

BTSGIF General Presentation Aug 2019

Disclaimer



This is not prospectus of BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF" or "the Fund"). Investment in the Funds contains certain risk. Before investing, please carefully study the prospectus of the Funds. An investment in investment units shall not be deemed as deposit of money. The unitholders may receive an amount of any return that is more or less than the initial amount invested. Furthermore, the Fund has intention to invest in infrastructure projects which is a long-term investment; as a consequence, the investors ought to be aware of its risks from and returns on investment in investment units.

This Fund invests in the future net farebox revenue from the Core BTS SkyTrain System. Its value may decrease along with elapse of the concession term, thus decreasing the value of the investment units accordingly. The unitholders will receive return of initial investment in the form of dividend and capital return. Once the term expires according to the Net Revenue Purchase and Transfer Agreement that the Fund has invested in, the value of the investment units may decrease to Baht zero.

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For more information relating to the Fund, please visit <u>www.btsgif.com</u> or <u>www.bblam.co.th</u>

Contents



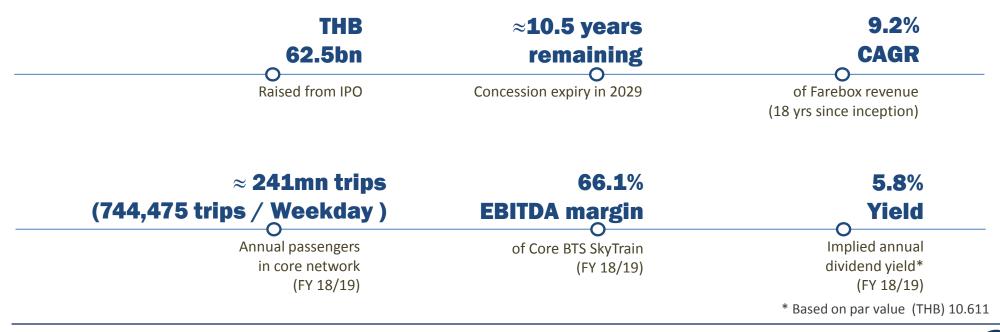
		Page
١.	BTSGIF at a Glance	4
н.	BTSGIF Investment Highlights	9
III.	BTSGIF Performance Summary	18
IV.	Conclusion	22
	Appendix	
	Background of Infrastructure Funds (IFFs)	24
	BTSGIF's Structure	28
	Initial Assets and O&M Business (BTSGIF's Call Option)	30
	Existing Bangkok Mass Transit Network	31
	Targeted Lines by BTS Group	32
	Forecast of Farebox Revenue, Costs and Additional Investment Project until FY 29/30 and FY19/20 Guidance	34
	BTSGIF Performance	40
	Suksa Wittaya Station (S4)	48
	Historical Fare Adjustment	49

BTSGIF At a Glance



BTSGIF	Stock information	
✓ BTSGIF is the first Infrastructure Fund in Thailand	Stock code	BTSGIF
 Invest in the 23.5km of BTS Core Network with 10.5 years concession remaining 	Outstanding shares (mn)	5,788
 Position to benefit from passenger growth, fare increase and operating 	Market capitalisation (THB mn)*	63,668.0
 leverage on Core Network ✓ Seek for new opportunities from mass transit infrastructure projects with 	Market capitalisation (USD mn)*	2,068.8
strong cash flow potential	Closing price*	11.00

*as of 31 Jul 2019



BTSGIF At a Glance

Invest in 23.5km of BTS Core Network, 10.5 years concession remaining

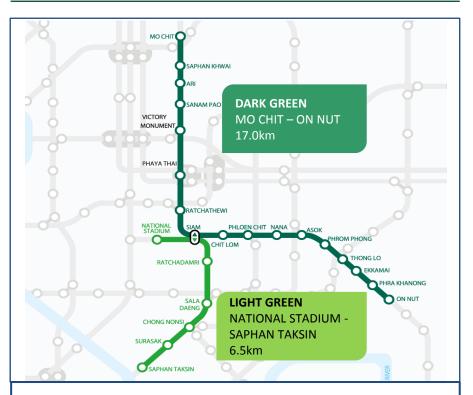


Fund summary

Fund Name Sponsors Fund Management Company Fund Supervisor Initial Asset	 BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") BTS Group Holdings PCL ("BTSG") and Bangkok Mass Transit System PCL ("BTSC") BBL Asset Management Co., Ltd. ("BBLAM") Standard Chartered Bank (Thai) Pcl. ("SCBT") Future net farebox revenue (Farebox revenue less related operating cost and CAPEX) from the Core BTS SkyTrain system (23.5km) Concession period ending 4 December 2029 (approximately 10.5 years remaining) Investment cost : THB 61,399mn American Appraisal appraisal value:
	 THB 61,000mn (Discount rate 9.0%) fnAsia appraisal value: THB 59,400mn (Discount rate 8.8%)⁽¹⁾
Total Investment Units	5,788mn investment units
Par Value	THB 10.8 per investment unit (THB 10.442 per investment unit as of Jun 2019)
Registered Capital	THB 62,510.4mn; THB 60,438.3mn as of Jun 2019
Lock-up Arrangement	Lock-up of BTSG's 33.3% holding of BTSGIF units for 10 years from FY 13/14 to FY 22/23

 $\ensuremath{^{(1)}}$ Discount cash flow without adjusting Mid-Year Convention

Initial asset: Core BTS SkyTrain system (until 2029)

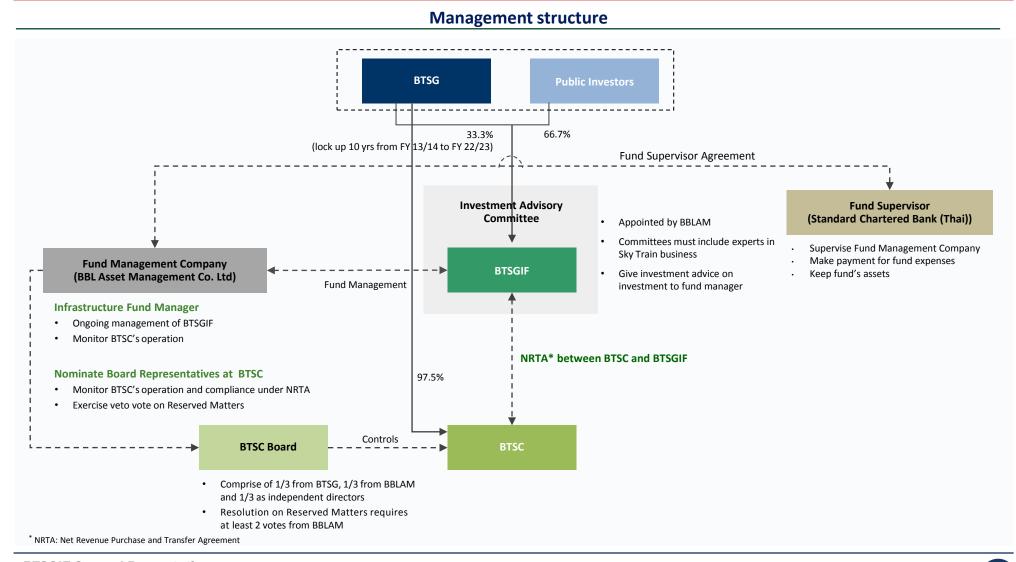


- 30-year concession (ending 4 Dec 2029) to exclusively collect ridership fare (and bear related expenses and capital expenditure)
- 23 stations over 23.5km located at CBD area of Bangkok
- All investments made by BTSC: Including civil works, E&M and trains (except land acquisition)
- No revenue sharing or concession fees to BMA

BTSGIF At a Glance

Strong governance framework: one-third investment by BTS with 10 years lock-up





Section I: BTSGIF at a Glance

BTSGIF At a Glance

Secure net farebox revenue transferred to BTSGIF

I. Net farebox revenue (transferred to BTSGIF daily) II. Incentive fee PAYABLE BY BTSGIF TO BTSC ONLY WHEN **OPERATING** CAPITAL FAREBOX REVENUE net of NET FAREBOX REVENUE EXCEEDS BUDGET **EXPENSES EXPENDITURE** All farebox revenue from New rolling stock for Cost relevant to the 1. NO INCENTIVE FEE passengers in the Core BTS Core BTS SkyTrain the Core BTS If actual net farebox revenue $\leq 100\%$ SkyTrain system system such as SkyTrain system to of Budget serve future ridership Other revenue and • maintenance expense, compensation from any 2. 10% INCENTIVE FEE staff cost, On actual amount exceeding 100% person under, arising out of or • electricity, etc. but not exceeding 125% of budget relating to concession or the farebox revenue of the Core BTS SkyTrain system 3. FEE FROM ITEM 2 PLUS 15% OF THE **INCREMENTAL AMOUNT EXCEEDING** Excludes revenue from O&M 125% business extension, media If actual amount > 125% of budget business and revenue from BTSC's other business

BTSGIF revenue



Contents



		Page
I.	BTSGIF at a Glance	4
П.	BTSGIF Investment Highlights	9
III.	BTSGIF Performance Summary	18
IV.	Conclusion	22
	Appendix	
	Background of Infrastructure Funds (IFFs)	24
	BTSGIF's Structure	28
	Initial Assets and O&M Business (BTSGIF's Call Option)	30
	Existing Bangkok Mass Transit Network	31
	Targeted Lines by BTS Group	32
	Forecast of Farebox Revenue, Costs and Additional Investment Project until FY 29/30 and FY19/20 Guidance	34
	BTSGIF Performance	40
	Suksa Wittaya Station (S4)	48
	Historical Fare Adjustment	49

