

(-Translation-)

Ref. No. BTS 2446/2017

March 14, 2017

Subject : Notification of the Schedule for the Exercise of Rights to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited under the BTS-W3 Warrants (the Second Exercise)

To : The President
The Stock Exchange of Thailand

Reference : Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 3 (BTS-W3)

Attachment : Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited under the BTS-W3 Warrants

BTS Group Holdings Public Company Limited (the “Company”) has issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 3 (BTS-W3) (the “Warrants” or “BTS-W3 Warrants”) to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) in the number of 3,944,626,464 units on November 1, 2013. The warrant holders shall be entitled to exercise their rights under the Warrants to purchase the newly issued ordinary shares of the Company on the last business day of every quarter of each calendar year (i.e. the last business day of March, June, September and December) after the 3rd anniversary from the issuance date. The first exercise date will be on December 30, 2016 and the last exercise date will be on November 1, 2018.

During the period between December 23 – 29, 2016, 75,000 units of the Warrants were exercised to purchase the shares of the Company (First Exercise). As a result, the balance of the Warrants being unexercised is 3,944,551,464 units and the balance of the ordinary shares reserved to accommodate the exercise of BTS-W3 Warrants is 3,971,542,378 shares. Details are as appeared in the report on the results of the sale of securities (F35-5) to which to Company had announced through the website of the Stock Exchange of Thailand (“SET”) on January 10, 2017.

In this regard, the Company would like to inform the details in connection with the exercise of rights to purchase the newly issued ordinary shares under the BTS-W3 Warrants **for the second exercise** as below.

1. Exercise Date : March 31, 2017
2. Period for the Notification of Intention to Exercise the Warrants : During 8.30 a.m. – 3.30 p.m. of March 24, 2017 and March 27 – 30, 2017
3. Exercise Ratio : 1 unit of the Warrants for 1 newly issued ordinary share
4. Exercise Price : Baht 12.00 per share
5. Agent Receiving Exercise Intention : Bualuang Securities Public Company Limited
6. Place to Exercise the Warrants : Bualuang Securities Public Company Limited
Operations Department, 191 Silom Complex Building,
29th Floor, Silom Road, Bangrak District, Bangkok 10500
Contact Person : Ms. Piyaporn Kwannoi
Ms. Benjawan Phasuk
Ms. Thanamas Pungpo
Mr. Trinop Kummerdkarn
Contact Number : 0-2618-1147, 0-2618-1143,
0-2618-1141, 0-2618-1140

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

- 7.1 The Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited under the BTS-W3 Warrants (as shown in the attachment) that is correct and complete and duly signed by the warrant holders. The warrant holders may obtain such Form at Bualuang Securities Public Company Limited or their respective securities brokers or download it from the Company's website <http://www.btsgroup.co.th>
- 7.2 The warrant certificate or the warrant certificate substitute in the number specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the BTS-W3 Warrants

Exercise with Warrant Certificate

Deliver the warrant certificate in the amount specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the BTS-W3 Warrants

Exercise in Scripless System Form

Deliver the warrant certificate substitute in the amount specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the BTS-W3 Warrants

- (a) In the case that the warrant holders have their own securities trading accounts and the Warrants are kept in the account named “Thailand Securities Depository Company Limited for Depositors”, the warrant holders who wish to exercise the Warrants shall give notification of intention to exercise the Warrants and fill in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the Stock Exchange of Thailand, and submit the same to their respective securities brokers. Such securities brokers will proceed to notify the Thailand Securities Depository Company Limited (“TSD”) to withdraw the Warrants from the account named “Thailand Securities Depository Company Limited for Depositors”. TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company’s newly issued ordinary shares.
- (b) In the case that the warrant holders do not have a securities trading account and the Warrants are kept with TSD in the account named “Issuer Account”, the warrant holders who wish to exercise the Warrants shall give notification of intention to exercise the Warrants, fill in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the SET and submit the same TSD requesting for the withdrawal of the Warrants from the issuer account. TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company’s newly issued ordinary shares.

