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Our Ref. G/001/2017

3 February 2017

Re: Notification of the Resolution of the Board of Directors' Meeting No. 1/2017 of Grand Canal Land Public Company Limited (Revised)

To: President

Stock Exchange of Thailand

Enclosure: Information Memorandum on the acquisition and disposition of assets

The Board of Director's Meeting of Grand Canal Land Public Company Limited (the "Company") No. 1/2017 held on 3 February 2017 has resolved to approve the following material agendas.

Approved for the Company to lease out the office rental area, convention room area, parking area, and utility systems of The 9th Towers Grand Rama 9 Project ("**The 9th Towers Office Project**") and for Sterling Equity Co., Ltd. ("**Sterling Equity**"), a subsidiary in which the Company holds 99.99% of all outstanding shares, to lease out the office rental area, convention room area, parking area, and utility systems of Unilever House Grand Rama 9 Project ("**Unilever House Office Project**"), and to dispose movable properties, for example, furniture and equipment, which are used in the operation of The 9th Towers Office Project and Unilever House Office Project to GLAND Office Leasehold Real Estate Investment Trust ("**GLANDRT**"), which is in the process of filing for SEC approval and has the following details.

(Translation)

- (1) 30-year leasehold rights in the office rental area, convention room area, parking area, and utility systems of The 9th Towers Grand Rama 9 Project, which comprises of 62,950 m² of net leasable area and 27,206 m² of parking area (974 parking slots), total to 95,997 m².
- (2) 17-year and 7-month leasehold rights in office rental area, parking area, and utility systems of Unilever House Grand Rama 9 Project, which comprises of 18,527 m² of net leasable area and 10,035 m² of parking area (322 parking slots), total to 30,176 m² (assuming GLANDRT will invest on 1 April 2017)
- (3) Proprietary right in movable properties which are used in the operation of The 9th Towers Office Project and Unilever House Office Project

The assets under item (1) to (3) are collectively referred to as “**GLANDRT Investment Assets**”

However, the Company expects that GLANDRT Investment Assets will have value of at least Baht 5,200 Million and not more than Baht 5,998 Million (excluding VAT, fees and expenses of rental registration). In this regard, the rental price and the selling price of GLANDRT Investment Assets may be higher or lower than the said price depending on the agreement between the relevant contractual parties, whereby the value of the consideration of such transactions will take into account the relevant factors, including market conditions at the time of transactions, etc.

In addition, it was resolved to approve the Company to enter into various agreements related to the above-mentioned transactions, including but not limited to lease agreements of office rental area, parking area, and utility systems, movable properties sale and

(Translation)

purchase agreement, system lease agreement, property manager appointment agreement and the undertaking agreement.

The disposal of assets transaction above is considered to be the transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets with reference to 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) (Notification concerning Acquisition or Disposal) with the maximum transaction size equaling 23.34% of the total net asset value of the Company and the Subsidiaries, calculated from the reviewed consolidated financial statements as of 30 September 2016, thus such transaction is considered as Type 2 transaction pursuant to the Notification concerning Acquisition or Disposal because it is an agreement to enter into a transaction between a listed company or subsidiary with another party that is not a listed company with a transaction value equaling 15% or higher but lower than 50%. Hence, the Company is obligated to prepare a report for information disclosure for the said transaction to the Stock Exchange of Thailand (“SET”) and shall send to each shareholder a circular notice within 21 days after the disclosure of information has been made to the SET.

Moreover, it was resolved to approve the authorization to Mr.Yotin Boondicharern, the Chief Executive Officer of the Company to be the authorized persons to contact, negotiate, amend, execute, deliver documents, instruments and/or agreements relating to the parties and/or persons related to such transactions of each project, including but not limited to related lease agreements of office rental area, parking area, and utility systems, movable

(Translation)

properties sale and purchase agreement, system lease agreement, property manager appointment agreement and the undertaking agreement, including the authority to determine the final price and the authority to take any actions which shall enable various undertakings of the Company and Sterling Equity in relation to the entry into such transactions to be successful and in line with their purposes. This shall include but not be limited to contacting and obtaining approvals from relevant government agencies, including the Office of the SEC and the SET, setting conditions and details related to the transactions, as well as amending documents or related information memorandum which must be disclosed, disclosing any relevant information, giving testimony or texts to the relevant authorities and conducting any other act which is necessary and incidental to the entry into these transactions until completion. In addition, the Chief Executive Officer is authorized to a point and/or remove any sub-attorney to undertake any action above mentioned.

Please be informed accordingly.

Sincerely yours

(Miss Supapan Wisaruetapa)
Company Secretary

(Translation)

Information Memorandum on the Acquisition and Disposition of Assets.

Of

Grand Canal Land Public Company Limited

The Company would like to disclose the information memorandum regarding the entry into a disposition of asset transaction as follows.

