

11 November 2014

Re. : Connected Transactions

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, 2014, have resolved the connected transaction 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	1. L&H Property Co., Ltd. (LHP), the subsidiary which Land and Houses Plc. hold 60% shares, as "Employer" 2. Q.H. International Co., Ltd. (QHI), the subsidiary which Quality Houses Plc. (QH) holds 100% shares (LH holds 24.98% shares in QH), as "Employee"
Connected parties	Government of Singapore Investment Corporation Pte. Limited (GIC) is a major shareholder in LH, holding 18.26% shares. At the same time, GIC is a major shareholder in QHI, indirect holding 10.77% shares through QH.
Transaction type	QHI will be employed to manage LHP's projects for 1 year from 1 January 2015 to 31 December 2015 with estimated amount THB 54.1 million (exclusive of VAT). The Management fees will be calculated as follows: a. Revenue Management Fee = 2% of total revenues b. Operational Management Fee = 4% of net income as specified in the Management Agreement which are as follows: <u>Grande Centre Point Hotel Ratchadamri</u> Estimated total revenues THB 620.6 million Estimated net income THB 345.8 million <u>Grande Centre Point Hotel Terminal 21</u> Estimated total revenues THB 650.8 million Estimated net income THB 370.6 million
Total transaction value	The transaction size equal to 0.14% of Net tangible assets, which calculated from the Company's financial statement as of 30 June 2014 reviewed by the auditor. The Company is required to get approval from the Board of Directors and has to disclose the information to The Stock Exchange of Thailand.
Director who do not vote in the Board of Director meeting	Mr. Soong Hee Sang is the representative of GIC did not attend the meeting and vote on this agenda.
The Board of Directors' 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 2014.
The Audit Committee's opinion	The Audit Committee have no different opinion from those of Board of Directors.

Report of information on connected transaction

Staff Service Fees

Contract date	After Board of Directors' approval
The related parties	1. L&H Property Co., Ltd. (LHP), the subsidiary which Land and Houses Plc. (LH) holds 60% shares, as "Employer" 2. L&H Hotel Management Co.,Ltd. (LHH), the subsidiary which LH indirectly holds 60% shares (LH holds 60% shares in LHP and LHP holds 100% shares in LHH), as "Employee"
Connected parties	Government of Singapore Investment Corporation Pte. Limited (GIC) is a major shareholder in LH, holding 18.26% shares. At the same time, GIC is a major shareholder in LHH, indirect holding 40% shares through LHP.
Transaction type	LHH will be employed to provide staff for working at LHP's projects for 3 years from 1 January 2015 to 31 December 2017 with estimated amount THB 540 million (exclusive of VAT). The projects are as follows: <ol style="list-style-type: none"> 1. Grande Centre Point Hotel Ratchadamri 2. Grande Centre Point Hotel Terminal 21 The service fees will be calculated by the actual staff expenses plus 10% charge.
Total transaction value	The transaction size equal to 1.37% of Net tangible assets, which calculated from the Company's financial statement as of 30 June 2014 reviewed by the auditor. The Company is required to get approval from the Board of Directors and has to disclose the information to The Stock Exchange of Thailand.
Director who do not vote in the Board of Director meeting	Mr. Soong Hee Sang is the representative of GIC did not attend the meeting and vote on this agenda.
The Board of Directors' 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 2014.
The Audit Committee's opinion	The Audit Committee have no different opinion from those of Board of Directors.

