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15 October 2014

Subject : The collaboration between Sansiri Public Company Limited and BTS Group Holdings Public Company Limited under the strategic alliance framework for the developments of the residential projects within 500-meter radius of all rail mass transit stations and the setting up of a 50: 50 joint venture company

To : The President
The Stock Exchange of Thailand

The Board of Directors of Sansiri Public Company Limited (“**SIRI**”) in its meeting No. 10/2014 held on 15 October 2014 has approved the following resolutions:

(1) to approve SIRI to enter into the strategic alliance framework agreement with BTS Group Holdings Public Company Limited (“**BTS**”) to exclusively partner together on the developments of the residential projects for sale located within a 500-meter radius of all rail mass transit stations (existing and future).

(2) to approve the establishment of a 50 : 50 joint venture company with BTS for the first project to be developed under this collaboration, i.e. the residential project for sale on approximately 5-rai of land located near BTS Mo Chit Station. The details of which are as follows:

Strategic Alliance Framework

Contract Name : Strategic Alliance Framework Agreement

Parties : SIRI and BTS

Target Signing Date : 16 October 2014

Scope of Alliance : SIRI and BTS agree to exclusively joint invest in developing future residential projects for sale located within a 500-meter radius of all rail mass transit stations (existing and future). These targeted residential projects must have a targeted minimum sales value of Baht 3,000 million each.



After entry into this strategic alliance framework agreement, each of SIRI and BTS agrees not to develop any residential projects falling within the scope of this strategic alliance framework agreement, save for (i) any residential projects which either party already has existing plans to develop and (ii) any residential projects which have been offered for the development under the scope of this strategic alliance framework agreement but have been turned down by any party.

In addition, SIRI and BTS agree to further discuss and explore the opportunities to expand their collaboration and synergy among BTS group and SIRI group.

Alliance Structure : All agreed residential projects will be developed and operated by a 50:50 joint venture company between SIRI and BTS. Each of SIRI and BTS will manage and control the joint venture company through the board of directors and project management committee with equal nominated members.

SIRI will be contracted by the joint venture company to manage and develop each agreed residential project.

The land for the development of the agreed residential projects will either be existing land owned by the Company or its subsidiaries or new land yet to be acquired by the Company or the joint venture company.

Connected Nature : BTS is not a connected person of SIRI. This transaction is not a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551.

Setting up of a new 50:50 Joint Venture Company with BTS for the development of the first residential project on approximately 5-rai of land located near BTS Mo Chit Station

Name of Joint Venture Company : To be advised through the information disclosure channel of the Stock Exchange of Thailand as soon as this joint venture company is incorporated.

Type of Business : Property development

Company Incorporation Status : In the process of incorporation and expected to be completed within December 2014.

Initial Capital and Shares : Baht 100,000,000, divided into 1,000,000 ordinary shares with a par value of Baht 100 each



- Shareholding Structure** : SIRI holds 50% shares and BTS holds another 50% shares.
- Future Capital Increase/
Financial Support** : Future capital increase or financial support in a form of shareholder's loan will be *pro rata* to the shareholding at a 50 : 50 basis.
- Project** : The to-be established joint venture company is to develop its first residential project for sale located on the land plots of approximately 5-rai near BTS Mo Chi Station. This residential project may also include some commercial component. The targeted sale revenue of this project is estimated at Baht 5,300 million. This project is expected to be launched within March 2015 and the development, construction and transfer of units are expected to take approximately 36 months. The to-be established joint venture will purchase this approximately 5-rai of land from BTS Assets Company Limited, BTS's wholly-owned subsidiary, for a consideration of approximately Baht 1,400 million.
- Criteria in calculating the amount of compensation** : Par value
- The total value of the Consideration** : Investment at the par value of the new company, which is the fair and reasonable price
- The sources of funds** : SIRI's Working Capital
- The return on investment** : Dividend
- Connected Nature** : The investment in the to-be established joint venture company is not the connected transactions in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551.
- Size of Transaction** : The investment in the 50% shares of the to-be established joint venture company (acquisition transaction) does not causes SIRI to fall within the disclosure requirement under the Notification of Capital Market Supervisory Board No. TorJor. 20/2551.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer