

- Translation -

Opinion of the Independent Financial Advisor on the  
Tender Offer for the Securities

Of

Grand Canal Land Public Company Limited



Tender Offeror

CPN Pattaya Company Limited

Prepared by

Discover Management Company Limited



October 12, 2018

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Abbreviation

Meaning	Abbreviation
Grand Canal Land Public Company Limited	: The Company, the Business or GLAND
GLAND Office Leasehold Real Estate Investment Trust	: GLANDRT
Praram 9 Square Company Limited	: RAMA9
Belle Development Company Limited	: BD
Sterling Equity Company Limited	: SE
Belle Assets Company Limited	: BA
G Land Property Management Company Limited	: GPROP
Ratchada Asset Holding Company Limited	: RAH
Gland REIT Management Company Limited	: GRM
Praram 9 Square Hotel Company Limited	: RAMA9-H
Bayswater Company Limited	: BW
Chareangkit Enterprise Company Limited	: CKE
Belle Park Residence Company Limited	: BPARK
(1) CKE (2) BPARK (3) (3) Mr. Jatesiri Boondicharearn (4) Ms. Romani Boondicharearn and (5) Mr. Jatamongkol Boondicharearn	: Selling Shareholders
1) Bangkok Broadcasting & TV Company Limited 2) Great Fortune Equity Company Limited 3) K Group Company Limited 4) BBTV Asset Management Company Limited 5) GL Assts Company Limited and 6) BBTV Satelvision Company Limited collectively holds 29.90% of total issued and paid-up shares of the Company	: BBTV Group
The Tender Offer to purchase the securities of Grand Canal Land Public Company Limited (Form 247-4) on 24 September 2018	: Form 247-4 or Tender Offer
Central Pattana Public Company Limited	: CPN
CPN Pattaya Company Limited	: Tender Offeror, CPN Pattaya or CPN-P
Discover Management Company Limited	: Independent Financial Advisor, IFA or Discover
Bualuang Securities Public Company Limited	: Tender Offer Preparer and Tender Offer Agent or BLS
Knight Frank Chartered (Thailand) Public Company Limited	: 1 <sup>st</sup> Independent Appraiser or KNIGHTFRANK
TAP Valuation Company Limited	: 2 <sup>nd</sup> Independent Appraiser or TAP
Preferred Appraisal Company Limited	: 3 <sup>rd</sup> Independent Appraiser or PREFERRED
Securities and Exchange Commission	: SEC
Stock Exchange of Thailand	: SET
Annual General Meeting of Shareholders	: AGM
Extraordinary General Meeting of Shareholders	: EGM
Warrant of GRAND CANAL LAND PUBLIC COMPANY LIMITED No. 4 (GLAND-W4)	: GLAND-W4

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Opinion of the Independent Financial Advisor on the Tender Offer for the securities of Grand Canal Land  
Public Company Limited

October 12, 2018

DM141/2018

Subject: Opinion of the Independent Financial Advisor on the Tender Offer for Securities  
Grand Canal Land Public Company Limited

To: Directors and shareholders of Grand Canal Land Public Company Limited

## Reference:

1. Resolution of the Board of Directors' meeting of Grand Canal Land Public Company Limited No. 4/2018 held on September 6, 2018
2. Form on annual performance year 2017 of Grand Canal Land Public Company Limited (Form 56-1)
3. Audited financial statements of Grand Canal Land Public Company Limited for the 12 months ended December 31, 2015-2017 and reviewed financial statements of Grand Canal Land Public Company Limited for the 6 months ended June 30, 2018
4. The Company's related financial estimations of the projects
5. Market Research report used internally by the Company
6. Real estate investment trust (REIT) Offering form (GLAND Office Leasehold Real Estate Investment Trust "GLANDRT")
7. Tender Offer (Form 247-4) of the Tender Offeror and amendment version
8. Appraisal reports of Grand Canal Land Public Company Limited from 3 independent appraisers, namely 1. Knight Frank Chartered (Thailand) Company Limited 2. TAP Valuation Company Limited 3. Preferred Appraisal Company Limited totaling 16 reports
9. Other related documents and agreements

## Disclaimers:

1. In preparing this report, Discover Management Company Limited ("Independent Financial Advisor" or "IFA" or "Discover") has relied on information provided by the management of Grand Canal Land Public Company Limited ("the Company" or "the Business"), the information of the Company disclosed to the public on the websites of the Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)) and the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and the information of the Tender Offeror disclosed to the public.

2. IFA shall not be responsible for the profits or the losses and any impacts resulting from this transaction.
3. IFA conducted the study with knowledge, skills, and reasonable professional care.
4. IFA considered and provided opinion based on prevailing market conditions and information. If market conditions and information change in the future, the results of the study in this report may be affected

As the Company received copies of signed ordinary share selling agreement of major shareholders, the change of its major shareholding structure on 12 September 2018 and the Tender Offer to purchase the securities of the Company (Form 247-4) from CPN-P which is a subsidiary of CPN which CPN holds 99.99% of total issued and paid-up shares of the Offeror on 24 September 2018 with details as follows:

Pursuant to CPN-P (the "Offeror") having acquired ordinary shares of Grand Canal Land Public Company Limited ("GLAND" or the "Business") from (1) Charoenkrit Enterprise Co., Ltd. (2) Belle Park Residence Co., Ltd. (3) Mr. Jatesiri Boondicharearn (4) Ms. Romani Boondicharearn and (5) Mr. Jatamongkol Boondicharearn (collectively called "Selling Shareholders") in total of 3,278,132,406 shares or equal to 50.43 percent of total issued and paid-up shares of the Business at Baht 3.10 per share totaling Baht 10,162,210,458.60 (Selling Shareholders details as the table below).

No.	Selling Shareholders	Number of Securities sold (Share)	Percentage of Securities Sold
1	Charoenkrit Enterprise Co., Ltd.	781,967,706	12.03%
2	Belle Park Residence Co., Ltd.	290,560,306	4.47%
3	Mr. Jatesiri Boondicharearn	769,449,520	11.84%
4	Ms. Romani Boondicharearn	718,077,437	11.05%
5	Mr. Jatamongkol Boondicharearn	718,077,437	11.05%
	<b>Total</b>	<b>3,278,132,406</b>	<b>50.43%</b>

As a result, the Offeror is obliged to make a mandatory tender offer for all of the remaining securities of the Business in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers ("TorChor. 12/2554"). The Offeror shall make a tender offer for all remaining 3,221,697,255 (Three Thousand Two Hundred and Twenty One Million Six Hundred Ninety Seven Thousand Two Hundred and Fifty Five) ordinary shares of the Business, representing 49.57% of the total issued and paid-up shares of the Business and 49.57 % of the total voting rights of the Business (the Business has a total of 6,499,829,661 (Six Thousand Four Hundred and Ninety Nine Million Eight Hundred Twenty Nine Thousand Six Hundred and Sixty One) ordinary shares with 1 voting right each). The Offer Price of the Business' share is Baht 3.10 (the "Offer Price") per share with a total Tender Offer value under Baht 9,987,261,490.50 (Nine Thousand Nine Hundred and Eighty

Seven Million Two Hundred Sixty One Thousand Four Hundred and Ninety Baht Fifty Satang) with details as follows:

Details of the holding shares of the Tender Offeror

Name	Type of shares	Number of shares	% of Total paid-up shares <sup>1/</sup>	% of Total voting rights
I. Tender Offeror				
1. CPN Pattaya Company Limited	Ordinary shares	3,278,132,406	50.43	50.43
II. Acting in Concert	Ordinary shares	-	-	-
1. Central Pattana Public Company				
III. Other conditions that would make person of I to III receive more shares	-	-	-	-
Total		3,278,132,406	50.43	50.43

Remark: 1/ The Company had 6,499,829,661 total issued and paid-up capital shares at par of Baht 1.00 per share  
2/ Details as in Form 247-4 dated September 24, 2018

As the Tender Offeror and Acting in Concert is holding shares of the Business in total of 3,278,132,406 (Three Thousand Two Hundred Seventy Eight One Hundred Thirty Two Thousand Four Hundred and Six) ordinary shares or equal to 50.43 percent of total issued and paid-up shares of the Business and 50.43 percent of the total voting rights of the Business on 12 September 2018. The Offeror is obliged to make a mandatory tender offer for all of the remaining securities of the Business.

The Offeror shall make a tender offer for all remaining 3,221,697,255 (Three Thousand Two Hundred and Twenty One Million Six Hundred Ninety Seven Thousand Two Hundred and Fifty Five) ordinary shares of the Business, representing 49.57% of the total issued and paid-up shares of the Business and 49.57 % of the total voting rights of the Business with details as follows:

Type of Securities	Version	Number of securities to be purchased (Share/Unit)	Percentage of securities to be purchased		Tender Offer Price per unit (Baht) <sup>2/</sup>	Total Tender Offer value (Baht)
			Total paid-up shares of the Company <sup>1/</sup>	Total voting rights of the Company		
Ordinary shares		3,221,697,255	49.57	49.57	3.10	9,987,261,490.50
Preferred shares		-	-	-	-	-
Warrants			-			
Convertible debentures		-	-	-	-	-
Other securities (if any)		-	-	-	-	-
Total		3,221,697,255	Total	49.57	Total	9,987,261,490.50

Remark: 1/ The Business has a total of 6,499,829,661.00 shares with par value of Baht 1.00 per share  
2/ The Offer Price of the Business' share is Baht 3.10 (Three Baht Ten Satang) per share. In addition, shareholders who accept the Tender Offer, are subject to payment of a brokerage fee of 0.25% of the Offer Price, plus value added tax ("VAT") of 7% of the brokerage fee. Therefore, the net price to be received by the Offeree will be Baht 3.0917075 (Three Point Zero Nine One Seven Zero Seven and Five Baht) per share. In the calculation of the payment for each Offeree, the Tender Offer Agent will take the offered price multiplied by the number of offered ordinary shares, and round any fraction of the payment to 2 decimal places, and a numeral in the third decimal place that is less than 5 will be rounded down, but a numeral that is 5 or greater will be rounded up.

The offer price of the Business' share is Baht 3.10 (Three Baht Ten Satang) per share (the "Offer Price"). Such Offer Price is the final offer which shall not be changed. The Offeror will purchase the Business' shares in a total of 25 business days from 25 September 2018 to 31 October 2018 inclusive (the "Offer Period"), during the office hours of the Tender Offer Agents from 9:00 a.m. to 4:00 p.m. Such Offer Period is the final period which will not be extended. The Offeror may reduce the Offer Price or extend the Offer Period in the following cases 1) in the case of any event or action that occurs during the Offer Period which causes severe damage to the status or assets of the Business 2) The Offeror may change the offer or extend the Offer Period to compete with another offeror who has submitted a tender offer for shares of the Business during the Offer Period.

The Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events: 1) any event or action occurring after the submission of the Tender Offer to the Office of the Securities and Exchange Commission (the "SEC") but within the Offer Period which causes or may cause severe damage to the status or the assets of the Business, where such event or action has not result solely from the actions of the Offerors or actions for which the Offerors are responsible; or 2) any action conducted by the Business after the submission of the Tender Offer to the SEC but within the Offer Period which causes or may cause a significant decrease in the value of the Business's shares; or 3) any action conducted by the Business as defined in the Notification of the Capital markets Supervisory Board No. TorChor. 14/2554 Re: Actions or exempt of actions that may affect the result of Tender Offer.

The Offeree is able to revoke its acceptance of the Tender Offer at the office of the Tender Offer Agents on any business day between 25 September 2018 and 24 October 2018 inclusive (totaling 20 business days) (the "Tender Offer Revocation Period") during the hours of 9:00 a.m. to 4:00 p.m.. If the Offeree wishes to revoke its acceptance of the Tender Offer, it must follow the Tender Offer Cancellation Procedures as specified in Attachment 3 (1) of form 247-4.

The Tender Offer Agent will make payment to the Offeree after the 2nd business day from the last day of the Offer Period, which is 2 November 2018. The Acceptance Form submitted by the Offeree must be correct and completed and the transfer of the tendered shares must be completed. Tender Offer Agents Information is as follows:

Name: Bualuang Securities Public Company Limited  
Address: 29th Floor, Silom Complex Building, 191 Silom Road, Bangrak, Bangkok 10500  
Contact: Mrs.Thanamas Pungpo, Ms.Piyaporn Kwannoi, or Ms.Benjawan Phasuk  
Person: (Operation Department)  
Telephone: 0-2618-1141, 0-2618-1147 or 0-2618-1143  
no.:  
Facsimile: 0-2618-1120  
No.:

Nonetheless, on 12 September 2018, the Board of Directors' meeting No.5/2018 passed a resolution to appoint Discover Management Company Limited ("IFA", "Discover") to be Independent Financial Advisor for providing opinion to the Company's minor shareholders.

For the opinion, DISCOVER considered information from the Tender Offer (Form 247-4) of CPN-P dated September 24, 2018, its amendments, information received from CPN-P, publicly available information, auditor's reports, audited financial statements, an asset appraisal report and interviews with key management persons of the Company. The IFA's opinion is based on reliance on information and documents received from the Company and otherwise available to IFA. IFA also considered current economic conditions and information prevailing at the time of this study. Any significant change in those factors may impact the Company's operation and valuation, including the IFA's opinion and shareholders' opinions.

Besides the Thai language version of the Opinion of the Independent Financial Advisor, the IFA has prepared the English Translation solely for the convenience of the foreign shareholders. In the event of any inconsistency with the English translation, the Thai language version is the definitive and official document.

In considering whether to accept or reject the Tender Offer, shareholders may consider the reasons and comments on various issues in the IFA presented in this report. The decision to accept or reject is depending solely on shareholders and the IFA does not have any interest from this Tender Offer and does not own any shares of the Company.

Therefore, after the consideration of factors affecting the Company and its shareholders mentioned above, **IFA views that the shareholder should accept the Tender Offer of the Tender Offeror (for ordinary shares of the Company) with details as follows:**



## 1. Information on the Tender Offeror

### 1.1. General Information

Name	:	CPN Pattaya Company Limited ("CPN-P")
Address	:	999/9 Rama 1 Road, Pathumwan, Pathumwan, Bangkok
Nature of Business	:	1) Office building and shopping center construction for rent 2) Utilities services provider in shopping center 3) Sale of food and beverages 4) Hotel Business
Company Registration No.	:	0105556103959
Telephone No.	:	02 667 5555
Facsimile No.	:	02 667 5593

### 1.2. Nature of business operation

#### 1.2.1. The Offeror

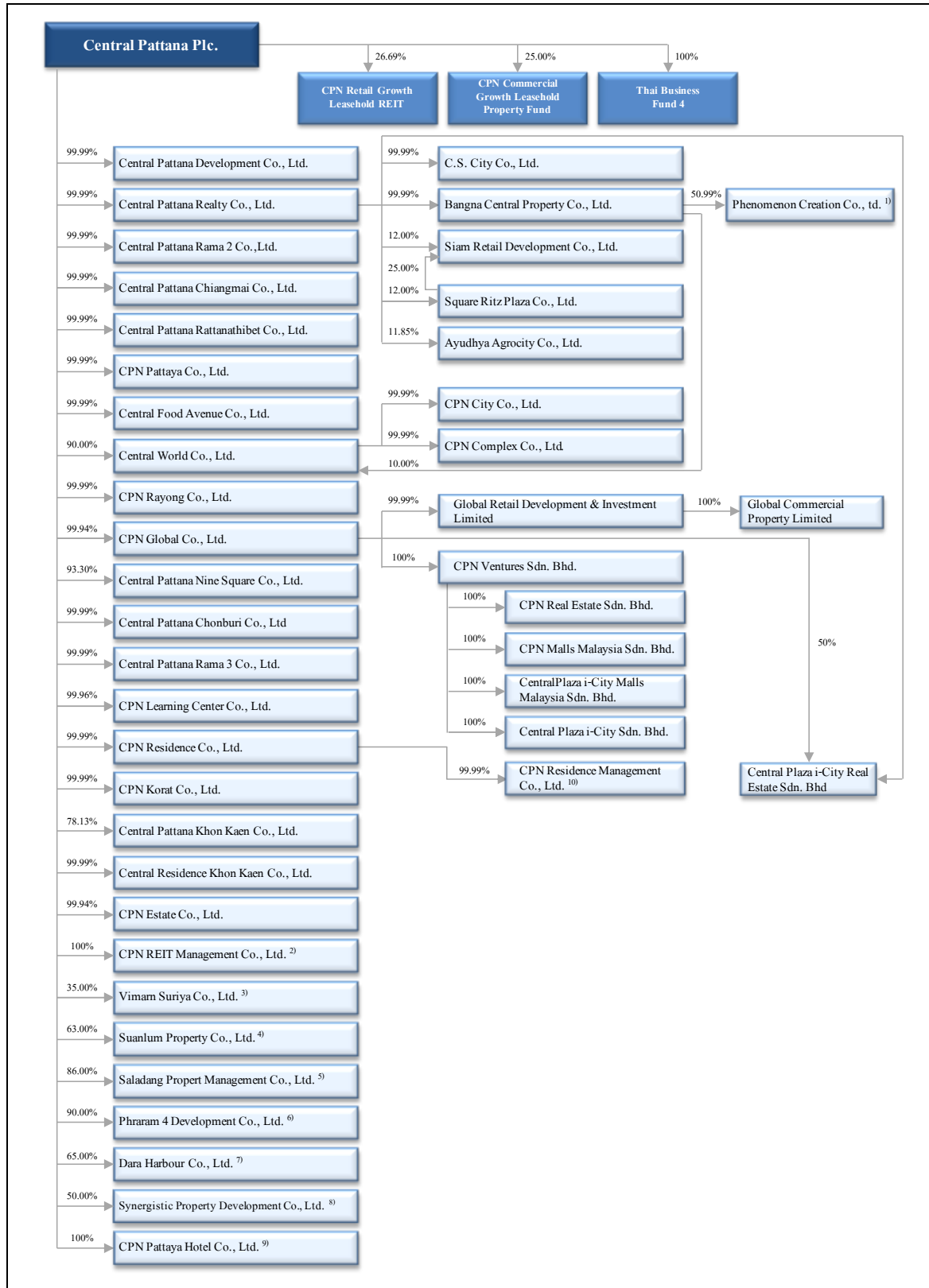
CPN Pattaya Public Company Limited is one of the subsidiaries under Central Pattana Public Company Limited group which operates office building and shopping center construction for rent, services provider of utilities, security and cleansing services in shopping center named Central Festival Pattaya Beach. The Offeror also operates hotel business by engagement of hotel management company which is the expert to be hotel manager for the best interest of the Offeror.

#### 1.2.2. CPN is a shareholder who has control power or influence over the Offeror in setting policy, management and business operation

CPN's core businesses comprise the development of shopping complexes and other complementary mixed-use projects, which include residences, office buildings and hotels, to add value to the shopping complexes. By the end of 2017, CPN manages 32 shopping centers, 14 in Bangkok Metropolitan Area and 18 in prime provincial areas; seven office buildings in Bangkok; two hotels, namely Centara Hotel and Convention Center Udon Thani and Hilton Pattaya Hotel; and one residential project in Bangkok. Furthermore, CPN invested in CPN Retail Growth Leasehold REIT (CPNREIT) and CPN Commercial Growth Leasehold Property Fund (CPNCG). CPN's project development starts from securing strategic locations at reasonable prices and onto conducting feasibility studies, controlling design and construction processes, overseeing lease progress, and finally managing shopping complexes and office buildings after commercial openings, which extends to the provision of utilities, security and cleaning services at each site. Furthermore, CPN operates certain complementary businesses, such as food centers, multi-purpose convention halls, water parks, and recreation parks in some shopping complexes to accommodate customers. Regarding the hotel business, CPN has employed expert hotel management companies to manage its hotels and maximize benefits from the properties.

1.3. Group Structure of CPN

As at 30 June 2018, the Company invested in subsidiaries, associates and joint venture. The details are as follows:



## Remark:

- 1) Phenomenon Creation Co., Ltd. was established on July 24, 2017 and it was the joint venture with Rightman Co., Ltd. held 49%.
- 2) CPN REIT Management Co., Ltd. was established on June 27, 2017.
- 3) Vimarn Suriya Co., Ltd. is the joint venture with Dusit Thani Plc. (DTC) which holds share at 65%.
- 4) Suanlum Property Co., Ltd. is the joint venture with DTC which holds share at 37%; DTC will sell share of the Company to CPN until CPN eventually holds at 85%.
- 5) Saladang Property Management Co., Ltd. is the joint venture with Dusit Thani PLC. (DTC) which holds share at 25%.
- 6) Phraram 4 Development Co., Ltd. is the joint venture with Dusit Thani PCL. (DTC) which holds share at 10%.
- 7) Dara Harbour Co., Ltd. was bought share by CPN from Property Perfect PLC. (PF) on July 14, 2017.
- 8) Synergistic Property Development Co., Ltd. was established on September 5, 2017 and it was the joint venture company with Ek-Chai Distribution System Co., Ltd. which holds share at 50%.
- 9) CPN Pattaya Hotel Co., Ltd. was established on September 25, 2017.
- 10) CPN Residence Management Co., Ltd. was established on March 16, 2018.

