

## **Information Memorandum of Takuni Group Public Company Limited Acquisition of Assets and a Connected Transaction**

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The Board of Directors Meeting of Takuni Group Public Company Limited (“the Company”) No. 5/2018 held on 30 March 2018 has approved Takuni Land Company Limited (“Takuni Land”), subsidiary of the Company to buy 2 plots of land which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Square Wah). Number of 2 title deeds are 72763 and 72764. Also, the Board of Director of the Company has approved to increase share capital in Takuni Land, from 1,000,000 Baht to 150,000,000 Baht, by issuing 1,490,000 ordinary shares at par value of 100 Baht per share. Total value of capital increased is 149,000,000 Baht. The Board of Directors of the Company has also approved to sell 765,000 shares of Takuni Land to Thanasiri Group Public Company Limited (“Thanasiri Group”), which equals to 51% of total registered and paid up ordinary shares of Takuni Land at price of 110 Baht per share. Total consideration value is 84,150,000 Baht. In addition, the said 2 land plots with land plot that Takuni Land has already owned, totaling size approximately 15 Rai, will be developed into residential project for sales.

### **1. Date to enter into the transaction**

Takuni Land, subsidiary of the Company will enter into asset purchase agreement to buy 2 land plots, total size of 3 Rai 0 Ngarn 23 Square Wah (1,223 Square Wah), 2 title deeds number 72763 and 72764 after the approval from the Company shareholder’s meeting to be held on 1 June 2018. The transaction is expected to be done after the shareholder’s meeting.

The Company expects to sign in sale purchase agreement with Thanasiri Group in **May** 2018. The condition precedent as specified in the agreement- such as the board of directors’ and/or shareholders’ meeting of the Company has approved the sale of Takuni Land’s shares including approved Takuni Land to purchase the land from a director of the company to be as an access road for the Project (which included in the development cost) as well as the cost appraisal of Takuni Land’s lands (by Thanasiri) which is the location of the Project will not be lower than as agreed by the parties- are expected to be completed in June 2018. If the above period is complied, sell of share capital will be completed within July 2018.

**According to the condition precedents of share purchase agreement between Thanasiri Group and the Company, there is condition for Thanasiri Group and the Company to evaluate the total land of project for financial purpose which both companies must complete all condition precedents of share purchase agreement first and then valuate the land again. The valuation is expected to be completed in June 1028. However, if valuated price is lower than 165,000,000 Baht, the condition precedents of share purchase agreement between Thanasiri Group and the Company will be unaccomplished.**

## 2. General characteristic of the transaction

According to the Board meeting of the Company no. 5/2018 on 30 March 2018, it approved the purchasing of Takuni Land from Miss Nita Treeweeranuwat (Title deed no. 72763) and Mr. Takool Treeweeranuwat, (Title deed no. 72764), who are connected persons. The transaction is purchasing 2 plots of land located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Square Wah). Number of 2 title deeds are 72763 and 727642. The area around are

North	Next to Bang Kae Canal
South	Next to owned land (No. 106,156)
West	Next to owned land (No. 97,98)
East	Next to owned land (No. 222)

The mentioned transaction is considered as connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of Listed Companies on Connected Transactions, B.E. 2546 (as amended) (the "Connected Transaction Notifications")

Calculating the size of connected transaction according to financial statement of the Company as of 31 December 2017, the details of the calculation are as follows:

Calculation	Transaction size
41.55 MB (Consideration value)	5.39%
771.45 MB (The Company Net Tangible Asset)	

This connected transaction will have the transaction size of 5.39 % of the net tangible asset (NTA) of the Company. The size of this transaction is more than 3% of the NTA of the Company. The Company has the duty to hold a meeting of shareholders to approve the entering into the connected transaction by a resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote to the exclusion of the votes of interested shareholders and to appoint an independent financial adviser to give an opinion on the entering into the transaction.

Moreover, the transaction is considered an Acquisition of Assets according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (as amended) ("Acquisition or Disposition

Notifications"). In addition, Takuni Land will develop the land into residential project for sales.