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

7.3 Supporting documents required for the exercise of the Warrants:

- 1) Thai individuals : A certified true copy of a valid identification card or governmental officer identification card or state enterprise officer identification card, and a certified true copy of the

household registration (in case of any change in name/surname which causes the name/surname to be different from the name/surname appearing on the Warrants, a certified true copy of any document issued by the governmental authority e.g. marriage certificate, divorce certificate, certificate of name/surname change, etc. must be enclosed.)

- 2) Non-Thai individuals : A certified true copy of a valid foreigner certificate or passport.
- 3) Thai legal entities :
 - 3.1) A certified true copy of the affidavit issued by the Ministry of Commerce within a period of no longer than 6 months prior to the respective exercise date, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any); and
 - 3.2) A certified true copy of the valid documents specified in Clause 1) or 2) (as the case may be) of the authorized signatory(ies) who certifies true copy of the documents under Clause 3.1)
- 4) Non-Thai legal entities :
 - 4.1) A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any);
 - 4.2) A certified true copy of the valid passport of the authorized signatory(ies) who certifies true copy of the documents under Clause 4.1)

Documents under Clause 4.1) and 4.2), which are certified as the true copies by the authorized signatory(ies), shall be notarized by the Notary Public within a period of no longer than 6 months prior to the respective exercise date. In addition, in case the exercise of the Warrants is submitted through a custodian, a certified true copy of the custodian appointment letter and valid documents specified in Clause 1) or 2) must be enclosed.

7.4 Evidence of payment as according to the amount specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the BTS-W3 Warrants

8. Payment Method

- 8.1 Make the payment by cheque, cashier's cheque or draft which can be called for collection in Bangkok within the next 2 business days (the date specified in cheque, cashier's cheque or draft must be no later than March 28, 2017 and such payment documents must be crossed and made payable to "Bualuang Securities Public Company Limited for Share Subscription" and must also be submitted together with the documents under Clause 7.1 – 7.4 within 3.30 p.m. of March 28, 2017 to the Agent Receiving Exercise Intention;
- 8.2 Make the payment by money transfer payable to "Bualuang Securities Public Company Limited for Share Subscription" during March 24, 2017 and March 27 – 30, 2017 and submit a copy of evidence of such money transfer together with the documents under Clause 7.1 – 7.4 within 3.30 p.m. of March 30, 2017 to the Agent Receiving Exercise Intention. The account details of "Bualuang Securities Public Company Limited for Share Subscription" are as follows:

Bank name	Bangkok Bank Public Company Limited
Account name	"Bualuang Securities Public Company Limited for Share Subscription"
Account number	101-3-34906-1
Type of account	Current Account
Branch	Head Office
SWIFT Code	BKKBTHBK

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

For more details regarding the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No. 3 (BTS-W3), please download from the Company's website at http://bts.listedcompany.com/stock_chart_interactive_w3.html.

Please be informed accordingly.

Sincerely yours,

BTS Group Holdings Public Company Limited

-Mr. Kong Chi Keung-

Executive Director and Deputy Chief Executive Officer



Attachment

No.....

Form for the Notification of Intention to Exercise

the Rights to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited No.3 ("BTS-W3")

To the Board of Directors of BTS Group Holdings Public Company Limited

Intention Notification Date.....

Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of BTS Group Holdings Public Company Limited ("Warrant Holder")

Please completely fill in the information below

I/We (Please specify type of Warrant Holder)

- Form fields for National Person of Thai Nationality and Alien Nationality, including ID Card No and Company Registration No.

Name Mr. Mrs. Miss Juristic Gender Male Female

Contact Address No. Moo. Lane/Soi. Road.

Sub-district District. Province Postal Code.

Telephone E-mail Nationality Occupation.