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 Attractive industry dynamics and strong government support Government's plan is to expand mass transit network from 123.4km currently to 515.2km in 2029
 Market share of mass transit is expected to increase from 13% to over 33% in 2037
• The Thai government has made explicit its policy to develop Bangkok's infrastructure by investing in mass transit projects
Resilient business with proven track record
Ridership has showed resilient growth, pass through several situations (CAGR 8.2% since inception)
Exclusive concession with flexibility to increase fares
• Able to increase fare in the core network without BMA's or national government's approval, in case under the authorised fare
Efficient executions with significant execution laws are
Efficient operations with significant operating leverage

- Sustainable margin from the strong operational performance and operating leverage
- Good margin compared to regional mass transit peers

5 Ample capacity for future growth with limited CAPEX

 Additional 46x 4-car trains to accommodate passengers in existing network and new Green Line extensions (3x4 car trains will be allocated to BTSGIF and will be used in the Core Network)

BTSC's personnel with extensive experience in the mass transit business

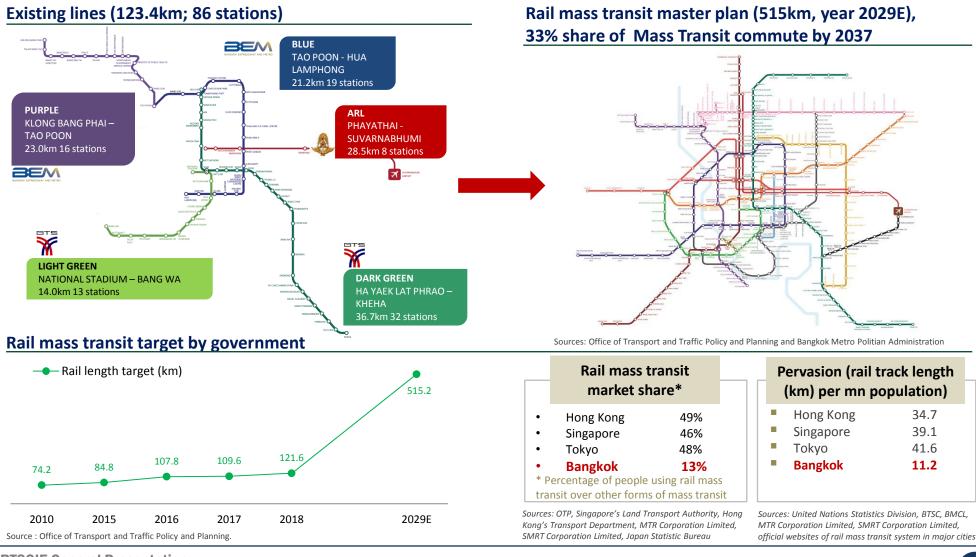
- Developer: BTS core network constructed in 35 months
- Operator: 19-years' experience in operating the SkyTrain green line network

Substantial investment opportunities from accretive mass transit expansion

- RoFR and call option on BTS existing contracts (30-yr O&M contracts and concession extension) as well as new mass transit lines by BTS
- Also able to seek out non-BTS related infrastructure opportunities and focus on projects with strong cash flow potential

1. Attractive industry dynamics and strong government support

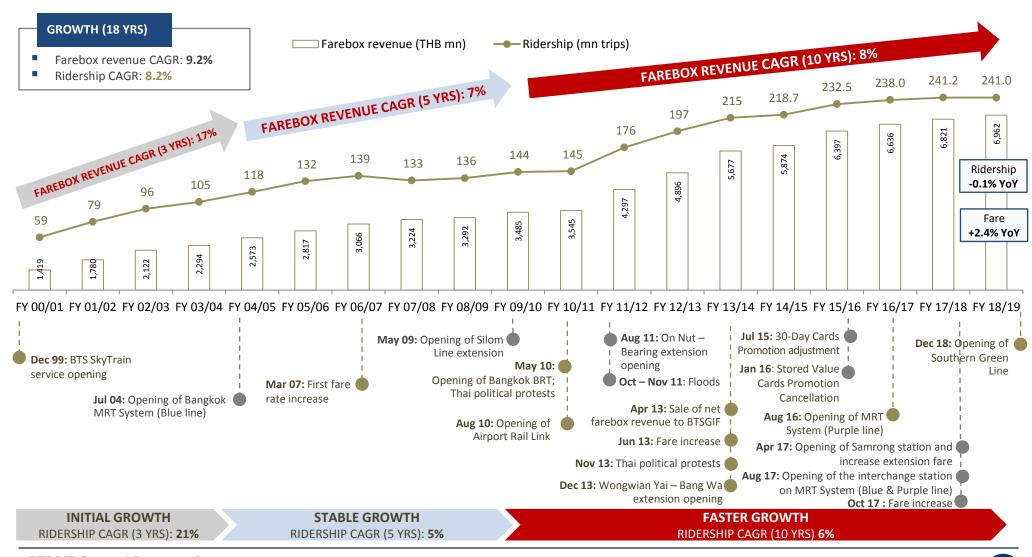




BTSGIF General Presentation Section II: BTSGIF Investment Highlights

2. Resilient business with proven track record





BTSGIF General Presentation Section II: BTSGIF Investment Highlights

3. Exclusive concession with flexibility to increase fares



Fare adjustment mechanism

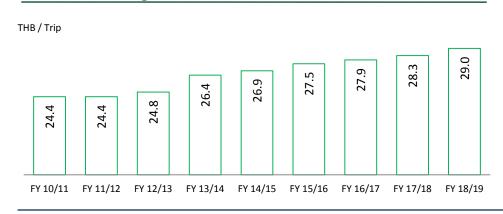
EFFECTIVE FARE

- Can be adjusted no more than once every 18 months by making announcement to BMA and public 30 days in advance
- Must not exceed the Authorised fare

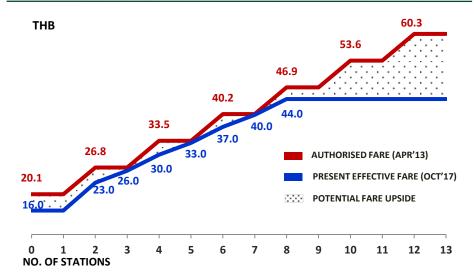
AUTHORISED FARE

Historical average fare

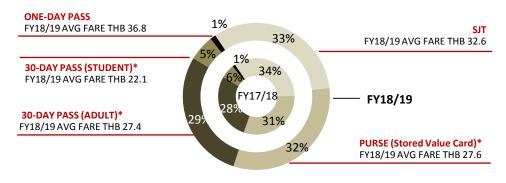
- Normal situation: upon change of Bangkok's CPI >=5%, may adjust up to 7% (No approval required)
- Special situation: upon change of CPI (>= 9%), USD/THB foreign exchange rate, interest rate or electricity costs (BMA approval required)



Distance-based fare by number of stations



Ridership by ticket types



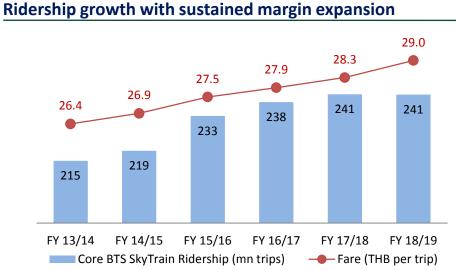
* Counted as Rabbit Cards (66%)

BTSGIF General Presentation Section II: **BTSGIF** Investment Highlights

12

4. Efficient operations with significant operating leverage

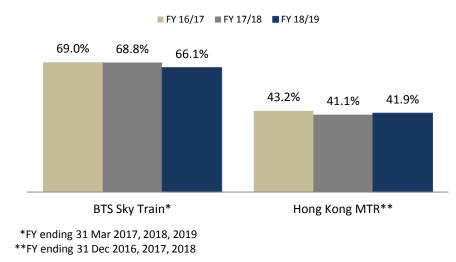




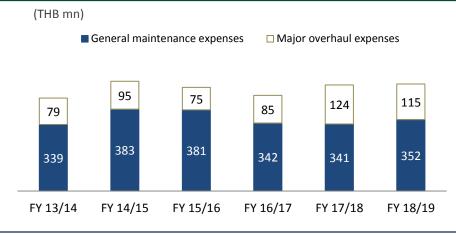
Key costs breakdown

Capital expenditures 11% 11% 16% 15% 5% 5% 22% 6% 4% 2% 6% 4% 1% Administrative and other 5% 4% 1% 5% 5% 3% 1% expenses 23% 20% Selling expenses 21% 18% 18% 16% Property insurance premium 25% 22% 21% 24% 25% 20% Utilities expenses 35% 36% 33% 33% 34% Maintenance costs 31% Employees expenses FY 13/14 FY 14/15 FY 15/16 FY 16/17 FY 17/18 FY 18/19 FY 13/14 started from 17 April 2013 (Fund establishment) to 31 March 2014.

EBITDA margin comparison with regional peers



Historical maintenance and overhaul



5. Ample capacity for future growth with limited CAPEX



Current Fleet	NO. OF TRAINS	TOTAL CARRIAGES	CAPACITY INCREASE (CUMULATIVE)	INDICATIVE CAPEX (THB mn)		
	X35	105		FULLY PAID		
	X12	48		FULLY PAID		
 Already operated in May 2013		35		FULLY PAID		
Already fully operated in Feb 2014	X5	20		FULLY PAID		
Total Current Fleet	X52	208				
Fleet Expansion						
To be completely delivered by 2019	X22***	88	+42.3%			
To be completely delivered by 2020	X24	96	+32.4%	~THB 9.8bn		
Total Future Fleet	X46	184	SYSTEM DESIGN CAPACITY	CURRENT CAPACITY		
* Passenger per hour per direction based on 6-car trains and 2min frequency in sky line ** Based on 4-car trains and 2.4min frequency in sky line (Sukhumvit Line) OF 50,000 PPHPD* OF 25,000** PPHPD						
*** The 3 new four-carriage trains (totaling 12 carriages) will be added to the core line. Cost to be allocated to BTSGIF is estimated at THB 652mn.						

