from parent company	3,299.50	2,120.50
Other non-current liabilities	36.57	130.76
Total Non-current Liabilities	3,336.07	2,251.26
Total Liabilities	3,640.70	3,437.09
Shareholders' Equity		
Registered and paid-up capital	800.00	800.00
Accumulated loss	(575.52)	(458.09)
Total Shareholders' Equity	224.48	341.91
Total Liabilities and Shareholders' Equity	3,865.18	3,779.00



Profit and loss statement of BTSA for the accounting period ending March 31,

(Unit: Million Baht)	2014	2013
Revenues		
Hotel business revenues	588.28	382.19
Service business revenues	72.57	36.60
Other revenues	24.86	9.50
Total Revenue	685.71	428.29
Expenses		
Operation costs for hotel business	278.95	202.24
Sales expenses	24.02	21.09
Service and administration expenses	371.01	298.91
Total Expenses	673.98	522.24
Earnings before financial expenses	11.73	(93.95)
Financial expenses	(129.16)	(113.32)
Net Loss	(117.43)	(207.27)

Note: The Company will cause BTSA to increase its capital for repayment in full of debts under the long-term loans provided by the parent company. On the closing date, BTSA will only have assets and debts remaining in respect of accounts payable, accrued expenses, long-term employee benefit obligations and retention payable, which are part of debts from the ordinary course of business.

4.1.2 Kamkoong

- (1) Company Name: Kamkoong Properties Co., Ltd.
- (2) Registration Date: January 22, 2010
- (3) Address: 21 Soi Choei Phuang, Viphavadi-Rangsit Road,
Chomphon Sub-district, Chatuchak District, Bangkok
- (4) Registered and Paid-up Capital: Baht 375,000,000, as of November 24, 2014
- (5) Number of Issued Shares: 3,750,000 shares, as of November 24, 2014
- (6) Par Value: Baht 100 per share
- (7) List of Shareholders of Kamkoong as of November 24, 2014:

Name-Surname/Company Name	Number of Shares	Shareholding (%)
The Company	3,749,997	100
Mr. Keeree Kanjanapas	1	0
Mr. Surapong Laoha-Unya	1	0
Mr. Natasak Chaichana	1	0
Total	3,750,000	100

- (8) The Board of Directors of Kamkoong as of November 24, 2014 consists of:
 1. Mr. Keeree Kanjanapas
 2. Mr. Surapong Laoha-Unya
 3. Mr. Anat Arbhabhirama
 4. Mr. Kavin Kanjanapas
 5. Mr. Rangsin Kritalug
 6. Mr. Kom Phanomreungsak



(9) Nature of Business Operation

Kamkoong's main business is land holding and property development. Its core assets are the land plots located on Phayathai road, Phayathai Sub-district, Ratchthewi District, Bangkok, next to BTS Phayathai Station. At present, Kamkoong owns 7 land plots with the total area of 4-0-52.4 Rai and awaits the transfer under agreements to purchase and sell the land plots / during negotiation process, to purchase 11 additional land plots with the total area of 2-1-79.0 Rai. Therefore, there will be a total of 18 land plots with the total area of 6-2-31.4 Rai.

Note: The final selling price for the shares will be determined according to the actual area of land that Kamkoong will own before the closing date.

(10) Summary of Financial Position and Result of Operation

Financial statement showing the financial position of Kamkoong as of March 31,

(Unit: Million Baht)	2014	2013
Assets		
Current assets	1.02	0.78
Real property for investment	510.39	510.39
Total Assets	511.41	511.17
Liabilities and Shareholders' Equity		
Current liabilities	12.45	6.53
Long term loans from parent company	158.27	149.15
Total Liabilities	170.72	155.68
Shareholders' Equity		
Registered and paid-up capital	375.00	375.00
Accumulated loss	(34.31)	(19.51)
Total Shareholders' Equity	340.69	355.49
Total Liabilities and Shareholders' Equity	511.41	511.17

Profit and loss statement of Kamkoong for the accounting period ending March 31,

(Unit: Million Baht)	2014	2013
Revenues		
Interest receivables	-	-
Expenses		
Administration expenses	8.87	0.69
Earnings before financial expenses	(8.87)	(0.69)
Financial expenses	5.92	5.87
Net Loss	(14.79)	(6.56)

Note: The Company will cause Kamkoong to increase its capital for repayment in full of debts under the long-term loans provided by the parent company. On the closing date, Kamkoong will only have assets and debts remaining in respect of accounts payable and accrued expenses, which are part of debts from the ordinary course of business.

4.2 Details of acquired assets – Acquisition of Shares and Warrants

The Company will acquire the following securities as consideration from NPARK for its disposal of all ordinary shares in BTSA and Kamkoong to NPARK in lieu of payment in cash:

- up to 200,194,375,085 newly issued ordinary shares of NPARK with a par value of Baht 1 per share to be issued and offered under the private placement scheme at an offering



price of Baht 0.047 per share, representing not exceeding 35.66 percent of the total issued shares of NPARK; and

- (2) NPARK-W2 Warrants to be issued and offered at a ratio of 2 newly issued ordinary shares issued to the Company for one unit of NPARK-W2 Warrants at no cost, or amounting to up to 100,097,187,542 units, whereby one unit of the warrants is entitled to purchase one ordinary share, at the exercise price of Baht 0.047 per share.

4.2.1 Information of Natural Park Public Company Limited

NPARK was incorporated on June 23, 1988 and was listed in the Stock Exchange of Thailand on February 16, 1993. Its head office is located at No. 88, Soi Sukhumvit 49, Sukhumvit Road, Klongton Nua Sub-district, Wattana District, Bangkok 10110.

NPARK engages in a wide range of real estate development business including:

- (1) Real estate development for rent, service and hotel

NPARK focuses on generating income from rents and service fees. Its main income in 2013 and 2014 is derived from this category, namely:

- (1.1) The Natural Park Apartment;
- (1.2) Centara Hotel & Convention Centre Khon Kaen, which officially launched its full operation in December 2013; and
- (1.3) Anantara Chiang Mai Resort & Spa, in which the investment was made in September 2014.

In addition, during 2013 to 2014, NPARK has invested in the 19.81 per cent shares of Prospect Development Co., Ltd., which engages in the business of renting warehouse and factory space.

- (2) Real estate development for sales

NPARK has projects, both developed in 2013 and launched before 2013. From 2013 to date, there are 2 projects that have been developed and are now for sale, which are:

- (2.1) Park Ramindra, the 8-storey and 206-unit horizontal condominium project; and
- (2.2) Park Aran consisting of:
 - Park Aran Condo, an 8-storey, 512-unit and horizontal condominium project; and
 - Park Aran Boulevard, the 3 1/2-storey, 62-unit and commercial shop house project.

Please consider more information of NPARK in Form 56-1, annual report and information publicly disclosed in the Stock Exchange of Thailand's website.



The list of top-ten shareholders of NPARK as of November 13, 2014, which is the latest share register book closure date is as follows:

No.	Name	Number of Shares	Percentage of shareholding (%)
1.	Phillip Securities Pte Ltd.	59,950,000,000	16.59
2.	UOB Kay Hian (Hong Kong) Limited - Client Account	11,732,528,000	3.25
3.	Mr. Wanchai Phanwichien	10,650,000,000	2.95
4.	Mr. Somkiet Chatsakulwilai	9,580,091,572	2.65
5.	Mrs. Sukalaya Thongphun	8,995,375,650	2.49
6.	Thai NVDR Co., Ltd.	6,669,142,265	1.85
7.	Mr. Komol Cheungreungreungkij	6,034,542,672	1.67
8.	Mr. Thongplew Sisipompithak	5,403,914,122	1.50
9.	Mr. Chaiyan Chakarakul	4,900,489,608	1.36
10.	Mr. Netthirat Pongnaruasorn	3,200,000,000	0.88
	Other retail shareholders	234,159,337,875	64.81
	Total	361,275,421,764	100.00

List of the Board of Directors of NPARK as of November 24, 2014:

	Name	Position
1.	Mr. Sakthip Krairiksh	Chairman and Independent Director
2.	Mr. Chaiwat Atsawintarangkun	Audit Committee Chairman and Independent Director
3.	Mr. Thavisakdi Tanta-Nanta	Audit Committee Member and Independent Director
4.	Mr. Manu Maniwatana	Audit Committee Member and Independent Director
5.	Mr. Nakorn Laksanakarn	Managing Director and Chief Executive Officer
6.	Mr. Burin Pusiri	Director and Executive Director
7.	Mr. Weerawat Wattanatchariya	Director and Executive Director

4.2.2 Summary table of financial statements for the previous 3 years and the current year until the latest quarter for the 9-month period of NPARK:

Statement of Financial Position (Unit : Thousand)	Consolidated			
	2011	2012	2013	Q3/2014
ASSETS				
Current Assets				
Cash and cash equivalents	37,847	160,163	1,267,774	260,699
Current Investments		195,359	100,101	103
Trade accounts receivable and other accounts receivable - net	13,222	13,771	75,342	62,502
Amounts due from related parties - net	128	128	128	128
Short - term loans to related parties and interest receivable - net	55,782	-	-	-
Inventory			3,278	9,155
Real estate projects under development		-	572,096	756,984
Deposits for purchase of land				748,087
Other current assets - net	24,050	9,674	62,051	34,669
Total Current Assets	131,029	379,095	2,080,770	1,872,327
Non-Current Assets				
Pledged deposits at financial institutions – long term	50,650	44,632	45,524	47,139
Available in for sale investments	-	-	-	2,240
Investments in associates - net	509,044	151,263	-	50
Investments in related companies - net	299,892	79,901	-	-
Other long-term investments - net	123	187	162,904	162,973



Statement of Financial Position (Unit : Thousand)	Consolidated			
	2011	2012	2013	Q3/2014
Land held for development			719,068	817,648
Investments property - net	124,301	111,779	93,510	80,500
Property, plant and equipment - net	109,123	118,753	2,228,662	3,843,226
Leasehold rights of land and buildings - net	97,312	93,137	88,973	85,858
Goodwill - net				79,306
Intangible assets - net		-	12,808	14,104
Other non-current assets - net	746,479	722,724	254,463	185,993
Total Non - Current Assets	1,936,924	1,322,376	3,605,912	5,319,037
Total Assets	2,067,953	1,701,471	5,686,682	7,191,364