Calculating the size of transaction according to financial statement of the Company as of 31 December 2017, the details of the calculation are as follows:

The transaction size calculation

Criteria	Calculation	Transaction size
Net tangible asset	Cannot be calculated	
Profit	Cannot be calculated	
Consideration value	$\frac{190.86 \text{ MB (Project cost*49\%)}}{1,536.12 \text{ MB (Total asset of the Company Y2017)}}$	12.42%
Share capital	Cannot be calculated	

Notes: Acquisition value 190.86 MB is calculated by

List	MB
Land of Takuni Land at book value per the financial statement as at 31 December 2017	93.45
Land that bought from connected persons	41.55
Development cost	254.51
Total cost	389.51
% of investment in Takuni Land	49
Acquisition value	190.86

This transaction together with project development will have the transaction size of 12.42 %, which according to the Acquisition or Disposition Notifications, there is no procedure needed for the Company.

Moreover, According to the Board meeting of the Company no. 5/2018 on 30 March 2018, it has approved to increase share capital in Takuni Land, from 1,000,000 Baht to 150,000,000 Baht, by issuing 1,490,000 ordinary shares at par value of 100 Baht. The Board of Directors of the Company also approved to sell 765,000 shares of Takuni Land to Thanasiri Group Public Company Limited (“Thanasiri Group”), which equals to 51% of total registered and paid up ordinary shares of Takuni Land at price of 110 Baht per share, which is the agreed price based on land value of Takuni Land as The Company and Thanasiri Group jointly plan to develop such the land as the housing development project for sales. Total value of the sold share is 84,150,000 Baht. The latter transaction is considered a Disposition transaction according to the Acquisition or Disposition Notifications. The share capital sell transaction will be completed after the registration of the capital increase of Takuni Land and the newly issued shares have been subscribed by the Company. **The details of housing development project are below:**

Project Type	Ready-to-move-in single-detached houses
Project Area	Approximately 15 Rai
Project Value	601.32 MB
Number of Units	61 Units
House Type	Type A - Average price 8.46 MB -39 Units
	Type B - Average price 12.33 MB -22 Units

*Notes: 1. Project name has not been determined yet. But it will be similar to projects of Thanasiri Group to communicate that it is one of projects by Thanasiri Group.*

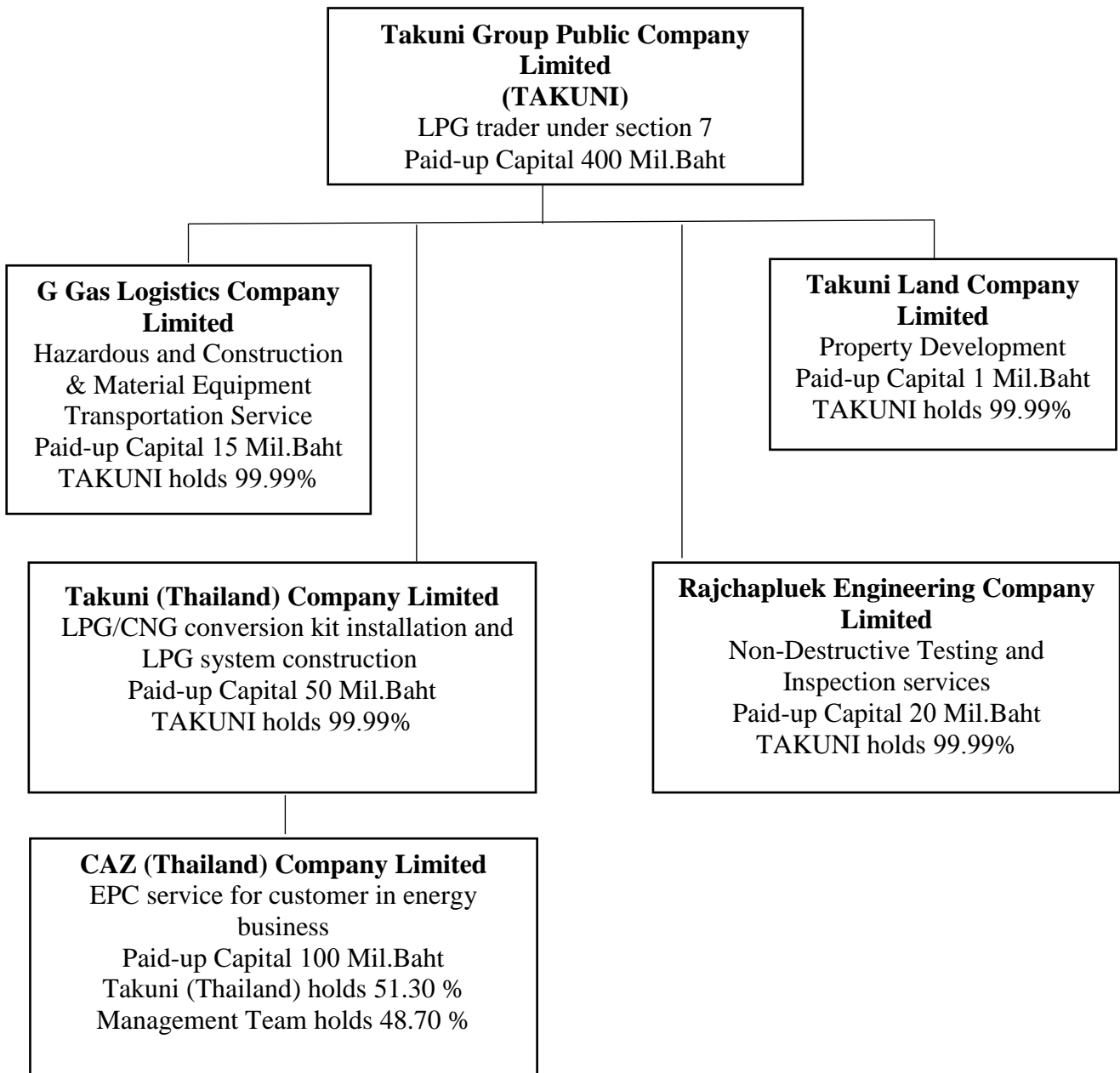
Calculating the size of transaction according to financial statement of the Company as of 31 December 2017, the details of the calculation are as follows:

