

QUARTERLY HIGHLIGHTS

1Q 2024/25 EXECUTIVE SUMMARY

In 1Q 2024/25, BTS Group Holdings PCL (BTS Group or the Company) recorded **Total Reported (consolidated) Revenue** of THB 5,256mn, decreasing 22.2% or THB 1,504mn YoY. The reduction in revenue of THB 1,707mn was mostly derived from lower revenue from contracting works after the completion of the Pink and Yellow Lines construction. However, the reduction in revenue was partially compensated with an increase in service income and sales of THB 282mn, mainly driven by the recognition of farebox revenue of the Pink and Yellow Lines and the increase in O&M revenue. **Total Reported (consolidated) Expenses** decreased 22.4% YoY or THB 1,123mn to THB 3,900mn in tandem with the decrease in revenues.

Recurring EBITDA was THB 1,920mn, an increase of 12.2% YoY or THB 209mn due to stronger EBITDA from MIX and MATCH businesses. For MIX business, the improved recurring EBITDA was mainly attributed to no operational loss contribution from investment in Kerry Express (Thailand) PCL (KEX) (following the disposal of investment in KEX in the prior quarter) and a return to record of share of profit from investment in Jaymart Group Holdings PCL (JMART) in this quarter. Additionally, the improvement of Rabbit Holdings PCL (RABBIT) operations resulted in an improved MATCH performance. However, the increase in recurring EBITDA was partially offset with the softer performances within MOVE business mainly from (i) lower mass transit-related interest income as the Company no longer recognised interest income related to the E&M provision following the repayment of the entire E&M debt from the Bangkok Metropolitan Administration (BMA) since 2 April 2024, onwards, and (ii) soft performances of the Pink & Yellow Lines operations during early years of operations.

Reported Net Loss Attributable to shareholders of the Company was THB 382mn, reducing by 50.5% YoY or THB 390mn, primarily due to (i) no recognition of a one-time impairment loss on RABBIT' investment in Singer Thailand PCL (SINGER), (ii) a turnaround to share of profit from investment in associates/JVs (mainly from no operational loss contribution from KEX and share of profit from investment in JMART), (iii) lower SG&A expenses, yet, partially offset with (iv) higher finance costs and (v) aforesaid soft performances of the Pink & Yellow Lines.

Cash and cash equivalents as of 30 June 2024 stood at THB 16.0bn, an increase of 156.8% or THB 9.8bn from 31 March 2024. It is worth mentioning that **net cash from operating activities in this quarter (THB 22.4bn) was strengthened**, following the abovementioned repayment of the E&M debt from the BMA.

STOCK INFORMATION *(as of 14 August 2024)*

Ticker:	BTS TB Equity
Closing Share Price:	3.90
52-week High:	7.85
52-week Low:	3.72
Shares Outstanding (mn shares):	13,167.6
Market Cap (THB mn):	51,354
Market Cap (USD mn*):	1,463
THB/USD = 35.1085	

3M Business Strategy Overview

Under the 'Sharing Economy' concept, BTS Group provides a unique MATCH solution to its partners, sharing access to both its MOVE network (providing ACCESS to customers) and its MIX network (providing broad and customised audience REACH).

Our MOVE network itself is a pioneering concept whereby we aim to provide convenient and safe door-to-door transportation solutions to customers, which purposefully support UNSDG13 (Climate Action) by reducing carbon emissions and improving living conditions.

Our MIX network has advanced beyond its leading advertising media capability to provide comprehensive O2O Marketing Solutions combining advertising, digital services, and distribution services, incorporating smart DATA for optimising insight and customer satisfaction.

Group Restructuring

To align with the Company's business direction, BTS Group unveiled a strategic restructuring plan in August 2024, aimed at strengthening the Group structure and maximising overall benefit within the Group. BTS Group, thus, will acquire Roctec Global PCL (ROCTEC) and RABBIT via a conduction of conditional voluntary tender offer (VTO). Source of funds will be mainly underpinned by proceeds from BTS Group's Rights Offering (RO). Post VTO transactions, effective from the beginning of November 2024, the financial statements of ROCTEC and RABBIT are expected to be consolidated with BTS Group's financial statements.

