



JSP 140/2561(OOP)

December 14, 2018

**Subject Notification the approval of Board of Director : Connected transaction, Appointment of Executive, Appointment of Risk Committee**

**To The President**

**The Stock Exchange of Thailand**

The Board of Director's Meeting No. 16/2018 of J.S.P. Property Public Company Limited, held on December 14, 2018 agree to approved the details as follows:

**1. The borrowing from connected person which is the connected transaction according to the Notification of the Securities and Exchange Commission. The detail as follows:**

**1.1 To extend the loan amount of 100 million baht (Due date on December 27, 2018) in the new loan amount of 60 million baht for 1 year.**

**1) Date of entering into the transaction**

Within December, 2018

**2) The Related Parties and Relationship with J.S.P.Property Public Company Limited**

Lender : Mr. Pongsak Sawatyanon and/or the connected person  
including related and close relatives

Relationship : The major shareholder of the Company (J.S.P.) and hold  
1,111,151,300 Shares, equivalent to 26.45% of the paid-up  
of the company (Including related and close relatives) (At as  
November 30, 2018)

Borrower : J.S.P. Property Public Company Limited



**3) General Characteristics of the transaction**

Amount of Loan	:	60,000,000	Baht
Interest Rate	:	7.50 %	per annum
Term of Loan	:	12 months	
Payment of Interest	:	Every Month	
Payment of Principal	:	Principal of payment at 1 year	
Collateral	:	Land and Building in the J Grand(Sathorn-Kanlapaphruek) Project	

**4) Objective**

Working Capital for development of projects.

**1.2 To extend the loan amount of 110 million baht (Due date on January 15,2019) in the new loan amount of 110 million baht for 1 year.**

**1) Date of entering into the transaction**

Within January, 2019

**2) The Related Parties and Relationship with J.S.P.Property Public Company Limited**

Lender	:	Mr. Pongsak Sawatyanon and/or the connected person including related and close relatives
Relationship	:	The major shareholder of the Company (J.S.P.) and hold 1,111,151,300 Shares, equivalent to 26.45% of the paid-up of the company (Including related and close relatives) (At as November 30, 2018)
Borrower	:	J.S.P. Property Public Company Limited



**3) General Characteristics of the transaction**

Amount of Loan	:	110,000,000	Baht
Interest Rate	:	7.50 %	per annum
Term of Loan	:	12	months
Payment of Interest	:	Every	Month
Payment of Principal	:	Principal	of payment at 1 year
Collateral	:	Land and Building	in the J Avenue (Ratanathibet- Bangbuathong)

**4) Objective**

Working Capital for development of projects.

**1.3 Total Value and Valuation criteria of the transaction.**

1) The Connected Transaction that occurred during the period of 6 months before the date that the company renew the transaction with the person and close-relative, are as follows;

1.1) The interests amount of 93.93 million baht

**Size of Transaction** : 93.93 million baht/ 5,146.41 million baht

**Size of Transaction** : Size of the transaction equal to 1.83% of the net tangible assets by calculating from the consolidate financial statement of the Company and its subsidiaries as at September 30, 2018



บริษัท เจ. เอส. พี. พร็อพเพอร์ตี้ จำกัด (มหาชน)  
J.S.P.PROPERTY PUBLIC COMPANY LIMITED

41/1 ถ.พระรามที่ 2 ซอย 54 แขวงสามยุค เขตบางขุนเทียน กรุงเทพฯ 10150  
41/1 Rama 2 Soi 54 Rd., Samae-Dam, Bang Khun Thian, Bangkok 10150  
Tel. 02-897-8888, 02-897-8800 Fax. 02-897-8890