1) Date, Month and Year of the Transaction

The Board of Directors has resolved to approve on 3 February 2017; however, the Company will enter into the disposition of assets transactions after GLAND REIT Management Company Limited (“**REIT Manager**”) (owned by the Company 99.99% and is responsible for being the REIT Manager after establishment of the REIT) obtains approval for the offering of trust units, and after the REIT Manager and SCB Asset Management Company Limited receives the REIT Establishment letter from the Office of the Securities and Exchange Commission (“**Office of the SEC**”) and in accordance with the terms and conditions under the Lease Agreement for office area, parking area and utility systems, the Sale and Purchase Agreement for movable assets, the REIT Management agreement, and the Undertaking Agreement (collectively referred to as “**Agreements Related to the Disposition of Transactions**”). In addition, the REIT Manager has submitted the application for the offering of trust units to the Office of the SEC, and it is expected that GLANDRT will be successfully established within the second quarter of 2017 and will be in accordance with terms and conditions under Agreements Related to the Disposition of Transactions.

2) **Related Parties**

2.1 The 9th Towers Office Project

The lessor/seller: Grand Canal Land Public Company Limited

The lessee/buyer: SCB Asset Management Company Limited act as the Trustee of
the REIT

2.2 Unilever House Office Project

The lessor/seller: Sterling Equity Company Limited (“**Sterling Equity**”)

The lessee/buyer: SCB Asset Management Company Limited act as the Trustee of
the REIT

3) **The General Characteristics of the Transactions, Category and Size of the Transactions**

The Lease Transactions of The 9th Towers Office Project and Unilever House Office Project and Sale Transactions of related movable assets

The Company and Sterling Equity will enter into the 30-year period lease transaction of The 9th Towers Office Project and 17-years-and-7-month period lease transaction of Unilever House Office Project (until 14 November 2034) and sale transactions of related movable assets that are necessary to operate The 9th Towers Office Project and Unilever House Office Project.

The leasing out by the Company and Sterling Equity of office area, parking area and building systems related to the operation of The 9th Towers Office Project and Unilever House Office Project and the transfer in the ownership of movable assets used in the operation of both projects to GLANDRT, with the details to be further described, is deemed

(Translation)

as the disposition of the assets of the listed company, in which case it is a Class 2 Transactions under 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), and the value of the investment has the value not exceeding 23.34 percent of total assets value of the Company and subsidiaries which is the highest value when calculated under the criteria of the total value of the consideration (other criteria is not applicable) as calculated from the reviewed consolidated financial statements of the Company as at 30 September 2016, being considered as the transaction with the value equal to 15 percent or higher but less than 50 percent of the total assets value of the company and subsidiaries

Calculation Method	Formula	Transaction Size
1. Net Tangible Assets Criteria (NTA)	$(\text{Shareholding Ratio} \times \text{NTA of Company A} \times 100) / \text{NTA of the Listed Company}$	Not Applicable
2. Net Profit Criteria	$(\text{Shareholding Ratio} \times \text{Net Profit of Company A} \times 100) / \text{Net Profit of the Listed Company}$	Not Applicable
3. Total Value of Consideration Criteria	$(\text{Value Received} \times 100) / \text{NTA of the Listed Company and subsidiaries}$ $= (5,998 \text{ million X}$	23.34 percent

(Translation)

Calculation Method	Formula	Transaction Size
	100) / 25,699 million	
4. Value of Securities Criteria	(Amount of Shares Issued for the Payment of Assets x 100)/ Amount of Shares of Listed Company issued and paid	Not Applicable
Highest value		23.34 percent

4) Details of Assets to be Disposed

4.1 The 9th Towers Office Project

GLANDRT will invest in The 9th Towers Office Project for the lease period of 30 years.

GLANDRT will enter into the lease agreement as followings:

- 1) Office area of The 9th Towers Office Project, Conventional Rooms and common areas related to the areas mentioned above comprising of Tower A from 12th Floor to 36th Floor in total of 25 floors and Tower B from 12th Floor to 34th Floor in total of 23 floors. The total floor area is approximately 68,791 square meters.
- 2) Parking areas for the office areas in The 9th Towers Office Project from 4th Floor to 10th Floor in total of 974 parking slots, approximately 27,206 square meters.
- 3) Building systems related to the operation including Utility Systems in The 9th Towers Grand Rama 9 such as Electricity System, Air Conditioning System, Sanitary System, Fire Protection System, Communication System and other related and necessary systems

(Translation)

to the GLANDRT's office areas and parking areas. However, the above building systems exclude building systems related to retail areas.

