ROCTEC
GLOBAL

Ref. No. IRS 012/2024
Date: August 23, 2024

Subject: Notification on Receipt of the Tender Offer (Form 247-4) of Roctec Global Public Company Limited

To: President
The Stock Exchange of Thailand

Reference: Copy of the Tender Offer (Form 247-4) of Roctec Global Public Company Limited

We, Roctec Global Public Company Limited (the "**Company**"), hereby notify you that on August 23, 2024, the Company has received the Tender Offer (Form 247-4) from BTS Group Holdings Public Company Limited ("**BTS**") and RB Services Company Limited ("**RB**") (which is a subsidiary 100% owned by BTS). The details of which are set out in the enclosure.

Please be informed accordingly.
Yours sincerely,
Roctec Global Public Company Limited

(Ms. Tamonwan Narintavanich)
Company Secretary

Roctec Global Public Company Limited
21, TST Tower, 21st - 22nd Floor, Vibhavadi Rangsit Rd., Chom Phon, Chatuchak, Bangkok 10900,
www.roctecglobal.co.th Tel. (66) 2938-3388, Fax. (66) 2938-3489

- Translation -

Tender Offer Form

(Form 247-4)

For Securities of

Roctec Global Public Company Limited

The Offerors

BTS Group Holdings Public Company Limited

And

RB Services Company Limited

Tender Offer Preparer

Pioneer Advisory Company Limited

Tender Offer Agent

UOB Kay Hian Securities (Thailand) Public Company Limited

No. PA 04//2024

August 23, 2024

Subject: Submission of Tender Offer for the Securities of Roctec Global Public Company Limited ("**Form 247-4**")

To: Secretary-General, the Office of the Securities and Exchange Commission
President, the Stock Exchange of Thailand
Directors and Shareholders of Roctec Global Public Company Limited

Enclosure: Copy of the Tender Offer for Securities of Roctec Global Public Company Limited ("Form 247-4")

According to 1) BTS Group Holdings Public Company Limited ("**BTS**"), which is a shareholder of Roctec Global Public Company Limited ("**ROCTEC**" or the "**Business**"), holding 1,401,451,639 ordinary shares, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business, and holding 2,196,934,494 ordinary shares through VGI Public Company Limited (a related party under Section 258), representing 27.06% of the total issued and paid-up shares and 27.06% of the total voting rights of the Business, and 2) RB Services Company Limited (a subsidiary in which BTS holds 100% of its total shares) intend to make a Conditional Voluntary Tender Offer for all securities of ROCTEC in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and its amendments).

Pioneer Advisory Company Limited, as the Tender Offer Preparer, would like to submit the Tender Offer for the Securities of ROCTEC (Form 247-4) to the Office of the Securities and Exchange Commission ("**SEC**"), The Stock Exchange of Thailand ("**SET**"), ROCTEC, and Shareholders of ROCTEC. The details are set out in the enclosure.

Please be informed accordingly.

Sincerely yours,

Duenpun Lilavivat

(Ms. Duenpun Lilavivat)
Managing Director
Pioneer Advisory Company Limited
Tender Offer Preparer

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This English translation of the Tender Offer document has been prepared solely for the convenience of the foreign shareholders of Roctec Global Public Company Limited and should not be relied upon as the definitive and official Tender Offer document of the Offerors.
The Thai language version is the definitive and official Tender Offer document of the Offerors and shall prevail in all respects in the event of any inconsistency or discrepancy between the Thai version and this English translation.

- Translation -

Tender Offer for Securities of Roctec Global Public Company Limited
(The Offer and the Tender Offer period specified in this Tender Offer are the final offer and the final offer period which shall not be changed)

To Securities Holders of Roctec Global Public Company Limited

We, BTS Group Holdings Public Company Limited ("**BTS**") and RB Services Company Limited ("**RB**") (hereinafter collectively referred to as the "**Offerors**"), hereby offer to purchase the securities of Roctec Global Public Company Limited ("**ROCTEC**" or the "**Business**") through a Conditional Voluntary Tender Offer (the "**Tender Offer**" or "**VTO**"), with the following details:

Part 1
Significant Elements of the Tender Offer

1. Date of Submission of the Tender Offer

August 23, 2024 ("**Tender Offer Submission Date**")

2. Name of the Offeror

1) BTS Group Holdings Public Company Limited ("**BTS**")
2) RB Services Company Limited ("**RB**")
(collectively referred to as the "**Offerors**")

3. Name of the Tender Offer Preparer

Pioneer Advisory Company Limited (the "**Tender Offer Preparer**")

4. Objectives of the Tender Offer

As at the Tender Offer Submission Date, BTS holds 1,401,451,639 ordinary shares in the Business, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business. The Offeror's objective is to further invest in and increase its shareholding in the Business to enhance BTS's transportation management system, thereby improving BTS's long-term competitiveness and service capabilities (synergies) through ROCTEC's growth plan, which focuses on ICT Solutions business.

At the Board of Directors Meeting No. 6/2024 of BTS held on August 1, 2024, a resolution was passed approving the acquisition of the Business's securities through a Conditional Voluntary Tender Offer ("VTO") in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). The securities to be offered for purchase include all ordinary shares of the Business totaling 6,716,524,538 shares (excluding the ordinary shares already held by BTS), representing 82.74% of the total issued and paid-up shares and 82.74% of the total voting rights of the Business.

In this tender offer, BTS will make the offer jointly with RB, a subsidiary of BTS, where BTS holds 100.00% of the issued and paid-up shares of RB. BTS and RB ensure that the shareholding and voting rights in the Business after the tender offer will comply with all applicable laws.

The VTO transaction for ROCTEC is intended to strengthen the BTS Group, maximizing the benefits for BTS and its shareholders by ensuring a fair investment value. This transaction is part of an internal restructuring within the BTS Group to clarify the business structure, with ROCTEC focusing on ICT Solutions, particularly in the field of Transportation Solutions.

5. Type and Class of the Securities under the Tender Offer

As at the Tender Offer Submission Date, the Business has 2 types of securities; namely: (1) ordinary shares, and (2) warrants to purchase newly issued ordinary shares. However, the Warrant’s exercise price is higher than the Tender Offer’s offer price of THB 1.00 per share and the Offeror as well as the persons under Section 258 of the Offerors have not acquired any additional warrant in the period of 90 days prior to the Tender Offer Submission Date, therefore, the Offerors are exempt from the duty to purchase the warrant, according to Clause 7(2) of Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and its amendments).

Therefore, the securities to be offered for purchase will consist solely of the ordinary shares of the Business. As at the date of submission of the Tender Offer, the Business has a total of 8,117,976,177 issued and paid-up ordinary shares with a par value of THB 0.10 per share. Each ordinary share carries one voting right. The Offerors currently hold 1,401,451,639 ordinary shares in the Business, representing 17.26% of the total issued and paid-up shares and 17.26% of the total voting rights of the Business. As a result, the Offerors will make an offer to purchase all remaining ordinary shares of the Business held by other shareholders, including VGI Public Company Limited (“VGI”), a related party under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), totaling 6,716,524,538 shares, representing 82.74% of the total issued and paid-up shares and 82.74% of the total voting rights of the Business.

6. Tender Offer Price

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

Such Offer Price is:

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

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

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

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

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

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

7. Tender Offer Period

The tender offer period is a total of 45 business days, from August 28, 2024, to October 31, 2024, on all business days of the tender offer agent, from 9:00 AM to 4:00 PM (the "**Offer Period**").
Whereby such the Offer Period is:

[✓] final offer period which shall not be extended (Final Period) (except as per the conditions specified in Clause 8 below)

[ ] not the final offer period and may be extended by the Offerors.

In addition, if there is any announcement of additional financial institutions holiday during the Offer Period, the Offerors will extend the Offer Period until the Offer Period is comprised of 45 business days according to Tor Jor. 12/2554

8. Conditions for Amendments to the Tender Offer

[ ] no condition

[✓] conditions of change in the tender offer are as follows:

[✓] the Offerors may reduce the Offer Price or extend the Offer Period in case there is any event which causes material adverse effect on the status or to the asset of the Business during the Offer Period; or

[✓] the Offerors may change the Offer Price or extend the Offer Period to compete against any person who has submitted a tender offer for securities of the Business during the Offer Period.

9. Conditions for Cancellation of the Tender Offer (if any)

The Offerors may cancel the Tender Offer upon the occurrence of one or more of the following events:

1) Any event or action which occurs after the submission of the Tender Offer document to the Office of the Securities and Exchange Commission (“SEC”) during the Offer Period that causes or may cause severe damage to the status or to the assets of the Business, where such event or action does not result from the act of the Offerors or any action for which Offerors is responsible; or

2) any action was taken by the Business after the submission of the Tender Offer document to the SEC during the Offer Period which results in a significant decrease in the value of the Business’s shares; or

3) an occurrence of any event or action that may impact the Tender Offer as per the Notification of the Capital Market Supervisory Board No. Tor Jor. 14/2554 Re: Actions or Omission to Act which is Likely to Affect the Tender Offer of the Business dated July 25, 2011, (and its amendments).

10. The Offer Period that Shareholders can Revoke their Intention to Sell

The Offeree can revoke their intention to sell shares at the office of the Tender Offer Agent on any business day from August 28, 2024, to September 24, 2024 (a total of 20 business days), from 9:00 a.m. to 4:00 p.m. The Offerees are required to follow the Tender Offer Cancellation Procedure in accordance with Attachment 3.1 and submit the Tender Offer Cancellation Form in accordance with Attachment 3.2)

However, if there is an announcement of additional financial institutions holidays during the Offer Period that shareholders can revoke their tendered shares, the Offerors will extend the Offer Period that shareholders can revoke their tendered shares until such period is comprised of 20 business days according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and its amendments).

11. Allocation of Shares if the Tendered Securities are More or Less Than the Offered Securities (Applicable only to the Case of Partial Tender Offer in Relation to Clause 5 of the Notification of the Securities and Exchange Commission No. Kor Jor. 53/2545 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated November 18, 2002)

- Not applicable, as the Offerors intend to purchase all securities of ROCTEC -

12. Source of Funds to Finance the Tender Offer

In case all shareholders of the Business express their intention to sell all their ordinary shares in this Tender Offer, the Offerors must make a Tender Offer for all 6,716,524,538 shares of the Business at the Offer price of THB 1.00 per share. Therefore, the funds required by the Offerors for the Tender Offer will be equal to THB 6,716,524,538. The source of funds for this Tender Offer will be from a credit facility provided by Bangkok Bank Public Company Limited, up to THB 6,717,000,000 (Six billion, seven hundred seventeen million Thai Baht only). As of August 13, 2024, Bangkok Bank Public Company Limited has issued a letter confirming financial support to BTS for this Tender Offer, covering the period from August 28, 2024, to November 5, 2024, (Please see more details in Attachment 9). Additionally, BTS has issued a letter to RB to support the source of funds used to pay for ordinary shares of ROCTEC that RB will purchase. (Please see more details in Attachment 9).

The Tender Offer Preparer has considered the source of funds of the Offerors and views that the credit facility that the Offerors obtained from the aforementioned financial institution is sufficient to execute the Tender Offer.

13. Name of the Tender Offer Agent

Name	:	UOB Kay Hian Securities (Thailand) Public Company Limited
Address for Receiving and Submitting the Tender Offer Acceptance Form	:	130-132, Sindhorn Tower 1, 3rd floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330
Address	:	Mr. Chainarong Bunchusanong or Mr. Charan Suksakon
Telephone	:	02-6598264, 02-6598226
Fax	:	02-2632805

14. Date of Payment

UOB Kay Hian Securities (Thailand) Public Company Limited, the Tender Offer Agent, will make payment to the Offeree in respect of the shares tendered by the Offeree in the Tender Offer within 2 (two) business days from the last day of the Tender Offer Period, which is November 4, 2024. All Acceptance Forms submitted by the Offeree in respect of shares tendered by the Offeree in the Tender Offer must correct and complete, and the transfer of the tendered shares must be completed.

In the case of extension of Tender Offer Period, the Offeree will receive the payment in 2 (two) business days from the last day of the Tender Offer Period that has been extended. (Please see more details of the payment procedure in Part 4 “Additional Details of the Tender Offer” in Clause 3)

Part 2

Details of the Offerors

1. Information of the Offerors

1) BTS (One of the Offerors)

1.1) General Information

Table 2-1 : General Information of BTS

Name	BTS Group Holdings Public Company Limited
Telephone	0-2273-8511-15, 0-2273-8611-15
Address	TST Tower, 21 Viphavadi-Rangsit Road, Chompon Sub-district, Chatuchak District, Bangkok 10900
Registration Number	0107536000421
Website	https://www.btsgroup.co.th/
Market	The Stock Exchange of Thailand
Industry	Services
Sector	Transportation & Logistics
Business Segment	Conducting business by holding shares in other companies with 3 main business platforms: MOVE MIX and MATCH

1.2) Business Information and Other Information

(1) Nature of Business Operation

BTS is a privately owned, multi-industry conglomerate that operates across three business platforms: MOVE, MIX and MATCH, listed on the Stock Exchange of Thailand ("SET"), BTS is a constituent member of the SET50 "Bluechip" index, MSCI Asia Pacific Index, FTSE4Good Index and Dow Jones Sustainability Index. The details of the business on the three platforms can be summarized as follows.

1) MOVE segment aims to provide convenient door-to-door transportation services through various modes of travel, such as railways and roads and maritime transportation. The revenue and cost in this segment consist of the electric rail's operating and maintenance service which includes the Green Line, the Pink and Yellow Line, The Green Line Extension Project 1, The Green Line Extension Project 2 and the Golden Line Phase 1 and The Pink Line Extension Project. In addition, the scope has been expanded to cover travel by other transportation systems such as the bus rapid transit (BRT) EV Bike: E-motorcycle taxi, U-Tapao International Airport and Eastern Aviation City Development Project (as a joint venture company of BBS Joint Venture) and two intercity highways, namely (1) Bang Pa In – Nakhon Ratchasima (M6), 196 km, and (2) Bang Yai – Kanchanaburi (M81), 96 km and U-Tapao International Airport.
2) MIX segment is the provision of comprehensive marketing solutions through offline and online media (O2O Solutions) together with data optimization of the Group companies. The revenue and cost in

this segment consist of advertising services (under the operation of VGI Public Company Limited, a subsidiary of BTS) namely advertising in transit network, advertising in office and residential building and billboards and street furniture advertising, digital service, sales, and services related to rabbit card, system installation and integration services, insurance brokerage services and sales through both offline and online distribution channels.

3) MATCH segment aims to capture business opportunities and create synergies by collaborating with business partners. The revenue and cost of this segment include investment in various business such as (1) Property Business (under the operation of Rabbit Holdings Public Company Limited ("Rabbit"), an associate of BTS and the sale of BTS' land) (2) Textile and Apparel Business, Secured Lending Business, Asset Management Business and Real Estate Development Business (under the operation of Thanulux Public Company Limited, a subsidiary of BTS) and (3) Food & Beverage Business under the operation of Turtle 23 Company Limited, a subsidiary of BTS which managed a total of many restaurants including Baan, Gaa, Maison Dunand, Keller, Sushi Saryu, etc.

In this regard, securities holders can find more information about the nature of business of BTS in Form 56-1 One Report Annual Report 2023/24 of BTS at BTS Website (www.btsgroup.co.th/th/annual-report-2023-24), www.sec.or.th, or www.set.or.th

(2) Registered and Paid-up Capital

As of July 30, 2024, BTS has a registered capital of THB 72,125,194,648 consisting of ordinary shares of 18,031,298,662 shares at a par value of THB 4.00 per share and a paid-up capital of THB 52,670,553,848 consisting of ordinary shares of 13,167,638,462 shares at a par value of THB 4.00.

(3) List of Top 10 Shareholders

As of July 24, 2024 (which is the latest record date of BTS), BTS has the top 10 shareholders as follows:

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

Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of BTS (%)	Percentage of Total Voting Rights of BTS (%)
1. Mr. Keeree Kanjanapas's Group	5,482,109,094	41.63	41.63
1.1. Mr. Keeree Kanjanapas[1/]	4,266,575,652	32.40	32.40
1.2. Mr. Kavin Kanjanapas	782,664,295	5.94	5.94
1.3. K2J Holding Company Limited	400,818,000	3.04	3.04
1.4. Miss Susan Kanjanapas	32,000,055	0.24	0.24
1.5. AMSFIELD HOLDINGS PTE. LTD.[2/]	51,092	0.00	0.00
2. Thai NVDR Company Limited	1,109,306,744	8.42	8.42
3. Social Security Office	421,746,300	3.20	3.20
4. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	348,731,850	2.65	2.65

Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of BTS (%)	Percentage of Total Voting Rights of BTS (%)
5. Bangkok Bank Public Company Limited	239,461,128	1.82	1.82
6. Bualuang Long-Term Equity Fund	182,785,100	1.39	1.39
7. Bualuang Securities Public Company Limited	145,861,700	1.11	1.11
8. Bualuang Long-Term Equity Fund 75/25	93,047,300	0.71	0.71
9. Bualuang Flexible RMF	88,211,100	0.67	0.67
10. Mr. Sombath Phanichewa	71,622,992	0.54	0.54
Total Top 10 Shareholders	**8,182,883,308**	**62.14**	**62.14**
Other Shareholders	**4,984,755,154**	**37.86**	**37.86**
Total	**13,167,638,462**	**100.00**	**100.00**

Remarks: 1/ Mr. Keeree Kanjanapas holds 4,160,394,752 shares in BTS in his own name, representing 31.60 of the total issued and paid-up shares of BTS and holds 100,000,000 shares through a custodian called THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, HONGKONG BRANCH, representing 0.76% of the total issued and paid-up shares of BTS, 6,180,900 shares through a custodian called UBS AG HONG KONG BRANCH, representing 0.05% of the total issued and paid-up shares of BTS. Therefore, Mr. Keeree Kanjanapas holds shares in BTS both directly and indirectly, totaling 4,266,575,652 shares, representing 32.40% of the total issued and paid-up shares of BTS.

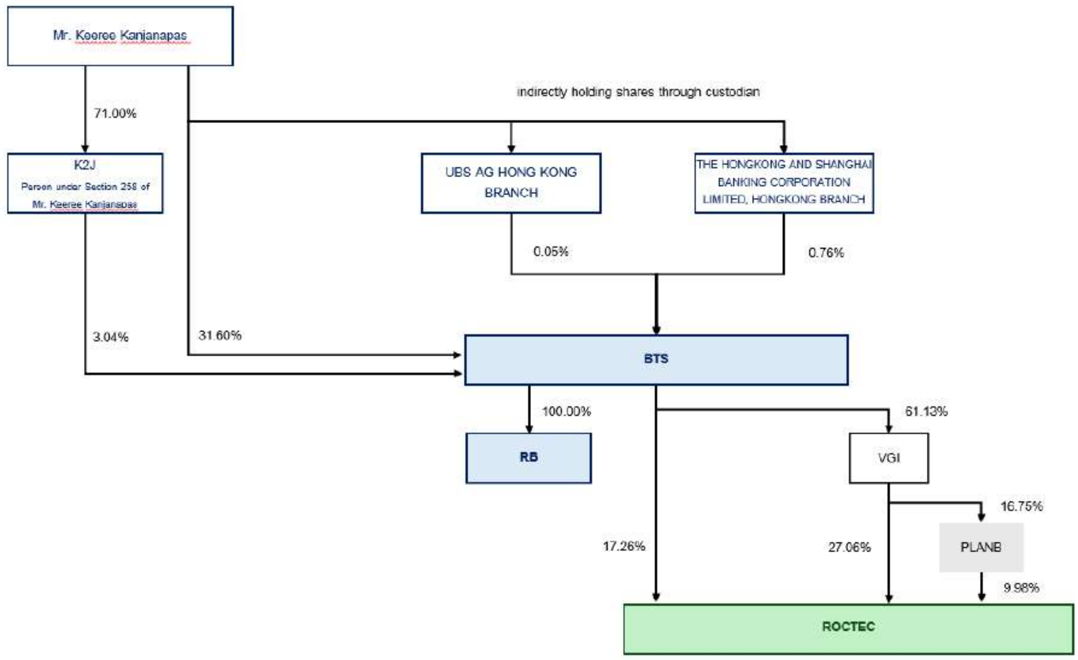
Moreover, Mr. Keeree Kanjanapas holds 58,945,800 shares through Thai NVDR Company Limited, representing 0.45% of the total issued and paid-up shares of BTS.

2/ AMSFIELD HOLDINGS PTE. LTD has been dissolved.

(4) Shareholding Structure according to Section 258 of BTS

BTS and the person(s) under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of the BTS can be shown in the diagram below.

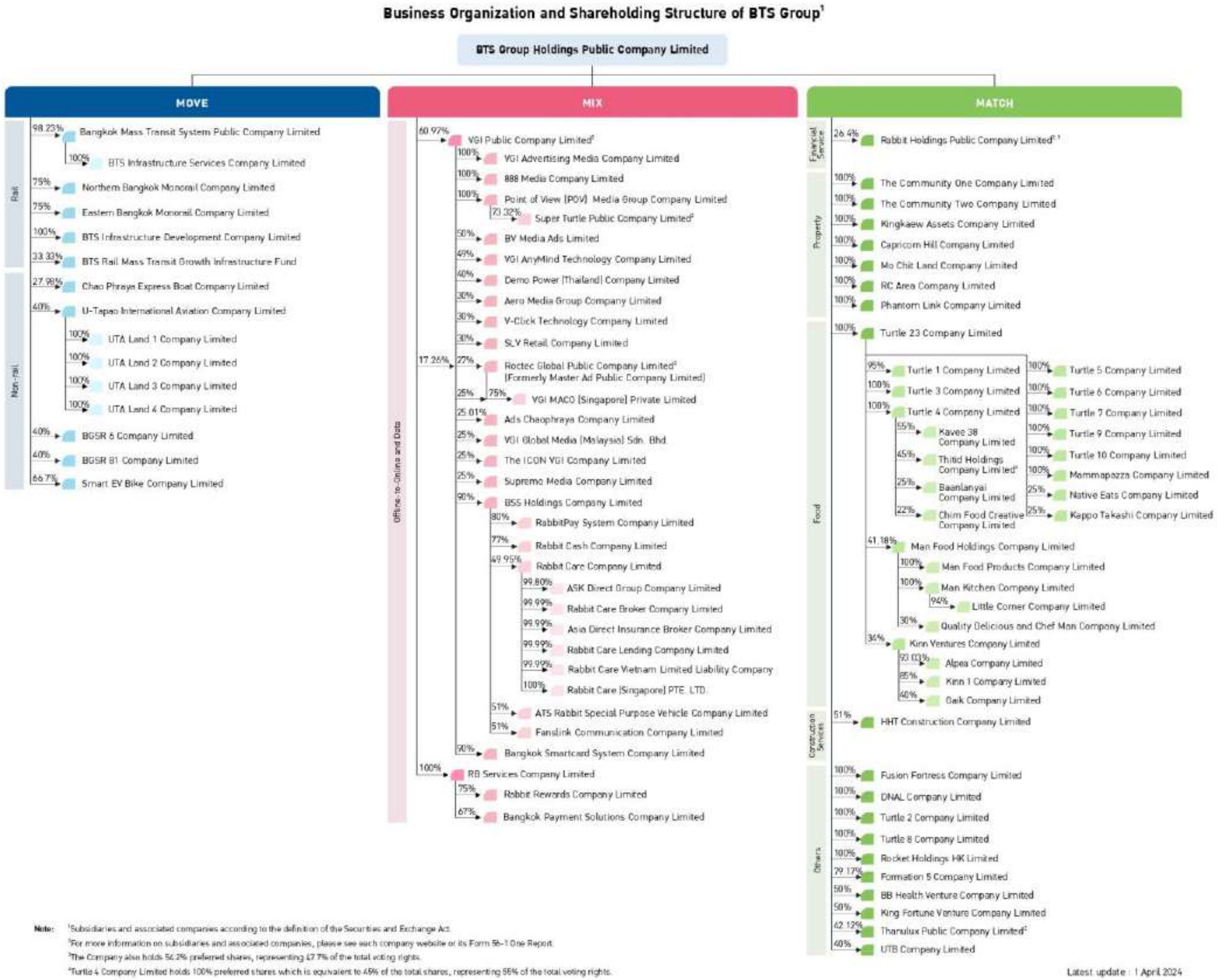
Diagram 2-1: Shareholding Structure according to Section 258 of BTS



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

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 of Mr. Keeree hold 71.00% of total paid-up shares of K2J Holding Company Limited (“**K2J**”).

(5) Business Organization and Shareholding Structure of the BTS Group



Source : BTS updated on April 1, 2024

(6) List of Board of Directors of BTS

BTS's board of directors according to the latest director registration are as follows:

Table 2-3 : List of Board of Directors of BTS

	Name - Surname	Position
1	Mr. Keeree Kanjanapas	Chairman
2	Mr. Kavin Kanjanapas	Director / Chief Executive Officer
3	Mr. Surapong Laoha-Unya	Director
4	Mr. Rangsin Kritalug	Director
5	Mr. Kong Chi Keung	Director
6	Mr. Suchin Wanglee	Independent Director / Audit Committee
7	Mr. Charoen Wattanasin	Independent Director / Audit Committee
8	Mr. Cheong Ying Chew, Henry	Independent Director
9	Mrs. Pichitra Manaphon	Chairman of Independent Director / Chairman of the Audit Committee
10	Mr. Karoon Chandrangsu	Independent Director
11	Mr. Paisal Tarasansombat	Independent Director

Source : The Stock Exchange of Thailand and BTS

Remark : Authorized Directors to sign are any one director from the Group A directors signing jointly with anyone director from the Group B directors, totaling 2 persons together with the company's seal affixed.

- Group A consisting of Mr. Keeree Kanjanapas, Mr. Kavin Kanjanapas and Mr. Surapong Loaha-Unya
- Group B consisting of Mr. Rangsin Kritalug and Mr. Kong Chi Keung

(7) Summary of the Financial Status and Performance of BTS

A summary of the separate and consolidated financial statements of BTS for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, 2024, is as follows:

Table 2-4 : Summary of the Financial Status and Performance of BTS

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended	
	March 31, 2022 (Restated)		March 31, 2023 (Restated)		March 31, 2024 (Audited)		June 30, 2024 (Reviewed)	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Assets	146,893.26	253,539.45	164,780.39	270,927.13	171,237.77	272,081.69	161,370.36	257,479.90
Total Liabilities	72,733.19	169,228.61	94,538.66	189,605.23	110,582.40	205,689.20	102,404.60	192,403.91
Total Shareholders	74,160.07	84,310.84	70,241.74	81,321.90	60,655.37	66,392.49	58,965.76	65,075.99
Equity Attributable to Owners	74,160.07	60,246.16	70,241.74	56,073.41	60,655.37	46,541.97	58,965.76	45,598.77
Registered Capital	73,873.40	73,873.40	74,037.67	74,037.67	73,525.19	73,525.19	73,525.19	73,525.19
Paid-up Capital	52,657.91	52,657.91	52,670.55	52,670.55	52,670.55	52,670.55	52,670.55	52,670.55
Total Revenues[3/]	11,557.93	31,194.50	6,635.59	24,488.82	5,789.73	24,599.41	315.10	5,455.90
- Revenue from MOVE Business Segment	-	20,873.07	-	12,293.47	-	11,989.59	-	2,247.62
- Revenue from MIX Business Segment	-	4,297.48	-	5,137.83	-	5,112.09	-	1,159.91
- Revenue from MATCH Business Segment	-	652.10	-	641.51	-	864.52	-	278.14
- Other Revenues[4/]	11,383.45	5,138.50	6,348.52	6,117.95	5,469.05	6,424.46	238.88	1,711.69
Total Expenses [5/]	5,154.10	26,099.35	6,213.84	21,327.20	12,380.71	30,125.89	1,627.26	5,596.89
Profit (loss) before Income Tax	6,403.83	5,095.15	421.76	3,161.62	(6,590.98)	(5,526.48)	(1,312.16)	(140.99)
Income (Expense) Income Tax	168.25	(1,214.20)	175.64	(1,538.72)	(290.94)	(1,706.72)	24.44	(470.97)
Net Profit (Loss)	6,572.08	3,880.95	597.40	1,622.91	(6,881.92)	(7,233.19)	(1,287.72)	(611.96)
Net Profit (Loss) Attributable to Equity Holders of the Company	6,572.08	3,825.58	597.40	1,836.48	(6,881.92)	(5,241.24)	(1,287.72)	(382.41)
Earnings per Share (THB)[6/]	0.50	0.29	0.05	0.14	(0.52)	(0.40)	(0.10)	(0.03)
Dividend per Share (THB)[7/]	-	0.31	-	0.31	-	0.16	-	-
Book Value per Share (THB)[8/]	5.63	4.58	5.34	4.26	4.61	3.54	4.48	3.46

Source: Financial statement of BTS for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, 2024.