Statement of Financial Position (con't) (Unit : Thousand)	Consolidated			
	2011	2012	2013	Q3/2014
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current Liabilities				
Short-term loans from financial institutions	-	-	-	18,614
Trade accounts payable and other accounts payable	90,527	56,215	110,492	157,325
Long-term loans from bank under current liabilities	-	-	-	41,084
Current portion of debt restructuring due within one year	-	-	-	5,775
Current portion of long term loans due within one year	25,200	25,200	45,138	57,637
Short-term loans from related parties and interest payable	13,121	-	-	-
Short - term loans from other companies	-	-	-	197,547
Other short-term borrowings	112,474	-	25,000	25,000
Liability under promised of restructuring debt	646,129	-	-	-
Deposits and advances received from customers	14,819	19,361	24,298	107,192
Provision for liabilities	724,868	623,033	-	-
Current portion of obligation under finance lease	-	2,119	3,882	3,752
Other current liabilities	10,339	2,444	34,158	25,376
Total Current Liabilities	1,637,477	728,372	242,968	639,302
Non - Current Liabilities				
Liability under promised of restructuring debt				1,205,421
Long term loans - net	55,323	36,411	925,485	879,740
Estimated liability - employee benefit	5,810	6,791	8,645	18,995
Obligation under finance lease	-	5,726	6,311	3,611
Deferred tax liabilities	-	-	-	212,488
Other non-current liabilities	58,575	2,400	2,400	2,400
Total Non - Current Liabilities	119,708	51,328	942,841	2,322,655
Total Liabilities	1,757,185	779,700	1,185,809	2,961,957

Shareholders' equity

Share capital

Registered (par value of Baht 1 each)

541,913,132,646 ordinary shares				541,913,133
180,637,710,882 ordinary shares			180,637,710	
66,925,140,588 ordinary shares		120,861,840		
60,430,920,000 ordinary shares	60,430,920			
Issued and paid - up				
541,913,132,646 ordinary shares				180,637,711
180,637,710,882 ordinary shares			180,637,710	
66,925,140,588 ordinary shares		66,925,141		
60,430,920,000 ordinary shares	60,430,920			
Discount on ordinary shares	(51,688,713)	(58,053,050)	(168,467,955)	(168,467,955)
Other components of shareholders' equity	(87,426)	16,676	(44)	24



Statement of Financial Position (con't) (Unit : Thousand)	Consolidated			
	2011	2012	2013	Q3/2014
Deficit	(8,344,077)	(7,967,570)	(7,671,749)	(7,942,723)
Total shareholders' equity attributable to Company	310,704	921,197	4,497,962	4,227,057
Non controlling interest	64	574	2,911	2,350
Total shareholders' equity	310,768	921,771	4,500,873	4,229,407
Total Liabilities and Shareholders' equity	2,067,953	1,701,471	5,686,682	7,191,364

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated			
	2011	2012	2013	Q3/2014
Revenue				
Income from rental and services	60,337	77,039	94,265	72,279
Revenue from hotel business	-	-	92,668	131,852
Other income	263,115	739,486	577,129	26,305
Gain on sale of investments	193,123	-	-	-
Total Revenues	516,575	816,525	764,061	230,436
Cost of Services				
Cost of rental and services	50,770	56,656	56,358	40,540
Cost of hotel business	-	-	90,125	124,360
Selling expenses	3,271	6,513	15,521	45,994
Administrative expenses	273,613	163,856	187,533	205,182
Provision for liabilities	58,292	77,024	9,512	-
Finance costs	46,223	18,261	81,423	84,842
Share of loss from investments in associates	192,707	117,199	27,931	-
Total Expenses	624,876	439,509	468,403	500,918
Profit (loss) before income tax	(108,301)	377,016	295,658	(270,482)
Income tax	(70)	-	-	-
Net Profit (loss) for the periods	(108,371)	377,016	295,658	(270,482)
Other comprehensive income				
Translation of financial statements differences	(11,468)	-	-	-
Defined benefit plan actuarial gains (losses)	-	-	-	(1,053)
Unrealized gain on available-for-sale securities	(211,499)	88,051	(16,720)	68
Intangible assets - net	(222,967)	88,051	(16,720)	(985)
Total Comprehensive income	(331,338)	465,067	278,938	(271,467)
Profit (loss) attributable to :				
Owners of the parent	(108,307)	376,506	295,821	(269,921)
Non controlling interest	(64)	510	(163)	(561)
	(108,371)	377,016	295,658	(270,482)
Total comprehensive income attributable to :				
Owners of the parent	(327,455)	464,557	279,101	(270,906)
Non controlling interest	(3,883)	510	(163)	(561)
	(311,338)	465,067	278,938	(271,467)
Basic profit (loss) per share for loss attributable to the equity of the parent				
Net Profit (loss) for the period (Baht per shares)	(0.0018)	0.0059	0.0021	(0.00149)
Weighted average number of ordinary shares (Shares Thousand)	60,430,920	64,228,087	139,202,720	180,637,711



Statement of Cash Flows (Unit: Thousand Baht)	Consolidated			
	2011	2012	2013	Q3/2014
Cash flows from operating activities				
Net profit (loss)	(108,371)	377,016	295,658	(270,482)
Net cash flows from operations	(211,323)	(642,809)	(977,799)	(1,099,739)
Cash flows from investing activities	455,718	672,428	(765,438)	(56,568)
Cash flows from financing activities	(442,817)	92,698	2,850,848	149,231
Net increase (decrease) in cash and cash equivalents.	(198,422)	122,317	1,107,611	(1,007,076)
Cash and cash equivalents – beginning of the periods	236,269	37,847	160,164	1,267,775
Cash and cash equivalents – end of the periods	37,847	160,164	1,267,775	260,699

5. Total Value of Consideration

5.1 Disposal of Subsidiaries Shares

The consideration for the disposal of all ordinary shares in BTSA and Kamkoong is up to 200,194,375,085 newly issued ordinary shares of NPARK, at a par value of Baht 1 per share, at an offering price of Baht 0.047 per share, representing not exceeding 35.66 per cent of the total issued shares of NPARK, having a total value of not exceeding Baht 9,409.14 million, and NPARK–W2 Warrants at a ratio of 2 newly issued ordinary shares issued to the Company for 1 unit of NPARK–W2 Warrants, issued to the Company at no cost.

5.2 Acquisition of Shares and Warrants

The consideration for the Acquisition of Shares and Warrants is all ordinary shares in BTSA and Kamkoong, having a total value of not exceeding Baht 9,409.14 million.

6. Value of Acquired and Disposed Assets

6.1 Disposal of Subsidiaries Shares

The total value of the assets disposed by the Company is up to Baht 9,409.14 million, which will be in a range of Baht 8,616.47 million to Baht 9,409.14 million, being all ordinary shares in BTSA with the value of Baht 6,777.72 million and all ordinary shares in Kamkoong with the value in a range of Baht 1838.75 million to Baht 2,631.41 million. The total value of the assets that the Company disposes of will be subject to the final selling price for the shares in Kamkoong to be determined according to the actual area of the land plots located on Phayathai road, next to BTS Phayathai Station, which Kamkoong will own before the closing date.

	Book Value of Shares as of October 31, 2014	Book Value of Assets as of October 31, 2014	Appraised Value of Assets	Purchase Price
BTSA Core assets are Eastin Grand Hotel Sathorn Bangkok, comprising a building and 1 land plot with the total area of 2-1-57.0 Rai, located on Sathorn road, and 63 land plots, located on Phaholyothin Road, with the total area of 11-0-44.8 Rai.	Baht 1,424.08 million ¹	Baht 2,986.31 million	Baht 6,545.96 million ³	Baht 6,777.72 million



	Book Value of Shares as of October 31, 2014	Book Value of Assets as of October 31, 2014	Appraised Value of Assets	Purchase Price
Kamkoong Core assets are land plots located on Phayathai road. At present, Kamkoong owns 7 land plots with the total area of 4-0-52.4 Rai, and awaits the transfer under agreements to purchase and sell the land plots / during negotiation process, to purchase 11 additional land plots with the total area of 2-1-79.0 Rai. Therefore, there will be a total of 18 land plots with the total area of 6-2-31.4 Rai.	Baht 450.00 million ¹	Baht 590.67 million ²	Baht 2,591.93 million ⁴	From Baht 1,838.75 million to Baht 2,631.41 million. The Company and NPARK will determine the final selling price according to the actual area of land plots, located on Phayathai road, that Kamkoong will own before the closing date.
Total	Baht 1,874.08 million	Baht 3,576.98 million	Baht 9,124.73 million	From Baht 8,616.47 million to Baht 9,409.14 million

Note:

- ¹ The book value of the shares will change in the future because of the future capital increase in the companies to use the proceeds from the capital increase to repay the entire amount of long-term loans granted by the parent company before the closing date.
- ² The book value of the assets comprises the land plots with the total area of 4-0-52.4 Rai and the deposits under the agreements to purchase and sell the land plots.
- ³ The 63 plots of land located on Phaholyothin road, with the total area of 11-0-44.8 Rai was appraised by Fast and Fair Valuation Company Limited on November 12, 2014 and Eastin Grand Hotel Sathorn Bangkok located on the total land area of 2-1-57.0 Rai, were appraised by Fast and Fair Valuation Company Limited on November 13, 2014.
- ⁴ Appraised by Fast and Fair Valuation Company Limited on November 13, 2014 based on an assumption that the total area of the 18 land plots is 6-2-31.4 Rai.

6.2 Acquisition of Shares and Warrants

The Company will acquire the following securities with the total value of assets acquired of not exceeding Baht 9,409.14 million as consideration from NPARK for its disposal of all ordinary shares in BTSA and Kamkoong to NPARK:

- (1) up to 200,194,375,085 newly issued ordinary shares of NPARK with a par value of Baht 1 per share to be issued and offered under the private placement scheme at an offering price of Baht 0.047 per share; and
- (2) NPARK-W2 Warrants to be issued and offered at a ratio of 2 newly issued ordinary shares issued to the Company for one unit of NPARK-W2 Warrants at no cost.

The total value of the assets acquired by the Company as stated above will be depend on the total value of all ordinary shares in BTSA and Kamkoong, which will be in a range of Baht 8,616.47 million to Baht 9,409.14 million (which will depend on the final selling price of the shares in Kamkoong to be determined according to the actual area of the land plots located on



Phayathai road, next to BTS Phayathai Station which Kamkoong will own before the closing date), as follows:

Assets Acquired by the Company	Minimum Value (Baht 8,616.47 million)	Maximum Value (Baht 9,409.14 million)
Number of ordinary shares of NPARK that the Company will receive	183,329,132,531 shares	200,194,375,085 shares
Number of NPARK-W2 Warrants that the Company will receive	91,664,566,265 units	100,097,187,542 units
The Company's shareholding in NPARK after the closing of the transaction	33.66 per cent	35.66 per cent

7. Basis for Determination of Consideration Value

The purchase price of the assets, being all ordinary shares in BTSA and Kamkoong, have been determined by way of negotiation between the Company and NPARK taking into account the book value and the appraised value of the assets.