6. BTSC's personnel with extensive experience in the mass transit business



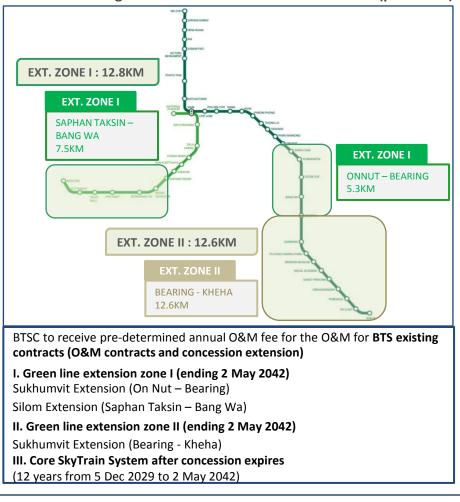
The BTSC team is composed of personnel with extensive experience in the mass transit business

Reliable operations team	 19-year track record All operations conducted in-house Service reliability recognised globally to be of a high standard Maintained full service operation and suffered no major asserted 	
Impeccable safety record	 Lloyd's Register: Certificate of Safety Management Systems OHSAS 18001:2007: Certificate of Cleanliness and Safety ISO9001:2008 No major system accidents in the past 18-year operation 	ISO 9001 BUREAU VERITAS Certification ISO 9001 BUREAU VERITAS Certification
Strong management expertise	 Mr. Keeree Kanjanapas Executive Chairman Mr. Surapong Laoha-Unya Executive Director / Chief Executive Officer / (Acting) Chief Administrative Officer 	 Dr. Anat Arbhabhirama Executive Committee Member / Chairman of Advisory Committee Mr. Kong Chi Keung Executive Committee Member / Chief Financial Officer

7. Substantial investment opportunities from accretive mass transit expansion

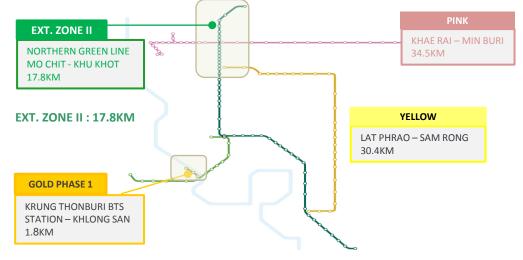


Existing BTS SkyTrain (48.9km under O&M contracts) 25.4km of existing extensions & 23.5km of core network (post 2029)



Future Green extension zone II and Pink & Yellow Monorail Lines





81.2km targeted lines by BTS Group in the next 5 years

BTS TARGET	ROUTE	AUTHORITY	DISTANCE (KM)	NO. OF STATION	EXPECTED OPERATING
GREEN EXT. (WESTERN)	BANG WA - TALING CHAN	BMA	7.0	6	2022-2023
LRT	BANG NA - SUVARNABHUMI	BMA	18.3	14	2022
GREY PHASE 1	WATCHARAPHON – THONG LO	BMA	16.3	15	2022
ORANGE (E) 🛛 🗮	THAILAND CULTURAL CENTER - MIN BURI	MRTA	22.6	17	2023
ORANGE (W)	TALING CHAN - THAILAND CULTURAL CENTER	MRTA	17.0	12	2023

🚝 Under construction

Contents



		Page
١.	BTSGIF at a Glance	4
١١.	BTSGIF Investment Highlights	9
III.	BTSGIF Performance Summary	18
IV.	Conclusion	22
	Appendix	
	Background of Infrastructure Funds (IFFs)	24
	BTSGIF's Structure	28
	Initial Assets and O&M Business (BTSGIF's Call Option)	30
	Existing Bangkok Mass Transit Network	31
	Targeted Lines by BTS Group	32
	Forecast of Farebox Revenue, Costs and Additional Investment Project until FY 29/30 and FY19/20 Guidance	34
	BTSGIF Performance	40
	Suksa Wittaya Station (S4)	48
	Historical Fare Adjustment	49

BTSGIF Performance Summary

Financial performance summary

Income Statement (THB mn)	FY 14/15	FY 15/16	FY 16/17	FY 17/18	FY 18/19	1 BTSGIF has achieved remarkable total income growth since
Total income	3,983.7	4,497.4	4,593.5	4,712.4	4,620.7	inception. For FY 18/19, ridership remained at 241.0mn trips,
Income from investment in NRTA	3,957.2	4,475.3	4,576.0	4,696.3	4,603.0	annual average fare at THB 29.0, increase of 2.4% YoY.
Total fund expense (THB mn)	(464.0)	(476.9)	(110.9)	(90.9)	(95.3)	2 Net investment income (to be paid to unitholders).
Net investment income (THB mn)	3,519.7	4,020.5	4,482.6	4,621.5	4,525.4	
Total distribution available to unitholders	3,889.7	4,391.5	4,498.8	4,621.5	4,525.4	
Balance Sheet (THB mn)						3 BTSGIF paid its total distribution to unitholders in 2 forms
NAV	65,488.4	66,783.6	67,025.8	66,588.0	60,119.3	 i) dividend payment (at least 90% of adjusted net profit) ii) capital return from amortisation of fund issuance cost (for FY
Interest bearing Debt	-	-	-	-	-	13/14 to FY 15/16) and from a decrease in value of Investment
Available amount for capital return	370.0	371.0	16.2	-	-	(NAV).
Per unit Data (THB per unit)						4 Currently, BTSGIF has no interest bearing debt. Per IFF criteria, BTSGIF
NAV per unit	11.3145	11.5382	11.5801	11.5045	10.3868	is able to leverage at maximum of 3 times of equity.
Dividend per unit	0.606	0.692	0.772	0.798	0.611	
Capital return per unit	0.125	0.064	0.000	0.000	0.169	Core network ridership and fare
Total distribution available to unitholders per unit	0.731	0.756	0.772	0.798	0.780	29.0
Capital per unit (beginning period)	10.800	10.675	10.611	10.611	10.611	27.5 27.9
Key ratio						26.4 26.9 FY 18/19 Ridership -0.1% YoY
Dividend yield*	5.6%	6.5%	7.3%	7.5%	5.8%	
Debt/Equity			No leverage			215 219 FY 18/19 Fare +2.4% YoY

* Dividend per unit / capital per unit



BTS

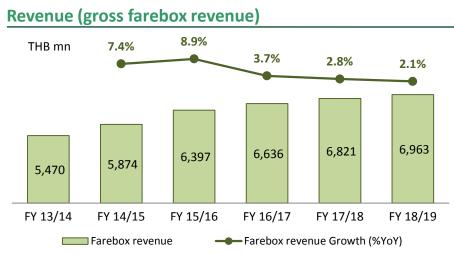
FY 13/14 FY 14/15 FY 15/16 FY 16/17 FY 17/18 FY 18/19

Core BTS SkyTrain Ridership (mn trips) — Fare (THB per trip)

18

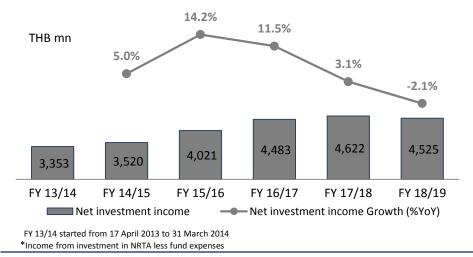
BTSGIF Performance Summary

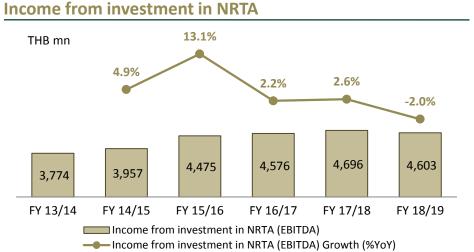
Key financial highlights



FY 13/14 started from 17 April 2013 to 31 March 2014

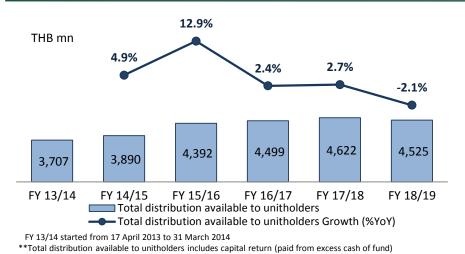
Net investment income*





FY 13/14 started from 17 April 2013 to 31 March 2014

Total distribution available to unitholders**



BTSGIF General Presentation Section III: **BTSGIF Performance Summary**

BTSGIF – Financial Performance Summary

Constant return to unitholders through dividend payment and capital return



Distribution to unitholders

(Total distribution of THB 25.6bn or THB 4.416 per unit since IPO)

DISTRIBUTION

Dividend policy: in aggregate for each financial year, payout shall not be less than 90% of adjusted net profit¹, if the Fund has sufficient retained earning (more than once a year)
 Capital return Policy: to return excess liquidity (if any; i.e. cash from amortisation of fund issuance costs, unrealised loss (non-cash expense)) by way of decreasing unit value.