In tandem, VGI PCL (VGI) will issue and offer new ordinary shares via a private placement (PP) to four investors. Despite the decrease shareholding in VGI, BTS Group is expected to retain operational control, ensuring continuity in strategic direction. In addition, VGI will divest ROCTEC to BTS Group.

More details about the Company's restructuring can be found in:
<https://weblink.set.or.th/dat/news/202408/0221NWS020820241237230702E.pdf>

SIGNIFICANT EVENTS & SUSTAINABILITY UPDATES IN 1Q 2024/25

BTS GROUP

24 June 2024: Constituent of the FTSE4Good Index Series

BTS Group has been recognised as a constituent of the FTSE4Good Index Series for the 8th consecutive year. This inclusion is a testament to the Company's longstanding commitment to sustainable business practices. Launched in 2001 by FTSE Russell (a global provider of benchmarks, analytics and data solutions), the FTSE4Good Index Series is designed to measure the performance of companies demonstrating strong ESG practices.

25 July 2024: The 2024 Annual General Meeting of Shareholders

The 2024 Annual General Meeting of Shareholders of BTS Group was convened, and all proposed resolutions were approved.

2 August 2024: Group Restructuring

BTS Group BoD approved a restructuring of its shareholding in some of its subsidiaries and associated companies.

- (i) Shareholding restructuring of subsidiaries and associate companies:
 - VGI: Private Placement (PP) to 4 investors at THB 1.5 per share and divestment of ROCTEC to BTS Group
 - ROCTEC: Voluntary Tender Offer (VTO) by BTS Group at THB 1.0 per share
 - RABBIT: VTO by BTS Group at THB 0.6 per share
- (ii) Issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering):
 - Offering price: THB 4.5 per share
 - Total amount: THB 13.1bn
 - Allocation ratio: 4.5 existing ordinary shares for 1 new ordinary share

MOVE

2 April 2024: BMA's E&M Debt Repayment

BMA settled the outstanding E&M debt principal and interest for the Green Line (extension 2) with Bangkok Mass Transit System Public Company Limited (BTSC), amounting to THB 23bn. Most of the proceeds have already been used to repay debt.

26 July 2024: The Supreme Administrative court ruled and ordered BMA and KT to jointly pay BTSC in O&M fees (1st case)

The Supreme Administrative Court ruled in favour of BTSC in its lawsuit (1st case), ordering BMA and Krung Thep Thanakom (KT) to jointly pay BTSC the outstanding debts for the O&M fees of the Green Line Project extension 1 and extension 2, along with the accrued interest. The upcoming proceeds will strengthen BTS Group's liquidity.

MIX

20 June 2024: ROCTEC transitioned to ICT sector

ROCTEC transitioned from the 'Media & Publishing' sector to 'Information & Communication Technology' sector. This reclassification reflects its recent business model transformation, now focusing primarily on ICT services, and underscores its commitment to leverage advanced technology solutions to drive growth and innovation.

MATCH

FINANCIAL SERVICES

3 May 2024: TNL increases investment in OXA (secured lending business)

Thanulux PCL (TNL), BTS Group's associate, acquired additional ordinary shares in Oxygen Asset Co., Ltd. (OXA) from Saha Pathana Inter-Holding. The total investment of 99,997 shares of OXA, represented 10% of OXA's issued and fully paid-up share, totalling THB 99.9mn. Currently, TNL owns 100% stake in OXA.

31 July 2024: Divestment in TNLX (textile and apparel business) by TNL

TNL sold all of its shares in TNLX Co., Ltd. (TNLX), a subsidiary of TNL, for a total value of THB 670mn, representing 100% of TNLX's shares. Following this transaction, TNL now focuses on its new growth engines: financial services and property development.

