(Translation)

Opinion of the Independent Financial Advisor on the Acquisition of Assets and Connected Transactions

of

Grand Canal Land Public Company Limited

Prepared by

Advisory Plus Company Limited

October 13, 2011

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Subject Opinion of the Independent Financial Advisor regarding the acquisition of assets and connected transactions of Grand Canal Land Plc.

To Audit Committee and Shareholders
Grand Canal Land Plc.

The Meeting of the Board of Directors of Grand Canal Land Plc. ("the Company" or "GLAND") No. 6/2011 held on July 18, 2011 passed the important resolutions as follows:

1. Approved the entering into the transactions by the Company in relation to the acquisition of assets and connected transactions in the acquisition of all ordinary shares in Sterling Equity Co., Ltd. ("Sterling") from the connected persons, namely CKS Holding Co., Ltd., Super Assets Co., Ltd., Ratanarak Co., Ltd., K Group Co., Ltd., BBTV Equity Co., Ltd., Mr. Weraphan Theepsuwan, Mr. Sritas Chaikamnoed and Ms. Saowalak Sunnanont (collectively the "Sterling Shareholders"). The above transactions included:

1.1 Purchase of all ordinary shares in Sterling totaling 400,000 shares with a par value of Bt. 100 per share, equivalent to 100% of all shares in Sterling (after Sterling has already increased its registered capital to Bt. 40,000,000[1]), from the Sterling Shareholders, comprising 75,000 shares from CKS Holding Co., Ltd., 75,000 shares from Super Assets Co., Ltd., 75,000 shares from Ratanarak Co., Ltd., 24,996 shares from K Group Co., Ltd., 150,001 shares from BBTV Equity Co., Ltd. ("BBTVEQ"), 1 share from Mr. Weraphan Theepsuwan, 1 share from Mr. Sritas Chaikamnoed and 1 share from Ms. Saowalak Sunnanont, at Bt. 13.661 per share, totaling Bt. 5,464,400, which shall be paid in cash by the Company. The share purchase transaction will be made after Sterling has already increased its registered capital to Bt. 40,000,000.

1.2 Issue and offer of 232,964,000 new ordinary shares with a par value of Bt. 1 per share on a private placement basis, in accordance with the Notification of the Capital Market Supervisory Board No. ThorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, to Bangkok Broadcasting & Television Co., Ltd. ("BBTV"), which is the Company's connected person, at the offering price of Bt. 2.56 per share, totaling Bt. 596,387,840. The said offering price is not considered as an offer of shares for sale below the market price. Such offering price has been calculated based on the weighted average closing price of the Company's shares traded on the Stock Exchange 15 consecutive trading days prior to the date of the Board of Directors' Meeting at which the above resolution was passed (share price traded during June 23-July 17, 2011). The Company will use the proceeds from the offering of the shares either for lending to Sterling (after the Company has acquired Sterling shares) or for additional investment in Sterling by way of subscribing for new ordinary shares so that Sterling could use such loan or proceeds of the sale of new shares, as the case may be, for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ. However, after the said offer of new shares, BBTV and BBTV

[1] Sterling has a paid-up registered capital, as of June 1, 2011, of Bt. 25 million and will raise its capital to Bt. 40 million before entering into this ransaction.

group will hold 19.68% and 28.78% of the Company's total paid-up shares after the capital increase respectively.

At the meeting of shareholders to seek approval of the above capital increase, the Company will also propose for the shareholders' approval a decrease of its registered capital from Bt. 5,094,903,133 to Bt. 5,094,898,930, by canceling 4,203 authorized but unissued shares with a par value of Bt. 1 each (except for the 164,375,658 remaining ordinary shares reserved for the exercise of the holders of the warrants that have been offered to the existing shareholders (GLAND-W1)). The Company will at the same time sell new ordinary shares of 162,066,939 shares to Grand Fortune Co., Ltd. ("Grand Fortune"), in accordance with the resolution of the 2011 Annual General Meeting of Shareholders held on April 28, 2011, completely before seeking approval for the said capital decrease and increase from the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011.

2. Approved the Company's purchase of 1,000,000 new ordinary shares in Tonson Ploenchit Co., Ltd. ("Tonson") with a par value of Bt. 10 per share (representing 90.91% of the new capital)[2] at the subscription price of Bt. 10 per share, totaling Bt. 10,000,000, for which the Company shall make a cash payment.

3. Approved the purchase of 11 plots of land in the Grand Canal Don Muang Project Phase 8 and Phase 9 from Grand Fortune, which is a connected person of the Company, covering a total area of 4-0-69.6 rai or equal to 1,669.6 sq. wah, located on Kampaeng Phet VI Road, Si Kan Sub-district, Don Mueang District, Bangkok ("Grand Canal Don Muang Project Land Phase 8 and Phase 9") at the total purchase price of Bt. 20,893,900, for which the Company shall make a cash payment.

The entering into the transactions in items 1-3 above is regarded as an asset acquisition transaction under the Notification of the Capital Market Supervisory Board No. ThorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand ("SET") Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 and its amendments (the "Acquisition/Disposal Notification"). The transactions are also regarded as a connected transaction according to the Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 Re: Rules for Connected Transactions and the Notification of the SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 and its amendments (the "Connected Transaction Notification"). In addition, the purchase of Sterling shares according to item 1.1 and the purchase of Tonson shares in item 2 are considered an acquisition and acceptance of the transfer of the entire business of a private company by the Company in accordance with Section 107 of the Public Limited Companies Act.

The purchase of Sterling shares in item 1.1 is deemed as an acquisition of assets having a transaction value of 11.89%[3], calculated under the basis of total value of consideration by incorporating the outstanding loan and accrued interest expense of Sterling as of December 31, 2010 of Bt. 998,437,808.24. By factoring into such calculation the estimated cost of future project construction and development on the land of Sterling (Grand Rama 9 Project Plot 3) totaling Bt. 1,105,000,000.00, the transaction value will become 24.98%[3] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011.

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[2] Tonson has a paid-up registered capital, as of June 1, 2011, of Bt. 1 million and will, under this transaction, increase its capital to Bt. 11 million.

[3] If calculating the transaction value based on the consolidated financial statement as of June 30, 2011, the purchase of Sterling shares in item 1.1 will have a transaction value of 11.54% and in case of including the estimated cost of project and development on Sterling's land (Grand Rama 9 Project Plot 3) totaling Bt. 1,105,000,000.00, the acquisition transaction value will become 24.24% under the basis of total value of consideration and value of the connected transaction will be 23.07% of the net tangible assets of GLAND and its subsidiaries.

Moreover, the purchase of Sterling shares is considered as a connected transaction having a transaction value of 22.89%[3] of the net tangible assets of GLAND and its subsidiaries, based on the Company's consolidated financial statement ended March 31, 2011 and inclusive of the short-term loan and accrued interest expense owed by Sterling to BBTV and BBTVEQ as of December 31, 2010 of Bt. 998,437,808.24.

The Company's capital increase in item 1.2 by the issue and offer of 232,964,000 new ordinary shares with a par value of Bt. 1 per share for sale to BBTV at the offering price of Bt. 2.56 per share, totaling Bt. 596,387,840.00 is aimed by the Company to use the proceeds from this capital increase either for lending to Sterling or for subscribing for new ordinary shares in Sterling (after the Company has acquired 100% of Sterling shares) so that Sterling could use such proceeds for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ, thereby leading Sterling to owe to BBTV and/or BBTVEQ a remaining balance of the short-term loan of around Bt. 397,590,242.21 (the short-term loan and accrued interest expense as of December 31, 2010 adjusted by accrued interest expense during the six-month period ended June 30, 2011, the capital increase and the partial loan repayment). It could be deemed that the Company, through this transaction, obtains a financial assistance from BBTV and/or BBTVEQ, and this accordingly is regarded as a connected transaction, having a transaction value of 9.07%[4] of the net tangible assets of GLAND and its subsidiaries, based on the Company's consolidated financial statement ended March 31, 2011.

The purchase of Tonson shares in item 2 is deemed as an acquisition of assets having a transaction value of 2.05%,[5] calculated under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011 and inclusive of the outstanding short-term loan and accrued interest expense owed by Tonson to BBTVEQ as of December 31, 2010 of Bt. 162,710,912.92. The said share purchase is also deemed as a connected transaction under the Connected Transaction Notification with a transaction value of 3.94%[5] of the net tangible assets of GLAND and its subsidiaries, based on the Company's consolidated financial statement ended March 31, 2011 and inclusive of the outstanding short-term loan and accrued interest expense owed by Tonson to BBTVEQ as of December 31, 2010 of Bt. 162,710,912.92.

After completion of the above transaction, Tonson will become a GLAND subsidiary and will have a remaining balance of short-term loan and accrued interest expense owed to BBTVEQ of about Bt. 159,005,684.52 (the short-term loan and accrued interest expense as of December 31, 2010 adjusted by accrued interest expense during the six-month period ended June 30, 2011, the capital increase and the partial loan repayment), which could be deemed as a financial assistance from BBTVEQ. This accordingly is regarded as a connected transaction, having a transaction value of 3.63%[6] of the net tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

The purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9 in item 3 is deemed as an asset acquisition with a transaction value of 0.25%[7] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011. It is also regarded as a connected transaction with a transaction value of 0.48%[7] of the net

[4] The transaction value will become 9.14% if calculated according to the consolidated financial statement as of June 30, 2011.

[5] If calculating the transaction value based on the consolidated financial statement as of June 30, 2011, the purchase of Tonson shares will have a transaction value of 1.98% under the basis of total value of consideration and value of the connected transaction will be 3.97% of the net tangible assets of GLAND and its subsidiaries.

[6] The value of connected transaction from such financial assistance will become 3.65% if calculated according to the consolidated financial statement as of June 30, 2011.

[7] If calculating the transaction value based on the consolidated financial statement as of June 30, 2011, the purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9 will have a transaction value of 0.24% under the basis of total value of consideration and value of the connected transaction will be 0.48% of the net tangible assets of GLAND and its subsidiaries.

tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

By aggregating value of the three transactions, they are deemed as an acquisition of assets with a total transaction value of 27.28%[8] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011, and as connected transactions with a total transaction value of 27.30%[8] of the net tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

Taking into account the asset acquisition transaction taking place during a six-month period before the entering into the above three transactions, GLAND Board of Directors' Meeting No. 3/2011 on April 1, 2011 approved construction expenditure for the Ninth Tower Grand Rama 9 Hotel Project, having a transaction value of 8.76% of total assets of GLAND and its subsidiaries according to the consolidated financial statement as of December 31, 2010, which was not deemed as an acquisition transaction under the Acquisition/Disposal Notification and the information of which was already notified to the SET on April 1, 2011. The combined value of this transaction and the three transactions above is 36.04%.[9]

As regards the asset acquisition transaction taking place during a 12-month period before the entering into the above three transactions, the Company executed acquisition transactions (land in Grand Rama 9 Project Plot 2 and land in Grand Canal Don Muang Project Phase 7) with a combined transaction value of 84.39% of the total value of consideration, which were approved by the 2011 Annual General Meeting of Shareholders on April 28, 2011.

By aggregating the value of all transactions taking place within the said 12-month period (the acquisition of land in Grand Rama 9 Project Plot 2 and land in Grand Canal Don Muang Project Phase 7 and the construction expenditure for the Ninth Tower Grand Rama 9 Hotel Project) with the three transactions herein, the total transaction value becomes 120.43%,[10] which is categorized as Class 4 Acquisition Transaction. However, all the asset acquisitions were done under the existing call option agreement with the major shareholder to prevent a conflict of interest. The call option was already disclosed to the shareholders and the SET as part of the earlier class 4 acquisition transaction taking place in late 2009 and approved by the Extraordinary General Meeting of Shareholders No. 1/2009 held on December 17, 2009. In addition, the Company submitted to the SET on November 4, 2009 an application for a re-listing and a change in business category from the Media & Publications Sector under Service Industry to the Property Sector under Real Estate & Construction Industry, and already obtained the SET's approval for the said re-listing and change of business category on January 21, 2010.

Nonetheless, the Company will enter into the above transactions on the conditions that the shareholders' meeting of the Company has approved the said transactions (the transaction in item 1 (acquisition of all Sterling shares) is also contingent upon approval of the Company's capital increase) and other related matters, the concerned parties have executed the relevant agreements, and the conditions precedent to the said agreements have been fulfilled. The entering into the said transactions must be approved by the shareholders' meeting by votes of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, excluding the shareholders who have an interest in these transactions.

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[8] If calculating value of the three acquisition transactions based on the consolidated financial statement as of June 30, 2011, the aggregate transaction value will become 26.46% under the basis of total value of consideration and the aggregate value of the connected transactions will be 27.52% of the net tangible assets of GLAND and its subsidiaries.

[9] The combined value of the transactions will become 35.22% if calculated according to the consolidated financial statement as of June 30, 2011.

[10] The total transaction value will be 119.61% if calculated according to the consolidated financial statement as of June 30, 2011.

By entering into the said transactions, the Company is obligated to prepare and disclose a report on the transactions to the SET and to seek the SET's approval for the transactions. Moreover, the Company is to call a shareholders' meeting to seek approval for the transactions. The meeting invitation letter to be sent to the shareholders must be accompanied by opinion of an independent financial advisor on (1) reasonableness and benefit of the transactions to the listed company, (2) fairness of price and conditions of the transactions, and (3) recommendation as to whether the shareholders should vote for or against the transactions together with the rationales. In this respect, the Company has appointed Advisory Plus Co., Ltd. as the independent financial advisor ("IFA") to provide opinion on the transactions to the Company's shareholders.

In providing our opinion, we have studied the information and documents obtained from the Company and the publicly available information such as GLAND Board's resolutions and information relevant to the transactions, the annual registration statement (Form 56-1), the auditor report, the financial statements, the financial projection and relevant assumptions, the asset appraisal reports, the draft agreement related to this transaction, contracts and licenses related to the business operations of the acquired assets and other documents obtained from the Company, the SET's statistical data on listed companies in the Property Sector under Real Estate & Construction Industry, as well as the information derived from interviews with GLAND's management and analysis of the industry situation and economic factors.

The opinion given is based on the assumption that the information and documents available from the Company and the Sellers and the information derived from the interviews with the management of the Company are reliable, complete and accurate without any material change therein. Moreover, our consideration has been made based solely on the economic environment and the information perceivable at the time of this study. As such, if there is any significant change in these factors, it will likely pose a material impact on the Company, the transactions described herein and the shareholders' decision. Therefore, we cannot affirm whether there will be any material impact on the Company in the future. Our opinion can be summarized as follows:

Executive Summary

The Meeting of the Company's Board of Directors No. 6/2011 held on July 18, 2011 passed the resolutions approving three asset acquisition and connected transactions as follows:

1) Purchase of all ordinary shares in Sterling totaling 400,000 shares with a par value of Bt. 100 per share at a price of Bt. 13.661 per share, totaling Bt. 5,464,400, from the connected persons, comprising CKS Holding Co., Ltd., Super Assets Co., Ltd., BBTVEQ, Mr. Veraphan Teepsuwan, Mr. Sritas Chaikamnoed and Ms. Saowalak Sunnanont, which shall be paid in cash by the Company. In this respect, the Company will issue and offer 232,964,000 new ordinary shares with a par value of Bt. 1 per share at the offering price of Bt. 2.56 per share to BBTV on a private placement basis. The Company will use the proceeds from the offering of the shares either for lending to Sterling (after the Company has acquired Sterling shares) or for additional investment in Sterling by way of subscribing for new ordinary shares so that Sterling could use such loan or proceeds of the sale of new shares, as the case may be, for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ.

2) Purchase of 1,000,000 new ordinary shares in Tonson with a par value of Bt. 10 per share (representing 90.91% of the new capital) at the subscription price of Bt. 10 per share, totaling Bt. 10,000,000, which shall be paid in cash by the Company.

3) Purchase of 11 plots of land in the Grand Canal Don Muang Project Phase 8 and Phase 9 from Grand Fortune, which is a connected person of the Company, covering a total area of 4-0-69.6 rai or equal to 1,669.6 sq. wah, located on Kampaeng Phet VI Road, Si Kan Sub-district, Don Mueang District, Bangkok, at the total purchase price of Bt. 20,893,900, which shall be paid in cash by the Company.

The transactions in items 1) - 3) above are regarded as an asset acquisition transaction according to the Acquisition/Disposal Notification and as a connected transaction, whereas the purchase of Sterling shares in item 1) and the purchase of Tonson shares in item 2) are considered an acquisition and acceptance of the transfer of the entire business of a private company by the Company in accordance with Section 107 of the Public Limited Companies Act. By aggregating value of the three transactions, they have a total acquisition transaction value of 27.28%[11] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011, and a total connected transaction value of 27.30%[11] of the net tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

The acquisition of assets and connected transactions by GLAND in the purchase of all ordinary shares in Sterling, the issue and offer of new ordinary shares of the Company for sale to BBTV, the purchase of new ordinary shares in Tonson, and the purchase of vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9 are considered appropriate and beneficial to the Company and its shareholders. By entering into these transactions, the Company will possess additional vacant land for continuous property development, as well as a wider variety of property projects either for sale or for rent in the long term. The Company plans to develop these plots of land into properties with good potentials such as single houses, townhouses and residential condominiums for sale and office buildings, retail and hypermarket space for rent.

In view of the advantages of entering into the transactions, the Company will have an opportunity to increase revenues and returns continuously in the long run from property development on the assets acquired under these transactions, in addition to the existing projects under development, whether they be revenues from sales and renting of properties and revenues

[11] If calculating value of the three acquisition transactions based on the consolidated financial statement as of June 30, 2011, the aggregate transaction value will become 26.46% under the basis of total value of consideration and the aggregate value of the connected transactions will be 27.52% of the net tangible assets of GLAND and its subsidiaries.

from related services. This could therefore help ensure a well-balanced structure of income sources and the consistency of long-term income generation, while increasing the Company's business size, cash flow and business potential in the long term and reducing its unit cost due to the economies of scale. Moreover, the Company will have a greater bargaining power in procurement and employment and could benefit from sharing of public relations and advertising campaigns for its projects, thereby reducing the project's unit cost.

The Company will acquire land with potential for continued development in the compound of Grand Rama 9 Project sited on Phra Ram 9 Road, which will become Bangkok's new central business district, and land in Grand Canal Don Muang Project, which is in a prime community area. The said acquisition of vacant land at a fair value will help mitigate risk from possible land price hikes in the future. Besides, the entering into these transactions will eradicate a conflict of interest that might be created from the Company's major shareholders competing with the Company in property development in an area related to the Company's project.

The disadvantages of entering into the said transactions are that the Company will bear an increased amount of debts and interest expenses arising from the consolidation of the debts of Sterling and Tonson into its financial statement and the additional borrowings required for financing property development projects on the acquired assets. Since the Company will still be unable to recognize income in the initial development or construction period of all projects, it is prone to suffer a loss at the early stage of project investment. The Company will also bear risk involved with its large-scale property development, which will lead to a huge increase in property supply on the market, while a project success will hinge on many external factors such as economic condition, property market condition, the private sector's consumption, etc. Given these factors become unfavorable, it will adversely affect the Company's project development, funding, liquidity and sales.

Furthermore, the private placement of new ordinary shares to BBTV at Bt. 2.56 a share will cause an earning and control dilution effect on the existing shareholders of the Company, but without a price dilution effect because the said offering price is higher than the present average market price of the shares. Despite such dilution effect, it is anticipated that the Company could grow its net profit from the future operation of the projects which are under development and from which the Company will begin income recognition as from 2012 onwards.

The purchase price of Sterling shares at Bt. 13.661 per share and Tonson shares at Bt. 10 per share is deemed a fair and reasonable price. Such price is determined based on the adjusted book value of Sterling and Tonson, which reflects a fair value of the vacant land that is their core asset and constitutes almost the entire assets of both Sterling and Tonson. Moreover, such price is lower than the IFA's appraisal of Sterling shares at Bt. 16.53 per share and Tonson shares at Bt. 147.99 per share.

The purchase price of land in the Grand Canal Don Muang Project Phase 8 and Phase 9 at Bt. 20.89 million is fair and reasonable since it in within the two independent valuers' appraised price range which is considered appropriate by the IFA.

The internal rate of return (IRR) from the acquired assets is estimated, based on the financial projection, to be 11% per year from the office buildings for rent in Grand Rama 9 Project Plot 3 (property development on the land of Sterling), 15% and 14% per year from sales of single houses and residential condominium units in Grand Canal Don Muang Project Phase 3 and Phase 6 respectively (property development on the land of Tonson), and 20% and 19% per year from sales of townhouses and renting of hypermarket and retail space in Grand Canal Don Muang Project Phase 8 and Phase 9 respectively. The IRR from all these projects is apparently higher than the Company's weighted average cost of capital (WACC) of 7.21% per year and the average loan interest rate of all projects of the Company and its subsidiaries of 6.87% p.a.

Table illustrating the purchase price, appraisal approach, appraised fair value, net present value, payback period and IRR of all projects

	Acquisition price	Valuation approach	Appraised fair value	NPV (Bt. million)	Payback period (year)	IRR (%)
1. Purchase of Sterling shares	Bt. 13.661/ share	Adjusted book value approach	Bt. 16.53/ share			
- Grand Rama 9 Project (Plot 3)				919.81	11.98	11%
- Grand Canal Don Muang Project Phase 4				-	-	-
2. Purchase of Tonson shares	Bt. 10/share	Adjusted book value approach	Bt. 147.99/ share			
- Grand Canal Don Muang Project Phase 3				79.91	2.88	15%
- Grand Canal Don Muang Project Phase 6				236.78	3.82	14%
3. Purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9 from Grand Fortune	Bt. 20.89 mil	Appraisal by two independent valuers*				
- Grand Canal Don Muang Project Phase 8	Bt. 10.86 mil		Bt. 10.62 mil - Bt. 11.09 mil	9.45	1.93	20%
- Grand Canal Don Muang Project Phase 9	Bt. 10.04 mil		Bt. 8.31 mil - Bt. 11.77 mil	99.28	7.29	19%

Note: *Consisting of TAP Valuation Co., Ltd. and Accurate Advisory Co., Ltd., both being accredited by the Thai Valuers Association and the Valuers Association of Thailand.

Therefore, we view that the purchase of shares in Sterling and Tonson and vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9 is appropriate and will generate benefits to the Company and its shareholders in the long term.

The offering price of GLAND shares to be offered on a private placement basis to BBTV of Bt. 2.56 per share is deemed fair and reasonable since it is higher than the fair value appraised by the IFA by the discounted cash flow approach at Bt. 2.35 per share and is within the price range derived from a sensitivity analysis of Bt. 1.84 - 2.98 per share. Besides, such offering price is not lower than the market price prevailing in 15 consecutive business days before the date on which the Company's Board of Directors approved the said offering of new shares of the Company.

Based on the afore-mentioned factors, we are of the opinion that the shareholders will gain benefits from the Company's entering into the above transactions. Thus, we recommend that the shareholders vote in favor of the acquisition of assets and the connected transactions, considering that the transactions are reasonable and the transaction price and conditions are fair.

1. Nature and details of the transactions

1.1 Type and value of the transactions

(1) Acquisition of all ordinary shares in Sterling

- The Company will purchase all 400,000 ordinary shares in Sterling with a par value of Bt. 100 per share, equivalent to 100% of total number of shares in Sterling (after Sterling has already increased its registered capital to Bt. 40,000,000), from the Sterling Shareholders, comprising 75,000 shares from CKS Holding Co., Ltd., 75,000 shares from Super Assets Co., Ltd., 75,000 shares from Ratanarak Co., Ltd., 24,996 shares from K Group Co., Ltd., 150,001 shares from BBTV Equity Co., Ltd. ("BBTVEQ"), 1 share from Mr. Weraphan Theepsuwan, 1 share from Mr. Sritas

Chaikamnoed and 1 share from Ms. Saowalak Sunnanont, at Bt. 13.661 per share, totaling Bt. 5,464,400, which shall be paid in cash by the Company. The share purchase transaction will be made after Sterling has already increased its registered capital to Bt. 40,000,000 and has sold its entire long-term investment in 700,000 ordinary shares in Bank of Ayudhya Plc.

- The Company will issue and offer 232,964,000 new ordinary shares with a par value of Bt. 1 per share on a private placement basis to BBTV, which is the Company's connected person, at the offering price of Bt. 2.56 per share, totaling Bt. 596,387,840. The Company will use the proceeds from the said capital increase either for lending to Sterling (after the Company has acquired Sterling shares) or for additional investment in Sterling by way of subscribing for new ordinary shares so that Sterling could use such loan or proceeds of the sale of new shares, as the case may be, for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ.

The procedures relevant to the acquisition of all Sterling shares are as follows:

1) Sterling increases its paid-up registered capital from Bt. 25 million to Bt. 40 million through an offer of 150,000 new shares to BBTV at a price equal to the par value, which is Bt. 100 per share.

2) Sterling sells its long-term investment in 700,000 shares in Bank of Ayudhya Plc.

3) The Company enters into a sale and purchase agreement on all shares in Sterling with the sellers.

4) The Company issues and offers 232,964,000 new ordinary shares with a par value of Bt. 1 per share for sale on a private placement basis to BBTV, a connected person, at a price of Bt. 2.56 per share totaling Bt. 596,387,840.

5) The Company uses the proceeds from the offering of its shares either for lending to Sterling or for additional investment in Sterling shares.

6) Sterling uses such loan or proceeds of the sale of new shares, as the case may be, for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ.

The purchase of all Sterling shares is deemed as an acquisition of assets having a transaction value of 11.89%,[12] calculated under the basis of total value of consideration by incorporating the outstanding loan and accrued interest expense of Sterling as of December 31, 2010 of Bt. 998,437,808.24. By factoring into such calculation the estimated cost of future project construction and development on the land of Sterling (Grand Rama 9 Project Plot 3) totaling Bt. 1,105,000,000.00, the transaction value will become 24.98%[12] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011.

Moreover, the purchase of all Sterling shares is considered as a connected transaction having a transaction value of 22.89%[12] of the net tangible assets of GLAND and its subsidiaries, based on the Company's consolidated financial statement ended March 31, 2011 and inclusive of the short-term loan and accrued interest expense owed by Sterling to BBTV and BBTVEQ as of December 31, 2010 of Bt. 998,437,808.24.

The Company's capital increase by the issue and offer of 232,964,000 new ordinary shares with a par value of Bt. 1 per share for sale to BBTV at the offering price of Bt. 2.56 per

[12] If calculating the transaction value based on the consolidated financial statement as of June 30, 2011, the purchase of Sterling shares will have a transaction value of 11.54% and in case of including the estimated cost of project and development on Sterling's land (Grand Rama 9 Project Plot 3) totaling Bt. 1,105,000,000.00, the acquisition transaction value will become 24.24% under the basis of total value of consideration and value of the connected transaction will be 23.07% of the net tangible assets of GLAND and its subsidiaries.

share, totaling Bt. 596,387,840.00 is aimed by the Company to use the proceeds from this capital increase either for lending to Sterling or for subscribing for new ordinary shares in Sterling (after the Company has acquired 100% of Sterling shares) so that Sterling could use such proceeds for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ, thereby leading Sterling to owe to BBTV and/or BBTVEQ a remaining balance of the short-term loan of around Bt. 397,590,242.21 (the short-term loan and accrued interest expense as of December 31, 2010 adjusted by accrued interest expense during the six-month period ended June 30, 2011, the capital increase and the partial loan repayment). It could be deemed that the Company, through this transaction, obtains a financial assistance from BBTV and/or BBTVEQ, and this accordingly is regarded as a connected transaction, having a transaction value of 9.07%[13] of the net tangible assets of GLAND and its subsidiaries, based on the Company's consolidated financial statement ended March 31, 2011.

(2) Acquisition of new ordinary shares in Tonson

The Company will purchase 1,000,000 new ordinary shares in Tonson with a par value of Bt. 10 per share (representing 90.91% of the new capital) at the subscription price of Bt. 10 per share, totaling Bt. 10,000,000, which shall be paid in cash by the Company.

The procedures relevant to the purchase of Tonson shares are as follows:

1) Tonson increases its paid-up registered capital from Bt. 10 million to Bt. 11 million through an offer of 100,000 new shares to the Company at a price equal to the par value, which is Bt. 10 per share.

2) Tonson uses the proceeds of the sale of new shares for repayment of the debts owed to BBTVEQ.

The purchase of Tonson shares is deemed as an acquisition of assets having a transaction value of 2.05%,[14] calculated under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011 and inclusive of the outstanding short-term loan and accrued interest expense owed by Tonson to BBTVEQ as of December 31, 2010 of Bt. 162,710,912.92. The said share purchase is also deemed as a connected transaction with a transaction value of 3.94%[14] of the net tangible assets of GLAND and its subsidiaries, based on the Company's consolidated financial statement ended March 31, 2011 and inclusive of the outstanding short-term loan and accrued interest expense owed by Tonson to BBTVEQ as of December 31, 2010 of Bt. 162,710,912.92.

After completion of the above transaction, Tonson will become a GLAND subsidiary and will have a remaining balance of short-term loan and accrued interest expense owed to BBTVEQ of about Bt. 159,005,684.52 (the short-term loan and accrued interest expense as of December 31, 2010 adjusted by accrued interest expense during the six-month period ended June 30, 2011, the capital increase and the partial loan repayment), which could be deemed as a financial assistance from BBTVEQ. This accordingly is regarded as a connected transaction, having a transaction value of 3.63%[15] of the net tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

[13] The transaction value will become 9.14% if calculated according to the consolidated financial statement as of June 30, 2011.

[14] If calculating the transaction value based on the consolidated financial statement as of June 30, 2011, the purchase of Tonson shares will have a transaction value of 1.98% under the basis of total value of consideration and value of the connected transaction will be 3.97% of the net tangible assets of GLAND and its subsidiaries.

[15] The value of connected transaction from such financial assistance will become 3.65% if calculated according to the consolidated financial statement as of June 30, 2011.

(3) Acquisition of vacant land in the Grand Canal Don Muang Project Phase 8 and Phase 9 from Grand Fortune

The Company will purchase 11 plots of land in the Grand Canal Don Muang Project Phase 8 and Phase 9 from Grand Fortune, covering a total area of 4-0-69.6 rai or equal to 1,669.6 sq. wah, located on Kampaeng Phet VI Road, Si Kan Sub-district, Don Mueang District, Bangkok, at the total purchase price of Bt. 20,893,900, which shall be paid in cash by the Company.

The purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9 is deemed as an asset acquisition with a transaction value of 0.25%[16] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011. It is also regarded as a connected transaction with a transaction value of 0.48%[16] of the net tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

Moreover, the purchase of all ordinary shares in Sterling and the purchase of new ordinary shares in Tonson are deemed as an acquisition of entire business of private companies by the Company in accordance with Section 107 of the Public Limited Companies Act.

By aggregating value of the three transactions, they are deemed as an acquisition of assets with a total transaction value of 27.28%[17] under the basis of total value of consideration according to the Company's consolidated financial statement ended March 31, 2011, and as connected transactions with a total transaction value of 27.30%[17] of the net tangible assets of GLAND and its subsidiaries based on the Company's consolidated financial statement ended March 31, 2011.

Taking into account the asset acquisition transaction taking place during a six-month period before the entering into the above three transactions, GLAND Board of Directors' Meeting No. 3/2011 on April 1, 2011 approved construction expenditure of Bt. 680.37 million for the Ninth Tower Grand Rama 9 Hotel Project, having a transaction value of 8.76% of total assets of GLAND and its subsidiaries according to the consolidated financial statement as of December 31, 2010, which was not deemed as an acquisition transaction under the Acquisition/Disposal Notification and the information of which was already notified to the SET on April 1, 2011. The combined value of this transaction and the three transactions above is 36.04%.[18]

As regards the asset acquisition transaction taking place during a 12-month period before the entering into the above three transactions, the Company executed acquisition transactions (land in Grand Rama 9 Project Plot 2 and land in Grand Canal Don Muang Project Phase 7) with a combined transaction value of 84.39%, which were approved by the 2011 Annual General Meeting of Shareholders on April 28, 2011.

By aggregating the value of all transactions taking place within the said 12-month period (the acquisition of land in Grand Rama 9 Project Plot 2 and land in Grand Canal Don Muang Project Phase 7 and the construction expenditure for the Ninth Tower Grand Rama 9 Hotel

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[16] If calculating the transaction value based on the consolidated financial statement as of June 30, 2011, the purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9 will have a transaction value of 0.24% under the basis of total value of consideration and value of the connected transaction will be 0.48% of the net tangible assets of GLAND and its subsidiaries.

[17] If calculating value of the three acquisition transactions based on the consolidated financial statement as of June 30, 2011, the aggregate transaction value will become 26.46% under the basis of total value of consideration and the aggregate value of the connected transactions will be 27.52% of the net tangible assets of GLAND and its subsidiaries.

[18] The combined value of the transactions will become 35.22% if calculated according to the consolidated financial statement as of June 30, 2011.

Project) with the three transactions herein, the total transaction value becomes 120.43%,[19] which is categorized as Class 4 Acquisition Transaction. However, all the asset acquisitions were done under the existing call option agreement with the major shareholder to prevent a conflict of interest. The call option was already disclosed to the shareholders and the SET as part of the earlier class 4 acquisition transaction taking place in late 2009 and approved by the Extraordinary General Meeting of Shareholders No. 1/2009 held on December 17, 2009. In addition, the Company already submitted an application for re-listing to the SET on November 4, 2009.

The entering into the above transactions by the Company is contingent upon the conditions that the shareholders' meeting of the Company has approved the said transactions and other related matters, the concerned parties have executed the relevant agreements, and the conditions precedent to the said agreements have been fulfilled. The said transactions must be approved by the shareholders' meeting by votes of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, excluding the shareholders who have an interest in these transactions.

1.2 Value of the assets to be acquired and value of consideration

The Company will make a cash payment for the acquisition of assets and the connected transactions, which involve a total value of consideration of Bt. 36.36 million, as detailed below:

Type of asset	Sellers	Consideration value (Bt.)	Criteria for determining the consideration value
1. All ordinary shares in Sterling	1. CKS Holding Co., Ltd.	1,024,575.00	Based on Sterling's book value as of December 31, 2010, adjusted by the capital increase, partial loan repayment, accrued interest expense during the six-month period ended June 30, 2011, and the average fair value of Sterling's assets, comprising raw land and land with building,[3/] appraised by two independent valuers.[4/]
	2. Super Assets Co., Ltd.	1,024,575.00	
	3. Ratanarak Co., Ltd.	1,024,575.00	
	4. K Group Co., Ltd.	341,470.36	
	5. BBTVEQ	2,049,163.66	
	6. Others[1/]	40.98	
	Total	**5,464,400.00**	
2. New ordinary shares in Tonson	Tonson	**10,000,010.00**[2/]	Based on Tonson's share par value of Bt. 10 per share, which is lower than its book value as of December 31, 2010, adjusted by the average fair value of Tonson's raw land[5/] appraised by two independent valuers.[4/]
3. Grand Canal Don Muang Project Land Phase 8 and Phase 9	Grand Fortune	**20,893,900**	Based on the average fair value of raw land appraised by two independent valuers.[4/]
	Grand total	**36,358,310.00**	

Note: [1/] Sterling's minority shareholders hold a total of three shares.

[2/] This includes the value of one share acquired by the Company from Tonson's existing shareholder.

[19] The total transaction value will be 119.61% if calculated according to the consolidated financial statement as of June 30, 2011.

3/ Sterling's assets consist of land in Grand Rama 9 Project Plot 3 and land and clubhouse in Grand Canal Don Muang Project Phase 4.

4/ The two independent valuers are TAP Valuation Co., Ltd. and Accurate Advisory Co., Ltd.

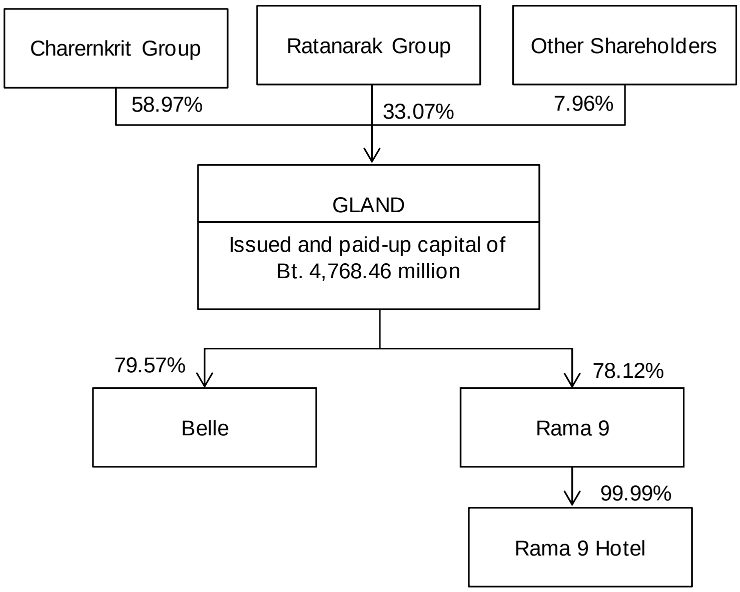
5/ Tonson's raw land includes land in Grand Canal Don Muang Project Phase 3 and Phase 6.

In addition, the Company will issue and offer its 232,964,000 new ordinary shares with a par value of Bt. 1 per share for sale to BBTV, its connected person, at the offering price of Bt. 2.56 per share, totaling Bt. 596,387,840.00. The Company will use the proceeds from this capital increase either for lending to Sterling or for subscribing for new ordinary shares in Sterling (after the Company has acquired 100% of Sterling shares) so that Sterling could use such proceeds for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ, thereby leading Sterling to owe to BBTV and/or BBTVEQ a remaining balance of the short-term loan. As of December 31, 2010, Sterling owed the outstanding loan and accrued interest expense to BBTV and BBTVEQ in a total amount of Bt. 998,437,808.24 million. Hence, with an adjustment by the accrued interest expense during the six-month period ended June 30, 2011, the capital increase and the partial loan repayment, the remaining balance of the short-term loan will be Bt. 397,590,242.21.

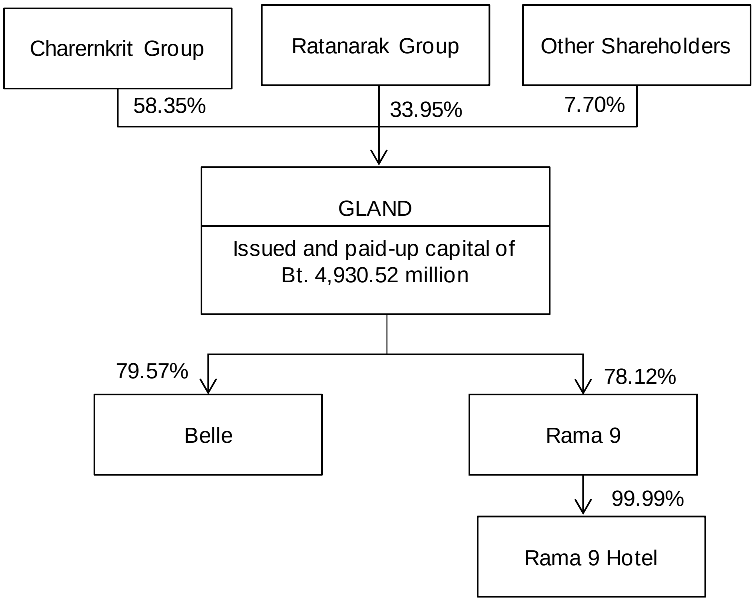
<u>Comparison of GLAND's shareholding structure before and after entering into the transactions</u>

<u>GLAND's current shareholding structure (before entering into the transactions)</u>

1) Shown below is GLAND's shareholding structure as of the latest closing date of the shareholder register book on September 6, 2011 (before the capital increase for share selling to Grand Fortune), where the Company has a total issued and paid-up capital of Bt. 4,768.46 million:



2) Based on the shareholding structure as of the latest book closing date of September 6, 2011, adjusted by the 162,066,939 new ordinary shares issued and offered for sale to Grand Fortune to compensate for the acquisition of land in Grand Canal Don Muang Project Phase 7 approved by the 2011 Annual General Meeting of Shareholders on April 28, 2011, with the Company to complete the said issue and offer of new shares before the date of the Extraordinary General Meeting of Shareholders No. 1/2011 on November 3, 2011, the Company's total issued and paid-up capital after the said capital increase for Grand Fortune will rise to Bt. 4,930.52 million.



Note: Of the total shares held by Grand Fortune in the Company, 40.00% are included in the portion of Charernkrit Group and 60.00% of Ratanarak Group because Charernkrit Group owns 40.00% of Grand Fortune's shares (indirectly 39.45% through Charernkrit Enterprise Co., Ltd., 0.25% through E Master Asset Ltd., 0.15% through Mr. Jatesiri Boondicharern, and 0.15% through Ms. Romani Boondicharern) and Ratanarak Group owns another 60% (indirectly through Great Luck Equity Co., Ltd. and Great Fortune Equity Co., Ltd.).

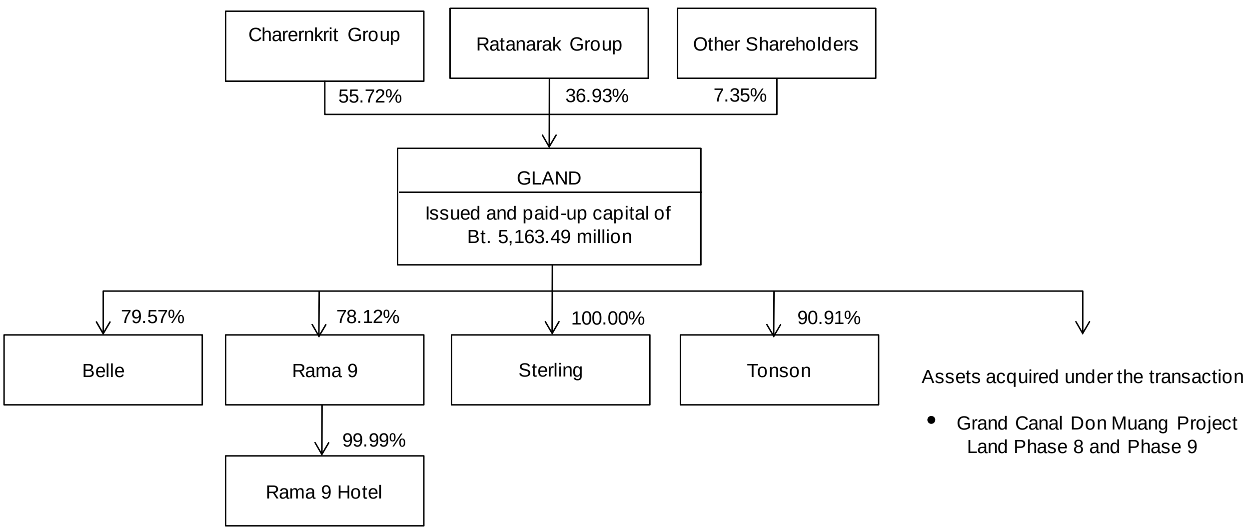
GLAND's shareholding structure (after entering into the transactions)

1) In case the shareholders' meeting approves the three transactions:

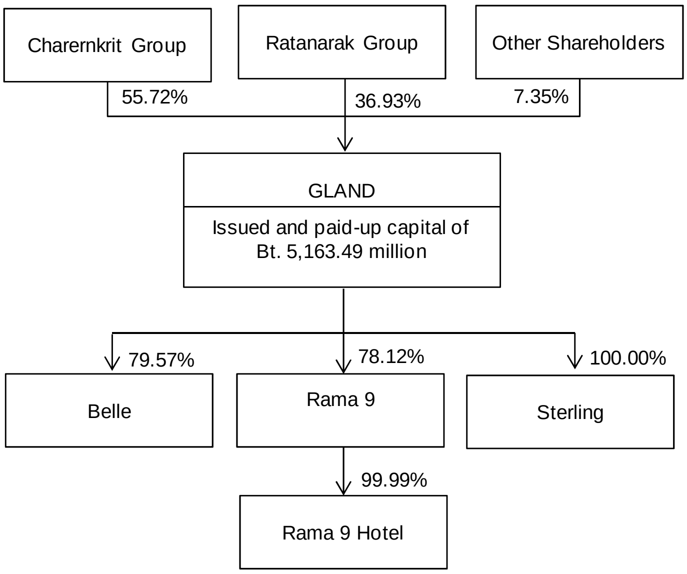
1. Purchase of all Sterling shares and capital increase of Bt. 232.96 million by the Company

2. Purchase of Tonson shares

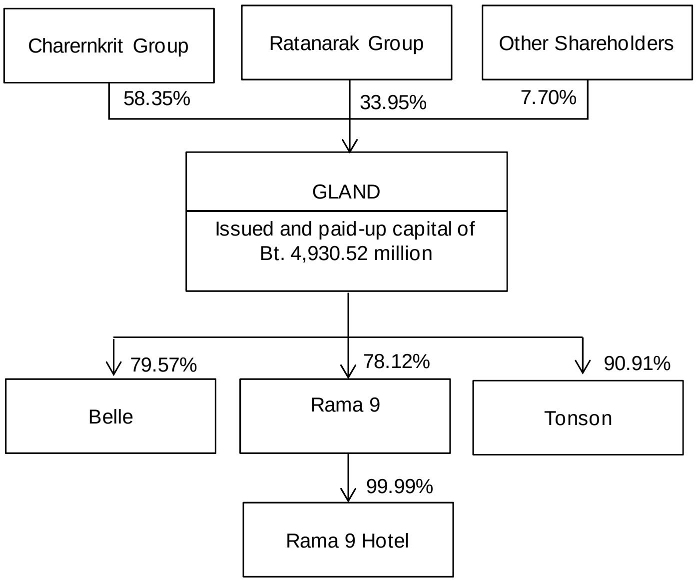
3. Purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9



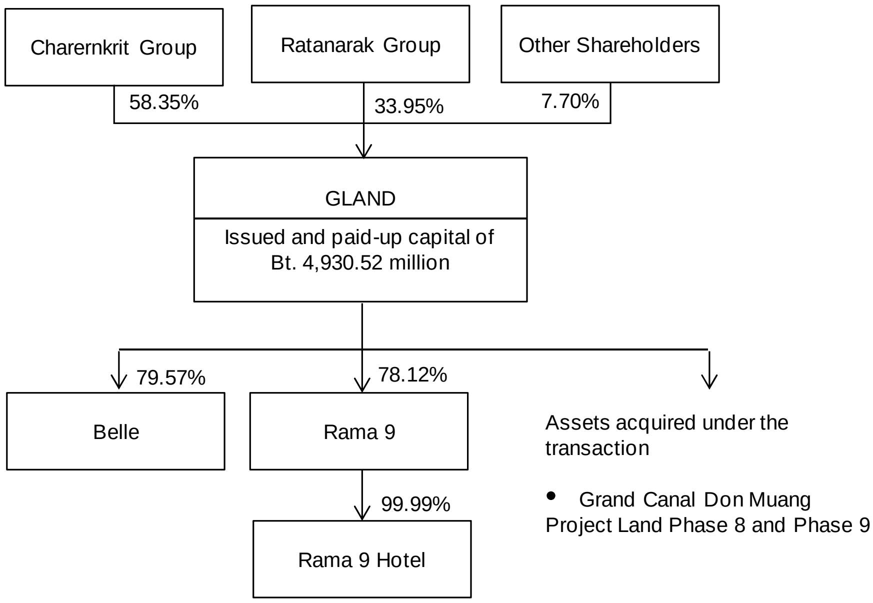
2) In case the shareholders' meeting approves only the purchase of all Sterling shares and capital increase of Bt. 232.96 million by the Company



3) In case the shareholders' meeting approves only the purchase of Tonson shares



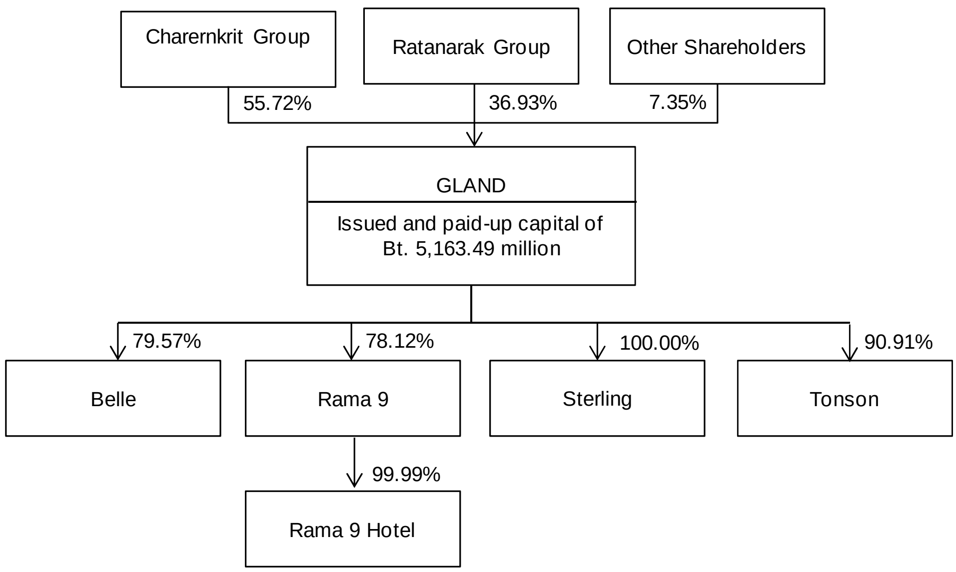
4) In case the shareholders' meeting approves only the purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9



5) In case the shareholders' meeting approves only two transactions:

1. Purchase of all Sterling shares and capital increase of Bt. 232.96 million by the Company

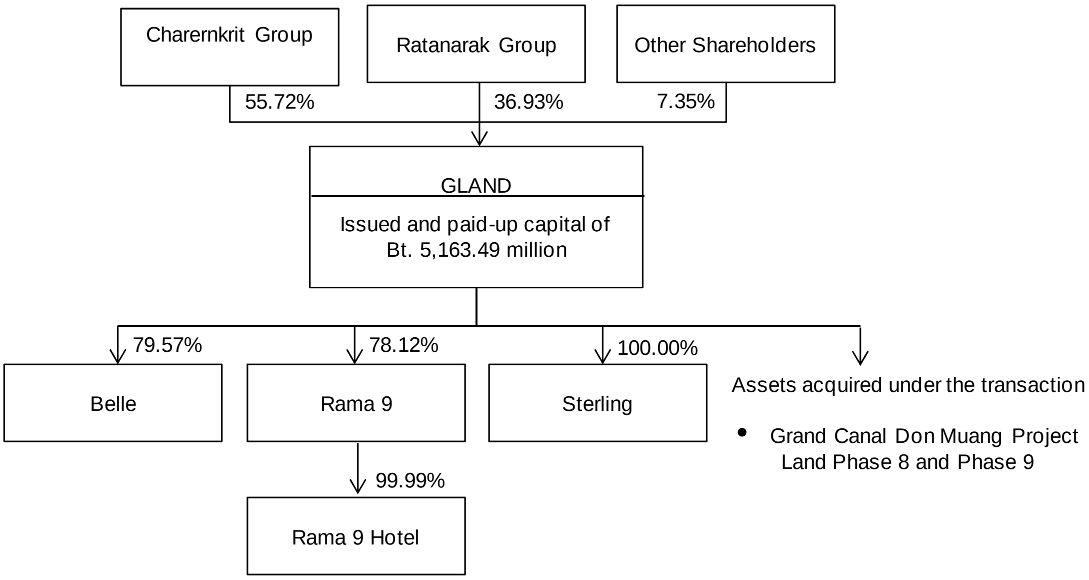
2. Purchase of Tonson shares



6) In case the shareholders' meeting approves only two transactions:

   1. Purchase of all Sterling shares and capital increase of Bt. 232.96 million by the Company

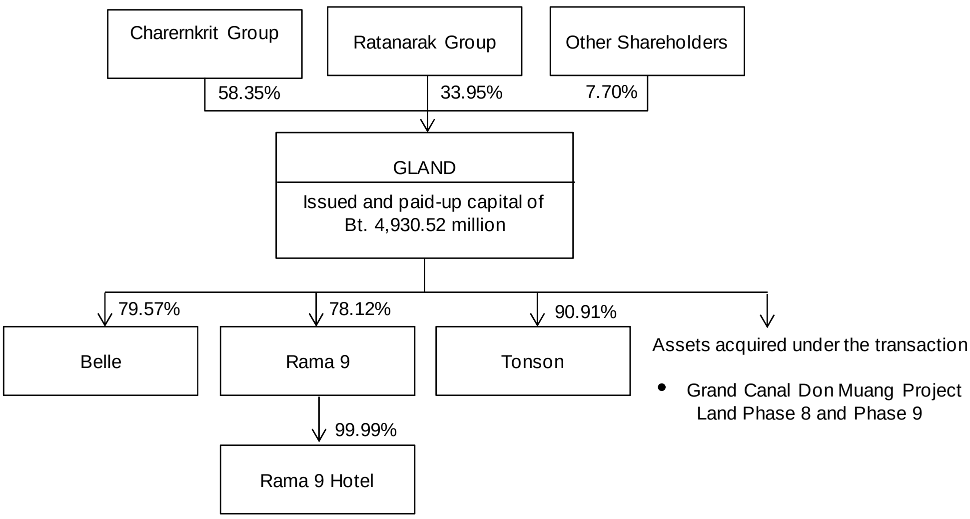
   2. Purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9



7) In case the shareholders' meeting approves only two transactions:

   1. Purchase of Tonson shares

   2. Purchase of Grand Canal Don Muang Project Land Phase 8 and Phase 9



Note:	**Charernkrit Group**	is composed of Charernkrit Enterprise Co., Ltd., Belle Park Residence Co., Ltd., Mr. Jatesiri Boondicharern, Ms. Romani Boondicharern, and Grand Fortune Co., Ltd. (Grand Fortune is 40% owned by Charernkrit Group and 60% by Ratanarak Group and it will take up shares in GLAND before the entering into this transaction).
	Ratanarak	is composed of BBTV Group, KR & Associates Co., Ltd., and Grand

Group	Fortune Co., Ltd. (Grand Fortune is 40% owned by Charernkrit Group and 60% by Ratanarak Group and it will take up shares in GLAND before the entering into this transaction).	
BBTV Group	is composed of Bangkok Broadcasting & Television Co., Ltd., BBTV Asset Management Co., Ltd., BBTV Satelvision Co., Ltd., Great Fortune Equity Co., Ltd., and GL Assets Co., Ltd.	
Belle	refers to	Belle Development Co., Ltd.
Rama 9	refers to	Rama 9 Square Co., Ltd.
Rama 9 Hotel	refers to	Rama 9 Square Hotel Co., Ltd.
Sterling	refers to	Sterling Equity Co., Ltd.
Tonson	refers to	Tonson Ploenchit Co., Ltd.

1.3 Connected parties and nature of relationship

(1) Acquisition of Sterling shares

1.1) Purchase of all ordinary shares in Sterling

- *Parties involved*

Buyer : Grand Canal Land Plc.

Sellers :
1. CKS Holding Co., Ltd. 75,000 shares
2. Super Assets Co., Ltd. 75,000 shares
3. Ratanarak Co., Ltd. 75,000 shares
4. K Group Co., Ltd. 24,996 shares
5. BBTV Equity Co., Ltd. (“BBTVEQ”) 150,001 shares
6. Three other shareholders each of 1 share, namely Mr. Weraphan Theepsuwan, Mr. Sritas Chaikamnoed and Ms. Saowalak Sunnanont

Sellers no. 1-4 are entities owned by Ratanarak Family.
Seller no. 5 is owned directly and indirectly by Ratanarak Family.

1.2) Issue and offer of new ordinary shares of the Company for sale on a private placement

Buyer : Bangkok Broadcasting & Television Co., Ltd. (“BBTV”)

Seller : Grand Canal Land Plc. (“the Company”)

- *Relationship between the involved parties and vested interest of the connected Persons*

The sellers of Sterling shares, namely CKS Holding Co., Ltd., Super Assets Co., Ltd. Ratanarak Co., Ltd., K Group Co., Ltd. and BBTVEQ, are considered as connected persons in accordance with the Connected Transaction Notification. This is because the sellers are members of Ratanarak Group, which is a major shareholder of GLAND holding a total of 58.97% (as of the latest shareholder register book closing date on September 6, 2011), of which 26.28% is held through BBTV Group[20] and 6.79% through KR & Associates Co., Ltd. In addition, Mr. Jarern Jirawisan, the Company's director, is a director of CKS Holding Co., Ltd., Super Assets Co., Ltd., BBTV and BBTVEQ, which are the sellers of Sterling shares.

Moreover, BBTV and/or BBTVEQ, which are creditors of Sterling, and BBTV, which will subscribe for the new ordinary shares in the Company, are considered as connected persons in accordance with the Connected Transaction Notification. This is because BBTV and BBTVEQ are members of BBTV Group, which is a major shareholder of GLAND holding, as of September 6, 2011, a stake of 26.28% of the Company's shares, whereas Mr. Jarern Jirawisan, the Company's director, is a director of BBTV and BBTVEQ.

Name		GLAND[1/]		CKS		SAS		RTAR		Kgroup		BBTVEQ		BBTV	
		Director	Share holding	Director	Share holding	Director	Share holding	Director	Share holding	Director	Share holding	Director	Share holding	Director	Share holding
1.	BBTV Group	×	26.28%	×	-	×	-	×	-	×	-	×	99.87%	×	-
	1.1 BBTVEQ	×	-	×	-	×	-	×	-	×	-	×	-	×	-
	1.2 Bangkok Broadcasting & Television Co., Ltd.	×	16.43%	×	-	×	-	×	-	×	-	×	58.67%	×	-
	1.3 Great Fortune Equity Co., Ltd.	×	5.06%	×	-	×	-	×	-	×	-	×	13.74%	×	-
	1.4 BBTV Asset Management Co., Ltd.	×	2.54%	×	-	×	-	×	-	×	-	×	0.40%	×	-
	1.5 GL Assets Co., Ltd.	×	2.08%	×	-	×	-	×	-	×	-	×	-	×	-
	1.6 BBTV Satelvision Co., Ltd.	×	0.17%	×	-	×	-	×	-	×	-	×	13.33%	×	-
	1.7 Great Luck Equity Co., Ltd.	×	-	×	-	×	-	×	-	×	-	×	13.74%	×	-
2.	KR & Associates Co., Ltd.	×	6.79%	×	-	×	-	×	-	×	-	×	-	×	-
3.	Mr. Krit Ratanarak	×	-	×	17.50%	×	20.08%	✓	31.30%	✓	99.29%	×	0.08%	✓	18.85%
4.	Mr. Chatchur Karnasuta	×	-	×	-	×	-	×	-	×	-	×	0.03%	×	-
5.	Mrs. Surang Prempree	×	-	×	-	✓	-	×	-	×	-	✓	0.03%	✓	18.85%
6.	Mr. Cherdsak Tansakul	×	-	✓	-	✓	-	×	-	×	-	✓	0.00%	✓	0.08%
7.	Mr. Jatesiri Boondicharern	✓	2.15%	×	-	×	-	×	-	×	-	×	-	×	-
8.	Mr. Jarern Jirawisan	✓	-	✓	0.00%	✓	-	×	0.00%	×	-	✓	-	✓	-
9.	Ms. Romani Boondicharern	✓	2.15%	×	-	×	-	×	-	×	-	×	-	×	-
10.	CKS Holding Co., Ltd.	×	-	×	-	×	30.00%	×	-	×	-	×	-	×	26.23%
11.	K Group Co., Ltd.	×	-	×	20.00%	×	-	×	-	×	-	×	-	×	-

[20] BBTV Group is composed of 1) Bangkok Broadcasting & Television Co., Ltd., 2) BBTV Asset Management Co., Ltd., 3) BBTV Satelvision Co., Ltd., 4) Great Fortune Equity Co., Ltd., and GL Assets Co., Ltd. (all of which have the Ratanarak Family as the major shareholder).

Note:			
	CKS	refers to	CKS Holding Co., Ltd.
	SAS	refers to	Super Assets Co., Ltd.
	RTAR	refers to	Ratanarak Co., Ltd.
	Kgroup	refers to	K Group Co., Ltd.

Members of Ratanarak Group, therefore, have a conflict of interest and shall not be eligible to vote for this transaction in the shareholders' meeting.

Besides, Mr. Jarern Jirawisan, who also has a conflict of interest, did not cast his vote for this transaction in the Board of Directors' meeting.

(2) Acquisition of Tonson shares

- *Parties involved*

Buyer : Grand Canal Land Plc.

Seller : Tonson Ploenchit Co., Ltd. ("Tonson")

- *Relationship between the involved parties and vested interest of the connected persons*

Tonson is considered as a connected person in accordance with the Connected Transaction Notification since BBTVEQ, its only major shareholder (holding 99.99% of Tonson's paid-up capital as of June 1, 2011) and only major creditor, is a member of BBTV Group and Ratanarak Group, which are GLAND's major shareholders holding an aggregate of 33.07% (as described in item (1) above). In addition, Mr. Jarern Jirawisan, the Company's director, is a director of Tonson and BBTVEQ.

