



No. For.20/2015

22 June 2015

Subject: [Information on disposal of Prospect and acquiring of MK shares \(amendment\)](#)

To: The President of the Stock Exchange of Thailand

Finansa Public Company Limited ("Company") would like to notify that at the meeting No. 4/2015 of the Company's Board of Directors on 19 June 2015, the Board approved a disposal of its total investment (43,649,999 shares or 36.38% of authorized and paid-up share capital) in an associated company, Prospect Development Co., Ltd. ("Prospect") at the price of Baht 10 per share, totaling Baht 436,499,990 to M.K. Real Estate Development Public Company Limited ("MK" or "the Purchaser"). [To pay for the asset purchase, MK will issue 70,975,608 capital shares or 7.15% of its registered and paid-up share after a capital increase with the par value of Baht 1 and at the price of Baht 6.15 per share.](#)

The aforementioned transaction is [an acquisition and](#) disposal of asset under the Capital Market Supervisory Board TorJor. 20/2551 Re: Rules on Significant Transactions Constituting Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of a Listed Company on Acquisition or Disposition of Assets B.E. 2004 ("the Asset Acquisition and Disposition Rules"). Based on the transaction size calculation, the maximum transaction size is classified as a Class 2 transaction as the maximum value is higher than 15% but less than 50% of the Company's net tangible assets according to the Notification on Acquisition or Disposition of Assets. The Company hereby submits the information memorandum concerning [the acquisition and](#) disposal of assets to the SET and shall deliver to the shareholders the information memorandum within 21 days from the date of the disclosure made to the SET.

Information of the transaction

- Date, month and year of the transaction** After the shareholders' meeting of the Purchaser approves the capital increase to pay for the asset acquired
- Concerned parties and relation with the listed company**

Seller	Finansa Public Company Limited.
Buyer:	M.K. Real Estate Development Public Company Limited
Relationship with listed company:	Before entering into the transaction, MK did not have any relationship with the Company. MK does not meet the criteria to be deemed a person that relates to the Company according to Notification of the Capital Market Supervisory Board of TorJor. 21/2551 re: Criteria for Conducting Related Transaction.

3. General characteristics of transaction

The Company disposes its total investment (43,649,999 shares or 36.38% of authorized and paid-up share capital) in an associated company, Prospect Development Co., Ltd. at the price of Baht 10 per share, totaling Baht 436,499,990 to MK. MK will issue 70,975,608 capital shares or 7.15% of its registered and paid-up share after a capital increase with the par value of Baht 1 and at the price of Baht 6.15 per share.

The transaction is an acquisition and disposal of asset under the Asset Acquisition and Disposition Rules. Based on the calculation of the transaction size, the maximum value was the value of net tangible assets disposed as a percentage of the net tangible assets of the Company and its subsidiaries, as of 31 March 2015, which was 22.10%. Details of the size calculation are as follows:

1. Assets of the Company and its subsidiaries as of 31 March 2015	Baht 2,581.7 million
2. Net Tangible Assets: NTA of the Company and its subsidiaries as of 31 March 2015	Baht 1,545.3 million
3. Net tangible assets disposed of	Baht 341.5 million
4. Value of consideration paid (Share capital of M.K. Real Estate Development Public Company Limited totally 70,975,608 shares)	Baht 453.3 million
5. Size of the disposal of asset transaction	
5.1 Value of net tangible assets disposed of comparing with net tangible assets of the Company and its subsidiaries	22.10%
5.2 Net profit of the acquired assets comparing with net profit of the Company and its subsidiaries	Not applicable to this case
5.3 Value of the paid consideration comparing with total assets of the Company and its subsidiaries	17.56%
5.4 Value of securities issued in exchange for the acquisition comparing with securities already issued by the Company	Not applicable to this case

When considering the disposal of assets during the past 6 months, on 28 May 2015 the Company disposed its office condominium at the total price of Baht 155.8 million. The maximum value of the transaction was 6.16% of the Company's net tangible assets. When combining with the latest assets disposal, the size of the transaction is 28.26% which is considered as a Class 2 transaction with a value higher than 15% but less than 50% according to the Notification on Acquisition or Disposition of Assets. The Company has to submit the information memorandum concerning the disposal of assets to the SET and shall deliver to the shareholders the information memorandum within 21 days from the date of the disclosure made to the SET.