🗖 Capital Return 🔲 Dividend



¹Adjusted net profit = BTSGIF net profit less unrealised gain from the appraisal of assets and other adjustment items to be in line with the cash-basis of BTSGIF

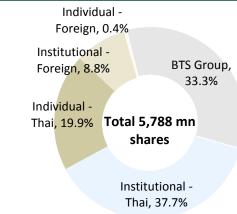
*From excess cash for the period from 17 Apr 2013 to 31 Mar 2015

BTSGIF General Presentation Section III: **BTSGIF Performance Summary**

Top 10 unitholders (10 Jun 2019)

		No. of Unit	% of total
1	BTS GROUP HOLDINGS PLC	1,929,000,000	33.3%
2	BANGKOK LIFE ASSURANCE PCL	375,239,000	6.5%
3	SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED	358,162,770	6.2%
4	SOCIAL SECURITY OFFICE	226,634,000	3.9%
5	LAND AND HOUSE BANK PCL	225,074,300	3.9%
6	LH FINANCIAL GROUP PUBLIC COMPANY	165,460,800	2.9%
7	KRUNGTHAI-AXA LIFE INSURANCE PUBLIC COMPANY LIMITED	158,561,200	2.7%
8	MR.KEEREE KANCHANAPAS	98,703,580	1.7%
9	THAI LIFE INSURANCE PCL	74,075,000	1.3%
10	MUANG THAI LIFE INSURANCE PCL	61,975,700	1.1%

Unitholders breakdown by type (10 Jun 2019)



Contents



		Page
I.	BTSGIF at a Glance	4
П.	BTSGIF Investment Highlights	9
III.	BTSGIF Performance Summary	18
IV.	Conclusion	22
	Appendix	
	Background of Infrastructure Funds (IFFs)	24
	BTSGIF's Structure	28
	Initial Assets and O&M Business (BTSGIF's Call Option)	30
	Existing Bangkok Mass Transit Network	31
	Targeted Lines by BTS Group	32
	Forecast of Farebox Revenue, Costs and Additional Investment Project until FY 29/30 and FY19/20 Guidance	34
	BTSGIF Performance	40
	Suksa Wittaya Station (S4)	48
	Historical Fare Adjustment	49



Conclusion



Delivering on Investors Expectation

- Yield through dividend payment and capital return
- Tax benefit (exempt 10% income tax from dividend receipt for 10 years for individual)

Security

- Creditor step-in rights
- 1/3 of BTSC board membership are nominated by the Fund
- BTSG pledges all of its BTSC shares (97.5%) to guarantee BTSC's obligations

Sponsor Alignment of Interest

- 1/3 holding by BTS Group
- 10 years lock up until 2023

Growth Opportunities

- · Resilience ridership and flexibility to increase fare
- Acquisition growth:-
 - Call option and RoFR for BTS existing and future lines
 - 48.9km (25.4km of existing extensions & 23.5km of core network post 2029) under O&M contracts
 - 84.5km future extension and new lines
 - 81.2km ongoing projects targeted by BTS Group
 - Non-BTS infrastructure projects with strong cashflow potential

Ability to Leverage

• Able to leverage up to 3 times of equity



Contents



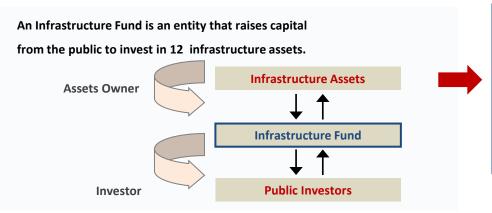
		Page
١.	BTSGIF at a Glance	4
н.	BTSGIF Investment Highlights	9
III.	BTSGIF Performance Summary	18
IV.	Conclusion	22
	Appendix	
	Background of Infrastructure Funds (IFFs)	24
	BTSGIF's Structure	28
	Initial Assets and O&M Business (BTSGIF's Call Option)	30
	Existing Bangkok Mass Transit Network	31
	Targeted Lines by BTS Group	32
	Forecast of Farebox Revenue, Costs and Additional Investment Project until FY 29/30 and FY19/20 Guidance	34
	BTSGIF Performance	40
	Suksa Wittaya Station (S4)	48
	Historical Fare Adjustment	49

Infrastructure Funds (IFFs)

Appendix: Background of Infrastructure Fund



What is an Infrastructure Fund?



Purpose of Infrastructure Fund

Government and Capital Market Regulatory Bodies' initiative

- To develop the country's infrastructure
- To allow access to infrastructure projects for a broader range of investors
- New financing alternative in order to speed up country's infrastructure projects and to release public debt burden

12 categorised assets in Infrastructure Fund

_				
	1.	Rail mass transit	8.	Alternative energy
	2.	Power plant	9.	Water supply management/
	3.	Water supply		Irrigation
	4.	Toll road/ Express way	10.	Natural disaster preventive
	5.	Airport		system
	6.	Deep seaport		Waste management
	7.	Telecommunication	12.	Multi-infrastructure relevant to 11 types above

Key benefits of Infrastructure Fund

Tax efficient investment vehicle that allows public market participants (institutional and retails) access to yield generating infrastructure investments.

- ✓ IFF is exempted from corporate income tax in Thailand
- ✓ Dividends received by individuals (Thailand and non-Thai) will be exempt from income tax for 10 years
- $\checkmark~$ Payout of not less than 90% of adjusted net income p.a.



BTSGIF General Presentation Appendix: Background of Infrastructure Fund

Key features of IFFs

Appendix: IFF is an alternative tax efficient structure and high payout vehicle



	Infrastructure Fund (IFF)	Property Fund (PFUND)	Real Estate Investment Trust (REIT)
Permissible investment assets	 12 specified infrastructure assets and Able to invest in green field projects i) not exceed 30% of total assets and sell to public (>= 500 buyers, list the investment units in SET) ii) exceed 30% of total assets and sell to high net worth investors (HNW) only (>= 35 buyers, must list the investment units within 3 years after completion) 	Invest in specified types of real estates under positive list (whether leasehold or freehold)	 Invest in specified real estates or Wholly own (not less than 99% of shares) a company established as the REIT (property holding business) Able to invest in green field projects (with some limitations)
oreign Investment	Allowed (but only for projects that benefits widely to public in Thailand)	Not allowed	Allowed
nvestment Requirement	Must invest at least 75% of total asset value in infrastructure assets no later than 6 months from the fund registration date	Must invest at least 75% of NAV in real estates or the leasehold rights of real estates	Must invest at least 75% of total asset value in real estates or the leasehold rights of real estates
Minimum paid-up capital after the offering (THB mn)	THB 2,000mn	THB 500mn	THB 500mn
.everage	Not exceed 3 times of equity	Not exceed 10% of net asset value	Not exceed 35% of total asset value (given no investment credit rating) Not exceed 60% of total asset value (the REIT obtains an investment credit rating)
Dividend payout	Minimum of 90% of annual adjusted net profit	Minimum of 90% of annual adjusted net profit	Minimum of 90% of annual adjusted net profit
Tax implication (investor level)	For individual (Thai & foreign): exempt tax on dividend for 10 years / no tax on capital gain For Thai corporate: 20% CIT for dividend (Exempted 50% for non-listed & 100% for listed company) / 20% CIT for capital gain For foreign corporate: N/A	<u>For Thai individual</u> : 10% WHT on dividend / no tax on capital gain <u>For Thai corporate:</u> 10% WHT on dividend / 20% CIT for dividend / 20% CIT for capital gain <u>For foreign individual & corporate</u> : N/A	<u>For individual (Thai & foreign)</u> : 10% WHT on dividend / no tax on capital gain <u>For Thai corporate</u> : 10% WHT on dividend / 20% CIT for dividend / 20% CIT for capital gain <u>For foreign corporate</u> : 10% WHT on dividend / N/A for capital gain
Total market capitalisation*	THB 386bn (currently 7 funds in Thailand)	THB 455bn (currently 6	1 funds/REITs in Thailand)
*As of 31 Jul 2019, excluded SUPEREIF			

BTSGIF General Presentation Appendix: Key features of IFFs

Infrastructure Funds in Thailand

Appendix: Total market cap of THB 386bn*



		JASSIF June Braded Harris Medication Fact	BRRGF	SUPEREIF
Sector	Transportation & Logistics	Info & Communication Technology	Energy & Utilities	Energy & Utilities
Sponsor Name / % of shares*	BTS Group Holding Public Co., Ltd (33.33%)	Jasmine International Public Co., Ltd (19.00%)	Buriram Sugar Public Co., Ltd (33.05%)	Super Energy Public Co., Ltd (20.00%)
First-day Trade	19 Apr 2013	16 Feb 2015	7 Aug 2017	21 Aug 2019
Size of fund Cap during IPO (THB bn)	62.5	55.0	3.6	5.15
Initial Par Value (THB)	10.80	10.00	10.30	10.00
No. of Units (mn)	5,788	5,500	350	515
Market Cap* (THB bn)	63.7	62.2	3.4	5.2**
Underlying Asset	Future net farebox revenue to be generated from the operation of the Core BTS SkyTrain System until the Concession Expiry Date, which is Dec 2029	Ownership of 980,000 core kilometers fiber optic network for broadband internet of Triple T Broadband Plc. (TTTBB). The lease of 80% of fiber optic network will expire in Feb 2026. The remaining 20%, JASIF can renew the contract every 3 years	Right to the Net Revenue Purchase and Transfer Agreement of Buriram Energy Co., Ltd. (expiry date on Aug 2028) and Buriram Power Co., Ltd., (expiry date on April 2035), the subsidiaries of Buriram Sugar Public Company Limited (BRR)	Right to the Net Revenue Purchase and Transfer Agreement of 17 Aunyawee Co., Ltd. and Health Planet Management (Thailand) Co., Ltd. (expiry date on Dec 2041), subsidiaries of Super Energy Public Company Limited (SUPER)
Mgmt Company	BBLAM	BBLAM	BBLAM	BBLAM
 * Information as of 31 Jul 2019, ** IPO Value 	excluded SUPEREIF			

Infrastructure Funds in Thailand (Cont')

