

**-Translation-**

CSO/ EL 004/2017

February 28, 2017

Subject : Schedule of the 2017 Annual General Meeting of the Shareholders, Dividend Payment, Joint-Investment in the Mixed-Use Property Development Project (amended the size of disposition of assets) and Appointment of the Directors to Replace Those Who Resigned  
To : The President of the Stock Exchange of Thailand  
Attachment 1. Information Memorandum regarding the Acquisition and Disposal of Assets

The Board of Directors Meeting of Dusit Thani Public Company Limited No. 2/2017 held on February 28, 2017 passed significant resolutions as follows:

**1. Approved, as recommended by the Governance and Nomination Committee, the appointment of the Directors to replace those who resigned as follows:**

- 1.1 Mr. Pakhawat Kovithvathanaphong is appointed as independent director to replace Ms. Pratana Mongkolkul, the resigned director with effective date of March 1<sup>st</sup>, 2017. He will serve the directorship of the Company upto the remaining term of that who resigned that is to end on April 2019.
- 1.2 Prof. Emeritus Khunying Suchada Kiranandana is appointed as independent director to replace Mr. Banterng Tantivit, the resigned director with effective date of March 1<sup>st</sup>, 2017. She will serve the directorship of the Company upto the remaining term of that who resigned that is to end on April 2018.

The Company, therefore, has the same number of directors which is 12 members.

**2. To consider and approve the appropriation from the result of operations in 2016 and to pay the dividend and the dividend payment date.**

**Board of Directors' opinion:** The payment of dividend for the year 2016 should be proposed to Shareholders for approval by the appropriation of retained earnings in 2016 and dividend payment as details below:

2.1 Acknowledge the net profit was not allocated as legal reserve since the company had the legal reserve at 10 percent of the registered capital, as required by law.

2.2 The 2016 dividend payment shall be paid to shareholders from the appropriated retained earnings at the rate of Baht 0.10 per share equivalent to Baht 85 Million.

Dusit Thani Public Company Limited set the Record Date on March 15, 2017 in which the shareholders have the right to attend the 2017 Annual General Meeting of Shareholders and to receive the 2016 dividend. The Company will close the share registration book on March 16, 2017 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551). The 2016 dividend payment will be paid on May 12, 2017.

Please note that the payment of dividend is subjected to the approval from Annual General Meeting of Shareholders.

### 3. To consider investment in the mixed-use property development project

#### Board of Directors' opinion:

3.1 Approved to propose the Annual General Meeting of the shareholders to consider and approve the investment in the Mixed-Use Property Development Project which consists of hotel, residence, retail shopping and office building (the “**Mixed Use Property Development Project**”). This is located at the intersection of Silom and Rama IV Road. The total value of this Mixed-Use Property Development Project does not exceed THB 36,700. The details are as follows:

- a) To jointly invest in the property development project which consists of the acquisition of lease right and the development of hotel, residence, retail shopping center (the “**Project HRR**”). This will be thru Vimarn Suriya Co., Ltd. (“**HRRJV**”) at the shareholding proportion of 60% which another 40% will be invested by Central Pattana Public Company Limited and/or its subsidiary. The value of such Lease Right and the HRR Project itself will not exceed THB 21,900 Million which will be on the Company’s part not more than THB 14,200 Million. Currently, HRRJV is already established in which the Company holds 100% stake in the HRRJV. The Company will gradually sell its stake upto 40% to CPN and finally, the shareholdings in HRRJV between the Company and CPN will be 60:40. The total consideration from the disposition of 40% stake to CPN will be approximately Baht 165 million.<sup>1</sup>
- b) To jointly invest in the retail development project (“**Project Retail**”) thru Suan Lum Property Co., Ltd. (“**REJV**”). The shareholding proportion of 15% will be held by this company and Central Pattana Public Company Limited and/or its subsidiary will take the rest of 85%. The Project Retail’s value will not exceed THB 8,900 Million which will be on the Company not more than THB 1,340 Million. Currently, REJV is already established in which the Company holds 100% stake in the REJV. The Company will gradually sell its stake upto 15% to CPN and finally, the shareholdings in REJV between the Company and CPN will be 15:85. The total consideration from the disposition of 15% stake to CPN will be approximately Baht 640 million.<sup>1</sup>
- c) To jointly invest in the office project (“**Project Office**”) thru Phra Ram 4 Development Co., Ltd. (“**OJV**”) which the Company will dispose its lease right to OJV and sell its shares held in this company at 90% to Central Pattana Public Company Limited and/or its subsidiary. The total value of disposition will not exceed THB 2,700.9 Million.

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<sup>1</sup> The total consideration may be subject to change which depends on the amount of investment in the future.

3.2 Approved to propose the Annual General Meeting of the shareholders to authorize the Board of Directors or Chairman of the Executive Committee or Group Chief Executive Officer and/or any person who is pointed by such authorized persons to consider, adjust and/or amend any terms and conditions related to the followings:

- The investment of Project HRR, Project Retail and Project Office which include to communicate, discuss, negotiate, make any adjustments or changes and/or agree, sign and submit any documents and confirmations in connection with those investments of Project HRR, Project Retail and Project Office
- To make any changes and/or agree and execute the land lease agreement with Crown Property Bureau
- To communicate, negotiate, provide and/or submit or relinquish any permits, applications and documents to any authorities, relevant state agencies, financial institutes and individuals or organisations which is related in the investment of Project HRR, Project Retail and Project Office
- To undertake any necessary actions and related to those investments of Project HRR, Project Retail and Project Office

These authorizations will be undertaken to keep the Company and its shareholders' benefits.