The transaction size calculation

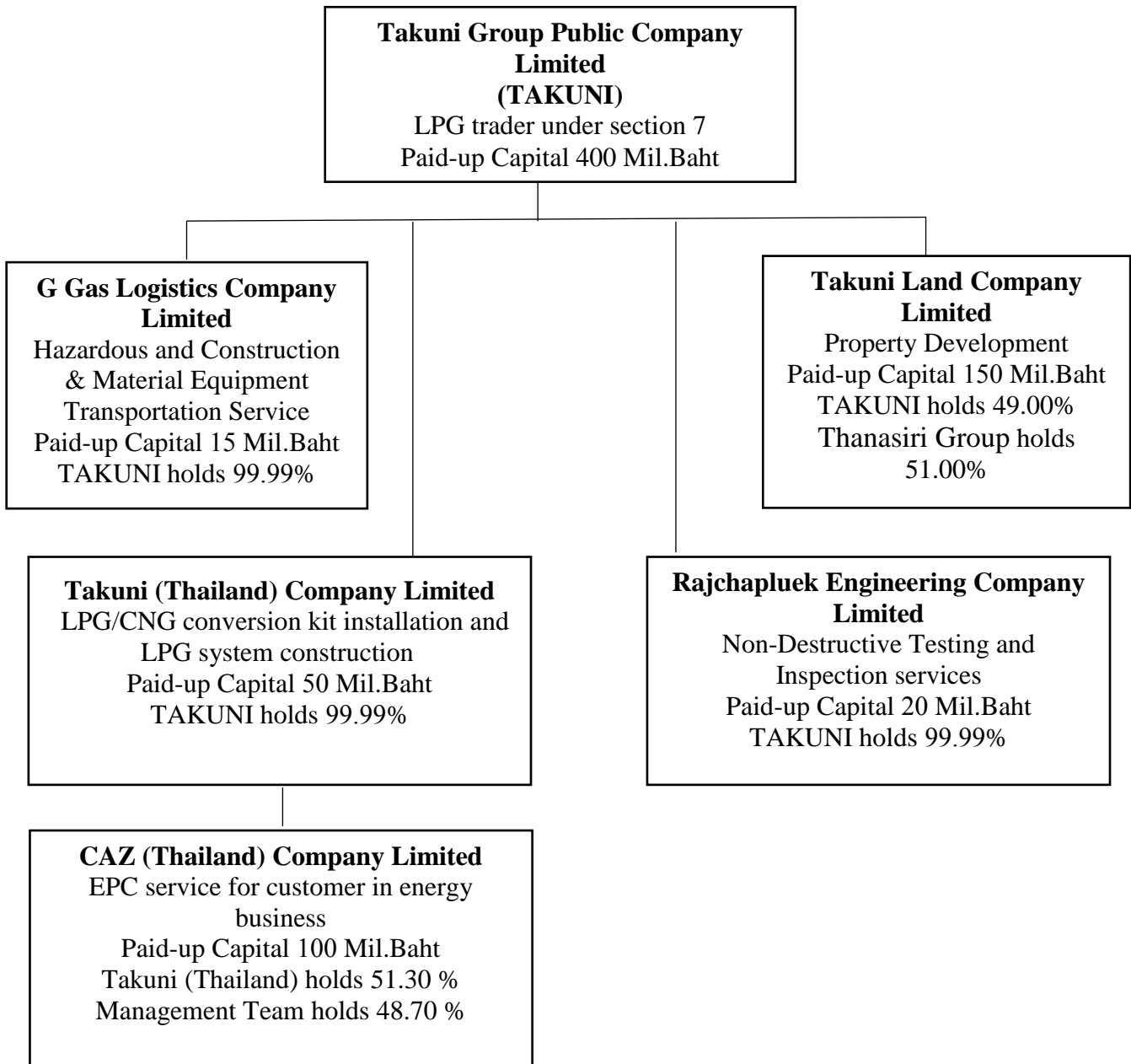
Criteria	Calculation	Transaction size
Net tangible asset	Cannot be calculated	
Profit	Cannot be calculated	
Consideration value	84.15 (Disposal value) 1,536.12 MB (Total asset of the Company Y2017)	5.48%
Share capital	Cannot be calculated	