Remarks : 1/ Securities holders can download details of the preceding financial statement of BTS at www.sec.or.th and www.set.or.th.

2/ The financial statements for the years ended March 31, 2022, 2023, and 2024, and the financial statements for the three-month period ended June 30, 2024, were audited and reviewed by EY Office Company Limited, an Approved Auditor from SEC.

3/ Total revenues are inclusive of service income and sales, revenues from contracting works, rental income, revenues from sales of real estate, and others.

4/ Other revenues are inclusive of dividend income, interest income, gain on sales of investments in associates, gain on financial instruments, gain on sale of land and others, and profit sharing from joint ventures and associates.

5/ Total expenses are inclusive of cost of services and sales, cost of contracting works, cost of sales of real estate, selling expenses, administrative expenses, loss on sales of investments subsidiary and associate, loss on financial instruments, loss on impairment loss of investments in subsidiary and associates, reversal of provision, and financial cost.

6/ Calculated by dividing the net profit (loss) attributable to equity holders of the company by the weighted average number of common shares, which is equal to 13,164 million shares, 13,167 million shares, and 13,167 million shares for the years ended March 31, 2022, 2023, and 2024, respectively and equal to 13,167 million shares for the three-month period ended June 30, 2024.

7/ Dividend per share announced according to the performance of BTS in each period.

8/ Calculated by dividing the equity attributable to owners of the company by the weighted average number of common shares, which is equal to 13,164 million shares, 13,167 million shares, and 13,167 million shares for the years ended March 31, 2022, 2023, and 2024, respectively and equal to 13,167 million shares for the three-month period ended June 30, 2024.

(8) Material Contingent Liabilities

BTS and its subsidiaries have significant obligations shown in the audited consolidated and separate financial statements of BTS for the three-month period ended June 30, 2024, which can be summarized as follows:

1) Interest-bearing Liabilities

Table 2-5 : Interest-bearing Debt

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Short-term loans from financial institutions	6,500.00	6,500.00
Bills of exchange payables	10,708.54	10,708.54
Short-term loans from related parties	2,273.91	70.00
Current portion of long-term loans	-	3,262.78
Current portion of long-term lease liabilities	76.99	252.47
Long-term loans from related parties	-	1,667.27
Long-term loans - net of current portion	-	61,089.79
Long-term lease liabilities - net of current portion	442.63	1,024.53
Total	**20,002.07**	**84,575.37**

2) Long-term Debentures

Table 2-6 : Long-term Debentures

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Long-term debentures	8,479.66	10,324.42
Long-term debentures - net of current portion	72,565.32	80,759.56
Total	**81,044.98**	**91,083.98**

3) Long-term employee benefits

Table 2-7 : Long-term Employee Benefits

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Provision for long-term employee benefits	142.30	1,992.59

4) Short-term and long-term provisions

Table 2-8 : Short-term and Long-term Provisions

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Short-term provisions	-	-
Long-term provisions	-	824.43
Total	**-**	**824.43**

5) Contingent Liabilities

BTS and its subsidiaries have obligations and contingent liabilities shown in the audited consolidated financial statements for the three-month period ended June 30, 2024, which can be summarized as follows:

5.1) Capital commitments

BTS's capital commitment amounts to THB 2,807 million, which includes consulting, design, construction, and decoration contracts valued at THB 2,219 million. Additionally, it encompasses land and building purchase agreements of THB 459 million and other investments, including purchases of computers and software, advertising media, and the construction and renovation of retail stores, restaurants, and rental areas

5.2) Service contract commitments

a) BTS entered into a service agreement with a related party which is to furnish BTS with golf course service business management and systems management service. BTS is to pay service fees at a rate as stipulated in the agreement.
b) A subsidiary entered into a Secondment Agreement with a company, whereby the counterparty agrees to send its employees to the subsidiary to provide support in respect of project management. The agreement shall be effective from April 1, 2024, until March 31, 2025. The subsidiary is to pay service fees at a rate as stipulated in the agreement.
c) The Group had committed to pay fees totaling THB 1,621 million, EUR 1 million and HKD 1 million in the future (March 31, 2024: THB 1,564 million, EUR 1 million, HKD 1 million and USD 1 million) (Separate financial statements: THB 142 million (March 31, 2024: THB 120 million)) relating to service agreements.

Certain obligations as described in c) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") in accordance with bases and assumptions determined by the subsidiary and BTSGIF. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

5.3) Commitments under Mass Transit operations and related business

5.3.1) Bangkok Mass Transit System Public Company Limited ("BTSC")

a) Commitments totaling THB 52 million (March 31, 2024: THB 52 million) in respect of improvements of BTS Sky Train System.
b) Commitments under a maintenance contract over a period of 15 years of mass transit system project, BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years and the annual maintenance fees to be paid for the first year, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.
c) Commitments under a maintenance contract for 22 of the 46 4-car trains, BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 16 years as from the year 2020 to the year 2035 and the annual maintenance fees of THB 73 million and EUR 1 million, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.
d) Future commitments in respect of acquisitions of elevated trains, totaling 70 cars under the operation and maintenance contract for a mass transit system in Bangkok, dated May 3, 2012. The trains must be in operation by 2030.
e) The station maintenance contract for the Green line Bearing-Samutprakan have a period of 16 years 7 months, from 2018 to 2035, and Saint Louis Station (S4) with the total contract value of approximately THB 1,840 million and EUR 3 million. BTSC was committed to the

service fee payment of THB 849 million and EUR 2 million (March 31, 2024: THB 905 million and EUR 2 million). The station maintenance contract of the Green line Mochit-Sapanmai-Kukot has a period of 4 years and 4 months from 2020 to 2025, with the total contract value of approximately THB 464 million. BTSC was committed to the service fee payment of THB 66 million (March 31, 2024: THB 77 million).

f) The station maintenance contract for the secondary mass transit system, the Gold line, has a period of 5 years (as from the date the full maintenance system has been commenced), with the total contract value of approximately THB 38 million. BTSC was committed to the service fee payment of THB 10 million (March 31, 2024: THB 14 million).

g) Commitments under a maintenance contract for 30 4-car trains for the MRT Yellow Line and for 42 4-car trains for the Pink Line. BTSC had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 20 years from the year 2023 to the year 2043. As at June 30, 2024, BTSC had committed to pay of THB 8,474 million (March 31, 2024: THB 8,548 million).

The obligations as described in a) to c) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") in accordance with bases and assumptions determined by BTSC and BTSGIF. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

5.3.2) Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited

Commitments totaling EUR 2 million and THB 992 million (March 31, 2024: EUR 2 million and THB 1,155 million) in respect of the design and construction of civil works, the procurement of electronic and mechanical systems and related equipment and the other related services for the Pink Line Projects.

5.4) Lease commitments

BTS Group has future lease payments required under these non-cancellable leases contracts relating to rental of office building under construction and Advertising Exclusive Right agreement and rental of place, vehicles and equipment as follows:

Table 2-9 : Lease commitments

Unit: THB Million	As of June 30, 2024	
	Separate Financial Statement	Consolidated Financial Statement
Within 1 year	7	170
Over 1 and up to 5 years	5	7

5.5) Guarantees

a) BTS Group had outstanding bank guarantees issued by banks amounting to THB 316 million (Separate financial statement: Nil) (March 31, 2024: THB 316 million (Separate financial statement: Nil)) to guarantee contractual performance, electricity use, in respect of certain performance bonds as required in the normal course of business and THB 10 million (March 31, 2024: THB 110 million) to guarantee the obligations relating to the Green Line and Gold Line.

   BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to THB 38 million (March 31, 2024: THB 38 million) issued by a bank on behalf of a subsidiary to guarantee electricity use.

b) BTS received an approval of credit facility of letter of guarantee from a financial institution amounting to THB 1,575 million (March 31, 2024: THB 1,575 million). BTS used the credit facility to issue letter of guarantee to investment for the associate (U-Tapao International Aviation Company Limited) to guarantee compliance with the contract for the U-Tapao International Airport and Eastern Aviation City Development Project. In addition, BTS provided the guarantee of not exceeding THB 10,306 million (March 31, 2024: THB 10,306 million) to Eastern Economic Corridor for the damages exceeding the amount of bank guarantee above.

c) The two subsidiaries had outstanding bank guarantees that were issued by a financial institution on behalf of the subsidiaries, amounting to THB 5,250 million (March 31, 2024: THB 5,250 million) to guarantee compliance with the concession contracts for the Pink and Yellow Line Projects. For the outstanding bank guarantees amounting to THB 5,000 million, BTS provided guarantees in form of the Sponsor Support Agreement in proportion to its shareholdings in the subsidiaries. For the outstanding bank guarantees amounting to THB 250 million, BTS provided the subsidiary used BTS's facility in issuing bank guarantees in full amount.

d) BTS provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as described in Sponsor Support and Guarantee Agreement.

5.6) Other commitments

a) To prevent conflicts of interest in the property development business between BTS and Rabbit Holdings Public Company Limited ("Rabbit"), BTS agrees to grant Rabbit the three rights under the terms and conditions as stipulated in the agreement i.e. (1) right of first refusal to purchase or to take on lease of land and/or buildings used in the property business of the Group and to purchase shares in the subsidiaries holding land and/or buildings used in the property business, at the price not less favorable than those offered to the third party (2) call option to purchase or to take on lease of land and/or buildings and right to purchase shares in any subsidiary holding land and/or buildings at a fair value, and (3) right to be appointed as a property manager under a property management agreement and right to be appointed as a real estate agent under a real estate agency agreement based on terms and conditions in the normal course of business.

Subsequently, on November 24, 2022, the Extraordinary General Meeting of shareholders of Rabbit passed a resolution to approve the amendment of the undertaking letter between BTS and Rabbit. Since Rabbit 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 Rabbit is still in the process of disposing of its property development business and in order not to restrict BTS from opportunities for engagement in the property development business. The significant provisions can be summarized as follows:

1) BTS 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 Rabbit's hotel.
2) BTS 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 Rabbit's office or mixed-use building.

b) BTS entered into the Sponsor Support Agreement with a financial institution whereby BTS agreed to provide financial support to two subsidiaries in the form of shareholder loans or any guarantee in proportion to the investment. In addition, BTS pledged share certificates of the two subsidiaries and two bank accounts as collateral with commercial banks to secure the credit facilities that the subsidiaries obtained.

c) BTS entered into the Sponsor Support Agreement with a financial institution to the subsidiary. In addition, the subsidiary entered into the Claim Transfer Right Agreement for a contractual performance guarantee and an advance receipt guarantee.

d) BTS entered into the Sponsor Support Agreement with four commercial banks for operation in Intercity motorway project of two joint venture companies whereby all shareholders agreed to provide financial support in proportion to their investments, either in the form of full payment of shares or to provision of subordinated loans. In addition, BTS pledged share certificates of two joint venture companies as collateral with such four commercial banks to secure the credit facilities that the two joint venture companies obtained.

e) BTS had commitments amounting to THB 3,422 million (March 31, 2024: THB 3,502 million) for payments of subsidiaries', jointly controlled entity's and associate's registered share capital.

f) BTS Group had commitments of THB 3 million and USD 1 million (March 31, 2024: THB 18 million and USD 1 million), relating to the agreements of purchases of inventories.

In this regard, securities holders can download details of financial statement of BTS www.sec.or.th or www.set.ot.th

(9) Information Relating to Records of Criminal Offense

None

(10) Pending Litigations

On November 22, 2022, BTSC filed a lawsuit against BMA and Krungthep Thanakom with the Central Administrative Court, requesting them to pay additional outstanding debts under the Operation and Maintenance Services Agreement of the Green Line Project – Extensions 1 and 2, i.e. the service fee of THB 2,895.1 million under the Extension 1 Agreement and the service fee of THB 8,173.5 million under the Extension 2 Agreement.

In this regard, both parties have submitted their testimonies and defense testimonies to the court. At present, the Central Administrative Court has not issued an order specifying the end of the fact-finding process. The case, therefore, is currently being considered by the Central Administrative Court.

2) RB (One of the Offerors)

2.1) General Information

Table 2-10 : General Information of RB

Name	RB Services Company Limited
Telephone	0-2618-3799
Address	21, TST Tower, 19th Floor, Soi Choeypuang, Vibhavadi Rangsit Rd., Chom Phon, Chatuchak, Bangkok
Registration Number	0105560022461

1.2 Business Information and Other Information

(1) Nature of Business Operation

RB was established on February 9, 2017, to engage in the business of investing in the securities of other companies.

(2) Registered and Paid-up Capital

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

(3) List of Shareholders

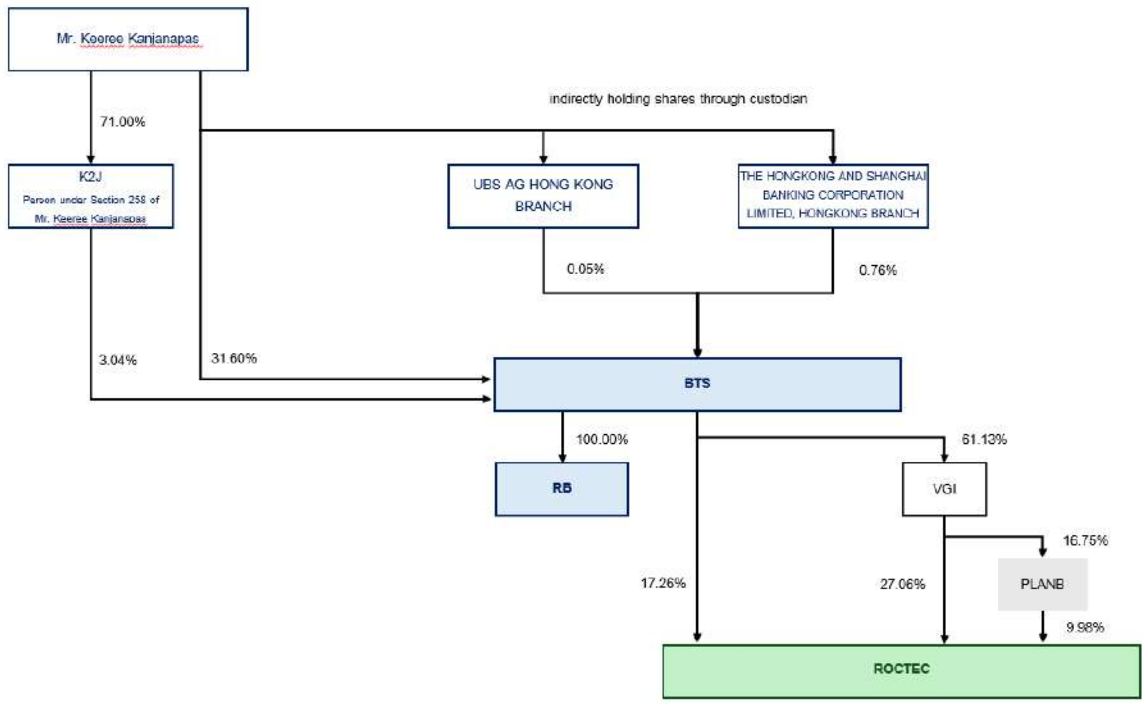
As of September 27, 2023, RB has the following shareholders.

Table 2-11 : List of Shareholders of RB

No.	Name	No. of Shares (shares)	Percentage of Total Paid-up Shares of RB (%)
1	BTS Group Holdings Public Company Limited	3,349,998	100.00
2	Mr. Surapong Laoha-Unya	1	< 0.00
3	Mr. Kavin Kanjanapas	1	< 0.00
	Total	**3,350,000**	**100.00**

(4) Shareholding Structure according to Section 258 of RB

RB and the persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of RB can be shown in the diagram below.



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

Remarks : 1/ Mr. Keeree Kanjanapas and persons under Section 258 of Mr. Keeree Kanjanapas hold 71.00% of total paid-up shares of K2J Holding Company Limited ("**K2J**").

(5) List of Board of Directors of RB

RB has the following director.

Table 2-12 : List of Board of Directors of RB

Name - Surname		Position
1	Mr. Keeree Kanjanapas	Director
2	Mr. Kavin Kanjanapas	Director
3	Mr. Surapong Laoha-Unya	Director
4	Mr. Lap Shun Nelson Leung	Director

Source: RB's company affidavit dated June 5, 2024

Remark: Authorized Directors to sign on behalf of RB are two of these directors signing jointly and affixing the company's seal.

(6) Summary of the Financial Status and Performance of RB

A summary of the separate financial statements of RB for the years ended March 31, 2022, 2023, and 2024, is as follows:

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

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

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

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

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

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

(7) Material Contingent Liabilities

Based on the information shown in RB's audited financial statements for the year ended March 31, 2024, RB has Material Contingent Liabilities as follows:

Table 2-14 : Material Contingent Liabilities of RB

Unit: THB Million	For the Year Ended March 31, 2024
Long-term loans from related parties	172,200,000

(8) Information relating to Records of Criminal Offense

None

(9) Pending Litigations

None

2. Information of the Tender Offer Preparer and the Tender Offer Agent

Information of the Tender Offer Preparer

Name : Pioneer Advisory Company Limited

Address : Unit ML2303 23rd Floor No. 999/9 The Offices at Office Central World Rama Road, Pathumwan Sub-district, Pathumwan District Bangkok 10330

Telephone : 02-264-5399

Information of the Tender Offer Agent

Name : UOB Kay Hian Securities (Thailand) Public Company Limited

Address : 130-132 2nd, 3rd floor Sindhorn Building, Wireless Rd., Lumpini, Pathumwan, Bangkok 10330

Telephone : 0-2659-8000

3. Legal Advisor

Name : The Capital Law Office Company Limited

Address : 44 Smooth Life Tower 16th floor, North Sathorn Road, Bangrak, Bangkok 10500

Telephone : 02-633-9088

Fax : 02-633-9089

4. Relationship between the Offerors and the Business, Major Shareholders or Directors of the Business

4.1 Summary of contract / agreement / memorandum of understanding entered into by the Offerors prior to the submission of the Tender Offer for the purpose of material sale and purchase of the Business's securities, regardless of whether or not such contract / agreement / memorandum of understanding is entered into for the trading of securities in the Tender Offer

None

4.2 Shareholding, either direct or indirect, by the Offerors or authorized person of the Offerors in the Business or the Business's major shareholders.

4.2.1 Shareholding of the Offerors in the Business

(1) BTS: As at the Tender Offer Submission Date, BTS holds a total of 1,401,451,639 ordinary shares of the Business, representing 17.26% of total issued and paid-up shares and 17.26% of total voting rights of the Business.

Additionally, VGI, a persons under Section 258, holds 2,196,934,494 ordinary shares in the Business, representing 27.06% of the total issued and paid-up shares and 27.06% of the total voting rights of the Business.

(2) RB: Aside from holding ordinary shares in the Business through BTS, RB does not hold any ordinary shares in the Business.

4.2.2 Shareholding of the authorized person of the Offerors in the Business

(1) BTS: None

(2) RB: Mr. Lap Shun Nelson Leung, the authorized director of RB, holds a total of 6,000 ordinary shares of the Business, representing 0.000074% of total issued and paid-up shares and 0.000074% of total voting rights of the Business.

4.2.3 Shareholding by the Offerors in the Major Shareholders of the Business

As at the Tender Offer Submission Date, the major shareholders of the Business are: 1) VGI, 2) BTS, and 3) Mr. Nares Ngamapichon. The shareholding details of the Offerors and the authorized persons of the Offerors in VGI and BTS are as follows:

1) VGI

1.1 Shareholding of the Offerors in VGI, a major shareholder of the Business:

As at the Tender Offer Submission Date, BTS holds 6,842,761,692 shares in VGI, representing 61.13% of the total issued and paid-up shares of VGI and 61.13% of the total voting rights of VGI.

1.2 Shareholding of the authorized representatives of the Offerors in VGI, a major shareholder of the Business:

The details are as follows:

Table 2-15 : Shareholding of the authorized representatives of the Offerors in VGI, a major shareholders of the Business as of July 31, 2024

Names	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of VGI
1. Mr. Keeree Kanjanapas[1/]	67,886,000	0.61
2. Mr. Surapong Laoha-unya[1/]	84,110	< 0.01
3. Mr. Kong Chi Keung[1/ 2/]	315,081	< 0.01
Total	**68,285,191**	**0.61**

Source: BTS

Remark: 1/ Authorized director of BTS and RB

2/ Authorized director of BTS

2) BTS

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

None

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

The details are as follows:

Table 2-16 : Shareholding of the authorized representatives of the Offerors in BTS, as of July 24, 2024

Name	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of BTS
1. Mr. Keeree Kanjanapas	4,667,393,652	35.45
2. Mr. Kavin Kanjanapas	782,664,295	5.94
3. Mr. Kong Chi Keung	3,200,000	0.02
4. Mr. Surapong Laoha-unya	5,552,627	0.04
Total	**5,458,810,574**	**41.45**

Source: BTS

4.3 Shareholding, either direct or indirect, by the Business or major shareholders or directors of the Business in the Offerors (in case that the Offerors is juristic person)

4.3.1 Shareholding of the Business in the Offerors

None

4.3.2 Shareholding by Major Shareholders of the Business in the Offerors

1) VGI

None

2) BTS

As at the Tender Offer Submission Date, BTS holds 3,349,998 shares in RB, representing 100.00% of the total issued and paid-up shares and 100.00% of the total voting rights of RB. RB is one of the Offerors in this Tender Offer.

3) Mr. Nares Ngamapichon

As at the Tender Offer Submission Date, Mr. Nares Ngamapichon holds 51,000,000 shares in BTS, representing 0.39% of the total issued and paid-up shares and 0.39% of the total voting rights of BTS.

4.3.3 Shareholding by Directors of the Business in the Offerors

1) BTS

As of July 24, 2024 (which is the latest record date of BTS), directors of the Business held a total of 1,401,000 shares in BTS, representing less than 0.01% of total issued and paid-up shares and less than 0.01% of the total voting rights of BTS. The details are as follows:

Table 2-17 : Shareholding by Directors of the Business in BTS

Name	No. of Shares (shares)	Percentage of the Total Paid-up Shares and the Total Voting Rights of BTS
1. Mr. Chalush Chinthammit	930,000	0.01
2. Mr. Sathundon Sattabusya	470,000	< 0.01
3. Mr. Warawut Natpradith	1,000	< 0.01
Total	**1,401,000**	**0.01**

Source: BTS

2) RB

None

4.4 Other Relationships

4.4.1 Co-directors / Co-executive

As at the Tender Offer Submission Date, the Offerors and the Business have no common directors or executives.

4.4.2 Joint business activities or investing in other companies

None

4.4.3 Agreement or other related party transactions

During the year 2022 - 2024, and for the three-month period ended June 30, 2024, the Offerors have transactions with major shareholders or directors of the Business. Details are provided in Part 3, Clause 2.3 “Related Party Transactions”.

5. Other Relevant Information for the Decision Making of the Securities Holders

5.1 Securities of the Offerors

5.1.1 Shares

Table 2-18 : Shareholding by the Offerors in the Business, as of July 2, 2024

Name	Type of Shares	Number of Shares	Percentage of Total Number of Outstanding Shares of the Business	Percentage of Total Voting Rights of the Business
I The Offerors BTS Group Holdings Public Company Limited	Ordinary shares	1,401,451,639	17.26	17.26
II Acting in Concert Party of the Offerors	-	-	-	-
III Related parties under Section 258 of the persons under I. and II. VGI Public Company Limited	Ordinary shares	2,196,934,494	27.06	27.06
IV Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
Total		**3,598,386,133**	**44.32**	**44.32**

Source: BTS

Remark: 1/ As at the Tender Offer Submission Date, the Business has total issued and paid-up ordinary shares of 8,117,976,177 shares.

2/ VGI, a persons under Section 258 of BTS, will be one of the parties accepting the tender offer, subject to approval from VGI's shareholders meeting.

5.1.2 Convertible securities

Table 2-19 : Shareholding of Convertible Securities by the Offerors in the Business, as of July 2, 2024

Name	Type of Convertible Securities	No. of Units	No. of Shares Obtained Post Conversion [1/]	Percentage of Shares to Total Voting Rights
I The Offerors BTS Group Holdings Public Company Limited	ROCTEC-W3	90,432,400	117,019,526	9.84
	ROCTEC-W5	119,254,400	119,254,400	10.02
II Acting in Concert Party of the Offerors	-	-	-	-
III Related parties under Section 258 of the persons under I. and II. VGI Public Company Limited	ROCTEC-W5	549,233,623	549,233,623	46.16
IV Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
Total		**758,920,423**	**785,507,549**	**66.02**

Remarks: 1/ This calculation takes into account that warrant holders exercise all warrants into common stock.

5.2 Source of Funds to Finance the Tender Offer

In case all shareholders of the Business express their intention to sell all their ordinary shares in this Tender Offer, the Offerors must make a Tender Offer for all 6,716,524,538 shares of the Business at the Offer price of THB 1.00 per share. Therefore, the funds required by the Offerors for the Tender Offer will be equal to THB 6,716,524,538. The source of funds for this Tender Offer will be from credit facility provided by Bangkok Bank Public Company Limited, up to THB 6,717,000,000 (Six billion, seven hundred seventeen million Thai Baht only). As of August 13, 2024, Bangkok Bank Public Company Limited. has issued a letter confirming financial support to BTS for this Tender Offer, covering the period from August 28, 2024, to November 5, 2024, (Please see more details in Attachment 9). Additionally, BTS has issued a letter to RB to support the source of funds used to pay for ordinary shares of ROCTEC that RB will purchase. (Please see more details in Attachment 9)

The Tender Offer Preparer has considered the source of funds of the Offerors and views that the credit facility that the Offerors obtained from the aforementioned financial institution is sufficient to execute the Tender Offer.

5.3 Plan to Sell Shares of the Business

As of the Tender Offer date, BTS and RB have no intention to sell or transfer the securities of the Business they hold prior to the Tender Offer, or the shares of the Business acquired through the Tender Offer, to any person in a significant amount within 12 months from the end of the Tender Offer Period, except in the following cases:

1. The Offerors shall comply with relevant regulations to maintain the qualification of free float according to the criterion of maintaining the listing status or the Offerors are obligated to comply with any effective laws and regulations during such period;
2. BTS sells or transfers shares to persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).;
3. Business restructuring which approved from the shareholder's meeting of the Business (if any);
4. The Offerors need to reduce financial burdens, increase liquidity, or seek business partners, the Offerors may consider selling some of the Business's securities as deemed appropriate.

In the event that the Offerors sell or transfer the ordinary shares of the Business, resulting in an obligation to report the disposal of the ordinary shares, the Offerors shall comply with any relevant laws, rules and/or regulations of the Securities and Exchange Commission and/or the Stock Exchange of Thailand. This applies if the Offerors required to sell the ordinary shares of the Business under any conditions 1 to 4 mentioned above.

