

Subject: Notification of the connected transaction to provide financial assistance

Att: President,
The Stock Exchange of Thailand

The Board of Directors meeting of Thitikorn Public Company Limited No.1/2015 held on February 24, 2015 has passed the following resolutions;

1. Approved Thitikorn Public Company Limited to provide financial assistance for Souseday Finance Plc., a subsidiary company with 98.00% stake, with the following transactions;

- 1) Approved to provide financial assistance for Souseday Finance Plc. by Executive Board approval for 30 Mb.
- 2) Approved to provide loan for Souseday Finance Plc. no more than 500 Mb.
- 3) Approved to provide guarantee for Souseday Finance Plc. no more than 1,000 Mb.

Suosedey Fiance PLC is not considers a connected transaction under Notification of the Broad of Governors of the The Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003.

2. Approved Thitikorn Public Company Limited to provide financial assistance for Sabaidee Leasing Co., Ltd., a subsidiary company with 61.91% stake,

Sabaidee Leasing Co., Ltd. is consider a connected transaction in a form of financial assistance under Notification of The Securities and Exchange Commission and Notification of the Capital Market Supervisory Board No. TorChor.21/2551with the following transaction details:

1. Approved Thitikorn Public Company Limited to provide financial assistance for its subsidiary companies in foreign countries with Board of Directors approval for 30 Mb.

1. Transaction details: date/month/ year

After being approved by the Broad of Directors

2. Parties Involved:

Financial assistance provider: Thitikorn Public Company Limited.

Financial assistance recipient : Sabaidee Leasing Co.,Ltd .,a subsidiary company of Thitikorn Public Company Limited with 61.91% stake
(on a pro rata basis)

3. Transaction details

Type of transaction:	Financial assistance
Amount:	no more than 30 Mb. (pro rata basis which Thitikorn Public Company Limited portion would be 18.57 Mb. while the remaining portion from others shareholders would be 11.43 Mb.)
Source of fund:	Working capital of Thitikorn Public Company Limited.
Currency:	Thai Baht
Interest: rate:	0%
Principal repayment:	As soon as the recipient has an excess liquidity greater than the amount of advance
Approval conditions:	As needed

4. Relationship and Connected Person

Name of Connected Person	Connected Companies	
	Thitikorn PCL., and subsidiaries	Sabaidee Leasing Co.,Ltd
<u>Directorship</u>		
1. Ms. Prathama Phornprapha	Managing Director	Director
2. Mr. Prapol Phornprapha	Director	Director
3. Mrs. Buskorn Liaummukda	Director	Director
<u>Shareholding</u>		
1. Ms. Prathama Phornprapha	0.40%	19.05%
2. Mr. Prapol Phornprapha	-	19.05%

5. The Board of Directors approval of the connected transaction

The Company certified that directors with conflict of interest and/or connected person which are Ms. Prathama Phornprapha, Mr. Prapol Phornprapha, and Mrs. Buskorn Liaummukda did not attend the meeting and did not vote on the approval of the transaction.

6. The Board of Directors opinion on the transaction

The Board of Directors resolution to approve the transaction which is beneficial to the Suosdey Finance Plc., a subsidiary company of Thitikorn Public Company Limited, for temporary working capital and enhance its liquidity in business operation.

7. Audit Committee and the Board of Directors opinion differences (if any)

None

2. Approved Thitikorn Public Company Limited to provide loan for its subsidiary companies in foreign countries 500 Mb.

1. Transaction details: date/month/ year

- After being approved by The Board of Directors meeting of Thitikorn Public Company Limited.

2. Parties Involved:

Lender: Thitikorn Public Company Limited.

Borrower: Sabaidee Leasing Co.,Ltd .,a subsidiary company of
Thitikorn Public Company Limited with 61.91% stake (on a pro rata basis)

3. Transaction details

Type of transaction: Financial assistance (on a pro rata basis)

Type of facility: Long term (pro rata basis which Thitikorn Public Company Limited portion would be 309.55 Mb. while the remaining portion from others shareholders would be 190.45 Mb.)