Appendix: Total market cap of THB 386bn*



	ABPIF	DIF	EGATIF	TFFIF
Sector	Energy & Utilities	Info & Communication Technology	Energy & Utilities	Transportation & Logistics
Sponsor Name / % of shares*	AMATA B. Grimm Power Co., Ltd (29.97%)	TRUE Corporation Public Co., Ltd (28.90%)	Electricity Generating Authority of Thailand (25.00%)	Expressway Authority of Thailand (MOF held 10.00%)
First-day Trade	27 Sep 2013	27 Dec 2013	13 Jul 2015	31 Oct 2018
Size of fund Cap during IPO (THB bn)	6.3	58.1 (96.4 current cap*)	20.9	45.7
Initial Par Value / (THB)	10.50	10.00	10.00	10.00
No. of Units (mn)	600	9,637.9	2,085.5	4,570
Market Cap* (THB bn)	3.8	168.7	27.3	56.7
Underlying Asset	Revenue Sharing Agreement with "B.Grimm 1 and B.Grimm 2" which carry out power plant business until Sep 2019 and Sep 2022 respectively in Amata Nakorn Industrial Estate, Chonburi	Right to the rental revenues of 6,332 telecommunication towers and ownership of 8,939 telecommunication towers, core fiber-optic cable grids and related transmission equipment (FOC system), according to HSPA lease agreement in which will expire on Aug 2026 and ownership of FOC, broadband network	Future Availability Revenue obtainable from North Bangkok Power Plant Block 1, a Contracted Capacity of 670 MW, which is operated and owned by EGAT, for the period of 20 years	Right to receive 45% of the Net Toll Revenue collected from the initial expressways for a period of 30 years from the Transfer Date in the Revenue Transfer Agreement or RTA
Mgmt Company	KASSET	SCBAM	КТАМ	KTAM & MFC
* Information as of 31 Jul 2019, e	excluded SUPEREIF			

BTSGIF General Presentation Appendix: Infrastructure Funds in Thailand

BTSGIF Structure



Operating Assets

BTSC owns assets (including new assets invested

during BTSGIF life) and some assets to be

transferred to BMA at the end of concession

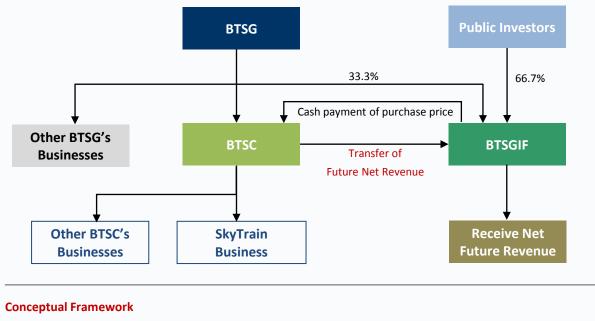
Transaction Structure

BTSC is awarded a concession from BMA

- BTSC has rights to operate the system and to receive revenue from the core 23.5 km (in full) from providing services to the public.
- At the end concession, BTSC will need to transfer assets to BMA.
- BTSC also provides O&M service to BMA to operate extension part of sky-train and is thus entitled to receive O&M fee from BMA

BTSGIF purchases all future net revenue from **BTSC** until the end of concession

- BTSC continues to operate the system under the concession
- BTSC will transfer net revenue to BTSGIF (i.e. revenues less operating expenses and capital expenditure)



Net Revenue

BTSGIF is entitled to receive farebox revenue from BTSC, net of relevant operating cost and capital expenditure

Key Protection Mechanism for BTSGIF Investor

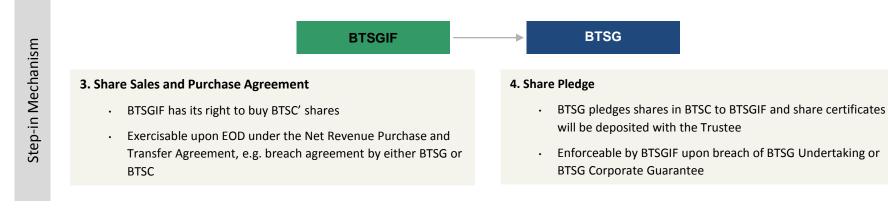
Protection 1Protection 2Protection 3Right to participate in
corporate governance of BTSC
and its businessContractual obligations /
covenants on BTSC and BTSGStep-in-mechanism

BTSGIF Structure

Appendix: Structure of Step-in Mechanism



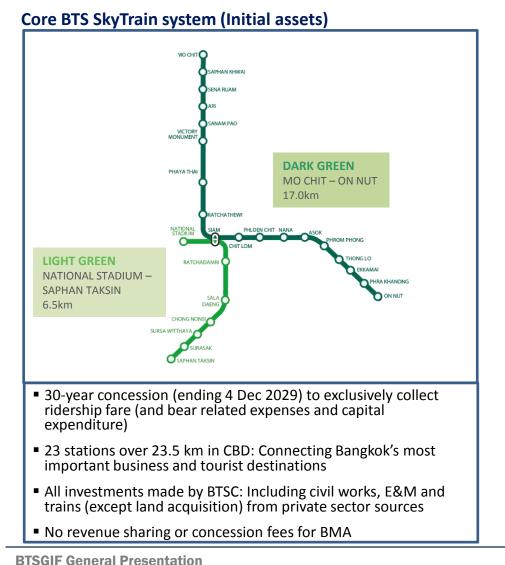
	BTSC BTSGIF	BTSG BTSGIF				
1	I. Net Revenue Purchase and Transfer Agreement	2. Sponsor Support and Guarantee Agreement				
	 BTSC to deliver net cash from the core BTS skytrain business to BTSGIF 	 BTSG to maintain shareholding in BTSC and not to create any encumbrances over BTSC's shares 				
	• BTSGIF can propose to be BTSC's board of director for 1/3	 To vote for person nominated by BTSGIF to be BTSC board of director 				
אפו בכווובוור	 Reserved matters shall be approved by at least 2 director representatives from the Fund 	 BTSG to pledge BTSC's shares (97.5%) to guarantee obligations 				
ц Э	 BTSGIF approves the operating budget 	 Guarantee BTSG's obligation under the Net Revenue Purchas and Transfer Agreement (Liability to BTSGIF limited to the 				
	 BTSGIF has right to purchase and right of first refusal to invest in BTSC's assets 	 transfer or value of BTSC shares) BTSGIF has right to purchase and right of first refusal to invest 				
	Criteria for new borrowing and new investment of BTSC	in BTSG's assets				

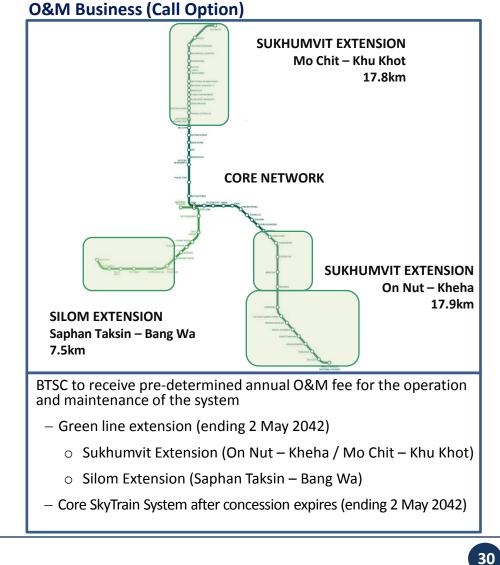


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Appendix: Initial assets and O&M business (BTSGIF's call option)