Name		GLAND[1/]		Tonson[2]		BBTVEQ[3/]	
		Director	Shareholding	Director	Shareholding	Director	Shareholding
1.	BBTV Group	×	26.28%	×	99.99%	×	99.87%
	1.1 BBTVEQ	×	-	×	99.99%	×	-
	1.2 Bangkok Broadcasting & Television Co., Ltd.	×	16.43%	×	-	×	58.67%
	1.3 Great Fortune Equity Co., Ltd.	×	5.06%	×	-	×	13.74%
	1.4 BBTV Asset Management Co., Ltd.	×	2.54%	×	-	×	0.40%
	1.5 GL Assets Co., Ltd.	×	2.08%	×	-	×	-
	1.6 BBTV Satelvision Co., Ltd.	×	0.17%	×	-	×	13.33%
	1.7 Great Luck Equity Co., Ltd.	×	-	×	-	×	13.74%
2.	KR & Associates Co., Ltd.	×	6.79%	×	-	×	-
3.	Mr. Krit Ratanarak	×	-	×	-	×	0.08%
4.	Mr. Chatchur Karnasuta	×	-	×	-	×	0.03%
5.	Mrs. Surang Prempree	×	-	×	-	✓	0.03%
6.	Mr. Cherdsak Tansakul	×	-	✓	-	✓	0.00%
7.	Mr. Jarern Jirawisan	✓	-	✓	0.00%	✓	-

Note: [1/] Data as of the latest shareholder register book closing date of September 6, 2011

[2/] Data as of June 1, 2011

[3/] Data as of April 25, 2011

Ratanarak Group, therefore, has a conflict of interest and shall not be eligible to vote for this transaction in the shareholders' meeting.

Besides, Mr. Jarern Jirawisan, who also has a conflict of interest, did not cast his vote for this transaction in the Board of Directors' meeting.

(3) Acquisition of Grand Canal Don Muang Project Land Phase 8 and Phase 9

- *Parties involved*

Buyer : Grand Canal Land Plc.

Seller : Grand Fortune Co., Ltd. ("Grand Fortune")

- *Relationship between the involved parties and vested interest of the connected persons*

Grand Fortune is considered as a connected person in accordance with the Connected Transaction Notification since it has the same group of major shareholders as the Company. They comprise Charernkrit Group, which is a major shareholder of the Company holding 58.97% of total shares in GLAND (data as of the latest shareholder register book closing date of September 6, 2011) and also owns 40.00% of shares in Grand Fortune (indirectly 39.45% through Charernkrit Enterprise Co., Ltd., 0.25% through E Master Asset Ltd., 0.15% through Mr. Jatesiri Boondicharern, and 0.15% through Ms. Romani Boondicharern) (data as of July 21, 2011); and Ratanarak Group, which is a major shareholder of the Company holding 26.28% of total shares in GLAND and also holds the remaining 60.00% of shares in Grand Fortune (indirectly 30.00% through Great Luck Equity Co., Ltd. and 30.00% through Great Fortune Equity Co., Ltd.).

Besides, GLAND and Grand Fortune have common directors, namely Mr. Yotin Boondicharern, Mr. Jarern Jirawisan and Mr. Jatesiri Boondicharern.

Name		GLAND[1/]		Grand Fortune[2/]	
		Director	Shareholding	Director	Shareholding
1.	Charernkrit Group	×	58.97%	×	40.00%
	1.1 Charernkrit Enterprise Co., Ltd.	×	48.90%	×	39.45%
	1.2 Belle Park Residence Co., Ltd.	×	5.78%	×	-
	1.3 E Master Asset Ltd.	×	-	×	0.25%
	1.4 Mr. Yotin Boondicharern	✓	-	✓	0.00%
	1.5 Mr. Jatesiri Boondicharern	✓	2.15%	✓	0.15%
	1.6 Ms. Romani Boondicharern	✓	2.15%	×	0.15%
2.	BBTV Group	×	26.28%	×	60.00%
	2.1 Bangkok Broadcasting & Television Co., Ltd.	×	16.43%	×	-
	2.2 Great Fortune Equity Co., Ltd.	×	5.06%	×	30.00%
	2.3 BBTV Asset Management Co., Ltd.	×	2.54%	×	-
	2.4 GL Assets Co., Ltd.	×	2.08%	×	-
	2.5 BBTV Satelvision Co., Ltd.	×	0.17%	×	-
	2.6 Great Luck Equity Co., Ltd.	×	-	×	30.00%
3.	KR & Associates Co., Ltd.	×	6.79%	×	-
4.	Mr. Jarern Jirawisan	✓	-	✓	-

Note: [1/] Data as of the latest shareholder register book closing date of September 6, 2011

[2/] Data as of July 21, 2011

Charernkrit Group and Ratanarak Group, therefore, have a conflict of interest and shall not be eligible to vote for this transaction in the shareholders' meeting.

In addition, Mr. Yotin Boondicharern, Mr. Jarern Jirawisan and Mr. Jatesiri Boondicharern, who are directors of the Company and Grand Fortune, as well as Mr. Prapanpong Vejjajiva, Mr. Mongkol Pao-in and Ms. Romani Boondicharern, who are directors of Charernkrit (Charernkrit also holds shares in Grand Fortune), did not vote on this agenda as they have an interest in this matter.

1.4 Details of the acquired assets

1.4.1 All ordinary shares in Sterling Equity Co., Ltd. ("Sterling")

Profile of Sterling

a) Description of business

Sterling Equity Co., Ltd. was established on April 22, 1996 to operate a property development business. It is presently a seller and contractor for the construction of housing units in Grand Canal Don Muang Project Phase 1, sited on Kamphaeng Phet 6 Road, Don Mueang District, Bangkok. Its employer is Super Assets Co., Ltd., which is the owner of the land in this project (as of September 30,2011), which has six units remaining unsold.

Moreover, Sterling also owns the land with construction in Grand Canal Don Muang Project Phase 4, where a sales office and swimming pool of the project are located and owns a plot of raw land with a total area of 6-1-46 rai, located on Phra Ram 9 Road, Huai Khwang, Bangkok (Grand Rama 9 Project Plot 3), which is planned to be developed into an office building for rent.

b) Board of Directors and shareholders

- *Sterling Board of Directors* according to the company affidavit as of June 1, 2011 was composed of four members as follows:

No.	Name	Position
1.	Mr. Jarern Jirawisan	Director
2.	Mr. Sritas Chaikamnoed	Director
3.	Mrs. Saowalak Sunnanont	Director
4.	Mr. Thaweephol Khongseri	Director

Note: The current list of the Board of Directors does not change from the list of directors according to the company affidavit above.

Authorized signatories: Any two of the four directors are authorized to co-sign with the company seal affixed.

- *Shareholders*

As of June 1, 2011, Sterling had a paid-up registered capital of Bt. 25,000,000, divided into 250,000 ordinary shares with a par value of Bt. 100 per share.

Before entering into this transaction, Sterling will increase its paid-up registered capital by Bt. 15,000,000 by issuing 150,000 new ordinary shares with a par value of Bt. 100 per share for sale entirely to BBTVEQ, and will complete such capital increase before completion of this transaction. After the capital increase, Sterling will have a paid-up registered capital of Bt. 40,000,000, divided into 400,000 ordinary shares with a par value of Bt. 100 per share.

The list of shareholders as of June 1, 2011 (before the capital increase) and expected after the capital increase is as follows:

	Name	Before capital increase		After capital increase	
		No. of shares	%	No. of shares	%
1.	Ratanarak Co., Ltd.1/	75,000	30.00	75,000	18.75
2.	CKS Holding Co., Ltd.1/	75,000	30.00	75,000	18.75
3.	Super Assets Co., Ltd.1/	75,000	30.00	75,000	18.75
4.	K Group Co., Ltd.1/	24,996	10.00	24,996	6.24
5.	Mr. Jarern Jirawisan	1	<0.01	-	-
6.	Mr. Weraphan Theepsuwan	1	<0.01	1	<0.01
7.	Mr. Sritas Chaikamnoed	1	<0.01	1	<0.01
8.	Ms. Saowalak Sunnanont	1	<0.01	1	<0.01
9.	BBTVEQ 2/	-	-	150,001	37.50
	Total	**250,000**	**100.00**	**400,000**	**100.00**

Note: 1/ Ratanarak Co., Ltd., CKS Holding Co., Ltd., Super Assets Co., Ltd. and K Group Co., Ltd. are owned by Ratanarak Family.

2/ BBTVEQ will acquire one share from Mr. Jarern Jirawisan and will subscribe for the entire newly issued shares. However, after completion of this transaction, GLAND will hold all 400,000 shares in Sterling.

c) *Operating results and financial position*

- *Table illustrating Sterling's operating results and financial position over 2008-2010*

(Unit: Bt. million)	**2008**	**2009**	**2010**
Cash and cash equivalents	8.49	14.80	4.46
Receivables from related parties	-	1.04	0.57
Cost of property development-net	39.76	75.81	35.90
Withholding income tax	1.02	1.02	0.20
Other current assets	0.30	0.21	0.14
Total current assets	**49.58**	**92.87**	**41.26**
Long-term investments-net	6.51	15.75	17.85
Raw land	812.26	812.26	812.26
Property, plant and equipment-net	19.31	27.67	25.54
Deposits	0.11	0.11	0.11
Total non-current assets	**838.19**	**855.79**	**855.76**
Total assets	**887.77**	**948.66**	**897.03**
Liabilities and shareholders' equity			
Trade accounts payable-related parties	5.73	4.68	2.35
Trade accounts payable-other parties	2.87	-	-

(Unit: Bt. million)	2008	2009	2010
Payables to related parties	3.56	0.61	-
Short-term loans and accrued interest payable to related parties	911.17	1,012.87	998.44
Advance receivable from customers	6.56	3.62	0.34
Accrued corporate income tax	-	1.15	-
Accrued withholding income tax	0.57	-	-
Accrued expense	0.49	0.35	0.91
Total current liabilities	**930.95**	**1,023.28**	**1,002.03**
Total liabilities	**930.95**	**1,023.28**	**1,002.03**
Shareholders' equity			
Issued and fully paid capital	25.00	25.00	25.00
Unrealized gain (loss) on change in fair value of investments in available-for-sale securities	(6.57)	2.67	4.77
Retained deficits	(61.61)	(102.28)	(134.78)
Total shareholders' equity	**(43.18)**	**(74.61)**	**(105.01)**
Total liabilities and shareholders' equity	**887.77**	**948.66**	**897.03**
Revenues			
Sales income	69.57	85.72	82.49
Rental income	0.97	0.97	0.97
Dividend income	0.11	0.21	0.28
Interest income	0.12	0.05	0.07
Other income	0.00	15.62	5.18
Total revenues	**70.77**	**102.56**	**88.99**
Expenses			
Cost of goods sold	58.17	76.56	69.49
Selling expense	2.15	6.10	3.27
Administrative expense	2.80	2.37	3.14
Total expenses	**63.13**	**85.03**	**75.91**
Profit before finance cost and income tax	**7.65**	**17.53**	**13.08**
Finance cost - interest expense	(53.27)	(55.70)	(43.85)
Profit (Loss) before income tax	(45.63)	(38.17)	(30.78)
Income tax	-	(2.51)	(1.72)
Net profit (loss)	**(45.63)**	**(40.68)**	**(32.49)**

Note: The financial statements for 2008-2009 were audited by Mrs. Waraporn Worathitikul of PricewaterhouseCoopers ABAS Ltd., an SEC-approved auditor, and the financial statement of 2010 was audited by Mr. Somchai Jinnowat of PricewaterhouseCoopers ABAS Ltd., an SEC-approved auditor.

- *Analysis of operating results and financial position*

Operating results in 2008-2010

Over 2008-2010, Sterling recorded total revenues of Bt. 70.77 million, Bt. 102.56 million and Bt. 88.99 million respectively, growing by 44.92% in 2009 and falling (13.23)% in 2010. The revenues primarily came from sales income generated from selling part of house for Grand Canal Don Muang Project Phase 1, amounting to Bt. 69.57 million, Bt. 85.72 million and Bt. 82.49 million or representing 98.30%, 83.58% and 92.70% of total revenues in 2008-2010 respectively. Sterling also earned other income of Bt. 15.62 million in 2009 and Bt. 5.18 million in 2010, chiefly from fee income collected from the swimming pool, which is a property owned by Sterling, in Grand Canal Don Muang Project Phase 4.

Total expenses accounted for Bt. 63.13 million in 2008, up by 34.69% to Bt. 85.03 million in 2009 and then down by (10.73)% to Bt. 75.91 million in 2010. Roughly 90% of the expenses were cost of goods sold incurred from the house construction for Grand Canal Don Muang Project Phase 1.

Sterling posted a net loss of Bt. 45.63 million in 2008, Bt. 40.68 million in 2009 and Bt. 32.49 million in 2010. Such loss largely stemmed from the interest expense payable to the related parties on loans borrowed for use in its operation and purchase of land for property development. The interest expense totaled Bt. 53.27 million, Bt. 55.70 million and Bt. 43.85 million in 2008-2010 respectively.

Financial position as of year-end 2008-2010

Sterling had total assets of Bt. 887.77 million, Bt. 948.66 million and Bt. 897.03 million in 2008-2010 respectively, increasing by 6.86% in 2009 and declining by (5.44)% in 2010. The major asset item was raw land which made up more than 90% of total assets or amounted to Bt. 812.26 million over 2008-2010, consisting of land in Grand Rama 9 Project Plot 3 and land with a sales office and swimming pool in Grand Canal Don Muang Project Phase 4. Cost of property development-net was Bt. 39.76 million, Bt. 75.81 million and Bt. 35.90 million in 2008-2010 respectively, coming from cost of constructing the housing units that remain unsold in Grand Canal Don Muang Project Phase 1. Once the said houses have been sold, such cost of property development will be recognized as cost of goods sold to be aligned with the recognition of sales income.

Total liabilities were Bt. 930.95 million in 2008, Bt. 1,023.28 million in 2009 and Bt. 1,002.03 million in 2010. The liabilities mainly or almost entirely came from short-term loans and accrued interest payable to related parties, comprising Bangkok Broadcasting & Television Co., Ltd. and BBTV Equity Co., Ltd., in the amount of Bt. 911.17 million, Bt. 1,012.87 million and Bt. 998.44 million in 2008-2010 respectively. Such loans were in the form of unsecured promissory notes with interest rate of 4% p.a. and repayable upon demand.

Sterling's shareholders' equity had been in deficit and decreased continually from Bt. (43.18) million in 2008 to Bt. (74.61) million in 2009 and Bt. (105.01) million in 2010, resulting from its consecutive loss from operation.

1.4.2 New ordinary shares in Tonson Ploenchit Co., Ltd. ("Tonson")

Profile of Tonson

a) Description of business

Tonson Ploenchit Co., Ltd. was founded on November 18, 2002 to engage in a property development and management business. At present, it does not have any project in operation, but only possesses vacant land/raw land in Grand Canal Don Muang Project Phase 3, Phase 5 and Phase 6 located on Kamphaeng Phet 6 Road, Don Mueang District, Bangkok.

The raw land in Grand Canal Don Muang Project Phase 3 and Phase 6 covers a total area of about 53 rai. The land in Phase 3 is planned to be developed into a single house project with about 86 units, scheduled for a start of project development in 2013 and for completion by 2014. The land in Phase 6 will be developed into a 4,000-unit residential condominium project, expected to commence the project development in 2013 and to be completed around 2015. The land in Phase 5 serves as the main road of Grand Canal Don Muang Project.

b) *Board of Directors and shareholders*

- *Tonson Board of Directors* according to the company affidavit as of June 1, 2011 was composed of three members as follows:

No.	Name	Position
1	Mr. Thaweephol Khongseri	Director
2	Mr. Jarern Jirawisan	Director
3	Mr. Phanchai Satayaporn	Director

Note: The current list of the Board of Directors does not change from the list of directors according to the company affidavit above.

Authorized signatories: Any two of the three directors are authorized to co-sign with the company seal affixed.

- *Shareholders*

As of June 1, 2011, Tonson had a paid-up registered capital of Bt. 1,000,000, divided into 100,000 ordinary shares with a par value of Bt. 10 per share.

Under this transaction, Tonson will increase its registered capital by Bt. 10,000,000 by issuing 1,000,000 new ordinary shares with a par value of Bt. 10 per share for sale entirely to GLAND at a price of Bt. 10 per share. After the capital increase, Tonson will have a paid-up registered capital of Bt. 11,000,000, divided into 1,100,000 ordinary shares with a par value of Bt. 10 per share.

The list of shareholders as of June 1, 2011 (before the capital increase) and expected after the capital increase is as follows:

	Name	Before capital increase		After capital increase	
		No. of shares	%	No. of shares	%
1	BBTV Equity Co., Ltd.	99,993	100.00	99,993	9.09
2	Miss Jutharath Intapuang	1	<0.01	1	<0.01
3	Mr. Jarern Jirawisan	1	<0.01	-	-
4	Mr. Thaweephol Khongseri	1	<0.01	1	<0.01
5	Mr. Phanchai Satayaporn	1	<0.01	1	<0.01
6	Ms. Penmanee Piyavetch	1	<0.01	1	<0.01
7	Mr. Paiboon Wongjongjaiharn	1	<0.01	1	<0.01
8	Mr. Wanchai Bamrungnumai	1	<0.01	1	<0.01
9	Grand Canal Land Plc.	-	-	1,000,001	90.91
	Total	**100,000**	**100.00**	**1,100,000**	**100.00**

List of shareholders of BBTV Equity Co., Ltd. (as of April 25, 2011) is as follows:

No.	Name	No. of shares	%
1.	Bangkok Broadcasting & Television Co., Ltd.	8,800,100	58.67
2.	Great Luck Equity Co., Ltd.	2,060,000	13.74
3.	Great Fortune Equity Co., Ltd.	2,060,000	13.74
4.	BBTV Satelvision Co., Ltd.	2,000,100	13.33
5.	BBTV Asset Management Co., Ltd.	59,795	0.40
6.	Mr. Krit Ratanarak	12,000	0.08
7.	Mr. Chatchur Karnasuta	4,000	0.07
8.	Mrs. Surang Prempree	4,000	0.07
9.	Mr. Cherdsak Tansakul	1	0.00
10.	Mr. Pulsak Tangthienkul	1	0.00
11.	Mr. Wanchai Bamrungnumai	1	0.00
12.	Mr. Sahasompob Srisomwong	1	0.00
13.	Capt. Supoj Saengsayan	1	0.00
	Total	**15,000,000**	**100.00**

List of shareholders of Bangkok Broadcasting & Television Co., Ltd. (as of June 1, 2011) is as follows:

No.	Name	No. of shares	%
1.	CKS Holding Co., Ltd.	160,000	26.23
2.	Mr. Krit Ratanarak	115,000	18.85
3.	Mrs. Surang Prempree	115,000	18.85
4.	Ms. Sudthida Ratanarak	49,000	8.03
5.	Mr. Chonchanok Thienprapas	30,000	4.92
6.	Ratanarak Co., Ltd.	27,000	4.43
7.	Ministry of Finance	25,000	4.10
8.	Capt. Sumitra Jarusatien	24,400	4.00
9.	Great Fortune Equity Co., Ltd.	16,300	2.67
10.	Mr. Pairote Prempree	14,800	2.43
11.	Ms. Chatchadaporn Raksanavet	9,800	1.61
12.	Mrs. Sasitorn Ratanarak	6,000	0.98
13.	Ms. Jit-uma Ratanarak	3,000	0.49
14.	Mr. Chatchon Ratanarak	3,000	0.49
15.	Ms. Pilanuch Ratanarak	3,000	0.49
16.	Khunying Surai Srivara	3,000	0.49
17.	Mrs. Pradap Boonyanit	2,000	0.33
18.	Mr. Weraphan Theepsuwan	1,000	0.16

No.	Name	No. of shares	%
19.	Mr. Cherdsak Tansakul	500	0.08
20.	Mrs. Panita Srisomwong	500	0.08
21.	Mr. Viboonsuk Paiboonpong	500	0.08
22.	Ms. Sopida Sattabusya	500	0.08
23.	Mr. Sudhabodi Sattabusya	250	0.04
24.	Maj. Gen. Sudhirabhan Sattabusya	250	0.04
25.	Lt. Col. Uree Saengsayan	200	0.03
	Total	**610,000**	**100.00**

c) Operating results and financial position

- *Table illustrating Tonson's operating results and financial position over 2008-2010*

(Unit: Bt. million)	2008	2009	2010
Cash and cash equivalents	0.09	0.11	0.09
Total current assets	**0.09**	**0.11**	**0.09**
Raw land	111.57	111.57	111.57
Total assets	**111.66**	**111.68**	**111.66**
Liabilities and shareholders' equity			
Short-term loans from related party	114.30	153.40	153.60
Accrued interest payable to related party	34.90	2.95	9.11
Accrued expense	0.20	0.21	0.21
Total current liabilities	**149.40**	**156.56**	**162.92**
Total liabilities	**149.40**	**156.56**	**162.92**
Shareholders' equity			
Issued and fully paid capital	1.00	1.00	1.00
Retained deficits	(38.73)	(45.88)	(52.26)
Total shareholders' equity	**(37.73)**	**(44.88)**	**(51.26)**
Total liabilities and shareholders' equity	**111.66**	**111.68**	**111.66**
Revenues			
Interest income	0.00	0.00	0.00
Total revenues	**0.00**	**0.00**	**0.00**
Expenses			
Administrative expenses	0.31	0.23	0.22
Total expenses	**0.31**	**0.23**	**0.22**
Profit before finance cost and income tax	**(0.31)**	**(0.23)**	**(0.22)**

(Unit: Bt. million)	2008	2009	2010
Finance cost - interest expense	(8.37)	(6.91)	(6.16)
Not profit (loss)	**(8.68)**	**(7.14)**	**(6.38)**

Note: The financial statements for 2008-2010 were audited by Mrs. Waraporn Worathitikul of PricewaterhouseCoopers ABAS Ltd., an SEC-approved auditor.

- *Analysis of operating results and financial position*

Operating results in 2008-2010

Tonson recorded total revenues of Bt. 811 million, Bt. 292 million and Bt. 236 million in 2008-2010 respectively, totally from interest income as it has not yet generated any revenue from its core activities.

Total expenses were Bt. 0.31 million in 2008, Bt. 0.23 million in 2009 and Bt. 0.22 million in 2010, entirely being administrative expenses.

Tonson reported a net loss in 2008-2010 of Bt. 8.68 million, Bt. 7.14 million and Bt. 6.38 million respectively, resulting mainly from interest expense on loans borrowed from a related party for purchase of raw land. The interest expense amounted to Bt. 8.37 million, Bt. 6.91 million and Bt. 6.16 million in 2008-2010 respectively.

Financial position as of year-end 2008-2010

Tonson had total assets of about Bt. 112 million in 2008-2010, composed almost entirely of the raw land in Grand Canal Don Muang Project Phase 3, Phase 5 and Phase 6.

Total liabilities were Bt. 149.40 million in 2008, Bt. 156.56 million in 2009 and Bt. 162.92 million in 2010, primarily comprising short-term loans from related party and accrued interest payable to related party, namely BBTV Equity Co., Ltd. Such loan was in the form of unsecured promissory notes with interest rate of 4% p.a. and repayable upon demand.

The shareholders' equity of Tonson had been in deficit and decreased continually from Bt. (37.73) million in 2008 to Bt. (44.88) million in 2009 and Bt. (51.26) million in 2010, resulting from its consecutive loss from operation.

1.4.3 Grand Canal Don Muang Project Land Phase 8 and Phase 9

1) Grand Canal Don Muang Project Land Phase 8

Location	Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok
Details of asset	Nine plots of land with a total area of 3-0-08 rai (1,208 sq. wah)
Title deed no.	13484-13485 and 13487-13493
Land no.	127-128 and 119-125
Survey no.	617-618 and 620-626
Owner	Grand Fortune Co., Ltd.
Encumbrance	No obligation of any pledge
Book value	Bt. 31.25 million as of December 31, 2010

Official appraisal value[21]	1. Based on TAP Valuation Co., Ltd.'s appraisal report dated February 16, 2011, the nine plots of land have an official appraisal value of Bt. 25,000 per sq. wah. 2. Based on Accurate Advisory Co., Ltd.'s appraisal report dated March 11, 2011, the nine plots of land have an official appraisal value of Bt. 25,000 per sq. wah.
Appraisal value for public purpose by two independent valuers accredited by the Thai Valuers Association and the Valuers Association of Thailand	1. *From the appraisal by TAP Valuation Co., Ltd.* based on its appraisal report dated February 16, 2011, **the total appraisal value is Bt. 11.09 million** under the market approach, as follows: - Portion 1 valued at Bt. 6.23 million (seven plots under title deeds no. 13487-13493 with a total area of 884 sq. wah, deducted by land as public roadway of 12.5 sq. wah and land with servitude right of 560 sq. wah, resulting in a net area of 311.5 sq. wah, appraised at Bt. 20,000 per sq. wah) - Portion 2 valued at Bt. 4.86 million (two plots under title deeds no. 13484-13485 with a total area of 324 sq. wah, appraised at Bt. 15,000 per sq. wah) 2. *From the appraisal by Accurate Advisory Co., Ltd.* based on its appraisal report dated March 11, 2011, **the total appraisal value is Bt. 10.62 million** under the market approach, as follows: - Portion 1 valued at Bt. 4.79 million (seven plots under title deeds no. 13487-13493 with a total area of 884 sq. wah, deducted by land of Soi Wiphawadi 33 of 12.5 sq. wah and land with servitude right of 572 sq. wah, resulting in a net area of 299.5 sq. wah, appraised at Bt. 16,000 per sq. wah) - Portion 2 valued at Bt. 5.83 million (two plots under title deeds no. 13484-13485 with a total area of 324 sq. wah, appraised at Bt. 18,000 per sq. wah)
Agreed price of transaction	The average price of the valuation by TAP Valuation Co., Ltd. and Accurate Advisory Co., Ltd., the independent valuers accredited by the Thai Valuers Association and the Valuers Association of Thailand, is equal to **Bt. 10.86 million**.

[21] The official appraisal value is higher than the appraised value by the two independent valuers because the official appraisal has been conducted on land divided by zone, without detailed analysis of the nature of land and any constraints of a particular plot of land. Meanwhile, Grand Canal Don Muang Project Land Phase 8 is mostly used as access way for neighboring plots of land and there is only a smaller parcel left as usable area, hence a limitation to land use. As for Grand Canal Don Muang Project Land Phase 8, Portion 2, it is partly in the power transmission line and high pressure fuel pipe area. The valuers therefore appraised these two plots of land at a lower rate when compared with the official appraisal.

2) Grand Canal Don Muang Project Land Phase 9

Location	Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok
Details of asset	Two plots of land with a total area of 1-0-61.6 rai (461.6 sq. wah)
Title deed no.	13600-13601
Land no.	834 and 79
Survey no.	23367-23368
Owner	Grand Fortune Co., Ltd.
Encumbrance	No obligation of any pledge
Book value	Bt. 8.10 million as of December 31, 2010
Official appraisal value	1. Based on TAP Valuation Co., Ltd.'s appraisal report dated February 16, 2011, an official appraisal value for the two plots of land is not available. 2. Based on Accurate Advisory Co., Ltd.'s appraisal report dated March 11, 2011, an official appraisal value for the two plots of land is not available.
Appraisal value for public purpose by two independent valuers accredited by the Thai Valuers Association and the Valuers Association of Thailand	1. From the appraisal by *TAP Valuation Co., Ltd.* based on its appraisal report dated February 16, 2011, **the total appraisal value is Bt. 11.77 million** under the market approach (two plots under title deeds no. 13600-13601 with a total area of 461.6 sq. wah, deducted by power transmission line and high pressure fuel pipe area of 115.5 sq. wah, resulting in a net area of 346.1 sq. wah, appraised at Bt. 34,000 per sq. wah). 2. From the appraisal by *Accurate Advisory Co., Ltd.* based on its appraisal report dated March 11, 2011, **the total appraisal value is Bt. 8.31 million** under the market approach (two plots under title deeds no. 13600-13601 with a total area of 461.6 sq. wah, deducted by power transmission line and high pressure fuel pipe area of 115.5 sq. wah, resulting in a net area of 346.1 sq. wah, appraised at Bt. 24,000 per sq. wah).
Agreed price of transaction	The average price of the valuation by TAP Valuation Co., Ltd. and Accurate Advisory Co., Ltd., the independent valuers accredited by the Thai Valuers Association and the Valuers Association of Thailand, is equal to **Bt. 10.04 million**.

1.5 Summary of contract

1.5.1 The draft sale and purchase agreement on Sterling shares between GLAND, as "the Buyer," and the seller group,[22] as "the Sellers"

Objective of agreement	:	The Buyer agrees to buy from the Sellers the shares to be sold and purchased and the Sellers agree to sell to the Buyer the shares to be sold and purchased and all rights to the shares to be sold and purchased, without any encumbrance thereon, at a price of Bt. 13.661 per share amounting to Bt. 5,464,400, whereby the shares to be sold and purchased shall be transferred to the Buyer by the date to be mutually agreed upon between the two parties.
Number of shares to be sold/purchased	:	A total of 400,000 ordinary shares of Sterling with a par value of Bt. 100 per share, representing 100.00% of the total number of shares of Sterling.
Conditions precedent	:	To be fulfilled by the Buyer

- The Board of Directors' meeting and shareholders' meeting of the Buyer grant approval for the Buyer to purchase all of the shares to be sold and purchased from the Sellers under the conditions of this agreement, as well as approval for the Buyer to issue and offer 232,964,000 shares (two hundred thirty-two million nine hundred sixty-four thousand shares) with a par value of Bt. 1 per share for sale to BBTV at a price of Bt. 2.56 per share amounting to Bt. 596,387,840.

- The Sellers' representation is accurate as of the agreement signing date and the share sale and purchase date.

- The Buyer and BBTV duly sign in the share subscription agreement on the shares to be sold by the Buyer to BBTV.

- Sterling and Rama 9 duly sign in the agreement on Termination of the Memorandum of Agreement dated January 5, 2009, whereby such termination shall take effect after the Buyer's acquisition of Sterling shares and BBTV's subscription for the new shares of the Buyer under this agreement have been completed.

  The above Memorandum of Agreement has been executed between Sterling and Rama 9 on their joint development of a property project on land in Grand Rama 9 Project Plot 3.

- There is no incident taking place and posing a material impact on the business operation of Sterling which could affect the Buyer's decision on the purchase of the shares to be sold and purchased.

To be fulfilled by the Sellers

- The Board of Directors' meeting of the Sellers (if any) grants approval for the Sellers to sell all of the shares to be sold and

[22] The Sellers are composed of 1) CKS Holding Co., Ltd., 2) Super Assets Co., Ltd., 3) Ratanarak Co., Ltd., 4) K Group Co., Ltd., 5) BBTV Equity Co., Ltd., 6) Mr. Weraphan Theepsuwan, 7) Mr. Sritas Chaikamnoed, and 8) Ms. Saowalak Sunnanont.

purchased to the Buyer under the conditions of this agreement.

- The Buyer's representation is accurate as of the agreement signing date and the share sale and purchase date.

Termination of agreement	:	Each party has the right to cease to comply with this agreement and to terminate the agreement if any of the following events takes place: 1) There is an amendment to the laws, rules, regulations, notifications or directives of the authority or any other competent agency, which causes any of the parties hereto to be unable to sell and purchase the shares to be sold and purchased. 2) There is a change in the economic condition in and/or outside Thailand, which has a severely adverse impact on the money market and/or the capital market, either directly or indirectly, and thereby causes the Buyer to consider canceling the business expansion under this agreement and/or the Sellers to decline to sell the shares to be sold and purchased. 3) Any of the parties hereto fails to comply with its representation, duty and/or any other provisions stipulated in the agreement and fails to rectify its breach of the representation and/or non-compliance with the agreement within 14 days of its receipt of a written notice of such default from the other party. 4) The representation given by each party is not true or not correct in material aspect. 5) This agreement shall be canceled and nullified forthwith upon cancellation of the share subscription agreement. In the event that any of the parties hereto has ceased to comply with this agreement and/or has terminated this agreement due to the incidents mentioned above, it shall not be deemed that any such party has breached this agreement and any such party shall not be deprived of the right to claim any damage arising from the other party's failure to comply with its representation, duty and/or any other provisions stipulated in the agreement.

1.5.2 The draft sale and purchase agreement on new ordinary shares between GLAND and BBTV

Objective of agreement	:	The Company intends to increase its registered capital by another 232,964,000 shares with a par value of Bt. 1 per share after obtaining approval from the Company's Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011, and BBTV intends to subscribe for those shares.
Number of shares to be subscribed	:	A total of 232,964,000 new ordinary shares of GLAND at a subscription price of Bt. 2.56 per share, totaling Bt. 596,387,840 (hereinafter called "the Subscription Price").

Conditions precedent : To be fulfilled by the Company

- The Board of Directors' meeting and shareholders' meeting of the Company grant approval for the increase of registered capital and issue of new ordinary shares and the offering of the new shares to BBTV at the Subscription Price, as well as approval for the Company to take any action necessary for or pertaining to the said capital increase and offering of new shares, including, but not limited to, approval for amendment to the Memorandum of Association to be consistent with the capital increase.

- The Board of Directors' meeting and shareholders' meeting of the Company grant approval for the Company to purchase all 400,000 shares in Sterling from Sterling's shareholders at a price of Bt. 13.661 per share, totaling Bt. 5,464,400.

- BBTV's representation is accurate as of the agreement signing date and the share subscription date.

- The Company and all shareholders of Sterling duly sign in the share sale and purchase agreement, whereby all shareholders of Sterling agree to sell their shares in Sterling to the Company as per the details specified above.

- Sterling and Rama 9 duly sign in the agreement on Termination of the Memorandum of Agreement dated January 5, 2011, whereby such termination shall take effect after the Company's acquisition of Sterling shares and BBTV's subscription for the new shares in the Company under this agreement have been completed.

  The above Memorandum of Agreement has been executed between Sterling and Rama 9 on their joint development of a property project on land in Grand Rama 9 Project Plot 3.

- The Company duly registers its capital increase with the Ministry of Commerce.

To be fulfilled by BBTV

- The Board of Directors' meeting of BBTV grants approval for BBTV's subscription for the new ordinary shares in the Company in accordance with the conditions set forth in this agreement.

- The Company's representation is accurate as of the agreement signing date and the share subscription date.

- There is no incident taking place and posing a material impact on the business operation of the Company which could affect the decision on the subscription for new shares in the Company by BBTV.

Termination of agreement : Each party has the right to cease to comply with this agreement and to terminate the agreement if any of the following events takes place:

1) There is an amendment to the laws, rules, regulations,

notifications or directives of the authority or any other competent agency, which causes any of the parties hereto to be unable to offer the new shares for sale or to subscribe for the shares (as the case may be).

2) There is a change in the economic condition in and/or outside Thailand, which has a severely adverse impact on the money market and/or the capital market, either directly or indirectly, and thereby causes BBTV to consider canceling the share subscription under this agreement and/or the Company to decline to sell its new shares.

3) Any of the parties hereto fails to comply with its representation, duty and/or any other provisions stipulated in the agreement and fails to rectify its breach of the representation and/or non-compliance with the agreement within 14 days of its receipt of a written notice of such default from the other party.

4) The representation given by each party is not true or not correct in material aspect.

This agreement shall be canceled and nullified forthwith upon its being terminated.

In the event that any of the parties hereto has ceased to comply with this agreement and/or has terminated this agreement due to the incidents mentioned above, it shall not be deemed that any such party has breached this agreement and any such party shall not be deprived of the right to claim any damage arising from the other party's failure to comply with its representation, duty and/or any other provisions stipulated in the agreement.

1.5.3 The draft sale and purchase agreement on Tonson shares between GLAND and Tonson

Objective of agreement	:	Tonson intends to increase its registered capital by another 1,000,000 shares with a par value of Bt. 10 per share, and the Company intends to subscribe for those shares.
Number of shares to be subscribed	:	A total of 1,000,000 new ordinary shares of Tonson with a par value of Bt. 10 per share, totaling Bt. 10,000,000 (hereinafter called "the Subscription Price").

Conditions precedent	:	To be fulfilled by the Company

To be fulfilled by the Company

- The Board of Directors' meeting and shareholders' meeting of the Company grant approval for the Company to subscribe for the new shares in Tonson at the subscription price of Bt. 10 per share in accordance with the conditions under this agreement and to take any action necessary for or pertaining to the said share subscription.

- Any of the shareholders of Tonson transfers one share held by that shareholder in Tonson to the Company and Tonson registers the Company as its shareholder on the shareholder register book in order to enable the Company to legally subscribe for the shares. The two parties agree that after the Company has successfully completed the said share subscription, the Company shall forthwith transfer one share back to that shareholder.

- All shareholders of Tonson waive their right in writing to subscribe for the new shares and give consent to Tonson to offer the new shares for sale to the Company.

- Tonson's representation is accurate as of the agreement signing date and the share subscription date.

- There is no incident taking place and posing a material impact on the business operation of Tonson which could affect the decision on the subscription for new shares by the Company.

To be fulfilled by Tonson

- The Board of Directors' meeting and the extraordinary general meeting of shareholders of Tonson grant approval for the registered capital increase through issuance of new shares, and approval for Tonson to offer the new shares for sale to the Company in accordance with the conditions under this agreement.

- The Company's representation is accurate as of the agreement signing date and the share subscription date.

Termination of agreement : Each party has the right to cease to comply with this agreement and to terminate the agreement if any of the following events takes place:

1) There is an amendment to the laws, rules, regulations, notifications or directives of the authority or any other competent agency, which causes any of the parties hereto to be unable to offer the new shares for sale or to subscribe for the shares (as the case may be).

2) There is a change in the economic condition in and/or outside Thailand, which has a severely adverse impact on the money market and/or the capital market, either directly or indirectly, and thereby causes the Company to consider canceling the share subscription under this agreement and/or Tonson to decline to sell its new shares.

3) Any of the parties hereto fails to comply with its representation, duty and/or any other provisions stipulated in the agreement and fails to rectify its breach of the representation and/or non-compliance with the agreement within 14 days of its receipt of a written notice of such default from the other party.

4) The representation given by each party is not true or not correct in material aspect.

This agreement shall be canceled and nullified forthwith upon its being terminated.

In the event that any of the parties hereto has ceased to comply with this agreement and/or has terminated this agreement due to the incidents mentioned above, it shall not be deemed that any such party has breached this agreement and any such party shall not be deprived of the right to claim any damage arising from the other party's failure to comply with its representation, duty and/or any other provisions stipulated in the agreement.

1.5.4 The draft asset sale and purchase agreement between GLAND, as "the Prospective Buyer," and Grand Fortune Co., Ltd., as "the Prospective Seller"

Objective of agreement	:	The Prospective Seller agrees to sell and transfer to the Prospective Buyer the asset to be sold and purchased and the Prospective Buyer agrees to purchase and accept the transfer of the asset to be sold and purchased from the Prospective Seller and to make payment for the said asset to the Prospective Seller on the ownership transfer date, whereby the two parties agree to sell and purchase the asset to be sold and purchased at a total price of Bt. 20,893,900 (hereinafter referred to as "the Sale and Purchase Price").
Details of the asset to be sold/purchased	:	Land under title deeds no. 13484-13485, 13487-13493 and 13600-13601 located on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok, totaling 11 plots with a total area of 4-0-69.6 rai or 1,669.6 square wah (hereinafter referred to as "the Asset to Be Sold and Purchased").
Conditions precedent	:	<u>To be fulfilled by the Prospective Buyer</u> - The Board of Directors' meeting and shareholders' meeting of the Prospective Buyer grant approval for the Prospective Buyer to purchase the Asset to Be Sold and Purchased from the Prospective Seller under the conditions of this agreement. - The Prospective Seller's representation is accurate as of the agreement signing date and the ownership transfer date. - The Asset to Be Sold and Purchased must be free from any obligations, except the servitude right which has prevailed before the date of signing this agreement and shall continue to prevail after the ownership transfer date without being canceled/revoked. <u>To be fulfilled by the Prospective Seller</u> - The Board of Directors' meeting of the Prospective Seller

grants approval for the Prospective Seller to sell the Asset to Be Sold and Purchased to the Prospective Buyer under the conditions of this agreement.

- The Prospective Buyer's representation is accurate as of the agreement signing date and the ownership transfer date.

Termination of agreement	:	Each party has the right to cease to comply with this agreement and to terminate the agreement if any of the following events takes place:

1) There is an amendment to the laws, rules, regulations, notifications or directives of the authority or any other competent agency, which causes any of the parties hereto to be unable to sell and purchase the Asset to Be Sold and Purchased.

2) There is a change in the economic condition in and/or outside Thailand, which has a severely adverse impact on the money market and/or the capital market, either directly or indirectly, and thereby causes the Prospective Buyer to consider canceling the business expansion under this agreement and/or the Prospective Seller to decline to sell the Asset to Be Sold and Purchased.

3) Any of the parties hereto fails to comply with its representation, duty and/or any other provisions stipulated in the agreement and fails to rectify its breach of the representation and/or non-compliance with the agreement within 14 days of its receipt of a written notice of such default from the other party.

4) The representation given by each party is not true or not correct in material aspect.

In the event that any of the parties hereto has ceased to comply with this agreement and/or has terminated this agreement due to the incidents mentioned above, it shall not be deemed that any such party has breached this agreement and any such party shall not be deprived of the right to claim any damage arising from the other party's failure to comply with its representation, duty and/or any other provisions stipulated in the agreement.

2. Brief information of the Company

2.1 History

Grand Canal Land Plc. ("the Company" or "GLAND"), formerly Media of Medias Plc. ("MEDIAS"), was incorporated on April 22, 1985 with a start-up capital of Bt. 200,000 million. It was listed on the Stock Exchange of Thailand ("SET") on February 8, 1996, then engaging in the television program production and advertising airtime selling business. In 2009, it focused mainly on the production of news programs and satellite/cable television programs.

The Company made a radical change in its core business on December 17, 2009, on which date the Extraordinary General Meeting of Shareholders No. 1/2009 approved a property business acquisition through the entire business transfer (EBT) process from Grand Canal Co., Ltd. ("Grand Canal"), a member of Charernkrit Group,[23] and an asset acquisition from Ratanarak Group.[24] By performing the said transaction, it indirectly brought the business into the stock market, or deemed as a backdoor listing, and relatively made a crucial change in the business by diversifying from the television business into the property segment, with the entrance of Charernkrit Group as its new major shareholder and key management. The Company then applied for a re-listing in accordance with the SET's rules on acceptance of listed securities and for a change in business category from the Media & Publications Sector under Service Industry to the Property Sector under Real Estate & Construction Industry, and already obtained the SET's approval for the said re-listing and change of business category on January 21, 2010.

To be aligned with the new management's experience and the shift in the Company's core business to property development, the Extraordinary General Meeting of Shareholders No. 1/2010 on March 26, 2010 approved a disposal of the Company's shares in Media Studio Co., Ltd., a subsidiary engaging in the television program production and being 99.99% owned by the Company, to Stronghold Assets Co., Ltd., thereby leading the Company to fully engage in the real estate and golf course businesses. On May 6, 2010, the Company changed its name to Grand Canal Land Plc. and has since used "GLAND" as a trading symbol.

The 2011 Annual General Meeting of Shareholders on April 28, 2011 granted approval for the Company to 1) sell its 30,000,000 shares, or 70.28%, in Khao Kheow Country Club Co., Ltd. ("KKCC"), a subsidiary operating a golf course business, to BBTVEQ so that the Company could fully allocate its resources to the property business; 2) acquire assets for future property development, comprising vacant land in Grand Rama 9 Project Plot 2 from Charernkrit Enterprise Co., Ltd. and vacant land in Grand Canal Don Muang Project Phase 7 from Grand Fortune Co., Ltd.; 3) issue new ordinary shares and change in the par value from Bt. 4 to Bt. 1 per share;[25] and 4) issue and offer warrants ("GLAND-W1") to the existing shareholders at a ratio of 25 existing shares to 1 unit of warrants in a total amount not more than 164,377,963 units.

Furthermore, the said shareholders' meeting approved an allotment of 985,454,053 new ordinary shares with a par value of Bt. 1 per share as follows:

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[23] After completion of the EBT process, Grand Canal had registered the business dissolution and liquidation in the same accounting pariod as the business transfer to the Company and had accordingly allocated the remaining assets, comprising shares in the Company (received by Grand Canal as consideration for its entire business transfer to the Company), to Grand Canal's shareholders, namely Charernkrit Enterprise Co., Ltd., Belle Park Residence Co., Ltd., Mr. Jatesiri Boondicharern and Ms. Romani Boondicharern.

[24] Ratanarak Group is composed of BBTV Group (Bangkok Broadcasting & Television Co., Ltd., BBTV Asset Management Co., Ltd., BBTV Satelvision Co., Ltd., Great Fortune Equity Co., Ltd. and GL Assets Co., Ltd.), KR & Associates Co., Ltd. and/or related persons. The members of Ratanarak Group which sold the assets to GLAND were KR & Associates Co., Ltd., Great Fortune Equity Co., Ltd. and GL Assets Co., Ltd.

[25] The change in par value from Bt. 4 to Bt. 1 per share has taken effect on the share trading on the SET as from May 9, 2011 onwards.

(1) Allotment of 111,066,191 new ordinary shares to be reserved for the payment of the stock dividends;

(2) Allotment of 547,942,960 new ordinary shares to be offered to Charernkrit Enterprise Co., Ltd. at the offering price of Bt. 1.83 per share, as a consideration for the purchase of land in Grand Rama 9 Project Plot 2;

(3) Allotment of 162,066,939 new ordinary shares to be offered to Grand Fortune Co., Ltd. at the offering price of Bt. 1.83 per share, as a consideration for the purchase of land in Grand Canal Don Muang Project Phase 7; and

(4) Allotment of 164,377,963 new ordinary shares to be reserved for the exercise of GLAND-W1.

As of September 6, 2011, the Company had a registered capital of Bt. 5,094,903,133 and an issued and paid-up capital of Bt. 4,768,456,333.

2.2 Business overview

GLAND is a property developer, currently having three subsidiaries,[26] which have also engaged in the property business. They include Belle Development Co., Ltd. (having, as of August 3, 2011, an issued and paid-up capital of Bt. 2,064.26 million of which 79.57% is owned by the Company); Rama 9 Square Co., Ltd. (having, as of June 30, 2011, an issued and paid-up capital of Bt. 1,000.00 million of which 78.12% is owned by the Company); and Rama 9 Square Hotel Co., Ltd. (having, as of August 3, 2011, an issued and paid-up capital of Bt. 25 million of which 99.99% is indirectly owned by the Company through Rama 9 Square Co., Ltd.). Here are the details of all projects operated by each entity:

1. <u>GLAND</u>

1) Belle Sky Condominium Project ("Belle Sky Project")	:	This is a 17-tower eight-level condominium project with a total of 3,315 residential units, located on Kamphaeng Phet 6 Road (parallel with Wiphawadi Rangsit Road and northbound railway), Bang Khen, Lak Si, Bangkok, covering a total area of 35-0-12.9 rai (14,012.9 sq. wah).

- Picture of Belle Sky Project upon completion -

[26]Excluding non-operated companies, namely M&D Entertainment Co., Ltd. (80% owned by GLAND), which is under legal proceedings at the Appeal Court, and Iloura (Thailand) Co., Ltd. (35% owned by GLAND), which is under absolute receivership by court's order.

GLAND is the owner of 11 plots of land totaling 14,013 sq. wah. Currently, land improvement has been partially done and currently Belle Sky project under the application and adopt the Environmental Impact Assessment (EIA) and apply for construction permits. Currently land is partly filled and construction of a bridge over a Preamprachakorn canal. Investment in Phase 1 (in 7 buildings) is about Bt.2,000 million and expected to begin construction of Phase 1 on fourth quarter of 2011 and income could start to be recognized around mid 2013 and will generate revenue to the Company approximately Bt. 5,000 million.

2) The Ninth Tower Grand Rama 9 Office Building Project

("The Ninth Project")

: This is a grade B+ to A- office building project with a total leasable area of approximately 66,000 sq.m., consisting of an eight-level podium with one basement and two office towers of 31 and 38 floors respectively, sited at Ratchada-Rama 9 Junction, behind Central Plaza Grand Rama 9 Shopping Complex Project, currently still under construction tower B.

The total project cost (excluding the section already opened to service) is estimated at Bt. 2,200 million. The Company expects the construction to take around three years to complete and the project to be ready for opening to service of tower B in the second half of year 2012, with rental and service revenues projected at Bt. 430 million a year (average from 2014 - 2016, which projects lease on two buildings).

- Picture of The Ninth Tower Grand Rama 9 Office Building Project -

The Company is the owner of the project land and construction. The building is partly completed in the podium section, which consists of a three-level office area and a five-level car park. The podium has a total area of 40,000 sq.m., with a rented out area of 7,805 sq.m. As of December 31, 2010, the occupancy rate was 100% of total rented area.

3) Grand Canal Don Muang Phase 1 and 2

: This is a single house project located on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok, adjacent to Lak Si Railway Station, the Second Stage Expressway and Hopewell elevated road. Phase 1 offers 194 plots of land, and Phase 2 is composed of 199 plots. GLAND undertakes the project management, marketing management and sales management for this project, receiving a project management fee and other management fees totaling Bt. 38.93 million in 2010.

- Picture of Grand Canal Don Muang Project -

As of December 31, 2010, the Company provided sales management services for Phase 1, with 43 plots sold and remaining 10 plots of saleable land, and rendered sales management and general services for Phase 2 of 199 plots, with remaining 163 plots of saleable land.

4) Grand Rama 9 Project Plot 2 : This project is located on Phra Ram 9 Road, about 100 meters from Ratchada-Rama 9 Junction, Huai Khwang, Bangkok, accessible via Phra Ram 9 Road and Ratchadaphisek Road.

- Picture of Grand Rama 9 Project Plot 2 upon completion -

The project land has now been improved and remains vacant. It is planned to be developed into a grade-B+ to A office building project with a total leasable area of about 98,000 sq.m., consisting of an office section with space for rent of 88,258 sq.m. and a podium section featuring a retail space for shops and restaurants of 6,064 sq.m. and an exhibition hall of about 3,500 sq.m. This project is part of Grand Rama 9 Project, involving an estimated cost of Bt. 7,700 million. Construction is expected to begin on the first quarter of 2013 and income could start to be recognized around second half quarter of 2015, with an expected income of about Bt. 520 million.

5) Grand Canal Don Muang Project Phase 7 : This project is located in the front area of Grand Canal Don Muang Project on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok. The project land of 31-3-00.5 rai currently remains vacant, featuring only a project road, security guard's quarters, and a small park of Grand Canal Don Muang Project.

- Picture of Grand Canal Don Muang Project Phase 7 upon completion -

The Company plans to develop this plot of land into community mall and seven 1,050-sq.m. artificial football fields for rent or may alternatively develop into any other more lucrative type of property as deemed appropriate. Project, involving an estimated cost of Bt. 400 million. Construction is expected to begin on the second quarter of 2013 and will finish on first quarter of 2014. Income could start to be recognized with an expected income of about Bt. 40 million (average rental income for the first three years (2014 - 2017)).

2. <u>Belle Development Co., Ltd.</u> ("Belle")

Founded in 1994, Belle presently (as of August 3, 2011) has a paid-up registered capital of Bt. 2,064,261,300, divided into 20,642,613 ordinary shares with a par value of Bt. 100 per share, as detailed below:

Name of shareholder	No. of shares held	%
1. Grand Canal Land Plc.	16,425,383	79.57
2. Mr. Pak To Lueng	2,064,261	10.00
3. Italian Thailand Co., Ltd.	1,352,257	6.55
4. Italian-Thai Development Plc.	473,133	2.29
5. Siam Steel Syndicate Co., Ltd.	317,358	1.54
6. V&K Consultant Co., Ltd.	6,221	0.03
7. Lotus Design and Development Co., Ltd.	4,000	0.02
Total	**20,642,613**	**100.00**

At present, Belle is implementing one property project, Belle Grand Rama 9 Project.

Belle Grand Rama 9 Project : This is a residential condominium project offering 1,992 units in eight buildings, two buildings of 27 floors each, two of 34 floors each, two of 36 floors each, and two of 43 floors each, with an underground level, covering a total construction area of 343,313 sq.m. All buildings are located on a podium of six levels, two of which are designated for commercial renting and four for car park. The project is sited at Ratchada-Rama 9 Junction, close to MCOT Intersection and about 400 meters from the MRT station.

- Picture of Belle Grand Rama 9 Project upon completion -

Buildings 1-4 have been opened to sales, by the end of 2010 has already sold Bt. 2,574 million and at the end of August 2011 had sales of approximately 60 percent of the total number of units.

The total project cost is estimated at Bt. 8,000 million. Currently, Phase 1 construction completed 64 percent in the structure and architecture was completed 35 percent with an expected income of about Bt. 14,000 million, which income could start to be recognized for Phase 1 and 2 by 2012.

3. Rama 9 Square Co., Ltd. ("Rama 9")

Rama 9 was incorporated in 1995 by Charernkrit Group with an initial registered capital of Bt. 1 million to engage in property development. Presently, (as of June 30,2011), it has a paid-up registered capital of Bt. 1,000 million, divided into 10 million ordinary shares with a par value of Bt. 100 per share, as detailed below:

Name	No. of shares held	%
1. Grand Canal Land Plc.	7,812,496	78.12
2. Italian-Thai Development Plc.	2,000,000	20.00
3. City Realty Co., Ltd.	187,500	1.88
4. Others	4	0.00
Total	**10,000,000**	**100.00**

Rama 9 is implementing a property project, GLAND Tower Grand Rama 9 (Plot 1.2), and a related project, Central Plaza Grand Rama 9 Shopping Complex (Plot 1.1).

GLAND Tower Grand Rama 9 Project (Plot 1.2) : This is an A+ office building project with a total leasable area of about 69,800 sq.m., consisting of two buildings of 26 levels and 36 levels respectively. The project is located at Ratchada-Rama 9 Junction, adjacent to the

MRT station and Central Plaza Grand Rama 9 Project.

Picture of GLAND Tower Grand Rama 9 Project upon completion -

The project cost is estimated at Bt. 4,200 million. Construction period is expected to be about three years. The project is scheduled for completion and opening to service by 2013, with an expected yearly income of Bt. 450 million.

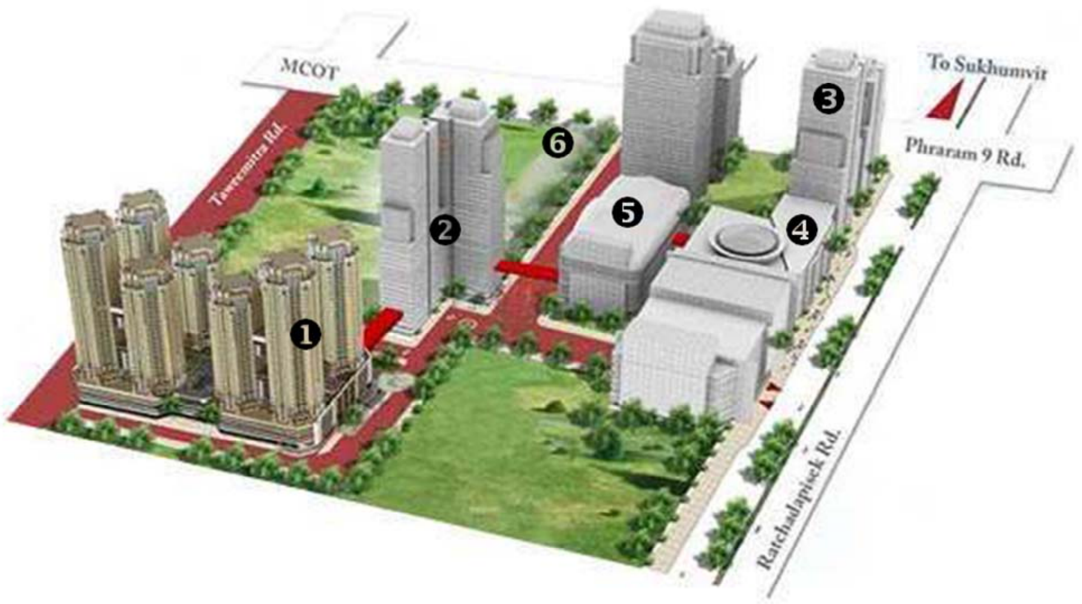
Rama 9 presently holds a 30-year land lease agreement with a 10-year extension right, and also a short-term lease agreement for the three-year construction period. The project is under construction of foundation and basement of the building.

Central Plaza Grand Rama 9 Shopping Complex (Plot 1.1)	:	Rama 9 is a construction license holder of both Central Plaza Grand Rama 9 Shopping Complex (Plot 1.1) and Grand Rama 9 Project Plot 2 (office buildings, commercial exhibition hall and retail area). Central Plaza Grand Rama 9 Shopping Complex Project has been developed by Central Pattana 9 Square Co., Ltd. (“CPN9”) (which has CPN Group as a major shareholder and Rama 9 as a shareholder of 3.27%). As the construction license holder of Central Plaza Grand Rama 9 Shopping Complex, Rama 9 will hire CPN Construction Management Co., Ltd. to be responsible for the construction of this project and will later sell the whole project to CPN9. The Company will reap the benefit from the diversity of the project which could be a magnet for other businesses to locate in this shopping complex, thereby enabling the nearby Grand Rama 9 Project that will be developed into office buildings and other facilities to become a more attractive commercial and business center. Under the construction agreement, the construction of Central Plaza Grand Rama 9 Shopping Complex will be completed by 2011.

4. Rama 9 Square Hotel Co., Ltd. (“Rama 9 Hotel”)

Rama 9 Hotel was incorporated in 1995 by Charernkrit Group in the name of CKA Co., Ltd. with a start-up registered capital of Bt. 1 million to engage in the hotel and service development business. As of August 3, 2011, Rama 9 Hotel had a paid-up registered capital of Bt. 25 million. It has, to date, not yet operated any business, but plans to start a feasibility study on project development in the Ratchada-Phra Ram 9 Junction area in the next 1-2 years.

Picture of Grand Rama 9 Project location



Grand Rama 9 Project is a mega property project with a total space of 1.1 million sq.m. developed on a land area of 70 rai, located in the Asok-Din Daeng Intersection area at the junction of Ratchadaphisek Road and Phra Ram 9 Road. The Company strives to make this project a new landmark of Bangkok, as it is located in a prime area only two kilometers from Sukhumvit-Asok Intersection and adjacent to the MRT Rama 9 Station, which allows for a short traveling distance to or from Sathon, Silom and Sukhumvit Roads. The project is composed of six sections, three of which have been in the development process (the three projects are under the Company's ownership), as described below:

No. 1 **Belle Grand Rama 9 Project** is operated by Belle Development Co., Ltd., which is 79.57% owned by GLAND. This is a residential condominium project offering 1,992 units in eight buildings, two buildings of 27 floors each, two of 34 floors each, two of 36 floors each, and two of 43 floors each, with an underground level, covering a total construction area of 343,313 sq.m. All buildings are located on a podium of six levels, two of which are designated for commercial renting and four for car park. The construction has been completed 64 percent in the structure and architecture was completed 35 percent

No. 2 **The Ninth Tower Grand Rama 9** Office Building Project is operated by GLAND. It is a grade B+ to A- office building project with a total leasable area of approximately 66,000 sq.m., consisting of an eight-level podium with one basement and two office towers of 31 and 38 floors respectively. Construction has been partly completed and some sections already opened to service, comprising the eight-level podium and basement, with basement level 1 and 2 reserved as office space for rent and the remainder for car park and currently still under construction tower B.

No. 3 **GLAND Tower Grand Rama 9 Project (Plot 1.2)** is operated by Rama 9 Square Co., Ltd., which is 78.12% owned by GLAND. It is an A+ office building project with a total leasable area of about 69,800 sq.m., consisting of two buildings of 26 levels and 36 levels respectively. The construction of underground level is currently underway, for connecting with Central Plaza Grand Rama 9 Shopping Complex.

No. 4 **Central Plaza Grand Rama 9 Shopping Complex Project (**Plot 1.1**)** is developed by Central Pattana 9 Square Co., Ltd. The Company will reap the benefit from the diversity of this project which could be a magnet for the nearby Grand Rama 9 Project that will be developed into office buildings and other facilities and could become a more attractive commercial and business center.

The Company plans to develop two projects in the future, as follows:

No. 5 **Grand Rama 9 Project Plot 2** will be developed as a grade-B^+ to A^- office building project with a total leasable area of about 98,000 sq.m., consisting of an office section with space for rent of 88,258 sq.m. and a podium section featuring a retail space for shops and restaurants of 6,064 sq.m. and exhibition center with a total area of around 3,500 sq.m. This project is part of Grand Rama 9 Project.