Source of fund: Working capital of Thitikorn Public Company Limited

Interest rate: MOR-3% (MOR of Bangkok Bank)

Interest repayment: Every six months

Principal repayment: no more than 2 years from the first time of each the draw down

Collateral: None

Purpose: Working Capital for business operation

4. Relationship and Connected Person

Name of Connected Person	Connected Companies	
	Thitikorn PCL., and subsidiaries	Sabaidee Leasing Co.,Ltd
<u>Directorship</u>		
1. Ms. Prathama Phornprapha	Managing Director	Director
2. Mr. Prapol Phornprapha	Director	Director
3. Mrs. Buskorn Liaummukda	Director	Director
<u>Shareholding</u>		
1. Ms. Prathama Phornprapha	0.40%	19.05%
2. Mr. Prapol Phornprapha	-	19.05%

5. . The Board of Directors approval of the connected transaction

The Company certified that directors with conflict of interest and/or connected person which are Ms. Prathama Phornprapha, Mr. Prapol Phornprapha, and Mrs. Buskorn Liaummukda did not attend the meeting and did not vote on the approval of the transaction.

6. The Board of Directors opinion on the transaction

The Board of Directors resolution to approve the transaction which is beneficial to the Suosdey Finance Plc., a subsidiary company of Thitikorn Public Company Limited, for working capital and enhance its liquidity in business operation. The interest rate charge by the Company is very similar as lending market rate from other financial institutions.

7. Audit Committee and the Board of Directors opinion differences (if any)

None

3. Approved to provide guarantee for its subsidiary companies in foreign countries 1,000 Mb.

1. Transaction details: date/month/ year

Thitikorn Public Company Limited. is approved to provide a guarantee for Sabaidee Leasing Co.,Ltd after the Thitikorn Public Company Limited's Board of Directors approval.

2. Parties Involved:

Guarantor: Thitikorn Public Company Limited.

Borrower: Sabaidee Leasing Co.,Ltd .,a subsidiary company of Thitikorn Public Company Limited. with 61.91% stake (on a pro rata basis)

3. Transaction details

Type of transaction: Financial assistance

Amount guarantee: 1,000 Mb (guarantee on pro rata basis which Thitikorn Public Company Limited portion would be 619.10 Mb. while the remaining portion from others shareholders would be 380.90 Mb.)

Terms and conditions: Financial institutions required a guarantee from the parent company for its subsidiary since it was recently started its operation without any business track record. Without guarantee it might lead to lending rejection or higher interest rate interest charge above normal market rate which will reduce or limited its competitiveness in providing motorcycle financing.

Purpose: Working Capital for business operation

4. Relationship and Connected Person

Name of Connected Person	Connected Companies	
	Thitikorn PCL., and subsidiaries	Sabaidee Leasing Co.,Ltd
<u>Directorship</u>		
1. Ms. Prathama Phornprapha	Managing Director	Director
2. Mr. Prapol Phornprapha	Director	Director
3. Mrs. Buskorn Liaummukda	Director	Director
<u>Shareholding</u>		
1. Ms. Prathama Phornprapha	0.40%	19.05%
2. Mr. Prapol Phornprapha	-	19.05%

5. . The Board of Directors approval of the connected transaction

The Company certified that directors with conflict of interest and/or connected person which are Ms. Prathama Phornprapha, Mr. Prapol Phornprapha, and Mrs. Buskorn Liaummukda did not attend the meeting and did not vote on the approval of the transaction.

6. The Board of Directors opinion on the transaction

The Board of Directors resolution to approve the transaction which is beneficial to the Suosdey Finance Plc., a subsidiary company of Thitikorn Public Company Limited, for working capital and enhance its liquidity in business operation.

7. Audit Committee and the Board of Directors opinion differences (if any)

None

The total value of transactions and the Criteria to determine the total value of three transactions

The total value of three financial assistance transactions provided by the Company for Sabaidee Leasing Co.,Ltd. when calculated under Net Tangible Asset (NTA) is 23.75% of the Company NTA (The Company Consolidated NTA: 3,985.9 Mb. as of December 31, 2014), however, due to the nature of three financial assistance transactions base on pro rata basis which does not require shareholders approval.

Please be informed accordingly,

Your faithfully,

Mrs. Buskorn Liaummukda
Director and Accounting Manager