



Ref No. IR2018.00532

30<sup>th</sup> November 2018

Subject : Notification of The Establishment of a new subsidiary

Attention: The President  
The Stock Exchange of Thailand

Regarding to the Board of Directors' Meeting No. 5/2018 of Sena Development Public Company Limited ("Company") held on date 14<sup>th</sup> May 2018 at 10.00 a.m., at Meeting room, 12<sup>th</sup> Floor, Thanyalakpark Building, No. 448 Ratchadapisek Road, Khwaeng Samsen Nok, Khet Huai Khwang, Bangkok 10310, had the resolution of approval to delegate of authority to executive committees to operated on the investment in the establishment of a new subsidiary and to perform any necessary actions in connection with the establishment of a subsidiary and the investment of the above subsidiary in order to facilitate the development of real estate company.

Therefore, regarding to the Executive Committee Meeting No.29/2018 held on date 30<sup>th</sup> November 2018 had the resolution to establishment of 4 subsidiary companies in order to facilitate the development of real estate company in the future as follows :

**1. Sena Development A 13 Ltd ('SENA A 13')**

The amount of common stock invested	9,997 shares
Value of investment (100 Baht per share)	999,700 Baht
Shareholding proportion	The Company holds 99.97 % of the registered capital
Connected characteristics	This transaction is not a connected transaction with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551
The size of the Asset Acquisition	Maximum transaction size based on the total value of the consideration 0.008% of total assets of the Company. Based on the consolidated financial statements of the Company as of September 30, 2018.
<b>Introduction of Sena A 13</b>	
Type of business	Real estate development

**SENA Development Public Company Limited**

448 Thanyalakpark Building Ratchadapisek Road , Dindaeng District , Bangkok 10310 Tel 02-541-4642 (20 Number) FAX : 02-541-5164

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Registered Capital and Paid-up Capital

- Registered Capital and Paid-up Capital 1,000,000 Baht
- Ordinary shares 10,000 shares
- Par value 100 Baht per share

Status of SENA A 13 Direct subsidiary company

Structure of shareholding

Shareholder name	Number of shares (shares)	% of registered capital (%)
1. Sena Development Pcl.	9,997	99.97%
2. Mr. Theerawat Thanyalakpark	1	0.01%
3. Ms. Kessara Thanyalakpark	1	0.01%
4. Ms. Benyalak Thanyalakpark	1	0.01%
<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

Board of directors

1. Mr. Theerawat Thanyalakpark
2. Ms. Kessara Thanyalakpark
3. Ms. Benyalak Thanyalakpark

The objective of investment To facilitate business expansion

The source of capital The capital circulated from business operation.

**2. Sena Development A 14 Ltd ('SENA A 14')**

The amount of common stock invested 9,997 shares

Value of investment (100 Baht per share) 999,700 Baht

Shareholding proportion The Company holds 99.97 % of the registered capital

Connected characteristics This transaction is not a connected transaction with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551

The size of the Asset Acquisition Maximum transaction size based on the total value of the consideration 0.008% of total assets of the Company. Based on the consolidated financial statements of the Company as of September 30, 2018.

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### Introduction of Sena A 14

Type of business Real estate development

Registered Capital and Paid-up Capital

- Registered Capital and Paid-up Capital 1,000,000 Baht
- Ordinary shares 10,000 shares
- Par value 100 Baht per share

Status of SENA A 14 Direct subsidiary company

Structure of shareholding

Shareholder name	Number of shares (shares)	% of registered capital (%)
1. Sena Development Pcl.	9,997	99.97%
2. Mr. Theerawat Thanyalakpark	1	0.01%
3. Ms. Kessara Thanyalakpark	1	0.01%
4. Ms. Benyalak Thanyalakpark	1	0.01%
<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

Board of directors

1. Mr. Theerawat Thanyalakpark
2. Ms. Kessara Thanyalakpark
3. Ms. Benyalak Thanyalakpark

The objective of investment To facilitate business expansion

The source of capital The capital circulated from business operation.

### 3. Sena Development A 15 Ltd ('SENA A 15')

The amount of common stock invested 9,997 shares

Value of investment (100 Baht per share) 999,700 Baht

Shareholding proportion The Company holds 99.97 % of the registered capital

Connected characteristics This transaction is not a connected transaction with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551

The size of the Asset Acquisition Maximum transaction size based on the total value of the consideration 0.008% of total assets of the Company. Based on the consolidated financial

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statements of the Company as of September 30, 2018.