4. Details of the disposed asset

- (1) Company name : Prospect Development Co., Ltd.
- (2) Address : 48/29 TISCO Tower, 16th floor, North Sathorn Road
Silom, Bangrak, Bangkok
- (3) Type of business : Development and rental of warehouse and factory buildings
- (4) Capital structure : As of 31 December 2014, Prospect had paid-up capital of Baht 1,200 million, divided into 120 million common shares at Baht 10 par value (fully paid)
- (5) Number of share held : 43,649,999 shares or 36.38% of total capital
prior to the disposal
- (6) Number of share disposed of : 43,649,999 shares
- (7) Shareholding % after disposal : The Company no longer holds shares in Prospect.
- (8) Shareholders list : As shown in the shareholders register book as at 28 April 2015.

	Name	No. of Share	%
1.	Finansa Public Company Limited	43,649,999	36.38
2.	Mr. Chernchai Niyamanusorn	25,273,999	21.06
3.	Miss Prapassara Sirichotikunakorn	23,976,000	19.98
4.	B.C.H. Property Co., Ltd.	15,000,001	12.50
5.	Mr. Thongtat Kasemsuwan	7,600,000	6.33
6.	Mrs. Napasorn Pranich	3,500,001	2.92
7.	Ms. Pornsarin Maethivacharanondh	1,000,000	0.83
	Total	120,000,000	100.00

- (9) List of directors : As at 11 May 2015, Prospect's directors were
1. Mr. Vorasit Pokachaiyapat
 2. Ms. Rachanee Mahatdetkul
 3. Ms. Pornsarin Maethivacharanondh
 4. Mr. Thongtat Kasemsuwan
 5. Mr. Trirath Trirathanakul
 6. Mr. Chernchai Niyamanusorn
 7. Mrs. Nantaporn Suriyakul Na Ayudhaya
- (10) Investments : -none-

(11) Significant financial data :

(Unit: Million Baht)	2012	2013	2014
Total revenues	79.7	433.6	293.1
Cost of sales and services	81.8	100.0	109.2
Selling and administrative expenses	54.1	56.3	62.6
Profit before finance cost and income tax	(56.2)	277.3	121.3
Net profit (loss)	(175.7)	127.3	(27.0)
Current assets	222.3	639.9	410.6
Total assets	2,788.7	3,101.4	2,336.1
Current liabilities	418.6	419.0	496.8
Total liabilities	1,950.3	2,135.7	1,397.3
Shareholders' equity	838.4	965.7	938.8
Number of issued and paid-up share (share)	120,000,000	120,000,000	120,000,000
Book value per share	7.0	8.1	7.8

5. Total value of consideration and terms of payment:

Total value of disposed asset : Ordinary shares of Prospect 43,649,999 shares with a par value of Baht 10, totally Baht 436,499,990. The transaction price of Baht 10.00 for each Prospect share was negotiated and agreed by the parties involved. The price was referenced to both the book value per share of Baht 7.82 per share and the adjusted book value of Baht 11.00 as of 31 December 2014. The Company views the agreed price at Baht 10.00 per share as reasonable. At this price, the Company can realize a gain from disposal of the Prospect investment. Based on the Consolidated Financial Statements of the Company and its subsidiaries as of 31 March 2015, the equity value of the investment in Prospect was Baht 318.9 million.

Criteria to determine total value of : Total value of consideration received from the disposed consideration asset will be 70,975,608 common shares of the Purchaser (par value of Baht 1) at the price of Baht 6.15 per share, totally Baht 436,490,990. The MK share price is based on the adjusted book value as of 31 March 2015. The Company views this price as reasonable, comparing with the weighted average MK share price over the past 15 days of 6.20 Baht per share.

Details of consideration received :

70,975,608 ordinary shares of the Purchaser with related information as follows.