5.4 Other Essential Information

None

Part 3

Details of the Business

1. Information of the Business

1.1 General Information

Table 3-1 : General Information of the Business

Company Name	:	Roctec Global Public Company Limited
Address	:	21, TST Tower, 21st – 22nd Floor, Vibhavadi Rangsit Rd., Chom Phon, Chatuchak, Bangkok 10900
Telephone	:	0-2938-3388
Fax	:	0-2938-3489
Registered Number	:	0107546000113
Website	:	www.roctecglobal.co.th
Market	:	The Stock Exchange of Thailand (SET)
Industry	:	Technology
Sector	:	Information & Communication Technology
Symbol	:	ROCTEC
Registered Capital	:	1,189,821,397.20 Baht
Paid-up Capital	:	811,797,617.70 Baht
Par Value	:	0.10 Baht per share

Source: Annual information disclosure form (Form 56-1 One Report) as at ending of March 31, 2024, and information from the SET’s website (www.set.or.th)

1.2 Nature of Business in Brief

1.2.1 Historical Background

Roctec Global Public Company Limited (“**ROCTEC**” or the “**Business**”), formerly known as Master Ad Public Company Limited (MACO), was established in 1988. ROCTEC initially focused on traditional Out-of-Home (OOH) media solutions such as billboards, digital screens, street furniture displays, and flyovers. Recognizing the inherent link between OOH media growth and economic fluctuations, ROCTEC made a strategic decision to devest the majority of its OOH media assets in Thailand and all such assets in Malaysia. This a divestiture marked a pivotal shift in ROCTEC’s business strategy, paving the way for a future focused on the dynamic digital industry.

1.2.2 Nature of Business

ROCTEC, formerly known as Master Ad Public Company Limited (MACO), was established in 1988. ROCTEC initially focused on traditional Out-of-Home (OOH) media solutions and various billboard advertising production services. Subsequently, ROCTEC expended the business to street furniture media segment by obtaining exclusive rights from Bangkok Mass Transit System Public Company Limited (BTSC) to install and manage street furniture media at the beam-piles under BTS SkyTrain station.

Additionally, BTS secured the right to manage media at Intersection Skywalk from the Bangkok Metropolitan Administration (BMA).

ROCTEC was listed on the Market for Alternative Investment (“mai”) on September 29, 2003, under the ticker symbol “MACO” and became a listed company on the Stock Exchange of Thailand under the services industry and Media & Publishing sector in September 2013.

Later in 2018, ROCTEC began expanding into the integrated systems business by acquiring an 87.1% stake in Trans.Ad Solutions Company Limited and an 89.00% stake in Roctec Technology Company Limited through Trans.Ad Solutions Company Limited. This sector has since become ROCTEC’s primary source of revenue over the past three years. Recognizing the significant impact of economic fluctuations on the out-of-home advertising media sector, ROCTEC made a strategic decision to divest most of its advertising media assets in Thailand and all of its advertising media assets in Malaysia, retaining only the street furniture advertising media in those regions, and the outdoor advertising media assets in Vietnam. Consequently, ROCTEC has realigned its business strategy to focus on the integrated systems sector.

ROCTEC has shifted its industry from the services industry, Media & Publishing sector to the technology sector, specifically Information % Communication Technology (ICT) sector, effective from June 28, 2024.

Currently, ROCTEC is a leading provider of holistic ICT Solutions across sectors. The core expertise lies in delivering cutting-edge ICT solutions, including railway industry, data network infrastructure, cybersecurity, and digital display hardware and systems and innovation product development. ROCTEC’s commitment extends across the entire service lifecycle, encompassing consultation, design, supply, implementation, installation, and maintenance. Business operation of ROCTEC based on 2 main business segments as follows:

1) ICT Solutions

ICT Solutions currently constitutes ROCTEC’s primary focus, with the majority of ROCTEC’s revenue generated from this segment. Within ICT Solutions, the services are classified into three categories:

1.1 Integrated Technology Solutions

ROCTEC’s ICT Solutions encompass consultation, system design, implementation, and the reselling of hardware and software related to information and communication technology. Examples of ICT Solutions projects include IoT Sensor, RFID detection system, and IoT Smart asset management solutions, etc. Within Integrated Technology Solutions, the services are classified into three categories:

- **Data Network Solutions**

  Data Network Infrastructure Solutions represent the integration of hardware and software to deliver wired and wireless connectivity, encompassing switches, routers, fiber, cabling, and Wi-Fi equipment. The comprehensive services include consultation, on-demand network design, hardware and software provision, as well as installation and maintenance. These services aim to establish high-speed and secure network infrastructure, empowering enterprises and organizations to enhance the productivity and efficiency of their business operations.

- **Cyber Security Solutions**

  With the escalating demand for cyber security, this has become a high-growth area for ROCTEC. ROCTEC specializes in the design, supply, and implementation of cyber security systems and services, aiming to safeguard networks, systems, internet-connected devices, and data from digital attacks and unauthorized access. ROCTEC's Key clients span diverse sectors, including the Hong Kong Mass Transit Railway, government organizations, higher education institutions, financial institutions, and various enterprises.

- **Innovative Technology Solutions**

  Technological advancements are increasingly influencing all aspects of business operations and daily life across various areas, including artificial intelligence (AI), the Internet of Things (IoT), Big data analytics, and Wireless Communications. One of the core strengths lies in the robust in-house R&D team, enabling ROCTEC to provide software and hardware development for bespoke solutions. Over the years, ROCTEC has developed various Innovative Technology Solutions aimed at improving the safety and efficiency of railway operation and maintenance, enhancing user experiences in public transportation systems, and increasing the effectiveness of advertising media.

1.2 Transportation Solutions

ROCTEC stands as one of the leading providers of railway communication system solutions in Asia, catering to various transportation operators, including railways and airports. With nearly 30 years of proven experience, ROCTEC specializes in managing large-scale communication system projects within the transportation industry. Key customers comprise prominent entities such as BTS Skytrain, Hong Kong Mass Transit Railway (HK MTR), Hong Kong International Airport, Macau LRT, and Singapore Mass Rapid Transit (SMRT).

1.3 Digital Display Solutions

ROCTEC is the largest Digital Display Solutions provider in Thailand, offering services that extend to Hong Kong, Vietnam, and Singapore, specializing in providing hardware and software, along with installation and maintenance services for over 20,000 screens in Thailand.

2) Procurement of Products and Services

2.1 ICT Solutions

Under ICT Solutions, ROCTEC's procurement of products and services is guided by stringent standards to ensure quality, efficiency, and value. The Business adopts a strategic approach to sourcing, focusing on reliable vendors and partners who meet high criteria for performance and compliance. Procurement processes are designed to support operational needs, enhance customer satisfaction, and uphold a commitment to sustainability and corporate responsibility. Through meticulous planning, rigorous evaluation, and continuous improvement, the Business aims to secure the best resources and services to drive business forward and maintain a competitive edge.

2.2 Maintenance Agreement

For over 35 years, ROCTEC has provided maintenance services for network and technology system to public and private customers. Typically, the Business is entrusted with system maintenance under an employment contract with specified terms and a set period. The maintenance work includes Corrective Maintenance (CM) and Preventive Maintenance (PM).

ROCTEC's advertising media business consists only of street furniture advertising media and outdoor advertising media assets in Vietnam. Presently, the proportion of revenue from the advertising business is only 17 percent of total revenue.

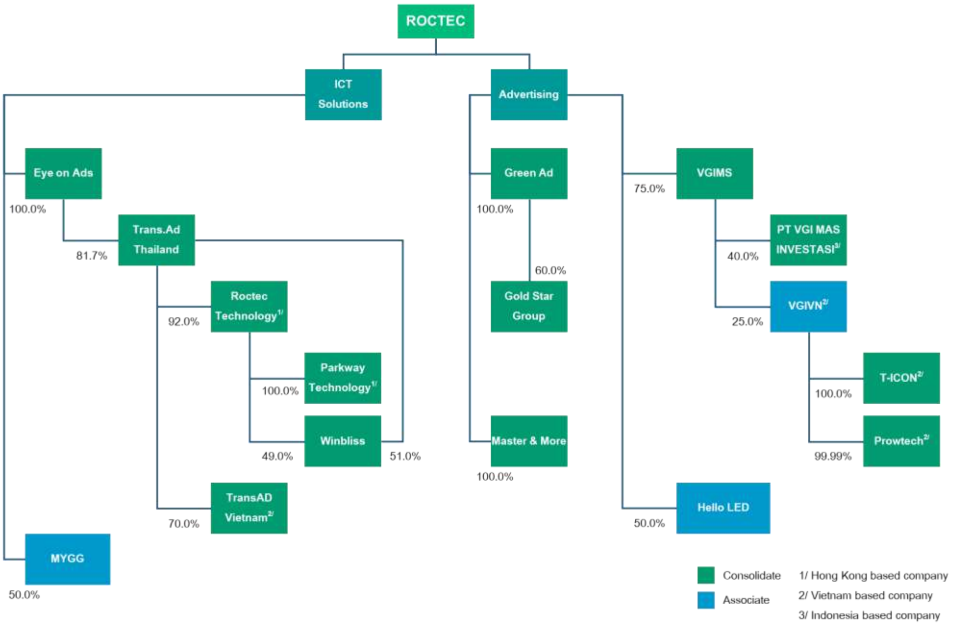
The revenue structure of ROCTEC can be summarized as follows:

Table 3-2 : The Revenue Structure of ROCTEC

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

1.2.3 Shareholder Structure

As of March 31, 2024, the Business has a shareholder structure in the subsidiary and associated companies as follows:



Source: Annual information disclosure form (Form 56-1 One Report) as at the end of March 31, 2024.

Table 3-3 : Subsidiaries and Associated Companies.

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
1	**Master and More Company Limited** 21, TST Tower, 21st – 22nd Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3489	Provide advertising media and Production services of small format	THB 226,000,000 (Par value of THB 10 per share)	Ordinary Shares	100.00
2	**Eye on Ads Company Limited** 28/43-45, Vibhavadi Rangsit Road, Lardyaow, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3486-7	Holding Company	THB 518,726,020 (Par value of THB 10 per share)	Ordinary Shares	100.00
3	**Green Ad Company Limited** 21, TST Tower, 21st – 22nd Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Tel. 02-938-3388 Fax. 02-938-3489	Holding Company	THB 244,191,300 (Par value of THB 5 per share)	Ordinary Shares	100.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
4	**Trans.Ad Solution Company Limited** 21, TST Tower, 21st Floor, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900	Integrated service provider for multimedia display system, such as LED monitors, including media content controlling and managing systems, linkage for installation of data command and collection systems as well as closed circuit television systems, design and develop application for indoor map and Bluetooth transmitter system for advertisement	THB 224,176,400 (Par value of THB 100 per share)	Ordinary Shares	81.65 (held by Eye on Ads Co., Ltd.)
5	**Winbliss System Company Limited** 21, Wangdek Tower 1 A, 8th Floor, Soi Yasoob 1, Vibhavadi Rangsit Road, Chom Phon, Chatuchak, Bangkok	Provision of total solutions for system integration services, maintenance services, and trading of networking related equipment and hardware	THB 2,000,000 (Par value of THB 10 per share)	98,000 Ordinary Shares and 102,000 Preferred Shares	78.45 (51 percent held by Trans.Ad Solution Co., Ltd. and 49 percent held by Roctec Technology Limited)
6	**Gold Star Group Company Limited** 33, 35, Soi Inthmara 40, Ratchadaphisek, Din Daeng, Bangkok	Design, produce and produce made to order of all types of printing media and/or advertising media	THB 50,000,000 (Par value of THB 10 per share)	Ordinary Shares	60.00 (Held by Green Ad Co., Ltd)
7	**Hello Bangkok LED Company Limited** 59, Soi Preeyanuch, Rama 9 Road, Bangkapi, Huaykwang, Bangkok	Static billboard and digital LED advertising media business	THB 100,000,000 (Par value of THB 100 per share)	Ordinary Shares	50.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
8	**MYGG Company Limited** 348, 2nd Floor, Soi Ladpao 94 (Punjamitr), Plaphla, Wangthonglang, Bangkok	To engage in the business of digital content - online game	THB 200,000,000 (Paid-up THB 100,000,000) (Par value of THB 10 per share)	Ordinary Shares	50.00
9	**Roctec Technology Limited** Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong	Provision of system integration services, trading, installing and maintenance services in relation to system related equipment and hardware by focusing on controlling system, networking and display system covering various industries such as mass transit system, government organizations, and financial institution	HKD 1,995,525 (Par value of HKD 1 per share)	Ordinary Shares	75.12 (92 percent held by Trans.Ad Solution Co., Ltd.)
10	**Parkway Technology Limited** Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong	Information Technology Service (However, Parkway Tec. Currently does not operation any business)	HKD 2 (Par value of HKD 1 per share)	Ordinary Shares	75.11 (100 percent held by Roctec Technology Limited)
11	**VGI MACO (Singapore) Private Limited** 50 Raffles Place #17-01 Singapore Land Tower, Singapore C048623	Holding Company	SGD 474,002,385 (Par value of SGD 1 per share)	Ordinary Shares	75.00

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
12	**PT VGI MAS INVESTASI** D.Lab Building, 5th Floor, Riau No.1 Street, Menteng, Gongdangdia, Jakarta, Indonesia	Invest in advertising media and payment system business in Indonesia	RP 2,500,000,000 (Par value of RP 1,000,000 per share)	Ordinary Shares	30.00 (25 percent held by VGI MACO (Singapore) Private Limited)
13	**VGI Vietnam Joint Stock Company** 13th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Invest in Media Business in Vietnam	VND 553,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (25 percent held by VGI MACO (Singapore) Private Limited)
14	**Prowtech International Vina Joint Stock Company** 13th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Provide out-of-home advertising media in Vietnam	VND 213,000,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (99.99 percent held by VGI Vietnam Joint Stock Company)
15	**T-ICON Company Limited** 13th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Provide out-of-home advertising media in Vietnam	VND 20,000,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	18.75 (100 percent held by Vietnam Joint Stock Company)

	Juristic Person / Address	Business	Paid-up Capital	Type of Shares	Shareholding (Percent)
16	**Transad Vietnam Joint Stock Company** 13th Floor, 35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho ChiMinh City, Vietnam	Providing leasing, importing and related equipment, including technical consulting, installation, repair, warranty.	VND 69,600,000,000 (Par value of VND 10,000 per share)	Ordinary Shares	57.16 (70 percent held by VGI Vietnam Joint Stock Company)

Source: Annual information disclosure form (Form 56-1 One Report) as at the end of March 31, 2024.

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

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

Table 3-4 : Summary of Financial Position and Performance of the Business and its Subsidiaries

Items (Unit: THB Million)	As at, or for the fiscal year ended						As at, or for the three-month period ended	
	March 31, 2022 (Audited)1/		March 31, 2023 (Audited)1/		March 31, 2024 (Audited)1/		June 30, 2024 (Reviewed)1/	
	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement	Separate Financial Statement	Consolidated Financial Statement
Total Assets	4,583.89	6,424.66	4,298.30	6,431.03	4,517.00	6,992.50	4,463.62	7,100.54
Total Liabilities	605.88	2,159.15	529.90	2,160.64	522.28	2,446.57	426.97	2,463.36
Shareholder's Equity	3,978.02	4,265.51	3,768.40	4,270.39	3,994.72	4,545.93	4,036.66	4,637.18
Equity Attributable to Owners of the Company	3,978.02	3,923.34	3,768.40	3,863.84	3,994.72	4,120.28	4,036.66	4,190.15
Registered Share Capital	981.49	981.49	1,189.82	1,189.82	1,189.82	1,189.82	1,189.82	1,189.82
Paid-up Capital	811.80	811.80	811.80	811.80	811.80	811.80	811.80	811.80
Total Revenue2/	294.96	2,173.62	368.54	2,674.77	528.58	2,704.66	114.66	773.50
Total Expense3/	365.11	2,149.88	365.11	2,416.44	297.91	2,357.56	75.10	672.48
Net Profit (loss)	(167.19)	47.82	(19.38)	193.18	226.32	303.95	41.94	96.01
Basic Earnings per Share4/	(0.023)	0.005	(0.002)	0.016	0.028	0.029	0.005	0.009
Dividend per Share6/ 8/ 9/ (Baht per Share)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Book Value per Share5/ 7/ (Baht per Share)	0.49	0.53	0.46	0.53	0.49	0.56	0.50	0.57

Source: Information from the SET's website (www.set.or.th)

Remark: 1/ Securities holders can see additional information of the financial statements of the Business at the websites of the SEC (www.sec.or.th) or of the SET (www.set.or.th). In addition, the financial statements for the years ended on March 31, 2022, 2023, and 2024 and the financial statements for the three-month period ended June 30, 2024, have been audited and reviewed by the certified public accountant, EY Office Company Limited, the Approved Auditor from SEC.

2/ Total revenues comprise of revenue from services and sales, system installation services, rental income, dividend income, profit sharing from investments in joint ventures, profit sharing from investments in associates, and others.

3/ Total expense comprises of cost of service and sales, system installation services, selling expense administrative expenses, financial cost, losses from investments in joint ventures, and losses from investments in associates.

4/ Earning per share are earnings per share of the parent company

5/ Book value per share is calculated by dividing the equity attributable to the major shareholders by the weighted average number of ordinary shares, which for the fiscal years ended March 31, 2022, 2023, and 2024, was 8,117.97 million shares, 8,117.97 million shares, and 8,117.97 million shares, respectively, and as of June 30, 2024, was 8,117.98 million shares.

6/ Dividend per share which has been announced for payment was based on performance of the Business during such performance period, excluding dividend payout of the subsidiaries.

7/ Calculated from the shareholder's equity of the parent company

8/ In 2022, 2023, the Business has accumulated deficit and 2024, the Business omitted dividend payment, so dividend per share cannot be calculated

9/ On July 26, 2024, the Annual General Meeting of Shareholders for 2024 resolved to approve the payment of dividends from the operating results for the fiscal year ended March 31, 2024, to shareholders at a rate of THB 0.013 per share, totaling not more than THB 107.5 million. This dividend will be recorded in the second quarter of the current year.

1.4 Shareholders Structure of the Business

(1) Shareholders structure of the Business prior to the Tender Offer

List of top 10 shareholders before the Tender Offer, according to the Business's Shareholder Register as of July 2, 2024.

Table 3-5 : List of top 10 Shareholders before the Tender Offer

Shareholders	Number of Shares (share)	Percentage in Comparison with the Total Issued and Paid-up Shares of the Business	Percentage in Comparison with the Total Voting Rights of the Business
1. VGI Public Company Limited1/	2,196,934,494	27.06	27.06
2. BTS Group Holdings Public Company Limited2/	1,401,451,639	17.26	17.26
3. Mr. Nares Ngamapichon	859,000,000	10.58	10.58
4. Plan B Media Public Company Limited3/	810,000,000	9.98	9.98
5. Thai NVDR Company Limited	637,843,901	7.86	7.86
6. Mr. Sarat Rattanawadee	397,117,000	4.89	4.89
7. Mr. Wanchai Opasiamkhajorn	114,400,000	1.41	1.41
8. Mr. Kiat Srijomquan	95,646,725	1.18	1.18
9. Mr. Suparp Wongjinda	47,238,200	0.58	0.58
10. Mr. Dendanai Hutajuta	46,499,900	0.57	0.57
Total Number of Shares of Top 10 Shareholders	**6,606,131,859**	**81.38**	**81.38**

Source: The Business's Shareholder Register as of July 2, 2024

Remark: 1/ VGI directly holds 2,196,934,494 shares in the Business, representing 27.06% of the total issued and paid-up shares of ROCTEC. Additionally, VGI holds shares in the Business through BTS, a persons under Section 258 of VGI, amounting to 1,401,451,639 shares, representing 17.26% of the total issued and paid-up shares of ROCTEC.

2/ BTS holds shares in ROCTEC as follows: 1) directly held 241,451,639 shares, which representing 2.97% of the total issued and paid-up shares of ROCTEC, and 2) held 1,160,000,000 shares through Metha Asset Management Company Limited, representing 14.29% of the total issued and paid-up shares of ROCTEC.

3/ PLANB directly held 810,000,000 shares, representing 9.98% of the total issued and paid-up shares of ROCTEC shares and held 588,000,000 shares through THAI NVDR Company Limited, representing 7.24% of the total issued and paid-up shares of ROCTEC.

(2) Expected shareholders structure after the Tender Offer

List of top 10 shareholders in case all the Business's shareholders tender all their securities:

Table 3-6 : List of top 10 shareholders after the Tender Offer

Shareholders	Number of Shares (share)	Percentage in Comparison with the Total Issued and Paid-up Shares of the Business	Percentage in Comparison with the Total Voting Rights of the Business
1. The Offerors	8,117,976,177	100.00	100.00
Total	**8,117,976,177**	**100.00**	**100.00**

1.5 List of the Board of Directors

1.5.1 Prior to the Tender Offer

List of the Board of Directors pursuant to the latest board registration of the Business as of July 18, 2024.

Table 3-7 : List of the Board of Directors

Name	Position
1. Mr. Chaiwat Atsawintarangkun	Chairman / Independent Director / Audit Committee
2. Mrs. Suparanan Tanviruch	Vice Chairman
3. Mr. Weng Sam Lam	Chief Executive Officer / Director
4. Mr. Sathundon Sattabusya	Director
5. Mr. Warawut Natpradith[1/]	Director
6. Mr. Danai Tangsriviriyakul	Independent Director / Audit Committee
7. Mr. Chalush Chinthammit	Independent Director / Chairman of the Audit Committee

Source: Information from the SET's website (www.set.or.th)

Remark: 1/ Mr. Warawut Natpradith was appointed as a director due to shareholding proportion of BTS Group Holdings Public Company Limited in the Business.

1.5.2 After the Tender Offer

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

1.6 The Highest and Lowest Price of the Business's Securities in Each Quarter during the Past 3 Years

Table 3-8 : The Highest and Lowest Price of the Business's Securities

Year	Period	Highest and Lowest Price Range (Baht per Share)	
		Lowest Price	Highest Price
2021	Jan – Mar	0.49	0.59
	Apr – Jun	0.49	0.64
	Jul – Sep	0.45	0.60
	Oct – Dec	0.49	0.94
2022	Jan – Mar	0.59	1.07
	Apr – Jun	0.62	0.85
	Jul – Sep	0.43	0.64
	Oct – Dec	0.47	0.57
2023	Jan – Mar	0.49	0.64
	Apr – Jun	0.47	0.56
	Jul – Sep	0.45	0.66
	Oct – Dec	0.46	0.67
2024	Jan – Mar	0.55	0.73
	Apr – Jun	0.65	0.86
	Jul – Aug[1/]	0.79	0.89

Source: www.setsmart.com

Remark: 1/ Information as of August 13, 2024.

2. Business Plan after Business Takeover

2.1 The Business's Status

The Offerors will not delist the Business's shares from the SET for 12 months period after the end of the Tender Offer Period, except that the Business cannot fulfill the listing requirements of the Stock Exchange of Thailand, the Offerors are obligated to comply with the laws, regulation and other relevant rules that are enforceable at the time.

In the case where there are many minority shareholders of the Business accept the Tender Offer; it may affect the qualification of the Business in maintain the status of a listed company on the SET regarding the qualification of the Business in maintaining the status of a listed company on the SET regarding the share distribution of minority shareholders (free float). According to the requirement of the SET, it requires no less than 150 minority shareholders and represents no less than 15% of the total paid-up capital of the Business. In that case, the Offerors and the Business will discuss with the SET regarding the share distribution plan of minority shareholders for the Business to have qualified proportion of minority shareholding that comply with regulations of the SET, with solution and progress to be disclosed to shareholders of the Business periodically.

2.2 Policy and Management Plan of the Business

The Offerors have no plans or policies to significantly change the nature or objectives of the business operations, investment expansion plans, management structure, acquisition and disposition of assets, financial structure, or dividend payment policy within 1 year from the end of the tender offer period, as detailed in the offer document.

However, if the Offerors intend to make any significant changes differing from those specified in the offer document within 1 year from the end of the tender offer period, the Offerors will proceed in accordance with the laws, regulations, announcements, orders, or relevant provisions that are in force at that time.

- **Objective of the Business**

  The Offerors have no plans or policies to significantly change the nature or objectives of the business operations according to the Business's main business plan within 12 months from the end of the tender offer period and still intends to focus on conducting the business as usual. Additionally, the Business's board of directors, shareholders' meetings, and/or any existing business plans approved prior to the Offerors' submission of the tender offer to acquire securities for business control will remain unchanged.

  However, the Offerors may provide suggestions and/or collaborate with the Business to consider adjusting the business plan and operating policies of the Business. In the event of significant changes in the economic conditions, financial status, or business environment of the Business, or any other changes that impact the Business, the Offerors may propose that the Business review and revise its business policies or business plan. This is to ensure appropriateness with the Business's operations and financial status, to increase flexibility in business expansion in various aspects, or to enhance the Business's efficiency and competitive potential in the future, with primary consideration given to the best interests of the Business.

- **Investment Expansion Plan**

  As of the date of the tender offer submission, the Offerors have no plans for the Business to significantly expand its investments beyond its normal investment activities. Additionally, within the first 12 months following the tender offer, the Offerors have no plans to expand investments for existing businesses. The Offerors will support the Business in carrying out its investment plans.

  However, in the next 12 months from the end of the Tender Offer Period, the Offerors may suggest the Business to consider expanding its investment when having a business opportunity or investment opportunity that is suitable under the drive of the management and the Business’s team. The Offerors will determine and study its current investment plan and provide appropriate advice on such investment plans, in which case the Offerors will ensure that the Business will comply with the applicable laws, notifications, and rules and regulations of the SEC and the SET.

- **Change in Management Structure**

  As of the tender offer submission date, the Offerors have no plans to change the company's management structure within 1 year from the end of the Tender Offer Period. The Offerors also have no intention to alter the organizational structure, management, or reduce the number of employees of the company, except in cases of resignation or adjustments made to improve efficiency in line with the economic conditions.

  If there are any changes to the management structure, executive positions, including changes in the roles of executives, an increase in the number of directors, or the appointment of new directors, such changes must be reviewed and approved by the Business's board of directors and/or shareholders' meeting, as applicable. These actions will be carried out in accordance with the company's regulations, laws, and the rules of the SEC and the SET.

- **Plan to Acquire or Dispose the Business's or its Subsidiaries Asset**

  As of the date of the tender offer submission, the Offerors have no plans for the Business to acquire and/or dispose of significant assets within 12 months from the end of the tender offer period, except for acquisitions and/or disposals of assets in the ordinary course of business.

  However, if there are changes to the Business's operational plans to align with future business conditions that result in significant acquisitions and/or disposals of assets, such changes must be duly approved in accordance with the company's policies and carried out in compliance with relevant laws and regulations, including but not limited to the rules of the SEC and the SET.

- **Financial Structure**

  As of the date of the tender offer submission, the Offerors have no plans to significantly alter the Business's financial structure, other than through the normal financial management of the Business within 12 months from the end of the tender offer period.

  Additionally, if necessary, the Offerors may recommend or collaborate with the Business to review and improve the financial structure to align with the Business's operations and financial status. This could involve enhancing the Business's competitive and investment capabilities or arranging additional financing at a level suitable for the Business's financial structure and business operations. The aim would be to avoid any adverse impact on the Business's performance or to improve competitive efficiency in the future, with a focus on the Business's best interests. The Offerors will ensure that any such actions receive approval from the board of directors and/or shareholders' meeting of the Business (as applicable) and are carried out in accordance with the Business's policies, relevant regulations, laws, and the rules of the SEC and the SET.

- **Dividend Policy**

  The Offerors have no plans or policies to change the dividend payment policy within 12 months from the end of the Tender Offer Period. In the event that the Business has no need for funds for investment or expansion and has sufficient cash flow, the Business has a policy to pay dividends to shareholders of not less than 50% of the net profit as per the Business's financial statements, after deducting corporate income tax, legal reserves, and other reserves as required by law and the Business's regulations.

However, the payment of dividends may be subject to change and must consider various factors, such as the Business's performance and financial position, liquidity, business expansion, and other relevant management considerations. Additionally, the dividend payments mentioned above must be approved by the Business's board of directors and shareholders' meeting.