OPERATIONAL PERFORMANCE

	Contribution	Operating Revenue (THB mn)			GP margin (%)	
	1Q 2024/25	1Q 2024/25	1Q 2023/24	YoY	1Q 2024/25	1Q 2023/24
MOVE	61%	2,248	3,698	(39.2)%	32.0%	31.8%
MIX	31%	1,160	1,218	(4.8)%	34.8%	35.1%
MATCH	8%	278	196	41.9%	n/a	n/a
Total	100%	3,686	5,112	(27.9)%	30.4%	31.1%

In 1Q 2024/25, **Total Operating Revenues** were THB 3,686mn, decreasing by 27.9% YoY or THB 1,427mn. Revenues from MOVE, MIX and MATCH businesses accounted for 61%, 31% and 8%, respectively of total operating revenues (as opposed to 72%, 24% and 4%, respectively within the same period last year).

The decrease in operating revenue was mainly due to a diminution of revenues of THB 1,762mn YoY from contracting works after the completion of the Pink (main line) and Yellow Line construction under MOVE business, yet, partially offset with a record of farebox revenue from the Pink (main line) and Yellow Lines of THB 225mn in this quarter.

Additionally, Digital Services revenue within MIX business also lessened by 18.3% YoY or THB 86mn largely due to the decrease in revenue from lead generation under Rabbit Care Company Limited.

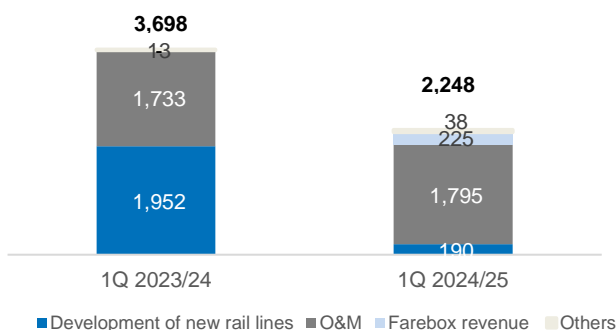
Total Operating Costs were THB 2,567mn, a decrease of 27.1% YoY or THB 953mn, in relation with the reduction in revenue (largely from the declined costs within MOVE business).

As a result, BTS Group recorded **Operating Gross Profit** of THB 1,119mn, a decrease of 29.7% YoY or THB 473mn and **Operating Gross Profit Margin** of 30.4%, compared to 31.1% within the same period last year

SEGMENTAL PERFORMANCE

MOVE BUSINESS

Unit: THB mn



(*) Development of rail projects include Green Line Extensions and Pink and Yellow Lines

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

Despite the weak performances of the Pink and Yellow Lines, **Gross Margin of MOVE business** improved slightly to 32.0% in 1Q 2024/25, comparing to 31.8% in 1Q 2023/24.

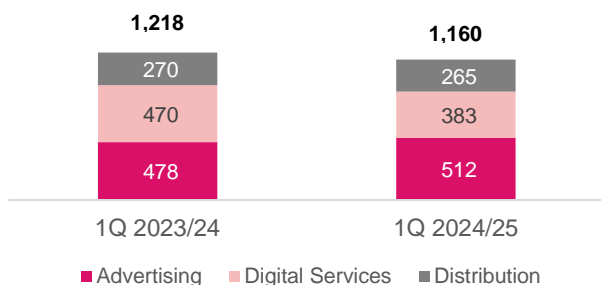
Mass Transit Related Interest Income was THB 1,177mn, lowering 9.0% YoY or THB 116mn. This was mainly due to the discontinuation of recognition of interest income related to the E&M provision for the Green Line Extension 2, following the repayment of the entire E&M debt on 2 April 2024.

In this quarter, the Company recognised **share of profit from investments in BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF)** of THB 106mn. There has been improvements in BTSGIF's farebox revenue on the Core Line Network, increasing 4.5% YoY, driven by a steady growth in ridership of 6.8% YoY to 47.8mn trips as a result of a higher number of weekdays and patrons' adoption of monthly package promotions. The average fare, however, decreased by 2.1% YoY to THB 33.5 per trip from the monthly package promotions previously mentioned.