Moreover, the offering price of the newly issued ordinary shares of NPARK that the Company will receive as consideration for the disposal of all ordinary shares in BTSA and Kamkoong has been determined by way of negotiation between the Company and NPARK and takes into account the offering price of the newly issued ordinary shares under NPARK's rights offering pursuant to the resolutions of the Extraordinary General Meeting of the Shareholders of NPARK No. 1/2014 held on September 16, 2014 and the prevailing market price of the shares of NPARK.

8. Benefits to the Company

After completion of the Acquisition of Shares and Warrants, the Company will become a major shareholder of NPARK. The benefits to the Company include the following:

- (1) The Company will be a strategic investor in NPARK which will focus on generating recurring income from real estate assets including but not limited to, hotels, serviced apartments and office buildings. The Company believes that there is a good potential in this sector to contribute stable long term revenues and profit growth.
- (2) The Company's strategy in real estate expansion becomes clearer with the expansion of commercial property business being conducted via NPARK. The Company can also leverage off NPARKs existing expertise in operating and developing commercial real estate.

9. Source of Funds for Asset Acquisition – the Acquisition of Shares and Warrants

The Company will acquire the newly issued ordinary shares of NPARK and NPARK-W2 Warrants by way of payment of consideration to NPARK being all ordinary shares in BTSA and Kamkoong, without payment in cash.



10. Plan for Utilization of Proceeds from the Disposal of Assets - the Disposal of Subsidiaries Shares

The Company will acquire the newly issued ordinary shares of NPARK and NPARK-W2 Warrants as consideration for the Company's disposal of all ordinary shares in BTSA and Kamkoong to NPARK, without payment in cash.

11. Conditions for the Entry into the Transactions

The closing of the Disposal of Subsidiaries Shares and the Acquisition of Shares and Warrants are subject to certain material conditions, including the following conditions (subject to the negotiation between the parties)

- (1) There are no material changes to the status and the assets of NPARK and its subsidiaries according to the conditions set out in the Transaction Agreements;
- (2) There are no material changes to the status and the assets of BTSA and Kamkoong according to the conditions set out in the Transaction Agreements;
- (3) NPARK's receipt of all necessary Board of Directors' and/or shareholders' approvals for the entry into the transaction and the relevant agreements, including its shareholders' approval for the issuance of the new securities to the Company without requiring the Company to make a tender offer for all securities of NPARK (whitewash resolution);
- (4) the Company and NPARK obtain all necessary regulatory approvals from the relevant administrative agencies and/or governmental agencies and all necessary third party consents;
- (5) NPARK's acquisition of ordinary shares in BTSA and Kamkoong will not be classified as Class 4 Transaction or Backdoor Listing pursuant to the Acquisition and Disposal of Assets Notifications;
- (6) NPARK has obtained the shareholders' approval to: (a) change its name to U City Public Company Limited and amend certain clauses of the Memorandum of Association and the Articles of Association which are relevant to the change of name and seal of NPARK; and (b) appoint the persons nominated by the Company to be new directors of NPARK and authorized directors having signing authority jointly with the existing directors of NPARK;
- (7) BTSA transfers the land plots located on Phaholyothin road, near BTS Mo Chit Station, with the total area of 5-0-15.7 Rai to the entity jointly controlled by the Company and other company prior to the closing date, and BTSA has set aside a cash reserve for the payment of corporate income tax incurred from the sale of such land plots;
- (8) The calculation of the final selling price in respect of the sale and purchase of the shares in Kamkoong to be determined according to the actual area of land located on Phayathai road, near BTS Phayathai Station which Kamkoong will own before the closing date; and



(9) The increase in BTSA's capital and Kamkoong's capital for each of BTSA and Kamkoong to use the proceeds from the capital increase to repay the entire amount of long-term loans granted by the parent company.

12. Entry into transactions that involve the Company's related person who holds shares of at least 10 per cent of the total issued shares with voting rights in such business

-None-

13. Opinion of the Board of Directors

The Board of Directors' Meeting No. 9/2014 held on November 24, 2014 resolved that the Disposal of Subsidiaries Shares and the Acquisition of Shares and Warrants be approved with the view that such transactions are rational and beneficial to the Company and the shareholders.

14. Dissenting Opinion of the Company's Audit Committee and/or Directors against those of the Board of Directors in 13

-None-

15. Responsibility of the Board of Directors in respect of the information contained in the documents delivered to shareholders

The Board of Directors of the Company has carefully reviewed the information in this Information Memorandum and certifies that the information in this Information Memorandum is correct, complete, does not contain any false statements, is not misleading to any person and does not omit any material information that should be disclosed.

16. Opinion of an independent expert with regard to the acquisition and disposal transaction

-None-

17. Details of debt

17.1 The total amount of debt instruments having been issued by the Company and its subsidiaries as of September 30, 2014

Type of Debt Instrument	Amount as of September 30, 2014 (Baht million)
Long-term debentures	2,810.12

17.2 The total amount of term loans of the Company and its subsidiaries as of September 30, 2014, including liabilities to place assets as collateral

Type of Loan	Amount as of September 30, 2014 (Baht million)	Collateral
Short-term loans from financial institutions	220.00	None
Long-term loan	240.00	None
Long-term loan	975.48	Fixed deposit amounting to RMB 214.55 million



17.3 The total value of other liabilities, including overdrafts of the Company and its subsidiaries as of September 30, 2014, and liabilities to place assets as collateral

Type of liabilities	Amount (Baht million)
Trade and other payables	2,379.41
Advances received from cardholders	179.43
Accrued costs of construction	130.29
Creditors per rehabilitation plan	794.93
Liability awaiting final court order	181.87
Unearned revenues	709.61
Fare box revenues awaiting transfer	181.08
Income tax payable	546.51
Provision	1,409.70
Other current liabilities	305.18
Retention payable	44.04
Provision for long-term employee benefits	585.66
Deferred tax liabilities	2,964.71
Other non-current liabilities	8.30

17.4 Contingent Liabilities as at September 30, 2014

The Company and its subsidiaries have no additional liabilities apart from those disclosed in the notes to the interim financial statements ended September 30, 2014 (Note 31).

18. Information of the Company

18.1 Information of the Company and its business operation

The Company's businesses consist of 4 main businesses, namely mass transit business, media business, property business and services business detailed as follows:

- **Mass Transit Business** is the Company's key business to which Bangkok Mass Transit System Public Company Limited ("BTSC") (a subsidiary in which the Company currently holds 97.46% of the total issued shares) is granted a concession by the Bangkok Metropolitan Administration in 1992 in operating the first SkyTrain in Bangkok covering Sukhumvit Line and Silom Line with a combined track length of 23.5 kilometres for a period of 30 years. BTS SkyTrain commenced its service operation on December 5, 1999. In addition, BTSC was hired by Krungthep Thanakom Company Limited to provide the operation and maintenance service for the extension line of Bangkok Mass Transit System. The service operation of Silom Line Extension 1, Saphan Taksin – Wongwian Yai, with the track length of 2.2 kilometres, commenced on May 15, 2009. The service operation of Sukhumvit Line Extension, On Nut – Bearing, with the track length of 5.25 kilometres commenced on August 12, 2011. As for Silom Line Extension 2, Wongwian Yai – Bangwa, with the track length of 5.3 kilometres, BTSC commenced the full service operation on December 5, 2013. The total combined track length is 36.25 kilometres with an aggregate of 34 stations. Furthermore, BTSC was hired by Krungthep Thanakom Company Limited to manage the operation service of BRT buses since May 29, 2010. On April 17, 2013, BTSC sold its future net farebox revenue of BTS SkyTrain's 23.5-kilometer main service line under



the concession agreement effective from April 17, 2013 to the expiry of the concession term on December 4, 2029 to BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”). The Company has subscribed for and become a unit holder of 33.33 per cent of the total investment units in BTSGIF.

- **Media business** is operated by VGI Global Media Public Company Limited (“VGI”) and its subsidiaries which engage in the main business as a provider of the media advertising service focusing on the advertising media network with the concept of “Lifestyle Media”. At present, the advertising media network of VGI Group can access the daily life of the target group everywhere, starting with traveling by BTS SkyTrain, working in office buildings and shopping in the modern trade outlets. The advertising media network of VGI Group consists of: (1) advertising media inside BTS SkyTrain; (2) advertising media in 2 modern trade outlets; namely Tesco Lotus and Big C having branches across Thailand; and (3) advertising media in 100 prime office buildings in Bangkok and other businesses, i.e. advertising production, advertising media selling agency, advertising media on BRT buses, in the shuttle bus system of Chulalongkorn University and in the planes of AirAsia airline.
- **Property business** was formerly the Company’s core business since the beginning of its operations. BTS Group has been operating property business until today as part of business mechanism to help building the community and city which are growing and expanding along the mass transit routes, particularly the BTS SkyTrain routes.

BTS Group operates its property business in two main categories, namely property development and property services of which details are set out below.

Property Development

Property development for sale

BTS Group has a number of property development for sale projects consisting of (1) Abstracts brand condominiums located along the existing or future mass transit routes, currently on sale is the Abstracts Phahonyothin Park; and (2) Thana City located on Bangna-trad Highway KM 14 which features a range of residential units including single houses, townhouses, condominiums and land plots

Property development for rent

BTS Group has the property development for rent projects consisting of (1) The Royal Place 2 and The Grand which are residential projects for long-term and short-term rent; and (2) TST Tower office building for rent.



Property Services

Hotel Business

BTS Group's hotel management service is operated by Absolute Hotel Service Co., Ltd. which is a joint venture between the Company and the experienced hotel operator partner. Currently, BTS Group's hotel brands are "U Hotels & Resorts" and "Eastin" comprising U Chiang Mai Hotel, U Inchantree Kanchanaburi, Eastin Grand Hotel Sathorn Bangkok and U Sathorn Bangkok (which is the hotel and serviced apartment to be launched around by the end of 2014).

Golf course and sports club

The Company operates the golf course and sports club business at Thana City located on Bangna-trad Highway KM 14 through its subsidiary 'Thana City Golf & Sports Club Co., Ltd.'. The sports club and 18-hole standard golf course are managed and serviced by Absolute Golf Service Co., Ltd.

