

11 November 2013

Re. : Connected Information- Management fees

Attn. : Director and Manager
The Stock Exchange of Thailand

Please be informed that the Board of Directors of Land and Houses Public Company Limited held on November 11, 2013, has resolved the connected transaction about the management fees contract which attached here in.

Yours sincerely,

Mr. Adisorn Thananan-narapool
Managing Director

Report of information on connected transaction
Management Fees

Contract date	After Board of Directors' approval				
The related parties	<ol style="list-style-type: none"> 1. L&H Property and subsidiary ("LHP") subsidiaries which Land and Houses Pcl. ("LH") hold 60% shares as "Employer" 2. Quality House Pcl. ("QH") an associated company which LH hold 24.98% shares as "Employee" 				
Connected parties	Government of Singapore Investment Corporation Pte. Limited (GIC), is a major shareholder in LH, holding 16.12% shares. At the same time, GIC is also holding 10.77 percent shares in QH.				
Total transaction value	<ol style="list-style-type: none"> 1. QH will be employed to manage the Grand Center Point Ratchadamri Hotel of LHP for 1 year from 1 January to 31 December 2014 with total amount THB 22.58 million. Total transaction value is equal to 0.06 percent of Net Tangible Asset as Reviewed Consolidated Financial Statement as of 30th June 2013. The management fees calculated are as following: <ol style="list-style-type: none"> a. Annual Management Fee = 2% of total revenues b. Incentive Management Fee = 4% of net profit from operation before Annual Management Fee, depreciation, land lease and interest as specified in the Management Agreement which are as following: <table style="margin-left: 40px; border: none;"> <tr> <td style="padding-right: 20px;">Estimate of Total revenues</td> <td style="text-align: right;">THB 536.49 million</td> </tr> <tr> <td>Estimate of Net profit from operation</td> <td style="text-align: right;">THB 296.72 million</td> </tr> </table> 	Estimate of Total revenues	THB 536.49 million	Estimate of Net profit from operation	THB 296.72 million
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Director who do not vote in the Board of Director meeting	Mr. Soong Hee Sang is the representative of Government of Singapore Investment Corporation Pte. Limited did not attend the meeting and vote on this agenda.				
The Board of Director's opinion	The Board of Director have considered that the said transaction is a general business term and reasonable, and make it useful for the benefit of the company. Consequently, the Board of Directors approved the said transaction on 11 November 2013.				
The Audit Committee's opinion	The Audit Committee have no different opinion from those of Board of Directors.				