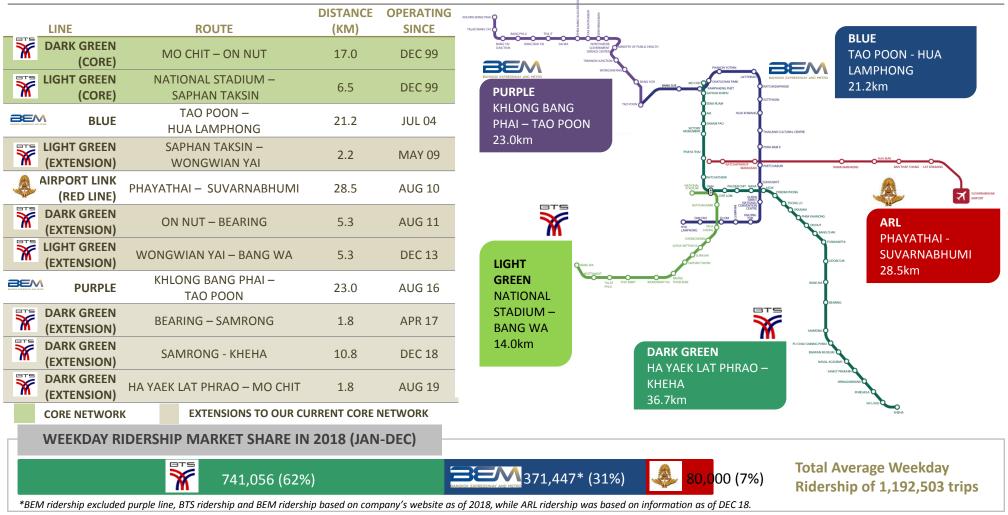




Appendix: Existing Bangkok Mass Transit Network



EXISTING LINES – 123.4KM; 86 STATIONS



BTSGIF General Presentation Appendix: Existing Bangkok Mass Transit Network

Appendix: Targeted lines by BTS Group : Focused on 5 lines in next 5 years



81.2km interested line in next 5 years

	Line	Route	Authority	Targeted operate year	Construction progress	No. of station	Distance (km)	_
	BLUE	HUA LAMPHONG - BANG KHAE	MRTA	2019	UNDER CONSTRUCTION	11	14.0	
	BLUE	BANG SUE - THA PRA	MRTA	2020	UNDER CONSTRUCTION	9	13.0	_
X	GREEN (NORTHERN)	МО СНІТ - КНИ КНОТ	BMA	2020	UNDER CONSTRUCTION	16	17.8	
*	PINK	KHAE RAI - MIN BURI	MRTA	Oct 2021	UNDER CONSTRUCTION	30	34.5	
X	YELLOW	LAT PHRAO - SAM RONG	MRTA	Oct 2021	UNDER CONSTRUCTION	23	30.4	
*	GOLD (PHASE I)	KRUNG THON BURI – KLONG SAN	BMA	Sep 2020	UNDER CONSTRUCTION	3	1.8	
G	GREEN EXT. (WESTERN)	BANG WA - TALING CHAN	ВМА	2022-2023		6	7.0	[]
	LRT	BANG NA - SUVARNABHUMI	BMA	2022		14	18.3	
	GREY (PHASE I)	WATCHARAPHON - THONG LO	BMA	2022		15	16.3	81.2
	ORANGE (EASTERN)	THAILAND CULTURAL CENTER - MIN BURI	MRTA	2023	UNDER CONSTRUCTION	17	22.6	l km
	ORANGE (WESTERN)	TALING CHAN - THAILAND CULTURAL CENTER	MRTA	2023		12	17.0	í]
	BLUE	BANG KHAE - BHUDHAMONTHON 4	MRTA	2021		4	8.0	7
	PURPLE (SOUTHERN)	TAO POON - RAT BURANA	MRTA	2022		17	23.6	-
	DARK RED	BANG SUE – HUA LUM PHONG	SRT	2020		5	6.5	-
	DARK RED	BANG SUE - RANGSIT	SRT	2021	UNDER CONSTRUCTION	8	26.3	-
	LIGHT RED	BANG SUE – PHAYATHAI – MAKKASAN – HUAMAK	SRT	2020		9	19.0	_
	LIGHT RED	BANG SUE – TALING CHAN	SRT	2021	UNDER CONSTRUCTION	4	15.0	
	Total (km)						291.1	-

Note: *Excluding 6 stations in ARL

CORE AND EXTENSIONS TO BTS CURRENT LINES

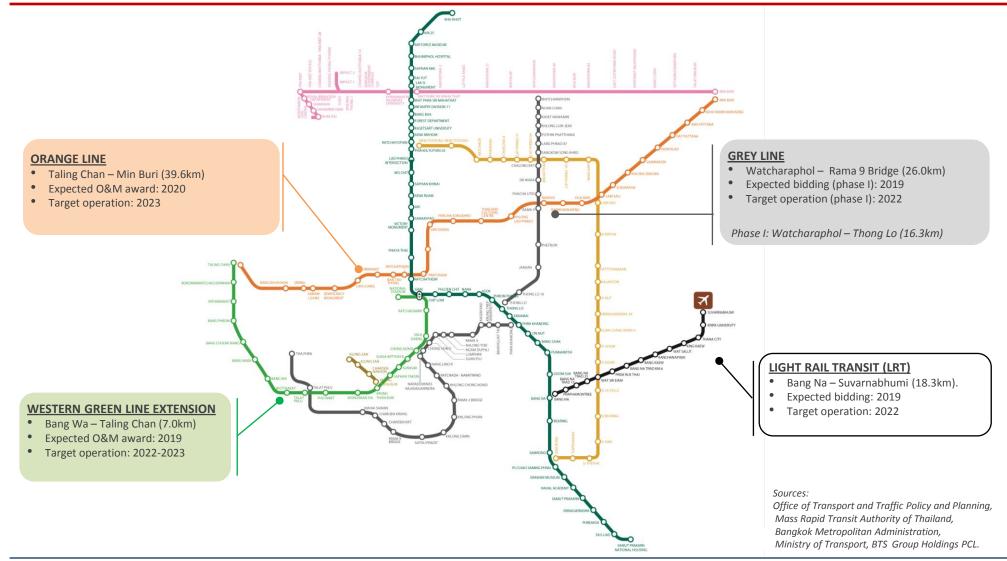
LINES CONNECTING TO BTS LINES

Sources: Office of Transport and Traffic Policy and Planning, Mass Rapid Transit Authority of Thailand, Bangkok Metropolitan Administration, State Railway of Thailand, Ministry of Transport, Bangkok Expressway and Metro Public Company Limited (BEM), BTS Group Holdings Public Company Limited (BTS)

BTSGIF General Presentation Appendix: Targeted lines by BTS Group

Appendix: Targeted lines by BTS Group

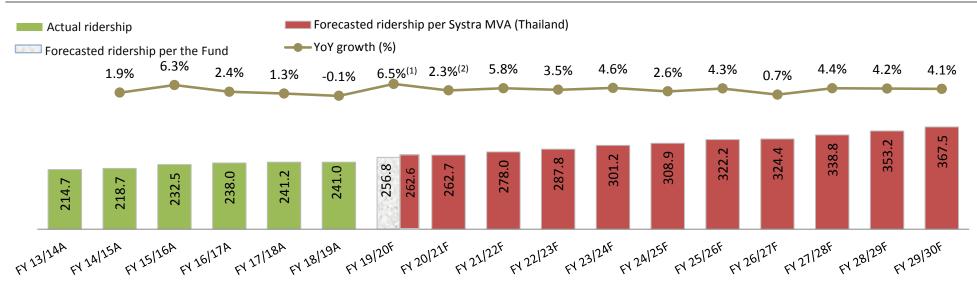




Appendix: Forecasted Ridership until FY 29/30 by Systra MVA (Thailand)



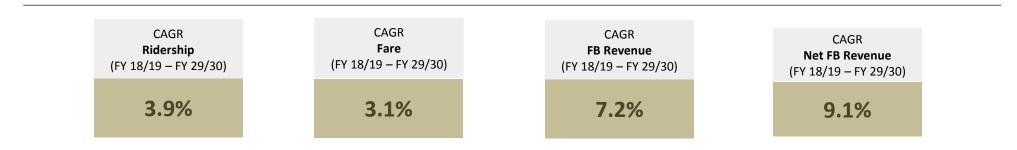
Projected ridership



Note: These projections were derived from valuation report by American Appraisal (Thailand) Ltd. (AA). For FY 13/14A, ridership was for the full year of FY 13/14.

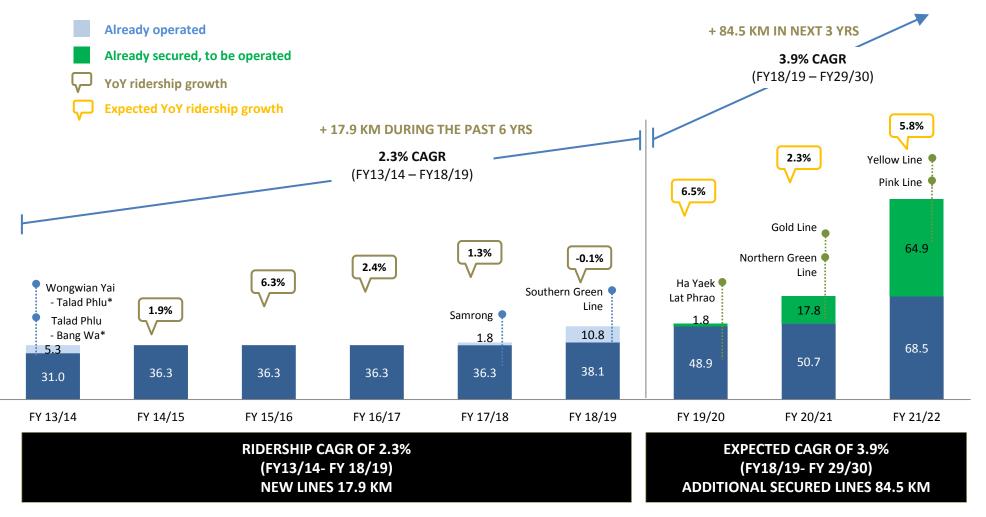
⁽¹⁾ YoY growth of forecasted ridership per the Fund (FY19/20) compared to actual ridership (FY18/19).

⁽²⁾ YoY growth of forecasted ridership per MVA compared to the Fund (FY19/20). If comparing to the forecasted ridership per MVA in FY19/20, the YoY growth would be flat.



Appendix: New lines as a key contributor to the expected ridership CAGR of 3.9%

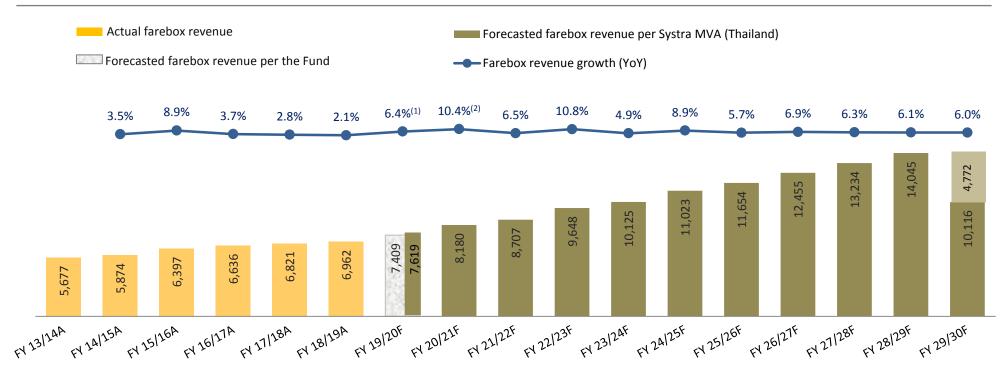




*Feb 13: Wongwian Yai – Talad Phlu (2 stations) Dec 13: Talad Phlu– Bang Wa (2 stations) Appendix: Forecast of Farebox Revenue until FY 29/30 by Systra MVA (Thailand)



Projected farebox revenue derived from valuation report



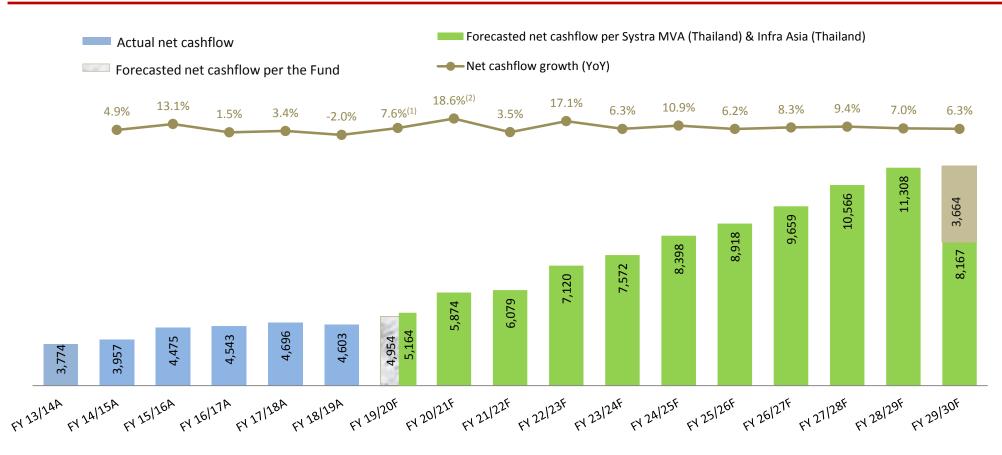
Note: These projections were derived from valuation report by American Appraisal (Thailand) Ltd. (AA). For FY 13/14A, farebox revenue was for the full year of FY 13/14.