## 1.3.1. Business Group of CPN

**Business overview categorized by business groups**

Categorized based on sources of revenue, there are seven business groups described as follows:

- (i) **Shopping Complexes** CPN's main source of revenue, the shopping, complex business accounts for more than 80% of the total revenue. Revenue is derived from rental of retail space, utility and security services, cleaning services, rental and services of convention halls, and onsite media services at 32 properties-14 in Bangkok Metropolitan Area and 18 in prime provincial areas-of which 27 projects are owned by CPN and the other 5 projects leased out to CPNREIT in which CPN is the property manager. In November 2017, CPN launched two new shopping centers, namely CentralPlaza Nakhon Ratchasima and CentralPlaza Mahachai as the 31st and 32nd shopping center respectively. In 2018, CPN plans to launch CentralPhuket and Centrali-City in Malaysia. CPN has led the concept of the "Center of Life" to better address consumers' lifestyles by offering a wide range of products and services. CPN shopping centers also integrate iconic local heritage and identity as part of their designs. The interior of the shopping center creates an attractive ambience for customers to have enjoy shopping experiences. These distinguished features continue to elevate CPN's shopping center as the leader in the shopping center and department store business.
- (ii) **Office Buildings** The office building business involves the development of office buildings for rent not only for their complementarity with the shopping complex, but also for their value accretion from the optimization of land use and efficiency of car park management. The decision to develop an office building in any shopping center area is based on the strategic location together with the demand and

supply of office space in that area. The revenues from office building include rental of office space, rental of retail space within the office building, and revenue from utilities services. At present, CPN runs 7 office buildings on the premises of 1) CentralPlaza Lardprao, 2) CentralPlaza Pinklao 2 towers, 3) CentralPlaza Bangna, 4) CentralWorld (The Offices at CentralWorld), 5) CentralPlaza Chaengwattana, and 6) CentralPlaza Grand Rama 9. For office buildings, CPN owns 4 projects, 2 of which are under CPNREIT (Pinklao Tower A and B Office buildings at CentralPlaza Pinklao) and the other under CPNCG (The Offices at CentralWorld). Tenants of office buildings in CentralPlaza Lardprao, CentralPlaza Pinklao, CentralPlaza Bangna, CentralPlaza Chaengwattana, and CentralPlaza Grand Rama 9 projects are mostly operators of businesses that benefit the shopping mall business, such as tutorial schools, language and music schools, beauty parlors, and securities brokerage firms. In contrast, The Offices at CentralWorld is a grade A office building located in the heart of the business district.

(iii) **Hotels** The hotel business on the same premises as shopping centers complements the shopping center business in terms value accretion to the overall project by making the most use of properties for the maximum return on investment. Key consideration factors of hotel investment include project location, demand and supply, surrounding environment, and the project's growth potential. The hotel business comprises guest rooms, food outlets, seminar rooms and convention centers to serve the growth of the MICE (Meeting Incentive Convention and Exhibition) industry. Revenue from the hotel business comprises room revenue, sale of food & beverage and rental of units in buildings and service income. CPN owns two hotels: 1) Centara Hotel & Convention Centre Udon Thani (formerly known as Charoensri Grand Royal Hotel, a part of Charoensri Complex, acquired by CPN in April 2009) comprises 259 rooms. CPN has employed an expert hotel management company, namely Central Plaza Hotel Plc. to manage the hotel and 2) Hilton Pattaya Hotel consists of 302 rooms (situated in the same complex as CentralFestival Pattaya Beach and launched in November 2010). In December 2017, CPN leased it to CPNREIT for 20 years and employed Hilton Hotel Corporation to manage the hotel.

(iv) **Residential Building** Recognizing the potential of mixed-use development of shopping complex projects, CPN has developed residential projects to maximize the benefit of its core shopping-complex business. Hence, a specialized team of executives, experienced personnel and experts was set up to conduct feasibility studies on the development of residential projects and execute other relevant tasks. The development process of CPN's residential projects starts from selecting strategic locations; conducting feasibility studies from market information and other impact factors to analyze and decide on suitable types of housing project for each location; procuring construction and decorative materials directly from suppliers through fair bidding processes to compare prices and quality and benefit from the economies of scale; setting delivery prices in advance to avoid price fluctuation; and selecting contractors who are skillful, experienced, and reputable in their respective types of work under CPN's procurement procedures and standards. CPN's control systems are also in place to ensure that

construction work proceeds as planned and their quality is strictly controlled. Besides undertaking Environmental Impact Assessment (EIA) to address environmental impacts potentially caused by the construction of residential projects and their utility systems, CPN requires that all projects comply with the Building Control Act and minimizes their environmental impacts. Currently a subsidiary of CPN which is CPN Residence CO., Ltd. has developed 8 residential projects, divided into 7 condominium projects, namely 1) Esso Rayong 2) Escent Chiangmai 3) Escenta Khonkaen 4) Escenta Nakhon Ratchasima 5) Escentual Chiangrai 6) Escentual Chiang Mai 7) Phillip 34 and Single House on Boromaraj Road. 1. CPN also offers 11 units of condominium units under the Central City Residence condominium project, located in the same area as Central Plaza Bangna.

(v) **Water Park and Recreation Park** Water park and recreation park are supplementary businesses to the shopping complexes through adding a variety to features and services. Not only can they attract more customers to shopping complexes, but they also bring satisfaction to customers and people in surrounding communities. For the parks to materialize, the size of land and space availability in the project are key considerations. Currently, CPN is operating a “Pororo Aquapark Bangkok” water park on the sixth floor of CentralPlaza Bangna, designed under the theme of Pororo, The Little Penguin, a highly popular character in a Korean animation series, to create new experiences and fun for customers and their families. As for recreation parks, “Central Park”, a large-scale recreational park on the premises of CentralPlaza Rama 2, is open to the public and consists of a health park, a children playground, an activity area, and renowned restaurants.

(vi) **Food Centers** Food centers are considered an essential element that complements shopping complexes. Intended to provide convenience for customers with a wide variety of affordable, quick and ready-to-serve dishes, food centers at CPN shopping centers generate return from the sale of food and beverages at food centers. CPN developed and improved food centers under the concept of Food Destination, which includes a wide selection of restaurants to serve various lifestyles, including casual dining, family restaurant, cafe, bakery or take-home food.

(vii) **Investment in CPNREIT and CPNCG** CPN is the major unit holder of CPNREIT and CPNCG, representing 26.69% and 25.00% of total ownership, respectively. It is also the property manager and receives monthly fees under management contracts and profit-sharing agreement based on investment proportions. The details are as follows: 1) CPNREIT was listed on the Stock Exchange of Thailand on December 14, 2017, after CPNRF had been converted into CPNREIT according to the resolution of the Board Meeting No. 4/2017 on May 31, 2017. It approved the conversion based on the interest of CPNRF unitholders, who would enjoy the income tax incentive and VAT exemption for property fund, specific business tax and stamp duty. Moreover, the privileges on the registration of related right and juristic acts due to the conversion to be ended on December 31, 2017. CPNREIT was established on November 29, 2017, with an indefinite expiration date. It received assets transferred

from CPNRF, namely CentralPlaza Rama 2, CentralPlaza Rama 3, CentralPlaza Pinklao and CentralPlaza Chiangmai Airport. It also invested in CPN's two additional properties, namely CentralFestival Pattaya Beach (certain parts) and Hilton Pattaya Hotel. The transfer was completed on December 1, 2017 and the lease for the two newly acquired properties will expire on August 31, 2037, for a net asset value of Baht 11,908 million. CPNREIT is managed by CPN REIT Management Company Limited, a subsidiary of CPN, as the REIT manager. It appointed CPN as property manager. CPN Pattaya Hotel Co., Ltd., a subsidiary of CPN, is a sub-lessee of Hilton Pattaya Hotel, which remains under the management of Hilton Hotels Corporation. SCB Asset Management Co., Ltd., acts as the trustee and the Thailand Securities Depository Co., Ltd. (TSD) acts as the registrar. 2) CPNCG was registered on September 13, 2012, with an indefinite expiration date. The purpose of the fund is to raise funds from unitholders to invest in properties or leasehold properties and seek benefit from properties. CPNCG has invested in parts of The Offices at CentralWorld. SCB Asset Management Company Limited acts as the management company, Kasikorn Bank Public Company Limited acts as the mutual fund supervisor, the Siam Commercial Bank Public Company Limited acts as the registrar, and CPN acts as the property manager. As the property manager, CPN is entitled to monthly management fee from the fund according to the contractual agreement between the fund and the property manager.

#### 1.4. Registered capital and paid-up capital

##### 1.4.1. The Offeror

As of 30 June 2018, the Offeror had issued and paid-up capital of Baht 2,500,000,000 (Two Thousand Five Hundred Million Baht), consisting of 25,000,000 (Twenty Five Million Shares) ordinary shares with a par value of Baht 100 (One Hundred Baht) per share.

##### 1.4.2. CPN is a shareholder who have control power or influence over the Offeror in setting policy, management and business operation

As of 30 June 2018, the Company had issued and paid-up capital of Baht 2,244,000,000 (Two Thousand Two Hundred and Forty Four Million Baht), consisting of 4,488,000 (Four Thousand Four Hundred and Eighty Eight Million Shares) ordinary shares with a par value of Baht 0.50 (Fifty Satang) per share.

#### 1.5. List of Shareholders

##### 1.5.1. The Offeror

List of shareholders of the Offeror as of 21 August 2018

No.	Shareholder	Number of Shares (Shares)	%
1	Central Pattana Public Company Limited	24,999,989	99.99

No.	Shareholder	Number of Shares (Shares)	%
2	Mr. Kobchai Chirathivat	2	0.00
3	Mr. Chanawat Auawatthanasakul	2	0.00
4	Ms. Wallaya Chirathivat	2	0.00
5	Mr. Sudhipak Chirathivat	2	0.00
6	Mr. Prin Chirathivat	1	0.00
7	Mr. Sudhitham Chirathivat	1	0.00
8	Mr. Sutthiluck Chirathivat	1	0.00
<b>Total</b>		25,000,000	100.00

Source: Form 247-4

### 1.5.2. The Offeror

CPN is a shareholder who has controlling power or influence over the Offeror in setting policy, management and business operation.

List of top ten shareholders of CPN as of 29 June 2018

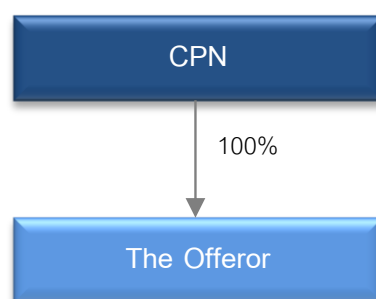
No.	Shareholder	Number of Shares (Shares)	%
1	Central Holding Co., Ltd <sup>1</sup>	1,176,343,960	26.21
2	Thai NVDR Co., Ltd.	291,750,679	6.50
3	HSBC (Singapore) Nominees Pte Ltd	108,969,000	2.43
4	State Street Europe Limited	100,710,518	2.24
5	South East Asia UK (TYPE C) Nominees Limited	94,535,127	2.11
6	Bank of Singapore Limited-SEG	88,490,020	1.97
7	Social Security Office	85,504,200	1.91
8	Credit Suisse AG, Hong Kong Branch	77,344,160	1.72
9	Nortrust Nominees Ltd-CI AC	60,257,487	1.34
10	State Street Bank and Trust Company	58,352,012	1.30
11	Others	2,345,742,837	52.27
<b>Total</b>		4,488,000,000	100.00

Source: Form 247-4

Remark: <sup>1</sup> As of 30 April 2018, Chirathivat family in total of 77 persons held ordinary shares of 100% in Central Holding Co., Ltd which there is no individual shareholder held ordinary shares more than 4.00%

### 1.6. Shareholding structure according to Section 258

The Offeror and any person in connection with the Offeror pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 can be shown as following.



Source: Form 247-4

## 1.7. List of Board of Directors

### 1.7.1 The Offeror

List of board of directors of the Offeror as of 14 September 2018

No.	Name	Position
1	Mr. Sudhitham Chirathivat	Director
2	Mr. Kobchai Chirathivat	Director
3	Ms. Wallaya Chirathivat	Director
4	Mr. Sudhipak Chirathivat	Director
5	Mr. Chanawat Auawatthanasakul	Director
6	Mr. Preecha Ekkunagul	Director

Source: Form 247-4

1.7.2 CPN is a shareholder who have control power or influence over the Offeror in setting policy, management and business operation

List of board of directors of CPN as of 14 September 2018

No.	Name	Position
1	Mr. Suthichai Chirathivat	Chairman
2	Mr. Paitoon Taveebhol	Independent Director / Chairman of Audit Committee / Chairman of Risk Policy Committee member
3	Mr. Karun Kittisataporn	Independent Director / Audit Committee / Chairman of Nomination & Remuneration Committee
4	Mrs. Jotika Savanananda	Independent Director / Audit Committee / Nomination & Remuneration Committee member
5	Mr. Veravat Chutichetpong	Independent Director / Audit Committee
6	Mr. Suthikiati Chirathivat	Director
7	Mr. Sudhisak Chirathivat	Director
8	Mr. Sudhitham Chirathivat	Director / Nomination & Remuneration Committee member
9	Mr. Kobchai Chirathivat	Director / Risk Policy Committee member
10	Mr. Prin Chirathivat	Director / Risk Policy Committee member



No.	Name	Position
11	Mr. Preecha Ekkunagul	Chief Executive Officer / President / Director / Risk Policy Committee member

Source: Form 247-4

## 1.8. Summary of the financial status and performance of the Offeror

### 1.8.1 The Offeror

Key financial statements and operating results of the Offeror from the audited financial statements as of 31 December 2015, 2016, 2017 which the details are as follows:

Unit: Baht Million

Key financial statements	Consolidated financial statement as at 31 December		
	2015	2016	2017
Total assets	4,814.93	4,925.55	16,866.64
Total liabilities	881.27	922.34	12,671.83
Authorized share capital	2,500.00	2,500.00	2,500.00
Issued and paid-up share capital	2,500.00	2,500.00	2,500.00
Total equity	3,933.66	4,003.22	4,194.82
Total Revenues	2,312.76	2,354.63	2,468.63
Total Expenses	1,369.31	1,309.10	1,258.31
Net profit	776.38	819.54	922.11
Basic earnings per share (Baht)	31.06	32.78	36.88
Dividend per share (Baht)	30.00	32.00	35.00
Book Value per share (Baht)	157.35	160.13	167.79

Source: The Offeror's Financial Statement

### 1.8.2 CPN is a shareholder who have control power or influence over the Offeror in setting policy, management and business operation

Key financial statements and operating results of CPN from the audited and/or reviewed financial statements as of 31 December 2015, 2016, 2017 and reviewed for the six months Period ended 30 June 2017 and 2018 which the details are as follow;

Unit: Baht Million

Key financial statements	Consolidated financial statement as at 31 December			Consolidated financial statement for the six months Period ended 30 June	
	2015	2016	2017	2017	2018
Total assets	103,044.63	104,527.35	120,573.59	108,628.26	123,005.60
Total liabilities	56,243.52	51,522.55	56,693.80	53,968.70	59,083.45
Authorized share capital	2,244.00	2,244.00	2,244.00	2,244.00	2,244.00

Key financial statements	Consolidated financial statement as at 31 December			Consolidated financial statement for the six months Period ended 30 June	
	2015	2016	2017	2017	2018
Issued and paid-up share capital	2,244.00	2,244.00	2,244.00	2,244.00	2,244.00
Total equity	46,801.11	53,004.80	63,879.78	54,659.56	61,325.41
Equity attribute to equity holders of parents	45,936.59	52,037.05	61,801.02	53,568.18	63,912.65
Non-Controlling interest	864.52	967.75	2,078.76	1,091.38	2,586.74
Total Revenues	24,282.57	27,633.70	28,785.01	15,351.83	17,643.52
Total Expenses	12,633.72	14,040.60	14,518.16	9,491.11	11,244.38
Net profit	7,880.31	9,243.80	13,567.64	5,318.90	5,834.20
Basic earnings per share (Baht)	1.76	2.06	3.02	1.17	1.28
Dividend per share (Baht)	0.70	0.83	1.40	0.83	1.40
Book Value per share (Baht)	9.82	11.10	13.27	12.18	13.66

Source: CPN's Financial Statement and SETSMART

### 1.8.3 Information relating to criminal records

#### 1). The Offeror

During last 5 years, the Offeror, its directors and executives have no criminal offence record that the court has final judgment.

#### 2). CPN is shareholder who have control power or influence over the Offeror in setting policy, management and business operation

During last 5 years, CPN, its directors and executives have no criminal offence record that the court has final judgment.

### 1.8.4 Pending legal disputes

#### 1). The Offeror

As of the Tender Offer date, the Offeror, its directors and executives are not litigant or party which the pending lawsuit does not negatively affect the assets of the Offeror or its subsidiaries. In addition, the Offeror, its directors and executives do not have any pending lawsuits that materially affect the Offeror's operations.

#### 2). CPN is shareholder who have control power or influence over the Offeror in setting policy, management and business operation

As of the Tender Offer date, CPN, its directors and executives are not litigant or party which the pending lawsuit does not negatively affect the assets of CPN or its subsidiaries. In addition, CPN, its directors and executives do not have any pending lawsuits that materially affect CPN's operations.

**1.9. The Tender Offer Preparer Information**

<b>Name</b>	Bualuang Securities Public Company Limited
<b>Address</b>	29th Floor, Silom Complex Off.Bldg., 191 Silom Road, Bangrak, Bangkok 10500
<b>Telephone No.</b>	0-2618-1141, 0-2618-1147 or 0-2618-1143
<b>Facsimile No.</b>	0-2618-1120

**1.10. Other Advisor Information (if any)**

<b>Name</b>	Allen & Overy (Thailand) Company Limited
<b>Responsible</b>	Legal Advisor of the Offeror
<b>Address</b>	23rd Floor, Sindhorn Tower III, Lumpini, Pathumwan, Bangkok 10330
<b>Telephone No.</b>	0-2263-7600
<b>facsimile No.</b>	0-2263-7699

**1.11. Sources of funds used by the Offeror for the Tender Offer**

The funds required for the Tender Offer for all of the remaining ordinary shares of the Business in the case of all the Offerees sell all of the remaining ordinary shares at the Offer Price of Baht 3.10 per share are Baht 9,987,261,490.50 (Nine Billion Nine Hundred Eighty Seven Million Two Hundred Sixty One Thousand Four Hundred Ninety Baht Fifty Satang). The source of funds for this Mandatory Tender Offer shall come from borrowing from financial institution. On 22 August 2018, Bangkok Bank Public Company Limited issued a confirmation letter stating that the bank has approved a loan facility to the Offeror for the purpose of Tender Offer for all of the remaining ordinary shares of the Business in the amount of Baht 12,000,000,000 (Twelve Billion Baht) to make a payment to this Mandatory Tender Offer. (Attachment 1 in Form 247-4).

Bualuang Securities Public Company Limited, as the Tender Offer Preparer, has verified that the source of funds of the Offeror and viewed that the credit line from Bangkok Bank Public Company Limited is sufficient to conduct this Tender Offer.

**1.12. Plan to sell shares of the business**

As of the Tender Offer date, the Offeror has no intention to sell or transfer the a significant number of the Business's securities during the first 12 months period commencing from the last day of the Tender Offer Period unless one of the following events; (1) the Offeror is obligated to do so by any relevant laws or regulations that are effective during such period (2) the Offeror sells or transfers shares of the Business to persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) (3) for the purpose of corporate restructuring which resulted from shareholder's meeting approval of the Business (4) the Offeror may sell some securities as it deems appropriate for decreasing financial burden or be required to make principal repayment earlier or be forced of collateral if the terms of the credit agreement could not be met.

### 1.13. Operation plan after the Tender Offer

This Tender Offer is to purchase all of the shares of the Business. After the Tender Offer, the Offeror has an intention to delist the Business's shares from being listed securities in the Stock Exchange of Thailand ("SET") during the period of 12 months after the end of the tender offer. However, the delisting plan is still under the feasibility study by the Offeror in light of the applicable laws and regulations, including (without limitation) the possibility of the delisting being approved by the shareholders of the Business which has not reached a conclusion on delisting of GLAND from being a listed company in the SET. If the Tender Offeror decides to delist the Business, the Tender Offeror will ensure that the delisting of the securities of the Business will be in compliance with the relevant regulations regarding the delisting. In addition, the delisting will be subjected to the approval from the shareholders meeting of the Business and the approval from the SET. After completion of the delisting, the status of the Business as a listed company on the SET shall be terminated; however, the Business will remain in operation and remain its status as a public company limited.

## 2. Independent Financial Advisor's Opinion on the Offer Price of GLAND's securities

### 2.1. Appropriateness of the Offer Price of GLAND's securities

For valuation of ordinary shares of the Company, the IFA considered information received from the Company, interviews with key management persons of the Company, audited and reviewed financial statements, an asset appraisal reports (intended for the purpose of public's interest) by the Independent Appraisers certified by SEC, and other publicly available information. The IFA's opinion is based on reliance on information and documents received from the Company and otherwise available to IFA. IFA also considered current economic conditions prevailing at the time of this study.

Any significant change in those factors may impact the Company's operation and valuation. In order to determine the fairness of the transaction price, the IFA has evaluated the Company's share price valuation by using the following six approaches.

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Price Approach
4. Price to Book Value Ratio Approach or P/BV Ratio
5. Price-to-Earnings Ratio Approach
6. Discounted Cash Flow Approach

#### 2.1.1. Book Value Approach

This valuation approach will apply the book value of net assets (total assets minus total liabilities) or the shareholders' equities divided by the total number of shares. The result is the book value per share. The Company's share valuation is based on the reviewed financial statement as of June 30, 2018 as follow:

No.	Details	Value (Baht million)
1	Paid-up capital	5,951.45
2	Premium on share capital	1,532.32
3	Asset revaluation and Capital improvement	(552.52)
4	Share subscription received in advance <sup>1/</sup>	548.38
5	Retained earnings (losses)	3,793.28
6	Other components of shareholders' equity <sup>2/</sup>	(24.93)
7	<b>Equity attributable to owners of the Company (7) = (1)+(2)+(3)+(4)+(5)+(6)</b>	<b>11,247.98</b>
8	Number of shares issued and fully paid-up (million shares) <sup>3/</sup>	5,951.45
9	<b>Book value per share (Baht)</b>	<b>1.89</b>

Remark: 1/ On 29 June 2018, holders of warrants (GLAND-W4) have rights to purchase the Company's ordinary shares for 546,195,935 units (with an exercise ratio of 1.00 : 1.004 and exercise price at Baht 1.00 per share), resulting in ordinary shares totaling 548,380,610 from this exercise

2/ Other components of shareholders' equity is Baht (24.93) million from change in proportion of the investment in RAMA 9 Limited

3/ Par value is Baht 1.00 per share

Book Value Approach only reflects financial position of the Company as of June 30, 2018. It does not consider the current market value of the asset and Company's ability to earn profit in the future and the competitiveness of the business.

