

(Translation Version)

The Opinion of the Independent Financial Advisor
On the Asset Acquisition and Connected Transaction

of

Raimon Land Public Company Limited

Presented to

Shareholders



Raimon Land Public Company Limited

Prepared by



Asset Pro Management Company Limited

March 25, 2019

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Independent Financial Advisor has provided the definition of term used in this report as follows.

Synonym	Definition
The Company / RML / The Buyer	Raimon Land Public Company Limited
KPNL / The Seller	KPN Land Company Limited
RMLH	Raimon Land Holding Company Limited
RML19	Raimon Land 19 Company Limited
RML548	RML 548 Company Limited
OCC Project	One City Centre is the 50-storey Grade A Office Building under development located on land title deed no. 15235 and 8809 located on Phloen Chit Road, Lumpini, Pathumwan, Bangkok with total area of 6 rai 28 square wah
SHAA Project	24-storey luxury condominium project under development located on land title deed no. 24160 and 24161 located in Soi Sukhumvit 16, Khlong Toei Nuea, Watthana, Bangkok with total area of 1 rai 8 square wah
Stock Exchange or SET	Stock Exchange of Thailand
Office of SEC	The Securities and Exchange Commission
TorChor.20/2008	Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets
TorChor.21/2008	Notification of Capital Market Supervisory Board No. TorChor.21/2008 Re: Ruled on Connected Transactions
Independent Financial Advisor or IFA	Asset Pro Management Company Limited (APM)
NAV	Net Asset Value
Prime Grade	Office Building located in prime area with full facilities or Grade A Office Building
Non-Prime Grade	Office Building not Qualified for Prime Grade like located in prime area with full facilities or Grade B Office Building and Grade C Office Building
REIT / Trust	Real Estate Investment Trust

Ref.No. APM 024/2019

March 25, 2019

Subject The Opinion of Independent Financial Advisor on Asset Acquisition and Connected Transaction of
Raimon Land Public Company Limited

To Shareholders of Raimon Land Public Company Limited

The Board of Director of Raimon Land Public Company Limited ("the Company" or "RML") has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve 1) propose to the Annual General Meeting of Shareholders 2019 to consider and approve the investment in ONE CITY CENTRE PROJECT by letting RML 548 Co., Ltd. ("RML548") a subsidiary of the Company with ownership proportion of 100.00% of its authorized capital to invest in the real estate development project in form of office building ("OCC Project") and 2) propose to the Annual General Meeting of Shareholders 2019 to consider and approve the investment in acquiring shares of Raimon Land 19 Co., Ltd. ("RML 19") for 49.00% of its authorized capital by Raimon Land Holding Co., Ltd. ("RMLH"). RML 19 has the ownership in Condominium Project under development ("SHAA Project") including its rights as creditor of the connected persons.

OCC Project is a real estate development project in form of Grade A Office Building and Retail Space. Total area of the project is 116,199 square meters with net leasable area of 59,949 square meter composed of office space of 54,649 sq.m. and retail space of 5,300 square meter The project is located on Phloen Chit Road. Total investment in OCC Project is THB 5,449.46 million (excluding the land lease payment). The size of transaction based on total value of consideration is 38.03% of total assets of the Company based on the financial statement as of December 31, 2018. The project is located on 2 parcels of land with total area of 6 rai and 28 square wah.

- 1) Land Title Deed No. 15235 Parcel No. 3602 Sub-District No.3435 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok with the area of 2 Rai 3 Ngan
- 2) Land Title Deed No. 8809 Parcel No. 1903 Sub-District No.2788 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok (Partially) with the area of 3 Rai 1 Ngan 28 Square Wah.

OCC Project is located on the land under the long-term lease agreement with the term of 30 year ending on March 31, 2052 between the Company and Pattra Co., Ltd. ("Lessor"). The Board of Directors of the Company has resolved in its meeting no. 7/2016 held on November 10, 2016 to approve to enter into the long-term lease agreement with total land lease payment for 30 years of THB 3,321.98 million. The property will be used in development of office building with retail space. The size of transaction based on total value of consideration at that time is 34.04% of total assets of the Company based on the financial statement as of September 30, 2016. Currently, the lessor has already delivered the property to the Company.

The investment in developing OCC Project is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 ("Rules on Acquisition and Disposal") and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications. The investment in developing OCC Project including the acquisition of leasehold on land for the term of 30 years used in project development has the total investment amount of THB 8,771.44 million. Combining with other related transactions, the size of this transaction based on total value of consideration which is the highest criteria is 72.07%.

The resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 of Raimon Land Public Company Limited on October 11, 2018 ("the Company" or "RML") has approved the investment in KPN Land Co., Ltd. ("KPNL") in form of Entire Business Transfer. This results in acquiring ordinary shares of Raimon Land 19 Co., Ltd. ("RML19") via Raimon Land Holding Co., Ltd. ("RMLH") for 51.00% of the authorized and paid-up capital of RML19. RML19 is the owner of one 24-storey luxury condominium project under development which is located in Land Title Deed No. 24160 and 24161, Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Watthana District with total area of 1 rai 8 square wah ("SHAA Project"). Currently, the project is under consideration for EIA approval from the committee. The Company makes payment for acquiring KPNL by cash and issuing new shares. This transaction will make KPNL become the major shareholders of the Company. As of March 29, 2019, KPNL holds ordinary shares of the Company of 19.84% of authorized and paid-up capital. Moreover, Mr. Krit Narongdej who is the control person of KPNL also holds ordinary share of the Company of 0.34% of authorized and paid-up capital ("KPNL Group"). KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. However, after acquiring assets of KPNL, the business partner of KPNL under Joint Venture Agreement still holds shares of RML19 of 49.00% of authorized and paid-up capital and exercise the rights under the joint venture agreement to let KPNL acquiring shares in RML19 (Put Option) held by the business partner of 49.00%. Therefore, KPNL who is the major shareholder of the Company needs to acquire all remaining shares of RML19 of 49.00%.

To eliminate the conflicts of interest and to create highest benefits to the Company as the owner of the project in generating return in the future, the Board of Director of the Company has resolved in its meeting no. 3/2019 held on March 14, 2019 at 14.00 hrs. at the meeting room of the Company to approve Raimon Land Holding Co., Ltd. (RMLH) which is a subsidiary of the Company with ownership proportion of 100.00% to acquire additional ordinary shares of RML19 for 245,000 shares with par value of THB 100.00 which is 49.00% of authorized and paid-up capital from KPNL including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. The Transaction is considered to be the asset acquisition in accordance with the Notification

of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications ("Rules on Acquisition and Disposal"). The calculation of transaction size using total value of consideration which has the highest value is 1.33% based on the consolidated financial statement of the Company audited by the auditor as of December 31, 2018.

However, during past 6 months, the Company has acquired the rights in trademark "klapsons" used for hospitality business for 10 years starting from January 1, 2019 to December 31, 2028. The Company paid for the rights of using this trademark not more than THB 19.81 million. Total value of consideration at that time 0.15% of total assets of the Company based on the financial statement as of September 30, 2018.

Combining the size of these 3 transactions with the asset acquisition during past 6 months under Rules on Acquisition and Disposal, total size of transaction is 73.55% based on total value of consideration. This asset acquisition is classified as Class 1 in accordance with Rules on Acquisition and Disposal with the transaction size more than 50% but less than 100% (based on the highest criteria). Therefore, the Company needs to prepare the report and disclose information to the Stock Exchange of Thailand and propose to the shareholders meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders. The Company is also under negotiation of a foreign partner who is specialized in property development in form of office building for rent in Asia Continent. After finalizing the agreement with the partner, the Company will disclose information regarding to asset acquisition as well as perform in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 ("Rules on Acquisition and Disposal") and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications.

Moreover, the acquisition of additional ordinary shares of RML19 for 245,000 shares with par value of THB 100.00 which is 49.00% of authorized and paid-up capital from KPNL including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million is considered to be the connected transaction Class 4 related to assets or services in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2008 Re: Ruled on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 ("Rule on Connected Transaction"). The size of transaction is 3.43% of total net asset value (NTA) of the Company and subsidiaries with is higher than THB 20.00 million and higher

than 3.00% of total net asset value of the Company and subsidiaries based on the consolidated financial statement audited by the auditor as of December 31, 2018. Therefore, this transaction is considered to be large and the Company needs to act as the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546. The Company needs to disclose information to the Stock Exchange of Thailand and propose to the shareholders meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders.

The shareholders who are not eligible to vote are KPNL holding 828,000,000 shares and Mr. Krit Narongdej as the director of KPNL holding 14,042,800 shares, which are totally 842,042,800 shares. The remaining shares eligible to vote is 3,330,441,327 shares and this transaction needs to be approved by at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote.

Based on the above reason, the Company has appointed Asset Pro Management Co., Ltd. ("Independent Financial Advisor" or "APM") as the Independent Financial Advisor to provide the opinion to shareholders regarding to acquisition of assets for the Annual General Meeting of Shareholder 2019 held on April 29, 2019 at 14.00 hrs. at Surasak Ballroom, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yan Nawa Sub-District, Sathorn District, Bangkok. In this report, IFA has considered the reasonableness of the transaction independently under professional standard based on the benefits of all shareholders fairly.

Based on the above 2 transactions, there are advantages and disadvantages of entering into the transaction, advantages and disadvantages of not entering into the transaction, and risk of transaction as follows.

- Acquisition of Assets from Investment in OCC Project

Advantages and Disadvantages of Entering into the Transaction	
Advantages of Entering into the Transaction	Disadvantages of Entering into the Transaction
1) The Company can create the opportunity to earn more revenues and profits in the future 2) Increase of Recurring Income 3) Utilization of leasehold appropriately to develop office building 4) Increase the experience in developing and managing office building and retail space	1) Project duration is limited to 30 years. 2) Investment requires large amount of cash making the Company lose opportunity to invest in other projects.
Advantages and Disadvantages of Not Entering into the Transaction	
Advantages of Not Entering into the Transaction	Disadvantages of Not Entering into the Transaction
1) No financial obligation from investment in the project	1) Loss of opportunity in earning more revenues and profits in the future

2) Holding cash for other investment opportunities	2) The Company cannot earn recurring income 3) Loss of opportunity to utilize leasehold of land with potential for developing office building 4) Loss of opportunity to increase experience and expand into office building and retail space for rent
Risk of the Transaction	
1) High competition can make the demand and rental rate different from estimation 2) Delay of Construction 3) Cost of construction materials and cost in project development can be higher than estimation 4) Volatility of interest rate and sufficiency of capital in developing the Project 5) The Company does not get the approval from the shareholders' meeting	

- Connected Transaction from Acquiring Ordinary Shares of RML19 for 49.00% of Authorized and Paid-up Capital including the Right as Creditor of KPML with Accrued Interest

Advantages and Disadvantages of Entering into the Transaction	
Advantages of Entering into the Transaction	Disadvantages of Entering into the Transaction
1) The Company can earn revenue in full amount in the future after the construction was completed 2) Having the absolute control power in the project 3) Acquiring assts that are consistent with the nature of business of the Company 4) Eliminating the conflicts of interest	1) Investment requires large amount of cash making the Company lose opportunity to invest in other projects
Advantages and Disadvantages of Not Entering into the Transaction	
Advantages of Not Entering into the Transaction	Disadvantages of Not Entering into the Transaction
1) No business risk from the uncertainty of the project 2) The Company can use cash balance to invest in other projects	1) Loss of opportunity in earning revenues in full amount from the project 2) No absolute controlling power in the project
Advantages of Entering into the Transaction with Connected Person	Disadvantages of Entering into the Transaction with Connected Person
1) Eliminating conflict of interest	-None-
Advantages of Entering into the Transaction with Outsider	Disadvantages of Entering into the Transaction with Outsider
-None-	1) The Company will not receive the shares in the project from the connected person
Risk of the Transaction	
1) Performance of RML19 is different from estimation	

- 2) Risk of project delay from the schedule and the ownership transfer cannot be done
- 3) Risk of higher interest rate
- 4) Risk of being called for loan repayment for the amount used to purchase the land
- 5) The Company has risk from lending to RML19 with accrued interest for the full amount

IFA has performed the feasibility analysis for OCC Project using Free Cash Flow to Project Approach and Free Cash Flow to Equity Approach which can be summarized as follows.

1. Free Cash Flow to Project Approach

IFA has summarized the value of Net Present Value (NPV), Project Internal Rate of Return (Project IRR), and Payback Period as follows.

Item	Value
Net Present Value (NPV)	THB 1,761.20 million
Project Internal Rate of Return (Project IRR)	9.03% per year
Payback Period	13 years 9 months

Based on the estimation of discounted free cash flows to project, the net present value (NPV) is THB 1,761.20 million. The project internal rate of return (Project IRR) is 9.03% per year which is higher than the weighted average cost of capital (WACC) of 7.23%. The payback period is 13 years and 9 months.

2. Free Cash Flow to Equity Approach

IFA has summarized the value of Net Present Value (NPV), Equity Internal Rate of Return (Equity IRR), and Payback Period as follows.

Item	Value
Net Present Value (NPV)	THB 881.80 million
Equity Internal Rate of Return (Equity IRR)	11.45% per year
Payback Period	12 years 11 months

Based on the estimation of discounted free cash flows to project, the net present value (NPV) is THB 881.80 million. The equity internal rate of return (Equity IRR) is 11.45% per year which is higher than the cost of equity (Ke) of 9.65%. The payback period is 12 years and 11 months.

Therefore, based on the above return on the investment, IFA has opined that OCC Project is financially feasible and it is reasonable to invest in the project (More Details in Part 3 Reasonableness of Price of Asset Acquisition in OCC Project)

The transaction is the investment in developing OCC Project which is the real estate development project in form of Grade A office buildings with retail space. The important condition in this transaction is from that the executives of the Company have seen the potential of this location on Phloen Chit Road, Bangkok which is the last parcel of land in the central business areas of Bangkok. Then, the Company has entered into the long-term lease agreement with Pattra Co., Ltd. In accordance with long-term lease agreement, the lessor has determined that the lessee needs to develop the Grade A Buildings for commercial use and needs to get the rating from Leadership in Energy and Environmental Design (LEED) in Gold or Platinum level. Therefore, the Company needs to consider for investing to develop this project.

Based on the above conditions, **IFA has opined that the conditions in the Transaction is appropriate.**

IFA has considered the fairness of price and appropriateness of the Transaction including advantages and disadvantages of entering into the Transaction or not entering into the Transaction as well as the return on investment from OCC Project. There are some risks in this project, but those risks are general business risks. IFA opines that entering into the Transaction will benefit the Company more. Therefore, IFA has opined that **shareholders should vote for this Transaction.**

For SHAA Project, IFA has performed the valuation of RML19 using various approaches with different advantages and disadvantages and the value of ordinary shares of RML19 with 49.00% of authorized and paid-up capital can be summarized as follows.

Valuation Approach	Value (THB million)	Value including the Right as Creditor with Accrued Interest of KPNL ^{1/} (THB Million)	Compared to the transaction price of THB 191.10 million
1. Book Value Approach	2.76	133.29	Lower by THB 57.81 million or lower by 30.25 %
2. Adjusted Book Value Approach	61.44	191.98	Higher by THB 0.88 million or higher by 0.46 %
3. Price to Book Value Ratio (P/BV)	2.68 – 3.14	133.22 – 133.67	Lower by THB 57.43 – 57.88 million or lower by 30.05 % – 30.29%
4. Discounted Cash Flow Approach	134.50	214.82 - 265.04	Higher by THB 23.72 – 73.94 million or higher by 12.41% – 38.69%

Note: ^{1/} The right as creditor of KPNL with accrued interest that KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 has the value of THB 130.54 million

IFA has selected the appropriate valuation approach which is the adjusted book value approach. The value of shareholders' equity with 49.00% of total authorized and paid-up capital is THB 191.98 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 0.88 million or higher by 0.46% of the price of the Transaction (More Details in Part 3 Reasonableness of Price of Connected Transaction in Acquiring Ordinary Shares of RML19 for 49.00% of Authorized and Paid-up Capital including the Right as Creditor KPNL with Accrued Interest)

For acquiring assets from the connected person resulting in acquiring all assets, liabilities, and rights in RML19, the main asset is additional ordinary shares of RML19 for 49.00% of authorized and paid-up capital including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. The Transaction is considered to be the transaction with connected person with the following important conditions.

- The condition in share purchase agreement is the transaction must be approved by the Board of Director and the shareholders' meeting of RMLH (Buyer) and KPNL (Seller)
- The seller has agreed to transfer the right of creditor with accrued interest of THB 130.54 million that the seller lent to RML19 to the buyer. The transfer will be completed after making the written agreement on the date that the buyer makes payment.
- The seller has agreed to transfer the right and obligation with outside parties such as intellectual property in SHAA Project and others (if any) to the buyer at the discretion of the buyer within the reasonable time.
- The period under this agreement until the closing date unless getting the written consent from the seller, the seller must not take any action and not let RML19 take any action as follows (1) to take or not to take any action that is incorrect in accordance with this agreement, (2) to amend the Company's Regulations or any important document, (3) to sell, to rent, to create obligations, to make a mortgage, to transfer, or to agree to see, to rent to create obligation, to make a mortgage, to transfer, or to create the right to withhold the shares, (4) to proceed to merge or dissolve the business or file for bankruptcy, (5) to enter into any agreement related to shares or to sell or transfer such right, including but not limit to the voting right
- The seller will not increase the loan amount and/or call for payment including fees or interest after signing this agreement until the closing date. However, this does not include to do the capital increase and to make payment for shares.

Based on the above conditions, IFA has opined that the conditions in the Transaction is reasonable.

IFA has considered the reasonableness of price and appropriateness of the Transaction in acquiring assets from connected person of RML19 including advantages and disadvantages of entering into the

Transaction or not entering into the Transaction. IFA opines that entering into the Transaction will benefit the Company more. Therefore, IFA has opined that shareholders should vote for this Transaction.

Asset Pro Management Co., Ltd. as the Independent Financial Advisor has performed the due diligence and analysis of various information with prudence under the professional standards. The opinion is based on the information and documents received from related parties including from executives of the Company and related companies as mentioned above. It is assumed that all received information are completely accurate based on the current condition and situation. If there is any significant change from the current condition and/or some information are inaccurate, it may significantly affect the opinion of IFA in this report and this is not the responsibility of IFA.

The shareholders should study the information in this IFA report and related documents in order to come up with own justification for making appropriate decision. The decision to vote for or against the transaction rests primarily with the shareholders.

Asset Acquisition from Investment in Developing One City Centre Project (“OCC Project”) which is the Real Estate Development Project in form of Grade A Office Building and Retail Space

Part 1 : Overview of Asset Acquisition

1.1 Objective and Background

The Board of Director of Raimon Land Public Company Limited (“the Company” or “RML”) has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve RML 548 Co., Ltd. (“RML548”) a subsidiary of the Company with shareholding proportion of 100.00% of its authorized capital to invest in developing One City Centre Project (“OCC Project”) which is a real estate development project in form of Grade A Office Building and Retail Space. Total area of the project is 116,199 square meters with net leasable area of 59,949 square meter composed of office space of 54,649 sq.m. and retail space of 5,300 square meter The project is located on Phloen Chit Road. Total investment in OCC Project is THB 5,449.46 million (excluding the land lease payment). The size of transaction based on total value of consideration is 38.03% of total assets of the Company based on the financial statement as of December 31, 2018. The project is located on 2 parcels of land with total area of 6 rai and 28 square wah.

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- 2) Land Title Deed No. 8809 Parcel No. 1903 Sub-District No.2788 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok (Partially) with the area of 3 Rai 1 Ngan 28 Square Wah.

OCC Project is located on the land under the long-term lease agreement with the term of 30 year ending on March 31, 2052 between the Company and Pattria Co., Ltd. (“Lessor”). The Board of Directors of the Company has resolved in its meeting no. 7/2016 held on November 10, 2016 to approve to enter into the long-term lease agreement with total land lease payment for 30 years of THB 3,321.98 million. The property will be used in development of office building with retail space. The size of transaction based on total value of consideration at that time is 34.04% of total assets of the Company based on the financial statement as of September 30, 2016. Currently, the lessor has already delivered the property to the Company.

The investment in developing OCC Project is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (“Rules on Acquisition and Disposal”) and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications. The investment in developing OCC Project including the acquisition of leasehold on land for the term of 30 years used in project development has the total investment amount of THB 8,771.44 million. Combining with

other related transactions, the size of this transaction based on total value of consideration of 72.07%. During past 6 months, the Company has acquired the rights in trademark “klapsons” used for hospitality business for 10 years starting from January 1, 2019 to December 31, 2028. The Company paid for the rights of using this trademark not more than THB 19.81 million. Total value of consideration at that time 0.15% of total assets of the Company based on the financial statement as of September 30, 2018. Moreover, the Board of Directors has resolved in the same meeting to approve Raimon Land Holding Co., Ltd. (“RMLH”) a subsidiary of the Company with shareholding proportion of 100.00% of its authorized capital to acquire ordinary shares of Raimon Land 19 Co., Ltd. (“RML 19”) 245,000 shares with par value of THB 100 which is 49.00% of its authorized capital from KPN Land Co., Ltd. (“KPNL”) for total value of THB 191.10 million. The main business of RML 19 is to develop the real estate project for sale. Moreover, KPNL is the major shareholder and creditor of KPNL with accrued interest (KPNL has lent to RML 19 based on shareholding proportion in RML 19 which is THB 130.54 million). The size of transaction based on total value of consideration is 1.33% of total assets of the Company. Combining the size of these 3 transactions and the acquisition of assets during past 6 months in accordance with Rules on Asset Acquisition, total size of transaction is 73.55% based on total value of consideration. This asset acquisition is classified as Class 1 in accordance with Rules on Acquisition and Disposal with the transaction size more than 50% but less than 100% (based on the highest size of transaction). Therefore, the Company needs to prepare the report and disclose information to the Stock Exchange of Thailand (“SET”) and propose to the shareholders meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders. The Company is also under negotiation of a foreign partner who is specialized in property development in form of office building for rent in Asia Continent. After finalizing the agreement with the partner, the Company will disclose information regarding to asset acquisition as well as perform in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (“Rules on Acquisition and Disposal”) and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications.

Based on the above reason, the Company has appointed Asset Pro Management Co., Ltd. (“Independent Financial Advisor” or “APM”) as the Independent Financial Advisor to provide the opinion to shareholders regarding to acquisition of assets for the Annual General Meeting of Shareholder 2019 held on April 29, 2019 at 14.00 hrs. at Surasak Ballroom, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yan Nawa Sub-District, Sathorn District, Bangkok. In this report, IFA has considered the reasonableness of the transaction independently under professional standard based on the benefits of all shareholders fairly.

RML and RML548 has done some transactions related to OCC Project as follows.

- On December 28, 2016, RML made the lease agreement with Pattra Co., Ltd. and done the registration at Bangkok Land Office on April 2, 2018 based on the location of OCC Project.
- On April 30, 2017, RML hired Tai Tai Engineers Co., Ltd. as the consultant to develop the report on Environmental Impact Assessment (EIA) of OCC Project.
- On May 8, 2017, RML hired Skidmore Owings and Merrill (Thailand) Co., Ltd. as the architectural designer and building engineer of OCC Project.
- On May 16, 2017, RML hired Tandem Architect (2001) Co., Ltd. as the Architectural Design Service Consultant of OCC Project.
- On August 1, 2017, RML hired Aurecon Consulting (Thailand) Co., Ltd. as the MEP Engineering Service Consultant of OCC Project.
- On August 4, 2017, RML hired Shma Co., Ltd. for Landscape Architectural Design Service of OCC Project.
- On September 6, 2017, RML548 hired Meinhardt (Thailand) Co., Ltd. as the consultant in Civil & Structural Engineering Service of OCC Project.
- On September 25, 2017, RML548 hired Arcadis (Thailand) Co., Ltd. for Quantity Surveying Service of OCC Project.
- On January 22, 2018, RML548 hired Meinhardt (Thailand) Co., Ltd. as the LEED Consultancy Service of OCC Project.
- On February 28, 2018, RML548 hired Thammasat University Research and Consultancy Institute as the consultant for the Study of Wind-Induced Forces using Wind Tunnel Model Test for OCC Project.
- On March 1, 2018, RML548 hired DJ Coalition Co., Ltd. as the consultant in Lighting Design Service of OCC Project.
- On March 8, 2018, RML transferred the leasehold on the land in which OCC Project is located to RML548.
- On April 23, 2018, RML548 hired Demolish Inter Tech Co., Ltd. for demolishing works of old building located on OCC Project.
- On July 9, 2018, RML548 received the acceptance letter for financial support from one financial institution of THB 3,480.00 million used in OCC Project which is composed of the loan amount of THB 750.00 million for up-front land lease payment, the loan amount of THB 2,700.00 million used for construction and project development, and the letter of guarantee of THB 30.00 million used in guarantee about utility system in the project.
- On January 14, 2019, RML548 has got the building permit for OCC Project.
- On January 15, 2019, RML548 has hired Bouygues-Thai Co., Ltd. as the contractor in construction of OCC Project.

1.2 Transaction Date

The Company will invest in developing OCC Project for THB 5,449.46 million (excluding land lease payment) after getting approval from the shareholders' meeting in the Annual General Meeting of Shareholders 2019 held on April 29, 2019 at 14.00 hrs. at Surasak Ballroom, Eastin Grand Hotel Sathorn.

1.3 Profile of Developer

RML 548 Co., Ltd. (RML548)

RML548 is incorporated on August 30, 2017 with Juristic Person No. 0105560145890. The main business is to operate a rental business and other operations related to real estate of its own or rented from others. The current authorized capital is THB 1,300.00 million and the paid-up capital is THB 952.00 million. It is a subsidiary of Raimon Land Public Company Limited ("RML") with shareholding proportion of 100.00%. this company will invest in developing One City Centre Project ("OCC Project") which is real estate development project in form of Grade A office building with retail space. The building has 50 floors and is located on Phloen Chit Road. The project has already got EIA approval on December 21, 2018. OCC Project of RML548 is located on 2 land parcels with total area of 6 rai 28 square wah under the ownership of RML548 as follows.

- 1) Land Title Deed No. 15235 Parcel No. 3602 Sub-District No.3435 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok with the area of 2 Rai 3 Ngan.
- 2) Land Title Deed No. 8809 Parcel No. 1903 Sub-District No.2788 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok (Partially) with the area of 3 Rai 1 Ngan 28 Square Wah.

List of Directors

The list of directors of RML548 as of February 26, 2019 consists of 3 directors as follows.

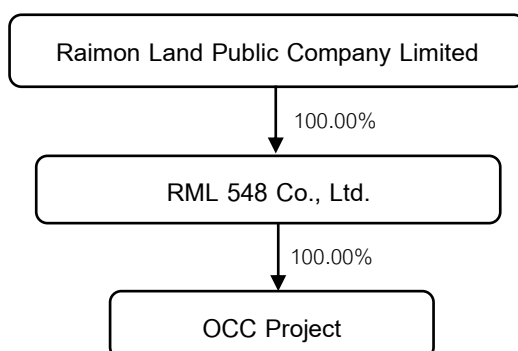
Name	Authorized Directors
1. Mr. Lee Chye Tek Lionel	Any two directors jointly sign affixed with the Company's seal
2. Mr. Lee Chye Cheng Adrian	
3. Mr. Sataporn Amornvorapak	

List of Shareholders

As of June 14, 2018, RML548 had the authorized capital of THB 1,300.00 million and paid-up capital of THB 952.00 million. The ordinary shares consist of 13,000,000 shares with par value of THB 100.00. There are 4 shareholders as follows.

Name	Number of Share	Value (THB million)	Paid-up Amount (THB Million)	%
1. Raimon Land Public Company Limited	12,999,991	1,300.00	952.00	100.00
2. Mr. Lee Chye Tek Lionel	3	0.00	0.00	<0.01
3. Mr. Lee Chye Cheng Adrian	3	0.00	0.00	<0.01
4. Mr. Sataporn Amornvorapak	3	0.00	0.00	<0.01
Total	13,000,000	1,300.00	952.00	100.00

Shareholding Structure



Operating Performance and Financial Position

Statement of Financial Position

RML 548 Co., Ltd.				
As Of	December 31, 2017		December 31, 2018	
	THB million	%	THB million	%
Cash and cash equivalents	1.06	4.29	0.14	0.01
Advance payment to contractors	0.62	2.50	1.33	0.07
Other current assets	-	-	1.36	0.08
Total current assets	1.67	6.79	2.83	0.16
Restricted bank deposits	-	-	0.01	0.00
Investment properties	-	-	256.01	14.14
Leasehold right	-	-	1,527.10	84.35
Advance payment to contractor for construction of office building	22.95	93.21	-	-
Other current assets	-	-	24.54	1.36
Total non-current assets	22.95	93.21	1,807.65	99.84
Total assets	24.63	100.00	1,810.48	100.00
Trade and other payables	9.15	37.17	4.66	0.26
Retention payables	0.09	0.36	1.41	0.08
Short-term loans from related parties and accrued interest	11.14	45.23	322.66	17.82
Other current liabilities	0.18	0.71	0.02	0.00
Total current liabilities	20.56	83.46	328.74	18.16
Long-term loans from financial institutions	-	-	500.00	27.62
Deferred Tax Liabilities	-	-	6.89	0.38
Accrued long-term lease of land	-	-	39.79	2.20
Total non-current liabilities	-	-	546.68	30.20
Total liabilities	20.56	83.46	875.43	48.35
Authorized capital	5.00	4.29	1,300.00	71.80
Paid-up Capital	5.00	4.29	952.00	52.58
Retained Earnings – Unappropriated	(0.93)	(3.77)	(16.95)	(0.94)
Total shareholders' equity	4.07	16.54	935.05	51.65
Total liabilities and shareholders' equity	24.63	100.00	1,810.48	100.00

Income Statement

RML 548 Co., Ltd.				
As Of	December 31, 2017		December 31, 2018	
	THB million	%	THB million	%
Interest Incomes	0.00	100.00	0.03	24.70
Other Incomes	-	-	0.10	75.30
Total Revenues	0.00	100.00	0.13	100.00
Marketing Expenses	0.73	20,675.50	2.59	2,025.34
Administrative Expenses	0.16	4,635.27	1.45	1,133.90
Total Expenses	0.89	25,310.78	4.04	3,159.24
Earnings before Finance Costs and Tax	(0.89)	(25,210.78)	(3.91)	(3,059.24)
Finance Costs	(0.04)	(1,084.78)	(5.22)	(4,081.89)
Earnings before Tax	(0.93)	(26,295.56)	(9.13)	(7,141.12)
Corporate Income Tax	0.00	0.00	(6.89)	(5,386.66)
Net Income	(0.93)	(26,295.56)	(16.02)	(12,527.78)

1.4 Related Parties and Relationship with the Company and subsidiaries

1.4.1 Letter of Acceptance of Contractor Agreement for Construction of One City Centre Project (OCC)

Hirer : RML 548 Co., Ltd. (RML548)
Contractor : Bouygues Thai Co., Ltd.
Relationship : No relationship with shareholders, directors, and executives of the Company

Overview of Bouygues Thai Co., Ltd.

Bouygues Thai Co., Ltd. is incorporated as the juristic person in accordance with Civil and Commercial Code on March 16, 1999. Currently, it has the authorized capital of THB 100.00 million and is located on 489 Bond Street Road, Bang Pood Sub-District, Pak Kret District, Nonthaburi Province 11120. The main business is to be the contractor for construction.

List of Directors

The list of directors of Bouygues Thai Co., Ltd. as of December 28, 2018 consists of 9 directors as follows.

Name	Authorized Directors
1. Mr. Jean Marie Verbrugghe	Anyone of Mr. Jean Marie Verbrugghe or Mr. Patrice Jean Gabriel Bard signs with the company's seal or any two directors jointly sign with the company's seal
2. Mr. Pierre Erik Maurice Saint-Audrey	
3. Mr. Paisal Shusang	
4. Mr. Pierre Henry Skorochod	
5. Mr. Suphot Sonsuwan	
6. Mr. Supachai Muangmaiprae	
7. Mr. Nicolai Fredrick Borit	
8. Mrs. Nattarat Hansapinyo	
9. Mr. Patrice Jean Gabriel Bard	

List of Shareholders

As of December 28, 2018, Bouygues-Thai Co., Ltd. had the authorized capital of THB 100.00 million and paid-up capital of THB 84.25 million in form of 1,000,000 ordinary shares with par value of THB 100.00. There are 6 shareholders as follows.

Name	Number of Share	Amount (THB Million)	Paid-up Amount (THB Million)	%
1. Ruchi Karn Yotha Co., Ltd.	500,000	50.00	50.00	50.00
2. Bouygues Bâtiment International	489,997	49.00	33.57	49.00
3. Mr. Chalee Maoleekulpairoj	9,996	1.00	0.68	1.00
4. Mr. Jean Marie Verbrugghe	3	0.00	0.00	<0.01
5. Mr. Suphot Sonsuwan	3	0.00	0.00	<0.01
6. Mr. Surapon Pattaravinich	1	0.00	0.00	<0.01
Total	1,000,000	100.00	84.25	100.00

Important Details of Letter of Acceptance of Contractor Agreement for Construction of One City Centre Project (OCC)

Hirer	: RML 548 Co., Ltd.
Contractor	: Bouygues-Thai Co., Ltd.
Date	: January 15, 2019
Duration	: The contractor must finish and deliver within 44 months after the construction starts.
Agreement	: RML548 has agreed to hire the contractor to construction the building in OCC Project until completion.
Amount	: Total construction amount is THB 4,980.96 million ^{1/} (VAT excluded) divided into 1) The amount for main contractor of THB 3,208.00 million (VAT excluded) 2) The amount for sub-contractor ^{2/} of THB 1,772.96 million ^{3/} (VAT excluded) (adjustable based on the negotiation between the hirer and the contractor based on value engineering principle)
Payment	: Monthly payment within 30 days based on the progress of construction assessed by the project consultant.
Other Important Issues	: <ul style="list-style-type: none"> - The hirer will pay the incentive to the contractor as agreed if the contractor can acquire the building certificate at least 3 months before the schedule - If this agreement is terminated in any case, the contractor needs to return the advance payment within 3 working days. - If the hirer can reduce the cost in MEP and building components using value engineering principle within 6 months after the construction starts, the benefits from cost reduction will belong to the hirer. However, if the cost reduction is after 6 months after the construction starts, the benefits will be allocated to the hirer for 70.00% and to the contractor for 30.00%.
Penalty for Delay	: <ul style="list-style-type: none"> 1) In case of delay from the schedule done by RML458, the penalty charge will be THB 100,000 per day for each delayed work within the amount in limit of liability 2) In case of the whole project delay, the hirer can claim for damages on daily basis. However, total (1) penalty charges and (2) compensation for damages will not be more than 9.00% of total amount in the agreement which is THB 448.29 million.
Limit of Liability	: The limit of liability of the contractor to the hirer includes 1) The penalty for delay consists of (1) penalty charges and (2) compensation for damages (More details in Penalty for Delay in this agreement) 2) Other penalties incurred from and/or related to contractor agreement

	The contractor will be responsible totally not more than 14.00% of total amount in the contractor agreement which is THB 697.33 million.
Guarantee for Compliance of the Agreement	: The contractor needs to provide the guarantee e.g. the letter of guarantee from financial institution for 5.00% of total amount in contractor agreement which is THB 249.05 million within 14 days after signing this agreement.
Performance Guarantee	: <ul style="list-style-type: none"> - 5.00% of total amount in the main contractor agreement - The hirer will return performance guarantee within 30 days after the date specifying into the project acceptance letter. The hirer will take the letter of guarantee from the financial institution of 2.50% of total amount in the main contractor agreement which is THB 80.20 million instead. - The hirer will return the letter of guarantee within 24 months after getting the letter of performance guarantee for 2.50% of total amount in MEP and will return the letter of performance guarantee within 60 months after getting the letter of project acceptance.
Termination	: The contractor can temporarily stop working or terminate the agreement is the hirer cannot make payment accordingly.

Note : ^{1/} The Company has already made the advance payment to the contractor for THB 171.63 million in accordance with the conditions in the agreement.

^{2/} The sub-contractors include interior, MEP, and material procurement.

^{3/} The Company has hired the value engineering consultant to prepare the engineering report on the inspection of quantity for the Company on March 6, 2019. Based on the report on value engineering, the Company can reduce expenses around THB 301.09 million. Therefore, the investment amount in this part can be reduced from THB 1,772.96 million to THB 1,471.87 million. Currently, the Company had notified about value engineering to Bouygues-Thai Co., Ltd. who is the main contractor to consider. Currently, it is under the consideration to adjust this amount.

1.4.2 Architectural Design and Engineering Agreement

Hirer	: Raimon Land Public Company Limited (RML)
Hiree	: Skidmore Owings and Merrill (Thailand) Co., Ltd.
Relationship	: No relationship with shareholders, directors, and executives of the Company

Overview of Skidmore Owings and Merrill (Thailand) Co., Ltd.

Skidmore Owings and Merrill (Thailand) Co., Ltd. is incorporated as the juristic person in accordance with Civil and Commercial Code on February 21, 2017. Currently, it has the authorized capital of THB 3.00 million and is located on 689 Bhiraaj Tower at the EmQuartier 30th Floor, Sukhumvit 35 Road, Khlong Toei Nuea Sub-District, Watthana District, Bangkok 10110. The main business is to provide services in architectural design and related consulting.

List of Directors

The list of directors of Skidmore Owings and Merrill (Thailand) Co., Ltd. as of May 16, 2018 consists of 2 directors as follows.

Name	Authorized Directors
1. Mr. Jonathan David Stein	1) Mr. Jonathan David Stein signs with the company's seal <u>or</u> 2) Mr. Suthep Limputtha-aksorn signs with the company's seal on in any application or document related to architect license or extension of architect license of the Company, as well as architectural design submitting to local authorities in accordance with Building Control Law.
2. Mr. Suthep Limputtha-aksorn	

List of Shareholders

As of May 16, 2018, Skidmore Owings and Merrill (Thailand) Co., Ltd. had the authorized capital of THB 3.00 million and paid-up capital of THB 3.00 million in form of 30,000 ordinary shares with par value of THB 100.00. There are 4 shareholders as follows.