2.3 Related Party Transactions

Related parties and transactions between the Offerors and persons under Section 258 of the Offerors and the Business according to the notes of the financial statements for the fiscal years ended March 31, 2022 – 2024, and financial statement for the three-month period ended June 30, 2024, are detailed as follows:

Table 3-9 : Related Party Transactions

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three-month period ended June 30, 2024	
Trans.Ad Solution Company Limited ("TransAd")	VGI VGI is a subsidiary of BTS. BTS holds a 57.10% stake in VGI.	Service income from maintenance of screens.	106	118	114	30	This is in line with normal business operations and is priced similarly to other manufacturers.
Gold Star Group Company Limited ("GSG")	VGI	Produces advertising visuals for installation on the client's advertising media.	9	36	59	9	This is in line with normal business operations and is priced similarly to other manufacturers.
GSG	888 Media Company Limited ("888 Media") 888 Media is a subsidiary of VGI. VGI holds a 99.99% stake in 888 Media.	Produces advertising visuals for installation on the client's advertising media.	68	69	49	9	This is in line with normal business operations and is priced similarly to other manufacturers.
GSG	BTS	Produces advertising visuals for installation on the client's advertising media.	-	-	5	-	This is in line with normal business operations and is priced similarly to other manufacturers.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three-month period ended June 30, 2024	
GSG	Rabbit Rewards Company Limited (“Rabbit Rewards”) Rabbit Rewards is a subsidiary of RB Services Company Limited (“RB”). RB holds a 74.99% stake in Rabbit Rewards. RB is a subsidiary of BTS. BTS holds a 99.99% stake in RB.	Produces advertising visuals for installation on the client's advertising media.	-	10	-	-	This is in line with normal business operations and is priced similarly to other manufacturers.
TransAd	VGI	Produce a digital advertising.	45	248	198	39	This is in line with normal business operations and is priced similarly to other manufacturers.
TransAd	Northern Bangkok Monorail Company Limited (“NBM”) NBM is a subsidiary of BTS. BTS holds a 75.00% stake in NBM.	Develop a train control system.	7	2	9	1	This is in line with normal business operations and is priced similarly to other manufacturers.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three-month period ended June 30, 2024	
TransAd	BTS Infrastructure Development Company Limited ("BTS ID") BTS ID is a subsidiary of BTS. BTS holds a 99.97% stake in BTS ID.	Develop a train control system.	-	6	3	0.3	This is in line with normal business operations and is priced similarly to other manufacturers.
Winbliss Company Limited	Bangkok Payment Solutions Company Limited ("BPS") BPS is a subsidiary of RB. RB holds a 67.00% stake in BPS.	Develop a payment system.	4	7	15	0.8	This is in line with normal business operations and is priced similarly to other manufacturers.
ROCTEC	BTS	Office rental income, the contract ends on March 31, 2025.	-	4	8	2	It is in line with normal business operations and is priced consistently with the general market price.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three-month period ended June 30, 2024	
Master and More Company Limited (“M&M”)	VGI	Appointed VGI as an advertising media sale representative, annual minimum consideration of at least THB 35,000,000	-	6	22	9	To expand sales channels, the appointment of a sales representative will enable the Business to benefit from increased revenue, at least equal to the previous levels. Additionally, there will be knowledge sharing and the utilization of resources that contribute to economies of scale. This transaction is a business support activity under general commercial terms, with the agreed advertising rates being market prices that can be referenced.

Companies in the ROCTEC Group	the Offerors and Persons Under Section 258 of the Offerors	Nature of Transaction	Transaction Value (THB Million)				Necessity and Reasonableness of the Transaction
			Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	For three-month period ended June 30, 2024	
M&M	Bangkok Mass Transit System Public Company Limited ("BTSC") BTSC is a subsidiary of BTS. BTS holds a 98.23% stake in BTSC.	M&M has been granted rights by BTSC to install and manage street furniture advertising media at the pillars of BTS Skytrain stations for a total period of 5 years, BTSC agrees to extend the contract for M&M for another 5 years in advance, bringing the total duration to 10 years. Currently, BTS has 22 stations with 309 signs, 132 LED digital screens, 137 light box advertisements, and 40 static advertisements. M&M agrees to pay compensation for the rights in the 5th year (May 2023 - April 2024) of THB 3.48 million, with an annual increase of 5%.	35	32	41	12	It is in line with normal business operations and involves setting compensation according to common practices.
ROCTEC	BTS	Investment relationship officer expense	-	-	2	0.5	It is in line with normal business operations and is priced consistently with the general market price.

Within 12 months from the end of the Tender Offer Period, the existing related party transactions ("**RPT**") between the Business and the Offerors and/or persons under Section 258 of the Offerors will continue. The Offerors have no policy to change the current conditions of the said transactions. In this regard, the existing transactions between the Business and the Offerors appear in the table above.

Moreover, during 12 months after the end of the Tender Offer Period, the Offerors or persons under Section 258 of the Offerors have no plan to materially change the current policy on RPT's between the Business and its related parties and will continue to adhere to the current policy. As of the Tender Offer date, the Business has put in place the policies, procedures, and the approval process on related party transactions in compliance with the regulations of the SET and the SEC in order to prevent any conflicts of interests arising from related party transactions between the Business and its subsidiaries, affiliated companies, related companies and/or any other persons who may have conflicts of interests.

In this regard, within the 12-month period from the end of Tender Offer Period, the Offerors and the persons under Section 258 of the Securities and Exchange Act of the Offerors may have transactions with the Business and its subsidiaries which are normal business transaction in line with operating and business plan of the Business and/or other related party transactions with the Business or its subsidiaries by considering the necessity and reasonableness of the transactions. The Offerors will arrange to ensure that the Business and its subsidiaries proceeds in compliance with its Articles of Association, the provisions under the Public Limited Companies Act B.E. 2535, the rules, regulations and notifications of the SEC and the SET, and the disclosure rules for connected transactions and transactions in acquisition or disposal of material assets of the Business insofar as they are applicable to the Business at that time.

Part 4

Additional Details of the Tender Offer

1. Procedures for Acceptance of the Tender Offer

Shareholders who intend to tender their shares, whether all or some, (the “Offerees”) shall comply with the following procedures. The Tender Offeror and/or Tender Offer Agent reserves the right to reject the Offeree’s acceptance of the tender offer that does not comply with Part 4 and Attachment 1 and/or 2, as applicable.

1.1. The Offerees shall completely read “Tender Offer Acceptance Procedures” according to Attachment 1.1 for ordinary shareholders or Attachment 2.1 for NVDR holder.

1.2. Complete the “Tender Offer Acceptance Form” according to Attachment 1.2 for ordinary shareholders or attachment 2.2 for NVDR holder (as the case may be) completely and accurately along with the signature of the Offeree.

All photocopies must be clear and readable and the Offerees’ certified signature in all supporting documents must be identical.

Note: The Offeree must convert the nationality of the securities to match the nationality of the holder before transferring securities to the Tender Offer Agent. The Tender Offer Agent will not accept the securities from the Offeree with mismatch nationality.

1.3. Enclose the following supporting documents together with the Tender Offer Acceptance Form:

1) <u>In the case that ordinary shares are in share certificates (scrip)</u>:

The Offeree must endorse the share certificate by valid and complete signature in the column labeled "Signature of the transferor" at the back of the share certificate (The Tender Offer Agent will accept share certificates that bear the same name as the Offeree or share certificates that have been endorsed for transfer to the Offeree and have been certified by the Thailand Securities Depository Co., Ltd. ("TSD")) together with attaching 3 copies of the Offeree's supporting documents as specified in Clause 1.3 (5) as the case may be. The Offeree must submit the Tender Acceptance Form as per Clause 1.2 and the supporting documents as per Clause 1.3 by 4:00 PM on October 29, 2024, or at least 2 business days before the last day of the Tender Offer period. (If the Tender Offer period is extended, the Offeror will announce the extension to the Offeree.) This allows the Tender Offer Agent sufficient time to process and verify the share certificates and deposit them with the Thailand Securities Depository, which is the securities registrar. If the TSD rejects the deposit of the share certificates, the Tender Offer Agent will notify the Offeree to collect the share certificates.

Additionally, the Offeree must contact the Tender Offer Agent to request the KYC & Suitability Test ("KYC & Suitability Test form") and complete along with the Offeree’s signature. This form must be attached as a supporting document to the Tender Offer Acceptance package.

- In case that the title prefix, name, or surname of the Offeree on the share certificate differs from the title prefix, name, or surname of the Offeree shown on the Identification Card, Civil Servant ID card, State Enterprise Employee Card, Alien Identification Card, Passport, or in cases where the name of the legal entity on the share certificates does not match the name on the company's affidavit issued by the Ministry of Commerce (for Thai Juristic person) or the certificate of incorporation (for Foreign juristic person), the Offeree should fill the form "Application for Amending Securities Holder Records" of the TSD ("Form TSD-301") in Attachment 4 and attach a copy of the evidence of such amendment issued by the government authority with certified true copy. The new information must match with the information on the Identification Card, Civil Servant ID card, State Enterprise Employee Card, Alien Identification Card, Passport, Company's affidavit, or the Certificate of Incorporation. (as the case may be)

- In the case of a permanent Identification Card, the Offeree must attach a certified copy of the House Registration showing the house number and name that are identical to Identification Card.
- In case that the Offeree is an administrator, the Offeree must submit a certified copy of the court order appointed the Offeree as the administrator, which was issued for no longer than 1 year prior to the Tender Offer Period, along with a certified copy of the death certificate, a certified copy of the administration's Identification Card, and a certified copy of the House Registration of the administrator and the share certificate endorse by the administrator.
- In case that the Offeree is a minor, the parents or legal guardians must endorse the share certificate and attach a certified copy of legal guardians' Identification Card and a certified copy of Household Registration of the legal guardians and the minor.
- In case that the share certificate is lost, the Offeree must contact the TSD to issue new share certificate to the Offeree for tendering through the Tender Offer Agent. Since the share certificate issuance takes approximately 2 weeks to process, the Offeree should contact the TSD for at least 2 weeks prior to the last day of the Tender Offer Period.

Note: In the case where the Offeree wishes to sell the shares in the form of a share certificate, the Tender Offer Acceptance Form shall be complete once the share certificate is verified and deposited with the TSD. In case that the TSD rejects the deposit of share certificate, the Tender Offer Agent will contact the Offeree for returning the share certificate.

2) <u>In the case that securities are in scripless form</u>:

The Offeree needs to contact the brokerage company and/or custodian that the Offeree deposits the tendered shares in the trading account and attach the Tender Acceptance form as specified in Clause 1.2 and a set of supporting documents of the Offeree as specified in Clause 1.3 (as the case may be). The Offeree shall notify the intention to transfer the shares to the account, as follows:

Account Name: " UOB Kay Hian Securities (Thailand) Plc. for Tender " **Account Number: 026-000000014-6**

The Offeree can send the Tender Offer Acceptance Form together with the identification documents to the brokerage company and/or the Custodian (as the case may be), that the Offeree has the trading account and the brokerage company and/or the Custodian shall collect and deliver the Tender Offer Acceptance Form to the Tender Offer Agent.

3) In the case that the Offeree deposits the tendered shares with TSD under Issuer Account Number 600:

The Offeree shall complete the form "Application for Securities Transfer between the Issuer Account and the Depository Participant Account" ("Form TSD-403") in Attachment 5 completely and accurately with the Offeree signature and attach a set of identification documents of the Offeree in accordance with the type of person as specified on page 2 of the form in addition to the Tender Offer Acceptance Form and the supporting documents of the Offeree as specified in Clause 1.2 and 1.3 to transfer the offered securities into the account of the Tender Offer Agent as specified above.

The Offeree shall submit the Tender Offer Acceptance Form and a set of supporting documents pursuant to Clause 1.2 and 1.3, together with Form TSD-403 and a set of identification documents of the securities holders as specified on page 2 of the form to the Tender Offer Agent.

The Tender Offer Agent shall submit Form TSD-403 and supporting documents to TSD for verification and share transfer from the issuer account to the Tender Offer Agent's account. Thus, to enable the Offeree to tender shares within the Tender Offer Period, the Offeree having shares deposited with TSD under the issuer account number 600 must submit the Tender Offer Acceptance Form together with the supporting documents within October 29, 2024 (or at least 2 business days prior to the last day of Tender Offer Period) to ensure sufficient time for coordinating and completing the share transfer process. In case the TSD rejects the Form TSD-403, the Tender Offeror and/or the Tender Offer Agent reserves the right to reject the Offeree's acceptance of the Tender Offer.

4) In the case that that securities are NVDR form:

The Offeree must contact the brokerage company and/or custodian where the NVDR is deposited to express their intention to tender and transfer the NVDR to the account "UOB Kay Hian Securities (Thailand) Plc. for Tender" with account number 026-000000014-6. The Tender Offer Agent must submit the acceptance form as specified in Clause 1.2 and the supporting documents as specified in Clause 1.3 by 4:00 PM on October 29, 2024, or at least 2 business days before the last day of the Tender Offer period. (If the Tender Offer period is extended, the Offeror will announce the extension to the Offeree.) This allows the Tender Offer Agent sufficient time to process with the TSD or Thai NVDR Co., Ltd. according to the Tender Acceptance Procedures within the Tender Offer period.

5) Identification document of the Offeree

a. Thai Individual

A certified copy of valid Identification Card or Civil Servant ID Card or State Enterprise Employee Card that contains 13 digits of ID number (in case of providing a copy of permanent ID Card or Civil Servant ID Card or State Enterprise Employee Card that does not contain 13 digits of ID number, attach a certified copy of House Registration including the page that contains the name of the Offeree and 13 digits of ID number). The signatures appeared on the certified documents as mentioned and the signatures on other documents relating to the Tender Offer must be identical. (In the case where the

Offeree is a minor, the consent of the legal guardians (parents) must be attached, along with copies of the identification cards or other identification documents of the guardians, copies of the guardians' household registration, and the minor's household registration. All copies must be certified true with signatures.)

b. Foreign Individual

A certified copy of the valid alien certificate or valid passport. The signatures appeared on the certified documents as mentioned and the signatures on other documents relating to the tender offer must be identical.

c. Thai Juristic Person

A copy of Affidavit, issued by the Ministry of Commerce for no longer than 6 months within the Tender Offer Period and a copy of VAT registration certificate (P.P. 20) must be attached and certified true copy by the authorized signatory(ies) of the juristic person together with the company seal (if any). In addition, certified true copies of the identification documents as specified in Clause 1.3 (a) or 1.3 (b), as applicable, of the authorized signatory must be attached. If the Offeree is not a VAT-registered operator under the Revenue Code, the Offeree should submit a copy of the taxpayer identification card (Tax ID Card) instead of the VAT registration certificate (P.P. 20). This must be certified as a true copy by the authorized signatory(ies), along with the company seal (if any).

d. Foreign Juristic Person

A copy of the certificate of incorporation, the memorandum of association, and the affidavit issued by the officer of the juristic person or the government authority of the country where the juristic person is domiciled, which certified the name of the juristic person and authorized person, the location of head office, authorization and conditions of signing to bind the organization, issued for no longer than 1 year prior to the the Tender Offer Period; all such documents must be certified by the authorized signatory(ies) of the juristic person with the company seal (if any), and attach proof of identification documents of the authorized person with certified by the authorized signatory(ies) as specified in Clause 1.3 (5) (a) or (b), as the cases may be.

All the aforementioned certified documents must be certified by the Notary Public officer with the Notary Public officer stamp and authenticated by the Royal Thai Embassy or Royal Thai consulate in the country where the documents are prepared or certified. The certification for such documents must be issued for no longer than 1 year prior to the Tender Offer Period.

In case the Offeree is a juristic person not conducting business in Thailand and domiciled in a country which does not have a double taxation treaty with Thailand or domiciled in a country that is the party to a double taxation treaty with Thailand, but such double taxation treaty does not exempt the foreign juristic person from withholding tax on the capital gain realized from the sale of securities in Thailand, the Offeree is required to fill in details of the acquisition cost of its tendered securities in “Form for Declaration of Cost of Tendered Securities” as per attachment 1.3 for ordinary shares or as per attachment 2.3 for NVDR, as the case may be, for withholding tax purposes at the rate of 15% of capital gain, that is, the difference between the Tender Offer Price and the Cost of Tendered Securities.

In case the Offeree fails to declare the acquisition cost, the withholding tax will be calculated at a rate of 15%. (assuming the cost price is 0 baht per share).

All photocopies must be clear and readable and the Offerees' certified signature in all supporting documents must be identical.

6) In case that the Offeree cannot submit the Tender Offer Acceptance Form by him/herself, the Offeree must complete a power of attorney document in attachment 1.4 for shareholder or in attachment 2.4 for NVDR holder with a THB 10 or THB 30 stamp duty affixed and enclose the certified identification documents of the attorney-in-fact as specified in Clause 1.3 (5), as the case may be.

   In case that the power of attorney is granted to a custodian to act on behalf of the Offeree, a copy of the power of attorney document of the custodian is required whereby the document mentioned in Clause 1.2 and 1.3 shall be signed by the custodian and document stating the authorized person of such custodian and a certified true copy of identification documents as specified in Clause 1.3 (5) of such authorized person must be provided.

7) A certified true copy of the first page of the savings account passbook or a certified true copy of the current account statement from a commercial bank with branches in Thailand, showing the name and account number, must be attached with a signature. This is required only if the Offeree

8) Other documents as may be requested by the Offeree and/or the Tender Offer Agent. Should there be any questions regarding the Tender Offer Acceptance Procedure, please contact the Tender Offer Agent as specified in Clause 1.4

1.4. Submission of the Tender Offer Acceptance Form

The submission of the Tender Offer Acceptance form and supporting documents can be made between 9:00 AM and 4:00 PM from August 28, 2024, to October 29, 2024, on all business days at the headquarters of the Tender Offer Agent.

1.4.1 <u>In case of share certificates</u>

The Offeree shall complete and submit the Tender Offer Acceptance Form as specified in Clause 1.2 together with the supporting documents as specified in Clause 1.3, which must be correctly and fully completed and signed. The documents include (a) Endorsed share certificate, signed by the Offeree, (b) The Tender Offer Acceptance form and power of attorney, (c) The KYC & Suitability Test form, which can be requested from the Tender Offer Agent, (d) 3 sets of identification documents of the Offeree as specified in Clause 1.3 (5), as applicable. These documents must be submitted to the Tender Offer Agent at the address below:

UOB Kay Hian Securities (Thailand) Public Company Limited ("Tender Offer Agent") **Operation Team** **Khun Chainarong Boonsanong or Khun Charun Suksakon** **Sindhorn Tower, 3rdfloor (Operation Department)** **130-132 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330** **Tel : 02-659-8000 ext. 8264 or 8226**

The Tender Offer Agent will not accept documents sent by post

All the aforementioned documents must be submitted by 4:00 PM on October 29, 2024, or at least 2 business days before the last day of the Tender Offer period. (If the Tender Offer period is extended, the Offeror will announce the extension to the Offeree.) This ensures that the Tender Offer Agent has sufficient time to verify and deposit the share certificates with the TSD, which is the securities registrar. In case the share certificates are rejected by the TSD, the Tender Offer Agent will notify the Offeree to collect the rejected share certificates.

1.4.2 In case of scripless shares and NVDR

In the case where the Offeree has shares deposited with the TSD in the scripless system and NVDR through a brokerage company acting and/or custodian where the Offeree has opened a securities trading account, the Offeree must contact that brokerage company and/or custodian. They will collect and submit the Tender Offer Acceptance form as specified in Clause 1.2 and the supporting documents as specified in Clause 1.3, as applicable, to the Tender Offer Agent at the address specified in Clause 1.4 (1). The Offeree can submit all documents to the brokerage company and/or custodian within the date and time specified by each brokerage company and/or custodian to ensure they can forward them to the Tender Offer Agent within the Tender Offer period.

In case the Offeree has shares deposited with TSD under the Issuer Account number 600, the Offeree must follow the details as specified in Clause 1.3 (2) and submit (a) the Tender Offer Acceptance Form as specified in Clause 1.2 (b) the supporting document as specified in Clause 1.3 including TSD-403 in attachment 1.6 and a set of identification documents of the Offeree in accordance with the type of person as specified on page 2 of TSD-403 form as specified in Clause 1.2. These documents must be submitted within October 29, 2024, or at least 2 business days prior to the last day of Tender Offer Period to ensure sufficient time for coordinating and completing the share transfer process. In case the TSD rejects the TSD-403 form, the Tender Offeror and/or the Tender Offer Agent reserves the right to reject the Offeree's acceptance of the Tender Offer.

1.5. In the case of ordinary shares or NVDRs are pledged or held against any other encumbrances, the Offeree must completely release the pledge or encumbrances before accepting the Tender Offer in accordance with Clause 1.2.

1.6. In case that the Offeree does not comply with Tender Offer Acceptance Procedures or the documents for the Tender Offer are incorrect or incomplete, the Tender Offer Agent reserves the rights to reject the Tender Offer Acceptance Form based on the Tender Offer Agent's discretion. Moreover, the Tender Offeror or the Tender Offer

Agent reserves the rights to amend the details of the Tender Offer Procedures set out in this document as deemed appropriate if there is any problem, difficulty, or restriction, in order to fairly facilitate and provide assistance to the Offeree.

2. Procedures for Securities Delivery and Payment

The Tender Offer Agent will purchase all ordinary shares tendered in compliance with the procedures stated in Part 4 except in case the Offeror cancels the tender offer in compliance with the procedures stated in Part 1 Clause 9 Terms and Conditions of Tender Offer Cancellation.

3. Payment Procedures

The Offeror will make payment through the Tender Offer Agent to the Offeree who have not canceled their intention to sell within the specified period. This payment will be made on the 2nd business day following the last day of the Tender Offer period ("Payment Date"), which is November 4, 2024. If the Tender Offer period is extended, the payment will be made on the 2nd business day following the last day of the extended Tender Offer period. The payment for the Tender Offer will be made according to the method chosen by the Offeree in the Tender Offer Acceptance form.

In the case where the Offeree is a Thai juristic person, they are required to withhold tax at a rate of 3% on the Tender Offer fee and to issue a withholding tax certificate. This certificate must be submitted to UOB Kay Hian Securities (Thailand) Public Company Limited, which is the Tender Offer Agent, with the following details:

Name	:	UOB Kay Hian Securities (Thailand) Public Company Limited
Address	:	130-132 2nd, 3rd floor Sindhorn Building, Wireless rd, Lumpini, Pathumwan, Bangkok 10330
TAX ID number	:	0107548000056
Date of withholding tax	:	November 4, 2024
Type of form	:	P.N.D. 53
Income categories	:	Commission fee etc. according to the Revenue Code of Thailand under section 40 (2)

In the case where the Offeree offers to sell with share certificates, the Tender Offer Agent will only make payment for the securities to the Offeree once the share certificates have been verified and accepted for deposit by TSD. If the share certificates are rejected by the TSD, the Tender Offer Agent will not make the payment for the securities and will notify the Offeree to collect all documents from the Tender Offer Agent at the address specified above.

The following payment options are available to the Offeree:

3.1 Transfer the payment to a bank account

The Tender Offer Agent will transfer the payment for the securities to the savings or current account of the Offeree, which must be held at a commercial bank with branches in Thailand. <u>The account name must be the same as the Offeree's name specified in the Tender Offer Acceptance Form</u>. The Offeree will receive the funds in their account by 5:00 PM on the Payment Date. The Offeree must attach a copy of the savings account passbook indicating the account owner's name and account number, or a copy of the current account statement indicating the account owner's name and account number, together with a certified true copy.

In the event that the Tender Offer Agent is unable to transfer money to the Offeree's account for any reason, the Tender Offer Agent reserves the right to make payment by issuing a cheque from United Overseas Bank (UOB) Public Company Limited, Silom complex branch. The Tender Offer Agent will notify the Offeree to collect the cheque or will deliver the cheque by registered mail to the contact address specified in the Tender Offer Acceptance Form.

3.2 Cheque from United Overseas Bank (UOB) Public Company Limited, Silom complex branch

The Tender Offer Agent will make the payment for the Tender Offer by issuing a crossed cheque from United Overseas Bank (UOB) Public Company Limited, Silom Complex Branch, payable to the Offeree. If the Offeree deposits the cheque in a bank outside the clearing house area of Bangkok, it will take approximately 5 business days to collect the payment, or according to the procedures of each bank. The Offeree will be responsible for any inter-bank clearing fees or bank cheque fees (if any). The Offeree can choose one of the following 2 methods to receive the cheque:

<u>By Self-Collect</u>

The Offeree can collect a cheque for payment of Tender Offer which is a crossed cheque payable to the Offeree at the Tender Offer Agent's office as specified in Clause 1.4 (1) from 9:00 a.m. to 4:00 p.m. on the business day from November 4, 2024, to November 12, 2024. In the event that the Tender Offer period is extended, the payment will be made within 7 business days from the Payment date.

In the case where the Offeree authorizes a representative to collect the cheque on their behalf, they must submit a power of attorney form affixed with a 10 Baht or 30 Baht duty stamp, as applicable, along with the identification documents of both the grantor and the authorized representative as specified in Clause 1.3 (5), duly signed to certify as true copies. These documents must be provided to the Tender Offer Agent on the day the cheque is collected.

In the event that the Offeree does not collect the cheque for the payment of Tender Offer within 7 business days after the Payment Date, the Tender Offer Agent will send the cheque to the Offeree via registered mail to the address specified in the Tender Offer Acceptance form on the 8th business day after the Payment Date. However, regardless of the circumstances, if the Tender Offer Agent correctly sends the cheque via registered mail to the address specified in the Tender Offer Acceptance form, it will be deemed that the Offeree has duly received the payment for the Tender Offer. The Offeree will have no right to claim any interest or damages thereafter.

<u>By Registered mail</u>

The Tender Offer Agent will send a cheque via registered mail to the address specified in the Tender Offer Acceptance Form *** In specific case where the Offeree does not come to collect the cheque by self-collect within the specified period ***

The Tender Offer Agent will send the cheque by registered mail to the address specified in the Tender Offer Acceptance form after the end of collecting the cheque as specified in Clause 3.2 (1).

However, regardless of the circumstances, if the Tender Offer Agent has correctly sent the cheque by registered mail to the address specified in the Tender Offer Acceptance form, it will be deemed that the Offeree has duly received the payment for the Tender Offer. The Offeree will have no right to claim any interest or damages thereafter.

Remark: For the payment of Thai Juristic person and Foreign Juristic person, the details will be as follows:

Calculation for Thai Juristic Person

Number of tendered shares	XXXX '(1)
Tender Offer price per share	XX.XX '(2)
Tender Offer Amount	XXX.XX'(3)=(1)*(2)
Brokerage fee	XX.XX '(4)=(3)*0.25%
VAT	X.XX '(5)=(4)*7%
Thai Juristic Person is responsible for withholding tax reduction for payment to the Revenue Department	X.XX '(6)=(4)*3%
Net Tender Offer Amount	XXX.XX'(7)=(3)-(4)-(5)+(6)

Calculation for Foreign Juristic Person

Number of tendered shares	XXXX '(1)
Tender Offer price per share	XX.XX '(2)
Tender Offer Amount	XXX.XX'(3)=(1)*(2)
Brokerage fee	XX.XX '(4)=(3)*0.25%
VAT	X.XX '(5)=(4)*7%
Cost of tendered shares	XX.X ‘(6)=(1)*cost of tendered share specified in cost declaration form[1]
Capital gain from the sale of tendered shares	XX.XX'(7)=(3)-(6) in case (3) more than (6)
Withholding tax on the capital gains	X.XX ‘(8)=(7)*15%
Net Tender Offer Amount	XXX.XX'(9)=(3)-(4)-(5)-(8)

Remark[1]: In the event that the Offeree does not declare the cost or fail to submit proper evidence along with the form of declaration of cost of ordinary shares or NVDR, as the case may be, the Tender Offer Agent will determine the withholding tax of 15% based on the entire proceeds of the sales of the securities

4. Shareholders' Rights When Tendering Shares

The Offeror will make the payment for the Tender Offer to the Offeree through the Tender Offer Agent on the date and by the method of payment specified by Offeree as specified in Clause 3 above. If an event occurs that causes a change in the Tender Offer price as specified in Part 1, Clause 8, the Offeror will proceed as follows:

4.1 In case the Tender Price has been reduced, the Offeror will pay the price of the securities according to the reduced Tender Price to all Offerees, whereby the Offeror and the Tender Offer Agent will consider that the Offeree agrees to and accepts that reduced Tender Price. For those securities tendered by the Offeree before the date on which the Offeror announces the change of the offer which is considered as an irrevocable offer, the Offeror will make payment for those securities according to the former Tender Price.

