

- Translation -

Ref: IR62/001

21 January 2019

Subject : Report on the Acquisition of Asset of the New Shopping Center Project  
To : President  
The Stock Exchange of Thailand

**Enclosures:**

1. Information memorandum on the acquisition of assets of Jas Asset Public Company Limited

Jas Asset Public Company Limited (the “**Company**”) would like to inform that according to the resolution of the Board of Directors meeting No.1/2019 held on 21 January 2019 approved the construction investment of new shopping center (the “**Project**”) where located near Amata Nakorn Industrial Estate Chonburi (details as Information Memorandum on the acquisition of assets of listed companies).

Such a transaction is considered as acquisition an asset which the transaction size as basis no.2, the calculation based on total value of consideration paid or received according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 about the regulation on significant transactions subjecting to be an acquisition or disposition of assets dated 31 August, 2008 as well as 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. 2547 dated 29 October, 2004.

The Company therefore would like to submit information memorandum regarding the acquisition of assets of listed companies as attached.

Please be informed accordingly.

Yours faithfully,

(Mr. Suphot Sirikulpat)  
Chief Executive Officer

<b>Information Memorandum on the Acquisition of Assets of Jas Asset Public Company Limited</b>
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The Board of Directors Meeting of JAS Asset Public Company Limited No. 1/2019 held on 21 January 2019 resolved to approve the construction investment of new shopping center project

Such a transaction is considered as acquisition an asset which the transaction size as basis no.2, the calculation based on total value of consideration paid or received according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 about the regulation on significant transactions subjecting to be an acquisition or disposition of assets dated 31 August, 2008 as well as 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. 2547 dated 29 October, 2004.

The Company therefore would like to submit information memorandum regarding the acquisition of assets of listed companies as attached.

**1. Date of the Transaction**

The company will proceed after the approval from the Board of Directors Meeting of JAS Asset Public Company Limited No. 1/2019 which is held on January 21, 2019.

**2. Details of the Acquired Assets**

1. Sublease rights for a period of 25 years, total land area of 18 rai 1 wah 12 ngarn where located at Napa District Amphur Muang Chonburi province.
2. The construction project; Community Mall has 1 floors with approximately 13,525 square meters of living space cars parking zone 227 unit and motorcycles parking zone 227 unit for rent approximately 10,905 square meters.

**3. Details of the parties**

3.1 Sublease rights for a period of 25 years, total land area of 18 rai 1 wah 12 ngarn

Tenant: JAS Asset Public Company Limited

Sub-lessor: Pongsak Amata Co., Ltd

The relationship between Tenant and Sub-lessor: Unrelated

### 3.2 Shopping center construction project in Chonburi

Employer: JAS Asset Public Company Limited

Contractor: Is in the process of recruiting (construction is expected to begin in the second quarter of 2019)

The relationship between Employer and Contractor: Unrelated

## 4. General Characteristics and Value of the Transaction Size

4.1 Sublease rights for a period of 25 years, total land area of 18 rai 1 wah 12 ngarn where located at Napa District Amphur Muang Chonburi province with total value throughout the lease tenure of 211,530,639 baht

4.2 The budget for design and construction of shopping center project is worth 200,000,000 baht.

The entire project value is 411,530,639 baht, equivalent to 16.2% of the total assets of the company which calculated from the consolidated statement of financial position as at 30 September 2018.

Due to the transaction size is equivalent to 16.2 percent which considered as basis no.2, the calculation based on total value of consideration paid or received according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 about the regulation on significant transactions subjecting to be an acquisition or disposition 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 and Disposition of Assets B.E. 2547 dated 29 October, 2004.

The Company is required to disclose information memorandum to the SET and provides circular notice to shareholders within 21 days from the date Company's information memorandum is disclosed.

## 5. Details of the Acquired Assets

5.1 Sublease rights for a period of 25 years, total land area of 18 rai 1 wah 12 ngarn where located at Napa District Amphur Muang Chonburi province. The land title deed, detail is as follows.

5.2 The budget for design and construction of shopping center project is worth 200,000,000 baht which will be constructed by the beginning of the second quarter of 2019

**6. Total value of consideration paid or received and basis of calculation**

The entire project value is 411,530,639 baht which the price is agreed between the parties, the lessee and the lessor. The lessor does not have any relationship and is considered as not a connected person pursuant to the Notification of Capital Supervisory Board, Tor. Chor. 21/2551 Re: Rules on Connected Transactions as well as the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and the Acts of Listed Companies concerning Connected Transaction B.E. 2546 (2003).

**7. Source of investment funds**

Raise a loan from financial institutions, the Company will use loan sources about 70% of the investment value in construction.

**8. Expected Benefits**

8.1 To generate revenue growth and the operating results of the company.

**9. Conditions of entering into the transactions**

Such a transaction is considered as basis no.2, the calculation based on total value of consideration paid or received according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 about the regulation on significant transactions subjecting to be an acquisition or disposition of assets dated 31 August, 2008 as well as 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. 2547 dated 29 October, 2004. The Company is required to disclose information memorandum to the Stock Exchange of Thailand and provides circular notice to shareholders within 21 days from the date Company's information memorandum is disclosed.

**10. Opinions of the Company's Board of Directors**

The investment for such construction project is in accordance with the business plan of the company as well as the location is close to the industrial estate which therefore shall support the company to gain more income from rental regularly.

Moreover, it will benefit to the financial position of the company and the shareholders in the long term.

**11. Opinions from the Audit Committee and/or the Directors that are different from the Opinions from the Board of Directors detailed in Schedule 10**

-None-