



(English Translation)

8 November 2017

Subject : Acquisition of shares through the oversea investment

To : The President
The Stock Exchange of Thailand

Sansiri Public Company Limited ("the Company") would like to inform you the entering into the asset acquisition transaction through the oversea investment which have made under the resolution of the Board of Directors Meeting No. 9/2017 held on 20 September 2017. The Board of Directors has delegated the power to the President to consider and make a final decision on such matter, the details are provided below:

(a) Investment in Standard International, LLC ("The Standard")

1. Date of transaction : within 7 November 2017

2. Parties involved and relationship with a listed company

Buyer : Sansiri Public Company Limited

Seller : Standard International, LLC ("The Standard")

Relationship with the Company : Seller is not a connected person of the Company and this transaction is not the connected transactions in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551.

3. General characteristics of the transaction

The Company will purchase the ordinary shares of Standard International, LLC ("The Standard"), a company incorporated under the laws of the United States with a total investment of the shares acquisition approximately 58 million US dollars, or approximately of 35.09% of its total shares. This investment will be made from time to time up to the total investment within 5 years. The first payment is equal to 16,294,586 US dollars or approximately 541.46 million baht which shall be made within 7 November 2017. The Company also granted the right to appoint the 4 members of total 7 members of the board of directors.



4. Details of Asset to be acquired

Company name : Standard International, LLC (“The Standard”)

Nature of business : The main business operations are as follows:

- (1) The business relates to offering management contract and franchise of the Standard and Bunkhouse. Currently, The Standard Hotel has 5 hotels located in main cities such as New York, and Los Angeles. Additionally, Bunkhouse is the boutique hotels which operated 7 hotels, located in second tier cities such as Texas. Besides, Bunkhouse also has a coffee shop and 2 commercial areas for rent.
- (2) Manage restaurants more than 10 brands in Los Angeles, New York and Miami
- (3) One night mobile booking application for The Standard Hotel and other boutique hotels which covered 9 main cities in USA. The application will be an alternative channel to serve customers need with best price offering.

5. Total value of the transaction and terms of payment

The value of this transaction within 5 years is approximately of 58 million US dollars, or approximately of 35.09% of its total shares, paid in cash from the Company’s working capital.

6. The basis used to determine the value of transaction

The price agreed was based on the discounted cash flow approach.

7. Benefits to the Company

- (1) To obtain expertise and Know-how of hotel management from one of the most prestigious for Life-Style Hotel.
- (2) Growth opportunity from potential collaboration with The Standard Hotel in developing The Standard Residence.
- (3) To obtain the globally brand promoting for groups of Sansiri.



(b) Investment in Flying Jamon Ltd (“Hostmaker”)

1. Date of transaction : within 7 November 2017

2. Parties involved and relationship with a listed company

Buyer : Sansiri Public Company Limited

Seller : Flying Jamon Ltd (“Hostmaker”)

Relationship with the Company : Seller is not a connected person of the Company and this transaction is not the connected transactions in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551.

3. General characteristics of the transaction

The Company will purchase the preferred shares of Flying Jamon Ltd (“Hostmaker”), a company incorporated under the laws of the England and Wales in the proportion approximately of 11.20% of its total shares. The payment is equal to 5 million pounds or approximately of 219.75 million baht which shall be made within 7 November 2017.

4. Details of Asset to be acquired

Company name : Flying Jamon Ltd (“Hostmaker”)

Nature of business : It provides hospitality management service related to real estate for rent under the Hostmaker brand. Hostmaker offers the one-stop service or solution for customers, including interior design, decoration by professional experience teams, profiles management to attract as potential tenants, screening eligible customers, offering 5-star hospitality experience for all tenants and maintaining and housekeeping the rooms. Presently, Hostmaker operated in 4 main cities such as London, Rome, Paris and Barcelona.

5. Total value of the transaction and terms of payment

The value of this transaction is equal to 5 million pounds or approximately of 219.75 million baht, paid in cash from the Company’s working capital.



6. The basis used to determine the value of transaction

The price agreed was based on the discounted cash flow approach.

7. Benefits to the Company

(1) To obtain expertise and Know-how of hospitality management which will provide one-stop service or solution for our customers

(2) To disrupt the business by using the new technology and changing of communication channels in order to access the widely new-gen of customers.

(c) Investment in Winkontent AG (“Monocle”)

1. Date of transaction : within 7 November 2017

2. Parties involved and relationship with a listed company

Buyer : Sansiri Public Company Limited

Seller : Winkontent AG (“Monocle”)

Relationship with the Company : Seller is not a connected person of the Company and this transaction is not the connected transactions in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551.

3. General characteristics of the transaction

The Company will purchase the ordinary shares of Winkontent AG (“Monocle”), a company incorporated under the laws of the England and Wales in the proportion approximately of 13.04% of its total shares. The payment is equal to 5,908,694.12 US dollars or approximately of 195.87 million baht which shall be made within 7 November 2017.

4. Details of Asset to be acquired

Company name : Winkontent AG (“Monocle”)

Nature of business : The main business operation is Media including “Monocle” magazine. Monocle’s business line also comprises of the radio for 24 Hrs, E-commerce, fashion retail and events. Recently, Monocle operated in major countries such as England (HQ), USA, Canada, Japan, Singapore and Hong Kong.



5. Total value of the transaction and terms of payment

The value of this transaction is equal to 5,908,694.12 US dollars or approximately of 195.87 million baht, paid in cash from the Company's working capital.

6. The basis used to determine the value of transaction

The price agreed was based on the discounted cash flow approach.

7. Benefits to the Company

- (1) To obtain the globally brand promoting for groups of Sansiri.
- (2) The opportunity co-development with Monocle such as Marketing aspect
- (3) Potential collaboration with Monocle in developing The Monocle Residence.

The investment in the three companies above constitutes an asset acquisition transaction with the maximum transaction value of 3.21%, calculated based on a total value of consideration basis based on the reviewed Consolidated Financial Statements ending 30 June 2017. After calculating the value of all asset acquisitions of the Company which have occurred during the past six months (i.e. the purchase of newly-issued ordinary shares of JustGroup Holdings Pte. Ltd.), the total transaction value is equivalent to 3.76%. Consequently, the entering into of the said transaction does not constitute an asset acquisition transaction that requires the Company to disclose information on the entering into of the transaction with the Stock Exchange of Thailand or to seek approval from the shareholders' meeting in accordance with 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 Disposition of Assets B.E. 2547 (2004).

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Financial Officer