This transaction is deemed as a disposition of assets of the Company pursuant to the Section 107 (2) (a) of the Public Companies Act B.E. 2535 (as amended) and an acquisition and disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. Thor Chor 20/2551 Re: Rules for entering into Material Transactions Deemed as Acquisition or Disposal 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 Disposal of Assets B.E. 2547 dated 29 October 2004 (the "**Notification on Acquisition or Disposal**"). The acquisition of assets has the highest transaction size equivalent to 257.28 percent calculated in accordance with the total value of consideration criteria, and therefore a Class 4 transaction pursuant to the Notification on Acquisition or Disposal, which is a transaction of a value equal to or exceeding 100 percent and the disposition of assets has the highest transaction size of 38.81 percent calculated in accordance with the total value of consideration criteria, which is a Class 2 transaction pursuant to the Notification on Acquisition or Disposal, which is transaction with a value 15 percent or higher but lower than 50 percent. As this disposition of assets transaction is a part of the mixed-use project, the Company will propose this matter together with that aforementioned acquisition of assets transaction to Shareholders' Meeting as per Information Memorandum Regarding the Acquisition and Disposition of Assets Attachment 1.

**4. Fix the date of Annual General Meeting of the Shareholders No. 24/2017, the Agenda, Record Date / Closing Book for the right to attend the meeting and receive dividend and the date of dividend payment**

**Board of Directors' opinion:** The Annual General Meeting of the Shareholders No. 24/2017 will be on April 27, 2017 at 14.00 Hrs. at Dusit Thani Hall, The Dusit Thani Hotel, 946 Rama 4 Road, Silom, Bangrak, Bangkok. The Record Date will be March 15, 2017 which shareholders have the right to attend the 2017 AGM and to receive the dividend and the share registration book closing date will

be March 16, 2017 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E.2551)

**5. The agenda for the Annual General Shareholders Meeting No.24/2017 as follows:**

**5.1 To approve the Minutes of the Annual General Meeting of the Shareholders No. 23/2016.**

**Board of Directors' opinion:** The Minutes of the Annual General Meeting of the Shareholders No. 23/2016 held on April 28, 2016 have correctly been stated and recommended the approval of the said Minutes.

**5.2 To acknowledge the performance of the Company for the year 2016.**

**Board of Directors' opinion:** The performance and the significant changes of the Company for the year 2016 should be proposed to Shareholders to acknowledge.

**5.3 To consider and approve the Audited Balance Sheets (Statements of Financial Position) and the Statements of Income for the year ended December 31, 2016.**

**Board of Directors' opinion:** The Audited Balance Sheets (Statements of Financial Position) and Statements of Income for year ended December 31, 2016 which was audited and certified by the auditor of KPMG Phoomchai Audit Limited and was agreed by the Audit Committee should be proposed to Shareholders for approval.

**5.4 To consider and approve the appropriation of profit to pay the dividend for the year 2016.**

**Board of Directors' opinion:** Agreed to propose to the Annual General Meeting of the Shareholders to acknowledge of not allocating net profit of the year as legal reserve because the legal reserve of the Company already reach 10% of the registered capital of the Company and to propose the shareholders to pay the dividend for the year 2016 per the Resolution of Board of Directors Meeting No. 2/2017 per stated above.

**5.5 To appoint the Directors to replace whose tenure will end.**

**Board of Directors' opinion:** The Board of Directors excluding the interest Directors had discussed by applying the nomination guideline. The Board of Directors agreed with the Governance and Nomination Committee to propose to Shareholders that the 4 directors whose tenure will end should be the Directors for another term as per following list:

1. Dr. Kittipong Kittayarak
2. Mrs. Sinee Thienprasiddhi
3. Mrs. Suphajee Suthumpun
4. Mrs. Varang Chaiyawan

**5.6 To determine the Board of Directors' remuneration for the year 2017.**

**Board of Directors' opinion:** The Compensation Committee Meeting had considered the 2017 Directors' remuneration and proposed to the Board of Directors Meeting No. 2/2017. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders to approve the 2017 remuneration for

the meeting fee and monthly fee to Board of Directors, Sub Committee and others which not exceed Baht 6,500,000 in total. An increase of Baht 500,000 or 8.33 percent from approved amount of year 2016 due to expansion of company's business in order to reserve for more no. of meetings as well as new establishment of Sub Committee to consider various projects in 2017. The board of directors be authorized to allocate the remuneration of directors in each type as deem appropriate but will not exceed Baht 6,500,000.

For the 2017 annual remuneration to the Board of Directors would be proposed totally Baht 850,000 and the board of directors be authorized to allocate the remuneration of directors as deem appropriate.

**5.7 To appoint the auditor and fix the remuneration for the year 2017.**

**Board of Directors' opinion:** The Board of Directors agreed with the Audit Committee to select the auditor of KPMG Phoomchai Audit Limited as the Company's auditor and propose to the Annual General Meeting of the Shareholders for the year 2017 to appoint the auditor and fix the 2016 remuneration as follows:

1. Miss Vannaporn Jongperadechanon or Miss Vipavan Pattavanvivek or Miss Patamavan Vadhanakul

One of the third auditors mentioned above from KPMG Phoomchai Audit Limited has authorization to audit and sign on the Report of Independent Certified Public Accountants of the Company.

2. To fix an audit fee for year 2017 of Dusit Thani Public Company Limited at totally Baht 1,555,000 that increased from 2016 of Baht 80,000 or 5.42 percent. With expansion of the company's business, scope of work and responsibilities of the auditor therefore have been increased.

**5.8 To consider and approve joint-investment in the mixed-use property development project**

**Board of Directors' opinion:** Approved to propose joint-investment in the mixed-use property development project to Annual General Meeting of Shareholders for approval.

**5.9 To consider other matters. (if any)**

**Board of Directors' opinion:** It is deemed appropriate to have this agenda as an opportunity for the Shareholders who wish to consider other matters apart from the agendas determined by the Board of Directors.

