

No. SR E 2560/027

November 10, 2017

Re: Establishment of a New Subsidiary (Amended)

To: President

The Stock Exchange of Thailand

Siamraj Public Company Limited (the "Company") would like to inform the Stock Exchange of Thailand regarding a material matter resolved by the Board of Directors' meeting No. 10/2017 held on November 9, 2017 at 1 pm. as follows:

1. Approve the establishment of the new subsidiary, namely Joint Venture Siamraj and Tekatatn Company Limited, having details as follows:

Date of Registration	: Within November 2017
Registered Capital	: THB 5,000,000 consisting of 500,000 shares with par value of THB 10
Shareholding Ratio	: The Company will be holding 60 percent of the total registered capital amount Tekatatn Company Limited will be holding 40 of the total registered capital amount (99.99 percent of the total shares of Tekatatn Company Limited (equaling to 499,994 shares) held by Mr. Surasak Chumraskarn)
Main Business Objectives of the Subsidiary	: Construction Business
Source of Fund	: Sums obtained from the initial public offering of the Company
Registered Office	: 289/9 Moo 10, Old Railway Road, Samrong Sub-district, Phrapradaeng District, Samutprakarn Province

In this regard, the Board of Directors or Executive Committee or any person assigned by the Board of Directors shall have an authority to consider and conduct any acts which are necessary and appropriate for the establishment of the new subsidiary.

The aforementioned transaction is not a connected transaction. It, however, is deemed to be an acquisition of assets representing the maximum transaction value of 0.26 percent calculated from the total value of consideration basis of the reviewed Consolidated Financial Statements of the Company for the 9-month period ending September 30, 2017 in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or

Disposal of Assets, 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 Acquisition and Disposition of Assets, 2004 (the “**Notifications on Acquisition or Disposal**”). In addition, upon the combination of the value of such transactions with the value of the other asset acquisition transaction of the Company that has occurred during the past 6 months which is equivalent to 36.64 percent (comprising the construction investment and management of the parking building at Thammasat University Hospital of 29.38, investment transaction in TKS Venture Co., Ltd. of 6.68 percent, investment transaction in SR Commercial Holding Co., Ltd. of 6.11 percent, and investment transaction in SR Power Holding Co., Ltd. of 2.24 percent, the total value of the transactions will be equivalent to 44.67 percent.

Information memorandum on the asset acquisition transaction is as follows:

1. Transaction date

The Company and Tekatatn Company Limited (“**Tekatatn**”) will be proceeding on the establishment and registration of Joint Venture Siamraj and Tekatatn Company Limited (the “**Subsidiary**”) with the Department of Business Development, the Ministry of Commerce.

2. Related Parties and their Relationship with the Company

The Company and Tekatatn will establish the Subsidiary for the purpose of construction business, whereby the Company will be holding 60 percent of the total shares and Tekatatn will be holding 40 percent of total shares of the Subsidiary.

3. General Description, Class, and Value of the Transaction

The Company will be holding 60 percent of the total shares of the Subsidiary and Tekatatn will be holding 40 percent of the total shares of the Subsidiary. The registered capital amount of the Subsidiary is THB 5,000,000 dividing into 500,000 shares with par value of THB 10.

The subsidiary’s main business objectives is to conduct construction business. In this regards, it is expected that the establishment and the registration of the Subsidiary will be finished with November 2017.

Class and Value of Transaction

The establishment of Subsidiary has details of calculation as follows:

(a) Net Tangible Assets: NTA

Not applicable, as it is the establishment of the new subsidiary

(b) Net Profit from Operation

Not applicable, as it is the establishment of the new subsidiary

(c) Total Value of Consideration

= the investment amount x 100/ Total assets as of 30 September 2017

= 3,000,000 x 100/ 1,167,229,073 = 0.26

or 0.26 percent

(d) Value of Securities

Not applicable, as it is the establishment of the new subsidiary

In this regard, upon the combination of the value of such transaction with the value of the other asset acquisition transactions of the Company that has occurred during the past 6 months, the details shall be as follows:

	Details of Asset Acquisition Transaction	Million Baht	Transaction Date	Transaction Value (percentage)
1.	Investment amount of the Subsidiary	3	14 Nov 2017	0.26
Acquisition transaction occurred during the past 6 months				
2.	Lease rights of the land for the construction and management of the parking building at Thammasat University Hospital			
	1.1 Projected preliminary investment budget	350.00	17 Jul 17	
	1.2 Rental fee of the lease agreement (30 years)	44.21		
	Total value of project	394.21		29.38
3.	Investment in TKS Venture Co., Ltd., in the proportion of 79.99 percent	8.00 72.00	12 Jul 17 23 Sep 17	0.60 6.08
4.	Investment in SR Commercial Holding Co., Ltd. in the proportion of 99.99 percent	82.00	5 Jul 17	6.11
5.	Investment in SR Power Holding Co., Ltd. in the proportion of 99.99 percent	30.00	18 May 17	2.24
	Total transaction value			44.67

4. Details of the asset to be acquired or disposed

The Company will be holding 60 percent of the total registered capital of the Subsidiary. There will be five directors in the Subsidiary, namely (1) Mr. Kosol Sombatsiri; (2) Mrs. Udomporn Jiranatakulwat; (3) Mrs. Maturot Hotarapavanon; (4) Mr. Surasak Chumraskarn; and (5) Ms. Dhitinun Horthamrat. The authorized directors of the Subsidiary will be as follows:

“Mr.Kosol Sombatsiri or Mrs. Udomporn Jiranatakulwat or Mrs. Maturot Hotarapavanon jointly signs with Mr. Surasak Chumraskarn or Ms. Dhitinun Horthamrat with the company’s seal affixed.”

However, the establishment of the new subsidiary transaction is not the connected transaction pursuant to the relevant laws.

5. Total value of consideration

The transaction value of such establishment of the Subsidiary is not exceeding THB 3,000,000.

6. Methods used to determine the total value of consideration

The Subsidiary has the registered capital in an amount of THB 5,000,000 – pursuant to which the Company will be holding 60 percent and Tekatatn will be holding 40 percent of total registered capital.

7. Expected benefits

The establishment of the Subsidiary is for the purpose of construction business so the Company’s business will be more expanded and more revenue is expected.

8. Source of fund

The source of fund is derived from sums the Company obtained from the initial public offering.

9. Opinion of the Board of Directors on the entering into the transaction:

The Board of Directors has considered and opined that the acquisition of shares in the Subsidiary which has main objectives to conduct construction business with Tekatatn can generate additional revenue of the Company. The establishment of the Subsidiary is therefore beneficial to the Company and its shareholders.

10. Opinion of the Audit Committee and/or directors of the Company which are different from those of the Board of Directors under Item 9

All members of the Audit Committee have considered with due consideration and express no opinions which are different from or in conflict with those of the Board of Directors.

Please be informed accordingly.

Best regards

Mrs. Udomporn Jiranatakulwat

Authorized to sign on behalf of the Company