Name	Number of Share	Value (THB million)	%
1. Skidmore Owings and Merrill LLP	29,997	3.00	100.00
2. Mr. Jeffrey Coleman Goldsmith	1	0.00	<0.01
3. Mr. Jonathan David Stein	1	0.00	<0.01
4. Mr. Brandt Edward Coletta	1	0.00	<0.01
Total	30,000	3.00	100.00

Key Details in Architecture Design & Engineering Service Agreement

Hirer	: Raimon Land Public Company Limited (RML)
Hiree	: Skidmore Owings and Merrill (Thailand) Co., Ltd.
Date	: May 8, 2017
Duration	: 42 weeks
Agreement	: RML agreed to hire the hiree and the hiree agreed to do the architectural design and building engineering services for OCC Project until completion under the conditions in this agreement.
Amount	: USD 2.59 million or around THB 81.96 million ^{1/2/}
Payment	: Both parties agreed to make payment in 16 installments based on the completion of work in each process in the agreement.

Other Important Issues	: - The hiree can make the sub-contractor agreement with Skidmore, Owings & Merrill LLP (SOM LLP) in United State that is the parent company of the hiree, or other companies as deemed appropriate. - The hiree will not allow to use the work of the hiree in adjust, edit, or add to other projects until getting the written consent. The hiree will be not responsible for any damage incurs later. - If the hirer cannot make payment within 30 days after getting the invoice, the hiree will charge the interest at the rate of 12.00% per year or the maximum rate specified in the law of that country whichever is lower in the first day of month after the overdue. - If the project is temporarily stopped partially and wholly more than 60 days from the fault of the hirer, the hirer needs to make payment as specified in this agreement.
Increase or Decrease of Work	: The hiree needs to get the approval letter for additional work before
Limit of Liability	: The limit of liability to the hirer in this project is not more than the amount in this agreement between the hirer and the hiree.
Termination	: If the hirer cannot make payment within the specified period, the hiree can temporarily stop or terminate the agreement by sending the notification in advance for 15 working days. The hiree does not need to be responsible for any damage from project delay.

Note: ^{1/} The reference exchange rate is USD 1 to THB 31.645 (Source: Bank of Thailand) as of March 13, 2019 which is the last working day before the Board of Directors approved the transaction.

^{2/} As of December 31, 2018, the Company has already paid for THB 69.12 million.

1.4.3 Summary of other Agreements related to One City Centre Project (OCC) of the Company and Subsidiaries

Hiree	Hirer	Works	Value (THB million)	Date	Relationship
Tai Tai Engineers Co., Ltd.	RML	Environmental Impact Assessment	2.50	30 Apr 2017	No relationship with shareholders, directors, and executives of the Company
Tandem Architect (2001) Co., Ltd.	RML	Architectural Design Service Consultant	17.00	16 May 2017	No relationship with shareholders, directors, and executives of the Company

Hiree	Hirer	Works	Value (THB million)	Date	Relationship
Aurecon Consulting (Thailand) Co., Ltd.	RML	MEP Engineering Service Consultant	8.80	4 Aug 2017	Shma Co., Ltd.
Shma Co., Ltd.	RML	Landscape Architectural Design Service	3.80	6 Sep 2017	Meinhardt (Thailand) Co., Ltd.
Meinhardt (Thailand) Co., Ltd.	RML548	Civil & Structural Engineering Service	6.90	25 Sep 2017	Arcadis (Thailand) Co., Ltd.
Arcadis (Thailand) Co., Ltd.	RML548	Quantity Surveying Service	9.00	22 Jan 2018	Meinhardt (Thailand) Co., Ltd.
Meinhardt (Thailand) Co., Ltd.	RML548	LEED Consultancy Service	4.30	28 Feb 2018	Thammasat University Research and Consultancy Institute
Thammasat University Research and Consultancy Institute	RML548	Consultant for the Study of Wind-Induced Forces using Wind Tunnel Model	1.02	1 Mar 2018	DJ Coalition Co., Ltd.
DJ Coalition Co., Ltd.	RML548	Lighting Design Service	1.30	23 Apr 2018	
Demolish Inter Tech Co., Ltd.	RML548	Demolishing Works	22.80	4 Aug 2017	Demolish Inter Tech Co., Ltd.

1.5 Type and Size of Transaction

The Board of Director of Raimon Land Public Company Limited (“the Company” or “RML”) has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve RML 548 Co., Ltd. (“RML548”) a subsidiary of the Company with shareholding proportion of 100.00% of its authorized capital to invest in developing One City Centre Project (“OCC Project”) which is a real estate development project in form of Grade A Office Building and Retail Space. Total area of the project is 116,199 square meters with net leasable of 59,949 square meters composed of office space of 54,649 sq.m. and retail space of 5,300 square meter The project is located on

Phloen Chit Road. Total investment in OCC Project is THB 5,449.46 million (excluding the land lease payment). The size of transaction based on total value of consideration is 38.03% of total assets of the Company based on the financial statement as of December 31, 2018. The project is located on 2 parcels of land with total area of 6 rai and 28 square wah.

- 1) Land Title Deed No. 15235 Parcel No. 3602 Sub-District No.3435 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok with the area of 2 Rai 3 Ngan.
- 2) Land Title Deed No. 8809 Parcel No. 1903 Sub-District No.2788 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok (Partially) with the area of 3 Rai 1 Ngan 28 Square Wah.

Company has resolved in its meeting no. 7/2016 held on November 10, 2016 to approve to enter into the long-term lease agreement with total lease payment for 30 years of THB 3,321.98 million. The property will be used in development of office building with retail space. The size of transaction based on total value of consideration at that time is 34.04% of total assets of the Company based on the financial statement as of September 30, 2016. Currently, the lessor has already delivered the property to the Company. The investment in developing OCC Project is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 ("Rules on Acquisition and Disposal") and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications. The investment in developing OCC Project including the acquisition of leasehold on land for the term of 30 years used in project development has the total investment amount of THB 8,771.44 million. Combining with other related transactions, the size of transaction based on total value of consideration of 72.07%. The details of investment are as follows.

Details of Asset Acquisition in OCC Project	Estimated Value of Asset (THB Million)
Land Lease Payment (30 years) ^{1/}	3,321.98
Investment Amount in Project Development	
- Cost of Main Contractor and MEP Sub Contractor ^{2/}	5,230.01
- Other Costs ^{3/}	219.45
Total Investment Amount in Project Development	5,449.46
Total Investment	8,771.44

Source: Information from the Company

Note: ^{1/} The Company has already made the up-front land lease payment of THB 1,518 million. Thereafter, the lease payment will be paid annually starting from April 1, 2022 to March 31, 2052 for 30 years. Total amount of lease payment is THB 1,803.98 million.

^{2/} The Company has already made the advance payment for construction cost of THB 171.63 million (in accordance with the condition in the main contractor agreement date January 15, 2019)

^{3/} Other costs include design, land improvement, consulting, etc. The Company had already paid for THB 149.17 million (as of December 31, 2018)

This transaction is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 ("Rules on Acquisition and Disposal") and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 2 1-0 1 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004. The size of the Transaction based on the consolidated financial statement of the Company as of December 31, 2018 can be calculated as follows.

Amount (THB Million)	The Company As of December 31, 2018
Total Assets	14,329.74
Intangible Assets	144.31
Total Liabilities	8,607.87
Minority Interest	5.21
Net Tangible Assets ("NTA")^{1/}	5,572.35

Note: ^{1/} Net Tangible Assets (NTA) are calculated from Total Asset – Intangible Assets – Total Liabilities – Minority Interest

Size of Asset Acquisition of the Company

For investment in developing OCC Project, the Company has already acquired the rights to use the land with the amount of THB 3,321.98 million. The size of transaction based on total value of consideration at that time is 34.04% of total assets of the Company based on the financial statement as of September 30, 2016. The investment in developing OCC Project is THB 5,449.46 million (excluding the land lease payment). The size of transaction based on total value of consideration is 38.03% of total assets of the Company based on the financial statement as of December 31, 2018. Total investment in developing OCC Project including the acquisition of land under the lease agreement with the term of 30 years has total transaction size based on total value of consideration of 72.07%. This transaction is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (“Rules on Acquisition and Disposal”) and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications. Total transaction size of 72.07% of total assets of the Company (based on the highest calculation criteria) is higher than 50.00% but not more than 100.00% based on total value of consideration. The details of calculation are as follows.

Criteria on Asset Acquisition and Disposal	Details	Size of Transaction for Investment in Project Development (%)	Size of Transaction for Land Lease Payment (%)	Total Size of Transaction (%)
1. Total Asset Value	$\frac{\text{shareholding proportion} \times \text{NTA}^{1/} \text{ of target company} \times 100}{\text{NTA}^{1/} \text{ of RML}}$	N/A	N/A	N/A
2. Net Profit	$\frac{\text{shareholding proportion} \times \text{Net profit of target company} \times 100}{\text{Net Profit of RML}}$	N/A	N/A	N/A
3. Value of Consideration	$\frac{\text{Value of Consideration} \times 100}{\text{Total Assets of RML}}$	$\frac{5,449.46 \times 100}{14,329.74^{2/}} = 38.03$	$\frac{3,321.98 \times 100}{9,760.33^{3/}} = 34.04$	= 72.07
4. Value of listed shares used to make payment	$\frac{\text{Number of shares used to make payment} \times 100}{\text{Outstanding shares of RML}}$	N/A	N/A	N/A

Note: ^{1/}Net Tangible Assets (NTA) are calculated from Total Asset – Intangible Assets – Total Liabilities – Minority Interest

^{2/}The amount is based on the consolidated financial statement of the Company as of December 31, 2018

^{3/} The amount is based on the consolidated financial statement of the Company as of September 30, 2016

The investment in developing OCC Project of THB 8,771.44 million has the transaction size of 72.07% of total assets of the Company. During past 6 months, the Company has acquired the rights in trademark

“klapsons” used for hospitality business for 10 years starting from January 1, 2019 to December 31, 2028. The Company paid for the rights of using this trademark not more than THB 19.81 million. Total value of consideration at that time 0.15% of total assets of the Company based on the financial statement as of September 30, 2018. Moreover, the Board of Directors has resolved in the same meeting to approve Raimon Land Holding Co., Ltd. (“RMLH”) a subsidiary of the Company with shareholding proportion of 100.00% of its authorized capital to acquire ordinary shares of Raimon Land 19 Co., Ltd. (“RML 19”) 245,000 shares with par value of THB 100 which is 49.00% of its authorized capital from KPN Land Co., Ltd. (“KPNL”) for total value of THB 191.10 million. The main business of RML 19 is to develop the real estate project for sale. Moreover, KPNL is the major shareholder and creditor of KPNL with accrued interest (KPNL has lent to RML 19 based on shareholding proportion in RML 19 which is THB 130.54 million). The size of transaction based on total value of consideration is 1.33% of total assets of the Company. Combining the size of these 3 transactions and the acquisition of assets during past 6 months in accordance with Rules on Asset Acquisition, total size of transaction is 73.55% based on total value of consideration. This asset acquisition is classified as Class 1 in accordance with Rules on Acquisition and Disposal with the transaction size more than 50% but less than 100% (based on the highest size of transaction). Therefore, the Company needs to prepare the report and disclose information to the Stock Exchange of Thailand (“SET”) and propose to the shareholders meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders.

1.6 Details of Acquired Asset

The Board of Director of Raimon Land Public Company Limited (“the Company” or “RML”) has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve RML 548 Co., Ltd. (“RML548”) a subsidiary of the Company with shareholding proportion of 100.00% of its authorized capital to invest in developing One City Centre Project (“OCC Project”) which is a real estate development project in form of Grade A Office Building and Retail Space. Total area of the project is 116,199 square meters with rentable area of 59,949 square meter composed of office space of 54,649 sq.m. and retail space of 5,300 square meter The project is located on Phloen Chit Road. Total investment in OCC Project is THB 5,449.46 million (excluding the land lease payment). The size of transaction based on total value of consideration is 38.03% of total assets of the Company based on the financial statement as of December 31, 2018. The project is located on 2 parcels of land with total area of 6 rai and 28 square wah.

- 1) Land Title Deed No. 15235 Parcel No. 3602 Sub-District No.3435 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok with the area of 2 Rai 3 Ngan.
- 2) Land Title Deed No. 8809 Parcel No. 1903 Sub-District No.2788 Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok (Partially) with the area of 3 Rai 1 Ngan 28 Square Wah.

The above 2 land parcels are under the long-term lease agreement with the term of 30 year ending on March 31, 2052 between the Company and Pattra Co., Ltd. ("Lessor"). The Board of Directors of the Company has resolved in its meeting no. 7/2016 held on November 10, 2016 to approve to enter into the long-term lease agreement with total land lease payment for 30 years of THB 3,321.98 million. The property will be used in development of office building with retail space. Thereafter, the Company has transferred the leasehold to RML 548 Co., Ltd. (RML548) a subsidiary of the Company with shareholding proportion of 100.00% of its authorized capital without compensation. Currently, OCC Project has got EIA approval and related permits as follows.

1.6.1 Summary of Valuation Report of Leasehold

Land Characteristics	: 2 parcels of land with total area of 6 rai and 28 square wah
Land	: Land Title Deed No. 16473 (formerly no. 15235) and 16474 (formerly no. 8809) (partially) Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok
Location	: On Phloen Chit Road, Lumpini Sub-District, Pathumwan District, Bangkok
Owner	: Pattra Co., Ltd.
Leaseholder	: RML 548 Co., Ltd.
Duration	: 30 years starting from April 1, 2022 to March 31, 2052
Registered Obligations	: Under the lease agreement with RML 548 Co., Ltd.
Value of Premium	: THB 107.85 million
Report Date	: February 25, 2019
Valuation Date	: February 14, 2019
Objective	: Public Use
Criteria	: Market Value Criteria
Method	: Income Approach. The valuer has appraised the market lease payment of the land for the whole agreement period and compared to the annual lease payment in the agreement to consider the difference between market lease payment and lease payment in the agreement (Premium). Then, the valuer has calculated the present value of all premiums for the remaining life of the agreement (The market value of leasehold is higher than the value in the agreement)
Valuer	: GPV Global Property Valuation Co., Ltd.

Source: The property valuation report done by GPV Global Property Valuation Co., Ltd. who is the independent valuer approved by the SEC Office.

1.6.2 Summary of Long-Term Lease Agreement

Lessor	:	Raimon Land Public Company Limited (RML)
Lessee	:	Pattra Co., Ltd.
Relationship	:	No relationship with shareholders, directors, and executives of the Company

Lessor	:	Pattra Co., Ltd.
Lessee	:	Raimon Land Public Company Limited
Leaseholder	:	RML 548 Co., Ltd.
Date	:	December 28, 2016
Characteristics	:	2 parcels with total area of 6 rai and 28 square wah
Land Title Deed	:	Land Title Deed No. 15235 and 8809 (partially) Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok
Location	:	On Phloen Chit Road, Lumpini Sub-District, Pathumwan District, Bangkok
Purpose of Property Development	:	Construction of Building used for office space and retail space for rent
Period	:	30 years starting from April 1, 2022 to March 31, 2052
Lease Payment	:	<p>1) The lessee will make the up-front lease payment of THB 1,518.00 million^{1/} divided into 3 installments. The 1st installment will be paid on the signing date. The 2nd installment will be paid within 1 month after signing the agreement or another date upon agreement. The 3rd installment will be paid upon the delivery of land in 2018.</p> <p>2) Annual rent for 30-year term totally THB 1,803.98 million during 2022-2051 payable on April 1 of every year.</p>
Tax Payment	:	<ul style="list-style-type: none"> - Income tax from lease payment is responsible by the lessor - Housing and Land Tax or Land and Building Tax or other related taxes collected from usage of land and building under the lease agreement is responsible by the lessee
Leasehold Transfer	:	The lessee will not sell or transfer the building or transfer the rights and responsibility to other parties without the written consent from the lessor.
Ownership Transfer at the end of agreement	:	<p>At the end of lease agreement, the lessor can choose any action by informing the lessee within 30 days after the end of agreement as follows.</p> <p>1) The lessee needs to demolish the building and return the land to the lessor in good condition without any building, sub-lessees, or residents within 9 months after the end of agreement.</p> <p>2) The lessee needs to deliver the land with all buildings in good condition which is ready to be used.</p>

Other important issues	<ul style="list-style-type: none"> - The lessee needs to make payment to the fund^{2/} annually starting from 2036 to 2040 totally THB 100.00 million used for the expense in building improvement or demolishing at the end of agreement. - The lessee needs to develop Grade A Building for commercial purpose with unique and international standard. - The lessee needs to get the rating from Leadership in Energy and Environmental Design (LEED) in gold level or platinum level. - The lessee confirms that Raimon Land Public Company Limited will hold the shares of transferee who becomes the lessee at least 75.00% of the authorized capital of the transferee. - The lessee needs to main the debt to equity ratio not more than 65.00% counting only debt from external persons. - If the lessee sells the investment to the Trust, the lessee needs to notice before March 31, 2027. The lessee or other companies in the group need to hold the unit in the trust not less than 30.00% of total units of investment if the lessee decides to sell the investment on the Trust. - The lessee can extend the lease period equal to the period between the start of the lease agreement and the date finishing the sale of investment, but the maximum extension period is 5 years.
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Note: ^{1/} The lessee has already made the advance payment of THB 1,518.00 million.

^{2/} The fund is deposited in bank account with the condition that both parties jointly sign to withdraw. After the use of this fund as purpose and there is some amount left, such amount will belong to the lessee.

1.6.3 Summary of Transfer of Leasehold

Transferor	:	Raimon Land Public Company Limited (RML)
Transferee	:	RML 548 Co., Ltd. (RML548)
Relationship	:	The subsidiary with shareholding proportion of 100.00% of its authorized capital

Transferor	:	Raimon Land Public Company Limited (RML)
Transferee	:	RML 548 Co., Ltd. (RML548)
Characteristics	:	2 parcels with total area of 6 rai and 28 square wah
Land Title Deed	:	Land Title Deed No. 15235 and 8809 (partially) Lumpini Sub-District (Pathumwan), Pathumwan District (Sampheng), Bangkok
Address	:	On Phloen Chit Road, Lumpini Sub-District, Pathumwan District, Bangkok
Term	:	30 years starting from April 1, 2022 to March 31, 2052

Important Issues in Lease Agreement	: - The transfer of right and responsibility to another party should be done without any compensation. - Both parties agreed not to edit any part of this agreement without the written consent from the lessee. - The transfer of leasehold is considered to be a part of land lease agreement.
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1.6.4 Building Construction Notice (Form YorPhor. 4)

Grantor	: Bangkok Public Work Department
Grantee	: RML 548 Co., Ltd. (RML548)
Relationship	: No relationship with shareholders, directors, and executives of the Company

Permission	: Asking permission using Building Construction Notice (Form YorPhor. 4)
Location	: Land Title Deed No. 16473 and 16474 Phloen Chit Road, Lumpini Sub-District, Pathumwan District, Bangkok
Building	: 1 unit of 50-storey building with basement of 4 floors used for commercial (retail), education, car parking with total area of 116,199 square meter. The parking lots for 879 lots with area of 20,081 square meter. The pipe with the length of 290 meter used as drainage system of the project.
Grantor	: Bangkok Public Work Department
Grantee	: RML 548 Co., Ltd. (RML548)
Important Details	: The construction will finish within 1,095 days. The construction will start in January 14, 2019 and finish on January 14, 2022.

1.6.5 Summary of Financial Support Agreement from Financial Institution

Lender	: One Commercial Bank
Borrower	: RML 548 Co., Ltd.
Date	: July 9, 2018
Loan Amount and Purpose	: The loan amount is THB 3,480.00 million with the following details. 1 st Amount ^{1/} : Loan amount of THB 750.00 million ^{2/} used for the Up-front Land Lease Payment 2 nd Amount: Loan amount of THB 2,700.00 million divided into 2 portions as follows. (a) Loan amount of not more than THB 2,700.00 million used to make payment for construction and project development. (b) Letter of Guarantee not more than THB 50.00 million used for guaranteeing the payment of construction materials and other tools.

	<p>Total amount of a) and b) must not be more than the 2nd amount</p> <p>3rd Amount : Letter of Guarantee of THB 30.00 million used for guaranteeing the use of utility with Metropolitan Electricity Authority or Metropolitan Waterworks Authority and/or other parties consent by the bank.</p>																		
Interest Rate	<p>: - Year 1-4, the average loan rate^{3/} minus 1.00% per year</p> <p>- Year 5 onward, the average loan rate^{3/} minus 0.75% per year</p> <p>- The interest payment shall be paid on monthly basis.</p>																		
Loan Repayment	<p>: - The loan repayment will be made on quarterly basis. The first payment will be in March 2023 or within 6 months from commercial operation date and the next payment will be made on the last working day of each quarter.</p> <p>- The 1st amount and 2nd amount will be repaid within 20 years after the first drawdown but not later than December 2037 on quarterly basis.</p> <p>- The 3rd amount will cover until the last working day of December 2023.</p>																		
Collateral	<p>: - The mortgage registration of building located on the land after the registration can be done but not later than February 28, 2023 for the amount of not less than THB 3,480.00 million.</p> <p>- All shares of RML548 held by Raimon Land Public Company Limited are pledged as the collateral</p> <p>- Raimon Land Public Company Limited guarantees the loan for THB 3,480.00 million</p>																		
Other important conditions	<p>: - The company will finish the construction and building registration as well as the commercial operation date^{4/} will be within December 31, 2032. The progress of the project will be as follows.</p> <table border="1"> <thead> <tr> <th>Time (At the end of period)</th><th>Progression of the project</th></tr> </thead> <tbody> <tr> <td>June 2019</td><td>10%</td></tr> <tr> <td>December 2019</td><td>20%</td></tr> <tr> <td>June 2020</td><td>30%</td></tr> <tr> <td>December 2020</td><td>40%</td></tr> <tr> <td>June 2021</td><td>55%</td></tr> <tr> <td>December 2021</td><td>70%</td></tr> <tr> <td>June 2022</td><td>85%</td></tr> <tr> <td>December 2022</td><td>100%</td></tr> </tbody> </table> <p>- During the effective period in the agreement and/or loan outstanding and/or guarantee obligation, RML548 has agreed as follows.</p> <p>(1) The Interest-Bearing Debt to Equity Ratio at any time is not more than 2 : 1 based on the financial statement of RML548</p>	Time (At the end of period)	Progression of the project	June 2019	10%	December 2019	20%	June 2020	30%	December 2020	40%	June 2021	55%	December 2021	70%	June 2022	85%	December 2022	100%
Time (At the end of period)	Progression of the project																		
June 2019	10%																		
December 2019	20%																		
June 2020	30%																		
December 2020	40%																		
June 2021	55%																		
December 2021	70%																		
June 2022	85%																		
December 2022	100%																		

- (2) The Debt Service Coverage Ratio is not less than 1.05 : 1 based on the financial statement of RML548
- During the effective period in the agreement and/or loan outstanding and/or guarantee obligation Raimon Land Public Company Limited (“the Company”) has agreed as follows.
- (1) The Interest-Bearing Debt to Equity Ratio at any time is not more than 1.75 : 1 based on the consolidated financial statement
- (2) The shareholding proportion in the borrower is not less than 99.9994% of its authorized and paid-up capital.
- (3) There is no significant change in controlling persons including major shareholders and executives.
- (4) The Company will provide the financial support to the borrower in form of equity, debt, or others as soon as the borrower faces loss or illiquidity or financial distress. In this case, the Company will deposit the amount in the revenue account of the project that RML548 open with the bank.

Note: ^{1/} RML548 needs to drawdown the 1st amount not more than THB 500.00 million within 6 months after the agreement date the 2nd amount not more than THB 250.00 million within 2 year and 6 months after the agreement date.

^{2/} As of December 31, 2018, RML548 has the outstanding loan of THB 500.00 million

^{3/} The average loan rate is the average Minimum Loan Rate (MLR) of Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikornbank Public Company Limited and Siam Commercial Bank Public Company Limited

^{4/} The commercial operation date is the date that the project can start renting space or December 31, 2023 whichever comes first.

1.6.6 Project Information, Investment, and Report on Market Research

Overview of One City Centre Project (OCC)

- Investment Budget

Details of Asset Acquisition in OCC Project	Total Investment (THB Million)
Land Lease Payment (30 years) ^{1/}	3,321.98
Investment Amount in Project Development	
- Cost of Main Contractor and MEP Sub Contractor) ^{2/}	5,230.01
- Other Costs ^{3/}	219.45
Total Investment Amount in Project Development	5,449.46
Total Investment	8,771.44

Source: Information from the Company

Note: ^{1/} The Company has already made the up-front land lease payment of THB 1,518 million. Thereafter, the lease payment will be paid annually starting from April 1, 2022 to March 31, 2052 for 30 years. Total amount of lease payment is THB 1,803.98 million.

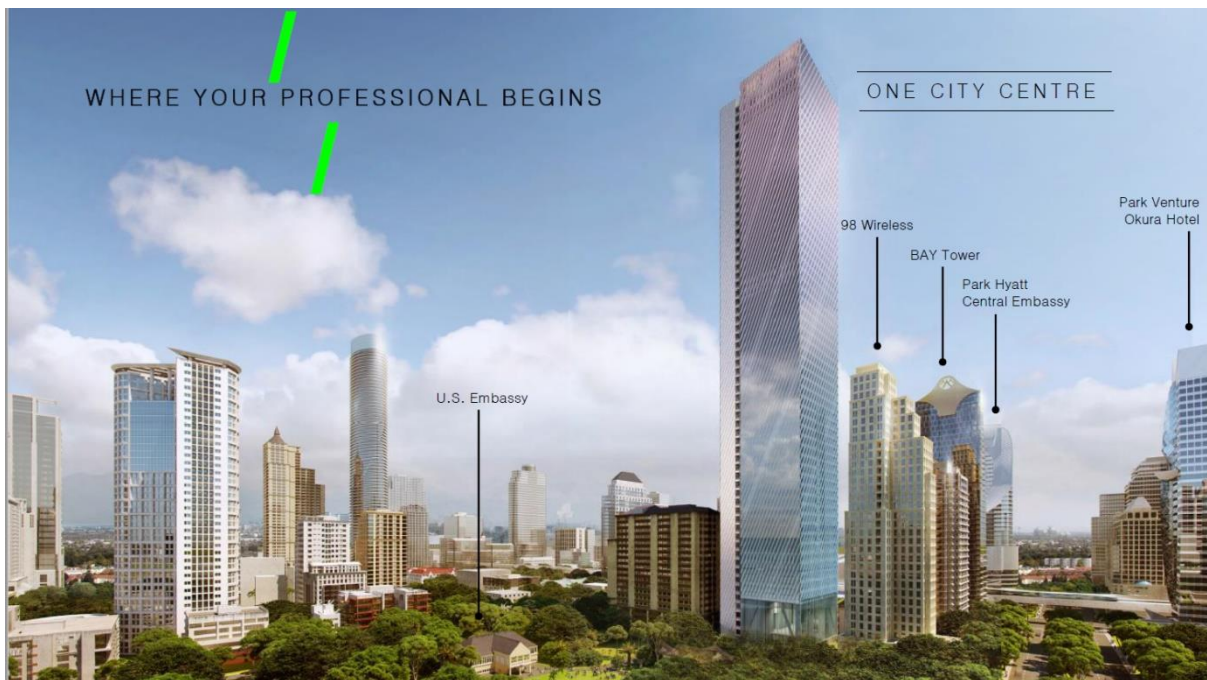
^{2/} The Company has already made the advance payment for construction cost of THB 171.63 million (in accordance with the condition in the main contractor agreement date January 15, 2019)

^{3/} Other costs include design, land improvement, consulting, etc. The Company had already paid for THB 149.17 million (as of December 31, 2018)

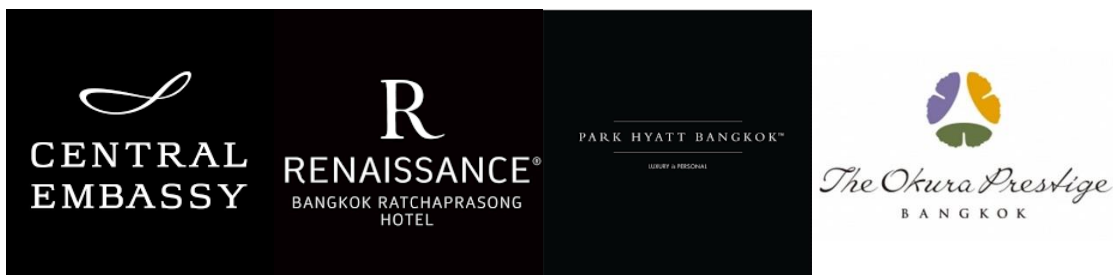
- **Project Location**

RML548 Co., Ltd. ("RML548") operates in developing office buildings and retail space for rent. Currently, the construction of One City Centre Project ("OCC Project") is on process. OCC Project is located on Phloen Chit Road and near Wireless Road which is the Central Business Areas of Bangkok surrounding by full facilities like Central Embassy, Central Chidlom, Mercury Ville at Chidlom and 5-star hotels like Park Hyatt, The Okura Prestige, and Renaissance. Moreover, this land is the last piece of land to be developed in the Central Business Areas of Bangkok. The transportation is convenient because the project is located near BTS Phloen Chit Station with the Skywalk connection to the project with the distance of 230 meter. The transportation by car or public bus is also convenience with 400-meter away from the expressway. The project is located near the embassy of many countries e.g. US Embassy, Embassy of the United Kingdom, Embassy of Switzerland. Currently, OCC Project has got EIA approval and the Company has delivered the land to the main contractor to start the construction.

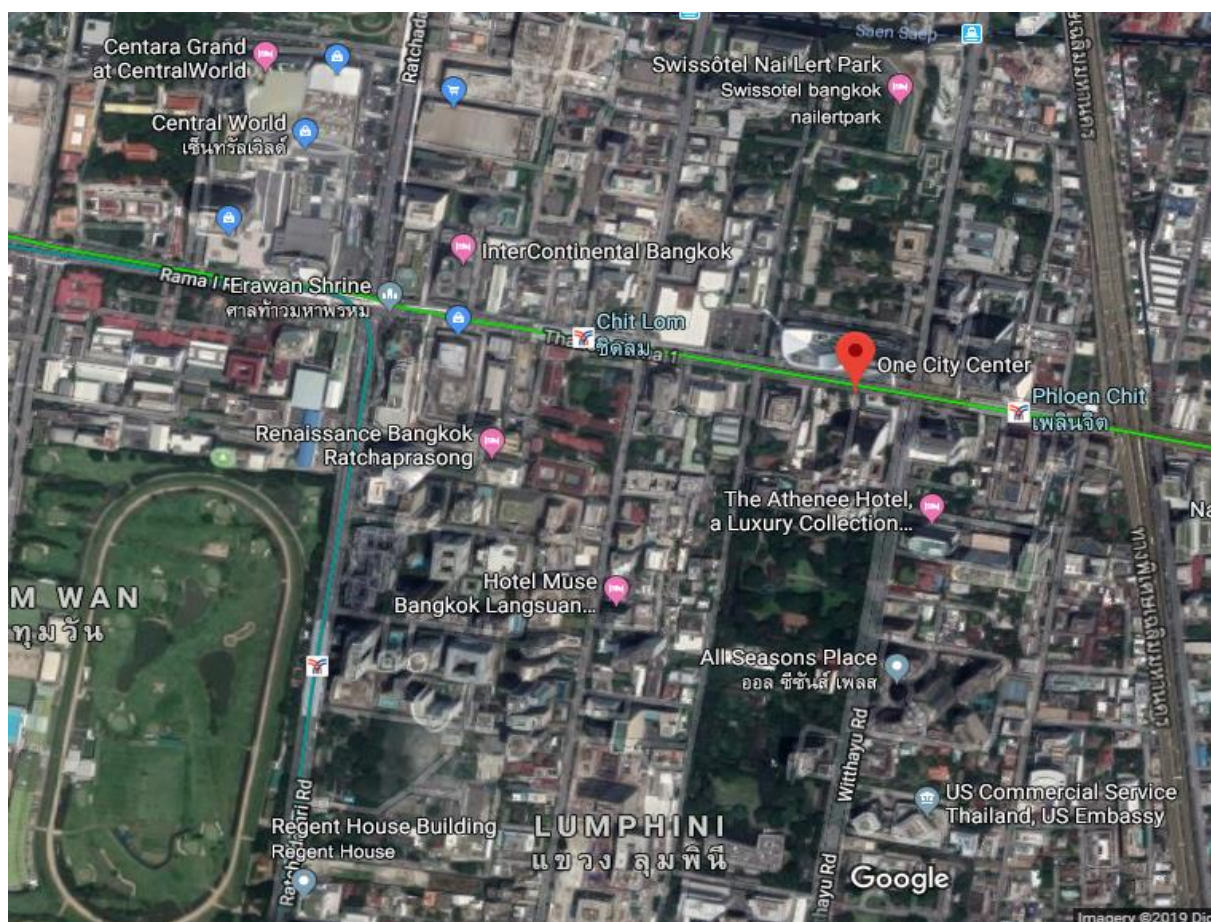
Image of OCC Project

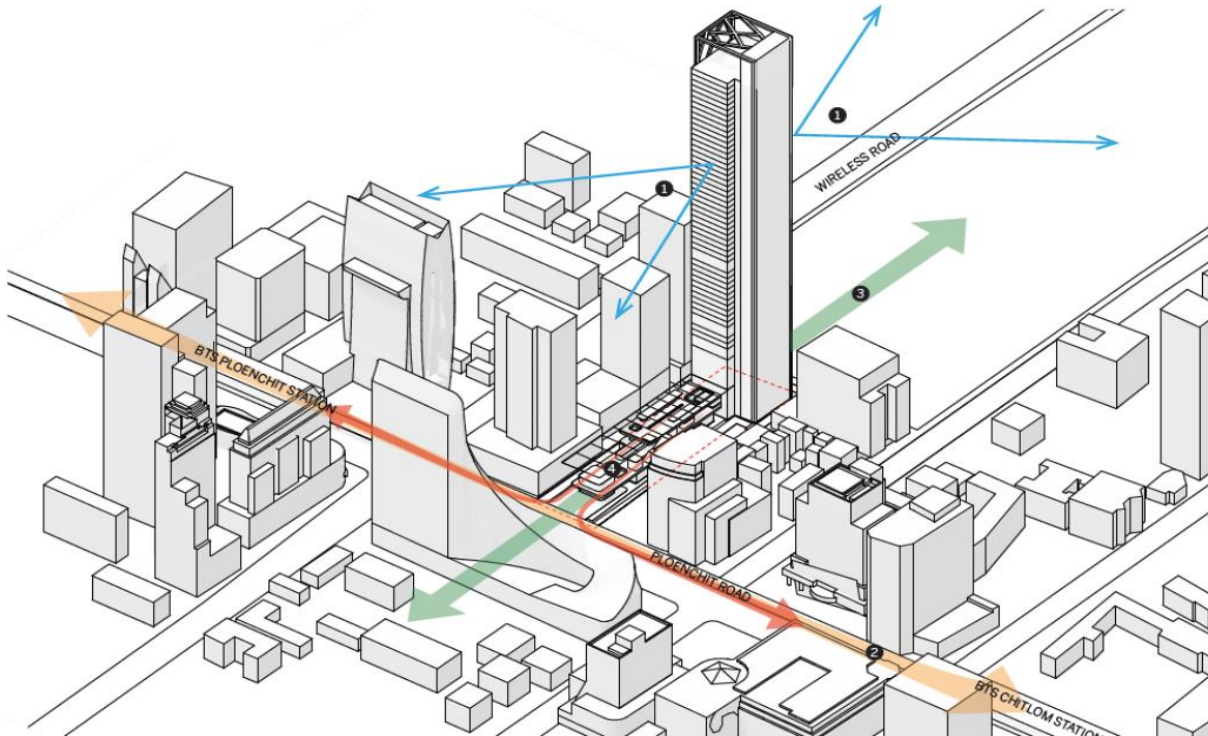


Nearby Buildings



Project Location





- **Details of Rental Rate of OCC Project**

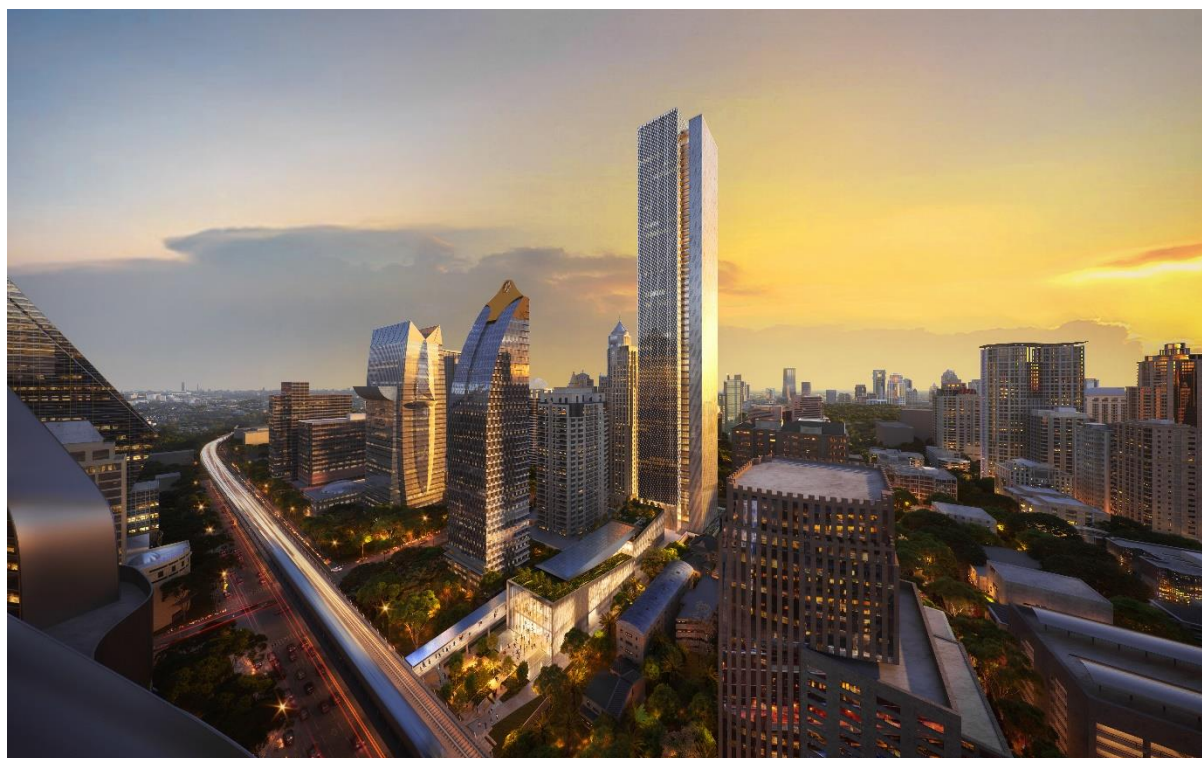
Average Rental Rate for Office Space (Open in 2023) (THB/square meter/month)	1,516.00
Total Office Space (square meter)	54,649.00
Average Rental Rate for Retail Space (Open in 2023) (THB/square meter/month)	1,397.00
Total Retail Space (square meter)	5,300.00

Note: The rental rate is based on the projection

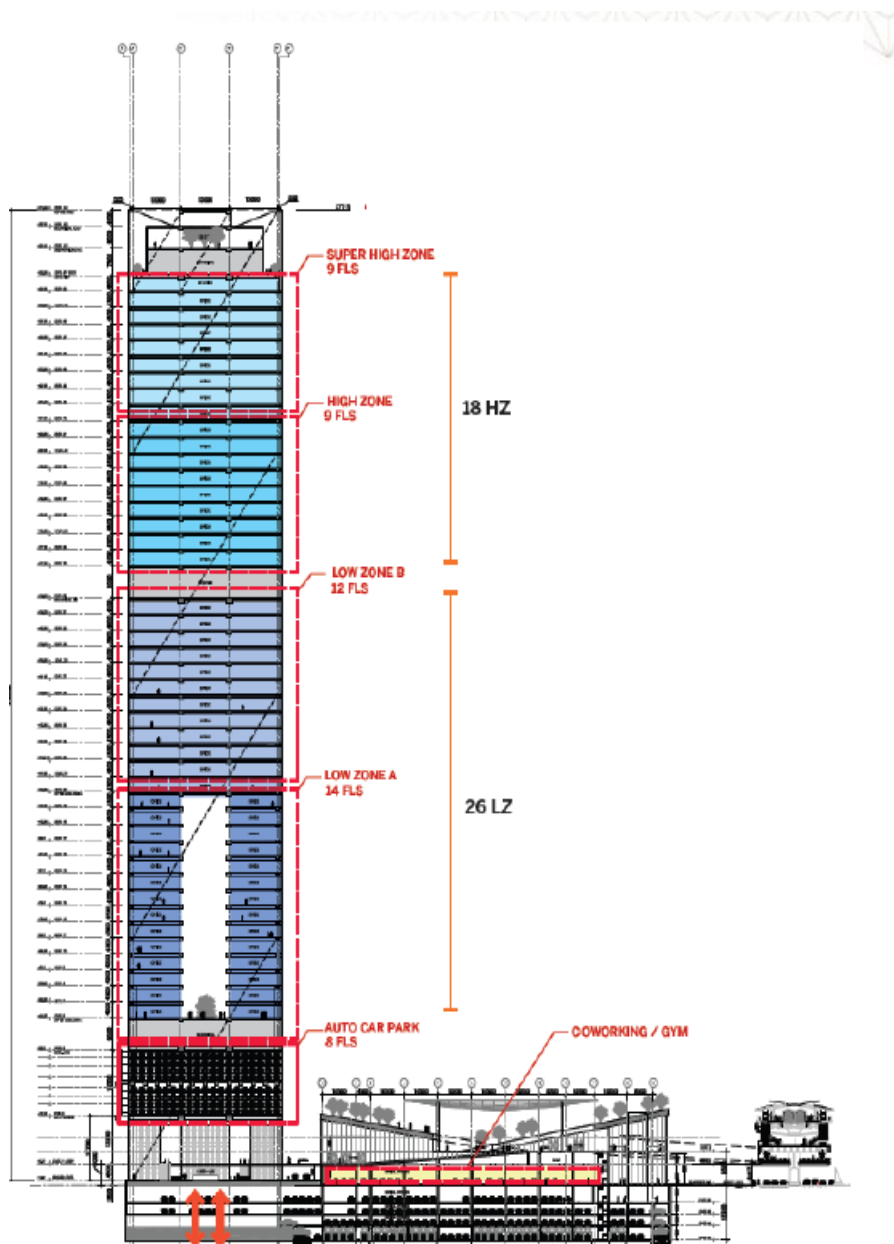
- **Building Characteristics and Utility System**

OCC Project is the building located on Phloenchit Road on 2 land parcels under the ownership of Pattra Co., Ltd. The leaseholder is RML548 Co., Ltd. Total area is 6 rai 28 square meter. The building has total area of 116,199 square meter. The net leasable area is 59,949 square meters divided into office space of 54,649 square meter and retail space of 5,300 square meter. The building has 50 floors with utility system including electrical system, ventilation system, Sanitary system, elevator system, telephone system, fire protection system, alarm system. There are 24 elevators supporting 50 floors and 879 parking lots. OCC Project is designed as Grade A with international standard and getting rating from Leadership in Energy and Environmental Design (LEED) in gold or platinum level.

