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Ref. No. U.SET 027/2018

June 4, 2018

Subject: Acquisition of 50 percent of ordinary shares in the subsidiaries of Sansiri Public Company Limited

To: The President
The Stock Exchange of Thailand

U City Public Company Limited (the “**Company**”) would like to inform you that, on June 1, 2018, the Company has acquired 50 percent of ordinary shares in the subsidiaries of Sansiri Public Company Limited (“**Sansiri**”), which is the companies carry on real estate development business; namely, Siripat One Company Limited (“**1st Company**”), Siripat Two Company Limited (“**2nd Company**”), Siripat Three Company Limited (“**3rd Company**”) and Bangkok Sky Sukhumvit 34 Company Limited (“**4th Company**”) at a total selling price of Baht 75,500,000. The purpose of this acquisitions is to turn the 1st Company – 4th Company into the joint venture companies between the Company and Sansiri to perform real estate development business. The details of which are as follows:

1st Company

Name:	Siripat One Company Limited
Registered Office:	475, 8 th floor, Siripinyo Building, Sri Ayutthaya Road, Phayathai Road Sub-District, Ratchathewi District, Bangkok
Type of business:	Real Estate Development
Registered capital:	Baht 50,000,000 (divided into 500,000 shares)
Par value:	Baht 100 per share
Paid-up capital:	Baht 50,000,000
Type of the acquired asset:	Ordinary shares in the amount of 250,000 shares, or equivalent to 50 percent of the paid-up capital.
Selling price:	Baht 25,000,000 (The selling price was mutually agreed between the Company and Sansiri)
Seller:	Sansiri Public Company Limited
Shareholding structure after the completion of shares selling:	1) Sansiri holds shares in proportion of 50 percent 2) The Company holds shares in proportion of 50 percent
Director Structure:	1. Ms. Piyaporn Phanachet 2. Mr. Sayam Siwarapornskul 3. Mr. Uthai Uthaisangsuk 4. Mr. Nopporn Boonthanom
Funding Source:	Working capital of the Company

2nd Company

Name:	Siripat Two Company Limited
Registered Office:	475, 8 th floor, Siripinyo Building, Sri Ayutthaya Road, Phayathai Road Sub-District, Ratchathewi District, Bangkok
Type of business:	Real Estate Development
Registered capital:	Baht 50,000,000 (divided into 500,000 shares)
Par value:	Baht 100 per share
Paid-up capital:	Baht 50,000,000
Type of the acquired asset:	Ordinary shares in the amount of 250,000 shares, or equivalent to 50 percent of the paid-up capital.
Selling price:	Baht 25,000,000 (The selling price was mutually agreed between the Company and Sansiri)
Seller:	Sansiri Public Company Limited
Shareholding structure after the completion of shares selling:	1) Sansiri holds shares in proportion of 50 percent 2) The Company holds shares in proportion of 50 percent
Director Structure:	1. Ms. Piyaporn Phanachet 2. Mr. Sayam Siwarapornskul 3. Mr. Uthai Uthaisangsuk 4. Mr. Nopporn Boonthanom
Funding Source:	Working capital of the Company

3rd Company

Name:	Siripat Three Company Limited
Registered Office:	475, 8 th floor, Siripinyo Building, Sri Ayutthaya Road, Phayathai Road Sub-District, Ratchathewi District, Bangkok
Type of business:	Real Estate Development
Registered capital:	Baht 50,000,000 (divided into 500,000 shares)
Par value:	Baht 100 per share
Paid-up capital:	Baht 50,000,000
Type of the acquired asset:	Ordinary shares in the amount of 250,000 shares, or equivalent to 50 percent of the paid-up capital.
Selling price:	Baht 25,000,000 (The selling price was mutually agreed between the Company and Sansiri)
Seller:	Sansiri Public Company Limited
Shareholding structure after the completion of shares selling:	1) Sansiri holds shares in proportion of 50 percent 2) The Company holds shares in proportion of 50 percent

Director Structure:	1. Ms. Piyaporn Phanachet 2. Mr. Sayam Siwarapornskul 3. Mr. Uthai Uthaisangsuk 4. Mr. Nopporn Boonthanom
Funding Source:	Working capital of the Company

4th Company

Name:	Bangkok Sky Sukhumvit 34 Company Limited
Registered Office:	475, 8 th floor, Siripinyo Building, Sri Ayutthaya Road, Phayathai Road Sub-District, Ratchathewi District, Bangkok
Type of business:	Sale and purchase of its own real estate property for the residential purpose
Registered capital:	Baht 1,000,000 (divided into 10,000 shares)
Par value:	Baht 100 per share
Paid-up capital:	Baht 1,000,000
Type of the acquired asset:	Ordinary shares in the amount of 5,000 shares, or equivalent to 50 percent of the paid-up capital.
Selling price:	Baht 500,000 (The selling price was mutually agreed between the Company and Arnawat Limited)
Seller:	Arnawat Limited (which is a subsidiary of Sansiri)
Shareholding structure after the completion of shares selling:	1) Sansiri holds shares in proportion of 50 percent 2) The Company holds shares in proportion of 50 percent
Director Structure:	1. Ms. Piyaporn Phanachet 2. Mr. Sayam Siwarapornskul 3. Mr. Uthai Uthaisangsuk 4. Mr. Nopporn Boonthanom
Funding Source:	Working capital of the Company

As a result of the completion of these transactions, such 1st Company – 4th Company have changed its status into the associated companies of the Company. In this respect, Sansiri and Arnawat Limited does not have any relationship with the Company and this transaction is not a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions 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 B.E. 2546 (as amended).

Moreover, according to the Company's latest consolidated financial statement ended March 31, 2018, the total transaction size of acquisition of ordinary shares in the 1st Company – 4th Company based on the total value of consideration paid criteria, is equivalent to 0.1327 percent, which does not fall within criteria under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and does not fall within the disclosure requirement 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 Disposal of Assets, B.E. 2547 (as amended). Thus, during the past 6 months, the Company and its subsidiaries have acquired other assets in the amount of approximately Baht 348,283,085.06, representing the total transaction size of 0.8737 percent as disclosed to the Stock Exchange of Thailand.

Please be informed accordingly.

Sincerely yours,
U City Public Company Limited

(Ms. Piyaporn Phanachet)
Director and Chief Executive Officer