Borrower	Lender	Approved Loan (MB)	Interest Rate	Period of time	Value of Interest (MB)	Release Date	Due Date
JSP	Mr. Pongsak Sawatyanon Mr. Preecha Sawatyanon	70.00 60.00	6.00% per annum	1 year	3.46*	24/11/2018	24/11/2019*
JSP	Mr. Pongsak Sawatyanon	300.00**	9.00 per annum	1 year	**Over 6 months	(1 <sup>st</sup> : 100 MB) 27/12/2017 (2 <sup>nd</sup> : 110 MB) 15/01/2018 (3 <sup>rd</sup> : 70 MB) 5/02/2018	27/12/2018 15/01/2019 5/02/2019
JSP	Mr. Pongsak Sawatyanon	100.00***	7.00 % per annum	1 year	2.47	17/12/2018	17/12/2019***
JSP	Mr. Pongsak Sawatyanon	150.00	7.00 % per annum	1 year	10.50	05/04/2018	05/04/2019
JSP	Mr. Pongsak Sawatyanon	150.00	7.00% per annum	1 year	10.50	25/06/2018	25/06/2019
JSP	Mr. Pongsak Sawatyanon	100.00	7.00 % per annum	1 year	7.00	20/08/2018	20/08/2019
JSP	Mr. Pongsak Sawatyanon	400.00	8.00 % per annum	1 year	32.00	17/12/2018	17/12/2019
JSP	Mr. Pongsak Sawatyanon	200.00	8.00 % per annum	1 year	16.00	December, 2018	December, 2019
BPC	Ms.Wareerat Sawatyanon	150.00	8.00 % per annum	1 year	12.00	27/11/2018	27/11/2019
The total of transaction in 6 period					****93.93		

1. \* The company required to extend the period of loan, from the previous on 24/11/2018

Extended for 12 months, due date on 24/11/2019, the remaining loan amount of 57.59 million baht, interest rate amount of 3.46 million baht

2. \*\* The transaction being over 6 month.

3. \*\*\* The company required to extend the period of loan for 12 months, from the previous on 17/12/2018 and due date on 17/12/2019. The remaining loan amount of 35.25 million baht, interest rate of the extend period amount of 2.47 million baht.

The interest calculated by the approved loan and the period of loan.



#### 1.2) Guarantee Fee (Letter of Guarantee)

Guarantee Fee 1 % per annum of Collateral's value

$$= (1\% 50,000,000)$$

$$= 500,000 \text{ baht}$$

**Size of Transaction**

$$= 0.50 \text{ million baht} / 5,146.41 \text{ million baht}$$

$$= 0.01\% \text{ of the net tangible assets}$$

#### 1.4 Size of Transaction (Present)

**Amount of Interest 12.75 Million Baht**

$$= 12,750,000 \text{ Baht}$$

Size of Transaction

$$= 12.75 \text{ MB} / 5,146.41 \text{ Million Baht}$$

$$= 0.25\% \text{ of the net tangible assets}$$

#### 1.5 Size of Transaction (Total)

**Size of Transaction:** Size of the transaction equal to 2.09% of the net tangible assets by calculating from the consolidate financial statement of the Company and its subsidiaries as at September 30, 2018

**Size of Transaction:** = Value of Transaction/Net Tangible Assets

$$= 107.18 \text{ million baht} / 5,146.41 \text{ million baht}$$

$$= 2.09 \% \text{ of NTA}$$

#### 1.6 The Characteristics and scope of the interest of the connected persons to enter to the connected transaction.

This transaction is considered as the connected transaction regarding the receipt of financial assistance pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re; Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (“Connected Transaction Rules”), and its amendments.



In consideration of the size of the transaction under “Connected Transaction Rules”, the size of transaction is larger than 0.03% but not over than 3% of the net tangible assets of the Company according to the consolidate financial statement of the Company and its subsidiaries as at September 30, 2018. The Company is required to disclose the information to the Stock Exchange of Thailand.

**1.7 Names of connected persons and nature of relationship of the connected persons**

Absence

**1.8 Conditions which may affect the rights of shareholders**

None

**1.9 Opinions of the board of directors of the Company related to the entering into of the transaction.**

The Board had been agreeing with the help and the support from Mr. Pongsak Swatyanon. For working Capital to development of projects and the interest rate reducing 1.5%, that the same as interest rate from Financial Institute and the condition to the withdraw the was comfortably.

**1.10 Opinions of the Audit Committee and/or the Directors of the Company having differing opinions from the Board of Directors of the Company.**

The Audit Committee has the opinion in correspondence with the opinion of the Board of Directors of the Company, and none of the Director had the different opinion or abstention.



## 2. Appointment of Executive

Mr. Ronnarith Thitisuriyarax

Position Deputy Chief Executive Officer – Financial and Accounting

Effective date December 17, 2018

## 3. Appointment of Risk Committee

1) Assoc.Prof.Dr. Chaiyuth Padungsaksawat

Position Chairman of Risk Committee

Effective date December 14, 2018

2) Assoc.Prof.Dr. Nithi Ratanapreechavech

Position Member of Risk Committee

Effective date December 14, 2018

3) Dr. Wirach Sinsevekul

Position Member of Risk Committee

Effective date December 14, 2018

Please be informed accordingly.

Yours Sincerely,

Mr.Chavalit Taratikundech

Company secretary