This transaction will have the transaction size of 5.48 %, which according to Acquisition or Disposition Notifications, there is no procedure needed for the Company.

**Current Business group's chart**



**After sell of share capital Business group's chart**



Currently, Takuni Land has only 1 director, Miss Nita Treweeranuwat. However, after sell of share capital of Takuni Land, it will change status from subsidiary of the Company to be associated company. The directors of Takuni Land will be 5 persons, appointed by Thanasiri Group 3 persons and by the Company 2 persons.

### 3. Value of asset acquired

2 plots of Land that Takuni Land acquired have total value of 41,550,000 Baht, which is a value that Takuni land will pay. The Company will appoint Independent Financial Advisor to comment on fairness of the acquisition value.

The agreed price is based on the appraisal of Bangkok Property Appraisal Company Limited on 27 October 2017 and Chartered Valuation and Consultant Company Limited on 11 October 2017, who are appraisers on the approved list of the SEC. They have appraised each plot as follows;

Title deed number 72763 : 45,000 Baht per Square Wah.

Title deed number 72764 : 45,000 Baht per Square Wah.

Total value is 55,035,000 Baht

### 4. Involved Parties and relationship with the Company

#### 4.1

Purchaser : Takuni Land Company Limited

Seller : Miss Nita Treeweeranuwat and  
Mr. Takool Treeweeranuwat

#### Relationship with the Company

Miss Nita Treeweeranuwat Vice President , and major shareholder of the Company

Mr. Takool Treeweeranuwat Major shareholder of the Company and brother of Miss Nita Treeweeranuwat

#### 4.2 **Thanasiri Group Public Company Limited**

##### 4.2.1 General Information

Name	Thanasiri Group Public Company Limited
Registration number	0107552000073
Industry	Property & Construction
Address	650, 652 Baromratchonnane Road Bangbamru, Bangplad Bangkok
Registered capital	255,000,000 Baht

##### 4.2.2 Business

Thanasiri Group develops residential property projects for sales such as Townhouse, Semi-detached house, Single-detached house. Thanasiri Group is the developer and project owner focusing on vicinity Bangkok area. In each project Thanasiri Group determines project type and detail heavily based on consumer need research.

##### 4.2.3 Thanasiri Group's Brands

<b>Project Name</b>	<b>Thana Habitat</b>
Project Type	Detached House, Semi-detached house
Price	5-10 MB
Number of Projects	2 Projects
Project Value (Approximately)	665 MB
Units per Project	94 Units
Current Project	Thana Habitat Radchapruerk-Sirindhorn Thana Habitat Pinklao- Sirindhorn

<b>Project Name</b>	<b>Thana Cluster</b>
Project Type	Semi-detached house, 3 Floors-Townhome
Price	5-10 MB
Number of Projects	5 Projects
Project Value (Approximately)	412 MB
Units per Project	92 Units
Current Project	Thana Cluster Ratchaphruerk – Bangplu Station Thana Cluster Central - Bangyai Station