4.2 In case the Tender Price has been increased, the Offeror will instruct the Tender Offer Agent to make payment at the increased Tender Price to all Offerees, whereby the Offeror and the Tender Offer Agent will consider that the Offeree agrees to and accepts that increased Tender Price.

5. Tender Offer Cancellation Procedures

The Offeree may cancel the tender offer acceptance at the office of Tender Offer Agent at the address specified in 1.4 (1) during 9:00 a.m. to 4:00 p.m. on any business day from August 28, 2024, to September 24, 2024, or within the first 20 days of the Tender Offer Period (the "Tender Offer Cancellation Period"), including any extended Tender Offer period. The Tender Offer Cancellation should be followed according to the procedure:

5.1 Read “Tender Offer Cancellation Procedures” in Attachment 3.1 clearly

5.2 Fill in the Tender Offer Cancellation Form in Attachment 3.2 completely and accurately along with the signature of the Offeree

All photocopies must be clear and readable and the Offerees’ certified signature in all supporting documents must be identical.

5.3 Attach the receipt of the Tender Offer Acceptance form and the share certificate or transfer of shares via TSD issued by the brokerage company and/or Custodian, as applicable (“Receipt of Acceptance Form”). In the event that the Offeree loses the Receipt of Acceptance Form, the Offeree must provide the evidence as requested by the Tender Offer Agent. The Tender Offer Agent reserves the right to return shares only to the Offerees who have submitted the correct and complete form and related documents as specified in Clause 5.

In the event that the Offeree has deposited the securities with TSD under the issuer's account 600, when the Offeree submits Tender Offer Cancellation form, they must submit Form TSD-403 as per the document in Attachment 5. The form must be filled out, signed, and completed correctly, including identification document of the Offeree according to the type of person specified on page 2 of Form TSD-403, with a set of copy. This is required for the Tender Offer Agent to process the return of shares through TSD and deposit them back into the issuer's account 600, as specified in the Tender Offer Cancellation form.

5.4 Identification document of the Offeree who intends to cancel the Tender Offer Acceptance

a. Thai Individual

A certified copy of valid Identification Card or Civil Servant ID Card or State Enterprise Employee Card that contains 13 digits of ID number (in case of providing a copy of permanent ID Card or Civil Servant ID Card or State Enterprise Employee Card that does not contain 13 digits of ID number, attach a certified copy of House Registration including the page that contains the name of the Offeree and 13 digits of ID number). The signatures appeared on the certified documents as mentioned and the signatures on other documents relating to the Tender Offer must be identical. (In the case where the Offeree is a minor, the consent of the legal guardians (parents) must be attached, along with copies of the identification cards or other identification documents of the guardians, copies of the guardians' household registration, and the minor's household registration. All copies must be certified true with signatures.)

b. Foreign Individual

A certified copy of the valid alien certificate or valid passport. The signatures appeared on the certified documents as mentioned and the signatures on other documents relating to the tender offer must be identical.

c. Thai Juristic Person

A copy of Affidavit issued by the Ministry of Commerce, no longer than 6 months prior to the date of Tender Offer Cancellation form submission, must be attached and certified true copy by the authorized signatory(ies) of the juristic person together with the company seal (if any). In addition, certified true copies of the identification documents as specified in Clause 5.4 (a) or 5.4 (b), as applicable, of the authorized signatory must be attached.

d. Foreign Juristic Person

A copy of the certificate of incorporation, the memorandum of association, and the affidavit issued by the officer of the juristic person or the government authority of the country where the juristic person is domiciled, which certified the name of the juristic person and authorized person, the location of head office, authorization and conditions of signing to bind the organization, issued for no longer than 1 year the date of Tender Offer Cancellation form submission; all such documents must be certified by the authorized signatory(ies) of the juristic person with the company seal (if any), and attach proof of identification documents of the authorized person with certified by the authorized signatory(ies) as specified in Clause 5.3 (a) or 5.3 (b), as the cases may be.

All the aforementioned certified documents must be certified by the Notary Public officer with the Notary Public officer stamp and authenticated by the Royal Thai Embassy or Royal Thai consulate in the country where the documents are prepared or certified. The certification for such documents must be issued for no longer than 1 year prior to the date of Tender Offer Cancellation form submission.

In case that the title prefix, name, or surname of the Offeree on the share certificate differs from the title prefix, name, or surname of the Offeree shown on the Identification Card, Civil Servant ID card, State Enterprise Employee Card, Alien Identification Card, Passport, or in cases where the name of the legal entity on the share certificates does not match the name on the company's affidavit issued by the Ministry of Commerce (for Thai Juristic person) or the certificate of incorporation (for Foreign juristic person), the Offeree should fill the form “Application for Amending Securities Holder Records" of the TSD (“Form TSD-301”) in Attachment 4 and attach a copy of the evidence of such amendment issued by the government authority with certified true copy. The new information must match with the information on the Identification Card, Civil Servant ID card, State Enterprise Employee Card, Alien Identification Card, Passport, Company’s affidavit, or the Certificate of Incorporation. (as the case may be)

All photocopies must be clear and readable and the Offerees' certified signature in all supporting documents must be identical.

5.5 In case that the Offeree who intends to cancel the Tender Offer cannot submit the Tender Offer Cancellation Form by him/herself, the Offeree must complete a power of attorney document in Attachment 3.3 a THB 30 stamp duty affixed and enclose the certified identification documents of the attorney-in-fact as specified in Clause 5.4, as the case may be.

In case that the power of attorney is granted to a custodian to act on behalf of the Offeree, a copy of the power of attorney document of the custodian is required whereby the document mentioned in Clause 5.2 5.3 and 5.4 shall be signed by the custodian and document stating the authorized person of such custodian and a certified true copy of identification documents as specified in Clause 5.4 of such authorized person must be provided.

5.6 Submit the complete Tender Offer Cancellation Form together with the enclosures as specified in Clause 5.3 and 5.4 to the Tender Offer Agent's office as mentioned in Clause 1.4 (1) within Tender Offer Cancellation period.

The Tender Offer Agent will not accept documents sent by post.

5.7 After receiving the fully completed Tender Offer Cancellation Form and the Attachments as outlined in Clause 5.3 and 5.4 within the Tender Offer Cancellation Period, the Tender Offer Agent will proceed as follows:

In case that the Offeree wishes to receive share certificate

The Offeree who cancels the Tender Offer Acceptance or the authorized representative must submit the Application for withdrawing from the participant account in Attachment 6 together with identification documents and paying a fee of 100 Baht to the Tender Offer Agent. The Offeree who cancels the Tender Offer Acceptance or their authorized representative can collect the share certificates from the office of the Tender Offer Agent at the address specified in Clause 1.4 (1) within 20 business days following the date on which the Tender Offer Cancellation form and related documents are complete.

In case that the Offeree wishes to receive shares in scripless (transfer and deposit shares to the brokerage company that the Offeree has trading account, and/or custodian, and/or the Issuer's account 600)

The Offeree who cancels the Tender Offer is required to pay the transfer fee of shares at the amount of 100 Baht (VAT include) for each transaction. The Tender Offer Agent will return the securities through the TSD to the brokerage company and/or custodian or to the issuer's account 600 (as applicable) where the Offeree who cancels the Tender Offer has an account, as specified in the Tender Offer Acceptance form, within the business day following the date of submission.

The Offeree who has NVDR will receive NVDR in return.

Note: Receiving shares in scrip or scripless system will be in accordance with the format as the securities that the Offeree offered for sale through the Tender Offer. The Offeree who cancels the tender offer acceptance cannot change the format of such securities.

6. Procedures for Returning Securities in the Case of the Tender Offer Cancellation

In the event of Tender Offer Cancellation as stated in Part 1 Clause 9 takes place, the Offeror will submit the cancellation notification letter with reasons to all shareholders according to the latest shareholders' name list within the following business day after the last day that SEC may object to the Tender Offer Cancellation (within 3 business days from the notification of the Tender Offer Cancellation to the SEC) The Offeror will also announce the Tender Offer cancellation through Stock Exchange of Thailand (SET). The Offeror will have the Tender Offer Agent proceed as follows.

6.1 In case of share certificate

In case of Tender Offer Cancellation, the Tender Offeror will have the Tender Offer Agent return share certificate to the Offeree after the Offeree complete application for withdrawing from the participant account in Attachment 6. The Offeree can collect share certificate at the office of the Tender Offer Agent as stated in Clause 1.4 (1) on any business day after the day that the Tender Offeror notifies of the Tender Offer Cancellation.

In the event of Tender Offer Cancellation within the first 20 business days of the Tender Offer period, the Offeree can collect the share certificates at the office of the Tender Offer Agent as specified in Clause 1.4 (1) within 20 business days from the date the Offeror notifies the cancellation. Additionally, the Offeree must follow the procedures set by the Tender Offer Agent in term of requesting a return of share certificates. The Offeree will be responsible for all costs associated with the return of the share certificates (if any). The process for issuing share certificates by TSD may take at least 14 days.

6.2 In case of scripless and/or NVDR

The Tender Offer Agent will return the securities through the TSD to the brokerage company and/or custodian or to the issuer's account 600 (as applicable) where the Offeree who cancels the Tender Offer has an account, as specified in the Tender Offer Acceptance form, within the business day following the cancellation notification by the Offeror.

The Offeree who has NVDR will receive NVDR in return.

Note: Receiving shares in scrip or scripless system will be in accordance with the format as the securities that the Offeree offered for sale through the Tender Offer. The Offeree who cancels the tender offer acceptance cannot change the format of such securities.

7. Determination of the Offer Price

7.1 The method of the Offer Price determination

The Offer Price for the ordinary shares of ROCTEC is set at THB 1.00 per share. The price determination criteria for the ordinary shares of ROCTEC, which operates in the ICT services and advertising media business, were considered by the Offerors based on universally accepted valuation methods. Specifically, the Sum-of-the-Parts Valuation method was used, which involves calculating the business value using the Book Value Approach and the Discounted Cash Flow Approach. Additionally, the Offerors considered other methods such as the Adjusted Book Value Approach, Market Price Approach, Price-to-Book Value (P/BV) Ratio, Price-to-Earnings (P/E) Ratio, and the Enterprise Value to EBITDA (EV/EBITDA) Ratio, which are standard methods commonly used in investment decision-making.

The tender offer price of THB 1.00 per share represents a premium of 7.53% over the market price of ROCTEC's ordinary shares, which was THB 0.93 per share as of July 31, 2024 (the trading day prior to the BTS Board of Directors meeting approving the investment in ROCTEC shares). The tender offer price also reflects a price-to-earnings ratio (TTM P/E Ratio) of 23.75[1/] times, based on the trailing twelve months' earnings.

Note: 1/ Calculated from the data of the four preceding quarters from the financial statements for the three-month period ended June 30, 2024

7.2 **The highest price by the Offerors, or any related party specified in Section 258 of the Offerors, acquired shares during the period of 90 days prior to the date on which the offer document is submitted to the Office of the SEC.**

During the 90-Day Period before the date of the submission of the tender offer document to the SEC, the Offerors or the persons under Section 258 have not obtained any of ROCTEC's shares.

8. Acquisition of shares prior to the Tender Offer (only in case of partial Tender Offer under Chapter 5 of the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554)

-Not Applicable in this case as the Offerors intend to purchase all remaining ordinary shares of the Business-

Part 5

Certification of Information

Certification of Information by the Offerors

We, hereby certify that:

(1) We are committed to execute this Tender Offer.

(2) The offer price in this tender offer is in accordance with the provision of the Notification of the Capital Market Supervisory Board No. Tor Jor 12/2554.

(3) We intend to comply with the plan, which we have specified in this tender offer, and

(4) All information contained in this tender offer is correct and accurate and there is no information contained herein that may lead other persons to misunderstanding in any material respect and no concealment is made of any material information.

BTS Group Holdings Public Company Limited

Kavin Kanjanapas

(Mr. Kavin Kanjanapas)

Authorized Director

Kong Chi Keung

(Mr. Kong Chi Keung)

Authorized Director

The Offeror

Certification of Information by the Offerors

We, hereby certify that:

(1) We are committed to execute this Tender Offer.

(2) The offer price in this tender offer is in accordance with the provision of the Notification of the Capital Market Supervisory Board No. Tor Jor 12/2554.

(3) We intend to comply with the plan, which we have specified in this tender offer, and

(4) All information contained in this tender offer is correct and accurate and there is no information contained herein that may lead other persons to misunderstanding in any material respect and no concealment is made of any material information.

RB Services Company Limited

Kavin Kanjanapas

(Mr. Kavin Kanjanapas)

Authorized Director

Surapong Laoha-unya

(Mr. Surapong Laoha-unya)

Authorized Director

The Offeror

Certification of Information by the Tender Offer Preparer

We, as the preparer of this tender offer, have complied with requirements as set out in the Notification of the SEC re: approval for financial advisors and a scope of work and hereby certify that;

(1) We have reviewed and considered that the information about the Offerors disclosed in the tender offer is correct and accurate and that there is no information that may lead to misunderstanding in any material respect and no concealment is made of any material information;

(2) We have reviewed the financial evidence and considered that the Offerors can fulfill the obligations under the above tender offer;

(3) We have reviewed the Offerors' business policy and plan for the Business as stated in Part 3 Section 2 regarding details of the Business and consider that;

a) The Offerors can carry out policies and plans for business operation as mentioned;

b) Assumption for making the policies and plans of business operation have been prepared reasonably (if applicable); and

c) The effects on the Business or the securities holders are clearly and adequately explained;

(4) We have examined evidence on the acquisition of the Business securities by the Tender Offerors and/or persons prescribed under Section 258 of the Offerors and/or parties acting in concert of the Tender Offerors and/or parties acting in concert of persons prescribed under Section 258 of the Offerors, during the 90 days before the Tender Offer Submission Date. We have examined the Tender Offer Price and consider that it conforms to the regulation under the provision of the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554; and

(5) We have carefully and prudently studied and reviewed the completeness and accuracy of the information contained in this tender offer and view that the information is complete and correct and that there is no information contained herein that may lead other persons to misunderstanding in material aspects and no concealment is made on any material information.

Pioneer Advisory Company Limited

Duenpun Lilavivat

(Miss Duenpun Lilavivat)

Authorized Director

Tender Offer Preparer

Attachment 1

Tender Offer Acceptance Procedures and Form

Attachment 1.1

Tender Offer Acceptance Procedures

Securities Holder of ROCTEC GLOBAL Public Company Limited

Delivery of Securities Certificate	Delivery of Securities through TSD (Scripless)

1. Completely fill in the Tender Offer Acceptance Form

Delivery of Securities Certificate:

2.1 Endorse the back of the securities certificate, in the column marked "Transferor's Signature", and attach 3 copies of identification documents per No. 3.

The Tender Offer Agent will accept only the securities certificate which appears the same name as the Offeree or the securities holders whose name appears on the certificate.

2.2 Fill and sign the KYC & Suitability Test Customer Information Form ("KYC & Suit test Form") correctly and completely.

Delivery of Securities through TSD (Scripless):

2. Inform the securities company (or custodian) which the Offeree keeps securities trading account to transfer the offered securities to the following account:

Account Name: **"UOB Kay Hian Securities Plc. for Tender "**
Account No.: **026-000000014-6**

For both Thai shareholders (Local Securities) and foreign shareholders (Foreign Securities), including NVDR.

3. Enclose the following supporting and identification documents with certified as true copy, according to the following cases:

1) Thai Individual

1.1 A certified copy of valid Identification ("ID") Card or a certified copy of valid Civil Servant Identification Card or State Enterprise Employee Card.

1.2 In case of lifelong ID, unexpired civil servant ID, or unexpired state enterprise official ID, please also attach a certified true copy of house registration with the pages presenting the address and 13-digit ID card of the Offeree.

2) Foreign Individual

A certified copy of valid Alien Certificate or Passport

3) Thai Juristic Person

3.1 A certified true copy of an affidavit with the most updated information, issued by the Ministry of Commerce no longer than 6 months prior to the last date of the Tender Offer period, and the certificate of Value Added Tax (VAT) registration (Form P.P.20), unless the Offeree is not a VAT entity under the Revenue Code. In such case, the Offeree must provide a certified true copy of Tax ID card instead (if any), signed by an authorized signatory(ies) of the juristic person affixed with the company seal (if any).

3.2 A certified true copy of identification documents as specified in 1) or 2), as the case may be, of the authorized person(s) who certified document in 3.1).

4) Foreign Juristic Person

4.1 A certified true copy of a certificate of incorporation or an affidavit issued by an officer of the juristic person or an authorized regulatory body of the country where the juristic person is established, certifying the name of juristic person, the name of an authorized signatory(ies) of juristic person, the address of the head office, and conditions of signing authorization, and issued not more than 1 year prior to the last date of the Tender Offer period. Also, a certified true copy of the certificate of Value Added Tax (VAT) registration (Form P.P.20) (if any) unless the Offeree is not a VAT entity under the Revenue Code, the Offeree must provide a certified true copy of Tax ID card instead (if any), list of authorized persons and specimen *signatures of authorized signatory(ies) and power of attorney (if any),* signed by an authorized signatory(ies) of juristic person together with the company's seal (if any).

4.2 A certified true copy of the identification documents as specified in 1) or 2), as the case may be, of the authorized person(s) who certified document in 4.1).

Documents in 4.1) and 4.2) must be certified by the Notary Public officer and an official of the Royal Thai Embassy or the Royal Thai Consulate in the country where the documents are prepared or certified no longer than 1 year prior to the last date of the Tender Offer period.

5) **In case of a foreign juristic person whose business is not conducting in Thailand** and is domiciled in a country that does not have a double taxation treaty with Thailand or is domiciled in a country that has a double taxation treaty with Thailand but such treaty does not exempt any withholding tax on capital gain on sales of shares in Thailand, the Offeree must fill in details of the cost basis of the tendered securities for withholding tax purposes by completing the "Form for Declaration of Cost of Tendered Securities" as per Attachment 1.3, and attach evidence(s) of such cost. If the Offeree fails to declare the cost and to submit proper evidence, the Tender Offer Agent will calculate and deduct the withholding tax based on the entire proceeds from the sale of the securities receivable by the Offeree (as if the cost of purchase is 0 Baht (zero Baht).

6) A certified true copy of the first page of a savings account passbook or current account statement. Showing details of the account name and number is required in case the Offeree selects the payment method by transferring to a bank account of bank account with branched in Thailand.

In case where Securities Holder appoints an authorized representative

1. Power of Attorney affixed with a stamp duty (a 10 Baht or 30 Baht stamp duty, as per cases); and
2. A certified true copy of additional 1 set of identification documents for the authorized person(s) and securities holder as specified above.

4. Kindly submit all documents to

Please contact Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330 Tel: 0-2659-8000 ext. 8264,8226

**** The Offeror and the general offer agent will not accept documents sent by post ****

Attachment 1.2

Tender Offer Acceptance Form for Securities Holder of ROCTEC GLOBAL PUBLIC COMPANY LIMITED

Acceptance Form No. ....………….

To **ROCTEC GLOBAL PUBLIC COMPANY LIMITED** ("The Offeror") and UOB Kay Hian Securities (Thailand) Plc. ("The Tender Offer Agent")

Date .....…………………

I/We (Mr./Mrs./Ms./Company) ....……………………………………………………..……..........................Nationality ....

Contract Address (that can be reached via registered mail) ……………………..…...…………………….

....Postal Code ……………………. Telephone No. ………………………… Facsimile ....

Please specific type of seller

- ❑ Thai Individual — ID Card/Civil Servant ID Card/State Enterprise Card No. ……………………
- ❑ Foreign Individual — Alien Card/Passport No. ………..……………
- ❑ Thai Juristic Person — Company Registration No. ....……………………………………………..
- ❑ Foreign Juristic Person that Operates Business in Thailand — Company Registration No. ....……………………………………………..
- ❑ Foreign Juristic Person that Does Not Operate Business in Thailand — Company Registration No. ....…………………………………………………..

I/We hereby accept to tender and sell ☐ **Ordinary** ………………..................... (…...........…………………………………….........) of ROCTEC GLOBAL PUBLIC COMPANY LIMITED ("RABBIT") at the price of Baht 1.00 per share, (After deducted the brokerage fee of 0.25% of the offer price and value added tax (VAT) at the rate of 7% of the brokerage fee.) Net price Baht 0.997325 a total value of Baht ...……………………………………..... (……………………………………………………………………………….…) subject to terms and conditions stated in the Tender Offer Document. I/We thoroughly examined the terms and conditions contained in the Tender Offer and agree to follow the terms and conditions stated in the Tender Offer document and will not revoke this share selling in any circumstance, except falling in conditions.

I/We hereby appoint UOB Kay Hian Securities (Thailand) Plc. as my/our proxy to sell, transfer, deliver shares, arrange the payment procedure and process, and do any other necessary and relevant to my/our acceptance of the Tender Offer.

☐ In case of "Share Certificate"		☐ In case of "Scripless Share" (Transfer through TSD)			No. of securities
Name of Shareholder	Share Certificate No.	TSD Participant No.	Transfer Slip No.	Transfer Date	
				Total	

I/We studied the information, terms and conditions and agreed to comply with all terms and conditions under the tender offer and I agree that the acceptance of the Tender Offer cannot be canceled under any circumstances. Unless the Tender Offer is canceled according to the conditions and the terms specified in the tender offer in which I can cancel the intention to sell the company's shares ROCTEC GLOBAL Public Company Limited between 9:00 a.m. - 4:00 p.m. every business day. From 28 August 2024 to 24 September 2024 (20 business days from the date of tender offer)

Payment Option: * Not deliver cheque by mailing**

❑ I/We will collect a payment cheque in person ❑ Hereby authorizer collect a payment

❑ Transfer to the specified bank account of ……………… …………………………………………… (Commercial Bank with branches in Thailand)

Branch……………………Type of Account ..…………..…………, Account No. ☐☐☐-☐-☐☐☐☐☐-☐

(The name of bank account must be same as the seller's name A copy of certified bank statement of the first page of the book bank must be enclosed)

I/We attach evidence for transfer of securities to account of "UOB Kay Hian Securities (Thailand) Plc. for Tender", Account No. 026-000000014-6, together with a certified copy of the identification card and / or a certified copy of the Company Affidavit (in the case of a juristic person) as set out in the Tender Offer Acceptance procedure.

I/We hereby certify that all shares offered for sale have no liabilities and are free from any mortgage, pledge, lien, preferential interest, or other encumbrance. I/We acknowledge and consent to UOB Kay Hian Securities (Thailand) Plc. proceeding as informed herein and certify that any other individuals whose personal information has been provided has also acknowledged and consented thereto.

Signed…………………………………………..............Attorney Signed………………………………………….........………Offeree
(…...............………………………………………….) (.........…………………….……………….……….)

Transfer of Share Certificate / Transfer Scripless Slip and Tender Offer Acceptance Form Receipt

Acceptance Form No. …………………….………..

UOB Kay Hian Securities PLC. has received the Tender Offer Acceptance Form for Holder of ordinary share of ROCTEC GLOBAL PUBLIC COMPANY LIMITED with the Share Certificate / Transfer Scripless Slip No. ………………………….. totaling ……………………….. shares from (Mr. /Mrs./Ms./Company) ………………………………………………………………….………

The Offeree will receive payment by:

❑ Collect a payment cheque in person ❑ Hereby authorizer collect a payment

❑ Transfer to the specified bank account of ……………… ………………………… (Commercial Bank with branched in Thailand)

Branch…………………Type of Account ..……………………, Account No. ☐☐☐-☐-☐☐☐☐☐-☐

Signed ……………………………………………….. Recipient
(…………………………………………………….)
Date ……………………………………………….

(for more information please contact Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330, Tel: 0-2659-8000 ext. 8264, 8226)

Attachment 1.3

Form for Declaration of Cost of Tendered Securities

(Only for Foreign Juristic Person not operating business in Thailand and residing in a country that has no double tax treaty with Thailand or residing in a country that has double tax treaty with Thailand, but such treaty does not exempt the Foreign Juristic Person from withholding tax on the capital gains realized from the sale of securities in Thailand.)

Date..

To: UOB Kay Hian Securities Public Company Limited (the **"Tender Offer Agent"**)

I/We (Mr./Mrs./Miss/Company) ....

Nationality.. Tax Identification No. (if any)...

would like to declare the acquisition cost of my/our ROCTEC GLOBAL PUBLIC COMPANY LIMITED 's securities to be tendered and offered for sale as follows:

Transfer Date	Securities Certificate No. / Transfer Slip No.	Securities Holders Name as appearing in the registration	No. of Securities (ordinary shares)	Cost per Share (Thai Baht)
		Total		

I/We hereby attach ……

totaling …………………………………………………………pages, as the evidence(s) of the cost of the securities for the purpose of withholding tax calculation.

I/We hereby certify that the above statements are true and correct in all respects.

Signature …………………………………………….. The Offeree

(..)

Remark: Foreign Juristic Person must declare cost of shares by submitting the Form for Declaration of Cost of Tendered Securities with evidence of such cost. If this form is submitted with proper and sufficient evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not attached with the form, a withholding tax of 15% will be imposed on the entire proceeds of the sale instead of the capital gains (implying the cost of purchase is 0 Baht (zero Baht)).

Attachment 1.4

Duty Stamp Baht 10/30

Power of Attorney

Made at ……………………….…………

Date…………………………..……..

By this Power of Attorney, I/We ……………………………..…..………………. Age ………. years.
Nationality……….....…………..…… ID Card/Alien Card/Passport ID No. ………………………………………….....
Address ……......…………………………………………………………………………………………………

…………………………………………..…Postal Code……………………….…Country…………..………………

as the holder of ordinary share of ROCTEC GLOBAL PUBLIC COMPANY LIMITED in the number of …………………………………..shares
hereby authorize Mr./Mrs./Ms. ………………... Age……………..…years.

Nationality……….....…………..…… ID Card/Alien Card/Passport ID No. …………………………………………....

Address ……………..……..…………..…………………………………………………………………….…………....

……………………………………………Postal Code…………………………Country……………..……………………

To act as my/our proxy to

❑ Sell, transfer, and deliver such securities of ROCTEC GLOBAL PUBLIC COMPANY LIMITED

❑ Collect the payment cheque

and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Signature ……………………………........……………………. Grantor

(……………………………........…………………….)

Signature ……………………………........……………………. Attorney

(……………………………........…………………….)

Signature ……………………………........……………………. Witness

(……………………………........…………………….)

Signature ……………………………........……………………. Witness

(……………………………........…………………….)

Note:
1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith.
2. A power of attorney executed with 10-Baht stamp duty affixed in case of authorizing to perform the submission of Tender Offer Acceptance Form for NVDR only, or 30-Baht stamp duty affixed in case of authorizing to perform both the submission of Tender Offer Acceptance Form for NVDR and receiving a cheque for the payment of ordinary shares.

