



Ref No. IR 2021.00495

October 7, 2021

Re: Notification of The purchase of shares of Pataranan Asset Co., Ltd.

To: The President  
The Stock Exchange of Thailand

Regarding to the Board of Directors' Meeting No. 3/2021 of Sena Development Public Company Limited ("Company") held on date August 13, 2021, has approved in principle to investment in Pataranan Asset Co., Ltd. ("Pataranan"), which, including the signing of the share purchase agreement and/or contracts or other legal documents relating to such investments

Therefore, regarding to the Executive Committee Meeting No.23/2021 held on date October 7, 2021 has considered the details and conditions of the investment and approved the entering into the purchase of shares of Pataranan at 100% of the paid-up capital and paid-up ordinary shares of Pataranan at a total value of Baht 385,000,000 with the objective to expand investment in the Company's real estate development business. as well as to extend and support the Company's real estate development projects. Phatthanan operates the business of real estate project development for sale. In the form of a low-rise condominium project, 1 project, namely the Hype Sathorn-Thonburi project. which is in the process of development of the project. This is the case acquisition of investment above results in being a subsidiary of the Company.

The Company has entered into a share purchase and purchase agreement with the existing shareholders of Phatthanan and Phatthanan, who are not connected persons of the Company. The details of entering into the transaction are as follows:

**1. Day month year of case implementation**

The Company has purchased ordinary shares of Pataranan in the ratio of 100% of the total number of shares from the existing shareholders and the Company has completed the registration of amendments with the government agencies on October 7, 2021.

**บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน)**

448 อาคารรัฐภูมิวิทยุภัณฑ์ ๓.รัชดาภิเษก สามเสนนอก ห้วยขวาง กรุงเทพฯ 10310 โทร. 02-541-4642 (20 สาย) FAX : 02-541-5164

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## 2. Related parties

(1) The Company will purchase 500,000 ordinary shares of Par Value of Baht 100 per share, representing 100% of the issued and paid-up share capital of the Pataranan from the current shareholder of Pataranan, who does not have any relationship with the company, The details are as follows:

The Buyer Sena Development Public Company Limited

The Seller The existing shareholders of Pataranan, consisting of

1. Mr. Suchart Ruangpanyawut	8%
2. Mrs. Suna Ruangpanyawut	10%
3. Mr. Praphot Kritsadorakul	18%
4. Mr. Poomphat Chawalwarakiat	16%
5. Mr. Pornchai Krisdavorakul	16%
6. Miss Sararin Ruangpanyawut	8%
7. Miss Sarinya Ruangpanyawut	8%
8. Mr. Wittawat Ruengpanyawut	8%
9. Mr. Nattapong Ruengpanyawut	8%

**Relationship** The sellers are not connected persons of the Company as defined in the Notifications on Connected Transactions.

(2) Phatthanan Submit a change of director registration and change the head office address of Pattaranan ,with details of the company information before and after the transaction are as follows:

	Before the transaction	After the transaction
Company name	: Pataranan Asset Co., Ltd.	Pataranan Asset Co., Ltd.
Registered capital	: Baht 50 million divided into 500,000 ordinary shares with a par value of Baht 100 each	Baht 50 million divided into 500,000 ordinary shares with a par value of Baht 100 each
Shareholding structure	: 1. Mr. Suchart Ruangpanyawut 8% 2. Mrs. Suna Ruangpanyawut 10% 3. Mr. Praphot Kritsadorakul 18%	The Company: 100% Mr. Theerawat Thanyalakpark: 0.00% Dr. Kessara Thanyalakpark: 0.00%

### บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน)

448 อาคารรัฐสภา ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพฯ 10310 โทร. 02-541-4642 (20 สาย) FAX : 02-541-5164



	4. Mr. Poomphat Chavalwarakiat 16% 5. Mr. Pornchai Krisdavorakul 16% 6. Miss Sararin Ruangpanyawut 8% 7. Miss Sarinya Ruangpanyawut 8% 8. Mr. Wittawat Ruengpanyawut 8% 9. Mr. Nattapong Ruengpanyawut 8%	Note: In order to comply with the provisions on corporate partnerships which stipulates that a limited company must have at least 3 shareholders
Board composition :	1. Mr. Suchart Ruangpanyawut 2. Mrs. Suna Ruangpanyawut 3. Mr. Pornchai Krisdavorakul 4. Mr. Poomphat Chavalwarakiat 5. Miss Sarinya Ruangpanyawut 6. Mr. Wittawat Ruengpanyawut 7. Mr. Praphot Kritsadorakul 8. Mr. Peerapol Chavalwarakiat	1. Mr. Theerawat Thanyalakpark 2. Dr. Kessara Thanyalakpark 3. Miss Benyalak Thanyalakpark
Office Address :	3/1 Soi Ratchaphruek 8, Bang Chueang Nang, Taling Chan District, Bangkok	524 Ratchadapisek Road, Khwaeng Samsen Nok, Huai Khwang District , Bangkok

### 3. Item type and size

The purchase of shares of Pataranan is considered to be an acquisition of assets of the Company. According to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets ( as amended) and Notification of the Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E.2547 (as amended). There are details of transaction size calculation based on financial information from the financial statements for the six-month period ended June 30, 2021 that have been reviewed by the Company's auditors as follows:

**บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน)**

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Criteria	Formula of Calculation	Detail of Calculation	Transaction value
1. Net Tangible Assets (NTA)	$\frac{\text{Proportion of assets acquired} \times \text{NTA of Pataranan} \times 100}{\text{NTA of the Company}}$	unable to calculate Because Pataranan has a negative net asset value (NTA).	
2. Net Profit	$\frac{\text{Proportion of assets acquired} \times \text{Net profit of Pataranan} \times 100}{\text{Net Profit of the Company}}$	unable to calculate Due to the results of Pataranan has a net loss.	
3. Total value of consideration	$\frac{\text{consideration paid} \times 100}{\text{Total assets of the Company}}$	$\frac{385,000,000 \times 100}{16,426,917,326}$	2.34%
4. Value of equity shares issued for the payment of assets	$\frac{\text{total number of shares issued as consideration} \times 100}{\text{number of total issued and fully paid-up shares of the Company}}$	not taken into account because the company No share capital was issued as a consideration for the acquisition of assets	

Entering into this transaction with the maximum transaction size is 2.34% based on total value of consideration, which is the maximum transaction size calculated from the consolidated financial statements of the Company that has been audited and reviewed by the auditor. Certified Public Accountant as of June 30, 2021. The transaction size of the transaction is less than 15% of the total value of the consideration. And combined with the size of the acquisition of assets during the past 6 months, the total asset acquisition volume was 2.52% (The maximum transaction size based on Total value of consideration). Therefore, the transaction is not related to the disclosure of information in the Notification of Acquisition or Disposal of Assets.



The acquisition of assets during the past 6 months of the Company as follows:

No.	The transaction the company and sub company implemented with the associated company	Case value (Million Baht)	Size of associated case (%)	Board Meeting / The Executive Committee Meeting Date
1.	Approved the establishment of SENA H21 and SENA H22	2	0.02	April 7, 2021
2.	Approved the establishment of SENA H23	1	0.01	August 6, 2021
3.	Approved the establishment of SENA H24	1	0.01	August 26, 2021
4.	Approved the establishment of SENA H25	1	0.01	August 27, 2021
5.	Approved the establishment of 3 Companies (Sena Cloud, Sena Sure, Sena Idea)	3	0.03	September 22, 2021
6.	Approved the establishment of Power Cash	10	0.10	October 1, 2021
7.	The purchase of shares of Pataranan	385	2.34	October 7, 2021
<b>Total</b>		<b>403,000,000</b>	<b>2.52</b>	

Acquisition of such assets is not included in the connected transaction. In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions, dated August 31, 2008 (and as amended) 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, dated November 19, 2003 (as amended). Because the seller, who is the former shareholder group of Pattaranan and Phataranan are not connected persons of the Company.

Therefore, the Company is obliged to Report on the acquisition of shares in Pattaranan to be in accordance with the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, as this is the case where the Company acquires an investment in another company which results in that other company becoming a subsidiary of the Company.

Please be informed accordingly.

Yours Faithfully,

(Mrs. Weraporn Chaisiriyasawat)

Deputy Managing Director and Secretary of the Company

The Compliance division,

Tel 02-541-4642 Ext. 10406

**บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน)**

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