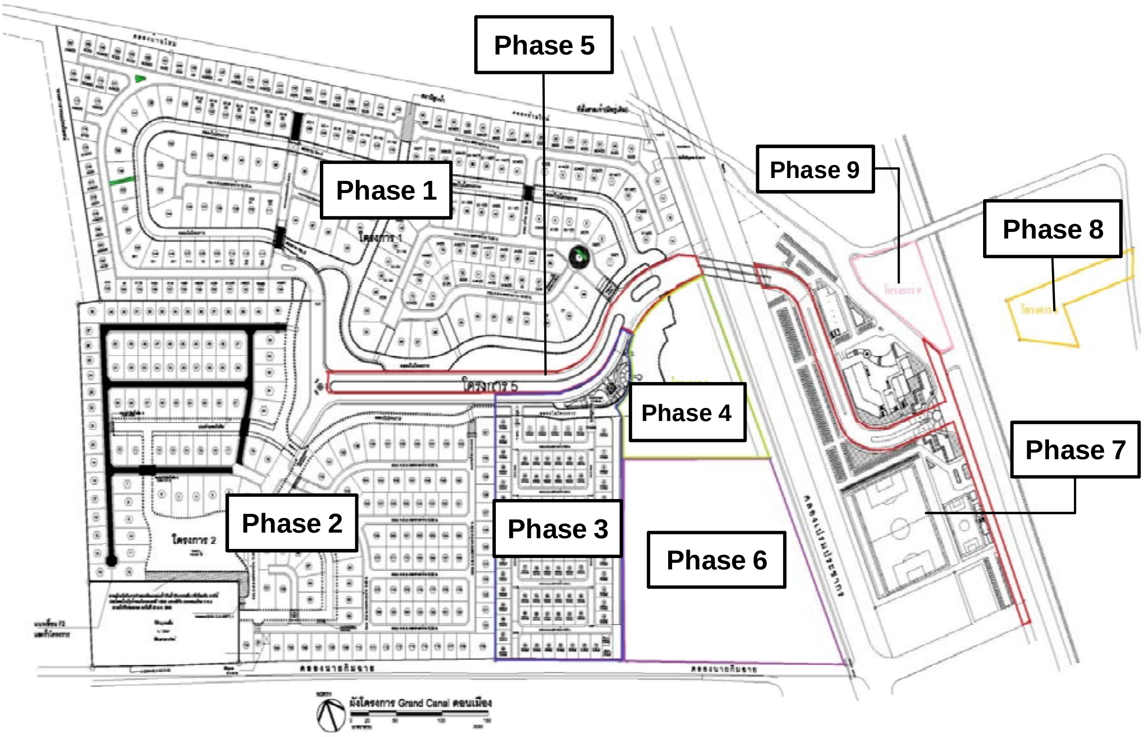
No. 6 **Grand Rama 9 Project Plot 3** is currently a plot of raw land which is planned to be developed into an office building for rent to a customer, which is not a connected person of the Company.

This project land is under the ownership of Sterling Equity Co., Ltd., a connected person of the Company. Under the memorandum of agreement signed with Ratanarak Group (connected person) since 2009, the Company has been granted a call option or a right of first refusal to buy the land for property development at a fair value appraised by an independent valuer to be jointly appointed by the Company and the right grantor from the Independent Valuer List approved by the Thai Valuers Association and the Valuers Association of Thailand.

The company will seek approval of the Extraordinary General Meeting of shareholders of the Company No. 1 / 2554 held on November 3, 2011 to purchase all outstanding common shares of Sterling for acquire those assets through holding shares and have a control in Sterling.

<u>Grand Canal Don Muang Project</u>

Map of Grand Canal Don Muang Project location



Grand Canal Don Muang Project features a single house project located in Don Mueang area, adjacent to Lak Si Railway Station, the Second Stage Expressway and Hopewell elevated road. Phase 1 offers 194 plots of land, and Phase 2 is composed of 199 plots. This project offers premium quality single houses with superb surrounding and common facilities, focusing on the romantic Venice atmosphere and competitive prices compared with other high quality grade houses in Bangkok. GLAND undertakes the project management, marketing management and sales management for this project, as well as construction management for other phases. Here are details of the project:

Phase 1	The Company holds the right to provide project management, marketing management and sales management services for this project.
Phase 2	The Company holds the right to provide project management, marketing management and sales management services for this project.
Phase 3	This phase is still a vacant land, owned by Tonson, and the Company will seek approval from the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011 for the purchase of new ordinary shares of Tonson (amounting to 1 million shares, representing 90.91% of paid-up capital of Tonson after its capital increase) in order to acquire those assets through holding shares and have a control in Tonson. It will be further developed into a single detached house project.
Phase 4	This phase includes land and construction, currently consisting of a sales office and a swimming pool owned by Sterling. The Company will seek approval from the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011 for the purchase of all outstanding common shares of Sterling in order to acquire those assets through holding shares and have a control in Sterling. The said land will be developed into a clubhouse of the entire project.
Phase 5	This is the project's main road. The Company will seek approval from the shareholders for the purchase of Tonson shares in order to acquire those assets through holding shares and have a control in Tonson.

Phase 6 This phase is a vacant land owned by Tonson. The Company will seek approval from the shareholders for the purchase of Tonson shares in order to acquire those assets through holding shares and have a control in Tonson. The land will be developed into a residential condominium project.

Phase 7 This is a vacant land belonging to the Company and will be developed in two phases. Phase 1, total areas around 21 rai, is the development of a leasable area to community mall, consisting of space for rent to retail shops and supermarket and seven 1,050-sq.m. artificial football fields for rent. For Phase 2, it will be launched only after Phase 1 has proven to be successfully operated. The Company may alternatively develop Phase 2 into any other more lucrative type of property as deemed appropriate and worthwhile for the investment.

Phase 8 This phase is a vacant land owned by Grand Fortune and the Company will seek approval from the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011 for the purcahse of this asset. It will be developed into a townhouse project.

Phase 9 This phase is a vacant land owned by Grand Fortune and the Company will seek approval from the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011 for the purcahse of this asset. It will be developed into a hypermarket and retail spaces for rent.

Summary of the assets which GLAND has been granted a call option and right of first refusal to buy for further property project development from Charernkrit Group and Ratanarak Group

1. Assets which the Company has already exercised the call option to buy

- **Assets already acquired by the Company as per the approval from the EGM No. 1/2009 given on December 17, 2009**

Assets	Owner	Remark
Assets of Charernkrit Group		
1) Land and buildings in Belle Grand Rama 9 Project	Belle	The assets have been acquired by the Company through its shareholding and control in Belle in an amount of 78.57% of Belle's paid-up capital.
2) Land and buildings in The Ninth Tower Grand Rama 9 Office Building Project	Grand Canal Co., Ltd.	-
3) Vacant land in Belle Sky Project	Grand Canal Co., Ltd.	-
Assets of Ratanarak Group		
4) Leasehold right to Grand Rama 9 Project Plot 1.2	Rama 9	The assets have been acquired by the Company through its shareholding and control in Rama 9 in an amount of 78.12% of Rama 9's paid-up capital.

- **Assets to be proposed for approval from the EGM No. 1/2011 to be held on November 3, 2011**

Assets	Owner	Remark
Assets of Ratanarak Group		
5) Vacant land in Grand Canal Don Muang Project Phase 3, Phase 5 and Phase 6	Tonson	The Company will purchase all shares of Sterling and newly issued shares of Tonson in order to acquire the said assets through its shareholding and control in Sterling and Tonson.
6) Land, clubhouse and swimming pool in Grand Canal Don Muang Project Phase 4	Sterling	
7) Vacant land in Grand Rama 9 Project Plot 3	Sterling	
8) Vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9	Grand Fortune	-

2. Assets which the Company has not yet exercised the call option to buy

Assets	Owner	Remark
Assets of Charernkrit Group		
9) Vacant land in Grand Canal Don Muang Project Phase 10 with a total area of 1-2-00 rai or 600 square wah	Grand Fortune	The land is currently used as workers' quarters, a greenhouse and a warehouse. The Company views that this plot of land is undevelopable and thus declines to exercise the call option.
10) Vacant land in Belle Park Project on Narathiwat Ratchanakharin Road covering a total area of 1-1-28.1 rai or 528.1 square wah	Belle Park Residence Co., Ltd.	The Company has no plan to develop this plot of land in the future and thus declines to exercise the call option for the time being. However, it is still entitled to exercise the call option and the right of first refusal to buy the asset in the future according to the memorandum of agreement.

- Revenue structure of GLAND and its subsidiaries in 2008-2010 and H1/2011 is tabulated below:

	2008[1/]		2009[2/]		2010		Jan-June 2011	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
Advertising income	-	-	40.26	79.38	129.13	30.26	-	-
Sales and production income	-	-	0.38	0.75	3.71	0.87	-	-
Golf course income	-	-	4.15	8.18	87.59	20.52	-	-
Rent and service business income	-	-	2.58	5.09	70.21	16.45	34.91	62.39
Other revenues	482.54	100.00	3.35	6.60	136.16	31.90	21.04	37.61
- Other income	0.52	0.11	3.35	6.60	14.69	3.44	3.64	6.51
- Gain on debt restructuring	457.07	94.72	-	-	-	-	-	-
- Gain on debt haircut by Plan Administrator	24.95	5.17	-	-	-	-	-	-
- Gain on sales of investment	-	-	-	-	121.47[3/]	28.46	17.40	31.10
Total revenues	**482.54**	**100.00**	**50.72**	**100.00**	**426.80**	**100.00**	**55.95**	**100.00**

Notes [1/] The consolidated financial statement for 2008 was inclusive of the results of operation of Belle, Rama 9 and Rama 9 Hotel, which is a subsidiary of Rama 9.

[2/] On December 17, 2009, the Company made a significant change in its business by acquiring a property business through an entire business transfer process and undertaking a shareholding restructure with the entrance of Charernkrit Group as a major shareholder holding a controlling stake of more than 50%. Such transaction was a reverse acquisition, with MEDIAS deemed as a parent company in the legal aspect, but as an acquired company in the accounting aspect. Thus, the Company prepared its 2009 consolidated financial statement on a reverse acquisition basis, whereby the performance of television and golf course businesses, the Company's former core activities, was recognized for a period from December 18, 2009 to December 31, 2009.

[3/] Gain on sales of investment of Bt. 121.47 million came from sales of investment in shares of Media Studio Co., Ltd., which then was the Company's subsidiary, to Stronghold Assets Co., Ltd.

- Board of Directors and shareholders

  - *GLAND Board of Directors*, as of July 7, 2011, was composed of nine members as *follows:*

	Name	***Position***
1.	Mr. Yotin Boondicharern	Chairman
2.	Mr. Prapanpong Vejjajiva	Director
3.	Mr. Jatesiri Boondicharern	Director
4.	Mr. Jarern Jirawisan	Director
5.	Mr. Mongkol Pao-in	Director
6.	Ms. Romani Boondicharern	Director
7.	Mr. Yongyuth Withayawongsaruchi	Independent Director and Audit Committee Chairman
8.	Mr. Nipon Visityuthasart	Independent Director and Audit Committee Member
9.	Mr. Banphot Hongthong	Independent Director and Audit Committee Member

Authorized signatories: Any two of the six directors, no. 1-6, are authorized to co-sign with the company seal affixed.

  - *Shareholders*

    As of September 6, 2011 (latest closing date of the shareholder register book to determine rights to attend the Extraordinary General Meeting of Shareholders No. 1/2011), GLAND had a registered capital of Bt. 5,094,903,133 and an issued and paid-up capital of Bt. 4,768,456,333, divided into 4,768,456,333 shares with a par value of Bt. 1 per share. Here are details of the shareholders:

	Name	**No. of shares**	**% of total shares**
1.	Charernkrit Enterprise Co., Ltd. Group		
	- Charernkrit Enterprise Co., Ltd.[1/]	2,331,707,212	48.90
	- Belle Park Residence Co., Ltd.[2/]	275,457,776	5.78
	- Mr. Jatesiri Boondicharern	102,479,731	2.15
	- Ms. Romani Boondicharern	102,479,731	2.15
	Total	**2,812,124,450**	**58.97**
2.	Bangkok Broadcasting & Television Co., Ltd. Group[3/]		
	Bangkok Broadcasting & Television Co., Ltd.	783,356,574	16.43
	Great Fortune Equity Co., Ltd.	241,512,380	5.06
	BBTV Asset Management Co., Ltd.	121,298,464	2.54
	GL Assets Co., Ltd.	99,071,135	2.08
	BBTV Satelvision Co., Ltd.	7,955,137	0.17
	Total	**1,253,193,690**	**26.28**
3.	KR & Associates Co., Ltd.[4/]	323,553,818	6.79

	Name	No. of shares	% of total shares
4.	Kim Eng Securities (Hong Kong) Ltd.	164,324,324	3.45
5.	Mrs. Yuwadi Boonkrong Group	34,233,090	0.72
6.	Bangkok Bank Plc.	23,167,567	0.49
7.	Thai NVDR Co., Ltd.	21,708,876	0.46
8.	Mr. Prakit Laohavisit Group	15,618,602	0.33
9.	BTS Group Holdings Plc.	14,004,437	0.29
10.	Mr. Somsak Nanthayapirom Group	8,752,128	0.18
	Total top 10 shareholders	**4,670,680,982**	**97.95**
11.	Other shareholders	97,775,351	2.05
	Grand total	**4,768,456,333**	**100.00**

Note: [1/] List of shareholders of Charernkrit Enterprise Co., Ltd. is as follows:

No.	Name	No. of shares	%
1	Topline Asset Ltd.	4,800,000	32.21
2	Mr. Yotin Boondicharern	3,630,670	24.37
3	Skyway Realty Co., Ltd.[*]	2,560,000	17.18
4	Townson Enterprise Co., Ltd.	1,333,329	8.95
5	Mr. Jatesiri Boondicharern	1,320,001	8.86
6	Townson Ltd.	1,100,000	7.38
7	Ms. Romani Boondicharern	120,000	0.81
8	Ms. Kasama Boondicharern	6,000	0.04
9	Mr. Kittiwat Boondicharern	6,000	0.04
10	Mr. Jirawat Boondicharern	6,000	0.04
11	Ms. Tharaporn Boondicharern	6,000	0.04
12	Mrs. Bakkui Boondicharern	6,000	0.04
13	Ms. Piraya Boondicharern	6,000	0.04
	Total	**14,900,000**	**100.00**

[*] Shareholders consist of Breguet Thai Co., Ltd. (50% owned by Ms. Romani Boondicharern and 49% by Queen Mary International Ltd.) and Belle Park Residence Co., Ltd. holding 50% and 50% of registered capital respectively.

[2/] Shareholders of Belle Park Residence Co., Ltd. consist of The Future Asset Co., Ltd. (owned by Mr. Jatesiri Boondicharern and Ms. Romani Boondicharern each of 50%), Ms. Romani Boondicharern, Topline Asset Ltd., Queen Mary International Ltd., and Mr. Jatesiri Boondicharern, holding 33.33%, 33.33%, 16.67%, 16.33% and 0.33% of registered capital respectively.

[3/] All members of Bangkok Broadcasting & Television Co., Ltd. Group have Ratanarak Family as a major shareholder.

[4/] KR & Associates Co., Ltd. is 100% owned by Mr. Krit Ratanarak.

Operating results and financial position

On December 17, 2009, the Company made a significant change in its business by acquiring a property business through an entire business transfer process and undertaking a shareholding restructure with the entrance of Charernkrit Group as a major shareholder holding a controlling stake of more than 50%. Such transaction was a reverse acquisition, with MEDIAS deemed as a parent company in the legal aspect, but as an acquired company in the accounting aspect. Thus, the Company prepared its 2009 consolidated financial statement on a reverse acquisition basis, whereby the performance of television and golf course businesses, the Company's former core activities, was recognized for a period from December 18, 2009 to December 31, 2009, while the performance of the newly acquired property business was consolidated from the full-year results in 2008-2009 of Belle Development Co., Ltd., Rama 9 Square Co., Ltd. and Rama 9 Square Hotel Co., Ltd.

Therefore, the data presented in the above consolidated financial statement are different from those shown in the consolidated financial statement before the entering into the acquisition transaction in 2009. To be aligned with the Company's future business operation and the related accounting standards, the summarized operating results and financial position of the Company and its subsidiaries in the below table and the analysis of financial position and operating results of the Company and its subsidiaries described below have been based on the consolidated financial statement prepared on a reverse acquisition basis.

- *Table summarizing the operating results and financial position of the Company and its subsidiaries in 2008-2010 and H1/2011*

Consolidated financial statement	**Dec 31, 2008**		**Dec 31, 2009**		**Dec 31, 2010**		**June 30, 2011**	
	Bt. million	**%**	**Bt. million**	**%**	**Bt. million**	**%**	**Bt. million**	**%**
Statement of Financial Position								
Cash and cash equivalents	5.86	0.18	196.40	2.65	234.56	3.02	634.49	7.29
Current investments	-	-	508.58	6.86	28.24	0.36	-	-
Trade accounts receivable-net	-	-	115.37	1.56	12.97	0.17	10.30	0.12
Advances and short-term loans to related parties-net	0.20	0.01	16.03	0.22	-	-	-	-
Inventories-net	2,560.57	79.70	3,676.29	49.57	4,850.57	62.47	6,038.34	69.39
Advance payment under construction contracts-net	53.50	1.67	354.70	4.78	253.43	3.26	223.13	2.56
Other current assets	1.69	0.05	30.68	0.41	16.63	0.21	15.70	0.18
Total current assets	**2,621.82**	**81.60**	**4,898.06**	**66.04**	**5,396.41**	**69.50**	**6,921.95**	**79.55**
Investments in related parties	104.52	3.25	104.52	1.41	104.52	1.35	104.52	1.20
Other long-term investments-net	-	-	1.23	0.02	1.59	0.02	-	-
Investment property-net	-	-	-	-	1,178.85	15.18	1,264.71	14.53
Property, plant and equipment-net	5.30	0.17	1,723.83	23.24	689.94	8.89	16.97	0.20
Buildings under construction for rent-net	189.46	5.90	218.29	2.94	-	-	-	-
Prepayment for land rental to related parties-net	113.83	3.54	208.14	2.81	202.16	2.60	198.73	2.28
Deposit under agreement to buy or lease land from related parties	177.73	5.53	113.98	1.54	113.98	1.47	113.98	1.31
Intangible assets								
Copyrights-net	-	-	0.60	0.01	-	-	-	-
Computer software-net	-	-	12.00	0.16	0.91	0.01	5.63	0.06

Consolidated financial statement	Dec 31, 2008		Dec 31, 2009		Dec 31, 2010		June 30, 2011	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
Goodwill	-	-	103.34	1.39	-	-	-	-
Other non-current assets								
Withholding and prepaid income tax	-	-	26.88	0.36	30.65	0.39	30.43	0.35
Pledged bank deposit	-	-	1.95	0.03	44.03	0.57	43.86	0.50
Others	0.29	0.01	3.79	0.05	1.36	0.02	0.67	0.01
Total non-current assets	**591.13**	**18.40**	**2,518.56**	**33.96**	**2,367.99**	**30.50**	**1,779.50**	**20.45**
Total assets	**3,212.95**	**100.00**	**7,416.61**	**100.00**	**7,764.40**	**100.00**	**8,701.45**	**100.00**
Liabilities and shareholders' equity								
Current liabilities								
Bank overdrafts	-	-	2.16	0.03	-	-	-	-
Trade accounts payable	94.83	2.95	162.88	2.20	258.74	3.33	551.69	6.34
Current portion of long-term loans	-	-	84.00	1.13	71.56	0.92	75.36	0.87
Short-term loans from related parties	50.80	1.58	540.90	7.29	-	-	-	-
Accrued income tax	-	-	5.29	0.07	0.03	0.00	5.12	0.06
Unrecognized income on installment due	32.56	1.01	83.64	1.13	304.90	3.93	462.70	5.32
Advances receivable from related parties	43.48	1.35	-	-	-	-	-	-
Retention payable	4.23	0.13	7.63	0.10	19.11	0.25	36.39	0.42
Other current liabilities								
Accrued commission expenses	-	-	20.28	0.27	0.08	0.00	0.08	0.00
Other accrued expenses	2.68	0.08	34.78	0.47	14.93	0.19	5.97	0.07
Unearned revenue	-	-	15.01	0.20	1.58	0.02	2.03	0.02
Accrued interest expenses	1.62	0.05	10.06	0.14	0.48	0.01	0.48	0.01
Others	0.48	0.01	40.03	0.54	10.68	0.14	15.04	0.17
Total current liabilities	**230.67**	**7.18**	**1,006.65**	**13.57**	**682.09**	**8.78**	**1,154.86**	**13.27**
Non-current liabilities								
Deposit received under agreement to buy and sell buildings	107.00	3.33	645.85	8.71	1,079.15	13.90	1,452.15	16.69
Long-term loans from financial institutions-net	-	-	430.51	5.80	879.40	11.33	1,239.36	14.24
Guarantee for rent	-	-	4.53	0.06	5.33	0.07	5.29	0.06
Employee benefit obligation	-	-	-	-	-	-	1.36	0.02
Accrued plan administrator's remuneration	-	-	1.00	0.01	1.00	0.01	-	-
Deferred membership fee-net	-	-	0.08	0.00	0.04	0.00	-	-
Total non-current liabilities	**107.00**	**3.33**	**1,081.96**	**14.59**	**1,964.92**	**25.31**	**2,698.16**	**31.01**
Total liabilities	**337.67**	**10.51**	**2,088.61**	**28.16**	**2,647.02**	**34.09**	**3,853.02**	**44.28**
Shareholders' equity								
Issued and paid-up capital	3,064.26	95.37	3,532.40	47.63	3,532.40	45.49	3,643.47	41.87
Cost of business combination	-	-	1,611.42	21.73	1,510.56	19.45	1,386.78	15.94
Share capital in the reverse acquisition	3,064.26	95.37	5,143.82	69.36	5,042.96	64.95	5,030.24	57.81

Consolidated financial statement	Dec 31, 2008		Dec 31, 2009		Dec 31, 2010		June 30, 2011	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
Adjustment assets to book value from asset acquisition under common control	-	-	(423.19)	(5.71)	(423.19)	(5.45)	(423.19)	(4.86)
Unrealized gain on investment revaluation	-	-	0.15	0.00	0.50	0.01	-	-
Retained earnings (deficits)								
Appropriated								
Legal reserve	-	-	4.10	0.06	8.00	0.10	8.00	0.09
Unappropriated	(188.98)	(5.88)	(145.56)	(1.96)	(223.77)	(2.88)	(258.29)	(2.97)
Total shareholders' equity of the parent	**2,875.28**	**89.49**	**4,579.32**	**61.74**	**4,404.50**	**56.73**	**4,356.76**	**50.07**
Minority interest	0.00	0.00	748.68	10.09	712.88	9.18	491.66	5.65
Total shareholders' equity	**2,875.28**	**89.49**	**5,328.00**	**71.84**	**5,117.38**	**65.91**	**4,848.43**	**55.72**
Total liabilities and shareholders' equity	**3,212.95**	**100.00**	**7,416.61**	**100.00**	**7,764.40**	**100.00**	**8,701.45**	**100.00**

Consolidated financial statement	2008		2009		2010		Jan-June 2011	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
Statement of comprehensive income								
Revenues								
Advertising income	-	-	40.26	79.39	129.13	30.26	-	-
Sales and production income	-	0	0.38	0.74	3.71	0.87	-	-
Golf course income	-	-	4.15	8.18	87.59	20.52	-	-
Rent and service business income	-	-	2.58	5.09	70.21	16.45	34.91	62.39
Gain on sales of investment	-	-	-	-	121.47	28.46	17.40	31.11
Other income	482.54	100.00	3.35	6.60	14.69	3.44	3.64	6.50
Total revenues	**482.54**	**100.00**	**50.71**	**100.00**	**426.80**	**100.00**	**55.95**	**100.00**
Expenses								
Advertising cost	-	-	21.35	42.11	91.21	21.37	-	-
Cost of sales and production	-	-	0.46	0.91	3.71	0.87	-	-
Golf course cost	-	-	5.94	11.70	67.66	15.85	-	-
Cost of rent and service business	-	-	2.66	5.24	49.81	11.67	21.01	37.55
Selling expenses	3.69	0.76	15.73	31.02	22.48	5.27	4.21	7.52
Administrative expenses	21.16	4.39	26.59	52.43	134.14	31.43	46.07	82.34
Directors' remuneration	0.60	0.12	2.01	3.96	7.17	1.68	13.49	24.11
Amortized goodwill	-	-	-	-	103.34	24.21	-	-
Total expenses	**25.45**	**5.27**	**74.74**	**147.37**	**479.53**	**112.35**	**84.78**	**151.52**
Profit (Loss) before finance costs and income tax	**457.09**	**94.73**	**(24.02)**	**(47.37)**	**(52.72)**	**(12.35)**	**(28.83)**	**(51.52)**
Finance costs	5.12	1.06	2.66	5.24	33.05	7.74	10.78	19.27
Profit (Loss) before income tax	451.97	93.66	(26.68)	(52.61)	(85.77)	(20.10)	(39.61)	(70.79)

Consolidated financial statement	2008		2009		2010		Jan-June 2011	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
Income tax	0.00	0.00	3.54	6.98	(0.48)	(0.11)	7.78	13.90
Net profit (loss)	**451.96**	**93.66**	**(23.14)**	**(45.63)**	**(86.25)**	**(20.21)**	**(47.38)**	**(84.68)**

Cash flow

Unit: Bt. million	2008	2009	2010	Jan-June 2011
Net cash provided by (used in) operating activities	(38.04)	(217.76)	(452.85)	(348.51)
Net cash provided by (used in) investing activities	(171.41)	(98.16)	719.99	397.02
Net cash provided by (used in) financing activities	213.64	310.00	(228.97)	351.42
Net increase (decrease) in cash and cash equivalents	4.20	(5.91)	38.16	399.92
Cash and cash equivalents at beginning of year	1.66	5.86	196.40	234.56
Cash and cash equivalents increased from business acquisition	-	54.57	-	-
Cash and cash equivalents increased from business combination (reverse)	-	141.88	-	-
Cash and cash equivalents at end of year	5.86	196.40	234.56	634.49

Note:
- The financial statement for 2008, used for comparison with the financial statement for 2009, was prepared on a reverse acquisition basis by consolidating the operating results and financial position of Belle Development Co., Ltd., Rama 9 Square Co., Ltd. and Rama 9 Square Hotel Co., Ltd. due to the property business acquisition by GLAND in 2009, which thereby led the Company to have a parent company status in the legal aspect, while being an acquired company in the accounting aspect. Belle's 2008 financial statement was audited by Mr. Nopparoek Phitsanuwong of DIA International Auditing, Rama 9's 2008 financial statement was audited by Belle's 2008 financial statement was audited by 2nd Lt. Chumpol Phumrukkha of C.P.A. Office Co., Ltd., and Rama 9 Hotel's 2008 financial statement was audited by Mr. Wallop Phlikomol of Sirirangsri Accounting Group of Persons, all being non-SEC-approved auditors.
- The 2009 financial statement was audited by Dr. Virach Apimeteetamrong of Dr. Virach & Associates Office, an SEC-approved auditor.
- The financial statements for 2010 and the first six months of 2011 were audited and/or reviewed by Mrs. Suvimol Krittayakiern, an SEC-approved auditor.

Key financial ratios

	2008	2009	2010	Jan-June 2011
Liquidity ratio				
Current ratio (time)	11.37	4.87	7.91	5.99
Quick ratio (time)	0.03	0.81	0.40	0.56
Account receivable turnover ratio (time)	n.a. /2	0.23	2.11	0.98 /1
Average collection period (day)	n.a. /2	1,543	171	369
Account payable turnover ratio (time)	0.00/3	0.24	1.01	0.10/1
Repayment period (day)	n.a. /3	1,525	357	3,471
Profitability ratio				
Gross profit margin (%)	n.a. /2	35.80	26.92	39.82
Net profit margin (%)	93.66	(45.63)	(20.21)	(84.68)
Return on equity (%)	15.72	(0.56)	(1.65)	(1.90) /1
Efficiency ratio				

	2008	2009	2010	Jan-June 2011
Return on assets (%)	14.07	(0.44)	(1.14)	(1.15) /1
Return on fixed assets (%)	232.21	(1.48)	(2.09)	(3.09) /1
Asset turnover (time)	15.02	0.95	5.62	1.36/1
Financial policy ratio				
Debt to equity ratio (time)	0.12	0.39	0.52	0.79

Note: /1 Being annualized for comparison.

/2 In 2008, the Company did not generate any sales income and trade accounts receivable.

/3 In 2008, the Company did not have any cost of sales.

- *Analysis of operating results and financial position*

Operating results in 2008-2010

GLAND and its subsidiaries recorded total revenues of Bt. 482.54 million, Bt. 50.71 million and Bt. 426.80 million in 2008-2010 respectively. Total revenues in 2008 consisted almost entirely of gain on debt restructuring of Bt. 457.07 million and gain on debt haircut by Belle's Plan Administrator of Bt. 24.95 million. Total revenues in 2009 dropped sharply because there were not any extraordinary items as in the preceding year and revenues from the media and golf course businesses were recognized for only 14 days (December 18-31, 2009) as a consequence of the reverse acquisition transaction. For 2010, the increased total revenues resulted from consolidation of a full-year performance of the golf course business operated by Khao Kheow Country Club Co., Ltd. and a Q1/2010 performance of the media business operated by Media Studio Co., Ltd. Moreover, the disposal of investment in Media Studio Co., Ltd. on March 30, 2010 helped to generate gain on sales of investment of Bt. 121.47 million. At the same time, the Company did not record any income from the property business since such income had not yet met the recognition criteria.

Total expenses amounted to Bt. 25.45 million in 2008, Bt. 74.74 million in 2009 and Bt. 479.53 million in 2010. In 2008, total expenses came primarily from administrative expenses. In 2009, the increase in total expenses was ascribed to recognition of expenses from the media and the golf course businesses for 14 days and a rise in selling and administrative expenses incurred from consulting fee expenses on the business combination. For 2010, the increase in total expenses resulted partly from the recognition of expenses from the media business for Q1/2010 and expenses from the golf course business for a full year as described earlier, and partly from an increase in selling and administrative expenses incurred from personnel expenses and advertising expenses on the property projects. Further, there was goodwill amortized from the business combination in an amount of Bt. 103.34 million, as the Company had disposed of the entire investment in Media Studio Co., Ltd.

In 2008-2010, the Company and its subsidiaries posted a net profit (loss) of Bt. 451.96 million, Bt. (23.14) million and Bt. (86.25) million respectively. The net profit in 2008 came from gain on debt restructuring of Belle. The net loss in 2009 and 2010 resulted from selling and administrative expenses incurred from PR and advertisement activities for the property projects, whereas no income from the property business was recorded since such income had not yet met the recognition criteria.

Operating results in H1/2011

GLAND and its subsidiaries' total revenues in H1/2011 plunged sharply to Bt. 55.95 million compared with Bt. 338.63 million in the same period of 2010. This was because the Company and its subsidiaries did not generate any income from the media business and, after the sale of investment in Khao Kheow Country Club Co., Ltd. on April 28, 2011, the income from golf course business was categorized as 'canceled operation' with a profit realized only for this period from the golf course business in an amount of Bt. 5.82 million. The Company and its subsidiaries recorded gain on sales of investment in Khao Kheow Country Club Co., Ltd. of Bt. 16.26 million, whereas no income from the property business was recorded since such income had not yet met the recognition criteria.

Total expenses in H1/2011 were Bt. 84.78 million, falling dramatically from Bt. 356.25 million in H1/2010. This was because there were no expenses incurred from the media business after the disposal of investment in the media subsidiary in March 2010 and the golf course business was recognized as gain on canceled operation after the sale of investment in the golf course subsidiary in April 2011.

In this period, the Company and its subsidiaries still recorded a net loss from operation in an amount of Bt. (47.38) million since no income from the property business was recorded, while they had to bear selling and administrative expenses incurred from PR activities for the property projects.

Financial position as of the end of 2008-2010

Total assets as of year-end 2008-2010 stood at Bt. 3,212.95 million, Bt. 7,416.61 million and Bt. 7,764.40 million respectively, growing strongly by Bt. 4,203.66 million or 131% in 2009 and slightly by Bt. 347.79 million or 5% in 2010. The major item was inventories, accounting for Bt. 2,560.57 million, Bt. 3,676.29 million and Bt. 4,850.57 million or 79.70%, 49.57% and 62.47% of total assets in those years respectively. The inventories consisted almost totally of the properties of Belle Grand Rama 9 Project which is under development by Belle and the properties of Central Plaza Grand Rama 9 Shopping Complex Project (Plot 1.1) which is being constructed by a subsidiary. These assets will be recognized as inventories when the project development begins and will stop the recognition when the construction is completed. The inventories will be written off as cost of sales in proportion to the area sold and transferred.

The dramatic asset growth in 2009 was contributed mainly by acquisition of properties such as vacant land in Belle Sky Project and land and office buildings in The Ninth Tower Grand Rama 9 Project as a consequence of the business combination. The rise in total assets in 2010 was ascribed to an increase in inventories from the projects under development, with a decline in property, plant and equipment-net caused by sale of investment in the media subsidiary which led to a decrease in equipment for television program production of Bt. 137.54 million, and a decline in trade accounts receivable of Bt. 102.40 million.

Total liabilities as of the end of 2008-2010 were Bt. 337.67 million, Bt. 2,088.61 million and Bt. 2,647.02 million respectively, soaring by Bt. 1,750.94 million or 518.54% in 2009 and by Bt. 558.41 million or 26.74% in 2010. They were composed mainly of long-term loans from financial institutions and deposit received under agreement to buy and sell buildings. Long-term loans from financial institutions as of the end of 2009 and 2010 totaled Bt. 514.51 million and Bt. 950.97 million, representing 25% and 36% of total liabilities respectively. Deposit received under agreement to buy and sell buildings amounted to Bt. 107 million, Bt. 645.85 million and Bt. 1,079.15 million as of the end of 2008-2010 or 32%, 31% and 41% of total liabilities over the said period respectively.

The sharp increase in total liabilities in 2009 stemmed largely from a rise in deposit received under agreement to buy and sell buildings of Bt. 538.85 million from condominiums opened to reservation, a rise in long-term loans from financial institutions of Bt. 514.51 million, and a rise in short-term loans from related parties of Bt. 490.10 million to finance property projects of the Company and its subsidiaries. For 2010, the increase in total liabilities resulted primarily from a rise in long-term loans from financial institutions of Bt. 436.46 million, a rise in deposit received under agreement to buy and sell buildings of Bt. 433.30 million in line with the progress of condominium sales, and a rise in unrecognized income on installment due of Bt. 221.25 million, with repayment of total loans from related parties made during the year of Bt. 540.90 million.

Shareholders' equity as of the end of 2008-2010 was Bt. 2,875.28 million, Bt. 5,328.00 million and Bt. 5,117.38 million respectively, up by Bt. 2,452.72 million or 85.30% in 2009 and down by Bt. (210.62) million or (3.95)% in 2010. The increase in shareholders' equity in 2009 was attributed to the combination of the media and the property businesses, which was recognized as a reverse acquisition. The drop in shareholders' equity in 2010 resulted from dividend payment of Bt. 123.28 million and a 2010 net loss of Bt. 86.25 million.

Financial position as of June 30, 2011

As of June 30, 2011, the Company and its subsidiaries had total assets of Bt. 8,701.45 million, growing by Bt. 937.05 million or 12.07% from the end of 2010. Such asset growth was mainly a consequence of an increase in inventories of Bt. 1,187.77 million and in cash of Bt. 399.92 million and a decline in property, plant and equipment-net of Bt. 672.97 million due to the sale of investment in the golf course subsidiary which relatively caused a drop in fixed assets related to the golf course business.

Total liabilities as of June 30, 2011 surged from the end of 2010 by Bt. 1,206 million or 45.56% to Bt. 3,853.02 million, resulting from an increase of Bt. 373 million in deposit received under agreement to buy and sell buildings, Bt. 363.76 million in long-term loans from financial institutions, Bt. 292.95 million in trade accounts payable, and Bt. 157.80 million in unrecognized income on installment due.

Shareholders' equity as of June 30, 2011 was Bt. 4,848.43 million, declining from the end of 2010 by Bt. 268.95 million or 5.26% due mainly to the sale of minority interest in subsidiaries and the cash dividend payment of Bt. 123.41 million, with an increase in the paid-up capital of Bt. 111.06 million as a consequence of the stock dividend payment for the 2010 operation.

2.3 Overview of industry related to GLAND

Overview of the property business

Property business plays a crucial role in the economic system since it is related to many other industries such as construction, building materials, labor, finance, etc. Thai GDP expanded by roughly 8% y-o-y in 2010 and further by 3% in H1/2011 versus the same period of the previous year, helped by growth in exports of goods and services and the government spending to continually shore up domestic demand. The price indices of land and single house, land and townhouse, and vacant land have increased consistently, as seen from the price index of land and single house over 2009-2010 and H1/2011 of 157.6%, 158.1% and 182.1% respectively, the price index of land and townhouse of 154.9%, 155.9% and 173.6% over the same period respectively, and the land price index of 183.9%, 186.4% and 212.6% respectively.

The number of residences newly registered in Bangkok and its vicinities grew from 94,977 units in 2009 by 13.6% to 107,904 units in 2010, resulting primarily from rises in the number of condominiums and townhouses by 6,194 units and 4,082 units or 11.5% and 49.3% respectively. The economic improvement since mid-2009 has helped to jump-start the housing market. Another contributing factor has been the property stimulus measures valid until the end of 2010 (entailing transfer fee reduction from 2% to 0.01% for land properties, residential properties, office buildings and condominiums, and mortgage registration fee reduction from 1% to 0.01% of mortgage value granted only to properties under the land allocation law and the condominium law, etc.).

In H1/2011, the number of newly registered residences shrank by 19.4% from 48,876 units in the corresponding period of 2010 to 39,411 units, resulting from a decline in condominium units by 10,204 units or 39.2% from the same period of the previous year. This resulted from the fact that most condominium projects that were launched last year will be fully completed late this year and also in 2012 and 2013 respectively, and that the Ban Uea Athon condominium project has been slightly completed in 2011.

Table illustrating the number of residences newly registered in Bangkok and its vicinities and the price indices of land and detached house, land and townhouse, and vacant land

(Units)	2008	2009	2010	H1/2010	H1/2011
Detached & duplex house	36,914	30,136	33,322	15,337	16,818
Townhouse	7,637	8,280	12,362	6,690	5,119
Commercial building	4,158	2,836	2,301	842	1,671
Condominium	34,049	53,725	59,919	26,007	15,803
Total	**82,758**	**94,977**	**107,904**	**48,876**	**39,411**
Land and house price index	160.2	157.6	158.1	161.2	182.1
Land and townhouse price index	156.2	154.9	155.9	156.3	173.6
Land price index	180.2	183.9	186.4	187.5	212.6

Source: Bank of Thailand

Property business outlook

Based on a report of the Office of the National Economic and Social Development Board dated August 31, 2011, Thai GDP for 2011 is forecast to grow in a 3.5%-4.0% range, propelled by favorable growth in Asian countries, stronger internal political stability, and ongoing growth in private sector investment, household income and tourism industry.

A key factor discouraging the property market in Q2/2011 was the twice hikes in the Monetary Policy Committee's policy interest rate. The first increase was from 2.5% p.a. to 3.00% p.a. to slow down and reduce the inflationary pressure, which was in sync with the policy rate increase in other Asian countries. In July, MPC revised the policy rate up for a second time by another 0.25% to 3.25% p.a. Such interest rate increases by the central bank to curb the rising inflation rate will cause a higher interest expense to prospective homebuyers.

The Bank of Thailand's June 2011 business outlook report revealed the result of an opinion survey among property developers regarding the business outlook for Q3. They agreed that the property market will remain healthy thanks to the ongoing economic expansion and housing loan growth, contributed by an easy access to lending sources amidst competition in the financial sector. Another factor that could well stimulate the market is the Government Housing Bank's first-time homebuyer loan program, launched on May 9, 2011, offering first-time homebuyers a mortgage loan at zero interest rate for the first two years for houses priced below Bt. 3 million with a full term of 30 years, with GHB to pay the transfer fee for customers. At the same time, the unclear stimulus measures of the new government has led consumers to stall their buying decision or ownership transfer in order to reap the benefit from the new packages. However, considering the strong Thai economy, which will likely grow throughout 2011 on account of the increased employment rate in the fast growing manufacturing and export sectors, the property market is thus anticipated to continue to perform well.

Residential property market overview

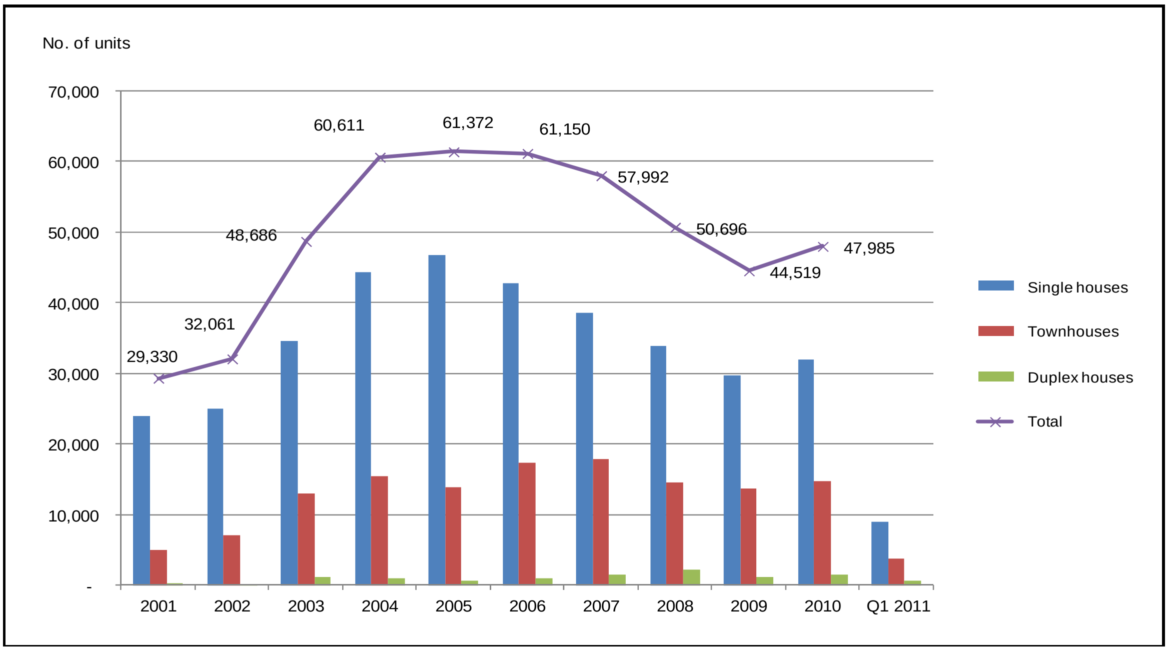
Residential properties can be classified into horizontal residences (single houses, duplex houses and townhouses) and vertical residences (condominiums).

Horizontal residences

In Q1/2011, the number of newly registered houses grew by 10.2% y-o-y to 13,238 units. Of such total, 8,942 units were single houses, dropping 3.70% y-o-y, and 3,723 units were townhouses, falling 13.80% y-o-y.

Taking into account only the developers which were registered in Thailand with projects developed in Q2/2011, there were 70,652 units under development, of which 53,445 were single houses and 12,707 townhouses, representing a total market value of Bt. 200,627 million. Classified by number of new units sold, the top three developers which launched their projects in Q2 were Land & Houses Plc., occupying 33% of market share, Preuksa Real Estate Plc., 31%, and Asian Property Plc., 13%.

Number of newly registered horizontal residences (single houses, duplex houses and townhouses) in 2001-Q1/2011



Source: CB Richard Ellis (Thailand) Co., Ltd.

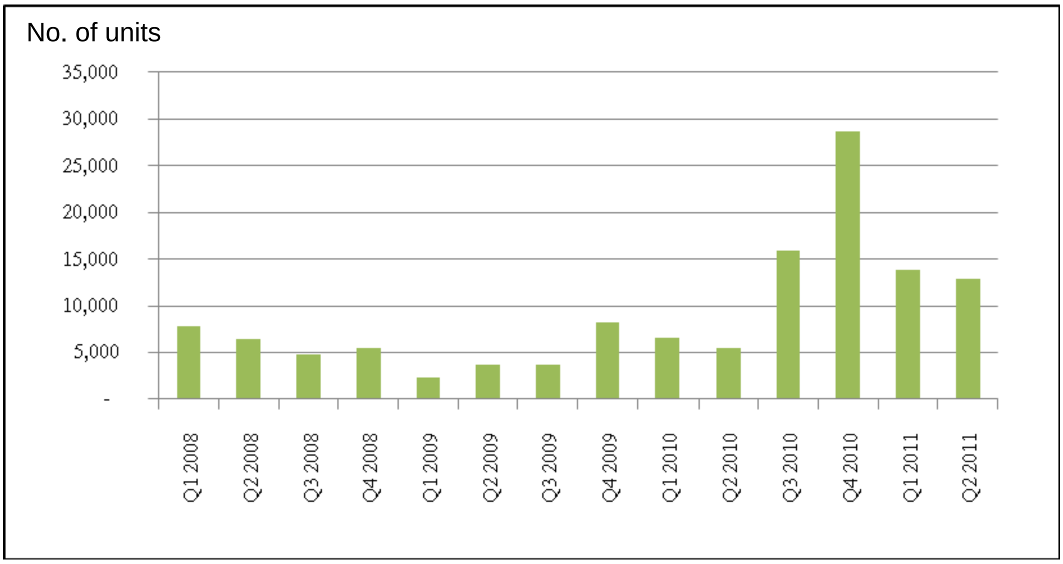
Vertical residences

In Q2/2011, vertical residences could perform better than in the same period of the previous year, with a total of 12,841 new condominium units launched for sales which soared by as much as 95.36% from merely 6,573 units in the corresponding period of 2010. However, such number dropped by 7.38% q-o-q from 13,864 units launched in Q1/2011.

The condominium market is still expanding continually, fostered by consumers' changing behaviors with preference for residences that are closer to their workplace, conveniently accessible and not far from business centers and downtown. Given that the government encourages speedy implementation of the three new BTS route projects, comprising the Red Line (Bang Sue - Taling Chan and Bang Sue - Rangsit), the Purple Line (Bang Sue - Bang Yai), and the Green Line (Mo Chit - Saphan Mai), this will induce a greater number of prospective buyers of residences located along these new electric-train routes.

The fast condominium growth could give rise to concerns that a bubble burst as in the 1997 financial crisis will be repeated. However, the current market situation is different in that consumers would buy a property for living rather than for speculation and there is a limited, yet more expensive land supply in Bangkok. Moreover, the Financial Institution Policy Committee's measures on the loan-to-value limit at not over 90% of property price, effective January 1, 2011, could cool down the condominium market to some degree.

Number of newly registered condominiums in Q1/2008-Q2/2011



Source: CB Richard Ellis (Thailand) Co., Ltd.

Commercial property market overview

Commercial property sector can be categorized into office building and retail market.

Office buildings

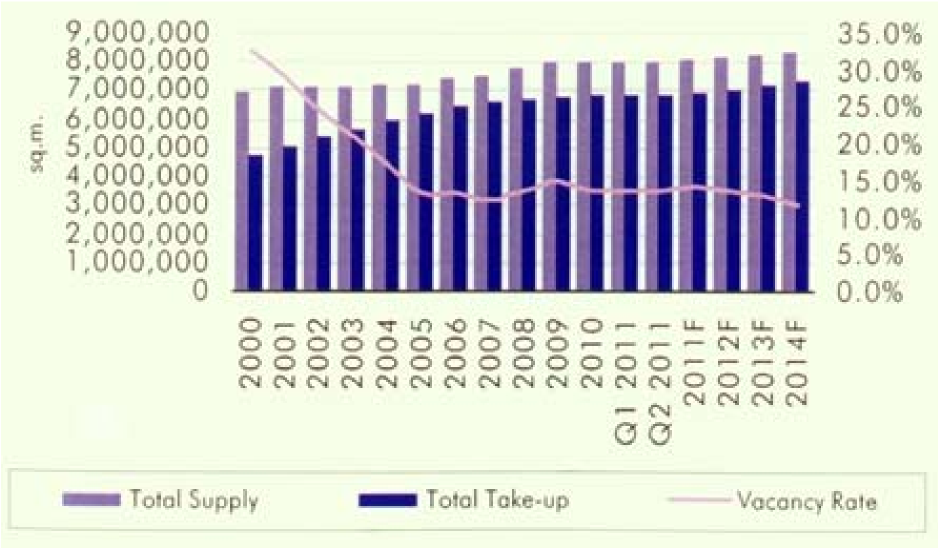
Office rental in Q2/2011 showed an expansion sign, bolstered by growing rental demand from the existing rentees. The total office space supply is 7,99,5433 square meters, of which 6,913,151 square meters or 86.5% have been occupied.

The office building for rent projects that have been launched already and are expected to be finished not later than 2014 will offer a total office space of about 329,153 square meters, of which 69.4% are in the non-CBD zones. There are two grade-A projects that will be complete in 2011, Sathorn Square Office Building (73,584 square meters) and Park Ventures Building (27,000 square meters).

According to a survey report by CB Richard Ellis (Thailand) Co., Ltd.,[27] about 59% of potential rentees are those desiring to expand their office space rental, suggesting that the current demand comes more from the existing tenants than from newly founded companies.

[27] Office Market - Rising Rental Fees in Bangkok, August 29, 2011, Krungthep Turakij Newspaper

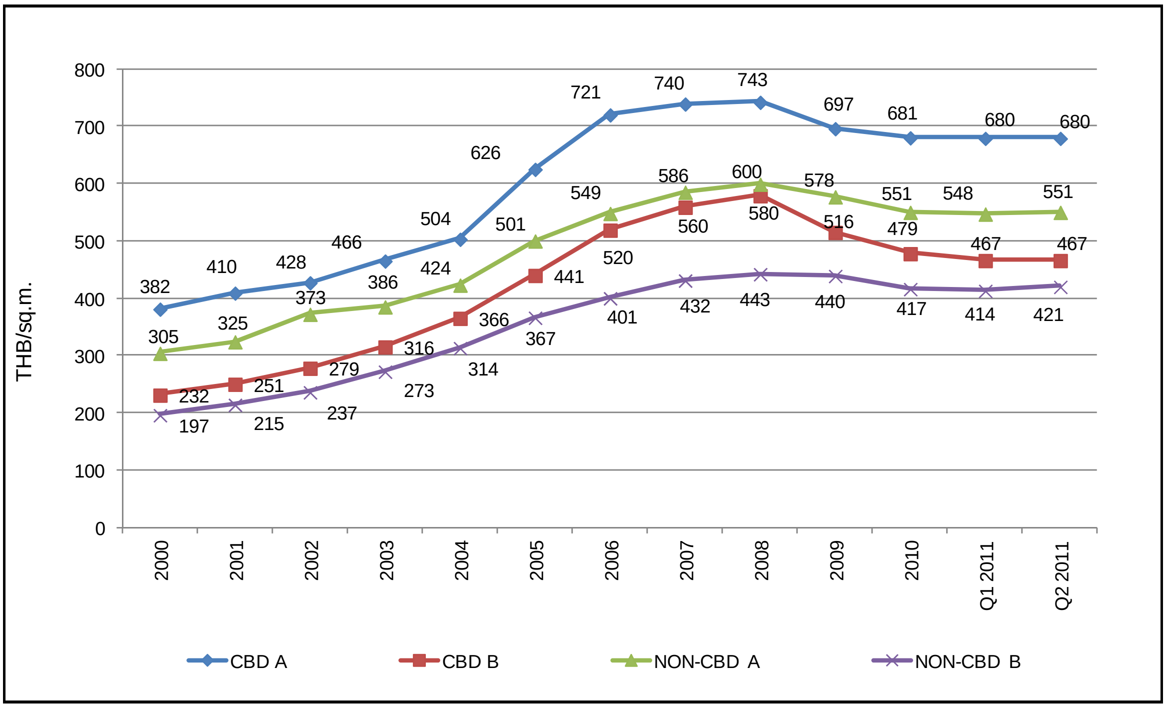
Total office space supply, office space take-up and vacancy rate in Bangkok and its vicinities in 2000-Q2/2011 and forecast for 2011-2014



Source: CB Richard Ellis (Thailand) Co., Ltd.

Based on a Q2/2011 Bangkok property report by CB Richard Ellis (Thailand) Co., Ltd., the office rental fee rate in Q2/2011 edged up marginally from the previous quarter. The rental rates in grade-A and grade-B CBD zones were unchanged at Bt. 680 and Bt. 467 per square meter respectively, while the rentals in grade-A and grade-B non-CBD zones increased to Bt. 551 and Bt. 421 per square meter respectively.

Office rental fee rates in Bangkok in 2000-Q2/2011



Source: CB Richard Ellis (Thailand) Co., Ltd.

Retail market

As of Q2/2011, the retail space area available for rent in Bangkok and its vicinities was 5,527,714 square meters, expanding by 2.1% y-o-y.

New projects will be opened in the next 2-3 years, which will add to the existing supply. As of end-2011, two projects will be completed, namely Central Plaza Grand Rama 9 Shopping Complex offering a total retail space of 118,000 square meters and Mega Mall Bangna offering more than 180,000 square meters.

The occupancy rate in Bangkok and its vicinities in Q2/2011 was 90.7%, up by 1.1% q-o-q and by 2.5% y-o-y, representing a somewhat stable rate. The occupancy rate in the inner Bangkok area was 87.3% as a result of the temporary closure of ZEN shopping mall for renovation. However, it has been boosted by the emerging of community malls in the Bangkok suburb area, where the occupancy rate reached 98.9%.

Average retail occupancy rate in Bangkok and its vicinities

Source: CB Richard Ellis (Thailand) Co., Ltd.

Future competition in the retail market will come from a broader variety of property projects, ranging from mega shopping malls such as Central Plaza Grand Rama 9 Shopping Complex and Mega Mall Bangna to community malls such as The Ninth Tower Grand Rama 9 and Neighborhood Center, small retail areas close to home such as The Junction developed by SC Asset Corporation Plc., and mix use of retail and residential or office space such as Terminal 21 and Grand Rama 9, etc. These new concepts of close-to-home retail areas and community malls are increasingly attracting developers.

2.4 Business risks of GLAND

Property development business risks

1. Risk from inadequate source of financing for project development

Property development business typically entails a high cost of investment in land purchase, project development and construction. The main sources of financing are from financial institutions. Failure to acquire sufficient funding to meet the Company's project development plans may adversely affect its operational plans and business performance.

However, through these past years of its business operation, the Company has favorably received financial supports from many leading financial institutions with which it has had a longstanding business relationship. The Company always secures credit facilities from financial institutions ahead of the beginning of project construction. As a listed entity on the stock exchange, the Company's corporate image and creditworthiness have been strengthened, thereby enabling it to access more diverse and cheaper funding sources. In view of this, coupled with the strong reputation and years-long experience in the property sector of its management team, it is confident that the Company will have sufficient funding for its project development.

2. Risk from interest rate volatility and banks' housing loan policy

The impacts from Thai economic instability in terms of hikes in inflation, fuel prices and farm product prices and also from global crisis have led the domestic interest rates to follow an upward trend. The government sector, through the Monetary Policy Committee, increased the policy interest rate twice in Q2/2011 and again in July 2011, thereby pushing the policy rate up to 3.25% p.a.

Based on its financial structure, the Company has a policy to secure funding sources from project financing according to the construction period. With the strong potentials and good location of its projects and the proven track records and dependable experience of its management team, the Company has been offered favorable interest rates from financial institutions.

3. Risk from shortage of quality contractors and skilled labor

The Company gives importance to product quality that could meet customers' satisfaction and thus focuses on project supervision in a bid to maintain the high quality and standard of construction works. To such end, the Company has to recruit knowledgeable and skilled contractors, workers, designers, engineering consultants, engineers and project supervisors to ensure that all of its construction is of high quality, could be finished on schedule, and is competitively priced.

The Company has a policy to cope with this risk by building up and maintaining a good relationship with the contractors and selecting high quality contractors based on their longstanding track records with the Company, thereby helping to ensure to some extent that the projects will be of acceptable quality and be timely completed and handed over to customers. In addition, there will be a project manager, project engineer and foreman to inspect and monitor the construction to ensure consistency in the quality of each contractor and cushion against the impacts from such risk.

4. Risk from price fluctuation of building materials

In the property business, building material prices are the major cost item. Hence, a hike in building material prices could affect the construction cost.

The Company has a policy to diversify this risk partially to the contractors by pre-determining the required volume of building materials in the construction contract. At the same time, the Company will also procure building materials in a large volume to create economies of scale and gain bargaining power with suppliers.

5. Risk from low income recognition and poor performance in the initial project period

Since most of its projects are at the early stage of development, the Company still needs a huge amount of investment fund. Moreover, since most of them are mega projects requiring a lengthy construction period, the Company still cannot make income recognition from sales of the projects in a short term.

To ensure steady income earning and avoid a serious impact on its performance, the Company plans to develop a wide variety of projects that will enable it to make income recognition sooner. Besides, the Company has provided project management and sales management services for Grand Canal Don Muang Project Phase 1 and 2 and has rented out an office space (The Ninth Tower Grand Rama 9), thus ensuring recognition of some fee and service income and rental income during 2009-2011.

6. Risk from changes in property-related laws and regulations

Any changes in the laws, rules and ministerial regulations pertaining to the property business could directly impact project development costs and expenses. An amendment to stricter rules could then affect the Company's performance.

The Company consistently studies and keeps abreast of updates on the rules and regulations so as to be well prepared for any changing policy of the government sector. It has always aligned the development of existing projects with the changing government policy, thus helping to reduce the impacts from such risk to a certain level.

7. Risk involved with the leasehold right

The land for development of GLAND Tower Grand Rama 9 Project, which is operated by Rama 9 Square Co., Ltd., is on a 30-year lease with an extension right for another 10 years. Although such leasehold is under a long-term contract, there is an event of default clause that allows for an early termination of the contract. As such, the Company must be cautious and avoid acting in default of the contract, which could result in the premature contract termination or penalty.

8. Risk associated with the policy on land procurement for future development

The Company has a policy to not hold vacant land that is not ready for development, but to procure only the required land sufficient for its development plan. Land selection for project development is made based on the target group's demand.

However, the Company has been granted a call option and a right of first refusal over the land for future development from Charernkrit Group and Ratanarak Group. Such land is in a good location with high development potential. Moreover, the Company has a policy to not limit its new project development to only the CBD area, hence lowering risk from land procurement.

3. The Reasonableness of the transaction

3.1 Reasonableness and benefit of the transactions

The purchase of shares in Sterling and Tonson and the purchase of vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9 will enable the Company to possess additional vacant land which it plans to develop into properties having good potentials such as office buildings for rent in the long term, residential condominiums, single houses, townhouses, retail space and hypermarket for rent. The purchase price of these assets is deemed appropriate and is not higher than the appraised price by independent valuers or the book value of shares after adjustment by the valuers' property appraisal price, as well as by other relevant items. The IRR from all projects is favorable and higher than the Company's weighted average cost of capital.

Moreover, the Company will have additional assets for ongoing property development at a reasonable price and could avert risk from land price hikes in the future. Its business size will become larger, with a drop in unit cost, and it will generate more income from such property projects, thereby resulting in returns and value added to its businesses.

In addition, by entering into the transactions, the Company will acquire land from its major shareholders which have similarly engaged in property development business, hence likely leading to competition in this business with the Company. Therefore, this will help mitigate risk from a conflict of interest that might be created from the major shareholders competing with the Company in property development on land sited in a location related to the Company's project.

3.2 Advantages and disadvantages of entering and not entering into the transactions

1) Advantages of entering into the transactions

1.1) An opportunity to strengthen the recurring income and return

By entering into the transactions, the Company will in the future bring in greater revenues from sales, rentals and services from the projects developed on the acquired assets. These revenues include revenues from sales of single houses in Grand Canal Don Muang Project Phase 3, sales of townhouses in Grand Canal Don Muang Project Phase 8, and sales of condominium units in Grand Canal Don Muang Project Phase 6 in a total amount estimated at Bt. 8,000 million, which will be recognized during 2013-2014; revenues from rentals and services from office buildings in Grand Rama 9 Project Plot 3, which has already been rented under a long-term contract to a customer, which is not a connected person of the Company, with an estimated rental income from 2014 onwards of Bt. 230 million a year (averaged for the first three years); and rental income from a hypermarket and retail space in Grand Canal Don Muang Project Phase 9 with an estimated income from 2013 onwards of Bt. 10 million a year (averaged for the first three years). The cash flow receivable from these revenues will help to ensure the recurring income, aside from revenues from sales of properties generated only during the sales period.