The above information can be summarized as followings:

Area Information	Areas (sq.m.)
Office areas Tower A	35,211
Office areas Tower B	24,671
Conventional Rooms Areas	3,068
Storage Areas	102
Common Areas	5,739
Parking Areas with 974 Parking Slots	27,206
Total Areas	95,997

Main Utility Systems in the Building

Utility Systems	Description
Electricity System	9 Electric transformers in total, which are divided to 3x3,500 KVA, 2x2,600 KVA, 3x2,000KVA and 1X1,250 KVA, with the total KVA of 22,950.
Sanitary System and Waste Water Treatment System	Drain pipe, water pressure pump, cistern, waste pipe and waste water treatment pond
Air Conditioning System	Water cool chiller system
Fire Protection System	Fire alarm control panel with smoke and heat detectors and automatic fire sprinklers
Security System	Closed Circuit Television (CCTV) System, limited building access control card (Radio Frequency Identification) and 24 hours security system

(Translation)

Utility Systems	Description
Elevator System	- Tower A has a total of 10 elevators, which are divided into 9 passenger elevators and 1 service elevator - Tower B has a total of 8 elevators, which are divided into 7 passenger elevators and 1 service elevator - Parking area has a total of 4 passenger elevators

4.2 Unilever House Office Project

The GLANDRT will invest in Unilever House Office Project for the lease period of 17 years and 7 months (until 14 November 2034). GLANDRT will enter into the lease agreement as followings:

- 1) Office Area of Unilever House Office Project and common areas related to the areas mentioned above comprising from 7th Floor to 12th Floor in total of 6 floors. The total floor area is approximately 20,141 square meters.
- 2) Parking areas for the office areas in Unilever House Grand Rama 9 from 4th Floor to 6th Floor in total of 322 parking slots, approximately 10,035 square meters.
- 3) Building systems related to the operation including Utility Systems in Unilever House Grand Rama 9 such as Electricity System, Air Conditioning System, Sanitary System, Fire Protection System, Communication System and other related and necessary systems to the GLANDRT's lease areas and parking areas However, the above building systems excludes building systems related to the retail areas.

(Translation)

The above information can be summarized as followings:

Area Information	Areas (sq.m.)
Office areas	18,527
Common Areas	1,614
Parking Areas with 322 Parking Slots	10,035
Total Areas	30,176

Main Utility Systems in the Building

Utility Systems	Description
Electricity System	4 Electric transformers in total, which are divided to 2x2,000 KVA and 2X1,6000 KVA, with the total KVA of 7,200.
Sanitary System and Waste Water Treatment System	Drain pipe, water pressure pump, cistern, waste pipe and waste water treatment pond
Air Conditioning System	Water cool chiller system
Fire Protection System	Fire alarm control panel with smoke and heat detectors and automatic fire sprinklers
Security System	Closed Circuit Television (CCTV) System, limited building access control card (Radio Frequency Identification) and 24 hours security system
Elevator System	- The building has a total of 7 elevators, which are divided into 4 passenger elevators and 1 fire elevator - Car Park has a total of 2 passenger elevators

(Translation)

4.3 Other Movable Assets Used in the Operation of The 9th Towers Office Project and Unilever House Office Project

Movable assets such as furniture, decoration equipment and other equipment used in the operation of The 9th Towers Office Project and Unilever House Office Project

5) Total Value of Consideration, Value of Assets Disposed, the Basis Used to Determine the Value of Consideration and the Conditions of the Payment.

Total Value of the Consideration

The total value of consideration for the Lease Transactions of The 9th Towers Office Project and Unilever House Office Project and the transfer of the ownership of movable assets used in the operation of The 9th Towers Office Project and Unilever House Office Project to GLANDRT will be in accordance with the terms and conditions under Agreements Related to the Disposition of Transactions, which the Company, Sterling Equity and GLANDRT will agree to enter into. In this event, the transaction size shall be Baht 5,200 Million and not greater than Baht 5,998 Million (Excludes VAT, fees, and lease registration expense). In this regard, the final price for the lease and the transfer of the ownership of assets that GLANDRT will invest depends on the agreement between the relevant contractual parties, whereby the value of the consideration of such transactions will overall take relevant factors into account.

Value of Assets Disposed

The value of the assets to be disposed in the Lease Transactions and in the transfer of the ownership of movable assets of The 9th Towers Office Project and Unilever House Office

(Translation)

Project will have the transaction size of not less than Baht 5,200 Million and not greater than Baht 5,998 Million (Excludes VAT, fees, and lease registration expense).