- (1) Company name : M.K. Real Estate Development Public Company limited
- (2) Address : M.K. Building, 719 Banthatthong Road, Wangmai Pathum Wan, Bangkok
- (3) Type of business : Real estate development
- (4) Capital structure : As of 31 March 2015, MK had registered capital of Baht 861,316,848 or 861,316,848 shares with a par value of Baht 1. Paid-up shares and paid-up capital were 860,384,157 shares and Baht 860,384,157, respectively.
- (5) Number of share held : -none-
prior to the transaction
- (6) Number of share received : 70,975,608 shares
- (7) Shareholding % after : 7.15%
the transaction
- (8) Major shareholders list : As of 17 June 2015

	Name	No. of Share	%
1.	Castle Peak Development Limited โดย UBS AG	104,550,000	12.15
2.	CPD Holding Co., Ltd.	73,000,000	8.49
3.	Tangmatitham family	49,932,031	5.80
4.	Other shareholders	632,902,126	73.56
	Total	860,384,157	100.00

- (9) List of directors : As at 16 June 2015, directors consisted of
1. Mr. Suthep Wongvorazathe Chairman
2. Mr. Philipvira Bunnag Director
3. Mrs. Sutida Suriyodorn Director
4. Mr. Nuttplus throne Nonthachit Director
5. Miss Napaporn Kamolsakdavikul Director
6. Mr. Saksri Phurthamkul Director
7. Mr. Att Asavanund Independent Director/Chairman of the Audit Committee
8. Mr. Chaipayont Timsootheepant Independent Director/Audit Committee Member
9. Mrs. Malai Rachataswan Independent Director/Audit Committee Member

(10) Investments : Based on consolidated financial statements for the three-month period ended 31 March 2015

Investment in a subsidiary	Type of business
Mancon Company Limited	Property development

Investment in associated companies	Type of business
Samukkee Cement Ltd.	Cement producer
Subnorasing Co., Ltd.	Sand supplier

(11) Significant financial data :

(Unit: Million Baht)	2012	2013	2014	1/2015
Total revenues	1,766.8	2,798.1	2,384.9	436.7
Cost of sales and services	1,069.6	1,810.4	1,391.6	289.6
Selling and administrative expenses	361.9	430.8	417.7	103.2
Profit before finance cost and income tax	341.7	544.5	559.8	40.8
Net profit (loss)	261.4	428.6	447.3	30.5
Current assets	6,460.1	5,892.7	6,484.6	6,694.8
Total assets	7,374.8	6,782.6	7,361.3	7,561.0
Current liabilities	1,026.6	1,224.9	815.3	709.7
Total liabilities	2,352.56	1,502.8	1,891.4	2,060.1
Shareholders' equity	5,018.4	5,274.9	5,464.1	5,494.7
Number of issued and paid-up share (share)	860,384,157	860,384,157	860,384,157	860,384,157
Book value per share	5.8	6.1	6.4	6.4

6. **Benefit expected to be generated: from the transaction**
- After the transaction, the Company holds 7.15% in MK, a real estate company listed in the SET. This investment benefits the Company in the form of greater risk diversification from Prospect's existing warehouses/factories rental business. MK is an experienced real estate developer in the housing segment with a strong financial position, a positive operating performance and a history of continued dividend payments. This will enhance the Company value for its shareholders.

7. Use of funds received from:
disposed transaction
- The Company received shares of MK paid in kind for Prospect shares. The MK shares are listed and can be traded on the SET. However, the Company's intention is to hold MK in the long term and has no plan to sell this investment.
8. Conditions of transaction:
- Shareholders' meeting of MK approves the transaction.
 - This transaction is classified under class 2 under the notification of the Capital Market Supervisory Board of TorJor. 20/2551 re Criteria for Carrying out a Signification Transaction that is in the Category of Acquisition or Disposition of Assets dated 31 August 2008 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 or Disposition of Assets of 2004 dated 29 October 2004. Therefore, the Company has the duty to make a report and disclose information of such transaction to the SET immediately and shall deliver to the shareholders the information memorandum within 21 days from the date of the disclosure made to the SET.
9. Opinion of the Board of Directors:
- The Board of Directors has considered and approved the disposal of the Company's investment in Prospect in return for MK shares. The Board commented that this transaction benefits the Company in the form of greater risk diversification from Prospect's exiting warehouses/factories rental business.
- MK is an experienced real estate developer in the housing segment with a strong financial position, a positive operating performance and a history of continued dividend payments. This will enhance the Company value for its shareholders.

10. Opinion of the Audit Committee: - none -
and/or Board of Directors that is
different from opinion of the Board of
Directors

Please be informed accordingly.

Yours sincerely,
Finansa Public Company Limited

(Vorasit Pokachaiyapat)
Managing Director