The above projects will bring in the recurring income and return to the Company in the long term, in addition to the existing projects under development, which are the 1,992-unit residential condominium in Belle Grand Rama 9 Project with an expected total income of Bt. 14,000 million to be recognized in three years from 2012; the 3,315-unit Belle Sky Condominium Project with an expected total income of Bt. 5,000 million to be recognized in five years from mid-2013; The Ninth Tower Grand Rama 9 Office Building Project, which is a grade B+ to A- office building project to be opened to service in the latter half of 2012 with an estimated rental and services income of Bt. 430 million per year (averaged for 2014-2016 with two buildings for rent); and G-Land Tower Grand Rama 9 Project (Plot 1.2), which is an A+ office building project to be opened to service by 2013 with an estimated rental and services income of Bt. 450 million per year (averaged for the first three years), including revenues from management service for Grand Canal Don Muang Project Phase 1 and Phase 2 and revenues from sales of Central Plaza Grand Rama 9 Shopping Complex Project, constructed by the Company.

All above projects are still under construction and development, from which the Company has not yet recognized any income for the time being. The Company is currently bringing in only some income from rentals and services from the sections already opened to service, amounting to Bt. 70.21 million in 2010 and Bt. 34.91 million in the first half of 2011.

1.2) An increase of the Company's business size

It is expected that after the property development on the vacant land acquired under the above transactions is finished in 2013-2014, the total assets of the Company and its subsidiaries will grow almost one-fold from Bt. 8,701.45 million as of June 30, 2011 by another Bt. 8,000 million approximately, yet exclusive of the assets in other projects that are under development and implementation. Moreover, after completion of these projects, the Company and its subsidiaries will additionally earn income from sales of the projects and from renting of office space, buildings, hypermarket and retail space and related services income, thus relatively increasing the business size, cash flow and business potential of the Company in the long run.

1.3) An investment in land with development potential

The Company will, under these transactions, possess additional pieces of land on Phra Ram 9 Road in the compound of Grand Rama 9 Project. This area exhibits high potential and will emerge as Bangkok's new central business district representing modernity with a broad variety of projects clustered in a mega complex, including Central Plaza shopping mall, hotels, office buildings and residential condominiums. The area is conveniently accessible by the MRT, the Airport Rail Link, the expressway and the monorail systems. As such, properties developed in this area will be attractive and in strong market demand, thus likely generating favorable returns to the Company.

The Company will also acquire the remaining land area in Grand Canal Don Muang Project for continuous development after the existing Phase 1 and Phase 2 which are a housing estate project managed by the Company. This project is in a promising community area surrounded by other housing estates, civic offices, Don Muang Airport, bank offices, educational institutes, shopping centers, etc., with convenient transportation via Wiphawadi-Rangsit Highway, Don Muang Tollway, Expressway at Si Saman exit, Phahon Yothin Road, Chaeng Watthana Road, East and West Outer Ring Road, including the upcoming BTS Red Line sky train system.

Thus, it is anticipated that the offering of a diverse range of properties on these plots of land such as detached houses, townhouses, residential condominiums, retail outlets and a hypermarket, including other related services or recreational activities, will receive a favorable response from customers. Another contributing factor is the strength of Grand Canal Don Muang Project Phase 1 and 2, which features the unique atop-water single house concept and has thereby led to a tremendous success, reputation and good image of the project.

1.4) An availability of land for consistent property development

By entering into the transactions, the Company will possess additional land parcels for consistent property development in the future. They include plots of vacant land in the same compound as the existing and ongoing projects such as land on Phra Ram 9 Road in Grand Rama 9 Project which, combined with the existing plot in the project, covers a total area over 60 rai and is located in the best site of Phra Ram 9 Road, and land on Kamphaeng Phet 6 Road in Grand Canal Don Muang Project which, inclusive of the existing land in the project, covers a total area of about 100 rai readily available for either expansion or new development to ensure recurring income and cash flow for the Company in the long run.

1.5) A minimized unit cost from the overall project operation

The additional land acquisition helps to enlarge the Company's overall project size and thereby increase its bargaining power to reduce costs and expenses on procurement and employment. Moreover, by owning the whole large plot of land, the Company could more flexibly undertake the project development and could share the resources and advertising campaigns for its various projects in order to enhance efficiency and cut down the overall costs and expenses, hence a drop in its unit cost.

1.6) Mitigation of risk involved with future land price hikes

The agreed price for these transactions has been determined based on the property appraisal by independent valuers and/or the book value after adjustment by the valuers' appraised price, which is considered to be a fair market value and could generate a reasonable IRR higher than the Company's cost of capital.

It is anticipated that the future land price will likely scale up above the agreed price of the transactions, considering that the Treasury Department is currently conducting a new round of nationwide land appraisal, which is regularly made every four years, to form a basis for juristic acts pertaining to land for a period of January 1, 2012-December 31, 2015. It is expected that the said official land appraisal will result in a 10%-15% increase in land prices countrywide and the appraised land price in Bangkok is expected to remarkably edge up, notably the plots of land along the electric train routes, by more than 50%. This will be driven by a vast demand from developers as well as buyers looking for homes or condominiums in a conveniently accessible area that will allow for a definite travel time. Besides, land in the inner Bangkok city areas remains in great demand from condominium developers targeting the high income earners or expatriates living in any such area.[28]

[28] Source: Krungthep Turakij, Bangkokbiznews.com, May 31, 2011, news headline, "Treasury Department Points to a 10%-15% Price Surge of Land along Electric Train Routes."

Accordingly, the asset acquisition will enable the Company to avert risk incidental to the future increases in land prices

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1.7) Eradication of a possible conflict of interest

Charernkrit Group and Ratanarak Group, which are the Company's shareholders owning 55.72% and 33.07% respectively of the Company's total paid-up shares as of the latest shareholder register book closing date of September 6, 2011, also are major shareholders and have control power in other entities similarly engaged in the property business that could compete with the Company. The Company has entered into these transactions by exercising its rights under the memorandum of agreement signed with Charernkrit Group and Ratanarak Group on December 17, 2009 for the purpose of eliminating a possible conflict of interest. Under the agreement, the Company has been granted the call option and the right of first refusal to purchase the properties of Charernkrit Group and Ratanarak Group that are related, in terms of location and/or management, to the property projects of the Company. The Company may exercise the call option within three years of the said agreement signing, and the right of first refusal after a lapse of such three years, to buy the said properties for development at a price not exceeding the market price or a fair value appraised by an independent valuer to be jointly appointed by the Company and the right grantor from the Independent Valuer List approved by the Thai Valuers Association and the Valuers Association of Thailand.

Therefore, the entering into the transactions will help eliminate a possible conflict of interest that might arise from the said major shareholders competing with the Company in property development on land sited in a location related to the Company's project.

2) Disadvantages of entering into the transactions

2.1) An increase in debts and interest expenses

After completion of the transactions, both Sterling and Tonson will become the Company's subsidiaries and their liabilities will thereby be consolidated into the Company's financial statement. As of December 31, 2010, Sterling and Tonson had total liabilities (after adjusted by partial loan repayment from the capital increase funds and by accrued interest expense during a six-month period ended June 30, 2011) of Bt. 997.58 million29 and Bt. 159.22 million respectively. Moreover, the Company and these two subsidiaries still require additional borrowings to finance their property development on the acquired assets, comprising Grand Rama 9 Project Plot 3 and Grand Canal Don Muang Project Phase 3, 6, 8 and 9, which will involve an estimated total cost of around Bt. 4,000 million. Funding will be covered mainly by loans from financial institutions and the rest by working capital and cash flow of the Company. It is expected that loans from financial institutions will be granted by about 70% of total cost, or around Bt. 2,800 million, thus increasing the debts and interest expenses of the Company and its subsidiaries.

As of June 30, 2011, the Company and its subsidiaries had total liabilities of Bt. 3,853.02 million and shareholders' equity of Bt. 4,848.43 million, representing a debt to equity ratio of 0.79 time.

2.2) Earning and control dilution effect

In the purchase of all Sterling shares, the Company will issue and offer 232,964,000 new ordinary shares with a par value of Bt. 1 per share for sale on a private placement basis to

[29] As of December 31, 2010, Sterling owed the outstanding loan and accrued interest expense to BBTV and BBTVEQ in a total amount of Bt. 998.44 million. After the acquisition of Sterling shares, the Company will use the proceeds from the private placement of its new shares to BBTV totaling Bt. 596.39 million either for lending to Sterling or for additional investment in Sterling shares so that Sterling could use such loan or proceeds of the sale of new shares for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ, thereby leading Sterling to have a remaining debt balance of Bt. 397.59 million (adjusted by the accrued interest expense up to June 30, 2011 and the partial loan repayment with funds from Sterling's capital increase made before the transactions).

BBTV, its connected person, at the offering price of Bt. 2.56 per share, totaling Bt. 596,387,840. The Company will then use the proceeds from this capital increase either for lending to Sterling (after the Company has acquired 100% of Sterling shares) or for subscribing for new ordinary shares in Sterling so that Sterling could use such proceeds for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ.

Given that the said purchase of Sterling shares and the capital increase by the Company are approved, the Company will, after the transactions, have its total number of paid-up shares increased from 4,930,523,272 shares[30] to 5,163,487,272 shares, thereby causing an earning and control dilution effect on other shareholders. Since all of the new shares will be offered to BBTV, which is a member of Ratanarak Group, the shareholding by Ratanarak Group in the Company will accordingly increase from 33.95% to 36.93%, while the shareholding of Charernkrit Group will be diluted by 2.63% from 58.35% to 55.72% and that of the minority shareholders by 0.35% from 7.70% to 7.35%.

	Before capital increase		**After capital increase**		**% increase/ (decrease)**
	No. of shares	**%**	**No. of shares**	**%**	
1. Charernkrit Group	2,876,951,226	58.35	2,876,951,226	55.72	(2.63)
2. Ratanarak Group	1,673,987,671	33.95	1,906,951,671	36.93	2.98
3. Other existing shareholders	379,584,375	7.70	379,584,375	7.35	(0.35)
Total	**4,930,523,272**	**100.00**	**5,163,487,272**	**100.00**	

However, as of September 6, 2011, the Company's minority shareholding distribution or 'free float' was merely 7.96%, which fails to comply with the SET's notification on maintaining of the status of listed companies on the Exchange, requiring distribution of minority shareholding, or free float, of not less than 15% of total paid-up share capital (according to the list of shareholders as of the date of the annual general meeting of shareholders) for two consecutive years or more. The said private placement of new shares to the major shareholder will even widen the free float shortfall. Thus, the Company will have to rectify its free float situation in order to satisfy the requirement on maintaining of listed company status by making additional distribution of minority shareholding to meet the minimum 15% free float criterion.

According to the SET's notification, the Company shall be penalized for failing to meet the free float requirement by paying a fee in addition to the normal annual fee, charged at a starting rate of 1-2 times the annual fee and to be raised annually at the rate of 50 basis points adding up to the rate applied in the preceding year (based on the size of the free float deficit), starting in the second year onwards. This will lead the Company to bear an additional expense of some Bt. 0.54 million a year (the additional fee computed for 2012 at a rate of 1.5 times the normal annual fee). The Company has thus far not yet paid any of such additional fee because it has been granted by the SET a two-year grace period to rectify its free float situation, counting from the date of the EGM No. 1/2009 held on December 17, 2009. To cope with this problem, the Company has had its major shareholders reduce their shareholding in the Company through selling of shares on the SET or public offering and/or offering of shares on a private placement basis. The major shareholders, namely Charernkrit Group and BBTV Group, already sold their shares in the Company to both local and foreign investors, thereby gradually driving up the minority shareholding. In other efforts, the Company has changed the par value of its shares, issued and offered warrants to the existing shareholders on a pro rata basis, and paid stock dividends in a bid to boost the liquidity of its shares on the stock market.

In addition, the increased number of shares will cause a dilution effect on, for example, the book value per share, the earnings per share, etc.

[30] The number of shares as of the latest register book closing date of September 6, 2011 plus the number of new shares to be offered to Grand Fortune of 162,066,939 shares as consideration for the purchase of land in Grand Canal Don Muang Project Phase 7 as approved by the 2011 AGM held on April 28, 2011.

However, no price dilution effect will be created because the offering price of the newly issued shares of Bt. 2.56 per share is still higher than the average market price of the Company's shares in the retroactive period of 3 months, 6 months, 9 months and 12 months up to July 17, 2011, which was the last business day immediately before the date the Company's Board of Directors approved the entering into the transactions and the capital increase, with the weighted average market price in those periods ranging from Bt. 2.18 to Bt. 2.47 per share.

2.3) Loss incurred in the early period of investment

For a property project that is under construction, although the Company could already sell the project, revenues will not be recognized until ownership is transferred to customers or until rental income is earned after completion of the construction or commencement of the project operation.

The property projects to be developed on the assets acquired under the transactions will begin construction in 2012-2013, with a construction period of about 1-2 years, and the recognition of sales revenues or rental revenues will be gradually made from 2013-2014 onwards. As such, loss will be reported at the early investment stage of these projects, thus possibly leading the Company's overall performance to show a net loss and causing the Company to be unable to pay dividend to its shareholders

However, loss from the overall performance of the Company could be lowered since it is expected that other projects of the Company and its subsidiaries which are under construction will be completed and begin the income recognition from 2012 onwards.

2.4) Risk from project implementation

By entering into the transactions, the Company will launch a new large-scale property project in addition to the ongoing projects acquired under the transactions. The said project will feature a 4,000-unit condominium in Grand Canal Don Muang Project 6 (divided into three phases) with a total project value of about Bt. 7,200 million, which will lead to a huge increase in property supply on the market. At the same time, a project success will hinge on many external factors such as economic condition, property market condition, the private sector's consumption, etc. Given these factors become unfavorable, it will adversely affect the Company's project development, funding, liquidity, sales and profits.

Nonetheless, in Grand Rama 9 Project Plot 3 offering a total space for rent of around 22,000 sq.m., the entire office area of 18,000 sq.m. has already been rented out, with the rest of 4,000 sq.m. in the retail section still available for rent. Other projects that remain available for sale are 86 units of single houses and 36 units of townhouses in Grand Canal Don Muang Project Phase 3 and Phase 8 respectively and a hypermarket and retail space for rent of 1,380 sq.m. Since all these projects are somewhat of a small size, they will involve a lower risk.

3) Advantages of not entering into the transactions

3.1) No earning and control dilution effect will be created on the existing shareholders who are not Ratanarak Group. The shareholding of minority shareholders will not be diluted as a consequence of the capital increase and issue of new shares for sale on a private placement basis to BBTV (which is a member of Ratanarak Group).

3.2) There will not be any increase in the debts arising from consolidation of the liabilities of Sterling and Tonson, nor the need to raise additional loans to finance the property projects to be developed on the assets or land acquired under the transactions. Thus, the Company will not have to bear additional debts and interest expenses.

3.3) The Company will not be exposed to risk associated with the large-scale project investment and risk from loss incurred at the initial stage of project development.

4) Disadvantages of not entering into the transactions

4.1) The Company will lose the opportunity to generate the recurring income and return in the long term.

4.2) The Company will lose the opportunity to acquire assets with development potentials in a prime area on both Phra Ram 9 Road and Kamphaeng Phet 6 Road. The purchase of Sterling shares will enable the Company to acquire vacant land in Grand Rama 9 Project Plot 3, which will be developed into an office building for rent project, with a contract already signed on renting of the entire office space. Moreover, if the Company does not purchase Tonson shares and the vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9, it will not have land for ongoing project development after Phase 1 and Phase 2 of this project which has been managed by the Company.

4.3) There will be risk involved with possible land price increases in the future, especially the price of land along the electric train routes, which will lead the Company to bear a higher cost of project development in the future.

4.4) There might be a conflict of interest arising in the event that the major shareholders compete with the Company in developing a property project on land that is related, in terms of location, to the Company's project, unless the Company exercises the call option to buy all plots of land under the transactions (including the purchase of Sterling shares and Tonson shares in order to acquire the land).

3.3 Advantages and disadvantages between entering into the transactions with a connected party and that with a third party, necessity for making the transactions with a connected party and reasons for not making the transactions with a third party

The Company plans to launch additional property development in Grand Rama 9 Project which will be an office building for rent project, whereby there is a customer already signing a contract to rent the entire office space, and also plans to continue the development of Grand Canal Don Muang Project following the existing Phase 1 and Phase 2. At the same time, its major shareholders, Charernkrit Group and/or Ratanarak Group, are the owner of land in those areas, which is the same plot of land that the Company is entitled to buy under the call option within three years of signing the memorandum of agreement with these major shareholders, and the right of first refusal after such three years, at a price not exceeding the market price or a fair value appraised by an independent valuer to be jointly appointed by the Company and the right grantor from the Independent Valuer List approved by the Thai Valuers Association and the Valuers Association of Thailand.

The purchase of all Sterling shares (Sterling is the owner of land in Grand Rama 9 Project Plot 3 and Grand Canal Don Muang Project Phase 4), the purchase of Tonson shares (Tonson is the owner of land in Grand Canal Don Muang Project Phase 3 and Phase 6), and the purchase of land in Grand Canal Don Muang Project Phase 8 and Phase 9 from Grand Fortune are conducted under the exercise of the call option for the remaining land as specified in the said memorandum of agreement which was executed when Charernkrit Group and Ratanarak Group sold and/or transferred the entire assets and/or entire business of their related companies to GLAND in December 2009, with a view to eradicating a conflict of interest that might be created from the Company's major shareholders competing with the Company in property development in an area related to the Company's project.

Taking into account the Company's plan for ongoing property development in the existing projects and its exercise of the call option to buy the land for the objective described above, it is difficult or impossible to conduct the said transactions with a third party. This is because the assets or land in those areas belong to Ratanarak Group and/or Charernkrit Group and have a high development potential and several advantages in terms of a prime location, a synergy created by the continuous use of land, increased flexibility in the operations, cost saving from resources sharing, a business expansion opportunity, an increase in the asset size, earning of revenues and IRR in the long term, and availability of land for continuous property development. Therefore, it is not possible to enter into the transactions with a third party in the purchase of vacant land and the purchase of shares so as to acquire the vacant land from the connected persons. Besides, there are not any other landowners offering to sell land or assets with the conditions similar to these transactions. Thus, the price and conditions of these transactions are the best offer received thus far by the Company.

In addition, the IFA has calculated the IRR from all projects to be developed on the assets to be acquired by the Company under these transactions. The IRR is estimated, based on the financial projection, to be 11% per year from the office buildings for rent in Grand Rama 9 Project Plot 3 (property development on the land of Sterling), 15% and 14% per year from sales of single houses and residential condominium units in Grand Canal Don Muang Project Phase 3 and Phase 6 respectively (property development on the land of Tonson), and 20% and 19% per year from sales of townhouses and renting of hypermarket and retail spaces in Grand Canal Don Muang Project Phase 8 and Phase 9 respectively. The IRR from all these projects is apparently higher than the Company's weighted average cost of capital (WACC) of 7.21% per year and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). Thus, the entering into the transactions with a connected party is considered appropriate and will generate a favorable return to the shareholders in the long term.

Nevertheless, in the purchase of all Sterling shares, the Company will issue and offer its new shares to BBTV, a member of Ratanarak Group which is the Company's major shareholder. The Company will then use the proceeds from the offering of the shares either for lending to Sterling or for investment in Sterling shares (after the Company has acquired all Sterling shares). The said offering of new shares to BBTV will result in a dilution in the shareholding of other shareholders, except Ratanarak Group, as well as in the shareholding of minority shareholders. As a result, if the Company offers its new shares to a third party, there will not be a dilution effect on the shareholding of minority shareholders.

4. Fairness of price and conditions of the transactions

4.1 Valuation of the acquired assets

4.1.1 Sterling shares

The Company will acquire all 400,000 ordinary shares in Sterling with a par value of Bt. 100 per share, representing 100% of Sterling's total shares (after Sterling has already increased its registered capital from Bt. 25,000,000 to Bt. 40,000,000), from the Sterling Shareholders at a price of Bt. 13.661 per share or a total of Bt. 5,464,400.

After the Company's acquisition of Sterling shares, Sterling will become its subsidiary and the Company will thereby have to consolidate the liabilities of Sterling into its financial statement, thus relatively increasing the Company's total liabilities. As of December 31, 2010, Sterling had total liabilities of Bt. 1,002.04 million, of which Bt. 998.44 million is the outstanding loan and accrued interest expense owed to BBTV and BBTVEQ. After the purchase of Sterling shares, the Company will use the proceeds from the offering of its new shares on a private placement basis to BBTV of Bt. 596.39 million either for lending to Sterling or for additional investment in Sterling's new ordinary shares so that Sterling could use such loan or proceeds of the sale of new shares, as the case may be, for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ, leading Sterling to bear a remaining debt balance of Bt. 397.59 million (adjusted by the accrued interest expense as of June 30, 2011 and the partial loan repayment with the proceeds from Sterling's capital increase before entering into this transaction). Such debt balance is repayable upon demand and carries an interest rate of 4% p.a.

Sterling is presently a seller and contractor for the construction of housing units in Grand Canal Don Muang Project Phase 1, sited on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok. Its employer is Super Assets Co., Ltd., which is the owner of the land in this project.

Moreover, Sterling is the owner of two property projects:

1. A plot of raw land with a total area of 6-1-46 rai, located on Phra Ram 9 Road, Huai Khwang, Bangkok (Grand Rama 9 Project Plot 3), with about 60% of the land area planned to be developed, after being acquired, into an office building for rent and the remainder into a four-star hotel in the future. As of December 31, 2010, the land's book value was Bt. 801.38 million.

2. Land with construction in Grand Canal Don Muang Project Phase 4 located on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok, with a total area of 5-3-13.1 rai, where a sales office and swimming pool of Grand Canal Don Muang Project are located. As of December 31, 2010, the said land and construction had a net book value of Bt. 36.42 million.

The purchase of all Sterling shares is aimed by the Company to acquire all assets of Sterling, which are the core assets described in items 1 and 2 above, comprising the raw land in Grand Rama 9 Project Plot 3 and the land with sales office and swimming pool in Grand Canal Don Muang Project Phase 4. **For these assets, the Company has been granted a call option over a period of three years from the signing date of the Memoranum of Understanding[31] agreement and, after the end of such three-year term, a right of first refusal to buy the land for property development (hereinafter called the "Call Option Agreement") at a price not exceeding the market value or the fair value** appraised by an independent valuer to be jointly appointed by the Company and the right grantor from the Independent Valuer List approved by the Thai Valuers Association and the Valuers Association of Thailand. The purpose of such agreement is to eradicate a conflict of interest that may arise after Charernkrit Group and Ratanarak Group already sold and/or transferred the entire assets and/or entire business of their member companies to the Company in December 2009, whereby these sellers shall not operate a business in competition with the Company.

[31] The agreement was signed on December 17,2009.

a) Valuation of Sterling shares by the adjusted book value approach

In determining a fair value of Sterling shares, we have taken Sterling's book value and adjusted it by the raw land (Grand Rama 9 Project Plot 3) and the land with construction in Grand Canal Don Muang Project Phase 4 which are under the Call Option Agreement and are the core assets of Sterling with a total book value (as of December 31, 2010) constituting 93.4% of Sterling's total assets, and then adjusted by Sterling's capital increase of Bt. 15 million, decrease in liabilities due to loan repayment with the said capital increase fund, accrued interest expense incurred during January-June 2011, and gain on sales of long-term investment.

Based on Sterling's 2010 financial statement audited by Mrs. Waraporn Worathitikul of PricewaterhouseCoopers ABAS Ltd., an SEC-approved auditor, the net book value of Sterling's assets as of December 31, 2010 was Bt. (105.01) million or equivalent to Bt. (420.03) per share.

The adjustment items for the book value as of December 31, 2010 are as follows:

1. Surplus from adjustment of the raw land in Grand Rama 9 Project Plot 3 of Bt. 89.72 million and from the land with construction in Grand Canal Don Muang Project Phase 4 of Bt. 16.29 million

   The said surplus is derived from the average appraised price by two independent valuers, TAP Valuation Co., Ltd. and Accurate Advisory Co., Ltd., which both are approved by the Thai Valuers Association and the Valuers Association of Thailand.

   (See details of the above assets in item 4.1.1 (b) Details of the asset valuation.)

2. Increase in Sterling's paid-up registered capital of Bt. 15 million, made by Sterling before entering into this transaction from Bt. 25 million to Bt. 40 million by offering 150,000 new shares to BBTVEQ at a price equal to the par value of Bt. 100 per share.

3. Decrease in liabilities due to partial loan repayment with the capital increase fund of Bt. 15 million.

4. Accrued interest expense incurred during January-June 2011 of Bt. 10.54 million.

5. Adjustment of value of long-term investment in 700,000 ordinary shares of Bank of Ayudhya Plc. ("BAY"), which are SET-listed securities, having a book value as of December 31, 2010 of Bt. 17.85 million. Subject to the condition for investment in Sterling, Sterling must sell the said investment before the Company acquires Sterling shares from the seller. Thus, we have cut such long-term investment from the account and recognized gain on sale of investment, using the selling price that is based on the average trading price of BAY shares as of June 30, 2011 of Bt. 27.86 per share, thereby resulting in adjustment of cash receivable from sale of investment of Bt. 19.50 million and gain on sale of investment of Bt. 1.65 million.

Our valuation of Sterling shares by the adjusted book value approach has been based on the 2010 financial statement, which is Sterling's latest audited financial statement, because, unlike the SET-listed companies, Sterling has not prepared any quarterly financial statement. It has only the internal financial statement, which is not appropriate for use as a reference to external parties or for the valuation of Sterling shares.

From the date of such financial statement up to the present, the item having a crucial impact on the assets and liabilities of Sterling is an increase in liabilities due to the increased accrued interest expense, and the item having a significant effect on Sterling's performance and causing a drop in its retained earnings is the interest expense. Its total revenues and total expenses (aside from the interest expense) are in a small amount and are about the same, thus posing only a small impact on its profit (loss).

Details of Sterling share valuation by the adjusted book value approach are tabulated below:

(Unit: Bt. million)	Book value as of Dec 31, 2010	Adjustment items				Book value after adjustment
		Appraised value of assets	Accrued interest expense (Jan-Jun 2011)	Capital increase/loan repayment	Sale of long-term investment	
Cash	4.46	-	-		19.00	23.96
Cost of property development-net (phase 1)	35.90	-	-	-	-	35.90
Raw land (Grand Rama 9 Plot 3)	801.38	89.72	-	-	-	891.10*
Land and buildings-net (Grand Canal Don Muang Phase 4)	36.42	16.29	-	-	-	52.71*
Long-term investment	17.85	-	-	-	(17.85)	-
Other assets	1.02	-	-	-	-	1.02
Total assets	**897.03**	**106.01**	**-**	**-**	**1.15**	**1,004.19**
Short-term loans from and accrued interest payable to related parties	998.44	-	10.54	(15.00)	-	993.98
Other liabilities	3.60	-	-	-	-	3.60
Total liabilities	**1,002.04**	**-**	**10.54**	**(15.00)**	**-**	**997.58**
Registered capital	25.00	-	-	15.00	-	40.00
Tax on capital gain					(0.50)	(0.50)
Unrealized gain on revaluation	4.77	106.01	-	-	(4.77)	106.01
Retained earnings	(134.78)	-	(10.54)	-	6.42	(138.90)
Total shareholders' equity	**(105.01)**	**106.01**	**(10.54)**	**15.00**	**1.15**	**6.61**
Book value (Bt./share)	**(420.03)**					**16.53**
Total number of issued and paid-up shares	**250,000**					**400,000**

Note: *Equal to the average appraisal price of the two independent valuers.

By this approach, all Sterling shares are appraised at Bt. 6.61 million or Bt. 16.53 per share, which is **higher** than the agreed price under this transaction at Bt 5.46 million or Bt.13.661 per share.

We deem that the discounted cash flow approach is most suitable for the valuation of Sterling shares since it could reflect the existence of the assets that are closest to the present status and the current market value of the assets and in accordance with the selling price condition under the Call Option Agreement.

We have not adopted other valuation methods such as the book value approach, the market comparable approach, which includes the price to book value approach (P/BV), the price to earnings ratio approach (P/E) and the enterprise value to EBITDA approach (EV/EBITDA), because Sterling has a negative book value and a net loss which leads the share price appraised by these methods to become negative and fail to accurately reflect the value of Sterling shares *(details of Sterling's operating results and financial position are given in item 1.4.1 (c) Operating results and financial position)*.

We have not used the discounted cash flow approach for the valuation of Sterling shares either because Sterling currently cannot develop any property projects on the land in Grand Rama 9 Project Plot 3 or its existing core assets since it has already granted the call option over these assets to the Company under the Call Option Agreement and, at the same time, it has no plan to develop any project on such land. As such, there is not any information available for use as assumptions for cash flow projection of any future projects under the management of the existing shareholders of Sterling to be a basis for share valuation under this approach. The development of an office building on such land for rent to a customer is a development project under the Company's business plan and will be funded by the Company's own financing sources and be implemented after the Company has acquired the land through its shareholding in Sterling.

b) Details of the asset valuation

(1) Land in Grand Rama 9 Project Plot 3

The vacant land in Grand Rama 9 Project Plot 3 is part of Grand Rama 9 Project, covering an area of 6-1-46 rai on Phra Ram 9 Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok.

Such land has been appraised by two independent valuers, TAP Valuation Co., Ltd. ("TAP") with an appraisal report dated March 2, 2011, and Accurate Advisory Co., Ltd. ("Accurate") with an appraisal report dated March 10, 2011, which both are independent valuers approved by the Thai Valuers Association and the Valuers Association of Thailand. Their appraisal reports can be used for public purpose. The details of their valuation can be summarized as follows:

<table>
<tr><th rowspan="2"></th><th rowspan="2">Nature of asset</th><th rowspan="2">Owner</th><th colspan="2">Appraised value by independent valuer</th></tr>
<tr><th>TAP</th><th>Accurate</th></tr>
<tr><td rowspan="5">Land</td><td rowspan="5">- Title deed no. 1979 with total area of 6-1-46 rai or 2,546 sq. wah
- Located on Phra Ram 9 Road, accessible by Phra Ram 9 Road and Ratchadaphisek Road (via a private property with servitude right already registered)
- The land has not yet been improved and the land level is, on average, lower than the road level.</td><td rowspan="5">Sterling</td><td>Bt. 891.10 million
(Bt. 350,000/sq.wah)</td><td>Bt. 891.10 million
(Bt. 350,000/sq.wah)</td></tr>
<tr><td colspan="2">Official appraised price</td></tr>
<tr><td colspan="2">Bt. 93,000/sq.wah</td></tr>
<tr><td colspan="2">Average price of Bt. 891.10 million</td></tr>
</table>

Valuation by TAP

TAP valued the land by the **market approach** based on analysis and comparison of market prices with the appraised property through a survey of comparable plots of land that were actually sold and purchased.

TAP made a market survey on seven plots of vacant land and selected only four plots that are comparable with the appraised property, with the offering price/sale and purchase price ranging between Bt. 250,000 and Bt. 372,000 per sq. wah. These plots of land were graded by the Weighted Quality Score technique based on the quality factors that could affect the asset value such as location, land size and shape, land level, communication, public utilities, and land use potential. Then, the relationship between the asset quality score and the land price was figured out by the regression analysis, resulting in the appraised value for Sterling's vacant land of Bt. 350,000 per sq. wah or a total of Bt. 891.10 million. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 1.)

The comparable market data are tabulated below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Physical characteristic	Vacant land	Vacant land	Vacant land	Vacant land	Vacant land
Area	6-1-46 rai	15-0-39 rai	3-0-0 rai	4-0-0 rai	5-0-0 rai
Location	Phra Ram 9 Road	Asok-Din Daeng Road	New Phetchaburi Road	Phetchaburi Road and Kamphaeng Phet 7 Road	Phetchaburi Road
Land shape	Multiangle	Rectangle	Rectangle	Rectangle	Rectangle
Land level compared with adjacent road	Land not yet filled, 0.30 m. below road level	Land filled, at road level	Land filled, at road level	Land filled, at road level	Land filled, at road level
Public utilities	Complete	Complete	Complete	Complete	Complete
Type of road surface	Asphalt	Asphalt	Asphalt	Asphalt	Asphalt
Offering price/Sale & purchase price	-	250,000	350,000 (sold/purchased in June 2010)	372,000 (sold/purchased in 2007)	330,000 (sold/purchased in 2009)
Town planning zone	High density residential zone (Brown)	High density residential zone (Brown)	High density residential zone (Brown)	Commercial zone (Red)	Commercial zone (Red)
Land utilization	Commercial use	Commercial use	Commercial use	Commercial use	Commercial use
Others	-	-	Formerly a warehouse of Diethelm Co., Ltd.	Developed into The Address Asoke Project (New Phetchaburi)	Developed into Villa Asoke condominium project

TAP remarked in its report that there has been an increasing land demand in the areas of Ratchadaphisek Road, Phra Ram 9 Road, New Phetchaburi Road and Asok Road. The use of land in these areas has shifted from entertainment to residential and office buildings, with the upcoming opening of many mega projects along the MRT routes such as Central Plaza Grand Rama 9 Shopping Complex and a number of condominium projects. The offering prices or sale and purchase prices of land with an area of 2 rai -15 rai on Ratchadaphisek Road, Asok-Din Daeng Road and New Phetchaburi Road are in a range of Bt. 250,000 - 372,000 per sq. wah, depending on the size, condition, shape and location of the land, as well as restrictions under the construction law. The strengths of the appraised property of Sterling are that it is close to a main road and is sited on a public roadway with asphalt surface and in a commercial area. However, the said land has not yet been utilized and it is lower than the road level. TAP has appraised the land of Sterling at **Bt. 350,000 per sq. wah or Bt. 891.10 million in total**.

Valuation by Accurate

Accurate employed the **market data comparison approach** to value the land by analyzing and comparing with the offering prices or sale and purchase prices of comparable land, based on a bargained price and transaction period.

In the valuation, Accurate made a survey and chose four comparable plots of land in nearby areas, with the offering price/sale and purchase price ranging between Bt. 320,000 and Bt. 370,000 per sq. wah. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size, market demand, etc. Then, the relationship between the asset quality score and the land price was figured out by the Weighted Quality Score technique through the regression analysis to arrive at the appraised value. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 2.)

The comparable market data are as follows:

Particulars	**Data of the appraised property**	**Comparable data**			
		Data 1	**Data 2**	**Data 3**	**Data 4**
Nature and condition of asset	Vacant land not yet filled, lower than road level by 0.50-1.00 m.	Land with construction, filled and improved *(formerly an embassy)*	Vacant land, filled up and developed *(with building constructed already)*	Vacant land, filled up and developed	Vacant land, filled up and developed *(with building constructed already)*
Area	6-1-46 rai	8-3-43 rai	2-3-93 rai	0-2-97 rai	7-0-08 rai
Location	Phra Ram 9 Road	Ratchadaphisek Road and Phetchaburi Road	Ratchadaphisek Road	Phra Ram 9 Road	Ratchadaphisek Road
Land shape	Multiangle	Multiangle	Multiangle	Rectangle	Multiangle
Opening bid price/Sale & purchase price (baht)	-	370,000 (opening bid price in Feb 2011)	350,000 (sold/purchased in 2010)	350,000 (sold/purchased in 2010)	320,000 (sold/purchased in early 2008)

The land in Data 1, with a total area of 8-3-43 rai, is a corner plot and located in a better area than the appraised property, having an opening bid price of Bt. 370,000 per sq. wah. The plots of land in Data 2-4 are vacant land of 2-3-93 rai and 7-0-08 rai, with the sale and purchase price in 2008 and 2010 of Bt. 320,000 and Bt. 350,000 per sq. wah respectively. The appraised property is in a location inferior to the land in Data 1, but it is accessible via two roads, hence a better location than the land in Data 2. Accurate has valued the land of Sterling at **Bt. 350,000 per sq. wah or Bt. 891.10 million in total**.

(2) Grand Canal Don Muang Project Phase 4

The land in Grand Canal Don Muang Project Phase 4 covers a total area of 5-3-13.1 rai with construction comprising a sales office and a swimming pool of the Grand Canal Don Muang Project, located on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Muang District, Bangkok.

Such land and construction has been appraised by the two independent valuers, TAP with an appraisal report dated February 15, 2011, and Accurate with an appraisal report dated

March 11, 2011. Their appraisal reports can be used for public purpose. The details of their valuation can be summarized as follows:

	Nature of asset	Owner	Appraised value (Bt. million)	
			TAP	Accurate
1. Land	- Title deed no. 11933 with a total area of 5-3-13.1 rai (2,313.10 sq. wah), partly filled. The land is partly under servitude right of access for other plots of land in the project, and partly used as a swimming pool of the project	Sterling	40.66 (Bt. 22,000/sq.wah) With deduction of the area under servitude right and the swimming pool area, totaling 1-0-64.97 rai,[1/] the net area for valuation is 4-2-48.13 rai.	35.19 (Bt. 18,500/sq.wah) With deduction of the area under servitude right and the swimming pool area, totaling 1-0-11 rai,[1/] the net area for valuation is 4-3-2.1 rai.
			Official appraisal price is not available because the land is not on the survey list.	
2. Construction	- A 2-level (split-level) sales office building and a swimming pool	Sterling	16.77	12.85
Total			**57.42**	**48.00 (rounded off)**
Average price			**52.71**	

Note: [1/] The area of land with servitude right estimated by the two valuers is different because the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

Valuation by TAP

Land

TAP valued the land by the **market approach** based on analysis and comparison of market prices with the appraised property through a survey of comparable plots of land that were actually sold and purchased.

TAP made a market survey on seven plots of vacant land/land with construction and selected five plots that are comparable with the appraised property, with the offering prices ranging between Bt. 21,609 and Bt. 75,800 per sq. wah. These plots of land were graded by the Weighted Quality Score technique based on the quality factors that could affect the asset value such as location, land size and shape, land level, communication, public utilities, and land use potential. Then, the relationship between the asset quality score and the land price was figured out by the regression analysis. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 3.)

The comparable market data are tabulated below:

Particulars	Data of the appraised property	Comparable data				
		Data 1	Data 2	Data 3	Data 4	Data 5
Physical characteristic	Vacant land, partly filled at road level (partly being a swamp)	Vacant land, filled already	Vacant land, filled already	Land with construction, filled already	Vacant land	Vacant land
Area	5-3-13.1 rai	10-4-77 rai	7-3-00 rai	18 rai	35 rai	70-0-56 rai
Location	Soi Grand Canal Don Muang Project	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Songprapha Road	Wiphawadi-Rangsit Road	Kamphaeng Phet 6 Road

Particulars	Data of the appraised property	Comparable data				
		Data 1	Data 2	Data 3	Data 4	Data 5
Land shape	Trapezoid	Rectangle	Multiangle	Multiangle	Multiangle	Rectangle, unequal sides
Land level compared with adjacent road	At road level	At road level	At road level	At road level	0.3 m. below road level	0.3 m. below road level
Public utilities	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone
Type of road surface	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete	Asphalt
Offering price	-	Total Bt. 215 million (Bt. 52,734/sq.wah)	Total Bt. 248 million (Bt. 75,800/sq.wah)	Bt. 35,000/ sq.wah	Bt. 60,000/ sq.wah	Total Bt. 610.60 million (Bt. 21,609/sq.wah)
Town planning zone	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)
Land use	Residential property project	Commercial use	Commercial use	Commercial use	Commercial use	Residential property project

TAP deducted from the calculation the parcel of land under servitude right of access for neighboring plots of land, covering 0-1-85.97 rai or 185.97 sq. wah, and another parcel which is a swamp of about 2 meters in depth, covering 0-2-79 rai or 279 sq. wah, resulting in a net area for valuation of 4-2-48.13 rai or 1,848.13 sq. wah, which was valued at **Bt. 22,000 per sq. wah or a total of Bt. 40.66 million**.

Construction

TAP appraised the construction by the **replacement cost approach**. The construction cost of the office building was valued according to the construction plan. For the swimming pool, since the construction plan was not available, it was appraised based on the rough measurement by TAP itself. The unit price of construction was determined based on the 2010 construction price available from the Valuers Association of Thailand, then deducted by depreciation cost at 2% per year according to the condition of the building which has been used for three years, and added by maintenance cost at 3%, resulting in **the construction value as of the survey date of Bt. 16.77 million**.

Details of the construction valuation

Particulars	Total area (sq.m.)	Price (Bt./sq.m.)	Replacement cost (Bt. million)	Years in use	Depreciation cost (%)	Maintenance cost (%)	Present value (Bt. million)
A 2-level (split-level) sales office building and a swimming pool							
- Interior function area	594	22,000	13.068	3	6%	3%	12.676
- Entrance terrace	116	8,500	0.986	3	6%	3%	0.956
- Swimming pool	200	13,000	2.600	3	6%	3%	2.522
- Area around	180	3,500	0.630	3	6%	3%	0.611

Particulars	Total area (sq.m.)	Price (Bt./sq.m.)	Replacement cost (Bt. million)	Years in use	Depreciation cost (%)	Maintenance cost (%)	Present value (Bt. million)
swimming pool							
Total			**17.284**				**16.765**

Valuation by Accurate

Accurate employed the **market data comparison approach** to value the land by analyzing and comparing with the offering prices or sale and purchase prices of comparable land, based on a bargained price and transaction period.

In the valuation, Accurate made a survey on seven pieces of vacant land/land with construction and chose four comparable plots of land, with the offering prices ranging between Bt. 24,000 and Bt. 39,455 per sq. wah. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size, market demand, etc. Then, the relationship between the asset quality score and the land price was figured out by the Weighted Quality Score technique through the regression analysis to arrive at the appraised value. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 4.)

The comparable market data are as follows:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature and condition of asset	Vacant land, partly filled, at road level	Vacant land, filled already	Vacant land, filled already	Vacant land, filled already	Vacant land, filled already
Area	5-3-13.1 rai	18-0-0 rai	1-3-35 rai	0-2-4.3 rai	0-1-2 rai
Location	Soi Grand Canal Don Muang Project	Songprapha Road	Songprapha Road	In Ban Thanika Project	In Yucharoen Village Project, Soi 8
Land shape	Trapezoid	Multiangle	Rectangle	Rectangle	Multiangle
Offering price (baht)	-	Bt. 35,000/ sq.wah	Total Bt. 29 million or Bt. 39,455/sq.wah	Bt. 24,000/ sq.wah	Bt. 35,000/ sq.wah

Accurate deducted from the calculation the parcel of land under servitude right of access, covering 0-1-86 rai or 186 sq. wah, and another parcel which is a swimming pool, covering about 0-2-25 rai or 225 sq. wah, resulting in a net area for valuation of 4-3-2.1 rai or 1,902.10 sq. wah.

Accurate made a survey on seven pieces of land nearby and, judging from the location, land condition and land area, selected four out of the seven plots of land for the analysis and comparison, having a land area between 0-1-2 rai and 18 rai and the offering prices ranging from Bt. 24,000 to Bt. 39,495 per sq. wah. Sterling's land is located in a large property project and is therefore superior to the comparable plots of land. However, it has already been used for a sales office, a swimming pool and a small park. A change in the land utilization could provoke resistence from the community. Therefore, Accurate **valued the land at Bt. 18,500 per sq. wah or a total of Bt. 35.19 million**.

Accurate used the depreciated replacement cost approach to appraise the construction by estimating a replacement cost which is the present value of construction with similar utility or is the cost of reconstruction as of the valuation date, then deducted by accumulated depreciation cost based on the physical obsolescence, functional obsolescence, and external obsolescence.

Details of the construction valuation

Particulars	Area (sq.m.)	Unit price (baht)	Appraised price (baht)
1. Interior function area	584.5	18,000	10,521,000
2. Terrace	116.5	5,000	582,500
3. Balcony	10.0	4,000	40,000
4. Car park and garden	1,399.0	1,000	1,399,000
5. Swimming pool area	200.0	12,000	2,400,000
Replacement cost			14,942,000
Less Depreciation cost for 7 years at 2% per year totaling 14%			2,091,950
Total appraised price of construction			**12,850,550**

Accurate appraised the construction cost of the office building according to the construction plan. For the swimming pool, since the construction plan was not available, it was valued based on the rough measurement made by Accurate itself. The unit price of construction was determined based on the construction price available from the Valuers Association of Thailand, then deducted by depreciation cost at 2% per year according to the condition of the building which has been used for seven years, resulting in **the construction value as of the survey date of Bt. 12.85 million**.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition.

Moreover, the deduction of the parcel of land under servitude right of access and the piece of land which is a swimming pool from the valuation is deemed reasonable. This is because the landowner cannot use the land with servitude right for any purpose other than for an access of other nearby plots of land within the project, nor use the land which is a deep swamp other than its benefit in terms of adding to a beautiful landscape for the project. Nonetheless, the discrepancy in the swimming pool area adopted in the calculation by the two valuers resulted from the fact that there was no document or registration certifying the area of the swimming pool and, thus, the swimming pool area was derived based on the measurement method of each valuer.

For the construction valuation, they employed the depreciated replacement cost approach, which is deemed appropriate since the appraised items are for special use and no market data are available for the comparison. The land price, appraised by the market comparison approach, was aggregated with the construction price, valued from an estimation of a replacement cost which is the present value of construction with similar utility or is the cost of reconstruction as of the valuation date, then deducted by accumulated depreciation cost. This method is therefore considered suitable and could reflect the most updated value of the asset in its present condition.

Taking into account the appraisal by the two valuers of the vacant land in Grand Rama 9 Project Plot 3 at Bt. 891.10 million and the land and construction in Grand Canal Don Muang Project Phase 4 at Bt. 48.00 million - Bt. 57.42 million, compared with the offering price of Sterling shares, which is partly based upon the average of the appraised price by the two valuers at Bt. 891.10 million and Bt. 52.71 million respectively, it is found that the said offering price is within the appraised price range of the two valuers. Moreover, the valuation approaches used by the two valuers are deemed appropriate. We therefore are of the opinion that the offering price of Sterling shares, which is based on the average appraised price of the assets by the two valuers, is reasonable.

c) Assessment of appropriateness of the project investment or implementation

The Company plans to develop Grand Rama 9 Project (Plot 3) into an office building for rent to a customer, which is not a connected person and with which the Company has already signed a rental contract for a term of 20 years from January 1, 2014 to December 31, 2033, extendable for three more terms each of three years. Such building will have a total leasable office space of about 18,000 sq.m. and retail space of around 4,000 sq.m., with a parking space for some 400 cars.

We have assessed the viability of the above project by estimating its net present value, payback period and internal rate of return based on the project's cash flow projection for a period of about 32 years between June 2011 and 2042, covering the construction period and the said building rental contract term (20 years plus three extensions of three years each, totaling 29 years).

We have prepared the cash flow projection by basing upon the data and assumptions available from the Company and from interviews or enquiries with its management, together with analysis of other property-related information. The assumptions have been set under the present economic environment. Thus, if the economic condition and other external factors that have an impact on the project operation change significantly from the assumptions, the value of the project appraised herein will change as well.

The key assumptions used for the financial projection are as follows:

1. Rental income

1.1 Rental fee income from office space

Grand Rama 9 Project (Plot 3) will feature an office building for rent under a rental contract and a service contract already signed with a rentee, which is not a connected person of the Company. The leasable office space, rental rate and rental period are therefore set according to the said contracts. The Company will begin to generate income from office space rental in 2014, with a total leasable area of about 18,000 sq.m. and an occupancy rate of 100% throughout the contract life.

The starting rental rate in 2014 will be Bt. 640 per sq.m., projected to increase by 12.50% every three years according to the rental and service contracts over the period of the building rental contract (20 years plus three extensions of three years each, totaling 29 years).

1.2 Other income

Other income from the extended use of the office space by the rentee and other income from ads posting, common area renting, etc. are estimated at 5% of rental fee income.

2. Cost of project

Cost of Grand Rama 9 Project Plot 3 is composed of land cost, construction cost, which is Bt. 20,000 per sq.m. with a total construction area of about 48,500 sq.m., and other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general and the projection by the Company's management as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost

- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the construction-related expenses with the construction cost, the project cost (excluding land cost) is estimated at Bt. 22,800 per sq.m.

3. Services and management expenses

Expenses on services and project management are set as a percentage of rental fee income, based on the estimation of relevant expenses of property projects in general and the projection by the Company's management, as follows:

- Building tax of 12.50% of rental fee income, exclusive of services income (rental income is 55% of rental fee income and services income is 45% of rental fee income)
- Public utilities expense of 10% of rental fee income
- Management expense of 6% of rental fee income
- Marketing expense of 1% of rental fee income

4. Capital expenditure

Capital expenditure, excluding land cost, is composed of annual repair and maintenance cost which is estimated at 1% of rental fee income, with depreciation cost, by the straight line method, of 5% per year.

5. Interest expenses

Average interest rate on loans for project development is projected, conservatively based on the maximum rate expected from financial institutions, to be 7.50% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

6. Discount rate

Discount rate used for finding the net present value of the project is 7.20%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement (see details of WACC calculation in item 4.2 'Valuation of GLAND shares').

Table illustrating the net present value, payback period and IRR of Grand Rama 9 Project (Plot 3) over 2011-2042

		2011	2012	2013	2014	2015	2016	2017	2018
Cash inflow			-	-	245.95	245.95	245.95	276.70	276.70
Cash outflow			484.21	552.90	166.85	96.22	96.08	110.37	109.98
Net cash inflow (outflow)		-	(484.21)	(552.90)	79.11	149.73	149.87	166.33	166.71
Cumulative net cash flow		(534.66)	(1,018.87)	(1,571.77)	(1,492.66)	(1,342.93)	(1,193.05)	(1,026.72)	(860.01)
Payback period (year)	**11.98**	0.17	1	1	1	1	1	1	1
PV of cash flow-net			(446.43)	(475.47)	63.45	112.02	104.59	108.26	101.21
Total PV of net cash flow	1,185.25								
PV of terminal value	269.23 [1/]								
Initial cost of project	(534.66) [2/]								

		2011	2012	2013	2014	2015	2016	2017	2018
NPV	**919.81**								
IRR	**11%**								

	2019	2020	2021	2022	2023	2024	2025	2026-2042
Cash inflow	276.70	311.28	311.28	311.28	350.19	350.19	350.19	9,003.28
Cash outflow	109.82	126.04	125.75	125.71	143.95	143.63	143.59	4,001.30
Net cash inflow (outflow)	166.87	185.24	185.53	185.57	206.24	206.56	206.61	5,001.98
Cumulative net cash flow	(693.14)	(507.90)	(322.36)	(136.79)	69.44	-	-	-
Payback period (year)	1	1	1	1	0.81	-	-	-
PV of cash flow-net	94.49	97.84	91.40	85.27	88.40	82.58	77.04	1,000.57

Note: [1/] Residual value is measured from the projected market value of land and remaining value of buildings in year 2042 as follows:

(1) The market value of land in 2042 is projected by taking the present market value of land as appraised by the valuers at Bt. 534.66 million, multiplied by an increase rate of land price at 4.5% over a period of 29 years (according to the average yearly growth rate of the land price index in 1991-2010 of 4.5% (based on information from the Government Housing Bank's Property Data Center)) to derive the value of land in 2042 of about Bt. 1,916.24 million.

(2) The remaining value of buildings in 2042 is projected to be 40% of total construction cost (construction area of Grand Rama 9 Project Plot 3 of around 48,500 sq.m. x construction cost of Bt. 22,800 per sq.m.), resulting in the remaining building value in 2042 of about Bt. 442.32 million.

The projection of the remaining value of buildings at 40% of total construction cost has been based on the Building Construction Appraised Price List of 2010 of the Valuers Association of Thailand. According to VAT's standards for valuation of buildings used for a long period of time, depreciation is made, as a percentage of useful life, until it is 40% of the building value and then the depreciation is stopped. The rationale behind this is that the structure of a building, if constructed with an acceptable engineering standard, could last for a hundred years, while it is all other components of the buildings, which make up about 60% of the building value, that will deteriorate by time. As such, it is estimated that for a building aged 30 years or more, at least its structure and other parts (if any) should have a value not less than 40% of the reconstruction cost.

By aggregating the value of land and construction above, the residual value is Bt. 2,358.56 million, equivalent to the present value in 2011 of Bt. 269.23 million.

[2/] Including land cost, estimated for about 60% of the area of land for project development, under title deed no. 1979 (total area of 6-1-46 rai), or equal to 3-3-27 rai, using the independent valuers' appraised value of Bt. 350,000/sq.wah.

From the calculation of the present value of cash flow of Grand Rama 9 Project Plot 3 by using the Company's WACC of 7.21% as a discount rate, we could appraise the Project's NPV at Bt. 919.81 million with an IRR of around 11% per year, which is higher than the Company's weighted average cost of capital (WACC) of 7.21% and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). The payback period is estimated at 11.98 years.

4.1.2 Tonson shares

The Company will purchase 1,000,000 new ordinary shares in Tonson with a par value of Bt. 10 per share, representing 90.91% of the new capital of Tonson, at a price of Bt. 10 per share totaling Bt. 10,000,000.

After the Company's acquisition of Tonson shares, Tonson will become its subsidiary and the Company will thereby have to consolidate the liabilities of Tonson into its financial statement, thus relatively increasing the Company's total liabilities. As of December 31, 2010, according to the latest audited financial statement (after adjustment of the accrued interest expense as of June 30, 2011), Tonson had total outstanding loan and accrued interest expense owed to BBTVEQ of

Bt. 169.01 million. After the transaction, Tonson will use the proceeds from the capital increase for partial repayment of the debts owed to BBTVEQ, leading Tonson to bear a remaining debt balance of Bt. 159.01 million. Such debt balance is repayable upon demand and carries an interest rate of 4% p.a.

Presently, Tonson does not have any project in operation, but only possesses vacant land/raw land in Grand Canal Don Muang Project Phase 3, Phase 5 and Phase 6 located on Kamphaeng Phet 6 Road, Don Mueang District, Bangkok. As of December 31, 2010, such land had a total book value of Bt. 103.85 million.

Land in Grand Canal Don Muang Project Phase 3 and Phase 6 is under the ownership of Tonson and will be developed into a real estate project in the name of Grand Canal Don Muang Project. It is a plot of vacant land under a title deed no. 11934 and covers a total area of 52-2-66.3 rai or 21,466.3 sq. wah, completely filled up but with some part of the ground not yet leveled. The management plans to develop the land in Phase 3 into a single house project with about 86 units, scheduled for a start of project development in 2013, and the land in Phase 6 into a 4,000-unit residential condominium project, expected to commence the project development in 2014.

Land in Grand Canal Don Muang Project Phase 5 serves as a roadway for Grand Canal Don Muang Project.

The purchase of Tonson shares is aimed by the Company to indirectly acquire the land belonging to Tonson. **The Company has been granted a call option under the Call Option Agreement to buy the said land at a price not exceeding the market value or the fair value** appraised by an independent valuer to be jointly appointed by the Company and the right grantor from the Independent Valuer List approved by the Thai Valuers Association and the Valuers Association of Thailand. The purpose of such agreement is to eradicate a conflict of interest that may arise after Charernkrit Group and Ratanarak Group already sold and/or transferred the entire assets and/or entire business of their member companies to the Company in December 2009, whereby these sellers shall not operate a business in competition with the Company.

a) Valuation of Tonson shares by the adjusted book value approach

In determining a fair value of Tonson shares, we have taken Tonson's book value and adjusted it by the raw land (Grand Canal Don Muang Project Phase 3 and Phase 6) which is under the Call Option Agreement and is the core asset of Tonson, with a total book value (as of December 31, 2010) constituting 93% of Tonson's total assets.

Based on Tonson's 2010 financial statement audited by Mrs. Waraporn Worathitikul of PricewaterhouseCoopers ABAS Ltd., an SEC-approved auditor, the net book value of Tonson's assets as of December 31, 2010 was Bt. (51.26) million or equivalent to Bt. (512.6) per share.

The adjustment items for the book value as of December 31, 2010 are as follows:

1. A surplus from adjustment of the raw land in Grand Canal Don Muang Project Phase 3 and Phase 6 of Bt. 210.35 million.

   The said surplus from adjustment of the property is derived from the average appraised price by two independent valuers, TAP Valuation Co., Ltd. and Accurate Advisory Co., Ltd., which both are approved by the Thai Valuers Association and the Valuers Association of Thailand.

   (See details of the said assets in item 4.1.2 (b) Details of the asset valuation.)

2. Accrued interest expense during January-June 2011 of Bt. 6.30 million.

3. An increase in Tonson's paid-up registered capital of Bt. 1 million by offering 1,000,000 new shares for sale to the Company at a price equal to the par value of Bt. 10 per share, bringing its total paid-up registered capital to Bt. 11 million.

4. A decrease in liabilities due to partial loan repayment with proceeds from the capital increase of Bt. 10 million.

Our valuation of Tonson shares by the adjusted book value approach has been based on the 2010 financial statement, which is Tonson's latest audited financial statement, because, unlike the SET-listed companies, Tonson has not prepared any quarterly financial statement. It has only the internal financial statement, which is not appropriate for use as a basis for the share valuation.

From the date of such financial statement up to the present, the item having a crucial impact on the assets and liabilities of Tonson is an increase in liabilities due to the increased accrued interest expense, and the item having a significant effect on Tonson's performance and causing a drop in its retained earnings is the interest expense, whereas no revenues are generated from its operation.

Details of Tonson share valuation by the adjusted book value approach are tabulated below:

(Unit: Bt. million)	Book value as of Dec 31, 2010	Adjustment items		Book value after adjustment (before capital increase)	Capital increase/loan repayment	Book value after adjustment
		Appraised value of asset	Accrued interest expense (Jan-Jun 2011)			
Cash and cash equivalents	0.09	-	-	0.09	-	0.09
Raw land (Grand Canal Don Muang phase 3 and 6)	103.85	210.35	-	314.20	-	314.20*
Raw land (Grand Canal Don Muang phase 5)	7.73	-	-	7.73	-	7.73
Total assets	**111.66**	**210.35**		**332.02**	**-**	**332.02**
Short-term loans from and accrued interest payable to related parties	162.71	-	6.30	169.01	(10.0)	159.01
Other liabilities	0.21	-	-	0.21	-	0.21
Total liabilities	**162.92**	**-**	**-**	169.22	(10.0)	**159.22**
Registered capital	1.0	-	-	1.0	10.0	11.0
Unrealized gain on revaluation	-	210.35	-	210.35	-	210.35
Retained earnings	(52.26)	-	(6.30)	(58.56)	-	(58.56)
Total shareholders' equity	**(51.26)**	**210.35**	**(6.30)**	152.79	**10.0**	**162.79**
Book value (Bt./share)	**(512.60)**	**210.35**	**(6.30)**	**1,527.90**		**147.99**
Total number of issued and paid-up shares	**100,000**			**100,000**		**1,100,000**

Note: * Equal to the average appraisal price of the two independent valuers.

By this approach, the book value after adjustment (before capital increase) is appraised at Bt. 152.79 million, representing an adjusted book value per share of Bt. 1,527.90. By factoring into the book value calculation the effect of the capital increase and partial loan repayment, the book value after adjustment (after capital increase and partial loan repayment) will become Bt. 162.79 million, representing an adjusted book value per share of Bt. 147.99. In any case, the appraised value is higher than the offering price for Tonson shares of Bt. 10 per share.

We deem that the discounted cash flow approach is most suitable for the valuation of Tonson shares since it could reflect the existence of the assets that are closest to the present status and the current market value of the assets and in accordance with the selling price condition under the Call Option Agreement.

We have not adopted other valuation methods such as the book value approach, the market comparable approach, which includes the price to book value approach (P/BV), the price to earnings ratio approach (P/E) and the enterprise value to EBITDA approach (EV/EBITDA), because Tonson has a negative book value and a net loss which leads the share price appraised by these methods to become negative and fail to accurately reflect the value of Tonson shares *(details of Tonson's operating results and financial position are given in item 1.4.2 (c) Operating results and financial position)*.

We have not used the discounted cash flow approach for the valuation of Tonson shares primarily because Tonson currently cannot develop any property projects on the land in Grand Canal Don Muang Project Phase 3 and Phase 6 or its existing core assets since it has already granted the call option over these assets to the Company under the Call Option Agreement and, at the same time, it has no plan to develop any project on such land. As such, there is not any information available for use as assumptions for cash flow projection of any future projects under the management of the existing shareholders to be a basis for share valuation under this approach. The development of a single detached house project on the land in Phase 3 and a residential condominium project on the land in Phase 6 are development projects under the Company's business plan and will be funded by the Company's own financing sources and be implemented after the Company has acquired the land through its shareholding in Tonson.

b) Details of the asset valuation

The vacant land in Grand Canal Don Muang Project Phase 3 and Phase 6 is a raw land planned to be developed into a real estate project in the name of Grand Canal Don Muang Project, covering a total area of 53-2-66.3 rai located next to a road in Grand Canal Don Muang Project on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok.