- **Services business** supports the core businesses of the Company and its subsidiaries, including E-money business for the common ticketing system for BTS SkyTrain system, BRT bus system and other further mass transit networks under the name "Rabbit" and CRM Loyalty Program under the name "Carrot Rewards". In addition, the service business covers the Chinese restaurant business under "ChefMan" brand, the hotel management services to manage and provide advice to hotels of the Company, its subsidiaries and those of others under "U Hotels & Resorts" and "Eastin" brands, the construction and construction management services and the management services for the property projects such as low-rise residential projects, condominiums and office buildings.



18.2 Summary table of the financial statements for the preceding three-year period and for the six-month period of the current year including the discussion and analysis of financial condition and results of operations of the preceding year and the six-month period of the current year

18.2.1 Summary of financial statements

Unit : Million Baht

Statement of financial position	Consolidated financial statement				
	As at April 1,	As at March 31,		As at September 30,	
	2012	2013 (Restated)	2014 (Restated)	2013	2014
Assets					
Current assets					
Cash and cash equivalents	1,333.2	3,513.3	8,668.5	7,021.8	5,955.7
Current investments	-	993.8	23,496.3	18,211.2	20,505.2
Bank account for advances from cardholders	1.1	78.9	152.7	109.8	179.8
Trade and other receivables	1,106.7	945.6	1,074.5	1,210.5	1,451.8
Current portion of receivable under concession agreement	-	-	90.0	-	91.1
Current portion of receivable under financial lease agreement	-	-	26.3	-	27.1
Consumable spare parts	93.0	29.2	31.0	29.6	24.3
Advances to contractors	13.8	25.6	13.7	19.7	18.2
Real estate development costs	3,349.1	3,510.3	2,549.8	2,740.4	2,462.8
Assets awaiting transfer under rehabilitation plan	73.0	73.0	68.3	68.3	68.9
Investments in subsidiaries awaiting transfer under rehabilitation plan	224.3	224.3	224.3	224.3	224.3
Accrued income	1,202.5	247.8	671.7	155.9	470.9
Prepaid expenses	128.0	137.6	60.6	87.1	96.3
Other current assets	342.9	315.9	215.4	308.0	229.8
	7,867.6	10,095.3	37,343.1	30,186.6	31,806.2
Non-current assets classified as held for sale	-	42,123.1	-	-	-
Total current assets	7,867.6	52,218.4	37,343.1	30,186.6	31,806.2
Non-current assets					
Restricted deposits	323.8	88.5	611.1	31.9	1,185.6
Cash deposited as collateral for debt settlement	232.7	232.7	232.7	232.7	232.7
Investment in a joint venture	-	-	44.5	-	38.4
Investments in associates	7.0	10.0	13,899.0	14,170.1	14,215.4
Other long-term investments	148.8	367.5	6,238.2	14,156.5	4,900.3
Project costs - elevated train system	45,144.2	-	-	-	-
Project costs - media	-	-	2,340.1	2,355.3	2,321.2
Reusable spare parts	81.2	22.4	21.9	21.9	32.6
Spare parts - maintenance contract	292.8	-	-	-	-
Land and projects awaiting development	2,676.3	-	263.9	263.2	263.9
Investment properties	2,461.0	2,867.6	3,101.5	3,060.4	3,080.0
Property, plant and equipment	6,039.2	9,590.8	7,674.0	10,553.1	8,241.7
Leasehold rights	90.0	81.5	77.6	81.9	73.5
Intangible assets	26.7	50.2	65.8	48.0	66.8
Retention receivable	2.1	2.0	2.4	2.5	1.8
Goodwill	78.7	78.7	78.7	78.7	78.7
Deposit and advances for asset acquisitions	496.9	481.7	45.0	45.0	45.0
Advances to contractors	79.6	0.2	0.2	0.2	-
Accrued income	-	-	325.0	309.6	341.5
Rights of claim from acquisition of debts per rehabilitation plan	741.5	545.1	204.0	204.0	204.0



Unit : Million Baht

Statement of financial position	Consolidated financial statement				
	As at April 1,	As at March 31,		As at September 30,	
	2012	2013 (Restated)	2014 (Restated)	2013	2014
Receivable under concession agreement - net of current portion	-	-	3,657.6	-	3,661.6
Receivable under financial lease agreement - net of current portion	-	-	60.1	-	46.4
Deferred tax assets	1,428.4	259.8	37.3	41.9	46.0
Other non-current assets	98.5	393.8	387.4	391.1	422.4
Total non-current assets	60,449.4	15,072.5	39,368.0	46,048.0	39,499.5
Total assets	68,317.0	67,290.9	76,711.1	76,234.6	71,305.7
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	1,941.5	1,117.0	-	-	220.0
Trade and other payables	1,514.8	1,948.2	2,222.4	1,856.2	2,379.4
Advances received from cardholders	1.1	77.7	151.1	108.9	179.4
Accrued costs of construction	351.9	152.3	73.8	144.2	130.3
Short-term loans from related individual	-	-	20.0	-	-
Current portion of creditors per rehabilitation plan	745.4	745.4	745.4	747.6	745.4
Current portion of long-term loans	583.4	1,967.2	10.0	-	22.0
Current portion of long-term debentures	2,495.8	2,078.7	3,607.6	3,603.2	1,466.1
Liability awaiting final court order	-	80.8	181.9	181.9	181.9
Unearned revenues	160.2	470.4	105.1	238.0	101.0
Fare box revenues awaiting transfer	137.7	95.1	177.0	160.5	181.1
Income tax payable	55.8	148.0	988.9	381.0	546.5
Short-term provision	-	-	45.8	45.6	56.4
Other current liabilities	350.4	141.1	201.3	474.9	305.2
Total current liabilities	8,338.0	9,021.9	8,530.3	7,942.0	6,514.7
Non-current liabilities					
Unearned revenues	-	-	641.8	560.2	608.6
Creditors per rehabilitation plan - net of current portion	52.1	51.9	49.6	49.6	49.6
Long-term loans - net of current portion	2,934.0	396.7	230.0	240.0	1,193.5
Long-term debentures - net of current portion	9,443.8	6,401.0	2,807.4	2,804.8	1,343.9
Convertible debentures - liability component	8,648.3	-	-	-	-
Retention payable	127.5	68.0	40.6	60.0	44.0
Provision for long-term employee benefits	400.2	481.7	557.6	516.9	585.7
Long-term provisions	-	-	1,266.9	1,017.1	1,353.3
Deferred tax liabilities	108.1	360.8	3,037.1	2,933.3	2,964.7
Other non-current liabilities	12.7	7.2	7.7	7.0	8.3
Total non-current liabilities	21,726.7	7,767.3	8,638.7	8,188.9	8,151.6
Total liabilities	30,064.7	16,789.2	17,169.0	16,130.9	14,666.3
Shareholders' equity					
Share capital					
Registered 15,913,136,180 ordinary shares of Baht 4 each (March 31, 2013 : 11,986,444,024 ordinary shares of Baht 4 each)					
(April 1, 2012 : 74,815,275,124 ordinary shares of Baht 0.64 each)	47,881.8	47,945.8	63,652.5	47,945.8	63,652.5



Unit : Million Baht

Statement of financial position	Consolidated financial statement				
	As at April 1,	As at March 31,		As at September 30,	
	2012	2013 (Restated)	2014 (Restated)	2013	2014
Issued and fully paid					
11,914,230,525 ordinary shares of Baht 4 each (March 31, 2013 : 11,106,634,594 ordinary shares of Baht 4 each) (April 1, 2012 : 57,188,274,676 ordinary shares of Baht 0.64 each)	36,600.5	44,426.5	47,656.9	46,104.8	47,656.9
Share premium	350.7	1,486.1	1,797.2	1,643.4	1,797.2
Share subscriptions received in advance	-	1,295.6	-	1,364.1	22.0
Deficit on business combination under common control	(3,372.0)	(3,372.0)	(3,372.0)	(3,372.0)	(3,372.0)
Surplus from the changes in the ownership interests in subsidiaries	(123.1)	2,811.2	4,448.3	3,916.2	3,873.3
Surplus on sales of warrants of the subsidiary	-	-	-	-	347.0
Treasury shares	-	-	-	-	(925.5)
Retained earnings					
Appropriated - statutory reserve	1,476.0	1,750.5	2,760.3	1,760.0	2,760.3
Appropriated - treasury share reserve	-	-	-	-	925.5
Unappropriated (deficit)	(1,705.8)	(3,465.9)	818.1	2,997.0	(1,325.2)
Other components of shareholders' equity	3,340.7	3,663.5	3,577.1	3,649.3	3,439.1
Equity attributable to owners of the Company	36,567.0	48,595.5	57,685.9	58,062.8	55,198.6
Non-controlling interest of the subsidiaries	1,685.3	1,906.2	1,856.2	2,040.9	1,440.8
Total shareholders' equity	38,252.3	50,501.7	59,542.1	60,103.7	56,639.4
Total liabilities and shareholders' equity	68,317.0	67,290.9	76,711.1	76,234.6	71,305.7

Unit : Million Baht

Statement of comprehensive income	Consolidated financial statement				
	For the year ended March 31,			For the six-month period ended September 30,	
	2012	2013 (Restated)	2014	2013 (Restated)	2014
Continued operation					
Profit or loss:					
Revenues					
Train procurement service income under concession agreement	-	-	-	148.0	49.8
Service income	3,281.2	4,787.6	6,056.4	2,879.8	3,141.4
Revenues from sales of real estate	325.5	787.9	2,057.2	1,417.9	250.5
Revenues from construction services (reversal)	72.8	9.2	1.6	-	-
Other income					
Management income	-	-	0.1	-	-
Dividend income	0.4	1.8	6.0	2.8	29.1
Interest income	39.7	58.9	1,213.2	666.7	619.7
Gain on sales of investments	-	-	-	0.1	105.9
Gain on sales of investments in subsidiaries	-	999.7	-	-	-
Gain on sales of future net fare box revenues	-	-	13,497.6	13,497.6	-
Gain on sales of assets	-	-	379.9	379.8	0.3
Others	1,235.4	63.7	88.6	45.9	77.4
Total revenues	4,955.0	6,708.8	23,300.6	19,038.6	4,274.1



