



(Translation)

No. 51/2019/050

17 October 2019

Subject: The Lease of Assets to CPN Retail Growth Leasehold REIT ("CPNREIT")

To: The President,
The Stock Exchange of Thailand

Enclosure: Information Concerning the Disposition of Assets: Information regarding the Assets to lease

With reference to the Board of Directors of Central Pattana Public Company Limited ("the Company") in meeting No. 9/2019 held on 9 October 2019, the Board has passed the resolution to approve with the condition for disclosure of information to the Stock Exchange of Thailand ("SET") when the Board of Directors' Meeting of CPN REIT Management Company Limited has conclusion. The Company agrees to lease its assets 5 projects to CPNREIT namely Central Marina Project, CentralPlaza Lampang Project, CentralPlaza Surat Thani Project, CentralPlaza Ubon Ratchathani Project and CentralPlaza Rama 2 Project (Renewal Period) whereby the Executive Committee is authorized to engage in the negotiation and pass a resolution regarding the details of which the transaction is entered.

As the lease of assets to CPNREIT fall within the meaning of the disposition of assets based on the value of the consideration given or received basis, the highest amount of such transaction invested by CPNREIT is estimated Baht 48,560 million or equivalent to 28.84%, calculated using the basis of the total value of consideration, which represents the highest transaction value, compared to all other approaches required by the Notifications on Asset Acquisition or Disposal. On the basis of the combination in value of the transaction with all other asset dispositions undertaken in the past six months which is equal to 0.63% which results in the total disposed assets amounted to 29.47% in total, such transaction then is considered an disposition of assets, class 2. Therefore, the Company must disclose certain information pertaining to the transaction to the SET and send an information memorandum regarding the transaction to its shareholders within 21 days from the date of disclosure of information to the SET.

Your acknowledgment of these matters would be appreciated.

Sincerely,

-Ampawee Chompoopongkasem-

(Ms. Ampawee Chompoopongkasem)

Company Secretary

Information Concerning the Disposition of Assets: Information regarding the Assets to lease

1. Transaction date

The registration of the asset leases namely Central Marina Project, CentralPlaza Lampang Project, CentralPlaza Surat Thani Project, CentralPlaza Ubon Ratchathani Project are expected to be completed within the 2nd quarter of 2020. The CentralPlaza Rama 2 Project will be registered for lease after the renewal lease contract is completed (Details are shown in the item 4.).

2. Contract parties and relationship

Leasor: Central Pattana Public Company Limited and its subsidiaries. ("the Group of Company")

Leasee: CPN Retail Growth Leasehold REIT ("CPNREIT")

Relationship: The Company, a unitholder of CPNREIT, holds 26.7% of units.

3. The general characteristic of the transaction

- 1) Type of transaction: The transaction is categorized as the disposal of the Company's assets according to the total value of consideration paid and received compared to the Company's assets is 28.84. Including the combination in value of the transaction with all other asset dispositions undertaken in the past six months which is equal to 0.63% which results in the total disposed assets amounted to 29.47% in total.
- 2) Characteristic of transaction: Lease the shopping mall (partial building and structures, excluding land) and the utilities systems including transfer the Ownership of movable assets. However, the contract of the CentralPlaza Rama 2 Project will start on 16 August 2025 (Details are shown in the item 4.).

4. Details of assets

Central Marina Project	
Lessor/Seller	Central Pattana Public Company Limited
Characteristic of the Investment by CPNREIT	<ol style="list-style-type: none">1. Leasehold/sub-leasehold rights over immovable properties (partial building and structures, excluding land) for a term of approximately 15 years in which the leasehold rights shall expire on 30 April 2035. These will comprise the shopping mall area, common area, and parking area.2. Leasehold rights over the utilities systems for a period of 15 years in which the leasehold rights shall expire on 30 April 2035, which will comprise the electrical system, utilities system, telephone system, elevators, escalators, air conditioning system, engineering works system,

	<p>wastewater treatment system, and various facilities that have been installed and used in the building and structures of the project which will be invested in by CPNREIT, along with other rights relating to or in connection with the aforementioned systems.</p> <p>3. Ownership of movable assets, i.e. equipment for decoration, tools, instruments, whether permanently fixed or not, including other equipment used for the purpose of decorating or facilitating users of the building and structures on the parts of the project which will be invested in by CPNREIT, which are located on and/or fixed on the exterior or in the interior of the areas of the building and structures on the parts of the project which will be invested in by CPNREIT, or on the surface of the building and structures on the parts of the project which will be invested in by CPNREIT, and/or in the leased areas occupied by tenants in the building and structures on the parts of the project which will be invested in by CPNREIT, including any other rights relating to or in connection with the aforementioned properties (as the case may be), excluding the properties that are component parts of the building and structures.</p>
Property Manager	Central Pattana Public Company Limited
CentralPlaza Lampang Project and CentralPlaza Surat Thani Project	
Lessor/Seller	Central Pattana Development Company Limited, a subsidiary of CPN where CPN directly holds 99.99 percent of the total issued shares
Characteristic of the Investment by CPNREIT	<p>1. Leasehold rights over immovable properties (partial building and structures, excluding land) for a term of approximately 22 years (for CentralPlaza Lampang Project in which the leasehold rights shall expire on 16 December 2041), and for a term of approximately 30 years from the commencement date of the lease term (for CentralPlaza Surat Thani Project). These will comprise the shopping mall area, common area, and parking area.</p> <p>2. Leasehold rights over the utilities systems for a term of approximately 22 years (for CentralPlaza Lampang Project in which the leasehold rights shall expire on 16 December 2041), and for a term of approximately 30 years from the commencement date of the lease term (for CentralPlaza Surat Thani Project). These will comprise the electrical system, utilities system, telephone system, elevators, escalators, air conditioning system, engineering works system, wastewater treatment system, and various facilities that have been installed and used in the building and structures</p>