Attachment 2

Tender Offer Acceptance Procedures and Form for NVDR

Attachment 2.1	Tender Offer Acceptance Procedures for NVDR
Attachment 2.2	Tender Offer Acceptance Form for NVDR of ROCTEC GLOBAL PUBLIC COMPANY LIMITED
Attachment 2.3	Confirmation of Securities Cost Form for NVDR
Attachment 2.4	Power of Attorney

Attachment 2.1

Tender Offer Acceptance Procedures

NVDR Holder of ROCTEC GLOBAL Public Company Limited

1. Completely fill in the Tender Offer Acceptance Form for NVDR

2. Advise broker to transfer the Scripless NVDR Shares to the following account:

"UOB Kay Hian Securities (Thailand) Plc. for Tender"

3. Enclose the following supporting and identification documents with certified as true copy, according to the following cases:

1) Thai Individual

1.1 A certified copy of valid Identification ("ID") Card or a certified copy of valid Civil Servant Identification Card or State Enterprise Employee Card.

1.2 A certified copy of house registration for a copy of State Enterprise Employee Card only.

2) Foreign Individual

A certified copy of valid Alien Certificate or Passport

3) Thai Juristic Person

3.1 A certified true copy of an affidavit with the most updated information, issued by the Ministry of Commerce no longer than 6 months prior to the last date of the Tender Offer period.

3.2 A certified true copy of identification documents as specified in 1) or 2), as the case may be, of the authorized person(s) who certified document in 3.1).

4) Foreign Juristic Person

4.1 A certified true copy of a certificate of incorporation or an affidavit issued by an officer of the juristic person or an authorized regulatory body of the country where the juristic person is established, certifying the name of juristic person, the name of an authorized signatory(ies) of juristic person, the address of the head office, and conditions of signing authorization, and issued not more than 1 year prior to the last date of the Tender Offer period.

4.2 A certified true copy of the identification documents as specified in 1) or 2), as the case may be, of the authorized person(s) who certified document in 4.1).

5) **In case of a foreign juristic person whose business is not conducting in Thailand** and is domiciled in a country that does not have a double taxation treaty with Thailand or is domiciled in a country that has a double taxation treaty with Thailand but such treaty does not exempt any withholding tax on capital gain on sales of shares in Thailand, the Offeree must fill in details of the cost basis of the tendered securities for withholding tax purposes by completing the "Form for Declaration of Cost of Tendered Securities" as per Attachment 1.3, and attach evidence(s) of such cost. If the Offeree fails to declare the cost and to submit proper evidence, the Tender Offer Agent will calculate and deduct the withholding tax based on the entire proceeds from the sale of the securities receivable by the Offeree (as if the cost of purchase is 0 Baht (zero Baht).

6) A certified true copy of the first page of a savings account passbook or current account statement. Showing details of the account name and number is required in case the Offeree selects the payment method by transferring to a bank account of commercial bank which branches in Thailand.

In case where Securities Holder appoints an authorized representative

1. Power of Attorney affixed with a stamp duty (a 10 Baht or 30 Baht stamp duty, as per cases); and
2. A certified true copy of additional 1 set of identification documents for the authorized person(s) and securities holder as specified above.

4. Document submission

Please contact Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330 **Tel: 0-2659-8000 ext. 8264, 8226**

Attachment 2.2

Tender Offer Acceptance Form for NVDR of ROCTEC GLOBAL PUBLIC COMPANY LIMITED

Acceptance Form No. ....

To ROCTEC GLOBAL PUBLIC COMPANY LIMITED ("The Offeror") and UOB Kay Hian Securities (Thailand) Plc. ("The Tender Offer Agent")

Date ....

I/We (Mr./Mrs./Ms./Company) ....Nationality ....
Contract Address (that can be reached via registered mail) ....
....Postal Code .... Telephone No. .... Facsimile ....

Please specific type of seller

- ❑ Thai Individual ID Card/Civil Servant ID Card/State Enterprise Card No. ....
- ❑ Foreign Individual Alien Card/Passport No. ....
- ❑ Thai Juristic Person Company Registration No. ....
- ❑ Foreign Juristic Person that Operates Business in Thailand Company Registration No. ....
- ❑ Foreign Juristic Person that Does Not Operate Business in Thailand Company Registration No. ....

I/We hereby accept to tender and sell .... (...) NVDRs representing ordinary shares of ROCTEC GLOBAL PUBLIC COMPANY LIMITED ("RABBIT") at the price of Baht 1.00 per share, (After deducted the brokerage fee of 0.25% of the offer price and value added tax (VAT) at the rate of 7% of the brokerage fee.) Net price Baht 0.997325 a total value of Baht .... (...) subject to terms and conditions stated in the Tender Offer Document. I/We thoroughly examined the terms and conditions contained in the Tender Offer and agree to follow the terms and conditions stated in the Tender Offer document and will not revoke this share selling in any circumstance, except falling in conditions.

I/We hereby appoint UOB Kay Hian Securities (Thailand) Plc. as my/our proxy to sell, transfer, deliver NVDRs, arrange the payment procedure and process, and do any other necessary and relevant to my/our acceptance of the Tender Offer.

Transfer Scripless NVDRs			
Transfer Date	TSD Participant No.	Transfer Slip No. TSD	No. of NVDRs
		Total	

I/We studied the information, terms and conditions and agreed to comply with all terms and conditions under the tender offer and I agree that the acceptance of the Tender Offer cannot be canceled under any circumstances. Unless the Tender Offer is canceled according to the conditions and the terms specified in the tender offer in which I can cancel the intention to sell the company's shares ROCTEC GLOBAL Public Company Limited between 9:00 a.m. - 4:00 p.m. every business day. From 28 August 2024 to 24 September 2024 (20 business days from the date of tender offer)

Payment Option: * Not deliver cheque by mailing**

❑ I/We will collect a payment cheque in person ❑ Hereby authorizer collect a payment
❑ Transfer to the specified bank account of .... (Commercial Bank branch in Thailand)

Branch........................Type of Account ...., Account No. □□□-□-□□□□□-□
(The name of bank account must be same as the seller name)

I/We attach evidence of transfer of the NVDRs to account "UOB Kay Hian Securities (Thailand) Plc. for Tender", Account No. 026-000000014-6, together with a certified copy of the identification card and / or a certified copy of the Company Affidavit (in the case of a juristic person) as set out in the Tender Offer Acceptance procedure.

I/We hereby certify that all NVDRs offered for sale have no liabilities and are free from any mortgage, pledge, lien, preferential interest or other encumbrance.

Signed..Proxy Signed..Offeree
(..) (..)

✂ ....

Transfer of Scripless NVDR and Tender Offer Acceptance Form Receipt

Acceptance Form No. ....

UOB Kay Hian Securities (Thailand) Plc. has received the Tender Offer Acceptance Form to sell NVDRs of the securities of ROCTEC GLOBAL PUBLIC COMPANY LIMITED. and the Transfer of Scripless NVDR with the document to transfer NVDRs totaling................................units of NVDRs from (Mr. /Mrs./Ms./Company) ....

<u>The Offeree will receive payment by</u>:

❑ Collect a payment cheque in person ❑ Hereby authorizer collect a payment
❑ Transfer to the specified bank account of .... (Commercial Bank branch in Thailand)
Branch.....................Type of Account ...., Account No. □□□-□-□□□□□-□

Signed .... Recipient
(...)
Date ....

(for more information please contact Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330, Tel: 0-2659-8000 ext. 8264, 8226)

Attachment 2.3

Confirmation of Securities Cost Form for NVDR

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand or residing in a country that has double tax treaty with Thailand, but such treaty does not exempt the Foreign Juristic Person from withholding tax on the capital gains realized from the sale of securities in Thailand.)

Date ....

To: UOB Kay Hian Securities (Thailand) Public Company Limited (the **"Tender Offer Agent")**

We (Foreign Juristic Person)...

Nationality .... Tax Identification No. (if any)...

would like to declare the acquisition cost of our ROCTEC GLOBAL PUBLIC COMPANY LIMITED's securities to be offered for sale as follows:

Transfer Date	Securities Certificate No. / Transfer Slip No.	Securities Holder Name as appearing in the registration	No. of NVDR units (ordinary shares)	Cost per Share (Thai Baht)
		Total		

We hereby attach

………

totaling ……………………pages, as the evidence(s) of the cost of the securities for the purpose of withholding tax calculation.

We hereby certify that the above statements are true and correct in all respects.

Signature ………………………………………………….. The Offeree

(…………………………………………………..)

Remark : Foreign Juristic Person has to declare cost of shares by submitting the Form for Declaration of Cost of Offered Securities with the evidence of such cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not attached with the form, the withholding tax of 15% will be imposed on the entire proceeds of the sale instead of the capital gains (implying the cost of purchase is 0 baht (zero baht)).

Attachment 2.4

Duty Stamp
Baht10/ 30

Power of Attorney

Made at ………………………..…………

Date……………………………...……..

By this Power of Attorney, I/We ……………………………...…………………. Age ….….… years,
Nationality……….....…………..…… ID Card/Alien Card/Passport ID No. …………………………..
Address ……………..……..…………..……………………………………………………………..
……………………………………Postal Code…………………Country……………..……………….
hold(s) …………………………..NVDRs of ROCTEC GLOBAL PUBLIC COMPANY LIMITED

hereby authorize Mr./Mrs./Ms. ..…………….. Age……………..…years,

Nationality……….....…………..…… ID Card/Alien Card/Passport ID No. …………………………..
Address ……………..……..…………..……………………………………………………………..

……………………………………Postal Code…………………Country……………..……………….

To act as my/our proxy to

❑ Sell, transfer and deliver NVDRs of ROCTEC GLOBAL PUBLIC COMPANY LIMITED.,

❑ Collect the payment cheque

and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Signature ……………………………......……………………… Grantor

(……………………………......………………………)

Signature ……………………………......……………………… Attorney

(……………………………......………………………)

Signature ……………………………......……………………… Witness

(……………………………......………………………)

Signature ……………………………......……………………… Witness

(……………………………......………………………)

Note: 1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith.

2. A power of attorney executed with 10-Baht stamp duty affixed in case of authorizing to perform the submission of Tender Offer Acceptance Form for NVDR only, or 30-Baht stamp duty affixed in case of authorizing to perform both the submission of Tender Offer Acceptance Form for NVDR and receiving a cheque for the payment of ordinary shares.

Attachment 3

Tender Offer Cancellation Procedures and Form

Attachment 3.1	Tender Offer Cancellation Procedures
Attachment 3.2	Tender Offer Cancellation Form of ROCTEC GLOBAL PUBLIC COMPANY LIMITED
Attachment 3.3	Power of Attorney

Attachment 3.1

Tender Offer Cancellation Procedures

Securities Holder of
ROCTEC GLOBAL PUBLIC COMPANY LIMITED

1. Fill in the Tender Offer Cancellation Form and attach the Application for Withdrawing/the Receipt for Securities Certificate/Transfer of Scripless Securities and the Acceptance Form.

2. Enclose the following supporting documents certified as true copies, as the case may be:

1) Thai Individual

- A copy of a valid Identification Card or
- A copy of a valid Civil Servant Identification Card or State Enterprise Employee Card and a copy of the house registration

(If the Offeree is a minor child, the Offeree must attach a consent of their guardian (father and mother), a certified true copy of the guardian's Identification Card, a certified true copy of the guardian's and the minor child's house registration.)

In the case there exists name, title, or surname discrepancy between that which appears on the securities certificate and that which appears on the Identification Card, the Civil Servant Identification Card or the State Enterprise Employee Card, the Offeree has to fill in the "Amending Securities Holder Record" of TSD (as in Attachment 2 (5)) to be submitted with a copy of evidence of such correction issued by the government authority certified as a true copy. The new information must conform to the Identification Card, the Civil Servant Identification Card or the State Enterprise Employee Card, whichever the case may be.

2) Foreign Individual

- A copy of a valid Alien Card or Passport

3) Thai Juristic Person

3.1) A copy of the company affidavit issued by the Ministry of Commerce not more than 6 months prior to the submission date of the Cancellation Form, together with the company seal (if any) and certified as a true copy by the authorized person(s)

3.2) A copy of each of the documents as specified in 1) or 2), whichever the case may be, of the authorized person(s) who certified the document in 3.1)

4) Foreign Juristic Person

4.1) A copy of a certificate of incorporation or an affidavit and a certificate letter issued not more than 1 year prior to the submission date of the Cancellation Form by the officer of the juristic person or the government authority of the country in which the juristic person is located, certifying the name of the juristic person, the authorized person(s), the location of the head office and the power or conditions of signing authorization, list of the authorized person(s), specimen signature(s) and the Power of Attorney Form (if any), all of which are certified as true copies by the authorized person(s) of the juristic person

4.2) A copy of each of the documents as specified in 1) or 2), whichever the case may be, of the authorized person(s) who certified the document in 4.1) the documents in 4.1) and 4.2) must be certified by the Notary Public or any other authorized organization of the country in which the documents are made or certified, and the signature and seal of the Notary Public or any other authorized organization shall be certified by an official of the Thai Embassy or Consulate in the country in which the documents are prepared or certified, and all documents must be issued no more than one year prior to the submission date of the Cancellation Form.

5) Attach Baht 100 for security transfer fee per transaction or Baht 100 for security withdrawal fee per transaction, whichever the case may be.

6) Additional documents in case of appointment of an attorney

1. Power of attorney affixed with a Baht 30 stamp duty; and

2. An additional set of the identification documents of the authorized person(s) and security holder as specified above certified as true copies

3. Please submit all documents to Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330

Tel: 0-2659-8000 ext. 8264, 8226

Attachment 3.2

Tender Offer Cancellation Form of ROCTEC GLOBAL PUBLIC COMPANY LIMITED

Cancellation No. ....

To **ROCTEC GLOBAL PUBLIC COMPANY LIMITED** (“The Offeror”) and UOB Kay Hian Securities (Thailand) Plc. (“The Tender Offer Agent”)

Date ....

I/We (Mr./Mrs./Ms./Company) ....Nationality ....

Contract Address (that can be reached via registered mail) ....

Postal Code .... Telephone No. ………………………… Fascimile ....

Please specific type of seller

☐ Thai Individual — ID Card/Civil Servant ID Card/State Enterprise Card No. ………………………………

☐ Foreign Individual — Alien Card/Passport No. ………...…………………………

☐ Thai Juristic Person — Company Registration No. ....…………………………………………………………..

☐ Foreign Juristic Person — Company Registration No. ....………....…………………………………………….

hereby cancel the intention to sell ☐ ordinary ☐ NVDR shares of ROCTEC GLOBAL PUBLIC COMPANY LIMITED according to the cancellation condition as specified in the Tender Offer document in the amount of ……………………….. shares (..)

I/We have submitted the Tender Offer Acceptance Form submitted on (Date)……………….……………………... Acceptance form no ………………………..

I/We would like to receive such securities/NVDR return in a form of:

☐ The share certificate (Exclude NVDR) which I/we will contact to receive the share certificate by myself/ourselves at Operation Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330 (within 20 business days on the business day following the submission date of the Tender Offer Cancellation Form. The Offerees must attach the application for withdrawing together with identity documents and have to pay a Baht 100 fee to the Tender Offer Agent.)

☐ Scripless shares transfer through TSD and deposit such securities for Participant name………………………………………Participant no …………………... to deposit those securities in securities trading account no……………..…… Securities Trading Account Name …………………………………………… (on the business day following the submission date of the Tender Offer Cancellation Form). I/We hereby pay Baht 100 for securities transferring fee per transaction.

☐ Securities (Exclude NVDR) transfer through issuer account for account number 600 by attaching the TSD's securities transfer request form (Attachment 3.5) with identification documents and pay the transfer fee of 100.- baht per transaction to the Tender Offer Agent.

UOB Kay Hian Securities (Thailand) Plc. will transfer such securities into the securities trading account or issuer account for account number 600 on the next business day following the date on which the Offeree or the Attorney submits the Tender Offer Cancellation Form and complete supporting documents as specified in the Tender Offer document.

I/We hereby agree and accept all of the above terms and conditions.

Signed…………………………………………..... Proxy — Signed…………………………………….………Offeree / Canceler

(…................……………………………) — (.........………………….…………….…)

Delivery of the Securities Certificate/

UOB Kay Hian Securities (Thailand) Plc. as the Tender Offer Agent, has already returned the securities certificate as described above to the Offeree who express the intention to cancel the tender offer and the Offeree has already received the securities certificate

Signed.. Tender Offer Agent — Signed……... Recipient / Canceler

(...) — (...)

Receipt of Tender Offer Cancellation Form of ROCTEC GLOBAL PUBLIC COMPANY LIMITED

Cancellation No..................................

UOB Kay Hian Securities (Thailand) Plc. has received Tender Offer Cancellation Form of ☐ ordinary ☐ NVDR shares of ROCTEC GLOBAL PUBLIC COMPANY LIMITED in amount of .... shares from (Mr. /Mrs./ Miss /Company) ....……………………….………………………… and the Receipt of Tender Offer Acceptance Form No. ……………………………………………………… Such securities will be returned to the Offeree following the submission date of the Tender Offer Cancellation Form in form of:

☐ The share certificate which I/we will contact to receive the share certificate by myself/ourselves at Operation Dept, UOB Kay Hian Securities (Thailand) Plc.,

☐ Scripless shares transfer through TSD and deposit such securities for Participant name .... Participant No. ………………… to deposit those securities in securities trading account no……………..……… Securities Trading Account Name ……………….…………… (within the next business day)

☐ Securities (Exclude NVDR) transfer through issuer account for account number 600

Signed.. Tender Offer Agent

Please contact Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower 1, Wireless Road, Lumpini, Patumwan, Bangkok 10330 Tel: 0-2659-8000 ext. 8264, 8226

Attachment 3.3

POWER OF ATTORNEY

For Tender Offer Cancellation

Duty Stamp

Baht 10/30

At ....

Date ....

I/We…..……………………………..……………….…..…… Age…..………...…. Nationality …………………………………

ID Card/Alien Card/Passport ID No. …………………………..Residing at (address that can be reached by mail)

...…………….…...……………..………………………………………………………………………………………………….

Postal code……………..…………………… Country ……………………………… as the holder of ordinary share

of ROCTEC GLOBAL PUBLIC COMPANY LIMITED in the amount of ....…………………………… shares

hereby authorize…………………….………………..………………. Age…..………...…. Nationality ………………………………

ID Card/Alien Card/Passport ID No. ……………………...…… Residing at (address that can be reached by mail)

…………………………………..……………………………………………………………………………………………….

Postal code…….…………………………….. Country………………….….…………… to act as my attorney to cancel my/our intention to revoke the tender offer of ☐ ordinary ☐ NVDR shares of ROCTEC GLOBAL PUBLIC COMPANY LIMITED through UOB Kay Hian Securities (Thailand) Plc. (“Tender Offer Agent”) and to be authorized to do and execute all such other matter in connection with the aforesaid mentioned on my/our behalf until its completion

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Signature ……………………………........……………………… Grantor

(……………………………........………………………)

Signature ……………………………........……………………… Proxy

(……………………………........………………………)

Signature ……………………………........……………………… Witness

(……………………………........………………………)

Signature ……………………………........……………………… Witness

(……………………………........………………………)

Note: 1.Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith.
2. A power of attorney executed with 10-baht stamp duty affixed in case of authorizing to perform the submission of Tender Offer Acceptance Form for NVDR only, or 30-baht stamp duty affixed in case of authorizing to perform both the submission of Tender Offer Acceptance Form for NVDR and receiving a cheque for the payment of ordinary shares

Attachment 4

Application for Amending Securities Holder Records

TSD-301

Application for Amending Securities Holder Records

TSD

Highly Confidential

I/We ______________________ national I.D. card/passport/company Registration number______________________

hereby request for Thailand Securities Depository Co., Ltd. ("**TSD**") to amend the following information of the securities holder:

Type of information	Specify Original Information (Pre-Amendment)	Specify the Information Requiring Amendment
☐ Honorific (Mr./Mrs./Miss)	➢	➢
☐ First name - last name	➢	➢
☐ For general contacts	➢	➢
☐ **Mailing address for the delivery of proxy and meeting invitation documents (principal address) where there is a share balance on the XM date**	☐ Use the newly changed address above ☐ Specify the address*______________________ ______________________ * This is the address pursuant to the register notified to TSD or securities depositing member company (broker/custodian) which will then affect the selection of the principal address	
☐ Postal code	➢	➢
☐ Home/Office telephone No.	➢	➢
☐ Mobile phone	➢	➢
☐ email address This email address is used for getting the result of amendment from TSD	➢	➢
☐ Other...	➢	➢

- Amendment of the information will be effective when TSD has received request at least 5 business days prior to the book closing date. In an event you deposit the securities with the securities depositing member company (broker/custodian), please contact your securities depositing member company directly for the amendment of any information.
- Mailing address for the delivery of documents should be convenient for the purpose of document receipt via registered mail, but the address must not be specified as a post office box as stipulated by the Department of Business Development, Ministry of Commerce.

I/We hereby certify that the aforementioned statements are true. Should TSD incur any damage or potential damage as a result of the undertaking specified above, I/We shall be fully responsible for any damage caused and shall compensate TSD in full.

I/We have thoroughly read all the details specified in the privacy notice of the Stock Exchange of Thailand group ("SET Group") (https://www.set.or.th/th/privacy-notice.html) and acknowledged that my/our personal data, and any third party's personal data I /We have provided to TSD (if any) will be processed and protected under such privacy notice. In this regard, I/We hereby confirm and represent that I/We have procured such third party to read all the details specified in such privacy notice and have duly obtained a proper and lawful consent from such third party to provide the personal data of the third party to TSD.

In addition, I/We hereby acknowledge that in case of any special action (such as where fingerprint is used instead of signature) which additional information that may contain sensitive personal data is required to be submitted to TSD and such additional information is necessary for the provision of TSD service, not providing such additional information may render TSD to be unable to provide TSD service to me/us. Hence, by signing this application, I/we agree and consent that such sensitive personal data to be processed by TSD in connection with the purpose of the provision of TSD service.

Signature ______________________Securities holder

(______________________) Phone no.______________________

If a proxy has been assigned, please sign as both the securities holder and the grantor

I/We here by authorize______________________as my/our representative, with full authority to file this application.

Stamp Duty
THB 10

Signature ______________________Grantor Signature ______________________Grantee

(______________________) (______________________) Phone no.______________________

For official use only

Date______________________Transaction no.______________________Checker______________________

I have already checked all original identification documents

Signature ______________________Officer

TSD301_V. 5/2023_EN_1/9/2023

TSD-301

Highly Confidential

Supporting Documents for the Application for Amending Securities Holder Records

1. **Application for amending of securities holder records** with the details filled in and signed by the securities holder correctly and completely.
2. **Amendment supporting documents** <u>in case of change to title/name/surname please attach:</u>
   - ◆ certificate of change to title, name or surname, marriage certificate, divorce certificate, as the case may be; and
   - ◆ Original securities certificate (original name/surname prior to the amendment) together with the application for the issuance of new securities certificate requesting registrar to issue a new securities certificate (new name/surname as per the amendment application).
3. **Identification documents of securities holder and authorized person (if any)** pursuant to the type of person with the details as per the table below.
   - In case of other types of person, please ask for additional information at SET Contact Center accordingly to the contact channels further below in the application form or https://media.set.or.th/rulebook/form/SupportingDocumentsforIndividuals-JuristicPersons.pdf
4. Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

Type of person	Identification Documents only to support the request to change name/ surname	Documents for other types of requests
Individual person **- Thai Nationality**	1. In case the securities holder contacts TSD personally, the original Thai national identification card (Thai ID Card) or digital identification cards and the certification form for the civil history register via digital system (Tor.Ror12/2) of the securities holder must be presented. 2. In case the securities holder does not contact TSD personally, the securities holder must authorize a person to act on his/her behalf, and such person must present the original Thai ID Cards of the securities holder and its copy which has been certified as true and correct copy of the original document by the document owner. * If the original Thai ID Card of the securities holder cannot be presented, please attach the original of the certification document issued by the sub-district or district office, identifying to use those certified true copies instead of the original Thai ID Card (issued not more than 90 days before the date of submission as part of this application). 3. In case filing this application via registered mail, please attach, - Copies of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner.	A Copy of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner.
Individual person **- Other Nationalities**	1. In case the securities holder contacts TSD personally, the original alien identification card or passport of the transferor and the transferee must be presented. 2. In case the securities holder does not contact TSD personally, the securities holder appointed contact person must present the original alien identification card or passport and its copy which has been certified as true and correct copy of the original document by the document owner. * If the original passport cannot be presented or this application is being submitted by registered mail, - The copy of the passport must be notarized by a notary public, and such notarization must be certified by the Thai embassy or consulate. ◆ Such certification must be issued not more than 1 year before the date of submission as part of this application. * If the original signatory's alien identity card cannot be presented or this application is being submitted by registered mail, - Certificate of civil registration (issued not more than 90 days before the date of submission as part of this application)	A Copy of alien identification card / passport which has been certified as true and correct copy of the original document by the document owner.
Juristic person **- Thai Nationality**	1.1. A copy of an affidavit issued by the Ministry of Commerce (issued no more than 1 year from the date of issuance) certified by the authorized director(s) of such juristic person. 2. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner.	
Juristic person **- Other Nationalities**	1. A copy of the juristic person registration certificate issued by the regulating government agency in the country where such juristic person is domiciled. 2. A copy of the company's affidavit enumerating its directors authorized to bind the company and conditions relating thereto, showing the juristic person's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the governmental agency in the country where such juristic person is domiciled. 3. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. <u>All documents for "Other Nationalities" above, must have been</u>: (1) notarized by the notary public or certified by any competent authority in the country where such documents were prepared or certified for the certification of the signature of the person who prepared or certified such documents. (The certification must be issued not more than 1 year before the date of submission as part of this application.) (2) certified by the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified for the notarization or certification performed by the public notary or such competent authority under (1). (The certification must be issued not more than 1 year before the date of submission as part of this application.) ■ The documents prepared in any other foreign languages other than English must be translated into English.	

Remark : 1. Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง
เขตดินแดง กรุงเทพฯ 10400

Thailand Securities Depository Co., Ltd.
93 Ratchadaphisek Road, Dindaeng,
Dindaeng, Bangkok 10400 Thailand

SET Contact Center
www.set.or.th/contactcenter
+662 009 9999 กด 01

Attachment 5

Application for Securities Transfer between the Issuer Account and the Depository Participant Account

TSD-403 | **Submitted the documents to broker / custodian**

Highly Confidential

Application for Securities Transfer between the issuer account and the depository participant account

For official use only
Date ____________________
Checker ____________________

I/We ______________________________ wish to transfer the securities, the details of which appear in the attachment on the details of the securities to be transferred between issuer account and the depository participant account attached to this application, totaling __________ items.

Type of transfer (please select the type of transfer and fully specify the details)

○ **1. From issuer account to broker/custodian account**	○ **2. From broker/custodian account to issuer account**
• **Broker/Custodian name** ______________________________ • **Customer account name** ______________________________ • **Customer account no.** ______________________________	**Please fill the information of securities holder** Nationality __________ National I.D. card/Passport/Company Registration number __________ Mailing address* ______________________________ Postcode __________ Home phone __________ Office phone __________ Mobile Phone __________ email address __________ Remark *If you are the first time securities holder, the above mailing address will be the main and only address for sending proxy form, the meeting invitation and related document. **Please fill FATCA/CRS Self-Certification Form**

2. I/We hereby certify that. I have examined the information appearing in the application form, the document showing the details of the securities to be transferred between issuer account and the depository participant account, the documents supporting ("Documents"), and deem the same to be correct. Moreover, I acknowledge that the TSD may disclose the information in the Documents to the Revenue Department or other authorities with power under the law to request such information.
In this regard, I/We agree to deliver the supporting documents to TSD within 30 days after the date of change such that my information specified in this form is incorrect, and in case TSD requests for additional documents/ information/consent, I agree to comply as requested within the time stipulated by TSD.
3. I have thoroughly read all the details specified in the privacy notice of the Stock Exchange of Thailand group ("SET Group") (https://www.set.or.th/th/privacy-notice.html) and acknowledged that my personal data, and any third party's personal data I have provided to TSD (if any) will be processed and protected under such privacy notice. In this regard, I hereby confirm and represent that I have procured such third party to read all the details specified in such privacy notice and have duly obtained a proper and lawful consent from such third party to provide the personal data of the third party to TSD.
In addition, I hereby acknowledge that in case of any special action (such as where fingerprint is used instead of signature) which additional information that may contain sensitive personal data is required to be submitted to TSD and such additional information is necessary for the provision of TSD service, not providing such additional information may render TSD to be unable to provide TSD service to me/us. Hence, by signing this application, I/we agree and consent that such sensitive personal data to be processed by TSD in connection with the purpose of the provision of TSD service.

