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Ref. No. BTS 2557/2017

June 8, 2017

Subject: Notification of the execution of a joint venture agreement and establishment of a joint venture company

To: President
The Stock Exchange of Thailand

BTS Group Holdings Public Company Limited (the “Company”) hereby inform you that the Company has entered into a joint venture agreement with Bangkok Ranch Public Company Limited (“BR”) and Mr. Wai Yin Man (“Chef Man”) today for the purpose of establishment of Man Food Holdings Co., Ltd. (the “JV Company”) to undertake and carry on the restaurants and food service business, detailed as follows:

1. Establishment of the JV Company

The parties will establish the JV Company with the initial registered capital of Baht 194,000,000, comprising a total of 1,940,000 ordinary shares with a par value of Baht 100 each, with the following shareholding percentage:

Shareholder	Shareholding Percentage	Number of Shares
The Company	70%	1,358,000 shares
Chef Man	30%	582,000 shares
Total	100%	1,940,000 shares

2. Corporate Restructuring

After the completion of the establishment of the JV Company, the Company will proceed with its corporate restructuring (the “Restructuring”) by selling shares held by the Company in 3 subsidiaries to the JV Company, detailed as follows:

- (1) Sale of all shares held by the Company, in the amount of 1,737,960 shares with a par value of Baht 100 each, which is equivalent to 70% of the total shares, in Man Kitchen Co., Ltd. (“MK”) at the purchase price of not exceeding Baht 87.5 million, calculated based on the book value of the shares according to the management account (internal account);

- (2) Sale of all shares held by the Company, in the amount of 900,000 shares with a par value of Baht 100 each, which is equivalent to 100% of the total shares, in Primary Kitchen Co., Ltd. (“PK”) at the purchase price of not exceeding Baht 83.8 million, calculated based on the value of the paid-up shares of PK; and
- (3) Sale of all shares held by the Company, in the amount of 311,100 shares with a par value of Baht 100 each, which is equivalent to 51% of the total shares, in KMJ 2016 Co., Ltd. (“KMJ”) at the purchase price of not exceeding Baht 31.1 million, calculated based on the par value of KMJ’s shares.

In addition, the JV Company will acquire 744,840 ordinary shares with a par value of Baht 100 each, which is equivalent to 30% of the total shares in MK from Chef Man at the purchase price of not exceeding Baht 37.5 million, calculated based on the book value of the shares according to the management account (internal account).

3. Capital Increase

After the completion of the Restructuring, the JV Company will proceed with the increase of its registered capital by Baht 135,800,000, by issuing 1,358,000 new shares with a par value of Baht 100 each to BR (the “Capital Increase”). In this regard, the Company and Chef Man will waive their rights to subscribe the newly issued shares. Therefore, the registered capital of the JV Company will be Baht 329,800,000 and the shareholding percentage after the Capital Increase will be as follows:

Shareholder	Shareholding Percentage	Number of Shares
The Company	41%	1,358,000 shares
BR	41%	1,358,000 shares
Chef Man	18%	582,000 shares
Total	100%	3,298,000 shares

Furthermore, in the event that the JV Company requires any additional funding for business operation at any time in the future after the Capital Increase, the parties mutually agree to proceed with an increase of capital in the JV Company, in the amount of not exceeding Baht 58,200,000, by issuing 582,000 new shares with a par value of Baht 100 each. The Company and BR shall subscribe such new shares in the same proportion. Therefore, after such increase of capital, the shareholding percentage in the JV Company will be as follows:

Shareholder	Shareholding Percentage	Number of Shares
The Company	42.50%	1,649,000 shares
BR	42.50%	1,649,000 shares
Chef Man	15.00%	582,000 shares
Total	100%	3,880,000 shares

After the completion of the Restructuring and the Capital Increase as mentioned above, MK, PK and KMJ, including Little Corner Co., Ltd., a subsidiary in which the Company holds 69% shares through MK, will change their status from subsidiaries to associated companies of the Company.

In this regard, BR and Chef Man are not related persons of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended). In addition, after considering the transaction size of the acquisition and disposal of assets, the establishment of the JV Company, the Restructuring, and the Capital Increase as mentioned in Items 1.-3. above will not constitute the transactions which fall under the disclosure requirement of the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended).

Please be informed accordingly.

Yours sincerely,

BTS Group Holdings Public Company Limited

-Mr. Kong Chi Keung-

Executive Director and Deputy Chief Executive Officer