Date of Birth - Date/Month/Year (A.D.) Tax Identification No. Condition of Withholding Tax Non-Withholding Tax Withholding Tax

Being the Warrant Holder of BTS Group Holdings Public Company Limited (the "Company"), I/we hereby intend to exercise the rights to purchase the newly issued ordinary shares of the Company for the Warrants in the amount ofunit(s) at the exercise ratio of 1 warrant unit for 1 newly issued ordinary share as follows:

Table with columns: Holding Warrant Certificate, Holding Warrant Certificate Substitute Document, and sub-columns for Warrant Certificate No., Document No., Date, Broker Member ID, No. of Shares, Exercise Price, and Total Amount.

If the newly issued ordinary shares are allotted to me/us, I/we hereby agree and instruct the Company to proceed as follows: (Please mark as applicable)

- Options for securities trading account (deposit shares) or no securities trading account (issue share certificate).

I/We herewith submit my/our payment for the exercise of Warrants to purchase the said shares by

- Options for payment: Money Transfer, Personal Cheque, Cashier Cheque, Draft.

I/We hereby, represent and warrant that I/we will exercise the rights under the Warrants to purchase the newly issued ordinary shares as stated above and will not cancel such transaction.

Signed.....Warrant Holder

Receipt of Form for the Notification of Intention to Exercise of BTS-W3 (This Section must be completed by the Warrant Holder)

No..... Date.....

I/We (.....) hereby intend to exercise the rights to purchase the newly issued ordinary shares of BTS Group Holdings Public Company Limited under the Warrants in the amount of.....share(s) at the price of Baht 12.00 per share, totaling in the amount of Baht.....

(.....Baht)

made payable by Money Transfer Personal Cheque Cashier Cheque Draft, Cheque No.....Date..... Bank..... Branch.....

If the newly issued ordinary shares are allotted to me/us, I/we hereby agree and instruct the Company to proceed as follows:

- Options for share allotment: Deposit shares, Issue share certificate to own name, Issue share certificate.