<b>Project Name</b>	<b>Thana Village</b>
Project Type	Detached House, Semi-detached house
Price	3-6 MB
Number of Projects	2 Projects
Project Value (Approximately)	328.5 MB
Units per Project	84 Units
Current Project	Thana Village 2 Rama5 - Bangyai

<b>Project Name</b>	<b>Thanasio</b>
Project Type	Semi-detached house, 3 Floors-Townhome
Price	3-5 MB
Number of Projects	1 Project
Project Value (Approximately)	405 MB
Units per Project	157 Units
Current Project	Thanasio Rattanathibet

<b>Project Name</b>	<b>Siri Village</b>
Project Type	Detached House, Semi-detached house, shop house
Price	3-6 MB
Number of Projects	3 Projects
Project Value (Approximately)	373.7 MB
Units per Project	98 Units
Current Project	Siri Village Udonthani-Airport



## 5. Details of connected transaction

Miss Nita Treeweeranuwat is a Vice President, and major shareholder of the Company, holding 19.08% of registered and paid up share capital according to shareholder list dated on 20 February 2018. And Mr. Takool Treeweeranuwat is a major shareholder of the Company according to shareholder list dated on 20 February 2018 and a brother of Miss Nita Treeweeranuwat. Both of them, as a “seller”, therefore, considered as a connected person of the Company, according to the Connected Transaction Notifications.

When calculating transaction size of according to the Connected Transaction Notifications, the transaction size is 5.39%. The size of this transaction is more than 3% of the NTA of the Company. The Company has the duty to hold a meeting of shareholders to approve the entering into the connected transaction by a resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote to the exclusion of the votes of interested shareholders.

## 6. Total consideration paid and payment method

Takuni Land and seller agrees to sell 2 plots of land, title deed no. 72763 and 72764, which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Square Wah). The price is 41,550,000 Baht. Takuni land will pay by cash. Tax, fees, and other expenses relating to the transferring of land, sellers will pay.

## 7. Anticipated Benefit

The land purchased at this time is located in the same area as Takuni Land, where the Board of Directors will develop to increase land value. All of the land will be developed by the Thanasiri Group, which will consist of 61 single detached houses, parking lot, and club house, where the company will gain from the transfer of this single house. In the future the Company might have plan to continue in real estate business if there is a good opportunity and suitable location since the Company will have experience from this partnership. The Company might decide to develop the project by itself or considering partnering with Thanasiri Group or others if there is opportunity for profit. However, it has not considered doing the business through Takuni Land or new incorporated company. At presence, the Company and Takuni Land have no other land that can be developed into project together. Nonetheless, if there is a good opportunity and suitable location, they might jointly develop other project.

## 8. Source of fund

Source of funds for land purchase from the connected person is from Loan from the Company, which is a working capital from business operation. Loan from related company will be complied with the Policies of the connected transactions approved by the Board of Directors meeting no.2/2561. Takuni Land must repayment all loan from related party before sell share capital to Thanasiri Group.

**9. Nature and Scope of Interest of Related Persons**

Miss Nita Treeweeranuwat is a Director, Managing director, and major shareholder of the Company, holding 19.08% of registered and paid up share capital according to shareholder list dated on 20 February 2018. And Mr. Takool Treeweeranuwat is a major shareholder of the Company, holding 16.09% of registered and paid up share capital according to shareholder list dated on 20 February 2018 and a brother of Miss Nita Treeweeranuwat.

**10. Board of Director's Opinion on the Transaction**

Board of Director, excluding those that has interest, views that the transaction will benefit the business operation of Takuni Land. The investment suits the business plan of Takuni Land and will generate revenue and profit to Takuni Land, hence; benefits the Company's shareholder.

Regarding the condition precedent stating that land appraising value cannot be lower than 165,000,000 Baht, the Board of Directors views that since the Company had previously appointed independent appraiser who is on the approved list of the SEC and the appraised value exceeds the determined value. Therefore, this subject should not affect the transaction with Thanasiri Group.

**11. Opinion of the Audit Committee and/or directors of the Company which is different from that of the Board of Directors under clause 10**

None

The Company certifies that all information contained in this Information Memorandum is true and accurate and has carefully been prepared, mainly taking into account the benefits to the shareholders. This Information Memorandum has been prepared for information disclosure only, not to persuade or to be an offer for the acquisition or subscription for any securities.

Please be informed accordingly.

Yours sincerely,

(Ms. Nita Treeweeranuwat)  
Vice President