Unit : Million Baht

Statement of comprehensive income	Consolidated financial statement				
	For the year ended March 31,			For the six-month period ended September 30,	
	2012	2013 (Restated)	2014	2013 (Restated)	2014
Expenses					
Cost of train procurement service under concession agreement	-	-	-	148.0	49.8
Cost of services	1,586.1	2,346.8	2,828.1	1,403.9	1,472.2
Cost of sales of real estate	226.8	527.3	1,260.4	870.5	156.4
Cost of construction services	83.4	8.3	0.7	-	-
Selling and servicing expenses	132.1	223.1	342.1	225.9	78.6
Administrative expenses	740.1	1,077.9	1,496.7	668.5	746.0
Total expenses	2,768.5	4,183.4	5,928.0	3,316.8	2,503.0
Profit before share of profit (loss) from investments in joint venture and associates, finance cost and income tax expenses	2,186.5	2,525.4	17,372.6	15,721.8	1,771.1
Share of loss from investment in a joint venture	-	-	-	-	(6.1)
Share of profit from investments in associates	(2.3)	3.0	619.2	302.0	397.9
Profit before finance cost and income tax expenses	2,184.2	2,528.4	17,991.8	16,023.8	2,162.9
Finance cost	(1,432.0)	(1,247.8)	(630.7)	(366.4)	(245.6)
Profit before income tax expenses	752.2	1,280.6	17,361.1	15,657.4	1,917.3
Income tax expenses	(172.6)	(1,248.1)	(3,806.4)	(3,249.8)	(403.5)
Profit from continued operation for the period	579.6	32.5	13,554.7	12,407.6	1,513.8
Discontinued operation					
Profit from discontinued operation for the period	1,656.0	1,894.7	30.3	30.4	-
Profit for the period	2,235.6	1,927.2	13,585.0	12,438.0	1,513.8
Other comprehensive income:					
Actuarial gains (losses)	-	(31.7)	-	-	-
Exchange differences on translation of financial statements in foreign currency	0.9	11.9	(0.9)	0.6	1.5
Revaluation surplus on assets	-	281.4	-	-	-
Gain on changes in value of available for sale investments - sold portion	-	-	-	-	(27.7)
Loss on changes in value of available-for-sale investments	4.3	15.0	(94.1)	(24.4)	(119.2)
Other comprehensive income for the period	5.2	276.6	(95.0)	(23.8)	(145.4)
Total comprehensive income for the period	2,240.8	2,203.8	13,490.0	12,414.2	1,368.4
Profit attributable to:					
Equity holders of the Company					
Profit from continued operation	509.5	(144.8)	12,615.2	11,725.7	1,283.6
Profit from discontinued operation	1,596.1	1,863.4	29.6	29.6	-
	2,105.6	1,718.6	12,644.8	11,755.3	1,283.6
Non-controlling interests of the subsidiaries					
Profit from continued operation	70.1	177.3	939.4	681.9	230.2
Profit from discontinued operation	59.9	31.3	0.8	0.8	-
	130.0	208.6	940.2	682.7	230.2
	2,235.6	1,927.2	13,585.0	12,438.0	1,513.8
Total comprehensive income attributable to:					
Equity holders of the Company					
Total comprehensive income from continued operation	514.7	132.5	12,520.2	11,701.9	1,138.2
Total comprehensive income from discontinued operation	1,596.1	1,863.4	29.6	29.6	-
	2,110.8	1,995.9	12,549.8	11,731.5	1,138.2



Unit : Million Baht

Statement of comprehensive income	Consolidated financial statement				
	For the year ended March 31,			For the six-month period ended September 30,	
	2012	2013 (Restated)	2014	2013 (Restated)	2014
Non-controlling interests of the subsidiaries					
Total comprehensive income from continued operation	70.1	176.6	939.4	681.9	230.2
Total comprehensive income from discontinued operation	59.9	31.3	0.8	0.8	-
	130.0	207.9	940.2	682.7	230.2
	2,240.8	2,203.8	13,490.0	12,414.2	1,368.4

Unit : Million Baht

Cash flow statement	Consolidated financial statement				
	For the year ended March 31,			For the six-month period ended September 30,	
	2012	2013	2014	2013 (Restated)	2014
Net cash from (used in) operating activities	1,755.8	4,659.3	3,218.5	1,758.5	(186.3)
Net cash from (used in) investing activities	(2,319.5)	4,097.7	12,180.3	9,804.8	3,661.0
Net cash from (used in) financing activities	70.6	(6,588.8)	(11,048.4)	(8,055.4)	(6,188.9)
Increase (decrease) in translation adjustment	0.9	11.9	(0.9)	0.6	1.4
Net increase (decrease) in cash and cash equivalents	(492.2)	2,180.1	4,349.5	3,508.5	(2,712.8)
Cash and cash equivalents at beginning of the period	1,825.4	1,333.2	3,513.3	3,513.3	8,668.5
Cash and cash equivalents at end of the period	1,333.2	3,513.3	7,862.8	7,021.8	5,955.7

18.2.2 Management Discussion and Analysis (MD&A)

18.2.2.1 For the period ended March 31, 2014

Financial Highlights

- Record ridership on BTS SkyTrain FY 2013/14 achieved; 8.9% ridership growth to 214.7 million trips which is the highest record since the commencement of the operation (within target growth range of 7 – 10%)
- Average fare increased 6.5% year-over-year to Baht 26.4 per trip
- Ridership reached the highest one-day record at 884,769 trips/day on January 13, 2014
- Train Operation & Maintenance (O&M) revenue rose 33.2% year-over-year to Baht 1,492.3 million from the opening of new Silom line extension
- Share of net profit from BTSGIF for FY 2013/14 recorded at Baht 612.5 million
- Media business revenue of Baht 3,121.2 million in FY 2013/14, representing 11.7% growth year-over-year
- Property operating revenue reached Baht 2,934.1 million in FY 2013/14, an increase of 103.1% year-over-year
- Services revenue rose by 231.0% year-over-year to Baht 399.0 million
- Net recurring profit (before MI) improved to Baht 2,611.6 million, an increase of 153.5% year-over-year



- Net income attributable to the equity holders of the Company increased 635.8% year-over-year to Baht 12,644.9 million
- Full year dividend to shareholders of Baht 7,073.3 million in FY 2013/14, equivalent to a dividend yield of 7.34%

The financial statements for the year ended March 31, 2014 have been audited by the independent auditor in which an unqualified opinion is expressed while attention is drawn to (1) changes in accounting policies due to the adoption of the Accounting Standard No. 12: Income Taxes (please see further details in Note 4 to the consolidated financial statements for the year 2013/14), the retrospective adoption of which was made for comparative purpose to the financial statements for the year ended March 31, 2013, and the financial statements as at April 1, 2012 were presented for comparative purpose with the adoption of the accounting standard on income taxes as well; and (2) the infrastructure fund transaction and the realization of profit from such entry in the amount of Baht 13,498 million which is materially significant to the financial statements and such transaction was not under the ordinary course of business (please see further details in Note 52 to the consolidated financial statements for the year 2013/14).

Business Impact Analysis

The Company's **Mass Transit business** continued to demonstrate its resilience and growth characteristics and relative immunity to the aforementioned economic cyclicality. FY 2013/14 ridership grew 8.9% year-over-year to 214.7 million trips, within the higher end of the Company's 7 – 10% target range. This was largely due to organic growth and the opening in full operation of 5.3-kilometre Green Line Silom extension (Wongwian Yai (S8) – Bang Wa (S12) on December 5, 2013), which fed more passengers to the core network. Moreover, amidst the ongoing political unrest, ridership in January and February 2014 grew significantly as commuters experienced inconvenience on road-based transit and subsequently resorted to the BTS SkyTrain and other rail mass transit as an alternative mode of transport. As a result, the Company recorded improved O&M revenue of Baht 1,492.3 million, an increase of 33.2% year-over-year as the Company recorded full year effect of O&M revenue from Pho Nimit (S9) to Talat Phlu (S10) stations and also started recording additional O&M revenue for Wutthakat (S11) and Bang Wa (S12) stations, the new portion of the extension. In regards to the development of future domestic mass transit projects under the Baht 2.2-trillion infrastructure borrowing bill, the Company is confident in the government's ability to finance these projects despite the Constitutional Court ruling the bill as unconstitutional. The government is expected to look to other funding sources, primarily the annual government budget and also the private sector to invest in mass transit projects under its authority.

The Company's **Media business** has proved less resilient in the face of dampened domestic consumption and political disturbances as advertising budgets were delayed or cut. Media operating revenue in the second half of FY 2013/14 was adversely affected, causing VGI to miss its targeted revenue growth of 30.0%. Nevertheless, despite the decrease in total Thai advertising



spending, VGI was still able to generate 11.7% revenue growth largely owing to the strong improvement in BTS-related media business. Resilience of BTS-related media was once again demonstrated from revenue growth of 20.3% in FY 2013/14. Despite the lower-than-expected growth, the Company remains positive and views the current deceleration in domestic consumption as a temporary disruption.

The softened economy and political tensions also affected the Company's **Property businesses**. Subdued consumer sentiment hurt sales of Abstracts Phahonyothin Park (Tower A) condominium units; the Company did not achieve its target to transfer all units within FY 2013/14 due to the delay in transfer or cancellation of some units. Regardless, Residential Property revenue still contributed 70.3% to total Property revenue, most of which is from the transfer of units in Abstract Phahonyothin Park (Tower A). On the Commercial Property side, the hotel business performed strongly. The Company's Commercial Property managed to generate recurring revenue of Baht 861.9 million, representing 33.6% growth year-over-year.

Within the **Services business**, the number of rabbit cards issued increased significantly from last year to 2.5 million cards in FY 2013/14, exceeding the Company target of 2.0 million cards despite being launched just 2 years ago. The government is currently expediting the National Common Ticketing System (NCTS) project and the Company expects the award of bidding contracts for the Central Clearing House (CCH) to be announced in mid-2014.

FY 2013/14 Performance

The Company and its subsidiaries (together, the "Group") recorded consolidated total revenue of Baht 23,300.5 million in FY 2013/14. This represented an increase of 247.3% (or Baht 16,591.6 million) from Baht 6,708.9 million in FY 2012/13. The increase was primarily due to both stronger operating performance as well as the gain from the sale of net fare-box revenue to BTSGIF of Baht 13,497.6 million (for more details, please refer to Note 52 to FY 2013/14 consolidated financial statements). Despite (1) higher O&M revenue from additional service income from the Silom line extension, (2) stronger Media, Property and Services operating performance and (3) an increase in interest income by Baht 1,154.2 million to Baht 1,213.2 million, mainly earned on the sales proceeds from BTSGIF, operating revenue (which already includes share of net profit in BTSGIF of Baht 612.5 million) fell by 15.5% year-over-year to Baht 8,766.8 million as a result of the sale of net fare-box revenues to BTSGIF. Revenue from the Mass Transit, Media, Property and Services businesses accounted for 26.4%, 35.6%, 33.5% and 4.6% of total operating revenue, respectively. Total consolidated expenses and SG&A reached Baht 5,928.0 million in FY 2013/14, an increase of Baht 1,744.5 million or 41.7% year-over-year largely from the higher cost of sales of real estate and cost of services. Operating costs decreased by 22.7% year-over-year to Baht 4,109.9 million largely from the reduction in costs related to the operation of the core network which was sold to BTSGIF, which offset the increase in operating costs of Property, Media and Services businesses. As a result of cost efficiency and the one-third investment of the units in



BTSGIF, the Group operating gross profit margin improved to 53.1% from 48.8% in the previous year.

