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Ref. No. BTS No. 15150/2021

September 14, 2021

**Subject:** Notification of the Procedure for the Exercise of Rights to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited under the BTS-W6 Warrants (First Exercise)

**To:** The President  
The Stock Exchange of Thailand

**Reference:** Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6)

- Attachments:**
1. Form for the Notification of Intention to Exercise the Right under the Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6) (the “Form for the Notification of Intention”)
  2. Bill Payment Form for the payment of the exercise price via the bill payment system of the Siam Commercial Bank Public Company Limited (the “Bill Payment Form”)

BTS Group Holdings Public Company Limited (the “Company”) has issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6) (the “Warrants” or the “BTS-W6 Warrants”) in the amount of 658,125,937 units to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 20 existing ordinary shares for 1 unit of the Warrants, on September 6, 2021. The warrants holders shall be entitled to exercise their rights under the BTS-W6 Warrants to purchase the newly issued ordinary shares of the Company on the last business day of every quarter after the issuance date (the “Exercise Date”). The first Exercise Date will be the last business day of the first quarter after the issuance date, which falls on September 30, 2021 and the last Exercise Date will be the date of one year from the issuance date, which falls on September 5, 2022.

In this regards, the Company would like to inform the details in connection with the exercise of rights to purchase the newly issued ordinary shares of the Company under the BTS-W6 Warrants for the first exercise as below.

1. Exercise Date : September 30, 2021
2. Period for the Notification of Intention to Exercise the Warrants : During 8:30 a.m. – 3:30 p.m. of September 22 – 23 and September 27 – 29, 2021
3. Exercise Ratio : 1 unit of the Warrant shall be entitled to purchase 1 ordinary share
4. Exercise Price : Baht 9.90 per share
5. Agent Receiving Exercise Intention : AIRA Securities Public Company Limited

6. Place to Exercise the Warrants : AIRA Securities Public Company Limited  
Operation Department, 17<sup>th</sup> Floor, Chamchuri Square Building  
319 Phayathai Road, Pathumwan, Bangkok 10330  
Contact Person: Miss Yadabha Sookkaraziri  
Tel: 0-2080-2751  
Fax: 0-2160-5394

7. Documents for the Notification of Intention to Exercise the Warrants

7.1 Form for the Notification of Intention (as set out in Attachment 1) that is correct and complete and duly signed by the warrant holders. The warrant holders may obtain such form at AIRA Securities Public Company Limited or their respective securities brokers or download it from the Company's website at <https://www.btsgroup.co.th/en/investor-relations/stock-information/warrant-information-bts-w6>.

7.2 The warrant certificate or the warrant certificate substitute in the number specified in the Form for the Notification of Intention

Exercise with Warrant Certificate: Deliver the warrant certificate in the amount specified in the Form for the Notification of Intention

Exercise in Scripless System: Deliver the warrant certificate substitute in the amount specified in the Form for the Notification of Intention

(a) In the case that the warrant holders have their own securities trading accounts and the Warrants are deposited under the account named "Thailand Securities Depository Company Limited for Depositors", the warrant holders who wish to exercise the Warrants shall notify their intention to exercise the Warrants by completing in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the Stock Exchange of Thailand, and submitting the same to their respective securities brokers. The securities brokers will proceed to notify the Thailand Securities Depository Company Limited ("TSD") to withdraw the Warrants from the account named "Thailand Securities Depository Company Limited for Depositors". TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company's newly issued ordinary shares.

(b) In the case that the warrant holders do not have a securities trading account and the Warrants are deposited with TSD under the account named "Issuer Account", the warrant holders who wish to exercise the Warrants shall notify their intention to exercise the Warrants by completing in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the Stock Exchange of Thailand, and submitting the same to TSD to request for the withdrawal of the Warrants from the "Issuer Account". TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company's newly issued ordinary shares.

The warrant holders are recommended to contact their respective securities brokers or TSD for clarification on the process and timeline of the procedure.

### 7.3 Supporting documents required for the exercise of the Warrants

- 1) Thai individual : A certified true copy of a valid identification card or governmental officer identification card/state enterprise officer identification card, and a certified true copy of the household registration (in case of any name/surname change which causes the name/surname to be different from the name/surname appearing on the Warrants, a certified true copy of any document issued by the governmental authority, e.g. marriage certificate, divorce certificate, certificate of name/surname change, etc. must be attached.)
- 2) Non-Thai individual : A certified true copy of a valid foreigner certificate or passport
- 3) Thai juristic person :
  - 3.1) A certified true copy of the affidavit issued by the Ministry of Commerce within a period of no longer than 6 months prior to the respective Exercise Date, duly signed by authorized signatory(ies) and affixed with the seal of such juristic person (if any); and
  - 3.2) A certified true copy of the documents as specified in paragraph 1) or 2) (as the case may be) of the authorized signatory(ies) who certifies the documents under sub-paragraph 3.1)
- 4) Non-Thai juristic person :
  - 4.1) A certified true copy of the certificate of incorporation and/or affidavit of the juristic person, duly signed by the authorized signatory(ies) and affixed with the seal of such juristic person (if any); and
  - 4.2) A certified true copy of a valid passport of the authorized signatory(ies) who certifies the documents under sub-paragraph 4.1)