According to the Book Value Approach (paid-up capital), the Company's share value is Baht 1.89 per share which is Baht (1.21) or (39.03%) lower than the Offer Price of Baht 3.10 per share.

### 2.1.2. Adjusted Book Value Approach

By this approach, the share value is derived from the total assets, reduced by total liabilities including commitments and contingent liabilities as shown in the financial statements as of June 30, 2018, and adjusted by the items occurred after the end of accounting period or the items that may reflect the actual value of the company such as asset revaluation or impairment, reversal of allowance for doubtful account or bad debt, business licenses, goodwill, patent, brand value, losses carried forward, etc., to reflect prevailing market value of net assets and then divided by total number of paid-up shares of the Company to arrive at per share value.

In deriving the value of the Company's shares, the IFA used Book value of the Company as shown in the most recent financial statement as of June 30, 2018 reviewed by the certified auditor and adjusted by the increase and decrease in the revaluation of fixed assets totaling 15 items, according to Independent Appraisal reports, dated between July 26, 2018 and August 2, 2018 from 3 appraisal firms, namely 1) Knight Frank Chartered (Thailand) Company Limited, 2) TAP Valuation Company Limited and 3) Preferred Appraisal Company Limited accredited by the Valuers Association of Thailand ("VAT") and approved by the SEC for public purpose.

The IFA has reviewed all appraisal reports, methodologies and assumptions. The IFA believes that the valuation methodologies of the asset independent appraisers are align with the valuation principles and the selection of the asset independent appraiser was approved by the Board of Directors. Moreover, all valuations is for public purpose. Therefore, the IFA has adjusted book value of the company based on appraisal reports from the asset independent appraisal. The asset independent appraisers appraise buildings by estimating replacement cost of building construction and equipment at the current replacement cost and deducted the depreciation (Cost Approach) and the market value of land (Market Approach). The detail appraisal value comparing to the book value as of June 30, 2018 is shown below.

No.	List of assets and locations	Accounting practice	Book value as of 30 June 2018 (Baht million))	Appraised Value (Baht million)	Adjustment from unearned revenue and others (Baht million) <sup>2/</sup>	Increase (Decrease) (Baht million)
1	Vacant land phase 3, 4 and 6 of Grand Canal Don Muang project inside Grand Canal Don Muang project near Chert Wudthakas road separated from Kamphang Phet 6 road (Local road), Sikan, Don Muang, Bangkok	Inventory	290.54	487.00	-	196.46
2	47-room residential building located inside "the building 'Belle Avenue Ratchada – Rama 9" inside the building 'Belle Avenue Ratchada – Rama 9', Soi Rama 9, Soi 3 and Soi 7 (Soi Taweemitr) behind Central Plaza Rama 9	Inventory	276.60	783.00	-	506.40
3	3 2-storey single houses No. 339/10, No. 339/167 and No. 339/175 inside Grand Canal Don Muang project, Chert Wudthakas road separated from Kamphang Phet 6 road (Local road), Sikan, Don Muang, Bangkok	Inventory	11.74	9.10	-	(2.64)
4	Vacant land inside Belle Sky Project on Chert Wudthakas road separated from Kamphang Phet 6 road (Local road), nearby Prem Prachakon Canal, Bang Khen, Laksi, Bangkok	Inventory	486.59	851.00	-	364.41
5	Land under development for 'Arcade Project' located in the Grand Rama 9 project, Rama 9 road, Soi Rama 9, Soi 1 near Rama 9 intersection and MRT – Rama 9 station, Huai Khwang, Bangkok	Investment Property	2,547.91	2,345.00	202.91	0.00
6	Land under development for 'Super Tower Project' located in the Grand Rama 9 project, Rama 9 road, Soi Rama 9, Soi 3 near Rama 9 intersection and MRT – Rama 9 station, Huai Khwang, Bangkok	Investment Property	3,940.82	3,908.00	32.82	0.00

No.	List of assets and locations	Accounting practice	Book value as of 30 June 2018 (Baht million)	Appraised Value (Baht million)	Adjustment from unearned revenue and others (Baht million) <sup>2/</sup>	Increase (Decrease) (Baht million)
7	<b>Vacant land</b> located in the Grand Rama 9 Project, Rama 9 road, Soi Rama 9, Soi 3 near Rama 9 intersection and MRT – Rama 9 station, Huai Khwang, Bangkok	Investment Property	98.00	98.00	-	0.00
8	<b>2 deeds of commercial buildings and its supplement under the shopping center “the Shoppes Grand Rama 9”</b> located under the shopping center “the Shoppes Grand Rama 9”, Rama 9 road, Huai Khwang, Bangkok	Investment Property	708.63	714.00	-	5.37
9	<b>Vacant land phase 7, 8 and 9 of Grand Canal Don Muang project</b> near Chert Wudthakas road in the East side of Prem Prachakorn Canal separated from Kamphang Phet 6 road (Local road), 2-meter far from Song Pra Pa road intersection with Wudthakas road in the North. While, phase 8 located on Soi Vibhavadi 33 and the Northern Railroad, 450-meter far from Vibhavadi-Rangsit road in the North, Sikan, Don Muang, Bangkok	Investment Property	420.50	420.50	-	0.00
10	<b>3 units of land under development for service apartment and parking area for Miracle Grand Convention Hotel</b> on the west of Kamphang Phet 6 road (Local road), Talat Bang Khen, Laksi, Bangkok	Investment Property	334.18	109.60	230.67	6.09
11	<b>Land with building leasehold rights “G Tower” project</b> located inside G Tower no. 1 Ratchadapisek road, Dindaeng, Bangkok	Investment Property	5,473.42	5,741.00	-	267.58
12	<b>Land with buildings (2 office buildings) in “the Ninth Tower”</b> in “the Ninth Tower” building no. 33/4 Soi Rama 9 3 (Soi Grand Rama 9) Rama 9 road, Huai Khwang, Bangkok	Investment Property	5,238.22	1,411.00 <sup>1/</sup>	4,285.61	458.40
13	<b>Land with building (1 office building) in “Uniliever House”</b> in “Uniliever House” building no. 161 Rama 9 road, Huai Khwang, Bangkok	Investment Property	2,369.58	1,242.00 <sup>1/</sup>	1,227.96	100.38

No.	List of assets and locations	Accounting practice	Book value as of 30 June 2018 (Baht million)	Appraised Value (Baht million)	Adjustment from unearned revenue and others (Baht million) <sup>2/</sup>	Increase (Decrease) (Baht million)
14	Land under development for "New World Grand Rama 9 Bangkok Hotel Project" part of the Grand Rama 9 project, Rama 9 road and Soi Rama 9 3 near Rama 9 intersection and MRT-Rama 9 station, Huai Khwang, Bangkok	Fixed Asset	327.95	833.50	-	505.55
15	Land with 3-storey buildings for club house and sales office Part of Grand Canal Don Muang project No. 339 Chert Wudthakas road separated from Kamphang Phet 6 road (Local road), Sikan, Don Muang, Bangkok	Fixed Asset	19.75	90.40	-	70.65
<b>Adjustment for Increase (Decrease) of general assets</b>			8,113.71	10,027.50	-	1,913.79
<b>Adjustment for Increase (Decrease) of assets related to unearned revenue from leasehold rights and others<sup>2/</sup></b>			14,430.71	9,015.60	5,979.98	564.87
<b>Total</b>			22,536.01	19,033.53	5,979.98	2,478.66

Source: Asset independent appraisal reports and reviewed financial statement as of 30 June 2018

Remark: 1/ Value from independent appraisers decreased significantly because the Company transferred revenue recognition to GLANDRT so that the differing value is the difference between full-ownership appraised value and leasehold right appraised value

2/ Adjustment for assets related to unearned revenue from leasehold rights and others has to be calculated in combination with rental revenue received in advance from Unilever House in an amount of Baht 1,227.96 million and the Ninth Tower in an amount of Baht 4,285.61 million, rental revenue and revenue from land expropriation received in advance from service apartment and parking area for Miracle Grand Convention Hotel project in an amount of Baht 230.67 million and additional construction cost for land under development for 'Super Tower Project' in an amount of Baht 32.82 million.

#### Evaluation guidelines for property appraisal from asset independent apprasers

##### I. Land or land that does not generate revenue

Valuation of land that does not generate revenue is done mostly by Comparative Method because market price from market comparison is considered the optimal price and other methods may not reflect the true value of the assets. As specified in the professional standards of an asset independent appraiser to assess the property for public purposes, an independent appraiser should appraise the assets using at least 2 valuation approaches, however such standards also allow an asset independent appraiser to use its judgement, which is already applied in this case.

##### II. Building and its improvement that do not generate revenue

Valuation of building and its improvement that do not generate revenue is mostly done by various methods depending on characteristics under current conditions of the property. For instance, for the property



recorded as inventory, an asset independent appraiser might use Residual Method if the property is unable to be replaced from reasons, such as rooms left for sales related to other rooms not own by the Company. If the property is able to be replaced, an asset independent appraiser may use Depreciated Replacement Method to value the property.

### III. Revenue generating property

Valuation of revenue generating property is mostly done by Income Approach in the method of Discounted Cash Flow because of the property's ability to generate income.

The IFA has interviewed and reviewed the methodologies, assumptions and judgement from those 3 independent appraisers. IFA found no reason to believe that there is lack of duty performed or non-compliance with professional standards from these asset independent appraisers.

Asset independent appraisers value the Company's fixed assets lower than its Book Value around Baht 3,502.48 million because the Company transferred revenue recognition from the Ninth Tower and Unilever House to GLANDRT so that the value decreases significantly.

Therefore, according to Adjusted Book Value Method from items above, adjusted book value of the Company is shown below.

No.	Details	Value (Baht million)
1	Paid-up capital <sup>2/</sup>	6,499.83
2	Premium on share capital	1,532.32
3	Asset revaluation and Capital improvement	(552.52)
4	Increase (Decrease) of general assets valuation	1,913.79
5	Increase (Decrease) of assets related to unearned revenue from leasehold rights and others <sup>3/</sup>	451.90
6	Retained earnings (losses)	3,793.28
7	Other components of shareholders' equity <sup>4/</sup>	(24.93)
8	Equity attributable to owners of the Company (8) = (1)+(2)+(3)+(4)+(5)+(6)+(7)+(8)	13,613.67
9	Number of shares issued and fully paid-up (million shares)	6,499.83
10	Book value per share (Baht)	2.09

Remark: 1/ Par value is Baht 1.00 per share

2/ On 29 June 2018, holders of warrants (GLAND-W4) have rights to purchase the Company's ordinary shares for 546,195,935 units (with an exercise ratio of 1.00 : 1.004 and exercise price at Baht 1.00 per share), resulting in ordinary shares totaling 548,380,610 from this exercise. As a result, the Company's paid-up capital is Baht 6,499.83 million since 30 June 2018.

3/ Adjustment for assets related to unearned revenue from leasehold rights and others has to be calculated in combination with rental revenue received in advance from Unilever House, the Ninth Tower, rental revenue

and revenue from land expropriation received in advance from service apartment and parking area for Miracle Grand Convention Hotel project.

Increase in shareholders' equity related to GLANDRT\*(1-Tax) = rental revenue in advance – difference from appraised value: 564.87 (1-20%) = (5,979.98 – 5,415.11)\*(1-20%)

4/ Adjustment for assets related to GLANDRT has to be calculated in combination with in rental revenue received in advance from Unilever House and the Ninth Tower

According to Adjusted Book Value Approach on the Company's financial statement as of June 30, 2018 adjusted by appraisal value, this method does not reflect the Company's ability to generate future profits and the Company's competitiveness. Valuation by adjusted book value approach yields a fair value of the Company's share at Baht 2.09 per share which is lower than the Offering Price at Baht 3.10 per share by Baht (1.01) per share or (32.58%).

### 2.1.3. Market Price Approach

This valuation approach uses the weighted average market price of the trading value of securities of the Company through the SET (the IFA refers to the "market price" as defined by the SEC Office, namely, the weighted average closing price of ordinary shares in the SET not less than 7 consecutive days but not more than 15 consecutive days) over the past period. This analysis considers the weighted average market price of the Company (trading value of the Company/ trading volume of the Company) based on the past periods from 7 to 15 days. However, the IFA has considered the weighted average market price of the Company based on the additional past period from 30 days, 60 days, 90 days, 120 days, 180 days and 360 days. The IFA has considered the opinion that the mentioned time periods can reflect the movement of the share value in the stock market over a reasonable period of time and business operation of the Company.

In assessment by this approach, the IFA has considered the information up to September 11, 2018 due to being the last working day before an announcement of the Board of Directors' approval the investment in ordinary shares of GLAND. In this regard, the market price of the Company's ordinary shares by this market value approach is calculated as follow:

(Unit: Baht)	GLAND's Weighted Average (Day)							
	7	15	30	60	90	120	180	360
High	3.01	3.03	2.96	2.75	2.65	2.66	2.42	2.33
Low	2.93	2.94	2.84	2.63	2.53	2.53	2.32	2.26
<b>Average</b>	<b>3.00</b>	<b>3.00</b>	2.98	2.90	2.83	2.78	2.42	2.41

Source: SETSMART

Valuation by Market Price Approach yields a fair value of the Company's share between Baht 3.00 – 3.00 per share (price 7 – 15 days) which is lower than the Offer Price at Baht 3.10 per share by Baht (0.10) or (3.23%).

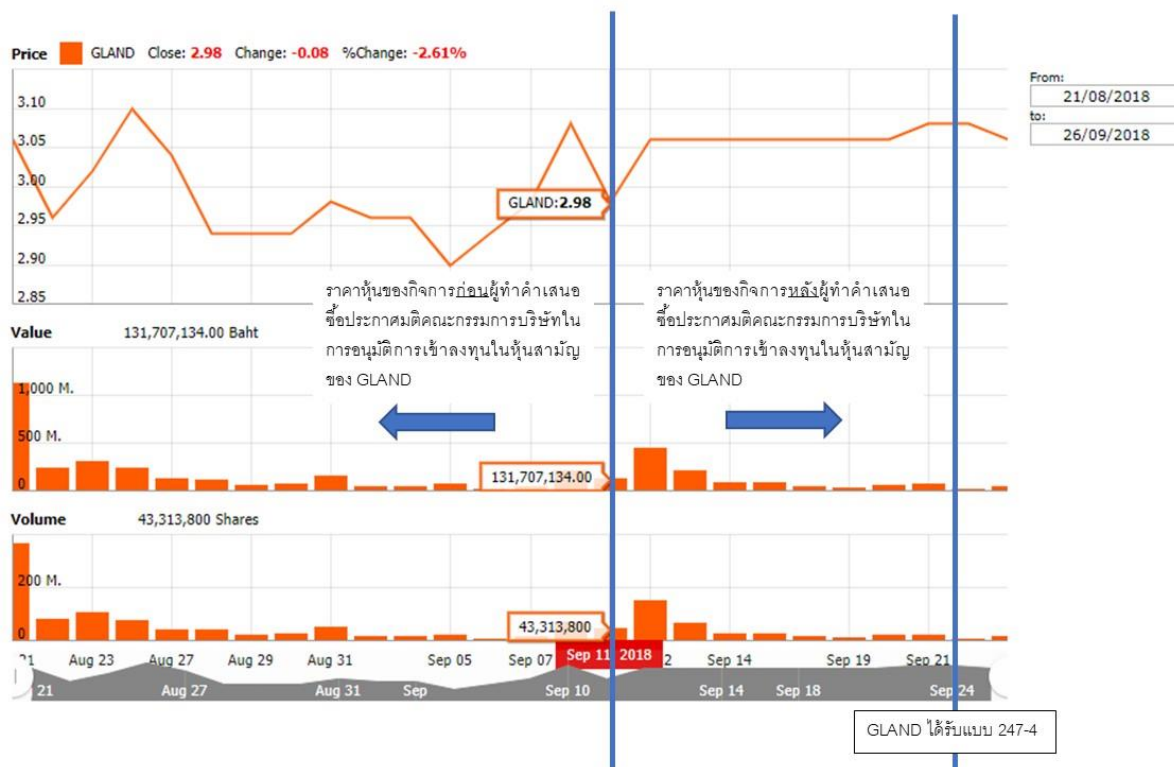
The highest and lowest share prices of the Company in every quarter over the past 3 years

Year	Quarter	Highest and Lowest Price (Baht per share)	
		Highest	Lowest
2015	Jan – Mar	3.54	3.10
	Apr – Jun	3.34	3.10
	Jul – Sep	3.40	2.80
	Oct – Dec	3.18	1.95
2016	Jan – Mar	3.08	2.62
	Apr – Jun	2.90	2.60
	Jul – Sep	3.00	2.36
	Oct – Dec	2.66	2.00
2017	Jan – Mar	2.90	2.46
	Apr – Jun	2.66	2.26
	Jul – Sep	2.40	1.99
	Oct – Dec	2.18	1.82
2018	Jan – Mar	2.86	1.78
	Apr – Jun	3.02	1.97
	Jul – 11 Sep <sup>1/</sup>	3.24	2.14

Source: [www.setsmart.com](http://www.setsmart.com)

Remark : <sup>1/</sup> Information between Jul 1, 2018 and September 11, 2018

Graph representing value of GLAND’s shares before and after the last working day before an announcement of the Board of Directors’ approval the investment in ordinary shares of GLAND



Source: www.setsmart.com

Market Price Approach considers traded price of the Company’s share which is determined by the supply and demand of the Company’s stock. The approach assumes that the traded prices reflect the value of the stocks at that time, the fundamentals of the stock and the views of investors on the Company’s future growth potential. The share value of the Company in the past therefore could be used as a reference price for actual value of the Company’s shares.

2.1.4. Price to Book Value Ratio Approach or P/BV Ratio

This valuation approach is based on the book value of the Company’s shares (as shown in the latest consolidated financial statements as of June 30, 2018 as reviewed by the Company’s auditor approved by SEC) which is Baht 1.73 per share multiplied by closing price to book value of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of price per book value (P/BV) of listed companies with similar business. The lists of 4 companies in the same sector with the Business which is Property Development group in Property and Construction sector are Central Pattana Public Company Limited (“CPN”), MBK Public Company Limited (“MBK”), JAS Asset Public Company Limited (“J”) and Siam Future Development Public Company Limited (“SF”) whose revenue structures are similar to GLAND, composed of rental and service revenue, utility service revenue and retail service revenue (However, there is difference that main revenue of GLAND is from office rental revenue which might cause inaccuracy to Price to Book Value Ratio).



No.	Company	Abbreviation	Listed in	Total assets (Baht million) <sup>1/</sup>	Total equities (Baht million) <sup>1/</sup>	Total revenue (Baht million) <sup>1/</sup>
1.	Central Pattana Public Company Limited	CPN	SET	123,005.60	61,325.41	18,171.52
2.	JAS Asset Public Company Limited	J	SET	2,541.39	938.80	375.40
3.	MBK Public Company Limited	MBK	SET	48,620.38	21,090.99	6,424.58
4.	Siam Future Development Public Company Limited	SF	SET	17,291.98	10,337.72	1,072.63

Source: [www.setsmart.com](http://www.setsmart.com)

Remark: 1/ Total assets, total equities and total revenue based on the financial statement of the companies as of June 30, 2018

The IFA uses the moving average of price to book value of the listed companies for comparison calculated by using that moving average of specified period divided by book value of each company based on the specified period.

Details can be summarized as follow:

P/BV: (times) <sup>1/</sup>	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
CPN	5.96	5.95	5.76	5.40	5.41	5.49	5.73	5.76
J	0.83	0.84	0.84	0.84	0.84	0.87	0.96	1.18
MBK	1.92	1.94	1.91	1.84	1.82	1.80	1.74	1.57
SF	1.54	1.51	1.45	1.45	1.49	1.51	1.54	1.42
Median <sup>3/</sup>	1.73	1.72	1.68	1.65	1.66	1.65	1.64	1.50
Value of GLAND's share (Baht/Share) <sup>2/</sup>	3.00	2.98	2.91	2.85	2.87	2.86	2.83	2.59

Source: 1/ [www.setsmart.com](http://www.setsmart.com)

2/ Based on the Company's financial statements as of June 30, 2018

3/ the IFA chose to use median instead of mean to reduce the effect of outliers

According to the Price to Book Ratio approach, share value of the Company is between Baht 2.59–3.00 per share which is lower than the Offer Price at Baht 3.10 per share by Baht (0.51) – (0.10) per share or (16.45%) - (3.23%).

#### 2.1.5. Price-to-Earnings Ratio Approach

This approach is using earnings per share for the last 4 quarters ended June 30, 2018 reviewed by auditor approved by SEC at 0.13 Baht multiplied it by closing price to earnings (P/E) of 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days and 360 days of listed companies operating related business to the Company in the sector of the Company as specified in Clause 2.4. Price to Book Value Approach: P/BV ratio.

However, there is difference that main revenue of GLAND is from office real revenue which might cause inaccuracy to Price to Book Value Ratio. Furthermore, JAS Asset Public Company Limited (“J”) has net loss as of June 30, 2018 and cannot be included in the calculation from inability to calculate Earnings per share,

Details can be summarized as follow:

P/E: (times) <sup>1/</sup>	Average Closing Price (day)							
	7	15	30	60	90	120	180	360
CPN	25.98	25.94	25.85	24.88	25.03	25.31	26.08	28.70
MBK	17.45	17.60	19.03	20.15	20.60	20.76	19.99	17.35
SF	8.69	8.51	8.20	8.06	8.24	8.33	9.79	11.04
Median <sup>3/</sup>	17.45	17.60	19.03	20.15	20.60	20.76	19.99	17.35
<b>Value of GLAND's share (Baht/Share)<sup>2/</sup></b>	2.31	2.33	2.52	2.67	2.73	2.75	2.65	2.30

Source: 1/ [www.setsmart.com](http://www.setsmart.com)

2/ Based on the Company's financial statements as of June 30, 2018

3/ the IFA chose to use median instead of mean to reduce the effect of outliers

According to the Price-to-Earnings Ratio Approach, share value of the Company is between Baht 2.30 – 2.75 per share which is lower than the Offer Price at Baht 3.10 per share by Baht (0.80) – (0.35) or (25.18%) – (11.29%).