Such land has been appraised by two independent valuers, TAP with an appraisal report dated February 15, 2011, and Accurate with an appraisal report dated March 11, 2011. Their appraisal reports can be used for public purpose. The details of their valuation can be summarized as follows:

<table>
<tr><th rowspan="2"></th><th rowspan="2">Nature of asset</th><th rowspan="2">Owner</th><th colspan="2">Appraised value by independent valuer</th></tr>
<tr><th>TAP</th><th>Accurate</th></tr>
<tr><td rowspan="3">Land</td><td rowspan="3">- Title deed no. 11934 with total area of 53-2-66.3 rai or 21,466.30 sq. wah
- The land is partly under servitude right of access for other plots of land in the project, and partly being a lagoon of the project.
- The private property with right of servitude was already registered.</td><td rowspan="3">Tonson</td><td>Bt. 300.34 million
(Bt. 15,000/sq.wah)
With deduction of the area under servitude right of 506.40 sq.wah and the lagoon area of 937.5 sq.wah,[1/] the net area for valuation is 50-0-22.4 rai or 20,022.40 sq.wah.</td><td>Bt. 328.07 million
(Bt. 16,000/sq.wah)
With deduction of the area under servitude right of 506.40 sq.wah and the lagoon area of 455.8 sq.wah,[1/] the net area for valuation is 51-1-04.1 rai or 20,504.1 sq.wah.</td></tr>
<tr><td colspan="2">Average appraisal price of Bt. 314.20 million</td></tr>
<tr><td colspan="2">Official appraisal price is not available because such land is not on the survey list.</td></tr>
</table>

Note: [1/] The lagoon area adopted by the two valuers is different, depending on the measurement method of each valuer.

Valuation by TAP

TAP valued the land by the **market approach** based on analysis and comparison of market prices with the appraised property through a survey of comparable plots of land that were actually sold and purchased.

TAP made a market survey on seven plots of vacant land and selected five plots that are comparable with the appraised property, with the offering price/sale & purchase price ranging between Bt. 21,609 and Bt. 75,800 per sq. wah. These plots of land were graded by the Weighted Quality Score technique based on the quality factors that could affect the asset value such as location, land size and shape, land level, communication, public utilities, and land potential and utilization. Then, the relationship between the asset quality score and the land price was figured out by the regression analysis. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 5.)

The comparable market data are tabulated below:

Particulars	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Physical characteristic	Vacant land	Land and construction	Land and construction	Vacant land	Vacant land	Vacant land
Area	53-2-66.3 rai	10-0-77 rai	7-3-00 rai	18-0-00 rai	35-0-00 rai	70-2-56 rai
Location	Soi Grand Canal Don Muang Project	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Songprapha Road	Wiphawadi-Rangsit Road	Kamphaeng Phet 6 Road
Land shape	Multiangle	Rectangle	Multiangle	Multiangle	Multiangle	Rectangle, unequal sides
Land level compared with adjacent road	At road level (partly being a swamp)	At road level	At road level	At road level	0.3 m. below road level	0.3 m. below road level
Public utilities	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone
Type of road surface	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete	Asphalt
Offering price	-	Total Bt. 215 million (Bt. 52,734/sq.wah)	Total Bt. 248 million (Bt. 75,800 /sq.wah)	Bt. 35,000/ sq.wah	Bt. 60,000/ sq.wah	Total Bt. 610.60 million (Bt. 21,609/ sq.wah)
Town planning zone	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)
Land utilization	Residential property project	Commercial use	Commercial use	Commercial use	Commercial use	Residential property project
Others	-	Construction was not valued since it is an old go-down in poor	Construction is a 4-storied building with total area of	-	-	This is a large land divided into two non-connected

Particulars	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
		condition.	2,000 sq.m. and construction cost of about Bt. 13 million.			parcels.

TAP deducted from the calculation the parcel of land under servitude right of access, covering 1-1-6.4 rai or 506.40 sq. wah, and another parcel which is a lagoon of about 2 meters in depth, covering 2-1-37.5 rai or 937.5 sq. wah, resulting in a net area for valuation of 50-0-22.4 rai or 20,022.40 sq. wah. Moreover, piling work was done on most part of the land in preparation for a large building construction in the future and it was incorporated as a component part of the land. The land was **valued at Bt. 15,000 per sq. wah or a total of Bt. 300.34 million**.

Valuation by Accurate

Accurate employed the **market data comparison approach** to value the land by analyzing and comparing with the offering prices or sale and purchase prices of comparable land, based on a bargained price and transaction period.

In the valuation, Accurate made a survey on six pieces of vacant land and chose four comparable plots of land, with the offering prices ranging between Bt. 21,609 and Bt. 60,000 per sq. wah. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size, market demand, etc. Then, the relationship between the asset quality score and the land price was figured out by the Weighted Quality Score technique through the regression analysis to arrive at the appraised value. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 6.)

The comparable market data are as follows:

Particulars	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Nature and condition of asset	Vacant land, completely filled, partly being a lagoon	Vacant land, not yet filled, at 0.3 m. below road level	Vacant land, completely filled	Vacant land, not yet filled, at 0.3 m. below road level	Vacant land, completely filled
Area	53-2-66.3 rai	35-0-00 rai	18-0-00 rai	70-2-56 rai	1-3-35 rai
Location	Next to a road in Grand Canal Don Muang Project	Wiphawadi-Rangsit Road	Songprapha Road	Kamphaeng Phet 6 Road	Songprapha Road
Land shape	Multiangle	Multiangle	Multiangle	Rectangle	Rectangle
Offering price (baht)	-	Bt. 60,000/ sq.wah	Bt. 35,000/ sq.wah	Total Bt. 610.60 million (Bt. 21,609/sq.wah)	Total Bt. 29 million (Bt. 39,455/sq.wah)

Accurate deducted from the calculation the parcel of land under servitude right of access, covering 1-1-06.4 rai or 506.4 sq. wah, and another parcel which is a lagoon, covering about 1-0-55.8 rai or 455.8 sq. wah, resulting in a net area for valuation of 51-1-04.1 rai or 20,504.1 sq. wah. Accurate viewed that the land in Data 3 (whose quality score was nearest to Tonson land's) is located next to Kamphaeng Phet 6 Road with a total land area of over 70 rai offered at Bt. 21,609 per sq. wah, compared with Tonson's land which is smaller and farther from the public road, about 1 km. from Kamphaeng Phet 6 Road. Accurate accordingly **valued the land of Tonson at Bt. 16,000 per sq. wah or a total of Bt. 328.07 million**.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition.

Moreover, the deduction of the parcel of land under servitude right of access and the piece of land which is a lagoon from the valuation is deemed reasonable. This is because the landowner cannot utilize the land with servitude right for any purpose other than for an access of other nearby plots of land within the project, nor use the land which is a lagoon other than its benefit in terms of adding to a beautiful landscape for the project.

The discrepancy in the lagoon area adopted in the calculation by the two valuers resulted from the fact that there was no document or registration certifying the exact area of the lagoon and, thus, the lagoon area was derived based on the measurement method of each valuer. TAP used Asia Point's satellite picture and a meter to measure the lagoon area, while Accurate measured the lagoon area at the project site by comparing with the road length.

However, by applying an equal lagoon area to the valuation by the two valuers, the appraised price will relatively increase (decrease) by Bt. (7.22) million – Bt. 7.71 million, as detailed in the table:

	Valuer	
(Unit: Square wah)	**TAP**	**Accurate**
Total land area	21,466.30	21,466.30
Less Servitude land	506.40	506.40
Less Lagoon area	937.50	455.80
Net appraised area	20,022.40	20,504.10
Appraised price (Bt./sq.wah)	15,000.00	16,000.00
Total appraised price (Bt. million) (1)	**300.34**	**328.07**
Calculation of impact		
Less Lagoon area	(455.80)	(937.50)
Net appraised area	20,504.10	20,022.40
Total appraised price (Bt. million) (2)	**307.56**	**320.36**
Difference of (1) and (2)	**(7.22)**	**7.71**

Taking into account the valuation by the two valuers of the vacant land in Grand Canal Don Muang Project Phase 3 and Phase 6 at Bt. 300.34 million – Bt. 328.07 million, compared with the offering price of Tonson shares, which is partly based upon the average of the appraised price by the two valuers at Bt. 314.20 million, it is found that the said offering price is within the appraised price range of the two valuers. Moreover, the valuation approaches used by the two valuers are deemed appropriate. We therefore are of the opinion that the offering price of Tonson shares, appraised by the adjusted book value approach from adjustment of the raw land which makes up almost the entire assets of Tonson, based on the average appraised price of the assets by the two valuers, is reasonable.

c) Assessment of appropriateness of the project investment or implementation

Grand Canal Don Muang Project Phase 3 and Phase 6 currently consists of a vacant land, already filled, and a lagoon which helps to beautify the project's landscape. It will be developed into a housing estate for sale. Phase 3 will feature a single house project, scheduled for project opening to sale in April 2013 and closing in December 2014. Phase 6 will be developed into a condominium project, to be opened in January 2013 and closed in December 2015.

We have assessed the viability of the above project by estimating its net present value, payback period and internal rate of return based on the project's financial projection.

We have prepared the financial and cash flow projection by basing upon the data and assumptions available from the Company's management, with some adjustments made to the said assumptions to be compatible with the information additionally obtained from the management. The projection is also based on the information from interviews with the management, together with analysis of other property-related information. The assumptions have been set under the present economic environment. Thus, if the economic condition and other external factors that have an impact on the project operation change significantly from the assumptions, the value of the project appraised herein will change as well.

1. Grand Canal Don Muang Project (Phase 3)

Grand Canal Don Muang Project Phase 3 will be developed into an 86-unit single house project. The project land currently remains vacant. Construction is expected to begin in 2013 and income recognition will start from mid-2014 onwards.

Key assumptions for the financial projection are as follows:

1.1 Income from sales of property

Payment for the single houses in the project is set to be made by customers in two tranches: (1) a down payment at 10% of selling price, divided into a deposit of Bt. 5,000/unit payable on the reservation date, a deposit of Bt. 50,000/unit payable on the agreement signing date and the remainder payable in eight installments starting in the following month after agreement signing, and (2) the rest 90% payable on the transfer date. Under the projection, transfer could begin in one year after the sale opening date.

The project will offer 86 units of single houses each with a land area of about 50 sq.wah and a usable space of about 150 sq.m. at an average price of Bt. 8.25 million. The selling price is based on the average achievable target price for the whole project according to the management's projection and comparable with nearby projects, and also based on the sharing of facilities with Phase 1 and Phase 2. The details are as follows:

Project	Company	Selling price (Bt. million)	Land area (sq.wah)	Usable area (sq.m.)
1. Grand Canal Don Muang Phase 1	Super Assets Co., Ltd.	10.00 - 16.00	100 - 170	240 - 330
2. Grand Canal Don Muang Phase 2	Grand Fortune Co., Ltd.	7.00 - 20.00	70 - 200	200 - 400

Source: GLAND as of September 2011

1.2 Cost of project

Cost of Grand Canal Don Muang Project Phase 3 is composed of land cost and construction cost. The land cost is set to be equal to the independent valuers' land appraised value that they used for adjustment of the book value of Tonson to derive a fair value for the purchase of Tonson shares, which is Bt. 157.10 million (based on an estimated 50% use of land under title deed no. 11984 of 53-2-66.3 rai appraised at Bt. 314.20 million). The project has a total construction area of about 15,400 sq.m., with construction cost of Bt. 15,094/sq.m., and other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general and the projection by the Company's management as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost, the total construction cost is estimated at Bt. 17,208 per sq.m.

1.3 Selling and administrative expenses

Selling and administrative expenses are set as a percentage of property sale income, in line with the estimation of expenses of property projects in general, as follows:

- Commission fee of 3% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Transfer fee of 5.80% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Marketing expense of 1% of sale income, to be incurred after the reservation deposit is paid by customers
- Operating expense of Bt. 0.25 million per month

1.4 Interest expenses

Since the Company is still seeking financing sources for this project from financial institutions, the interest rate on loans for project development is conservatively projected, based on the maximum rate expected from financial institutions, to be 7.50% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

1.5 Discount rate

Discount rate used for finding the net present value of the project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement (see details of WACC calculation in item 4.2 'Valuation of GLAND shares').

Table illustrating the net present value, payback period and IRR of Grand Canal Don Muang Project Phase 3 over 2011-2014

Unit: Bt. million		2011	2012	2013	2014
Cash inflow		-	-	41.40	668.10
Cash outflow		-	-	266.77	131.00
Net cash inflow (outflow)		-	-	(225.37)	537.10
Cumulative net cash flow		(157.10)	(157.10)	(382.47)	154.62
Payback period (year)	2.88	0.17	1.00	1.00	0.71

Unit: Bt. million		2011	2012	2013	2014
PV of cash flow-net		-	-	(193.82)	430.83
Total PV of net cash flow	237.01				
Initial cost of project	(157.10)				
NPV	**79.91**				
IRR	**15%**				

From the calculation of the present value of cash flow of Grand Canal Don Muang Project Phase 3 by using the Company's WACC of 7.21% as a discount rate, we could appraise the Project's NPV at Bt. 79.91 million with an IRR of around 15% per year, which is higher than the Company's weighted average cost of capital (WACC) of 7.21% and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). The payback period is estimated at 2.88 years.

2. Grand Canal Don Muang Project (Phase 6)

Grand Canal Don Muang Project Phase 6 will be developed into a 4,000-unit residential condominium project. The project land currently remains vacant. Construction is expected to begin in 2013 and income recognition will start from mid-2014 onwards.

Key assumptions for the financial projection are as follows:

2.1 Income from sales of propert

Payment for the condominium units in the project is set to be made by customers in two tranches: (1) a down payment at 10% of selling price, divided into a deposit of Bt. 5,000/unit payable on the reservation date, a deposit of Bt. 50,000/unit payable on the agreement signing date and the remainder payable in eight installments starting in the following month after agreement signing, and (2) the rest 90% payable on the transfer date.

The project will offer 4,000 units of residential condominium, divided into three phases: phase 1 of 1,600 units, phase 2 of 1,600 units and phase 3 of 800 units. The sales target is set to be roughly 95% of total project. Transfer is expected to begin in one year and a half after the sale opening date of each phase.

Income is projected from sales volume and selling price per sq.m. The project offers a total of 4,000 units each with an area of about 50 sq.m. at an average price of Bt. 37,000/sq.m. (Bt. 1.85 million/unit). The selling price is based on the average achievable target price for the whole project according to the management's projection and comparable with nearby rival projects, as follows:

Project	Company	Selling price (Bt./sq.m.)	Total units	Target completion date
1. Lumpini CondoTown-Ramintra Nawamin	L.P.N. Development Plc.	34,000	2,500	December 2010
2. Parc Exo Kaset-Navamintra Condominium	Angpao Assets Plc.	34,000 - 35,000	1,350	June 2012
3. Dcondo Ramindra	Sansiri Plc.	34,400	825	October 2012
4. Den Vibhavadi	M.K. Real Estate Development Plc.	37,800	706	November 2012
5. Plum Condo Nawamintr	Preuksa Real Estate Plc.	24,000 - 28,000	711	March 2013

Source: Survey by IFA as of September 2011

2.2 Cost of project

Cost of Grand Canal Don Muang Project Phase 6 is composed of land cost and construction cost. The land cost is set to be equal to the independent valuers' land appraised value that they used for adjustment of the book value of Tonson to derive a fair value for the purchase of Tonson shares, which is Bt. 157.10 million (based on an estimated 50% use of land under title deed no. 11984 of 53-2-66.3 rai appraised at Bt. 314.20 million). The project has a total construction area of about 300,000 sq.m., with construction cost of Bt. 15,730/sq.m., and other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general and the projection by the Company's management as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost, the total construction cost is estimated at Bt. 17,932 per sq.m.

2.3 Selling and administrative expenses

Selling and administrative expenses are set as a percentage of property sale income, in line with the estimation of expenses of property projects in general, as follows:

- Commission fee of 3% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Transfer fee of 5.80% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Marketing expense of 2% of sale income, payable in four periods at about 6-month intervals from the pre-sale marketing and from completion of phase 1
- Operating expense of Bt. 0.50 million per month

2.4 Interest expenses

Since the Company is still seeking financing sources for this project from financial institutions, the interest rate on loans for project development is conservatively projected, based on the maximum rate expected from financial institutions, to be 7.5% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

2.5 Discount rate

Discount rate used for finding the net present value of the project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement (see details of WACC calculation in item 4.2 'Valuation of GLAND shares').

Table illustrating the net present value, payback period and IRR of Grand Canal Don Muang Project Phase 6 over 2011-2015

Unit: Bt. million		2011	2012	2013	2014	2015
Cash inflow		-	-	263.50	2,960.00	3,806.50
Cash outflow		-	-	2,016.50	2,111.72	2,174.61
Net cash inflow (outflow)		-	-	(1,753.00)	848.28	1,631.89
Cumulative net cash flow		(157.10)	(157.10)	(1,910.10)	(1,061.82)	570.07
Payback period (year)	3.82	0.17	1.00	1.00	1.00	0.65
PV of cash flow-net		-	-	(1,507.55)	680.45	1,220.98
Total PV of net cash flow	393.88					
Initial cost of project	(157.10)					
NPV	**236.78**					
IRR	**14%**					

From the calculation of the present value of cash flow of Grand Canal Don Muang Project Phase 6 by using the Company's WACC of 7.21% as a discount rate, we could appraise the Project's NPV at Bt. 236.78 million with an IRR of around 14% per year, which is higher than the Company's weighted average cost of capital (WACC) of 7.21% and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). The payback period is estimated at 3.82 years.

4.1.3 Vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9

The Company will purchase from Grand Fortune a total of 11 plots of land in Grand Canal Don Muang Project Phase 8 and Phase 9 covering a total area of 4-0-69.6 rai or 1,669.6 sq.wah, located on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok, at a total price of Bt. 20,893,900, which will be paid fully in cash by the Company. The land is a raw land in Grand Canal Don Muang Project, with details as follows:

- *Land in Grand Canal Don Muang Project Phase 8* is under the ownership of Grand Fortune, comprising nine plots with a total area of 3-0-08 rai or 1,208 sq.wah, filled up already at road level, divided into:

    - Portion 1 consists of seven plots under title deeds no. 13487-13493 covering 2-0-84 rai or 884 sq.wah. The land is totally vacant with a parcel serving as a public roadway and another parcel under servitude right of access.

    - Portion 2 consists of two plots under title deeds no. 13484-13495 covering 0-3-24 rai or 324 sq.wah. It houses a multipurpose building with restrooms (such building is not a property of Grand Fortune, but belongs to its tenant who has rented the land for a short term to serve as a taxi garage).

- Grand Canal Don Muang Project Phase 9 is under the ownership of Grand Fortune, comprising two plots under title deeds no. 13600-13601 with a total area of 1-0-61.6 rai or 461.6 sq.wah. It is a vacant land, entirely filled and improved. A part of the land is a power transmission line and high pressure fuel pipe area, where no building is allowed to be constructed within a radius of 3 meters.

(a) Appropriateness of the land acquisition price

After the acquisition, the Company plans to develop a property project on the land in Grand Canal Don Muang Project Phase 8 and Phase 9. Phase 8 will be developed into 36 units of townhouses, with development planning to begin in 2012, and Phase 9 into a 1,380-sq.m. hypermarket, with planning to start in 2012. The land in these two phases is under the Call

Option Agreement which grants the Company the right to buy the said properties for development at a price not exceeding the market price or a fair value appraised by an independent valuer to be jointly appointed by the Company and the right grantor from the Independent Valuer List approved by the Thai Valuers Association and the Valuers Association of Thailand. Such agreement has been executed with a view to preventing a conflict of interest that may arise after Charernkrit Group and Ratanarak Group sold and/or transferred the entire assets and/or entire business of their related companies to GLAND in December 2009, with these sellers agreeing not to operate a property business in competition with the Company.

We are of the opinion that a reasonable price fit for determining the acquisition price of the land in Grand Canal Don Muang Project Phase 8 and Phase 9 should be based upon the market price or fair value appraised by an independent valuer approved by the Thai Valuers Association and the Valuers Association of Thailand. This is a commonly-used method of determining a reasonable sale and purchase price of land and could accurately reflect the asset value. Thus, in identifying the fairness of the above-mentioned land acquisition price, we have considered the property appraisal presented in the appraisal reports of the two independent valuers, TAP and Accurate, together with other information obtained from the Company and from interviews with its management.

We find that the acquisition price of the land in Grand Canal Don Muang Project Phase 8 and Phase 9 of Bt. 20.89 million is within the appraised price range of the two valuers of between Bt. 18.93 million and Bt. 22.86 million *(see details in item 4.1.3 (b) Details of the land valuation)*. Such land acquisition price is determined from the average of the appraised market prices by the two valuers which is in line with the condition set out in the Call Option Agreement. Therefore, the land acquisition price determined at Bt. 20.89 million is deemed appropriate.

(b) Details of the land valuation

The land in Grand Canal Don Muang Project Phase 8 and Phase 9 is a raw land for further development in the name of Grand Canal Don Muang Project with a total area of (two phases) 4-0-69.6 rai or 1,669.6 sq.wah located on Kamphaeng Phet 6 Road, Si Kan Sub-district, Don Mueang District, Bangkok.

Such land has been appraised by the two independent valuers, TAP with an appraisal report dated February 16, 2011, and Accurate with an appraisal report dated March 11, 2011. Their appraisal reports can be used for public purpose. The details of their valuation can be summarized as follows:

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer	
			TAP	Accurate
Market approach	**1. <u>Land in Phase 8</u>** Portion 1: Under title deeds no. 13487-13493 with a total area of 2-0-84 rai or 884 sq. wah, being a vacant land partly deducted for public road and partly under servitude right	Grand Fortune	Bt. 11.096.23 million (Bt. 20,000/sq.wah) The parcel as public roadway of 12.5 sq.wah and another parcel under servitude right of 560 sq.wah[1/] were deducted from the calculation, resulting in a net appraised area of 0-3-11.5 rai or 311.5 sq.wah.	Bt. 556.324.79 million (Bt. 16,000/sq.wah) The parcel as public roadway of 12.5 sq.wah and another under servitude right of 572 sq.wah[1/] were deducted from the calculation, resulting in a net appraised area of 0-2-99.5 rai or 299.5 sq.wah.
	Portion 2: Under title deeds no. 13484-13485 with a total area of 0-3-24 rai or 324 sq. wah - Not connected with public roadway (next		Bt. 4.86 million (Bt. 15,000/sq.wah) The building was not appraised since it belongs to the tenant who has rented the land only for a short period for use as a	Bt. 5.83 million (Bt. 18,000/sq.wah) The construction, which belongs to the tenant, was excluded from the appraisal.

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer	
			TAP	Accurate
	to other private property, but no servitude right is granted) - Housing a multipurpose building with restrooms		taxi garage. Thus, the appraisal was made by assuming that the land is free from any rental agreement.	
	Total		**11.09**	**Bt. 10.62 million**
			Official appraised value of Bt. 25,000/sq.wah	
	2. Land in Phase 9 - Under title deeds no. 13600-13601 with a total area of 1-0-61.6 rai or 461.6 sq.wah - Official appraisal: Not on the survey list	Grand Fortune	Bt. 11.77 million (Bt. 34,000/sq.wah) The power transmission line and high pressure fuel pipe area of 115.5 sq.wah was deducted from the appraisal, resulting in a net appraised area of 0-3-46.1 rai or 346.1 sq.wah.	Bt. 8.31 million (Bt. 24,000/sq.wah) The power transmission line and high pressure fuel pipe area of 115.5 sq.wah was deducted from the appraisal, resulting in a net appraised area of 0-3-46.1 rai or 346.1 sq.wah.
			The official appraised price is not available since the land is not on the survey list.	
Total (Phase 8 and Phase 9)			**Bt. 22.86 million**	**Bt. 18.93 million**
			Average appraised value of **Bt. 20.89 million**	

Note [1/] The area of land under servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

Valuation by TAP

TAP appraised the vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9 by the **market approach** based on analysis and comparison of market prices with the appraised property through a survey of comparable plots of land that were actually sold and purchased or were offered for sale.

TAP made a market survey on 10 plots of vacant land and selected five plots that are comparable with the appraised property, with the offering price ranging between Bt. 21,609 and Bt. 75,800 per sq. wah. These plots of land were graded by the Weighted Quality Score technique based on the quality factors that could affect the asset value such as location, land size and shape, land level, communication, public utilities, and land use potential. Then, the relationship between the asset quality score and the sale and purchase price was figured out by the regression analysis. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, pages 7-9.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Physical characteristic	Vacant land	Land and construction	Land and construction	Vacant land	Vacant land	Vacant land
Area	Phase 8: 3-0-08 rai Phase 9: 1-0-	10-0-77 rai	7-3-00 rai	18 rai	35 rai	70-2-56 rai

Particulars	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
	61.5 rai					
Location	Kamphaeng Phet 6 Road	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Songprapha Road	Wiphawadi-Rangsit Road	Kamphaeng Phet 6 Road
Land shape	Multiangle	Rectangle	Multiangle	Multiangle	Multiangle	Rectangle, unequal sides
Land level compared with adjacent road	At road level	At road level	At road level	At road level	0.30 m. below road level	0.30 m. below road level
Public utilities	Power, water supply, telephone and water drainage pipe	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone
Type of road surface	Asphalt	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete	Asphalt
Offering price	-	Total Bt. 215 million (Bt. 52,734/sq.wah)	Total Bt. 248 million (Bt. 75,800/ sq.wah)	Bt. 35,000/ sq.wah	Bt. 60,000/ sq.wah	Bt. 21,609/ sq.wah
Town planning zone	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)
Land utilization	Residential & commercial use	Commercial use	Commercial use	Commercial use	Commercial use	Housing estate
Others	-	A go-down in poor condition, not appraised	A 4-storied building with total space of 2,000 sq.m. and approximate construction cost of Bt. 13 million	-	-	A large plot of land divided into two non-connected parcels

In the valuation of the land in Phase 8, Portion 1, TAP deducted from the calculation the parcel of land under servitude right of 560 sq.wah and the land being a public road of 12.5 sq.wah, resulting in a net appraised area of 0-3-11.5 rai, which was valued at **Bt. 20,000 per sq. wah or a total of Bt. 6.23 million**. As for the land in Phase 8, Portion 2, since it is not connected with a public roadway and there is no servitude right of access from a neighboring plot of land (it is adjacent to a private land which is a roadway with servitude right not yet granted), TAP valued this plot, covering 0-3-24 rai or 324 sq.wah, lower than the land in Portion 1 at **Bt. 15,000 per sq. wah or a total of Bt. 4.86 million**.

In the valuation of the land in Phase 9, the power transmission line and high pressure fuel pipe area of 0-1-15.5 rai or 115.5 sq.wah was deducted from the calculation, resulting in a net appraised area of 0-3-46.1 rai or 346.1 sq.wah, which was valued at **Bt. 34,000 per sq. wah or a total of Bt. 11.77 million**.

Thus, the land in Grand Canal Don Muang Project Phase 8 and Phase 9 was appraised by TAP at a total of **Bt. 22.86 million**.

Valuation by Accurate

Accurate employed the **market data comparison approach** to value the land by analyzing and comparing with the offering prices or sale and purchase prices of comparable land, based on a bargained price and transaction period.

In the valuation, Accurate made a survey on six plots of land in nearby areas and chose four comparable plots of vacant land, with the offering price ranging between Bt. 15,000 and Bt. 39,455 per sq. wah. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size and shape, market demand, etc. Then, the relationship between the asset quality score and the land price was figured out by the Weighted Quality Score technique through the regression analysis to arrive at the appraised value. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, pages 10-12.)

The comparable market data are as follows:

Particulars	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Nature and condition of asset	Improved vacant land Phase 9: At road level Phase 8: At road level	Vacant land, filled already to road level	Vacant land, filled already to road level	Vacant land, filled already to road level	Vacant land, filled already to road level
Area	3-0-08 rai	1-3-35 rai	2-1-42 rai	0-2-04.3 rai	0-1-02 rai
Location	Grand Canal Don Muang Project	Songprapha Road	Nana Garden Project	Ban Thanika Project	Yucharoen Village Project, Soi 8
Land shape	Multiangle	Rectangle	Rectangle	Rectangle	Rectangle
Offering price	-	Total Bt. 29 million (Bt. 39,455/sq.wah)	Bt. 15,000/sq.wah	Bt. 24,000/sq.wah	Bt. 35,000/sq.wah

In the valuation of the land in Phase 8, Portion 1, Accurate deducted from the calculation the parcel of land under servitude right of 572.0 sq.wah and the land being a public road of 12.5 sq.wah, resulting in a net appraised area of 0-2-99.5 rai or 299.5 sq.wah, which was valued at **Bt. 16,000 per sq. wah or a total of Bt. 4.79 million**. As for the land in Phase 8, Portion 2, since it is connected with a private roadway, but with no servitude right of access granted, Accurate valued this plot, covering 0-3-24 rai or 324 sq.wah, at **Bt. 18,000 per sq. wah or a total of Bt. 5.83 million**.

Nonetheless, Accurate viewed that the appraised price of the land in Phase 8, Portion 1, of Bt. 16,000 per sq.wah is contingent upon the servitude right. Given that the servitude right is terminated in the future, the shape of the land will become more attractive with the usable area increased to 2-0-71.5 rai or 871.5 sq.wah and, therefore, the appraised value scaled up to **Bt. 24,000 per sq. wah or a total of Bt. 20.92 million**.

In the valuation of the land in Phase 9, Accurate excluded the power transmission line and high pressure fuel pipe area of 0-1-15.5 rai or 115.5 sq.wah from the calculation, resulting in a net appraised area of 0-3-46.1 rai or 346.1 sq.wah, which was valued at **Bt. 24,000 per sq. wah or a total of Bt. 8.31 million**.

Thus, the land in Grand Canal Don Muang Project Phase 8 and Phase 9 was appraised by Accurate at a total of **Bt. 18.93 million**.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition.

The exclusion of the parcel of land under servitude right, the land being a public roadway, the high pressure fuel pipe area that is prohibited from construction, and the construction on land rented to other person from the land appraisal is considered reasonable since the landowner may not utilize those parcels of land and such construction on the land rented to other person is not a property of the landowner.

In addition, the area of land under servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

The discrepancy in the appraised value by the two valuers depends on their selected comparable market data, weighting on the quality factors, and scoring of the appraised property and comparable plots of land, which would vary with the viewpoint and judgment of the individual valuers who have conducted the property valuation under the professional practices.

(c) Assessment of appropriateness of the project investment or implementation

Currently, Grand Canal Don Muang Project Phase 8 and Phase 9 is still a vacant land already filled and improved. The land in Phase 8 will be developed into townhouses, with the project opening scheduled for October 2012 and ending in December 2013, whereas the land in Phase 9 will be developed into a hypermarket, with construction to start in 2012 and to be complete and ready for rent in 2013.

We have assessed the viability of the above project by estimating its net present value, payback period and internal rate of return based on the project's financial projection.

We have prepared the financial and cash flow projection by basing upon the data and assumptions available from the Company's management, with some adjustments made to the said assumptions to be compatible with the information additionally obtained from the management. The projection is also based on the information from interviews with the management, together with analysis of other property-related information. The assumptions have been set under the present economic environment. Thus, if the economic condition and other external factors that have an impact on the project operation change significantly from the assumptions, the value of the project appraised herein will change as well.

1. Grand Canal Don Muang Project (Phase 8)

Grand Canal Don Muang Project Phase 8 will be developed into a 36-unit townhouse project. The land currently remains vacant, already filled and improved. Construction is expected to begin in Q3/2012 and income recognition will start in Q3/2013 onwards.

Key assumptions for the financial projection are as follows:

1.1 Income from sales of property

Payment for the townhouses in the project is set to be made by customers in two tranches: (1) a down payment at 10% of selling price, divided into a deposit of Bt. 5,000/unit payable on the reservation date, a deposit of Bt. 50,000/unit payable on the agreement signing date and the remainder payable in eight installments starting in the following month after agreement signing, and (2) the rest 90% payable on the transfer date. Under the projection, transfer could begin in one year after the sale opening date.

The project will offer 36 units of townhouses each with an average space of about 160 sq.m. at an average price of Bt. 3.50 million/unit. The selling price is based on the average achievable target price for the whole project according to Grand Canal management's projection and comparable with nearby rival projects. The details are as follows:

Project	Company	Selling price (Bt. million)	Usable area (sq.m.)
1. Ruam Tang Fhun 2 - Lamlukka Khlong 4	Sena Development Plc.	4.00	175
2. Sena Villa - Lamlukka Khlong 2	Sena Development Plc.	3.50	167

Source: Survey by IFA as of September 2011

1.2 Cost of project

Cost of Grand Canal Don Muang Project Phase 8 is composed of land cost and construction cost. The land cost is set to be equal to the price of land acquired from Grand Fortune at Bt. 10.86 million. The project has a total construction area of about 13,760 sq.m., with construction cost of Bt. 12,000/sq.m., and other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general and the projection by the Company's management as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost, the total construction cost is estimated at Bt. 13,680 per sq.m.

1.3 Selling and administrative expenses

Selling and administrative expenses are set as a percentage of property sale income, in line with the estimation of expenses of property projects in general, as follows:

- Commission fee of 3% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Transfer fee of 5.80% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Marketing expense of 1% of sale income, to be incurred after the reservation deposit is paid by customers
- Operating expense of Bt. 0.25 million per month

1.4 Interest expenses

Since the Company is still seeking financing sources for this project from financial institutions, the interest rate on loans for project development is conservatively projected, based on the maximum rate expected from financial institutions, to be 7.5% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

1.5 Discount rate

Discount rate used for finding the net present value of the project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement (see details of WACC calculation in item 4.2 'Valuation of GLAND shares').

Table illustrating the net present value, payback period and IRR of Grand Canal Don Muang Project Phase 8 over 2011-2013

Unit: Bt. million		**2011**	**2012**	**2013**
Cash inflow		-	2.03	123.97
Cash outflow		-	42.22	57.27
Net cash inflow (outflow)		-	(40.19)	66.70
Cumulative net cash flow		(10.86)	(51.05)	15.65
Payback period (year)	1.93	0.17	1.00	0.77
PV of cash flow-net		-	(37.06)	57.36
Total PV of net cash flow	20.30			
Initial cost of project	(10.86)			
NPV	**9.45**			
IRR	**20%**			

From the calculation of the present value of cash flow of Grand Canal Don Muang Project Phase 8 by using the Company's WACC of 7.21% as a discount rate, we could appraise the Project's NPV at Bt. 9.45 million with an IRR of around 20% per year, which is higher than the Company's weighted average cost of capital (WACC) of 7.21% and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). The payback period is estimated at 1.93 years.

2. Grand Canal Don Muang Project (Phase 9)

Grand Canal Don Muang Project Phase 9 will be developed into a hypermarket and retail outlets with a total area of 1,380 sq.m., divided into the hypermarket of 920 sq.m. and retail space of 460 sq.m. The land currently remains vacant, already filled and improved. Construction is expected to begin in 2012 and will take one year to complete, scheduled for completion and opening for rent in 2013.

Key assumptions for the financial projection are as follows:

2.1 Rental income

- Rental income from the hypermarket

The hypermarket space for rent is 920 sq.m. The occupancy rate is set to be 100% throughout the projection period. A rental contract will be signed with the rentees on a long term. The starting rental rate will be Bt. 800/sq.m./month, projected to increase by 15% every three years according to the Company's projection. Such starting rental rate is comparable with that of the nearby projects, as follows:

Project	Rental rate (Bt./sq.m.)
1. Retail space in Chaeng Watthana Government Center	1,000-1,200
2. Bon Marche Market (Prachachuen close to Wat Samien Nari)	700
3. Future Park Rangsit Level 1	1,800

- Rental income from the retail space

The retail space for rent is 460 sq.m. The occupancy rate is set to be 90% throughout the projection period. The starting rental rate will be Bt. 500/sq.m./month, projected to increase by 15% every three years.

2.2 Cost of project

Cost of Grand Canal Don Muang Project Phase 9 is composed of land cost and construction cost. The land cost is set to be equal to the price of land acquired from Grand Fortune at Bt. 10.04 million. The project has a total construction area of about 2,760 sq.m., with construction cost of Bt. 10,000/sq.m., and other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost, the total construction cost is estimated at Bt. 11,400 per sq.m.

2.3 Expenses on services and project management

Expenses on services and project management are set as a percentage of rental fee income, based on the estimation by the Company's management in line with the projection experiences in the earlier projects of the Company, as follows:

- Building tax of 12.50% of rental fee income, exclusive of services income (rental income is 40% of rental fee income and services income is 60% of rental fee income)
- Public utilities expense of 10% of rental fee income
- Management expense of 5% of rental fee income
- Marketing expense of 1% of rental fee income

2.4 Capital expenditure

Capital expenditure is composed of annual repair and maintenance cost of 3% of rental fee income, with depreciation cost, by the straight line method, of 5% per year of project cost.

2.5 Interest expenses

Since the Company is still seeking financing sources for this project from financial institutions, the interest rate on loans for project development is conservatively projected, based on the maximum rate expected from financial institutions, to be 7.5% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

2.6 Discount rate

Discount rate used for finding the net present value of the project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement (see details of WACC calculation in item 4.2 'Valuation of GLAND shares').

Table illustrating the net present value, payback period and IRR of Grand Canal Don Muang Project Phase 9 over 2011-2052

		2011	2012	2013	2014	2015	2016	2017	2018
Cash inflow		-	-	11.32	11.32	11.32	13.01	13.01	13.01
Cash outflow		(10.04)	(27.58)	(9.51)	(4.91)	(4.89)	(5.78)	(5.65)	(5.63)
Net cash inflow (outflow)		(10.04)	(27.58)	1.80	6.41	6.43	7.23	7.36	7.39
Cumulative net cash flow		(10.04)	(37.62)	(35.82)	(29.41)	(22.98)	(15.75)	(8.38)	(1.00)
Payback period (year)	7.29	0.17	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PV of cash flow-net			(25.43)	1.55	5.14	4.81	5.05	4.79	4.48
Total PV of net cash flow	105.12								
PV of residual value	4.19[1/]								
Initial cost of project	(10.04)								
NPV	**99.28**								
IRR	**19%**								

	2019	2020	2021	2022	2023	2024	2025	2026 - 2052
Cash inflow	14.97	14.97	14.97	17.21	17.21	17.21	19.79	1,046.50
Cash inflow from residual value								73.61
Cash outflow	(6.68)	(6.55)	(6.54)	(7.75)	(7.60)	(7.59)	(8.98)	(486.78)
Net cash inflow (outflow)	8.29	8.42	8.42	9.46	9.61	9.62	10.81	559.72
Cumulative net cash flow	7.29	15.71	24.13	33.59	43.20	52.81	63.62	8,005.85
Payback period (year)	0.12	-	-	-	-	-	-	-
PV of cash flow-net	4.69	4.45	4.15	4.35	4.12	3.84	4.03	75.09

Note: [1/] Residual value is measured from the projected market value of land and remaining value of buildings in year 2053 as follows:

(1) The market value of land in 2052 is projected by taking the present market value of land as appraised by the valuers at Bt. 10.04 million, multiplied by an increase rate of land price at 4.5% (based on information from the Government Housing Bank's Property Data Center) over a period of 41 years (according to the average yearly growth rate of the land price index in 1991-2010 of 4.5%) to derive the value of land in 2052 of about Bt. 61.02 million.

(2) The remaining value of buildings in 2052 is projected to be 40% of total construction cost (construction area of Phase 9 of around 2,760 sq.m. x construction cost of Bt. 11,400 per sq.m.), resulting in the remaining building value in 2053 of about Bt. 12.59 million.

The projection of the remaining value of buildings at 40% of total construction cost has been based on the Building Construction Appraised Price List of 2010 of the Valuers Association of Thailand. According to VAT's standards for valuation of buildings used for a long period of time, depreciation is made, as a percentage of useful life, until it is 40% of the building value and then the depreciation is stopped. The rationale behind this is that the structure of a building, if constructed with an acceptable engineering standard, could last for a hundred years, while it is all other components of the buildings, which make up about 60% of the building value, that will deteriorate by time. As such, it is estimated that for a building aged 30 years or more, at least its structure and other parts (if any) should have a value not less than 40% of the reconstruction cost.

By aggregating the value of land and construction above, the residual value is Bt. 73.61 million, equivalent to the present value in 2011 of Bt. 4.19 million.

From the calculation of the present value of cash flow of Grand Canal Don Muang Project Phase 9 by using the Company's WACC of 7.21% as a discount rate, we could appraise the Project's NPV at Bt. 99.28 million with an IRR of around 19% per year, which is higher than the Company's weighted average cost of capital (WACC) of 7.21% and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). The payback period is estimated at 7.29 years.

4.2 Valuation of GLAND shares

The Company will issue and offer 232,964,000 new ordinary shares with a par value of Bt. 1 per share on a private placement basis to BBTV, which is the Company's connected person, at the offering price of Bt. 2.56 per share, totaling Bt. 596,387,840. The Company will use the proceeds from the said capital increase either for lending to Sterling (after the Company has acquired Sterling shares) or for additional investment in Sterling by way of subscribing for new ordinary shares so that Sterling could use such loan or proceeds of the sale of new shares, as the case may be, for partial repayment of the debts owed by Sterling to BBTV and/or BBTVEQ.

We have determined the fairness of the offering price of GLAND shares on a private placement basis of Bt. 2.56 per share through share valuation by various approaches. The details of the share valuation are as follows:

1) Book Value Approach

The shares are valued by this method based on the book value of GLAND and its subsidiaries according to the consolidated financial statement as of June 30, 2011, audited by Mrs. Suvimol Krittayakiern of DIA International Auditing, an SEC-approved auditor, as shown in the below table:

Items	Amount
Shareholders' equity[1/] as of June 30, 2011 (Bt. million)	4,356.76
Par value (Bt./share)	1.00
Total number of paid-up shares (shares)	4,220.51
Book value per share (Bt.)	**1.03**

Note: [1/] Excluding minority interest.

The share valuation by this approach reflects the financial position of GLAND and its subsidiaries as of June 30, 2011 only, but could not reflect the present market value of the assets and the profitability prospect of the Company and its subsidiaries in the future.

Under this method, GLAND shares are appraised at Bt. 1.03 per share, which is lower than the offering price for the newly issued GLAND shares of Bt. 2.56 per share by Bt. 1.53 or 59.77%.

2) Adjusted Book Value Approach

Using this approach, the shares are appraised based on the book value from the consolidated financial statement ended June 30, 2011 of GLAND and its subsidiaries, adjusted by the crucial items arising and/or expected to arise after such financial statement date or other items with material impacts on value of assets and liabilities of the Company and its subsidiaries in order to reflect the most current net asset value or the true value of the Company.

We have identified the crucial items on the consolidated financial statement GLAND and its subsidiaries, including the relevant information that could affect the book value as of June 30, 2011, for adjustment of the book value. The adjustment items are as follows:

1) *The market value of assets appraised by the independent valuers*: The Company and its subsidiaries have total assets of Bt. 8,701.45 million. The major items are inventories and investment property which aggregately make up 84% of total assets and are in the projects under development, consisting of properties for sales, work in process, assets for rent, and buildings under construction for rent. The Company and its subsidiaries have had these assets appraised by independent valuers. We have therefore taken the difference between the appraised value by the independent valuers and the book value of the appraised assets for adjusting the book value of GLAND shares.

2) *Increase/Decrease in assets derived from the asset acquisition transactions approved by the 2011 Annual General Meeting of Shareholders*: The Company has acquired vacant land in Grand Rama 9 Project Plot 2 worth Bt. 1,930.04 million and vacant land in Grand Canal Don Muang Project Phase 7 of Bt. 296.58 million. Consideration for these assets would be paid in the form of new shares, cash and offset with the prepaid deposit. The said payment with new shares will then result in an increase in the Company's total paid-up shares (however, from the date of such shareholders' approval up to June 30, 2011, the Company had not yet accepted the asset transfer or paid for the acquired assets).

3) *Long-term investment in related party*: The Company made a long-term investment in Central Pattana 9 Square Co., Ltd. ("CPN9") indirectly through its subsidiary (Rama 9) of Bt. 104.52 million. The book value of such investment is adjusted by the working results of CPN9 up to the most recent period.

We have not adjusted value of other assets since the book value of these assets already reflects a fair value. Details of the assets are as follows:

Item	Value (Bt. million)	Details
1) Cash and cash equivalents	634.49	As of June 30, 2011, the Company and its subsidiaries had cash and cash equivalents totaling Bt. 634.49 million.
2) Trade accounts receivable-net	10.30	As of June 30, 2011, the Company and its subsidiaries had trade accounts receivable of Bt. 70.12 million, with allowance for doubtful accounts set aside at Bt. 59.82 million, resulting in trade accounts receivable-net of Bt. 10.30 million. Most of them were trade accounts receivable from other companies aged over one year, with allowance for doubtful accounts fully set aside, as follows: <u>Trade accounts receivable classified by aging period</u> (Bt. million) Accrued revenues 0.64 Current due 0.33 Aged 1 - 90 days 0.46 Aged 91 - 180 days - Aged 181 - 365 days - Aged over 365 days <u>59.89</u> Total 61.32 <u>Less</u> Allowance for doubtful accounts <u>(59.82)</u> Trade accounts receivable from other companies-net 1.50 Trade accounts receivable from related <u>8.80</u>

Item	Value (Bt. million)	Details
		companies Total trade accounts receivable-net 10.30 The Company and its subsidiaries have recorded an allowance for doubtful accounts based on the estimated non-collectible accounts and the collection experience. We deem that such allowance for doubtful accounts is appropriate and adequate.
3) Inventories-net	6,038.34	As of June 30, 2011, the Company and its subsidiaries had inventories-net of Bt. 6,038.34 million, comprising inventories of three property project: 1) Belle Grand Rama 9 Project of Bt. 3,799.81 million, 2) Central Plaza Grand Rama 9 Shopping Complex Project, for which a subsidiary (Rama 9) holds the construction license, of Bt. 1,655.90 million, and 3) land under development in Belle Sky Project of Bt. 582.62 million. Moreover, the Company had inventories in its media business of Bt. 15.27 million with allowance for defective and obsolete inventories set aside in full as the Company already discontinued its media business and sold its investment in the media subsidiary in Q1/2010. The Company and its subsidiaries had the inventories in property projects appraised by independent valuers. The difference between the said appraisal and the book value of such inventories is Bt. 366.34 - 536.11 million. We have factored the said difference in the adjustment of value of assets of the Company and it subsidiaries.
4) Advance payment under construction contracts-net	223.13	As of June 30, 2011, the Company and its subsidiaries had advance payment under construction contracts-net of Bt. 223.13 million, consisting of advance payment under construction contracts of Belle Grand Rama 9 Project of Belle and Central Plaza Grand Rama 9 Shopping Complex Project of Rama 9. Such advance payment is recorded, according to the construction contract made with a company, at 10% and 30% of construction expenses paid by Rama 9 based on step of work. The details are as follows: (Bt. million) Advance payment under construction contracts - related parties 91.23 Advance payment under construction contracts - other companies (condominium) 131.90 Advance payment under construction contracts - other companies Advance payment for construction cost-1st installment 53.50 Advance payment for construction cost-2nd installment 309.63 586.27 Less Construction cost paid on step of work at 10% and 30% (363.14) Advance payment under construction contracts-net 223.13 We deem that the advance payment under construction

Item	Value (Bt. million)	Details
		contracts is made according to the condition agreed upon between the contract parties.
5) Other current assets	15.70	As of June 30, 2011, the Company and its subsidiaries' other current assets amounted to Bt. 15.70 million, comprising (Bt. million) Value added tax 0.19 Properties foreclosed-net 8.09 Others 7.42 Total 15.70
6) Investments in related parties	104.52	As of June 30, 2011, a subsidiary (Rama 9) had an investment in a related party, i.e. CPN 9, with book value of such investments of Bt. 104.52 million. We have adjusted the investment value in CPN 9 by the retained deficit under the latest audited financial statement as of December 31, 2010 of Bt. 394.15 million, which is recognized according to the Company's shareholding (through Rama 9) at 2.55% or Bt. 10.05 million. We have adopted such difference in the adjustment of value of assets of the Company and its subsidiaries.
7) Investment property-net	1,264.71	As of June 30, 2011, the Company and its subsidiaries had investment property-net of Bt. 1,264.71 million, comprising buildings/buildings under construction for rent of two projects, The Ninth Tower Grand Rama 9 Project and GLAND Tower Grand Rama 9 Project. The Company and its subsidiaries had the investment property appraised by independent valuers. The difference between the said appraisal and the book value of such property is Bt. 231.21 - 478.18 million. We have factored the said difference in the adjustment of value of assets of the Company and it subsidiaries.
8) Property, plant and equipment-net	16.97	As of June 30, 2011, the Company and its subsidiaries had property, plant and equipment-net of Bt. 16.97 million, comprising sample rooms, furniture and office equipment, steel fence, computer equipment, makeshift construction, and tools and equipment, which were presented at cost and depreciated according to useful life to reflect the current value of the assets.
9) Prepayment for land rental to related parties-net	198.73	As of June 30, 2011, a subsidiary (Rama 9) had prepayment for land rental to related parties-net of Bt. 198.73 million, which is land rental prepaid under a leasehold right agreement term of 30 years of GLAND Tower Grand Rama 9 Project (Plot 1.2), as detailed below: (Bt. million) Land lease for development agreement 15.42 Land lease agreement 205.58 Total prepaid land rental 221.00 Less Accumulated amortization for prepaid rental of land lease for development agreement (3 years (Jul 1, 07-Jun 30, 10)) (15.42)

Item	Value (Bt. million)	Details
		Accumulated amortization for prepaid rental of land lease agreement (30 years (Jul 1, 10-Jun 30, 40)) (6.85) Prepayment for land rental to related parties-net 198.73
		Prepayment for land rental is recorded as asset according to the actual amount paid and is amortized over the lease agreement period.
10) Deposit under agreement to buy or lease land from related party	113.98	As of June 30, 2011, the Company and its subsidiaries had deposit under agreement to buy or lease land from related party (Charernkrit) of Bt. 113.98 million. The said deposit is under the agreement to buy or lease land of Grand Rama 9 Project Plot 2 as guarantee for the right to long-term land lease or land buying within three years from agreement signing date (September 30, 2009). The Company's 2011 AGM approved an acquisition of land in Grand Rama 9 Project Plot 2 from Charernkrit at a total value of Bt. 1,930.04 million, which will be paid by the Company partly by offsetting with the deposit under agreement to buy or lease land of Bt. 113.98 million.
11) Intangible assets-net	5.63	As of June 30, 2011, the Company and its subsidiaries had intangible assets-net of Bt. 5.63 million, consisting of computer software and being used in the business operation of the Company and its subsidiaries.
12) Other non-current assets	74.96	As of June 30, 2011, the Company and its subsidiaries' other non-current assets amounted to Bt. 74.96 million, comprising: (Bt. million) Withholding and prepaid income tax 30.43 Pledged bank deposit 43.86 Others 0.67 Total 74.96

As of June 30, 2011, the Company and its subsidiaries had total liabilities of Bt. 3,853.02 million, composed of the following key items:

(Bt. million)

Trade accounts payable	551.69
Accrued income tax	5.12
Unrecognized income on installment due	462.70
Retention payable	36.39
Other current liabilities	23.60
Deposit received under agreement to buy and sell buildings	1,452.15
Long-term loans	1,314.72
Guarantee for rent	5.29
Employee benefit obligation	1.36
Total	3,853.02

Liabilities are recorded by the amount actually paid or by the amount under the conditions set out in the relevant agreements. The key items as of June 30, 2011 were deposit received under agreement to buy and sell buildings of Bt. 1,452.15 million, which was received by a subsidiary from related party under agreement to buy and sell buildings under construction (the agreement value is Bt. 1,897.28 million), and long-term loans of Bt. 1,314.72 million, which are repayable on due dates specified in the loan agreement. For the liabilities, there are not any crucial items needing adjustment.

Details of the adjustment are as follows:

(1) Adjustment of value of land and construction in property development projects of the Company and its subsidiaries at the market value appraised by independent valuers

We have adjusted value of land and construction in property development projects of the Company and its subsidiaries as recorded in the consolidated financial statement as of June 30, 2011 so as to reflect a market value or a fair value of those assets. The adjustment has been based upon the appraised value by two independent valuers, Thai Property Appraisal Lynn Phillips Co., Ltd. ("TPA") and Sasiratchada Co., Ltd. ("Sasiratchada"), both of which are independent appraisers approved by the Thai Valuers Association and the Valuers Association of Thailand. The two valuers appraised four property projects, namely

(1) Land and construction in Belle Grand Rama 9 Project

(2) Long-term land leasehold right in GLAND Tower Grand Rama 9 Project (Plot 1.2)

(3) Land and construction in The Ninth Tower Grand Rama 9 Office Building Project

(4) Vacant land in Belle Sky Project

The property appraisal by the independent valuers can be summed up as follows:

(1) Land and construction in Belle Grand Rama 9 Project

Belle Grand Rama 9 Project is operated by Belle Development Co., Ltd. ("Belle") (a GLAND subsidiary). It is a residential condominium project offering 1,992 units in eight buildings, two buildings of 27 floors each, two of 34 floors each, two of 36 floors each, and two of 43 floors each, with an underground level, covering a total construction area of 343,313 square meters. All buildings are located on a podium of six levels, two of which are designated for commercial renting and four for car park. Currently, Phase 1 construction completed 64 percent in the structure and architecture was completed 35 percent. Phase 1 is scheduled for completion in early 2012 and phase 2 with the rest four buildings will be completed by mid-2013.

<table>
<tr><th rowspan="2">Valuation approach</th><th rowspan="2">Nature of asset</th><th rowspan="2">Owner</th><th colspan="2">Appraised value by independent valuer</th></tr>
<tr><th>TPA[1/]</th><th>Sasiratchada[1/]</th></tr>
<tr><td rowspan="2">1. Market approach and cost approach</td><td rowspan="2">- Land under seven title deeds no. 1589, 1848-1852 and 130032, covering a total area of 18-2-02 rai</td><td rowspan="2">Belle
(jointly owned by The Future Asset Co., Ltd. (the parcel with servitude right) under title deed no. 130032 of 1 sq.wah)
- The land has almost entirely been mortgaged to a commercial bank.</td><td>Bt. 1,546.25 million
(Bt. 250,000/sq.wah)
The plot with servitude right of 3-0-17 rai[2/] was deducted from calculation, resulting in a net appraised area of 15-1-85 rai.</td><td>Bt. 1,523.94 million
(Bt. 120,000 - 220,000/sq.wah)
The plot with servitude right of 2-2-45 rai[2/] was appraised at Bt. 120,000/sq.wah and the remaining area of 15-3-57 rai at Bt. 220,000/sq.wah.</td></tr>
<tr><td colspan="2">Official appraised value of Bt. 51,000/sq. wah</td></tr>
</table>

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer	
			TPA[1/]	Sasiratchada[1/]
	- Construction: 8 residential buildings of 27-34 levels and 36-43 levels, with underground floor (based on construction plan), currently under construction	Belle	2,826.30[3/] (Valued at Bt. 9,421 million upon completion)	2,696.02[3/] (Valued at Bt. 8,986.72 million upon completion)
Total			**Bt. 4,372.55 million**	**Bt. 4,220.00 million**
2. Residual method[4/]			**Bt. 4,395.00 million[4/]**	**Bt. 4,206.02 million**

Note: [1/] According to the appraisal reports of TPA and Sasiratchada, dated March 3, 2011 and March 7, 2011 respectively, which are used for public purpose.

[2/] The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

[3/] TPA and Sasiratchada appraised the construction according to the status as of the survey date (February 17, 2011), which was 30% of total construction work.

[4/] In the item 'Conclusion of market value of the appraised property' in TPA's report, no opinion was given regarding the appraisal by the residual method. Thus, we have not incorporated the appraised value of TPA by such approach into the book value adjustment.

(2) Long-term land leasehold right in GLAND Tower Grand Rama 9 Project (Plot 1.2)

GLAND Tower Grand Rama 9 Project (Plot 1.2) is operated by Rama 9 (a GLAND subsidiary), which is the holder of the long-term leasehold right. It is an A+ office building project with a total leasable area of about 69,800 square meters, consisting of two buildings of 26 levels and 36 levels respectively. Presently, the project is under construction of foundation and basement of the building.

(Unit: Bt. million)

Nature of asset	Owner	Valuation approach	Appraised value by independent valuer	
			TPA[1/]	Sasiratchada[1/]
Leasehold right to land under title deeds no. 787 and 3027 with a total area of 5-0-98.3 rai or 2,098.3 sq. wah	Super Assets Co., Ltd. and CKS Holding Co., Ltd. (The land is under a lease agreement between Super Assets Co., Ltd. and CKS Holding Co., Ltd., collectively "the Lessor," and Rama 9, "the Lessee.")	**1. Market approach and replacement cost approach**		
		- Leasehold value	**525.00[2/]**	**568.24[3/ 4/]**
		- Construction value (appraised based on the construction plan)		
		▪ Value as of survey date	21.30[5/]	20.97[5/]
		▪ Value upon **100%** complete	3,087.50	3,038.48
		Total value of leasehold right and construction as of survey date	**546.30**	**589.21[3/ 4/]**
		2. Income approach	**596.00**	**-**

Note [1/] According to the appraisal reports of TPA and Sasiratchada, dated March 7, 2011, which are used for public purpose.

[2/] TPA assumed the remaining lease term to be 39 years and 5 months.

3/ Sasiratchada assumed the remaining lease term to be 29 years and 4 months.

4/ According to Sasiratchada's appraisal report, it was indicated that the leasehold was appraised by only one method, i.e. the cost approach, with the market approach used for valuing the land only. The construction was also appraised by the cost approach. The appraised value of land was then aggregated with that of the construction. The hypothetical development method or the residual method was also employed to measure the value of vacant land. The calculation in such appraisal process by Sasiratchada is identical to that of TPA which applied the market approach and replacement cost approach in its appraisal. Thus, to compare the appraisal result of the two valuers, we have itemized the appraised price of Sasiratchada under the 'Market approach and replacement cost approach.'

5/ TPA and Sasiratchada appraised the construction according to the status as of the survey date (February 17, 2011), which was 0.69% of total construction work.

(3) Land and construction in The Ninth Tower Grand Rama 9 Office Building Project

This is a grade B+ to A- office building project with a total leasable area of approximately 66,000 square meters, consisting of an eight-level podium with one basement and two office towers of 31 and 38 floors respectively, sited at Ratchada-Rama 9 Junction, behind Central Plaza Grand Rama 9 Shopping Complex Project, currently still under construction.

Valuation approach	**Nature of asset**	**Owner**	**Appraised value by independent valuer (Bt. million)**	
			TPA[1/]	**Sasiratchada[1/]**
1. Market approach and cost approach	- Land under six title deeds no. 1680 - 1682, 1818, 1980, and 2940 with a total area of 7-2-61 rai or 3,061 sq. wah	GLAND (jointly owned by Rama 9 (the parcel with servitude right) under title deeds no. 1680-1681, 1818 and 1980, and jointly by The Future Asset Co., Ltd. (the parcel with servitude right) under title deed no. 1682) (The plots under title deeds no. 1680-1682 and 1818 have been mortgaged as collateral to a commercial bank for a loan of Bt. 326 million, whereas the plots no. 1980 and 2940 are unencumbered.)	Bt. 576.32 million (Bt. 320,000/sq.wah) The plot with servitude right of 3-0-60 rai[2/] was deducted from calculation, resulting in a net appraised area of 4-2-01 rai.	Bt. 556.32 million (Bt. 120,000-240,000/sq.wah) The plot with servitude right of 3-2-86 rai[2/] was appraised at Bt. 120,000/sq.wah and the remaining area of 3-3-75 rai at Bt. 240,000/sq.wah.
			Official appraised value	
			Bt. 45,000 - 90,000/sq.wah for three plots. The official appraised value for other plots is not available.	Bt. 45,000 - 110,000/sq.wah
	Two office towers of 31 and 38 floors, with the eight-level podium and one basement floor already completed and opened to service	GLAND	- Valued as of survey date at 724.50[3/] - Valued upon completion at Bt. 2,895.00 million	- Valued as of survey date at 889.31[4/] - Valued upon completion at Bt. 3,024.85 million
		Total value as of survey date	**1,300.82**	**1,445.63**
		Total value upon completion	3,471.32	3,581.17

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer (Bt. million)	
			TPA[1/]	Sasiratchada[1/]
2. Residual method			**1,315.00**	**1,492.32**

Note [1/] According to the appraisal reports of TPA and Sasiratchada, dated March 3, 2011 and March 7, 2011 respectively, which are used for public purpose.