Image of Project



Building Plan



- Format

The design of OCC Project can be divided into 4 formats as follows.

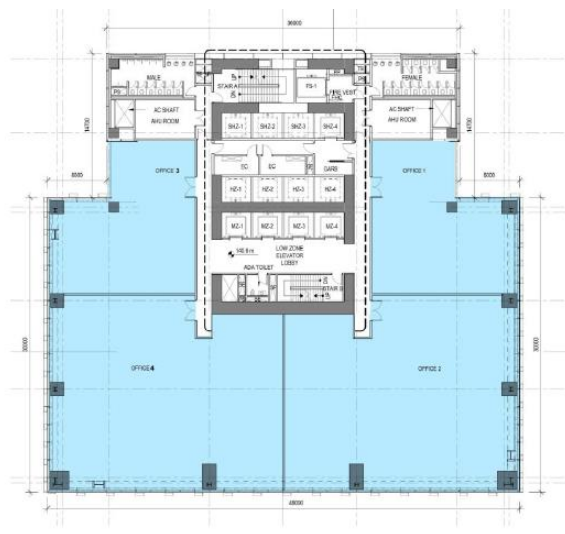
Zone	Type	Net Leasable Area per Floor (sq.m.)	Height of Floor (meter)
LOW ZONE A (WITH ATRIUM)	Multi-tenant Stack	1,091.00	4.50
LOW ZONE B	Multi-tenant Stack	1,300.00	4.50
HIGH ZONE A	Single or Two tenant Stack	1,445.00	4.50
HIGH ZONE B	Single tenant Stack	1,470.00	4.50

Floor Plan



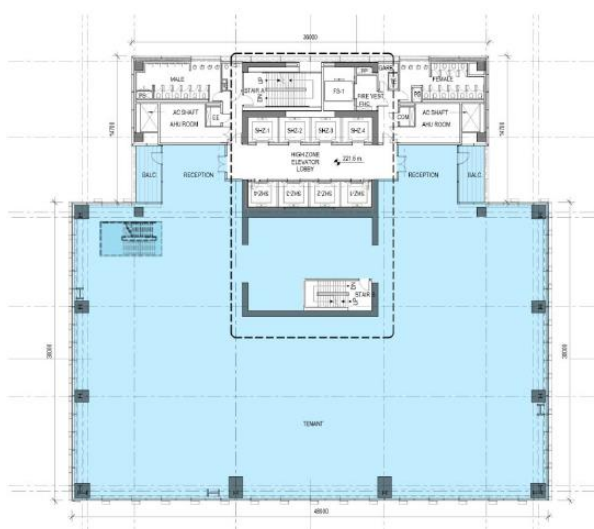
LOW ZONE A (WITH ATRIUM)

Multi-tenant Stack



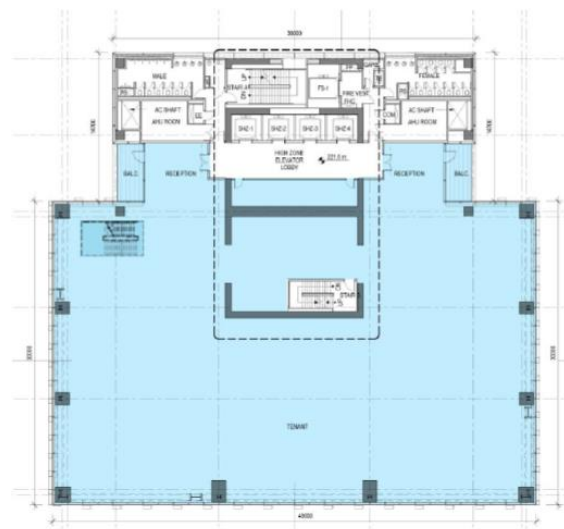
LOW ZONE B

Multi-tenant Stack



HIGH ZONE A

Single or Two tenant Stack



HIGH ZONE B

Single tenant Stack

Image in front of the Building

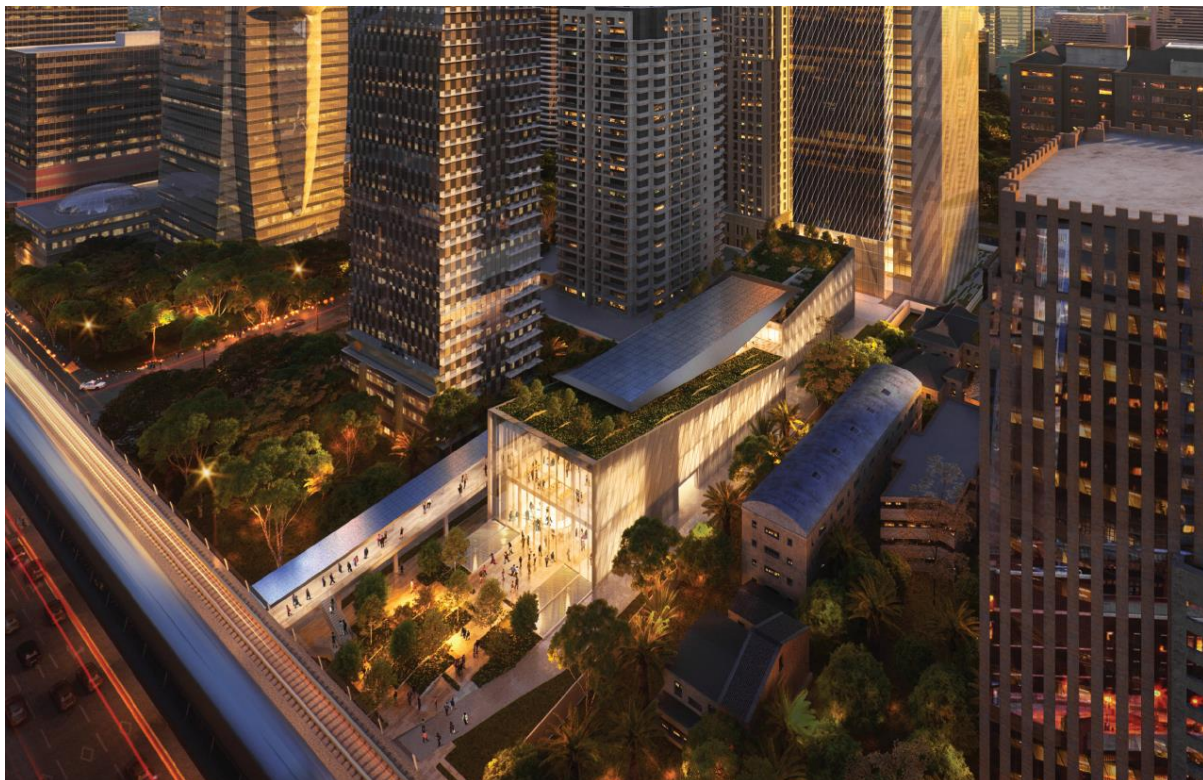
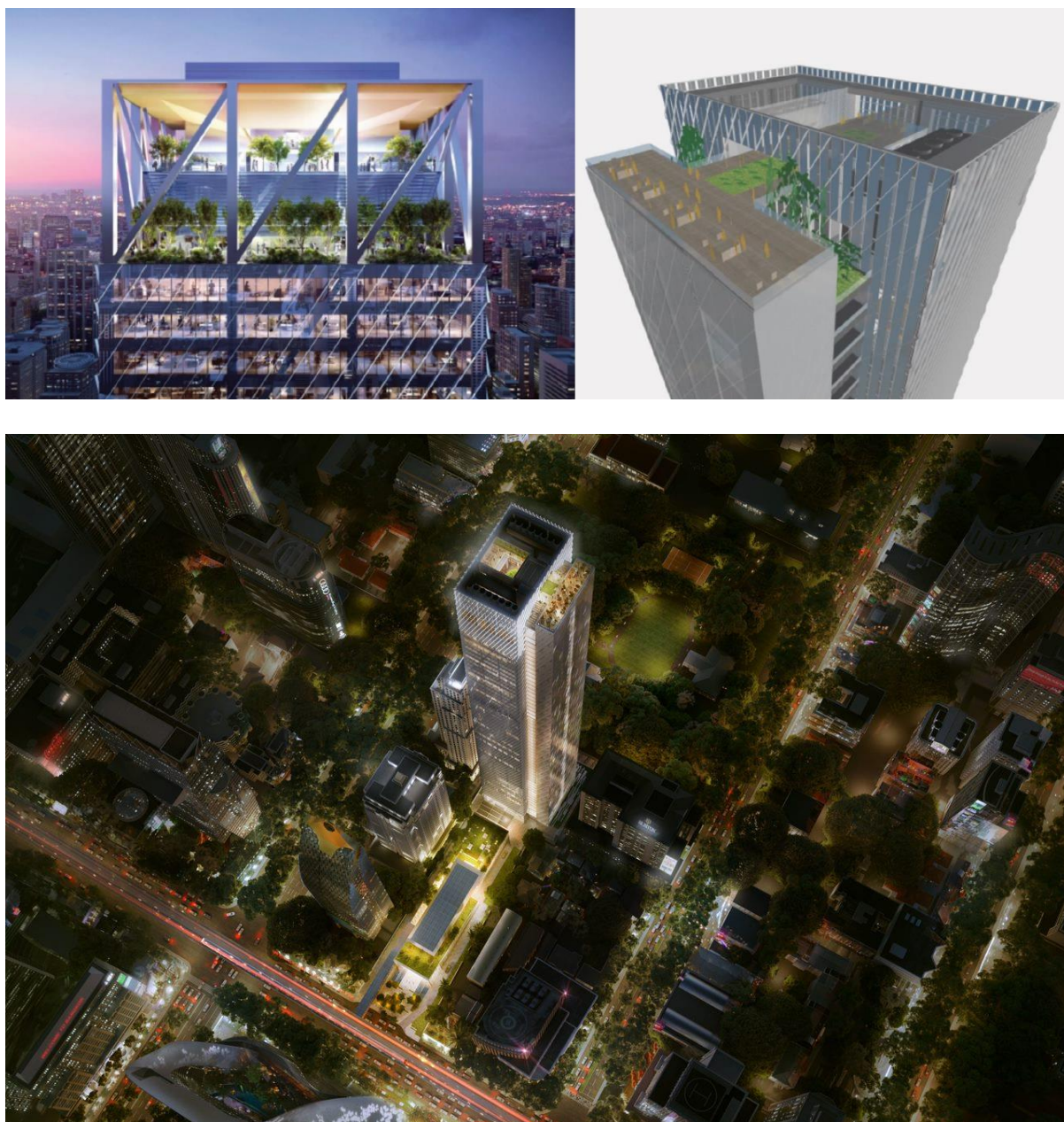


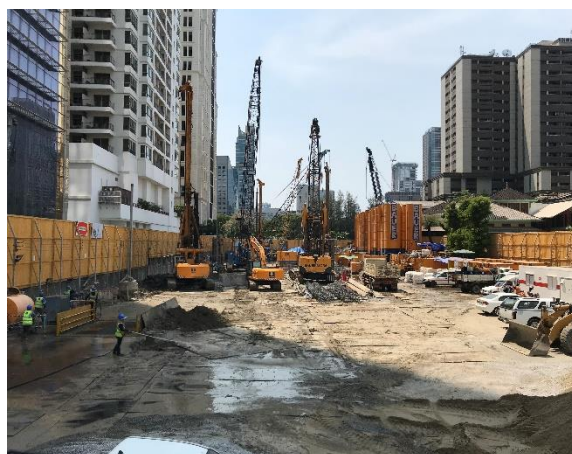
Image inside the Building



Image of Top View



Project Pictures in March 2019



- Operating Period

	2018	2019				2020				2021				2022				2023			
		Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4
EIA Approved																					
Design and Drawing																					
Pile Work and Structure																					
Building and Architecture																					
Procurement																					
Construction																					
Pile Drilling																					
Excavation and Foundation																					
Underground Structure																					
Above-ground Structure																					
Architecture																					
Elevator and Common Area																					
Exterior																					
Delivery																					
Commercial Operation																					

Source: information from Bouygues Thai Co., Ltd. the main contractor of the project



- Environmental Impact Assessment

OCC Project is classified as the office or private building with the height more than 23.00 meter or total areas of all floors more than 10,000 square meter. The project needs to do the report on Environmental Impact Assessment in accordance with the Notification of Ministry of Natural Resources and Environment Re: Determining the Type and Size of the Project or Business Which Must Prepare an Environmental Impact Assessment Report.

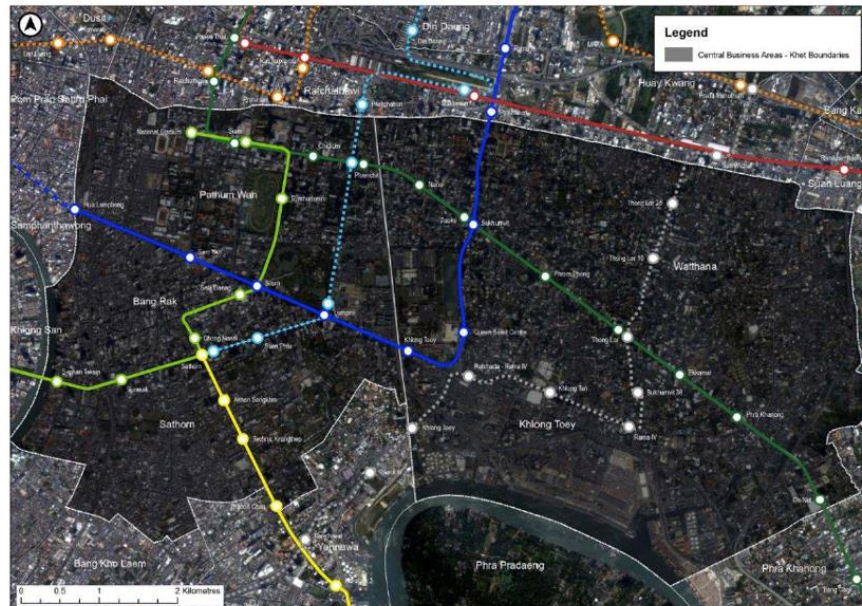
On December 21, 2018 based on the letter notifying the result of EIA approval. The Natural Resources and Environmental Policy and Planning Office has considered by expert committee in environmental impact assessment on buildings, land allocation, and community services in Bangkok in the meeting no. 61/2018 held on November 21, 2018. The committee has the resolution to approve the EIA report of 548 Ploenchit (OCC Project) of RML548

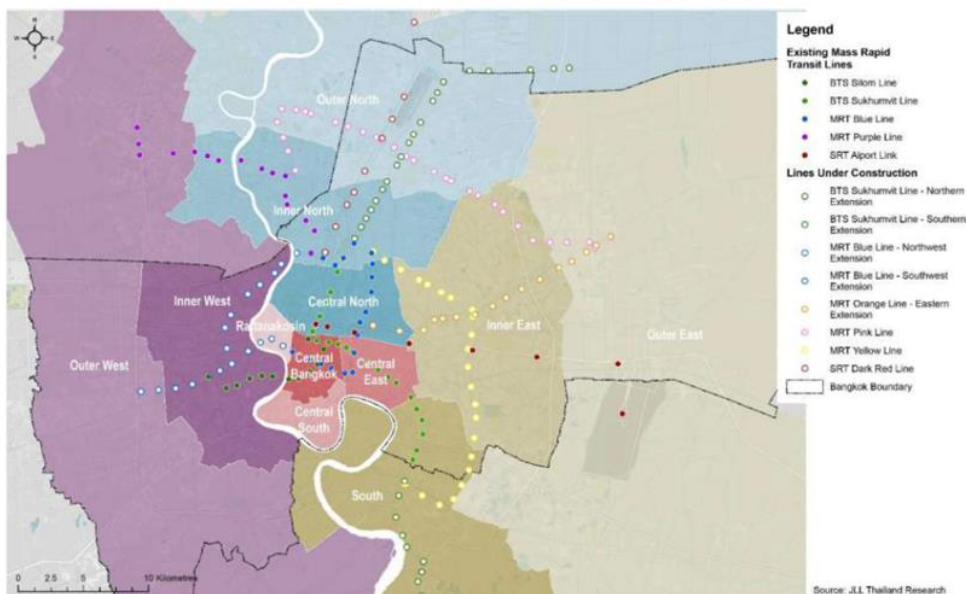
- Summary of Market Research for One City Centre Project

The report on market research of One City Centre Project done by Jones Lang LaSalle (Thailand) Co., Ltd. (JLL) who specialized in providing consulting and services in real estate had opined about the overview of Office Buildings as follows.

Central Business Areas ("CBA")

Central Business Areas (CBA) map



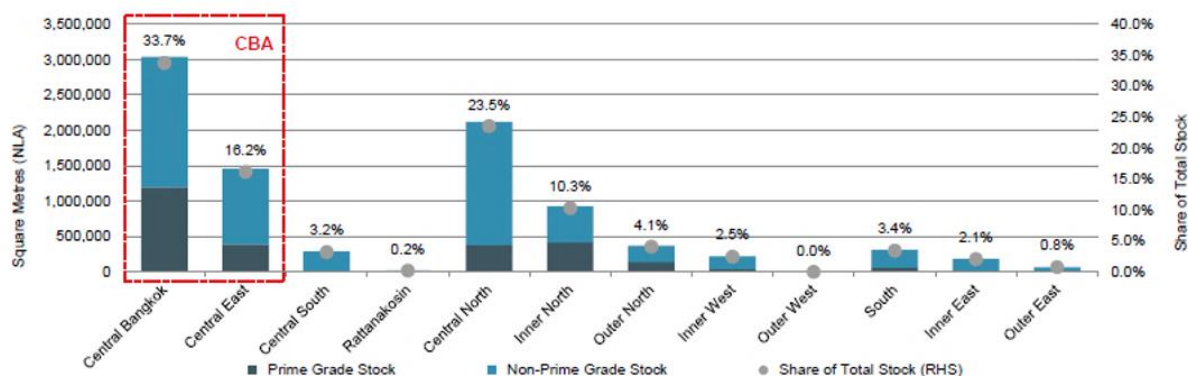


Jones Lang LaSalle (Thailand) Co., Ltd. (JLL) has determined the definition of Central Business Areas in 2 districts as follows

Central Business Area	District	Important Roads
Central Bangkok	Bang Rak, Pathumwan, Sathorn	Si Phraya, Surawong, Silom, Sathorn, Rama 4, Phaya Thai, Wireless Road, Ploenchit, Rama 1, Lang Suan, Ruamrudee, Ratchadamri, Siam
Central East	Khlong Toei, Watthana	Rama 4, Sukhumvit Nana, Asoke, Phrom Phong, Ekkamai, Thonglor, On Nut

3. Office market – supply dynamics

Office stock distribution by submarket and grade, 4Q18

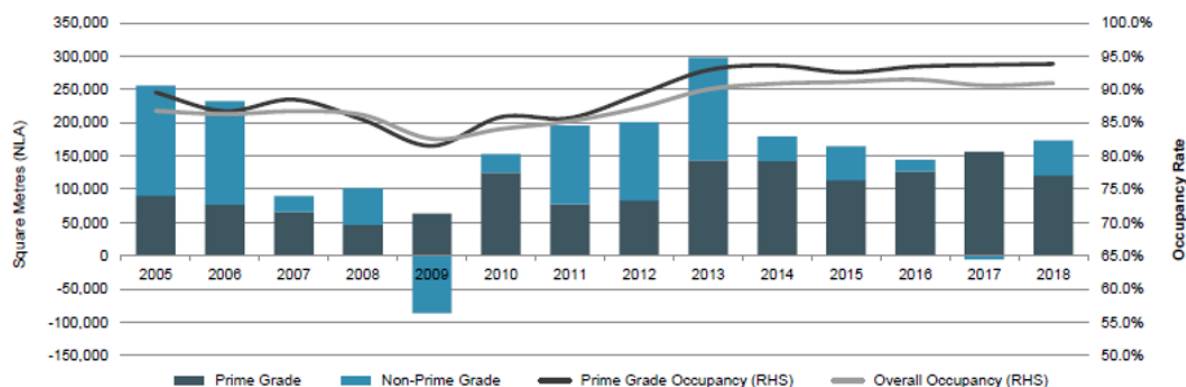


In the 4th quarter of 2018, the office buildings in Central Business Areas (CBA) has the highest rental rate per square meter. Park Ventures Ecoplex and Gaysorn Tower have the supply of 33.70% of total

office spaces in Bangkok. The Prime Grade Office Buildings has the supply of 45.60% of total office space in Central Business Areas. OCC Project is positioned in this type of office buildings. The report also specifies that the direct competitors of OCC Project are One Bangkok Project (under construction) and Dusit Thani Project (under renovation) which will be finished in 2023 and 2024 respectively.

3. Office market – demand dynamics

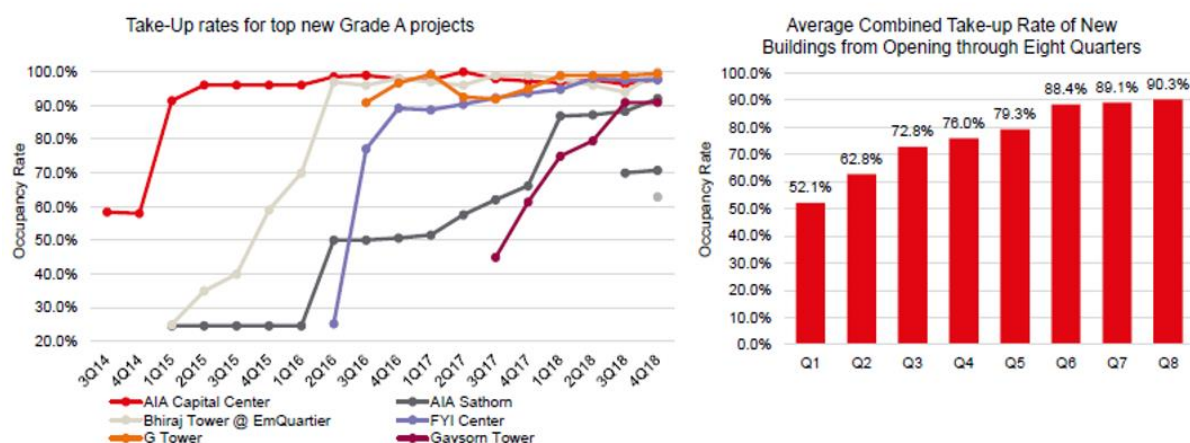
Market-wide net absorption and occupancy rate, 2005-2018



In the 4th quarter of 2018, the demand for Prime Grade office space is higher than Non-Prime Grade. Since 2014, most businesses would like to relocate their offices to new building with better quality. The occupancy rate of Prime Grade Office Buildings has increased continuously in the high level of 93.00% - 95.00% during 2013-2018.

3. Office market – demand dynamics

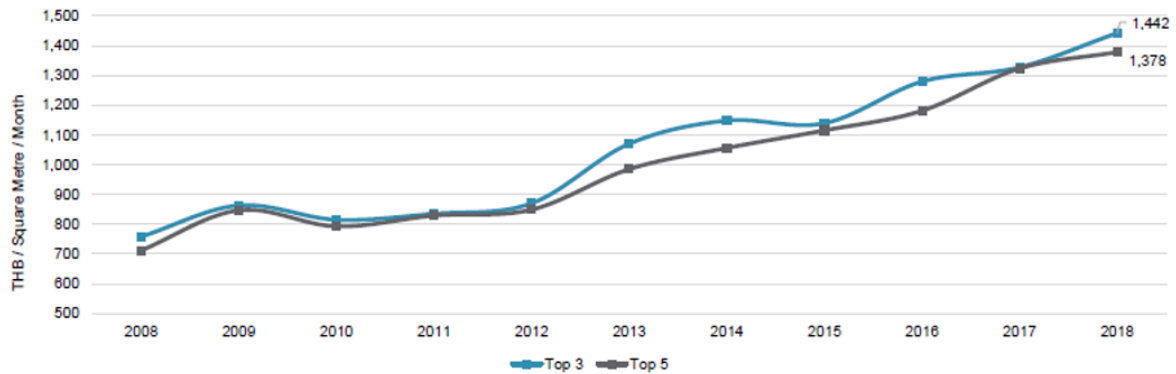
Flight to quality in new buildings



The survey of Grade A Office Buildings for 6 buildings which are AIA Capital Center, Bhiraj Tower @ EmQuartier, G Tower, AIA Sathorn, FYI Center, and Gaysorn Tower has found that the demand for office rental space is high. The average occupancy rate is 76.00% in the first year of operation.

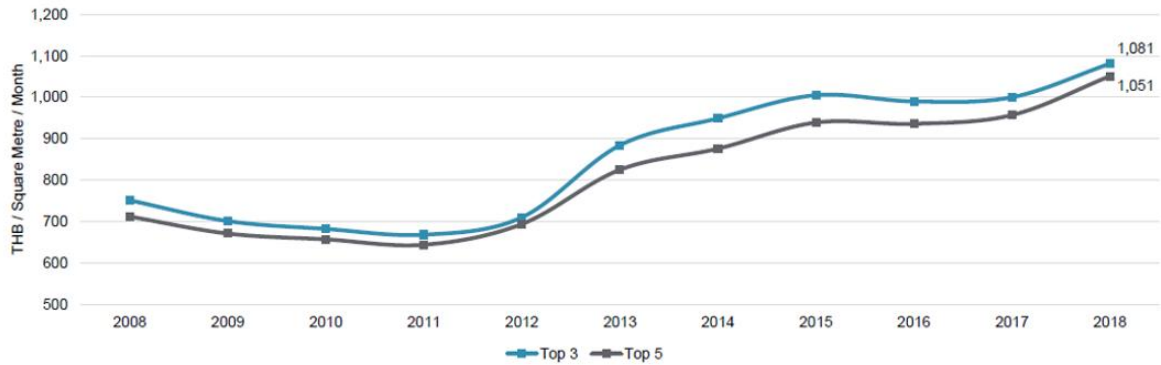
3. Office market – rental rate dynamics

Average asking rents in top three and top five buildings, 2008 – 2018



3. Office market – rental rate dynamics

Average achieved gross rents in top three and top five buildings, 2008 – 2018



Based on the survey of asking rate and achieved rental rate, the office space in central business areas has the highest asking rate and achieved rental rate and it tends to increase continuously, especially the office space next to BTS and MRT. In 2018, the average asking rate for this office space is THB 1,442/square meter and the average achieved rental rate is THB 1,081/square meter. The estimated growth rate of rental rate for office space during 2019-2020 is 5.00% per year and the growth rate may reduce to 3.30% per year after 2020.

1.7 Total Value of Consideration

The Company has determined total value of consideration for investment in construction of OCC Project as follows.

Details of Asset Acquisition in OCC Project	Investment (THB Million)
Land Lease Payment (30 years) ^{1/}	3,321.98
Investment Amount in Project Development	
- Cost of Main Contractor and MEP Sub Contractor) ^{2/}	5,230.01
- Other Costs ^{3/}	219.45
Total Investment Amount in Project Development	5,449.46
Total Investment	8,771.44

Source: Information from the Company

Note: 1/ The Company has already made the up-front land lease payment of THB 1,518 million. Thereafter, the lease payment will be paid annually starting from April 1, 2022 to March 31, 2052 for 30 years. Total amount of lease payment is THB 1,803.98 million.

2/ The Company has already made the advance payment for construction cost of THB 171.63 million (in accordance with the condition in the main contractor agreement date January 15, 2019)

3/ Other costs include design, land improvement, consulting, etc. The Company had already paid for THB 149.17 million (as of December 31, 2018)

1.8 Value of Acquired Assets

Details of Asset Acquisition in OCC Project	Estimated Value of Asset (THB Million)
Land Lease Payment (30 years) ^{1/}	3,321.98
Investment Amount in Project Development	
- Cost of Main Contractor and MEP Sub Contractor) ^{2/}	5,230.01
- Other Costs ^{3/}	219.45
Total Investment Amount in Project Development	5,449.46
Total Assets Value	8,771.44

Source: Information from the Company

Note: ^{1/} The Company has already made the up-front land lease payment of THB 1,518 million. Thereafter, the lease payment will be paid annually starting from April 1, 2022 to March 31, 2052 for 30 years. Total amount of lease payment is THB 1,803.98 million.

^{2/} The Company has already made the advance payment for construction cost of THB 171.63 million (in accordance with the condition in the main contractor agreement date January 15, 2019)

^{3/} Other costs include design, land improvement, consulting, etc. The Company had already paid for THB 149.17 million (as of December 31, 2018)

1.9 Criteria to Compute the Value of Consideration

Total investment in project is THB 8,771.44 million including the lease payment for 30 years. The construction cost depends on negotiation between related parties.

1.10 Source of Capital

The source of capital for OCC Project is as follows.

Estimated Use of Capital (THB million)		Estimated Source of Capital (THB million)	
Paid Amount			
Land Lease Payment – Up-front Land Lease	1,518.00	Borrowings from Financial Institution ^{/1}	750.00
Payment on Delivery Date		Own Capital	768.00
Total Paid Amount	1,518.00	Total Paid Amount	1,518.00
Unpaid Amount			
Land Lease Payment – Annual Land Lease Payment (30 Years)	1,803.98	Operating Cash Flows after Commercial Operation Date – Used for Land Lease Payment	1,803.98
Total Investment in Project Development	5,449.45	Borrowings from Financial Institution ^{/1}	2,700.00
- Cost of Main Contractor and MEP Sub Contractor ^{/3}	5,230.01	Own Capital ^{/2}	2,749.45
- Other Costs ^{/4}	219.45		
Total Unpaid Amount	7,253.43	Total Unpaid Amount	7,253.43
Total Investment	8,771.44	Total Source of Capital	8,771.44

Note: ^{1/} RML 548 Co., Ltd. has got the financial support from financial institution of THB 3,450 million used for up-front land lease payment as well as construction and project development and THB 30.00 million used as guarantee the utility system in the project, which are totally THB 3,480.00 million.

^{2/} As of December 31, 2018, the Company has cash and equivalent of THB 896.04 and short-term investment in money market of THB 224.81 million which are totally THB 1,120.85 million based on the audited financial statement as of December 31, 2018. the Company expects that the backlog during 2019-2022 can be transferred to customers for THB 23,000 million that will generate the cash flow for the Company around THB 3,000 million per year. The important projects include Diplomat 39, The Lofts Asoke, The River, etc. the Company is also under negotiation with a foreign partner who has high reputation and experience in office building project in Asia. Moreover, the Company has also carefully considered other financial tools by focusing on benefits of the Company and shareholders.

^{3/} The Company has already made the advance payment for construction cost of THB 171.63 million (as of March 13, 2018 which is the last working day before the Board of Director approved the transaction)

^{4/} Other costs include design, land improvement, consulting, etc. The Company had already paid for THB 149.17 million (as of December 31, 2018)

1.11 Expected Benefits

The investment in OCC Project will start the strategy to increase revenue by expanding to new business that can increase the competitiveness and business opportunities of the Company. OCC project is designed as Grade A Building under international standard and gets the rating from Leadership in Energy and Environmental Design (LEED) in gold or platinum level. This project is developed on the last piece of land in Central Business Areas of Bangkok with convenience transportation for both public buses and private cars, which is located near BTS station and Expressway. The Company is confident that the project will be attractive for customers and satisfy market demand well. The project will generate stable incomes in long-term for the Company in form of recurring income in the future.

1.12 Opinion of Board of Directors

The Board of Directors has opined that the investment in OCC Project is reasonable. It helps the Company to earn recurring income and reduce the volatility of revenues from current business. This investment is consistent with the Company's strategy and can increase the capacity in paying dividends to shareholders. Moreover, the value of investment in this project is appropriate, which can generate returns and add value to the Company and shareholders in long term.

1.13 Opinion of Audit Committee and/or Directors that is different from the opinion from the Board of Directors

- None -

Part 2 : Reasonableness and Benefits of the Transaction

2.1 Objective and Necessity of the Transaction

The Board of Director of Raimon Land Public Company Limited (“the Company” or “RML”) has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve and propose to the Annual General Meeting of Shareholders 2019 held on April 29, 2019 to approve the investment in developing OCC Project which is the real estate development project in form of Grade A office building and retail space. The Company aims to increase its capability in the real estate development business by expanding into the business about Grade A office building and retail space. This investment will generate recurring income and reduce volatility of current revenues. This is also consistent with the Company’s business strategies that can increase the capacity to pay dividends to shareholders. Moreover, the investment amount is appropriate that will generate return and add value to the Company and shareholders in long term.

Currently, the increase in the number of new business and economic growth creates the demand for office building and retail space for rent. The location of the project in on Phloen Chit Road which is in the central business area of Bangkok including many department stores, hotels, embassies with the convenient transportation using BTS, personal cars, or other public transportations. OCC Project is located next to Phloen Chit BTS Station with the Skywalk connected to the building of OCC Project and is only 400 meters away from the express way. The project has the outstanding location that can satisfy the needs of market in this business. Therefore, it is a good business opportunity to invest in developing office building with retail space in this location.

OCC Project will be invested by RML 548 Co., Ltd. which is a subsidiary of the Company with shareholding proportion of 100.00% of its paid-up capital. Total investment in project construction and development is around THB 5,449.46 million (excluding land lease payment for 30 years). After including the value of 30-year long term lease agreement, total investment becomes 8,771.44 million.

