

SPL. 231/2020

October 22, 2020

Subject: The establishment of Supalai Real Estate Investment Trust (SPALIRT) regarding the disposal of the Company's asset to SPALIRT

To: President,
The Stock Exchange of Thailand

Supalai Public Company Limited ("the Company") hereby notifies that the Board of Directors' Meeting of the Company No. 7/2020, held on June 19, 2020, has resolution to approve the disposal of the ownership of land, buildings and fixtures, including other movable properties of Supalai Grand Tower project ("Supalai Grand Tower Project"), which is office building project located in business area on Rama 3 road, to Supalai Real Estate Investment Trust ("SPALIRT"). The disposal value of Supalai Grand Tower Project's assets shall not exceed THB 3,200.00 million. In addition, the Board of Directors' Meeting of the Company has resolution to approve the investment in SPALIRT of not exceeding 20.00% of total trust units to be issued and offered for sale in case that SPALIRT receives the approval to be established and to offer trust units for sale.

Subsequently, the Board of Directors' Meeting of the Company No. 10/2020, held on September 8, 2020, has resolution to approve the investment in Adelphi Real Estate Management Company Limited ("Adelphi") of 30.00% of total registered and paid-up capital. In addition, other shareholders of Adelphi are Mr.Piyapong Pinthuprapa (holding 60.00% of total registered and paid-up capital), Mr.Pariya Tantakasem (holding 5.00% of total registered and paid-up capital) and Mr.Yeoh Aik Cheong (holding 5.00% of total registered and paid-up capital). Adelphi, as SPALIRT's Real Estate Investment Trust manager ("REIT manager") approved by The Office of the Securities and Exchange Commission ("SEC"), is responsible for investing in real estate, operating and managing SPALIRT, as well as procuring benefits from assets of Supalai Grand Tower Project.

In addition, Adelphi as REIT manager, and Jay Capital Advisory Limited ("JayCap") as financial advisor, have prepared the documents for the approval of establishment of Real Estate Investment Trust from SEC, as well as submitted the Registration Statement of Trust Units (Form 69-REIT) of SPALIRT to SEC on October 22, 2020.

Such transactions shall be deemed as the acquisition and disposal of assets in accordance with the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including 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 Acquisition and Disposal of Assets BE 2004 (including as amended) ("Notification

of Acquisition or Disposal of Assets”). The details of asset acquisition and disposal transaction size, based on the Company’s reviewed consolidated financial statement as of June 30, 2020, are as follows:

- Asset acquisition transaction consists of
 1. The investment in Supalai Real Estate Investment Trust (SPALIRT) of not exceeding 20.00% of total trust units to be issued and offered for sale in case that SPALIRT receives the approval to be established and to offer trust units for sale : The maximum transaction size is 0.851% of the Company’s total assets based on total value of consideration criteria.
 2. The investment in Adelphi of 30.00% of total registered and paid-up capital : The maximum transaction size is 0.009% of the Company’s net tangible assets based on net tangible asset (NTA) criteria. (In additional, the transaction size based on total value of consideration criteria is 0.005% of the Company’s total assets.)

According to such 2 asset acquisition transactions mentioned above, total maximum transaction size is 0.856% of the Company’s total assets based on total value of consideration criteria. In addition, the Company does not have any other asset acquisition transactions during 6 months prior to the date of the approval by the Board of Directors’ Meeting to enter into such transactions.

- Asset disposal transaction consists of the disposal of the ownership of land, buildings and fixtures, including other movable properties of Supalai Grand Tower Project : The maximum transaction size is 4.809% of the Company’s total assets based on total value of consideration criteria. In addition, the Company does not have any other asset disposal transactions during 6 months prior to the date of the approval by the Board of Directors’ Meeting to enter into such transactions.

Therefore, such asset acquisition and disposal transactions shall be considered as type 3 transaction, which the transaction size is lower than 15.00% in accordance with Notification of Acquisition or Disposal of Assets. As a result, the Company is not obliged to disclose an information memorandum in accordance with Notification of Acquisition or Disposal of Assets of listed company to The Stock Exchange of Thailand. In addition, such transactions shall not be deemed as connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 Re: Rules on Connected Transactions (including 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 BE 2003 (including as amended) (“Notification of Connected Transaction”).

Please be informed and publicize to public accordingly

Yours sincerely,

(Mrs.Varunee Lapitananuvat)
Deputy Managing Director