Sincerely yours,

Mrs. Suphajee Suthumpun  
Group Chief Executive Officer

(Revised Version)

Information Memorandum regarding the Acquisition and Disposal of Assets  
of Dusit Thani Public Company Limited  
pursuant to List 1 of the Notification of the Stock Exchange of Thailand

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The Board of Directors' Meeting of Dusit Thani Public Company Limited (the "Company") No. 2/2017 held on 28 February 2017 passed a resolution approving the joint investment in a mixed-use property development project which will consist of a hotel, residence, retail shopping center and office building at the intersection of Silom Road and Rama IV Road, the details of which are as follows:

1. A Joint investment in a property development project involving the acquisition of a land lease right, the development and construction of the hotel, residence and the bare shell of the retail shopping center ("**Project HRR**") by Vimarn Suriya Company Limited
2. A joint investment in a retail shopping center ("**Project Retail**") by Suan Lum Property Company Limited ("**REJV**")
3. A joint investment in an office building ("**Project Office**") by Pharam 4 Development Company Limited ("**OJV**")

This transaction is deemed as a disposition of assets of the Company pursuant to the Section 107 (2) (a) of the Public Companies Act B.E. 2535 (as amended) and an acquisition and disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. Thor Chor 20/2551 Re: Rules for entering into Material Transactions Deemed as Acquisition or Disposal 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 Disposal of Assets B.E. 2547 dated 29 October 2004 (the "**Notification on Acquisition or Disposal**"). The acquisition of assets has the highest transaction size equivalent to 257.28 percent calculated in accordance with the total value of consideration criteria, and therefore a Class 4 transaction pursuant to the Notification on Acquisition or Disposal, which is a transaction of a value equal to or exceeding 100 percent and the disposition of assets has the highest transaction size of 38.81 percent calculated in accordance with the total value of consideration criteria, which is a Class 2 transaction pursuant to the Notification on Acquisition or Disposal, which is transaction with a value 15 percent or higher but lower than 50 percent. As this disposition of assets transaction is a part of the mixed-use project, the Company will propose this matter together with that aforementioned acquisition of assets transaction to Shareholders' Meeting as follows:

- 1) **Date of the transaction**

(Translation)

The Company plans to develop and construct the mixed-use project by July 2017 after obtaining the approval from the 2017 Annual General Meeting of Shareholders. The Company anticipates that the project development and construction will take approximately 7 years.

## 2) Parties involved and their relationship with the Company

### Acquisition of Assets Transaction

#### Transaction 1

##### Entering into Joint Venture Agreement in relation to Project HRR

Parties : Dusit Thani Public Company Limited; and  
Central Pattana Public Company Limited ("CPN")

Relationship with the Company : CPN has no relationship with the Company.

##### Entering into a land lease agreement for a long term lease at the intersection of of Silom Road and Rama IV

Tenant : Dusit Thani Public Company Limited

Landlord : Crown Property Bureau (the "CPB")

Relationship with the Company : The CPB has no relationship with the Company

and related other agreements with the development and construction of the project.

#### Transaction 2

##### Entering into a Joint Venture Agreement in relation to Project Retail

Parties : Dusit Thani Public Company Limited; and  
Central Pattana Public Company Limited

Relationship with the Company : CPN has no relationship with the Company

and related other agreements with the development and construction of the project.

### Disposition of Assets Transaction

#### Transaction 3

##### Entering into a Joint Venture Agreement in relation to Project Office

Parties : Dusit Thani Public Company Limited; and  
Central Pattana Public Company Limited

Relationship with the Company : CPN has no relationship with the Company

##### Land Lease Right Assignment in relation to the Project Office

Assignor : Dusit Thani Public Company Limited;

Assignee : Pharam 4 Development Company Limited;

(Translation)

Relationship with the Company : Pharam 4 Development Company Limited is a joint venture company between the Company and CPN.

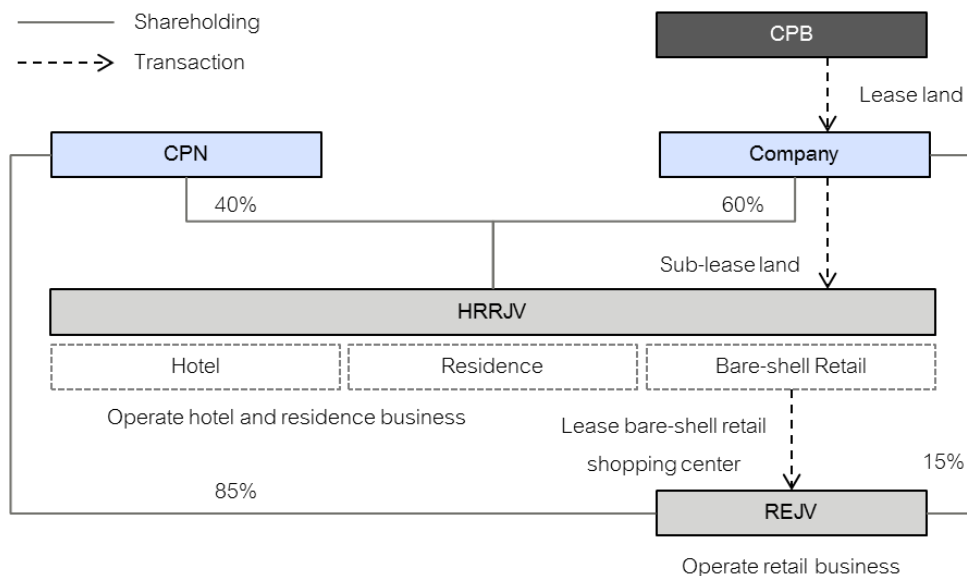
### 3) General characteristics, types and size of transaction

#### General characteristics of transaction

The Company and CPN will jointly invest in a mixed-use property development project which is to be located on 23-2-2.72 rais of land at the intersection of Silom Road and Rama IV Road. The total investment value will not exceed Baht 36,700 Million. The Company will enter into a 30 year land lease agreement with the CPB in relation to the land at the intersection of Silom Road and Rama IV Road which is the location of Dusit Thani Hotel Bangkok and Corporate Office Building. With the right to extend for another period of 30 years under the same terms and conditions (excluding the construction period of 7 years commencing from 1 July 2017). The Company plans to develop and redefine Dusit Thani Hotel Bangkok as well as a plan to develop a mixed-use property development consisting of hotel, residence, retail shopping center and office building with a focus on adding green areas for Bangkok. Within 1 July 2017, the Company will waive its right to lease the land as per the existing land lease agreement, which will expire on March 2018 as well as the right to extend the land lease agreement for another 15 years in order for the new land lease agreement to become effective. However, Dusit Thani Hotel Bangkok will be entitled to operate on the current location until the end of 2018.

