

(-Translation-)

Ref. No. BTS 2875/2017

December 26, 2017

Subject : The issuance and offering of debentures

To : The President  
The Stock Exchange of Thailand

Reference is made to the resolution of the 2016 Annual General Meeting of Shareholders of BTS Group Holdings Public Company Limited (the “Company”) held on July 22, 2016 which approved the issuance and offering of debentures of the Company in the principal amount of not exceeding Baht 30,000 million (or the equivalent amount in any other currency) and the delegation of authority to the Board of Directors, the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to determine the details relevant to the issuance and offering of the debentures for the utmost benefit of the Company. Thereafter, the Executive Committee’s Meeting No. 10/2017 held on November 30, 2017 resolved to approve the issuance and offering of the debentures of the Company No. 1/2017 in the total amount of up to Baht 7,000 million for the purposes of repayment of existing debts and/or investment and/or financing the working capital of the Company.

In this regard, the Company would like to inform you that today (December 26, 2017), the Company has issued and offered the debentures of the Company No. 1/2017 in the total amount of Baht 7,000 million to institutional investors and high net worth investors (II&HNW) with the preliminary details as follows:

Issuer	BTS Group Holdings Public Company Limited
Issue date	December 26, 2017
Debenture type	Senior unsecured debentures without debentureholders’ representative
Placement type	Placement to institutional investors and high net worth investors (II&HNW)
Currency	Thai Baht
Issue size	Baht 7,000 million
Offering details	<p><u>Tranche 1</u> : “<b>The debentures of BTS Group Holdings Public Company Limited No. 1/2017, Tranche 1, due 2020</b>” having a term of 3 years, in the amount of 1,500,000 units or equivalent to Baht 1,500 million, with the fixed interest rate of 2.24% per annum;</p> <p><u>Tranche 2</u> : “<b>The debentures of BTS Group Holdings Public Company Limited No. 1/2017, Tranche 2, due 2022</b>” having a term of 5 years, in the amount of 1,500,000 units or equivalent to Baht 1,500 million, with the fixed interest rate of 2.64% per annum;</p> <p><u>Tranche 3</u> : “<b>The debentures of BTS Group Holdings Public Company Limited No. 1/2017, Tranche 3, due 2027</b>” having a</p>

	term of 10 years, in the amount of 2,000,000 units or equivalent to Baht 2,000 million, with the fixed interest rate of 3.65% per annum; <b>Tranche 4 : “The debentures of BTS Group Holdings Public Company Limited No. 1/2017, Tranche 4, due 2029”</b> having a term of 12 years, in the amount of 2,000,000 units or equivalent to Baht 2,000 million, with the fixed interest rate of 3.78% per annum;
Par value	Baht 1,000 per unit
Interest payment date	Interest on the debentures shall be payable semi-annually on every June 26 and December 26 of each year commencing June 26, 2018 and ending on the maturity date in respect of the debentures
Call option / Put option	-None-
Credit rating of debentures	A / Stable by TRIS Rating Co., Ltd. (as of December 8, 2017)
Joint-lead managers	Bangkok Bank Public Company Limited The Hongkong and Shanghai Banking Corporation Limited, Bangkok Branch
Registrar	Bangkok Bank Public Company Limited

Please be informed accordingly.

Sincerely yours,  
BTS Group Holdings Public Company Limited

*-Mr. Kong Chi Keung-*  
Executive Director and Deputy Chief Executive Officer