2.2 Advantages and Disadvantages of Entering into the Transaction

2.2.1 Advantages of Entering into the Transaction

1) The Company can create the opportunity to earn more revenues and profits in the future

The investment in OCC Project which is Grade A office building and retail space with total area of 116,199 square meter. Total rentable area is 59,949 square meters including the office spacer of 54,649 square meters and retail space of 5,300 square meters. The construction is schedule to finish in 2022. Thereafter, the Company can earn recurring income for the whole project life. Based on the financial projection, the internal rate of return (Project IRR) is expected to be 9.03% per year and the internal rate of return to equity (Equity IRR) is expected to be 11.45% per year. The weighted average cost of capital (WACC) of OCC Project and the cost of equity (Ke) are 7.23% and 9.65% respectively. The return from project is higher than the cost of capital for both approaches. After the Commercial Operation Date, the Company plans to study for potential to sell the

leasehold for OCC Project to Real Estate Investment Trust ("REIT"). Then, the Company will receive one amount of capital depending on the project size and can utilize this capital to develop other projects in the future. The business of the Company will grow up and the Company can earn the return from the unit of investment in REIT.

2) Increase of Recurring Income

Currently, the Company develops the real estate project for sale in form of condominium, residential projects, and horizontal real estate projects. Base on the financial statement of the Company during 2016-2018, the major revenues are from real estate development for sale which are THB 5,073.58 million, THB 2,866.26 million, and THB 2,933.32 million respectively. The Company can earn revenues and profit after finishing the construction and transferring ownership to customers. If the construction is delay or customers cannot complete the ownership transfer, the Company will not earn revenues and profit yet. The performance of the Company will be uncertain, and it can adversely affect liquidity of the Company.

The investment in OCC Project in form of Grade A office building with retail space will allow the Company to earn recurring income based on the projection of revenues from rental fee (More details in Part 3). Earning the rental fee can reduce the volatility of revenue and operating cash flow of the Company.

3) Utilization of leasehold appropriately to develop office building

OCC Project is located on Phloen Chit Road which is the Central Business Areas (CBA). The office building is next to BTS and MRT where the demand for office space and retail space is high and the rental rate per square meters is high. The Company has hired JLL who is specialized in consulting and providing services in real estate to perform the feasibility study of OCC Project. The result shows that the demand for rental space is high with the occupancy rate of 76.00% in the first year after commercialization. In 2018, the average asking rate is THB 1,442 per square meters and the average achieved rental rate is THB 1,081 per square meter. The Company holds the leasehold on this land starting from April 1, 2022 to March 31, 2052. Therefore, it is appropriate to develop into the office building with retail space to serve high demand for rental space in the Central Business Areas from the growth of economy and new businesses.

Therefore, the investment in OCC Project on the land under leasehold will allow the Company to acquire Grade A office building and retail space for rent which is appropriate with the location of the land.

4) Increase the experience in developing and managing office building and retail space

The Company develops the real estate project for sale in form of condominium, residential projects, and horizontal real estate projects. The investment in OCC Project which is Grade A office building with retail space is the new business for the Company. The Company will get more experience and improve capability in managing office and retail space.

Currently, the Company is also under negotiation with a foreign partner who is specialized in property development in form of office building for rent. After finalizing the agreement, the Company will have the partner with high reputation and experience to manage the project as well as recruit foreign customers. The employees and executives of the Company will also learn and have experience in managing office space and retail space so that the Company can expand into office building business with retail space in the future.

2.2.2 Disadvantages of Entering into the Transaction

1) Project duration is limited to 30 years

In the investment in OCC Project, the Company does not have the ownership on the land, but the land is under the long-term lease agreement with the term of 30 years starting from April 1, 2022 to March 31, 2052. After finishing the construction of OCC Project, the Company has the obligation to pay the rental fee for 30 years which is totally THB 1,803.98 million. However, the Company can sell this leasehold to Real Estate Investment Trust (REIT). Under the lease agreement, the Company to extend the term equal to the period between the starting date and the date finishing sale but the maximum term to be extended must not more than 5 years. All terms and conditions are still effective as usual.

2) Investment requires large amount of cash making the Company lose opportunity to invest in other projects

After investment, the Company will have the financial obligation from the loan of commercial bank used in project development for THB 2,700.00 million. As of December 31, 2018, the Company has cash and equivalent of THB 1,120.85 million. However, the Company expects that the backlog during 2019-2022 can be transferred to customers for THB 23,000 million that will generate the cash flow for the Company around THB 3,000 million per year. The ownership transfer will be from important projects like Diplomat 39, The Lofts Asoke, The River, etc. Therefore, the Company will lose the cash balance and may not be able to invest in other projects that can generate return higher than OCC Project with the expected internal rate of return (Project IRR) of 9.03% per year and the expected internal rate of return for equity (Equity IRR) of 11.45% per year. Then, the Company will lose the opportunity to generate profits from other projects. Moreover, the investment in OCC Project will increase the liabilities and make the debt to equity ratio (D/E Ratio) increase from 1.06 times based on the financial statement as of December 31, 2018 to 1.60 times after including the loan amount from commercial bank.

2.3 Advantages and Disadvantages of Not Entering into the Transaction

2.3.1 Advantages of Not Entering into the Transaction

1) No financial obligation from investment in the project

If the Company does not enter into the transaction, the Company will have no financial obligation from investment in the project that the Company will borrow from the commercial bank for THB 2,700.00 million. Without this financial obligation, the debt to equity ratio (D/E Ratio) of the Company will not be higher.

2) Holding cash for other investment opportunities

The investment in developing OCC Project in form of Grade A office building and retail space with requires large amount of investment. The Company can use the current cash balance to invest in developing other projects that can generate higher return and make more profit to the Company.

2.3.2 Disadvantages of Not Entering into the Transaction

1) Loss of opportunity in earning more revenues and profits in the future

If the Company does not invest in OCC project, the Company will lose the opportunity to earn revenues and profits from renting office space and retail space. OCC Project is expected to generate the internal rate of return (Project IRR) of 9.03% per year and the internal rate of return for equity (Equity IRR) of 11.45% per year.

2) The Company cannot earn recurring income

Currently, the main revenues of the Company are from the real estate development for sale. The Company will earn revenues after transferring the ownership to customers. However, the construction process takes long time and process including land procurement, environmental impact assessment, building permit, registration of condominium, construction process, etc. Each project takes around 2-4 years to complete. If the construction is not finished as schedule, the Company will not earn revenues yet. Therefore, if the Company does not invest in this project, the Company will face the cyclical risk that the economy may slow down and the customers cannot transfer the ownership as schedule, which will adversely affect the liquidity of the Company.

3) Loss of opportunity to utilize leasehold of land with potential for developing office building

The leasehold of land with the term of 30 years used for OCC Project has good location that is located in Central Business Areas (CBA) next to Phloen Chit BTS Station with the Skywalk to the project. The surrounding areas include hotels, department stores, and many businesses making the demand for office space and retail space is high. Therefore, it is appropriate to be developed into office building and the Company can generate income from high rental fees.

4) Loss of opportunity to increase experience and expand into office building and retail space for rent

If the Company does not invest in OCC Project, the Company will lose the opportunity to learn and increase capability in managing office building and retail space for rent that can improve the competitiveness of the Company. Moreover, the Company will lose the opportunity join with the foreign partner who has high reputation and experience in property development projects.

2.4 Risk of the Transaction

1) High competition can make the demand and rental rate different from estimation

The revenues and return from the project may be different from estimation because the increase in the number of players in this market including new players. The estimated supply of office space in Central Business Areas ("CBA") during 2018-2025 will finish construction for 774,756 square meters and there will be the construction more for 360,126 square meters (Source: The report on market research for One City Centre Project done by Jones Lang LaSalle (Thailand) Co., Ltd. (JLL)). This can affect the rental rate in the market because there will be the competition in term of rental rate and conditions. The Company has risk that the rental rate and occupancy rate may be different from estimation. Some customers may move to the office building outside CBA with the cheaper rental rate. However, the Company needs to pay the lease payment which is fixed in accordance with the lease agreement making the return from project different from estimation.

However, the Company plans to use marketing promotion and appoints the agents to recruit customers so that the number of customers and occupancy rate will be as estimated. The report on market research of One City Centre Project done by Jones Lang LaSalle (Thailand) Co., Ltd. (JLL) expects that during 2019-2020 the asking rate will increase by 5.00% and the rate will increase at 3.30% starting from 2021. The performance of the Company should be as estimated.

2) Delay of Construction

Currently, the Company has already got the EIA Approval and building permit. The Company has hired Bouygues-Thai Co., Ltd. as the contractor for construction of OCC Project. The construction will be completed within 44 months after the construction has started but the construction can be delay. In case of delay, in accordance with contractor agreement the Company can charge the penalty for delay for each milestone at THB 100,000.00 per day. In case of the whole construction is delay from the schedule (Based on the Milestone, the construction will be completed on October 15, 2022), the Company can ask for the Compensation including the penalty for delay in each milestone and the whole project delay with maximum rate of 9.00% of total construction value in the agreement which is THB 448.29 million.

To prevent this risk, the Company will hire the coordinator who has knowledge and well-experienced in building construction to coordinate works and control all construction works to follow the schedule. Currently, the Company is under negotiation to hire the coordinator.

3) Cost of construction materials and cost in project development can be higher than estimation

From the good expansion in real estate business and economy in Thailand, many developers have developed new projects continuously. Moreover, there are many mega-projects from government that require construction materials. The demand for construction materials increase and it can lead to the shortage of construction materials and the increase in material price. The average level of Construction Material Index in 2017 has increased from the year 2016 by 1.94% and The average level of Construction Material Index in 2018 has increased from the year 2017 by 2.57% (Source: Bureau of Economic and Trade Indices, Ministry of Commerce). In property development business, the cost of construction material is the main cost of project. Therefore, the increase in construction material price will directly affect the cost in developing the project and the construction cost can be higher than estimation.

The Company understands this risk well and make the main contractor agreement including engineer work and civil work in form lump sum contract including all costs of construction materials. However, the agreement for sub-contractor can be changed depending on the negotiation between the hirer and the contractor under value engineering principle making the volatility in the project development cost.

4) Volatility of interest rate and sufficiency of capital in developing the Project

The investment in OCC Project makes the Company have the financial obligation from the bank loan used as the capital for project development of THB 2,700.00 million. The Company needs to be responsible for interest from OCC Project. Based on the audited financial statement as of December 31, 2018 of RML548 done by EY Office Co., Ltd., RML548 has the long-term borrowings from financial institution for THB 500.00 million. The interest rate in loan agreement dated July 9, 2018 is the average loan rate¹ minus 1.00% during year 1-4 and the average loan rate minus 1.00% thereafter. The current Minimum Loan Rate (MLR) tends to increase following the policy rate announced by Monetary Policy Committee (MPC). The MPC has resolved in its meeting on December 19, 2018 to increase the policy rate by 0.25% from the rate of 1.50% to be 1.75% per year in response to the tendency of higher inflation rate in the future. The change in the policy rate will affect the cost of fund of financial institutions. Then, the financial institutions will change their deposit rate and loan rate. The Company may face the risk of volatility in interest rate that can affect to the cost of capital and overall performance of the Company in the future.

However, after the announcement of Monetary Policy Committee (MPC) on December 19, 2018 to increase the policy rate by 0.25% from the rate of 1.50% to be 1.75% per year, the MLR of that financial institution is still 7.00% making the loan interest rate from the second year to maturity is 4.90%. However, it is possible

that the financial institution will increase the interest rate in the future because of the increase in cost of fund from the announcement of Monetary Policy Committee (MPC). If so, the cost of project will be higher, and the return will be lower. However, the return from the project is still in the reasonable level.

As of December 31, 2018, the Company has cash and equivalent of THB 1,120.85 million. However, the Company expects that the backlog during 2019-2022 can be transferred to customers for THB 23,000 million that will generate the cash flow for the Company around THB 3,000 million per year. The ownership transfer will be from important projects like Diplomat 39, The Lofts Asoke, The River, etc.

Note: ^{1/} The average loan rate is the average Minimum Loan Rate (MLR) of Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikornbank Public Company Limited and Siam Commercial Bank Public Company Limited.

5) The Company does not get the approval from the shareholders' meeting

If the shareholders' meeting does not approve the investment in this project, the Company will not earn revenues from the project and cannot claim for any expense during the preparation phase (Sunk Cost) such as the cost of design, land improvement, and consultants of THB 149.17 million, and advance payment for construction of THB 171.63 million. Therefore, the Company has already paid for THB 320.80 million.

However, the land lease agreement specified that the lessee is responsible to construct Grade A Office Building with retails space with the rating from Leadership in Energy and Environmental Design (LEED) in gold level or platinum level. Therefore, the Company needs to develop this land accordingly. If the shareholders' meeting does not approve this transaction, the Company needs to adjust the development plan and propose to the shareholders' meeting again for consideration. In this case, the Company may have additional expenses for project design and consultant in order to develop the project as specified in the land lease agreement. If the Company cannot develop the land as specified in the land lease agreement and the agreement has been terminated, the Company will not be able to claim for up-front lease payment of THB 1,518.00 million that has already been paid to the lessor.

Part 3: Reasonableness of Price and Appropriateness of Conditions for the Transaction

3.1 Reasonableness of Price of the Transaction

This part is to consider the reasonableness of investment in developing One City Centre Project (“OCC Project”) which is a real estate development project in form of Grade A Office Building and Retail Space. Total area of the project is 116,199 square meters with rentable area of 59,949 square meters composed of office space of 54,649 sq.m. and retail space of 5,300 square meters. The project is located on Phloen Chit Road. Total investment in OCC Project is THB 5,449.46 million (excluding the land lease payment). IFA has considered the feasibility of OCC Project by estimating the return of OCC Project using feasibility analysis using the following approaches.

1. Free Cash Flow to Project
2. Free Cash Flow to Equity

In this report, RML548 is the new company incorporated to develop OCC Project. It is not a listed company that is not required to do quarterly financial statement and disclose information to public. Moreover, OCC Project in the real estate project under construction. There is no revenue or profit from operation. IFA has considered the feasibility of the project based on received information. IFA has performed the feasibility analysis for this project as follows.

Valuation Approach	Performed	Limitation of IFA
1. Free Cash Flow to Project	✓	<p>The reasonableness of investment in OCC Project is based on the feasibility analysis of the project using discounted cash flow technique. The future cash flows are projected and discounted by the appropriate discount rate to evaluate the return from investment in developing the project. IFA has estimated future cash flows based on financial projection and business plan from the Company and the report on market research about OCC Project done by the specialist to estimate the industry condition, occupancy rate, rental rate for office buildings. IFA has considered all above information to determine the assumption for financial projection and ability to generate future cash flows of the project.</p> <p>If there are any significant changes in economy or industry, It can affect the appropriate return from investment in developing the project.</p>
2. Free Cash Flow to Equity	✓	

The opinion of IFA about the reasonableness and feasibility of the project is based on the limitation about available information that may affect each valuation approach as mentioned in the above table.

Key Assumption in Financial Projection

IFA has developed the financial projection of OCC Project for 34 years during 2019-2053 including the period of project development and commercial period based on the lease agreement on land with the term of 30 years ending on March 31, 2053. IFA has developed the financial projection of OCC Project based on business plan, the report on market research of OCC Project done by the specialist in real estate project in form of office building, and information from the Company e.g. financial statement, public information, construction plan, and interview with executives and related employees. The purpose is to perform the valuation of the investment in developing OCC Project. If there is any significant change from the assumptions in economic condition or other external factors that can affect to the construction or operation of OCC projects as well as internal factors, the return on OCC Project shall be changed accordingly. In the financial projection, IFA has developed using conservative basis with the following assumptions.

1. Revenue Assumptions

The construction of OCC Project is expected to finish in October 2022 the commercial operation date (COD) is expected to be in January 2023. The revenue projection of OCC Project consists of 3 parts which are revenue from office space rent, revenue from retail space rent, and other revenues. The details of assumptions are as follows.

1.1 Revenue from Office Space Rent

The projection of revenue from office space rent of OCC Project is based on the net leasable area for office space of 54,649 square meter. Based on the report on market research of OCC Project done by Jones Lang LaSalle (Thailand) Co., Ltd. (JLL) who is specialized in real estate, office buildings, and investment management. Moreover, the executives of the Company estimate the proportion of customers into 3 groups which are large customers, medium customers, and small customers. IFA has considered using conservative basis and determined the assumptions of customers in each group as follows.

Customer Group	Lease Area	Proportion
Large Customers	6,000 sq.m. and above	28.00%
Medium Customers	2,000 - 5,999 sq.m.	39.00%
Small Customers	Less than 2,000 sq.m.	33.00%

1.1.1 Rental Rate per square meter for Office Space

The assumption of rental rate of OCC Project is based on the report on market research of OCC Project done by JLL. Based on the current condition of office buildings for rent especially Prime Grade Level, the average rental rate of Grade A office space in Central Business Areas (CBA) has increased continuously. The rental rate in the 4th quarter of 2018 of average office space and Prime Grade office space in CBA has increased by 5.50% and 9.40% respectively (More details in Part 1.6.6) because of higher demand for office

space and tight supply conditions of office space in Bangkok CBA as well as location, facilities, and building characteristics. The new office space starting commercialization during 2017-2018 can increase the rental rate like Singha Complex at Asok-Phetchaburi Intersection and Gaysorn Tower on Ratchaprasong Road. The office building with similar grade and location as OCC Project is Park Venture Ecoplex that has started commercial since 2011 sets the negotiable rental rate at THB 1,500-1,550 per square meter per month. Therefore, the report on market research has estimated that the rental rate will increase at the rate of 3.30% per year during stability period. Therefore, IFA has considered based on business plan and the report on market research done by the specialist using conservative basis to determine the average rental rate of OCC Project at THB 1,516 per square meter per month in 2023 which is the commercial operation date. Moreover, the average rental rate is assumed to increase at the rate of 10.00% every 3 years during the whole projection period which is consistent with the format of the lease agreement and common practice in the industry.

1.1.2 Occupancy Rate

Based on the current condition of office buildings for rent based on the report on market research of OCC Project done by JLL who is the specialist, the occupancy rate of Prime Grade office buildings is very high at 93.00%-95.00% during 2013-2018 because of the growth in demand for office space (More details in Part 1.6.6). Based on the report on market research, the Prime Grade office building in different areas in CBA has the average occupancy rate during the first 3 years at 76.00%, 90.00%, and 95.00%. Moreover, OCC Project is the office building project by the high-reputation designer and located in the center of Bangkok on Phloen Chit Road with high potential. Therefore, JLL who is the specialist has estimated that OCC Project will have the occupancy rate of 75.00%, 90.00%, and 95.00% during the first 3 years. IFA has considered based on the report on market research by the specialist and business plan from the executives of the Company. After getting approval from the shareholders' meeting, OCC Project has a plan to hire the reputable agent within 2019 to prepare for the commercial operation in 2023. Therefore, IFA has determined the occupancy rate for OCC Project as follows.

	2023	2024	2025 onward
Occupancy Rate	75.00%	90.00%	95.00%

1.2 Revenue from Retail Space Rent

The projection of revenue from retail space rent of OCC Project is based on the net leasable area for office space of 5,300 square meter.

1.2.1 Rental Rate per square meter for Retail Space

The assumption of rental rate for retail space of OCC Project is based on the report on market research of OCC Project done by JLL. The rental rates of retail space in office building near OCC Project which is Park Venture Ecoplex and Mercury Tower are THB 2,330 per square meter per month and THB 1,312 per square

meter per month respectively. In the report, the rental rate for retail space of OCC Project in 2023 is expected to be THB 1,397 per square meter per month. IFA has considered based on the report on market research done by the specialist using conservative basis to determine the average rental rate for retail space of OCC Project at THB 1,397 per square meter per month in 2023 which is the first year of commercial operation. Moreover, the average rental rate is assumed to increase at the rate of 10.00% every 3 years during the whole projection period which is consistent with the format of the lease agreement and common practice in the industry.

1.2.2 Occupancy Rate

The assumption of occupancy rate for retail space of OCC Project is based on the report on market research of OCC Project done by JLL. The occupancy rates of retail space in office building near OCC Project which is Park Venture Ecoplex and Mercury Tower are 90.00% and 98.00% respectively. In the report, the occupancy rate for retail space of OCC Project is expected to be 80.00% in 2023 and 95.00% in 2024. IFA has considered and used the occupancy rate of OCC Project based on the report at 80.00% in 2023 and 95.00% in 2024 onward for the whole projection period.

1.3 Other Revenues

Other revenues consist of parking fees and advertising. There are 879 parking lots in OCC Project. Based on the report on market research of OCC Project by the specialist, the monthly parking fees of nearby office buildings is around THB 2,800 per month. IFA has considered and used the monthly parking fees at THB 2,800 per month.

The revenue from advertising is based on the quotation of outdoor advertising media providers from nearby office buildings.

Revenue Projection of OCC Project

Amount : THB million

Year	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032
Revenue from Office Space Rent	745.69	894.83	944.54	1,038.99	1,038.99	1,038.99	1,142.89	1,142.89	1,142.89	1,257.19
Revenue from Retail Space Rent	71.08	84.41	84.41	92.85	92.85	92.85	102.13	102.13	102.13	112.35
Other Revenues	22.94	22.96	22.94	25.23	25.23	25.25	27.76	27.76	27.76	30.55
Total Revenues	839.71	1,002.19	1,051.89	1,157.08	1,157.08	1,157.09	1,272.78	1,272.78	1,272.78	1,400.08

Amount : THB million

Year	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042
Revenue from Office Space Rent	1,257.19	1,257.19	1,382.91	1,382.91	1,382.91	1,521.20	1,521.20	1,521.20	1,673.33	1,673.33
Revenue from Retail Space Rent	112.35	112.35	123.58	123.58	123.58	135.94	135.94	135.94	149.53	149.53
Other Revenues	30.53	30.53	33.59	33.61	33.59	36.95	36.95	36.97	40.64	40.64
Total Revenues	1,400.06	1,400.06	1,540.08	1,540.10	1,540.08	1,694.09	1,694.09	1,694.11	1,863.50	1,863.50

Amount : THB million

Year	2043	2044	2045	2046	2047	2048	2049	2050	2051	2052
Revenue from Office Space Rent	1,673.33	1,840.66	1,840.66	1,840.66	2,024.73	2,024.73	2,024.73	2,227.21	2,227.21	556.80
Revenue from Retail Space Rent	149.53	164.49	164.49	164.49	180.93	180.93	180.93	199.03	199.03	49.76
Other Revenues	40.64	44.73	44.70	44.70	49.18	49.21	49.18	54.09	54.09	13.51
Total Revenues	1,863.50	2,049.88	2,049.85	2,049.85	2,254.84	2,254.87	2,254.84	2,480.33	2,480.33	620.07

2. Cost and Expense Assumptions

The cost of rental service and expenses based on the financial project of OCC Project consists of 6 parts which are Administrative Expenses, Selling Expenses, Land and Building Tax, Land lease payment, Depreciation and Amortization Expenses, and Corporate Income Tax. The details of assumptions are as follows.

2.1 Administrative Expenses

2.1.1 Project Management Fees

The project management fees consist of building service expenses, personnel expenses, building maintenance expenses, cleaning expenses, central utility fee, water supplies, and electricity, etc. Based on the report on market research of OCC Project done by JLL who is specialized in real estate, office buildings, and investment management, the management fees for Prime Grade Office Buildings in CBA in 2018 is around THB 220 per square meter per month. This management fees are expected to increase at 3.00% per year. Therefore, the management fees in 2023 is expected to be THB 225 per square meter per month. Moreover, in the first year of commercial operation, this management fees will be lower than the normal rate by 15.00% or will be THB 217 per square meter per month. IFA has considered the management fees based on the report on market research done by the specialist and the executives of the Company also inform that this estimation will be used in the budget of the project. Therefore, IFA had considered using conservative basis and determined the project management fees in 2023 at THB 217 per square meter per month. The project management fees in 2024 will be normal rate increased by 3.00% which will be THB 263 per square meter per month. Starting from 2025, this expense will increase at the rate of 3.00% per year for the whole projection period.

2.1.2 Building Insurance Premium

IFA has done the projection for building insurance premium based on the cost of building at 0.12% of total building value. This rate is based on the insurance policy that the Company has done for the building with similar construction cost as OCC Project. IFA has estimated total building value based on the value of agreement for main contractor and MEP sub-contractor.

2.1.3 Other Expenses

IFA has considered and determined other expenses at THB 50,000 per month in 2023. Thereafter, this expense will increase as the inflation rate at the rate 3.00% per year.

2.2 Selling Expenses

2.2.1 Commission

IFA has considered that commission for agents who will recruit customers for both office spaces and retail spaces equal to the rental rate for 1 month per the agreement with the term of 36 months based on the assumptions from the executives of the Company. Moreover, the executives have estimated the termination rate after the end of term in the agreement at 15.00% of total number of agreements.

2.2.2 Public Relations and Promotional Expenses

IFA has considered the public relations and promotional expenses of OCC Project at 0.25% of total revenues. The additional expense in public relation for the grand opening of the project in 2023 will be at THB 10.00 million.

2.3 Land and Building Tax

In accordance with the land lease agreement, the lessee is responsible for the payment of land and building tax. The new Land and Building Tax Act has just passed the consideration of the National Legislative Assembly on November 16, 2018 and will be effective on January 1, 2020. As a result, RML548 is responsible for paying land and building tax.

IFA has considered the land and building tax using the estimated value of buildings in accordance with the draft of Land and Building Tax Act. The list of estimated value of buildings is effective for 4 years in each announcement. However, the current listed of estimated value of buildings is effective during 2016-2019 which cannot be used in this projection. IFA has considered the growth rate of estimated value of buildings using conservative basis based on the previous growth rate of estimated value of buildings which is 11.69% in each announcement.

2.4 Land Lease Payment

IFA has determined total land lease payment of land starting from the first payment in 2023 at the range of THB 50.00 million to THB 73.87 million for the whole projection period based on the long-term lease agreement (More details in Part 1.6.2).

2.5 Depreciation and Amortization Expenses

IFA has estimated depreciation and amortization expenses based on the accounting policy of RML548 from the financial statement of RML548. The useful life used to calculate depreciation is 30 years for investment property and the useful life used to calculate amortization for leasehold is 34 years based on the policy about depreciation and amortization.

2.6 Corporate Income Tax

IFA has determined the corporate income tax rate at 20.00% of earnings before tax for the whole projection period.

3. Assumption on Investment

3.1 Operating Plan

After the construction starts, OCC Project will be finished in 44 months which will be in October 2022 and the commercial operation date (COD) will be in January 2023 (More details in Part 1.6.6).

In financial projection, IFA has determined the project life of OCC Project at 30 years based on the duration in land lease agreement (January 2033 – March 2052).

3.2 Investment Amount

The Company expects that total investment amount is THB 5,449.45 million which consists of:

- 1) The amount in Main Contractor Agreement and MEP Sub-contractor Agreement is totally THB 4,980.96 million. RML548 has hired Bouygues-Thai Co., Ltd. as the contractor for building construction with the amount of THB 1,772.96 million. However, this amount can be adjusted based on the negotiation between the hirer and the contractor. The Company has hired the value engineering consultant to prepare the engineering report on the inspection of quantity for the Company on March 6, 2019. Based on the report on value engineering, the Company can reduce expenses around THB 301.09 million. Therefore, the investment amount in this part can be reduced from THB 1,772.96 million to THB 1,471.87 million. Currently, the Company had notified about value engineering to Bouygues-Thai Co., Ltd. who is the main contractor to consider. Currently, it is under the consideration to adjust this amount.
- 2) The project design and consulting fees is around THB 219.45 million as of December 31, 2018. The Company has already paid for THB 149.17 million.
- 3) Contingency is estimated to be THB 249.05 million which is 5.00% of the total cost from Main Contractor Agreement, MEP Sub-contractor Agreement, and Project Design and Consulting Fees.
- 4) Total cost for land lease agreement is THB 3,321.98 million including the advance payment amount of THB 1,518.00 million. The Company has already paid the advance payment. Total annual land lease payment for the term of 30 years is THB 1,803.98 million starting from April 1, 2022 to March 31, 2052 (More details in Part 1.6.2).

Investment Amount in Project Development (THB million)	Amount	Paid Amount As of Dec 31, 2018	Additional Amount to be Invested until the end of the Project
Main Contractor Agreement ^{1/}	3,208.00	-	3,208.00
MEP Sub Contractor Agreement ^{2/}	1,772.96	-	1,772.96
Project Design and Consulting Fees	219.45	149.17	70.28
Contingency	249.05	-	249.05
Total Investment in Project Development (Excluding Land Lease Payment)	5,449.45	149.17	5,300.29
Up-front Land Lease Payment on Delivery Date ^{3/}	1,518.00	1,518.00	-
Total Investment in Project Development	6,967.45	1,667.17	5,300.29
Annual Land Lease Payment During 2022 - 2052	1,803.98	-	1,803.98
Total Investment Amount	8,771.44	1,667.17	7,104.27

Note: ^{1/} The Company has already paid the advance payment of THB 171.63 million (based on the conditions in the main contractor agreement dated January 15, 2019).

^{2/} Based on the report on value engineering, the Company can reduce expenses around THB 301.09 million. The Company has hired the value engineering consultant to prepare the engineering report on the inspection of quantity for the Company on March 6, 2019. million. Therefore, the amount in this part can be reduced from THB 1,772.96 million to THB 1,471.87 million. Currently, the Company had notified about value engineering to Bouygues-Thai Co., Ltd. who is the main contractor to consider adjusting this amount.

^{3/} The Company has already paid the up-front land lease payment of THB 1,518.00 million. Total annual land lease payment starting from April 1, 2022 to March 31, 2052 for the term of 30 years is THB 1,803.98 million

3.3 Source of Capital

To consider the source of capital used in developing OCC Project, the Board of Directors of the Company has resolved in its meeting no. 3/2019 held on March 14, 2019 about the source of capital by using of internal working capital of the Company and/or borrowing from financial institutions and/or issuing debt instruments and/or getting the partner for joint investment with the guideline for source of capital (More details in Part 1.10).

4. Assumption on Cost of Capital

In developing OCC Project, the Company will borrow from financial institutions. IFA has determined the cost of capital used in financial projection as follows.

4.1 Interest Rate on Long-term Loan

OCC Project has got the support for loan from one financial institution in Thailand for THB 3,480.00 million on July 9, 2018 with the following details.

1st Amount – The loan amount is THB 750.00 million used for the land cost. The interest rate in Year 1-4 is MLR – 1.00% per year and MLR – 0.75% per year thereafter.

2nd Amount – The loan amount is THB 2,700.00 million used for the construction cost. The interest rate in Year 1-4 is MLR – 1.00% per year and MLR – 0.75% per year thereafter.

3rd Amount – The loan amount is THB 30.00 million used for the letter of guarantee. The interest rate in Year 1-4 is MLR – 1.00% per year and MLR – 0.75% per year thereafter.

4.2 Loan Repayment

The loan agreement has specified that RML548 will start repaying the principal to the financial institution who supports for loan by quarterly payment. The first loan repayment is the last working day of March 2023 or within 6 months after commercial operation date (COD) whichever comes first (More details in Part 1.6.5).

Pro Forma Income Statement

Based on assumptions in financial projection, IFA has prepared the pro forma income statement of OCC Project during 2032-2052 as follows.

Amount : THB million

Year	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032
Revenue from Office Space Rent	745.69	894.83	944.54	1,038.99	1,038.99	1,038.99	1,142.89	1,142.89	1,142.89	1,257.19
Revenue from Retail Space Rent	71.08	84.41	84.41	92.85	92.85	92.85	102.13	102.13	102.13	112.35
Other Revenues	22.94	22.96	22.94	25.23	25.23	25.25	27.76	27.76	27.76	30.55
Total Revenues	839.71	1,002.19	1,051.89	1,157.08	1,157.08	1,157.09	1,272.78	1,272.78	1,272.78	1,400.08
Administrative Expenses	162.57	195.61	201.30	206.56	212.57	218.77	225.16	231.73	238.51	245.49
Selling Expenses	80.16	16.04	6.77	8.51	4.01	3.23	9.36	4.41	3.56	10.29
Land and Building Tax	13.13	14.51	14.36	14.21	14.06	15.54	15.37	15.20	15.04	16.42
Land Lease Payment	50.00	50.00	50.00	50.00	51.88	52.50	52.50	54.47	55.13	55.13
Depreciation and Amortization	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86
Total Expenses	574.72	545.02	541.28	548.13	551.37	558.90	571.24	574.67	581.08	596.18
Earnings Before Interest and Tax	264.99	457.17	510.60	608.95	605.70	598.19	701.54	698.11	691.70	803.90
Finance Cost	187.40	182.29	172.64	167.34	157.26	146.89	136.28	125.38	113.94	101.38
Corporate Income Tax	12.13	54.98	67.59	88.32	89.69	90.26	113.05	114.55	115.55	140.50
Net Income	65.46	219.90	270.37	353.28	358.75	361.04	452.21	458.19	462.21	562.02

Amount : THB million

Year	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042
Revenue from Office Space Rent	1,257.19	1,257.19	1,382.91	1,382.91	1,382.91	1,521.20	1,521.20	1,521.20	1,673.33	1,673.33
Revenue from Retail Space Rent	112.35	112.35	123.58	123.58	123.58	135.94	135.94	135.94	149.53	149.53
Other Revenues	30.53	30.53	33.59	33.61	33.59	36.95	36.95	36.97	40.64	40.64
Total Revenues	1,400.06	1,400.06	1,540.08	1,540.10	1,540.08	1,694.09	1,694.09	1,694.11	1,863.50	1,863.50
Administrative Expenses	252.67	260.08	267.71	275.56	283.64	291.98	300.56	309.40	318.50	327.88
Selling Expenses	4.85	3.91	11.32	5.34	4.30	12.46	5.87	4.74	13.70	6.46
Land and Building Tax	16.05	15.67	15.30	16.67	16.26	15.84	15.42	16.76	16.29	15.83
Land Lease Payment	57.19	57.88	57.88	60.05	60.78	60.78	63.05	63.81	63.81	66.21
Depreciation and Amortization	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86
Total Expenses	599.62	606.40	621.07	626.47	633.84	649.91	653.77	663.56	681.17	685.23
Earnings Before Interest and Tax	800.44	793.66	919.01	913.62	906.24	1,044.18	1,040.32	1,030.55	1,182.33	1,178.27
Finance Cost	88.00	73.56	57.99	41.37	23.39	-	-	-	-	-
Corporate Income Tax	142.49	144.02	172.20	174.45	176.57	208.84	208.06	206.11	236.47	235.65
Net Income	569.96	576.08	688.82	697.81	706.28	835.35	832.26	824.44	945.86	942.62

Amount : THB million

Year	2043	2044	2045	2046	2047	2048	2049	2050	2051	2052
Revenue from Office Space Rent	1,673.33	1,840.66	1,840.66	1,840.66	2,024.73	2,024.73	2,024.73	2,227.21	2,227.21	556.80
Revenue from Retail Space Rent	149.53	164.49	164.49	164.49	180.93	180.93	180.93	199.03	199.03	49.76
Other Revenues	40.64	44.73	44.70	44.70	49.18	49.21	49.18	54.09	54.09	13.51
Total Revenues	1,863.50	2,049.88	2,049.85	2,049.85	2,254.84	2,254.87	2,254.84	2,480.33	2,480.33	620.07
Administrative Expenses	337.53	347.49	357.73	368.29	379.16	390.36	401.89	413.77	426.01	114.27
Selling Expenses	5.21	15.07	7.10	5.73	16.58	7.81	6.30	18.24	8.60	1.73
Land and Building Tax	15.36	16.64	16.12	15.60	15.08	16.26	15.68	15.10	14.52	-
Land Lease Payment	67.00	67.00	69.52	70.36	70.36	72.99	73.87	73.87	18.47	-
Depreciation and Amortization	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86	268.86	11.48
Total Expenses	693.97	715.06	719.33	728.83	750.03	756.28	766.61	789.84	736.45	127.49
Earnings Before Interest and Tax	1,169.53	1,334.82	1,330.52	1,321.02	1,504.81	1,498.59	1,488.24	1,690.49	1,743.89	492.59
Finance Cost	-	-	-	-	-	-	-	-	-	-
Corporate Income Tax	233.91	266.96	266.10	264.20	300.96	299.72	297.65	338.10	348.78	98.52
Net Income	935.63	1,067.86	1,064.42	1,056.82	1,203.85	1,198.87	1,190.59	1,352.39	1,395.11	394.07

5. Project Valuation

5.1 FCFP: Free Cash Flow to Project

To evaluate the return from the project, IFA has done the financial projection for 34 years during 2019-2052 which is the period that the Company can utilize the land based on the land lease agreement. The construction period will be for 44 months which will be finished in October 2022 and the commercial operation date will be in January 2023. The financial projection is done on the assumptions that there is no event and external factor that can affect OCC Project. Moreover, it is assumed that there is no significant change in these assumptions.

The information used by IFA to consider the fairness of price and appropriateness of the transaction includes investment plan, feasibility study of the Project done by the Company, the public information of related industries, related agreements and contracts, as well as the interview with the executives of the Company and related parties to consider the return and feasibility of the investment. If there is any external uncontrollable factor affecting the construction or the operation of the Project or there is a significant change in the assumptions, the estimated return in this report can also be changed.

To determine the assumptions in calculating the return and feasibility of the project, IFA has considered with the executives of the Company using conservative basis.

- Net Present Value : NPV is the present value of net cash flows from the project which equals to the present value of cash inflows deducting the present value of cash outflows using the weighted average cost of capital (WACC) as the discount rate. The result from the calculation is so called Net Present Value (NPV).
- Internal Rate of Return : IRR is the rate of return from investment in the project. It is the discount rate that makes NPV equal to Zero.
- Payback Period is to calculate the break-even point of project in term of years and months. It tells how long to get the amount invested in the project back using the accumulated cash flow in the future.

- Discount Rate

WACC	=	$\{(D/V) \times K_d \times (1 - t)\} + (E/V) \times K_e$ where
D/V of the project	=	Interest-bearing Liabilities / (Interest-bearing Liabilities + Shareholders' Equity)
E/V of the project	=	Shareholders' Equity / (Interest-bearing Liabilities + Shareholders' Equity)
t	=	Corporate income tax is 20.00% of earnings before tax
K _d	=	The cost of long-term debts. During Year 1-4, the interest rate is MLR-1.00% per year and the interest rate is MLR-0.75% thereafter. IFA has considered on Conservative Basis and decided to use MLR-0.75% per year as the cost of long-term liabilities to calculate the weighted average cost of capital (WACC), Based on average MLR on March 4, 2019 which is 6.20%, the interest rate in the long-term long agreement will be 5.45%
K _e	=	The cost of equity of Raimon Land Public Company Limited ("RML") as of December 31, 2018 is 9.65% (Source: Bloomberg)

After combining the above variables to calculate the weighted average cost of capital (WACC), the WACC is 7.23% which will be used as the discount rate to find the present value of free cash flow to project.

IFA has used the above discount rate to calculate Net Present Value (NPV), Project Internal Rate of Return, and Payback Period based on the Free Cash Flows to Project. NPV, Project IRR, and Payback Period can be calculated based on the projection of free cash flow to project as follows.

Free Cash Flows to Project

Year	Unit	Previous Balance	2019	2020	2021	2022	2023	2024	2025	2026	2027
Operating Profit after Tax EBIT x (1-T)	THB million	-	-	-	-	(50.00)	211.99	365.74	408.48	487.16	484.56
+ Depreciation and Amortization	THB million	-	-	-	-	-	271.91	271.91	271.91	271.91	271.91
- Investment Amount	THB million	(1,710.71)	(1,671.99)	(1,344.93)	(1,223.35)	(1,274.94)	-	-	-	-	-
Free Cash Flow to Project (FCFP)	THB million	(1,710.71)	(1,671.99)	(1,344.93)	(1,223.35)	(1,324.94)	483.91	637.65	680.40	759.07	756.48

Year	Unit	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
Operating Profit after Tax EBIT x (1-T)	THB million	478.55	561.23	558.49	553.36	643.12	640.35	634.93	735.21	730.90	724.99
+ Depreciation and Amortization	THB million	269.41	269.41	269.41	266.79	266.79	266.79	264.03	264.03	244.03	241.14
- Investment Amount	THB million	-	-	-	-	-	-	-	-	-	-
Free Cash Flow to Project (FCFP)	THB million	747.97	830.65	827.90	820.15	909.91	907.14	898.96	999.24	974.93	966.13

Year	Unit	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047
Operating Profit after Tax EBIT x (1-T)	THB million	835.35	832.26	824.44	945.86	942.62	935.63	1,067.86	1,064.42	1,056.82	1,203.85
+ Depreciation and Amortization	THB million	241.14	241.14	238.10	258.10	258.10	254.91	254.91	254.91	251.56	251.56
- Investment Amount	THB million	-	-	-	-	-	-	-	-	-	-
Free Cash Flow to Project (FCFP)	THB million	1,076.48	1,073.40	1,062.54	1,203.96	1,200.72	1,190.53	1,322.77	1,319.33	1,308.38	1,455.41

Year	Unit	2048	2049	2050	2051	2052
Operating Profit after Tax EBIT x (1-T)	THB million	1,198.87	1,190.59	1,352.39	1,395.11	394.07
+ Depreciation and Amortization	THB million	251.56	248.04	248.04	248.04	24.75
- Investment Amount	THB million	-	-	-	-	-
Free Cash Flow to Project (FCFP)	THB million	1,450.43	1,438.63	1,600.43	1,643.15	418.82

Net Present Value (NPV)	THB 1,761.20 million
Project Internal Rate of Return (Project IRR)	9.03% per year
Payback Period	13 years 9 months

IFA has summarized the value of Net Present Value (NPV), Project Internal Rate of Return (Project IRR), and Payback Period as follows.

Item	Value
Net Present Value (NPV)	THB 1,761.20 million
Project Internal Rate of Return (Project IRR)	9.03% per year
Payback Period	13 years 9 months

Based on the estimation of discounted free cash flows to project, the net present value (NPV) is THB 1,761.20 million. The project internal rate of return (Project IRR) is 9.03% per year which is higher than the weighted average cost of capital (WACC) of 7.23%. The payback period is 13 years and 9 months.

Therefore, based on the above return on investment, IFA has opined that OCC Project is financially feasible and it is reasonable to invest in the project.

5.2 FCFE: Free Cash Flow to Equity

The project evaluation using free cash flow to equity reflects the return and risk of investment in the perspective of all shareholders of RML548 who the owner of OCC Project is. IFA has used the assumptions in financial projection mentioned earlier.

- Equity Discount Rate

IFA has considered and used the cost of equity (K_e) of Raimon Land Co., Ltd. ("RML") as of December 31, 2018 which is the latest available information as the cost of equity (K_e) of the project which is 9.65% (Source: Bloomberg).

IFA has used the above discount rate to calculate Net Present Value (NPV), Equity Internal Rate of Return, and Payback Period based on the Free Cash Flows to Equity. NPV, Equity IRR, and Payback Period can be calculated based on the projection of free cash flow to equity as follows.

Free Cash Flows to Equity

Year	Unit	Previous Balance	2019	2020	2021	2022	2023	2024	2025	2026	2027
Net Income	THB Million	-	-	-	-	(50.00)	65.46	219.90	270.37	353.28	358.75
+ Depreciation and Amortization	THB Million	-	-	-	-	-	271.91	271.91	271.91	271.91	271.91
- Investment	THB Million	(1,710.71)	(1,671.99)	(1,344.93)	(1,223.35)	(1,274.94)	-	-	-	-	-
± Borrowing (Repayment) of Loan from Financial Institutions	THB Million	500.00	1,102.26	1,136.89	710.85	-	(24.84)	(175.26)	(179.40)	(184.92)	(190.44)
Free Cash Flow to Equity (FCFE)	THB Million	(1,210.71)	(569.73)	(208.04)	(512.50)	(1,324.94)	312.54	316.56	362.89	440.28	440.23

Year	Unit	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
Net Income	THB Million	361.04	452.21	458.19	462.21	562.02	569.96	576.08	688.82	697.81	706.28
+ Depreciation and Amortization	THB Million	269.41	269.41	269.41	266.79	266.79	266.79	264.03	264.03	244.03	241.14
- Investment	THB Million	-	-	-	-	-	-	-	-	-	-
± Borrowing (Repayment) of Loan from Financial Institutions	THB Million	(194.58)	(200.10)	(209.76)	(230.46)	(245.64)	(264.96)	(285.66)	(304.98)	(329.82)	(429.18)
Free Cash Flow to Equity (FCFE)	THB Million	435.88	521.52	517.84	498.54	583.16	571.79	554.46	647.87	612.02	518.24

Year	Unit	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047
Net Income	THB Million	835.35	832.26	824.44	945.86	942.62	935.63	1,067.86	1,064.42	1,056.82	1,203.85
+ Depreciation and Amortization	THB Million	241.14	241.14	238.10	258.10	258.10	254.91	254.91	254.91	251.56	251.56
- Investment	THB Million	-	-	-	-	-	-	-	-	-	-
± Borrowing (Repayment) of Loan from Financial Institutions	THB Million	-	-	-	-	-	-	-	-	-	-
Free Cash Flow to Equity (FCFE)	THB Million	1,076.48	1,073.40	1,062.54	1,203.96	1,200.72	1,190.53	1,322.77	1,319.33	1,308.38	1,455.41

Net Present Value (NPV)	THB 881.80 million
Equity Internal Rate of Return (Equity IRR)	11.45% per year
Payback Period	12 years 11 months

IFA has summarized the value of Net Present Value (NPV), Equity Internal Rate of Return (Equity IRR), and Payback Period as follows.

Item	Value
Net Present Value (NPV)	THB 881.80 million
Equity Internal Rate of Return (Equity IRR)	11.45% per year
Payback Period	12 years 11 months

Based on the estimation of discounted free cash flows to project, the net present value (NPV) is THB 881.80 million. The equity internal rate of return (Equity IRR) is 11.45% per year which is higher than the cost of equity (Ke) of 9.65%. The payback period is 12 years and 11 months.

Therefore, based on the above return on the investment, IFA has opined that OCC Project is financially feasible and it is reasonable to invest in the project.

Sensitivity Analysis

The Company has received the report on value engineering that the expenses can be reduced by THB 301.09 million. The report has been done by the value engineering consultants who was hired to prepare the engineering report on the inspection of quantity for the Company on March 6, 2019. The amount in the contractor agreement can be reduced from THB 1,772.96 million to THB 1,471.87 million. The Company has already informed the results from the report on value engineering to Bouygues-Thai Co., Ltd. who is the main contractor to consider. Now it is under consideration to adjust the amount in the agreement. IFA has considered to perform the sensitivity analysis on the case of reduction in construction costs and no reduction in construction costs. Moreover, IFA has considered the worst-case scenario by analyzing the value of OCC Project if there is any change in each of these 5 factors as follows.

1. Cost overrun in construction and consultant fee in project development
2. Project delay from the schedule
3. Change in integrate rate of loan from financial institutions
4. Occupancy rate is lower than estimation by 5.00% and 10.00%
5. Rental rate for office space is lower than estimation by 5.00% and 10.00%

IFA has performed the sensitivity analysis based on the following cases.

1. Increase in Project Development Cost

Fair Value	Case of No Reduction for Construction Cost			Case of Reduction for Construction Cost		
	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)
Base Case	881.80	11.45%	12 years 11 months	1,118.63	12.03%	12 years 4 months
Construction cost increase by 5%	709.86	11.06%	13 years 4 months	957.08	11.64%	12 years 9 months
Construction cost increases by 10%	537.92	10.69%	13 years 9 months	795.54	11.26%	13 years 2 months
Construction cost increases by 15%	365.90	10.34%	14 years 2 months	633.99	10.90%	13 years 7 months

2. Project Delay

Fair Value	Case of No Reduction for Construction Cost			Case of Reduction for Construction Cost		
	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)
Base case	881.80	11.45%	12 years 11 months	1,118.63	12.03%	12 years 4 months
Project delay for 6 months	710.07	11.06%	13 years 5 months	947.45	11.62%	12 years 10 months
Project delay for 12 months	392.09	10.42%	14 years 4 months	629.78	10.94%	13 years 9 months

3. Increase of Interest Rate

Fair Value	Case of No Reduction for Construction Cost			Case of Reduction for Construction Cost		
	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)
Base case	881.80	11.45%	12 years 11 months	1,118.63	12.03%	12 years 4 months
Interest Rate increases by 0.25%	855.38	11.39%	13 years 0 months	1,092.18	11.97%	12 years 5 months
Interest Rate increases by 0.50%	828.96	11.33%	13 years 1 months	1,065.74	11.91%	12 years 6 months

	Case of No Reduction for Construction Cost			Case of Reduction for Construction Cost		
Fair Value	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)
Interest Rate increases by 0.75%	802.45	11.28%	13 years 2 months	1,039.30	11.85%	12 years 7 months
Interest Rate increases by 1.00%	775.94	11.22%	13 years 3 months	1,012.77	11.79%	12 years 8 months

4. Occupancy Rate

	Case of No Reduction for Construction Cost			Case of Reduction for Construction Cost		
Fair Value	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)
Base case	881.80	11.45%	12 years 11 months	1,118.63	12.03%	12 years 4 months
Occupancy rate lower than estimation by 5%	559.23	10.81%	13 years 7 months	796.19	11.38%	13 years 0 months
Occupancy rate lower than estimation by 10%	237.00	10.15%	14 years 5 months	473.43	10.69%	13 years 9 months

5. Rental Rate of Office Space

	Case of No Reduction for Construction Cost			Case of Reduction for Construction Cost		
Fair Value	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)	Equity NPV (THB million)	Equity IRR (%)	Payback Period (Years)
Base case	881.80	11.45%	12 years 11 months	1,118.63	12.03%	12 years 4 months
Rental rate for office space lower than estimation by 5%	559.27	10.81%	13 years 7 months	796.22	11.38%	13 years 0 months
Rental rate for office space lower than estimation by 10%	237.02	10.15%	14 years 5 months	473.45	10.69%	13 years 9 months

Based on the above sensitivity analysis, OCC Project has the net present value (NPV) from THB 237.00 million to THB 1,118.63 million. The equity internal rate of return (Equity IRR) is from 10.15% to

12.03% and the payback period is from 12 years 3 months to 14 years 5 months. The worst-case scenario is when there is no reduction in construction cost and the occupancy rate is lower than estimation by 10.00%, the net present value (NPV) is THB 237.00 million. The equity internal rate of return (Equity IRR) is 10.15% and the payback period is 14 years 5 months.

3.2 Appropriateness of Conditions of the Transaction

The transaction is the investment in developing OCC Project which is the real estate development project in form of Grade A office buildings with retail space. The important condition in this transaction is from that the executives of the Company have seen the potential of this location on Phloen Chit Road, Bangkok which is the last parcel of land in the central business areas of Bangkok. Then, the Company has entered into the long-term lease agreement with Pattra Co., Ltd. In accordance with long-term lease agreement, the lessor has determined that the lessee needs to develop the Grade A Buildings for commercial use and needs to get the rating from Leadership in Energy and Environmental Design (LEED) in Gold or Platinum level. Therefore, the Company needs to consider for investing to develop this project.

Based on the above conditions, IFA has opined that the conditions in the Transaction is appropriate.

Part 4: Summary of the Opinion of IFA

IFA has considered all above information that One City Centre (“OCC Project”) is the real estate development project in form of Grade A office building and retail space for rent with total area of 116,199 square meter. The net leasable area is 59,949 square meters composed of office space of 54,649 square meters and retail space of 5,300 square meter. Total investment in developing OCC Project is THB 5,449.46 million (excluding land lease payment). After including the acquisition of leasehold for 30-year term of THB 3,321.08 million, total investment in this project is THB 8,771.44 million which is considered to be the asset acquisition in accordance to the Notification of Securities and Exchange Commission.

Entering into this transaction allows the Company to expand its business into Grade A office building and retail space business. This can help the Company increase its revenue in form of recurring income by expanding to the new business. The Company can also receive revenues and profits from the performance of OCC Project. After considering the reasonableness of price of the Transaction, IFA has opined that OCC Project is financially feasible that can generate additional returns to the Company and shareholders. It can help the Company diversify the business risk and generate recurring incomes. Moreover, IFA has considered the appropriateness of important conditions of the Transaction which is the conditions in long term lease agreement that the Company needs to develop Grade A office building and retail space under international standard and gets the rating from Leadership in Energy and Environmental Design (LEED) in Gold or Platinum level. Therefore, investment in OCC Project is consistent to this condition. Moreover, OCC project can generate the internal rate of return of 9.03% per year which is higher than weighted average cost of capital (WACC) of 7.23% and the equity internal rate of return (Equity IRR) is 11.45% per year which is higher than the cost of equity (Ke) of 9.65%.

IFA has considered the fairness of price and appropriateness of the Transaction including advantages and disadvantages of entering into the Transaction or not entering into the Transaction as well as the return on investment from OCC Project. There are some risks in this project, but those risks are general business risks. IFA opines that entering into the Transaction will benefit the Company more. Therefore, IFA has opined that shareholders should vote for this Transaction.

Asset Pro Management Co., Ltd. as the Independent Financial Advisor has performed the due diligence and analysis of various information with prudence under the professional standards. The opinion is based on the information and documents received from related parties including from executives of the Company. It is assumed that all received information are completely accurate based on the current condition and situation. If there is any significant change from the current condition and/or some information are inaccurate, it may significantly affect the opinion of IFA in this report and this is not the responsibility of IFA.

The shareholders should study the information in this IFA report and related documents in order to come up with own justification for making appropriate decision. The decision to vote for or against the transaction rests primarily with the shareholders.

Asset Acquisition from Acquiring Additional Ordinary Shares of RML19

Including the Right as the Creditor of KPNL with Accrued Interest from the Connected Persons

Part 1 : Overview of Asset Acquisition and Connected Transaction

1.1 Objective and Background

The resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 of Raimon Land Public Company Limited on October 11, 2018 ("the Company" or "RML") has approved the investment in KPN Land Co., Ltd. ("KPNL") in form of Entire Business Transfer. This results in acquiring ordinary shares of Raimon Land 19 Co., Ltd. ("RML19") via Raimon Land Holding Co., Ltd. ("RMLH") for 51.00% of the authorized and paid-up capital of RML19. RML19 is the owner of one 24-storey luxury condominium project under development which is located in Land Title Deed No. 24160 and 24161, Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Watthana District with total area of 1 rai 8 square wah ("SHAA Project"). Currently, the project is under consideration for EIA approval from the committee. The Company makes payment for acquiring KPNL by cash and issuing new shares. This transaction will make KPNL become the major shareholders of the Company. As of March 28, 2019, KPNL holds ordinary shares of the Company of 19.84% of authorized and paid-up capital. Moreover, Mr. Krit Narongdej who is the control person of KPNL also holds ordinary share of the Company of 0.34% of authorized and paid-up capital ("KPNL Group"). KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. However, after acquiring assets of KPNL, the business partner of KPNL under Joint Venture Agreement still holds shares of RML19 of 49.00% of authorized and paid-up capital and exercise the rights under the joint venture agreement to let KPNL acquiring shares in RML19 (Put Option) held by the business partner of 49.00%. Therefore, KPNL who is the major shareholder of the Company needs to acquire all remaining shares of RML19 of 49.00%.

To eliminate the conflicts of interest and to create highest benefits to the Company as the owner of the project in generating return in the future, the Board of Director of the Company has resolved in its meeting no. 3/2019 held on March 14, 2019 at 14.00 hrs. at the meeting room of the Company to approve Raimon Land Holding Co., Ltd. (RMLH) which is a subsidiary of the Company with ownership proportion of 100.00% to acquire additional ordinary shares of RML19 for 245,000 shares with par value of THB 100.00 which is 49.00% of authorized and paid-up capital from KPNL including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. The Transaction is considered to be the connected transaction Class 4 related to assets and services in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2008 Re: Ruled on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 ("Rule on Connected Transaction"). The size of transaction is 3.43% of total

net asset value (NTA) of the Company and subsidiaries with is higher than THB 20.00 million and higher than 3.00% of total net asst value of the Company and subsidiaries based on the consolidated financial statement audited by the auditor as of December 31, 2018. Therefore, this transaction is considered to be large and the Company needs to act as Rules on Connected Transaction.

Moreover, this transaction is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 as well as other related notifications ("Rules on Acquisition and Disposal"). The calculation of transaction size using total value of consideration which has the highest value is 1.33% based on the consolidated financial statement of the Company audited by the auditor as of December 31, 2018.

However, during past 6 months, the Company has acquired the rights in trademark "klapsons" used for hospitality business for 10 years starting from January 1, 2019 to December 31, 2028. The Company paid for the rights of using this trademark not more than THB 19.81 million. Total value of consideration at that time 0.15% of total assets of the Company based on the financial statement as of September 30, 2018. The Company has already disclosed this information to the Stock Exchange on February 13, 2019.

The Board of Director of the Company has resolved in the same meeting to propose to the Annual General Meeting of Shareholders 2019 to approve the investment in developing One City Centre Project ("OCC Project") which is a real estate development project in form of Grade A Office Building and Retail Space. Total area of the project is 116,199 square meters located on Phloen Chit Road. This investment will be done via RML548 Co., Ltd. a subsidiary of the Company with shareholding proportion of 100.00% of authorized and paid-up capital in RML548. the size of this transaction based on the highest criteria which is total value of consideration is 72.07% of total assets of the Company. Combining the size of these 3 transactions based on total value of consideration, total size of transaction is 73.55% based on total value of consideration. This asset acquisition is classified as Class 1 in accordance with Rules on Acquisition and Disposal with the transaction size more than 50% but less than 100% (based on the highest criteria). Therefore, the Company needs to prepare the report and disclose information to the Stock Exchange of Thailand and propose to the shareholders meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders.

The shareholders who are not eligible to vote are KPNL holding 828,000,000 shares and Mr. Krit Narongdej as the director of KPNL holding 14,042,800 shares, which are totally 842,042,800 shares. The remaining shares eligible to vote is 3,330,441,327 shares and this transaction needs to be approved by at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote.

Based on the above reason, the Company has appointed Asset Pro Management Co., Ltd. ("Independent Financial Advisor" or "APM") as the Independent Financial Advisor to provide the opinion to shareholders regarding to acquisition of assets for the Annual General Meeting of Shareholder 2019 held on April 29, 2019 at 14.00 hrs. at Surasak Ballroom, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yan Nawa Sub-District, Sathorn District, Bangkok. In this report, IFA has considered the reasonableness of the transaction independently under professional standard based on the benefits of all shareholders fairly.

Moreover, RML19 has already done some transactions related to SHAA Project on behalf of KNPL as follows.

- On January 10, 2017, KPNL has hired Atkrist Co, Ltd. as the consultant in acoustics and audiovisual equipment for SHAA Project.
- On October 16, 2017, KPNL has hired MITR Technical Consultant Co., Ltd. as the designer and building engineer (including the external drainage system) for SHAA Project
- On October 18, 2017, KPNL has hired Februar Image Co., Ltd. as the consultant for architectural services and landscape architecture for SHAA Project.
- On October 30, 2017, KPNL has hired R Plus S (Thailand) Co., Ltd. as the consultant for interior for SHAA Project.
- On November 10, 2017, KPNL has hired Project Alliance Co., Ltd. as the consultant in construction and hired Earth and Sun Co., Ltd. as the consultant in preparing the report on Environmental Impact Assessment (EIA) for SHAA Project.
- On April 30, 2018, RML19 has got the loan from one commercial bank of THB 1,050.00 million used in construction of condominium project named SHAA Project. The amount of THB 539.00 million used for cost of land. The amount of THB 501.00 used for construction. The amount of THB 10.00 used for the letter of guarantee used for guarantee in using utility system. The mortgage registration was done using the land with building with Land Title Deed No. 24160 and 24161, Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Phra Khanong District, Bangkok as the collateral for this loan. Currently, RML19 had made the drawdown of the loan of THB 539.00 million used for cost of land. The amount for construction has not been used yet because the project is on the process of EIA approval and building permit.

1.2 Transaction Date

After the approval from the Board of Directors of RMLH, the company will sign the Conditional Share Purchase Agreement ("Share Purchase Agreement") to purchase additional ordinary shares of RML19 for 245,000 shares which is 49.00% of authorized and paid-up capital from KPNL including right as creditor of KNPL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. The Company expects that the payment and transfer of share

from KPNL including the transfer of right as the creditor will be completed in the 3rd quarter of 2019 after the complete of conditions precedent as specified in the share purchase agreement successfully, otherwise exempted by the parties involved.

1.3 Related Parties and Relationship

Agreement	: Purchase and Sale Agreement of Ordinary Shares of Raimon Land 19 Co., Ltd. (RML19)
Buyer	: Raimon Land Holding Co., Ltd. (RMLH)
Seller	: KPN Land Co., Ltd. (KPNL)
Relationship	: KPNL is the connected person of the Company because KPNL and its connected persons are the major shareholders of the Company with total shareholding proportion of 20.18% of authorized and paid-up capital.

Summary of Main Details

Agreement to Buy and Sell Ordinary Shares of Raimon Land 19 Co., Ltd.

Seller	:	KPN Land Co., Ltd. (KPNL)
Buyer	:	Raimon Land Holding Co., Ltd. (RMLH)
Date	:	March 19, 2019
Agreement	:	The seller has agreed to sell, and the buyer has agreed to buy ordinary shares of RML19 with number 1-4900 and 10001-250100 for 245,000 shares including right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million)
Selling Price and Payment Condition	:	THB 191.10 million. The buyer will make payment within September 30, 2019
Other Important Details	:	<ul style="list-style-type: none"> - The seller has agreed to transfer the right of creditor with accrued interest of THB 130.54 million that the seller lent to RML19 to the buyer. The transfer will be completed after making the written agreement on the date that the buyer makes payment. - The seller has agreed to transfer the right and obligation with outside parties such as intellectual property related to SHAA Project and others (if any) to the buyer at the discretion of the buyer within the reasonable time. - The period under this agreement until the closing date unless getting the written consent from the seller, the seller must not take any action and not let RML19 take any action as follows (1) to take or not to take any action that is incorrect in accordance with this agreement, (2) to amend the Company's

	<p>Regulations or any important document, (3) to sell, to rent, to create obligations, to make a mortgage, to transfer, or to agree to see, to rent to create obligation, to make a mortgage, to transfer, or to create the right to withhold the shares, (4) to proceed to merge or dissolve the business or file for bankruptcy, (5) to enter into any agreement related to shares or to sell or transfer such right, including but not limit to the voting right.</p> <p>- The seller will not increase the loan amount and/or call for payment including fees or interest after signing this agreement until the closing date. However, this does not include to do the capital increase and to make payment for shares.</p> <p>Conditions Precedent : Need to get approval by (1) the Board of Directors of the seller, (2) the shareholders' meeting of the seller, (3) the Board of Directors of the buyer, and (4) the shareholders' meeting of the buyer.</p>
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1.4 Summary about Raimon Land 19 Co., Ltd.

Overview of RML19

RML19 was incorporated on November 24, 2017 with juristic person no. 0105560198268 (The former name is KPN-Keppel Alliance (SK19) Co., Ltd. Thereafter, the company changed the name to KPN (SK19) Co., Ltd. on December 12, 2018 and changed to the current name on February 8, 2019). The main business of the company is to develop real estate projects for sale. The current authorized capital is THB 50.00 million and has the ownership in SHAA Project which is on the process of EIA approval. The project is located on 2 land parcels with total area of 1 rai 8 square wah as follows.

- 1) Land Title Deed No. 24160 Parcel No. 1963 Sub-District No. 6392 Khlong Tan Sub-District (No. 11 North Phra Khanong), Phra Khanong District (Bangkapi), Bangkok with area of 2 ngan 4 square wah
- 2) Land Title Deed No. 24161 Parcel No. 1964 Sub-District No. 6393 Khlong Tan Sub-District (No. 11 North Phra Khanong), Phra Khanong District (Bangkapi), Bangkok with area of 2 ngan 4 square wah

List of Directors

The list of directors of RML19 as of March 13, 2019 consists of 4 directors as follows.

Name	Status	Authorized Signature
1. Mr. Lee Chye Tek Lionel	Representative of RML	Any one of Mr. Lee Chye Tek Lionel or Mr. Sataporn Amornvorapak and any one of Mr. Rawee Tathniyom and Mr. Teersak Passaree jointly sign with the company's seal.
2. Mr. Sataporn Amornvorapak	Representative of RML	
3. Mr. Rawee Tathniyom	Representative of KPNL	
4. Mr. Teerasak Passaree	Representative of KPNL	

The list of directors of RML19 after the transaction consists of 4 directors as follows.

Name	Status	Authorized Signature
1. Mr. Lee Chye Tek Lionel	Representative of RML	Any two of four directors jointly sign with the company's seal.
2. Mr. Lee Chye Cheng Adrian	Representative of RML	
3. Mr. Sataporn Amornvorapak	Representative of RML	
4. Mr. Waroon Worawanitcha	Representative of RML	

Source: Information from the Company.

List of Shareholder

As of December 12, 2018, RML19 had the authorized capital of THB 50.00 million. The ordinary shares consist of 500,000 shares with par value of THB 100.00. There are 3 shareholders as follows.

Name	Number of Share	Value (THB million)	%
1. Raimon Land Holding Co., Ltd. ^{1/}	254,999	25.50	50.99
2. KPN Land Co., Ltd.	245,000	24.50	49.00
3. Mr. Kasem Narongdej	1	0.00	<0.01
Total	500,000	50.00	100.00

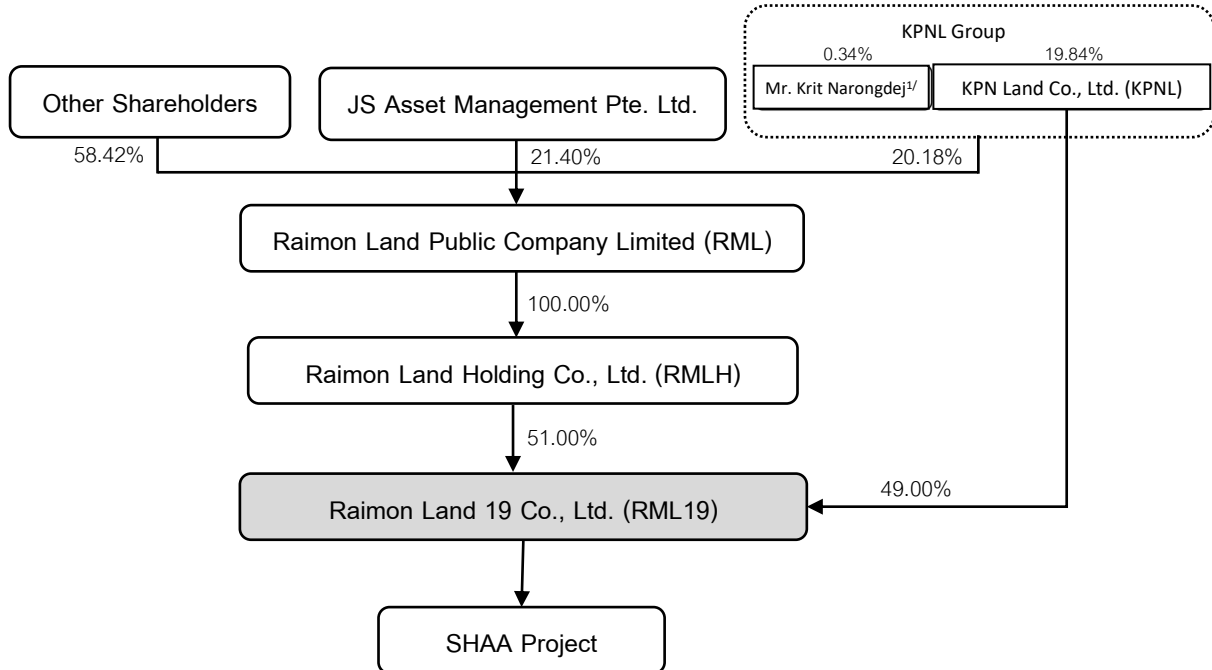
Note: ^{1/} The former name is Perabal Co., Ltd. which is a subsidiary of the Company with shareholding proportion of 100.00% of authorized capital.

The list of shareholders of RML19 after the transaction consists of 4 shareholders as follows.

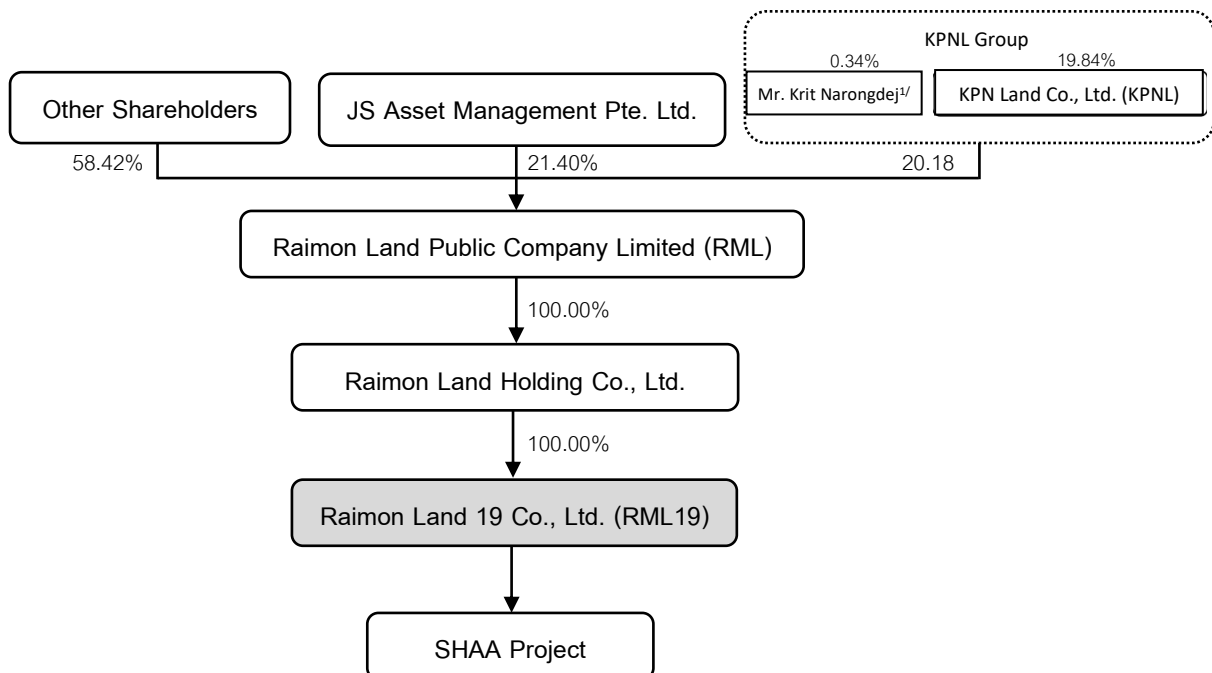
Name	Number of Share	Value (THB million)	%
1. Raimon Land Public Company Limited	499,997	49.99	99.99
2. Mr. Lee Chye Tek Lionel	1	0.00	<0.01
3. Mr. Lee Chye Cheng Adrian	1	0.00	<0.01
4. Mr. Sataporn Amornvorapak	1	0.00	<0.01
Total	500,000	50.00	100.00

Shareholding Structure

- The shareholding structure before the transaction is as follows.



- The shareholding structure after the transaction is as follows.



Note: ^{1/}Mr. Krit Narongdej is the major shareholder of KPN Holding Co., Ltd. with shareholding proportion of 38.00% of authorized and paid-up capital and KPN Holding Co., Ltd. holds ordinary shares of KPNL for 100.00%.

The list of top 20 major shareholders of RML

Shareholder	Number of Share	%
1. JS ASSET MANAGEMENT PTE. LTD.	893,000,000	21.40
2. KPNL Group	842,042,800	20.18
2.1 KPN Land Co., Ltd.	828,000,000	19.84
2.2 Mr. Krit Narongdej	14,042,800	0.34
3. Mr. Jirawut Kuvananant	231,806,500	5.56
4. Mr. Mongkol Prakitchaiwattana	151,050,000	3.62
5. CREDIT SUISSE (SWITZERLAND) LTD.	150,000,000	3.59
6. Thai NVDR Co., Ltd	142,176,519	3.41
7. RHB INVESTMENT BANK BERHAD (RETAIL)-KL MAIN	95,000,000	2.28
8. UOB KAY HIAN PRIVATE LIMITED	82,635,000	1.98
9. Mrs. Supranee Chaichukiat	47,100,000	1.13
10. Mr. Chuchart Chaichukiat	42,400,000	1.02
11. Mr. Supachai Suthipongchai	41,158,900	0.99
12. Ms. Urapa Suthipongchai	40,300,000	0.97
13. Deutsche Bank AG Singapore (DCS) A/C MAYBANK SINGAPORE LIMITED FOR PRIVATE WEALTH CLIENTS	35,000,000	0.84
14. Mr. Sarawut Boon-Long	33,378,600	0.80
15. Mr. Nantawat Methirawat	26,336,400	0.63
16. Mr. Peeranat Tantipoj	24,087,200	0.58
17. Mr. Siri-anon Srikuresha	23,000,000	0.55
18. Ms. Saithip Wongwiwat	22,765,000	0.55
19. EAST FOURTEEN LIMITED-DFA EMERG MARKET CORE EQ PORT	20,721,700	0.50
20. Mr. Arthit Narula	19,400,000	0.46
Total	2,963,358,619	71.02

Source: Shareholder Registration Book of Raimon Land Public Company Limited as of March 29, 2019.

Financial Position

Raimon Land 19 Co., Ltd. Statement of Financial Position				
As of	December 31, 2017		December 31, 2018	
	THB million	%	THB million	%
Cash and cash equivalents	1.01	100.00	6.57	0.78
Other receivables	-	-	0.34	0.04
Project development cost	-	-	825.28	97.85
Other current assets	0.00	0.00	1.55	0.18
Short-term loan to related parties	-	-	-	-
Total current assets	1.01	100.00	833.74	98.85
Property, plant and equipment	-	-	9.65	1.15
Other non-current assets	-	-	0.01	0.00
Total non-current assets	-	-	9.66	1.15
Total assets	1.01	100.00	843.40	100.00
Trade and other payables	0.06	6.01	5.25	0.62
Deposits from customers	-	-	27.12	3.22
Current portion of long-term loans from financial institutions	-	-	539.00	63.91
Short-term loans from related parties and accrued interest	-	-	266.41	31.59
Other current liabilities	-	-	0.00	0.00
Total current liabilities	0.06	6.01	837.78	99.33
Total liabilities	0.06	6.01	837.78	99.33
Authorized capital ^{1/}	1.00	98.99	50.00	5.93
Paid-up capital ^{1/}	1.00	98.99	50.00	5.93
Retained earnings - unappropriated	(0.05)	(5.00)	(44.38)	(5.26)
Total shareholders' equity	0.95	93.99	5.62	0.67
Total liabilities and shareholders' equity	1.01	100.00	843.40	100.00

Note: ^{1/} On February 15, 2018, RML19 has registered for capital increase of THB 50.00 million.

Raimon Land 19 Co., Ltd.				
Income Statement				
As of	31 December 2017		31 December 2018	
	THB Million	%	THB Million	%
Other income	0.00	100.00	0.49	100.00
Total revenues	0.00	100.00	0.49	100.00
Selling and administrative expenses	0.05	15,000.00	44.53	9,132.31
Profit (loss) before interest and tax	0.05	15,000.00	(44.05)	(9,032.31)
Finance Cost	-	0.00	0.28	57.26
Net profit (loss)	(0.05)	(14,900.00)	(44.33)	(9,089.57)

Appraisal Report

The company has hired Landmark Consultants Co., Ltd. to do the valuation of vacant land with the following important details.