Details of the transaction are as follows:

#### Acquisition of Assets Transaction



Remark CPN means Central Pattana Public Company Limited  
HRRJV means Vimarn Suriya Company Limited



(Translation)

REJV means Suan Lum Property Company Limited

#### Transaction 1

The Company will enter into a land lease agreement with the CPB with a term of 30 years. When the land lease period ends, the Company will have the right to extend the term for another 30 years on the same terms and conditions (excluding the construction period of 7 years from 1 July 2017) (“Land lease agreement”) to invest in a mixed-use project. New land lease agreement will consist of the current and additional area, amounting to total new land lease of 23-2-2.72 rais. However, the new land lease agreement is divided into 2 parts: (1) Land for Project HRR approximately 21 rais and (2) Land for Project Office approximately 2-2 rais.

The Company will sublease land for Project HRR to HRRJV, a joint venture between the Company and CPN in the proportion of 60 :40 in Project HRR through HRRJV which values not exceeding Baht 21,900 Million, or not exceeding Baht 14,200 Million for the Company's part. Currently, HRRJV is already established in which the Company holds 100% stake in the HRRJV. The Company will gradually sell its stake upto 40% to CPN and finally, the shareholdings in HRRJV between the Company and CPN will be 60:40. The total consideration from the disposition of 40% stake to CPN will be approximately Baht 165 million.<sup>1</sup>

#### Transaction 2

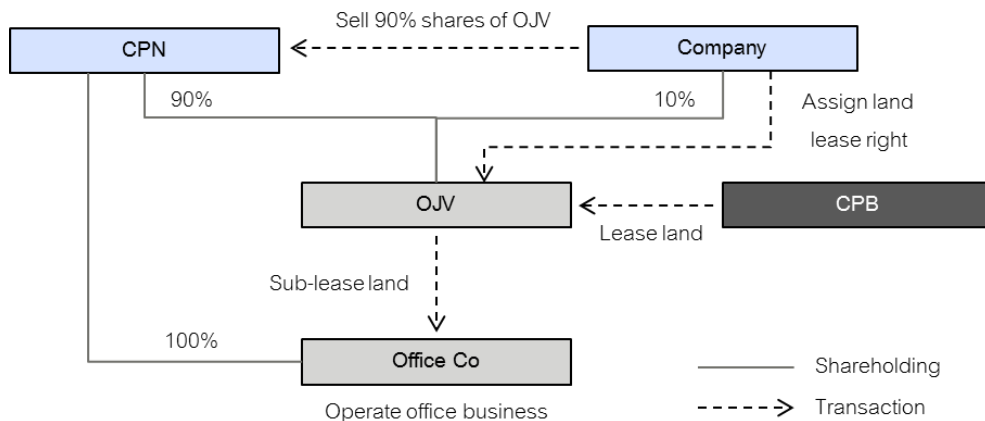
REJV will lease the bare shell of retail shopping center from HRRJV to develop the interior design, management and further sub- lease to retail tenants. REJV, a joint venture between the Company and CPN in a portion of 15:85 in Project Retail through REJV with the value of not exceeding Baht 8,900 Million, or not exceeding Baht 1,340 Million for the Company's part. Currently, REJV is already established in which the Company holds 100% stake in the REJV. The Company will gradually sell its stake upto 15% to CPN and finally, the shareholdings in REJV between the Company and CPN will be 15:85. The total consideration from the disposition of 15% stake to CPN will be approximately Baht 640 million.<sup>1</sup>

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<sup>1</sup> The total consideration may be subject to change which depends on the amount of investment in the future.

(Translation)

### Disposition of Assets Transaction



Remark CPN means Central Pattana Public Company Limited  
OJV means Pharam 4 Development Company Limited  
Office Co means Saladang Property Management Company Limited

### Transaction 3

The Company has established OJV with an aim to hold the land lease right for Project Office and the Company will dispose OJV's shares to CPN in the amount of 90 percent of the registered capital.

The Company will assign the right of land lease for Project Office to OJV to directly enter into the land lease agreement with CPB. OJV will sub-lease the land to Saladang Property Development Company Limited ("Office Co") to develop and construct of Project Office.

### Calculation of Transaction size

This transaction is deemed as an acquisition and disposition of assets pursuant to the Notification on Acquisition or Disposal. Referring to the consolidated financial statements, [HRRJV and REJV financial statements](#) as at 31 December 2016, this investment value has the transaction size with the total value of consideration in the amount of Baht 23,240 Million or the highest transaction size of 257.28 percent in accordance with the total value of consideration criteria and the disposition of assets has the transaction size with the total value of consideration in the amount of Baht 3,505.90 Million or the highest transaction size of 38.81 percent calculated in accordance with the total value of consideration criteria. Details of calculated transaction size are as follows:

#### **The assets acquisition transaction**

##### Transaction 1 (Calculation based on 100% project value)

1. Comparison to the net tangible asset (NTA) value

(Translation)

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of NTA in the acquisition proportion}}{\text{NTA of the Company}} \times 100 \\ &= \text{Cannot be calculated as the transaction is an investment in assets} \end{aligned}$$

2. Comparison to the net profit

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Net profit in the acquisition proportion}}{\text{Net profit of the Company}} \times 100 \\ &= \text{Cannot be calculated as the transaction is an investment in assets} \end{aligned}$$

3. Comparison to total value of consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of consideration received/paid}}{\text{Total assets of the Company}} \times 100 \\ &= \frac{21,900}{9,032.98} \times 100 \\ &= 242.44\% \end{aligned}$$

4. Comparison to the value of securities issued as consideration for the assets acquired

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Number of securities issued as consideration}}{\text{Total number of issued and paid-up shares of the Company}} \times 100 \\ &= \text{Cannot be calculated as there is no share issuance} \end{aligned}$$

Transaction 2 (Calculation based on the acquisition portion of 15%)

1. Comparison to the net tangible asset (NTA) value

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of NTA in the acquisition proportion}}{\text{NTA of the Company}} \times 100 \\ &= \text{Cannot be calculated as the transaction is an investment in assets} \end{aligned}$$

2. Comparison to the net profit

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Net profit in the acquisition proportion}}{\text{Net profit of the Company}} \times 100 \\ &= \text{Cannot be calculated as the transaction is an investment in assets} \end{aligned}$$

3. Comparison to the total value of consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of consideration received/paid}}{\text{Total assets of the Company}} \times 100 \\ &= \frac{1,340}{9,032.98} \times 100 \\ &= 14.83\% \end{aligned}$$

4. Comparison to the value of securities issued as consideration for the assets acquired

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Number of securities issued as consideration}}{\text{Total number of issued and paid-up shares of the Company}} \times 100 \end{aligned}$$

(Translation)

= Cannot be calculated as there is no share issuance

### The assets disposal transaction

#### Transaction 1 (The disposition of 40% stake of HRRJV)

1. Comparison to the net tangible asset (NTA) value

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of NTA in the disposition proportion}}{\text{NTA of the Company}} \times 100 \\ &= \text{Cannot be calculated as the NTA is negative} \end{aligned}$$

2. Comparison to the net profit

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Net profit in the disposition proportion}}{\text{Net profit of the Company}} \times 100 \\ &= \text{Cannot be calculated as the Company recorded loss.} \end{aligned}$$

3. Comparison to total value of consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of consideration received/paid}}{\text{Total assets of the Company}} \times 100 \\ &= \frac{165 \times 100}{9,032.98} \\ &= 1.83\% \end{aligned}$$

4. Comparison to the value of securities issued as consideration for the assets acquired

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Number of securities issued as consideration}}{\text{Total number of issued and paid-up shares of the Company}} \times 100 \\ &= \text{Cannot be calculated as there is no share issuance} \end{aligned}$$

#### Transaction 2 (The disposition of 85% stake of REJV)

1. Comparison to the net tangible asset (NTA) value

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of NTA in the disposition proportion}}{\text{NTA of the Company}} \times 100 \\ &= \frac{0.02 \times 100}{4,528.63} \\ &= 0.00\% \end{aligned}$$

2. Comparison to the net profit

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Net profit in the disposition proportion}}{\text{Net profit of the Company}} \times 100 \\ &= \text{Cannot be calculated as the Company recorded loss.} \end{aligned}$$

3. Comparison to total value of consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of consideration received/paid}}{\text{Total assets of the Company}} \times 100 \end{aligned}$$

(Translation)

$$= \frac{640 \times 100}{9,032.98}$$

9,032.98

$$= 7.09\%$$

4. Comparison to the value of securities issued as consideration for the assets acquired

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Number of securities issued as consideration} \times 100}{\text{Total number of issued and paid-up shares of the Company}} \\ &= \text{Cannot be calculated as there is no share issuance} \end{aligned}$$

Transaction 3

1. Comparison to the net tangible asset (NTA) value

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of NTA in the disposition proportion} \times 100}{\text{NTA of the Company}} \\ &= \text{Cannot be calculated as the transaction is a disposal of assets} \end{aligned}$$

2. Comparison to the net profit

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Net profit in the disposition proportion} \times 100}{\text{Net profit of the Company}} \\ &= \text{Cannot be calculated as the transaction is a disposal of assets} \end{aligned}$$

3. Comparison to total value of consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of consideration received/paid} \times 100}{\text{Total assets of the Company}} \\ &= \frac{2,700.90 \times 100}{9,032.98} \\ &= 29.90\% \end{aligned}$$

4. Comparison to the value of securities issued as consideration for the assets acquired

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Number of securities issued as consideration} \times 100}{\text{Total number of issued and paid-up shares of the Company}} \\ &= \text{Cannot be calculated as there is no share issuance} \end{aligned}$$

Summary of the transaction size calculation

The assets acquisition transaction

Basis of calculation	Transaction size
1. Net tangible asset (NTA) value basis	Cannot be calculated
2. Net profit basis	Cannot be calculated

(Translation)

3. Total value of consideration basis	257.28%
4. Value of securities issued as consideration for the acquired assets basis	Cannot be calculated

Note: NTA = Total assets – Intangible assets – Total liabilities – Non-controlling equity (if any)

#### The assets disposal transaction

Basis of calculation	Transaction size
1. Net tangible asset (NTA) value basis	0.00
2. Net profit basis	Cannot be calculated
3. Total value of consideration basis	38.81%
4. Value of securities issued as consideration for the acquired assets basis	Cannot be calculated

Note: NTA = Total assets – Intangible assets – Total liabilities – Non-controlling equity (if any)

In the past six months, the Board of Directors approved hotel renovation budget of the group and investment in subsidiaries and new project. The total size of transaction was 5.17% based on the value of consideration basis. When including the three acquisition transactions with those in the past six months, the highest value of acquisition is 262.45% based on a total value of consideration basis which is considered a Class 4 transaction in accordance with the Notification on Acquisition or Disposition of Assets. The total value of which equals or exceeds 100%. However, since those acquisition transactions meet requirement of exemption as per Clause 24 under 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. 2004. The Stock Exchange of Thailand may not treat them as a new listing application, i.e.:

1. The acquired business is in a similar line of business or an mutually supporting business to the listed company. Since the current core business of the Company is hotel, the Mixed Use Property Project has not only in a similar line of business (hotel and office building) but also mutually supports the current core business of the Company in the business of residence and retail shopping center.
2. The listed company has no policy to make a major change in its main business after the acquisition because the core business and main revenues of the Company are still hotel after the Mixed Use Property Project operates.
3. The enlarged group resulting from the acquisition of assets has suitable qualifications for listing with the Exchange because the Company and its subsidiaries still keep the same principle of

(Translation)

internal control system. The Company and its subsidiaries have no conflict of interest because CPN is only a joint venture party under subsidiary level and in the Mixed Use Property Project.

4. There will be no material change in the composition of the board of directors of the listed company or in the power to control the listed company or in the controlling shareholders of the listed company because there are no directors or executives from CPN to be directors or executives of the Company because CPN is only a joint venture party under subsidiary level and in the Mixed Use Property Project.

The acquisition of assets of the Company meets all requirements of Clause 24. Therefore, the Company shall report disclosing the acquisition of assets to the Exchange and shall convene a shareholders meeting to approve the decision to enter into the transactions which shall require at least  $\frac{3}{4}$  of the total votes of the shareholders attending the meeting and have the right to vote, excluding interested shareholders' equity. The Company shall send the Notice calling shareholders meeting together with the opinion of the independent advisor at least 14 days before the date of shareholders meeting. The Board of Directors of the Company resolved to propose the transactions to the shareholders to consider and approve at its shareholders meeting on 27 April 2017.

The Company does not have the disposition of assets to calculate the aggregate size of disposition in the past six months. The disposition of the assets as mentioned above has the highest transaction size equal to 38.81% on the total consideration value basis which is considered as Class 2 transaction in accordance with the Notification on Acquisition or Disposition of Assets which is equal to 15% or more but lower than 50%. However, since this transaction of disposition of assets is part of the mixed-use property development project, the Company will propose this transaction to the shareholders for approval together with the transaction of acquisition of assets as mentioned above.

#### 4) Summary of assets to be acquired and disposed

##### Summary Mixed Use Project

Location of Project	:	Corner of Silom Road, and Rama IV Road, Bangkok.
Land	:	Approximately 23-2-2.72 Rai of land
Project Value	:	value of return of the land usage and project's construction worth no exceed Baht 36,700 Million

(Translation)

<b>Type of Project</b>	:	Mixed-Use Project which has total land of 403,000 sq.m. for conducting business of hotel, residence, retail shopping center and office building as well as parking and shared facilities.
<b>Summary of the leased agreement</b>		
<b>Date</b>	:	22 December 2016
<b>Parties</b>	:	a. The Crown Property Bureau of Thailand (Lessor); and b. Dusit (Lessee)
<b>Leased Property</b>	:	Approximately 23-2-2.72 Rai of land located at No. 1, Saladaeng, intersection of Silom Road, Silom, Bangkok.
<b>Purpose</b>	:	To develop and operate a mixed-use complex consisting of a 5 star hotel, residence, retail shopping center and premium office. The ownership of buildings and constructions belong to lessee or sub-leaser until the end of the agreement when the ownership of buildings and constructions belong to lessee.
<b>Term</b>	:	<ul style="list-style-type: none"> <li>• 30 years commencing from 1 July 2024.</li> <li>• At the end of the term Dusit will be entitled to an option to renew for an additional 30 years.</li> <li>• Dusit will be entitled to a grace / construction period of 7 years commencing from 1 July 2017.</li> </ul>
<b>Rent</b>	:	<p>The total rent of THB 7,334,121,600 will be paid as follows:</p> <ul style="list-style-type: none"> <li>• The advance of THB 1,466,824,320 payable within 5 July 2017; and</li> <li>• The remaining THB 5,867,297,280 paid annually over a period of 60 years and the first installment shall be paid within 5 July 2024.</li> </ul> <p>Dusit will be entitled to one early pre-payment of the total remaining amount with a discount rate of 6%.</p>
<b>Bank Guarantee</b>	:	Bank guarantee to be placed by Dusit with the CPB in the amount of 2 years rent.
<b>Important Conditions</b>	:	Dusit must waive its right under the existing lease and the right to the extension of the existing before the commencement of this Agreement.
<b>Demolition of the existing buildings</b>	:	The Company will be responsible for demolishing existing buildings and constructions and pay for the difference between expenses for the demolition and the value of scrap of the existing buildings and constructions which are sold.
<b>Penalty</b>	:	If the Company does not apply for a construction permit in accordance with the plans approved by the CPB within 12 months from the date the CPB approves such plans, or if the Company abandons the construction work for a period of longer than 6 months, or does not commence construction in accordance with



(Translation)

		the plans approved by the relevant authorities or the Company delays in the construction without written consent from the CPB, the Company agrees to pay a penalty to the CPB at the rate of THB 1,000,000 per day with a cap of THB 900,000,000.
<b>Step-in</b>	:	<ul style="list-style-type: none"> <li>If Dusit breaches this Agreement, resulting in termination, the sub-lessee(s) shall be entitled to assume the rights and obligations of Dusit under the Agreement as if it were the lessee.</li> <li>Subject to ment of the rent until a new lessee is found or within a period of 2 years. the above, if Dusit's affiliates (as sub-lessee or transferee) breaches this Agreement, resulting in termination, the non-defaulting entity shall be required to make pay</li> </ul>

Transaction 1 – Summary of Project HRR

HRRJV which is the joint venture between the Company and CPN will sublease the land for Project HRR from the Company to construct and develop hotel, residence and retail shopping center. The summary of Project HRR is as follows:

Summary of HRR Site Sublease Agreement		
<b>Date</b>	:	To be agreed with CPN.
<b>Parties</b>	:	(a) Dusit (Sub-lessor); and (b) HRRJV (Sub-lessee).
<b>Leased Property</b>	:	Approximately 21 Rai of land located at No. 1, Saladaeng, intersection of Silom Road, Silom, Bangkok.
<b>Purpose</b>	:	To develop and operate a mixed-use complex consisting of a 5 star hotel, residence and retail shopping center.
<b>Other terms</b>	:	Per leased agreement with The Crown Property Bureau
Summary of the Joint Venture between HRRJV and CPN		
<b>Parties</b>	:	(a) The Company (b) CPN and (c) HRRJV
<b>Shareholding</b>	:	Company : CPN is 60:40
<b>Conditions Precedent</b>	:	1. The project and all relevant agreements have been approved by a shareholders' meeting of Dusit;

(Translation)

