



No. EXE. 041-12-17

December 4, 2017

Re: Report of Information on the Connected Transaction
To: President
The Stock Exchange of Thailand

Reference is made to the resolution of Board of Directors of Venture Incorporation Public Company Limited (“Company” or “VI”) No. 8/2017, held on December 4, 2017 approved to Sappayasith Company Limited. (“SAP”) which is a subsidiary of the Company, to Renewal of office space lease agreement with PA Management and Consultant Company Limited (“PAM”), The term of the contract is 6 months from November 24, 2017 to May 23, 2018. Compensation to be paid up until the maturity date of the contract, totaling Baht 690,000.

In addition, The assets which SAP will rent are owned by Mrs. Dhanawan Dhanasuwiwath (Previous name and surname : Mrs. Duangporn Dhanasuckanchana), mother of Mr. Nontawat Dhanasuwiwath who is the director and executive of the Company. Therefore, this is defined as connected transactions complying with notification of Capital Supervisory board, Tor. Chor. 21/2008 Re: Rules on Connected transactions dated August 31, 2008, and its amendments, and notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosures of Information and the Acts of Listed Companies concerning connected transaction B.E. 2003 dated November 19, 2003 and its amendments.

The total size of connected transactions with the same related party is of Baht 0.69 million or 1.15% of net tangible assets of the company (total net tangible assets as of September 30, 2017, Baht 59.81 million), and when consolidating the size of this transaction with all connected transactions entered into by the Company during the past 6 months, the total size of all such connected transactions is of 2.54%, which is more than 0.03% but not exceeding than 3% of the total net tangible assets. Thus, The transaction is classified as the connected transaction which is required to disclose details to the Stock Exchange of Thailand.

**Information of the Connected Transaction
Of Venture Incorporation Public Company Limited and its subsidiaries**

Transaction Date	:	24 November 2017
Parties Involved	:	Lessee : Sappayasith Company Limited (“SAP”) Lessor : PA Management and Consultant Company Limited (“PAM”)
Relationship	:	Mrs. Dhanawan Dhanasuwiwath (Previous name and surname: Mrs. Duangporn Dhanasuckanchana), mother of Mr. Nontawat Dhanasuwiwath a who is the director and executive of the Company, has been leasing to PAM the office building and PAM will sublease to SAP the said building with an approval from Mrs. Dhanawan as the lessor.
Details of rental property and services.	:	SAP, a Subsidiary of company lease office building details as follow: <ol style="list-style-type: none"> 1. Office building space, having four stories, located at 83 Soi Judsun, SamsenNok Sub-district, HuayKwang District, Bangkok provided that SAP will be a sub-lessee, which occupies a rented building on the 2-3 floor. The total rental area is approximately 576 square meters. 2. All other assets, such as computer systems and office equipment which are necessary for the business of non-performing debt management and debt collection services, including car parking service, security and general building cleaning, etc. 3. Period 6 months from November 24, 2017 to May 23, 2018



Venture Incorporation Public Company Limited

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Type of transaction	:	<p>SAP will enter renewal an agreement to rent and sub-lease assets necessary for the business operations of debt management and debt collection services from PAM for the period of 6 months. The total amount of rent and service fees for the entire period of the lease and service is at total amount of Baht 690,000, includes</p> <ul style="list-style-type: none">- the sub-lease agreement of office building monthly rent of Baht 25,000. (the original payment of 50,000 per month for 6 months. Upon maturity, PAM will be charged 50,000 Baht per month.- the equipment lease and service agreement Equipment and service contract for monthly payment of 50,000 Baht (according to the original contract)- utility service agreements for monthly payment of 40,000 Baht (according to the original contract) <p>the rental and service fee is about 130 baht per square meter per month(excluding utilities). The lessor and the asset owner is Mrs. Dhanawan Dhanasuwiwath (Previous name and surname : Mrs. Duangporn Dhanasuckanchana), the mother of Mr. Nontawat Dhanasuwiwath who is the director and executive of the Company. Therefore, the transaction is considered related party transaction pursuant to the Related Party Transaction Rules in a category of lease of immovable property of not exceeding three years with general commercial conditions. In addition, once the one year period under this sub-lease agreement is expired, SAP does not have any obligation with PAM to renew the said agreement and may find a new premises and/or a new lessor. However, if SAP wishes to renew the sub – lease agreement, PAM granted to SAP an option to renew the said agreement at a rental and service fee for the renewed agreement which will be compared from the market price, yet the said rental and service fee will not be increased more than five per cent of the current rental and service fee. In case SAP wishes to renew the sub-lease agreement with PAM, SAP will further arrange to perform necessary actions to be in compliance with the Related Party Transaction Rules.</p>
Calculation of transaction size	:	<p>The transaction is The transaction of the property lease for a period not over 3 years which the size of transaction calculated until the lease term expires is totaling approximately 0.69 Million Baht or 1.15% of the Net Tangible Asset of the Company (the Company's Net Tangible Asset on the financial statement as of 30 September 2017 which was reviewed by the auditor is 59.81 million Baht). and when consolidating the size of this transaction with all connected transactions entered into by the Company during the past 6 months, the total size of all such connected transactions is of 2.54%, which is more than 0.03% but not exceeding than 3% of the total net tangible assets. Thus, The transaction is classified as the connected transaction which is required to disclose details to the Stock Exchange of Thailand.</p>
The rationale and necessity of transaction	:	<p>The renewal of lease agreement for the office space used by the Company as a debt collection facility. The company has determined that the office was able to support the growth of the Group's business as well as its personnel. and the rental and service rates are lower than nearby office which equal 180 - 700 baht per square meter per month. (survey from 15 nearby offices buildings)</p>



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Directors of Conflict of Interest	:	Mr. Nontawat Dhanasuwiwath did not attend the meeting and vote for this agenda.
The Board of Directors' Opinions	:	The Board of Director has determined that entering into connected transaction with Mrs. Dhanawan Dhanasuwiwath (Previous name and surname : Mrs. Duangporn Dhanasuckanchana) owner of office building locate on no. 83 Soi Judsun, SamsenNok Sub-district, HuayKwang District, Bangkok for using as the company office, such transaction is reasonable, The price is not higher than the market price. This rental is less than present rental. and according to the policy and objectives of the company's business expansion.
Opinions of the Audit Committee and/or the Directors which is difference from the Board of Directors' Opinion	:	None
Size of connected transaction (the percentage of NTA as of September 30, 2017)	:	2.54 per cent (The property lease for a period not over 3 years transaction)

Please be informed accordingly.

Yours sincerely

Venture Incorporation Public Company Limited

(Mr. Nontawat Dhanasuwiwath)

Director

Executives Office of the Company

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