More commentary on BTSGIF can be found in: <https://weblink.set.or.th/dat/news/202408/1126NWS130820241721230040E.pdf>

MIX BUSINESS

Unit: THB mn



Despite the ongoing recovery of Advertising Business revenue, **Total MIX Revenue** in 1Q 2024/25 was THB 1,160mn, decreasing by 4.8% YoY or THB 58mn, resulting from the softer revenue from Digital Services and Distribution segments.

- **Advertising Revenue** was THB 512mn, increasing by 7.0% YoY or THB 33mn mainly driven by an increase in utilisation rate of all media channels to 47% from 45% in the same period last year.
- **Digital Services Revenue** was THB 383mn, decreasing by 18.3% YoY or THB 86mn, primarily driven by a reduction in lead generation and commission revenue from Rabbit Care Co., Ltd (RCare).
- **Distribution Revenue** was THB 265mn, decreasing by 2.0% YoY or THB 5mn resulted from the change in product mix as Fanslink Communication PCL (Fanslink) shifting to focus on high margin products. Yet, the decrease in revenue was compensated with higher revenue from Super Turtle PCL (TURTLE) from its branch expansion.

Gross Margin of MIX business was 34.8% in this quarter, comparing to 35.1% in the same quarter of last year.

In 1Q 2024/25, MIX share of profit was THB 68.1mn versus a loss of THB 336.4mn in 1Q 2023/24. This was driven by BTS Group **no longer recording a share of loss from investments in KEX** on 22 March 2024 and was supported by **a share of profit from JMART** of THB 25mn (compared to a share of loss of THB 83mn in 1Q 2023/24) resulting from the recovery in its operational performances.

More commentary on VGI can be found in:

<https://weblink.set.or.th/dat/news/202408/1102NWS130820241935310921E.pdf>

MATCH BUSINESS

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

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

More commentary on RABBIT can be found in:

<https://weblink.set.or.th/dat/news/202408/0329NWS140820241752020691E.pdf>

Moreover, BTS Group recognised **share of profit from investments in TNL** of THB 56mn as a result of its business expansion.

More commentary on TNL can be found in:

<https://weblink.set.or.th/dat/news/202408/0089NWS090820241735030006E.pdf>

BALANCE SHEET

Total assets as of 30 June 2024 stood at THB 257,480mn, a decrease of 5.4% or THB 14,602mn from 31 March 2024, due to a decrease in:

- Receivables under purchase and installation of operating system agreements which fell by THB 23,313mn following the repayment to BTSC by BMA subsidiary KT of Green Line E&M work on 2 April 2024
- Other financial assets of THB 2,697mn

Compensated with an increase in

- Cash and cash equivalents of THB 9,755mn
- Receivables under agreements with government authority of THB 2,302mn

Total liabilities as of 30 June 2024 stood at THB 192,404mn, a decrease of 6.5% or THB 13,285mn from 31 March 2024. The decrease was mainly from a decrease in:

- Bills of Exchange payables of THB 4,457mn and Loans from financial institutions of THB 2,782mn as the Company repaid debts post E&M repayment
- Green Bond debentures of THB 3,148mn following the repayment THB 3,000mn

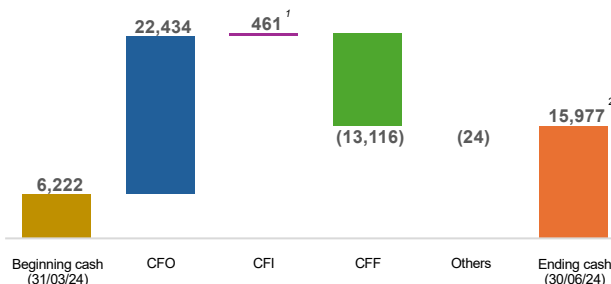
Total equity as of 30 June 2024 was THB 65,076mn, a decrease of 2.0% or THB 1,317mn from 31 March 2024. The decrease was primarily attributed to (i) a decrease in equity attributable to owners of the Company of THB 943mn largely from the fair value reserve for financial investments (recorded under Other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

As of 30 June 2024, issued and fully paid-up shares of BTS Group stood at 13,167.6mn shares (13,167.6mn shares as of 31 March 2024).