Authorized Officer

BROKER

ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
002	บริษัทหลักทรัพย์ ทิสโก้ จำกัด TISCO SECURITIES COMPANY LIMITED	029	บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน) KRUNGSRISRI SECURITIES PUBLIC COMPANY LIMITED
003	บริษัทหลักทรัพย์ คันทรี กรุ๊ป จำกัด (มหาชน) COUNTRY GROUP SECURITIES PUBLIC COMPANY LIMITED	030	บริษัทหลักทรัพย์ ไอ วี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC COMPANY LIMITED
004	บริษัทหลักทรัพย์ ดีบีเอส วิกเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) COMPANY LIMITED	032	บริษัทหลักทรัพย์ เคทีบี (ประเทศไทย) จำกัด KTB SECURITIES (THAILAND) COMPANY LIMITED
005	บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮ้าส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC COMPANY LIMITED	034	บริษัทหลักทรัพย์ ฟิลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ ภัทร จำกัด (มหาชน) PHATRA SECURITIES PUBLIC COMPANY LIMITED	038	บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน) AEC SECURITIES PUBLIC COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีไอเอ็มบี (ประเทศไทย) จำกัด CIMB SECURITIES (THAILAND) COMPANY LIMITED	048	บริษัทหลักทรัพย์ อีรา จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
008	บริษัทหลักทรัพย์ เอเชีย พลัส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ASIA PLUS GROUP HOLDINGS SECURITIES PUBLIC COMPANY LIMITED	200	บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน) KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LIMITED
011	บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	213	บริษัทหลักทรัพย์ เอเชีย เวลท์ จำกัด ASIA WEALTH COMPANY LIMITED
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	224	บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
014	บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน) CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED	225	บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LIMITED
015	บริษัทหลักทรัพย์ แอปเปิล เวลธ์ จำกัด (มหาชน) APPLE WEALTH SECURITIES PUBLIC COMPANY LIMITED	229	บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด JPMORGAN SECURITIES (THAILAND) LIMITED
016	บริษัทหลักทรัพย์ ธนชาต จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	230	บริษัทหลักทรัพย์ โกลเบล็ก จำกัด GLOBLEX SECURITIES COMPANY LIMITED
019	บริษัทหลักทรัพย์ เคเคเทรด จำกัด KKTRADE SECURITIES COMPANY LIMITED	244	บริษัทหลักทรัพย์ แมคควอรี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
022	บริษัทหลักทรัพย์ ตรีเนิตี้ จำกัด TRINITY SECURITIES COMPANY LIMITED	247	บริษัทหลักทรัพย์ เครดิต สวิส (ประเทศไทย) จำกัด CREDIT SUISSE SECURITIES (THAILAND) LIMITED
023	บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด SCB SECURITIES COMPANY LIMITED	248	บริษัทหลักทรัพย์ เคที ซีมิโก้ จำกัด KT ZMICO SECURITIES COMPANY LIMITED
026	บริษัทหลักทรัพย์ ยูโอบี เคย์เฮียน (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
027	บริษัทหลักทรัพย์ อาร์เอสบี โอเอสเค (ประเทศไทย) จำกัด (มหาชน) RHB OSK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	050	บริษัทหลักทรัพย์ เอเอสแอล จำกัด ASL SECURITIES COMPANY LIMITED
		051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES CO., LTD.
SUB BROKER			
236	ธนาคารทิสโก้ จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	243	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED
242	บริษัทหลักทรัพย์ ซิตีคอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED	245	ธนาคารธนชาต จำกัด (มหาชน) THANACHART BANK PUBLIC COMPANY LIMITED
CUSTODIAN			
301	ธนาคารซิตีแบงก์ เอ็น.เอ. (CUSTODY SERVICES) CITIBANK N.A. (CUSTODY SERVICES)	329	ธนาคารทหารไทย จำกัด (มหาชน) เพื่อผู้รับฝากทรัพย์สิน TMB BANK PUBLIC COMPANY LIMITED (CUSTODIAN)
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED	330	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชัน จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORPORATION LTD.
303	ธนาคารกรุงเทพ จำกัด (มหาชน) (ผู้รับฝากทรัพย์สิน) BANGKOK BANK PUBLIC COMPANY LIMITED - CUSTODY	334	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN
304	ธนาคารฮ่องกงและเซี่ยงไฮ้ แบงกิง คอร์ปอเรชัน จำกัด THE HONGKONG AND SHANGHAI BANKING CORPORATION LTD. BKK	336	ธนาคารเกียรตินาคิน จำกัด (มหาชน) KIATNAKIN BANK PUBLIC COMPANY LIMITED
305	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อการชำระราคาหลักทรัพย์) THE KRUNG THAI BANK PUBLIC COMPANY LIMITED	337	ธนาคารทหารไทย จำกัด (มหาชน) TMB BANK PUBLIC COMPANY LIMITED
308	ธนาคารกสิกรไทย จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) KASIKORN BANK PUBLIC COMPANY LIMITED - CUSTODIAN	339	ธนาคารทิสโก้ จำกัด (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED - CUSTODIAN
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED (THAI) BANK PUBLIC COMPANY LIMITED	340	ธนาคาร เจพีมอร์แกน เชส (เพื่อการค้าตราสารหนี้) JPMORGAN CHASE BANK (BOND TRADING)
316	ธนาคารไอซีบีซี (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	343	ธนาคารซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
320	ธนาคารดอยซ์แบงก์ เอจี สาขากรุงเทพ - เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES	345	ธนาคารธนชาต จำกัด (มหาชน) เพื่อรับฝากทรัพย์สิน THANACHART BANK PUBLIC COMPANY LIMITED - CUSTODIAN
326	ธนาคารเดอเอชแอลแบงก์ออฟสกอตแลนด์ เอ็น.วี. สาขากรุงเทพ THE ROYAL BANK OF SCOTLAND N.V. BANGKOK BRANCH	425	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED		