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REF. KorThor. No. 0189/2565

November 14th, 2022

Subject : Approval the appointment of the Sustainability Committee, to pay the interim dividend, to give the rights of shareholders to propose agenda and/or to nominate candidates to be elected as Directors at the 2023 Annual General Meeting of Shareholders, to acquire units of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust, a connected person and to acquire common shares from a connected person

To : President
The Stock Exchange of Thailand

According to the Board of Director Meeting No.8 (Board#29) of Saha Pathana Inter-Holding Public Company Limited held on November 14th, 2022, the Board of Directors has resolution as follows;

1. Approval the appointment of the Sustainability Committee

The Company has resolved to appoint the Sustainability Committee, consisting of directors for the following names;

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|----|------------|---------------|--------------------------------------|
| 1. | Mr.Vichai | Kulsomphob | Chairman of Sustainability Committee |
| 2. | Mr.Sontaya | Tabkhan | Sustainability Committee |
| 3. | Ms.Kesara | Sumkanjanarak | Sustainability Committee |
| 4. | Mr.Vorayos | Thongtan | Sustainability Committee |

2. Approval to pay interim dividend

- 2.1 To pay interim dividend for the first 6 months performance during January 1st, 2022 - June 30th, 2022, to the shareholders totaling 571,890,666 shares, at the rate of Baht 0.20 per share (Twenty Satang), amounting to Baht 114,378,133.20. The amount will be paid from retained earnings, already subject to 20% of corporate income tax, where individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code.
- 2.1 To set the Record Date to confirm the list of shareholders having the right to receive the interim dividend on November 30th, 2022.
- 2.2 To determine interim dividend payment date on December 13th, 2022.



3. To give the rights of shareholders to propose agenda and/or to nominate candidates to be elected as Directors at the 2023 Annual General Meeting of Shareholders.

The Company determined the principle of the criteria for shareholders to propose agenda and/or to nominate candidates to be elected as Directors at the 2023 Annual General Meeting of Shareholders.

Therefore, the Company is going to announce the criteria as stated above via the Company's website www.spi.co.th under Investor Relations page, Shareholders Information section and select "Shareholders Meeting" from November 15th, 2022. Shareholders are able to submit an agenda proposal as stated above from December 1st, 2022 - December 31st, 2022 for being considered by the Company.

4. Approve to acquire units of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust from BSC SO IN Co., Ltd. and Ramasorn Thaveekarn Co., Ltd., a connected person, the details are as follows;

1. Date of Transaction : Within December 2022
2. Contact Parties
 - Buyer : Saha Pathana Inter-Holding Public Company Limited
 - Seller : BSC SO IN Co., Ltd. and Ramasorn Thaveekarn Co., Ltd.
 - Connected Person : 1. Mr.Vichai Kulsomphob, the Company's Director, as the Managing Director and Major Shareholder of BSC SO IN Co., Ltd., and also the Major Shareholder of Ramasorn Thaveekarn Co., Ltd., which is a subsidiary of BSC SO IN Co., Ltd.
2. Ms.Kesara Sumkanjanarak, the Executive of the Company, as the Managing Director of Ramasorn Thaveekarn Co., Ltd.
3. General Transaction : Acquiring units of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust
4. Details of Property Acquisition
 - Company's Name : Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME)
 - Business Type : Real Estate and Leasehold Investment Trust Units
 - Registered Capital and Paid up Capital : Baht 4,759,691,250 (Number of trust units 547,500,000 units @ Baht 8.6935)
5. Investment Proportion
 - Shareholding Proportion before Buying : Units 49,786,600 or to be 9.09%
 - Shareholding Proportion after Buying : Units 61,944,600 or to be 11.31%



6. Totaling Return : 12,158,000 Units of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust at the price of Baht 7.90 - 8.15 per unit, in the total amount of Baht 96,048,200 - 99,087,700, which is an appropriate price and close to 4 months of Volume Weighted Average Price (VWAP) at Baht 8.04 per unit. The details are as follows:

Company Name	Number of Units (Units)	Proportion (%)
BSC SO IN Co., Ltd.	6,500,000	1.19%
Ramasorn Thaveekarn Co., Ltd.	5,658,000	1.03%
Total amount	12,158,000	2.22%

7. Transaction Objective : To increase shareholding proportion of existing investment for the Company to obtain future return in dividend.
8. Source of Fund : Working capital from the Company's operations
9. Director who is the vested interests : Cast no vote
10. Opinion by the Board of Directors : To increase shareholding proportion of existing investment for the Company to obtain future return in dividend. The Board of Directors agrees to approve the acquisition in units of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust from BSC SO IN Co., Ltd. and Ramasorn Thaveekarn Co., Ltd., a connected person, as detailed via the Stock Exchange of Thailand.
11. Opinion by the Audit Committee : - None -
and/or Director significantly different from those by the Board of Directors
12. Transaction Size : The transaction is considered to be a connected transaction of a listed company prescribed in the Notification of the Capital Market Supervisory Board, regarding rules on connected transactions provided as transaction. This transaction has a value more than Baht 1 Million but less than Baht 20 Million or more than 0.03% but less than 3% of NTA (as of September 30th, 2022, 0.03% of NTA = Baht 12,995,083.- and 3% of NTA = Baht 1,299,508,260.-) whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but not to be approved by the Meeting of Shareholders and is acquisition of assets transaction, when calculating the transaction size during the past 6 months, is not more than 15% of the Company's total assets and is not in line with the regulation on significant transaction subjecting to be an acquisition or disposition of assets of a listed company.



