

SF 083/09

11 May 2009

Subject: Reports on setting up a joint venture company for Bangna Project

To: President

The Stock Exchange of Thailand

With Reference to the resolutions of the Board of Directors' Meeting of Siam Future Development PLC No. 3/2008 held on August 7th, 2008, the meeting approved setting up a joint venture company for investment in Bangna Project as follows:

1. Name of joint venture company SF Development Co., Ltd
2. Type of business Developing and operating shopping centers
3. Registered Capital 2,500,000,000 Baht (No. of shares 250,000,000 shares with Par Value at 10 Baht)
Currently registered capital is 1,500,000,000 Baht (No. of shares 150,000,000 shares with Par Value at 10 Baht)
4. Paid-up Capital 1,000,000,000 Baht
5. Shareholding Structure
Siam Future Development PLC 49%
IKANO Pte. Ltd. 49%
S.P.S. Global Trade 2%
6. Objective To develop and operate new concept shopping center located on Banga-Trad Road K.M.9, intersect with Kanjanapisek Outer Ring Road

The Company would like to inform the acquisition of shares in the joint venture company. Herein the details of the transaction to be entered:

1. The transaction Date: 17 September 2008
2. The party involved: IKANO Pte. Ltd. which is the foreign company and not a juristic person who might be connected party under definition of SEC.
3. The general characteristics of the transaction:

Siam Future Development PLC invests in shares of joint venture company, SF Development Co., Ltd., with 49% shareholding proportion in order to develop and operate a shopping center located on Bangna-Trad Road.

4. Details of transaction:

- Type of transaction Investment in shares of joint venture company which described above.

5. Total Worth:

Number of shares	122.5 Million shares (49% shareholding proportion)
Par Value	10 Baht
Value	1,225.00 Million Baht
Paid-up share value	490.00 Million Baht
Advanced money	<u>160.00</u> Million Baht (will be converted to paid-up share value)
Balance	<u>575.00</u> Million Baht

Schedule to be paid when receive increased capital proceed in July, 09.

6. Value of Transaction:

Share Value 1,225 Million Baht
Total Assets as at 31 March 2009 7,688.55 Million Baht
Value of transaction 15.93% of Total Assets as at 31 March 2009
(1,225 / 7,688.55 Million Baht)

7. Criteria to determine Total Worth:

Par Value of 10 Baht

8. Net Profit after tax and special transaction as a part of acquired assets for 2 years before transaction

No, because it is the setting up a new joint venture company.

9. The Benefit expected to be generated for SF as the result of the said transaction:

To expand a new shopping center will benefit the Company in terms of increase in total revenue and earnings in the long run.

10. Source of Fund:

Increased capital proceed and long-term loan from financial institutes which there is no limitation of dividend payment.

11. In case of disposal of assets, please describe usage of money receive from disposal

- None-

12. In case of issuing securities to pay for acquired assets, please describe type and details of issued securities i.e. Number and price of securities

Issuance common shares to existing shareholders of the Company (Rights offering)

Number of shares Not exceed 513,147,913 shares, Par value of 1 Baht

Ratio 1 current shares to 1 newly issued share

Price 1.20 Baht/share

13. Consideration of the transaction: The Company must send a written notice to shareholders within 21 days from the date of disclosure of information to Stock Exchange of Thailand

14. Reason why the Company did not hold all shares of the joint venture company instead of connected party
There is no connected party in this transaction.

15. Opinion of Board of directors and audit committee:

Agree to invest in this joint venture company in order to build the opportunity for business expansion of shopping center development and operating of the Company and generate revenue in the long run.

The acquisition of shares in the joint venture company is categorized as Class 2 transaction according to the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information Concerning the Acquisition and Disposition of Assets of Listed Companies. A written notice regarding this transaction will be sent to shareholders within 21 days from the date of disclosure of information to Stock Exchange of Thailand.

Please be informed accordingly.

Sincerely Yours,

(Mr. Somnuk Pojkasemsin)

President