Documents under sub-paragraphs 4.1) and 4.2), which are certified as true copies by the authorized signatory(ies), shall be notarized by the Notary Public within a period of no longer than 6 months prior to the respective Exercise Date.

In addition, in case the exercise of the Warrants is submitted through a custodian, a certified true copy of the custodian appointment letter and the documents specified in paragraph 1) or 2) (as the case may be) of the authorized signatory(ies) of the custodian must be enclosed.

### 7.4 Evidence of payment that corresponds to the amount specified in the Form for the Notification of Intention. Please refer the payment method in Clause 8.

## 8. Payment Methods and Document Submission Period

The warrant holders may choose to make the payment via 2 payment methods as set out in paragraph 8.1 or paragraph 8.2 (as the case may be). **The payment must be made via the Bill Payment System of the Siam Commercial Bank Public Company Limited only.** The bank account details are as follows:

Bank Name	The Siam Commercial Bank Public Company Limited
Account Name	“AIRA Securities Public Company Limited for Securities Subscriptions”
Type of Account	Current Account

The warrant holders may obtain the Bill Payment Form (as set out in Attachment 2) at AIRA Securities Public Company Limited or their respective securities brokers or download it from the Company’s website at <https://www.btsgroup.co.th/en/investor-relations/stock-information/warrant-information-bts-w6>.

- 8.1 Make the payment by cheque, cashier’s cheque or draft via the Bill Payment System of the Siam Commercial Bank Public Company Limited to the bank account as detailed above at any branch of the Siam Commercial Bank Public Company Limited during September 22 – 27, 2021. The payment can be made by completing the Bill Payment Form (as set out in Attachment 2) and filling in the telephone number of the warrant holders in Reference No. 1 (Ref.1) and the 13-digit identification number or passport number or corporate registration number of the warrant holders (as the case may be) in Reference No. 2 (Ref.2). **The cheque, cashier’s cheque or draft must be made payable to “AIRA Securities Public Company Limited for Securities Subscriptions” with the date specified thereon during September 22 – 27, 2021 only.** Such payment must be available to call for collection by the Clearing House located in the same area within 2 business days. The warrant holders who make the payment by cheque, cashier’s cheque or draft must submit the documents under paragraphs 7.1 – 7.4 to the Agent Receiving Exercise Intention within 8.30 a.m. – 3.30 p.m. of September 22 – 23, 2021 and September 27 – 29, 2021; or
- 8.2 Make the payment by money transfer via the Bill Payment System of the Siam Commercial Bank Public Company Limited to the bank account as detailed above at any branch of the Siam Commercial Bank Public Company Limited during September 22 – 29, 2021. The payment can be made by completing the Bill Payment Form (as set out in Attachment 2) and filling in the telephone number of the warrant holders in Reference No. 1 (Ref.1) and the 13-digit identification number or passport number or corporate registration number of the warrant holders (as the case may be) in Reference No. 2 (Ref.2). The warrant holders who make the payment by money transfer must submit the documents under paragraphs 7.1 – 7.4 to the Agent Receiving Exercise Intention within 8.30 a.m. – 3.30 p.m. of September 22 – 23, 2021 and September 27 – 29, 2021.

The exercise of rights to purchase the newly issued ordinary shares shall be considered completed only when the Agent Receiving Exercise Intention has received the evidence for the exercise of the Warrants as stated above and has successfully collected the payment of such exercise. If the Agent Receiving Exercise Intention could not collect such payment in whatsoever case that is not due to the fault of the Company and/or the Agent Receiving Exercise Intention, it will consider that such warrant holder intends to cancel his/her respective intention to exercise the rights to purchase the newly issued ordinary shares.

For more details, please refer to the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 6 (BTS-W6) which can be downloaded from the Company’s website at <https://www.btsgroup.co.th/en/investor-relations/stock-information/warrant-information-bts-w6>.

Please be informed accordingly.

Sincerely yours,

BTS Group Holdings Public Company Limited

*-Mr. Kong Chi Keung-*

Executive Director and Deputy Chief Executive Officer