

No. G/023/2014

14 October 2014

Subject: Notification of the resolutions of the Board of Directors' Meeting No. 9/2014 for Grand Canal Land Public Company Limited and the date of the EGM no. 1/2015

To: President
Stock Exchange of Thailand

Enclosures: Information Memorandum concerning the acquisition of assets

The Board of Directors' Meeting of Grand Canal Public Company Limited ("**Company**") No. 9/2014, held on 14 October 2014 passed important resolutions which can be summarized as follows:

1. Approved the acquisition of assets to invest in the Super Tower Project, which has changed the investment plan in the real estate project on Land Plot 2.1, 2.2, 2.3 from the develop plan as 1) Office Building Grade B and Convention Center, 2) Office Building Grade A ("**The Former Project**") which was approved by the AGM, held on 28 April 2011 and 25 April 2013 to be a 125-storey Premium Office Building ("**The New Project**")

Entering into this transaction is deemed as an acquisition of assets of a listed company in accordance with the Notification of Capital Market Supervisory Board No. Tor. Jor.20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board 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 as amended (collectively referred to as "**Notifications on Acquisition/Disposal**"). The size and details of the transaction are as appears in Enclosure.

Considering to the investment cost of the New Project which has the substantial change, to entering into this transaction stated in this clause, the Company must receive approval from no less than three quarters of the shareholders present at the shareholders' meeting and entitled to vote. Further the Company must appoint an independent financial advisor to demonstrate the appropriateness of the transaction in order to propose the transaction to shareholders for further consideration and approval.

The Company will only enter into such a transaction if the Extraordinary General Shareholders' Meeting no 1/2015, approves as such.

2. Approved the appointment of Asia Plus Advisory Co., Ltd. as the Company's independent financial advisor, to provide an opinion to shareholders in considering whether to acquire the assets as stated in No.1.
3. Approved the issuance of debentures with the amount not greater than THB 4 billion for business expansion and future investment of the Company, as following detail.

Type	All types and forms of debentures including but not limited to subordinated debentures or senior debentures, amortized and/or bullet debentures, and/or secured or unsecured and/or with bearer or without bearer, and/or with or without bond representatives depending on the market conditions at the time of their issuance
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Issue Size	Not greater than THB 4 billion (or in an equivalent amount to
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	the approved THB term should it be foreign currencies)
Distribution	To be offered to domestic/foreign investors, public, institutions or private placement in whole or in part in one single or multiple issues
Coupon Rate	Depending on the prevailing market conditions at issuance
Duration	Short Term Debenture : not greater than 270 days Long Term Debenture : not greater than 10 years
Early Redemption	Depending on the terms and conditions of each issuance

In this regard, the Board of Director proposes to authorize Chief Executive Officer or the person(s) authorized by Chief Executive Officer to have authorities to consider all the terms and conditions of debenture issuance, the offering of the debentures, request for approval from related regulatory bodies, and having authorities to perform all necessary matters relating to the issuance of the debentures.

4. Approved to hold the Extraordinary General Shareholders' Meeting no.1/2015 on 15 January 2015 at 14.00 hours at Universe Room, 12 floor, the Ninth Towers Grand Rama 9, No.33/4, Rama 9 Road, Huay Kwang Sub-District, Huay Kwang District, Bangkok, to consider the following agenda:

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| Agenda 1 | To consider approving the Minutes of the Annual General Shareholders' Meeting for 2014 held on 25 April 2014 |
| Agenda 2 | To consider approving the acquisition of assets to invest in the Super Tower Project |
| Agenda 3 | To consider approving the issuance of debentures with the issued size not greater than THB 4 billion |
| Agenda 4 | To consider any other matters (if any) |

By fixing the shareholders who are entitled to vote at the Extraordinary General Shareholders' Meeting no. 1/2015 by setting the record date on 17 November 2014 and compiling the names of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 by closing the Shareholders' Register Book on 18 November 2014.

Please be informed accordingly.

Yours sincerely,

(Ms. Supapan Wisaruetapa)
Company Secretary

Information Memorandum concerning the Acquisition of Assets

The Board of Director's Meeting of Grand Canal Land Public Company Limited ("**the Company**" or "**GLAND**") No. 9/2014 held on 14 October 2014 has passed a resolution approving the Company for development plan in the Grand Rama 9 project, on a total area of 19 rai 2 ngan 40.91 sq.w. (7,840.91 sq.w.) at the intersection of Rama 9 Road and Ratchadapisek Road. The development plan consists of 125-storey premium office building ("**the Project**"). The details of the Project are as follows:

	The Project
Project Overview	<ul style="list-style-type: none"> ▪ 125-storey premium building with offices, hotel and rental commercial space ▪ Convention Center ▪ Commercial Building
Rental Space Area	149,083 sq.m.
Construction Area	322,645 sq.m.
Construction Value	18,000 million Baht

The Project to be developed will require approximately Baht 18,000 million of construction cost is considered as the acquisition transaction Type 4 regarding to the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551 Re: Rule of Significant Transaction Constituting an Acquisition or Disposal of Assets and the Notification 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 ("**the Acquisition and Disposition Notification**"). According to the Acquisition and Disposition Notification, the transaction size is 101% calculated based on the consideration value compared to total assets of GLAND as of 30 June 2014.

However, the Transaction is not considered as backdoor listing since it is complied with all exemption criteria in No.24 of the Acquisition and Disposition Notification. In entering into this Transaction, the Company is required to seek approval from the shareholders' meeting and to appoint an independent financial advisor to provide opinions to the shareholders.