	<p>of the Projects which will be invested in by CPNREIT, along with other rights relating to or in connection with the aforementioned systems.</p> <p>3. Ownership of movable assets, i.e. equipment for decoration, tools, instruments, whether permanently fixed or not, including other equipment used for the purpose of decorating or facilitating users of the building and structures on the parts of the project which will be invested in by CPNREIT, which are located on and/or fixed on the exterior or in the interior of the areas of the building and structures on the parts of the project which will be invested in by CPNREIT, or on the surface of the building and structures on the parts of the project which will be invested in by CPNREIT, and/or in the leased areas occupied by tenants in the building and structures on the parts of the project which will be invested in by CPNREIT, including any other rights relating to or in connection with the aforementioned properties (as the case may be), excluding the properties that are component parts of the building and structures.</p>
Property Manager	Central Pattana Public Company Limited
CentralPlaza Ubon Ratchathani Project	
Lessor/Seller	CentralWorld Company Limited, a subsidiary of CPN where CPN directly and indirectly holds 99.99 percent of the total issued shares
Characteristic of the Investment by CPNREIT	<p>1. Leasehold rights over immovable properties (partial building and structures, excluding land) for a term of approximately 30 years from the commencement date of the lease term. These will comprise the shopping mall area, common area, and parking area.</p> <p>2. Leasehold rights over the utilities systems for a term of approximately 30 years from the commencement date of the lease term, which will comprise the electrical system, utilities system, telephone system, elevators, escalators, air conditioning system, engineering works system, wastewater treatment system, and various facilities that have been installed and used in the building and structures of the project which will be invested in by CPNREIT, along with other rights relating to or in connection with the aforementioned systems.</p> <p>3. Ownership of movable assets, i.e. equipment for decoration, tools, instruments, whether permanently fixed or not, including other equipment used for the purpose of decorating or facilitating users of the building and structures on the parts of the project which will be invested in by CPNREIT, which are located on and/or fixed on the exterior or in the</p>

	interior of the areas of the building and structures on the parts of the project which will be invested in by CPNREIT, or on the surface of the building and structures on the parts of the project which will be invested in by CPNREIT, and/or in the leased areas occupied by tenants in the building and structures on the parts of the project which will be invested in by CPNREIT, including any other rights relating to or in connection with the aforementioned properties (as the case may be), excluding the properties that are component parts of the building and structures.
Property Manager	Central Pattana Public Company Limited
CentralPlaza Rama 2 Project	
Lessor	Central Pattana Rama 2 Company Limited, a subsidiary of CPN where CPN directly holds 99.99 percent of the total issued shares
Characteristic of the Investment by CPNREIT	<p>At present, CPNREIT has invested in the land and structures of CentralPlaza Rama 2 Project but the leasehold rights over such assets will expire on 15 August 2025. However, Central Pattana Rama 2 Company Limited has already renewed the land lease agreements with the landlords. Central Pattana Rama 2 Company Limited proposes to extend the leasehold rights of CPNREIT for another approximately 30 years, whereby the lease term will commence on 16 August 2025 (the day following to the expiry date of the existing leasehold right) until 15 August 2055. In this regard, CPNREIT will agree on the terms and conditions of the new agreements in order to invest in the project, whereby the areas of the shopping mall to be invested in by CPNREIT during the renewal term may be larger than the existing areas invested in by CPNREIT. The characteristics of the investment are as follows:</p> <ol style="list-style-type: none"> 1. Leasehold rights over immovable properties (partial building and structures, excluding land) for a period of approximately 30 years commencing on 16 August 2025 until 15 August 2055, which will comprise the shopping mall area, common area, and parking area. 2. Leasehold rights over the utilities systems for a period of approximately 30 years commencing on 16 August 2025 until 15 August 2055, which will comprise the electrical system, utilities system, telephone system, elevators, escalators, air conditioning system, engineering works system, wastewater treatment system, and various facilities that have been installed and used in the building and structures of the project which will be invested in by CPNREIT, along with other rights relating to or in connection with the aforementioned systems.

	At present, CPNREIT is the owner of movable assets of CentralPlaza Rama 2 Project, therefore, there will be no additional investment in these assets.
Property Manager	Central Pattana Public Company Limited

5. The investment value

The highest amount of such transaction invested by CPNREIT is estimated Baht 48,560 million (excluding registration fees, value added tax, and stamp duties as well as any other related fees and expenses).

6. Criteria for determining the investment value

Determined by using the discounted cash flow approach.

7. Expected benefits

The Company expects to have adequate working capital for future developments in accordance to the Company's expansion plan and stronger financial position with higher liquidity as well as lower interest payment.

8. The opinion of the Board of Directors

The Board of Directors has an opinion that to lease of the assets to CPNREIT will be beneficial to the Company as described in 7.