



No. IR2019.00005

10th January 2019

Subject : Notification of the Acquisition of ordinary shares and providing financial assistance to Tha Phra Property Company Limited (Edited)

To : President
The Stock Exchange of Thailand

Sena Development Public Company Limited (“Company”), would like to inform you that, The Executive Committee’s Meeting No. 2/2562, held on January 10, 2019, has approved for the company to investment of all ordinary shares of Tha Phra Property Company Limited (“Tha Phra Property”), and providing financial assistance to Tha Phra Property. The details of the investment and providing financial assistance are as follows:

1. Acquisition of all ordinary shares of Tha Phra Property

The Company purchases all of the ordinary shares of Tha Phra Property total 3,000,000 shares at a price of Baht 100 per share or equal to a total acquisition price for the existing ordinary shares of Baht 300,000,000 (share value price). The Company purchased 2,999,998 shares from Miss Chittida Kamolsuwan and 2 shares from other existing shareholders, who do not have any relationship with the company. The Company will acquire two plots of land for future project development, amounting an area 2 rai, 2 ngan and 11 square wah (the total area is 1,011 square wah), which is the ownership of Tha Phra Property. The company has the objective to expand the Company’s property development business. The details of which are as follows:

(1)	Date, Month, Year of the Transaction	:	10 January 2019
(2)	Nature and Type of the Transaction	:	The Company purchases all of the ordinary shares of Tha Phra Property total 3,000,000 shares at a par value of Baht 100 per share (equivalent to 100 percent of the shares)
(3)	Details of asset gained		
	- Name	:	Tha Phra Property Company Limited
	- Registration date	:	20 December 2018
	- Registered Office	:	167 soi Ladprao 91 (Kesorn), Klongchaokhunsing Sub-District, Wangthonglang District, Bangkok
	- Business type	:	Investment in land

	- Registered capital	:	Baht 300,000,000 divided into 3,000,000 ordinary shares with a par value of Baht 100 per share (fully paid share capital).
	- Land details	:	Tha Phra Property owns 2 plots of land under Land Title Deed Nos. 964 and 15995, only the land parcel number 141 and 152, parcel file number 95 and 2715, Bukkhalo Subdistrict (Bang Nam Chon), Thon Buri District (Bang Lam Phu Lang), Bangkok, having an area 2 rai, 2 ngan and 11 square wah (the total area is 1,011 square wah). The said land is a land without building and the said land has no mortgage and any obligations.
(4)	The shareholding structure before and after the transaction	:	<p>Before the transaction:</p> <p>Miss Chittida Kamolsuwan holds 2,999,998 shares, representing 99.99%.</p> <p>Mr. Naris Chanthidakun holds 1 share, representing 0.00%</p> <p>Mr. Sakda Khachasarn holds 1 share, representing 0.00%</p> <p>After the transaction:</p> <p>The Company holds 2,999,998 shares, representing 99.99%.</p> <p>Mr. Theerawat Thanyalakpark holds 1 share, representing 0.00%</p> <p>Dr. Kessara Thanyalakpark holds 1 share, representing 0.00%</p>
(5)	Board composition before and after the transaction	:	<p>Before the transaction:</p> <p>1. Miss Chittida Kamolsuwan</p> <p>After the transaction:</p> <p>1. Mr. Theerawat Thanyalakpark</p> <p>2. Dr. Kessara Thanyalakpark</p> <p>3. Miss Benyalak Thanyalakpark</p>
(6)	The total return value	:	Ordinary shares of Tha Phra Property amount of 3,000,000 shares at a price of Baht 100 per share, totaling Baht 300,000,000.
(7)	Expected benefit from the transaction	:	To expand the Company's property development business
(8)	Funding Source:	:	Working capital of the Company

2 Providing financial assistance to Tha Phra Property

After the company has purchases all of the ordinary shares of Tha Phra Property, the company will provide financial assistance to Tha Phra Property, which is a subsidiary of the Company. The details of which are as follows:

(1)	Date, Month, Year of the Transaction	:	Within January 2019, after the company purchases all of the ordinary shares of Tha Phra Property
(2)	Related parties	:	Lender: The company Borrower: Tha Phra Property Company Limited Relationship: The borrower is a subsidiary of the Company which the Company holds 99.99% of shares.
(3)	Nature and Type of the Transaction	:	
	- Type of transaction	:	provide financial assistance, which the company gave Tha Phra Property loan amount Baht 354,146,600.
	- Loan objectives	:	To repay the loan to the director and / or the existing shareholders of Tha Phra Property
	- Loan amount	:	Baht 354,146,600.
	- Funding Source:	:	Working capital of the Company
	- Interest rate	:	4.6 %
	- Lending period	:	Within 1 year
	- Interest payment	:	Pay every month
	- Guarantee	:	-None-

The acquisition of ordinary shares and providing financial assistance to Tha Phra Property Company Limited described above constitutes an asset acquisition 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 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand (“SET”) Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (as amended) (collectively called “the Notifications on Acquisition or Disposal of Assets”). The maximum size of this transaction is equal to 5.52%, calculated under the Total value of consideration basis according to the Company’s consolidated financial statements reviewed by the certified public accountant for the period ended September 30, 2018. After aggregating with other asset acquisition transactions taking place during the previous six months, the total transaction size is equal to 13.66% (*The maximum transaction size under the Total value of consideration*), which is lower than 15%. Therefore,



the Company is not required to disclose information on the transaction in accordance with the Notifications on 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 A12	1.00	0.01	17 September 2018
2.	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
3.	An acquisition of ordinary shares in Proud Vanij Co., Ltd	403.04	3.40	30 November 2018
4.	Approved the establishment of SENA A13, SENA A14, SENA A15 and SENA A16	4.00	0.03	30 November 2018
5.	Approved the establishment of SENA A17	1.00	0.01	12 December 2018
6.	An acquisition of ordinary shares in Tha Phra Property Co., Ltd	654.15	5.52	10 January 2019
Total		1,622.19	13.66	

Moreover, the above transaction is not deemed as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated November 19, 2003 (as amended) (collectively called “the Notifications on Connected Transactions”) because Tha Phra Property are not related to the Company.

However, the Company is obligated to report such investment in accordance with the SET’s Regulation Re: Rules, Conditions and Procedures for Disclosure of Information and Other Acts of Listed Companies B.E. 2560 dated October 2, 2017. This is because the Company will acquire an investment in other entity which will consequently lead such entity to become its subsidiary.

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