Property Type	:	Vacant Land
Title Deed	:	Land Title Deed No. 24160 and 24161 for 2 parcels with total area of 1 rai 8 square wah or 408.00 square wah located in Khlong Tan Sub-District (No. 11 North Phra Khanong), Phra Khanong District (Bangkapi), Bangkok
Owner	:	KPN-Keppel Alliance Co., Ltd. (Former Name) Current Name: Raimon Land 19 Co., Ltd. (RML19)
Obligation	:	Under mortgage registration with one commercial bank
Purpose	:	Public use
Criteria	:	Market Value Criteria
Valuation Approach	:	The Market Approach used for valuation and The Residual Method used for verification
Date	:	December 10, 2018
Value	:	THB 897.60 million

Source: the appraisal report done by Landmark Consultants Co., Ltd. on December 24, 2018

Parties related to RML19

Summary of Agreement related to SHAA Project

Hirer	Work	Value (THB Million)	Date	Relationship
Februar Image Co., Ltd.	Consultant for architectural services and landscape architecture	7.50	18 Oct 17	No relationship with shareholders, directors, and executives of the Company
R Plus S (Thailand) Co., Ltd.	Consultant for interior	3.00	30 Oct 17	No relationship with shareholders, directors, and executives of the Company
Project Alliance Co., Ltd.	Consultant in construction	15.05	10 Nov 17	No relationship with shareholders, directors, and executives of the Company
MITR Technical Consultant Co., Ltd.	Designer and building engineer	1.05	16 Oct 17	No relationship with shareholders, directors, and executives of the Company
Atkrist Co, Ltd.	Consultant in acoustics	0.07	10 Jan. 17	No relationship with shareholders, directors, and executives of the Company
Earth and Sun Co., Ltd.	Consultant in preparing the report on Environmental Impact Assessment (EIA)	1.45	10 Nov 17	No relationship with shareholders, directors, and executives of the Company

Note:

- In all of above agreement that KPNL is the hirer, KPNL will transfer the right as the hirer to RMLH after getting approval from the shareholders' meeting
- As of December 31, 2018, KPNL has already paid for the above agreements for THB 10.23 million. The unpaid amount is THB 20.07 million.

1.5 Type and Size of Transaction

The Board of Director of the Company has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve RMLH a subsidiary of the Company with shareholding proportion of 100.00% to acquire to acquire additional ordinary shares of RML19 for 245,000 shares with par value of THB 100.00 which is 49.00% of authorized and paid-up capital from KPNL including the right as the creditor of KPNL with accrued interest

(KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. The main business of RML19 is to develop the real estate projects to sale. These shares are acquired from KPNL who is the connected person of the Company because KPNL Group totally holds shares of the Company of 20.18% of total outstanding shares of the Company. RML19 is the owner of SHAA Project which is currently on the process of EIA approval.

SHAA Project is located on 2 land parcels with total area of 1 rai 8 square wah as follows.

- 1) Land Title Deed No. 24160 Parcel No. 1963 Sub-District No. 6392 Khlong Tan Sub-District (No. 11 North Phra Khanong), Phra Khanong District (Bangkapi), Bangkok with area of 2 ngan 4 square wah
- 2) Land Title Deed No. 24161 Parcel No. 1964 Sub-District No. 6393 Khlong Tan Sub-District (No. 11 North Phra Khanong), Phra Khanong District (Bangkapi), Bangkok with area of 2 ngan 4 square wah

Investment in RML19	Investment Amount (THB million)
Ordinary shares of RML19 with proportion of 49.00% of total authorized and paid-up capital and right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million)	191.10
Total Investment	191.10

This transaction is considered to be the asset acquisition in accordance with the Notification of Capital Market Supervisory Board No. TorChor.20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 ("Rules on Acquisition and Disposal") and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004. Moreover, this transaction is considered to be the connected transaction in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2008 Re: Ruled on Connected Transactions dated August 31, 2008 ("Rule on Connected Transaction") and Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated November 19, 2003. The size of transaction is calculated based on the consolidated financial statement of the Company as of December 31, 2018 and the financial statement of RML19 as of December 31, 2018. The size of transaction can be calculated as follows.

Amount (THB million)	RML19 As of December 31, 2018	The Company As of December 31, 2018
Total Assets	843.40	14,329.74
Intangible Assets	-	144.31
Total Liabilities	837.78	8,607.87
Minority Interest	-	5.21
Net Tangible Assts ("NTA") ^{1/}	5.62	5,572.35
Net Profit Attributable to Major Shareholders	(44.33)	8.60

Source: The consolidated financial statement of the Company and the financial statement of RML19 as of December 31, 2018 was prepared by EY Office Co., Ltd.

Note: ^{1/} Net Tangible Assets (NTA) are calculated from Total Asset – Intangible Assets – Total Liabilities – Minority Interest

1.5.1 Size of Asset Acquisition of the Company

The transaction is considered to be the asset acquisition in accordance with Rule on Acquisition and Disposal. The size of transaction based on total value of consideration which is the highest criteria is 1.33% based on the consolidated financial statement of the Company audited by the auditor as of December 31, 2018

The calculation based on the consolidated financial statement of the Company audited by the auditor as of December 31, 2018 is as follows.

Criteria on Asset Acquisition and Disposal	Details	Calculation (Amount: THB million)	Size (%)
1. Total Net Asset (NTA) ^{1/}	$\frac{\% \times \text{NTA of target Company} \times 100}{\text{NTA of RML}}$	$\frac{49\% \times 5.62 \times 100}{5,572.35}$	0.05
2. Net Profit	$\frac{\% \times \text{Net profit of target company} \times 100}{\text{Net profit of RML}}$	Cannot be calculated due to RML has net loss	N/A
3. Value of Consideration	$\frac{\text{Value of Consideration} \times 100}{\text{Total Assets of RML}}$	$\frac{191.10 \times 100}{14,329.74}$	1.33
4. Value of listed shares used to make payment	$\frac{\text{Number of shares issued by RML to pay for RML19}}{\text{Outstanding shares of RML}}$	Cannot be calculated due to the payment is made in cash	N/A

Note: ^{1/} Net Tangible Assets (NTA) are calculated from Total Asset – Intangible Assets – Total Liabilities – Minority Interest

However, during past 6 months, the Company has acquired the rights in trademark "klapsons" used for hospitality business for 10 years starting from January 1, 2019 to December 31, 2028. The Company paid for the rights of using this trademark not more than THB 19.81 million. Total value of consideration at that time 0.15% of total assets of the Company based on the financial statement as of September 30, 2018. The Company has already disclosed this information to the Stock Exchange on February 13, 2019.

Moreover, the Board of Director of the Company has resolved in the same meeting to propose to the Annual General Meeting of Shareholders 2019 to approve the investment in developing One City Centre Project ("OCC Project") which is a real estate development project in form of Grade A Office Building and Retail Space.

Total area of the project is 116,199 square meters located on Phloen Chit Road. This investment will be done via RML548 Co., Ltd. a subsidiary of the Company with shareholding proportion of 100.00% of authorized and paid-up capital in RML548. the size of this transaction based on the highest criteria which is total value of consideration is 72.07% of total assets of the Company.

Combining the size of these 3 transactions based on total value of consideration, total size of transaction is 73.55% based on total value of consideration. This asset acquisition is classified as Class 1 in accordance with Rules on Acquisition and Disposal with the transaction size more than 50% but less than 100% (based on the highest criteria). Therefore, the Company needs to prepare the report and disclose information to the Stock Exchange of Thailand and propose to the shareholders meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders.

1.5.2 Size of Connected Transaction

KPNL Group is the major shareholder of the Company with shareholding proportion 20.18% of authorized and paid-up capital. This transaction is considered to be the connected transaction in accordance with Rules on Connected Transaction. The value of consideration is THB 191.10 million and total value of net tangible assets based on the consolidated financial statement of the Company as of December 31, 2018 is THB 5,572.35 million. size of transaction based on total value of consideration is 3.43% of total net asset value (NTA) of the Company and subsidiaries with is higher than THB 20.00 million and higher than 3.00% of total net asset value of the Company and subsidiaries based on the consolidated financial statement audited by the auditor as of December 31, 2018. Therefore, this transaction is considered to be the connected transaction Class 4 related to assets and services and the large transaction. The Company needs to act as the Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546. The Company needs to disclose information to the Stock Exchange of Thailand and propose to the shareholders' meeting to get the approval by the resolution of shareholders meeting with at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote, excluding interested shareholders.

The shareholders who are not eligible to vote are KPNL holding 828,000,000 shares and Mr. Krit Narongdej as the director of KPNL holding 14,042,800 shares, which are totally 842,042,800 shares. The remaining shares eligible to vote is 3,330,441,327 shares and this transaction needs to be approved by at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote.

1.6 Details of Acquired Asset

The Board of Director of the Company has resolved in its meeting no. 3/2019 held on March 14, 2019 to approve RMLH a subsidiary of the Company with shareholding proportion of 100.00% to acquire to acquire

additional ordinary shares of RML19 for 245,000 shares with par value of THB 100.00 which is 49.00% of authorized and paid-up capital from KPNL including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. RML19 is the owner of SHAA Project which is currently on the process of EIA approval as follows.

1.6.1 Land Title Deed

Ownership	: KPN-Keppel Alliance Co., Ltd. (SK19) (Former Name) Current Name: Raimon Land 19 Co., Ltd. (RML19)
Location	: Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Watthana District, Bangkok
Title Deed	: No. 14160 and No. 14161
Parcel	: 2 parcels
Total Area	: 1 rai 8 square wah

Note: Under mortgage with one commercial bank since February 20, 2018

1.6.2 Summary of Loan Agreement from one Commercial Bank

Borrower	: KPN-Keppel Alliance Co., Ltd. (SK19) (Former Name) Current Name: Raimon Land 19 Co., Ltd. (RML19)
Date	: April 30, 2018
Loan Amount and Purpose	: The borrower has agreed to borrow, and the lender had agreed to lend for the amount not more than THB 1,050.00 million used for construction of SHAA Project as follows.
Interest Rate	: 1 st amount: the long-term loan with the amount not more than THB 539.00 million used for the cost of land
Collateral	: - 2 nd amount: the long-term loan with the amount not more than THB 501.00 million used for the cost of construction
Loan Repayment	: - The loan will be repaid every time that there is a mortgage release so as to sell the condominium unit to customers. The borrower will repay not less than 70% of selling price. If the selling price is less than THB 290,000 per square meter, the calculation for principal repayment will be THB 290,000 per square meter. - 1 st amount: the loan must be fully repaid within 5 years after the agreement date. - 2 nd amount: the loan must be fully repaid within 5 years after the agreement date.

Note: ^{1/} On April 30, 2018, the Minimum Loan Rate (MLR) of this commercial bank is 7.00%

^{2/} The commercial bank has done the amendment no. 1. The loan repayment for the amount used for acquiring land must be repaid within May 11, 2019. However, the borrower can ask for extension of this by submitting the written request to the bank at least 1 month before the last repayment.

1.6.3 Project Information and Investment

Investment Budget

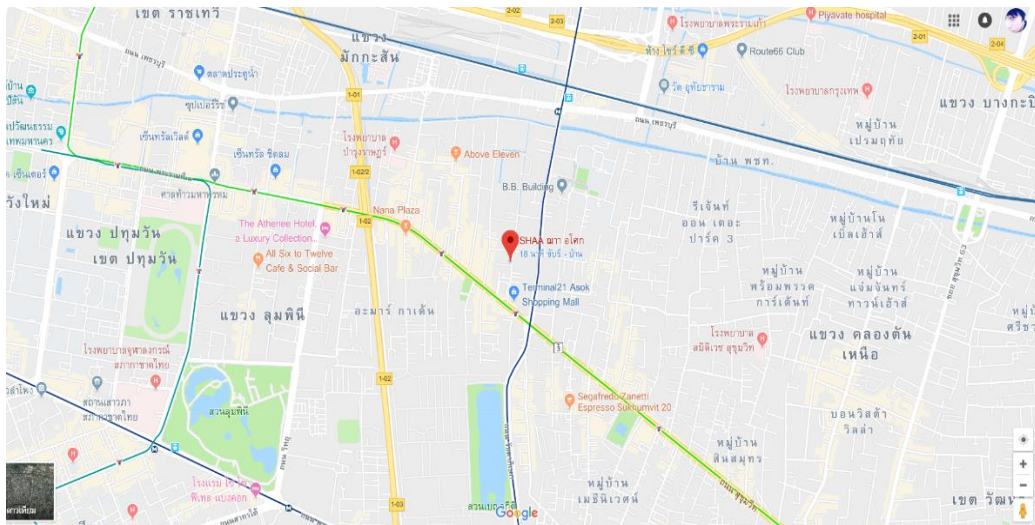
Investment in RML19	Investment Amount (THB million)
Ordinary shares of RML19 with proportion of 49.00% of total authorized and paid-up capital and right as creditor of KNPL with accrued interest (KNPL lent to RML19 proportionately to shareholding proportion of KNPL in RML19 of THB 130.54 million)	191.10
Total Investment	191.10

Project Location

SHAA Project is the 24-storey luxury condominium project with 143 units. The project is located in Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Watthana District, Bangkok which is currently under development. The project is located about 250 meters from Sukhumvit Road and surrounded by full facilities such as Robinson Department Store and Terminal 21 shopping center which are leading shopping centers. The transportation is convenient which can be done because BTS Asoke Station and MRT Sukhumvit Station is only 250 meters from the project. Moreover, the project is about 1.4 kilometer from the Airport Rail Link Makkasan Station can be reached by Expressway in a radius of 3 kilometers.

Currently, SHAA Project is on the process of consideration for Environmental Impact Assessment (EIA) and asking for building permit. The reservation has been opened since May 2018 and the project has got moderately attention from investors.

Project Location



Project Value based on Selling Price

Total project value (THB million)	2,550.77
Number of Unit (Unit)	143
Area for Sale (Square meter)	7,949.50
Room Size (Square meter)	34.25 – 110.75
Selling price per square meter (THB/square meter)	258,000 – 360,800

Source: Total project value is based on the selling price during project opening in May 2018

Building Characteristics and Utility System

SHAA Project is located in Soi Sukhumvit 19 with 2 land parcels under the ownership of RML19. Total area is 1 rai 8 square wah which is 1,632 square meters in form of 24-storey building with 143 units. There are parking lots, utility system including electrical system, ventilation system, sanitary system, elevator system, telephone system, fire protection system, and alarm system. There are 2 passenger elevators and 1 service elevator supporting 24 floors. There are 100 parking lots which is 70% of total units.

Image of Project



Floor Plan



1st Floor Plan



2nd Floor Plan



3rd-19th Floor Plan



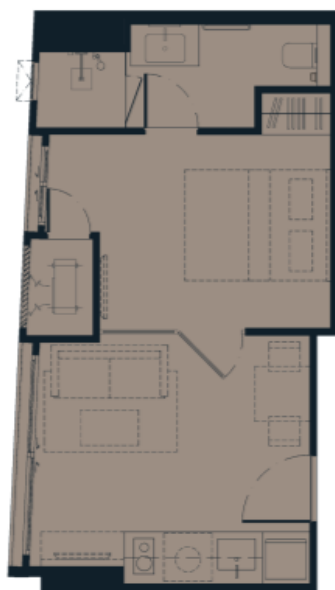


Sample Room at Project

Based on the design of RML19, SHAA Project consists of 2-bedroom and 1-bedroom with 3 types as follows.

Number of Bedroom	Type	Size (Square meter)	Number of Unit
1 Bedroom	1BR	34.25 – 34.75	66
2 Bedroom	2BR	69.50 – 75.50	75
Duplex	2BR	107.25 – 113.25	2

Room Layout 34.75 square meter (1 Bedroom)



1A (34.2575 square meter)



1B (34.7575 square meter)



1C (34.7575 square meter)

Room Layout 69.50 – 75.50 square meter (2 Bedroom)



2A (75.50 square meter)



2B_05 (69.50 square meter)



2B_06 (69.50 square meter)



2C (75.50 square meter)



2H Lower (110.75 square meter)



2H Upper (110.75 square meter)



2I Lower (101.50 square meter)



2I Upper (101.50 square meter)

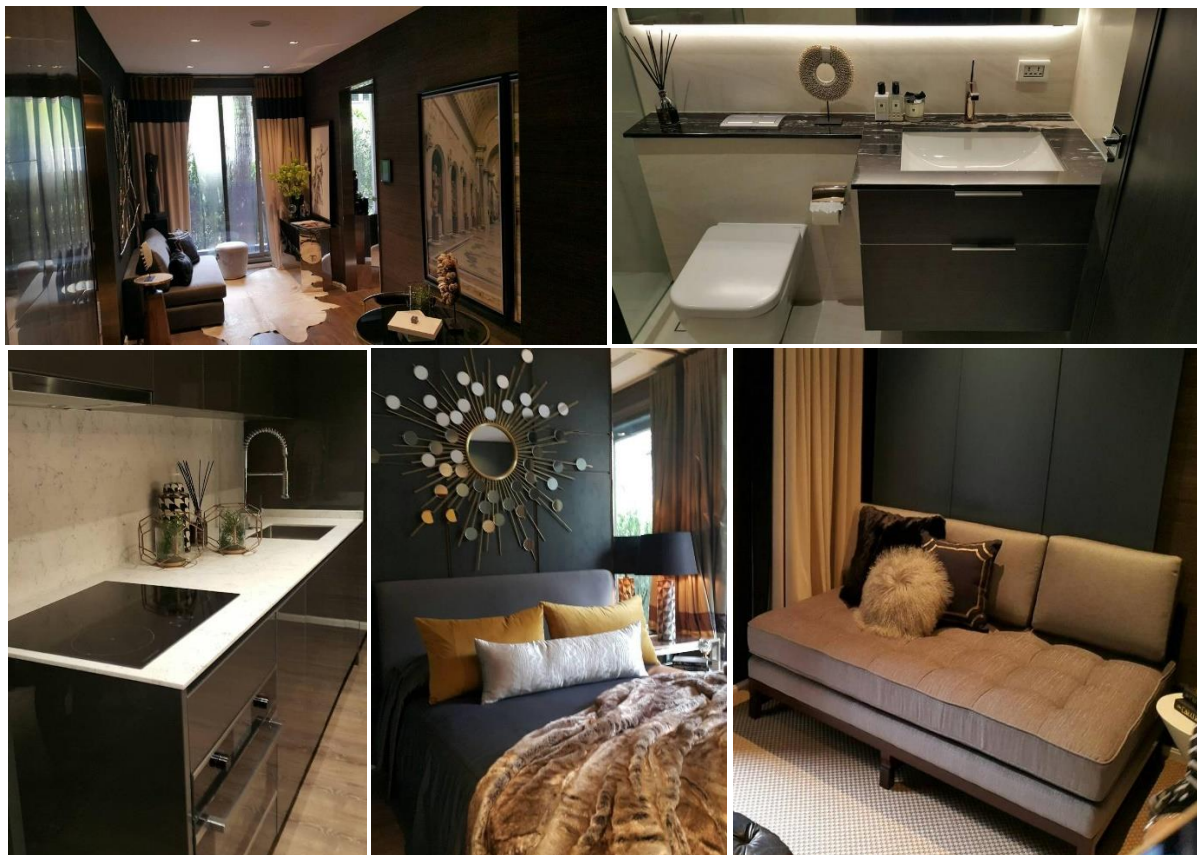


2F-1 (74.50 square meter)



2G-1 (72.25 square meter)

Sample Room at Project

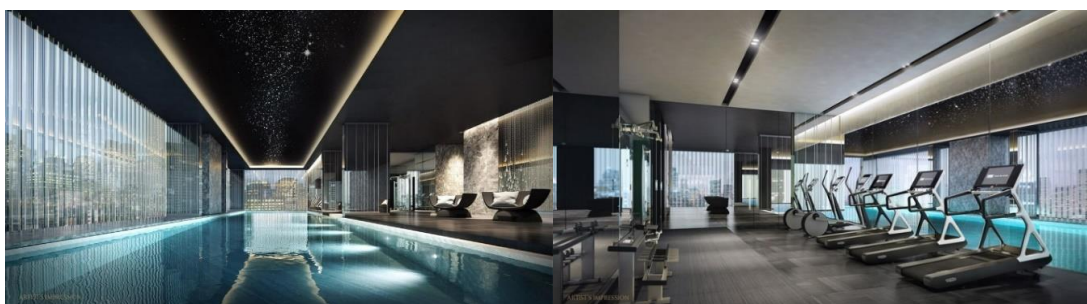


Characteristics of Buyers

- For resident purpose for 143 units in 24 floors

Facilities and Highlights of the Project

- EV Charging Station in the car park
- The room height for 1-bedroom and 2-bedroom is 2.8 meter.
- The room height for duplex is 6.1 meter.
- Automatic Parking and parking for motorcycles
- Fitness and Saline Swimming Pool on the 2nd floor
- 24-hour Security System



Project Image as of February 2019



Project Duration

	2018				2019				2020				2021				2023				2024	
	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2	Q'3	Q'4	Q'1	Q'2
Asking for EIA No. 1																						
Asking for EIA No. 2																						
Construction Design																						
Procurement																						
Asking for Demolishing																						
Demolishing																						
Construction Permit under Article 39 bis																						
Start the Construction																						
Pile Drilling																						
Underground Structure																						
Above-ground Structure																						
Architect																						
System Work																						
Interior																						
Exterior																						
Landscape Improvement																						
Ownership Transfer																						

Source: Information from the Company.

Environmental Impact

SHAA Project is classified as the residential building project in accordance with the law on building control with the number room more than 80 units or total usable area more than 4,000 square meter. The project needs to prepare the report on environmental impact assessment in accordance with the Notification of the Ministry of Natural Resources and Environment Re: Determining the Type and Size of the Project or Business Which Must Prepare an Environmental Impact Assessment Report. As of March 13, 2019, the report on environmental impact assessment of SHAA Project is on the process of consideration by the committee.

1.7 Total Value of Consideration

Details of Investment in RML19	Total Investment (THB Million)
Ordinary shares of RML19 with proportion of 49.00% of total authorized and paid-up capital and right as creditor of KNPL with accrued interest (KNPL lent to RML19 proportionately to shareholding proportion of KNPL in RML19 of THB 130.54 million).	191.10
Total Investment	191.10

1.8 Value of Acquired Asset

Details of Investment in RML19	Asset Value (THB Million)
Ordinary shares of RML19 with proportion of 49.00% of total authorized and paid-up capital and right as creditor of KNPL with accrued interest (KNPL lent to RML19 proportionately to shareholding proportion of KNPL in RML19 of THB 130.54 million)	191.10
Total Asset Value	191.10

1.9 Criteria Used to Determine the Value of Consideration

The criteria used to determine the value of consideration in this asset acquisition is the price that the Company and KNPL have negotiated and agreed based on the adjusted book value of ordinary shares including the right as creditor with accrued interest of KNPL proportionately to shareholding of KNPL in RML19.

1.10 Source of Capital

The source of capital used in acquiring additional ordinary shares of RML19 including the right as creditor of KNPL with accrued interest proportionately to shareholding proportion of KNPL in RML19 is as follows.

Use of Capital (THB million)	Source of Capital (THB million)
Ordinary shares of RML19 with proportion of 49.00% of total authorized and paid-up capital and right as creditor of KNPL with accrued interest (KNPL lent to RML19 proportionately to shareholding proportion of KNPL in RML19 of THB 130.54 million)	Working Capital of the Company ^{1/}
Total	Total
191.10	191.10

Source: The value based on the agreement to sell and buy ordinary shares of RML19 between RMLH and KNPL dated March 19, 2019.

Note: ^{1/} As of December 31, 2018, the Company had the cash and equivalents of THB 896.04 million and short-term investment in money market of THB 224.81 million, which are totally THB 1,120.85 million based on the audited consolidated financial statement of the Company as of December 31, 2018.

1.11 Expected Benefits

This transaction can help in eliminating the conflicts of interest between the Company and KNPL who is the major shareholder of the Company. Currently, the Company indirectly holds ordinary shares of RML19 for 51.00% and KNPL holds 49.00%. If this transaction is approved by the shareholders' meeting, the shareholding proportion of the Company in RML19 via RMLH will increase from 51.00% to 100.00%. The Company will have absolute controlling power in making decision in SHAA Project.

1.12 Details of the Connected Transaction

KPNL Group is the major shareholder of the Company. KPNL Group consists of KPNL holding ordinary shares of the Company of 19.84% of authorized and paid-up capital and Mr. Krit Narongdej holding ordinary share of the Company of 0.34% of authorized and paid-up capital. KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. Therefore, KPNL Group is considered to be interested shareholders and is not eligible to cast the votes in the shareholders' meeting to approve this transaction. This transaction is considered to be the connected transaction Class 4 related to assets or services in accordance with Rules on Connected Transaction. The size of transaction is more than or equal to 3.00% of total net tangible assets of the Company. Therefore, the Company needs to disclose information to the Stock Exchange of Thailand and gets approval from the Board of Directors and the shareholders' meeting with supporting votes at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote excluding interested shareholders.

The shareholders who are not eligible to vote are KPNL holding 828,000,000 shares and Mr. Krit Narongdej as the director of KPNL holding 14,042,800 shares, which are totally 842,042,800 shares. The remaining shares eligible to vote is 3,330,441,327 shares and this transaction needs to be approved by at least three-fourths of total votes of shareholders or proxies (if any) attending the meeting and eligible to vote.

Moreover, the Company does not enter into any transaction with the same connected person or related parties or relatives to such person within past 6 months before this transaction.

1.13 Opinion of Board of Directors

The Board of Directors of the Company (excluding interested directors) has opined that this transaction is appropriate and creates strategic benefits for the Company by increase the shareholding proportion in SHAA Project from 51.00% to 100.00%. the condominium project is the main business of the Company. Moreover, this project is expected to generate good return to the Company in the future. Moreover, this transaction can help in eliminating the conflicts of interest between the Company and KPNL in the real estate business which is the main business of the Company. Thereafter, the Company will have the absolute controlling power in making any decision in SHAA Project.

1.14 Opinion of Audit Committee and/or Directors that is different from the opinion from the Board of Directors

- None -

Part 2 : Reasonableness and Benefits of the Transaction

2.1 Objective and Necessity of the Transaction

The Company aims to increase its capability in business and competitiveness in condominium business by focusing on luxury condominium. The luxury condominiums have the target customers who have high purchasing power and are more profitable than main-class condominiums or economy condominiums. The increase of shareholding proportion in RML19 to 100.00% in this transaction will create awareness for target customers that the Company focused on this market as well as increase confidence of high-level customers towards the Company. Moreover, this can generate revenues and profits in the future the Company will receive in full amount after the development has completed.

Based on the above reasons, the executives of the Company believe that this transaction will allow the Company to continue developing condominium projects for customers continuously and will benefit the Company in term of performance by earning revenues and profit in the future after the development has completed and the ownership can be transferred to customers.

2.2 Advantages and Disadvantages of Entering into the Transaction

2.2.1 Advantages of Entering into the Transaction

1) The Company can earn revenue in full amount in the future after the construction was completed

This transaction will allow RMLH a subsidiary of the Company to hold ordinary shares of RML19 of 100.00% of authorized and paid-up capital. Currently, RML19 is developing SHAA Project located on 2 land parcels with total area of 1 rai and 8 square wah. The project is on the process of EIA approval and RML19 expected that the condominium will complete, and ownership transfer can start in the 4th quarter of 2022 (based on project schedule). Moreover, the Company can earn the full amount of the performance of the project in the future. This project has the value of THB 2,550.77 million based on the estimation.

2) Having the absolute control power in the project

This transaction will allow RMLH to hold ordinary shares of RML19 of 100.00% of authorized and paid-up capital. The Company will have the power to determine, change, and approve any transaction related to the project without the approval from other partners. It will be flexible and can reduce complexity and costs that may incur in the process. Moreover, SHAA Project is the luxury condominium project that the Company is specialized and has well-experience from many previous projects such as 185 Rajadamri, The River, The Lofts Yen-akart, The Legend Saladaeng, etc.

3) Acquiring assets that are consistent with the nature of business of the Company

Entering into the transaction, the Company will acquire SHAA Project that is the condominium project that the Company is specialized. Currently, the Company has 16 condominium projects. There are 12 completed projects which are Mews Yen Akat, The Lofts Ekkamai, 185 Rajadamri, The River, The Lofts Yen-akart, The Legend Saladaeng, The Lofts Sathorn, The Lakes, Unixx South Pattaya, Zire Wongamat Northpoint, and North Shore. There are 4 projects under development which are The Loft Silom, The Estelle Phrom Phong, TAIT 12, and Sukhumvit 28. All these projects are luxury condominium projects.

4) Eliminating the conflicts of interest

The additional ordinary shares of RML19 for 49.00% is acquired from KPNL. Currently, KPNL is the major shareholder of the Company with shareholding proportion of 20.18% of authorized and paid-up capital of the Company. This transaction can help in eliminating the conflicts of interest.

2.2.2 Disadvantages of Entering into the Transaction

1) Investment requires large amount of cash making the Company lose opportunity to invest in other projects

If the Company does not enter into this transaction, the Company can use cash on hand to invest in other projects that may generate better return and performance for the Company.

2.3 Advantages and Disadvantages of Not Entering into the Transaction

2.3.1 Advantages of Not Entering into the Transaction

1) No business risk from the uncertainty of the project

Currently, SHAA Project is on the process of EIA approval and RML19 needs to request for other related documents from the government. Total duration including the construction period can be more than 3 years. Moreover, the process of checking and accepting the unit by customers as well as the ownership transfer can be delayed from the schedule. Then, the performance of RML19 may be different from estimation. Therefore, if the Company does not enter into the transaction, the Company will face this risk only 51.00% based on the current shareholding proportion.

2) The Company can use cash balance to invest in other projects

If the Company does not enter into this transaction, the Company can utilize cash on hand to invest in other projects in plan other interest projects that can generate return higher than this transaction.

However, to investment in other projects with good return, the Company needs to consider carefully, and it is not easy to acquire the land in good location with reasonable price as well as it depends on the feasibility of the project.

2.3.2 Disadvantages of Not Entering into the Transaction

1) Loss of opportunity in earning revenues in full amount from the project

This transaction makes RMLH which is a subsidiary of the Company hold ordinary shares of RML19 with shareholding proportion of 100.00%. If the Company does not enter into this transaction, the Company cannot fully earn revenues and profit from this project in the future after the construction has finished

2) No absolute controlling power in the project

The resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 on October 11, 2018 has approved the investment in KPNL in form of Entire Business Transfer. This results in acquiring ordinary shares of RML19 for 51.00% of its authorized and paid-up capital. KPNL become the major shareholder of the Company. Currently, KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. This transaction is necessary to be done with the connected person to avoid the conflict of interest. Moreover, the Company will have the absolute control and flexibility in managing SHAA Project.

2.4 Advantages and Disadvantages of Entering into the Transaction with Connected Person

2.4.1 Advantages of Entering into the Transaction with Connected Person

1) Eliminating conflict of interest

The resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 on October 11, 2018 has approved the investment in KPNL in form of Entire Business Transfer. This results in acquiring ordinary shares of RML19 for 51.00% of its authorized and paid-up capital. KPNL become the major shareholder of the Company. Currently, KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. This transaction is necessary to be done with the connected person to avoid the conflict of interest. Moreover, the Company will have the absolute control and flexibility in managing SHAA Project.

2.4.2 Disadvantages of Entering into the Transaction with Connected Person

- None-

2.4.3 Advantages of Entering into the Transaction with Outsider

-None -

2.4.4 Disadvantages of Entering into the Transaction with Outsider

1) The Company will not receive the shares in the project from the connected person

KPNL is the major shareholder of the Company holds ordinary shares of the Company of 19.84% of authorized and paid-up capital and Mr. Krit Narongdej who is the control person of KPNL holds ordinary share of the Company of 0.34% of authorized and paid-up capital ("KPNL Group"). KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital and KPNL also holds ordinary shares of

RML19 for 49.00% of its authorized and paid-up capital including the right as creditor with accrued interest (that KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million). Therefore, this transaction is the connected transaction. If the Company enters into the transaction with outsider, the Company cannot eliminate this conflict of interest.

2.5 Risk of the Transaction

2.5.1 Performance of RML19 is different from estimation

The Bank of Thailand ("BOT") has issued new housing loan supervision regulations as announced on the Bank of Thailand website for the Notification No. SorNorSor. 24/2018 dated November 8, 2018 Re. Supervision Regulations for Housing Loans and Other Loans Related to Housing Loans which will be effective on April 1, 2019 onwards, with the following details.

Type of Resident	Highest LTV ratio ^{1/} %
In case of collateral value less than THB 10 million	
The first housing loans	100.00
The second housing loans	
- The first housing loans has been paid in installment more than 3 years	90.00
- The first housing loans has been paid in installment less than 3 years	80.00
The third housing loan onwards	70.00
In case of collateral value more than THB 10 million	
The first or second housing loans	80.00
The third housing loan onwards	70.00
In the case of building housing on land owned by the customer free of mortgage	100.00

Source: Notification of Bank of Thailand No. SorNorSor. 24/2018

Note: ^{1/} Loan to Value (LTV ratio) is the ratio of loan to the value of house



Source: Bank of Thailand

From the above table, BOT has determined the proportion of down payment and the criteria in housing loans. In the past, there is no determination of down payment proportion. This regulation can affect customers' decisions to reserve the condominium unit in SHAA Project that can affect the sale value of the project. However, the target customers of the Company high-level customers with high purchasing power and the Company has already determined the proportion of down payment at relatively high level to select target customers. Each customer needs to put the deposit of 10.00% of selling price upon signing the agreement and need to deposit for another 20.00% of selling price in 40 monthly installment or lower based on the remaining development period of the project. Therefore, customers of SHAA Project are not affected by the new regulation from the notification of BOT.

2.5.2 Risk of project delay from the schedule and the ownership transfer cannot be done

Currently, SHAA project is on the process of EIA approval. The Company plans to get the building permit within December 31, 2018. However, RML19 has not got the building permit yet as schedule because the project has not got EIA approval yet. The Company needs to submit additional report to the committee to consider. The Company expects that the result will be released in the 2nd quarter of 2019. If the project does not get EIA approval based on this plan, the whole project development process will be delay that will affect the ownership transfer to customers.

2.5.3 Risk of higher interest rate

This transaction makes RML19 have interest burden in developing SHAA Project. Based on the financial statement of RML19 as of December 31, 2018, the long-term loan from commercial bank is THB 539.00 million. Base on the loan agreement dated April 30, 2018, the interest rate is fixed at 4.00% in the first year and the interest rate will be MLR-2.90% per year thereafter. The interest rate of commercial bank tends to increase following the policy rate announced by Monetary Policy Committee (MPC). The MPC has resolved in its meeting on December 19, 2018 to increase the policy rate by 0.25% from the rate of 1.50% to be 1.75% per year in response to the tendency of higher inflation rate in the future. The change in the policy rate will affect the cost in developing SHAA Project. However, on March 20, 2019 the announcement of Monetary Policy Committee (MPC) has unanimous resolution to maintain the policy interest rate at 1.75% per year and the MLR of that commercial bank is still 7.00%. Therefore, RML19 has risk in increasing interest rate that can affect the fiancé cost of RML19 and the overall performance of the Company.

2.5.4 Risk of being called for loan repayment for the amount used to purchase the land

RML19 has the loan in accordance with the financial support agreement dated April 30, 2018 divided into 3 amounts with total loan amount of THB 1,050.00 million (More Details in Part 1.6.2). Currently, RML19 has already used the 1st amount of THB 539.00 million for land cost. The loan repayment is with 5 years after drawdown. However, after the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 held

on October 11, 2018, RML19 becomes a subsidiary with shareholding proportion of 51.00% of authorized and paid-up capital. The commercial bank has made the amendment of loan agreement by changing the due date of loan repayment to May 11, 2019. However, in accordance to the loan agreement, RML19 can request for extension of repayment upon the decision of the commercial bank. RML19 has risk to repay the loan within the due date. After entering into the transaction, RMLH which is a subsidiary of the Company will be the shareholder of RML19 with shareholding proportion of 100.00%. Therefore, if RML19 does not get approval for extension of loan repayment or cannot refinance within the due date, the Company has the obligation to support RML19 to repay such loan amount.

However, RML19 is currently negotiating with the commercial bank to extend the due date and negotiating with other commercial banks for refinance. Although the commercial bank decides not to extend the due date and RML19 cannot refinance within the due date, the Company has ability to support RML19 to repay such loan amount. Based on the consolidated financial statement of the Company, the cash and equivalents as of December 31, 2018 is THB 896.04 million and short-term investment in money market is THB 224.81 million, which are totally THB 1,120.85 million. Therefore, the Company has sufficient liquidity to support RML19 to repay such loan amount.

Part 3: Reasonableness of Price and Appropriateness of Conditions for the Transaction

3.1 Reasonableness of Price of the Transaction

This transaction is about approving RMLH a subsidiary of the Company with shareholding proportion of 100.00% to acquire ordinary shares of RML19 by 245,000 shares which is 49.00% of authorized capital from KPNL for THB 191.10 million. This acquisition includes the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million). RML19 is the owner of one 24-storey luxury condominium project ("SHAA Project") under development which is located in Land Title Deed No. 24160 and 24161, Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Watthana District with total area of 1 rai 8 square wah. As of March 29, 2019, KPNL holds ordinary shares of the Company of 19.84% of authorized and paid-up capital. Moreover, Mr. Krit Narongdej who is the control person of KPNL also holds ordinary share of the Company of 0.34% of authorized and paid-up capital ("KPNL Group"). KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. Therefore, the transaction is considered to be the connected transaction Class 4 related to assets or services in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2008 Re: Ruled on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 ("Rule on Connected Transaction"). IFA has performed the valuation of RML19 using various valuation approaches to find the fair value as well as provided opinions about advantages and disadvantages of each valuation approach as follows.

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Multiples Approach
 - 3.1 Price to Book Value Ratio (P/BV)
 - 3.2 Price to Earnings Ratio (P/E)
4. Discounted Cash Flow Approach

In this report, RML19 is not a listed company that is not required to disclose information to public. Moreover, RML19 is the owner of only one real estate project which is the condominium project named SHAA ("SHAA"). The project is under development and there is no revenue or profit from operation. IFA has considered the reasonableness of the transaction based on received information. IFA has performed the valuation as follows.