#### 2.1.6. Discounted Cash Flow Approach

This valuation approach considers future performance of GLAND by using present value of projected future Free Cash Flow (FCF) discounted by appropriate discount rate. In this case, the IFA calculated Weighted Average Cost of Capital (WACC) as a discount rate and prepared financial projection of the Company during the period of 12 years (2018 – 2030) which is the period since the opening of Super Tower project until GLAND's net cash inflows becoming stable and not fluctuating under the assumption that business of GLAND will continue to be operated on going concern basis without any significant changes under economic conditions substantially similar to currently prevailing conditions and without significant effect from natural disaster that may arise in the future.

Nonetheless, GLAND uses Accounting Standard No. 40: Investment Property (TAS 40) which measures investment property at its fair value and the changes in fair value are recognized as profit or loss immediately. Therefore, this accounting record affects certain accounting items in both income statement and financial statement. However, this is only to show the fair value on the reporting date and does not affect an increase or decrease in cash flow or the Company's true performance. In addition, GLAND appointed asset independent appraisers to evaluate the Company's properties in order to reflect its fair values which the IFA also uses such information to evaluate the value of the Company's shares in Adjusted Book Value Approach.

In order to evaluate the Company by Discounted Cash Flow Approach, the method involves only future cash flows generated from the Company's business operation, so the IFA prepared an estimation of GLAND's financial statement by Cost Method. Accordingly, the Company's internal income statement provided for internal managements and auditors before adjusting accounting items in compliance with Accounting Standard No.40 is used as core database by the IFA.

Business operation of GLAND and its subsidiaries is real estate development for sale and rent in which at the present there are current operated projects with ownership in revenue recognition as follows: 1.) The Ninth Tower Grand Rama 9 Office Building for Rent and The Shoppes @ the Ninth Retail Space for Rent 2.) Unilever House Office Building for Rent and The Shoppes @ Unilever House Retail Space for Rent 3.) G Tower Grand Rama 9 Office Building for Rent and The Shoppes @ G Tower Retail Space for Rent 4.) Belle Grand Rama 9 Condominium and The Shoppes @ Belle Retail Space for Rent and under development projects as follows: 5.) Super Tower project 6.) Hotels around the Grand Rama 9 and 7.) Real Estate Development for Sale in vacant land located in Phahonyothin in 2014 which is the joint venture between Ratchada Asset Holdings Company Limited ("RAH") which is a subsidiary of GLAND and BTS Group Holdings Public Company Limited in the proportion of 50:50 percent. The details of each project are as follows:

Current projects operated by GLAND

Project	Area use	Revenue recognition characteristics and details of the project
1. The Ninth Tower Grand Rama 9	The Ninth Tower Grand Rama 9 office building for rent	The Company has made a contract to rent office building to GLANDRT which will be ended on 18 April 2047. Usable area is approximately 62,950 M <sup>2</sup> . GLAND has realized rental revenue received in advance in an amount of Baht 4,592.5 million and GLAND is amortizing this revenue in a straight line method until the end of leasing duration according to the Accounting Standard.
	The Shoppes @ the Ninth retail space for rent	The Company's has retail space for rent at around 5,771 M <sup>2</sup> which the Company realizes rental and service revenue directly from the tenants.
2. Unilever House Office Building for Rent	Unilever House office building for rent	The Company has made a contract to rent office buildings to GLANDRT which will be ended on 14 November 2034. Usable area is approximately 18,527 M <sup>2</sup> . GLAND has realized rental revenue received in advance in an amount of Baht 1,398.2 million and GLAND is amortizing this revenue in a straight line method until the end of leasing duration according to the Accounting Standard.
	The Shoppes @ Unilever House retail space for rent	The Company's has retail space at around 3,741.00 M <sup>2</sup> which the Company realizes rental and service revenue directly from the tenants.
3. G Tower Grand Rama 9 Office Building for Rent	G Tower Grand Rama 9 office building for rent	The Company's has office building area at 68,217.00 M <sup>2</sup> which the Company realizes rental and service revenue directly from the tenants.
	The Shoppes @ G Tower retail space for rent	The Company's has retail space at around 6,179.00 M <sup>2</sup> which the Company realizes rental and service revenue directly from the tenants.
4. Belle Grand Rama 9 Condominium	Belle Grand Rama 9 condominium	The Company has 8 buildings for condominium which are 27-storey, 34-storey, 36-storey and 43-storey 2 each buildings including basement and composed of 1,991 units of rooms. Currently, there is area for sale at around 7,754.25 M <sup>2</sup> which the Company realizes revenue from sales of real estate directly from buyers when transferring the ownership.
	The Shoppes @ Belle retail space for rent	The Company's has retail space at around 10,281.00 M <sup>2</sup> which the Company realizes rental and service revenue directly from the tenants.

Projects under development to be operated by GLAND in the future

Project	Area use	Details of the project
1. Super Tower	<ul style="list-style-type: none"> <li>- Office building for rent</li> <li>- Retail space</li> <li>- Sky restaurant &amp; retail</li> <li>- Parking area</li> </ul>	Super Tower project will be developed on land inside the Grand Rama 9 project in an area of 20 Rai 3 Ngan 61.70 Wah <sup>2</sup> . According to the interview with managements and latest construction information, GLAND designs the project to be Mixed-use composed of 4 buildings which are 1.) 108-storey main building (Super Tower), 214,260 M <sup>2</sup> construction area. 2) 15-storey Arcade building, 78,806 M <sup>2</sup> construction area 3.) 5-storey North Podium building, 35,177 M <sup>2</sup> construction area and 4.) 7-storey North Plot Parking building, 11,179 M <sup>2</sup> construction area.



Project	Area use	Details of the project
2. Grand Rama 9 Hotel	- 5-star hotel	Grand Rama 9 Hotel will operate 5-star hotel on 2 Rai 2 Ngan 41.90 Wah <sup>2</sup> land composed of 285 rooms which the Company expects to start the operation in 2022.
3. Real Estate Development for Sale in Vacant Land Located in Phahonyothin	- Real estate development for sale	Real estate development project under Bayswater Company Limited is the joint venture between Ratchada Asset Holdings Company Limited (“RAH”) which is a subsidiary of GLAND and BTS Group Holdings Public Company Limited in the proportion of 50:50 percent. The objective is to develop vacant land for sale located in Phahonyothin in an area of 48 Rai. The IFA assumes that revenue recognition of GLAND from this project comes from 50% of the project’s total profit as a profit sharing according to the investment proportion. The project is under development and is pending for sale which the Company expects to start in 2019.

The IFA prepared the projection on basis of information obtained from management interviews, rental agreements, service agreements and land rental agreements including considerations on other expenses of GLAND under current economic conditions and information based on the time of analysis only. If any of the factors mentioned above had significantly changed from the time of analysis, the Company would have been affected by such changes, which may cause significant changes to the opinion of the IFA. Assumptions are as follows:

#### 2.1.6.1. Assumptions on current project operated by GLAND

##### 2.1.6.1.1. Revenue

##### 2.1.6.1.1.1. Rental and service revenue

GLAND’s main revenue is composed of rental and service revenue from retail space and office buildings from 1) the Ninth Tower Grand Rama 9 project 2) Unilever House Office Building for Rent project 3) G Tower Grand Rama 9 Office Building for Rent project and 4) Belle Grand Rama 9 condominium. These 4 projects have a total area of 94,189.00 M<sup>2</sup>. Based on the Company’s information, the Company’s tenants can be classified into 2 groups which are 1) tenants paying fixed rate per month (Fixed-Rate) and 2) tenants paying variable rate corresponding to the tenants’ revenue (GP). By investigating past and present rental agreements, revenue assumptions of each project are as follows:

Table summarizing rental and service revenue and revenue from central area fees

Project	Area use	Rental area	Rental occupancy rate assumption *	Rental and service revenue assumption
1. The Ninth Tower Grand Rama 9	office building for rent	62,950.00 M <sup>2</sup>		- The Company has made a contract to rent office building to GLANDRT which will be ended on 18 April 2047 and has realized rental revenue received in advance in an amount of Baht 4,592.5 million. GLAND is amortizing this revenue in a straight line method until the end of leasing duration according to the Accounting Standard.
	The Shoppes @ the Ninth retail space for rent	5,771.00 M <sup>2</sup>	41.15%	- Based on the Company's information, the IFA assumes rental and service revenue from Fixed – Rate tenants in reference to average property tax included rental rate with a growth rate of 12.5% every 3 years until the end of the projection period. In addition, the IFA assumes rental renewal rate at 78% and 1-month rent-free period for shop decoration, whereby rental and service rates in latest agreements between tenants and GLAND are ranging between Baht 500 - 2,400 per M <sup>2</sup> depending on area size and bargaining ability. - Based on the Company's information, the IFA assumes rental and service revenue of GP tenants in reference to rate specified in each latest agreement of each tenant with a growth rate of 1% per year until the end of the projection period according to 5-year average core inflation in Thailand. - Based on the Company's information, the IFA assumes discounts for rental and service rates based on the Company's historical average discount rate between 2015 and the first 6 months of 2018 and assumes the discount rate to be constant until the end of the projection period.
2. Unilever House Office Building for Rent	office building for rent	18,527.00 M <sup>2</sup>		- The Company has made a contract to rent office building to GLANDRT which will be ended on 14 November 2034. GLAND has realized rental revenue received in advance in an amount of Baht 1,398.2 million. GLAND is amortizing this revenue in a straight line method until the end of leasing duration according to the Accounting Standard.

Project	Area use	Rental area	Rental occupancy rate assumption *	Rental and service revenue assumption
	The Shoppes @ Unilever House retail space for rent	3,741.00 M <sup>2</sup>	53.34%	<ul style="list-style-type: none"> <li>- Based on the Company's information, the IFA assumes rental and service revenue from Fixed – Rate tenants in reference to average property tax included rental rate with a growth rate of 12.5% every 3 years until the end of the projection period. In addition, the IFA assumes rental renewal rate at 67% and 1-month rent-free period for shop decoration, whereby rental and service rates in latest agreements between tenants and GLAND are ranging between Baht 500 - 2,300 per M<sup>2</sup> depending on area size and bargaining ability.</li> <li>- Based on the Company's information, the IFA assumes rental and service revenue of GP tenants in reference to rate specified in each latest agreement of each tenant with a growth rate of 1% per year until the end of the projection period according to 5-year average core inflation in Thailand.</li> <li>- Based on the Company's information, the IFA assumes discounts for rental and service rates based on the Company's historical average discount rate between 2015 and the first 6 months of 2018 and assumes the discount rate to be constant until the end of the projection period.</li> </ul>
3. G Tower Grand Rama 9 Office Building for Rent	office building for rent	68,217.00 M <sup>2</sup>	96.61%	<ul style="list-style-type: none"> <li>- Based on the Company's information, the IFA assumes rental and service revenue from Fixed – Rate tenants in reference to average property tax included rental rate with a growth rate of 12.5% every 3 years until the end of the projection period. In addition, the IFA assumes rental renewal rate at 93% and 2.5-month rent-free period for office decoration, whereby rental and service rates in latest agreements between tenants and GLAND are ranging between Baht 680 - 920 per M<sup>2</sup> depending on area size and bargaining ability.</li> <li>- Based on the Company's information, the IFA assumes discounts for rental and service rates based on the Company's historical average discount rate between 2017 and the first 6 months of 2018 and assumes the discount rate to be constant until the end of the projection period.</li> </ul>

Project	Area use	Rental area	Rental occupancy rate assumption *	Rental and service revenue assumption
	The Shoppes @ G Tower retail space for rent	6,179.00 M <sup>2</sup>	75.29%	<ul style="list-style-type: none"> <li>- Based on the Company's information, the IFA assumes rental and service revenue from Fixed – Rate tenants in reference to average property tax included rental rate with a growth rate of 12.5% every 3 years until the end of the projection period. In addition, the IFA assumes rental renewal rate at 96% (the information is based solely on The Shoppes @ Belle project because The Shoppes @ G Tower was just fully started in 2017 resulted in lack of recorded information and G Tower Grand Rama 9 project location is next to MRT – Rama 9 station, high traffic area, resulted in high rental renewal rate) and 1-month rent-free period for shop decoration, whereby rental and service rates in latest agreements between tenants and GLAND are ranging between Baht 600 – 5,000 per M<sup>2</sup> depending on area size and bargaining ability.</li> <li>- Based on the Company's information, the IFA assumes rental and service revenue of GP tenants in reference to rate specified in each latest agreement of each tenant with a growth rate of 1% per year until the end of the projection period according to 5-year average core inflation in Thailand.</li> <li>- Based on the Company's information, the IFA assumes discounts for rental and service rates based on the Company's historical average discount rate between 2017 and the first 6 months of 2018 and assumes the discount rate to be constant until the end of the projection period.</li> </ul>
4. Belle Grand Rama 9 Condominium	The Shoppes @ Belle retail space for rent	10,281.00 M <sup>2</sup>	75.67%	<ul style="list-style-type: none"> <li>- Based on the Company's information, the IFA assumes rental and service revenue from Fixed – Rate tenants in reference to average property tax included rental rate with a growth rate of 12.5% every 3 years until the end of the projection period. In addition, the IFA assumes rental renewal rate at 96% and 1-month rent-free period for shop decoration, whereby rental and service rates in latest agreements between tenants and GLAND are ranging between Baht 300 – 6,000 per M<sup>2</sup> depending on area size and bargaining ability.</li> </ul>

Project	Area use	Rental area	Rental occupancy rate assumption *	Rental and service revenue assumption
				<ul style="list-style-type: none"> <li>- Based on the Company's information, the IFA assumes rental and service revenue of GP tenants in reference to rate specified in each latest agreement of each tenant with a growth rate of 1% per year until the end of the projection period according to 5-year average core inflation in Thailand.</li> <li>- Based on the Company's information, the IFA assumes discounts for rental and service rates based on the Company's historical average discount rate between 2015 and the first 6 months of 2018 and assumes the discount rate to be constant until the end of the projection period.</li> </ul>

Remark \*. Rental occupancy rate is assumed with reference from the Company's historical performance between Jan – Jun, 2018 and to be constant until the end of the projection period.

#### 2.1.6.1.1.2. Revenue from utilities

Base on the Company's information, revenue from utilities consists of water, electricity and other facilities.

- For The Shoppes @ the Ninth and The Shoppes @ Unilever House retail space for rent, the IFA assumes revenue from utilities of retail space for rent in 2018 onwards based on historical proportion of revenue from utilities to rental and service revenue in the first 6 months of 2018 due to the reason that office buildings of these 2 projects are under leasing contracts to GLANDRT in 2017 resulting in the inability of information between 2015 and 2017 to reflect current proportion of future revenue from utilities.
- For G Tower Grand Rama 9 office building for rent and The Shoppes @ G Tower retail space for rent, the IFA assumes revenue from utilities of office building and retail space for rent in 2018 onwards based on average historical proportion of revenue from utilities to rental and service revenue between 2017 and the first 6 months of 2018 due to the reason that this project was just fully started in 2017.
- For The Shoppes @ Belle retail space for rent, the IFA assumes revenue from utilities of retail space for rent in 2018 onwards based on average historical proportion of revenue from utilities to rental and service revenue between 2015 and the first 6 months of 2018.

#### 2.1.6.1.1.3. Revenue from parking area

- For The Shoppes @ the Ninth and The Shoppes @ Unilever House retail space for rent, the IFA assumes revenue from parking area in 2018 onwards based on historical proportion of revenue from parking area to rental and service revenue in the first 6 months of 2018 due to the reason that office buildings of these 2 projects are under leasing contracts to GLANDRT in 2017 resulting in the inability of information between 2015 and 2017 to reflect current proportion of future revenue from parking area.
- For G Tower Grand Rama 9 office building for rent and The Shoppes @ G Tower retail space for rent, the IFA assumes revenue from parking area in 2018 onwards based on average historical proportion of revenue from parking area to rental and service revenue between 2017 and the first 6 months of 2018 due to the reason that this project was just fully started in 2017.
- For The Shoppes @ Belle retail space for rent, the IFA assumes revenue from parking area in 2018 onwards based on average historical proportion of revenue from parking area to rental and service revenue between 2015 and the first 6 months of 2018.

#### 2.1.6.1.1.4. Service revenue from other areas

Service revenue from other areas consists of central area rent for event, booth or sales and so on. The IFA assumes service revenue from other areas in 2018 based on average historical service revenue from other

areas between 2015 and the first 6 months of 2018 with a growth rate of 12.5% every 3 years until the end of the projection period according to GLAND's policy.

#### 2.1.6.1.1.5. Revenue from real estate management

Revenue from real estate management consists of revenue from employers paying to GLAND as a manager of each real estate project. The assumptions are as follows:

Project	Employer	Assumption
The Ninth Tower Grand Rama 9	GLANDRT	Since GLAND has made long-term contract with GLANDRT, the IFA assumes revenue from this project based on the contract until the end of the projection period.
Unilever House Office Building for Rent	GLANDRT	Since GLAND has made long-term contract with GLANDRT, the IFA assumes revenue from this project based on the contract until the end of the projection period.
Grand Canal	Grand Fortune Company Limited and Brequet Thai Company Limited	Since GLAND has made short-term contract from year to year with Grand Fortune Company Limited and Brequet Thai Company Limited and it is likely that Grand Fortune Company Limited and Brequet Thai Company Limited will not continue the contract in 2019, the IFA assumes revenue from this project to be stopped after 2018.

#### 2.1.6.1.1.6. Land rental revenue

GLAND has allocated some parts of building currently own by the Company in Grand Canal Don Muang project to Grand Fortune Company Limited, the IFA assumes this land rental revenue based on the contract between GLAND and the tenant until the end of 2018. After that the IFA assumes no land rental revenue based on the interview with Grand Fortune Company Limited who is unlikely to continue the contract with GLAND in 2019

#### 2.1.6.1.1.7. Revenue from food sold at The Shoppes @ Belle

The IFA assumes revenue from food sold at The Shoppes @ Belle in 2018 onwards based on average historical proportion of revenue from food sold (18 shops) to rental and service revenue of The Shoppes @ Belle between 2015 and the first 6 months of 2018.

#### 2.1.6.1.1.8. Revenue from trust fund management

The IFA assumes revenue from trust fund management based on the contract in a rate of 1% of total net asset value valued not less than Baht 16.50 million per year.

#### 2.1.6.1.1.9. Other revenue from rent and service

Other revenue from rent and service consists of central area service fees, permit document issuance fees and so on. The IFA assumes other revenue from rent and service in 2018 onwards based on average

historical proportion of other revenue from rent and service to rental and service revenue between 2015 and the first 6 months of 2018.

#### 2.1.6.1.1.10. Interest income

Interest income comes from the Company's loan to Bayswater Company Limited which is the joint venture between the Company and BTS Group Holdings Public Company Limited to develop real estate for sale. Loan principle according to the Company's financial statement as of June 30, 2018 is Baht 4,451.00 million with an interest rate at MLR – 0.5 per year and is repayable on demand. Nonetheless, the IFA assumes that Bayswater Company Limited has gradually repay the Company after the sales of real estate until the principle is fully paid in 2023.

#### 2.1.6.1.1.11. Other income

Other income consists of forfeited deposits, compensations and other miscellaneous. The IFA assumes other income in 2018 onwards based on average historical proportion of other income to rental and service revenue between 2015 and the first 6 months of 2018.

#### 2.1.6.1.1.12. Income from land expropriation

In 2018, the Company will gain income from the expropriation of land in an amount of Baht 28.16 million on 391.00 Wah<sup>2</sup> land to be constructed as local road according to royal decree.

#### 2.1.6.1.1.13. Income from sales of real estate

The Company gains income from sales of real estate from sales of Belle Grand Rama 9 condominium and The Shoppes Grand Rama 9 @ Belle retail space for rent. The project consists of 8 buildings having 27 storey, 34 storey, 36 storey and 43 storey 2 each and basement totaling 1,991 units and construction area of 356,546 M<sup>2</sup>. These buildings are located on 6-storey podium which is developed as 2-floor retail space for rent, 4-floor parking area. The project is located near Ratchada-Rama 9 intersection close to M.C.O.T intersection and 400-meter far from MRT – Rama 9 station.

The IFA assumes income from sales of real estate between 2018 and 2022 based on the Company's projection and a review on historical sales information between 2015 and the first 6 months of 2018. According to the information, there are 48 residual rooms at the end of the first 6 months of 2018 or 7,754.25 M<sup>2</sup>. As a result, the IFA assumes that GLAND has gradually sell 10 – 13 rooms per year or 1,670.43 - 1,882.87 M<sup>2</sup> at average selling prices between 145,000.00 - 155,000.00 per M<sup>2</sup> until the end of the projection period. The project is expected to be finished and stopped in 2022.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Rental and service revenue	789.73	965.23	1,126.91	1,215.59	1,199.59	1,318.25	1,317.82	1,318.00
Revenue from sales of real estate	3,162.52	1,689.00	356.51	273.54	272.44	259.09	256.74	273.72
Dividend income	-	-	-	53.90	53.90	53.90	53.90	53.90
Interest income	44.41	237.34	245.90	253.71	228.34	177.59	126.85	76.11
Income on land expropriation	-	-	-	28.16	-	-	-	-



Other income	23.72	11.43	11.37	26.74	26.38	28.99	28.98	28.99
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(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Rental and service revenue	1,448.90	1,449.70	1,449.54	1,596.79	1,596.98	1,597.79	1,762.81	1,763.01
Revenue from sales of real estate	-	-	-	-	-	-	-	-
Dividend income	53.90	53.90	53.90	53.90	53.90	53.90	53.90	53.90
Interest income	25.37	-	-	-	-	-	-	-
Income on land expropriation	-	-	-	-	-	-	-	-
Other income	31.87	31.88	31.88	35.12	35.12	35.14	38.77	38.78

### 2.1.6.1.2. Cost and expense

#### 2.1.6.1.2.1. Cost of rent and service

Cost of rent and service consists of cost from security, cleaning, repair, building management, insurance, property tax, utilities, supplies and others. Assumption details are as follows:

List	Assumption
1. Security cost	- The IFA assumes security cost of each project in 2018 based on full-year-equivalent cost in the first 6 months of 2018 with a growth rate of 1.00% per year until the end of the projection period according to 5-year average core inflation in Thailand. In order to reflect the Company's current cost structure, the IFA uses full-year-equivalent cost in the first 6 months of 2018 because office buildings of the Ninth Tower Grand Rama 9 and Unilever House projects are under leasing contracts to GLANDRT.
2. Cleaning cost	- The IFA assumes cleaning cost of each project in 2018 based on full-year-equivalent cost in the first 6 months of 2018 with a growth rate of 1.00% per year until the end of the projection period according to 5-year average core inflation in Thailand. In order to reflect the Company's current cost structure, the IFA uses full-year-equivalent cost in the first 6 months of 2018 because office buildings of the Ninth Tower Grand Rama 9 and Unilever House projects are under leasing contracts to GLANDRT.
3. Repair cost	- The IFA assumes repair cost in 2018 onwards based on historical proportion of repair cost to rental and service revenue in the first 6 months of 2018.
4. Building management cost	- GLAND is hiring Jones Lang Lasalle Management Company Limited and CB Richard Ellis (Thailand) Company Limited as its project managers. The IFA assumes building management cost and its growth rate based on the contracts.
5. Insurance cost	- The IFA assumes insurance cost of each project in 2018 based on full-year-equivalent cost in the first 6 months of 2018 with a growth rate of 1.00% per year until the end of the projection period according to 5-year average core inflation in Thailand.
6. Property tax cost	- The IFA assumes property tax cost of each project in 2018 based on full-year-equivalent cost in the first 6 months of 2018 since the Company was charged additional taxes in 2018. Nonetheless, in 2019 onwards, the IFA assumes property tax cost based on average historical proportion of property tax cost to rental revenue between 2015 and 2017 which is the duration that the property tax cost of GLAND is considered normal.

