

22 December 2014

Subject: Transactions with the REIT
To: President
The Stock Exchange of Thailand

Following the meeting of the Board of Directors No. 8/2557 of Land and Houses Public Company Limited (the “Company”) which was held on 22 December 2014, the Company hereby inform the key resolutions as follows:

1. Acknowledged the establishment of LH Shopping Centers Leasehold Real Estate Investment Trust (the “**REIT**”) with Land and Houses Fund Management, an affiliate of the Company, acting as a settlor and will subsequently acts as REIT Manager following the establishment of the REIT whilst SCB Assets Management Company Limited will act as the Trustee of the REIT. The Company expects that the REIT will be successfully established within this month.
2. Acknowledged the purchase by the Company of the trust unit of the REIT in the amount of 43,926,000 units, constituting 9 per cent of the total trust unit offered in this offering at Baht 10.20 per unit. The total investment value by the Company is Baht 448,045,200.

The entering into this transaction is not considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Act of Listed Company Concerning the Connected Transactions, 2003 (the “**Connected Transaction Rules**”).

3. Acknowledged the lease and sale by L&H Property Company Limited (“**LHP**”), a subsidiary in which the Company holds 60 per cent of shares, of the following assets used in relation to Terminal 21 Shopping Center to be core assets of the REIT as well as the granting of right to use service mark for the term of approximately 26 years from the date on which the relevant lease agreement is executed (expected to take place within December 2014) to 31 August 2040 whereby LHP will be entitled to a total consideration of up to Baht 5,874,259,940.

Which is considered a disposition of assets pursuant to the Major Transaction Rules and when considering the size of the above investment pursuant to each calculation method prescribed under the Major Transaction Rules based on the reviewed consolidated financial statements of the Company as of 30 September 2014, the transaction size is of the highest value when calculated

based on the total consideration paid which equals 7.14 per cent of the total assets of the Company and its subsidiaries. In this connection, when considering the size of this transaction with all disposition transactions entered into by the Company and its subsidiaries during the past six months prior to the date of entering into this transaction, the total size of all such disposition transactions when calculated based on the reviewed consolidated financial statements of the Company as of 30 September 2014 is lower than 15 per cent. Therefore, the Company is neither required to prepare and disclose the information memorandum regarding the acquisition and disposition of assets to the SET nor to obtain any approval from its shareholders.

In addition, the entering into this transaction is not considered a connected transaction pursuant to the Connected Transaction Rules.

Please be informed accordingly.

Yours sincerely

(Mr. Adisorn Thananan-narapool)

Director