Although operational performance in Media, Property and Services businesses improved, the Company operating EBITDA margin declined from 49.0% in the previous year to 39.0% due to the higher proportion contribution of lower margin Mass Transit O&M and Property businesses. Finance costs fell by 49.5% or Baht 617.1 million to Baht 630.7 million, primarily as the Group repaid outstanding debt and all CBs were fully converted.

Due to the improved operational performance, the recognition of share of net profit in BTSGIF, the increase in interest income as well as a reduction in finance costs, recurring pre-tax profit margin for this year improved to 36.4% from 21.6% in FY 2012/13. Although the Company recorded an increase in consolidated income tax to Baht 3,806.4 million, mainly from (1) tax expenses related to capital gain on BTSGIF transaction of Baht 2,700.0 million, (2) tax expenses associated with BTSC capital reduction of Baht 406.7 million, net recurring profit improved 153.5% year-over-year to Baht 2,611.6 million in FY 2013/14. Taking into account all the aforesaid transactions, together with non-recurring items which were mainly gain from sale of net fare-box revenue, the Group recorded a consolidated profit of Baht 13,585.0 million (increasing 604.9% year-over-year) and profit attributable to the equity holders of the Company of Baht 12,644.9 million (increasing 635.8% year-over-year).

Statement of Financial Position as of March 31, 2014

Total assets as of March 31, 2014 stood at Baht 76,757.1 million, a 14.1% increase from March 31, 2013. Total current assets reduced by 28.7% to Baht 37,226.8 million mainly due to (1) the de-recognition of non-current assets held for sale of Baht 42,123.1 million from the Group statement of financial position, in accordance with TFRS 5 following the sale of future net fare-box revenues to BTSGIF as well as (2) a Baht 960.5 million (or 27.4%) reduction in real estate development costs to Baht 2,549.8 million as condominium units were transferred to buyers. This was partially offset with (3) the increase in cash by Baht 4,349.5 million (see further details in Cash Flow section) and (4) the increase in current investments by Baht 23,308.2 million, reflecting the treasury management of sales proceeds from BTSGIF.

Total non-current assets rose by 162.3% to Baht 39,530.3 million largely from the increase in (1) investment in associates by Baht 13,888.9 million (primarily from the investment in one-third of the units of BTSGIF) and (2) other long-term investments by Baht 5,870.7 million, largely from the investment in fixed deposits of Baht 1,082.3 million and unsubordinated debentures (the long-term portion of Baht 2,999.3 million were placed at a financial institution in order to secure the principal and interest payment obligations with respect to BTSC's Long Term Debentures).

Total liabilities, from March 31, 2013 to March 31, 2014, is increased by 1.2% or Baht 205.5 million to stand at Baht 16,994.8 million largely due to increases in (1) deferred tax liabilities of Baht 2,731.3 million in accordance with TAS12 Income Taxes applied since 1Q FY 2013/14, (2) provision for future liabilities from Special Business Tax levied on BTSGIF, to be absorbed by the



Company of Baht 1,083.5 million, and (3) income tax payable of Baht 840.9 million largely from tax expenses related to BTSC capital reduction, which offset with the effect of (1) the repayment of bank loans (Baht 3,241.0 million) and (2) the second tranche repayment of BTSC debenture (Baht 2,081.3 million) in August 2013.

Total equity increased by Baht 9,260.6 million or 18.3% to Baht 59,762.3 million, as of March 31, 2014. This increase was attributable to (1) an increase in retained earnings of Baht 5,508.3 million largely from the gain from the sale of future net fare-box revenues to BTSGIF, offset with dividend payments of Baht 7,112.0 million, (2) increase in surplus from the changes in the ownership interests in subsidiaries of Baht 1,637.1 million mainly from the sale of a portion of investment in subsidiary (VGI) and (3) increase in paid-up capital by Baht 3,230.4 million to Baht 47,656.9 million resulting from the issuance of additional 807.6 million ordinary shares from the exercise of BTS-W2 and BTS-WA. As of March 31, 2014, total issued and fully paid-up shares stood at 11,914.2 million shares.

Cash Flow As of March 31, 2014, the Company's **cash and cash equivalents** reached Baht 7,862.8 million. **Net cash from operating activities** declined 30.9% to Baht 3,218.5 million compared to Baht 4,659.3 million in the previous year. Key contributors of the decrease were the sales of net fare-box revenue to BTSGIF. **Net cash from investing activities** stood at Baht 12,180.3 million from Baht 4,097.7 million last year. Key items include the proceeds from the sale of net fare-box revenue to BTSGIF, the reinvestment in BTSGIF units and the treasury management of surplus cash proceeds from the sale. **Net cash used in financing activities** was Baht 11,048.4 million compared to Baht 6,588.8 million last year, mainly from debt repayment of Baht 5,322.3 million and dividend payment of Baht 7,112.0 million, offset with cash received from exercised warrants of Baht 2,237.5 million. As a result, the consolidated cash flow statements showed an increase of Baht 4,349.5 million in cash and cash equivalents to Baht 7,862.8 million from Baht 3,513.3 million as of March 31, 2013.

18.2.2.2 For the Period 1Q FY 2014/15 and 2Q FY 2014/15

Financial Highlights

1Q FY 2014/15

- Quarterly ridership; 51.3 million trips in 1Q FY 2014/15, representing 2.0% growth year-over-year
- Average fare also increased 6.8% year-over-year to Baht 27.0 per trip
- Train Operation & Maintenance (O&M) revenue rose 33.8% year-over-year to Baht 378.6 million primarily from the opening of new Silom line extension
- Share of net profit from BTSGIF for 1Q FY 2014/15 recorded at Baht 166.4 million, an increase of 33.9% year-over-year
- Media business revenue of Baht 754.0 million in 1Q FY 2014/15, a 19.2% increase QoQ, yet a 10.6% decrease year-over-year



- Property business revenue of Baht 319.4 million in 1Q FY 2014/15, dropping 66.4% year-over-year mainly from fewer transferred condominium units
- Services business revenue rose by 61.1% year-over-year to Baht 125.8 million mainly from the revenue generated from ChefMan Restaurants
- Net recurring profit (before MI) improved to Baht 769.2 million, an increase of 22.6% year-over-year
- Net income attributable to the equity holders of the Company dropped 94.0% year-over-year to Baht 650.2 million due to the gain from BTSGIF transaction in 1Q FY 2013/14

2Q FY 2014/15

- Quarterly ridership; 54.6 million trips in 2Q FY 2014/15, 2.1% growth year-over-year and 6.6% growth QoQ. Average fare also increased 0.6% year-over-year to Baht 26.6 per trip
- Share of net profit from investment in BTSGIF units in 2Q FY 2014/15 increased by 24.6% year-over-year or Baht 42.8 million to Baht 217.2 million
- Train Operation & Maintenance (O&M) revenue rose 36.3% year-over-year to Baht 392.2 million primarily from the opening of new Silom line extension and the additional scope of work in BRT contract
- Media business revenue of Baht 787.0 million in 2Q FY 2014/15, a 4.4% increase QoQ, yet a 7.1% decrease year-over-year
- Property business revenue of Baht 330.9 million in 2Q FY 2014/15, dropping 61.7% year-over-year mainly from fewer transferred condominium units
- Services business revenue rose by 39.1% year-over-year to Baht 144.2 million mainly from the revenue generated from ChefMan Restaurants
- Net recurring profit margin (before MI) improved to 32.9% in 2Q FY 2014/15 compared to 28.2% in 2Q FY 2013/14
- Net income attributable to the equity holders of the Company dropped 33.1% year-over-year to Baht 633.4 million due to the gain on sales of assets in 2Q FY 2013/14 and a decrease of revenue from sales of real estate

Performance

1Q FY 2014/15

The Group recorded consolidated total revenue of Baht 2,172.1 million in 1Q FY 2014/15, which includes (1) dividend income of Baht 24.0 million (increased by 744.1% year-over-year) from equity investment dividends as well as (2) interest income of Baht 333.9 million (increased 7.0% year-over-year) mainly from interest earned on investment of the sales proceeds from BTSGIF. However, the consolidated revenue dropped 86.6% or Baht 13,980.0 million year-over-year from Baht 16,152.1 million in 1Q FY 2013/14. The reduction was primarily due to gain from the sale of net fare-box revenue to BTSGIF of Baht 13,497.6 million which was recorded in 1Q FY 2013/14.



Despite (1) higher O&M revenue from additional service income from the Silom line extension and (2) 33.9% increase in share of net profit from BTSGIF, operating revenue fell by 29.9% year-over-year to Baht 1,744.2 million largely as a result of the reduction in Property revenue from fewer transferred units of Abstracts Phahonyothin Park Condominium in 1Q FY 2014/15 and the softened Media revenue. Revenue from the Mass Transit, Media, Property and Services businesses accounted for 31.2%, 43.2%, 18.3% and 7.2% of total operating revenue, respectively.

Total consolidated expenses and SG&A reached Baht 1,232.4 million in 1Q FY 2014/15, a reduction of Baht 497.1 million or 28.7% year-over-year largely from the decrease in sales of real estate and SG&A expenses. Operating costs decreased by 37.8% year-over-year to Baht 770.0 million which was in line with the reduction in total operating revenue. Nonetheless, as operating costs decreased more than the decline in operating revenue, the Group operating gross profit margin improved to 55.9% from 50.2% in the previous year.

Although operating revenue in Mass Transit, Media, and Property businesses declined, the Group operating EBITDA margin improved from 36.1% in the previous year to 39.5% due to the lower contribution of lower margin Property business. Finance costs fell by 30.6% or Baht 58.9 million to Baht 133.6 million, primarily as the Group repaid outstanding debt. Income tax expense fell 93.0% year-over-year or by Baht 2,824.6 million to Baht 212.3 million due to the income tax on the gain from BTSGIF transaction in 1Q FY 2013/14.