List	Assumption
7. Utility cost	<ul style="list-style-type: none"> <li>- For The Shoppes @ the Ninth and The Shoppes @ Unilever House retail space for rent, the IFA assumes utility cost in 2018 onwards based on historical proportion of utility cost to rental and service revenue in the first 6 months of 2018 in order to reflect the Company's current cost structure because office buildings of the Ninth Tower Grand Rama 9 and Unilever House projects are under leasing contracts to GLANDRT.</li> <li>- For G Tower Grand Rama 9 office building and retail space for rent and Belle Grand Rama 9 condominium, the IFA assumes utility cost in 2018 onwards based on average historical proportion of utility cost to rental and service revenue between 2015 and the first 6 months of 2018.</li> </ul>
8. Supply cost	- The IFA assumes supply cost in 2018 onwards based on historical proportion of supply cost to rental and service revenue in the first 6 months of 2018.
9. Employee-related cost	- The IFA assumes salary, welfare and employee-related cost in 2018 based on full-year-equivalent cost in the first 6 months of 2018 with a growth rate of 5.91% per year until the end of the projection period according to GLAND's policy.
10. Cost of goods sold for food sold at The Shoppes @ Belle	- The IFA assumes cost of goods sold for food sold at The Shoppes @ Belle in 2018 onwards based on average historical proportion of cost of goods sold for food sold to revenue from food sold between 2015 and the first 6 months of 2018.
11. Cost of goods sold for condominium sales of Belle Grand Rama 9	- The IFA assumes cost of goods sold for condominium sales consists of land cost, construction cost, utility set up cost and others per M <sup>2</sup> sold based on GLAND's information.
12. Cost of land expropriation	- The IFA assumes cost of land expropriation from cost recorded in the Company's account.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Cost of rent and service	305.34	377.72	399.64	485.88	419.97	454.95	461.58	468.55
Proportion to rental and service revenue	38.66%	39.13%	35.46%	39.97%	35.01%	34.51%	35.03%	35.55%
Cost of sales of real estate	1,583.27	722.09	157.65	67.03	62.25	59.10	59.21	63.03
Proportion to revenue from sales of real estate	50.06%	42.75%	44.22%	24.50%	22.85%	22.81%	23.06%	23.03%
Cost of land expropriation	-	-	-	23.22	-	-	-	-
Proportion to revenue from land expropriation	-	-	-	82.46%	-	-	-	-

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Cost of rent and service	505.98	513.66	521.75	566.56	575.51	584.50	634.83	645.28
Proportion to rental and service revenue	34.92%	35.43%	35.99%	35.48%	36.04%	36.58%	36.01%	36.60%
Cost of sales of real estate	-	-	-	-	-	-	-	-
Proportion to revenue from sales of real estate	-	-	-	-	-	-	-	-
Cost of land expropriation	-	-	-	-	-	-	-	-
Proportion to revenue from land expropriation	-	-	-	-	-	-	-	-

#### 2.1.6.1.3. Selling expense

Selling expense consists of advertising and public relation expense, promotion expense, specific business tax and other expense. Based on the Company's information, assumption details are as follows:

- For The Shoppes @ the Ninth and The Shoppes @ Unilever House retail space for rent, the IFA assumes selling expense in 2018 onwards based on historical proportion of selling expense to rental and service revenue in the first 6 months of 2018 in order to reflect the Company's current cost structure because office buildings of the Ninth Tower Grand Rama 9 and Unilever House projects are under leasing contracts to GLANDRT.
- For Belle Grand Rama 9 condominium, the IFA assumes selling expense in 2018 onwards based on average historical proportion of selling expense to rental and service revenue between 2015 and the first 6 months of 2018.
- For G Tower Grand Rama 9 office building and retail space for rent, the IFA assumes selling expense in 2018 onwards based on average historical proportion of selling expense to rental and service revenue between 2017 and the first 6 months of 2018 since it has just been fully operated in 2017.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Selling expense	186.31	139.07	57.24	42.11	41.58	43.34	43.18	44.20
Proportion to revenue	4.63%	4.79%	3.29%	2.27%	2.33%	2.36%	2.42%	2.52%

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Selling expense	30.66	30.68	30.67	33.83	33.83	33.85	37.38	37.38
Proportion to revenue	1.97%	2.00%	2.00%	2.01%	2.01%	2.01%	2.01%	2.01%

#### 2.1.6.1.4. Administrative expense

Administrative expense consists of salary, welfare, office expenses, office rental and service expense, utility and communication expense, insurance expense, repair and maintenance expense, tax, consultant fees, auditor fees, other fees, depreciation, directors' remuneration and others.

Since office buildings of the Ninth Tower Grand Rama 9 and Unilever House projects are under leasing contract to GLANDRT in 2017, the Company's current cost structure is different from the past. In order to reflect the Company's current cost structure, the IFA relies mainly on full-year-equivalent cost in the first 6 months of 2018. Assumption details are as follows:

- The IFA assumes salary, welfare, employee-related cost and directors' remuneration in 2018 based on full-year-equivalent cost in the first 6 months of 2018 with a growth rate of 5.91% per year until the end of the projection period according to GLAND's policy.
- The IFA assumes utility and communication expense, insurance expense, consultant fees, auditor fees and other fees in 2018 based on full-year-equivalent cost in the first 6 months of 2018 with a growth rate of 1.00% per year until the end of the projection period according to 5-year average core inflation in Thailand.

- The IFA assumes office expense, office rental and service expense, repair and maintenance expense, tax and others in 2018 onwards based on historical proportion of this expense to rental and service revenue in the first 6 months of 2018.
- The IFA assumes office rental and service expense paid to GLANDRT in 2018 based on the contract made between GLAND and GLANDRT with a growth rate of 12.50% every 3 years according to GLANDRT's policy.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Administrative expense	255.16	244.47	269.05	196.41	201.87	214.61	221.38	229.23
Proportion to revenue	6.35%	8.42%	15.46%	10.61%	11.34%	11.68%	12.41%	13.09%

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Administrative expense	234.88	243.03	251.61	269.08	278.69	288.87	309.03	320.41
Proportion to revenue	15.06%	15.83%	16.39%	15.96%	16.53%	17.13%	16.66%	17.27%

#### 2.1.6.1.5. Short-term loan from financial institutions

According to the Company's financial statement as of June 30, 2018, the Company has short-term loan from financial institution in form of promissory note. The amount is Baht 900.00 million with an interest rate of MLR – 1 and is repayable within 36 months from the date of loan occurrence as specified in loan agreement. Nonetheless, during the projection period, GLAND has some negative cashflows from principle and interest repayment of long-term loans, so the IFA assumes that the Company borrows short-term loans from financial institution in order to solve such problem.

#### 2.1.6.1.6. Long-term loans from financial institution

According to the Company's financial statement as of June 30, 2018, the Company has long-term loan from financial institution in an amount of Baht 4,955.36 million with details of principles, interest rates and repayments as specified in loan agreements as follows:

No.	Outstanding loan amount (Baht million)	Interest rate (%)	Repayment
1	2,741.91	MLR - 1 from year 1 to 3 MLR - 0.5 from year 4 to 7 and MLR - 1 onwards	Repaying in an installment every 3 months beginning from the last working day of June, 2016
2	800.00	MLR - 1.5 from year 1 to 5 and MLR - 1.25 onwards	Repaying in an installment every 3 months within 39 months from the date of loan occurrence
3	503.45	MLR - 1.0	Repaying every 6 months not less than Baht 50 million in repayment rate based on 85% of non-mortgage price of real estate not less than Baht 127,500 per M <sup>2</sup>

4	10.00	MLR - 1.0	Repaying in an installment of Baht 5 million every 3 months beginning from the first working day of October, 2017. After the 6 <sup>th</sup> installment is paid, repaying in repayment rate based on 85% of non-mortgage price of real estate not less than Baht 127,500 per M <sup>2</sup>
<b>Total</b>	<b>4,955.36</b>		

#### 2.1.6.1.7. Bond

According to the Company's financial statement as of June 30, 2018, the Company has outstanding bond in an amount of Baht 3,990.36 million with an interest rate of 4.92% which the IFA assumes bond repayments based on the prospectus.

#### 2.1.6.1.8. Corporate income tax

Corporate income tax rate is 20.00% of net profit all through the projection period.

#### 2.1.6.1.9. Capital expenditure

The IFA assumes that the Company's capital expenditure for its operation is approximately 1.00% of the asset construction value all through the projection period according to the Company's estimation.

#### 2.1.6.1.10. Depreciation

Depreciation of each asset related to the production is projected to be constant calculated using straight line method. The depreciation of each asset is calculated differently based on the accounting standard with the details as follow:

Asset	Useful life (year)
Building	20
Other equipment	5

#### 2.1.6.1.11. Other ratios in Statement of Financial Position

The ratios throughout the projection period are assumed from historical data of GLAND during 2015 – the first 6 months of 2018 with details as follows:

Average collection period 79.26 days

Average payable period 108.07 days

## 2.1.6.2. Assumptions on projects under development to be operated by GLAND in the future

## 2.1.6.2.1. Super Tower project and Arcade project (Parallel developed projects)



Super Tower project will be developed on land inside the Grand Rama 9 project in an area of 19 Rai 2 Ngan 40.91 Wah<sup>2</sup>. According to the interview with management and latest construction information, GLAND designs the project to be Mixed-use composed of 4 buildings which are 1.) 108-storey main building (Super Tower), 214,260 M<sup>2</sup> construction area. 2) 15-storey Arcade building, 78,807 M<sup>2</sup> construction area 3.) 5-storey North Podium building, 35,177 M<sup>2</sup> construction area and 4.) 7-storey North Plot Parking building, 11,179 M<sup>2</sup> construction area. After the construction is finished, the project is expected to be the highest real estate project in Thailand and is ranked in one of the world top ten. The details of construction period and opening date are as follows:

Project	Area use	Construction beginning year / Construction duration	Revenue recognition expected year
1. Super Tower	<ul style="list-style-type: none"> <li>● Premium office building space for rent</li> <li>● Retail space for rent</li> <li>● Restaurant</li> <li>● Observation Deck</li> </ul>	2019 / 6 years	2025
2. Arcade	<ul style="list-style-type: none"> <li>● Retail space for rent</li> <li>● Parking area</li> </ul>	2019 / 2 years	2021

Project	Area use	Construction beginning year / Construction duration	Revenue recognition expected year
		(Currently under construction)	
3. North Podium	<ul style="list-style-type: none"> <li>Retail space for rent</li> </ul>	2019 / 1.5 – 2 years	2021
4. North Plot Parking	<ul style="list-style-type: none"> <li>Retail space for rent</li> <li>Parking area</li> </ul>	2019 / 1.5 – 2 years	2021

The development of such project, the Company has carried out a study and designed the project area to be appropriate in serving all needs of all customers and businessmen using fully integrated service as well as in meeting living lifestyle of people living nearby. The area for office space, conference hall and retail shop is approximately 160,339.00 M<sup>2</sup>.

#### 2.1.6.2.1.1. Operating revenue

##### Office building

Super Tower project has office building for rent in an area of 132,011.00 M<sup>2</sup>. The IFA assumes rental rate for the first operating year (2025) at Baht 1,800 per M<sup>2</sup> per month based on the Company's market research that was reviewed by the IFA from high level office building for rent, such as Park Venture building, Athenee Tower building and Exchange Tower building to reflect rental rate of Grade A office building in the market with adjustment from a growth rate of 12.5% every 3 years. As a result, rental rate for the first operating year is comparable to average rental rate. The IFA also assumes rental occupancy rate at 50% for the first operating year and to be increased as follows:

Year	2018 – 2024	2025	2026	2027 onwards
Rental occupancy rate	-	50.00%	70.00%	90.00%

In addition, GLAND' managements expect that rental rate can be adjusted to be similar with other Grade A office buildings for rent in the market because the developed project is located on land inside Grand Rama 9 project that is expected to be new central business district (New CBD) of Bangkok and future central business area of ASEAN resulting in high number of tourists and business organizations. As considering the Company's target customer group which is foreign customers trying to establish their offices in ASEAN countries, the specified rental rate is considered lower than other countries such as Singapore or Hong Kong. Therefore, the IFA agrees on the possibility of the Company's estimation.

##### Retail space

Building	Area use	Rental area (M <sup>2</sup> )	Initial rental rate (Baht/M <sup>2</sup> /Month)
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Super Tower	- Retail space	5,140.40	2,250
	Sky Restaurant & Retail	2,176.80	3,000
Arcade	- Retail space	10,765.24	2,250
	- Parking area with fees	416.00 (lots)	
North Podium	- Retail space	8,031.20	2,250
North Plot Parking	- Retail space	131.01	2,250
	- Parking area with fees	293.00 (lots)	

### 1) Retail space

Retail space of the project consists of area from Super Tower main building, Arcade building, North Podium building and North Plot Parking. GLAND determined retail space rental rate for the first operating year at Baht 2,250 per M<sup>2</sup> per month with a growth rate of 12.5% every 3 years according to GLAND's policy. As comparing the project rental rate to the rate at the 75<sup>th</sup> Percentile of The Shoppes @ G Tower which is the project charging the highest average rate than other GLAND's projects and located close to Super Tower location, the project rental rate is considered appropriate. The 75<sup>th</sup> Percentile was considered in order to represent project's premium. The rental occupancy rates estimated by the Company are as follows:

Year	2018 – 2020	2021	2022	2023	2024	2025	2026	2027 onwards
Super Tower	-	-	-	-	-	70.00%	80.00%	90.00%
Arcade	-	-	75.00%	95.00%	95.00%	95.00%	95.00%	95.00%
North Podium	-	70.00%	80.00%	90.00%	90.00%	90.00%	90.00%	90.00%
North Plot Parking	-	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%

### 2) Top floor of main building (Sky Restaurant & Retail)

Sky Restaurant and retail are located on the top floor on 108-storey main building in an area of 2,177.00 M<sup>2</sup>. Rental rate for the first operating year is assumed at Baht 3,000 per M<sup>2</sup> per month which is higher than normal retail space rental rate at around 30.00% due to the reason that the Company's target customer group is the group of leading retail and restaurant operators who are willing to serve their products with high-angle view of Bangkok. This rental rate is expected to grow at a rate of 12.5% every 3 years according to the Company's policy similarly to other projects of the Company. The rental occupancy rate for the first operating year is assumed to be 70% then increased 10% each year until reaching a constant rate at 90% in 2027 onwards. This rental occupancy rate is higher than normal rental occupancy rate of other projects of the Company due to the reason that there will be high demand from the building selling point which is 108-storey height.

### Parking area

GLAND has designed parking area to serve its tenants and tourists in 2 buildings (Arcade and North Plot Parking) in total capacity of 2,332 lots. In addition, GLAND has also reserved parking area at 1,605 lots as



charge-free section for office space tenants resulting in a paid rental capacity of 727 lots with service fees at Baht 2,500 per lot per month with a growth rate of 12.5% every 3 years.

#### Observation Deck

Observation Deck is scenic point located on the top floor of Super Tower building in an area of 2,083 M<sup>2</sup> with a capacity to serve 2.70 million customers per year. By considering the location and transportation of the area, the Company believes that this Observation Deck is able to induce high number of tourists due to its convenience from being located close to MRT -Rama 9 station, Ratchadapisek road and Rama 9 road which is currently occupied by many Chinese tourists. Besides, according to the Market Research from CBRE, Bangkok is expected to have 22 – 25 million tourists per year between 2020 – 2025 and the project's Observation Deck is expected to have customer at 15 – 25% from total tourists traveling to Bangkok or accounting for 3 – 6 million customers per year. Nonetheless, the IFA assumes that Observation Deck of Super Tower project will be opened in 2025 with 2 million customers for the first operating year (averagely 5,480 customers per day) with a growth rate of 3.00% per year. These 3.00% growth rate is assumed to be gradually decrease by 1% each year until being constant at 1.00% per year in 2031 onwards according to the Company's estimation which is adjusted to be lower than the market report due to the reason that King Power Mahanakorn building , the current highest building in Thailand, is also operating its Observation Deck in a location close to BTS – Chong Nonsi station which is in central area of Bangkok and could compete with the Company.

The IFA assumes admission fees for 2025 at Baht 650 per person with a growth rate of 12.50% every 3 years according to the Company's estimation which is in similar with other high building in the world, such as Taipei 101 Observation deck, Tokyo Skytree and Petronas Towers.

#### Revenue from utilities

The IFA assumes that revenue from utilities of Super Tower project and Arcade project (Parallel developed projects) based on current actual proportion of revenue from utilities to rental and service revenue of the Company.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Revenue from Super Tower and Arcade	-	-	-	-	-	-	186.94	211.92

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Revenue from Super Tower and Arcade	262.31	262.31	3,363.43	4,561.79	5,341.04	5,372.07	6,052.81	6,089.13

#### 2.1.6.2.1.2. Operating expense

##### Office building and retail space

Operating expense for retail space for rent consists of expense from security, cleaning, repair, building management, property tax, utilities and others. The IFA assumes operating expense of retail space based on

actual current proportion of operating expense of retail space to rental and service revenue, ranging between 33% -37% all through the projection period in order to reflect current operating expenses of GLAND.

### Observation Deck

Operating expense for Observation Deck consists of expense from security, cleaning, repair, building management, utilities, elevator electricity, sales discount, agent fees, marketing and public relation fees and others. The IFA assumes operating expense of Observation Deck based on actual current proportion of operating expense of Observation Deck to rental and service revenue, ranging between 32.97% -36.67% all through the projection period.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Operating and administrative expense	-	-	-	-	-	-	61.63	71.43
Proportion to revenue	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	32.97%	33.71%

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Operating and administrative expense	87.29	88.56	1,206.18	1,613.63	1,919.76	1,960.12	2,183.63	2,232.63
Proportion to revenue	33.28%	33.76%	35.86%	35.37%	35.94%	36.49%	36.08%	36.67%

#### 2.1.6.2.1.3. Project cost

Project cost consists of land cost at Baht 3,318.08 million, construction cost at Baht 21,428.05 million and other project development cost at Baht 1,939.95 million. Therefore, total project cost is Baht 26,686.08 million for an area of 339,423 M<sup>2</sup> or at Baht 68,846 per M<sup>2</sup>. This project estimated cost comes from project managers and developers of Super Tower project for construction cost and from other development cost of other projects of the Company for other development cost in accordance with normal real estate development cost estimation.

List	(Baht million)
Project construction cost	21,428.05
- Structure	
- Engineer system and elevator	
- Utility	
- Decoration and scenery improvement	
Project development cost	1,939.95
- Design Consultant	
- Project Management	
<b>Total building construction cost</b>	<b>23,368.00</b>
Land cost (existing own land of the Company in an area of 20-3-61.7 Rai)	3,318.08
<b>Total project cost</b>	<b>26,686.08</b>

## 2.1.6.2.1.4. Project sources of fund

Project sources of fund comes from loan from financial institution in an amount of Baht 22,553.00 million with an interest rate based on current interest rate on long-term loan from financial institution received for this project development.

## 2.1.6.2.1.5. Capital expenditure

Capital expenditure is expenditure beyond project construction cost which are improvement and maintenance expense. The IFA assumes the project's capital expenditure is approximately 0.25 – 0.50% of total asset construction value for year 2-3 since the beginning operating year of each building and is approximately 1.00% of total asset construction value for year 4 and onwards.

## 2.1.6.2.1.6. Depreciation

Depreciation of each asset related to the production is projected to be constant calculated using straight line method. The depreciation of each asset is calculated differently based on the accounting standard with the details as follow:

Asset	Useful life (year)
Building	20
Electric system and furniture	10
Other equipment	5

## 2.1.6.2.2. Grand Rama 9 Hotel project

## 2.1.6.2.2.1. Operating revenue

**Room revenue**

The IFA assumes financial projection for Grand Rama 9 Hotel based on GLAND's estimation and market conditions of 5-star hotels in Bangkok from MARKET UPDATE Bangkok: Hotel & Hotel Residences : Horwath HTL. This Grand Rama 9 Hotel will be operated on 2-2-41.90 Rai land and is composed of 285 rooms with average room rate for the first operating year (2022) at Baht 6,647 per night based on the Company's projection which is similar to other average room rates of other 5-star hotels in Bangkok at around Baht 5,800 per night. This average room rate is expected to grow at a rate of 2.30% per year based on average room rate growth in Bangkok (Source: MARKET UPDATE Bangkok: Hotel & Hotel Residences : Horwath HTL). In addition, the Company determined occupancy rate at 50% in 2022 or the first operating year with a growth rate of 10% per year until reaching constant rate at 80% in 2025 onwards which is similar to occupancy rates of other 5-star hotels in Bangkok under current market conditions at around 70% -80% (Source: MARKET UPDATE Bangkok: Hotel & Hotel Residences : Horwath HTL).