The assets to be disposed have been appraised by 2 appraisers, namely, Grand Asset Advisory Company Limited and TAP Valuation Company Limited, via Income Method, and have the details as the followings

The 9th Towers Office Project and its related movable assets

Appraisal Value (unit: Baht)	Grand Asset Advisory Company Limited	TAP Valuation Company Limited
Appraisal value for the asset	3,993,000,000	4,023,000,000
Maximum investment price for GLANDRT (Baht)	4,597,573,000	
Premium over the minimum appraisal value (%)	15.14	

Remarks: ¹ Appraisal value by Grand Asset Advisory Company Limited is based on the appraisal report dated 20 December 2016 (with appraisal value as of 25 October 2016)

² Appraisal value by TAP Valuation Company Limited is based on the appraisal report dated 20 December 2016 (with appraisal value as of 1 November 2016)

Unilever House Office Project and its related movable assets

Appraisal Value (unit: Baht)	Grand Asset Advisory Company Limited	TAP Valuation Company Limited
Appraisal value for the asset	1,216,000,000	1,273,000,000
Maximum investment price for GLANDRT (Baht)	1,400,113,000	
Premium over the minimum appraisal value (%)	15.14	

Remarks: ¹ Appraisal value by Grand Asset Advisory Company Limited is based on the appraisal report dated 20 December 2016 (with appraisal value as of 25 October 2016)

² Appraisal value by TAP Valuation Company Limited is based on the appraisal report dated 20 December 2016 (with appraisal value as of 1 November 2016)

In addition, the final price for the lease and the transfer of the ownership of assets that GLANDRT will invest depends on the agreement between the relevant contractual parties,

(Translation)

whereby the value of the consideration of such transactions will overall take relevant factors into account.

The Basis Used to Determine the Value of Consideration

Considered from related factors such as (1) Appraisal values of assets that GLANDRT will invest, by appraisers approved by the SEC (2) Money and Equity Market Condition during trust unit subscription period (3) Appropriate required return to investors (4) Commercial performance of assets that GLANDRT will invest (5) Local and global interest rate (6) Required return from equity securities, debt securities, alternative investments and etc. (7) Book building from institutional investors must be done by underwriters which are Krung Thai Bank Public Company Limited and/or Siam Commercial Bank Public Company Limited (if any)

Conditions of the Payment

Immovable Asset: GLANDRT will pay for the lease Transactions of The 9th Towers Office Project and Unilever House Office Project to the Company and Sterling Equity once the lease registration is completed

Movable Asset: GLANDRT will pay for Sale Transactions of movable assets that are used in the operations of The 9th Towers Office Project and Unilever House Office Project to the Company and Sterling Equity once the ownership transfer regarding the Sale and Purchase Agreement of Movable Asset, and the lease registration are completed

6) Benefits Expected to be Received from the Transactions for the Company

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The aforementioned transactions are for leasing out The 9th Towers Office Project and Unilever House Office Project and for transferring the ownership of movable assets used in the operations of The 9th Towers Office Project and Unilever House Office Project to GLANDRT. From entering into such transactions, the Company will use the proceeds received to partially repay the current financial debt with a financial institution. This will help adjust the capital structure of the Company, as well as reducing the interest expense of the Company. The remaining proceeds received will be used to invest in the other projects pursuant to the operation plan of the Company which will help generate revenue from the Company's operation in the future.

7) The Proposed Utilization of the Proceeds from the Disposal of Assets

The partial proceeds received from the disposal of assets shall be used in, among others, (1) repayment of the financial debt of the Company with a financial institution and (2) investment to construct other projects pursuant to the operation plan of the Company.

8) Condition for the Entering into the Transactions

The entering into the said disposition of assets transactions shall be conditional upon:

- (1) The obtaining the Office of the SEC approval for the offering of trust unit and the offering of trust units to the public and general investors;
- (2) The obtaining of REIT Establishment letter from the Office of the SEC; and
- (3) The fulfillment of the terms and conditions as specified in the Lease Agreement for office area, parking area and utility systems, the Sale and Purchase Agreement for movable assets, the REIT Management agreement, and the Undertaking Agreement

Once the conditions for the entering into the transactions are completed, the Company and Sterling Equity, in this regard, will be able to lease out The 9th Towers Office Project and

(Translation)

Unilever House Office Project to the GLANDRT, and transfer the ownership of movable assets used in the operation of The 9th Towers Office Project and Unilever House Office Project to GLANDRT.

9) Opinion of the Board of Directors regarding the Entering into the Transactions

The Board of Directors has considered and is of the opinion that the entering into the said transactions is reasonable and will be for the best interest of the Company since

- (1) This will allow the company to raise funds to expand other projects according to the plan of the Company
- (2) This will help reducing the financial debt and interest expenses by using the proceeds received from the lease out of the 9th Towers Office Project and Unilever House Office Project and the transfer of the ownership of movable assets a used in the operation of The 9th Towers Office Project and Unilever House Office Project to partially repay the financial debt.

10) Opinion of the Audit Committee and/or the Director(s) of the Company which are Different from those of the Board of Directors under Item 9. regarding to the Entering into the Transactions

- None –