



(English Translation)

16 November 2017

Subject : The acquisition of 50 percent shareholding in Prime Area 38 Company Limited;
and the acceptance of assignment of claim on its promissory notes

To : The President
The Stock Exchange of Thailand

Sansiri Public Company Limited (“the **Company**”) would like to inform you that the Company has acquired ordinary shares in Prime Area 38 Company Limited (“**Prime-A**”), from U City Public Company Limited (“**U City**”) amounted to 50,000 shares at the par value of 100 Baht per share, which is equivalent to 50 percent of the total shares in Prime-A (a subsidiary in which U City holds 100 percent of its total registered capital); and has accepted the assignment of claim on the promissory notes issued by Prime A in the amount of 801,024,781.10 Baht (the debt value with interest as of the date on which the sale and purchase of shares completed: Completion Date), which is a 50 percent of Prime-A’s total obligation pursuant to the promissory notes. The details of which are as follows:

1. Transaction Date : 15 November 2017

2. Contractual Parties and Relationship with the Company

Seller : U City Public Company Limited

Purchaser : Sansiri Public Company Limited

Relationship with the Company : The seller does not have any relationship with the Company. The transaction, therefore, is not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 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).



3. General Characteristics of the Transaction

The Company has acquired ordinary shares in Prime-A, from U City amounted to 50,000 shares at the par value of 100 Baht per share, or equivalent to 50 percent of the total shares in Prime-A. Moreover, since U City had provided loan for Prime-A by means of promissory notes issued by Prime A, totaling 11 notes in the aggregate amount of 1,602,049,562.19 Baht (principal with interest as of Completion Date) to U City, the Company has accepted the assignment of claim on the promissory notes, from U City amounted to 801,024,781.10 Baht (the debt value with interest as of Completion Date), which is a 50 percent of Prime-A's total obligation pursuant to the promissory notes (the acquisition of shares and the acceptance of assignment of claim collectively referred to as "**Sale and Purchase of Shares Transaction**"). The total consideration of the Sale and Purchase of Shares Transaction is 836,975,472.74 Baht divided into sale and purchase price of shares amounted to 35,950,691.64 Baht and value of assignment of claim on the promissory notes amounted to 801,024,781.10 Baht. The consideration value is a jointly determined price between the Company and U City (In this regard, book value of Prime-A as appeared in the U City's consolidated financial statement ended 30 September 2017 is 1,533,455,244 Baht.)

Thus, after the completion of the Sale and Purchase of Shares Transaction on 15 November 2017, the shareholding structure and directors of Prime-A shall be as follows:

- | | |
|-----------------------------------|---|
| Shareholding Structure of Prime-A | : (1) U City Public Company Limited hold shares amounted to 50,000 shares or equivalent to 50 percent
(2) Sansiri Public Company Limited hold shares amounted to 50,000 shares or equivalent to 50 percent |
| Directors | : Group A., namely (1) Mr. Voraphot Chanyakomol and (2) Ms. Piyaporn Phanachet

Group B., namely (1) Mr. Uthai Uthaisangsuk and (2) Mr. Nopporn Boonthanom |
| Power of the Directors | : A director of Group A and a director of Group B, jointly sign together with the Company's seal affixed. |



4. Details of Asset to be acquired

- Company name : Prime Area 38 Company Limited (“Prime-A”),
- Nature of business : Prime-A owned a plot of land on Soi Sukhumvit 38, Prakhong sub-district, Klongteoi district, Bangkok with a total area of 2 rai 36 sq. wah and does not operate any other business. The value of such land as appraised on 15 May 2017 by T.A. Management Corporation (1999) Co., Ltd., independent appraiser under the Securities and Exchange Commission approved list, is amounted to approximately 1,500 Million Baht.

5. Size Calculation

The Sale and Purchase of Shares Transaction is a transaction deemed as acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 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 Disposal of Assets, 2004 (as amended) (together referred to as “**Acquisition and Disposal Notifications**”). According to the Company’s latest reviewed consolidated financial statement ended 30 September 2017, size of the Sale and Purchase of Shares Transaction calculated based on the total value of consideration paid criteria, which gives the highest value, is equivalent to 1.08 percent of the Company’s assets. After calculating the value of all asset acquisitions of the Company which have occurred during the past six months, the total transaction value is equivalent to approximately 4.61 percent.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Financial Officer