Valuation Approach	Performed	Limitation of IFA
1. Book Value Approach	✓	The valuation of RML19 using this approach does not reflect the future operation and competitiveness of the company, as well as future economic and business conditions. Therefore, this valuation approach may not properly reflect the profitability and true value of RML19 making this approach not appropriate in valuation.
2. Adjusted Book Value Approach	✓	The main asset of RML19 are recorded in the financial statement is the land used in developing this project. Therefore, the valuation of land using adjusted book value approach by concerning the acquiring cost adjusting to reflect the current market value. The adjustment is done using the difference between the book value and the value in appraisal report done by the independent valuer to reflect the current market value.
3. Market Multiples Approach		
3.1 Price to Book Value (P/BV)	✓	The book value of RML19 does not reflect the true value of the company and does not reflect future profitability. This valuation approach uses the book value as of specific point of time multiplying by the price to book ratio (P/BV) of comparable companies. Therefore, this approach is not appropriate in valuation.
3.2 Price to Earnings Ratio (P/E)	X	RML19 is the owner of only one real estate project which is SHAA Project which is under development. So, the project has not earned any revenue and profit yet. Therefore, IFA cannot use this valuation approach.
4. Discounted Cash Flow Approach	✓	Many assumptions are uncertain because RML19 is under the process of building permit. There are risks that can incur and affect the performance of RML19 in the future such as delay building permit, delay construction, any event making the ownership transfer cannot be done which can significantly affect the cost of project development. The future performance of RML19 may be different from projection or assumptions in valuation need to be changed.

The opinion of IFA about the reasonableness and feasibility of the project is based on the limitation about available information that may affect each valuation approach as mentioned in the above table.

1. Book Value Approach

The valuation using Book Value Approach is the book value of total net assets in the financial statement of the Company as of specific point of time. Using total assets minus total liabilities will get the value of shareholders' equity and then adjusting with the right as creditor of KPNL with accrued interest (the loan to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million). However, the value using this approach may not reflect the current market value of assets and the profitability of the Company in the future as well as the trend in economic and industry conditions. Based on the financial statement of RML19 for the year ended December 31, 2018 audited by the auditor who is approved by the Office of SEC, the calculation of book value is as follows.

	Item	Amount (THB Million)
	Authorized and Paid-up Capital	50.00
	Retained Earnings	(44.38)
	Total Shareholders' Equity	5.62
(1)	Value of Shareholders' Equity with 49.00% of Total Authorized and Paid-up Capital	2.76
(2)	Right as Creditor of KPNL with Accrued Interest that KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19	130.54
(1)+(2)	Total Value of Shareholders' Equity with 49.00% of Total Authorized and Paid-up Capital and Right as Creditor of KPNL with Accrued Interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19)	133.29

Based on this valuation approach, the book value of shareholders' equity with 49.00% of total authorized and paid-up capital and right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 133.29 million. This value is lower than the price of the Transaction of THB 191.10 million by THB 57.81 million or lower by 30.25% of the price of the Transaction.

2. Adjusted Book Value Approach

The adjusted book value approach is to calculate the value from total assets minus total liabilities at any specific point of time, then adjusting by any obligation and liabilities that may incur in the future. To perform valuation of RML19, IFA uses the financial statement of RML19 as of December 31, 2018 and the adjustment will be done from any transaction occurred after this report including the increase or decrease in asset value from the appraisal report done by independent valuer with the adjustment as follows.

Adjustment for Fair Value of Asset

IFA has made the adjustment to the book value of assets shown in the cost of real estate development of RML19. The appraisal report was done by the independent Valuer which is Landmark Consultants Co., Ltd. and Mr. Mongkol Chairun is the principal valuer who are the valuer and independent valuer approved by the Office of SEC. The appraisal report on the vacant land for public use (More details in Appendix 3) was done on December 10, 2018 which is less than 6 months until the date that IFA has prepared this report. Therefore, IFA has opined that this information can be used in the valuation using adjusted book value approach as follows.

Item	Book Value as of December 31, 2018 (THB million)	Appraised Value (THB million)	Adjustment for Increase / (Decrease) from Book Value (THB million)	Valuation Approach
Land including tax and fees involving with the transfer (Shown in the cost of real estate development)	777.83	897.60	119.77	Market Approach

IFA has made the adjustment of net asset value with the above important item to calculate the value of RML19 using Adjusted Book Value Approach as follows.

	Item	Amount (THB Million)
	Total Shareholders' Equity of RML19 as of December 31, 2018	5.62
	<u>Add</u> Additional Value from Valuation done by Independent Valuer	119.77
	Total Shareholders' Equity – After Adjustment	125.40
(1)	Value of Shareholders' Equity with 49.00% of Total Authorized and Paid-up Capital	61.44
(2)	Right as Creditor of KPNL with Accrued Interest that KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19	130.54
(1)+(2)	Total Value of Shareholders' Equity with 49.00% of Total Authorized and Paid-up Capital and Right as Creditor of KPNL with Accrued Interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19)	191.98

IFA has opined that the valuation using Adjusted Book Value Approach can reflect the financial position of RML19 as of December 31, 2018. The adjustment can reflect the fair value of main asset of RML19 making this valuation approach is appropriate.

Based on this valuation approach, the book value of shareholders' equity after adjustment with 49.00% of total authorized and paid-up capital and right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 191.98 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 0.88 million or higher by 0.46% of the price of the Transaction.

3. Market Multiples Approach

The market multiples approach uses market value ratio of comparable listed companies in the Stock Exchange of Thailand to reflect the investors' perspective towards the Company and/or the business during such period. The market value ratio used in the analysis includes Price to Book Value Ratio (P/BV).

IFA has summarized the characteristics of comparable companies as follows.

1. They are the listed companies for at least 3 years as of March 13, 2019 which is the last trading day before the Board of Directors has approved the transaction
2. Their business is real estate development for sale with the revenue from condominium project not less than 50.00% of total revenues for 3 years consecutively during 2016-2018

Based on above criteria, IFA has selected listed companies as comparable companies with the following details.

Symbol	Company	Nature of Business
CGD	Country Group Development Public Company Limited	Real estate development
ESTAR	Eastern Star Real Estate Public Company Limited	Real estate development for sale or rent and golf course business in Bangkok and Rayong
LPN	L.P.N. Development Public Company Limited	Real estate development for sale or rent The projects under development by the company and subsidiaries are in form of office building and condominium in Central Business Areas of Bangkok and vicinity
MJD	Major Development Public Company Limited	Real estate development for sale and hotel business focusing on high rise luxury condominiums
NOBLE	Noble Development Public Company Limited	Real estate development for sale and construction services as well as for rent and rendering services
SENA	Country Group Development Public Company Limited	Real estate development in form of residents such as detached houses, townhouses, commercial buildings, condominiums, apartment for rent, community mall, and golf course business

Source: www.set.or.th

3.1 Price to Book Value Ratio (P/BV)

The valuation approach using Price to Book Value Approach (P/BV) will calculate the value of share by using the book value based on the auditor's report and financial statement of RML19 as of December 31, 2018 multiplying with the average price to book ratio (P/BV Ratio). The average price to book ratio is calculated from the comparable companies of RML16. There are 6 listed companies used as comparable companies. The book value of RML19 as of December 31, 2018 is as follows.

Item	Amount (THB Million)
Book value of shares with 49.00% of authorized and paid-up capital as of December 31, 2018	2.76

To perform valuation of RML19 using price to book approach, IFA has used the average price to book ratio (P/BV) from the last trading day before the Board of Directors have approved the transaction and proposed to the shareholders' meeting to consider until 360 trading days backward or from September 25, 2017 to March 13, 2019. The details of calculation are as follows.

Calculation Period		P/BV						Average P/BV	Value of RML19 with Proportion of 49.00% (THB million)	Value including the Right as Creditor ^{1/} (THB million)
Number of Days	Period	CGD	ESTAR	LPN	MJD	NOBLE	SENA			
7 days	March 5, 2019 – March 13, 2019	1.99	0.60	0.77	0.62	0.96	0.90	0.97	2.68	133.22
15 days	February 21, 2019 – March 13, 2019	2.00	0.60	0.80	0.64	1.25	0.93	1.04	2.87	133.41
30 days	January 30, 2019 – March 13, 2019	2.03	0.60	0.82	0.66	1.28	0.95	1.06	2.91	133.45
60 days	December 17, 2018 – March 13, 2019	2.06	0.59	0.80	0.68	1.18	0.94	1.04	2.87	133.41
90 days	November 1, 2018 – March 13, 2019	2.08	0.61	0.86	0.69	1.10	0.96	1.05	2.89	133.43
120 days	September 18, 2018 – March 13, 2019	2.11	0.65	0.95	0.71	1.06	0.98	1.08	2.97	133.50
180 days	June 21, 2018 – March 13, 2019	2.09	0.66	1.04	0.72	1.00	1.00	1.09	2.99	133.53
240 days	March 22, 2018 – March 13, 2019	2.14	0.69	1.08	0.73	0.95	1.02	1.10	3.04	133.57
360 days	September 25, 2017 – March 13, 2019	2.12	0.73	1.22	0.73	0.96	1.06	1.14	3.14	133.67

Source: www.setsmart.com

Note: ^{1/} The right as creditor of KNPL with accrued interest that KPML lent to RML19 proportionately to shareholding proportion of KPML in RML19 of THB 130.54 million.

The valuation of shares with proportion of 49.00% using price to book approach results in the value of THB 2.68 – 3.14 million. After including the right as creditor of KPML with accrued interest that KPML lent to RML19 proportionately to shareholding proportion of KPML in RML19 of THB 130.54 million, the value will be THB 133.22 – 133.67 million.

Based on this valuation approach, the book value of RML19 multiplying with the average P/BV ratio of comparable companies with proportion of 49.00% of total authorized and paid-up capital including the right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 133.22 – 133.67 million. This value is lower than the price of the Transaction of THB 191.10 million by THB 57.43 – 57.88 million or lower by 30.05% – 30.29% of the price of the Transaction.

4. Discounted Cash Flow Approach (DCF)

IFA has prepared the financial projection of RML19 who has only one project which is SHAA Project. The project period is 5 years during 2019-2023. IFA has prepared the financial projection based on information, business plan, and assumptions from the company including financial statement, public information, and interviewing with executives and employees. The purpose of this financial projection is to determine the appropriate value of RML19 to compare with the transaction price. If there is any significant change of assumptions, the value of the Transaction in this valuation approach should be changed accordingly. IFA has done this financial projection on conservative basis using the following assumptions.

4.1 Revenue Projection

The projection of revenues of RML19 is composed of 2 parts which are revenues from sale and other revenues

- Revenues from Sale

The projection of revenues from sale of RML19 is from selling the units in the 24-storey luxury condominium project named SHAA Project. There are 143 units with total sellable areas of 7,949.50 square meter. Total project value is THB 2,550.77 million and the average selling price per square meter is THB 320,871.49 per square meter. The Company expects to transfer the ownership and earn revenues starting from December 2022.

Each unit in the project has different areas and price per unit based on the price list that SHAA Project let customers reserve to buy. Therefore, IFA has determined the assumptions by using the selling price from the price list of the project multiplying by the number of units to get total value of the project. Thereafter, total value of project is divided by total sellable areas to get the selling price per square meter used to calculate revenues from sale as follows.

Project Information	
Total project value (THB million)	2,550.77
Number of Unit (Unit)	143
Area for Sale (Square meter)	7,949.50
Room Size (Square meter)	34.25 – 110.75
Selling price per square meter (THB/square meter)	258,000 – 360,800
Assumption used in Projection	
Average Room Size per unit (Square meter per unit)	55.59
Weighted average selling price per square meter (THB/square meter)	320,871.49

- 1) Revenues from down payment consist of payment for reserving, payment on agreement date and down payment done by customers to RML19. RML19 has received these payments and recorded as the receipt of advance payment under the agreement to buy and sell of condominium units and will earn this amount as revenue after transferring ownership to customers.
- 2) Revenues from sale – Net of down payment are revenue from sale deducting the down payment. This amount will be received on the date of ownership transfer.

IFA and executives of the Company expect that the construction will finish, and ownership transfer can start as well as the Company can earn revenues from ownership transfer starting from December 2020 to November 2023.

- Other Revenues

The projection of other revenues from the revenues from advance payment under the agreement to buy and sell – termination which is the of payment for reserving, payment on agreement date and down payment done by customers who terminate the agreement as well as those who default the agreement and the Company will not refund such payments. RML19 will earn revenues from advance payment under the agreement to buy and sell – termination after releasing mortgage to transfer ownership to customers. This will be in December 2022 when the ownership transfer to customers can start.

The projection of revenues from sale and other revenues is as follows.

Amount: THB million

	2022	2023										
	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov
Transferable areas (square meter)	1,086.43	1,086.43	1,086.43	1,086.43	529.97	529.97	529.97	529.97	370.98	370.98	370.98	370.98
Proportion (%)	13.67%	13.67%	13.67%	13.67%	6.67%	6.67%	6.67%	6.67%	4.67%	4.67%	4.67%	4.67%
Revenue												
Revenue from sale	348.60	348.60	348.60	348.60	170.05	170.05	170.05	170.05	119.04	119.04	119.04	119.04
Other revenues	-	-	-	-	-	-	-	-	-	-	-	-
Total Revenues	348.60	348.60	348.60	348.60	170.05	170.05	170.05	170.05	119.04	119.04	119.04	119.04

4.2 Cost and Expense Assumptions

- Cost of Real Estate Project Development

IFA has considered the investment budget in the project based on the assumptions determined together with executives of the Company on conservative basis. Total costs of project development are based on the land purchase agreement, the consultant agreement, and the quotation for elevator for automatic car parking. The cost of each unit is calculated by the area of each unit multiplying with the cost per square meter whereas the cost per square meter is from total investment in SHAA Project of THB 1,691.77 million divided by total sellable areas of 7,949.50 square meter. Therefore, the cost of real estate project development is THB 212,814.45 per square meter.

The cost of real estate project development consists of

- 1) The cost of land used to develop SHAA Project for 2 parcels with land title deed no. 24160 and 24161 with total area of 1 rai 8 square wah or 408 square wah. KPNL has purchased this land with 2 title deeds from Mr. Pratchaya Srisawad at THB 775.20 million. There are other expenses related to this land which are the transfer fee of THB 2.63 million that has been already paid and the demolishing cost of THB 2.00 million.
- 2) The cost of construction that the company did not make the contractor agreement yet. So, there is no contractor who will be responsible for labor and construction materials as well as keeping area safe and completing the construction including other related works such as pile system, sanitary system etc. However, the Company is specialized in developing real estate project for sale in form of luxury condominium with many successful projects in the past. The average construction cost is THB 38,310 – 42,000 per total areas of building (square meter). Moreover, the executives have estimated that the construction cost of SHAA Project at THB 43,500 per total areas of building (square meter). Therefore, IFA has considered on conservative basis and determined the construction cost of THB 43,500 per total areas of building (square meter). Total construction cost will be THB 687.45 million.
- 3) The consulting fees include the consultant in design and architecture, consultant for interior, and consultant for EIA report, etc. Total consulting fees are estimated to be THB 28.12 million.
- 4) The interest expense during project development is around THB 162.01 million consists of the interest of borrowing from financial institutions, interest of borrowing from shareholders, and related fees. Based on the financial statement of RML19 as of December 31, 2018. the interest payment of borrowing from shareholders is THB 16.41 million which is also included in the interest expense during project development.
- 5) Contingency is estimated to be THB 34.37 million. IFA has determined the investment for this part at 5.00% of total construction cost.

- Fees and Sale Tax

In the process of transfer, there are expenses in term of fees and related tax that RML19 needs to pay as follows.

- 1) The ownership transfer fee is at 2.00% of appraised value which is divided equally between RML19 and customers.
- 2) The specific business tax is at 3.00% of selling price but not less than appraised value. RML19 will be responsible for this.
- 3) The local maintenance tax at 10.00% of specific business tax. RML19 will be responsible for this.
- 4) The stamp duty at 0.50% but RML19 is exempt from this In accordance with the Royal Decree No. 342 BE 2541 specified that the business that pays specific business tax is exempted from paying additional stamp duty.

- Selling and Administrative Expenses

The selling and administrative expenses include the promotion expense, commission expense, depreciation of office equipment and other administrative expenses, etc. IFA and the executives of the Company have estimated selling and administrative expenses as follows.

- 1) The promotion expense includes the promotion in both online and offline media during the period before starting the construction until the ownership transfer. The promotion expense is estimated to be THB 5.98 million to THB 7.76 million for the whole projection period.
- 2) The commission expense is 3.00% of selling price.
- 3) The depreciation expense of office equipment is based on the auditor's report and financial statement of the Company as of December 31, 2018. RML19 has fixed assets which are buildings, office equipment, decoration and installation. The gross amount is THB 11.53 million and the net amount is THB 9.65 million. The depreciation expense is calculated for the period not more than 5 years. IFA has determined the depreciation expense of office equipment of THB 0.23 million per month.

- Common Area Expenses

Under the agreement to sell and buy of condominium unit in SHAA Project, the customers need to pay for common area expense at the rate of THB 120 per square meter on the date of ownership transfer. IFA has considered on conservative basis and determined that RML19 need to pay the common area expenses to the juristic person at the rate of THB 120 per square meter for the units that have not been transferred yet because RML19 is the owner of such condominium units.

4.3 Investment Assumptions

- **Investment in construction of SHAA Project**

Total investment in construction of SHAA Project is THB 1,691.77 million composed of

- 1) The cost of land used to develop SHAA Project for 2 parcels with land title deed no. 24160 and 24161 with total area of 1 rai 8 square wah or 408 square wah. KPNL has purchased this land with 2 title deeds from Mr. Pratchaya Srisawad at THB 775.20 million. There are other expenses related to this land which are the transfer fee of THB 2.63 million that has been already paid and the demolishing cost of THB 2.00 million.
- 2) The cost of construction that the company did not make the contractor agreement yet. So, there is no contractor who will be responsible for labor and construction materials as well as keeping area safe and completing the construction including other related works such as pile system, sanitary system etc. However, the Company is specialized in developing real estate project for sale in form of luxury condominium with many successful projects in the past. The average construction cost is THB 38,310 – 42,000 per total areas of building (square meter). Moreover, the executives have estimated that the construction cost of SHAA Project at THB 43,500 per total areas of building (square meter). Therefore, IFA has considered on conservative basis and determined the construction cost of THB 43,500 per total areas of building (square meter). Total construction cost will be THB 687.45 million.
- 3) The consulting fees include the consultant in design and architecture, consultant for interior, and consultant for EIA report, etc. Total consulting fees are estimated to be THB 28.12 million.
- 4) The interest expense during project development is around THB 162.01 million consists of the interest of borrowing from financial institutions, interest of borrowing from shareholders, and related fees. Based on the financial statement of RML19 as of December 31, 2018. the interest payment of borrowing from shareholders is THB 16.41 million which is also included in the interest expense during project development.
- 5) The contingency is estimated to be THB 34.37 million. IFA has determined the investment for this part at 5.00% of total construction cost.

- **Source of Capital Used for Investment in SHAA Project**

The assumptions about finance cost is based on the conditions in the loan agreement between RML19 and one commercial bank. Total loan amount is not more than THB 1,050.00 million used in construction of condominium project which consists of 3 amounts as follows.

1st Amount – The loan amount is not more than THB 539.00 million used for the land cost.

2nd Amount – The loan amount is not more than THB 501.00 million used for the construction cost.

3rd Amount – The amount of THB 10.00 million used for the letter of guarantee for project utility.

Based on the auditor's report and financial statement of RML19 as of December 31, 2018, RML19 has the investment in real estate project of THB 825.28 million and has already used the loan amount from commercial bank of THB 539.00 million. The remaining investment amount is THB 868.34 million as follows.

Investment (THB million)	Amount	Paid Amount As of Dec 31, 2018	Unpaid Amount until Project Completion
Cost of Land	779.83	777.83	2.00
Cost of Construction and Related Works	687.45	2.31	685.14
Consulting Fees	28.12	8.17	19.95
Interest Expense before Operation	162.01	53.38	108.62
Contingency	34.37	-	34.37
Investment (THB million)	1,691.77	841.69	850.08

4.4 Working Capital

- Accounts Receivable

Based on the financial projection, RML19 will start transferring ownership to customers in December 2022. However, some customers need to get the approval of housing loan to make payment to RML19 on the date of ownership transfer. It is expected that all units in the project will be sold in 2023 and there will be no accounts receivable in financial projection.

4.5 Finance Cost

In developing the condominium project, RML19 has acquired the loan from commercial bank. IFA had determined the finance cost in the financial projection as follows.

- Interest Rate on Long-term Loan

In accordance with the loan agreement between RML19 and one commercial bank, the interest rate is as follows.

1st Amount – The loan amount is THB 539.00 million used for the land cost. The interest rate in Year 1 is 4.00% per year and MLR – 2.90% per year thereafter.

2nd Amount – The loan amount is THB 501.00 million used for the construction cost. The interest rate in Year 1 is 4.00% per year and MLR – 2.90% per year thereafter.

The interest rate is based on the bank announcement. The MLR of that bank as of February 1, 2019 is 7.00% per year.

- Interest Rate on Short-term Loan from Related Parties

After the transaction, RML19 will become a subsidiary of the Company with shareholding proportion of 100.00% of authorized and paid-up capital and the Company has the right as creditor of subordinated loan. Therefore, the executives of the Company have considered this amount as the investment from the Company as the parent company of RML19 to support the project development. The executives of the Company have decided not to charge any interest on this borrowing. IFA has considered the assumptions in financial projection based on assumptions of the Company that there is no interest for this amount for the whole projection period. The repayment of this amount is after RML19 has already paid all loans from financial institutions.

4.6 Loan Repayment

In accordance to the loan agreement, RML19 will repay the loan to the bank every time that RML19 will release the mortgage so as to sell the condominium unit to customers. RML19 will repay not less than 70% of selling price based on the agreement to sell and buy.

4.7 Corporate Income Tax

IFA has determined the corporate income tax rate at 20.00% of earnings before tax for the whole projection period.

Pro-forma Income Statement

Based on assumptions in financial projection, IFA has prepared the pro-forma income statement of RML19 during 2019-2023 as follows.

Amount: THB million

Income Statement	2019	2020	2021	2022	2023
Revenue from Sale	0.00	0.00	0.00	348.60	2,202.16
Other Revenues	0.00	0.00	0.00	0.00	0.00
Total Revenues	0.00	0.00	0.00	348.60	2,202.16
Cost of Project Development	0.00	0.00	0.00	231.21	1,460.56
Fees and Tax on Sale	0.00	0.00	0.00	13.25	83.68
Selling and Administrative Expenses	27.34	28.17	27.88	23.90	16.75
Common Area Expenses	0.00	0.00	0.00	0.00	0.00
Earnings before Finance Cost and Tax	(27.34)	(28.17)	(27.88)	80.25	641.17
Finance Cost	0.00	0.00	0.00	2.72	1.16
Corporate Income Tax	0.00	0.00	0.00	19.98	128.01
Net Income	(27.34)	(28.17)	(27.88)	57.55	512.01

4.8 Equity Discount Rate

IFA has considered and used the cost of equity (K_e) of Raimon Land Co., Ltd. ("RML") as of December 31, 2018 which is the latest available information as the cost of equity (K_e) of the project which is 9.65% (Source: Bloomberg).

4.9 Valuation

IFA has calculated the present value of free cash flow to equity using the cost of equity (K_e) mentioned above as the discount rate. The projection of free cash flow to equity of RML19 starts from the complete of the acquisition. The details of discount cash flow approach are as follows.

Free Cash Flow

	Year	Amount	2019	2020	2021	2022	2023
Net Income		THB million	(27.34)	(28.17)	(27.88)	57.55	512.01
± Depreciation and Amortization		THB million	2.74	2.74	2.74	1.31	0.10
± Change in Net Working Capital							
± Change in Cost of Real Estate Project		THB million	(200.79)	(223.07)	(228.42)	17.00	1,476.97
± Change in Advance Payment from Sale of Condominium		THB million	(12.32)	69.00	110.17	214.16	(408.12)
± Borrowing (Repayment) of Loan from Financial Institutions		THB million	120.11	130.59	130.59	(368.34)	(551.95)
± Borrowing (Repayment) of Short-term Loan from Related Parties		THB million	-	-	-	-	(266.41) ^{iv}
Free Cash Flow to Equity (FCFE)		THB million	(117.60)	(48.90)	(12.80)	(78.31)	762.59
Value of RML19 (THB million)		274.48					
Value of RML19 with 49.00% of authorized and paid-up capital (THB million)		134.50					
Right as creditor of KPNL with accrued interest that KPNL lent to RML19		130.54					
Value including Right as Creditor of KPNL		265.04					

Note: ^{iv} the short-term loan with accrued interest with proportion of 49.00% is THB 130.54 million. The current creditor is KPNL.

The valuation using discounted cash flow approach results in the value of shares with proportion of 49.00% of authorized and paid-up capital at THB 134.50 million. After including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million), total value will be THB 265.04 million.

Based on this valuation approach, the value of shares with 49.00% of authorized and paid-up capital including the right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is totally THB 265.04 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 73.94 million or higher by 38.69% of the price of the Transaction.

Sensitivity Analysis

IFA has performed the sensitivity analysis on assumptions used in financial projection by considering the Worst-Case Scenario. IFA has analyzed the change in value of RML19 based on the change of 3 factors as follows.

1. Cost overrun project development cost for construction and consultant
2. Project delay from the schedule
3. Change in interest rate of long-term loan from financial institutions

IFA has performed the sensitivity analysis based on the above factors as follows.

Increase in Project Development Cost

Value	Value including the Right as Creditor with Accrued Interest of KPNL ^{1/} (THB million)	Compared to Transaction Price (%)
Base Case	265.04	38.69%
Cost of Project Development Increases by 5%	252.48	32.12%
Cost of Project Development Increases by 10%	239.93	25.55%
Cost of Project Development Increases by 15%	227.37	18.98%
Cost of Project Development Increases by 20%	214.82	12.41%

Project Delay

Value	Value including the Right as Creditor with Accrued Interest of KPNL ^{1/} (THB million)	Compared to Transaction Price (%)
Base Case	265.04	38.69%
Project Delay for 6 Months	250.86	31.27%
Project Delay for 12 Months	231.08	20.92%

Increase of Interest Rate

Value	Value including the Right as Creditor with Accrued Interest of KPNL ^{1/} (THB million)	Compared to Transaction Price (%)
Base Case	265.04	38.69%

Value	Value including the Right as Creditor with Accrued Interest of KPNL ^{1/} (THB million)	Compared to Transaction Price (%)
Interest Rate Increases by 0.25%	262.64	37.44%
Interest Rate Increases by 0.50%	260.25	36.18%
Interest Rate Increases by 0.75%	257.85	34.93%
Interest Rate Increases by 1.00%	255.46	33.68%

Note: ^{1/} The right as creditor of KPNL with accrued interest that KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 has the value of THB 130.54 million.

Based on the above sensitivity analysis, the worst-case scenario is when the cost of project development has increased by 20.00% and the value of RML19 will be THB 214.82 million.

Based on the valuation using discounted cash flow approach, the value of RML19 including the right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 214.82 – 265.04 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 23.72 – 73.94 million or lower by 12.41% – 38.69% of the price of the Transaction.

5. Summary of Reasonableness of Transaction Price

IFA has performed the valuation of RML19 using various approaches with different advantages and disadvantages and the results can be summarized as follows

Valuation Approach	Value (THB million)	Value including the Right as Creditor with Accrued Interest of KPNL ^{1/} (THB Million)	Compared to the transaction price of THB 191.10 million
1. Book Value Approach	2.76	133.29	Lower by THB 57.81 million or lower by 30.25 %
2. Adjusted Book Value Approach	61.44	191.98	Higher by THB 0.88 million or higher by 0.46 %
3. Price to Book Value Ratio (P/BV)	2.68 – 3.14	133.22 – 133.67	Lower by THB 57.43 – 57.88 million or lower by 30.05 % – 30.29%
4. Discounted Cash Flow Approach	134.50	214.82 - 265.04	Higher by THB 23.72 – 73.94 million or higher by 12.41% – 38.69%

Note: ^{1/} The right as creditor of KPNL with accrued interest that KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 has the value of THB 130.54 million.

5.1 Valuation Approach that IFA has selected

5.1.1 Adjusted Book Value Approach

The valuation using Book Value Approach is to use the book value in the financial statement of RML19 as of December 31, 2018 which is the cost of acquiring the land as recorded in the statement of financial position adjusting by any obligation and liabilities and by the difference in value from the asset appraisal report. This approach concerns the cost of acquiring assets which will be adjusted to reflect the current market value using the difference in the asset appraisal report done by the independent valuer. Therefore, the valuation approach can reflect the current market value of asset. Currently, RML19 is on the process of asking for EIA approval that can make the project delay. The construction of SHAA Project has not started yet and the main asset of RML19 is currently the land used in developing the project as recorded in the financial statement. Therefore, this valuation approach is appropriate.

Based on the adjusted book value approach, the book value of shareholders' equity after adjustment with 49.00% of total authorized and paid-up capital and right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 191.98 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 0.88 million or higher by 0.46% of the price of the Transaction.

5.2 Valuation Approach that IFA has not selected

5.2.1 Book Value Approach

The valuation using Book Value Approach is based on the book value in the financial statement of RML19 as of December 31, 2018. This valuation approach does not consider the current market value of assets like the land used in developing the project. This valuation approach does not reflect the profitability and true value of RML19. Therefore, this valuation approach is not appropriate.

Based on the book value approach, the book value of shareholders' equity with 49.00% of total authorized and paid-up capital and right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 133.29 million. This value is lower than the price of the Transaction of THB 191.10 million by THB 57.81 million or lower by 30.25% of the price of the Transaction.

5.2.2 Price to Book Value Ratio (P/BV)

The valuation approach using Price to Book Value Approach (P/BV) will use the book value of RML19 as of December 31, 2018 multiplying with the average price to book ratio (P/BV Ratio) of comparable companies which are Country Group Development Public Company Limited, Eastern Star Real Estate Public Company Limited, L.P.N. Development Public Company Limited, Major Development Public Company Limited, Noble Development Public Company Limited, and SENA Development Public Company Limited.

However, this valuation approach concerns the financial position and the book value of asset at specific point of time multiplying by the P/BV ratio. The P/BV is to reflect the share premium from listing in the

Stock Exchange. RML19 is not a listed company. The use of P/BV ratio using the book value of non-listed company multiplying by P/BV ratio reflecting the share premium of listed companies may not be appropriate. Moreover, this valuation approach does not reflect the market value of asset and future profitability. Therefore, IFA has opined that this valuation approach is not appropriate.

Based on this valuation approach, the book value of RML19 multiplying with the average P/BV ratio of comparable companies with proportion of 49.00% of total authorized and paid-up capital including the right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) is THB 133.22 – 133.67 million. This value is lower than the price of the Transaction of THB 191.10 million by THB 57.43 – 57.88 million or lower by 30.05% – 30.29% of the price of the Transaction.

5.2.3 Discounted Cash Flow Approach

The discounted cash flow approach is based on financial projection of RML19 by considering the future cash flow generated by the business and appropriate discount rate. However, this valuation may not reflect the future performance because there are risks that can incur and affect the performance of RML19 in the future such as delay building permit, delay construction, any event making the ownership transfer cannot be done which can significantly affect the cost of project development.

Based on the valuation using discounted cash flow approach, the value of RML19 is THB 214.82 – 265.04 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 23.72 – 73.94 million or lower by 12.41% – 38.69% of the price of the Transaction.

Summary of the Opinion of IFA about the Reasonableness of Transaction Price

IFA has considered different valuation approaches and opined that the adjusted book value approach is appropriate. The valuation using Book Value Approach is to use the book value in the financial statement of RML19 as of December 31, 2018 which is the cost of acquiring the land as recorded in the statement of financial position adjusting by any obligation and liabilities. Using this valuation results in the value of THB 191.98 million. This value is higher than the price of the Transaction of THB 191.10 million by THB 0.88 million or higher by 0.46% of the price of the Transaction (More Details in No. 2 Adjusted Book Value Approach).

Based on the above reasons, the price in acquiring ordinary shares of RML19 for 49.00% of total authorized and paid-up capital including the right as creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 which is THB 130.54 million) of THB 191.10 million is reasonable.

3.2 Appropriateness of Conditions of the Transaction

The resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 of the Company has approved the investment in KPNL. This results in acquiring ordinary shares of RML19 for 51.00% of the authorized and paid-up capital. The business of RML19 is to develop real estate projects to sale and RML19 is the owner of one 24-storey luxury condominium project named SHAA Project in Soi Sukhumvit 19. This transaction will make KPNL become the major shareholders of the Company. Currently, KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. However, after acquiring assets of KPNL, the business partner of KPNL under Joint Venture Agreement still holds shares of RML19 of 49.00% of authorized and paid-up capital and exercise the rights under the joint venture agreement to let KPNL acquiring shares in RML19 (Put Option) held by the business partner of 49.00%. Therefore, KPNL who is the major shareholder of the Company needs to acquire all remaining shares of RML19 of 49.00%.

To eliminate the conflicts of interest and to create highest benefits to the Company as the owner of the project in generating return in the future, the Board of Director of the Company has resolved in its meeting no. 3/2019 held on March 14, 2019 at 14.00 hrs. to approve for acquiring additional ordinary shares of RML19 for 49.00% of authorized and paid-up capital including the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million) for THB 191.10 million. The Transaction is considered to be the transaction with connected person with the following important conditions.

- The condition in share purchase agreement is the transaction must be approved by the Board of Director and the shareholders' meeting of RMLH (Buyer) and KPNL (Seller)
- The seller has agreed to transfer the right of creditor with accrued interest of THB 130.54 million that the seller lent to RML19 to the buyer. The transfer will be completed after making the written agreement on the date that the buyer makes payment.
- The seller has agreed to transfer the right and obligation with outside parties such as intellectual property related to SHAA Project and others (if any) to the buyer at the discretion of the buyer within the reasonable time.
- The period under this agreement until the closing date unless getting the written consent from the seller, the seller must not take any action and not let RML19 take any action as follows (1) to take or not to take any action that is incorrect in accordance with this agreement, (2) to amend the Company's Regulations or any important document, (3) to sell, to rent, to create obligations, to make a mortgage, to transfer, or to agree to see, to rent to create obligation, to make a mortgage, to transfer, or to create the right to withhold the shares, (4) to proceed to merge or dissolve the business or file for bankruptcy, (5) to enter into any agreement related to shares or to sell or transfer such right, including but not limit to the voting right

- The seller will not increase the loan amount and/or call for payment including fees or interest after signing this agreement until the closing date. However, this does not include to do the capital increase and to make payment for shares.

Based on the above conditions, IFA has opined that the conditions in the Transaction is reasonable.

Part 4: Summary of the Opinion of IFA

This transaction is about Raimon Land Holding Co., Ltd. (RMLH) a subsidiary of the Company with shareholding proportion of 100.00% to acquire ordinary shares of RML19 by 245,000 shares which is 49.00% of authorized capital from KPNL for THB 191.10 million. This acquisition includes the right as the creditor of KPNL with accrued interest (KPNL lent to RML19 proportionately to shareholding proportion of KPNL in RML19 of THB 130.54 million). RML19 is the owner of one 24-storey luxury condominium project ("SHAA Project") under development which is located in Land Title Deed No. 24160 and 24161, Soi Sukhumvit 19, Khlong Toei Nuea Sub-District, Watthana District with total area of 1 rai 8 square wah. Currently, SHAA Project is under the process of EIA approval and the transfer of ownership to customer is expected to start in December 2022. As of March 29, 2019, KPNL holds ordinary shares of the Company of 19.84% of authorized and paid-up capital. Moreover, Mr. Krit Narongdej who is the control person of KPNL also holds ordinary share of the Company of 0.34% of authorized and paid-up capital. KPNL Group totally holds ordinary shares of the Company of 20.18% of authorized and paid-up capital. Therefore, the transaction is considered to be the transaction with connected person in accordance with Rule on Connected Transaction.

Entering into this transaction will allow the Company to earn revenues after the construction has completed as well as to get the controlling power that can make the decision in SHAA Project absolutely. Moreover, the asset acquired in this investment is in the business in which the Company is specialized. This transaction can eliminate the conflicts of interest between the Company and KPNL who is the major shareholder of the Company. Moreover, considering the reasonableness of transaction price, IFA has opined that the adjusted book value approach is appropriate and the value of RML19 is THB 191.98 million which is higher than the transaction price of THB 191.10 million by THB 0.88 million or higher by 0.46% of transaction price. Moreover, IFA has considered the conditions in the transaction such as the approval by the Board of Directors and the shareholders' meeting of both parties, the transfer of right as creditor with accrued interest of THB 130.54 million by the seller to the buyer. In additions, KPNL has confirmed not to increase the loan amount and/or call for payment including fees or interest after signing this agreement until the closing date. However, this does not include to do the capital increase and to make payment for shares. IFA has opined that these conditions are appropriate.

IFA has considered the reasonableness of price and appropriateness of the Transaction including advantages and disadvantages of entering into the Transaction or not entering into the Transaction. IFA opines that entering into the Transaction will benefit the Company more. Therefore, IFA has opined that shareholders should vote for this Transaction.

Asset Pro Management Co., Ltd. as the Independent Financial Advisor has performed the due diligence and analysis of various information with prudence under the professional standards. The opinion is based on the information and documents received from related parties including from executives of the Company and RML19. It is assumed that all received information are completely accurate based on the current condition and situation. If there is any significant change from the current condition and/or some information are inaccurate, it may significantly affect the opinion of IFA in this report and this is not the responsibility of IFA.

The shareholders should study the information in this IFA report and related documents in order to come up with own justification for making appropriate decision. The decision to vote for or against the transaction rests primarily with the shareholders.

Yours Faithfully,

Asset Pro Management Company Limited

Mr. Seksun Thanopajai
Chief Executive Officer

In performing financial advisory in this transaction, APM has assigned Mr. Suriya Thamtera to be the operational controller.