As a result of higher income from investment in associates (share of net profit in BTSGIF), improved performance from O&M business, an increase in interest income and dividend income as well as a reduction in finance costs, recurring pre-tax profit margin for this quarter improved to 43.0% from 34.1% in 1Q FY 2013/14. A decrease in recurring income tax to Baht 212.3 million (versus Baht 337.3 million in 1Q FY 2013/14) resulted in net recurring profit improving 22.6% year-over-year to Baht 769.2 million in 1Q FY 2014/15. Taking into account all the aforesaid transactions, the Group recorded a consolidated profit of Baht 762.3 million (decreasing 93.3% year-over-year) and profit attributable to the equity holders of the Company of Baht 650.2 million (increasing 94.0% year-over-year).

2Q FY 2014/15

The Group recorded consolidated total revenue of Baht 2,106.6 million in 2Q FY 2014/15, falling 27.0% or Baht 779.9 million year-over-year from Baht 2,886.5 million in 2Q FY 2013/14. The reduction was primarily due to (1) a decrease in revenue of sales of real estate of Baht 541.1 million, (2) a gain on the sales of land of Baht 379.8 million in 2Q FY 2013/14 which was not repeated in 2Q FY 2014/15, yet offset with (3) an increase in service income of Baht 170.5 million mainly from the increased O&M revenue. Despite (1) higher O&M revenue from additional service income from the Silom line extension (2) additional scope of work in BRT contract and (3) an increase in share of net profit from BTSGIF units, operating revenue fell by 17.8% year-over-year to Baht 1,871.5 million largely as a result of the reduction in Property revenue from fewer



transferred units of Abstracts Phahonyothin Park Condominium in 2Q FY 2014/15 and the softened Media revenue. Revenue from the Mass Transit, Media, Property and Services businesses accounted for 32.6%, 42.1%, 17.7% and 7.7% of total operating revenue, respectively.

However, operating revenue rose 7.3% QoQ to Baht 1,871.5 million as a result of the improved performance of all business units. Mass Transit revenue rose 11.8% QoQ, which was mainly attributable to an increase in share of net profit in BTSGIF units and the additional scope of work in BRT contract. Media revenue rebounded 4.4% QoQ, which was in line with the slow economic growth momentum. Property revenue also increased 3.6% from the previous quarter as a result of the improvement in the Company's group of hotels' business. Lastly, Services revenue showed 14.6% growth, largely owing to the strong performance of ChefMan Restaurants.

Total consolidated expenses and SG&A reached Baht 1,275.2 million in 2Q FY 2014/15, a reduction of Baht 312.1 million or 19.7% year-over-year mainly from the decline in cost of sales of real estate as well as selling and marketing expenses related to sales of Abstracts Condominium project. Operating costs decreased by 26.8% year-over-year to Baht 793.0 million, which was in line with the reduction in total operating revenue. Nonetheless, as operating costs decreased at a higher rate than the decline in operating revenues, the Group operating gross profit margin improved to 57.6% from 52.4% in the previous year.

As a result of the aforementioned changes, the Group operating EBITDA was Baht 738.7 million, a decrease of Baht 102.8 million or 12.2% year-over-year and an increase of Baht 49 million or 7.1% QoQ. However, the operating EBITDA margin improved to 39.5% in 2Q FY 2014/15 (versus 37.0% in 2Q FY 2013/14) from growth in O&M margin and lower contribution from low margin business. Finance costs fell by 35.6% or Baht 61.9 million to Baht 112.0 million, primarily as the Group repaid the third tranche of BTSC debentures (Baht 3,611.3 million) in August 2014. The net recurring (post-tax) profit margin for this quarter improved to 32.9% from 28.2% in 2Q FY 2013/14 from the improved operating gross profit, an increase in other recurring income of Baht 48.4 million, a reduction in finance costs as well as a reduction in income tax expenses of Baht 21.7 million. Taking into account all the aforesaid transactions, the Group recorded a consolidated profit of Baht 751.5 million (decreasing 31.0% year-over-year) and profit attributable to the equity holders of the Company of Baht 633.4 million (decreasing 33.1% year-over-year).

Statement of Financial Position as of September 30, 2014

Total assets as of September 30, 2014 stood at Baht 71,305.7 million, a decrease of Baht 5,405.4 million or 7.0% from March 31, 2014. Total current assets stood at Baht 31,806.2 million, decreasing 14.8% mainly from (1) a decrease in current investment of Baht 2,991.1 million (mainly from the collateralised debenture, which was used to repay the third tranche of BTSC debentures of Baht 3,611.3 million and the reclassification of the fourth tranche of BTSC debentures of Baht 1,466.2 million to current portion from long-term portion), (2) a reduction in cash of Baht 2,712.8 million (see further details in Cash Flow section), offset with (3) an increase in trade and other



receivables of Baht 377.4 million. Total non-current assets was Baht 39,499.5 million, an increase of 0.3% mainly from (1) an increase in restricted deposits of Baht 574.5 million (cash collateral placed with banks), (2) an increase in PP&E of Baht 567.7 million mainly for the development of U Sathorn hotel and renovation of sport club in Thana City, offset by (3) a decrease in other long-term investments of Baht 1,337.9 million primarily from the aforementioned movement of the fourth tranche of BTSC debentures which will mature in August 2015 to current portion.

Total liabilities as of September 30, 2014 decreased from March 31, 2014 by 14.6% or Baht 2,502.6 million to stand at Baht 14,666.3 million largely due to (1) the third tranche repayment of BTSC debentures in August 2014, (2) a decrease in income tax payable of Baht 442.4 million, offset with (3) an increase in loans from financial institutions of Baht 1,195.5 million, of which Baht 220.0 million was used by VGI to purchase Master Ad Public Company Limited shares and Baht 966.9 million were loans taken to invest in offshore deposits and investments.

Total equity as of September 30, 2014 decreased by Baht 2,902.8 million or 4.9% to Baht 56,639.4 million mainly attributable to (1) a reduction in surplus from the changes in the ownership interests in subsidiaries of Baht 574.9 million primarily as a result of the Company increasing its shareholding in subsidiary VGI, (2) a decrease in non-controlling interest of the subsidiaries of Baht 415.4 million due to the purchases of investments in subsidiaries (VGI and Nuvo Line Agency Company Limited) and (3) a reduction in unappropriated retained earnings (excluding the portion reserved for treasury stock) of Baht 2,143.3 million. The decline in unappropriated retained earnings was mainly from dividend payment of Baht 2,501.4 million for the period of October 2013 to March 2014. As of September 30, 2014, total issued and fully paid-up shares stood at 11,914.2 million shares.

Cash Flow For the six months ended September 30, 2014, the Company's **cash and cash equivalents** reached Baht 5,955.7 million. **Cash from operating activities** was Baht 1,080.1 million, declining 52.4% or Baht 1.2 billion primarily due to lower operating revenue of Property and Media businesses and the decrease in trade and other payable of Baht 508.2 million. Cash paid for corporate income tax of Baht 1.1 billion (1H FY 2013/14: Baht 261.8 million) meant that net cash used in operating activities was Baht 186.3 million. **Net cash from investing activities** was Baht 3,661.0 million. The key components are (1) decrease in current investment of Baht 4,567.4 million largely from the repayment of the third tranche of BTSC debenture, (2) cash proceeds from the sale of "available-for-sale" investments of Baht 1,004.7 million, (3) dividend received of Baht 635.4 million (mainly from BTSGIF), (4) cash paid for purchases of other long-term investments of Baht 1,308.7 million and (5) investment in Master Ad Public Company Limited of Baht 681.2 million. **Net cash used in financing activities** was Baht 6,188.9 million mainly from (1) the cash paid for the repayment of the third tranche of BTSC debenture of Baht 3,611.3 million, (2) dividend payment of Baht 2,493.5 million, (3) net cash paid for purchases of investments in subsidiaries of Baht 618.5 million and (4) cash paid for the purchase of BTS Group treasury stock of Baht 925.5 million.



- 18.3 Financial projections (if any) in the present year, including assumptions on trade, economics, industry and review of the figures by a certified public auditor and the opinion of an independent financial advisor that the projections have been carefully prepared

-None-

- 18.4 List of the Board of Directors, the Executives and top ten shareholders

- 18.4.1 List of the Board of Directors of the Company as of November 24, 2014

No.	Name	Position
1.	Mr. Keeree Kanjanapas	Chairman / Executive Chairman / Chairman of Corporate Governance Committee
2.	Mr. Paul Tong	Director
3.	Mr. Anat Arbhabhirama	Executive Director / Member of Corporate Governance Committee
4.	Mr. Surapong Laoha-Unya	Executive Director
5.	Mr. Kavin Kanjanapas	Executive Director
6.	Mr. Rangsin Kritalug	Executive Director / Chief Operating Officer Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee
7.	Mr. Kong Chi Keung	Executive Director Member of Nomination and Remuneration Committee
8.	Lt. Gen. Phisal Thepsithar	Independent Director / Chairman of the Audit Committee / Chairman of Nomination and Remuneration Committee
9.	Mr. Amom Chandara-Somboon	Independent Director
10.	Mr. Suchin Wanglee	Independent Director / Audit Committee member / Member of Nomination and Remuneration Committee
11.	Mr. Charoen Wattanasin	Independent Director / Audit Committee member / Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee
12.	Mr. Cheong Ying Chew, Henry	Independent Director

- 18.4.2 List of the Executives of the Company (who are not the directors) as of November 24, 2014

No.	Name	Position
1.	Mr. Surayut Thavikulwat	Chief Financial Officer
2.	Mrs. Duangkamol Chaichanakajorn	Accounting Director
3.	Mrs. Patchaneeya Pootme	Corporate Communications Director
4.	Mr. Daniel Ross	Financial Director
5.	Miss Chawadee Rungruang	Financial Controller
6.	Miss Chayada Yodyingtammakul	Legal Director / Company Secretary

- 18.4.3 List of top ten shareholders as of June 10, 2014 which is the latest share register book closure date

	Name	Number of shares	Percentage
1.	Mr. Keeree Kanjanapas Group*	4,886,135,039	41.01
2.	Thai NVDR Co., Ltd.	770,667,077	6.47
3.	Bangkok Bank Public Company Limited	545,466,733	4.58
4.	HSBC (Singapore) Nominees Pte Ltd	178,476,063	1.50
5.	State Street Bank Europe Limited	93,279,408	0.78
6.	K Equity 70:30 LTF	88,896,700	0.75
7.	K Equity Dividend LTF	62,131,600	0.52
8.	Chase Nominees Limited 46	60,651,410	0.51
9.	State Street Bank and Trust Company	58,578,083	0.49
10.	Mr. Sombat Panichcheewa	53,592,992	0.45



*Note: Mr. Keeree Kanjanapas Group consists of (1) Mr. Keeree Kanjanapas holding 3,881,164,652 shares in his own name, holding 350,000,000 shares through UBS AG Hong Kong Branch as custodian and holding 260,000,000 shares through Credit Suisse AG, Singapore Branch as custodian (2) Mr. Kavin Kanjanapas holding 2,459,295 shares, (3) Ms. Sushan Kanjanapas holding 32,460,000 shares, (4) K2J Holding Co., Ltd. holding 360,000,000 shares and (5) Amsfield Holdings Pte. Ltd. holding 51,092 shares.