CASH FLOW

(for period 3 months ended 30 June 2024)

(THB mn)



¹ CFI included net investment for construction of the Pink Extension Line of THB 319mn
² Excluding liquid investments of THB 9.1bn

As of 30 June 2024, **cash and cash equivalents stood at THB 15,977mn, an increase of 156.8% or THB 9,755mn** from 31 March 2024. Cash sourced from operating activities was THB 22,716mn (versus cash used in operating activities of THB 952mn in 3M 2023/24). This was derived from a loss before tax of THB 141mn, being supplemented by (i) non-cash reconciling items of THB 972mn and (ii) changes in net working capital of THB 21,886mn (mainly supported by the E&M repayment of 23,313mn). After deducting net cash paid for corporate income tax of THB 282mn, **net cash from operating activities was THB 22,434mn.**

Net cash sourced from investing activities was THB 461mn. The key components were (i) net cash received from sales of financial assets of THB 1,045mn and (ii) cash received from return of capital of associate of THB 347mn. This was partially offset by (iii) cash paid for purchases of investment properties of THB 681mn and (iv) increase in elevated train project costs THB 319mn.

Net cash used in financing activities was THB 13,116mn. The key components were (i) net cash paid for loan from financial institutions and bills of exchange payables of THB 7,373mn (ii) net cash paid for repayment long-term debentures of THB 3,156mn and (iii) cash paid for interest expenses of THB 2,132mn.

BTS GROUP FINANCIAL SUMMARY (CONSOLIDATED)

STATEMENT OF COMPREHENSIVE INCOME (THB mn)	1Q 2024/25	1Q 2023/24	% YoY
Service and sales income	3,280	2,999	9.4%
Revenues from contracting works	374	2,081	(82.0)%
Interest income	1,404	1,398	0.4%
Other income ¹	199	283	(63.9)%
Reported revenues	5,256	6,760	(22.2)%
Expenses ²	(2,642)	(3,721)	55.4%
SG&A expenses	(954)	(997)	7.2%
Other expenses	(304)	(304)	0.0%
Reported expenses	(3,900)	(5,023)	22.4%
Share of profit/ (loss) from investments in associates / JVs	199	(964)	88.6%
Finance cost	(1,697)	(1,185)	(43.3)%
Profit before income tax expenses	(141)	(412)	65.8%
Income tax	(471)	(533)	11.6%
Profit for the period	(612)	(945)	35.2%
Reported net profit attributable to the company³	(382)	(772)	50.5%

¹ Other income includes rental income, dividend income and other income stated in audited financial statement

² Expenses include cost of services and sales and cost of contracting works

³ Before adjusting non-controlling interests of the subsidiaries

STATEMENT OF FINANCIAL POSITION (THB mn)	30-Jun-24	31-Mar-24	% Change
Current assets	42,805	47,707	(10.3)%
Non-current assets	214,675	224,375	(4.3)%
Total assets	257,480	272,082	(5.4)%
Current liabilities	38,772	51,698	(25.0)%
Non-current liabilities	153,632	153,991	(0.2)%
Total liabilities	192,404	205,689	(6.5)%
Issued and fully paid capital	52,671	52,671	0.0%
Retained earnings (Deficit)	(17,547)	(17,190)	(3.7)%
Other items in shareholders' equity	10,476	11,061	(5.3)%
Non-controlling interest of the subsidiaries	19,477	19,851	(1.9)%
Total shareholders' equity	65,076	66,392	(2.0)%
Total liabilities and shareholders' equity	257,480	272,082	(5.4)%

DEBT INFORMATION (THB mn)	30-Jun-24	31-Mar-24	% Change
Gross interest-bearing debt	174,382	185,120	(5.8)%
Adjusted net debt ⁴	149,296	165,733	(9.9)%

⁴ Calculated based on interest bearing debt - cash and cash equivalent and liquid investment