⁽¹⁾ YoY growth of the forecast per the Fund (FY19/20) compared to actual (FY18/19)

⁽²⁾ YoY growth of the forecast per MVA compared to the Fund (FY19/20). If comparing to the forecast per MVA FY19/20, the YoY farebox revenue growth would be 7.4%.

Appendix: Projected Net Cashflow until FY 29/30 from Valuation Report





Note: Net cashflow has deducted additional investment costs for the construction and improvement of S4 and S6 stations.

⁽¹⁾ YoY growth of the forecast per the Fund (FY19/20) compared to actual (FY18/19)

⁽²⁾ YoY growth of the forecast per MVA & Infra Asia compared to the Fund (FY19/20). If comparing to the forecast per MVA and Infra Asia FY19/20, the net cashflow growth would be 13.8%.

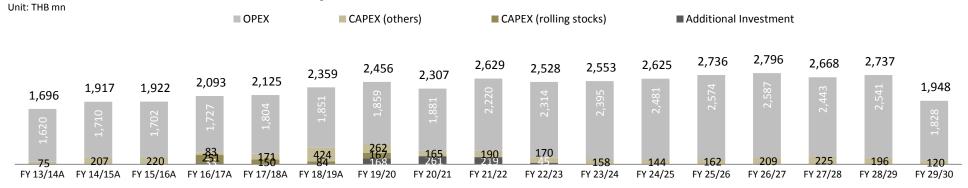
Appendix: Costs and additional investment projection



Key costs guidance

	Normalised guidance p.a. (THB mn) from FY 19/20 to FY 28/29 (10 years)	% of total	
OPEX	2,330	89%	*Maintenance expenses mainly con
Maintenance expenses*	811	31%	Siemens lump-sum contracts for cur
Staff cost	746	29%	new coming 3 trains, expected THB 4 (avg on a smooth basis) and the non
Utilities expense	510	19%	lump-sum contract (in-house P&C ma
Others	263	10%	
CAPEX	205	8%	Source: Estimated by the Fund based
Others	188	7%	Asia forecast and assumptions as of I
Rolling stocks	17	1%	and updated CAPEX and additional in from BTSC. Except FY 19/20 total cos
Additional Investment	69	3%	based on BTSC budget.
Total costs and additional investment	2,604	100%	

Costs and Additional Investment Projection

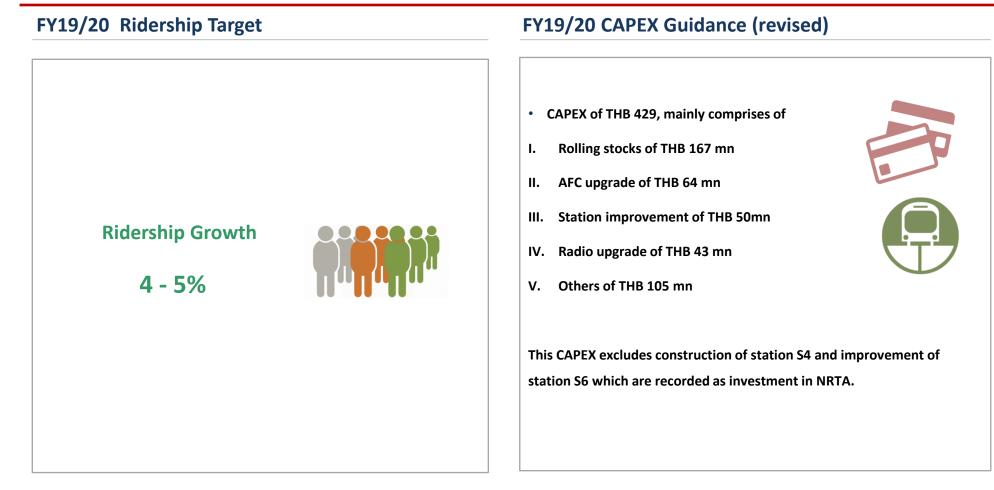


Sources: Estimated by the Fund based on valuation report from American Appraisal (Thailand) Ltd. which the forecast and assumptions were based on Infra Asia (Thailand) Ltd.'s report in May 2019 and updated CAPEX and additional investment from BTSC. Except for FY 19/20 was based on BTSC budget.

BTSGIF General Presentation Appendix: Costs and additional investment projection

Appendix: Ridership Target and CAPEX Guidance





Appendix: BTSGIF Income Statement



(Unit: THB mn)	FY 18/: (1 Apr 1 31 Mar	18-	FY 17/ (1 Apr : 31 Mar	17 -	/FY 16 (1 Apr 1 31 Mar	16 -	FY 15 (1 Apr 31 Ma	15 -
Income from investment in NRTA	4,603		4,696		4,576		4,475	
Interest income	18		16		18		22	
Total Income	4,621		4,712		4,594		4,497	
Fund management fee and expenses	85		81		83		82	
Amortisation of issuance costs	-		-		16		371	
Other expenses	10		10		12		24	
Total Expenses	95		91		111		477	
Net Investment Income	4,525		4,621		4,483		4,021	
Total Unrealised Gain on Investments	(6,300)		(400)		367		1,390	
Increase in Net Assets resulting from Operations	(1,775)		4,221		4,850		5,411	
Net Investment Income Margin (%)	98%		98%		98%		89%	
	:	THB/Unit		<u>THB/Unit</u>		<u>THB/Unit</u>		<u>THB/Unit</u>
Net income available to the unitholders (to be paid as dividend)	(1,775)	(0.306)	4,221	0.729	4,483	0.774	4,021	0.694
Add back excess liquidity from								
 Unrealised loss on investments (to be paid as dividend from retained earning) 	6,300	1.088	400	0.069				
- Amortisation of issuance cost (to be paid as capital return)	-	-	-	-	16	0.003	371	0.064
Total distribution available to unitholders	4,525	0.781	4,621	0.798	4,499	0.777	4,392	0.758

Appendix: BTSGIF Income Statement



Unit (THB mn)	1Q 19/20		1Q 18/19	% Yo	ργ	4Q 18/19		% QoQ	FY 18/19	FY 17/18	% YoY
Income from investment in NRTA	1,202		1,167	:	3%	987	7	22%	4,603	4,696	(2)%
Interest income	6		4	4	6%	5	5	18%	18	16	9%
Total Income	1,208		1,171	:	3%	992	2	22%	4,621	4,712	(2)%
Fund management fee and expenses	21		23	(7)%	22	2	(2)%	85	81	5%
Other expenses	2		10	(80	D)%	(9))	122%	10	10	6%
Total Expenses	23		33	(2	9)%	12	2	89%	95	91	5%
Net Investment Income	1,185		1,138		4%	980)	21%	4,525	4,621	(2)%
Total Unrealised Gain (Loss) on Investments	(300)		0	1	N/A	(5,300))	94%	(6,300)	(400)	(1,475)%
Increase in Net Assets resulting from Operations	885		1,138	(22	2)%	(4,320))	120%	(1,775)	4,221	(142)%
Net Investment Income Margin (%)	98%		97%			99%	, D		98%	98%	
	Ţ	HB/Unit	THE	<u>3/Unit</u>		<u>TI</u>	HB/Unit		<u>THB/Unit</u>	<u>THB/Un</u>	it
Net income available to the unitholders (to be paid as dividend)	885	0.153	1,138	0.196 (22	2)%	(4,320)	(0.746)	120%	(1,775) (0.306)	4,221 0.72	9 (142)%
Add back excess liquidity from											
 unrealised loss on investments (to be paid as capital return) 	300	0.051	-	- 1	N/A	5,300	0.915	(94)%	6,300 1.088	400 0.06	9 1,475%
Total distribution available to unitholders	1,185	0.204	1,138	0.196	4%	980	0.169	21%	4,525 0.781	4,621 0.79	8 (2)%

Appendix: BTSGIF Total Income from Investment in NRTA



(Unit: THB mn)	FY 18/19 (1 Apr 18 – 31 Mar 19)	FY 17/18 (1 Apr 17 – 31 Mar 18)	% ҮоҮ	FY 16/17 (1 Apr 16 – 31 Mar 17)	% ҮоҮ
Farebox revenues	6,963	6,821	2%	6,636	3%
Total O&M costs	2,360	2,125	11%	2,060	3%
Employees expenses	786	759	4%	720	5%
Maintenance costs	468	464	1%	427	9%
Utilities expenses	384	376	2%	367	2%
Property insurance premium	21	22	(2)%	27	(18%)
Selling expenses	78	82	(5)%	82	0%
Administrative and other expenses	115	101	14%	104	(3%)
Capital expenditures	508	321	58%	333	(4%)
Total income from investment in NRTA	4,603	4,696	(2)%	4,576	3%
Income from investment in NRTA margin (%)	66%	69%		69%	