Details of the Transaction are as follows:

1. Date of the Transaction

The Company will enter into the Transaction after the Extraordinary General Shareholders' Meeting No. 1/2015, which will be held on 15 January 2015, has passed the resolution to approve the Company to enter into the said Transaction. Subsequent to obtaining approval from the Shareholders' Meeting, the Company expects to commence the Project construction in 2015 and expects the construction to complete within 6 years. The Company expects that the Project will partially start its operation within the year of 2016.

2. The parties involved and the relationship with the company

The Hirer	Grand Canal Land Public Company Limited
The Hiree	Third parties including contractor, construction material manufacturer or distributor, and other service providers related to developing the Project.

Relationship with the Company The Company is in the process of selecting experienced contractor and expects no relationship with the hiree. If the hiree is a related party, the Company will disclose information relating to the connected transaction according to relevant rules and regulations.

3. General characteristics of the Transaction

The Board of Director's Meeting No. 9/2014, held on 14 October 2014 has passed a resolution approving the Company to develop an 125-storey premium office building with luxury hotel, rental commercial space and conference center with 322,645 sq.m. of construction area and Baht 18,000 million Baht of construction value. As the Project location has a high potential to be developed to the new business and commercial hub of Bangkok, the Board of Directors has decided to revise the investment plan to increase the size and attractiveness of the Project to capture a higher expected return.

4. Details of acquired asset

The Project will be developed in the Grand Rama 9 Project area, at the intersection of Rama 9 Road and Ratchadapisek Road, covering a total area of 19 rai 2 ngan 40.91 sq.w. (7,840.91 sq.w.) of land owned by the Company. It consists of 3 luxury mixed-use buildings that integrate hi-end offices with luxury hotel, and upscale commercial space and convention center, as detailed below:

Building	Usage Type
1. Main Tower	<ul style="list-style-type: none">▪ Office▪ Hotel▪ Retails
2. Convention Tower	<ul style="list-style-type: none">▪ Conference, exhibition and convention center comprise of 3 buildings: A, B and C
3. Arcade Tower	<ul style="list-style-type: none">▪ Retail Commercial

The total leasable area for office, convention and retails (including hotel space) is 149,083 sq.m. on 322,645 sq.m. construction area. The Project construction will take approximately 6 years, when complete, it will be the highest building in the ASEAN region. However, the final details of the Project may be adapted in response to economic conditions and may result in a change in project value, construction period, and/or investment required.

5. Total Consideration value and criteria for determining the consideration value

5.1 Consideration value

The Project to house premium offices, luxury hotel, upscale commercial space and convention center is expected to commence construction in February 2015 with a total construction value of Baht 18,000 million. The Company will make cash installments to contractor, construction material manufacturer or distributor, and other service providers related to developing the Project based on construction progress.

5.2 Criteria for determining the consideration value

The Project has a total construction value of Baht 18,000 million, estimated by the Company's project development consultant based on the construction area of 322,645 sq.m.,

	Construction Area (sq.m.)
Main Tower	201,133
Convention Tower	49,080
Arcade Tower	72,432
Total	322,645

6. Sources of fund for the Transaction and payment condition

The Company will finance the project by bank loans (approximately 60% of construction value), and its internal cash flows which include proceeds from selling of its existing projects. The Company expects the funds to be sufficient to complete the Project.

7. Benefits to the Company as a result of the Transaction

The Project aligns with the Company's strategic plan to develop the area of Grand Rama 9 Project to be a new business district at the heart of Bangkok, comprising of offices, residences, hotel, conference and exhibition center surrounded by retail commercial space and shopping center to cater to both casual and business customers. The investment in the distinctive 125-storey premium building, expected to be the highest standing structure in the ASEAN region when completed with 615 meters tall, will transform the Grand Rama 9 area into a more attractive business and commercial district. With its uniqueness and all amenities, the Company expects to capture market share in foreign and ASEAN region demand for office space in Thailand. The strategic benefits from the development of the Project can be summarized as follows:

- 7.1) To create a sustainable revenue generation and higher return opportunities as the Project is expected to generate positive net cash flows with an Internal Rate of Return (IRR) higher than the Company's Weighted Average Cost of Capital
- 7.2) To increase competitive edge against domestic and foreign competitors
- 7.3) To support and create value to the Company's other projects within the area

8. Opinion of the Board of Director

The Board of Director has an opinion that the Transaction is appropriate and expects it to provide a long-term benefit to the Company and increase the value of the Company's other projects in the Grand Rama 9 area. Additionally, the investment value is appropriate and reasonable due to the higher expected return than the Company's cost of capital and the return of the Previously Plan. The Project is, thus, considered to be an opportunity to generate higher long-term revenue and return that will strengthen the Company in the future. Therefore, the Board of Director has unanimously passed a resolution approving the alteration of project plan and consents to propose to the Shareholders' Meeting for approval.

9. Opinion of the Audit Committee and/or the Board of Director which is different from 8 -None-

10. Condition of the Transaction

The Transaction is considered as acquisition transaction in accordance with the Acquisition and Disposition Notification. Therefore, the Company must disclose the Transaction information to the Stock Exchange of Thailand and propose for further approval from Shareholders' Meeting of the Company with the vote of no less than 3/4 of the number of shareholders attending the meeting and having the right to vote, excluding the shareholders with vested interest. The Company must send a notice to attend the Shareholders' Meeting together with the opinion of an independent financial advisor to shareholders no less than 14 days prior to the date of the Shareholders' Meeting. The Board of Director's Meeting had a resolution to propose this Transaction to the Extraordinary General Shareholders' Meeting 1/2015 for further consideration and approval.