



(English Translation)

No. SorSor. / 0203 / 2014

11 March 2014

Subject : Establishment Plan for Siri Prime Office Property Fund

To : President
The Stock Exchange of Thailand

The Board of Directors of Sansiri Public Company Limited (the “**Company**”) # 4/2014, which was held on 10 March 2014, has passed a resolution in principle approving Papanan Limited, a subsidiary of the Company, to dispose of its assets, Siripinyo Building which is an office for lease building, to Siri Prime Office Property Fund (the “**Fund**”). The Fund will be established by SCB Asset Management Company Limited (the “**Management Company**”). In this regard, the Company hereby notifies the plan for establishment of Siri Prime Office Property Fund to the Stock Exchange of Thailand as follows:

The Fund is expected to be established at the value of not exceeding Baht 1,900 million (under negotiation), having its objective of raising funds from general public, both individuals and domestic and international investors to utilize such proceeds for the purchase and/or lease of the real properties and seeking benefits from investment in such real properties. The real properties in which the Fund expects to invest are Siripinyo Building which is an office for lease building, located at No. 475 Sri Ayutthaya Road, Thanon Phayathai Sub-district, Rajthevi District, Bangkok, comprised land, building and utilities system, together with other movable properties relevant to the operation of Siripinyo Building (the “**Assets**”).

Papanan Limited, the owner of the Assets, will receive the payment from such sale of the Assets from the Fund and will use its proceeds as working capital for the business operation and to reduce its indebtedness. After the sale of the Assets to the Fund and the investment in the Assets by the Fund, the Fund will seek benefits from the Assets as follows:

1. The Company and/or its related companies will enter into lease agreements with the Fund for the lease of the area of approximately 11,813 sq.m., equivalent to 64.33 percent of the total leasable area inside the Siripinyo Building (currently, an actual utilized area), with a lease of three year term at the total rate of the rental and service fees of Baht 580 per month, Baht 600 per month, Baht 620 per month, for the lease period of 1st – 3rd year, respectively. The Company and/or its related companies also promise that they will lease such area for another two years with the total rate of the rental and service fees of Baht 640 per month and Baht 650 per month, respectively for the next two years.



2. The Company will guarantee that the rate of the rental and service fees for the currently unoccupied area of approximately 3,404 sq.m. (the “**Guarantee Area**”) shall be at Baht 550 per month for a period of three years from the date on which the Fund invests in the Assets or the date on which the third party enters into the lease agreement with the Fund for such Guarantee Area (whichever occurs first).

3. The Company will guarantee the capital expenditure of the Assets for a period of 12 months from the date on which the Fund invests in the Assets, with a rate of not more than three percent of the revenue from the rental and service fees and the guarantee income during the guarantee period. The capital expenditure shall mean expenses categorized under investment and development of the Assets in order to enhance the value of the Assets, other than expenses relating to normal repair and maintenance of the Assets.

4. In order to provide confidence to the unitholders of the Fund during the first year of the investment by the Fund, the Company will guarantee the operating profits from the investment in the Assets by the Fund during a period of 12 months from the date on which the Fund invests in the Assets equivalent to the amount of Baht 114.2 million. In the event that the operating profits from the investment in the Assets by the Fund are less than the aforementioned amount, the Company will pay the difference of the amount to the Fund as specified in the Undertaking Agreement to be entered into between the Fund and the Company.

At present, the Management Company has already submitted the application for the establishment of the Fund and details of the Investment Project to the Office of the Securities and Exchange Commission for their consideration. At this stage, it is anticipated that the Fund will be established within the first quarter of 2014.

In any event, the Company will further inform details in relation to the acquisition and disposition of the Company’s assets to the Stock Exchange of Thailand once the Company and/or its related companies enter into transaction agreements with the Fund for the sale, lease of the assets and other relevant matters.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer