

(Translation)

No. GOLD 2018-19/053

**Registration No. 0107537002273**

20 September 2019

**Subject:** Scheduling of the date of Extraordinary General Meeting of Shareholders for consideration and approval of the delisting of the Company's shares from being securities listed on the Stock Exchange of Thailand

**Attention:** The President  
**The Stock Exchange of Thailand**

**Enclosure:** Form of Report on Delisting of Shares from being Listed Securities (F10-6)

Golden Land Property Development Public Company Limited (the “**Company**”) would like to inform that the Board of Directors’ Meeting No. 6/2018-19, held on 20 September 2019, has passed the resolutions concerning the key matters as follows:

1. Approved to propose the Extraordinary General Meeting of Shareholders to consider and approve the delisting of the Company’s shares from being securities listed on the Stock Exchange of Thailand (the “**SET**”) in accordance with the Tender Offer Letter for all of the Company’s securities for the purposes of delisting of the Company’s shares from being securities listed on the SET, dated 20 September 2019, from Frasers Property (Thailand) Public Company Limited (“**FPT**”), a major shareholder of the Company holding, as of 20 September 2019, a total of 2,202,086,001 shares, representing 94.77 percent of the total issued shares of the Company. FPT has an intention to make a tender offer for all the securities of the Company, which are the remaining 121,633,999 shares, representing 5.23 percent of the total issued shares of the Company in order to delist the shares from being the listed securities on the SET, at the offering price of THB 8.55 per share. FPT may adjust the offering price if (1) the Company distribute dividends to its shareholders; or (2) the Company changes the par value of its shares, resulting in an increase or decrease in the number of shares; or (3) the Company grants the rights to purchase newly-issued shares for right offering or issuance of the transferrable subscription right proportionally to its respective shareholdings in accordance with the criteria under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto).).

FPT will launch a tender offer in order to delist the Company’s shares from being the listed securities on the SET after all of the following conditions are satisfied:

- 1) The shareholders’ meeting of the Company passes a resolution approving the delisting of shares from being securities listed on the SET with the votes not less than three-fourth of the total issued shares of the Company, and there are no objections from shareholders holding shares in an aggregate amount exceeding 10 percent of the total issued shares of the Company in accordance with the SET regulations on delisting of securities; and

- 2) The delisting of shares from being securities listed on the SET must be approved and/or waived by the relevant authorities, including the SET, financial institutions, debenture holders, and other contractual parties in the related agreements (if necessary).

In addition, the Board of Directors resolved to propose the shareholders' meeting to consider and approve the authorization to Mr. Thanapol Sirithanachai and Mr. Somboon Wasinchutchawal to consider and determine the details and/or to undertake any acts relating to the delisting of the Company's shares from being the listed securities on the SET, as well as any of the following acts for the purposes of facilitating the transaction, and for the best interests of the Company:

- (1) To determine, amend, add, or change the details, to sign the documents and/or agreements pertaining to delisting of the Company's shares from being securities listed on the SET;
  - (2) To contact, coordinate, seek permissions and waivers, to file any documents, and undertake any acts with any relevant government agencies or authorities as required by law, including the SET or the Securities and Exchange Commission, or financial institutions, debenture holders, and any person or organisation related and necessary to delisting of securities, as well as to undertake any acts in accordance with the criteria, conditions, and details of the relevant law and rules and regulations, opinions or guidelines of such agencies; and
  - (3) To undertake any acts relevant to and/or in connection with delisting of the Company's shares from being securities listed on the SET.
2. Approved with the approval of the independent directors who have no conflicts of interest to appoint Maybank Kim Eng Securities (Thailand) Public Company Limited as an independent financial advisor to perform the following duties:
    - 2.1 an independent financial advisor of the Company and to provide opinions to the shareholders of the Company for consideration on the delisting of the Company's shares from being securities listed on the SET; and
    - 2.2 an independent financial advisor and to provide opinions concerning the tender offer for delisting shares (according to the Form 250-2). In this regard, the performance of duties of the independent financial advisor under Clause 2.2 will commence after the SET has approved and notified the result of the delisting of the Company's shares, and FPT has submitted the tender offer for delisting shares.
  3. Approved the scheduling of 7 October 2019 as the record date for the purposes of compiling the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2019-20.

In addition, the Board of Directors of the Company authorized the Executive Committee and/or the person delegated by the Executive Committee, to be authorized subject to the provisions of law, to consider and amend the record date as it deems appropriate.

4. Approved the scheduling of Extraordinary General Meeting of Shareholders No. 1/2019-20 on Wednesday, 20 November 2019, at 1:30 p.m., at the Mitr-ting Room, Samyan Mitrtown Hall,

5th Floor, Samyan Mitrtown Plaza, 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330, to consider the following agenda:

- Agenda 1: To consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders of the Company (Meeting No. 26), convened on 17 January 2019
- Agenda 2: To acknowledge the opinions on the delisting of the Company's shares from being securities listed on the SET, and the offer of Frasers Property (Thailand) Public Company Limited as the tender offeror, as well as other related information
- Agenda 3: To consider and approve the delisting of shares of the Company from being securities listed on the SET, and the delegation of authority related to the matter
- Agenda 4: Other businesses (if any)

In addition, the Board of Directors of the Company authorized the Executive Committee and/or the person delegated by the Executive Committee, to be authorized subject to the provisions of law, to consider and amend, add, and/or determine the date, time, venue, and agenda of Extraordinary General Meeting of Shareholders No. 1/2019-20 as it deems appropriate.

Please be informed accordingly.

Sincerely yours,

(Mr. Thanapol Sirithanachai)

President

Golden Land Property Development Public Company Limited

(Translation)

(F10-6) (After the resolutions passed by the Board of Directors' meeting)

**Form of Report on Delisting of Shares  
from being Listed Securities**

Golden Land Property Development Public Company Limited  
20 September 2019

Dear The President  
**The Stock Exchange of Thailand**

The Board of Directors' Meeting of Golden Land Property Development Public Company Limited (the "**Company**") No. 6/2018-19, held on 20 September 2019, at 1:30 p.m., resolved to approve the delisting of the ordinary shares of the Company from being securities listed on the Stock Exchange of Thailand.

**1. Type of Securities of the Company**

1.1 Ordinary Shares

1.1.1 In the amount of 2,323,720,000 shares at the par value of THB 4.75 each, totaling THB 11,037,670,000

1.1.2 Becoming listed securities on the Stock Exchange of Thailand from 29 March 1994

1.1.3 The latest trading price: THB 8.45 per share on 19 September 2019

1.2 Debentures (Details of which are specified in Enclosure 1)

1.2.1 In the amount of 10,000,000 units (ten million units), each having a face value of THB 1,000 (ten thousand Baht), totaling THB 10,000,000,000 (ten thousand million baht)

1.2.2 Interest rate: at (Details of which are specified in Enclosure 1) percent per year. Conditions of payment of interest: (Details of which are specified in Enclosure 1)

1.2.3 Offered to institutional investors and/or high net worth investors and private placement with no more than 10 investors within the period of 4 months and/or the qualified investor in accordance with the definitions as specified in the Securities and Exchange Commission's regulations on (Details of which are specified in Enclosure 1) years  
Redemption date on (Details of which are specified in Enclosure 1)

1.2.4 Becoming listed securities on the Stock Exchange of Thailand from  
- None -

1.2.5 The latest trading price: THB (Details of which are specified in Enclosure 1) per unit on (Details of which are specified in Enclosure 1)

1.3 Warrants for purchasing of shares

- None -

1.4 Other types of securities (Please specify)

- None -

**2. Date of Presentation to make recommendations concerning the delisting of shares**

The presentation will be conducted by the Company and the independent financial advisor at the Extraordinary General Meeting of Shareholders no. 1/2019-20 of the Company on 20 November 2019, in order to provide opinions on the delisting of the Company's shares from securities listed on the SET according to the conditions under the SET Regulation re: Delisting of Securities, B.E. 2542 (1999) (BorJor/Por 0100).

**3. Date of Shareholders' Meeting for Delisting Shares from being Listed Securities**

The Extraordinary General Meeting of Shareholders no. 1/2019-20 of the Company will be convened on 20 November 2019 at 1:30 p.m., at the Mitr-ting Room, Samyan Mitrtown Hall, 5th Floor, Samyan Mitrtown Plaza, 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330

the Book-closing date for determining shareholders who are entitled to attend the Meeting is from .....until the end of the Meeting

the list of shareholders who are entitled to attend the Shareholders' Meeting (Record Date) will be determined on 7 October 2019

**4. Reasons and facts concerning the delisting of shares from being listed securities**

On 20 September 2019, the Company has received the tender offer letter for delisting the shares from being securities listed on the Stock Exchange of Thailand (the "SET") from Frasers Property (Thailand) Public Company Limited ("FPT") which is the Company's major shareholder, presently holding the total number of 2,202,086,001 shares (representing 94.77 percent of the Company's total issued shares). In this regards, FPT has an intention to make a tender offer for all of the remaining shares in the Company, totaling 121,633,999 shares, which is equivalent to 5.23 percent of the Company's total issued shares, in order to delist the Company's shares from being securities listed on the SET, according to the post tender offer plan which was stated in the tender offer document (Form 247-4) dated 4 June 2019, FPT will proceed with the delisting of the Company's shares from being securities listed on the SET after the following conditions are satisfied:

1) The shareholders' meeting of the Company passes a resolution approving the delisting of shares from being securities listed on the SET with the votes not less than three-fourth of the total issued shares of the Company, and there are no objections from shareholders holding shares in an aggregate amount exceeding 10 percent of the total issued shares of the Company in accordance with the SET regulations on delisting of securities; and

2) The delisting of shares from being securities listed on the SET must be approved and/or waived by the relevant authorities, including the SET, financial institutions, debenture holders and other contractual parties in the related agreements (if necessary).