Appendix: BTSGIF Total Income from Investment in NRTA



Unit (THB mn)	1Q 19/20	1Q 18/19	% ҮоҮ	4Q 18/19	% QoQ	FY 18/19	FY 17/18	% ҮоҮ
Farebox revenues	1,701	1,639*	4%	1,769	(4)%	6,963	6,821	2%
Total operating and maintenance costs	499	472	6%	782	(36)%	2,360	2,125	11%
Employees expenses	181	207	(13)%	152	19%	786	759	4%
Maintenance costs	106	115	(8)%	131	(19)%	468	464	1%
Utilities expenses	95	97	(2)%	94	0%	384	376	2%
Property insurance premium	0	0	N/A	22	(100)%	21	22	(2)%
Selling expenses	18	24	(27)%	12	54%	78	82	(5)%
Administrative and other expenses	19	19	2%	32	(40)%	115	101	14%
Capital expenditures	80	10	705%	339	(76)%	508	321	58%
Total income from investment in NRTA	1,202	1,167	3%	987	22%	4,603	4,696	(2)%
Income from investment in NRTA margin (%)	71%	71%		56%		66%	69%	

* In 1Q 18/19, farebox revenue is after deducting free-trip allowance to passengers from train services disruption of THB 19.2mn.

Appendix: BTSGIF Balance Sheet



(Unit : THB mn)	30 Jun 2019	31 Mar 2019	31 Mar 2018	31 Mar 2017
Investment in NRTA	58,800	59,100	65,400	65,800
(at cost)	61,432	61,432	(61,432)	(61,432)
Investment in Securities and Cash	1,096	1,173	1,216	1,192
Other Assets	142	5	65	50
Total Assets	60,038	60,278	66,681	67,042
Total Liabilities	12	159	93	16
Net Asset Value	60,026	60,119	66,588	67,026
Capital Received from Unitholders	60,438	61,416	61,417	61,417
Retained Earnings	(412)	(1,297)	5,171	5,609
NAV per Unit (THB)	10.3708	10.3868	11.5045	11.5801

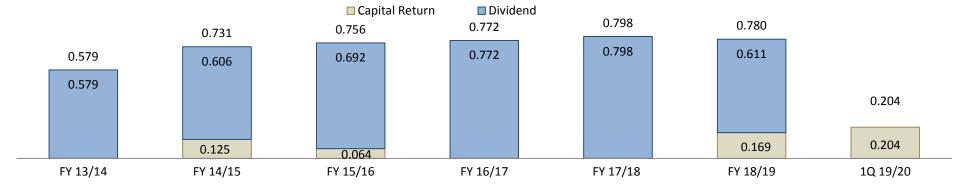
BTSGIF – Financial Performance Summary

Historical Distribution



TOTAL RETU	IRN
Dividend Payment:	Payout of not less than 90% of adjusted net profit ¹ p.a. and retained earnings (quarterly payment)
Capital Return:	The Fund has excess liquidity (cash from amortisation of fund issuance costs and unrealized loss on investment
	(non-cash expense)) and reduce its registered capital

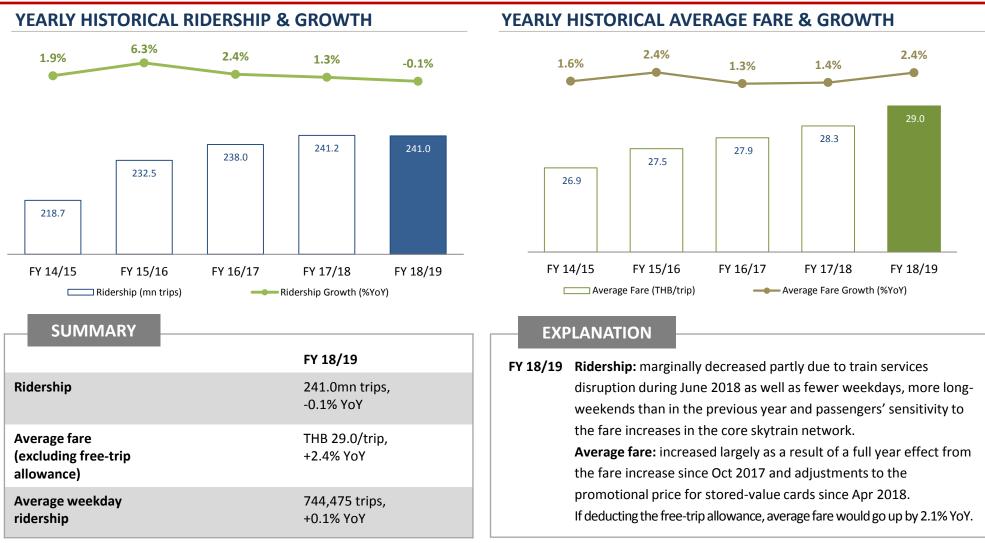
¹Adjusted net profit = BTSGIF net profit less unrealised gain from the appraisal of assets and other adjustment items to be in line with the cash-basis of BTSGIF



No.	Dividend Period	Dividend Payout (THB per unit)	Accumulated Dividend for the Year (THB per unit)	No.	Capital Return Period	Capital Return (THB per unit)
1 - 4	17 Apr 2013 – 31 Mar 2014	0.579	0.579			
5 - 8	1 Apr 2014 – 31 Mar 2015	0.606	0.606	1	17 Apr 2013 – 30 Jun 2014	0.077
9 - 12	1 Apr 2015 – 31 Mar 2016	0.692	0.692	2	1 Jul 2014 – 31 Mar 2015	0.048
13 - 16	1 Apr 2016 – 31 Mar 2017	0.772	0.772	3	1 Apr 2015 – 31 Mar 2016	0.064
17 - 20	1 Apr 2017 – 31 Mar 2018	0.798	0.798	4	1 Jan 2019 – 31 Mar 2019	0.169
21	1 Apr 2018 – 30 Jun 2018	0.196		5	1 Apr 2019 – 30 Jun 2019	0.204
22	1 Jul 2018 – 30 Sep 2018	0.209	0.611	Total	17 Apr 2013 – 30 Jun 2019	0.562
23	1 Sep 2018 – 31 Dec 2018	0.206			17 Api 2013 - 30 Juli 2013	0.302
Total	17 Apr 2013 – 31 Dec 2018	4.058				

Appendix: Historical Ridership & Fare





Appendix: Historical Ridership & Fare



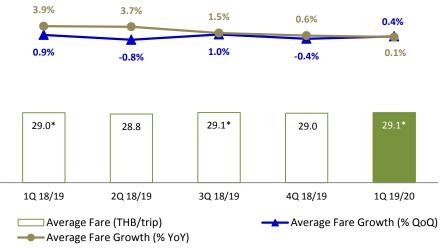
QUARTERLY HISTORICAL RIDERSHIP & GROWTH



SUMMARY

	1Q 19/20
Ridership	59.6mn trips, +4.4% YoY, -2.4% QoQ
Average fare (excluding free-t during the Royal Coronation Ceremony)	rip THB 29.1/trip, +0.1% YoY, +0.4% QoQ
Average fare (including free-to during Coronation Ceremony	· ·
Average weekday ridership	759,238 trips, +5.5% YoY, +0.2% QoQ

QUARTERLY HISTORICAL AVERAGE FARE & GROWTH



* Excluding the impact of free-trip allowance to passengers from train services disruption

EXPLANATION

1Q 19/20 Ridership:

- YoY increased mainly supported by the opening of Southern Green Line Extension and low-base last year due to train services disruption in June 2018
- QoQ decreased from lower number of weekdays in this guarter. •



Project details

- 570m from Surasak station (S5) and 610m from Chong Nonsi station (S3)
- Side platform station similar to S3 and S5 with typical stairs and escalator
- Total investment cost ~THB 650mn
- The Fund will provide 50% of the investment cost, using existing cash

Additional	FY 2020/21E (first operating year)
Ridership	~10,000 trips / weekday
Gross farebox revenue	~THB 112mn p.a.
Net farebox revenue	~THB 85mn p.a.

Tentative timeline



Appendix: Historical Fare Adjustment



No.	Detail	Date	Adjustment	Avg Annual Fare / trip	YoY Annual Fare Growth
1	Increase in SJT	Mar 07	Increased effective fare (SJT) from THB 10-40 to THB 15-40	FY 07/08 = THB 24.2	+9.5% YoY
2	Increase in SJT	Jun 13	Increased effective fare (SJT) from THB 15-40 to THB 15-42	FY 13/14 = THB 26.4	+6.5% YoY
3	Promotional Adjustment	Jan 14	Increased STV card to effective fare (SJT) but gave discount THB 1 per trip	FY 14/15 = THB 26.9	+1.6% YoY
4	Promotional Adjustment	Jul 15	Removed some discount on monthly pass and increase one day card	FY 15/16 = THB 27.5	+2.4% YoY
5	Promotional Adjustment	Jan 16	Removed THB 1 per trip discount on STV card	FY 16/17 = THB 27.9	+1.3% YoY
6	Increase in SJT	Oct 17	Increased effective fare (SJT) from THB 15-42 to THB 16-44 and Increased monthly pass card by THB 1 per trip	FY 17/18 = THB 28.3	+1.4% YoY
7	Promotional Adjustment	Apr 18	Increased STV card to effective fare (SJT) but gave discount THB 1 per trip	FY 18/19 = THB 29.0	+2.4% YoY