#### Introduction of Sena A 15

Type of business Real estate development

Registered Capital and Paid-up Capital

- Registered Capital and Paid-up Capital 1,000,000 Baht
- Ordinary shares 10,000 shares
- Par value 100 Baht per share

Status of SENA A 15 Direct subsidiary company

Structure of shareholding

Shareholder name	Number of shares (shares)	% of registered capital (%)
1.Sena Development Pcl.	9,997	99.97%
2.Mr. Theerawat Thanyalakpark	1	0.01%
3.Ms. Kessara Thanyalakpark	1	0.01%
4.Ms. Benyalak Thanyalakpark	1	0.01%
<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

Board of directors

1. Mr. Theerawat Thanyalakpark
2. Ms. Kessara Thanyalakpark
3. Ms. Benyalak Thanyalakpark

The objective of investment To facilitate business expansion

The source of capital The capital circulated from business operation.

#### 4. Sena Development A 16 Ltd ('SENA A 16')

The amount of common stock invested 9,997 shares

Value of investment (100 Baht per share) 999,700 Baht

Shareholding proportion The Company holds 99.97 % of the registered capital

Connected characteristics This transaction is not a connected transaction with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551

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The size of the Asset Acquisition Maximum transaction size based on the total value of the consideration 0.008% of total assets of the Company. Based on the consolidated financial statements of the Company as of September 30, 2018.

#### Introduction of Sena A 16

Type of business Real estate development

Registered Capital and Paid-up Capital

- Registered Capital and Paid-up Capital 1,000,000 Baht
- Ordinary shares 10,000 shares
- Par value 100 Baht per share

Status of SENA A 16 Direct subsidiary company

Structure of shareholding

Shareholder name	Number of shares (shares)	% of registered capital (%)
1.Sena Development Pcl.	9,997	99.97%
2.Mr. Theerawat Thanyalakpark	1	0.01%
3.Ms. Kessara Thanyalakpark	1	0.01%
4.Ms. Benyalak Thanyalakpark	1	0.01%
<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

Board of directors

1. Mr. Theerawat Thanyalakpark
2. Ms. Kessara Thanyalakpark
3. Ms. Benyalak Thanyalakpark

The objective of investment To facilitate business expansion

The source of capital The capital circulated from business operation.

The establishments of new subsidiaries are considered to be an acquisition of assets of the Company. According to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) and Notification of the Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (as amended). The maximum transaction size is 0.032% based on total value of consideration, which is the maximum transaction size calculated from the

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consolidated financial statements of the Company that has been audited and reviewed by the auditor. Certified Public Accountant as of September 30, 2018. The transaction size of the transaction is less than 15% of the total value of the consideration. And combined with the size of the acquisition of assets during the past 6 month, the total asset acquisition volume was 10.41% (*The maximum transaction size based on Total value of consideration*). Therefore, the transaction is not related to the disclosure of information in the Notification of Acquisition or Disposal of Assets.

The acquisition of assets during the past 6 month of the Company as follows :

No	The transaction the company and sub company implemented with the associated company	Case value (Million Baht)	Size of associated case (%)	Board Meeting / The Executive Committee Meeting Date
1.	Approved the establishment of SENA A9	1.00	0.01	21 May 2018
2.	Approved the establishment of SENA A10	1.00	0.01	12 June 2018
3.	Approval Joint Venture Agreement with Hankyu Hanshin Properties Corp.	244.51	2.13	14 June 2018
4.	Approval the purchase ordinary shares of Acute and the subscription of the newly issued shares of Acute	14.00	0.12	5 July 2018
5.	Approved the establishment of SENA A11	1.00	0.01	5 July 2018
6.	Approved the establishment of SENA A12	1.00	0.01	17 September 2018
7.	Notification of the Investment in the Joint Venture Company with Hankyu Hanshin Properties Corp. (Subscription of ordinary shares in SENA A11 and SENA A12)	559.00	4.69	5 October 2018
8.	An acquisition of ordinary shares in Proud Vanij Co., Ltd	403.04	3.40	30 November 2018
9.	Approved the establishment of SENA A13, SENA A14, SENA A15 and SENA A16	4.00	0.03	30 November 2018
<b>Total</b>		<b>1,228.55</b>	<b>10.41</b>	

The establishments of new subsidiaries are not included in the connected transaction. In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions, dated August 31, 2008 (and as amended) 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, dated November 19, 2003 (as amended)

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Therefore, the Company is obliged to report such investment to be in accordance with the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, as this is the case where the Company acquires an investment in another company which results in that other company becoming a subsidiary of the Company.

Please be informed accordingly.

Yours Faithfully,

(Mrs. Weraporn Chaisiriyasawat)

Deputy Chief Executive Officer and Secretary of the Company

The Compliance division,  
Tel 02-541-4642 Ext. 10406

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