[2/] The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

[3/] TPA appraised the construction according to the status as of the survey date (February 17, 2011), which was 26% of total construction work.

[4/] Sasiratchada appraised the construction according to the status as of the survey date (February 17, 2011), which was 35% of total construction work.

(4) Vacant land in Belle Sky Project

Belle Sky Project is operated by GLAND. The project will be developed into 17 condominium towers of eight levels with a total of 3,315 residential units, located on Kamphaeng Phet 6 Road (parallel with the northbound railway), Bang Khen, Lak Si, Bangkok.

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer	
			TPA[1/]	Sasiratchada[1/]
1. Market approach	- Land under 13 title deeds no. 2003-2008 and 3154-3160 with a total area of 35-0-12.90 rai or 14,012.9 sq.wah	GLAND (jointly owned by Rama 9 Hotel for the parcel with servitude right under title deed no. 3160 of 5 sq.wah)	Bt. 844.55 million (Bt. 68,000/sq.wah) The plot with servitude right of 3-3-93 rai[2/] was deducted from calculation, resulting in a net appraised area of 31-0-19.9 rai.	Bt. 807.29 million (Bt. 65,000/sq.wah) The plot with servitude right of 3-3-93 rai[2/] was deducted from calculation, resulting in a net appraised area of 31-0-19.9 rai.
			Official appraised value of Bt. 33,700/sq. wah (The official appraised value for some plots is not available because they are not on the official survey list.)	

Note: [1/] According to the appraisal reports of TPA and Sasiratchada, dated February 28, 2011 and March 7, 2011 respectively, which are used for public purpose.

Table comparing the adjusted book value and the appraised value of all appraised assets

(Unit: Bt. million)

Asset/Project	Book value as of June 30, 2011	Appraised value by independent valuer	Appraised value higher (lower) than book value	Appraised value higher (lower) than book value for the portion owned by GLAND
1. Land and construction in Belle Grand Rama 9 Project	3,805.63	4,206.02 - 4,372.55	400.39 - 566.92	318.59 - 451.10
2. Long-term land leasehold right in GLAND Tower Grand Rama 9 Project (Plot 1.2)	285.12	525.00 - 596.00	239.88 - 310.88	187.39 - 242.86
3. Land and construction in The Ninth Tower Grand Rama 9 Office Building Project	1,257.00	1,300.82 - 1,492.32	43.82 - 235.32	43.82 - 235.32
4. Vacant land in Belle Sky Project	759.54	807.29 - 844.55	47.75 - 85.01	47.75 - 85.01
Total	**6,107.29**	**6,839.13 - 7,305.42**	**731.84 - 1,198.13**	**597.55 - 1,014.29**

Details of asset valuation by the independent valuers

(1.1) Belle Grand Rama 9 Project

Valuation by TPA

TPA measured the value of land and construction in Belle Grand Rama 9 Project by two methods: (1) market approach and cost approach and (2) residual value method.

(1) Market approach and cost approach

TPA used the market approach to appraise the land by surveying 11 sets of market data on vacant land, residential condominiums and office condominiums in nearby areas and selecting four plots of vacant land that are comparable with the appraised property, with the offering prices ranging between Bt. 241,000 and Bt. 360,000 per sq. wah. These plots of land were compared based on factors such as location, land size and shape, land level, public utilities, and land use potential, and graded by the Weighted Quality Score technique. Then, the relationship between the asset quality score and the offering price was figured out by the regression analysis to arrive at a market value of the appraised property. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 13.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature of asset	Land and construction (under construction)	Vacant land	Vacant land	Vacant land	Vacant land
Location	Thawimit Road	Asok - Din Daeng Road	Asok - Din Daeng Road	Phra Ram 9 Road	Phra Ram 9 Road
Area	15-1-85 rai	15 rai	2-2-94 rai	6-1-46 rai	6 rai
Land level	At road level	At road level	At road level	At road level	At road level
Road access	2 sides	1 side	1 side	1 side	1 side
Public utilities	Complete*	Complete *	Complete *	Complete *	Complete *
Offering price	-	Bt. 250,000/ sq.wah	Bt. 360,000/ sq.wah	Bt. 241,000/ sq.wah	Bt. 300,000/ sq.wah

Note: * Comprising power and water supply, telephone, water drainage pipe and public transport systems.

In the land valuation, TPA deducted from the calculation the parcel of land under servitude right of access, covering 3-0-17 rai, resulting in a net appraised area of 15-1-85 rai, which was valued at **Bt. 250,000 per sq. wah or a total of Bt. 1,546.25 million**.

TPA appraised the buildings and construction by the cost approach by estimating the construction cost of the buildings according to the construction plan at the reconstruction cost upon completion of Bt. 9,421 million, and then valuing the cost of complete buildings based on the status as of the survey date at 30% of total reconstruction cost, without deducting the depreciation cost of the completed section and the preparation cost of the unfinished section, resulting in **the construction value as of the survey date of Bt. 2,826.30 million**.

(2) Residual method

TPA measured the value of land and construction based on the project value under the construction plan of the project, by assuming that the project will generate income from sales of commercial areas of Bt. 4,167.50 million (an estimated saleable commercial area of 33,340 sq.m. at selling price of Bt. 125,000/sq.m.) and income from sales of residential areas of Bt. 14,071.92 million (an estimated saleable residential space of 165,552 sq.m. at selling price of Bt. 85,000/sq.m.). The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 11.50%, resulting in a project value of Bt. 14,528 million.

The said project value was deducted by cost of the remaining construction of Bt. 6,595 million and development-related expenses in percentage of total sales revenues, comprising sales management cost of 4%, project management cost of 3%, specific business tax of 3.3%, transfer fee of 1%, interest rate of 8% p.a. on loans for financing project construction and other development-related expenses with a loan period of three years, and contingency of 1%, to arrive at a **remaining project value of Bt. 4,395 million**.

Valuation by Sasiratchada

Sasiratchada measured the value of land and construction in Belle Grand Rama 9 Project by two methods: (1) cost approach, with land appraised by market approach and construction by cost approach, and (2) hypothetical development method or residual method.

(1) Cost approach

Sasiratchada employed the market approach to appraise the land by identifying strengths and weaknesses and comparing the sale and purchase prices or offering prices of comparable plots of land. It made a market survey on nearby properties, comprising 11 sets of data on vacant land, office space for rent, and residential condominiums. Four sets of data on vacant land were selected since they are similar in nature to the appraised property and, thus, could fairly reflect prices. The offering prices of these four comparable plots of land are in a range of Bt. 300,000 - 350,000 per sq.wah. All plots of land were graded by the Weighted Quality Score technique based on factors such as overall condition of land, land area and land use, followed by adjustment of the difference between the appraised property and the comparable data to derive an appraised value of the land. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, pages 14-15.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature of asset	Land and construction (under construction)	Vacant land	Vacant land	Vacant land	Vacant land
Location	Rama 9 Square Road	Chaturathit Road	Ratchadaphisek Road	Ratchadaphisek Road Soi 12	Ratchadaphisek Road
Area	18-2-02 rai	6-0-00 rai	2-0-93 rai	2-1-86 rai	11-0-00 rai
Land level	Land filled, at road level	Land filled, at road level	Land filled, at road level	Land filled, about 0.5 m. above road level	Land filled, at road level
Road access	2 sides	1 side	1 side	2 sides	1 side
Public utilities	Power, road lights, water supply, telephone and water drainage pipe	Power, road lights, water supply and telephone	Power, road lights, water supply and telephone	Power, road lights, water supply, telephone and water drainage pipe	Power, road lights, water supply, telephone and water drainage pipe
Offering price	-	Bt. 300,000/ sq.wah	Bt. 340,000/ sq.wah	Bt. 350,000/ sq.wah	Bt. 320,000/ sq.wah

Sasiratchada divided the land valuation into two portions: *Portion 1* land excluding the parcel with servitude right covering 15-3-57 rai, appraised at **Bt. 220,000/sq.wah** totaling Bt. 1,398.54 million, and *Portion 2* the parcel with servitude right of 2-2-45 rai, appraised at **Bt. 120,000/sq.wah** totaling Bt. 125.40 million, making up a **total land value of Bt. 1,523.94 million**.

Sasiratchada deemed it proper to include the parcel of land with servitude right in the land appraisal, considering that the landowner still benefits from management of this plot of land in terms of footpath management, traffic management, ads or billboard posting, including right to build underground building in the said plot of land, but will be deprived of rights pertaining to walkway, road, water drainage passage, electricity, water supply system, and other public utilities. Sasiratchada also viewed that the said land with servitude right is a part of the project compound and thus can benefit and support the neighboring pieces of land according to the servitude right of access conditions.

Sasiratchada valued the buildings and construction by the cost approach according to the progress of construction by estimating the building construction cost based on the construction plan at the reconstruction cost of Bt. 8,986.72 million and then valuing the cost of complete buildings based on the status as of the survey date at 30% of total reconstruction cost, without deducting the depreciation cost because the structural work for two underground floors has been dismantled and reconstructed and all other sections are newly built, thereby resulting in the **value of buildings and construction as of the survey date of Bt. 2,696.02 million**.

(2) Hypothetical development method or residual method

Sasiratchada appraised the land and construction based on the project value under the construction plan of the project, by assuming that the project will generate income from sales of commercial and residential areas of Bt. 15,744.66 million (an estimated saleable commercial area of 33,340 sq.m. at selling price of Bt. 80,000/sq.m. and an estimated saleable residential space of 165,552 sq.m. at selling price of Bt. 75,000/sq.m.) and the project will be sold out within about 83 months. The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 15.00%, resulting in a project value of Bt. 6,702.06 million.

The said project value was deducted by the present value of cost of development and construction and other development-related expenses in percentage of project value, comprising project management cost of 3%, advertising cost of 4%, specific business tax of 3.3%, transfer fee of 2%, contingency of 2%, and interest rate of 7% p.a., resulting in the present value of costs and expenses totaling Bt. 5,194.46 million and a remaining project value of Bt. 1,507.60 million or Bt. 204,000/sq.wah.

Therefore, Sasiratchada appraised the market value of the assets as of the survey date by the hypothetical development method or residual method at a total of Bt. 4,206.02 million (land value (7,402 sq.wah at Bt. 204,000/sq.wah) of Bt. 1,510 million + value of buildings and construction as of survey date of Bt. 2,696.02 million).

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal based on the official appraised value could not accurately reflect the market value of the assets. However, the official appraised value can be used as a minimum benchmark for estimating the land value for right registration and any other juristic acts. The land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition.

TPA excluded the land with servitude right from the valuation. However, Sasiratchada appraised the said land with servitude right, based on the reasons that although the landowner is deprived of rights pertaining to walkway, road, water drainage passage, electricity, water supply system, and other public utilities, it can reap benefit from management of this piece of land and has the right to construct underground buildings is such land. Moreover, since the said land with servitude right is a part of the project compound, it can benefit and support the neighboring pieces of land within the same project and can be incorporated into the calculation of floor area ratio (FAR).

We view that the said appraisal of the plot of land with servitude right by Sasiratchada is appropriate. Nonetheless, although TPA deducted the land with servitude right from its valuation, we have still taken the appraised price by TPA into our determination of a range of fair value of the assets.

The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land area under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

The use of cost approach for valuing the construction is deemed reasonable since this method is suitable for the assets that are under construction or do not generate regular income or are specially designed, resulting in unavailable market data on a similar type of properties.

The residual method is used for appraising land or project potentials by assuming that such property is developed for the maximum benefit in a given market condition, deducted by cost and profit of the project. This method is always employed by independent valuers in the appraisal of vacant land or properties under construction and, therefore, is deemed suitable. However, the valuation by this method will hinge on the assumptions set by the valuers on revenues, costs, expenses, profits, sales period, discount rate used for present value calculation, etc.

From the comparison, the appraised value of assets in Belle Grand Rama 9 Project by the two valuers is higher than the book value as of June 30, 2011 by Bt. 318.59 million - Bt. 451.10 million.

Unit: Bt. million

Book value as of June 30, 2011	**Appraised value**	**Appraised value higher (lower) than book value**	**Appraised value higher (lower) than book value for the portion owned in Belle by GLAND (79.57%)**
3,805.63	4,206.02 - 4,372.55	400.39 - 566.92	318.59 - 451.10

(1.2) GLAND Tower Grand Rama 9 Project (Plot 1.2)

The project is located on a plot of land that Rama 9 has leased under a 40-year lease agreement dated June 29, 2007 signed with Super Assets Co., Ltd. and CKS Holding Co., Ltd. (members of Ratanarak Group). As of July 1, 2011, the remaining agreement term was 39 years. Such 40-year term is composed of a lease period of 30 years (July 1, 2010-June 30, 2040) and an extension right of 10 years (July 1, 2040-June 30, 2050). Rama 9 has to prepay a land rental of about Bt. 206 million and a monthly rental, throughout the 30-year term and the 10-year extension period, of Bt. 240,000 - 1,476,000. The rental will be raised 15% every three years.

<u>Valuation by TPA</u>

TPA measured the value of land leasehold right and construction by two methods: (1) market approach and cost approach and (2) income approach.

(1) Market approach and cost approach

Here is the process of the leasehold right and construction valuation:

- *Land valuation* by the market approach and the residual value method
- *Leasehold right valuation* by the cost approach based on present value of the difference between the market rental rate and the rental specified in the agreement for the remaining lease term
- *Construction valuation* by the cost approach based on the construction price as of the survey date according to the reconstruction cost as per the construction plan, with the cost of construction derived from the Valuers Association of Thailand

Land valuation

1. Market approach

TPA used the market approach to appraise the land by surveying 12 sets of market data on vacant land, residential condominiums and office condominiums in nearby areas and selecting four plots of vacant land that are comparable with the appraised property, with the offering prices ranging between Bt. 241,000 and Bt. 360,000 per sq. wah. These plots of land were compared based on factors such as location, land size and shape, land level, public utilities, and land use potential, and graded by the Weighted Quality Score technique. Then, the relationship between the asset quality score and the offering price was figured out by the regression analysis to arrive at a fair value of the appraised property, which was **Bt. 400,000 per sq. wah**. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 16.) Such appraised value is higher than the comparable market prices because the land nearby the appraised property will be developed into a mega shopping complex, a superstore, office condominiums, residential condominiums and an array of entertainment venues and it is close to an MRT station, thus strengthening the development potential of the appraised property. Besides, it has a floor area ratio (FAR) of 10 : 1 (according to the existing construction license), which is larger than the nearby properties with a newly-applied construction license.

Moreover, TPA appraised the office space rental rate, based on comparison with the market data, at Bt. 500 per sq.m.

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature of asset	Land and construction (under construction)	Vacant land	Vacant land	Vacant land	Vacant land
Location	Phra Ram 9 Road	Asok – Din Daeng Road	Asok – Din Daeng Road	Phra Ram 9 Road	Phra Ram 9 Road
Area	5-0-98.3 rai	15 rai	2-2-94 rai	6-1-46 rai	6 rai
Land level	At road level	At road level	At road level	At road level	At road level
Road access	2 sides	1 side	1 side	1 side	1 side
Public utilities	Complete*	Complete*	Complete*	Complete*	Complete*
Offering price	-	Bt. 250,000/ sq.wah	Bt. 360,000/ sq.wah	Bt. 241,000/ sq.wah	Bt. 300,000/ sq.wah

Note: * Comprising power and water supply, telephone, water drainage pipe and public transport systems.

2. <u>Residual method</u>

TPA used the residual method to measure the value of land by assuming that the project will generate sales income of Bt. 6,914.23 million (an estimated saleable area of 86,427.90 sq.m. at selling price of Bt. 80,000/sq.m.). The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 15%, resulting in a project value of Bt. 5,289.39 million.

The said project value was deducted by construction cost of Bt. 3,066.20 million and development-related expenses in percentage of total sales revenues, comprising sales management cost of 3%, project management cost of 2.5%, specific business tax of 3.3%, transfer fee of 1%, interest rate of 8% p.a. on loans for financing project construction and other development-related expenses with a loan period of three years, and contingency of 1%, to arrive at a **total land value of Bt. 859.30 million or Bt. 400,000 per sq. wah**, which is equal to the appraised value under the market approach.

Leasehold right valuation

The land leasehold right with the remaining lease term of 39 years and five months was valued based on an estimation of the present value of difference between the market rental rate and the rental rate specified in the land lease agreement. The market rental rate was determined from a leased land area of 2,098.3 sq. wah with a required rate of return of 3% per year of the market value of land of Bt. 400,000 per sq. wah, resulting in the market rental rate of Bt. 12,000/sq.wah/year (Bt. 400,000/sq.wah * 3.0% = Bt. 12,000/sq.wah/year) or a total of Bt. 25,179,600/year (Bt. 12,000/year * 2,098.3 sq. wah), to be increased 15% every three years.

Using a discount rate for the present value calculation of 7.4%, based on a yield on the 29-year government bond of 4.34% plus a 3% risk premium, **the leasehold right was valued at Bt. 525 million**.

Construction valuation

TPA appraised the value of construction by the cost approach by estimating the construction cost of the buildings according to the construction plan at the reconstruction cost of Bt. 3,087.50 million, and then valuing the cost of complete buildings based on the status as of the survey date at 0.69% of total reconstruction cost, without deducting the depreciation cost of the completed section, resulting in **the construction value as of the survey date of Bt. 21.30 million**.

The total value of land leasehold right and construction (as of survey date) as appraised by TPA **is Bt. 546.30 million**.

(2) Income approach

By this method, the leasehold right was valued from a sum of the present value of profit (loss) from project operation. The revenues were estimated from income from building space rental upon completion of construction. The rental fee rate was estimated from the average rental fee of comparable properties. The expenses were estimated from construction cost, land rental fee, cost of sales of buildings, and expenses on services and building management. The key assumptions used for the valuation by this method are as follows:

1. Revenues

1.1 Income from building space rental

(1) The total office space according to the plan is 97,175 sq.m., of which 15% is common area, hence a leasable area of 82,598.75 sq.m. The starting rental fee in year 1 (July 2014-June 2015) is Bt. 590/sq.m., based on the estimated current market rate (July 2010-June 2011) of Bt. 500/sq.m., rising 3% per year to Bt. 515/sq.m., Bt. 530/sq.m. and Bt. 546/sq.m.

over July 2011-June 2014 respectively. The first-year rental rate (July 2014-June 2015) of Bt. 590/sq.m. is a rate assumed to grow 8% from the preceding year since it is expected that the shopping complex project to be located in the same compound will help attract a greater number of potential tenants for the appraised building. The rental rate is then projected to grow by 5% in the second year (July 2015-June 2016) and by 3% in every of the following years until the end of the lease term in mid-2050.

(2) Occupancy rate

The occupancy rate is forecast to be 40% in year 1 of the operation and to rise continually until it reaches and steadies at 88% from mid-2028 towards the end of the lease term in mid-2050.

Year of renting	Period	Occupancy rate
8	July 2014-June 2015	40
9	July 2015-June 2016	50
10	July 2016-June 2017	60
11	July 2017-June 2018	70
12-14	July 2018-June 2021	75
15-18	July 2021-June 2025	80
19-21	July 2025-June 2028	85
22-43	July 2028-June 2050	88

1.2 Car park income

Parking income is estimated at 5% of space rental income, based on the project's estimation which is close to that of the office for rent business in general.

1.3 Income from electricity and public utilities

Income from electricity and public utilities is projected at 15% of space rental income, based on the project's estimation of 10%-18% space rental income.

2. Expenses

2.1 Land rental payable (as specified in the land lease agreement).

2.2 Cost of building construction, estimated according to the construction plan at Bt. 3,087.50 million payable in three years at Bt. 1,029.17 million per year, with construction expected to begin by the middle of year 4 of the lease agreement and to take about 3 years to finish.

2.3 Cost of sales of the buildings projected at 20% of total revenues.

2.4 Expenses on services and building management estimated at 10% of total revenues.

2.5 Maintenance cost estimated at 1% of total revenues.

2.6 Renovation expense reservation estimated at 2% of total revenues.

2.7 Insurance premium and tax estimated at 0.1% of total revenues and building tax at 12.5% of rental income, with rental income projected to be 50% of income from rented space.

3. Discount rate

The present value of difference between total revenues and total expenses throughout the agreement term is estimated by using a discount rate of 9.53 %, based on a yield on the 29-year government bond (4.33%) plus a risk premium rate (5.20%). The discount rate in the income approach is higher than the discount rate adopted in the market approach because TPA deemed that the risk premium rate in the case of investment in buildings for rent would be higher than in the case of land renting out.

By the **income approach**, TPA appraised the **land leasehold right at Bt. 596 million**.

<u>Valuation by Sasiratchada</u>

Sasiratchada measured the value of land leasehold right and construction by (1) cost approach and (2) hypothetical development method.

(1) Cost approach

Sasiratchada employed the market approach to appraise the land by identifying strengths and weaknesses and comparing the sale and purchase prices or offering prices of comparable plots of land. It made a market survey on nearby properties, comprising nine sets of data on vacant land and office space for sale and/or for rent. Four sets of data on vacant land were selected since they are similar in nature to the appraised property and, thus, could fairly reflect prices. The offering prices of these four comparable plots of land are in a range of Bt. 300,000 - 350,000 per sq.wah. All plots of land were graded by the Weighted Quality Score technique based on factors such as overall condition of land, land area and land use, followed by adjustment of the difference between the appraised property and the comparable data to derive an appraised value of the land. The **appraised land value is Bt. 370,000/sq.wah**. (See details of the property valuation by the Weighted Quality Score technique in Attachment 1, page 17.) Such appraised value is higher than the comparable market prices due to strengths of the appraised property in terms of location, development potential, and land use in nearby area. Judging from the present land use, the land development into Rama 9 Square Project will bring about the best and maximum benefit.

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature of asset	Land and construction	Vacant land	Vacant land	Vacant land	Vacant land
Location	Rama 9 Square Road	Chaturathit Road	Ratchadaphisek Road	Ratchadaphisek Road Soi 12	Ratchadaphisek Road
Land area	5-0-09.7 rai	6-0-00 rai	2-0-93 rai	2-1-86 rai	11-0-00 rai
Land level	Land filled, at road level	Land filled, at road level	Land filled, at road level	Land filled, about 0.5 m. above road level	Land filled, at road level
Road access	2 sides	1 side	1 side	2 sides	1 side
Public utilities	Power, road lights, water supply, telephone and water drainage pipe	Power, road lights, water supply and telephone	Power, road lights, water supply and telephone	Power, road lights, water supply, telephone and water drainage pipe	Power, road lights, water supply, telephone and water drainage pipe
Offering price	-	Bt. 300,000/ sq.wah	Bt. 340,000/ sq.wah	Bt. 350,000/ sq.wah	Bt. 320,000/ sq.wah

In addition, Sasiratchada estimated the selling price of office space by comparing the market value of vacant land and office space for sale and/or for rent from the above nine sets of data and selecting four sets of data on office space since they are similar in nature to the appraised property and, thus, could fairly reflect prices. The offering prices from these four sets of comparable data are in a range of Bt. 38,000 - 102,362 per sq.wah and the rental rate is Bt. 450/sq.m./month. They were graded by the Weighted Quality Score technique based on factors such as overall condition of land, land area and land use, followed by adjustment of the difference in the comparable data to derive an appraised selling price of office space of Bt. 83,000/sq.m.

(2) Hypothetical development method or residual method

Sasiratchada measured the value of land and construction by assuming that the project will generate income from sales of office space of Bt. 6,607.86 million (an estimated saleable area of 79,612.80 sq.m. at selling price of Bt. 83,000/sq.m.). The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 15.00%, resulting in a project value of Bt. 3,709.14 million.

The said project value was deducted by the present value of development and construction cost of Bt. 3,038.48 million and development-related expenses in percentage of project value, comprising project management cost of 3%, advertising cost of 4%, specific business tax of 3.3%, transfer fee of 2%, contingency of 2%, and interest rate of 7% p.a., to arrive at a remaining project value of Bt. 735.89 million or equivalent to an **appraised land value of Bt. 366,000/sq. wah**, which is close to the appraised value under the market approach (Bt. 370,000/sq. wah).

Sasiratchada appraised the value of leasehold right from a sum of the present value of difference between the market rental rate and the rental rate specified in the land lease agreement with the remaining term of 29 years and four months. The income or market rental rate was determined from a required rate of return of 4% per year on land at the market value of Bt. 370,000 per sq. wah (Bt. 370,000/sq. wah* 4.0% = Bt. 14,800/sq. wah/year), resulting in a total market rental of Bt. 29,743,560/year (Bt. 14,800/year * 2,009.7 sq. wah[32]), to be increased 15% every three years. From an adjustment with a discount rate of 7%, based on a 4.83% p.a. yield on the 30-year government bond and a risk rate obtained from the market survey on similar properties, **the leasehold right was valued at Bt. 568.24 million**.

Sasiratchada valued the buildings and construction by the cost approach according to the progress of construction by estimating the building construction cost based on the construction plan at the reconstruction cost of Bt. 3,038.48 million and then valuing the cost of complete buildings based on the status as of the survey date at 0.69% of total reconstruction cost, without deducting the depreciation cost, resulting in the **value of buildings and construction as of the survey date of Bt. 20.97 million**.

The total value of land leasehold right and construction as appraised by Sasiratchada **is Bt. 589.21 million**.

Opinion of the IFA on the property valuation by the independent valuers

We are of the opinion that the appraisal of value of the leasehold right by the two valuers by using the market approach, based on the estimation of net income from long-term land rental according to the lease agreement term, is appropriate because the leasehold right is an asset that could generate income at present and in the future time. The land rental income estimation by basing on a required rate of return on land at the market value is also deemed proper as this method is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The income approach is considered appropriate as well because it could reflect the present value of profit from the project operation. We view further that the land appraisal based on the official appraised value, which the two valuers did not use in their appraisal,

[32] Sasiratchada deducted an area of 0-0-86.6 rai from the appraisal of leasehold right value because such parcel of land is undevelopable for an optimum benefit.

could not accurately reflect the market value of the assets. However, the official appraised value can be used as a minimum benchmark for estimating the land value for right registration and any other juristic acts.

However, there are some differences in the appraisal of leasehold right value by the two valuers. Specifically, TPA assumed the remaining lease term to be 39 years and five months (remaining term of the lease agreement (30 years) of 29 years and five months plus the 10-year extension right[33]) and estimated the leasehold right value from the total area of land (2,098.3 sq. wah), whereas Sasiratchada, on a more conservative basis, assumed the remaining lease term of only 29 years and four months with exclusion of the 10-year extension right and deducted an area of 86.6 sq. wah from the appraisal of leasehold right value because such parcel of land is deemed undevelopable for an optimum benefit. Such discrepancies primarily arise from the independent judgment of the two valuers.

Therefore, in our valuation of the share price by the adjusted book value approach, we have taken the price range of the leasehold right under the market approach and the income approach appraised by the two valuers at Bt. 525.00 million – Bt. 596.00 million for comparing with the book value of the leasehold right and other relevant assets such as designing cost, management and operating cost, and land lease fee amortized as project cost, which are recorded as part of the assets since these costs are development-related expenses that are presented in the financial statements. Then, the difference derived from such comparison is factored into the book value adjustment.

The book value of the leasehold right and other relevant assets versus the appraised value by the two independent valuers could be shown in the table below:

Unit: Bt. million

Book value as of June 30, 2011	Appraised value	Appraised value higher (lower) than book value	Appraised value higher (lower) than book value for the portion owned in Rama 9 by GLAND (78.12%)
285.12	525.00 - 596.00	239.88 - 310.88	187.39 - 242.86

From the comparison, the appraised value of the leasehold right is higher than the book value as of June 30, 2011 by Bt. 187.39 million - Bt. 242.86 million.

(1.3) The Ninth Tower Grand Rama 9 Office Building Project

<u>Valuation by TPA</u>

TPA measured the value of land and construction in The Ninth Tower Grand Rama 9 Office Building Project by two methods: (1) market approach and cost approach and (2) residual value method.

(1) Market approach and cost approach

TPA used the market approach to appraise the land by surveying 11 sets of market data on vacant land, residential condominiums and office condominiums in nearby areas and selecting four plots of vacant land that are comparable with the appraised property, with the offering prices ranging between Bt. 241,000 and Bt. 360,000 per sq. wah. These plots of land were compared based on factors such as location, land size and shape, land level, public utilities, and land use potential, and graded by the Weighted Quality Score technique. Then, the relationship between the asset quality score and the offering price was figured out by the regression analysis to arrive at a market value of the appraised property. (See details of the

[33] The lessors, Super Assets Co., Ltd. and CKS Holding Co., Ltd., represent to Rama 9, the lessee, that upon the expiry of the land lease agreement (30 years) and if there is no material event of default committed by the lessee, the lessee shall have the right to extend the agreement for another 10 years.

property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 18.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature of asset	Land and construction	Vacant land	Vacant land	Vacant land	Vacant land
Location	Under servitude right	Asok – Din Daeng Road	Asok – Din Daeng Road	Phra Ram 9 Road	Phra Ram 9 Road
Land area	7-2-61 rai	15 rai	2-2-94 rai	6-1-46 rai	6 rai
Land level	At road level	At road level	At road level	At road level	At road level
Road access	2 sides	1 side	1 side	1 side	1 side
Public utilities	Complete*	Complete *	Complete *	Complete *	Complete *
Offering price	-	Bt. 250,000/ sq.wah	Bt. 360,000/ sq.wah	Bt. 241,000/ sq.wah	Bt. 300,000/ sq.wah

Note: * Comprising power and water supply, telephone, water drainage pipe and public transport systems.

In the land valuation, TPA deducted from the calculation the parcel of land under servitude right of access, covering 3-0-60 rai, resulting in a net appraised area of 4-2-01 rai, which was valued at **Bt. 320,000 per sq. wah or a total of Bt. 576.32 million**.

The said appraised value of land in The Ninth Project is different from that of land in Belle Avenue Ratchada-Rama 9 Project which was appraised by TPA at Bt. 250,000 per sq. wah, by basing on the same comparable data since the two projects are located in about the same area. Such discrepancy in the appraised land price resulted from the difference in the weighted quality scoring of factors such as land size/shape and location. The land in Belle Avenue Ratchada-Rama 9 Project is larger, needs a longer development period, has lower liquidity, and is in a location inferior to The Ninth Project and farther from the public road. Hence, it was valued at a lower price than The Ninth Project land.

TPA appraised the value of buildings and construction by the cost approach by estimating the construction cost of the buildings according to the construction plan at the reconstruction cost of Bt. 2,933 million, and then valuing the cost of complete buildings based on the status as of the survey date at 26% of total reconstruction cost, deducted by depreciation cost of the completed section at 5% of the said building value, resulting in **the construction value as of the survey date of Bt. 724.50 million**.

The total value of land and construction as of the survey date as appraised by TPA **is Bt. 1,300.82 million**.

(2) Residual value method

TPA measured the value of land and construction based on the project value under the construction plan of the project, by assuming that the project will generate income from sales of the plaza and shopping center areas of Bt. 835.44 million (an estimated saleable plaza and shopping center area of 6,962 sq.m. at selling price of Bt. 120,000/sq.m.) and income from sales of office areas of Bt. 5,101.07 million (an estimated saleable office space of 78,478 sq.m. at selling price of Bt. 65,000/sq.m.). The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 15%, resulting in a project value of Bt. 4,541.43 million.

The said project value was deducted by cost of the remaining construction of Bt. 2,170 million and development-related expenses in percentage of total sales revenues, comprising sales management cost of 4%, project management cost of 3%, specific business tax of 3.3%, transfer fee of 1%, interest rate of 8% p.a. on loans for financing project construction and other development-related expenses with a loan period of 2.5 years, and contingency of 1%, to arrive at a **remaining project value of Bt. 1,315 million**.

Valuation by Sasiratchada

Sasiratchada measured the value of land and construction in The Ninth Tower Grand Rama 9 Office Building Project by two methods: (1) cost approach, with land appraised by market approach and construction by cost approach, and (2) hypothetical development method or residual method.

(1) Cost approach

Sasiratchada employed the market approach to appraise the land by identifying strengths and weaknesses and comparing the sale and purchase prices or offering prices of comparable plots of land. It made a market survey on nearby properties, comprising nine sets of data on vacant land and office space for sale and/or for rent. Four sets of data on vacant land were selected since they are similar in nature to the appraised property and, thus, could fairly reflect prices. The offering prices of these four comparable plots of land are in a range of Bt. 300,000 - 350,000 per sq.wah. All plots of land were graded by the Weighted Quality Score technique based on factors such as overall condition of land, land area and land use, followed by adjustment of the difference in value of the appraised property and the comparable data to derive an appraised value of the land. (See details of the property valuation by the Weighted Quality Score technique in Attachment 1, pages 19-20.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature of asset	Land and construction	Vacant land	Vacant land	Vacant land	Vacant land
Location	Rama 9 Square Road	Chaturathit Road	Ratchadaphisek Road	Ratchadaphisek Road Soi 12	Ratchadaphisek Road
Land area	7-2-61 rai	6-0-00 rai	2-0-93 rai	2-1-86 rai	11-0-00 rai
Land level	Land filled, at road level	Land filled, at road level	Land filled, at road level	Land filled, about 0.5 m. above road level	Land filled, at road level
Road access	2 sides	1 side	1 side	2 sides	1 side
Public utilities	Power, road lights, water supply, telephone and water drainage pipe	Power, road lights, water supply and telephone	Power, road lights, water supply and telephone	Power, road lights, water supply, telephone and water drainage pipe	Power, road lights, water supply, telephone and water drainage pipe
Offering price	-	Bt. 300,000/ sq.wah	Bt. 340,000/ sq.wah	Bt. 350,000/ sq.wah	Bt. 320,000/ sq.wah

Sasiratchada divided the land valuation into two portions: *Portion 1* land excluding the parcel with servitude right covering 3-3-75 rai, appraised at Bt. 240,000/sq.wah totaling Bt. 378 million, and *Portion 2* the parcel with servitude right of 3-2-86 rai, appraised at Bt. 120,000/sq.wah totaling Bt. 178.32 million, making up a **total land value of Bt. 556.32 million**.

Sasiratchada deemed it proper to include the parcel of land with servitude right in the land appraisal, considering that the landowner still benefits from management of this plot of land, including right to construct building above and under the ground in the said plot of land, but will be deprived of rights pertaining to walkway, road, water drainage passage, electricity, water supply system, and other public utilities. Sasiratchada also viewed that the said land with servitude right is a part of the project compound and thus can benefit and support the neighboring pieces of land.

Sasiratchada valued the buildings and construction by the cost approach by estimating the building construction cost based on the construction plan at the reconstruction cost of Bt. 3,024.85 million and then valuing the cost of complete buildings based on the status as of the survey date at 35% of total reconstruction cost, deducted by depreciation cost of the completed section at 16% (7 years at 2% per year) of the said building value, thereby resulting in the **value of buildings and construction as of the survey date of Bt. 1,445.63 million**.

(2) Hypothetical development method or residual method

Sasiratchada appraised the value of land and construction based on the project value under the construction plan of the project, by assuming that the project will generate income from sales of the plaza and shopping center areas and the office areas totaling Bt. 5,300.45 million (an estimated saleable plaza and shopping center area of 6,962 sq.m. at selling price of Bt. 85,000/sq.m. and an estimated saleable office space of 78,478 sq.m. at selling price of Bt. 60,000/sq.m.). The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 15%, resulting in a project value of Bt. 2,256.25 million.

The said project value was deducted by the present value of development and construction cost and development-related expenses in percentage of project value, comprising project management cost of 3%, advertising cost of 4%, specific business tax of 3.3%, transfer fee of 2%, contingency of 2%, and interest rate of 7% p.a., to arrive at a remaining project value of Bt. 604.20 million or equivalent to an **appraised land value of Bt. 197,000/sq. wah**.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal based on the official appraised value could not accurately reflect the market value of the assets. However, the official appraised value can be used as a minimum benchmark for estimating the land value for right registration and any other juristic acts. The land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition.

TPA excluded the land with servitude right from the valuation. However, Sasiratchada appraised the said land with servitude right, based on the reasons that the landowner still benefits from management of this plot of land, including right to construct a building above and under the ground in the said plot of land which could benefit and support the neighboring pieces of land within the same project, but the landowner will be deprived of rights pertaining to walkway, road, water drainage passage, electricity, water supply system, and other public utilities in this plot of land. By comparing such advantages and disadvantages, we view that the appraisal of the plot of land with servitude right by Sasiratchada is appropriate. Nonetheless, although TPA deducted the land with servitude right from its valuation, we have still taken the appraised price by TPA into our determination of a range of fair value of the assets.

The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land area under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

The use of cost approach for valuing the construction is deemed reasonable since this method is suitable for the assets that are under construction or do not generate regular income or are specially designed, resulting in unavailable market data on a similar type of properties.

The residual method is used for appraising land or project potentials by assuming that such property is developed for the maximum benefit in a given market condition, deducted by cost and profit of the project. This method is always employed by independent valuers in the appraisal of vacant land or properties under construction and, therefore, is deemed suitable. However, the valuation by this method will hinge on the assumptions set by the valuers on revenues, costs, expenses, profits, sales period, discount rate used for present value calculation, etc.

From the comparison, the appraised value of assets in The Ninth Tower Grand Rama 9 Office Building Project by the two valuers is higher than the book value as of June 30, 2011 by Bt. 43.82 million - Bt. 235.32 million.

Unit: Bt. million

Book value as of June 30, 2011	Appraised value	Difference (Appraised value-Book value)
1,257.00	1,300.82 - 1,492.32	43.82 - 235.32

(1.4) Belle Sky Project

Valuation by TPA

TPA measured the value of land and construction in Belle Sky Project by two methods: (1) market approach and cost approach and (2) residual value method.

(1) Market approach and cost approach

TPA used the market approach to appraise the land by surveying eight sets of market data on vacant land, land with construction, and residential condominiums in nearby areas and selecting five plots of vacant land that are comparable with the appraised property, with the offering prices ranging between Bt. 35,500 and Bt. 180,000 per sq. wah. These plots of land were compared based on factors such as location, land size and shape, land level, public utilities, and land use potential, and graded by the Weighted Quality Score technique. Then, the relationship between the asset quality score and the offering price was figured out by the regression analysis to arrive at a market value of the appraised property. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 21.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data				
		Data 1	Data 2	Data 3	Data 4	Data 5
Nature of asset	Vacant land	Vacant land	Vacant land	Vacant land	Land with construction	Vacant land
Location	Kamphaeng Phet 6 Road	On Soi	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Kamphaeng Phet 6 Road
Land area	35-0-12.9 rai	4 rai	35 rai	1-2-37 rai	12-1-10 rai	2-1-43 rai
Land level	Below road level	Below road level	At road level	At road level	At road level	At road level
Road access	1 side	1 side	1 side	1 side	1 side	1 side
Public utilities	Complete*	Complete*	Complete*	Complete*	Complete*	Complete*

Particulars	Data of the appraised property	Comparable data				
		Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	-	Bt. 35,500/ sq.wah	Bt. 60,000/ sq.wah	Bt. 35,500/ sq.wah	Bt. 180,000/ sq.wah	Bt. 97,000/ sq.wah

Note: * Comprising power and water supply, telephone, water drainage pipe and public transport systems.

In the land valuation, TPA deducted from the calculation the parcel of land under servitude right of access, covering 3-3-93 rai, resulting in a net appraised area of 31-0-19.9 rai, which was valued at **Bt. 68,000 per sq. wah or a total of Bt. 844.55 million**.

TPA appraised the value of construction, which is a reinforced concrete bridge, by the cost approach by estimating the construction cost according to the construction plan at the reconstruction price of Bt. 16.47 million, and then valuing the cost of complete buildings based on the status as of the survey date at 30% of total reconstruction cost, without deducting depreciation cost, resulting in the construction value as of the survey date of Bt. 5.00 million.

The total market value of land and construction as appraised by TPA is Bt. 849.55 million.

(2) Residual value method

TPA measured the value of land and construction based on the project value under the construction plan of the project, by assuming that the project will generate income from sales of the condominium units of Bt. 4,410 million (an estimated saleable area of 98,000 sq.m. at selling price of Bt. 45,000/sq.m.). The said sales income was then adjusted to the present value with a discount rate of 10%, less a profit of 15%, resulting in a project value of Bt. 3,097.93 million.

The said project value was deducted by cost of construction of Bt. 1,400 million, cost of land improvement, arched entrance construction and others totaling Bt. 85 million, and development-related expenses in percentage of total sales revenues, comprising sales management cost of 2%, project management cost of 2%, specific business tax of 3.3%, transfer fee of 1%, interest rate of 8% p.a. on loans for financing project construction and other development-related expenses, and contingency of 1.5%, to arrive at a **remaining project value of Bt. 943.72 million or about Bt. 68,000/sq.wah**.

<u>Valuation by Sasiratchada</u>

Sasiratchada employed the market approach to appraise the land in Belle Sky Project by making a market survey on sale and purchase prices, rental rates or offering prices of nearby properties, comprising six sets of data on vacant land and residential condominiums. Three sets of data on vacant land were selected for the comparison, having the sale and purchase price/offering price of Bt. 80,000 per sq.wah. All plots of land were graded by the Weighted Quality Score technique based on factors such as overall condition of land, land area and land use, followed by adjustment of the difference in value of the appraised property and the comparable data to derive an appraised value of the land. (See details of the property valuation by the Weighted Quality Score technique in Attachment 1, page 22.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data		
		Data 1	Data 2	Data 3
Nature of asset	Vacant land	Vacant land	Vacant land	Vacant land
Location	Kamphaeng Phet 6 Road	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Kamphaeng Phet 6 Road
Land area	31-0-19.9 rai	35-0-0.0 rai	19-0-56.0 rai	7-3-0 rai

Particulars	Data of the appraised property	Comparable data		
		Data 1	Data 2	Data 3
Land level	Partly filled, at road level	Partly filled, at road level	Partly filled, at road level	Partly filled, at road level
Road access	1 side	1 side	1 side	1 side
Public utilities	Power, water supply, and telephone	Power, water supply, and telephone	Power, water supply, and telephone	Power, water supply, and telephone
Offering price	-	Bt. 80,000/sq.wah	Bt. 80,000/sq.wah	Bt. 80,000/sq.wah

In the land valuation, Sasiratchada deducted from the calculation the parcel of land under servitude right of access, covering 3-3-93 rai, resulting in a net appraised area of 31-0-19.9 rai, which was valued at **Bt. 65,000 per sq. wah or a total of Bt. 807.29 million**. The construction was not appraised.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition. We further view that the land appraisal based on the official appraised value could not accurately reflect the market value of the assets. However, the official appraised value can be used as a minimum benchmark for estimating the land value for right registration and any other juristic acts.

From the comparison, the appraised value of assets in Belle Sky Project by the two valuers is higher than the book value as of June 30, 2011 by Bt. 47.75 million - Bt. 85.01 million.

Unit: Bt. million

Book value as of June 30, 2011	Appraised value	Difference (Appraised value-Book value)
759.54	807.29 - 844.55	47.75 - 85.01

(2) Increase/Decrease in assets derived from the asset acquisition transactions approved by the 2011 Annual General Meeting of Shareholders and the capital increase for payment of consideration for the acquired assets

(2.1) The 2011 Annual General Meeting of Shareholders on April 28, 2011 passed a resolution approving the Company to enter into a material transaction to acquire vacant land in Grand Rama 9 Project Plot 2 from Charernkrit Enterprise Co., Ltd., entailing 21 plots of land with a total area of 14-1-32.2 rai or 5,732.2 sq. wah at a total price of Bt. 1,930,036,064.00, based on the average of appraised value by two independent valuers. The Company will pay the consideration for such assets partly in the form of its 547,942,960 new shares with a par value of Bt. 1 each, at an offering price of Bt. 1.83 per share totaling Bt. 1,002,735,616.80, and partly in cash of Bt. 927,300,447.20 of which Bt. 113,980,446.16 will be offset with the deposit prepaid by Rama 9 (a GLAND subsidiary) to Charernkrit for the said land in Grand Rama 9 Project Plot 2, resulting in a cash balance payable of Bt. 813,320,001.04.

On July 5, 2011, the Company acquired the said assets and at the same time issued its new ordinary shares as partial payment for the consideration to Charernkrit in the amount described above. These new shares have already been traded on the stock exchange since August 4, 2011.

Thus, we have adjusted the book value of GLAND shares with an increase in assets from the acquisition of land in Grand Rama 9 Project Plot 2 based on the independent valuers' appraised value, a decrease in cash and deposit, and an increase in the Company's total paid-up shares by the amount payable as consideration for the land purchase under the said transaction.

(2.2) The Company has purchased vacant land in Grand Canal Don Muang Project Phase 7 from Grand Fortune Co., Ltd., comprising three plots of land with a total area of 31-2-99.5 rai or 12,699.5 sq. wah at a total price of Bt. 296,582,500.00, based on the average of appraised value by two independent valuers. The Company will pay the consideration for such assets in the form of its 162,066,939 new shares with a par value of Bt. 1 each, at an offering price of Bt. 1.83 per share, and in cash of Bt. 1.63.

The share allocation to Grand Fortune is underway and will be completed before the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on November 3, 2011.

Thus, we have adjusted the book value of GLAND shares with an increase in assets from the acquisition of land in Grand Canal Don Muang Project Phase 7 based on the independent valuers' appraised value, a decrease in cash, and an increase in the Company's total paid-up shares by the amount payable as consideration for the land purchase under the said transaction.

The appraisal of vacant land in Grand Rama 9 Project Plot 2 and Grand Canal Don Muang Project Phase 7 by the independent valuers can be summed up as follows:

1. Grand Rama 9 Project Plot 2

Grand Rama 9 Project Plot 2 is operated by the Company. It will be developed into a grade-B office building for rent project with a total leasable area of 98,000 sq.m., consisting of an office section with space for rent of 88,258 sq.m. and a podium section featuring a retail space for shops and restaurants of 6,064 sq.m. and an exhibition hall of about 3,500 sq.m. This project is part of Grand Rama 9 Project. Currently, the land in this project remains vacant and no construction has yet been built thereon.

The said land in Grand Rama 9 Project Plot 2 has been appraised by two independent valuers, TAP Valuation Co., Ltd. ("TAP") with an appraisal report dated March 2, 2011, and Accurate Advisory Co., Ltd. ("Accurate") with an appraisal report dated March 10, 2011, which both are independent valuers approved by the Thai Valuers Association and the Valuers Association of Thailand. Their appraisal reports can be used for public purpose. The details of their valuation can be summarized as follows:

Details of the appraisal of land in Grand Rama 9 Project Plot 2

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer	
			TAP	**Accurate**
Market approach	Land under 21 title deeds with a total area of 14-1-36.2 rai or 5,736.20 sq. wah		Bt. 2,035.19 million[1/] (Bt. 320,000-380,000/sq.wah) ▪ Land not under servitude right of 8-1-26.7 rai[1/] appraised at Bt. 380,000/ sq.wah ▪ Land under servitude right of 6-0-09.5 rai[2/] appraised at Bt. 320,000/sq.wah	Bt. 1,827.4 million[1/] (Bt. 250,000-350,000/sq.wah) Divided into 3 portions: ▪ Land for future development of 8-1-20.2 rai appraised at Bt. 350,000/sq.wah ▪ Land under servitude termination of 1-2-81 rai[2/] appraised at Bt. 340,000/ sq.wah ▪ Land under servitude right of 4-1-35 rai[2/] appraised at Bt. 250,000/sq.wah
-	- Title deeds no. 1981, 40754 - 40757, 40759, 57871,64717, 124342, 125702 - 125703, 125705, and 140253 - 140257	Charernkrit Enterprise Co., Ltd.		
-	- Title deeds no. 2939, 40753, 125704 and 125706	Charernkrit Enterprise Co., Ltd. (jointly owned by Rama 9 for a parcel of 4 sq. wah)		
-	-	(The land has been mortgaged as collateral to a commercial bank.)		
			Official appraised price Bt. 45,000-220,000/sq.wah	

Note: [1/] With exclusion of the land under servitude right jointly owned by Charernkrit and Rama 9 under title deeds no. 2939, 40753, 125704 and 125706 totaling 4 sq.wah, the total appraised value would be Bt. **2,033.91 million** (2,035.19 minus 1.28) as appraised by TAP and Bt. **1,826.4 million** (1,827.4 minus 1.0) as appraised by Accurate.

[2/] The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

Valuation by TAP

TAP appraised the vacant land by the **market approach** based on analysis and comparison of market prices with the appraised property through a survey of comparable plots of land that were actually sold and purchased or were offered for sale.

TAP made a market survey on seven plots of vacant land and selected only four plots that are comparable with the appraised property, with the offering price/sale and purchase price ranging between Bt. 250,000 and Bt. 372,000 per sq. wah. These plots of land were graded by the Weighted Quality Score technique based on the quality factors that could affect the asset value such as location, land size and shape, land level, communication, public utilities, and land use potential. Then, the relationship between the asset quality score and the land price was figured out by the regression analysis. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, pages 23-24.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Physical characteristic	Vacant land	Vacant land	Vacant land	Vacant land	Vacant land
Area	14-1-36.2 rai	15-0-39 rai	3-0-0 rai	4-0-0 rai	5-0-0 rai
Location	Phra Ram 9 Road	Asok-Din Daeng Road	New Phetchaburi Road	Phetchaburi Road and Kamphaeng Phet 7 Road	Phetchaburi Road
Land shape	Multiangle	Rectangle	Rectangle	Rectangle	Rectangle
Land level compared with adjacent road	Land being partly filled at road level, unfilled land being 0.20 m. below road level	Land filled, at road level	Land filled, at road level	Land filled, at road level	Land filled, at road level
Public utilities	Complete	Complete	Complete	Complete	Complete
Type of road surface	Asphalt	Asphalt	Asphalt	Asphalt	Asphalt
Offering price/Sale & purchase price (Bt./sq.wah)	-	250,000	350,000 (sold/purchased in June 2010)	372,000 (sold/purchased in 2007)	330,000 (sold/purchased in 2009)
Town planning zone	High density residential zone (Brown)	High density residential zone (Brown)	High density residential zone (Brown)	Commercial zone (Red)	Commercial zone (Red)
Land utilization	Commercial use	Commercial use	Commercial use	Commercial use	Commercial use
Others	-	-	Formerly a warehouse of Diethelm Co., Ltd.	Developed into The Address Asoke Project (New Phetchaburi)	Developed into Villa Asoke condominium project

TAP remarked in its report that there has been an increasing land demand in the areas of Ratchadaphisek Road, Phra Ram 9 Road, New Phetchaburi Road and Asok Road. The use of land in these areas has shifted from entertainment to residential and office buildings, with the upcoming opening of many mega projects along the MRT routes such as Central Plaza Grand Rama 9 Shopping Complex and a number of condominium projects. The offering prices or sale and purchase prices of land with an area of 2 rai -15 rai on Ratchadaphisek Road, Asok-Din Daeng Road and New Phetchaburi Road are in a range of Bt. 250,000 - 372,000 per sq. wah (based on the market survey on seven plots of land). The appraised property has an edge over the comparable plots of land from the market survey in terms of its stronger land use potential.

The vacant land (not under servitude right) was appraised at Bt. 380,000 per sq. wah and the vacant land (under servitude right) was valued at Bt. 320,000 per sq. wah. TAP gave a lower scoring on land use potential for the land under servitude right than that of the land not under servitude right. Thus, the land was appraised at **a total of Bt. 2,035.19 million**.

Valuation by Accurate

Accurate employed the **market data comparison approach** to value the land by analyzing and comparing with the offering prices or sale and purchase prices of comparable land, based on a bargained price and transaction period. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size, market demand, etc. Then, the relationship between the asset quality score (graded by the Weighted Quality Score technique) and the sale and purchase price was figured out through the regression analysis to arrive at the appraised market value.

In the valuation, Accurate made a survey and chose four comparable plots of land in nearby areas, with the offering price/sale and purchase price ranging between Bt. 320,000 and Bt. 370,000 per sq. wah. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size, market demand, etc. Then, the relationship between the asset quality score (derived by the Weighted Quality Score technique) and the sale and purchase price was figured out through the regression analysis to arrive at the appraised value of the asset. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 25.)

The comparable market data are as follows:

Particulars	Data of the appraised property	Comparable data			
		Data 1	Data 2	Data 3	Data 4
Nature and condition of asset	Vacant land	Land with construction, filled and improved *(formerly an embassy)*	Vacant land, filled up and developed *(with building constructed already)*	Vacant land, filled up and developed	Vacant land, filled up and developed *(with building constructed already)*
Area	14-1-36.2 rai	8-3-43 rai	2-3-93 rai	0-2-97 rai	7-0-08 rai
Location	Phra Ram 9 Road	Ratchadaphisek Road and Phetchaburi Road	Ratchadaphisek Road	Phra Ram 9 Road	Ratchadaphisek Road
Land shape	Multiangle	Multiangle	Multiangle	Rectangle	Multiangle
Opening bid price/Sale & purchase price (Bt./sq.wah)	-	370,000 (opening bid price in Feb 2011)	350,000 (sold/purchased in 2010)	350,000 (sold/purchased in 2010)	320,000 (sold/purchased in early 2008)

Accurate divided its appraisal of the market value of land into three parts:

(1) The land for project development of 8-1-20.2 rai or 3,320.2 sq.wah was appraised at Bt. 350,000/sq.wah.

(2) The land with servitude right to be terminated, which is fenced and is not a passage way, of 1-2-81 rai or 681 sq.wah was appraised at Bt. 340,000/sq.wah.

(3) The land with servitude right, which is a passage way, of 4-1-35 rai or 1,735 sq.wah was appraised at Bt. 250,000/sq.wah.

Accurate deemed that, by comparing with the land in Data 1 with a total area of 8-3-43 rai located at the corner of Phetchaburi Road and Ratchadaphisek Road (formerly the Japanese embassy) and having an opening bid price of Bt. 370,000 per sq. wah, the location of the appraised land is inferior to such comparable plot, but it is accessible on two sides via

Phra Ram 9 Road and Ratchadaphisek Road. Accurate therefore appraised the first portion of land, which is for project development, at **Bt. 350,000 per sq. wah**. The second portion of land, with servitude right to be terminated, is fenced and is not a passage way. Therefore, it was appraised at **Bt. 340,000/sq.wah**. The third portion of land is under servitude right and is a passage way, hence undevelopable into a property project. However, since it can be incorporated into the calculation of a floor area ratio (FAR), this plot was thus appraised at **Bt. 250,000/sq.wah**.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal based on the official appraised value could not accurately reflect the market value of the assets. However, the official appraised value can be used as a minimum benchmark for estimating the land value for right registration and any other juristic acts. The land appraisal by the two valuers using the market approach is appropriate since this method is considered the best and clearest and is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land. The valuation was made through an analysis and comparison with other properties which were similar to the appraised property and were sold/purchased or offered for sale during about the same period. Hence, the most updated price was derived by this approach, which could best reflect the value of asset in its present condition.

The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer. Also note that the price of servitude land of two independent appraiser are quite different which appraised value from TAP higher than Accurate around 28%. TAP did not appraised land is under cancel the servitude from the appraised value of land with servitude right as a conservative basis. The differences in the details of how the assessment of an independent appraiser depending on the perspective of each valuer.

2. Grand Canal Don Muang Project Phase 7

The land in Grand Canal Don Muang Project Phase 7 currently remains vacant, featuring only a project road, security guard's quarters, and a small park of Grand Canal Don Muang Project. A part of the land is an asphalt road and is registered as servitude right of access for Grand Canal Don Muang Project.

The Company's management plans to develop land in two phases. Phase 1 is the development of a leasable area to community mall, consisting of space for rent to retail shops and supermarket and seven 1,050-sq.m. artificial football fields for rent. For Phase 2, it will be launched only after Phase 1 has proven to be successfully operated. The Company may alternatively develop Phase 2 into any other more lucrative type of property as deemed appropriate and worthwhile for the investment.

Such land, covering three plots of 31-3-00.5 rai or 12,700.5 sq.wah in total, has been appraised by the two independent valuers, TAP with an appraisal report dated February 16, 2011, and Accurate with an appraisal report dated March 11, 2011. Their appraisal reports can be used for public purpose. The details of their valuation can be summarized as follows:

Details of the appraisal of vacant land in Grand Canal Don Muang Project Phase 7

Valuation approach	Nature of asset	Owner	Appraised value by independent valuer	
			TAP	Accurate
Market approach	- Land under three title deeds no.11929 – 11931 with a total area of 31-3-00.5 rai or 12,700.5 sq.wah - - -	Grand Fortune (titled deed no. 11931 being jointly owned by Breguet Thai Co., Ltd. and mortgaged to a commercial bank)	Bt. 297.83 million (Bt. 30,000/sq.wah) The plot with servitude right of 6-3-73 rai[1/] was deducted from calculation, resulting in a net appraised area of 24-3-27.5 rai.	Bt. 298.58 million (Bt. 30,000/sq.wah) The plot with servitude right of 6-1-95 rai[1/] and the Choetwutthakat Road parcel of 0-1-53 rai were deducted from calculation, resulting in a net appraised area of 24-3-52.5 rai.
			Official appraised value Bt. 25,500/sq. wah (The official appraised value for plot no. 11931 is not available since it is not on the official survey list.)	
Total			**Bt. 297.83 million**	**Bt. 298.58 million**

Note: [1/] The area of land with servitude right estimated by the two valuers is different because, unlike title deed, the land under servitude right of access is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

Valuation by TAP

TAP appraised the vacant land by the **market approach** based on analysis and comparison of market prices with the appraised property through a survey of comparable plots of land that were actually sold and purchased or were offered for sale.

TAP made a market survey on 10 plots of vacant land and selected five plots that are comparable with the appraised property, with the offering price/sale and purchase price ranging between Bt. 21,609 and Bt. 75,800 per sq. wah. These plots of land were graded by the Weighted Quality Score technique based on the quality factors that could affect the asset value such as location, land size and shape, land level, communication, public utilities, and land use potential. Then, the relationship between the asset quality score and the sale and purchase price was figured out by the regression analysis. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 26.)

The comparable market data are shown below:

Particulars	Data of the appraised property	Comparable data				
		Data 1	Data 2	Data 3	Data 4	Data 5
Physical characteristic	Vacant land	Land and construction	Land and construction	Vacant land	Vacant land	Vacant land
Area	31-3-00.5 rai	10-0-77 rai	7-3-00 rai	18-0-00 rai	35-0-00 rai	70-2-56 rai
Location	Kamphaeng Phet Road	Wiphawadi-Rangsit Road	Wiphawadi-Rangsit Road	Songprapha Road	Wiphawadi-Rangsit Road	Kamphaeng Phet 6 Road
Land shape	Multiangle	Rectangle	Multiangle	Multiangle	Multiangle	Rectangle, unequal sides
Land level compared	At road level	At road level	At road level	At road level	0.30 m. below road	0.30 m. below road level

Particulars	Data of the appraised property	Comparable data				
		Data 1	Data 2	Data 3	Data 4	Data 5
with adjacent road					level	
Public utilities	Power, water supply, telephone and water drainage pipe	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone	Power, water supply and telephone
Type of road surface	Asphalt	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete	Reinforced concrete
Offering price	-	Total Bt. 215 million (Bt. 52,734/sq.wah)	Total Bt. 248 million (Bt. 75,800/sq.wah)	Bt. 35,000/ sq.wah	Bt. 60,000/ sq.wah	Total Bt. 610.60 million (Bt. 21,609/sq.wah)
Town planning zone	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)	Low density residential zone (Yellow)
Land utilization	Residential & commercial use	Commercial use	Commercial use	Commercial use	Commercial use	
Others	-	A go-down in poor condition (not appraised)	A 4-storied office building with total space of about 2,000 sq.m. and approximate construction cost of Bt. 13 million	-	-	A large plot of land divided into two non-connected parcels

In the land valuation, TAP deducted from the calculation the parcel of land under servitude right and being an asphalt road, covering 6-3-73 rai or 2,773 sq.wah, resulting in a net appraised area of 24-3-27.5 rai or 9,927.5 sq.wah, which was valued at **Bt. 30,000 per sq. wah or a total of Bt. 297.83 million**.

<u>Valuation by Accurate</u>

Accurate employed the **market data comparison approach** to value the land by analyzing and comparing with the offering prices or sale and purchase prices of comparable land, based on a bargained price and transaction period. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size, market demand, etc. Then, the relationship between the asset quality score (graded by the Weighted Quality Score technique) and the sale and purchase price was figured out through the regression analysis to arrive at the appraised market value. (See details of the property valuation by the Weighted Quality Score technique and the regression analysis in Attachment 1, page 27.)

In the valuation, Accurate made a survey on 12 plots of land in nearby areas and chose four comparable plots of vacant land, with the offering price/sale and purchase price ranging between Bt. 21,609 and Bt. 60,000 per sq. wah. These plots of land were compared in terms of quality factors that could affect the asset value such as location, potential, public utilities, accessibility, legal restrictions, environment, land size and shape, market demand, etc. Then, the relationship between the asset quality score (derived by the Weighted Quality Score technique) and the sale and purchase price was figured out through the regression analysis to derive the appraised value of the land.

