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February 24, 2016

Subject: Information Memorandum regarding the Acquisition of Assets

To: The President  
The Stock Exchange of Thailand

Enclosure: Information Memorandum regarding the Acquisition of Assets

The Board of Directors' meeting of Minor International Public Company Limited ('the Company', 'MINT') No.4/2015 dated 20 August 2015 has passed a resolution to enter into a long term land lease on Silom Road to develop a mixed use building consisting of office and retail. Presently, all condition precedents are agreed and completed.

The Transaction is considered the acquisition of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 re: Rules on Entering into Materials Transactions Deems as Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand in respect of the Disclosure of Information and the Performance of the Listed Company in Acquisition and Disposition of Assets, 2004 ("Notification of Acquisition or Disposition of Assets") with the transaction size of 4.93% of the Company's total consolidated financial statements as of 31 December 2015.

Combining with accumulated transaction size from other acquisitions within six months before this transaction, totally 11.93%, the total aggregate transaction size is 16.86%, based on total value of consideration.

The transaction size is higher than 15% threshold criteria but lower than 50% threshold criteria. The transaction constitutes the acquisition of asset under class 2 pursuant to the Notification of Acquisition or Disposition of Assets. Therefore, the Company is required to disclose information regarding the Asset Acquisition Rule to the Stock Exchange of Thailand and deliver a written notice to the shareholders within 21 days from the date of disclosure to the Stock Exchange of Thailand.

Please be informed accordingly

Sincerely yours,

- Signed -

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Ms. Trithip Sivakriskul  
Corporate Chief Financial Officer

**Disclosure of information regarding the acquisition of assets of  
Minor International Public Company Limited.  
(Schedule 2)**

The Board of Directors' meeting of Minor International Public Company Limited ('the Company', 'MINT') No.4/2015 dated 20 August 2015 has passed a resolution to enter into a long term land lease on Silom Road to develop a mixed-used of office and retail building. Details of the transactions are as follows:

(1) Transaction date 24 February 2016

(2) The parties involved and the relationship with the Company

Lessee: NYE and RGP Development Co., Ltd.\*  
Lessor: Sivadon Company Limited

\* NYE and RGP Development Co., Ltd.

Date of Incorporation 21 January 2016  
Registered Capital THB 1 million  
Shareholder Structure 60% held by NYE Development Co., Ltd. which is 97% subsidiary held by Hua Kee Group  
40% held by Royal Garden Plaza Limited which is 99% subsidiary held by MINT

Sivadon Company Limited neither has a relationship with the Company as a major shareholder nor director; therefore, they are not subject to the disclosure as per the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of Listed Companies B.E. 2546.

(3) The general characteristic of the transaction

The transaction size equals 4.93% pursuant to the total value of consideration rule calculated from the consolidated financial statements of the Company as of 31 December 2015.

Details of transaction size calculation are as follows:

Rules	Formula	Transaction Size
1. Net Tangible Asset	$\frac{\text{NTA of target company} * \% \text{ holding}}{\text{NTA of the listed company and its subsidiaries}} * 100$	n/a
2. Net Profit	$\frac{\text{Net profit of target company} * \% \text{ holding}}{\text{Net profit of the listed company and its subsidiaries}} * 100$	n/a
3. Total value of consideration	$\frac{\text{Value of the Projects}}{\text{Total assets of the listed company and its subsidiaries}} * 100$	=4,720/95,737 =4.93%
4. Total value of securities	Not applicable due to the transaction nature being the asset purchase without issuing shares.	n/a

Assets acquisition within the past six months based on total value of consideration (August 2015 – February 2016)	Transaction Size
Acquiring asset in Portugal, Hotel Tivoli Oriente (2 October 2015)	1.92%
New set up companies MHG Desaru Hotel Sdn. Bhd., MHG Desaru Villas Sdn. Bhd., MHG Management (India) Private Limited (13 October 2015)	1.93%
Additional investment of Minor DKL (30 October 2015)	1.46%
Acquiring of assets in Portugal (2 February 2016)	3.53%
New set up company, PT. Wika Realty Minor Development (17 February 2016)	0.46%
Others	2.63%
Total	11.93%

Combining with accumulated transaction size from other acquisitions within six months before this transaction, totally 11.93%, the total aggregate transaction size is 16.86%, based on total value of consideration, which is higher than 15% threshold criteria but lower than 50% threshold criteria. The transaction constitutes the acquisition of asset under class 2 pursuant to the Notification of Acquisition or Disposition of Assets. Therefore, the Company is required to disclose information regarding the Asset Acquisition Rule to the Stock Exchange of Thailand and deliver a written notice to the shareholders within 21 days from the date of disclosure to the Stock Exchange of Thailand.

(4) Details of the acquired assets

Asset characteristic : Land size 6-1-48 Rai  
Location : Corner between Silom Road and Convent Road  
Document of title : Land title deeds no. 4009, 563, 3171, 3172, 20218, 3248  
Tumbon Sathorn, Amphur Bangrak, Bangkok  
Ownership holder : Sivadon Company Limited  
Appraisal price : Approximately THB 1.5 - 2 million per Sq.w.  
Encumbrances : None  
Laws having impact on assets : Thai Law

(5) The total value of this acquisition

The total value of this transaction will pay by cash of THB 4,720 million (based on % holding) consists of upfront fee THB 408 million (2 installments on signing land lease agreement date in 2016 and on land delivery date in 2019) and yearly lease payment through 50 years land lease totally THB 4,312 million.

(6) Rule applied for determination of consideration value

The company has submitted a bid to acquire the leasehold. The bidding price was referred to the appraisal of Bangkok Property Appraisal Co., Ltd., a professional real estate appraisal firm by using depreciated replacement cost approach and also comparing to the market buy-sell price of comparable land which shown 1.5-2.0 million baht per sq.w. **as of August 2012.**

(7) The Company's expected benefits

This land lease agreement will provide the Company with the opportunity to develop its mixed use building consisting of office and retail space. The construction **budget is under consideration and** expected to be **concluded and commenced** 5 years construction in 2019 and start to realize revenue from 2024 to 2068.

(8) Source of Funds

Internal cash flow and loans from financial institutions. As at 31 December 2015, Cash and cash equivalent shown in MINT consolidated balance sheet was THB 4,003 million.

- (9) The event where the connected persons hold shares in the business in which the Company will invest at 10% or more of the voting shares in such business  
-None-
- (10) Opinion of the Board of Directors on the transaction  
The Board of Directors is of the opinion that such transaction is appropriate and beneficial to the Company. Developing land lease to office and retail building is expected valued return to the company.
- (11) Opinion of the Audit Committee and/or the Directors which is different from the opinion of the Board of Directors  
After consideration, the Audit Committee's opinion is not different from that of the Board of Directors of the Company.
- (12) The responsibility of directors with respect to the information in documents sent to the shareholders  
The Board of Directors had reviewed the information in this memorandum carefully and certified that the information in this memorandum is correct and complete, no false information that might lead others to misunderstand or a lack of information that should be in essence.
- (13) An opinion of an independent expert  
-None-
- (14) Pending material lawsuits or claims.  
-None-
- (15) Interests or connected transactions between the listed company and directors, management and shareholders directly or indirectly holding shares amounting to 10% to more, including the nature of the transaction or the interests;  
-None-