**Food and beverage revenue**

Food and beverage revenue is assumed to be 37.50% of room revenue per year all through the projection period and this revenue is expected to come from hotel customers and office space tenants of other Grand Rama 9 projects.

**Revenue from other departments**

Revenue from other departments consists of revenue from laundry and telephone which is assumed to be 5.00% of room revenue per year all through the projection period.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Room revenue	-	-	-	-	-	-	-	345.77
Food and beverage revenue	-	-	-	-	-	-	-	217.92
Revenue from other departments	-	-	-	-	-	-	-	17.43

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Room revenue	424.47	506.60	592.29	605.92	619.85	634.11	648.69	663.61
Food and beverage revenue	267.52	319.29	373.29	381.88	390.66	399.65	408.84	418.24
Revenue from other departments	21.40	25.54	29.86	30.55	31.25	31.97	32.71	33.46

## 2.1.6.2.2.2. Cost of goods sold

The IFA assumes cost of room at 26.00% of room revenue, cost of food and beverage at 40.00% of food and beverage revenue and cost of other departments at 70.00% of revenue from other departments, respectively all through the projection period.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Cost of goods sold from room	-	-	-	-	-	-	-	89.90
Proportion to room revenue	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	26.00%
Cost of goods sold from food and beverage revenue	-	-	-	-	-	-	-	87.17
Proportion to food and beverage revenue	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	40.00%
Cost of goods sold from revenue of other departments	-	-	-	-	-	-	-	12.20
Proportion to revenue from other departments	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	70.00%

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Cost of goods sold from room	110.36	131.72	154.00	157.54	161.16	164.87	168.66	172.54
Proportion to room revenue	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%	26.00%
Cost of goods sold from food and beverage revenue	107.01	127.72	149.32	152.75	156.27	159.86	163.54	167.30

Proportion to food and beverage revenue	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%
Cost of goods sold from revenue of other departments	14.98	17.88	20.90	21.39	21.88	22.38	22.90	23.42
Proportion to revenue from other departments	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%

#### 2.1.6.2.2.3. Selling expense and administrative expense

- Operating expense consists of marketing expense, agent expenses, sale discounts, utility expense, repair expenses and allowance for FF&E investment at around 28.00% - 31.00% of total revenue
- Hotel management expense at 2.5% of total revenue
- Incentive fees at around 6.00% for year 1-5 of hotel gross profit and at 8.00% of hotel gross profit for year 6 onwards.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Selling and administrative expense	-	-	-	-	-	-	0.50	189.00
Proportion to revenue	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	32.52%

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Selling and administrative expense	231.92	276.71	323.43	338.46	346.25	354.21	362.37	370.70
Proportion to revenue	32.51%	32.50%	32.49%	33.24%	33.24%	33.24%	33.24%	33.24%

#### 2.1.6.2.2.4. Project cost

Project cost consists of land cost at Baht 327.95 million, construction and other project development cost at Baht 2,384.06 million. Therefore, total project cost is Baht 2,712.01 million. This project estimated cost comes from the Company's projection.

List	(Baht million)
Project construction cost	2,170.06
- Structure	
- Engineer system and elevator	
- Utility	
- Decoration and scenery improvement	
Project development cost	214.00
- Design Consultant	
- Project Management	
<b>Total building construction cost</b>	<b>2,384.06</b>

Land cost (existing own land of the Company in an area of 2-2-41.90 Rai)	327.95
<b>Total project cost</b>	<b>2,712.01</b>

## 2.1.6.2.2.5. Project sources of fund

Project sources of fund comes from loan from financial institution in an amount of Baht 2,320.21 million with an interest rate based on current interest rate on long-term loan from financial institution received for this project development.

## 2.1.6.2.2.6. Depreciation

Depreciation of each asset related to the production is projected to be constant calculated using straight line method. The depreciation of each asset is calculated differently based on the accounting standard with the details as follow:

Asset	Useful life (year)
Building	20
Electric system and furniture	10
Other equipment	5

## 2.1.6.2.3. Real Estate Development for Sale in Vacant Land Located in Phahonyothin under Bayswater Company Limited (Joint Venture Company)

## 2.1.6.2.3.1. Income from sales of real estate

Real estate development under Bayswater Company Limited is the joint venture between Ratchada Asset Holdings Company Limited (“RAH”) which is a subsidiary of GLAND and BTS Group Holdings Public Company Limited in the proportion of 50:50 percent. The objective is to develop vacant land located in Phahonyothin in an area of 48 Rai or 18,800 Wah<sup>2</sup> for sales. The IFA assumes that revenue recognition of GLAND from this project comes from 50% of total project’s profit as a profit sharing according to the investment proportion. The project is under development and is pending for sale which the Company expects to start in 2019.

The IFA assumes selling price in 2019 based on the Company’s estimation at Baht 700,000 per Wah<sup>2</sup> with a growth at of 3.00% per year and the Company expects to sell 3,670.16 Wah<sup>2</sup> per year, accounting for 20% of total area until the project is finished in 2023.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Revenue from vacant land real estate development project under BW	-	-	-	-	2,632.11	2,711.08	2,792.41	2,876.18

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Revenue from vacant land real estate development project under BW	2,962.47	-	-	-	-	-	-	-

## 2.1.6.2.3.2. Cost of goods sold and operating expense

- Cost of goods sold for sales of real estate consists of land cost, construction cost, utility cost and others. The IFA assumes this cost of goods sold based on actual cost of goods sold per Wah<sup>2</sup> according to the Company's information. Based on the Company's estimation, BW has construction cost at Baht 18.60 million awaiting to be paid.
- Operating expense consists of specific business tax, selling expense, marketing expense and administrative expense. The IFA assumes operating expense at 13.30% of revenue from sales of real estate according to the Company's estimation.

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Cost of goods sold and operating expense	6.75	11.78	10.05	10.91	2,034.62	2,028.23	2,036.95	2,045.94
Proportion to revenue	0.00%	0.00%	0.00%	0.00%	77.30%	74.81%	72.95%	71.13%

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Cost of goods sold and operating expense	2,055.20	-	-	-	-	-	-	-
Proportion to revenue	69.37%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

## 2.1.6.3. Income statement and financial statement

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Total assets	24,551.06	26,397.87	29,056.43	29,314.11	30,864.94	35,604.26	40,658.00	41,266.30
Total liabilities	13,080.55	15,075.82	17,157.21	16,834.14	18,366.02	23,247.52	28,826.66	30,145.14
Total shareholder's equity	10,706.58	10,677.60	11,199.91	11,729.98	11,696.16	11,487.02	10,893.21	10,110.58
Total revenue	5,160.08	3,603.59	2,855.36	1,851.63	1,780.65	1,837.83	1,971.24	2,543.77
Cost of goods sold	1,888.62	1,099.81	557.29	576.13	482.22	514.05	572.95	781.35
Selling and administrative expense	441.48	383.54	326.30	238.52	243.44	257.95	274.53	473.37
Depreciation	-	-	-	559.18	563.83	565.21	726.85	886.05
Finance cost	326.34	494.92	464.25	437.33	467.48	642.80	922.32	1,113.18
Tax	549.31	359.21	310.97	8.09	4.74	-	-	-
Gain from investment in subsidiaries	-	-	9.54	-	-	-	-	-
Loss from investment in joint venture	(37.89)	(33.00)	(81.34)	-	-	-	-	-
<b>Net profit (loss)</b>	<b>1,916.44</b>	<b>1,233.11</b>	<b>1,124.76</b>	<b>32.37</b>	<b>18.94</b>	<b>(142.18)</b>	<b>(525.40)</b>	<b>(710.18)</b>

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Total assets	42,604.05	44,795.44	43,440.18	40,969.22	39,088.27	37,218.96	34,892.78	33,377.61
Total liabilities	32,374.65	35,610.62	34,563.45	31,439.81	28,287.52	25,034.69	20,994.78	17,693.12

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Total shareholder's equity	9,161.25	8,057.58	7,690.22	8,263.83	9,456.01	10,761.61	12,378.48	14,069.49
Total revenue	2,535.74	2,649.23	5,894.20	7,265.94	8,068.81	8,124.63	8,998.53	9,060.13
Cost of goods sold	813.53	867.28	2,039.69	2,498.05	2,820.54	2,877.49	3,157.79	3,225.14
Selling and administrative expense	509.55	562.67	618.17	655.17	672.79	691.17	724.55	744.53
Depreciation	888.53	896.67	2,109.76	2,120.88	2,113.98	2,134.34	2,154.72	2,171.93
Finance cost	1,215.89	1,367.19	1,434.68	1,339.16	1,190.16	1,038.10	862.42	685.43
Tax	-	-	-	-	-	-	385.32	446.62
Gain from investment in subsidiaries	-	-	-	-	-	-	-	-
Loss from investment in joint venture	-	-	-	-	-	-	-	-
<b>Net profit (loss)</b>	<b>-891.76</b>	<b>-1,044.57</b>	<b>-308.10</b>	<b>652.68</b>	<b>1,271.34</b>	<b>1,383.52</b>	<b>1,713.73</b>	<b>1,786.49</b>

#### 2.1.6.4. Discount rate

The discount rate applied to the calculation of the present value of free cash flow is the Weighted Average Cost of Capital (WACC) capital based on the capital structure of GLAND, which derived from the weighted average of Cost of Debt (K<sub>d</sub>) and Cost of Equity (K<sub>e</sub>) based on the following formula;

$$\begin{aligned} \text{WACC} &= K_e * E / (D+E) + K_d * (1-T) * D / (D+E) \\ K_e &= \text{Cost of equity or shareholders' required rate of return (Re)} \\ K_d &= \text{Cost of debt or loan interest rate} \\ T &= \text{Corporate income tax rate} \\ E &= \text{Total shareholders' equity} \\ D &= \text{Interest-bearing debt} \end{aligned}$$

Cost of equity (K<sub>e</sub>) or the required rate of return for shareholders (Re) is derived from the Capital Asset Pricing Model (CAPM) as follows;

$$K_e \text{ (or } R_e) = R_f + \beta (R_m - R_f)$$

whereby

Risk Free Rate (R<sub>f</sub>) = 3.39% p.a. based on 25-year government bond yield (information as of September 11, 2018 which is the date before the Tender Offer announcement), which is the longest maturity government bond which is issued regularly and is aligned with the going concern basis of the principle of share valuation (Source: www.thaibma.or.th).

Beta (β) = estimated based on average historical 2-year Beta of GLAND (up until September 11, 2018 which is the date before the Tender Offer announcement) at 0.61 (Source: Efinance).

Market Risk (R<sub>m</sub>) = 12.05% p.a. based on the average returns on investment in the SET over the past 25 years during year 1993 – September 2018 as it could reflect the return most appropriately and has low effect from the fluctuation in market price. IFA did not take into account the market data during 1975 – 1990 because they were returns during



the establishment of the SET when few companies were listed, and trading volume was still low. Therefore, they may not reflect the actual market return.

$K_d$  is estimated from average interest rate on loans of the Company during the projection period which are bond interest rate and short-term loan interest rate ranging between 5.27 – 5.73% p.a.. As a result, the IFA concludes that WACC are 8.61 – 8.79% p.a. depending on D/E ratio each year.

Free Cash Flow of the Company can be summarized as follows:

(Baht million)	2015A	2016A	2017A	2018F	2019F	2020F	2021F	2022F
Free Cash Flow to the Firm from operating business				149.60	(1,668.23)	(6,512.67)	(5,334.09)	(1,982.21)
Free Cash Flow to the Firm from real estate development under BW (joint venture company)				(0.54)	1,157.51	1,185.52	1,215.91	1,247.21
Total Free Cash Flow to the Firm				149.06	(510.72)	(5,327.15)	(4,118.18)	(735.00)
PV of Free Cash Flow				145.01	(457.37)	(4,386.91)	(3,117.42)	(511.47)

(Baht million)	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F
Free Cash Flow to the Firm from operating business	(2,166.57)	(2,139.99)	2,805.98	3,596.78	4,031.79	3,913.16	4,053.86	3,988.16
Free Cash Flow to the Firm from real estate development under BW (joint venture company)	1,041.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Free Cash Flow to the Firm	(1,125.14)	(2,139.99)	2,805.98	3,596.78	4,031.79	3,913.16	4,053.86	3,988.16
Terminal Value								61,956.24
PV of Free Cash Flow	(720.02)	(1,260.18)	1,521.09	1,795.09	1,852.59	1,655.48	1,578.95	1,430.10
PV of Terminal Value								22,216.69

(Unit: Baht million)

<b>Total PV of Free Cash Flow</b>	<b>21,741.64</b>
Add: Cash and short-term investment as of June 30, 2018	924.44
Less: Interest-bearing liabilities as of June 30, 2018	(8,945.72)
<b>Net PV of Free Cash Flow</b>	<b>13,720.36</b>
Number of paid-up shares (share)	6,499,829,661
<b>Net PV of Free Cash Flow per share (Baht/Share)</b>	<b>2.11</b>

Moreover, IFA also conduct Sensitivity Analysis of share value by adjusting the discount rate or WACC by  $\pm 0.25$  percent per annum.

	Discount Rate : WACC per annum		
	0.25	0.00	-0.25
Share price (Baht/Share)	1.87	2.11	2.37

From the Sensitivity Analysis, the share price of GLAND will be Baht 1.87 – 2.37 per share lower than the Offering Price of Baht 3.10 per share by Baht (1.23) – (0.73) or (39.68) – (23.55), respectively.

Nonetheless, the IFA conduct Sensitivity Analysis of shares value by adjusting other factors besides the discount rate that could change or affect the valuation of the Company's share for supporting the consideration of shareholders toward this Tender Offer. There are 5 considered factors as follows: 1) Occupancy Rate of all projects adjustment by  $\pm$  base value 2) Rental Growth Rate adjustment by  $\pm$  base value 3) Admission fees from Observation Deck adjustment by  $\pm$  base value 4) Average Daily Rate of Grand Rama 9 Hotel adjustment by  $\pm$  base value and 5) Occupancy Rate of Grand Rama 9 Hotel adjustment by  $\pm$  base value with details as follows:

GLAND's share price (Baht/Share)	Adjustment rate by $\pm$ base value		
Occupancy Rate of all projects adjustment by $\pm$ base value	0.25%	0.00%	-0.25%
-1.50%	1.80	2.04	2.29
-1.00%	1.83	2.06	2.32
-0.50%	1.85	2.09	2.34
0.00%	1.87	2.11	2.37
0.50%	1.90	2.14	2.40
1.00%	1.92	2.16	2.42
1.50%	1.94	2.18	2.45

GLAND's share price (Baht/Share)	Adjustment rate by $\pm$ base value		
Rental Growth Rate adjustment by $\pm$ base value	0.25%	0.00%	-0.25%
-1.50%	1.72	1.95	2.20
-1.00%	1.77	2.00	2.25
-0.50%	1.82	2.06	2.31
0.00%	1.87	2.11	2.37
0.50%	1.93	2.17	2.43
1.00%	1.98	2.22	2.49
1.50%	2.03	2.28	2.55

GLAND's share price (Baht/Share)	Adjustment rate by $\pm$ base value		
Admission fees from Observation Deck adjustment by $\pm$ base value	0.25%	0.00%	-0.25%
-50	1.79	2.02	2.28
-25	1.83	2.07	2.32
0	1.87	2.11	2.37
25	1.91	2.15	2.42

GLAND's share price (Baht/Share)	Adjustment rate by $\pm$ base value		
Admission fees from Observation Deck adjustment by $\pm$ base value	0.25%	0.00%	-0.25%
-50	1.79	2.02	2.28
-25	1.83	2.07	2.32
0	1.87	2.11	2.37
50	1.96	2.20	2.46

GLAND's share price (Baht/Share)	Adjustment rate by $\pm$ base value		
Average Daily Rate of Grand Rama 9 Hotel adjustment by $\pm$ base value	0.25%	0.00%	-0.25%
-1.50%	1.83	2.07	2.33
-1.00%	1.85	2.08	2.34
-0.50%	1.86	2.10	2.36
0.00%	1.87	2.11	2.37
0.50%	1.89	2.13	2.39
1.00%	1.90	2.14	2.40
1.50%	1.91	2.16	2.42

GLAND's share price (Baht/Share)	Adjustment rate by $\pm$ base value		
Occupancy Rate of Grand Rama 9 Hotel adjustment by $\pm$ base value	0.25%	0.00%	-0.25%
-1.50%	1.87	2.11	2.37
-1.00%	1.87	2.11	2.37
-0.50%	1.87	2.11	2.37
0.00%	1.87	2.11	2.37
0.50%	1.87	2.11	2.37
1.00%	1.87	2.11	2.37
1.50%	1.87	2.11	2.37

## 2.2. Summary of share valuation

The valuation of the Company's share value can be summarized as follows:

(Unit: Baht/Share)

Valuation approach	Share value (Baht/Share)	Offer Price	Higher (Lower) than Offer Price	Higher (Lower) than Offer Price as %
1) Book Value Approach	1.89	3.10	(1.21)	(39.03)
2) Adjusted Book Value Approach <sup>1/</sup>	2.09	3.10	(1.05)	(33.87)
3) Market Value Approach <sup>1/</sup>	3.00	3.10	(0.10)	(3.23)
4) Price to Book Value Ratio Approach (P/BV Ratio)	2.59 - 3.00	3.10	(2.82) – (2.50)	(16.45) – (3.23)
5) Price to Earnings Ratio Approach (P/E)	2.30 - 2.75	3.10	(0.80) - (0.35)	(25.81) – (11.29)
6) Discounted Cash Flow Approach <sup>1/2/</sup>	1.87 - 2.37	3.10	(1.23) – (0.73)	(39.68) – (23.55)

- Remark: 1/ Appropriated Approaches for this valuation of the Company's shares in the Opinion of the IFA  
2/ The value of the Company's shares is calculated from WACC ranging between 8.61% - 8.79%

These share valuation approaches have its different advantages and disadvantages reflecting the appropriateness of the calculated share prices as follows:

1) Book Value Approach takes into account the financial position at any one point of time and the value of the property as it was recorded, without regard to their abilities to earn profits, results of operations in future, the competitiveness of the company, or the economic and industry overview. Thus, the IFA believes this valuation method is not suitable for estimating the fair value of the company's shares and may not reflect the real value of the equity shares of the company.

2) Adjusted Book Value Approach is similar to Book Value Approach but better reflects the net asset value of the company as compared to Book Value Approach because it incorporates the impact of changes in market value of land and buildings, machineries, goodwill, patents, liabilities and brand value resulting in fair value of the company before dividing with the number of company's shares. However, this method also does not take into account the ability to earn profits and operating results in the future. Thus, the IFA believes this method may not be the best method to reflect the real value of the company although it can be used as a reference value of the company.

3) Market Price Approach is a market mechanism, which determines price by the supply and demand of the company's stocks in traded market. It can reflect the value of the stocks at that time based on the fundamentals of the company and the company's future growth potential as well as the past history of company's performance. It can be used as a reference price to reflect the actual price of the shares of the company.

4) Price to Book Value Ratio Approach takes into account the company's financial statement at one point in time by comparing to the set of referral companies. This approach assumes that the company's capability and potential are comparable among the group of companies. However, this method does not consider the company's ability to earn profits and operating results in the future. The IFA uses 4 comparable companies (CPN, MBK, SF and J), which are listed in the same sector as GLAND. However, the difference is that other companies' main revenue comes from retail space rental revenue whereas GLAND's main revenue comes from office rental revenue. As a result, this valuation approach might produce inaccurate value of the shares of the Company.

5) Price to Earnings Ratio Approach takes into account of the company's current profits by comparing to the set of referral companies. This approach assumes that the company's capability and potential are comparable among the group of companies. However, this method does not consider the company's ability to earn profits and operating results in the future. The IFA uses 4 comparable companies (CPN, MBK, SF and J), which are listed in the same sector as GLAND. However, the difference is that other companies' main revenue comes from retail space rental revenue whereas GLAND's main revenue comes from office rental revenue. As a result, this valuation approach might produce inaccurate value of the shares of the Company.

6) Discounted Cash Flow Approach reflects the Company's ability to generate profits and the future cash flow estimated from the future net cash flow based on the historical performance, ability to operate and generate profit in the future under current economic situation and future operating performance assumptions of the Company. Therefore, the IFA views that this approach is appropriate approach in evaluating the Company. This approach shall reflect the real value of the Company.

The IFA has an opinion that Adjusted Book Value, Market Value Approach and Discounted Cash Flow Approach are appropriate for this valuation. The valuated price range of ordinary shares for those 3 methods is between Bath 1.87 – 3.00 per share and the Tender Offer Price at Baht 3.10 per share is higher than the valuated price range. Therefore, the Tender Offer Price is considered appropriate.

### 3. Reasons to accept and/or reject the Tender Offer

IFA has considered the 247-4 form and its amendments along with other related information. IFA views that the shareholder should accept the tender offer of the Tender Offeror with supportive reasons as follows.

#### 3.1. Reasons to accept the Tender Offer

##### 3.1.1. Tender Offer Price

In order to determine the fairness of the Tender Offer Price, the IFA has conducted the GLAND's share price valuation by using the 6 following approaches which are 1) Book Value Approach 2) Adjusted Book Value Approach 3) Market Price Approach 4) Price to Book Value Ratio Approach or P/BV Ratio 5) Price-to-Earnings Ratio Approach and 6) Discounted Cash Flow Approach as shown in the summary table below.