		<p>2. The Lease Agreement between the CPB and Dusit has been duly executed by the CPB; and</p> <p>3. The Sub-Lease Agreement between Dusit and HRRJV has been duly executed by HRRJV.</p>
Dusit Call Option	:	Within 5 years from the closing date <sup>1</sup> , Dusit will be entitled to acquire up to 10% of the shares of HRRJV from CPN at a price to be agreed between the parties.
Deadlock <sup>2</sup>	:	In the case of a deadlock, Dusit will have a call option to acquire all shares of HRRJV from CPN at a price to be agreed between the parties.
Termination / Exit Rights	:	<p><u>In the case of CPN default:</u></p> <ul style="list-style-type: none"><li>Dusit will have a call option to acquire all of CPN's shares in HRRJV at a price to be agreed between the parties.</li></ul> <p><u>In case of Dusit default:</u></p> <ul style="list-style-type: none"><li>CPN will have a put option to sell all of its shares in HRRJV at a price to be agreed between the parties.</li></ul>

#### Transaction 2 – Summary of Project Retail

REJV is the joint venture between the Company and CPN. REJV will rent bare shell of the retail shopping center from HRRJV to decorate, manage and lease to retail tenants. The summary of the Project Retail is as follows:

Summary of Building Lease Agreement		
Date	:	To be agreed between the parties.
Parties	:	a. HRRJV (Lessor); and b. REJV
Term	:	<ul style="list-style-type: none"><li>30 years commencing from 1 July 2024.</li><li>At the end of the term the Lessee will be entitled to an option to renew for an additional 30 years.</li><li>The Lessee will be entitled to a grace / construction period of 7 years commencing from 1 July 2017.</li></ul>
Leased Property	:	The bare shell and Mechanical Electrical & Plumbing of the retail shopping center (with a total gross floor area of approximately 64,238 sq.m.), located at No. 1, Saladaeng, Intersection of Silom Road, Silom, Bangkok.
Purpose	:	To develop and operate a retail shopping center.

<sup>1</sup> Closing date means 26 June 2017.

<sup>2</sup> Deadlock means the events that contracted parties are unable to conclude an agreement

(Translation)

Rent and Service Fees	:	The total rent and service fees will be THB 5,416,180,000, to be paid as follows: <ul style="list-style-type: none"> <li>• THB 492,380,000, to be paid on closing date;</li> <li>• THB 492,380,000, to be paid in January 2018;</li> <li>• THB 1,181,712,000, to be paid in 1 January 2020; and</li> <li>• THB 3,249,708,000 upon the transfer of possession of the retail shopping center to REJV</li> </ul>
<b>Summary of Shareholders' Agreement relating to REJV</b>		
Parties	:	<ul style="list-style-type: none"> <li>a. Dusit;</li> <li>b. CPN; and</li> <li>c. HRRJV</li> </ul>
Shareholding	:	Company : CPN is 15:85
Conditions Precedent	:	Same as for Shareholders' Agreement relating to HRRJV
Deadlock	:	<ul style="list-style-type: none"> <li>• <i>Before</i> commercial operation of the Project, Dusit will have a call option to acquire all of CPN's shares in REJV at the agreed price.</li> <li>• <i>After</i> commercial operation of the Project, <ul style="list-style-type: none"> <li>○ Dusit will have a put option to sell all of its shares in REJV at the agreed price.</li> <li>○ CPN will have a call option to acquire all of Dusit's shares in REJV at the agreed price.</li> </ul> </li> </ul>
Termination / Exit Rights	:	<p><u>In the case of CPN default:</u></p> <ul style="list-style-type: none"> <li>• <i>Before</i> commercial operation of the Project, Dusit will have a call option to acquire all of CPN's shares in REJV at the agreed price.</li> <li>• <i>After</i> commercial operation of the Project, Dusit will have a put option to sell all of its shares in REJV at the agreed price.</li> </ul> <p><u>In the case of Dusit default:</u></p> <ul style="list-style-type: none"> <li>• <i>Before</i> commercial operation of the Project, CPN will have a put option to sell all of its shares in REJV at the agreed price.</li> <li>• <i>After</i> commercial operation of the Project, CPN will have a call option to acquire all of Dusit's shares in REJV at the agreed price.</li> </ul>

### Transaction 3 – Summary of the Assignment of Land Lease Right for Project Office

The Company will assign land lease right for Project Office to OJV which is the joint venture between the Company and CPN. The objective is for the holding of land lease right for the Project Office. The Company

(Translation)

will hold 10% stake of the registered capital of OJV. The summary of the assignment of land lease right is as follows:

Summary of Lease Right Assignment Agreement	
Parties	: a. Dusit; and b. OJV
Leased Property	: Approximately 2-2 Rai of land located at No. 1, No. 1, Saladaeng, intersection of Silom Road, Silom, Bangkok.
Assignment of the Lease Rights	: Right to lease the Leased Property from the CPB on the following terms: <ul style="list-style-type: none"> <li>• Term of 30 years commencing from 1 July 2024.</li> <li>• At the end of the term OJV will be entitled to an option to renew for an additional 29.5 years.</li> <li>• OJV will be entitled to a grace / construction period of 7 years commencing from 1 July 2017.</li> </ul>
Assignment Fee	: THB 100,000,000 within 5 July 2017.
Summary of Shareholders' Agreement relating to OJV	
Parties	: a. Dusit; b. CPN; and c. OJV
Shareholding	: Company : CPN is 10:90
Conditions Precedent	: <ul style="list-style-type: none"> <li>• Dusit's shareholders' meeting has duly approved the Project and the respective transactions in connection with the Project;</li> <li>• The CPB and the Company shall have executed and become bound by the Office Lease Agreement; and</li> <li>• The Company and Office Co shall have duly executed and become bound by the Office Sublease Agreement.</li> </ul>
Right to conduct hotel business of the company	The Company has the right to operate the business of the Dusit Thani Hotel Bangkok without any further costs, without any interruption until July 1 <sup>st</sup> , 2018 or another date as agreed between the parties.
Deadlock	: No rights for any party to exit the project.
Termination / Exit Rights	: <u>In the case of CPN default:</u> <ul style="list-style-type: none"> <li>• <i>Before</i> commercial operation of the Project, Dusit will have a call option to acquire all of CPN's shares in OJV at the agreed price.</li> <li>• <i>After</i> commercial operation of the Project, Dusit will have a right to seek compensation under law from CPN</li> </ul> <u>In the case of Dusit default</u>