CASH FLOW STATEMENT (THB mn)	1Q 2024/25	1Q 2023/24	% YoY
Earnings Before Tax	(141)	(412)	65.8%
Cash from (used in) operating activities	22,716	(952)	n/a
Cash paid for corporate income tax	(282)	(39)	(623.1)%
Cash received for corporate income tax	-	172	n/a
Net cash from (used in) operating activities	22,434	(818)	n/a
Net cash from (used in) investing activities	461	(3,756)	n/a
Net cash from (used in) financing activities	(13,116)	627	n/a
Net changes in cash and cash equivalents	9,779	(3,947)	n/a
Others ⁵	(24)	1	n/a
Cash and cash equivalents at beginning of the year	6,222	10,267	(39.4)%
Cash and cash equivalents at end of the year	15,977	6,321	152.8%

⁵ Others include effect of exchange rate for cash and cash equivalents

KEY FINANCIAL RATIOS

	1Q 2024/25	1Q 2023/24	4Q 2023/24
Profitability ratios			
Gross operating profit margin (%)	30.4%	31.1%	37.0%
Recurring net profit margin (%) ^A	(7.5)%	(1.1)%	1.5%
Net profit margin (%) ^B	(7.3)%	(11.4)%	0.8%
ROA (%) ^C	(2.6)%	0.1%	(2.7)%
ROE (%) ^D	(9.7)%	0.2%	(9.8)%
Liquidity ratio			
Current ratio (times)	1.10x	0.44x	0.92x
Leverage ratios			
Interest bearing debt to equity (times)	2.68x	2.29x	2.79x
Adjusted net debt ^E to equity (times)	2.29x	2.04x	2.50x
Interest coverage (times) ^F	1.13x	1.44x	1.15x
Per share ratios^G			
Basic earnings per share (THB)	(0.03)	(0.06)	0.003
Book value per share (THB)	4.94	5.86	5.04

Note:

^A Calculated based on recurring net profit / total recurring revenue

^B Calculated based on accounting net profit (after MI) / total accounting revenue

^C Calculated based on accounting net profit / total average assets

^D Calculated based on accounting net profit / total average shareholders' equity

^E Calculated based on interest bearing debt - cash and cash equivalent and liquid investment, Cash to be received from clearing house - share subscription of subsidiary and Receivable from subscription for newly issued ordinary shares of subsidiary

^F Calculated based on recurring EBITDA / finance cost

^G Calculated based on weighted average number of shares at par value of THB 4.0 per share

MANAGEMENT OUTLOOK

On 26 July 2024, the Supreme Administrative Court concluded that the BMA and KT must pay BTSC outstanding debt related to the O&M fees (1st case), together with interest (of MLR + 1%) for the Green Line Project extension 1 and extension 2, approximately THB 11.8bn must be paid within 180 days from the judgement date (by 22 January 2025).

On 30 September 2024, BTS Group will convene an EGM for shareholders to vote on a Company capital increase via a RO (1 new share to every 4.5 existing ordinary shares at a price of THB 4.50 per share). The RO is expected to raise up to THB 13.2bn. The identified use of proceeds for the RO are primarily to (i) conduct a VTO for all shares not currently held in associate company - RABBIT (at THB 0.60 per share) (excluding the preferred shares held by the Company and the person who has expressed an intention not to sell in the tender offer) and (ii) conduct a VTO – ROCTEC (associate company) by the Company and/or its subsidiary (at THB 1.0 per share). These acquisitions require approval at an EGM.

Related to the same restructuring, our subsidiary (VGI) will also convene an EGM on 15 October 2024. Key agenda items include the approval of a private placement to 4 investors (at THB 1.5 per share) for up to THB 13.2bn or approximately 44% of the shareholder base (post capital increase), as well as the divestment of ROCTEC shares held by VGI to the Company and/or its subsidiary via VTO.

If approved, the resulting Group will have a strengthened capital base, improved leverage ratios and also improve our associate and subsidiary company's ability to pursue further growth opportunities.

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(Ms. Chawadee Rungruang)

Chief Financial Officer