(Unit: Baht/Share)

Valuation approach	Share value (Baht/Share)	Offer Price	Higher (Lower) than Offer Price	Higher (Lower) than Offer Price as %
1) Book Value Approach	1.89	3.10	(1.21)	(39.03)
2) Adjusted Book Value Approach <sup>1/</sup>	2.09	3.10	(1.05)	(33.87)
3) Market Value Approach <sup>1/</sup>	3.00	3.10	(0.10)	(3.23)
4) Price to Book Value Ratio Approach (P/BV Ratio)	2.59 - 3.00	3.10	(2.82) – (2.50)	(16.45) – (3.23)
5) Price to Earnings Ratio Approach (P/E)	2.30 - 2.75	3.10	(0.80) - (0.35)	(25.81) – (11.29)
6) Discounted Cash Flow Approach <sup>1/2/</sup>	1.87 - 2.37	3.10	(1.23) – (0.73)	(39.68) – (23.55)

Remark: 1/ Appropriated Approaches for this valuation of the Company's shares in the Opinion of the IFA

2/ The value of the Company's shares is calculated from WACC ranging between 8.61% - 8.79%

The IFA has an opinion that Adjusted Book Value, Market Value Approach and Discounted Cash Flow Approach are appropriate for this valuation. The valuated price range of ordinary shares for those 3 methods is between Bath 1.87 – 3.00 per share the Tender Offer Price at Baht 3.10 per share is higher than the range by Baht (1.23) – (0.10) per share or by (39.68%) – (3.23%) per share. Therefore, the Tender Offer Price is appropriate.

## 3.1.2. Possibility of the Company to be delisted from the SET by the Tender Offeror

According to Form 247-4, the Offeror has an intention to delist the Business's share from being listed securities in the SET. Currently, the Offeror has acquired 50.43% of the Company's shares which is likely to be increased after this Tender Offer and has appointed 3 directors from the total 9 directors (current number of director is 7 directors). Therefore, after the Tender Offer, the Offeror has right to request the Board of Directors for shareholders' meeting to delist the Company from the SET. Furthermore, the Offeror's main shareholder is a listed company on the SET resulted in abilities of the Offeror to access funding source from the SET, including other benefits in shareholder's level, whereas having subsidiary as a listed company might slow down its operation.

Nonetheless, if the Company is no longer listed on the SET, the Company's shares would lack trading liquidity which directly affects shareholders of the Company. In order for the Offeror to delist the Company from the SET, the Offeror needs to make another Tender Offer for delisting in the future.

However, in order to delist the Company from the SET, the Company need an approval requiring votes 3 out of 4 of total paid-up shares of the Company from shareholders and no shareholders' objections exceeding 10% of total paid-up shares of the Company.

In addition, considering the appropriate Tender Offer Price for delisting according to the Capital Market Supervisory Board's Notification No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, the Tender Offer should not be lower than the highest price of the valuation approaches as illustrates below.

Table presenting the possibilities of the Tender Offer Price for delisting

No.	Calculation	Price (Baht/Share)
1	The highest price at which the Offeror or persons under Section 258 of the Offeror has acquired the ordinary shares or the preferred shares during a 90-day period before the date on which the tender offer document is submitted to the SEC.	Unable to evaluate (There is no highest price at which the Offeror or persons under Section 258 of the Offeror has acquired the ordinary shares or the preferred shares during a 90-day period before the date on which the tender offer document is submitted to the SEC)
2	The weighted average market price of the shares during five business days before the date on which the Company's Board of Directors grants approval for submission of the delisting of shares for the shareholders' meeting's consideration.	Unable to evaluate
3	The Company's net asset value calculated based on the book value that has been adjusted to reflect the latest market value of the Company's assets and liabilities.	Currently at Baht 2.02 per share which may be lower or higher based on the future performance of the Company
4	The fair value of the Company's shares as appraised by financial advisor <sup>1/</sup>	Unable to evaluate (if the FA of the Offeror concludes similar value to the IFA of the Company, the fair value of the Company's shares will be lower than this Tender Offer Price)

Remark: 1/ the IF of the Offeror can be the same IFA for this Tender Offer

By considering above information, the IFA views that shareholders of the Company have chance to sell the Company's share in the future in case that the Offeror intends to delist the Company from the SET. However, the Tender Offer Price for delisting might be lower than this Tender Offer Price because the Company's current net asset value calculated by the IFA is Baht 2.09 per share which could be the minimum price for delisting Tender Offer and is lower than the current Tender Offer Price. Therefore, it is possible that after 90 days after the Tender Offer, the Offer Price for delisting might be lower than the current Offer Price.

### **3.2. Risk of shareholders from reject the Tender Offer**

#### **3.2.1. Risk of inability to sell share in the market**

IFA has considered trading volume of the company on SET for the past 3 years from 12 September 2016 to a day before 12 September 2018 which is the announcement of Tender Offering (Form 247-4). It shown that in past 3 years the average trading volume is 0.15% of total paid-up shares of the Company. Hence, shareholder may face the risk for selling the Company's share in a desirable period, volume and price due to such very low liquidity. Therefore, this Tender Offer is the opportunity for minor shareholders who would like to sell their shares at a higher price than highest price during the past 3 years (at Baht 3.03 per share) and higher than weighted average market price during 7-15 working days.

#### **3.2.2. Risk from operational delay due to the similarity between the Tender Offeror and the Company**

Since CPN and GLAND are both listed on the SET, after the acquisition of the Company totaling of 50.43% of total issued and paid-up capital, GLAND will be one of CPN subsidiary companies. Therefore, the transactions in investing and selling assets with value more than 3.00% of the combined assets of GLAND and CPN, these transactions will need to be approved from both parties' shareholders' meetings before acting on the transactions resulting in delay and long period of the operation

### **3.3. Other factor for consideration**

Besides the appropriateness of the Tender Offer Price according to Form 247-4, the IFA has considered other factors supporting the opinion with brief details as follow:

#### **3.3.1. Possibility of being delisted from the SET**

According to Form 247-4, the Offeror has an intention to delist the Business's shares from being listed securities in the Stock Exchange of Thailand ("SET") during the period of 12 months after the end of the Tender Offer. However, in order to delist the Company from the SET, the Company need an approval requiring votes 3 out of 4 of total paid-up shares of the Company from shareholders and no shareholders' objection exceeding 10% of total paid-up shares of the Company.

The IFA views that it is possible for the Company to be delisted from the SET because the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is a listed company on the SET resulted in abilities to access funding source from the SET, including other benefits in shareholder's level.

Furthermore, the Offeror's businesses are related to the Company, such as hotel, shopping centre and office space for rent so that being a listed company might slow down its operation and related transactions with the Offeror and its subsidiaries.

### 3.3.2. Plan on disposal of existing core assets

According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have plan to make any disposal of the core assets of the Business or its subsidiaries, except in the case of disposal in the normal course of business or in case of disposal of assets to real estate investment trust (REIT) which will be duly approved in accordance with the policy of the Business, and shall be in compliance with relevant rules and regulations, including without limitation, the regulations of the SEC and the SET (as applicable). In addition, the Offeror may consider restructuring shareholding structure in subsidiaries and/or investments within the group of Business as appropriate for the best interest of business operation and management.

The IFA views that during the period of 12 months after the end of the Offer Period, it is unlikely that the Offeror will dispose core assets of the Business. Nonetheless, after 12 months from the end of the Offer Period, the Offeror might dispose the Company's assets to real estate investment trust (REIT) according to Form 247-4 due to the reason that the Company may need more cash. Nonetheless, the Offeror is operating in real estate development so that this Tender Offer is considered an expansion of the Offeror's core business. As a result, core assets of the Company is considered important to the Offeror's development and future expansion.

### 3.3.3. Plans to sell shares of the Company

According to Form 247-4, the Offeror does not intend to sell or transfer shares of the Company within the period of 12 months from the closing of the Tender Offer, except in the cases as follows: (1) the Offeror is obligated to do so by any relevant laws or regulations that are effective during such period (2) the Offeror sells or transfers shares of the Business to persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) (3) for the purpose of corporate restructuring which resulted from shareholder's meeting approval of the Business (4) the Offeror may sell some securities as it deems appropriate for decreasing financial burden or be required to make principal repayment earlier or be forced of collateral if the terms of the credit agreement could not be met.

The IFA views that since the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is one of the largest Thai companies in real estate development, this Tender Offer is considered an expansion of the Offeror's business not a short-term investment. Therefore, within the period of 12 months from the end of the Offer Period, the Offeror is unlikely to sell shares of the Company except in 4 cases mentioned in Form 247-4.

### 3.3.4. Shareholding structure

Since the Offeror is Thai company, there is no limitation for shareholding structure



### 3.3.5. Policies and Business plan

According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have any plan to make any material changes to the business objectives as well as the core business operation of the Business.

For business plan during the period of 12 months after the end of the Offer Period, the Tender Offeror has objective to manage business for the purpose of growth and efficiency, effectiveness and sustainability, which will be subject to further detailed study on current business plan of the Business and may consider amending business plan to be in accordance with expertise of the Tender Offeror and appropriate for competitive situation in the current and future. As specified in the Share Purchase Agreement, the Tender Offeror has plan to have the Selling Shareholders procure that one of the Business's subsidiary terminate the hotel management contract for the hotel that is not operated yet and may consider to hire other firms with hotel management expertise to enter into hotel management contract for the said hotel instead. If there are any changes on business plan, the Tender Offeror will operate to be in compliance with relevant regulations which includes Board of Directors meetings and/or shareholders meeting of the Tender Offeror.

The IFA views that during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have any plan to make any material changes to core business operation of the Business. Nonetheless, the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is one of the largest Thai companies in real estate development and has knowledge, skills and expertise in real estate management. Therefore, after 12 months from the end of the Offer Period, the Offeror might make changes to the business plan to be more consistent with the Offeror's expertise and appropriate for competitive situation in the current and future.

### 3.3.6. Plan on changing financial structure

According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have any plan to make significant changes to the financial structure of the Business, except in the case of assets disposal which increase cash of the Business. Such assets disposal includes disposal assets to real estate investment trust (REIT). The Business may consider to use such proceed from disposal of assets for loan repayment which may cause the changes in financial structure of the Business in the future. Furthermore, with regards to debt financing, such actions need to be approved in accordance with the policy of the Business and need to be in compliance with the relevant rules and regulations, including without limitation, the regulations of the SEC and the SET (as applicable).

The IFA views that during the period of 12 months after the end of the Offer Period, the Offeror is unlikely to make significant changes to the financial structure of the Business. Nonetheless, the Offeror might dispose the Company's asset to real estate investment trusts (REIT) which causes changes in financial structure of the Business. The reason is that the Offeror uses loan from financial institute as main source of fund for this Tender Offer. In order to reduce burden from interest and principle repayment and to maintain stability in the

Company's financial structure, the Offeror may need to dispose some assets of the Company to real estate investment trusts.

### 3.3.7. Dividend payment policy

According to Form 247-4, current dividend policy of the Business and its subsidiaries is at least 50 percent of net profit after tax and legal reserve under the consolidated financial statements. Nonetheless, the Board of Directors is authorized in considering not to follow this policy or to change it from time to time, under the condition that it will be for the best interest to the shareholders of the Business e.g., reserving for loan payments, business expansion, or there is market disruption which will affect the Business and its subsidiaries' future cash flows. The Tender Offeror has no intention to change the existing dividend payment policy during the period of 12 months after the Offer Period. The actual dividend payment is subject to various factors including but not limited to operating performance of the Business, the need for cash following business plan, repayment of loans, business plan and/or future investment plan of the Business.

The IFA views that the Offeror may change dividend policy. The reason is that this Tender Offer explicitly shows the Offeror's intention to expand its business. In order to do that, the Offeror may need more cash resulting in the exclusion of dividend payout during the period of 12 months and future changes in dividend policy.

### 3.3.8. Investment plan

According to Form 247-4, as of Tender Offer submission date, the Tender Offeror does not have a plan to make any material additional investment in the Business. However, the Tender Offeror may consider make additional investment if the appropriate business opportunity or investment opportunity arises. However, the Tender Offeror will consider the current investment plan of the Business in detail and may consider amending such investment plan to be more appropriate. If there are any changes on investment plan, the Tender Offeror will operate to be in compliance with relevant regulations which includes Board of Directors meetings and/or shareholders meeting of the Tender Offeror.

The IFA views that although there is no significant investment expansion plan on the Tender Offer submission date, it is likely that the Offeror may make additional investment in the future. The reasons are that this Tender Offer is considered an expansion of the Offeror's core business and, to gain highest advantage from this Tender Offer, the Offeror should expand its investment or use the Company's assets as investment base for future expansion.

### 3.3.9. Changes in the Company's shareholding structure

#### 1). Shareholder structure before Tender Offer

List of top 10 shareholders on the latest shareholders register book of the Business as of 30 March 2018, which is the book closing date.

No.	Name of Major Shareholders <sup>1/</sup>	No. of Ordinary Shares (Shares)	Percent of paid up capital	As a Percentage of Total Voting Rights
1.	Bangkok Broadcasting & TV Company Limited <sup>2/</sup>	1,082,882,838	18.20	18.20
2.	Mr. Jatesiri Boondicharearn	743,911,727	12.50	12.50
3.	Ms. Romani Boondicharearn	695,037,060	11.68	11.68
4.	Mr. Jatamongkol Boondicharearn	695,037,060	11.68	11.68
5.	Charoenkrit Enterprise Company Limited <sup>3/</sup>	581,001,523	9.76	9.76
6.	Great Fortune Equity Company Limited <sup>4/</sup>	278,352,423	4.68	4.68
7.	Belle Park Residence Company Limited <sup>5/</sup>	264,049,716	4.44	4.44
8.	K Group Company Limited <sup>6/</sup>	205,610,000	3.45	3.45
9.	KIM ENG SECURITIES (HONG KONG) LIMITED	189,185,819	3.18	3.18
10.	Mr. Chatri Sophonpanich	182,821,600	3.07	3.07
	<b>Total</b>	<b>4,917,889,766</b>	<b>82.64</b>	<b>82.64</b>

Source : SET

Remark : 1/ Ungroup persons who have same family name or related persons

2/ List of top major shareholders of Bangkok Broadcasting & TV Company Limited (Information from BOL as of 9 April 2018) comprises of 1) CKS Holding Company Limited and Ratanaraks Company Limited with shareholding of 26.23 percent and 4.43 percent of total issued and paid-up shares respectively. Based on information from BOL as of 29 March 2018, the two companies have Ratanarak family as a major shareholder with shareholding of 99.99 percent and 99.99 percent of total issued and paid-up shares respectively 2) Mr. Krit Ratanarak with shareholding of 18.88 percent of total issued and paid-up shares and 3) Mrs. Surang Premepree with shareholding of 18.85 percent of total issued and paid-up shares. No other remaining shareholders have shareholding more than 10.00 percent of total issued and paid-up shares.

3/ List of shareholders of Charoenkrit Enterprise Company Limited (Information from BOL as of 27 April 2018) comprises of 1) Breguet Thai Company Limited and Skyway Reality Company Limited with shareholding of 30.77 percent and 26.00 percent of total issued and paid-up shares respectively. Breguet Thai Company Limited has Boondicharearn family as major shareholder with shareholding of 100.00 percent of total issued and paid-up shares and held share in Skyway Reality Company Limited with shareholding of 99.99 percent of total issued and paid-up shares. Other shareholders of Charoenkrit Enterprise Company Limited are individuals in Boondicharearn family.

4/ Great Fortune Equity Company Limited has Bangkok Broadcasting & TV Company Limited as a major shareholder with shareholding of 99.99 percent of total issued and paid-up shares (Information from BOL as of 10 April 2018).

5/ Belle Park Residence Company Limited has Charoenkrit Enterprise Company Limited as a major shareholder with shareholding of 99.99 percent of total issued and paid-up shares (Information from BOL as of 27 April 2018).

6/ K Group Company Limited has Mr. Krit Ratanarak as a major shareholder with shareholding of 99.29 percent of total issued and paid-up shares (Information from BOL as of 30 April 2018).

The Offeror acquired shares of the Business from existing shareholders (1) Charoenkrit Enterprise Company Limited (2) Belle Park Residence Company Limited (3) Mr. Jatesiri Boondicharearn (4) Ms. Romani Boondicharearn and (5) Mr. Jatamongkol Boondicharearn in total of 3,278,132,406 shares or equivalent to 50.43% of total issued and paid-up shares of the Business on 12 September 2018 which resulted the Offeror to hold shares in the Business in total of 3,278,132,406 shares or equivalent to 50.43% of total issued and paid-up shares and representing 50.43% of the total voting rights of the Business as at 12 September 2018.

List of top 10 shareholders on the latest shareholders register book of the Business as of 14 September 2018, which is the latest book closing date.

No.	Name of Major Shareholders <sup>1/</sup>	No. of Ordinary Shares (Shares)	Percent of paid up capital	As a Percentage of Total Voting Rights
1.	CPN Pattaya Company Limited	3,278,132,406	50.43	50.43
2.	Bangkok Broadcasting & TV Company Limited	1,191,604,274	18.33	18.33
3.	Great Fortune Equity Company Limited	306,299,005	4.71	4.71
4.	KIMENGSECURITIES (HONGKONG) LIMITED	208,180,074	3.20	3.20
5.	Mr. Chatri Sophonpanich	182,821,600	2.81	2.81
6.	K Group Company Limited	155,854,000	2.40	2.40
7.	BBTV Asset Management Company Limited	153,837,243	2.37	2.37
8.	GL Assets Company Limited.	125,647,347	1.93	1.93
9.	Mr. Phongdanai Wangthamrongwit	49,365,600	0.76	0.76
10.	Grand Fortune Company Limited	49,180,904	0.76	0.76
11.	Thai NVDR Company Limited	41,728,701	0.64	0.64
12.	Mr. Kiet Srichomkwan	36,590,992	0.56	0.56
	<b>Total</b>	<b>5,779,242,146</b>	<b>88.91</b>	<b>88.91</b>

Source : The Company

Remark : 1/ Ungroup persons who have same family name or related persons

## 2). Potential shareholding structure after the Tender Offer

In the event that all of the Offerees which of Ordinary Shares of the Business accept Mandatory Tender Offer, the Offeror will hold 100% of GLAND's issued shares.

### 3.3.10. Changes in the Company's the Board of Directors

The Business's 3 existing directors which are (1) Mr.Yotin Boondicharearn (2) Mr. Jatesiri Boondicharearn and (3) Miss Romani Boondicharearn have resigned from being a director of the Business which was effective on 12 September 2018 which is the date that the Offeror acquired shares of the Business from existing shareholders.

The meeting of the Board of Directors of the Business has resolved to approve the appointment of new directors namely (1) Mr. Sudhitham Chirathivat (2) Mr.Pandit Mongkolkul and (3) Mr.Preecha Ekkunagul to replace the resigned directors which was effective since 12 September 2018.

In addition, the Business's 2 existing directors which are (1) Mr. Nipon Wisityuthasart and (2) Mr.Banphot Hongthong have resigned from being the director of the Business which was effective on 14 September 2018. Therefore, the Board of Directors of the Business as of Tender Offering date and potential structure after Tender Offer will be as follows:

## 1). List of the Board of Directors of GLAND as of 14 September 2018

No.	Name	Position
1.	Mr. Sudhitham Chirathivat	Chairman
2.	Assoc.Prof. Prapanpong Vejajiva	Vice Chairman/Nomination and Remuneration Committee Member
3.	Mr. Pandit Mongkolkul	Director
4.	Mr. Preecha Ekkunagul	Director
5.	Mrs. Jitmanee Suwannapool	Director/Independent Director/Audit Committee Member
6.	Mr. Jarern Jirawisan	Director
7.	Ms. Nopporn Tirawattanagool	Director
8.	Mr. Sudhitham Chirathivat	Chairman
9.	Assoc.Prof. Prapanpong Vejajiva	Vice Chairman/Nomination and Remuneration Committee Member

Source: 247-4

Remark: 1/ Mr. Nipon Visityuthasart and Mr. Banphot Hongthong already tendered the resignation letters and effective on 14 September 2018. Currently, the Business is in the process of seeking the new independent directors

## 2). The Board of Directors of the Business after the Tender Offer

ลำดับ	รายชื่อ	ตำแหน่ง
1.	Mr. Sudhitham Chirathivat	Chairman
2.	Assoc.Prof. Prapanpong Vejajiva	Vice Chairman/Nomination and Remuneration Committee Member
3.	Mr. Pandit Mongkolkul	Director
4.	Mr. Preecha Ekkunagul	Director
5.	Mrs. Jitmanee Suwannapool	Director/Independent Director/Audit Committee Member
6.	Mr. Jarern Jirawisan	Director
7.	Ms. Nopporn Tirawattanagool	Director
8.	N/A <sup>1/</sup>	Independent Director
9.	N/A <sup>1/</sup>	Independent Director

Source: 247-4

Remark: 1/ Currently, the Business is in the process of seeking the new 2 independent directors

Before the Tender Offer, the Offeror has acquired 50.43% of the Company's shares and has appointed 3 directors from the total of 9 directors (current number of director is 7 directors). Therefore, after the Tender Offer, the Offeror is likely to gain control of the Board of Directors of the Company so that the Offeror is likely to change the Company's management and directors. However, in case that the shareholders of Bangkok Broadcasting & TV Company Limited ("BBTV") do not sell their shares, the shareholders of BBTV shall continue to have roles and decisions toward the Company based on the proportion of shares held.

## 3.3.11. Plan on changing corporate structure, management and recruitment

According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror has a plan to change the Board of Directors of the Business, but the Tender Offeror has no plan to change the overall number of the directors. The Offeror may nominate the persons to hold director positions on the Board of Directors, and independent directors. The final structure of the Board of Directors shall be according to the result of the Tender Offer and as deemed appropriate. Any changes to the Board of Directors should be in compliance with relevant rules and regulations including the Business' policy, Board of Directors meeting, and shareholders meeting, as well as in compliance with the principles on good corporate governance. After the acquisition of the Business's ordinary shares from Major shareholders on 12 September 2018, the Business appointed new executives and company secretary to replace resigned executives and company secretary as follows (1) Ms. Naparat Sriwanvit acting in Chief Executive Officer (2) Mrs. Panida Sooksridakul acting in Deputy Vice President (3) Ft.Lt. Kree Dejchai acting in Deputy Vice President and (4) Mr. Somphoch Thitipalati as Company Secretary. During the period of 12 months after the end of the Offer period, the Tender Offeror may change the managements of the Business for the appropriateness by considering various factors for the interest of the Business including business plan, strategy, and competitiveness and future growth. Additionally, the Tender Offeror may consider adding additional managements and/or appointing experts with relevant knowledge, ability, and experience into appropriate positions or departments to enhance the organization efficiency in the future. Any changes and/or additions to the managements or the experts will be in compliance with the relevant rules and regulations.