19. The opinion of the Board of Directors of the Company relating to the sufficiency of working capital; where it is not sufficient, indicate the source of funds to resolve the situation

The Board of Directors of the Company is of the view that there is no sufficiency issue regarding the source of funds for this transaction because the Company will transfer the whole amount of ordinary shares held by it in BTSA and Kamkoong as consideration for newly issued ordinary shares of NPARK and NPARK-W2 Warrants.

20. Pending material disputes or claims

As of November 24, 2014, the Company and/or its subsidiaries have pending legal disputes as follows:

- (1) Kasikornbank Public Company Limited as bondholders' representative prosecuted the Company as secured bonds issuer and its two subsidiaries (i.e. Yongsu Co., Ltd. and DNAL Co., Ltd.) as the mortgagors of the assets securing the issuance of the bonds of the Company claiming the payment of the bonds together with the interest and related expenses in the amount of approximately Baht 4,251 million. The Trial Court ordered the two subsidiaries to repay the debt according to the complaint. The two subsidiaries appealed the Trial Court's judgment and the Court of Appeal affirmed the judgment of the Trial Court. However, the bank lodged a debt repayment claim under the Company's rehabilitation process and the Company sold the mortgaged assets through the auction sale for debt repayment to its creditors (including the bonds creditors). Therefore, there has been no execution procedure in accordance with the judgment of the Court of Appeal against the two subsidiaries.
- (2) BTSC as employer along with Italian-Thai Development Public Company Limited as contractor, and Thai Maruken Co., Ltd, as sub-contractor, were prosecuted by Fuel Pipeline Transportation Co., Ltd. and two insurance companies, who claimed that the fuel pipeline of Fuel Pipeline Transportation Co., Ltd. was damaged because Thai Maruken Co., Ltd. hammered the sheet pile into the ground for the construction of BTS SkyTrain Station for BTSC. The Civil Court ruled that Thai Maruken Co., Ltd. pay approximately Baht 59 million to the plaintiffs. The plaintiffs appealed to the Court of Appeal who reversed the judgment of the Trial Court and dismissed the lawsuit of the plaintiffs. The plaintiffs appealed to the Supreme Court and the case is now under the consideration of the Supreme Court. The plaintiffs also submitted a debt repayment claim under BTSC's rehabilitation process. The official receiver dismissed such claim giving the reason that BTSC did not offend the plaintiffs. The plaintiffs filed objections to the order of the official receiver with the Central Bankruptcy Court and the Central Bankruptcy Court dismissed such objection. The plaintiffs



filed appeals to the Supreme Court and the case is now under the consideration of the Supreme Court.

- (3) BTSC along with Bangkok Metropolitan Administration were prosecuted by three plaintiffs who are disabled persons and requested that elevator and other facilities for disabled persons be provided at BTS Sky Train Stations in compliance with relevant law and regulations. The Central Administrative Court rendered the order to dismiss the case with a view that at the time of execution of the concession agreement, the ministerial regulation which prescribes the obligation to provide elevators and facilities to the disabled persons did not yet exist. All three plaintiffs appealed such order to the Supreme Administrative Court. The case is now under the consideration of the Supreme Administrative Court.
- (4) Bangkok Metropolitan Administration submitted to the official receiver an application for debt repayment in the amount of approximately Baht 306.5 million under BTSC's rehabilitation process. The official receiver made an order allowing Bangkok Metropolitan Administration to receive debt repayment in the rehabilitation process only for the debt regarding the consideration for the use of the government real property in the amount of approximately Baht 8.3 million and the debt regarding the fee for the letter of guarantee in the amount of approximately Baht 12.3 million. The official receiver dismissed Bangkok Metropolitan Administration's application for the debt repayment in respect of the debt regarding the building and land taxes in the amount of approximately Baht 72.4 million and the debt regarding building rental in the amount of approximately Baht 201.4 million. Bangkok Metropolitan Administration filed an objection to the official receiver's order to the Central Bankruptcy Court. The Central Bankruptcy Court dismissed such objection. Bangkok Metropolitan Administration filed an appeal to the Supreme Court against the order of the Central Bankruptcy Court. Currently the case is under the consideration of the Supreme Court, bankruptcy division.

21. Benefit or Connected transaction entered into between the Company, its directors, executives and shareholders holding the shares, directly or indirectly, of 10% or more according to the Company's financial statements for the period ended September 30, 2014

The connected transactions between the Company and the persons who may have conflict of interests are the remaining transactions that have long been occurred. The Company has disclosed the details in FY 2013/14 Annual Registration Statement Disclosure Form (Form 56-1) under Section 12 (Related Party Transactions). The summary of the transactions and outstanding balance as of September 30, 2014 are set out below.

Person who may have conflict of interests	Relationship	Features of Transactions
Hwa Kay Thai (Thailand) Co., Ltd. ("Hwa Kay Thai")	Mr. Man Ka Ho Donald, a son in law of Mr. Keeree Kanjanapas, the Chairman, the Executive Chairman and a major shareholder of the Company, has	Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd., the Company's subsidiaries granted a loan to Hwa Kay Thai in 1995. Both subsidiaries



Person who may have conflict of interests	Relationship	Features of Transactions
	<p>benefit and controlling power of more than 10% in Oriental Field Ltd. which in turn holds 49% shares in Hwa Kay Thai.</p> <p>Hwa Kay Thai was formerly a subsidiary of the Company but all shares in Hwa Kay Thai were transferred to the Company's creditors as debts settlement.</p>	<p>have reserved the entire amount of the provision for doubtful debt.</p> <p>Both subsidiaries have continually demanded for repayment from Hwa Kay Thai. Currently, the parties are in negotiation to resolve the issue with progression.</p> <p>The outstanding debts before making the provision of doubtful debt as of September 30, 2014 is Baht 55.0 million, and having zero book value.</p>
EGV Co., Ltd. ("EGV")	<p>Mr. Keeree Kanjanapas, the Chairman, the Executive Chairman and a major shareholder of the Company, is a director and a major shareholder of EGV</p>	<p>The Company granted a loan to EGV in 1995 for EGV's acquisition of shares in ITV Plc. EGV pledged the shares in ITV Plc. to secure the Company's debt. The Company's creditor submitted a debt repayment claim in relation to such debt under the Company's rehabilitation plan but the official receiver ordered the payment of only partial amount of such debt. The creditor filed to the Central Bankruptcy Court an objection against the official receiver's order. The case is now under the consideration of the Supreme Court. The Company has reserved the entire amount of the provision for doubtful debt. As EGV's asset consists of only shares in ITV Plc. pledged to the financial institutions who are the Company's creditor without any consideration, the Company will have EGV transfer these shares to the creditor as debt repayment once the lawsuit between the creditor and the Company in the Supreme Court has terminated.</p> <p>The outstanding debts before making the provision of doubtful debt as of September 30, 2014 is Baht 11.6 million, and having zero book value.</p>

22. Summary of material agreements in the past 2 years

During the past 2 years, the Company and its subsidiaries have entered into the material agreements as disclosed in FY 2013/14 Annual Registration Statement Disclosure Form (Form 56-1) under Section 6.2 (Other Material Information), the details of which are summarised as follows:

- (1) BTS SkyTrain Operation and Maintenance Agreement between Krungthep Thanakom Co., Ltd. and BTSC under which BTSC was appointed to provide operating and maintenance services including fares collection for the extension lines of BTS SkyTrain System for the period of 30 years;



- (2) Marketing Management License Agreement between VGI and BTSC under which BTSC granted VGI the exclusive right to manage advertising space, advertising space outside BTS trains, merchandising areas and additional areas in the main lines of BTS SkyTrain System (Sukhumvit and Silom Line totalling 23 stations);
- (3) Net Revenue Purchase and Transfer Agreement between BTSC and BTSGIF under which BTSC agrees to sell and transfer to BTSGIF all farebox revenues to be generated from the operation of the main lines of BTS SkyTrain System (Sukhumvit and Silom Lines totalling 23 stations);
- (4) Sponsor Support and Guarantee Agreement between the Company, BTSC and BTSGIF under which the Company as BTSC's major shareholder agrees to guarantee the performance of BTSC's obligations under the Net Revenue Purchase and Transfer Agreement;
- (5) Share Pledge Agreement between the Company and BTSGIF under which the Company agrees to pledge its shares in BTSC to BTSGIF to secure its obligations under the Sponsor Support and Guarantee Agreement;
- (6) Agreement to Purchase and Sell Shares between the Company, BTSC, BTSGIF and Standard Chartered Bank (Thai) Public Company Limited as fund supervisor of BTSGIF under which the Company agrees to sell the shares held by it in BTSC to BTSGIF upon the occurrence of an event of default under the Net Revenue Purchase and Transfer Agreement;
- (7) Conditional Assignment of O&M Cost Account between BTSC and BTSGIF under which BTSC agrees to assign its rights in O&M cost account to BTSGIF upon the occurrence of an event of default under the Net Revenue Purchase and Transfer Agreement;
- (8) Acknowledgement Letter between BTSC, BTSGIF and Bangkok Smartcard System Co., Ltd. under which Bangkok Smartcard System Co., Ltd. acknowledges that BTSGIF has full title and interest in and to the net farebox revenue;
- (9) Common Term Agreement related to Excluded Assets between the Company and BTSC under which the parties agree to the key terms and conditions and execution of supplementary agreements in relation to the Excluded Assets under the Net Revenue Purchase and Transfer Agreement.

Please be informed accordingly.

Yours sincerely,

BTS Group Holdings Public Company Limited

- Mr. Keeree Kanjanapas / Mr. Kong Chi Keung -

Director

-Seal-



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