(Translation)

	<ul style="list-style-type: none"><li>• <i>Before</i> commercial operation of the Project, CPN will have a put option to sell all of its shares in OJV at the agreed price.</li><li>• <i>After</i> commercial operation of the Project, CPN will have a right to seek compensation under law from Dusit</li></ul>
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## 5) Total Value of Consideration and Condition of Payment

### Transaction 1

Total value of consideration for the Project HRR consisting of the consideration of use of the land and value of the construction of the project not exceeding Baht 21,900 million. The total investment by the shareholder of HRRJV of Company's part will not exceed Baht 14,200 million. The source of fund will derive from the equity injection and/or bank loan and/or cash from operation of the HRRJV, from the sales of residence and from the rent of bare shell of the retail shopping center. *The total value of consideration from the disposition of 40% stake of HRRJV is approximately Baht 165 million.*

### Transaction 2

The total value of consideration of the investment in Project Retail which is the value of construction of not exceeding Baht 8,900 million. The source of fund will derive from equity injection from the shareholders and bank loan. The total investment by the shareholder of REJV of Company's part will not exceed Baht 1,340 million. *The total value of consideration from the disposition of 85% stake of REJV is approximately Baht 640 million.*

### Transaction 3

The total value of consideration for the disposition of 90% of the registered share capital of OJV to CPN and the assignment of land lease right for the Project Office to OJV. Total value of consideration is not exceeding Baht 2,700.9 million.

## 6) Total Value of the Asset Acquisition and Disposal

### Total Value of the Asset Acquisition

#### Transaction 1

Project HRR has the use of the land and construction value of not exceeding Baht 21,900 million. The Company's part will not exceed Baht 14,200 million.

#### Transaction 2

(Translation)

Project Retail has a construction value of not exceeding Baht 8,900 million. The Company's part will not exceed Baht 1,340 million in proportion to the Company's 15% stake in the REJV.

#### **Total Value of the Asset Disposal**

##### Transaction 1

The total value of consideration from the disposition of 40% stake of HRRJV is approximately Baht 165 million.

##### Transaction 2

The total value of consideration from the disposition of 85% stake of REJV is approximately Baht 640 million.

##### Transaction 3

The value of land lease right is Baht 2,700 million. The Company will assign the land lease right to OJV and dispose 90% of the registered share capital of OJV to CPN. The total value of disposition will not exceed Baht 2,700.9 million.

#### **7) Basis Used to Determine the Value of Consideration**

##### The Acquisition of Assets

The value of consideration derives from the value of land lease right as agreed by the parties. The value of property development and the construction derive from the estimation of value of the project based on the cost of construction evaluated by the expert of project design of the Company,

##### The Disposition of the Assets

The value of consideration derives from the negotiation between the Company and CPN.

#### **8) Expected Benefit from the Transaction**

1. To promote the image of the Company because the project will be a new symbol of Bangkok city center where it will feature the uniqueness of Thai cultural heritage and also has a large green space to accommodate customers.
2. The transaction is an investment in a real estate project which has a potential to provide decent return from investment for the joint venture.
3. Investment in HRR is aimed to expand the hotel business which is the core business of the Company to increase competitiveness and strengthen Dusit Thani brand.

(Translation)

4. The Company has the right to lease the land from the Crown Property Bureau for another 60 years on the land plot at Silom and Rama 4 Road intersection which is a strategic location in the city center.
5. Investment in the mixed-use project will help diversify from Company's current primary business focusing in hotel into other real estate businesses including residential buildings and retail shopping center.
6. A joint venture in mixed-use project with CPN, one of a largest real estate enterprise in Thailand, having good reputation and expertise in retail shopping center business will help promote and support the operation of the mixed-use project.
7. Investment in the mixed-use project will not only provide decent return in a short period from the sale of residence but also generate recurring income over the long term from the hotel and retail shopping center.

**9) Source of Fund**

From bank loan and/or internal cash of the Company

**10) Conditions for the Transaction**

The size of the transactions of acquisition based on the financial statements as of 31 December 2016 equals to 257.28% on a total value of consideration criteria. When including the acquisition transactions with those in the past six months, the highest value of acquisition is 262.45% based on a total value of consideration basis which is considered a Class 4 transaction in accordance with the Notification on Acquisition or Disposition of Assets. The total value of which equals or exceeds 100%. Therefore, the Company shall report disclosing the acquisition of assets to the Exchange and shall convene a shareholders meeting to approve the decision to enter into the transactions which shall require at least  $\frac{3}{4}$  of the total votes of the shareholders attending the meeting and have the right to vote, excluding interested shareholders' equity and shall appoint an independent financial advisor to give opinion on the transactions of acquisition and disposition of assets. At the Board of Directors meeting, the Board approved to appoint Silom Advisory Co., Ltd. as independent financial advisor to give opinion to the shareholders about the transactions of acquisition and disposition.

OJV and CPB already entered into Land Lease Agreement.

**11) Opinion of the Board of Directors on the transaction**

The Board of Directors' Meeting of the Company No. 2/2017, of which Audit committee also attended, has considered the information and opined that the joint investment in Mixed-Use Project is reasonable and appropriate, and will create long-term returns and value to the Company and its shareholders.

(Translation)

The Board of Directors, therefore, approved to propose to the shareholders' meeting to consider and approve the investment.

**12) Opinion of the Audit Committee and/ or the directors which are different from the Board of Directors' opinion**

The Audit Committee members who attended the Board of Directors' Meeting of the Company No. 2/2017 has the opinions which are in line with those of the Board of Directors.

The Company shall send the notice of the Annual General Meeting of Shareholders to Securities and Exchange Commission and the Stock Exchange of Thailand at least 5 working days prior to sending the Notice of the Annual General Meeting of Shareholders to the shareholders.

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