Report of information on connected transaction

Management Fees

Contract date	After Board of Directors' approval				
The related parties	<p>1. L&H Hotel Management Co.,Ltd. (LHH), the subsidiary which Land and Houses Plc. (LH) indirectly holds 60% shares (LH holds 60% shares in L&H Property Co., Ltd. (LHP) and LHP holds 100% shares in LHH), as "Employer"</p> <p>2. Pacific Real Estate Co.,Ltd. (PF), the subsidiary which LH holds 100% shares, as "Employee"</p>				
Connected parties	Government of Singapore Investment Corporation Pte. Limited (GIC) is a major shareholder in LH, holding 18.26% shares. At the same time, GIC is a major shareholder in LHH, indirect holding 40% shares through LHP.				
Transaction type	<p>PF will be employed to manage the Grande Centre Point Hotel Ploenchit which is leased by LHH for 1 year and 2 months from 1 November 2014 to 31 December 2015 with estimated amount THB 16.2 million (exclusive of VAT).</p> <p>The Management fees will be calculated as follows:</p> <ul style="list-style-type: none"> a. Revenue Management Fee = 2% of total revenues b. Operational Management Fee = 4% of net income as specified in the Management Agreement which are as follows: <table style="margin-left: 40px; border: none;"> <tr> <td style="padding-right: 20px;">Estimated total revenues</td> <td>THB 353.5 million</td> </tr> <tr> <td>Estimated net income</td> <td>THB 195.8 million</td> </tr> </table> c. Advisor and computer service fee THB 1.3 million 	Estimated total revenues	THB 353.5 million	Estimated net income	THB 195.8 million
Estimated total revenues	THB 353.5 million				
Estimated net income	THB 195.8 million				
Total transaction value	The transaction size equal to 0.04% of Net tangible assets, which calculated from the Company's financial statement as of 30 June 2014 reviewed by the auditor. The Company is required to get approval from the Board of Directors and has to disclose the information to The Stock Exchange of Thailand.				
Director who do not vote in the Board of Director meeting	Mr. Soong Hee Sang is the representative of GIC did not attend the meeting and vote on this agenda.				
The Board of Directors' 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 2014.				
The Audit Committee's opinion	The Audit Committee have no different opinion from those of Board of Directors.				

Report of information on connected transaction

Share Purchase Agreement

Contract date	After Board of Directors' approval
The related parties	1. Land and Houses Plc. (LH) as "Purchaser" 2. Recosia Asset Advisory Pte. Ltd. (Recosia) the subsidiary of the Government of Singapore Investment Corporation Pte. Limited (GIC) as "seller"
Connected parties	GIC is a major shareholder in LH, holding 18.26% shares.
Transaction type	1. LH will purchase 200,000 shares of Asia Asset Advisory Co., Ltd. (AAA), the Investment advisory and project management services company, from Recosia at Bath 10 per share, total THB 2 million. 2. LH will purchase 100,000 shares of AAA from Ms. Kanokwalee Viriyaprapaikij at Baht 10 per share, total THB 1 million. Therefore, AAA will be the Subsidiary of LH which 100% shareholding. The purpose is to restructure the management of the Company's group.
Share Price	Equal to Par value of AAA = THB 10 per share
Book Value	Book value of AAA at 30 June 2014 = THB 19.40 per share
Total transaction value	The transaction size of 1 in Transaction type equal to 0.005% of Net tangible assets, which calculated from the Company's financial statement as of 30 June 2014 reviewed by the auditor. The Company is required to get approval from the Board of Directors and has to disclose the information to The Stock Exchange of Thailand.
Director who do not vote in the Board of Director meeting	Mr. Soong Hee Sang is the representative of GIC did not attend the meeting and vote on this agenda.
The Board of Directors' 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 2014.
The Audit Committee's opinion	The Audit Committee have no different opinion from those of Board of Directors.

Report of information on connected transaction

Share Purchase Agreement

Contract date	After Board of Directors' approval
The related parties	1. L&H Property Co., Ltd. (LHP), the subsidiary which Land and Houses Plc. (LH) holds 60% shares, as "Purchaser" 2. Asia Asset Advisory Co., Ltd. (AAA), the associated company which LH holds 40% shares, as "Seller"
Connected parties	Government of Singapore Investment Corporation Pte. Limited (GIC) is a major shareholder in LH, holding 18.26% shares. At the same time, Recosia Asset Advisory Pte. Ltd. (GIC's Subsidiary) is a major shareholder in AAA, holding 40% shares.
Transaction type	LHP will purchase 9,993 shares of L&H Management Co., Ltd. (LHM), the project management services company, from AAA at Bath 10 per share, total THB 99,930. Therefore, LHM will be the subsidiary of LH which indirectly holds 60% shares through LHP.
Share Price	Equal to Par value of LHM = THB 10 per share
Book Value	Book value of LHM at 30 June 2014 = THB 24.63 per share
Total transaction value	The transaction size equal to 0.0002% of Net tangible assets, which calculated from the Company's financial statement as of 30 June 2014 reviewed by the auditor. The Company is required to get approval from the Board of Directors and has to disclose the information to The Stock Exchange of Thailand.
Director who do not vote in the Board of Director meeting	Mr. Soong Hee Sang is the representative of GIC did not attend the meeting and vote on this agenda.
The Board of Directors' 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 2014.
The Audit Committee's opinion	The Audit Committee have no different opinion from those of Board of Directors.