Signature ______________________________ Securities Holder
(______________________________)
Phone number ______________________________

Please submit the documents to broker / custodian

For securities company or custodian registered with Thailand Securities Depository Co., Ltd.

I…………………………………………….depository participant number…………………have considered and examined the documents and evidence supporting the application for the transfer from the securities owner who deposited the securities in the issuer account and hereby warrant that the transfer/transfer acceptance transaction specified above is true. In case I am authorized to proceed on behalf of the securities owner who is my customer using a copy of the Power of Attorney and the customer's identification documents certified as correct on the customer's behalf for the purpose of taking actions under this application, if any damage may be caused or is caused by such acts to Thailand Securities Depository Co., Ltd. or any other person in any respect, I hereby agree to be liable and to compensate Thailand Securities Depository Co., Ltd. or any other person in full.

Signature ………………………………………………… Authorized person
(…………………………………………………)

TSD-403

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Attachment ____________________

Page ____________/____________

Application for Securities Transfer between the issuer account and the depository participant account

Details of the securities to be transferred between issuer account and the depository participant account

No.	Securities symbol	Securities name	Number of securities to be transferred (Share / unit)	Amount of securities in letters (Share / unit)	For official use only Transaction No.

Remark **The TSD reserves the rights to proceed in accordance only with the application forms containing complete and correct formation.**

Signature ____ Securities Holder

(____)

Supporting Documents for the Application for the Securities Transfer between the Issuer Account and the Depository Participant Account

1. Application for the Securities Transfer between the Issuer Account and the Depository Participant Account with the details filled in and signed correctly and completely
2. Identification documents of securities holder and authorized person (if any) pursuant to the type of person with the details as per the table below.
   - In case of other types of person, please ask for additional information at SET Contact Center accordingly to the contact channels further below in the application form or https://www.set.or.th/tsd/en/download/service_form/20220301_person_juristic_EN.pdf
3. Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

Type of person	Identification Documents
Individual Person **- Thai Nationality**	A Copy of Thai ID Card which has been certified as true and correct copy of the original document by the document owner.
Individual Person **- Other Nationalities**	A Copy of alien identification card / passport which has been certified as true and correct copy of the original document by the document owner.
Juristic Person **- Thai Nationality**	1. A copy of the juristic person registration certificate issued by the Ministry of Commerce issued not more than 1 year before the date of submission as part of this application which has been certified as true and correct copy of the original document by the authorized directors. 2. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner.
Juristic Person **- Other Nationalities**	1. A copy of the juristic person registration certificate issued by the regulating government agency in the country where such juristic person is domiciled. 2. A copy of the company's affidavit enumerating its directors authorized to bind the company and conditions relating thereto, showing the juristic person's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the governmental agency in the country where such juristic person is domiciled. 3. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. All documents for "Other Nationalities" above, must have been: (1) notarized by the notary public or certified by any competent authority in the country where such documents were prepared or certified for the certification of the signature of the person who prepared or certified such documents. (2) certified by the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified for the notarization or certification performed by the public notary or such competent authority under (1). ■ The certification must be issued not more than 1 year before the date of submission as part of this application. ■ The documents prepared in any other foreign languages other than English must be translated into English.

Remark : 1. Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.

Attachment 6

Application for Withdrawing from the Participant Account

CSD 1-14

Highly Confidential

แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์

Application for Withdrawing from the participant account

TSD

สำหรับเจ้าหน้าที่ (For official use only)
วันที่ (Date) ____________________
ผู้ตรวจรับ (Checker)____________________

1. ชื่อผู้ถือหลักทรัพย์ บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด (**"TSD"**) บัญชี
   Name of securities holder TSD account
   ☐ บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด เพื่อผู้ฝาก
   ☐ THAILAND SECURITIES DEPOSITORY COMPANY LIMITED FOR DEPOSITOR

2. ชื่อเจ้าของหลักทรัพย์...
   Name of owner of securities (ตัวบรรจง) (print)
   - เลขบัตรประจำตัวประชาชน/เลขทะเบียนบริษัท..สัญชาติ..
     Identification number / Company registration No Nationality
   - ที่อยู่สำหรับการจัดส่งเอกสาร...รหัสไปรษณีย์.................................
     Address Postal code

   โทรศัพท์บ้าน...โทรศัพท์ที่ทำงาน...โทรศัพท์เคลื่อนที่...อีเมล..
   Home phone Office phone Mobile phone email address

3. ข้าพเจ้ามีความประสงค์ขอถอนหลักทรัพย์จากบัญชีสมาชิกผู้ฝากหลักทรัพย์ ดังมีรายละเอียดปรากฏตามเอกสารแนบ รายละเอียดหลักทรัพย์ที่ประสงค์จะถอนจากบัญชีสมาชิกผู้ฝากหลักทรัพย์ซึ่งแนบมาพร้อมกับแบบคำขอฯ ฉบับนี้
   I/We hereby request to withdraw the securities from the participant account as detailed in the document attached herewith.

   รวมเป็นจำนวนทั้งสิ้น .... รายการ

   Total number of transactions

4. ข้าพเจ้าขอรับรองและยืนยันว่า ข้าพเจ้าได้ตรวจสอบข้อมูลที่ปรากฏในแบบคำขอฯ เอกสารแนบ รายละเอียดหลักทรัพย์ที่ประสงค์จะถอนจากบัญชีสมาชิกผู้ฝากหลักทรัพย์ และเอกสารประกอบแล้วเห็นว่าถูกต้องและเป็นไปตามความประสงค์ของข้าพเจ้าทุกประการ
   I hereby certify that the information provided in this application, attachment list of securities to be withdrawn from the participant account, and other documents attached herewith is complete. True and correct.

5. ข้าพเจ้าได้ศึกษารายละเอียดต่าง ๆ ที่ระบุไว้ในคำประกาศเกี่ยวกับความเป็นส่วนตัวของกลุ่มตลาดหลักทรัพย์แห่งประเทศไทย ("กลุ่มตลาดหลักทรัพย์ฯ") (https://www.set.or.th/th/privacy-notice.html) เป็นอย่างดีแล้ว และรับทราบว่าข้อมูลส่วนบุคคลของข้าพเจ้า รวมถึงข้อมูลส่วนบุคคลของบุคคลที่สามที่ข้าพเจ้าเปิดเผยให้แก่ TSD (หากมี) จะถูกประมวลผลและได้รับความคุ้มครองภายใต้คำประกาศเกี่ยวกับความเป็นส่วนตัวดังกล่าว โดยข้าพเจ้าขอยืนยันและรับรองว่า ข้าพเจ้าได้ดำเนินการให้บุคคลที่สามได้อ่านรายละเอียดที่ระบุไว้ในคำประกาศเกี่ยวกับความเป็นส่วนตัวดังกล่าวแล้ว รวมทั้งได้รับความยินยอมจากบุคคลที่สามในการให้ข้อมูลส่วนบุคคลของบุคคลที่สามนั้นแก่ TSD อย่างถูกต้องและเป็นไปตามกฎหมายทุกประการ นอกจากนี้ ข้าพเจ้ารับทราบว่าสำหรับกรณีดำเนินการพิเศษ (เช่น กรณีที่ใช้การพิมพ์ลายนิ้วมือแทนการลงลายมือชื่อ) ซึ่งต้องนำส่งข้อมูลเพิ่มเติมที่อาจมีข้อมูลส่วนบุคคลที่มีความอ่อนไหวรวมอยู่ด้วยนั้น โดยข้อมูลเพิ่มเติมดังกล่าวเป็นข้อมูลที่มีความจำเป็นต่อการให้บริการของ TSD ดังนั้น การไม่ได้รับข้อมูลเพิ่มเติมดังกล่าวจึงอาจทำให้ TSD ไม่สามารถให้บริการแก่ข้าพเจ้าได้ และโดยการลงนามในแบบคำขอนี้ ข้าพเจ้าตกลงและยินยอมให้ TSD ประมวลผลข้อมูลส่วนบุคคลที่มีความอ่อนไหวนั้น เพื่อการให้บริการของ TSD
   I/We have thoroughly read all the details specified in the privacy notice of the Stock Exchange of Thailand group ("SET Group") (https://www.set.or.th/th/privacynotice.html) and acknowledged that my / our personal data, and any third party's personal data I/We have provided to TSD (if any) will be processed and protected under such privacy notice. In this regard, I hereby confirm and represent that I/We have procured such third party to read all the details specified in such privacy notice and have duly obtained a proper and lawful consent from such third party to provide the personal data of the third party to TSD. In addition, I/We hereby acknowledge that in case of any special action (such as where fingerprint is used instead of signature) which additional information that may contain sensitive personal data is required to be to submitted TSD and such additional information is necessary for the provision of TSD service, not providing such additional information may render TSD to be unable to provide TSD service to me/us. Hence, by Hence, by signing this application, I/We agree and consent that such sensitive personal data to be processed by TSD in connection with the purpose of the provision of TSD service.

CSD 1-14

Highly Confidential

แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์
Application for Withdrawing from the participant account

6. สำเนาเอกสารแสดงตนสำหรับกรณีดำเนินการโอนหลักทรัพย์ทั่วไปที่นำส่งให้แก่ TSD อาจปรากฏข้อมูลส่วนบุคคลที่มีความอ่อนไหว ซึ่งเป็นข้อมูลที่ไม่จำเป็นต่อการให้บริการของ TSD และ TSD ไม่มีความประสงค์ที่จะเก็บข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าว ดังนั้น เจ้าของเอกสารสามารถดำเนินการขีดฆ่าเพื่อปกปิดข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าวก่อนนำส่งเอกสารแสดงตนที่ปรากฏข้อมูลส่วนบุคคลที่มีความอ่อนไหวนั้นให้แก่ TSD ทั้งนี้ ในกรณีที่ไม่ได้ดำเนินการเพื่อปกปิดข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าว TSD จะถือว่าท่านได้ให้ความยินยอมในการเก็บรวบรวมข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าว
   Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

ลงชื่อ...ผู้ถือหลักทรัพย์
Signature (…………………………………………………………………………….) Securities holder

ข้าพเจ้า บริษัท..สมาชิกผู้ฝากเลขที่..................................ขอรับรองว่าข้อความที่กล่าวข้างต้นเป็นความจริง อนึ่งในการที่ TSD ออกใบหลักทรัพย์ให้แก่เจ้าของหลักทรัพย์ตามที่ระบุไว้ในคำร้องนี้ ในกรณีข้าพเจ้าได้รับมอบหมายให้ดำเนินแทนเจ้าของหลักทรัพย์ซึ่งเป็นลูกค้าของข้าพเจ้า โดยใช้สำเนาหนังสือมอบอำนาจและเอกสารแสดงตนของลูกค้าพร้อมลงนามรับรองความถูกต้องแทนลูกค้า เพื่อดำเนินการตามคำร้องนี้หากจะพึงมีหรือก่อให้เกิดความเสียหายใดจากการดำเนินการแทนดังกล่าวขึ้นแก่ TSD หรือบุคคลอื่นใด ไม่ว่าด้วย ประการใด ๆ ข้าพเจ้าขอรับผิดชอบและชดใช้ให้แก่ TSD หรือบุคคลอื่นใด จนครบถ้วน

I…...………..depository participant number…..............................…..hereby warrant that the above content is true. In relation to the issuance by TSD. of the securities certificates to the securities owner as specified in this application. In case I am authorized to proceed on behalf of the securities owner who is my customer using a copy of the Power of Attorney and the customer's identification documents certified as correct on the customer's behalf for the purpose of taking actions under this application, if any damage may be caused or is caused by such acts to TSD. or any other person in any respect, I hereby agree to be liable and to compensate TSD. or any other person in full.

ลงชื่อ..ผู้มีอำนาจลงนาม
Signature (……………………………………………………………………………….) Authority

หมายเหตุ 1. ข้อมูลส่วนบุคคลที่มีความอ่อนไหว หมายความถึง ข้อมูลที่มีความหมายตามที่ มาตรา 26 ของ พ.ร.บ. คุ้มครองข้อมูลส่วนบุคคล กำหนดไว้ เช่น ศาสนา หมู่เลือด เป็นต้น

Remark Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD จะพิจารณาเอกสารข้างต้น เมื่อได้รับเอกสารที่ครบถ้วนและปรากฏข้อมูลชัดเจน เช่น ภาพถ่ายสำเนาบัตรประจำตัวประชาชนที่ชัดเจน หรือการลงลายมือชื่อชัดเจน เป็นต้น
   TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.
3. กรณีขอถอนหุ้นกู้ที่ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) ("BAY") เป็นนายทะเบียน จะมีการเรียกเก็บค่าออกใบหุ้นกู้ตามอัตราที่นายทะเบียน BAY กำหนด ทั้งนี้กรณีที่มีการปฏิเสธการขอถอนหุ้นกู้ นายทะเบียน BAY ขอสงวนสิทธิ์ในการไม่คืนค่าออกใบหุ้นกู้ทุกกรณี

Version 005_22/04/2024

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง
เขตดินแดง กรุงเทพฯ 10400
Thailand Securities Depository Co., Ltd.
93 Ratchadaphisek Road, Dindaeng,
Dindaeng, Bangkok 10400 Thailand
SET Contact Center
www.set.or.th/contactcenter
+662 009 9999 กด 01

CSD 1-14

Highly Confidential

แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์

Application for Withdrawing from the participant account

TSD

เอกสารแนบ ________

Attachment

หน้า ____/____

Page

รายละเอียดหลักทรัพย์ที่ประสงค์จะถอนจากบัญชีสมาชิกผู้ฝากหลักทรัพย์

List of securities to be withdrawn from the participant account

รายการที่ No.	ชื่อย่อหลักทรัพย์ Securities symbol	ชื่อหลักทรัพย์ Securities name	จำนวนหุ้นที่ขอให้ออกใบหลักทรัพย์ (หุ้น / หน่วย) Number of securities to be issued new securities certificates (Share / unit)	ตัวอักษร (หุ้น / หน่วย) Amount of securities in letters (Share / unit)	สำหรับเจ้าหน้าที่ (For official use only) เลขที่รายการ (Transaction No.)

หมายเหตุ TSD สงวนสิทธิ์ในการดำเนินการตามแบบคำขอฯ เฉพาะรายการที่มีข้อมูลครบถ้วนถูกต้องเท่านั้น

Remark **The TSD reserves the rights to proceed in accordance only with the application forms containing complete and correct formation.**

ลงชื่อ...ผู้ถือหลักทรัพย์

Signature (………………………………………………………………………......) Securities holder

Version 005_22/04/2024

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง
เขตดินแดง กรุงเทพฯ 10400

Thailand Securities Depository Co., Ltd.
93 Ratchadaphisek Road, Dindaeng,
Dindaeng, Bangkok 10400 Thailand

SET Contact Center
www.set.or.th/contactcenter
+662 009 9999 กด 01

CSD 1-14

Highly Confidential

แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์

Application for Withdrawing from the participant account

ประเภทบุคคล Type of person	เอกสารแสดงตน Submitted documents for Withdrawing from the participant account
บุคคลธรรมดา - สัญชาติไทย Individual Person - Thai Nationality	สำเนาบัตรประจำตัวประชาชน ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของบัตร A copy of the person's Thai national I.D. card, certified true with an original signature.
บุคคลธรรมดา - สัญชาติอื่น Individual Person - Other Nationalities	สำเนาใบต่างด้าว หรือสำเนาหนังสือเดินทาง ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของเอกสาร A copy of the signatory's alien identity card or passport, certified true with an original signature
นิติบุคคล - สัญชาติไทย Juristic Person - Thai Nationality	1. สำเนาหนังสือรับรองของกระทรวงพาณิชย์ (อายุไม่เกิน 1 ปี นับจากวันที่ออกเอกสาร) ลงลายมือชื่อรับรองโดยกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น A copy of an affidavit issued by the Ministry of Commerce (issued no more than 1 year from the date of issuance) certified by the authorized director(s) of such juristic person. 2. สำเนาบัตรประจำตัวประชาชน/ใบต่างด้าว/หนังสือเดินทาง ของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของเอกสาร A copy of the national I.D. card/alien identity card/passport of directors who are authorized to represent the company, certified true with original signatures.
นิติบุคคล - สัญชาติอื่น Juristic Person - Other Nationalities	1. สำเนาหนังสือรับรองการจดทะเบียนบริษัท ซึ่งออกโดยหน่วยงานราชการที่มีอำนาจของประเทศซึ่งนิติบุคคลนั้น มีภูมิลำเนา A copy of the company's registration certificate issued by the regulating government agency. 2. สำเนาหนังสือรับรองรายชื่อกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคล พร้อมด้วยเงื่อนไขหรืออำนาจในการลงนามผูกพัน และที่ตั้งสำนักงานใหญ่ ซึ่งออกโดยเจ้าหน้าที่ของนิติบุคคลนั้น หรือหน่วยงานราชการที่มีอำนาจของประเทศที่นิติบุคคลนั้นมีลำเนา A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person. 3. สำเนาบัตรประจำตัวประชาชน หรือหนังสือเดินทางของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น ซึ่งรับรองความถูกต้องโดยเจ้าของเอกสาร A copy of the passport or other official identity document of each authorized director signing this document, certified true with an original signature. กรณีเอกสารได้จัดทำหรือรับรองความถูกต้องในต่างประเทศ ต้องดำเนินการ ดังนี้ All documents for "Other Nationalities" above, must have been : 1) ให้เจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่มีอำนาจในประเทศที่เอกสารดังกล่าวได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อของผู้จัดทำหรือผู้ให้คำรับรองความถูกต้องของเอกสารดังกล่าว (การรับรองเอกสารต้องไม่เกิน 1 ปี จนถึงวันที่ยื่นแบบคำขอต่อนายทะเบียน) The notary public or any competent authority in the country where such documents were prepared or certified correct, shall certify the signature of the person who prepared such documents, or who certified the accuracy of such documents. (Certified within the past 1 year before being submitted to TSD.) 2) ให้เจ้าหน้าที่ของสถานทูตไทยหรือกงสุลไทยในประเทศที่เอกสารดังกล่าวได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อและตราประทับของเจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่ได้ดำเนินการตาม (1) (การรับรองเอกสารต้องไม่เกิน 1 ปี จนถึงวันที่ยื่นแบบคำขอต่อนายทะเบียน) An official of the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified correct, shall certify the signature and the seal of the notary public or any other authority which performed the act under (1) ■ เอกสารที่จัดทำขึ้นเป็นภาษาต่างประเทศนอกเหนือจากภาษาอังกฤษจะต้องจัดทำคำแปลอย่างน้อยเป็นภาษาอังกฤษ The documents prepared in any other foreign languages other than English must be translated into English.

หมายเหตุ หนังสือรับรองคุณสมบัติการเป็นผู้ลงทุนในหลักทรัพย์ที่มีข้อจำกัดการโอน (สำหรับหลักทรัพย์ที่มีข้อจำกัดการโอนตามที่ระบุไว้ในข้อกำหนดสิทธิหรือหนังสือชี้ชวนของบริษัทผู้ออกหลักทรัพย์)

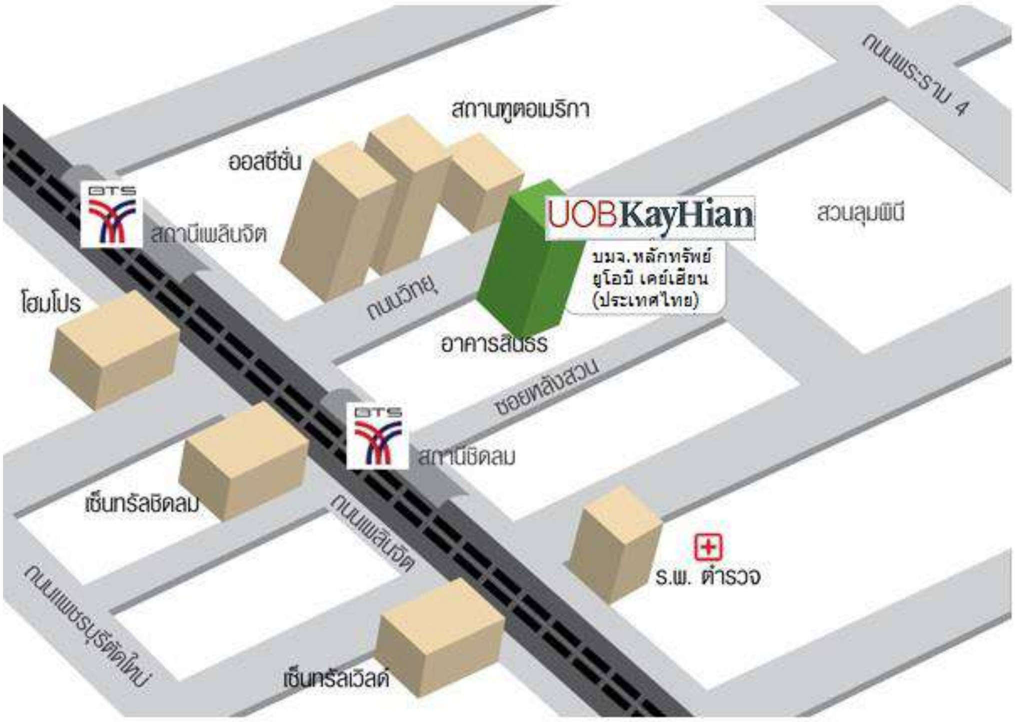
Remark Letter of Confirmation of Investor's Qualification in Securities Transfer Restriction. (for securities subject to transfer restriction as specified in the stipulations of rights or prospectus of the securities issuers)

Attachment 7

Map to UOB Kay Hian Securities (Thailand) Public Company Limited

Attachment 7

Map to UOB Kay Hian Securities (Thailand) Public Company Limited



Attachment 8

Privacy Notice

PRIVACY NOTICE

FOR THE TENDER OFFER ACCEPTANCE OF ROCTEC GLOBAL PUBLIC COMPANY LIMITED

This privacy notice for the Tender Offer Acceptance of Roctec Global Public Company Limited from the Tender Offer by BTS Group Holdings Public Company Limited and RB Services Company Limited (collectively referred to as the "**Offerors**") is provided to inform you, as a shareholder, an attorney, a custodian, or an authorized person of a juristic person, with respect to the collection, use and/or disclosure of your personal data, and your rights under the Personal Data Protection Act 2012 as a data subject.

1. PERSONAL DATA TO BE COLLECTED

The Offerors shall collect your personal data, including but not limited to, name-surname, nationality, age, date of birth, photograph, identification card number (or government identification card number, or passport number), tax identification number, securities registration number, address, telephone number, email, number of share/securities held, number of share/securities sold, securities trading account information, bank account information and delegation of power to attorney information.

Remark: For documents related to the acceptance of the tender offer and/or power of attorney that you submit to the Offerors, which may contain sensitive personal information such as race, blood type, or religion, which is not necessary for the acceptance of the tender offer, please be informed that the Offerors do not intend to collect such sensitive personal information. Therefore, you may redact this sensitive information before submitting the documents to the Offerors (or the tender offer agent). The Offerors reserve the right to redact any sensitive personal information on the documents received, and such actions will not be considered as the Offerors (or their tender offer agent) collecting such sensitive personal information.

The Offerors (or their tender offer agent) may receive your personal information directly from you or through the brokerage firm where you have a securities trading account. This information may be obtained through documents related to the acceptance of the tender offer (such as the Tender Offer Form, Power of Attorney for Tender Offer, Tender Offer Cancellation Form, and the supporting documents for identification, etc.).

2. PURPOSE OF THE COLLECTION, USE AND/OR DISCLOSURE

The Offerors will collect, use, and/or disclose your personal information based on (1) the necessity for contract performance, (2) compliance with legal obligations, and (3) legitimate interests, for the purposes of identity verification, confirming the number of shares tendered, processing payment for securities transactions, and communication, as well as for fulfilling the legal responsibilities of the Offerors as a limited company.

The Offerors do not intend to collect and/or process your sensitive personal information. However, if the Offerors do collect, use, and/or disclose sensitive personal information, it will be done with your explicit consent or where permitted by law.

If you do not wish to provide the necessary personal information to the Offerors for the stated purposes, the Offerors reserve the right to refuse to accept your tender offer or any other actions that require such personal information for processing.

3. PERIOD FOR RETENTION OF PERSONAL DATA

The Offerors shall retain your personal data for as long as it is reasonably necessary to fulfil the Offerors' purpose of personal data collection, use and/or disclosure. However, to comply with the applicable laws, the Offerors may have to retain your personal data for a longer duration, as required by applicable law.

4. THIRD PARTIES WHOM THE OFFERORS MAY DISCLOSE YOUR PERSONAL DATA

The Offerors may disclose or transfer your personal data to the following third parties:

1) Service providers (a financial advisor including tender offer agent) that the Offerors engages for processing your personal data for the purpose of identification verification, verification of the number of shares in the Tender Offer Acceptance, payment for purchase of securities and communication; and
2) government agencies or competent authorities, e.g., the Department of Business Development, the Ministry of Commerce, the Securities and Exchange Commission, and the Stock Exchange of Thailand for Tender Offer Acceptance Process/Procedure and submission of shareholders list.

5. SECURITY MEASURES

Security for your personal data is important. The Offerors therefore provide appropriate security measures which covers management preventive measures, technical precautions, and physical protective measures to prevent the loss, access, use, or disclosure of personal data from those who do not have rights or who do not have duties related to that personal data, such as encryption and access restriction to ensure that only authorized person shall have access to your personal data.

6. YOUR RIGHTS AS DATA SUBJECT

As the data subject, you are entitled to withdraw consent given for the collection, use, or disclosure of personal data (only in case the Offerors rely on your consent), to request access to or to obtain a copy of your personal data processed by the Offerors, to request for personal data transfer, to object the personal data processing, to delete or destruction personal data or to make personal information non-personally identifiable, to restrict the data processing, to request for correction of personal data and to lodge a complaint the Office of the Personal Data Protection Commission, subject to rules and procedures as required by the personal data protection laws. The Offerors may reasonably and lawfully refuse to proceed with your request.