The comparable market data are as follows:

Particulars	Data of the appraised property	Comparable data			
		Data 1	**Data 2**	**Data 3**	**Data 4**
Nature and condition of asset	Vacant land, improved	Vacant land, not yet filled, about 0.3 m. below road level	Vacant land, filled already	Vacant land, not yet filled, about 0.3 m. below road level	Vacant land, filled already
Area	31-3-00.5 rai	35-0-00 rai	18-0-00 rai	70-2-56 rai	1-3-35 rai
Location	Kamphaeng Phet Road	Wiphawadi-Rangsit Road	Songprapha Road	Kamphaeng Phet 6 Road	Songprapha Road
Land shape	Multiangle	Multiangle	Multiangle	Rectangle	Rectangle
Offering price (Bt./sq.wah)	-	60,000	35,000	21,609 (total Bt. 610.60 million)	39,455

In the land valuation, Accurate did not appraise the parcel of land with servitude right (being passage way) granting access to neighboring plots of land in the project, covering 6-1-95 rai, and the Choetwutthakat Road area of about 0-1-53 rai or 153 sq.wah, as well as the power transmission line and high pressure fuel pipe area, where no building is allowed to be constructed within a radius of 3 meters, thus resulting in a net appraised area of 24-3-52.5 rai or 9,952.5 sq.wah. Accurate selected four data sets (as shown in the above table), but gave more weighting on Data 2-4, which are vacant land of 735-28,256 sq.wah with offering prices of Bt. 21,609-39,455 per sq.wah. Compared with these plots of land, the appraised land is in a better location and a better condition and has a road frontage of about 225 meters. Therefore, Accurate **valued the land at Bt. 30,000 per sq. wah or a total of Bt. 298.6 million**.

Opinion of the IFA on the property valuation by the independent valuers

In our opinion, the land appraisal based on the official appraised value could not accurately reflect the market value of the assets. However, the official appraised value can be used as a minimum benchmark for estimating the land value for right registration and any other juristic acts. The land appraisal by the market approach is considered appropriate since this method is suitable for valuing the type of assets with sale and purchase prices or offering prices available for comparison such as residential properties and vacant land.

The exclusion of the servitude land from the valuation by the two valuers is deemed reasonable because the ownership of land can not take advantage of them apart from providing a way to land within the project in or out. However, there is a discrepancy in the area of land with servitude right estimated by the two valuers because, unlike title deed, the land under servitude right is normally not to be registered and, thus, the servitude area is derived based on the measurement method of each valuer.

(3) Long-term investment in related party

The Company has made a long-term investment in Central Pattana 9 Square Co., Ltd. ("CPN9") by holding (indirectly through Rama 9) a stake of 2.55% of CPN9's paid-up capital. The book value of such investment as of June 30, 2011 was Bt. 104.52 million.

We have adjusted the value of investment in CPN9 by the retained deficit of CPN9, according to the most recent audited financial statement as of December 31, 2010, in an amount of Bt. 394.15 million, which was recognized in proportion to the Company's shareholding in CPN9 of 2.55% or equivalent to Bt. 10.05 million. This is because the value of investment in CPN9 was presented at the original cost, which might not reflect a fair value at present where CPN9 is posting a large amount of retained deficit incurred during the project development. Although the project has been completed and is about to come into commercial operation, it is expected that at the initial stage a huge outlay will be needed for advertising and marketing activities, whereas rental income will be gradually recognized on a monthly basis. Thus, it will likely take a certain period of time to clean off the retained deficit. Presently, there is no information that could distinctly indicate the future performance of CPN9. Since the Company holds only a small stake and does not have any control power in CPN9, it is somewhat difficult to gain access to in-depth information of CPN9, including its future project plans and revenue and expense projections.

As a result of such adjustment, the book value of investment recorded in Rama 9's financial statement declined by Bt. 10.05 million, details of which are as follows:

Unit: Bt. million

Company	Book value as of June 30, 2011	Retained deficit	Book value of investment after adjusted by retained deficit
Central Pattana 9 Square Co., Ltd. (CPN9)	104.52	(10.05)	94.47

The book value of investment after adjusted by the retained deficit is lower than the book value of investment shown in Rama 9's financial statement as of June 30, 2011 by Bt. 10.05 million.

Details of the book value adjustment

Items	Bt. million
Shareholders' equity of parent as of June 30, 2011	4,356.76
Adjustment items	
Add Increase in appraised value of fixed assets*	597.55 - 1,014.29
Land in Grand Rama 9 Project Plot 2	1,930.04
Land in Grand Canal Don Muang Project Phase 7	296.58
Less Cash payable for purchase of land in Grand Rama 9 Project Plot 2 Grand Canal Don Muang Project Phase 7	(813.32)
Decrease in deposit under agreement to buy or lease land	(113.98)
Adjustment of book value of investment in CPN 9 by retained deficit of investment	(10.05)
Net book value after adjustment	**6,243.58 - 6,660.32**
Par value	1.00
Total number of paid-up shares* (shares) as of June 30, 2011	4,220.51
Add Number of shares issued for payment of consideration in the purchase of land in Grand Rama 9 Project Plot 2 (shares)	547.94
Number of shares issued for payment of consideration in the purchase of land in Grand Canal Don Muang Project Phase 7(shares)	162.07
Total number of paid-up shares (shares)	4,930.52
Net book value after adjustment per share	**1.27 - 1.35**

Note: * See details in the conclusion of property valuation by the independent valuers on page 132.

The share valuation by the adjusted book value approach could reflect the net asset value that is more updated than by the book value approach. It could exhibit the existence of the assets that are closest to the present status, as well as reflect the market value of the assets which will affect the net asset value at present. Nonetheless, this method does not focus on the performance, profitability prospect and competitive potential of the Company and its subsidiaries in the future.

Under this method, GLAND shares are appraised at Bt. 1.27 - 1.35 per share, which is lower than the offering price of shares offered on a private placement basis of Bt. 2.56 per share by Bt. 1.21 - 1.29 per share or 47.27% – 50.39%.

3) Market Comparable Approach

Under this method, the share valuation is made based on different ratios such as the price to book value ratio (P/BV) of SET-listed entities in the Property & Construction Industry, Property Development Sector, which are developers of residential properties such as single detached houses, condominiums, and office buildings for rent, similar to the Company which is a developer of a wide range of properties such as residential properties, office buildings for rent, and exhibition hall for rent. The P/BV ratio is derived from the average historical ratio of those peer companies prevailing over different time periods up to July 17, 2011, which was the last business day immediately before the date the Company's Board of Directors approved the acquisition of assets and the connected transactions. There are 38 listed companies selected for this study, as follows:

Name	Symbol
(1) Areeya Property Plc.	A
(2) Asian Property Development Plc.	AP
(3) Bangkok Land Plc.	BLAND
(4) Baan Rock Garden Plc.	BROCK
(5) Charn Issara Development Plc.	CI
(6) Eastern Star Real Estate Plc.	ESTAR
(7) Everland Plc.	EVER
(8) Grand Canal Land Plc.	GLAND
(9) Golden Land Property Development Plc.	GOLD
(10) K.C. Property Plc.	KC
(11) Krisda Mahanakorn Plc.	KMC
(12) Keppel Thai Properties Plc.	KTP
(13) Lalin Property Plc.	LALIN
(14) Land and Houses Plc.	LH
(15) Living Land Capital Plc.	LL
(16) L.P.N. Development Plc.	LPN
(17) MBK Plc.	MBK
(18) Metro Star Property Plc.	METRO
(19) Major Development Plc.	MJD
(20) M.K. Real Estate Development Plc.	MK
(21) N.C. Housing Plc.	NCH
(22) Natural Park Plc.	N-PARK

Name	Symbol
(23) Noble Development Plc.	NOBLE
(24) Property Perfect Plc.	PF
(25) Precha Group Plc.	PRECHA
(26) Prinsiri Plc.	PRIN
(27) Preuksa Real Estate Plc.	PS
(28) Quality House Plc.	QH
(29) Raimon Land Plc.	RAIMON
(30) Rasa Property Development Plc.	RASA
(31) Sammakorn Plc.	SAMCO
(32) SC Asset Corporation Plc.	SC
(33) Scan Global Plc.	SCAN
(34) Sena Development Plc.	SENA
(35) Sansiri Plc.	SIRI
(36) Supalai Plc.	SPALI
(37) Thanasiri Group Plc.	THANA
(38) Univenture Plc.	UV

We have not appraised GLAND shares by the price to earnings ratio (P/E) approach because, in the retroactive four quarters (up to Q2/2011), the Company reported a net loss from operation, with a net loss per share in the said four quarters of Bt. (0.02). Thus, it is not possible to appraise the shares by this method. Such loss from operation resulted from the fact that the Company still could not recognize revenues from sales of properties according to the income recognition criteria during the said period. The enterprise value to EBITDA ratio (EV/EBITDA) approach is not used for the share valuation either because the Company recorded an EBITDA as little as Bt. 3.36 million in the said retroactive four quarters up to Q2/2011 and had interest-bearing debts of Bt. 1,314.73 million incurred from the projects under development. Accordingly, the share valuation by this approach results in a negative share value.

Moreover, in the share valuation by the market comparable approach, we have not included some other entities listed in the Property & Construction Industry, Property Development Sector, engaging in the construction services and industrial estate development businesses, as shown below:

Company name (symbol)	Type of business
1. Amata Corporation Plc. (AMATA)	An industrial estate developer and manager in Thailand and Vietnam, with subsidiary and associated companies providing a range of industrial utilities, such as power, water, and natural gas.
2. ASCON Construction Plc. (ASCON)	A contractor for construction of factories, buildings and residential properties, with a subsidiary operating The Inspire Rama IX Project.
3. CH. Karnchang Plc. (CK)	A management and construction contractor for all types of large-scale sophisticated projects, including a comprehensive range of services on development, investment and management of large-scale concessioned infrastructure projects in Thailand and in the Region.

Company name (symbol)	Type of business
4. Christiani & Nielsen (Thai) Plc. (CNT)	A provider of comprehensive range of construction services and design, fabrication and engineering services for the public and private sectors.
5. Central Pattana Plc. (CPN)	A developer of large-scale shopping complexes for rent, including related businesses such as office, hotel and residential buildings and food centers, investment in CPN Retail Growth Leasehold Property Fund and property management for the Fund.
6. Demco Plc. (DEMCO)	A contractor of electrical and mechanical engineering, electrical engineering, and telecommunication, and a producer of galvanized steel structure, electrical hardware and equipment, and building materials, including investment in renewable energy power generation projects.
7. EMC Plc. (EMC)	An operator of the business in civil engineering and layouts electrical, mechanical systems in full scale, divided into two major lines, namely general civil engineering and electrical & mechanical engineering systems.
8. Hemaraj Land and Development Plc. (HEMRAJ)	A developer of industrial estates, utilities and property solutions in Chon Buri, Rayong and Saraburi provinces and developer of ready-built factories for rent and for sale to SME businesses.
9. Italian-Thai Development Plc. (ITD)	A provider of comprehensive contracting services with expertise in all types of construction and readiness for construction of large-scale projects requiring advanced construction technology, with business diversification to Asian Region.
10. Nava Nakorn Plc. (NNCL)	A developer of properties and industrial estates for sale and for rent and provider of utilities and facilities in the estates.
11. Nawarat Patanakarn Plc. (NWR)	A provider of civil construction services and manufacturer of pre-stressed concrete piles and precast concrete products, including steel structure fabrication for supply to construction contractors and other customers.
12. PAE (Thailand) Plc. (PAE)	A provider of engineering and construction services, project design & building services for oil and gas production facilities, including the integrated engineering and fabrication services for the onshore and offshore oil and gas industries.
13. Power Line Engineering Plc. (PLE)	A provider of full-scale engineering and civil construction design, procurement and contracting services for private and government sectors as both main contractor and sub-contractor through bidding, negotiation and joint venture process.
14. Prebuilt Plc. (PREB)	A contractor for the construction of condominiums, factory buildings, residential buildings and townhouses, with interior decoration services, and a supplier of prestressed concrete slabs and building materials, with slab installation services, having a subsidiary developing properties for sale, such as The Tempo condominium, but still generating a small income from property business.
15. Rojana Industrial Park Plc. (ROJNA)	A developer of industrial estates and related businesses such as power generation and industrial water production.
16. Seafco Plc. (SEAFCO)	A contractor for deep foundation and civil construction services, including bored piling, diaphragm walling, soil improvement, civil work, foundation and building construction, and testing services.
17. Siam Future Development	Engaged in shopping center development and management with

Company name (symbol)	Type of business
Plc. (SF)	a focus on open-air shopping centers, and providing a range of specialized real estate and property services, including project management, acquisition, and utilities services throughout a space rental term.
18. Sino-Thai Engineering & Construction Plc. (STEC)	Engaged in civil and mechanical engineering services, including infrastructure development, industrial factory construction, building construction, power and energy, and environment projects.
19. STP&I Plc. (STPI)	Engaged in design, supply and fabrication of complicated steel structure and general steelwork.
20. Syntec Construction Plc. (SYNTEC)	A provider of a diverse and integrated range of construction and engineering services for the public and private sectors through one-stop shopping.
21. Thai Factory Development Plc. (TFD)	A developer of land for industrial estates and ready-made standard factories for sale and rent in industrial estates or industrial zones in Bangkok and vicinities, including investment in serviced apartment and condominium business in Bangkok's Central Business District.
22. Ticon Industrial Connection Plc. (TICON)	A developer and provider of standard factories and logistics warehouses for rent in industrial estates, industrial parks and the other potential locations in Thailand, also providing assistance in relevant matters for manufacturers wishing to start production Thailand.
23. Thai Polycons Plc. (TPOLY)	A provider of civil engineering and electrical & mechanical engineering services for government and private sectors, including general customers and main contractors.
24. Toyo-Thai Corporation Plc. (TTCL)	A provider of integrated design and engineering, procurement of equipment and materials, and construction (integrated EPC) services for turnkey projects in energy, petrochemicals and chemicals industries in Thailand and overseas.
25. Unique Engineering and Construction Plc. (UNIQ)	A provider of main contractor services and turnkey design services with a focus on medium to large infrastructure projects, having a subsidiary engaged in property development for sales, but with a small property sales income compared with total revenues.

3.1) Price to Book Value Approach (P/BV)

Under this approach, the Company's shares are appraised by basing on the book value of the Company and its subsidiaries as of June 30, 2011 of Bt. 1.03 per share, multiplied by the average P/BV ratio of the 38 peer companies described above over the retroactive period of 3 months, 6 months, 9 months and 12 months up to July 17, 2011, which was the last business day immediately before the date the Company's Board of Directors approved the acquisition of assets and the connected transactions. Here is the outcome:

Average P/BV of the selected SET-listed companies in the Property Development Sector

Period	A	AP	BLAND	BROCK	CI	ESTAR	EVER	GLAND	GOLD	KC	KMC	KTP	LALIN
Avg. of past 3 months	1.14	1.50	0.50	0.66	0.47	0.59	1.02	2.30	0.68	0.46	0.70	1.19	0.54
Avg. of past 6 months	1.16	1.53	0.47	0.64	0.46	0.54	0.73	2.01	0.56	0.46	0.77	1.12	0.56
Avg. of past 9 months	1.18	1.57	0.48	0.64	0.46	0.53	0.64	1.92	0.50	0.49	0.77	1.14	0.55
Avg. of past 12 months	1.21	1.63	0.50	0.64	0.50	0.56	0.62	1.88	0.49	0.52	0.78	1.17	0.56

Period	LH	LL	LPN	MBK	METRO	MJD	MK	NCH	NOBLE	N-PARK	PF	PRECHA	PRIN
Avg. of past 3 months	2.20	0.96	2.48	1.45	0.61	0.64	0.51	0.64	0.76	3.52	0.49	0.59	0.57
Avg. of past 6 months	2.19	0.95	2.39	1.44	0.59	0.68	0.52	0.63	0.73	3.83	0.48	0.61	0.63
Avg. of past 9 months	2.30	0.95	2.45	1.48	0.61	0.73	0.53	0.66	0.71	4.40	0.48	0.64	0.67
Avg. of past 12 months	2.33	0.95	2.50	1.46	0 .63	0.78	0.53	0.79	0.71	5.36	0.49	0.68	0.74

Period	PS	QH	RAIMON	RASA	SAMCO	SC	SCAN	SENA	SIRI	SPALI	UV	THANA	Average*
Avg. of past 3 months	2.69	1.27	2.84	0.79	0.52	0.95	0.86	0.81	0.88	1.97	1.11	1.27	**1.07**
Avg. of past 6 months	2.67	1.32	1.87	0.76	0.54	0.84	0.70	0.84	0.87	2.04	1.08	1.35	**1.02**
Avg. of past 9 months	2.82	1.36	1.50	0.76	0.55	0.80	0.66	0.86	0.86	2.14	1.06	1.39	**1.02**
Avg. of past 12 months	3.05	1.42	1.32	0.75	0.56	0.78	0.64	0.88	0.86	2.24	1.08	1.43	**1.04**

Source: www.setsmart.com

Note: * In our calculation of the average P/BV above, we have excluded the P/BV of N-PARK because it deviates substantially from peers,' being in a high range of 3.52 - 5.36 times versus the average P/BV of peers of only 0.46 - 3.05 times.

Conclusion of GLAND share valuation by the P/BV approach

Period	Avg. P/BV of peer companies	Appraised share value (Bt./share)
Avg. of past 3 months	1.07	1.10
Avg. of past 6 months	1.02	1.05
Avg. of past 9 months	1.02	1.05
Avg. of past 12 months	1.04	1.07

Under this method, the appraised share value could reflect the Company's operating performance and financial position at a certain period of time, but may neither reflect the existence of the assets that are closest to the present status and the current market value of the assets, nor reflect the profitability prospect of the Company and its subsidiaries in the future.

By this approach, GLAND shares are appraised at Bt. 1.05 - 1.10 per share, which is lower than the offering price of shares offered on a private placement basis of Bt. 2.56 per share by Bt. 1.46 - 1.51 per share or 57.03% - 58.98%.

4) Market Value Approach

The share price by this method is valuated based on the weighted average market price (trading value/trading volume) of GLAND shares in different periods over the past one year up to July 17, 2011, which was the last business day immediately before the date the Company's Board of Directors approved the acquisition of assets and the connected transactions. Here is the outcome:

Conclusion of GLAND share valuation by the market value approach

Period	Avg. daily turnover		Appraised share value [1/] (Bt./share)
	Trading volume (shares)[1/]	Trading value (Bt.)	
Avg. of past 3 months	581,063	1,435,367	2.47
Avg. of past 6 months	359,175	843,864	2.35
Avg. of past 9 months	282,433	643,884	2.28
Avg. of past 12 months	307,610	670,653	2.18

Source: www.setsmart.com

Note: The par value of the Company's shares that are traded on the SET have been reduced, as from May 9, 2011, from Bt. 4 to Bt. 1 per share. For comparison in the share valuation, we have thus revised up/down the trading volume/price of the Company's shares as presented in the trading value and price in the past one-year period above so as to be compatible with the said change in par value.

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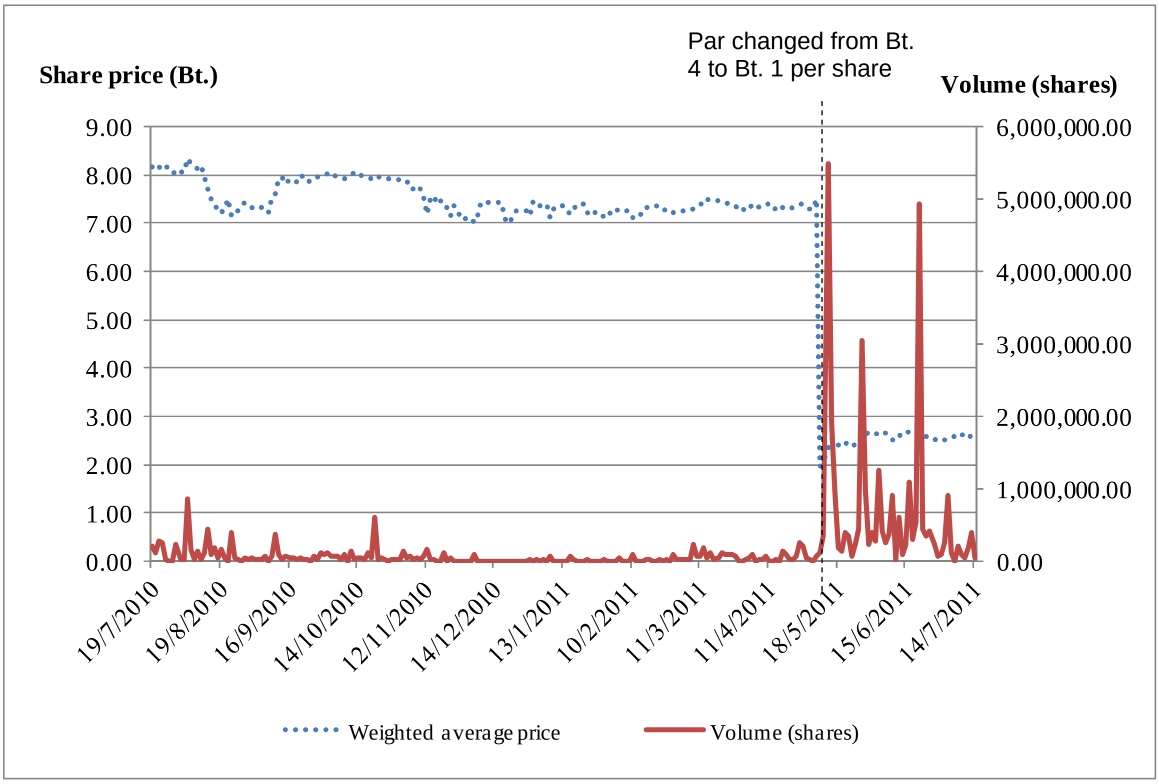
Graph illustrating the weighted average market price and trading volume of GLAND shares in one year (July 18, 2010-July 17, 2011)



Note: The par value of the Company's shares that are traded on the SET have been reduced, as from May 9, 2011, from Bt. 4 to Bt. 1 per share. For comparison in the share valuation, we have thus revised up/down the trading volume/price of the Company's shares in the past one-year period as shown in the graph above so as to be compatible with the said change in par value.

Judging from the trading volume and price trend in the period prior to the change in par value from Bt. 4 to Bt. 1 (the new par value took effect on the share trading as from May 9, 2011), the share price was somewhat stable at Bt. 1.70 - 2.00 per share with thin trading volume. After the change in par value, however, both the trading price and volume have gone up higher than usual. This is mainly due to stronger liquidity following the decrease in par value, which was necessarily done as part of the plan to satisfy the free float requirement,[34] whereby the major shareholders have an intention to lower their shareholding so as to meet the SET's free float criterion.

Nonetheless, the average daily trading volume in each period (retroactive 3-12 months) was between 307,610 and 581,062 shares or around 0.01% of the total shares sold of the Company, representing a very low turnover ratio.

In an efficient market, a reasonable share value should be equal to the market price. The said market price is driven by the demand/supply of the Company's shares from investors, which could reflect the value of shares in such period to a certain extent, as well as reflect fundamental factors and investors' demand that affects potential and growth of the Company in the future. However, since the said trading volume is considerably low, the historical market price of the Company's shares could not fairly reflect the true value or price of shares.

By this approach, GLAND shares are appraised at Bt. 2.18 - 2.47 per share, which is

[34] As of September 6, 2011, the Company's free float amount was 7.96%, failing to meet the SET Board of Governors' Notification Re: Maintaining the Status of Listed Companies on the Exchange B.E. 2544 (and the amendment).

lower than the offering price of shares offered on a private placement basis of Bt. 2.56 per share by Bt. 0.09 - 0.38 per share or 3.52% - 14.84%.

5) Discounted Cash Flow Approach

Under this approach, GLAND shares are appraised by focusing on the future profitability prospect of the Company and its subsidiaries. A cash flow projection is made on each of the property development projects of the Company and its subsidiaries that are under operation and those to be launched in the future according to the business plans obtained from the Company's management. The value of all projects is aggregated to arrive at the enterprise value, exclusive however of the projected cash flow of the projects that are under the asset acquisition and connected transactions proposed this time.

We have prepared a financial projection of the Company for the purpose of determining a fair value of its shares for comparison with the offering price of the shares under the transactions herein. The projection is based on the information and assumptions available from the Company and from interviews or enquiries with its management and concerned staff. It is also based on a study and analysis of the property business that is relevant to the business operations of the Company and its subsidiaries.

Moreover, the financial projection is prepared on a going concern basis and under the present economic condition and circumstance by assuming that there is not any material change taking place.

Given that the economic condition and other external factors that have an impact on the operations of the Company and its subsidiaries, as well as the situation of the Company and its subsidiaries, have changed significantly from the assumptions, the share price appraised by this method will change as well.

<u>The property projects of the Company and its subsidiaries that are factored into the share valuation are as follows:</u>

a. *Projects operated by the Company*

1. The Ninth Tower Grand Rama 9 Office Building Project
2. Belle Sky Project
3. Grand Canal Don Muang Project (Phase 1 and 2) (The Company holds the right to project management, marketing management and sales management.)
4. Grand Rama 9 Project (Plot 2)
5. Grand Canal Don Muang Project (Phase 7)

b. *Projects operated by subsidiaries*

6. Belle Grand Rama 9 Project operated by Belle
7. G-Land Tower Grand Rama 9 Project (Plot 1.2) operated by Rama 9

Key assumptions used for financial projection of each project are as follows:

1. The Ninth Tower Grand Rama 9 Office Building Project

This is a grade B+ to A- office building project with a total leasable area of approximately 66,000 sq.m., consisting of an eight-level podium with one basement and two office towers of 31 floors (Tower B) and 38 floors (Tower A) respectively, currently still under construction.

We have prepared a financial projection for a period of 40 years (2011-2050) by taking into account the economic value expected from the use of a building over a certain period of time under the assumption that the longer the building has been used, the more it will be deteriorating and outdated. The residual value of the project by the end of such projection period is estimated equal to the value of land and construction expected at that time.

Key assumptions for the financial projection are as follows:

1. Rental income

1.1.1 Income from office building rentals

The Ninth Project has been partially opened for rent in the areas of the eight-level podium and one basement, with the underground floors 1 and 2 reserved as office space and the rest as parking space. Income from office space rentals are projected in two portions: income from the existing office space already rented out and income from the section to be completed in the future. Rental income from the existing section is forecast to be Bt. 36.80 million in 2011, based on an annualized H1/2011 rental income.

For 2012, rental income from the existing section is projected at Bt. 18.40 million, which is for the first half-year period only. From the second half of 2012 onwards, after Tower B is ready for rent, the projection of rental income from the existing section will be incorporated into the rental revenue of Tower B, whereas Tower A will begin generating rental income in Q2/2013.

Rental income from the section to be completed in the future is estimated from the leasable area, occupancy rate and rental rate per sq.m. of the Ninth Project, as follows:

- Rental income from the section to be completed in the future will start in the latter half of 2012 onwards, covering a total leasable area of 66,000 sq.m. broken down into

  - Tower A space of 36,400 sq.m.

  - Tower B space of 22,700 sq.m.

  - Retail space of 6,900 sq.m.

  The Company will begin to earn rental income from Tower B office space in the second half of 2012. The occupancy rate of Tower B is projected at 50% during 2012-2013, rising to 75% in 2014 and 85% in 2015 and remaining constant at 95% from 2016 onwards. The gradual increase in such occupancy rate is propped by an expected growing demand for The Ninth's office space due to the strengths in its nature as a medium-to-high-class building with affordable rental rate and its close proximity to the Second-Stage Expressway, the MRT station and the Airport Rail Link station.

  Rental income from Tower A office space will be brought in from Q2/2013 onwards. The occupancy rate of Tower A is projected at 50% in 2013, rising to 75% in 2014 and 85% in 2015 and remaining constant at 95% from 2016 onwards. Renting demand for The Ninth office space is predicted to go up steadily.

- The starting rental rate of Tower B and Tower A is expected to be Bt. 500/sq.m. in 2012/2013-2015 and to increase by 15% at three-year intervals from 2016 onwards. Such starting rental rate is based upon the rental rate in grade-B non-CBD zones revealed in the Q2/2011 Bangkok Office Market Update by CB Richard Ellis (Thailand) Co., Ltd. ("CBRE"), which currently is Bt. 421 per sq.m. with an increase rate of 5% per year to Bt. 465 per sq.m. in 2013 in line with the office rental rate increase in general.

The rental rate of The Ninth for 2013 is set higher than the market rate in the same year because The Ninth will feature newly built, grade B+ to A- office buildings, whereas the said market rate is based on the average current market rate according to CBRE's survey of both old and new office buildings for rent, revised up by the general increase rate until 2013.

Besides, according to The Ninth's sales and marketing plan, the rental rate in general is set at Bt. 500-550 per sq.m.

1.1.2 Income from retail space rentals

- The leasable retail space is approximately 6,900 sq.m.
- The occupancy rate is projected at 50% in 2012-2013, rising to 75% in 2014 and 85% in 2015 and remaining constant at 95% from 2016 onwards, similar to the office space for rent.
- The starting rental rate is expected to be Bt. 1,500/sq.m. in 2012-2015 and to increase by 15% at three-year intervals from 2016 onwards.

1.1.3 Income from car park

The two office towers have a total parking capacity of about 150 cars. Income from parking fees is projected, varying with the yearly office occupancy rate, at Bt. 1,500/car/month, to be raised 10% every three years.

1.1.4 Other income

Other income from the extended use of the office space by the rentees and other income from ads posting, common area renting, etc. are estimated at 5% of rental fee income.

2. Cost of project

Cost of The Ninth Project is composed of land cost and construction cost, comprising construction cost of the existing building that has been partially opened to service of about Bt. 1,100 million and construction cost of the extension section, which is the 31-level and 38-level towers with a total construction area of 90,000 sq.m. at Bt. 21,000 per sq.m. (excluding construction cost of the foundation which was already completed).

Other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general and the projection by the Company's management, are as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the construction-related expenses with the construction cost (excluding land cost), the total cost of construction is estimated at Bt. 23,940 per sq.m.

3. Expenses on services and project management

Expenses on services and project management are set as a percentage of rental fee income, based on the Company's projection in line with the estimation of relevant expenses of property projects in general, as follows:

- Building tax of 12.50% of rental fee income, exclusive of services income (rental income is 40% of rental fee income and services income is 60% of rental fee income)
- Public utilities expense of 10% of rental fee income
- Management expense of 5% of rental fee income
- Marketing expense of 1% of rental fee income

4. Capital expenditure

Capital expenditure is composed of annual repair and maintenance cost of 1% of rental fee income, with depreciation cost, by the straight line method, of 5% per year.

5. Interest expenses

The Ninth Project has been financially supported by Krung Thai Bank Plc. ("KTB") with loan interest rate equal to MLR minus 1 - 1.25 (MLR of KTB is currently at 7.25% p.a.). Thus, we assume the interest rate to be 6.16% p.a. as the project's finance cost.

6. Discount rate

Discount rate used for finding the net present value of the project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement.

The calculation of WACC is as follows:

WACC	=	Ke(E/V) + Kd (1-t)(D/V)
Ke	=	Cost of equity of 9.12%
Kd	=	Average loan interest rate of the Company of 6.87%, derived from an average of the interest rates charged on loans from financial institutions between 6.00% and 7.50%
t	=	Corporate income tax of 30%
E	=	Shareholders' equity according to the consolidated financial statement as of June 30, 2011 of Bt. 4,848.43 million
D	=	Total liabilities according to the consolidated financial statement as of June 30, 2011 of Bt. 3,853.02 million
V	=	D + E
E/V	=	55.72%
D/V	=	44.28%

Calculation of Ke:

Where:	Risk free rate (Rf)	This is based on the average bid yield on the government bond with remaining maturity of 20 years as of September 26, 2011, which is 4.13% (available from www.thaibma.or.th). We have selected bond with a long life to reflect return on investment in risk-free assets throughout the bond life.
	Beta (β)	This is the variation of return on the stock market compared

with the closing price of GLAND shares during December 18, 2009-September 9, 2011 (available from Bloomberg), which is 0.736.

We have not used the Beta before December 18, 2009 because the Company back then had still engaged in the television business, its former core activity, and, thus, the data prevailing before such date would be inconsistent with its new core activity in the property business undertaken by the Company as from December 18, 2009.

Rm — This is based on the average rate of return on the SET over the past 20 years, a period that could reflect the investment condition in different time periods better than the shorter term data (from SET data for 1991-July 2011), equivalent to 10.91%.

Table illustrating the cash flow projection of The Ninth Tower Grand Rama 9 Office Building Project over 2011-2050

(Unit: Bt. million)	2011	2012	2013	2014	2015	2016	2017	2018
Total revenues	36.80	88.54	224.85	380.27	431.22	553.80	553.80	554.09
Total expenses	6.30	64.58	201.31	233.61	247.72	272.02	275.72	276.68
EBIT	30.50	23.96	23.54	146.66	183.50	281.78	278.08	277.41
Less Tax	(9.15)	(7.19)	(7.06)	(44.00)	(55.05)	(84.53)	(83.42)	(83.22)
Less Capital expenditure	(1,559.42)	(1,450.76)	(249.64)	(2.14)	(3.62)	(4.11)	(5.27)	(5.27)
Add Depreciation	-	47.47	159.69	160.11	160.84	161.66	162.71	163.64
Add/Less Working capital	112.68	9.60	(124.00)	(0.86)	(0.35)	(0.83)	-	(0.00)
Cash flow from operation	(1,425.39)	(1,376.92)	(197.48)	259.78	285.32	353.97	352.09	352.54
PV of cash flow from operation	(1,408.94)	(1,269.49)	(169.83)	208.37	213.46	247.01	229.18	214.03
Total PV of cash flow from operation	2,860.33							
PV of residual value	275.57[1/]							
Total PV of cash flow - net	**3,135.90**							

(Unit: Bt. million)	2019	2020	2021	2022	2023	2024	2025	2026 - 2050
Total revenues	636.72	636.72	637.04	732.06	732.06	732.42	841.69	38,939.26
Total expenses	292.41	294.60	295.04	312.55	314.95	315.35	335.57	9,302.97
EBIT	344.31	342.12	342.00	419.51	417.11	417.07	506.12	29,636.30
Less Tax	(103.29)	(102.64)	(102.60)	(125.85)	(125.13)	(125.12)	(151.84)	(8,890.89)
Less Capital expenditure	(5.28)	(6.06)	(6.06)	(6.07)	(6.97)	(6.97)	(6.98)	(354.38)
Add Depreciation	164.26	164.67	165.06	165.22	165.55	165.89	166.16	1,391.74
Add/Less Working capital	(0.56)	-	(0.00)	(0.64)	-	(0.00)	(0.74)	(11.71)
Cash flow from operation	399.44	398.09	398.39	452.16	450.56	450.87	512.73	21,771.05
PV of cash flow from operation	226.20	210.26	196.27	207.78	193.11	180.25	191.19	3,191.47

Note: [1/] Residual value is measured from the projected market value of land and remaining value of buildings in year 2050 as follows:

(1) The market value of land in 2050 is projected by taking the present market value of land as appraised by the valuers at Bt. 576.32 million, multiplied by an increase rate of land price at 4.5% (based on information from the Government Housing Bank's Property Data Center) over a period of 40 years (according to the average yearly growth rate of the land price index in 1991-2010 of 4.5% per year) to derive the value of land in 2050 of about Bt. 3,352.09 million.

(2) The remaining value of buildings in 2050 is projected to be 40% of total construction cost (construction area of The Ninth Project of 90,000 sq.m. x construction cost of Bt. 23,940 per sq.m.), resulting in the remaining building value in 2050 of about Bt. 861.84 million.

The projection of the remaining value of buildings at 40% of total construction cost has been based on the Building Construction Appraised Price List of 2010 of the Valuers Association of Thailand. According to VAT's standards for valuation of buildings used for a long period of time, depreciation is made, as a percentage of useful life, until it is 40% of the building value and then the depreciation is stopped. The rationale behind this is that the structure of a building, if constructed with an acceptable engineering standard, could last for a hundred years, while it is all other components of the buildings, which make up about 60% of the building value, that will deteriorate by time. As such, it is estimated that for a building aged 30 years or more, at least its structure and other parts (if any) should have a value not less than 40% of the reconstruction cost.

By aggregating the value of land and the remaining building value above, the residual value is Bt. 4,213.93 million, equivalent to the present value in 2011 of Bt. 275.57 million.

From the calculation of the present value of cash flow of The Ninth Tower Grand Rama 9 Office Building Project under the above assumptions by using the Company's WACC of 7.21% as a discount rate, we could appraise the present value of cash flow of the project at **Bt. 3,135.90 million**.

2. Belle Sky Project

Belle Sky Project is a 17-tower eight-level condominium project with a total of 3,315 residential units. The project land has been partially filled and improved. Building construction is expected to start by Q4/2011 and income recognition will begin in the latter half of 2013.

We have prepared a financial projection for a period of about 5.5 years (June 2012-December 2017) or from the beginning of the project until its target completion and transfer date.

Key assumptions for the financial projection are as follows:

2.1 Income from sales of property

Payment for the condominium units in the project is set to be made by customers in two tranches:

(1) A down payment at 10% of selling price, divided into

- A deposit of Bt. 5,000/unit payable on the reservation date
- A deposit of Bt. 50,000/unit payable on the agreement signing date within one month of the deposit payment on the reservation date
- The remainder payable in eight installments starting in the following month after agreement signing (within two months of the deposit payment on the reservation date)

(2) The rest 90% of selling price payable on the transfer date. Under the projection, transfer could begin in one year after the sale opening date or around July 2013.

The income is projected from sale volume and selling price per sq.m. The 17 condominium towers in the project will offer a total of 3,315 units each with an average space of about 33 sq.m. at an average price of Bt. 48,000/sq.m. Sales target is about 95% of total units offered, as forecast by the Company's management. The selling price is based on the average achievable target price for the whole project according to the management's projection and comparable with nearby rival projects. The details are as follows:

Project	Company	Selling price (Bt./sq.m.)	Total units	Target completion date
1. Proud X2 Condominium-Chaeng Watthana Soi 9	Tri Property Co., Ltd.	46,000 - 48,000	180	March 2012
2. M Society Condominium - Chaeng Watthana	M Residence Co., Ltd.	34,500	1,046	July 2012
3. Addera Chaeng Watthana Condominium	Samui Tower Co., Ltd.	49,000	176	December 2012
4. Astro Condominium - Chaeng Watthana	A-Star Property Co., Ltd.	42,000 - 58,000	484	December 2013
5. The Key Condominium - Chaeng Watthana	Land and Houses Plc.	55,000 - 56,000	988	April 2012

Source: Survey by IFA as of September 2011

2.2 Cost of project

Cost of project is composed of land cost, land improvement cost, construction cost, design fee, project management fee and contingency. The land cost of the project is Bt. 767.60 million, with improvement cost of Bt. 60 million. Construction cost is Bt. 16,000 per sq.m. and the construction area is 9,600 sq.m./building.

Other construction-related expenses, which are based on the Company's projection in line with the estimation of relevant expenses of property projects in general, are as follows:

- Design fee of 1-2% of construction cost
- Construction management fee of 3% of construction cost and land improvement cost
- Project management fee of 3% of construction cost and land improvement cost
- Contingency of 5% of construction cost and land improvement cost. Since the project bears a low risk, these expenses are projected at a minimal rate based on an average of the expenses under the management's experience

By aggregating the related expenses with the construction cost (excluding land cost and land improvement cost), the total construction cost is estimated at Bt. 18,200 per sq.m.

2.3 Selling and administrative expenses

Selling and administrative expenses are set as a percentage of property sale income, in line with the estimation of expenses of property projects in general, as follows:

- Commission fee of 3% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Transfer fee of 5.80% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers
- Marketing expense of 2% of sale income, to be incurred after the reservation deposit is paid by customers
- Operating expense of Bt. 0.50 million per month

2.4 Interest expenses

Belle Sky Project has been financially supported by Bangkok Bank Plc. ("BBL") with loan interest rate equal to MLR - 1 (MLR of BBL is currently at 7.25% p.a.). Thus, we assume the interest rate to be 6.25% p.a. as the project's finance cost.

2.5 Discount rate

Discount rate used for finding the net present value of cash flow is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement.

Table illustrating the cash flow projection of Belle Sky Project over 2011-2017

(Unit: Bt. million)	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**
Total revenues	-	-	538.56	1,195.92	1,085.04	1,188.00	982.08
Cost of sales	-	-	410.10	910.67	826.24	904.64	747.84
Selling and administrative expenses	-	13.77	77.31	132.94	125.24	130.19	91.42
EBIT	-	(13.77)	51.14	152.30	133.56	153.17	142.82
Less Tax	-	-	(15.34)	(45.69)	(40.07)	(45.95)	(42.85)
Add/Less Working capital	-	(236.36)	(216.81)	447.29	150.97	209.75	412.76
Cash flow from operation		(250.13)	(181.01)	553.91	244.46	316.97	512.73
PV of cash flow from operation	-	(230.61)	(155.66)	444.30	182.89	221.19	333.73
Total PV of cash flow	**795.84**						

From the calculation of the present value of cash flow of Belle Sky Project under the above assumptions by using the Company's WACC of 7.21% as a discount rate, we could appraise the present value of cash flow of the project at **Bt. 759.84 million**.

3. Grand Canal Don Muang Project (Phase 1 and Phase 2)

Grand Canal Don Muang Project is a single detached house project located in Don Mueang District area on Kamphaeng Phet 6 Road, adjacent to Lak Si Railway Station and the Second Stage Expressway. The Company holds the right to provide the project management, marketing management and sales management services for Super Assets Co., Ltd. and Grand Fortune Co., Ltd., which are the owner of the project Phase 1 and Phase 2 respectively.

We have prepared a financial projection on the said management services from 2011 until the project is sold out, by assuming that the service agreement is renewed until the expected completion of sales in 2014.

Key assumptions for the financial projection are as follows:

3.1 Revenues

Grand Canal Don Muang Project Phase 1 and 2 offers a total of 199 units for sale. Thus far, 181 units are available for sale. The Company plans to sell all units out within three years. The average selling price per unit is Bt. 9.2 million, based on the historical selling prices achievable for both vacant land and house with vacant land.

The Company receives fees under the project management service agreement as follows:

- Sales management fee of 2% of value of land and house
- Construction management fee of 6% of construction value
- Marketing management fee of 12.5% of marketing budget (marketing budget is estimated at 8.80% of sales)
- General management fee of Bt. 7.20 million per quarter

3.2 Expenses

Operating expenses are expected at Bt. 2 million per month, based on the actual expenses incurred.

3.3 Discount rate

Discount rate used for finding the net present value of cash flow of each project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement.

Table illustrating the cash flow projection of Grand Canal Don Muang Project Phase 2 over 2011-2014

(Unit: Bt. million)	2011	2012	2013	2014
Sales management fee	-	11.47	16.71	5.53
Marketing management fee	0.14	0.35	0.35	0.14
Construction management fee	8.86	17.29	7.40	-
General management fee	28.80	28.80	28.80	12.00
Less Operating expenses	(24.00)	(24.31)	(12.45)	(8.15)
Less Tax	(4.14)	(10.08)	(12.24)	(2.86)
Cash flow-net	9.66	23.52	28.56	6.67
PV of cash flow	9.55	21.69	24.56	5.35
Total PV of cash flow	**61.15**			

From the calculation of the present value of cash flow from the Company's management services for Grand Canal Don Muang Project Phase 1 and Phase 2 under the above assumptions by using the Company's WACC of 7.21% as a discount rate, we could appraise the present value of cash flow from the management services for the project at **Bt. 61.15 million**.

4. Grand Rama 9 Project (Plot 2)

The project land remains vacant and will be developed into grade-B office buildings with a total leasable area of about 98,000 sq.m., entailing an office section with space for rent of 88,258 sq.m. and a podium section featuring a retail space for shops and restaurants of 6,064 sq.m. and an exhibition hall of about 3,500 sq.m. According to the management's plan, the construction of this project will take two years to complete (2013-2014).

We have prepared a financial projection over about 44 years (2011-2055), covering the period of land investment, construction and renting term of about 40 years, by taking into account the economic value expected from the use of a building over a certain period of time under the assumption that the longer the building has been used, the more it will be deteriorating and outdated. The residual value of the project by the end of such projection period is estimated equal to the value of land and construction expected at that time.

Key assumptions for the financial projection are as follows:

4.1 Income

The leasable area in Grand Rama 9 Project Plot 2 is divided into three sections: office section, retail section and exhibition hall.

4.1.1 Income from office building rentals

Office rental income is projected from the leasable area, the occupancy rate and the rental rate per sq.m. of the project, as follows:

- The project's total leasable area is about 88,258 sq.m. and the rental income will begin in 2016.

- The occupancy rate is estimated to be 50% in 2016, 75% in 2017, 85% in 2018 and constant at 95% from 2019 onwards. Such expected gradual increase in the occupancy rate is driven by the pre-sale marketing, advertising and sale activities planned by the Company. It is foreseen that Ratchada-Rama 9 area, where the project is located, will become Bangkok's new central business district, which will help to increasingly boost the demand for office space in the project. Another contributing factor is that the project is sited next to Central Plaza Grand Rama 9 Shopping Complex and is conveniently accessible by the nearby Second Stage Expressway, MRT station and Airport Rail Link station.

- The starting rental rate is expected to be Bt. 550/sq.m. in 2016 and to increase by 15% at three-year intervals from 2019 onwards. Such starting rental rate is close to the market rental rate in 2016 projected based on the rate of office space in grade-B non-CBD zones according to the Q2/2011 Bangkok Office Market Update by CBRE, which is Bt. 421 per sq.m., with an increase rate of 5% per year, thus projected to be Bt. 537 per sq.m. in 2016 in line with the office rental rate increase in general.

4.1.2 Income from retail space rentals

- The leasable retail space is approximately 6,064 sq.m.

- The occupancy rate is projected at 50% in 2016, rising to 75% in 2017 and 85% in 2018 and remaining constant at 95% from 2019 onwards, similar to the office space for rent.

- The starting rental rate is expected to be Bt. 1,500/sq.m. in 2016 and to increase by 15% at three-year intervals.

4.1.3 Income from exhibition hall rentals

- The exhibition hall space is approximately 3,493 sq.m.
- The occupancy rate is projected at 10% in 2016, rising by 5% annually until it reaches and steadies at 35% in 2021 onwards.
- The starting rental rate is expected to be Bt. 5,000/sq.m. in 2016 and to increase by 15% at three-year intervals.

4.1.4 Income from car park

Grand Rama 9 Project (Plot 2) has a total parking capacity of about 2,255 cars. Income from parking fees is projected, varying with the yearly office rental rate, at Bt. 1,500/car/month, to be raised 10% every three years.

4.1.5 Other income

Other income from the extended use of the office space by the rentees and other income from ads posting, common area renting, etc. are estimated at 5% of rental fee income.

4.2 Cost of project

Cost of project is composed of construction cost, decoration cost and others. Construction cost is estimated by the management at an average of Bt. 19,935 per sq.m. and the total construction area is 252,919 sq.m. (the construction area is based on the office space of about 150,000 sq.m., parking area of about 70,000 sq.m. and surrounding area of roughly 30,000 sq.m.). Other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general and the management's projection, are as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost (excluding land cost), the total construction cost is estimated at Bt. 22,726 per sq.m.

The construction cost per sq.m. of Grand Rama 9 Project Plot 2 is lower than that of Belle Grand Rama 9 Project, which is Bt. 22,400 per sq.m., that of The Ninth Project, which is Bt. 21,000 per sq.m., and that of G-Land Tower Grand Rama 9 Project (Plot 1.2), which is Bt. 25,000 per sq.m., because Grand Rama 9 Project Plot 2 has a larger parking space to total area proportion than other projects, causing its construction cost to be cheaper. Moreover, it is a grade-B office building, resulting in cheaper construction materials and decoration cost than those of G-Land Tower Grand Rama 9 Project (Plot 1.2). Its overall construction cost is accordingly lower than all other projects.

4.3 Expenses on services and project management

Expenses on services and project management are set as a percentage of rental fee income, based on the estimation of relevant expenses of property projects in general and the projection by the Company's management, as follows:

- Building tax of 12.5% of rental fee income, exclusive of services income (rental income is 40% of rental fee income and services income is 60% of rental fee income)
- Public utilities expense of 10% of rental fee income
- Management expense of 5% of rental fee income
- Marketing expense of 1% of rental fee income

4.4 Capital expenditure

Capital expenditure is composed of annual repair and maintenance cost of 2% of rental fee income, with depreciation cost, by the straight line method, of 5% per year.

4.5 Interest expenses

Since the Company is still seeking financing sources for this project from financial institutions, the interest rate on loans for project development is conservatively projected, based on the maximum rate expected from financial institutions, to be 7.5% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

4.6 Discount rate

Discount rate used for finding the net present value of cash flow of each project is 7.21%, based on the Company's weighted average cost of capital (WACC) according to its consolidated financial statement.

Table illustrating the cash flow projection of Grand Rama 9 Project (Plot 2) over 2011-2055

(Unit: Bt. million)	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**
Total revenues	-	-	-	-	194.88	389.75	584.63	742.91
Total expenses	-	-	-	-	14,93	405.19	520.81	531.23
EBIT	-	-	-	-	179.94	(15.43)	63.82	211.68
Less Tax	-	-	-	-	(53.98)	-	(19.15)	(63.50)
Less Capital expenditure	(1,930.04)	-	(2,873.91)	(1,436.95)	(1,438.81)	(3.71)	(5.57)	(7.08)
Add Depreciation	-	-	-	-	-	328.16	328.90	330.01
Add/Less Working capital	0.53	-	354.32	(177.16)	(4.86)	(175.68)	7.99	(3.89)
Cash flow from operation	(1,929.51)	-	(2,519.59)	(1,614.11)	(1,317.71)	133.34	376.00	467.22
PV of cash flow	(1,907.25)	-	(2,166.74)	(1,294.70)	(985.85)	93.05	244.73	283.66
Total PV of cash flow	1,408.23							
PV of residual value	724.18[1/]							
Total PV of cash flow	**2,132.42**							

(Unit: Bt. million)	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**	**2026 - 2055**
Total revenues	864.77	877.42	984.84	1,021.36	1,021.36	1,130.34	1,172.12	77,028.41
Total expenses	540.00	567.29	573.74	576.40	605.78	611.54	613.80	19,506.82
EBIT	324.77	310.14	411.11	444.97	415.58	518.80	558.32	57,521.58
Less Tax	(97.43)	(93.04)	(123.33)	(133.49)	(124.67)	(155.64)	(167.50)	(17,256.48)
Less Capital expenditure	(8.24)	(8.36)	(9.38)	(9.73)	(9.73)	(10.77)	(11.16)	(733.60)
Add Depreciation	331.43	333.07	334.37	335.51	336.14	336.67	337.17	3,916.27
Add/Less Working capital	(2.94)	2.76	(2.80)	(0.95)	3.55	(2.84)	(1.09)	(118.61)

(Unit: Bt. million)	2019	2020	2021	2022	2023	2024	2025	2026 - 2055
Cash flow from operation	547.59	544.57	609.97	636.31	620.86	686.22	715.74	43,329.17
PV of cash flow	310.09	287.63	300.50	292.39	266.11	274.34	266.89	5,143.38

Note: [1/] Residual value is measured from the projected market value of land and remaining value of buildings in year 2055 as follows:

1) The market value of land in 2055 is projected by taking the present market value of land as appraised by the valuers at Bt. 1,930.04 million, multiplied by an increase rate of land price at 4.5% (based on information from the Government Housing Bank's Property Data Center) over a period of 44 years (according to the average yearly growth rate of the land price index in 1991-2010 of 4.5% per year) to derive the value of land in 2055 of about Bt. 13,386.99 million.
2) The remaining value of buildings in 2055 is projected to be 40% of total construction cost (construction area of Grand Rama 9 Project (Plot 2) of 252,919 sq.m. x construction cost of Bt. 22,726 per sq.m.), resulting in the remaining building value in 2055 of about Bt. 2,299.13 million.

   The projection of the remaining value of buildings at 40% of total construction cost has been based on the Building Construction Appraised Price List of 2010 of the Valuers Association of Thailand. According to VAT's standards for valuation of buildings used for a long period of time, depreciation is made, as a percentage of useful life, until it is 40% of the building value and then the depreciation is stopped. The rationale behind this is that the structure of a building, if constructed with an acceptable engineering standard, could last for a hundred years, while it is all other components of the buildings, which make up about 60% of the building value, that will deteriorate by time. As such, it is estimated that for a building aged 30 years or more, at least its structure and other parts (if any) should have a value not less than 40% of the reconstruction cost.

By aggregating the value of land and the remaining building value above, the residual value is Bt. 15,686.12 million, equivalent to the present value in 2011 of Bt. 724.18 million.

From the calculation of the present value of cash flow of Grand Rama 9 Project (Plot 2) by using the Company's WACC of 7.21% as a discount rate, we could appraise the present value of cash flow of the project at **Bt. 2,132.42 million**.

5. Grand Canal Don Muang Project (Phase 7)

The land in Grand Canal Don Muang Project Phase 7 currently remains vacant, featuring only a small park of Grand Canal Don Muang Project. The Company plans to develop this plot of land in two phases. Phase 1 will be developed into a community mall, comprising retail outlets and a supermarket, and seven 1,050-sq.m. artificial football fields for rent (making up a total football field area of 7,350 sq.m.). The total construction area will be around 15,000 sq.m. Construction will start by Q2/2013 and be finished in Q1/2014.

Phase 2 will be launched only after Phase 1 has proven to be successfully operated. The Company may alternatively develop Phase 2 into any other more lucrative type of property as deemed appropriate and worthwhile for the investment. Therefore, given the uncertainty of Phase 2 development plan, we have conservatively prepared a financial projection for Phase 1 only.

Since investment in space for rent is a long-term investment, our financial projection for this project covers a period as long as 40 years, from the project launch for rent in 2014 until 2053.

Key assumptions for the financial projection are as follows:

5.1 Income

The Company expects that Grand Canal Don Muang Project Phase 7 will be opened to service in April 2014 onwards. Here are the assumptions of rental income:

5.1.1 Rental income from retail outlets

Retail space will be divided into three zones: A, B and C. Zone A is allocated to restaurants with a total usable space of 1,294 sq.m. Zone B and Zone C are for retail outlets with a total usable space of 1,120 sq.m. and 640 sq.m. respectively. Rental income, occupancy rate and rental rate per sq.m. are projected as follows:

- The occupancy rate of Zones A, B and C is projected at 75% in 2014, rising to 85% in 2015 and 95% in 2016 and remaining constant at 95% from 2016 onwards.
- The starting rental rate of Zone A is expected to be Bt. 1,000/sq.m. in 2014 and to increase by 15% at three-year intervals.
- The starting rental rate of Zone B is expected to be Bt. 900/sq.m. in 2014 and to increase by 15% at three-year intervals.
- The starting rental rate of Zone C is expected to be Bt. 700/sq.m. in 2014 and to increase by 15% at three-year intervals.

5.1.2 Rental income from supermarket

The supermarket space is about 250 sq.m. The occupancy rate is projected at 75% in 2014, 85% in 2015 and constant at 95% in 2016 onwards. The starting rental rate is expected to be Bt. 500/sq.m. and to increase by 15% at three-year intervals.

5.1.3 Rental income from artificial football fields

There will be seven artificial football fields each of 1,050 sq.m., resulting in a total area for rent of 7,350 sq.m. The occupancy rate is set to be 180 hours/month/field and the rental rate will be Bt. 1,000/hour/field, to be revised up 3% per year based on the average inflation rate in the past five years (September 2006-August 2011).

5.2 Cost of project

Cost of project is composed of land cost, construction cost and others. The land cost is projected for Phase 1 only, with a total area of about 21 rai (equivalent to 8,400 sq.wah or 33,600 sq.m.) appraised by the independent valuers at Bt. 30,000 per sq.wah or equal to a total land cost of Bt. 252 million. The total construction area is about 15,220 sq.m. The construction cost is approximately Bt. 12,550 per sq.m. for retail outlets and supermarket and about Bt. 3,750 per sq.m. for artificial football fields. The construction area of the retail outlets, supermarket and football fields is 4,363 sq.m., 357 sq.m. and 10,500 sq.m. respectively. There are also other construction-related expenses, which are projected based on the estimation of relevant expenses of property projects in general and the projection by the Company’s management as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost, the total construction cost is estimated at Bt. 7,386 per sq.m.

5.3 Expenses on services and project management

Expenses on services and project management are set as a percentage of rental fee income, based on the estimation by the Company's management in line with the projection experiences in the earlier projects of the Company, as follows:

- Building tax of 12.5% of rental fee income, exclusive of services income (rental income is 40% of rental fee income and services income is 60% of rental fee income)
- Public utilities expense of 10% of rental fee income
- Management expense of 5% of rental fee income
- Marketing expense of 1% of rental fee income

5.4 Capital expenditure

Capital expenditure is composed of annual repair and maintenance cost of 3% of rental fee income, with depreciation cost, by the straight line method, of 5% per year.

5.5 Interest expenses

Since the Company is still seeking financing sources for this project from financial institutions, the interest rate on loans for project development is conservatively projected, based on the maximum rate expected from financial institutions, to be 7.5% p.a., which is higher than the average interest rate of all projects of the Company and its subsidiaries granted by financial institutions at 6.87% p.a.

5.6 Discount rate

We use the Company's weighted average cost of capital (WACC) of 7.21% according to its consolidated financial statement (see details of WACC calculation in item 4.2 'Valuation of GLAND shares') as a discount rate for finding the net present value of cash flow of the project.

Table illustrating the cash flow projection of Grand Canal Don Muang Project Phase 7 over 2011-2053

(Unit: Bt. million)	2011	2012	2013	2014	2015	2016	2017	2018
Total revenues	-	-	-	30.75	46.89	51.04	56.77	57.27
Total expenses	-	-	-	10.28	15.11	16.24	17.72	18.14
EBIT	-	-	-	20.47	31.78	34.80	39.05	39.12
Less Tax	-	-	-	(6.14)	(9.53)	(10.44)	(11.71)	(11.74)
Less Capital expenditure	(252.00)	-	(43.94)	(69.40)	(1.41)	(1.53)	(1.70)	(1.72)
Add Depreciation	-	-	-	4.39	6.04	6.32	6.63	6.97
Add/Less Working capital	-	-	5.42	21.73	(26.22)	0.08	0.11	0.01
Cash flow from operation	(252.00)	-	(38.52)	(28.95)	0.66	29.23	32.37	32.65
PV of cash flow from operation	(249.09)	-	(33.13)	(23.23)	0.49	20.40	21.07	19.82
Total PV of cash flow from operation	182.78							
PV of residual value	86.42[1/]							
NPV of project	**269.21**							

(Unit: Bt. million)	2019	2020	2021	2022	2023	2024	2025	2026-2053
Total revenues	57.78	64.34	64.88	65.44	72.96	73.55	74.16	4,223.29
Total expenses	18.57	20.08	20.27	20.44	22.04	22.23	22.42	1,000.21
EBIT	39.21	44.26	44.61	44.99	50.91	51.32	51.73	3,223.08
Less Tax	(11.76)	(13.28)	(13.38)	(13.50)	(15.27)	(15.39)	(15.52)	(966.93)
Less Capital expenditure	(1.73)	(1.93)	(1.95)	(1.96)	(2.19)	(2.21)	(2.22)	(126.70)
Add Depreciation	7.31	7.47	7.58	7.66	7.71	7.80	7.90	159.59
Add/Less Working capital	0.01	0.13	0.01	0.01	0.15	0.01	0.01	3.73
Cash flow from operation	33.03	36.65	36.87	37.20	41.31	41.53	41.90	2,292.78
PV of cash flow from operation	18.71	19.36	18.17	17.10	17.71	16.61	15.63	303.17
Terminal value								1,627.62

Note: [1/] Residual value is measured from the projected market value of land and remaining value of buildings in year 2053 as follows:

(1) The market value of land in 2053 is projected by taking the present market value of land as appraised by the valuers at Bt. 252 million (project land of about 21 rai or 8,400 sq.wah at Bt. 30,000 per sq.wah), multiplied by an increase rate of land price at 4.5% (based on information from the Government Housing Bank's Property Data Center) over a period of 42 years (according to the average yearly growth rate of the land price index in 1991-2010 of 4.5% per year) to derive the value of land in 2053 of about Bt. 1,600.61 million.

(2) The remaining value of buildings in 2053 is projected to be 40% of total construction cost (construction area of Grand Canal Don Muang Project Phase 7 of about 4,720 sq.m. (excluding football fields) x construction cost of Bt. 14,307 per sq.m.), resulting in the remaining building value in 2053 of about Bt. 27.01 million.