**5. Making tender offers for shares and other securities which may be converted to shares of the Company from general shareholders and securities holders**

5.1 List of names of offerors or groups of offerors, as well as their relationship with the Company.

FPT, a major shareholder of the Company, holding, as of 20 September 2019, 2,202,086,001 ordinary shares (representing 94.77 percent of the Company's total issued shares).

- 5.2 The offering price of the Company's securities is at THB 8.55 per share. FPT may adjust the offering price if (1) the Company distributes dividend to its shareholders; or (2) the Company changes the par value of its shares which results in an increase or decrease in the number of shares; or (3) the Company grants the rights to purchase the newly-issued shares for right offering or issuance of the transferrable subscription right proportionally to its respective shareholdings in accordance with the criteria under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto)).
- 5.3 Name of financial advisor of the Offeror: Phatra Securities Public Company Limited
- 5.4 Name of independent financial advisor: Maybank Kim Eng Securities (Thailand) Public Company Limited

## 6. Shareholders Distribution as at 16 September 2019

### 6.1 Top 10 major shareholders

No.	Name	Nationality	Profession	No. of Shares held	Shareholding Percentage
1.	Frasers Property (Thailand) Public Company Limited*	Thai	Business	2,201,587,101	94.74%
2.	Thai NVDR Co., Ltd.	Thai	Thai NVDR Co., Ltd.	14,098,559	0.61%
3.	Ms. Sudjai Wuttisaksilp	Thai	Business Owner/Freelance	7,651,000	0.33%
4.	Mr. Surin Napapruekchart	Thai	Others	3,900,000	0.17%
5.	Mr. Somyot Sutthilertsub	Thai	Business Owner/Freelance	3,780,200	0.16%
6.	Mrs. Usanee Kongthanaphakdee	Thai	Others	2,988,200	0.13%
7.	Ms. Phingkhanya Isarangkun Na Ayutthaya	Thai	Business Owner/Freelance	2,956,900	0.13%
8.	Mr. Chaiyan Chakkun	Thai	Business Owner/Freelance	2,667,000	0.11%

9.	Ms. Naree Chaipreechawit	Thai	Other	1,925,000	0.08%
10.	Ms. Ratchanee Phatanasuwan	Thai	Government officer/State Enterprise's employee	1,885,600	0.08%
	Total Shareholders			2,323,720,000	%

Source: Information from Thailand Securities Depository Company Limited

Remarks\*: As of 20 September 2019, FPT holds a total of 2,202,086,001 shares of the Company, representing 94.77 percent of the total issued shares of the Company.

#### 6.2 Number of Shareholders

- Total of 4,041 shareholders, holding a total of 2,323,720,000 shares
- Number of minority shareholders who hold not more than five out of 1,000 of the total paid-up capital but no less than 1 board lot: 4,039 persons holding 108,034,340 shares or 4.65 percent of the total paid-up capital.

#### 7. Board of Directors of the Company as at 20 September 2019

No.	Name	Position	Shareholding Percentage
1.	Mr. Wanchai Sarathulthat	Chairman of the Board / Independent Director/ Audit Committee	0%
2.	Mr. Thanapol Sirithanachai	President/ Director	0%
3.	Mr. Panote Sirivadhanabhakdi	Vice Chairman of the Board	0%
4.	Mr. Thapana Sirivadhanabhakdi	Director	0%
5.	Mr. Chotiphat Bijananda	Director	0%
6.	Mr. Sithichai Chaikriangkrai	Director	0%
7.	Mr. Udom Pwasakul	Independent Director/ Audit Committee	0%

We certifies that the information contained in this report is accurate and complete in all respects.

Signature.....Authorized Signatory

Mr.Thanapol Sirithanachai

Signature .....Authorized Signatory

Mr. Somboon Wasinchutchawal

## Enclosure 1

### Detail of Debentures

No.	Debentures	Number of Debentures (unit)	Face Value/Unit (THB)	Total Price (Million Baht)	Interest Rate//Year	Year Offered	Maturity Period/ Redemption Date	Latest Trading Price/ Unit (THB)	Latest Trading Date
1	GOLD19NA	3,000,000	1,000	3,000	Fixed rate at 3.35%	2016	23 November 2019	1,004.28	27 March 2019
2	GOLD205A	1,000,000	1,000	1,000	Fixed rate at 3.30%	2017	30 May 2020	-	-
3	GOLD208A	1,000,000	1,000	1,000	Fixed rate at 3.09%	2017	8 August 2020	999.87	8 August 2017
4	GOLD232A	2,000,000	1,000	2,000	Fixed rate at 3.35%	2018	22 February 2023	-	-
5	GOLD21DA	3,000,000	1,000	3,000	Fixed rate at 3.64%	2018	19 December 2021	1,005.42	6 March 2019