The IFA views that that during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have plan to change number of the Board of Directors. However, before the Tender Offer, the Offeror has acquired 50.43% of the Company's shares and has appointed 3 directors from the total of 9 directors (current number of director is 7 directors). Therefore, after the Tender Offer, the Offeror is likely to gain control of the Board of Directors of the Company so that the Offeror is likely to change the Company's management and directors. However, in case that the shareholders of Bangkok Broadcasting & TV Company Limited ("BBTV") do not sell their shares, the shareholders of BBTV shall continue to have roles and decisions toward the Company based on the proportion of shares held.

### 3.3.12. Related Party Transaction

According to Form 247-4, currently, the Business has set out policies and procedures regarding approval of related party transaction in compliance with the rules and regulations stipulated by the SET and the SEC to prevent any conflict of interests between the Business, its subsidiaries, affiliated companies, and/or any person who may have potential conflict. During the period of 12 months after the end of the Offer Period, the Tender Offeror may have transaction with the Business which is the ordinary business transaction to be consistent with business plan of the Business after Tender Offer such as the Offeror may enter into the secondment agreement or any other method to appoint the Offeror's executives to replace resigned executive of the Business to enhance the organization efficiency in the future and there is will be the determination of executives' remuneration as appropriate which is still under consideration from the Offeror. If the Offeror has any related party transaction with the Business in the future, the Offeror will arrange to ensure that the Business

proceeds in compliance with the rules and regulations of the SEC, the Capital Market Supervisory Board and the SET as well as any laws, rules and regulations imposed by the relevant agencies and authorities.

The IFA views that the Offeror is operating in the same core business with the Company so that it is likely for related party transaction to occur as specified in Form 247-4. Nonetheless, the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is listed on the SET resulting in having knowledge and well understandings of rules and regulations imposed by the SET. Therefore, if there is any related party transactions, these transactions are expected to be ordinary business transaction and under approval from the Board of Directors, especially the Audit Committee appointed by shareholders who has knowledge and skill to conduct his duty. These transactions are also required to be conducted in compliance with laws and regulations imposed by the SET and the SEC to prevent conflicts of interest.

#### Related Party Transactions between the Offeror and the Business and subsidiaries of the Business

As of Tender Offer submission date, the Offeror has no related party transactions with Business and subsidiaries of the Business. However, the Offeror and the Business have common relationship via shareholding structure in Central Pattana Nine Square Co., Ltd. ("Central Pattana Nine Square"), a company which CPN owns 93.30% and Rama IX Square Co., Ltd. ("Rama 9 Square") held 3.27% shares of the total issued and paid-up shares capital of Central Pattana Nine Square respectively. Rama 9 Square is a subsidiary of the Business which the Business held 93.09% of the total issued and paid-up shares capital of Rama 9 Square. Central Pattana Nine Square and Rama 9 Square have the following relationships:

- 1) Mr. Kobchai Chirathivat who is director of Central Pattana Nine Square and Rama 9 Square
- 2) Mr. Jatesiri Boondicharern who was a major shareholder of the Business and was director in Central Pattana Nine Square

#### 3.3.13. Liquidity of the Company's shares after the Tender Offer and the distribution of shares of the minority shareholders

After the end of the Tender Offer period, in case that there are many shareholders accepting this Tender Offer, the liquidity of the Company's share might be lower resulting in possibility that shareholders who is willing to sell their shares after the Tender Offer cannot sell their shares in desirable volume, price and time.

The IFA views that if there are many minority shareholders selling their shares in this Tender Offer, the distribution of shares of minority shareholders will be affected resulting in risk having low liquidity of the Company's shares and risk in maintaining listed companies being in compliance with free float requirement.

#### **4. Benefits or impacts, including the possibilities of the policies and business plan of the Tender Offeror**

The IFA has considered the policies and the business plan as stated in the Tender Offer (247-4) by (the Tender Offeror) and the interview with the Company's management about comments on the benefits and impacts of those plan as follows:

Policies and Business Plan of the Tender Offeror	The IFA's Opinions
<p><b>The Business status</b></p> <p>According to Form 247-4, the Offeror has an intention to delist the Business's shares from being listed securities in the Stock Exchange of Thailand ("SET") during the period of 12 months after the end of the Tender Offer. However, in order to delist the Company from the SET, the Company need an approval requiring votes 3 out of 4 of total paid-up shares of the Company from shareholders and no shareholders' objection exceeding 10% of total paid-up shares of the Company.</p>	<p>The IFA views that it is possible for the Company to be delisted from the SET because the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is a listed company on the SET resulted in abilities to access funding source from the SET, including other benefits in shareholder's level.</p> <p>Furthermore, the Offeror's businesses are related to the Company, such as hotel, shopping centre and office space for rent so that being a listed company might slow down its operation and related transactions with the Offeror and its subsidiaries.</p>



Policies and Business Plan of the Tender Offeror	The IFA's Opinions
<p><b>Plan on disposal of existing core assets</b></p> <p>According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have plan to make any disposal of the core assets of the Business or its subsidiaries, except in the case of disposal in the normal course of business or in case of disposal of assets to real estate investment trust (REIT) which will be duly approved in accordance with the policy of the Business, and shall be in compliance with relevant rules and regulations, including without limitation, the regulations of the SEC and the SET (as applicable). In addition, the Offeror may consider restructuring shareholding structure in subsidiaries and/or investments within the group of Business as appropriate for the best interest of business operation and management.</p>	<p>The IFA views that during the period of 12 months after the end of the Offer Period, it is unlikely that the Offeror will dispose core assets of the Business. Nonetheless, after 12 months from the end of the Offer Period, the Offeror might dispose the Company's assets to real estate investment trust (REIT) according to Form 247-4 due to the reason that the Company may need more cash. Nonetheless, the Offeror is operating in real estate development so that this Tender Offer is considered an expansion of the Offeror's core business. As a result, core assets of the Company is considered important to the Offeror's development and future expansion.</p>
<p><b>Plans to sell shares of the Company</b></p> <p>According to Form 247-4, the Offeror does not intend to sell or transfer shares of the Company within the period of 12 months from the closing of the Tender Offer, except in the cases as follows: (1) the Offeror is obligated to do so by any relevant laws or regulations that are effective during such period (2) the Offeror sells or transfers shares of the Business to persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) (3) for the purpose of corporate restructuring which resulted from shareholder's meeting approval of the Business (4) the Offeror may sell some securities as it deems appropriate for decreasing financial burden or be required to make principal repayment earlier or be forced of collateral if the terms of the credit agreement could not be met.</p>	<p>The IFA views that since the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is one of the largest Thai companies in real estate development, this Tender Offer is considered an expansion of the Offeror's business not a short-term investment. Therefore, within the period of 12 months from the end of the Offer Period, the Offeror is unlikely to sell shares of the Company except in 4 cases mentioned in Form 247-4.</p>

Policies and Business Plan of the Tender Offeror	The IFA's Opinions
<p><b>Policies and Plans of business operation</b></p> <p>According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have any plan to make any material changes to the business objectives as well as the core business operation of the Business.</p> <p>For business plan during the period of 12 months after the end of the Offer Period, the Tender Offeror has objective to manage business for the purpose of growth and efficiency, effectiveness and sustainability, which will be subject to further detailed study on current business plan of the Business and may consider amending business plan to be in accordance with expertise of the Tender Offeror and appropriate for competitive situation in the current and future. As specified in the Share Purchase Agreement, the Tender Offeror has plan to have the Selling Shareholders procure that one of the Business's subsidiary terminate the hotel management contract for the hotel that is not operated yet and may consider to hire other firms with hotel management expertise to enter into hotel management contract for the said hotel instead. If there are any changes on business plan, the Tender Offeror will operate to be in compliance with relevant regulations which includes Board of Directors meetings and/or shareholders meeting of the Tender Offeror.</p>	<p>The IFA views that during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have any plan to make any material changes to core business operation of the Business. Nonetheless, the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is one of the largest Thai companies in real estate development and has knowledge, skills and expertise in real estate management. Therefore, after 12 months from the end of the Offer Period, the Offeror might make changes to the business plan to be more consistent with the Offeror's expertise and appropriate for competitive situation in the current and future.</p>
<p><b>Plan on changing financial structure</b></p> <p>According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have any plan to make significant changes to the financial structure of the Business, except in the case of assets disposal which increase cash of the Business. Such assets disposal includes disposal assets to real estate investment trust (REIT). The Business may consider to use such proceed from disposal of assets for loan repayment which may cause the changes in financial structure of the Business in the future. Furthermore, with regards to debt financing, such actions need to be approved in accordance with the policy of the Business and need to be in compliance with the relevant rules and regulations, including without limitation, the regulations of the SEC and the SET (as applicable).</p>	<p>The IFA views that during the period of 12 months after the end of the Offer Period, the Offeror is unlikely to make significant changes to the financial structure of the Business. Nonetheless, the Offeror might dispose the Company's asset to real estate investment trusts (REIT) which causes changes in financial structure of the Business. The reason is that the Offeror uses loan from financial institute as main source of fund for this Tender Offer. In order to reduce burden from interest and principle repayment and to maintain stability in the Company's financial structure, the Offeror may need to dispose some assets of the Company to real estate investment trusts.</p>

Policies and Business Plan of the Tender Offeror	The IFA's Opinions
<p><b>Dividend payment policy</b></p> <p>According to Form 247-4, current dividend policy of the Business and its subsidiaries is at least 50 percent of net profit after tax and legal reserve under the consolidated financial statements. Nonetheless, the Board of Directors is authorized in considering not to follow this policy or to change it from time to time, under the condition that it will be for the best interest to the shareholders of the Business e.g., reserving for loan payments, business expansion, or there is market disruption which will affect the Business and its subsidiaries' future cash flows. The Tender Offeror has no intention to change the existing dividend payment policy during the period of 12 months after the Offer Period. The actual dividend payment is subject to various factors including but not limited to operating performance of the Business, the need for cash following business plan, repayment of loans, business plan and/or future investment plan of the Business.</p>	<p>The IFA views that the Offeror may change dividend policy. The reason is that this Tender Offer explicitly shows the Offeror's intention to expand its business. In order to do that, the Offeror may need more cash resulting in the exclusion of dividend payout during the period of 12 months and future changes in dividend policy.</p>
<p><b>Investment plan</b></p> <p>According to Form 247-4, as of Tender Offer submission date, the Tender Offeror does not have a plan to make any material additional investment in the Business. However, the Tender Offeror may consider make additional investment if the appropriate business opportunity or investment opportunity arises. However, the Tender Offeror will consider the current investment plan of the Business in detail and may consider amending such investment plan to be more appropriate. If there are any changes on investment plan, the Tender Offeror will operate to be in compliance with relevant regulations which includes Board of Directors meetings and/or shareholders meeting of the Tender Offeror.</p>	<p>The IFA views that although there is no significant investment expansion plan on the Tender Offer submission date, it is likely that the Offeror may make additional investment in the future. The reasons are that this Tender Offer is considered an expansion of the Offeror's core business and, to gain highest advantage from this Tender Offer, the Offeror should expand its investment or use the Company's assets as investment base for future expansion.</p>
<p><b>Plan on changing corporate structure, management and recruitment</b></p> <p>According to Form 247-4, during the period of 12 months after the end of the Offer Period, the Tender Offeror has a plan to change the Board of Directors of the Business, but the Tender Offeror has no plan to change the overall number of the directors. The Offeror may nominate the persons to hold director positions on the Board of Directors, and independent directors. The final structure</p>	<p>The IFA views that that during the period of 12 months after the end of the Offer Period, the Tender Offeror does not have plan to change number of the Board of Directors. However, before the Tender Offer, the Offeror has acquired 50.43% of the Company's shares and has appointed 3 directors from the total of 9 directors (current number of director is 7 directors). Therefore, after the Tender Offer, the Offeror is likely to gain control of the Board of Directors of the Company so that the Offeror is likely to change the</p>

Policies and Business Plan of the Tender Offeror	The IFA's Opinions
<p>of the Board of Directors shall be according to the result of the Tender Offer and as deemed appropriate. Any changes to the Board of Directors should be in compliance with relevant rules and regulations including the Business' policy, Board of Directors meeting, and shareholders meeting, as well as in compliance with the principles on good corporate governance. After the acquisition of the Business's ordinary shares from Major shareholders on 12 September 2018, the Business appointed new executives and company secretary to replace resigned executives and company secretary as follows (1) Ms. Naparat Sriwanvit acting in Chief Executive Officer (2) Mrs. Panida Sooksridakul acting in Deputy Vice President (3) Flt.Lt. Kree Dejchai acting in Deputy Vice President and (4) Mr. Somphoch Thitipalatip as Company Secretary. During the period of 12 months after the end of the Offer period, the Tender Offeror may change the managements of the Business for the appropriateness by considering various factors for the interest of the Business including business plan, strategy, and competitiveness and future growth. Additionally, the Tender Offeror may consider adding additional managements and/or appointing experts with relevant knowledge, ability, and experience into appropriate positions or departments to enhance the organization efficiency in the future. Any changes and/or additions to the managements or the experts will be in compliance with the relevant rules and regulations.</p>	<p>Company's management and directors. However, in case that the shareholders of Bangkok Broadcasting &amp; TV Company Limited ("BBTV") do not sell their shares, the shareholders of BBTV shall continue to have roles and decisions toward the Company based on the proportion of shares held.</p>
<p><b>Related Party Transaction</b></p> <p>According to Form 247-4, currently, the Business has set out policies and procedures regarding approval of related party transaction in compliance with the rules and regulations stipulated by the SET and the SEC to prevent any conflict of interests between the Business, its subsidiaries, affiliated companies, and/or any person who may have potential conflict. During the period of 12 months after the end of the Offer Period, the Tender Offeror may have transaction with the Business which is the ordinary business transaction to be consistent with business plan of the Business after Tender Offer such as the Offeror may enter into the secondment agreement or any other method to appoint the Offeror's executives to replace resigned executive of the Business to enhance</p>	<p>The IFA views that the Offeror is operating in the same core business with the Company so that it is likely for related party transaction to occur as specified in Form 247-4. Nonetheless, the Offeror's main shareholder (holding 99.99% of total issued and paid-up shares of the Company) is listed on the SET resulting in having knowledge and well understandings of rules and regulations imposed by the SET. Therefore, if there is any related party transactions, these transactions are expected to be ordinary business transaction and under approval from the Board of Directors, especially the Audit Committee appointed by shareholders who has knowledge and skill to conduct his duty. These transactions are also required to be conducted in compliance with laws and regulations imposed by the SET and the SEC to prevent conflicts of interest.</p>

Policies and Business Plan of the Tender Offeror	The IFA's Opinions
<p>the organization efficiency in the future and there is will be the determination of executives' remuneration as appropriate which is still under consideration from the Offeror. If the Offeror has any related party transaction with the Business in the future, the Offeror will arrange to ensure that the Business proceeds in compliance with the rules and regulations of the SEC, the Capital Market Supervisory Board and the SET as well as any laws, rules and regulations imposed by the relevant agencies and authorities.</p>	<p>Related Party Transactions between the Offeror and the Business and subsidiaries of the Business. As of Tender Offer submission date, the Offeror has no related party transactions with Business and subsidiaries of the Business. However, the Offeror and the Business have common relationship via shareholding structure in Central Pattana Nine Square Co., Ltd. ("Central Pattana Nine Square"), a company which CPN owns 93.30% and Rama IX Square Co., Ltd. ("Rama 9 Square") held 3.27% shares of the total issued and paid-up shares capital of Central Pattana Nine Square respectively. Rama 9 Square is a subsidiary of the Business which the Business held 93.09% of the total issued and paid-up shares capital of Rama 9 Square. Central Pattana Nine Square and Rama 9 Square have the following relationships:</p> <ol style="list-style-type: none"> <li>1) Mr. Kobchai Chirathivat who is director of Central Pattana Nine Square and Rama 9 Square</li> <li>2) Mr. Jatesiri Boondicharearn who was a major shareholder of the Business and was director in Central Pattana Nine Square</li> </ol>

4.1. Benefit and impact to Shareholders who reject the offer (only for the case that the Tender Offer is for delisting)

-None-

Because this Tender Offer is not the Tender Offer for delisting

5. Summary of the material Information of any Contract/ Agreement/ Memorandum of Understanding, before entering to the Tender Offer for the purpose of purchasing securities of the Company

Agreement	Share Purchase Agreement for the Shares in Grand Canal Land Public Company Limited								
Parties	Seller: 1) Charoenkrit Enterprise Co., Ltd. 2) Belle Park Residence Co., Ltd. 3) Mr. Jatesiri Boondicharearn 4) Miss Romani Boondicharearn 5) Mr. Jatemongkol Boondicharearn Purchaser: CPN Pattaya Company Limited								
Date of Agreement	12 September 2018								
Transfer Date	12 September 2018								
Purchased Shares	The total of 3,278,132,406 ordinary shares in the Target, with a par value of Baht 1.00 each, being held by the Sellers. Such shares constitute approximately 50.43% of the total voting shares of the Target. Each Seller agree to sell those shares to the Purchaser in the following number. <table border="1" data-bbox="547 1944 1412 2056"> <thead> <tr> <th data-bbox="547 1944 965 2024">Sellers</th> <th data-bbox="971 1944 1268 2024">Number of Shares Sold (shares)</th> <th data-bbox="1275 1944 1412 2024">%</th> </tr> </thead> <tbody> <tr> <td data-bbox="547 2033 965 2056">Charoenkrit Enterprise Co., Ltd.</td> <td data-bbox="971 2033 1268 2056">781,967,706</td> <td data-bbox="1275 2033 1412 2056">12.03</td> </tr> </tbody> </table>			Sellers	Number of Shares Sold (shares)	%	Charoenkrit Enterprise Co., Ltd.	781,967,706	12.03
Sellers	Number of Shares Sold (shares)	%							
Charoenkrit Enterprise Co., Ltd.	781,967,706	12.03							

	Belle Park Residence Co., Ltd.	290,560,306	4.47
	Mr. Jatesiri Boondichareern	769,449,520	11.84
	Miss Romani Boondichareern	718,077,437	11.05
	Mr. Jatamongkol Boondichareern	718,077,437	11.05
	Total	3,278,132,406	50.43
<b>Purchase Price</b>	Baht 3.10 per share, in the total amount of Baht 10,162,210,458.60		
<b>Transfer of Shares and Payment</b>	The transfer of shares and the payment will be made through the trading system of the Stock Exchange of Thailand.		
<b>Conditions Precedent</b>	None		
<b>Seller's obligations after the completion of the sale of shares</b>	<p>After the completion of the sale of shares, the Seller must take the following key actions:</p> <ol style="list-style-type: none"> <li>1. the Seller will procure one of its subsidiaries to terminate the hotel management agreement whereby such hotel has not yet commenced its operation. In this regard, Seller will be liable for any damages which may arise from the termination of such hotel management agreement of up to Baht 20,000,000; and</li> <li>2. the Seller will procure certain directors of the company nominated by the Seller to submit their resignation letter to the Purchaser on the transfer date.</li> </ol>		
<b>Legal Advisor to the Purchaser in Preparing the Share Purchase Agreement</b>	Allen & Overy (Thailand) Co., Ltd.		

Source: 247-4

## 6. The Opinion of the Independent Financial Advisor

Based on the information and the reason as mentioned above. **IFA has opinion that shareholders should accept this Tender Offer base on 2 main reasons.**

1. The Tender Offer Price is appropriate and is higher than the range appraised by the IFA which is Baht 1.87 – 3.00 per share (the Tender Offer Price is at Baht 3.10 per share)

(Unit: Baht/Share)

Valuation approach	Share value (Baht/Share)	Offer Price	Higher (Lower) than Offer Price	Higher (Lower) than Offer Price as %
1) Book Value Approach	1.89	3.10	(1.21)	(39.03)
2) Adjusted Book Value Approach <sup>1/</sup>	2.09	3.10	(1.05)	(33.87)
3) Market Value Approach <sup>1/</sup>	3.00	3.10	(0.10)	(3.23)
4) Price to Book Value Ratio Approach (P/BV Ratio)	2.59 - 3.00	3.10	(2.82) – (2.50)	(16.45) – (3.23)
5) Price to Earnings Ratio Approach (P/E)	2.30 - 2.75	3.10	(0.80) - (0.35)	(25.81) – (11.29)
6) Discounted Cash Flow Approach <sup>1,2/</sup>	1.87 - 2.37	3.10	(1.23) – (0.73)	(39.68) – (23.55)

Remark: 1/ Appropriated Approaches for this valuation of the Company's shares in the Opinion of the IFA

2/ The value of the Company's shares is calculated from WACC ranging between 8.61% - 8.79%

2. If the Offeror delists the Company from the SET after 90 days after the Tender Offer, the Offer Price for delisting might be lower than the current Offer Price (more details as mentioned in clause 3.2.1). However, in order to delist the Company from the SET, the Company need an approval requiring votes 3 out of 4 of total paid-up shares of the Company from shareholders and no shareholders' objections exceeding 10% of total paid-up shares of the Company.

In considering whether to accept or reject the tender offer, shareholders may consider the reasons and comments on various issues in the IFA presented in this report. The decision to accept or reject is depending solely on shareholders.

Discover Management Company Limited as the Independent Financial Advisor hereby certifies that the opinions have prudently been provided in compliance with the professional standards and principles, with due regard to the shareholders' benefits.

Yours sincerely,

Discover Management Company Limited



(Mr. Vuthichai Tumasaroj)

Director



(Mr. Kanokporn Pongjetanapong)

Director



(Mr. Vuthichai Tumasaroj)

Supervisor



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