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Ref. No. BTS 15397/2022

September 30, 2022

Subject: Acquisition of Shares and Tender Offer for All Securities of Thanulux Public Company Limited and the Amendment to the Letter of Undertaking with U City Public Company Limited regarding the Policy for Engagement in Property Development Business of the Company

To: President
The Stock Exchange of Thailand

BTS Group Holdings Public Company Limited (the “Company”) hereby informs that today (September 30, 2022), the Board of Directors’ Meeting of the Company No. 8/2022 resolved to approve significant matters as follows:

1. Approved the investment in Thanulux Public Company Limited (“TNL”) (the “Investment Transaction”), with the following details:

- 1.1 Acquisition of newly issued ordinary shares of TNL: the acquisition by the Company and/or its subsidiary of 87,237,766 newly issued ordinary shares to be issued and offered by TNL to specific persons (Private Placement), with a par value of Baht 1.00 per share, representing 41.09 percent of the total issued shares of TNL after the capital increase, at the subscription price of Baht 33.06 per share, totaling Baht 2,884,080,543.96. After the Board of Directors’ Meeting resolved to approve the Investment Transaction, the Company and/or its subsidiary will enter into a subscription agreement for the newly issued ordinary shares of TNL, which contains certain conditions precedent, where the subscription for the newly issued ordinary shares in TNL will take place after all conditions precedent as specified in the subscription agreement shall have been fulfilled or waived by the relevant parties.

The Company expects that the subscription for the newly issued ordinary shares of TNL will be completed by December 2022.

- 1.2 Tender offer for all securities of TNL: since the Company and/or its subsidiary will acquire 87,237,766 shares in TNL, representing 41.09 percent of the total issued shares of TNL after the capital increase, the Company and/or its subsidiary shall be obliged to make a tender offer for all securities in TNL (Mandatory Tender Offer). This is because the acquisition of such shares triggers the requirements to make a tender offer for all securities of the business under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended) (the “Takeover Notification”). In this regard, the Company shall further disclose the measures for prevention of conflicts of interest between the Company and TNL as mutually discussed with TNL in the tender offer document of the Company.

All securities of TNL for which the Company and/or its subsidiary is obliged to make a tender offer include all remaining ordinary shares of TNL other than those held by Saha Pathana Inter-Holding Public Company Limited (“SPI”) since the Company and SPI have an agreement in which SPI shall not sell such shares in TNL held by SPI to the Company and/or its subsidiary in the tender offer. Therefore, the number of shares that may be acquired by the Company and/or its subsidiary from the tender offer is equivalent to 37,837,234 shares, or representing 17.82 percent of the total issued shares of TNL after the capital increase, at the offering price of Baht 33.06 per share, totaling Baht 1,250,898,956.04. Such offering price is not lower than the highest price by which the Company and/or its subsidiary and the person(s) under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of the Company and/or its subsidiary acquired such ordinary shares of TNL during the period of 90 days prior to the date of submission of the tender offer document with the Office of the Securities and Exchange Commission pursuant to Clause 36 of the Takeover Notification.

The Company has no intention to invest in TNL by way of business acquisition exceeding 50 percent of the total issued shares of TNL as the Company and SPI intend to form a strategic partnership for investment in TNL. Therefore, in the event that the Company and/or its subsidiary obtain shares in TNL from the tender offer which would result in the Company and/or its subsidiary’s shareholding percentage in TNL exceeding 50 percent of the total issued shares of TNL, the Company and/or its subsidiary shall dispose of such securities that exceed 50 percent to another investor which is not a connected person of the Company and/or its subsidiary promptly after the end of the tender offer period.

The Company and/or its subsidiary has no relationship with TNL which would cause the Investment Transaction to be regarded as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 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) and after the calculation of the assets acquisition transaction size of the Investment Transaction (which is calculated based on the value of TNL’s shares to be acquired by the Company and/or its subsidiary from the issuance and offering to specific persons (Private Placement) and the tender offer for all securities of TNL, including the value of newly issued ordinary shares in case the Company and/or its subsidiary wish to subscribe for the newly issued shares which TNL offers to its existing shareholders on a *pro rata* basis (Rights Offering) which will occur after the issuance and offering to specific persons (Private Placement) and the tender offer of all securities of TNL by the Company and/or its subsidiary), this transaction does not fall under the disclosure requirement pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended).

2. Approved the amendment to the Letter of Undertaking between the Company and U City Public Company Limited (“U”). In 2018, the Company and U have set out the policy on property development business, in which so far as the Company holds share either directly or indirectly in U of not less than 10 percent of the total issued shares of U, the Company shall not commence the property development business which would compete or overlap or may compete or overlap with the property development business of U.

However, U intends to focus on its financial service business and is currently in the process of disposing of its assets in relation to the property development business. In order to prevent any conflicts of interest while U is still in the process of disposing of its property development business and in order not to restrict the Company from opportunities for engagement in the property development business, the Company proposed to U the amendment to the Undertaking Letter with respect to the restriction in the property development business between the Company and U, of which the significant provisions can be summarized as follows:

As long as the Company holds shares either directly or indirectly in U of not less than 10 percent of the total issued shares of U, the restrictions of the Company in commencing its property development business with respect to hotels and office and/or mixed-use buildings shall be limited as follows:

- (i) Hotels: the Company will not operate any hotel which is in the same category and tier (stars) of and located within the vicinity of 2 kilometers from the U's hotel in question; and
- (ii) Office or mixed-use buildings: the Company will not operate any office or mixed-use building which is in the same category and tier (rental rate) of and located within the vicinity of 2 kilometers from U's office or mixed-use building in question.

Such amendments shall be effective after the approval of shareholders' meeting of U.

Please be informed accordingly.

Sincerely yours,

BTS Group Holdings Public Company Limited

-Mr. Kong Chi Keung-

Executive Director and Deputy Chief Executive Officer