



- Translation -

No. 51/2020/002

10 January 2020

Subject: The Renewal of the Service Agreement with Harn Central Department Store Company Limited
(The Connected Transaction)

To: The President,
The Stock Exchange of Thailand

Enclosure: Information on the Connected Transaction: The Renewal of the Service Agreement with Harn
Central Department Store Company Limited

With reference to the Board of Directors of Central Pattana Public Company Limited ("the Company") in meeting No. 10/2019 held on 7 November 2019, the Board authorized the Audit Committee to consider the Renewal of the Service Agreement with Harn Central Department Store Company Limited ("HCDS"), a connected party, for business consulting, setting policies, as well as, advising on business operation.

The Audit Committee in meeting no. 1/2020 held on 10 January 2020, after considering the appropriateness of such transaction, has approved the Renewal of the Service Agreement between the Company and HCDS. The agreement will be effective for three years from 1 January 2020 to 31 December 2022. The details are shown in the Enclosure.

Your acknowledgment of this matter would be appreciated.

Sincerely,

-Ampawee Chompoopongkasem-
(Ms. *Ampawee Chompoopongkasem*)
Company Secretary

**Information about the Connected Transaction
on the Renewal of the Service Agreement with Harn Central Department Store Company Limited**

1. Transaction date

Effective from 1 January 2020 to 31 December 2022

2. Contract parties and relationship

Service receiver : Central Pattana Public Company Limited or its subsidiaries ("CPN")

Service provider : Harn Central Department Store Company Limited ("HCDS")

Relationship : Both parties have a common major shareholder, namely the Chirathivat group (ordinary persons and juristic person), which holds 53% of shares in CPN and wholly owns HCDS.

3. Transaction details and nature

- 1) Renewal of the service agreement with HCDS ended 31 December 2019 for a period of three years commencing 1 January 2020 to 31 December 2022.
- 2) A monthly service fee to HCDS amounted to 0.55% of CPN's revenues from property assets managed by CPN that comprise of rental and service income, food and beverage income and property management fee income. The renewed service fee rate is the same as the rate of previous agreement. However, such service fee shall not include revenues from property assets in GLAND Office Leasehold Real Estate Investment Trust ("GLANDRT") which will be transferred to CPN Retail Growth Leasehold REIT ("CPNREIT") namely the Ninth Towers Grand Rama 9 Project and the Unilever House Grand Rama 9 Project.
- 3) The minimum and maximum of the service fees for the year 2020, 2021 and 2022 are equivalent to the growth rate of 7% per year. The details are as follows:

Period	Service Fee (Baht/Month)	
	Minimum	Maximum
1 January 2020 – 31 December 2020	13,562,870	20,330,605
1 January 2021 – 31 December 2021	14,512,271	21,753,747
1 January 2022 – 31 December 2022	15,528,130	23,276,510

4. Gross transaction value

The sum of the maximum service fees paid during the three-year contract term will not exceed Baht 784,330,344 or equivalent to 1.16% of the net value of tangible assets based on the consolidated financial statements of 30 September 2019.

5. Basis for calculating the total transaction value and other compensation

Based on the service provider's expenses in proportion to the effort that the service provider makes in providing the underlying services.

6. Opinions of the Audit Committee

The Audit Committee has opined that services provided by HCDS are beneficial to CPN's business operations. HCDS's know-hows and long experience in retail business have proved supportive of CPN's continuous growth and achieving fair financial and non-financial performance. In addition, the service fee and the terms and conditions of the service agreement are appropriate according to HCDS's historical performance. The Audit Committee getting authority from the Board then passed the resolution to approve the Renewal of the Service Agreement with HCDS. The delegation of the Audit Committee to investigate such transaction was resolved by the Board without the participation of directors who have conflict of interest and held no voting rights in such matter, consisting of the following persons:

1)	Mr. Suthichai	Chirathivat	Chairman
2)	Mr. Suthikiati	Chirathivat	Director
3)	Mr. Sudhisak	Chirathivat	Director
4)	Mr. Sudhitham	Chirathivat	Director
5)	Mr. Kobchai	Chirathivat	Director
6)	Mr. Prin	Chirathivat	Director

7. Opinions of the Audit Committee's members which are different from the Audit Committee's opinions under Clause 6.

None