7. CONTACT DETAIL

If you have any queries or if you wish to exercise the rights relating to your personal data, please contact the Offerors at:

Company Secretary Office
BTS Group Holdings Public Company Limited
21 TST Tower, 9th Floor, Vibhavadi-Rangsit Road,
Comphon Sub-district, Chatuchak District, Bangkok 10900
Telephone number: 02-273-8511-15

Attachment 9

Confirmation Letter on Source of Funds Available to the Offerors

Bangkok Bank
ธนาคารกรุงเทพ

วันที่ 13 ส.ค. 2567

เรื่อง การสนับสนุนด้านการเงินในการทำคำเสนอซื้อหลักทรัพย์ทั้งหมด (Tender Offer)

เรียน กรรมการผู้จัดการ บริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)

อ้างถึง หนังสือเรื่องการสนับสนุนด้านการเงินในการทำคำเสนอซื้อหลักทรัพย์ทั้งหมด (Tender Offer) ลงวันที่ 16 กรกฎาคม พ.ศ. 2567

ตามที่ บริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ("**บริษัท**") ได้มีหนังสือตามที่อ้างถึงข้างต้น ถึง ธนาคารกรุงเทพ จำกัด (มหาชน) ("**ธนาคาร**") เพื่อแจ้งความประสงค์ในการทำคำเสนอซื้อหลักทรัพย์ทั้งหมดโดยสมัครใจ (Voluntary Tender Offer) ของ บริษัท ร็อคเทค โกลบอล จำกัด (มหาชน) เพื่อให้เป็นไปตามหลักเกณฑ์ของประกาศคณะกรรมการกำกับตลาดทุน ที่ ทจ. 12/2554 เรื่อง หลักเกณฑ์ เงื่อนไข และวิธีการในการเข้าถือหลักทรัพย์เพื่อครอบงำกิจการ ลงวันที่ 13 พฤษภาคม พ.ศ. 2554 (รวมทั้งที่ได้แก้ไขเพิ่มเติม)

ธนาคารกรุงเทพ จำกัด (มหาชน) ขอเรียนมาโดยหนังสือฉบับนี้ว่า ธนาคารมีความยินดีที่จะให้การสนับสนุนทางการเงินแก่บริษัท เพื่อทำคำเสนอซื้อหลักทรัพย์ทั้งหมดโดยสมัครใจ (Voluntary Tender Offer) ดังกล่าวข้างต้น เป็นจำนวนรวมไม่เกิน 6,717,000,000 บาท (หกพันเจ็ดร้อยสิบเจ็ดล้านบาทถ้วน) ทั้งนี้ การสนับสนุนทางการเงินดังกล่าวจะต้องอยู่ภายใต้เงื่อนไข กฎระเบียบของธนาคาร และเงื่อนไขในสัญญาสินเชื่อของธนาคารด้วย

หนังสือฉบับนี้มีผลตั้งแต่วันที่ 28 สิงหาคม พ.ศ. 2567 ถึงวันที่ 5 พฤศจิกายน พ.ศ. 2567

จึงเรียนมาเพื่อโปรดทราบ

ขอแสดงความนับถือ
ธนาคารกรุงเทพ จำกัด (มหาชน)

(นิรมาณ ไหลสาธิต)

ธนาคารกรุงเทพ จำกัด (มหาชน) (ทะเบียนเลขที่ 0107536000374)
333 ถนนสีลม เขตบางรัก กรุงเทพฯ 10500 โทรศัพท์ 0 2231 4333 Telex 82638 BKBANK TH www.bangkokbank.com
Bangkok Bank Public Company Limited (Registration No. 0107536000374)
333 Silom Road Bangrak Bangkok 10500 Thailand Tel. (66) 2231 4333 Telex 82638 BKBANK TH www.bangkokbank.com

13 สิงหาคม 2567

เรื่อง การสนับสนุนด้านการเงินให้กับบริษัท อาร์บี เซอร์วิสเซส จำกัด สำหรับการทำคำเสนอซื้อหลักทรัพย์ของบริษัท ร็อคเทค โกลบอล จำกัด (มหาชน)

เรียน เลขาธิการ
สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

ตามที่ บริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ("**BTS**") และบริษัท อาร์บี เซอร์วิสเซส จำกัด ("**RBS**") ซึ่งเป็นบริษัทย่อยที่ BTS ถือหุ้นในสัดส่วนร้อยละ 100 ของจำนวนหุ้นทั้งหมด (ซึ่งต่อไปนี้เรียกว่า "**ผู้ทำคำเสนอซื้อ**") จะเข้าทำคำเสนอซื้อหลักทรัพย์โดยสมัครใจแบบมีเงื่อนไขก่อนทำคำเสนอซื้อของบริษัท ร็อคเทค โกลบอล จำกัด (มหาชน) ("**กิจการ**") โดยมีรายละเอียดตามคำเสนอซื้อหลักทรัพย์ (แบบ 247-4) ณ วันที่ 23 สิงหาคม 2567

โดยหนังสือฉบับนี้ BTS ขอยืนยันว่า BTS จะสนับสนุนด้านการเงินกับ RBS เพื่อใช้เป็นแหล่งเงินทุนสำหรับการชำระค่าตอบแทนการทำคำเสนอซื้อหลักทรัพย์ในส่วนที่ RBS รับซื้อทั้งหมด

การสนับสนุนด้านการเงินดังกล่าวจะเป็นไปตามข้อตกลงและเงื่อนไขตามที่ BTS และ RBS ตกลงกัน โดยหนังสือรับรองฉบับนี้ มีผลบังคับใช้นับจากวันที่ออกหนังสือฉบับนี้จนกระทั่งสิ้นสุดกระบวนการทำคำเสนอซื้อ

จึงเรียนมาเพื่อโปรดทราบ

ขอแสดงความนับถือ
บริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)

(นายกวิน กาญจนพาสน์) (นาย คง ชิ เคือง)
กรรมการผู้มีอำนาจลงนาม

Attachment 10

Separate Financial Statement for the Year Ended March 31, 2024,

of RB Services Company Limited

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193/136-137 Rajadapisek Road
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บริษัท สำนักงาน อีวาย จำกัด
ชั้น 33 อาคารเลครัชดา
193/136-137 ถนนรัชดาภิเษก
แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110
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รายงานของผู้สอบบัญชีรับอนุญาต

เสนอต่อผู้ถือหุ้นของบริษัท อาร์บี เซอร์วิสเซส จำกัด

ความเห็น

ข้าพเจ้าได้ตรวจสอบงบการเงินของบริษัท อาร์บี เซอร์วิสเซส จำกัด ("บริษัทฯ") ซึ่งประกอบด้วย งบแสดงฐานะการเงิน ณ วันที่ 31 มีนาคม 2567 งบกำไรขาดทุน และงบแสดงการเปลี่ยนแปลงส่วนของผู้ถือหุ้น สำหรับปีสิ้นสุดวันเดียวกัน และหมายเหตุประกอบงบการเงินรวมถึงหมายเหตุสรุปนโยบายการบัญชีที่สำคัญ

ข้าพเจ้าเห็นว่างบการเงินข้างต้นนี้แสดงฐานะการเงิน ณ วันที่ 31 มีนาคม 2567 และผลการดำเนินงานสำหรับปีสิ้นสุดวันเดียวกันของบริษัท อาร์บี เซอร์วิสเซส จำกัด โดยถูกต้องตามที่ควรในสาระสำคัญตามมาตรฐานการรายงานทางการเงินสำหรับกิจการที่ไม่มีส่วนได้เสียสาธารณะ

เกณฑ์ในการแสดงความเห็น

ข้าพเจ้าได้ปฏิบัติงานตรวจสอบตามมาตรฐานการสอบบัญชี ความรับผิดชอบของข้าพเจ้าได้กล่าวไว้ในวรรค *ความรับผิดชอบของผู้สอบบัญชีต่อการตรวจสอบงบการเงิน*ในรายงานของข้าพเจ้า ข้าพเจ้ามีความเป็นอิสระจากบริษัทฯตาม*ประมวลจรรยาบรรณของผู้ประกอบวิชาชีพบัญชี รวมถึงมาตรฐานเรื่องความเป็นอิสระ* ที่กำหนดโดยสภาวิชาชีพบัญชี (ประมวลจรรยาบรรณของผู้ประกอบวิชาชีพบัญชี) ในส่วนที่เกี่ยวข้องกับการตรวจสอบงบการเงิน และข้าพเจ้าได้ปฏิบัติตามความรับผิดชอบด้านจรรยาบรรณอื่นๆตามประมวลจรรยาบรรณของผู้ประกอบวิชาชีพบัญชี ข้าพเจ้าเชื่อว่าหลักฐานการสอบบัญชีที่ข้าพเจ้าได้รับเพียงพอและเหมาะสมเพื่อใช้เป็นเกณฑ์ในการแสดงความเห็นของข้าพเจ้า

ความรับผิดชอบของผู้บริหารต่องบการเงิน

ผู้บริหารมีหน้าที่รับผิดชอบในการจัดทำและนำเสนองบการเงินเหล่านี้โดยถูกต้องตามที่ควรตามมาตรฐานการรายงานทางการเงินสำหรับกิจการที่ไม่มีส่วนได้เสียสาธารณะ และรับผิดชอบเกี่ยวกับการควบคุมภายในที่ผู้บริหารพิจารณาว่าจำเป็นเพื่อให้สามารถจัดทำงบการเงินที่ปราศจากการแสดงข้อมูลที่ขัดต่อข้อเท็จจริงอันเป็นสาระสำคัญไม่ว่าจะเกิดจากการทุจริตหรือข้อผิดพลาด

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บริษัท อาร์บี เซอร์วิสเซส จำกัด

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ในการจัดทำงบการเงิน ผู้บริหารรับผิดชอบในการประเมินความสามารถของบริษัทฯในการดำเนินงานต่อเนื่อง การเปิดเผยเรื่องที่เกี่ยวกับการดำเนินงานต่อเนื่องในกรณีที่มีเรื่องดังกล่าว และการใช้เกณฑ์การบัญชีสำหรับกิจการที่ดำเนินงานต่อเนื่องเว้นแต่ผู้บริหารมีความตั้งใจที่จะเลิกบริษัทฯหรือหยุดดำเนินงานหรือไม่สามารถดำเนินงานต่อเนื่องอีกต่อไปได้

ความรับผิดชอบของผู้สอบบัญชีต่อการตรวจสอบงบการเงิน

การตรวจสอบของข้าพเจ้ามีวัตถุประสงค์เพื่อให้ได้ความเชื่อมั่นอย่างสมเหตุสมผลว่างบการเงิน โดยรวมปราศจากการแสดงข้อมูลที่ขัดต่อข้อเท็จจริงอันเป็นสาระสำคัญหรือไม่ ไม่ว่าจะเกิดจากการทุจริตหรือข้อผิดพลาด และเสนอรายงานของผู้สอบบัญชีซึ่งรวมความเห็นของข้าพเจ้าอยู่ด้วย ความเชื่อมั่นอย่างสมเหตุสมผลคือความเชื่อมั่นในระดับสูงแต่ไม่ได้เป็นการรับประกันว่าการปฏิบัติงานตรวจสอบตามมาตรฐานการสอบบัญชีจะสามารถตรวจพบข้อมูลที่ขัดต่อข้อเท็จจริงอันเป็นสาระสำคัญที่มีอยู่ได้เสมอไป ข้อมูลที่ขัดต่อข้อเท็จจริงอาจเกิดจากการทุจริตหรือข้อผิดพลาดและถือว่ามีสาระสำคัญเมื่อคาดการณ์อย่างสมเหตุสมผลได้ว่ารายการที่ขัดต่อข้อเท็จจริงแต่ละรายการหรือทุกรายการรวมกันจะมีผลต่อการตัดสินใจทางเศรษฐกิจของผู้ใช้งบการเงินจากการใช้งบการเงินเหล่านี้

ในการตรวจสอบของข้าพเจ้าตามมาตรฐานการสอบบัญชี ข้าพเจ้าใช้ดุลยพินิจและการสังเกตและสงสัยเยี่ยงผู้ประกอบวิชาชีพตลอดการตรวจสอบ และข้าพเจ้าได้ปฏิบัติงานดังต่อไปนี้ด้วย

- ระบุและประเมินความเสี่ยงจากการแสดงข้อมูลที่ขัดต่อข้อเท็จจริงอันเป็นสาระสำคัญในงบการเงิน ไม่ว่าจะเกิดจากการทุจริตหรือข้อผิดพลาด ออกแบบและปฏิบัติงานตามวิธีการตรวจสอบเพื่อตอบสนองต่อความเสี่ยงเหล่านั้น และได้หลักฐานการสอบบัญชีที่เพียงพอและเหมาะสมเพื่อเป็นเกณฑ์ในการแสดงความเห็นของข้าพเจ้า ความเสี่ยงที่ไม่พบข้อมูลที่ขัดต่อข้อเท็จจริงอันเป็นสาระสำคัญซึ่งเป็นผลมาจากการทุจริตจะสูงกว่าความเสี่ยงที่เกิดจากข้อผิดพลาด เนื่องจากการทุจริตอาจเกี่ยวกับการสมรู้ร่วมคิด การปลอมแปลงเอกสารหลักฐาน การตั้งใจละเว้นการแสดงข้อมูล การแสดงข้อมูลที่ไม่ตรงตามข้อเท็จจริง หรือการแทรกแซงการควบคุมภายใน
- ทำความเข้าใจเกี่ยวกับระบบการควบคุมภายในที่เกี่ยวข้องกับการตรวจสอบ เพื่อออกแบบวิธีการตรวจสอบให้เหมาะสมกับสถานการณ์ แต่ไม่ใช่เพื่อวัตถุประสงค์ในการแสดงความเห็นต่อความมีประสิทธิผลของการควบคุมภายในของบริษัทฯ
- ประเมินความเหมาะสมของนโยบายการบัญชีที่ผู้บริหารใช้และความสมเหตุสมผลของประมาณการทางบัญชีและการเปิดเผยข้อมูลที่เกี่ยวข้องที่ผู้บริหารจัดทำ

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- สรุปเกี่ยวกับความเหมาะสมของการใช้เกณฑ์การบัญชีสำหรับกิจการที่ดำเนินงานต่อเนื่องของผู้บริหาร และสรุปจากหลักฐานการสอบบัญชีที่ได้รับว่ามีความไม่แน่นอนที่มีสาระสำคัญที่เกี่ยวกับเหตุการณ์หรือสถานการณ์ที่อาจเป็นเหตุให้เกิดข้อสงสัยอย่างมีนัยสำคัญต่อความสามารถของบริษัทฯในการดำเนินงานต่อเนื่องหรือไม่ หากข้าพเจ้าได้ข้อสรุปว่ามีความไม่แน่นอนที่มีสาระสำคัญ ข้าพเจ้าจะต้องให้ข้อสังเกตไว้ในรายงานของผู้สอบบัญชีของข้าพเจ้าถึงการเปิดเผยข้อมูลที่เกี่ยวข้องในงบการเงิน หรือหากเห็นว่าการเปิดเผยข้อมูลดังกล่าวไม่เพียงพอ ข้าพเจ้าจะแสดงความเห็นที่เปลี่ยนแปลงไป ข้อสรุปของข้าพเจ้าขึ้นอยู่กับหลักฐานการสอบบัญชีที่ได้รับจนถึงวันที่ในรายงานของผู้สอบบัญชีของข้าพเจ้า อย่างไรก็ตาม เหตุการณ์หรือสถานการณ์ในอนาคตอาจเป็นเหตุให้บริษัทฯต้องหยุดการดำเนินงานต่อเนื่องได้
- ประเมินการนำเสนอ โครงสร้างและเนื้อหาของงบการเงินโดยรวม รวมถึงการเปิดเผยข้อมูลที่เกี่ยวข้อง ตลอดจนประเมินว่างบการเงินแสดงรายการและเหตุการณ์ที่เกิดขึ้นโดยถูกต้องตามที่ควรหรือไม่

ข้าพเจ้าได้สื่อสารกับผู้บริหารในเรื่องต่างๆซึ่งรวมถึงขอบเขตและช่วงเวลาของการตรวจสอบตามที่ได้วางแผนไว้ ประเด็นที่มีนัยสำคัญที่พบจากการตรวจสอบรวมถึงข้อบกพร่องที่มีนัยสำคัญในระบบการควบคุมภายใน หากข้าพเจ้าได้พบในระหว่างการตรวจสอบของข้าพเจ้า

ข้าพเจ้าเป็นผู้รับผิดชอบงานสอบบัญชีและการนำเสนอรายงานฉบับนี้

วัชรินทร์ ภัสรพงษ์กุล

ผู้สอบบัญชีรับอนุญาต เลขทะเบียน 6660

บริษัท สำนักงาน อีวาย จำกัด

กรุงเทพฯ: 5 กรกฎาคม 2567

RB Services COMPANY LIMITED

บริษัท อาร์บี เซอร์วิสเซส จำกัด

งบแสดงฐานะการเงิน

ณ วันที่ 31 มีนาคม 2567

(หน่วย: บาท)

	หมายเหตุ	2567	2566
สินทรัพย์			
สินทรัพย์หมุนเวียน			
เงินสดและรายการเทียบเท่าเงินสด		5,302,467	4,775,044
ดอกเบี้ยค้างรับ		8,069	425,945
เงินให้กู้ยืมระยะสั้นแก่กิจการที่เกี่ยวข้องกัน	6	172,200,000	132,000,000
สินทรัพย์หมุนเวียนอื่น		290,611	284,187
รวมสินทรัพย์หมุนเวียน		177,801,147	137,485,176
สินทรัพย์ไม่หมุนเวียน			
เงินลงทุนในบริษัทย่อย	7	296,360,495	331,821,181
รวมสินทรัพย์ไม่หมุนเวียน		296,360,495	331,821,181
รวมสินทรัพย์		474,161,642	469,306,357

หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้

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บริษัท อาร์บี เซอร์วิสเซส จำกัด

บริษัท อาร์บี เซอร์วิสเซส จำกัด
งบแสดงฐานะการเงิน (ต่อ)
ณ วันที่ 31 มีนาคม 2567

(หน่วย: บาท)

	หมายเหตุ	2567	2566
หนี้สินและส่วนของผู้ถือหุ้น			
หนี้สินหมุนเวียน			
เจ้าหนี้อื่น	*8*	186,342	121,412
เงินกู้ยืมระยะสั้นจากกิจการที่เกี่ยวข้องกัน	*9*	172,200,000	132,000,000
หนี้สินหมุนเวียนอื่น		6,846	4,524
รวมหนี้สินหมุนเวียน		172,393,188	132,125,936
รวมหนี้สิน		172,393,188	132,125,936
ส่วนของผู้ถือหุ้น			
ทุนเรือนหุ้น			
ทุนจดทะเบียน			
หุ้นสามัญ 3,350,000 หุ้น มูลค่าหุ้นละ 100 บาท		335,000,000	335,000,000
ทุนออกจำหน่ายและชำระเต็มมูลค่าแล้ว			
หุ้นสามัญ 3,350,000 หุ้น มูลค่าหุ้นละ 100 บาท		335,000,000	335,000,000
กำไร (ขาดทุน) สะสม		(33,231,546)	2,180,421
รวมส่วนของผู้ถือหุ้น		301,768,454	337,180,421
รวมหนี้สินและส่วนของผู้ถือหุ้น		474,161,642	469,306,357

หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้

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กรรมการ

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RB Services
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บริษัท อาร์บี เซอร์วิสเซส จำกัด

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งบกำไรขาดทุน

สำหรับปีสิ้นสุดวันที่ 31 มีนาคม 2567

(หน่วย: บาท)

	2567	2566
รายได้		
ดอกเบี้ยรับ	6,617,804	4,960,323
รายได้อื่น	-	30
รวมรายได้	6,617,804	4,960,353
ค่าใช้จ่าย		
ค่าใช้จ่ายในการบริหาร	343,275	328,427
ขาดทุนจากการด้อยค่าของเงินลงทุนในบริษัทย่อย	35,460,686	-
รวมค่าใช้จ่าย	35,803,961	328,427
กำไร (ขาดทุน) ก่อนค่าใช้จ่ายทางการเงิน	(29,186,157)	4,631,926
ค่าใช้จ่ายทางการเงิน	(6,225,810)	(4,620,000)
กำไร (ขาดทุน) สุทธิสำหรับปี	(35,411,967)	11,926

หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้

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บริษัท อาร์บี เซอร์วิสเซส จำกัด
งบแสดงการเปลี่ยนแปลงส่วนของผู้ถือหุ้น
สำหรับปีสิ้นสุดวันที่ 31 มีนาคม 2567

(หน่วย: บาท)

	ทุนเรือนหุ้นที่ออกและชำระแล้ว	กำไร (ขาดทุน) สะสม	รวม
ยอดคงเหลือ ณ วันที่ 1 เมษายน 2565	302,500,000	2,168,495	304,668,495
ออกหุ้นสามัญเพิ่มทุน	32,500,000	-	32,500,000
กำไรสุทธิสำหรับปี	-	11,926	11,926
ยอดคงเหลือ ณ วันที่ 31 มีนาคม 2566	335,000,000	2,180,421	337,180,421
ยอดคงเหลือ ณ วันที่ 1 เมษายน 2566	335,000,000	2,180,421	337,180,421
ขาดทุนสุทธิสำหรับปี	-	(35,411,967)	(35,411,967)
ยอดคงเหลือ ณ วันที่ 31 มีนาคม 2567	335,000,000	(33,231,546)	301,768,454

หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้

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บริษัท อาร์บี เซอร์วิสเซส จำกัด
หมายเหตุประกอบงบการเงิน
สำหรับปีสิ้นสุดวันที่ 31 มีนาคม 2567

1. ข้อมูลทั่วไป

1.1 ข้อมูลบริษัทฯ

บริษัท อาร์บี เซอร์วิสเซส จำกัด ("บริษัทฯ") จัดตั้งขึ้นเป็นบริษัทจำกัดและมีภูมิลำเนาในประเทศไทย บริษัทฯมีบริษัท บีทีเอส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ซึ่งเป็นบริษัทที่จดทะเบียนจัดตั้งในประเทศไทยเป็นบริษัทใหญ่ บริษัทฯดำเนินธุรกิจหลักในการลงทุนในหลักทรัพย์ของบริษัทอื่น ที่อยู่ตามที่จดทะเบียนของบริษัทฯอยู่ที่ เลขที่ 21 อาคารทีเอสที ทาวเวอร์ ชั้น 19 ซอยเฉยพ่วง ถนนวิภาวดี-รังสิต แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร

2. เกณฑ์ในการจัดทำงบการเงิน

งบการเงินนี้จัดทำขึ้นตามมาตรฐานการรายงานทางการเงินสำหรับกิจการที่ไม่มีส่วนได้เสียสาธารณะที่ออกโดยสภาวิชาชีพบัญชี โดยแสดงรายการในงบการเงินตามข้อกำหนดในประกาศกรมพัฒนาธุรกิจการค้า ออกตามความในพระราชบัญญัติการบัญชี พ.ศ. 2543

งบการเงินฉบับภาษาไทยเป็นงบการเงินฉบับที่บริษัทฯใช้เป็นทางการตามกฎหมาย งบการเงินฉบับภาษาอังกฤษแปลจากงบการเงินฉบับภาษาไทยนี้

งบการเงินนี้ได้จัดทำขึ้นโดยใช้เกณฑ์ราคาทุนเดิมเว้นแต่จะได้เปิดเผยเป็นอย่างอื่นในนโยบายการบัญชี

3. มาตรฐานการรายงานทางการเงินใหม่

ในระหว่างปี บริษัทฯได้นำมาตรฐานการรายงานทางการเงินสำหรับกิจการที่ไม่มีส่วนได้เสียสาธารณะฉบับปรับปรุง ซึ่งจะมีผลบังคับใช้สำหรับงบการเงินที่มีรอบระยะเวลาบัญชีที่เริ่มในหรือหลังวันที่ 1 มกราคม 2566 มาถือปฏิบัติ มาตรฐานดังกล่าวได้รับการปรับปรุงเพื่อทำให้มีความสมบูรณ์มากขึ้น และเพิ่มทางเลือกในวิธีปฏิบัติทางบัญชี โดยยังคงความง่ายในทางปฏิบัติ

การนำมาตรฐานฉบับปรับปรุงดังกล่าวมาถือปฏิบัตินี้ไม่มีผลกระทบอย่างเป็นสาระสำคัญต่องบการเงินของบริษัทฯ

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4. นโยบายการบัญชีที่สำคัญ

4.1 การรับรู้รายได้และค่าใช้จ่าย

ดอกเบี้ยรับ

ดอกเบี้ยถือเป็นรายได้ตามเกณฑ์คงค้างโดยคำนึงถึงอัตราผลตอบแทนที่แท้จริง

ค่าใช้จ่าย

บริษัทฯบันทึกค่าใช้จ่ายตามเกณฑ์คงค้าง

4.2 เงินสดและรายการเทียบเท่าเงินสด

เงินสดและรายการเทียบเท่าเงินสด หมายถึง เงินสดและเงินฝากธนาคาร และเงินลงทุนระยะสั้นที่มีสภาพคล่องสูง ซึ่งถึงกำหนดจ่ายคืนภายในระยะเวลาไม่เกิน 3 เดือนนับจากวันที่ได้มาและไม่มีข้อจำกัดในการเบิกใช้

4.3 เงินลงทุน

เงินลงทุนในบริษัทย่อยแสดงมูลค่าตามราคาทุนสุทธิจากค่าเผื่อการลดลงของมูลค่า (ถ้ามี)

4.4 ประมาณการหนี้สิน

บริษัทฯจะบันทึกประมาณการหนี้สินไว้ในบัญชีเมื่อภาระผูกพันซึ่งเป็นผลมาจากเหตุการณ์ในอดีตได้เกิดขึ้นแล้ว และมีความเป็นไปได้ค่อนข้างแน่นอนว่าบริษัทฯจะเสียทรัพยากรเชิงเศรษฐกิจไปเพื่อปลดเปลื้องภาระผูกพันนั้น และบริษัทฯสามารถประมาณมูลค่าภาระผูกพันนั้นได้อย่างน่าเชื่อถือ

4.5 ภาษีเงินได้

บริษัทฯบันทึกภาษีเงินได้ตามจำนวนที่คาดว่าจะจ่ายให้กับหน่วยงานจัดเก็บภาษีของรัฐ โดยคำนวณจากกำไรทางภาษีตามหลักเกณฑ์ที่กำหนดในกฎหมายภาษีอากร

5. การใช้ประมาณการทางบัญชี

ในการจัดทำงบการเงินตามมาตรฐานการรายงานทางการเงิน ในบางสถานการณ์ฝ่ายบริหารอาจต้องใช้การประมาณและการตั้งสมมติฐาน ซึ่งมีผลกระทบต่อจำนวนเงินที่แสดงในงบการเงินและหมายเหตุประกอบงบการเงิน ด้วยเหตุนี้ผลที่เกิดขึ้นจริงจึงอาจแตกต่างไปจากจำนวนที่ประมาณไว้

6. เงินให้กู้ยืมระยะสั้นแก่กิจการที่เกี่ยวข้องกัน

เงินให้กู้ยืมดังกล่าวเป็นตั๋วสัญญาใช้เงินซึ่งไม่มีหลักประกันในการกู้ยืม โดยคิดดอกเบี้ยในอัตราร้อยละ 3.75 - 7.00 ต่อปี (2566: 3.75 ต่อปี) มีกำหนดเวลาชำระคืนเมื่อทวงถาม

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7. เงินลงทุนในบริษัทย่อย

(หน่วย: พันบาท)

บริษัท	สัดส่วนเงินลงทุน		ราคาทุน		ค่าเผื่อการลดลงของมูลค่าเงินลงทุน		มูลค่าตามบัญชี - สุทธิ	
	2567 (ร้อยละ)	2566 (ร้อยละ)	2567	2566	2567	2566	2567	2566
บริษัท แรบบิท รีวอร์ดส จำกัด	75	75	221,442	221,442	-	-	221,442	221,442
บริษัท บางกอก เพย์เมนต์ โซลูชันส์ จำกัด	67	67	110,379	110,379	(35,461)	-	74,918	110,379
รวม			331,821	331,821	(35,461)	-	296,360	331,821

8. เจ้าหนี้อื่น

(หน่วย: พันบาท)

	2567	2566
เจ้าหนี้อื่น - กิจการที่เกี่ยวข้องกัน	22	21
ค่าใช้จ่ายค้างจ่าย	100	100
ดอกเบี้ยค้างจ่าย - กิจการที่เกี่ยวข้องกัน	64	-
รวม	186	121

9. เงินกู้ยืมระยะสั้นจากกิจการที่เกี่ยวข้องกัน

เงินกู้ยืมระยะสั้นจากบริษัทใหญ่เป็นเงินกู้ยืมประเภทตั๋วสัญญาใช้เงินซึ่งไม่มีหลักประกันในการกู้ยืม และมีอัตราดอกเบี้ยร้อยละ 3.50 - 6.75 ต่อปี (2566: ร้อยละ 3.50 ต่อปี) มีกำหนดวันชำระคืนเมื่อทวงถาม

10. การอนุมัติงบการเงิน

งบการเงินนี้ได้รับอนุมัติให้ออกโดยกรรมการผู้มีอำนาจของบริษัทฯ เมื่อวันที่ 5 กรกฎาคม 2567

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