5. Approve the acquisition in common shares of King Square Development Co., Ltd. from I.D.F. Co., Ltd., a connected person, the details are as follows;

1. Date of Transaction : Within December 2022
2. Contact Parties
 - Buyer : Saha Pathana Inter-Holding Public Company Limited
 - Seller : I.D.F. Co., Ltd.
 - Connected Person : Mr. Boonsithi Chokwatana, the Company's Director, as Major Shareholder of I.D.F. Co., Ltd.
3. General Transaction : Acquiring common shares of King Square Development Co., Ltd.
4. Details of Property Acquisition
 - Company's Name : King Square Development Co., Ltd.
 - Business Type : Real Estate Development for sell or rent
 - Registered Capital and Paid up Capital : Baht 800,000,000.- divided into 800,000 common shares @ Baht 1,000.- per share (paid-up Baht 600,000,000 representing 75% of total paid-up capital)
5. Investment Proportion
 - Shareholding Proportion before Buying : 200,000 common shares or to be 25% of registered capital
 - Shareholding Proportion after Buying : 240,000 common shares or to be 30% of registered capital
6. Totaling Return : 40,000 common shares or to be 5% of registered capital of King Square Development Co., Ltd. @ Baht 759.68 per share, amounting to Baht 30,387,200.- which is the negotiated price.
7. Transaction Objective : To increase shareholding proportion of existing investment for the Company to obtain future return in dividend.
8. Source of Fund : Working capital from the Company's operations
9. Director who is the vested interests : Cast no vote
10. Opinion by the Board of Directors : To increase shareholding proportion of current investment in high potential real estate project. This project is expected to generate good return in the future in the form of dividend. Thus, the Board of Directors agrees to approve the acquisition in common shares of King Square Development Co., Ltd. from I.D.F. Co., Ltd., a connected person, as detailed above.
11. Opinion by the Audit Committee : - None -
and/or Director significantly different from those by the Board of Directors



12. Transaction Size

: The transaction is considered to be a connected transaction of a listed company prescribed in the Notification of the Capital Market Supervisory Board, regarding rules on connected transactions provided as transaction. This transaction has a value more than Baht 1 Million but less than Baht 20 Million or more than 0.03% but less than 3% of NTA (as of September 30th, 2022, 0.03% of NTA = Baht 12,995,083.- and 3% of NTA = Baht 1,299,508,260.-) whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but not to be approved by the Meeting of Shareholders and is acquisition of assets transaction, when calculating the transaction size during the past 6 months, is not more than 15% of the Company's total assets and is not in line with the regulation on significant transaction subjecting to be an acquisition or disposition of assets of a listed company.

6. Approve the acquisition in common shares of Panland Co., Ltd. from Sahapat Real Estate Co., Ltd., a connected person, the details are as follows;

1. Date of Transaction : Within December 2022
2. Contact Parties
 - Buyer : Saha Pathana Inter-Holding Public Company Limited
 - Seller : Sahapat Real Estate Co., Ltd.
 - Connected Person : Mr.Vichai Kulsomphob, the Company's Director, as the Managing Director of Sahapat Real Estate Co., Ltd.
3. General Transaction : Acquiring common shares of Panland Co., Ltd.
4. Details of Property Acquisition
 - Company's Name : Panland Co., Ltd.
 - Business Type : Property Development
 - Registered Capital and Paid up Capital : Baht 300,000,000.- divided into 3,000,000 common shares @ 100.- per share
5. Investment Proportion
 - Shareholding Proportion before Buying : 580,000 common shares or to be 19.33% of registered capital
 - Shareholding Proportion after Buying : 1,380,000 common shared or to be 46.00% of registered capital



6. Totaling Return : 800,000 common shares or to be 26.67% of registered capital of Panland Co., Ltd. @ Baht 100.- per share, amounting to Baht 80,000,000.- which is the negotiated price and the price is close to the book value adjusted by the appraised value of the land from Treasury Department at Baht 91.86 per share (adjusted book value).
7. Transaction Objective : To increase shareholding proportion of existing investment.
8. Source of Fund : Working capital from the Company's operations
9. Director who is the vested interests : Cast no vote
10. Opinion by the Board of Directors : To increase shareholding proportion of existing investment for the Company where Panland Co., Ltd. holds potential lands which is expected to generate good returns in the future after the completion of the development. The Board of Directors agrees to approve the acquisition in common shares of Panland Co., Ltd. from Sahapat Real Estate Co., Ltd., a connected person, as detailed above.
11. Opinion by the Audit Committee and/or Director significantly different from those by the Board of Directors : - None -
12. Transaction Size : The transaction is considered to be a connected transaction of a listed company prescribed in the Notification of the Capital Market Supervisory Board, regarding rules on connected transactions provided as transaction. This transaction has a value more than Baht 1 Million but less than Baht 20 Million or more than 0.03% but less than 3% of NTA (as of September 30th, 2022, 0.03% of NTA = Baht 12,995,083.- and 3% of NTA = Baht 1,299,508,260.-) whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but not to be approved by the Meeting of Shareholders and is acquisition of assets transaction, when calculating the transaction size during the past 6 months, is not more than 15% of the Company's total assets and is not in line with the regulation on significant transaction subjecting to be an acquisition or disposition of assets of a listed company.

Please be informed accordingly,

Yours sincerely,


(Mr. Vichai Kulsomphob)

President & CEO