



Ref No. IR 2024.008

March 14, 2024

Re: Notification of the Share Purchase in the Joint Venture Company

To: The President  
The Stock Exchange of Thailand

Regarding to the Executive Committee Meeting No. 5/2024 of Sena Development Public Company Limited (“Company”) held on date March 14, 2024 has considered the details and conditions of the investment and approved the entering into the purchase of shares SENA HHP13 Co., Ltd (“SENA HHP13”), joint venture company at 49% of the paid-up capital and paid-up ordinary shares of SENA HHP13 at a total value of 5,580,944.12 baht from Hankyu Hanshin Properties Corp. (“Hankyu”) who is not the connected person of the company while this transaction is in accordance with the sale purchase agreement with the objective is to provide flexibility in management for projects that have been developed and sold. This is the case acquisition of investment above results in being a subsidiary 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 **SENA HHP13** in the ratio of 49% of the total number of shares from the existing shareholders and the Company has completed the registration of amendments with the government agencies with in March 2024.

**2. Related parties**

(1) The Company will purchase 50,372 ordinary shares of Par Value of Baht 100 per share, representing 49% of the issued and paid-up share capital of the **SENA HHP13** from the current shareholder of **SENA HHP13**, who does not connected persons of the Company, The details are as follows:

The Buyer	Sena Development Public Company Limited
The Seller	The existing shareholders of <b>SENA HHP13</b> consisting of
	1. Sena Development Public Company Limited, holds 50.999% of the shares
	2. Hankyu Hanshin Properties Corp., holds 49.000% of the shares
	3. Ms. Kessara Thanyalakpark, holds 0.001% of the shares

**SENA Development Public Company Limited**

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

(2) **SENA HHP13** submit a change of director registration and change the head office address of **SENA HHP13**, with details of the company information before and after the transaction are as follows:

Before the transaction		After the transaction
Company name	: SENA HHP13 Co., Ltd.	SENA HHP13 Co., Ltd.
Company Status	: Joint Venture Company	Subsidiary company
Registered capital	: 10,280,000 baht divided into 102,800 ordinary shares with a par value of Baht 100 each	10,280,000 baht divided into 102,800 ordinary shares with a par value of Baht 100 each
Shareholding structure	: 1. The Company holds 51% 2. Hankyu holds 49% 3. Ms. Kessara Thanyalakpark holds 0.00%	The Company: 100% Ms. Kessara Thanyalakpark: 0.00%
Board composition	: 1. Ms. Kessara Thanyalakphark 2. Ms. Sivanan Thanyalakpark 3. Mr. Mitsuhiro Nakazawa 4. Mr. Masaya Okano	1. Mr. Theerawat Thanyalakphark 2. Ms. Benyalak Thanyalakpark 3. Ms. Umaporn Thanyalakpark
Office Address	: 448 Ratchadapisek Road, Samsen Nok Subdistrict, Huai Khwang District, Bangkok	448 Ratchadapisek Road, Samsen Nok Subdistrict, Huai Khwang District, Bangkok

### 3. Item type and size

The purchase of shares of SENA HHP13 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).

Entering into this transaction with the maximum transaction size is 0.11% based on total value of Net Tangible Assets (NTA), 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 December 31, 2023. The transaction size of the transaction is less than 15% of the total value of the consideration and the Company has no acquisition of assets of the Company in the previous 6 months. When combined with the size of the acquisition of assets, the total asset acquisition volume was 0.11%

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(The maximum transaction size Based on Value of the Net Tangible Asset (NTA)). 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)	Based on Value of the Net Tangible Asset (percent)	Board Meeting / The Executive Committee Meeting Date
1.	Notification of the Share Purchase in the Joint Venture Company (SENA HHP13 Co., Ltd)	5,580,944.12	0.11	March 14, 2024
Total		5,580,944.12	0.11	

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 SENA HHP13 and SENA HHP13 are not connected persons of the Company.

Therefore, the Company is obliged to Report on the acquisition of shares in SENA HHP13 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 Chaisiriyasavat)

Deputy Managing Director and Secretary of the Company

The Compliance division,  
Tel 02-541-4642 Ext. 10407

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