The projection of the remaining value of buildings at 40% of total construction cost has been based on the Building Construction Appraised Price List of 2010 of the Valuers Association of Thailand. According to VAT's standards for valuation of buildings used for a long period of time, depreciation is made, as a percentage of useful life, until it is 40% of the building value and then the depreciation is stopped. The rationale behind this is that the structure of a building, if constructed with an acceptable engineering standard, could last for a hundred years, while it is all other components of the buildings, which make up about 60% of the building value, that will deteriorate by time. As such, it is estimated that for a building aged 30 years or more, at least its structure and other parts (if any) should have a value not less than 40% of the reconstruction cost.

By aggregating the value of land and the remaining building value above, the terminal value is Bt. 1,627.62 million, equivalent to the present value in 2011 of Bt. 86.42 million.

From the calculation of the present value of cash flow of Grand Canal Don Muang Project Phase 7 by using the Company's WACC of 7.21% as a discount rate, we could appraise the value of the project at **Bt. 269.21 million**.

6. Belle Grand Rama 9 Project

Belle Grand Rama 9 Project is a residential condominium project offering 1,992 units in eight buildings, two buildings of 27 floors each, two of 34 floors each, two of 36 floors each, and two of 43 floors each, with an underground level. Sales of buildings 1 and 2 started in September 2009, with grand opening on October 17, 2009. The Company is expected to begin the income recognition from Phase 1 and Phase 2 in 2012.

Key assumptions for the financial projection are as follows:

6.1 Income from sales of property

Payment for the condominium units in the project is set to be made by customers in two tranches:

(1) A down payment at 25% of selling price, divided into

- A deposit of Bt. 50,000/unit payable on the reservation date
- A deposit of 5% of selling price payable on the agreement signing date
- The remainder for Phase 1 payable in 10 installments starting in the following month after agreement signing (within two months of the deposit payment on the reservation date)
- The remainder for Phase 2 payable in six installments starting in the following month after agreement signing (within two months of the deposit payment on the reservation date)

(2) The rest 75% of selling price payable on the transfer date. Under the projection, transfer in Phase 1 could begin in May 2012 and Phase 2 in August 2012.

The income is projected from sale volume and selling price per sq.m. The eight condominium buildings in the project will offer a total saleable space of 206,250 sq.m. Sales target is about 95%, as forecast by the Company's management. As of August 31, 2011, the units reserved with a sale and purchase agreement already signed accounted for about 60% of the total number of units offered for sale. For Phase 2 that has not yet been opened for sale, there have been some interested buyers signing for intention to buy, based on the information from the management.

The project offers a total of 1,992 units each with an average space of 98 sq.m. The selling price is set to be Bt. 75,000 per sq.m., based on the average achievable target price for the whole project. The selling price of some Phase 1 units that were sold already was in a range of Bt. 70,000 - 75,000 per sq.m., depending on the area and level of the unit. The said selling price was comparable with the rival projects that were launched at about the same period as Belle's project in September 2009. The current selling price of the project is Bt. 70,000 - 92,000 per sq.m.

The rival projects in the area nearby Belle Grand Rama 9 Project are as follows:

Project	Company	Selling price (Bt./sq.m.)	Total units	Target completion date
1. Circle Condominium New Phetchaburi	Fragrant Real Estate Development Co., Ltd.	83,600 - 93,000	901	December 2011
2. The Address Asoke Condominium New Phetchaburi	Asian Property Development Plc.	109,000 - 110,000	574	January 2012
3. The Parkland Grand Asoke-Phetchaburi Condominium	Narai Property Co., Ltd.	75,000 - 85,000	295	September 2012
4. Villa Asoke Condominium New Phetchaburi	TCC Capital Land Co., Ltd.	95,000 - 100,000	525	June 2013
5. A Attitude Asoke-Ratchada	Areeya Property Plc.	81,000	453	December 2013
6. Ivy Ampio Condominium-Ratchadaphisek	Preuksa Real Estate Plc.	120,000 - 138,000	289	January 2014

Source: Survey by IFA in September 2011

6.2 Rental income

The podium section, covering about 18,750 sq.m., will be for retail outlets. Excluding the common area, the total leasable area is around 13,000 sq.m. Income from this section will begin in Q2/2012 onwards. The details are as follows:

- The retail space will be opened to service around Q2/2012 with an initial leasable area of 6,500 sq.m.

- The occupancy rate is projected to be 50% in Q2/2012, gradually rising to 60%, 70% and 75% in July 2012 and steadying from August 2014 onwards. It is anticipated that the whole project will be completed and the retail space of 13,000 sq.m. at the podium will be fully occupied, helped by the neighboring Central Plaza Grand Rama 9 Shopping Complex Project which will be finished and opened by about the same period.

- The rental rate starts at Bt. 1,000/sq.m./month, to be raised 15% every three years.

6.3 Cost of project

Cost of project is composed of land cost, construction cost, decoration cost and others. Land cost is approximately Bt. 1,300 million. The total construction area is 225,000 sq.m. with construction cost, as projected by the Company's management, of Bt. 22,400 per sq.m. Other construction-related expenses, which are based on the estimation of relevant expenses of property projects in general, include project management fee and contingency.

By aggregating the related expenses with the construction cost (excluding land cost and land improvement cost), the total construction cost is estimated at Bt. 24,740 per sq.m.

Compared with other projects developed by the Company and its subsidiaries in about the same period, the construction cost per sq.m. of Belle Grand Rama 9 Project is somewhat higher than that of The Ninth Project, which is Bt. 21,000 per sq.m., and lower than that of G-Land Tower Grand Rama 9 Project (Plot 1.2), which is Bt. 25,000 per sq.m. This is because The Ninth is a grade B+ to A- office building project and its foundation has been completely built, thus bearing a lower construction cost. At the same time, G-Land Tower Grand Rama 9 Project (Plot 1.2) is an A+ office building project that requires more costly construction materials and higher decoration cost and its overall construction cost is accordingly higher than all other projects.

6.4 Selling and administrative expenses

Selling and administrative expenses are set as a percentage of property sale income, based on the Company's projection which is in line with the estimation of expenses of property projects in general, as follows:

- Commission fee of 2% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers

- Transfer fee of 5.80% of property sale income, to be incurred when sale income is recognized and when ownership is transferred to customers

- Marketing expense of Bt. 10 million per month

- Operating expense of Bt. 5 million per month

6.5 Capital expenditure

Capital expenditure for the rented area, comprising annual repair and maintenance cost, is estimated at 2% of total income, with depreciation cost, by the straight line method, of 5% per year.

6.6 Interest expenses

Belle Grand Rama 9 Project has been financially supported by Siam Commercial Bank Plc. ("SCB") with loan interest rate equal to MLR of SCB (MLR of SCB is currently at 7.25% p.a.). Thus, we assume the interest rate to be 7.25% p.a. as the project's finance cost.

6.7 Terminal growth rate

Terminal growth rate from 2015 onwards is set to be 0% because by that time the project will have been completed and closed already and will generate income only from a small number of retail outlets.

6.8 Discount rate

We use the Company's weighted average cost of capital (WACC) of 7.21% according to its consolidated financial statement as a discount rate for finding the net present value of cash flow of the project.

Table summarizing the cash flow projection of Belle Grand Rama 9 Project for 2011-2015

(Unit: Bt. million)	2011	2012	2013	2014	2015
Total revenues	-	8,325.88	5,619.06	873.05	117.00
Cost of sales	-	4,326.44	2,894.50	405.84	-
Selling and administrative expenses	107.90	883.10	669.66	147.41	44.02
EBIT	(107.90)	3,116.34	2,054.90	319.80	72.98
Less Income tax	-	(934.90)	(616.47)	(95.94)	(21.89)
Add Depreciation	17.36	56.66	56.66	42.50	44.02
Cash flow from operation	(90.54)	2,238.10	1,495.09	266.35	95.11
PV of cash flow from operation	(89.50)	2,063.47	1,285.71	213.65	71.16
Terminal value	-	-	-		1,318.82
Total PV of cash flow from operation	3,473.33	-	-	-	-
PV of terminal value	986.68				
Add Cash of Belle as of June 30, 2011	13.71				
Less Interest-bearing debts of Belle as of June 30, 2011	(936.79)				
PV of cash flow - net	3,536.93				
GLAND's ownership in Belle	79.57%				
PV of cash flow - net for GLAND's portion	**2,814.34**				

Note: [1/] Terminal value is calculated from cash flow in 2015 when Belle will earn income only from the Podium retail space renting.

From the calculation of the present value of cash flow of Belle Grand Rama 9 Project under the above assumptions by using the Company's WACC of 7.21% as a discount rate, we could appraise the present value of cash flow of the project according to the Company's shareholding portion at **Bt. 2,814.34 million**.

7. G-Land Tower Grand Rama 9 Project (Plot 1.2)

G-Land Tower Grand Rama 9 Project (Plot 1.2) is an A+ office building project with a total leasable area of about 69,800 sq.m., consisting of two buildings of 26 levels and 36 levels respectively. The construction of foundation and underground level is currently underway, for connecting with Central Plaza Grand Rama 9 Shopping Complex.

The project is on a 40-year leasehold right, consisting of a land lease agreement of 30 years (July 1, 2010-June 30, 2040) and an extension right for another 10 years (July 1, 2040-June 30, 2050). We have thus prepared a financial projection covering a period of 40 years under the assumption that the Company has not breached any of the conditions and the lease agreement is subsequently extended until June 30, 2050 and that no removal expenses will be incurred upon the end of the agreement term.

Key assumptions for the financial projection are as follows:

7.1 Rental income

7.1.1 Income from office building rentals

Office rental income is projected from the leasable area, the occupancy rate and the rental rate per sq.m. of the project, as follows:

- The project's total leasable area is about 62,400 sq.m. and the rental income will begin in 2013.

- The occupancy rate is estimated to be 50% in 2013, 75% in 2014, 85% in 2015 and constant at 95% from 2016 onwards. Such expected gradual increase in the occupancy rate is driven by the pre-sale marketing, advertising and sale activities planned by the Company. It is foreseen that Ratchada-Rama 9 area will become Bangkok's new central business district, yet with office supply remaining minimal, thus helping to increasingly boost the demand for office space in G-Land Tower Grand Rama 9 Project. Another contributing factor is that the project is sited next to Central Plaza Grand Rama 9 Shopping Complex and is conveniently accessible by the nearby Second Stage Expressway, MRT station and Airport Rail Link station.

- The starting rental rate is expected to be Bt. 650/sq.m. in 2016 and to increase by 15% at three-year intervals. Such starting rental rate is based on the rental rate of office space in grade-A non-CBD zones according to CBRE's Q2/2011 Bangkok Office Market Update, which is Bt. 551 per sq.m., with an increase rate of 5% per year until 2013, thus projected to be Bt. 607 per sq.m. in 2013 in line with the office rental rate increase in general. The rental rate is also based upon the pricing policy under the marketing plan of the Company.

  The office rental rate of G-Land Tower Grand Rama 9 Project is higher than the said projected market rental rate in 2013 because the project will feature newly built, A+ office buildings, whereas the said market rate is based on the average current market rate according to CBRE's survey of both old and new office buildings for rent, revised up until 2013 according to the general increase rate.
  Moreover, under the project's marketing plan, the rental rate is set to be around Bt. 700-750 per sq.m.

7.1.2 Income from retail space rentals

- The leasable retail space is approximately 7,400 sq.m.
- The occupancy rate is projected at 50% in 2013, rising to 75% in 2014 and 85% in 2015 and remaining constant at 95% from 2016 onwards, similar to the office space for rent.
- The starting rental rate is expected to be Bt. 1,800/sq.m. in 2013 and to increase by 15% at three-year intervals.

7.1.3 Income from car park

G-Land Tower Grand Rama 9 Project (Plot 1.2) has a total parking capacity of 400 cars. Income from parking fees is projected, varying with the yearly office occupancy rate, at Bt. 1,500/car/month, to be raised 10% every three years.

7.1.4 Other income

Other income from the extended use of the office space by the rentees and other income from ads posting, common area renting, etc. are estimated at 5% of rental fee income.

7.2 Cost of project

Cost of G-Land Tower Grand Rama 9 Project (Plot 1.2) is composed of construction cost, decoration and others. The average construction cost, as projected by the Company's management, is Bt. 25,000 per sq.m. and the construction area is 112,000 sq.m..

Other construction-related expenses, which are based on the Company's projection in line with the estimation of relevant expenses of property projects in general, are as follows:

- Design fee of 3% of construction cost
- Construction management fee of 3% of construction cost
- Project management fee of 3% of construction cost
- Contingency of 5% of construction cost

By aggregating the related expenses with the construction cost (excluding land cost), the total construction cost is estimated at Bt. 28,500 per sq.m.

Compared with other projects developed by the Company and its subsidiaries in about the same period, the construction cost per sq.m. of G-Land Tower Grand Rama 9 Project (Plot 1.2) differs from that of Belle Grand Rama 9 Project, which is Bt. 22,400 per sq.m., and that of The Ninth Project, which is Bt. 21,000 per sq.m., because G-Land Tower Grand Rama 9 Project (Plot 1.2) is an A+ office building project that requires more costly construction materials and higher decoration cost to attract rentees.

7.3 Expenses on services and project management

Expenses on services and project management are set as a percentage of rental fee income, based on the estimation of relevant expenses of property projects in general and the projection by the Company's management, as follows:

- Building tax of 12.50% of rental fee income, exclusive of services income (rental income is 40% of rental fee income and services income is 60% of rental fee income)
- Public utilities expense of 10% of rental fee income
- Management expense of 5% of rental fee income
- Marketing expense of 1% of rental fee income
- Land rental fee in 2013 of Bt. 2.88 million per year, with an increase rate of 3% per year as specified in the long-term land lease agreement

7.4 Capital expenditure

Capital expenditure is composed of annual repair and maintenance cost of 1% of rental fee income, with depreciation cost, by the straight line method, of 5% per year.

7.5 Interest expenses

G-Land Tower Grand Rama 9 Project has been financially supported by Krung Thai Bank Plc. (“KTB”) with loan interest rate equal to MLR minus 1 (MLR of KTB is currently at 7.25% p.a.). Thus, we assume the interest rate to be 6.25% p.a. as the project’s finance cost.

7.6 Discount rate

We use the Company’s weighted average cost of capital (WACC) of 7.21% according to its consolidated financial statement as a discount rate for finding the net present value of cash flow of the project (as per the details of calculation for Belle Grand Rama 9 Project).

Table summarizing the cash flow projection of G-Land Tower Grand Rama 9 Project (Plot 1.2) for 2011-2050

(Unit: Bt. million)	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**
Total revenues	-	-	343.22	514.84	583.48	749.59	749.59	749.59
Total expenses	5.41	10.83	263.63	298.82	313.49	348.09	349.87	351.29
EBIT	(5.41)	(10.83)	79.59	216.02	269.99	401.49	399.72	398.29
Less Tax	-	-	(23.88)	(64.81)	(81.00)	(120.45)	(119.92)	(119.49)
Less Capital expenditure	(1,988.82)	(1,596.00)	(3.27)	(4.90)	(5.56)	(7.14)	(7.14)	(7.14)
Add: Depreciation	-	-	184.04	184.70	185.68	186.79	188.22	189.64
Add/Less Working capital	197.29	-	(199.80)	(1.25)	(0.50)	(1.21)	-	-
Cash flow from operation	(1,796.94)	(1,606.83)	36.69	329.75	368.61	459.48	460.88	461.31
PV of cash flow from operation	(1,776.21)	(1,481.45)	31.55	264.50	275.78	320.64	299.98	280.07
Total PV of cash flow from operation	4,263.11							
Add Cash of Rama 9 as of June 30, 2011	10.12							
Less Interest-bearing debts of Rama 9 as of June 30, 2011	(412.20)							
Total PV of cash flow - net	3,861.03							
GLAND’s ownership in Rama 9	78.12%							
PV of cash flow - net for GLAND’s portion	**3,016.24**							

(Unit: Bt. million)	2019	2020	2021	2022	2023	2024	2025	2026 - 2050
Total revenues	861.63	861.63	861.63	990.44	990.44	990.44	1,138.53	50,883.93
Total expenses	374.83	375.89	376.42	402.80	403.72	404.17	434.51	12,265.77
EBIT	486.80	485.74	485.21	587.63	586.72	586.26	704.01	38,618.16
Less Tax	(146.04)	(145.72)	(145.56)	(176.29)	(176.02)	(175.88)	(211.20)	(11,585.45)
Less Capital expenditure	(8.21)	(8.21)	(8.21)	(9.43)	(9.43)	(9.43)	(10.84)	(484.61)
Add: Depreciation	190.42	191.08	191.61	191.82	192.28	192.74	192.98	1,710.40
Add/Less Working capital	(0.82)	-	-	(0.94)	-	-	(1.08)	(17.06)
Cash flow from operation	522.15	522.89	523.05	592.79	593.55	593.69	673.87	28,241.45
PV of cash flow from operation	295.68	276.18	257.68	272.40	254.40	237.34	251.28	4,203.28

From the calculation of the present value of cash flow of G-Land Tower Grand Rama 9 Project (Plot 1.2) under the above assumptions by using the Company's WACC of 7.21% as a discount rate, we could appraise the present value of cash flow of the project at **Bt. 3,016.24 million**.

2. Projection of free cash flow expected from exercise of GLAND-W1

The Company has issued and offered warrants to purchase ordinary shares No. 1 ("GLAND-W1") to the existing shareholders at an exercise ratio of 1 unit of warrants to 1 existing share at an exercise price of Bt. 1 per share, with warrant validity of three years from the issue date of May 27, 2011, in a total amount not more than 164,375,658.00 units. The warrants commenced trading on the SET on June 16, 2011, from which date until September 30, 2011, the closing price of GLAND-W1 stayed in a range of Bt. 1.32-2.18 per unit or an average of Bt. 1.58 per unit, whereas the closing price of GLAND shares was between Bt. 2.18 and 2.64 per share or an average of Bt. 2.40 per share. Although the market price of shares was higher than the strike price over the said period, the difference between the average market price of GLAND shares and the strike price was still lower than the average market price of GLAND-W1. Thus, it is likely that the warrants would not be exercised during such period.

Nonetheless, we assume that the warrants will be totally exercised by the last exercise date of May 26, 2014 and that the market price of shares will remain higher than the exercise price, thereby leading the Company to bring in cash from the exercise of the entire GLAND-W1 on such last exercise date and also to have an additional number of paid-up shares arising from the warrant exercise. Accordingly, we have incorporated such cash flow expected from the exercise of GLAND-W1 and such increased number of paid-up shares into the valuation of GLAND shares.

Conclusion of share valuation by the discounted cash flow approach

	Bt. million
Present value of free cash flow of GLAND	
- The Ninth Tower Grand Rama 9 Office Building Project	3,135.90
- Belle Sky Project	795.84
- Grand Canal Don Muang Project Phase 1 and Phase 2 (management service by GLAND)	61.15
- Grand Rama 9 Project (Plot 2)	2,132.42
- Grand Canal Don Muang Project Phase 7	313.79
Present value of free cash flow of GLAND subsidiaries	
- Belle (Belle Grand Rama 9 Project)	2,814.34
- Rama 9 (G-Land Tower Grand Rama 9 Project (Plot 1.2))	3,016.24
Total PV of cash flow	**12,269.67**

Add Cash under GLAND's financial statement as of June 30, 2011	594.28
PV of projected free cash flow expected from exercise of GLAND-W1	137.32
Less Interest-bearing debts of GLAND as of June 30, 2011	(221.05)
Cash payable for purchase of land in Grand Rama 9 Project Plot 2 and land in Grand Canal Don Muang Project Phase 8	(813.32)
Firm value	**11,966.90**
Total number of paid-up shares (million shares)	5,094.91
GLAND share price (Bt./share)	**2.35**

Note: The total number of paid-up shares includes the outstanding number of 4,768.46 million shares as of August 4, 2011, the amount of 162.07 million new shares under allotment to Grand Fortune as consideration for the acquired assets in Grand Canal Don Muang Project Phase 7 approved by the 2011 AGM on April 28, 2011, and the amount of 164.38 million new shares to arise from the exercise of GLAND-W1.

From the above calculation, GLAND shares are appraised at Bt. 2.35 per share, which is lower than the offering price for the newly issued GLAND shares of Bt. 2.56 per share by Bt. 0.21 per share or 8.20%.

We have additionally conducted a sensitivity analysis on the financial projection to see its effect on the share price from the valuation above by using the base-case WACC plus/minus 10%, or equal to 6.49% - 7.93%. The value of GLAND shares comes out as follows:

WACC (%)	Share price (Bt./share)
6.49	2.98
7.21	**2.35**
7.93	1.84

From the above sensitivity analysis, the value of GLAND shares is in a range of Bt. 1.84 – 2.98 per share, which is (lower)/higher than the offering price for the newly issued GLAND shares of Bt. 2.56 per share by Bt. (0.72) - 0.42 per share or (28.13)% - 16.41%.

Comparison of the valuated price of GLAND shares and the offering price of the new shares to be offered to BBTV on a private placement basis

Valuation approach	Valuated price (Bt./share)	Offering price of new shares (Bt./share)	Valuated price (lower)/higher than offering price	
			Bt.	%
1. Book value approach	1.03	2.56	(1.53)	(59.77)
2. Adjusted book value approach	1.27 - 1.35	2.56	(1.21 - 1.29)	(47.27 - 50.39)
3. Market comparable approach				
3.1 P/BV ratio approach	1.05 - 1.10	2.56	(1.46 - 1.51)	(57.03 - 58.98)
4. Market value approach	2.18 - 2.47	2.56	(0.09 - 0.38)	(3.52 - 14.84)
5. Discounted cash flow approach				
5.1 Base case	2.35	2.56	(0.21)	(8.20)
5.2 Sensitivity analysis	1.84 - 2.98	2.56	(0.72) - 0.42	(28.13) - 16.41

The above valuation approaches have different strengths and weaknesses in identifying a reasonable share price, as described below:

1) The book value approach reflects the financial position at a certain point of time, but could not reflect the present market value of the assets, nor the future profitability prospect of the Company and its subsidiaries.

2) The adjusted book value approach can reflect the net asset value more accurately than the book value approach, with adjustment of 1) an increase in the value of land and all property projects of the Company and its subsidiaries to reflect the market value based on the appraisal by the independent valuers, 2) an increase in land acquired under the transactions approved by the 2011 AGM, 3) a decrease in cash and deposit paid for such land acquisition, and 4) a decrease in long-term investment in related party. However, this method does not focus on the future profitability prospect and operating performance of the Company and its subsidiaries.

3) The price to book value approach reflects the financial position at a certain point of time by comparison of the average of such ratio of selected SET-listed companies, but could not reflect the true market value of the assets, nor the profitability prospect and operating performance of the Company and its subsidiaries in the future.

4) The market value approach could reflect the demand and supply of shares in different periods and could mirror the fundamental factors and investors' demand that affects potential and growth of the Company in the future to a certain extent. However, due to low trading volume of GLAND shares, the past market price might not be able to fairly reflect the true value of the shares.

5) The discounted cash flow approach focuses on the future business operations and profitability prospect of the Company and its subsidiaries by basing on the net present value of free cash flow expected from all property projects and the overall economic and industrial trend.

We are of the opinion that the share price measured by the discounted cash flow approach is appropriate since this method focuses on the future business operations and profitability prospect of the Company and the overall economic and industrial trend. The share price valuated by this approach is Bt. 2.35 per share, which is lower than the offering price of Bt. 2.56 per share by Bt. 0.21 per share or 8.20%. Under the sensitivity analysis of the share valuation by this method, the share price is derived in a range of Bt. 1.84 - 2.98 per share, which is (lower)/higher than the offering price of Bt. 2.56 per share by Bt. (0.72) - 0.42 per share or (28.13)% - 16.41%.

4.3 Appropriateness of the conditions for the transactions

The Company will make cash payment totaling Bt. 36.36 million for the acquisition of assets and connected transactions, consisting of the purchase of all Sterling shares of Bt. 5.46 million, the purchase of Tonson shares of Bt. 10 million, and the purchase of land in Grand Canal Don Muang Project Phase 8 and Phase 9 of Bt. 20.89 million. Such cash payment will be made upon the ownership transfer of these assets, which will take place after the Company obtains approval of the transactions from the Extraordinary General Meeting of Shareholders No. 1/2011 on November 3, 2011.

Moreover, in the purchase of all Sterling shares, the Company must obtain approval from such shareholders' meeting to issue and offer its 232,964,000 new shares to BBTV at an offering price of Bt. 2.56 per share totaling Bt. 596.39 million. The Company will use the proceeds from the said offering of its shares either for lending to Sterling (after the Company has acquired Sterling shares) or for additional investment in Sterling by way of subscribing for new ordinary shares.

We view that the acquisition price of Sterling shares and Tonson shares, the price of land in Grand Canal Don Muang Project Phase 8 and Phase 9, and the offering price of GLAND shares are fair and appropriate and all conditions set out for the transactions are consistent with the business norms in general and will not cause the Company to lose any benefits.

5 Conclusion of the IFA's opinion

In our opinion, the acquisition of assets and connected transactions by GLAND in the purchase of all ordinary shares in Sterling, the issue and offer of new ordinary shares of the Company for sale to BBTV, the purchase of new ordinary shares in Tonson, and the purchase of vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9 are considered appropriate and beneficial to the Company and its shareholders. By entering into these transactions, the Company will possess additional vacant land for continuous property development, as well as a wider variety of property projects either for sale or for rent in the long term. The Company plans to develop these plots of land into properties with good potentials such as single houses, townhouses and residential condominiums for sale and office buildings, retail space and hypermarket for rent.

In view of the advantages of entering into the transactions, the Company will have an opportunity to increase revenues and returns continuously in the long run from property development on the assets acquired under these transactions, in addition to the existing projects under development, whether they be revenues from sales and renting of properties and revenues from related services. This could therefore help ensure a well-balanced structure of income sources and the consistency of long-term income generation, while increasing the Company's business size, cash flow and business potential in the long term and reducing its unit cost due to the economies of scale. Moreover, the Company will have a greater bargaining power in procurement and employment and could benefit from sharing of public relations and advertising campaigns for its projects, thereby reducing the project's unit cost.

The Company will acquire land with potential for continued development in the compound of Grand Rama 9 Project sited on Phra Ram 9 Road, which will become Bangkok's new central business district, and land in Grand Canal Don Muang Project, which is in a prime community area. The said acquisition of vacant land at a fair value will help mitigate risk from possible land price hikes in the future. Besides, the entering into these transactions will eradicate a conflict of interest that might be created from the Company's major shareholders competing with the Company in property development in an area related to the Company's project.

The disadvantages of entering into the said transactions are that the Company will bear an increased amount of debts and interest expenses arising from the consolidation of the debts of Sterling and Tonson into its financial statement and the additional borrowings required for financing property development projects on the acquired assets. Since the Company will still be unable to recognize income in the initial development or construction period of all projects, it is prone to suffer a loss at the early stage of project investment. The Company will also bear risk involved with its large-scale property development, which will lead to a huge increase in property supply on the market, while a project success will hinge on many external factors such as economic condition, property market condition, the private sector's consumption, etc. Given these factors become unfavorable, it will adversely affect the Company's project development, funding, liquidity and sales.

Furthermore, the private placement of new ordinary shares to BBTV at Bt. 2.56 a share will cause an earning and control dilution effect on the existing shareholders of the Company, but without a price dilution effect because the said offering price is higher than the present average market price of the shares. Despite such dilution effect, it is anticipated that the Company could grow its net profit from the future operation of the projects which are under development and from which the Company will begin income recognition as from 2012 onwards.

The purchase price of Sterling shares at Bt. 13.661 per share and Tonson shares at Bt. 10 per share is deemed a fair and reasonable price. Such price is determined based on the adjusted book value of Sterling and Tonson, which reflects a fair value of the vacant land that is their core asset and constitutes almost the entire assets of both Sterling and Tonson. Moreover, such price is lower than the IFA's appraisal of Sterling shares at Bt. 16.53 per share and Tonson shares at Bt. 147.99 per share.

The purchase price of land in the Grand Canal Don Muang Project Phase 8 and Phase 9 at Bt. 20.89 million is fair and reasonable since it in within the two independent valuers' appraised price range which is considered appropriate by the IFA.

The internal rate of return (IRR) from the acquired assets is estimated, based on the financial projection, to be 11% per year from the office buildings for rent in Grand Rama 9 Project Plot 3 (property development on the land of Sterling), 15% and 14% per year from sales of single houses and residential condominium units in Grand Canal Don Muang Project Phase 3 and Phase 6 respectively (property development on the land of Tonson), and 20% and 19% per year from sales of townhouses and renting of hypermarket and retail space in Grand Canal Don Muang Project Phase 8 and Phase 9 respectively. The IRR from all these projects is apparently higher than the Company's weighted average cost of capital (WACC) of 7.21% per year and the average maximum loan interest rate expected to be 7.50% p.a. (the average loan interest rate of all projects of the Company and its subsidiaries is 6.87% p.a.). Therefore, we view that the purchase of shares in Sterling and Tonson and vacant land in Grand Canal Don Muang Project Phase 8 and Phase 9 is appropriate and will generate benefits to the Company and its shareholders in the long term.

The offering price of GLAND shares to be offered on a private placement basis to BBTV of Bt. 2.56 per share is deemed fair and reasonable since it is higher than the fair value appraised by the IFA by the discounted cash flow approach at Bt. 2.35 per share and is within the price range derived from a sensitivity analysis of Bt. 1.84 - 2.98 per share. Besides, such offering price is not lower than the market price prevailing in 15 consecutive business days before the date on which the Company's Board of Directors approved the said offering of new shares of the Company.

Based on the afore-mentioned factors, we are of the opinion that the shareholders will gain benefits from the Company's entering into the above transactions. Thus, we recommend that the shareholders vote in favor of the acquisition of assets and the connected transactions, considering that the transactions are reasonable and the transaction price and conditions are fair.

In deciding whether to approve or reject the transactions, the shareholders could consider the reasons and opinion in all respects given herein. The final decision should then be made at the individual shareholders' own discretion.

We hereby certify that we have provided our opinion prudently based on the code of professional practices and in the interest of the shareholders.

Yours sincerely,

Advisory Plus Co., Ltd.

-Prasert Patradhilok-
(Prasert Patradhilok)
President

-Sumalee Tantayaporn-
(Sumalee Tantayaporn)
Operating Controller

Attachment 1

The Property valuation by the Weighted Quality Score technique and the regression analysis

Assets on the Acquisition and Connected Transactions

1. Grand Rama 9 Project Plot 3

Valuation by TAP

Area 6-1-46 rai Or 2,546 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	30%	3	3	3	3	3
2	Land size and shape	15%	2	2	3	3	3
3	Land level	10%	2	3	3	3	3
4	Transportation	10%	3	3	3	3	3
5	Public utilities	10%	3	3	3	3	3
6	Land use potential	25%	5	3	4	4.5	3.5
	Total WQS	**100.00%**	**325.00**	**285.00**	**325.00**	**337.50**	**312.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	250,000	350,000	372,000	330,000
Negotiated/Adjusted	Bt./Sq. wah	-	-12,500	0	0	0
Adjusted price	Bt./Sq. wah	-	237,500	350,000	372,000	330,000
Regression Computation			Intercept	-494,021.69	R square	0.9687
			Slope	2,591.7355	Std div.	12,807.89
Appraised land (y)	Bt./Sq. wah	348,292				

Appraised land (round value)	350,000	Bt./Sq. wah
Area	2,546	sq. wah
Land Value	891,100,000	Bt.

Attachment 1

Valuation by Accurate

Weighted Quality Score : WQS

Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Location	20	8	9	7	6	7
Land Utilization	20	8	8	7	7	7
Public utilities	10	8	8	8	7	8
Accessibility	10	8	7	7	7	7
Legal restrictions	10	7	7	6	6	7
Environment	10	7	8	7	7	7
Land size	10	7	8	8	8	6
Market demand	10	7	8	7	7	7
Total WQS	**100.00**	**76.00**	**80.00**	**71.00**	**68.00**	**70.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	370,000	350,000	350,000	320,000
Negotiated/Adjusted	Bt./Sq. wah	-	0	0	0	0
Adjusted price	Bt./Sq. wah	-	370,000	350,000	350,000	320,000
Regression Computation			Intercept	157,817.11	R square	0.4582
			Slope	2,625.37	Std div.	18,585.69
Appraised land (y)	Bt./Sq. wah	357,345				

Appraised land (round value)	350,000	Bt./Sq. wah
Area	2,546	sq. wah
Land Value	891,100,000	Bt.

2. Grand Canal Don Muang Project Phase 4

Valuation by TAP

Area 4-2-48.13 rai Or 1,848.13 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	3	4	4.5	3.5	4	3.5
2	Land size and shape	20%	4	4	4.5	4	4	2.5
3	Land level	15%	4	4.5	4.5	4.5	4	4
4	Transportation	15%	3.5	4.5	4	4	4.5	4
5	Public utilities	10%	4	4	4	4	4	4
6	Land use potential	10%	3.7	4	4	4	4	3.5
	Total WQS	**100.00%**	**359.50**	**415.00**	**432.50**	**392.50**	**407.50**	**350.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	52,734	75,800	35,000	60,000	21,609
Negotiated/Adjusted	Bt./Sq. wah	-	-1,500	-3,800	-2,000	-5,000	-500
Adjusted price	Bt./Sq. wah	-	51,234	72,000	33,000	55,000	21,109
Regression Computation			Intercept	-193,101.21	R square	0.8905	
			Slope	599.6741	Std div.	7,573.65	
Appraised land (y)	Bt./Sq. wah	22,482					

Appraised land (round value)	22,000	Bt./Sq. wah
Area	1,848.13	sq. wah
Land Value	40,658,860	Bt.

Valuation by Accurate

Area	4-3-2.1 rai	Or	1,902.10	sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	7	8	8	6	6
2	Land Utilization	20	5	8	8	7	7
3	Public utilities	10	8	7	7	6	6
4	Accessibility	10	7	7	7	6	6
5	Legal restrictions	10	5	6	6	6	6
6	Environment	10	7	7	7	5	6
7	Land size	10	6	5	7	9	9
8	Market demand	10	4	6	7	7	8
	Total WQS	**100.00**	**61.00**	**70.00**	**73.00**	**65.00**	**67.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	35,000	39,455	24,000	35,000
Negotiated/Adjusted	Bt./Sq. wah	-	-3,000	-1,455	-2,000	-2,000
Adjusted price	Bt./Sq. wah	-	32,000	38,000	22,000	33,000
Regression Computation			Intercept	-83,333.33	R square	0.7576
			Slope	1,666.67	Std div.	4,041.45
Appraised land (y)	Bt./Sq. wah	18,333				

Appraised land (round value)	18,500	Bt./Sq. wah
Area	1,902.10	sq. wah
Land Value	35,188,850	Bt.

3. Grand Canal Don Muang Project Phase 3 and Phase 6

Valuation by TAP

Area 50-0-22.4 rai Or 20,022.40 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	3	**4**	4.5	3.5	4	3.5
2	Land size and shape	20%	3.5	4	4.5	4	4	2.5
3	Land level	15%	4	4.5	4.5	4.5	4	4
4	Transportation	15%	3.5	4.5	4	4	4.5	4
5	Public utilities	10%	4	4	4	4	4	4
6	Land use potential	10%	3.5	4	4	4	4	3.5
	Total WQS	**100.00%**	**347.50**	**415.00**	**432.50**	**392.50**	**407.50**	**350.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	52,734	75,800	35,000	60,000	21,609
Negotiated/Adjusted	Bt./Sq. wah	-	-1,500	-3,800	-2,000	-5,000	-500
Adjusted price	Bt./Sq. wah	-	51,234	72,000	33,000	55,000	21,109
Regression Computation			Intercept		-193,101.21	R square	0.8905
			Slope		599.6741	Std div.	7 ,573.65
Appraised land (y)	Bt./Sq. wah	15,286					

Appraised land (round value)	15,000.00	Bt./Sq. wah
Area	20,022.40	sq. wah
Land Value	300,336,000	Bt.

Valuation by Accurate

Area 51-1-04.1 rai Or 20,504.10 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	7	9	8	8	8
2	Land Utilization	20	7	8	8	7	8
3	Public utilities	10	8	8	7	7	7
4	Accessibility	10	6	8	7	7	7
5	Legal restrictions	10	5	6	6	6	6
6	Environment	10	7	8	7	7	7
7	Land size	10	5	6	5	4	7
8	Market demand	10	6	8	6	5	7
	Total WQS	**100.00**	**65.00**	**78.00**	**70.00**	**66.00**	**73.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	60,000	35,000	21,609	39,455
Negotiated/Adjusted	Bt./Sq. wah	-	-2,500	-3,000	-1,609	-1,455
Adjusted price	Bt./Sq. wah	-	57,500	32,000	20,000	38,000
Regression Computation			Intercept	-183,633.55	R square	0.9860
			Slope	3,073.29	Std div.	2,266.63
Appraised land (y)	Bt./Sq. wah	16,130				

Appraised land (round value)	16,000	Bt./Sq. wah
Area	20,504.10	sq. wah
Land Value	328,065,600	Bt.

4. Grand Canal Don Muang Project Phase 8 and Phase 9

Valuation by TAP

Grand Canal Don Muang Project Phase 8 (Part 1)

Area 0-3-11.5 rai Or 311.50 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	2	3.5	3.5	2.5	3.5	2
2	Land size and shape	15%	2.5	3	4	3	3.5	2.5
3	Land level	15%	3	4	5	3	4	2.5
4	Transportation	10%	2	4.5	4.5	2.5	4.5	3
5	Public utilities	15%	3	3	3	3	3	3
6	Land use potential	15%	2.5	4	4	3	4	2.5
	Total WQS	**100.00%**	**245.00**	**360.00**	**390.00**	**280.00**	**367.50**	**247.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	52,734	75,800	35,000	60,000	21,609
Negotiated/Adjusted	Bt./Sq. wah	-	-2,000	-7,500	-2,500	-5,000	-609
Adjusted price	Bt./Sq. wah	-	50,734	68,300	32,500	55,000	21,000
Regression Computation			Intercept	-52,983.44	R square	0.9688	
			Slope	299.3624	Std div.	3,824.09	
Appraised land (y)	Bt./Sq. wah	20,360					

Appraised land (round value)	20,000	Bt./Sq. wah
Area	311.50	sq. wah
Land Value	6,230,000	Bt.

Grand Canal Don Muang Project Phase 8 (Part 2)

Area 0-3-24 rai Or 324.00 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	2	3.5	3.5	2.5	3.5	2
2	Land size and shape	15%	2	3	4	3	3.5	2.5
3	Land level	15%	2.5	4	5	3	4	2.5
4	Transportation	10%	2.5	4.5	4.5	2.5	4.5	3
5	Public utilities	15%	2.5	3	3	3	3	3
6	Land use potential	15%	2.5	4	4	3	4	2.5
	Total WQS	**100.00%**	**227.50**	**360.00**	**390.00**	**280.00**	**367.50**	**247.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	52,734	75,800	35,000	60,000	21,609
Negotiated/Adjusted	Bt./Sq. wah	-	-2,000	-7,500	-2,500	-5,000	-609
Adjusted price	Bt./Sq. wah	-	50,734	68,300	32,500	55,000	21,000
Regression Computation				Intercept	-52,983.44	R square	0.9688
				Slope	299.3624	Std div.	3,824.09
Appraised land (y)	Bt./Sq. wah	15,122					

Appraised land (round value)	15,000	Bt./Sq. wah
Area	324.00	sq. wah
Land Value	4,860,000	Bt.

Grand Canal Don Muang Project Phase 9

Area	0-3-46.1 rai	Or	346.10	sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	3.2	3.5	3.5	2.5	3.5	2
2	Land size and shape	15%	2	3	4	3	3.5	2.5
3	Land level	15%	3	4	5	3	4	2.5
4	Transportation	10%	3	4.5	4.5	2.5	4.5	3
5	Public utilities	15%	3	3	3	3	3	3
6	Land use potential	15%	3	4	4	3	4	2.5
	Total WQS	**100.00%**	**291.00**	**360.00**	**390.00**	**280.00**	**367.50**	**247.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	52,734	75,800	35,000	60,000	21,609
Negotiated/Adjusted	Bt./Sq. wah	-	-2,000	-7,500	-2,500	-5,000	-609
Adjusted price	Bt./Sq. wah	-	50,734	68,300	32,500	55,000	21,000
Regression Computation				Intercept	-52,983.44	R square	0.9688
				Slope	99.3624	Std div.	3,824.09
Appraised land (y)	Bt./Sq. wah	34,131					

Appraised land (round value)	34,000	Bt./Sq. wah
Area	346.10	sq. wah
Land Value	11,767,400	Bt.

Valuation by Accurate

Grand Canal Don Muang Project Phase 8 (Part 1)

Area 0-2-99.5 rai Or 299.50 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	7	8	6	7	7
2	Land Utilization	20	5	7	6	7	7
3	Public utilities	10	6	7	5	6	7
4	Accessibility	10	7	8	5	6	7
5	Legal restrictions	10	5	7	5	6	6
6	Environment	10	6	7	5	6	7
7	Land size	10	4	7	6	6	6
8	Market demand	10	5	7	5	5	6
	Total WQS	**100.00**	**57.00**	**73.00**	**55.00**	**63.00**	**67.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	39,455	15,000	24,000	35,000
Negotiated/Adjusted	Bt./Sq. wah	-	-2,455	-1,000	-2,000	-2,000
Adjusted price	Bt./Sq. wah	-	37,000	14,000	22,000	33,000
Regression Computation			Intercept	-60,631.58	R square	0.9485
			Slope	1,350.88	Std div.	2,910.96
Appraised land (y)	Bt./Sq. wah	16,368				

Appraised land (round value)	16,000	Bt./Sq. wah
Area	299.50	sq. wah
Land Value	4,792,000	Bt.

Grand Canal Don Muang Project Phase 8 (Part 2)

Area 0-3-24 rai Or 324.00 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	6	8	6	7	7
2	Land Utilization	20	6	7	6	7	7
3	Public utilities	10	6	7	5	6	7
4	Accessibility	10	5	8	5	6	7
5	Legal restrictions	10	6	7	5	6	6
6	Environment	10	6	7	5	6	7
7	Land size	10	6	7	6	6	6
8	Market demand	10	5	7	5	5	6
	Total WQS	**100.00**	**58.00**	**73.00**	**55.00**	**63.00**	**67.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	39,455	15,000	24,000	35,000
Negotiated/Adjusted	Bt./Sq. wah	-	-2,455	-1,000	-2,000	-2,000
Adjusted price	Bt./Sq. wah	-	37,000	14,000	22,000	33,000
Regression Computation			Intercept	-60,631.58	R square	0.9485
			Slope	1,350.88	Std div.	2,910.96
Appraised land (y)	Bt./Sq. wah	17,719				

Appraised land (round value)	18,000	Bt./Sq. wah
Area	324.0	sq. wah
Land Value	5,832,000	Bt.

Grand Canal Don Muang Project Phase 9

Area 0-3-46.1 rai Or 346.10 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	8	8	6	7	7
2	Land Utilization	20	6	7	6	7	7
3	Public utilities	10	6	7	5	6	7
4	Accessibility	10	7	8	5	6	7
5	Legal restrictions	10	5	7	5	6	6
6	Environment	10	6	7	5	6	7
7	Land size	10	5	7	6	6	6
8	Market demand	10	6	7	5	5	6
	Total WQS	**100.00**	**63.00**	**73.00**	**55.00**	**63.00**	**67.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	39,455	15,000	24,000	35,000
Negotiated/Adjusted	Bt./Sq. wah	-	-2,455	-1,000	-2,000	-2,000
Adjusted price	Bt./Sq. wah	-	37,000	14,000	22,000	33,000
Regression Computation			Intercept	-60,631.58	R square	0.9485
			Slope	1,350.88	Std div.	2,910.96
Appraised land (y)	Bt./Sq. wah	24,474				

Appraised land (round value)	24,000	Bt./Sq. wah
Area	346.10	sq. wah
Land Value	8,306,400	Bt.

The Company's Asset in Operation and in Development Proceed in the Future

5. Belle Grand Rama 9 Project

Valuation by TPA

Area	15-1-85 rai	Or	6,185.00	sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	30%	3	4	4	4	4
2	Land Shape	25%	3	2	5	3	3.5
3	Land level	10%	5	4	3	4	4
4	Transportation	15%	3	4	4	4	4
5	Public utilities	10%	5	5	5	5	5
6	Land utilization	10%	5	2	2	2	2
	Total WQS	**100.00%**	**360.00**	**340.00**	**405.00**	**365.00**	**377.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	250,000	360,000	241,000	300,000
Negotiated/Adjusted	Bt./Sq. wah	-	-30,000	-20,000	-1,000	-30,000
Adjusted price	Bt./Sq. wah	-	220,000	340,000	240,000	270,000
Regression Computation			Intercept	-431,190.31	R square	0.9352
			Slope	1,878.8311	Std div.	16,379.32
Appraised land (y)	Bt./Sq. wah	245,189				

Appraised land (round value)	250,000	Bt./Sq. wah
Area	6,185.00	sq. wah
Land Value	1,546,250,000	Bt.

Valuation by Sasiratchada

Land value with no servitude right

Area 15-3-57 rai Or 6,357.00 sq. wah

Particulars	Weighted (%)	Data of the appraised property		Data 1	Data 2	Data 3	Data 4
		With no servitude right	With servitude right				
Location	45%	5	2	9	9	7	9
Generality	25%	7	2	6	8	8	9
Area	15%	1	8	5	9	9	2
Land utilization	15%	8	2	3	3	3	3
	100%	**53.50**	**29.00**	**67.50**	**78.50**	**69.50**	**70.50**

Offering price	300,000	340,000	350,000	320,000
Sale Date Adjustment	-15%	0%	-20%	0%
Adjusted price	255,000	340,000	280,000	320,000

Adjusted price	% WQS	Adjustment Ratio	Indicated Value	Comparability		
255,000	67.5	0.792593	202,111	0.27	54,270.58	
340,000	78.5	0.681529	231,720	0.22	50,420.50	
280,000	69.5	0.769784	215,540	0.26	55,880.63	
320,000	70.5	0.758865	242,837	0.25	61,833.46	
	53.5		892,207	1.00	222,405.17	
		Appraised land			222,405.17	Bt./Sq. wah
		Appraised land (round value)			220,000.00	Bt./Sq. wah
		Area			6,357.00	sq. wah
		Land Value with no servitude right			1,398,540,000	Bt.

Land value with servitude right

Area	2-2-45 rai	Or	1,045.00	sq. wah		
Adjusted price	**% WQS**	**Adjustment Ratio**	**Indicated Value**	**Comparability**		
255,000	67.5	0.429630	109,556	0.26	28,248.15	
340,000	78.5	0.369427	125,605	0.24	29,677.28	
280,000	69.5	0.417266	116,835	0.25	29,666.81	
320,000	70.5	0.411348	131,631	0.25	33,165.90	
-	29			1.00	120,758.14	
		Appraised land			120,758.14	Bt./Sq. wah
		Appraised land (round value)			120,000.00	Bt./Sq. wah
		Area			1,045.00	sq. wah
		Appraised land with servitude right			125,400,000	Bt.
		Total Land Value			**1,523,940,000**	**Bt.**

6. GLAND Tower Grand Rama 9 Project (Plot 1.2)

Valuation by TPA

Area 5-0-98.3 rai Or 2,098.30 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	30%	4	4	4	4	4
2	Land Shape	25%	4	2	5	3	3.5
3	Land level	10%	5	4	3	4	4
4	Transportation	15%	5	4	4	4	4
5	Public utilities	10%	5	5	5	5	5
6	Land utilization	10%	5	2	2	2	2
	Total WQS	**100.00%**	**445.00**	**340.00**	**405.00**	**365.00**	**377.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	250,000	360,000	241,000	300,000
Negotiated/Adjusted	Bt./Sq. wah	-	-30,000	-20,000	-1,000	-30,000
Adjusted price	Bt./Sq. wah	-	220,000	340,000	240,000	270,000
Regression Computation			Intercept	-431,190.31	R square	0.9352
			Slope	1,878.8311	Std div.	16,379.32
Appraised land (y)	Bt./Sq. wah	404,890				

Appraised land (round value) 400,000 Bt./Sq. wah

Valuation by Sasiratchada

Area 5-0-98.3 rai Or 2,098.30 sq. wah

Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Location	45%	9.00	9	9	7	9
Generality	25%	9.00	6	8	8	9
Area	15%	8.00	5	9	9	2
Land utilization	15%	9.00	3	3	3	3
	100%	88.50	67.50	78.50	69.50	70.50

Offering price	300,000	340,000	350,000	320,000
Sale Date Adjustment	-15%	0%	-20%	0%
Adjusted price	255,000	340,000	280,000	320,000

Adjusted price	% WQS	Adjustment Ratio	Indicated Value	Comparability		
255,000	67.5	1.311110	334,333	0.23	77,027.78	
340,000	78.5	1.127388	383,312	0.28	108,980.89	
280,000	69.5	1.273382	356,547	0.24	85,641.13	
320,000	70.5	1.255319	401,702	0.25	98,456.40	
	48.5		1,074,192	1.00	370,106.20	
		Appraised land			370,106.20	Bt./Sq. wah
		Appraised land (round value)			370,000.00	Bt./Sq. wah

7. The Ninth Tower Grand Rama 9 Office Building Project

Valuation by TPA

Area 4-2-01 rai Or 1,801.00 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	30%	3.5	4	4	4	4
2	Land Shape	25%	4	2	5	3	3.5
3	Land level	10%	5	4	3	4	4
4	Transportation	15%	3	4	4	4	4
5	Public utilities	10%	5	5	5	5	5
6	Land utilization	10%	5	2	2	2	2
	Total WQS	**100.00%**	**400.00**	**340.00**	**405.00**	**365.00**	**377.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	250,000	360,000	241,000	300,000
Negotiated/Adjusted	Bt./Sq. wah	-	-30,000	-20,000	-1,000	-30,000
Adjusted price	Bt./Sq. wah	-	220,000	340,000	240,000	270,000
Regression Computation			Intercept	-431,190.31	R square	0.9352
			Slope	1,878.8311	Std div.	16,379.32
Appraised land (y)	Bt./Sq. wah	320,342				

Appraised land (round value)	320,000	Bt./Sq. wah
Area	1,801.00	sq. wah
Land Value	576,320,000	Bt.

Valuation by Sasiratchada

Area with no servitude right 3-3-75 rai Or 1,575.00 sq. wah

Particulars	Weighted (%)	Data of the appraised property		Data 1	Data 2	Data 3	Data 4
		with no servitude right	with servitude right				
Location	45%	5	2	9	9	7	9
Generality	25%	5	2	6	8	8	9
Area	15%	8	8	5	9	9	2
Land utilization	15%	8	2	3	3	3	3
	100%	**59.00**	**29.00**	**67.50**	**78.50**	**69.50**	**70.50**

Offering price	255,000	340,000	280,000	320,000
Sale Date Adjustment	-15%	0%	-20%	0%
Adjusted price	216,750	340,000	224,000	320,000

Adjusted price	% WQS	Adjustment Ratio	Indicated Value	Comparability		
216,750	67.5	1.028323	222,889	0.28	61,665.93	
340,000	78.5	0.751591	255,541	0.20	51,960.08	
224,000	69.5	1.061152	237,698	0.26	62,593.76	
320,000	70.5	0.836878	267,801	0.26	68,735.70	
	59			1.00	244,955.47	
		Appraised land			244,955.47	Bt./Sq. wah
		Appraised land (round value)			240,000.00	Bt./Sq. wah
		Area			1,575.00	sq. wah
		Land Value with no servitude right			378,000,000	Bt.

Area with servitude right	3-2-86 rai	Or	1,486.00	sq. wah

Adjusted price	**% WQS**	**Adjustment Ratio**	**Indicated Value**	**Comparability**		
216,750	67.5	0.505449	109,556	0.26	28,248.15	
340,000	78.5	0.369426	125,605	0.24	29,677.28	
224,000	69.5	0.521585	116,835	0.25	29,666.81	
320,000	70.5	0.411347	131,631	0.25	33,165.90	
	29			1.00	120,758.14	
		Appraised land			120,758.14	Bt./Sq. wah
		Appraised land (round value)			120,000.00	Bt./Sq. wah
		Area			1,486.00	sq. wah
		Land Value with servitude right			178,320,000	Bt.
		Total Land Value			**556,320,000**	**Bt.**

8. *Belle Sky Project*

Valuation by TPA

Area 31-0-19.9 rai Or 12,419.90 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	4	3	4	5	5	5
2	Land Shape	20%	3	4	2	5	3	5
3	Land level	10%	3	3	4	5	4	5
4	Transportation	15%	4	3	5	5	5	4
5	Public utilities	10%	5	4	5	5	5	5
6	Land utilization	15%	4	3	3	5	4	5
	Total WQS	**100.00%**	**380.00**	**330.00**	**370.00**	**500.00**	**435.00**	**485.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	35,500	60,000	180,000	97,000	180,000
Negotiated/Adjusted	Bt./Sq. wah	-	0	-2,000	-10,000	-7,000	-10,000
Adjusted price	Bt./Sq. wah	-	35,500	58,000	170,000	90,000	170,000
Regression Computation				Intercept	-248,686.24	R square	0.9447
				Slope	833.4581	Std div.	17,020.35
Appraised land (y)	Bt./Sq. wah	68,028					

Appraised land (round value)	68,000	Bt./Sq. wah
Area	12,420	sq. wah
Land Value	844,553,200	Bt.

Valuation by Sasiratchada

Area	31-0-19.9 rai	Or	12,419.90	sq. wah	
Particulars	**Weighted (%)**	**Data of the appraised property**	**Data 1**	**Data 2**	**Data 3**
Location	45%	6.00	9	8	8
Area	25%	2.00	2	5	1
Land width	15%	5.00	1	1	1
Shape	15%	6.00	8	4	7
	100%	**48.50**	**59.00**	**56.00**	**50.50**

Offering price	80,000	80,000	80,000
Sale Date Adjustment	0%	-5%	-15%
Adjusted price	80,000	76,000	68,000

Adjusted price	**% WQS**	**Adjustment Ratio**	**Indicated Value**	**Comparability**		
80,000	59	0.822034	65,763	0.24	15,783.05	
76,000	56	0.866071	65,821	0.31	20,404.64	
68,000	50.5	0.960396	65,307	0.45	29,388.12	
	48.5		196,891	1.00	65,575.81	
		Appraised land			65,575.81	Bt./Sq. wah
		Appraised land (round value)			65,000.00	Bt./Sq. wah
		Area			12,419.90	sq. wah
		Land Value			807,293,500	Bt.

9. *Grand Rama 9 Project Plot 2*

Valuation by TAP

Area with servitude right 6-0-09.5 rai Or 2,410 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	30%	3	3	3	3	3
2	Land Shape	15%	3	2	3	3	3
3	Land level	10%	4	3	3	3	3
4	Transportation	10%	3	3	3	3	3
5	Public utilities	10%	3.5	3	3	3	3
6	Land utilization	25%	3	3	4	4.5	3.5
	Total WQS	**100.00%**	**315.00**	**285.00**	**325.00**	**337.50**	**312.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	250,000	350,000	372,000	330,000
Negotiated/Adjusted	Bt./Sq. wah	-	-12,500	0	0	0
Adjusted price	Bt./Sq. wah	-	237,500	350,000	372,000	330,000
Regression Computation			Intercept	-494,021.69	R square	0.9687
			Slope	2,591.7355	Std div.	12,807.89
Appraised land (y)	Bt./Sq. wah	322,375				

Appraised land (round value)	320,000	Bt./Sq. wah
Area	2,410	sq. wah
Land Value	771,040,000	Bt.

Area with no servitude right 8-1-26.7 rai Or 3,326.7 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	30%	3	3	3	3	3
2	Land Shape	15%	2.5	2	3	3	3
3	Land level	10%	2.5	3	3	3	3
4	Transportation	10%	3	3	3	3	3
5	Public utilities	10%	3	3	3	3	3
6	Land utilization	25%	5	3	4	4.5	3.5
	Total WQS	**100.00%**	**337.50**	**285.00**	**325.00**	**337.50**	**312.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	250,000	350,000	372,000	330,000
Negotiated/Adjusted	Bt./Sq. wah	-	-12,500	0	0	0
Adjusted price	Bt./Sq. wah	-	237,500	350,000	372,000	330,000
Regression Computation			Intercept	-494,021.69	R square	0.9687
			Slope	2,591.7355	Std div.	12,807.89
Appraised land (y)	Bt./Sq. wah	380,000				

Appraised land (round value)	380,000	Bt./Sq. wah
Area	3,326.7	sq. wah
Land Value	1,264,146,000	Bt.
Total Land Value	**2,035,186,000**	**Bt.**

Attachment 1

Valuation by Accurate

Development Area 8-1-20.2 rai Or 3,320.20 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	8	9	7	6	7
2	Land Utilization	20	8	8	7	7	7
3	Public utilities	10	8	8	8	7	8
4	accession	10	8	8	7	7	7
5	Regulation	10	7	7	6	6	7
6	Environment	10	7	7	7	7	7
7	Land shape	10	6	8	8	8	6
8	Market popularity	10	7	8	7	7	7
	Total WQS	**100.00**	**75.00**	**80.00**	**71.00**	**68.00**	**70.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	370,000	350,000	350,000	320,000
Negotiated/Adjusted	Bt./Sq. wah	-	0	0	0	0
Adjusted price	Bt./Sq. wah	-	370,000	350,000	350,000	320,000
Regression Computation			Intercept	157,817.11	R square	0.4582
			Slope	2,625.37	Std div.	18,585.69
Appraised land (y)	Bt./Sq. wah	354,720				

Appraised land (round value)	350,000	Bt./Sq. wah
Area	3,320.20	sq. wah
Land Value	1,162,070,000	Bt.

Area with servitude right, but preparing cancels such right. Current no using for passage way.

Appraised land (round value)	340,000	Bt./Sq. wah
Area	681	sq. wah
Land Value	231,540,000	Bt.

Area with servitude right and using for passage way

Appraised land (round value)	250,000	Bt./Sq. wah
Area	1,735	sq. wah
Land Value	433,750	Bt.

Total Land Value	1,827,400,000	Bt.

10. Grand Canal Don Muang Project Phase 7

Valuation by TAP

Area	24-3-27.5 rai	Or	9,927.50	sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted (%)	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
1	Location	30%	2.5	3.5	3.5	2.5	3.5	2
2	Land Shape	15%	2.5	3	4	3	3.5	2.5
3	Land level	15%	3	4	5	3	4	2.5
4	Transportation	10%	3	4.5	4.5	2.5	4.5	3
5	Public utilities	15%	3	3	3	3	3	3
6	Land utilization	15%	3	4	4	3	4	2.5
	Total WQS	**100.00%**	**277.50**	**360.00**	**390.00**	**280.00**	**367.50**	**247.50**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price	Bt./Sq. wah	-	52,734	75,800	35,000	60,000	21,609
Negotiated/Adjusted	Bt./Sq. wah	-	-2,000	-7,500	-2,500	-5,000	-609
Adjusted price	Bt./Sq. wah	-	50,734	68,300	32,500	55,000	21,000
Regression Computation			Intercept	-52,983.44	R square	0.9688	
			Slope	299.3624	Std div.	3,824.09	
Appraised land (y)	Bt./Sq. wah	30,090					

Appraised land (round value)	30,000	Bt./Sq. wah
Area	9,927.50	sq. wah
Land Value	297,825,000	Bt.

Valuation by Accurate

Area 24-3-52.5 rai Or 9,952.50 sq. wah

Weighted Quality Score : WQS

No.	Particulars	Weighted	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
1	Location	20	7	8	7	7	7
2	Land Utilization	20	7	8	7	6	7
3	Public utilities	10	7	8	7	7	7
4	accession	10	7	8	7	7	7
5	Regulation	10	6	6	6	6	6
6	Environment	10	6	7	7	6	6
7	Land shape	10	6	7	7	5	7
8	Market popularity	10	6	7	7	5	7
	Total WQS	**100.00**	**66.00**	**75.00**	**69.00**	**62.00**	**68.00**

Regression

Detail	Unit	Data of the appraised property	Data 1	Data 2	Data 3	Data 4
Offering price	Bt./Sq. wah	-	60,000	35,000	21,609	39,455
Negotiated/Adjusted	Bt./Sq. wah	-	-5,000	-2,500	-609	-1,455
Adjusted price	Bt./Sq. wah	-	55,000	32,500	21,000	38,000
Regression Computation			Intercept	-139,258.82	R square	0.9329
			Slope	2,567.65	Std div.	4,488.79
Appraised land (y)	Bt./Sq. wah	30,206				

Appraised land (round value)	30,000	Bt./Sq. wah
Area	9,952.5	sq. wah
Land Value	298,575,000	Bt.