Mr. Suriya Thamtera
Operational Controller

Appendix

Appendix 1

Data Summary of Raimon Land Public Company Limited

(Source: Company Data)

1.1 General Information

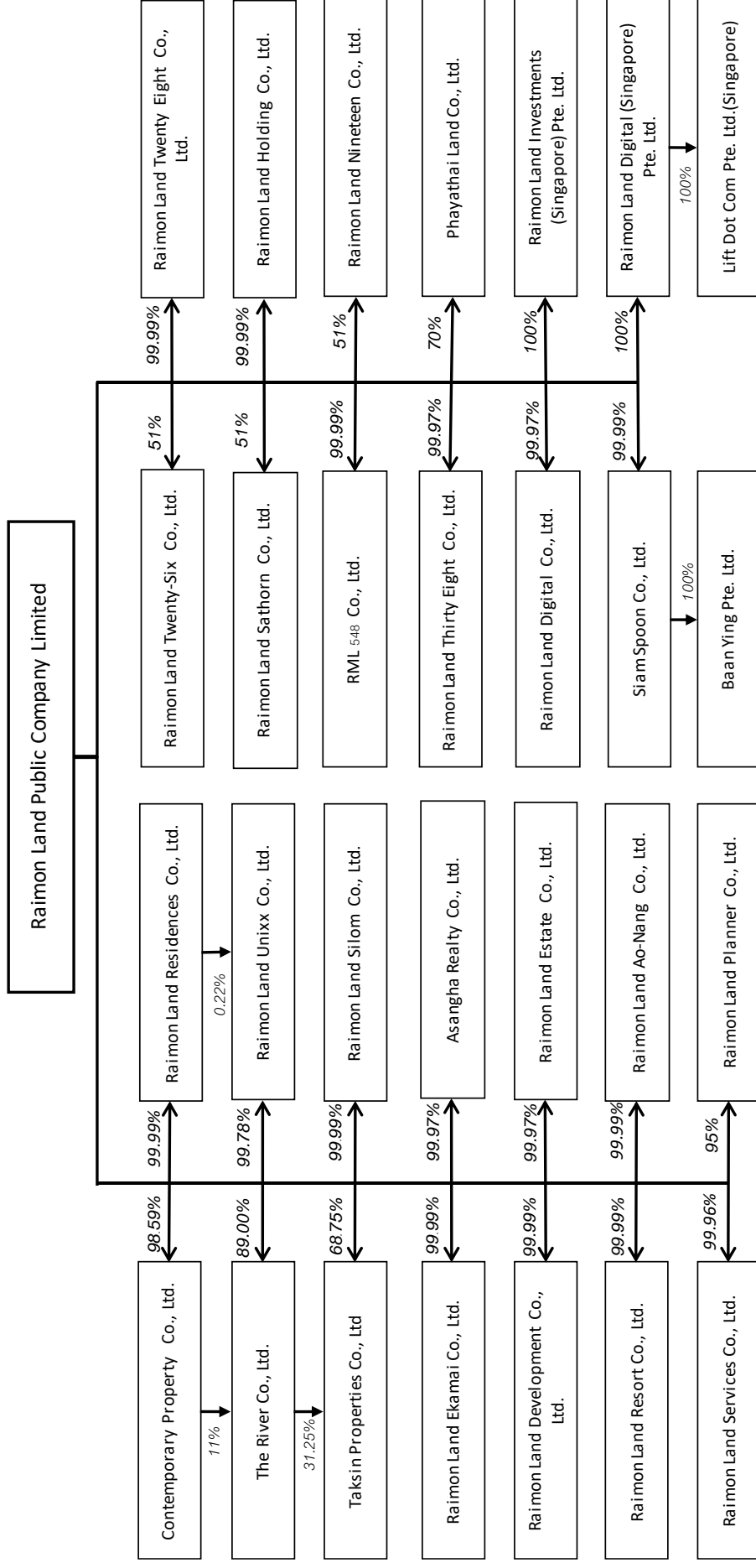
Company Name	: Raimon Land Public Company Limited.
Date of Establishment	: September 14, 1987, formerly known as Pia Garment Co., Ltd, Raimon Property Development Co., Ltd. and Raimon Land Co., Ltd. Then, the company was registered as a public company on December 9, 1993.
Current Status	: The company has listed in the Stock Exchange of Thailand has since September 10, 1993.
Company Registration Number	: 0107536001508
Type of Business	: Property Development which focus on condominium projects for middle to upper level customers. Villa projects for specific customers where located on in Bangkok and resort areas.
Address	: 3 Rajanakarn Building, 19th Floor, South Sathorn Road, Yan Nawa, Sathon, Bangkok 10120
Authorized Capital	: THB 4,268,262,367
Paid-up Capital	: THB 4,172,484,127 4,172,484,127 shares The value is THB 1.00 per share
Dividend Policy	: Not more than 50% of net profit after income tax and legal reserve when the company has profit and has no accumulated loss.
Web Site	: https://www.raimonland.com/

1.2 The Nature of Business

Raimon Land Public Company Limited ("the Company"), formerly known as Piasa Garment Company Limited, Raimon Property Development Company Limited and Raimon Land Company Limited. The company was established on September 10, 1993 and registered to be a public company on December 9, 1993. As of December 31, 2018. The company has authorized capital of THB 4,268,262,367 (Four Thousand Two Hundred Sixty-Eight Million Two Hundred Sixty-Two Thousand Three Hundred Sixty-Seven Baht) and paid-up capital of THB 4,268,262,367 (Four Thousand Two Hundred Sixty-Eight Million Two Hundred Sixty-Two Thousand Three Hundred Sixty-Seven Baht). The main business of the Company and subsidiaries is to develop commercial real estate projects for sale and/or for rent by focusing on main class to luxury class. The Company has delivered

the quality condominiums to continuously satisfy customers. Currently, the Company has expanded into food and beverage business starting from Q 2/2018.

1.3 Company Structure



Raimon Land Public Company Limited has 28 subsidiaries as follows.

Name	Business
The River Co., Ltd.	Investment in Taksin Properties Co., Ltd. as a subsidiary of the company
Taksin Properties Co., Ltd.	Real estate development named The River
Contemporary Property Co., Ltd.	Real estate development named The Loft Yen-akart
Raimon Land Resorts Co., Ltd.	Real estate for rent
Raimon Land Planner Co., Ltd.	Providing services in planning and managing
Raimon Land Development Co., Ltd.	Real estate development named Zire Wongamat
Raimon Land Residences Co., Ltd.	Investment in Raimon Land Unixx Co., Ltd. as a subsidiary of the company
Raimon Land Unixx Co., Ltd.	Real estate development named Unixx South Pattaya, The Loft Asoke, and Mews Yen Akat
Raimon Land Services Co., Ltd.	Providing services in real estate development
Raimon Land Ekamai Co., Ltd.	Real estate development named The Loft Ekkamai
Asangha Realty Co., Ltd.	Brokerage business in selling and renting real estate property
Raimon Land Silom Co., Ltd.	Real estate development named The Loft Silom
Raimon Land Estate Co., Ltd.	Real estate development
Raimon Land Twenty-Six Company Limited (joint venture company)	Real estate development named The Estelle
RML 548 Co., Ltd.	Real estate development
Siam Spoon Co., Ltd.	Investment in Baan Ying Pte. Ltd.
Raimon Land Sathorn Co., Ltd. (joint venture company)	Investment in Taksin Properties Co., Ltd. as a subsidiary of the company
Raimon Land Ao-Nang Co., Ltd.	Real estate development named The River

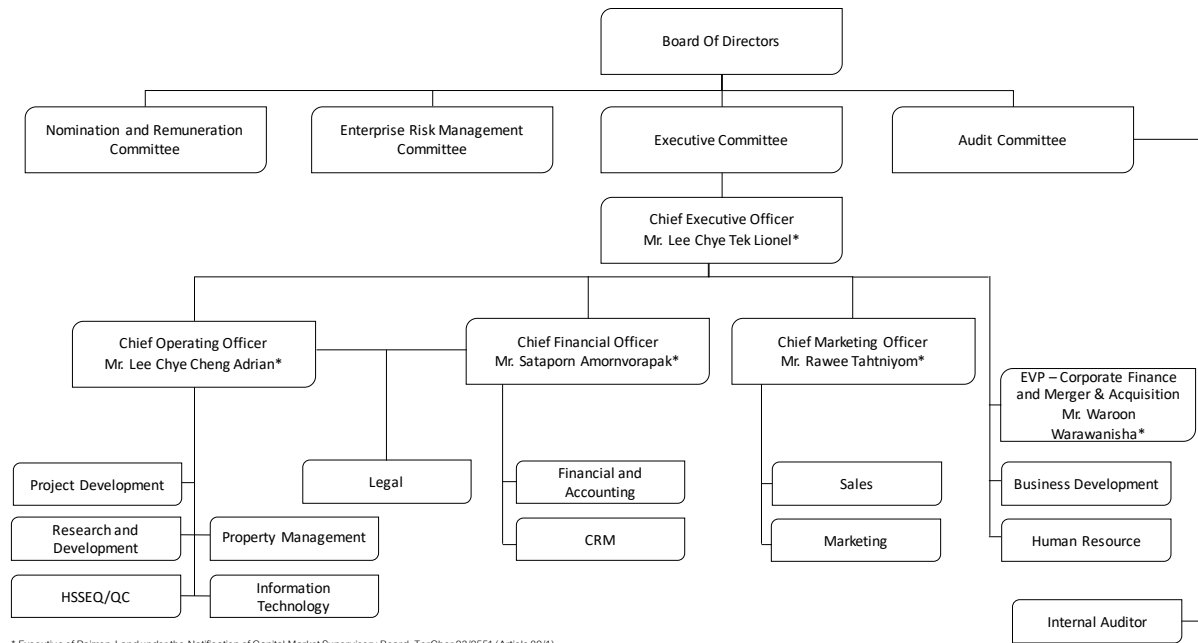
Name	Business
Phayathai Land Co., Ltd.	Real estate development named The Loft Yen-akart
Raimon Land Thirty-Eight Co., Ltd.	Real estate for rent
Raimon Land Digital Co., Ltd.	Providing services in planning and managing
Raimon Land Twenty-Eight Co., Ltd. (Formerly: Naradel Co., Ltd.)	Real estate development named Zire Wongamat
Raimon Land Holding Co., Ltd. (Formerly: Perabal Co., Ltd.)	Investment in Raimon Land Unixx Co., Ltd as a subsidiary of the company
Raimon Land Nineteen Company Limited (Formerly: KPN (SK 19) Co., Ltd)	Real estate development named Unixx South Pattaya, The Loft Asoke, and Mews Yen Akat
Raimon Land Investments (Singapore) Pte. Ltd. (Former name: Raimon Land Development (Singapore) Pte. Ltd.)	Providing services in real estate development
Raimon Land Digital (Singapore) Pte. Ltd. (Formerly: Raimon Land Property (Singapore) Pte. Ltd.)	Real estate development named The Loft Ekkamai
Baan Ying Pte. Ltd. (joint venture company)	Brokerage business in selling and renting real estate property
Lift Dot Com Pte. Limited. (Singapore)	Real estate development named The Loft Silom

1.4 List of Shareholders

The Company has authorized capital of THB 4,172,484,127 in form of 4,172,484,127 ordinary shares (Four Thousand One Hundred Seven-Two Million Four Hundred Eight-Four Thousand One Hundred Twenty-Seven Shares). The par value is THB 1.00. The list of top 20 major shareholders of the Company as of March 29, 2019 which is the latest book closing date is as follows.

Shareholders	Number of Share	%
1. JS ASSET MANAGEMENT PTE. LTD.	893,000,000	21.40
2. KPNL Group	842,042,800	20.18
2.1 KPN Land Co., Ltd.	828,000,000	19.84
2.2 Mr. Krit Narongdej	14,042,800	0.34
3. Mr. Jirawut Kuvananant	231,806,500	5.56
4. Mr. Mongkol Prakitchaiwattana	151,050,000	3.62
5. CREDIT SUISSE (SWITZERLAND) LTD.	150,000,000	3.59
6. Thai NVDR Co., Ltd	142,176,519	3.41
7. RHB INVESTMENT BANK BERHAD (RETAIL)-KL MAIN	95,000,000	2.28
8. UOB KAY HIAN PRIVATE LIMITED	82,635,000	1.98
9. Mrs. Supranee Chaichukiat	47,100,000	1.13
10. Mr. Chuchart Chaichukiat	42,400,000	1.02
11. Mr. Supachai Suthipongchai	41,158,900	0.99
12. Ms. Urapa Suthipongchai	40,300,000	0.97
13. Deutsche Bank AG Singapore (DCS) A/C MAYBANK SINGAPORE LIMITED FOR PRIVATE WEALTH CLIENTS	35,000,000	0.84
14. Mr. Sarawut Boon-Long	33,378,600	0.80
15. Mr. Nantawat Methirawat	26,336,400	0.63
16. Mr. Peeranat Tantipoj	24,087,200	0.58
17. Mr. Siri-anon Srikuresha	23,000,000	0.55
18. Ms. Saithip Wongwiwat	22,765,000	0.55
19. EAST FOURTEEN LIMITED-DFA EMERG MARKET CORE EQ PORT	20,721,700	0.50
20. Mr. Arthit Narula	19,400,000	0.46
Total	2,963,358,619	71.02

1.5 Organization Structure, List of Directors and Executives



Source: Information from the Company

The Board of Directors

As of March 13, 2019, there are 9 directors as follows.

Name	Title
1. Mr. Surakiart Sathirathai	Chairman of the Board of Director / Independent Director
2. Mr. Rathian Srimongkol	Vice Chairman of the Board of Director / Independent Director
3. Mr. Kris Thirakaosal	Director / Independent Director
4. Mr. Bancha Wudhiprecha	Director / Independent Director
5. Mr. Lee Chye Tek Lionel	Director
6. Mr. Lee Chye Cheng Adrian	Director
7. Mr. Waroon Warawanisha	Director
8. Ms. Nuch Kalyawongsa	Director
9. Mr. Sataporn Amornvorapak	Director / Company Secretary

Audit Committee

As of March 13, 2019, the audit committee consists of 3 members as follows.

Name	Title
1. Mr. Rathian Srimongkol	Chairman of Audit Committee
2. Mr. Bancha Wudhiprecha	Audit Committee

Name	Title
3. Mr. Kris Thirakaosal	Audit Committee

Executive Committee

As of March 13, 2019, the executive committee consists of 4 members as follows.

Name	Title
1. Mr. Lee Chye Tek Lionel	Chairman of Executive Committee
2. Mr. Lee Chye Cheng Adrian	Executive Committee
3. Mr. Sataporn Amornvorapak	Executive Committee
4. Mr. Waroon Warawanisha	Executive Committee

Risk Management Committee

As of March 13, 2019, the risk management committee consists of 3 members as follows.

Name	Title
1. Mr. Lee Chye Tek Lionel	Risk Management Committee
2. Mr. Lee Chye Cheng Adrian	Risk Management Committee
3. Mr. Sataporn Amornvorapak	Risk Management Committee

Nomination and Remuneration Committee

As of March 13, 2019, the nomination and remuneration committee consists of 3 members as follows.

Name	Title
1. Mr. Kris Thirakaosal	Chairman of Nomination and Remuneration Committee
2. Mr. Rathian Srimongkol	Nomination and Remuneration Committee
3. Mr. Lee Chye Tek Lionel	Nomination and Remuneration Committee

Top Executives

As of March 13, 2019, the Company has 5 executives as follows.

Name	Title
1. Mr. Lee Chye Tek Lionel	Chief Executive Officer
2. Mr. Lee Chye Cheng Adrian	Chief Operating Officer
3. Mr. Sataporn Amornvorapak	Chief Financial Officer
4. Mr. Rawi Thatniyom	Chief Marketing Officer
5. Mr. Waroon Warawanisha	Executive Vice President – Corporate Finance and Merger & Acquisition

1.6 Performance and Financial Position

Statement of Financial Position

Item	31 Dec 2016		31 Dec 2017		31 Dec 2018	
	Audited		Audited		Audited	
	THB million	%	THB million	%	THB million	%
Current Assets						
Cash and cash equivalents	1,133.73	11.69	647.68	6.19	896.04	6.25
Temporary investment	1.07	0.01	1.09	0.01	224.81	1.57
Trade and other receivables	10.49	0.11	53.37	0.51	209.37	1.46
Short-term loans to related parties and interest receivable	-	-	-	-	-	-
Project development cost	6,265.03	64.59	6,872.49	65.72	5,087.91	35.51
Advance payment for contractors	72.82	0.75	122.51	1.17	1,035.29	7.22
Deposit for purchase of land	-	-	140.20	1.34	155.28	1.08
Other current financial assets	-	-	2.50	0.02	286.32	2.00
Withholding tax	-	-	-	-	-	-
Other current assets	89.77	0.93	72.92	0.70	61.50	0.43
Total Current Assets	1,133.73	78.07	7,912.75	75.66	7,956.51	55.52
Non-Current Assets						
Restricted bank deposits	3.80	0.04	360.00	3.44	14.46	0.10
Investments in subsidiaries	0.00	-	-	-	-	-
Investment in joint venture	0.00	-	-	4.85	1,156.46	8.07
Undeveloped land	506.74	5.22	506.74	1.06	2,150.88	15.01
Property Investment	129.48	1.33	111.33	7.87	339.82	2.37
Property, plant and equipment	835.90	8.62	822.75	3.26	776.27	5.42
Deposit for leasehold rights	300.00	3.09	340.67	0.62	-	-
Leasehold	68.08	0.70	65.09	1.34	1,589.19	11.09
Deferred tax assets	164.97	1.70	139.67		144.31	1.01
Withholding tax	99.54	1.03	111.29		128.33	0.90
Advance payment for contractors to build office building	0.00	-	-	1.06	-	-
Other non-current assets	18.71	0.19	87.68	0.84	73.50	0.51
Total non-current assets	2,127.22	21.93	2,545.22	24.34	6,373.23	44.48
Total assets	9,700.13	100.00	10,457.97	100.00	14,329.74	100.00

Item	31 Dec 2016		31 Dec 2017		31 Dec 2018	
	Audited		Audited		Audited	
	THB million	%	THB million	%	THB million	%
Liabilities and shareholders' equity						
Total current liabilities						
Short-term loans from financial institutions	467.48	4.82	828.88	7.93	989.36	6.90
Trade account payable and others	222.98	2.30	231.82	2.22	291.85	2.04
Retention payable	178.53	1.84	130.13	1.24	131.76	0.92
Deposit and advance received from customers	1,102.03	11.36	840.07	8.03	1,396.93	9.75
Long-term loans from financial institutions due within one year	466.34	4.81	1,025.86	9.81	2,315.74	16.16
Debentures due within one year	-	-	499.49	4.78	998.71	6.97
Short-term loans from related parties and accrued interest	-	-	-	-	143.81	1.00
Income Tax Payable	25.61	0.26	13.43	0.13	68.89	0.48
Other current liabilities	50.49	0.52	38.75	0.37	32.48	0.23
Total current liabilities	2,513.47	25.91	3,608.44	34.50	6,369.52	44.45
Non-current liabilities						
Long-term loans from financial institutions- Net of the amount due within one year	510.00	5.26	-	-	1,192.63	8.32
Debenture – Net of the amount due within one year	1,493.74	15.40	1,705.50	16.31	921.11	6.43
Deferred tax liabilities	22.97	0.24	19.07	0.18	23.79	0.17
Reserve long-term employee benefits	18.12	0.19	23.28	0.22	24.80	0.17
Long-term land rental payable	-	-	-	-	39.79	0.28
Other non-current liabilities	-	-	-	-	39.79	0.28
Total non-current liabilities	2,078.77	21.43	1,782.81	17.05	2,238.35	15.62
Total liabilities	4,592.24	47.34	5,391.25	51.55	8,607.87	60.07
Shareholders' equity						
Share capital						
Registered capital	4,558.35	46.99	4,704.34	44.98	4,268.26	29.79
Capital issued and fully paid	3,575.48	36.86	3,575.48	34.19	4,172.48	29.12
Paid-in Capital in excess of Par	0.10	0.00	0.10	0.00	167.26	1.17
Paid-in Capital in subsidiaries from the purchase in excess of book value	(564.05)	(5.81)	(564.05)	(5.39)	(564.05)	(3.94)
Paid-in Capital from share-base payment	27.72	0.29	28.94	0.28	28.94	0.20
Retained Earnings						
Appropriated - legal reserve	109.00	1.12	109.00	1.04	134.00	0.94

Item	31 Dec 2016		31 Dec 2017		31 Dec 2018	
	Audited		Audited		Audited	
	THB million	%	THB million	%	THB million	%
Unappropriated	1,957.36	20.18	1,900.00	18.17	1,776.66	12.40
Other components of shareholders' equity	(0.24)	(0.00)	0.01	0.00	1.36	0.01
The shareholders of the company	5,105.38	52.63	5,049.48	48.28	5,716.66	39.89
Part of stakeholders Without control of the subsidiary	2.51	0.03	17.24	0.16	5.21	0.04
Total shareholders' equity	5,107.89	52.66	5,066.72	48.45	5,721.87	39.93
Total liabilities and shareholders' equity	9,700.13	100.00	10,457.97	100.00	14,329.74	100.00

Statement of Comprehensive Income

Item	31 Dec 2016		31 Dec 2017		31 Dec 2018	
	Audited		Audited		Audited	
	THB million	%	THB million	%	THB million	%
Revenue						
Revenue from sales of residential condominium units	5,073.58	97.45	2,866.26	95.04	2,933.32	88.18
Revenue from sales of food and beverages	-	-	-	-	29.35	0.88
Rental and service income	53.50	1.03	63.06	2.09	63.82	1.92
Other income						
Project management income	17.80	0.34	11.23	0.37	11.91	0.36
Marketing fee income	19.80	0.38	22.43	0.74	48.94	1.47
Guarantee fee income	-	-	-	-	3.36	0.10
Interest	4.33	0.08	7.48	0.25	14.43	0.43
Dividend received	-	-	-	-	-	-
Profit from selling condominium units for sale	-	-	-	-	67.04	2.01
Profit from reducing the proportion of control in a subsidiary is a joint venture	-	-	-	-	82.54	2.48
Other revenues	37.42	0.72	45.44	1.51	72.16	2.17
Total Revenue	5,206.43	100.00	3,015.90	100.00	3,326.86	100.00
Expenses						
Cost of sales of residential condominium units	3,181.42	61.11	1,934.26	64.14	2,193.18	65.92
Cost of food and beverage sales	-	-	-	-	19.12	0.57
Cost of sales	291.15	5.59	245.11	8.13	327.14	9.83
Administrative expenses	564.48	10.84	509.29	16.89	555.98	16.71
Allowance for loss from investment in subsidiaries	-	-	-	-	-	-
Total expense	4,037.05	77.54	2,688.66	89.15	3,095.42	93.04

Item	31 Dec 2016		31 Dec 2017		31 Dec 2018	
	Audited		Audited		Audited	
	THB million	%	THB million	%	THB million	%
Profit before share of loss from investment in joint venture, financial expenses and income tax expenses	1,169.38	22.46	327.24	10.85	231.44	6.96
Share of loss from investment in joint venture	-	-	-	-	(29.22)	(0.88)
Profit (loss) before income tax	1,169.38	22.46	327.24	10.85	202.22	6.08
Financial expenses	94.17	1.81	77.06	2.56	149.04	4.48
Profit (loss) before income tax	1,075.22	20.65	250.18	8.30	53.18	1.60
Income tax expense	224.62	4.31	58.99	1.96	59.21	1.78
Profit (loss) for the year	850.60	16.34	191.19	6.34	(6.03)	(0.18)
Profit sharing (loss)						
The portion of the Company's shareholders	850.65		192.92		8.60	
Part of the stakeholders who do not have control over the subsidiaries	(0.05)		(1.73)		(14.63)	

Cash flow statement

Cash flow statement	2016	2017	2018
	THB million	THB million	THB million
Cash flow from operation			
Profit (loss) before income tax	1,075.22	250.18	53.18
Profit reconciliation list before tax to cash received (paid) from operation			
Depreciation and amortization	64.51	65.40	68.01
Reverse of Allowance for doubtful accounts	-	(1.25)	-
Allowance for doubtful accounts	1.39	-	0.26
Allowance for doubtful accounts from short-term loans and interest receivable from subsidiaries	-	-	-
Loss (profit) from sales / amortization of building improvement, equipment and vehicles	3.95	2.89	(1.92)
Loss from amortization of computer software	-	1.30	-
Unrealized gain loss on exchange rate	-	(1.90)	2.55
Gain from sale of investment in subsidiaries	-	-	-
Loss sharing from joint venture	-	-	29.22
Gain from reducing control interest in subsidiaries to be joint venture	-	-	(82.54)
Expense related to provision of long-term employees' benefits	4.47	5.16	8.75
Write-off withholding tax	0.86	0.04	0.01
Write-off for retention	-	-	(20.76)
Write-off for other payables	-	-	(3.34)
Allowance for doubtful accounts from withholding tax for repayment	21.59	-	-
Reduction of cost of property development to net realizable value	12.71	31.07	-
Reverse of reduction of cost of property development to net realizable value	-	-	(46.57)
Loss on impairment of investment properties	-	10.97	-
Allowance for loss from investment in subsidiaries	-	-	-
Decrease of minority interest in subsidiaries from dissolved subsidiaries.	-	-	-
Gain from short-term investment	(0.27)	-	(3.77)
Unrealized gain from short-term investment	(0.01)	(0.01)	(4.22)
Share-based expenses	2.92	1.22	-
Interest revenue	(4.33)	(7.48)	(14.43)
Dividend income	-	-	-
Interest expense	85.89	66.78	129.40
Amortization of debentures fee	1.39	3.35	3.61
Operating profit before changes in operating assets and liabilities	1,270.29	427.71	117.45

Cash flow statement	2016	2017	2018
	THB million	THB million	THB million
Operating assets decreased (increased)			
Trade and other current receivables	(3.89)	(41.63)	(156.57)
Cost of property development	1,445.19	(598.51)	18.67
Condominiums for sale	-	-	(1,035.29)
Advance payment for contractors	38.16	(49.69)	(33.50)
Deposit for land purchase	-	(140.20)	(286.32)
Other current assets	(8.61)	16.94	9.55
Other non-current assets	(1.53)	(10.85)	(35.01)
Increase (decrease) in operating liabilities			
Trade and other payables	13.47	7.76	109.90
Retention payable	(35.80)	(48.40)	24.57
Deposit and advance received from customers	-	-	(1.01)
Employee's reserve long-term benefits	(944.00)	(261.96)	714.75
Other current liabilities	8.50	(11.74)	(3.95)
Other non-current liabilities	30.51	(0.55)	4.87
Net cash derived from (used in) operating activities	1,812.30	(711.14)	(551.89)
Receiving interest	4.36	5.94	15.97
Interest payment	(113.74)	(137.93)	(260.01)
Refunding of withholding tax	13.48	0.67	-
Paying income tax	(124.06)	(62.23)	(53.85)
Net cash (used in) from operating activities	1,592.35	(904.69)	(849.78)
Cash flow from investment activities			
Restricted bank deposits - (increase)	-	(356.20)	345.54
Cash paid for investment in temporary investments	(74.00)	-	(372.61)
Cash received from temporary investment sales	92.22	-	156.88
Short-term loans to related parties decreased - (increase)	-	-	-
Cash paid for property investment	-	(0.36)	(92.03)
Cash paid for equipment purchasing	(17.15)	(34.23)	(0.22)
Cash received from equipment and vehicle sales	0.73	0.72	2.65
Cash received from deposit transfer for leasehold rights to the subsidiary	-	-	-
Cash received from the transfer of advance payment to contractors for office building construction of subsidiary	-	-	-
Purchase of computer software	(4.48)	-	-
Payment of deposit for leasehold rights	(300.00)	(7.00)	-
Cash paid for leasehold rights	(1.10)	-	(1,220.87)

Cash flow statement	2016	2017	2018
	THB million	THB million	THB million
Advance payment for trademark rights	-	-	(10.70)
Cash paid for purchase of investment in subsidiary	-	-	(306.68)
Cash paid for investment in joint ventures	-	-	(403.90)
Cash received from sale of investments in subsidiaries	-	-	-
Cash received from decrease in proportion of subsidiaries to be joint venture	-	-	555.87
Dividend received from subsidiaries	-	-	-
Advance payment for contractors for building design and other work fees	-	(61.19)	-
Purchase of land awaiting development	(492.07)	-	(12.79)
Net cash derived from (used in) investment activities	(795.84)	(458.26)	(1,358.86)
Cash flow from financing activities			
Short-term loans from financial institutions increased (decreased)	367.48	361.40	904.16
Short-term loans from related parties (decrease)	-	-	-
Increase in short-term loans from shareholders of subsidiaries	-	-	12.77
Cash received from long-term loans from financial institutions	-	415.86	3,572.66
Repayment of long-term loans from financial institutions	(1,309.54)	(366.34)	(1,629.16)
Cash received from the issuance of debentures	1,000.00	711.70	214.00
Repayment of debentures	-	-	(500.00)
Cash paid for issuing debentures	(5.35)	(3.81)	(2.78)
Cash paid for liabilities under finance lease agreements	(4.94)	(7.91)	(4.22)
Dividend payment	(196.65)	(250.28)	(111.91)
Increase in minority interest from investment in subsidiaries	-	16.60	0.00
Dividend paid by subsidiaries to minority interest	-	(0.15)	(0.00)
Cash received from the exercise of warrants	-	-	0.00
Cash received from minority interest from the capital increase in subsidiaries	0.00	-	-
Net cash derived from (used in) financing activities	(148.99)	877.08	2,455.52
The difference from financial statement conversion increased	0.03	0.41	1.54
Cash and cash equivalents increased (decreased) net	647.55	(485.46)	248.42
Unrealized exchange rate losses for cash and cash equivalents	-	(0.59)	(0.05)
Cash and cash equivalents at the beginning of the year	486.19	1,133.73	647.68
Cash and cash equivalents at the end of the year	1,133.73	647.68	896.04

Financial Ratio

Financial Ratio	2016	2017	2018
LIQUIDITY RATIO			
Liquidity ratio (time)	3.01	2.19	1.25
Quick ratio (time)	0.46	0.20	0.21
Cash flow ratio (time)	0.63	(0.30)	(0.17)
Accounts Receivable Turnover (time)	323.56	75.28	21.95
Average collection debt period (day)	1.11	4.78	16.40
Inventory turnover ratio (time)	0.46	0.29	0.37
Average selling time (day)	789.82	1222.56	973.14
Payable turnover ratio (times)	50.81	27.34	25.70
Payment period (day)	7.08	13.17	14.01
Cash Cycle (day)	783.84	1214.18	975.53
PROFITABILITY RATIO			
Gross profit margin (%)	37.95%	33.97%	26.90%
Net operating margin (%)	22.46%	10.85%	6.08%
Net profit margin (%)	16.34%	6.40%	0.26%
Return rate on equity (%)	17.80%	3.79%	0.16%
EFFICIENCY RATIO			
Return rate on assets (%)	8.66%	1.91%	0.07%
Asset rotation rate (times)	0.53	0.30	0.27
FINANCIAL POLICY RATIO			
Debt to equity ratio (times)	0.90	1.06	1.50
Interest payment ratio (times)	8.51	(13.03)	(10.83)

Revenue Structure

During past 3 years, the revenues of the Company are from sales of residential condominium units, office space for rent, rendering services, and sale of food and beverages as follows.

Item	31 Dec 2016		31 Dec 2017		31 Dec 2018	
	THB million	%	THB million	%	THB million	%
Revenues						
Revenue from sales of residential condominium units	5,073.58	97.45	2,866.26	95.04	2,933.32	88.18
Revenue from sales of food and beverages	-	-	-	-	29.35	0.88
Revenue from rent and service	53.50	1.03	63.06	2.09	63.82	1.92
Revenue from project management	17.80	0.34	11.23	0.37	11.91	0.36
Revenue from marketing fee	19.80	0.38	22.43	0.74	48.94	1.47
Revenue from guarantee	-	-	-	-	3.36	0.10
Interest Revenue	4.33	0.08	7.48	0.25	14.43	0.43
Profit from selling condominium units for sale	-	-	-	-	67.04	2.01
Profit from reducing the proportion of control in a subsidiary is a joint venture.	-	-	-	-	82.54	2.48
Other income	37.42	0.72	45.44	1.51	72.16	2.17
Total Revenues	5,206.43	100.00	3,015.90	100.00	3,326.86	100.00

Overview of Financial Position of the Company

Performance Overview

Raimon Land Public Company Limited operates in developing commercial real estate for sale and/or for rent focusing on the residential condominium projects with unique and outstanding. During 2016-2018, total revenues are THB 5,206.43 million, THB 3,015.90 million, and THB 3,326.86 million respectively.

For the year 2017, the Company had total revenues of THB 3,015.90 million. The revenue from sale of condominium units was THB 2,866.26 million which is 95.04%, The revenue from rent and service is THB 63.06 million which is 2.09%. Other revenues were THB 86.58 million which is 2.87%. Total revenues of the Company reduced because the revenue from sale of condominium units reduced from 2016 which is THB 5,073.58 million which is 97.45% from 185 Rajadamri, Unixx South Pattaya, Zire Wongamat, and The Loft Ekkamai.

For the year 2018, the Company had total revenues of THB 3,326.86 million. The revenue from sale of condominium units was THB 2,933.32 million which is 88.18%, The revenue from sale of food and beverage is THB 29.35 million which is 0.88% which is the new business started in the 3rd quarter under the management of Siam Spoon Co., Ltd. which is a subsidiary of the Company. The revenue from rent and service is THB 63.82 million which is 1.92%. Other revenues including revenue from project management, revenue from marketing fees,

Revenues from each project

Project	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Northpoint	-	-	-	-	100.0	3.0
The River	365.4	7.0	269.9	8.9	203.8	6.1
185 Rajadamri	1,194.6	22.9	414.5	13.7	617.8	18.6
Zire Wongamat	717.8	13.8	402.2	13.3	105.8	3.2
Unixx South Pattaya	1,922.0	36.9	496.1	16.4	798.2	24.0
The Lofts Ekkamai	873.8	16.8	1,283.6	42.6	40.5	1.2
Mews Yen Akat	-	-	-	-	203.5	6.1
The Lofts Asoke	-	-	-	-	227.6	6.8
The Diplomat 39	-	-	-	-	626.5	18.8
The Diplomat Sathorn	-	-	-	-	9.6	0.3
Profit from sale of Diplomat Condominium units.	-	-	-	-	67.0	2.0
Profit from losing control in subsidiaries	-	-	-	-	82.8	2.5
Food and beverage business	-	-	-	-	29.3	0.9
Others	132.9	2.6	149.6	5.0	214.5	6.4
Total	5,206.5	100.0	3,015.9	100.0	3,326.9	100.0

Source : Information from the Company.

Note: ^{1/} including revenue from rent and services, revenue from marketing fees, project management fee, interest, and others.

Gross Profit and Gross Profit Margin

During 2016-2018, the Company had cost of sales of condominium units of THB 3,181.42 million, THB 1,934.26 million, and THB 2,193.18 million respectively, which were 62.71%, 67.48%, and 74.77% of revenue from sales of condominium units respectively. The gross profit during 2016-2018 were THB 1,892.17 million, THB 932.00 million, and THB 740.14 million respectively, which were 37.29%, 32.52%, and 25.23% respectively.

In 2017, the Company had gross cost of sales of condominium units of THB 1,934.26 million which is lower from THB 3,181.42 million in 2016 because the Company earn less revenue from sale of condominium units. The Company had gross profit of THB 1,945.67 million or 37.95%.

In 2017, the Company had gross profit from sales of condominium units of THB 740.14 million which is lower from THB 932.00 million in previous year. The gross profit margin in 2017 was 25.23% which was lower than 32.52% in previous year. The decrease in gross profit was from the special discount for Unixx South Pattaya. Moreover, in 2018, the Company had gross profit from sale of food and beverage of THB 10.22 million which was 34.83% making the Company had the gross profit of 26.90%.

During 2016-2018, the Company had selling and administrative expenses of THB 855.63 million, THB 754.40 million, and THB 883.12 million respectively.

In 2017, the Company had selling and administrative expenses of THB 754.40 million which is lower from THB 855.63 million in 2016 because the Company had controlled the operating expenses.

In 2018, the Company had selling and administrative expenses of THB 883.12 million which is lower from THB 754.40 million in 2017 because the Company started developing office building project and entering the food and beverage business as well as the ownership transfer expense and tax in the 4th quarter.

Finance Cost

During 2016-2018, the finance costs were THB 94.17 million, 77.06 million, and 149.04 million respectively which are 1.81%, 2.56%, and 4.48% of total revenues respectively.

In 2017, the Company had finance cost of THB 77.06 million which is lower from the previous year of THB 94.17 million by THB 17.10 million or lower by 18.16%. This decrease was because the interest rate on loans from 2 new projects in 2017 has been recorded as the cost of project and the repayment of the whole loan amount of The Loft Ekkamai as more than 98% of total units have been transferred to customers. Moreover, the Company issued debenture with lower interest rate to repay for the loans with higher interest rate.

In 2018, the Company had finance cost THB 149.0 million which is higher from previous year of THB 77.1 million by THB 71.9 million or higher by 93.3%. This increase was because the Company had borrowed more for the new projects and for working capitals as well as the interest from the loan used to acquire the asset of KPNL.

Net Income

In 2017, the Company had net profit of THB 191.19 million which is lower from the previous year by THB 659.41 million or lower by 77.52%. The net profit attributable to shareholders of the Company was THB 192.92 million.

In 2018, the Company had net loss of THB 6.03 million. The net profit attributable to shareholders of the Company was THB 8.60 million.

Financial Position

Assets

As of December 31, 2016-2018, the Company had total assets of THB 9,700.13 million, 10,457.97 million, and 14,329.74 million respectively

In 2017, the Company had total assets of THB 10,458.97 million which was higher from the previous year by THB 757.84 million or higher by 7.81%. This increase was from the increase of real estate development project like The Loft Silom with value of THB 3,461.50 million net from the amount of ownership transfer.

In 2018, the Company had total assets of THB 14,329.74 million which was higher from the previous year by THB 3,871.77 million or higher by 37.02%. This increase was mainly from the leasehold of THB 1,524.10 million for the land located on Phloen Chit Road. The Company has got the delivery of land and do the registration for lease with Department of Land in April 2018. Moreover, the Company had the land waiting for development increase by THB 1,644.14 million from acquiring assets of KPNL under the entire business transfer as approve by the Extraordinary General Meeting of Shareholders No. 1/2018 held on October 11, 2018.

Liabilities

As of December 31, 2016-2018, the Company had total liabilities of THB 4,592.24 million, 5,391.25 million, and 8,607.87 million respectively

In 2017, the Company had total liabilities of THB 5,391.25 million which was higher from the previous year by THB 799.02 million or higher by 17.40%. This increase was from the increase of short-term loan from financial institutions of THB 361.40 million and debenture of THB 711.25 million.

In 2018, the Company had total liabilities of THB 8,607.87 million which was higher from the previous year by THB 3,216.61 million or higher by 59.66%. This increase was from the increase of short-term loan including the current portion of long-term loan of THB 2,642.98 million partly from the current portion of long-term loan from The Loft Asoke. Moreover, the increase of long-term loan from investing in new projects and used as working capital as well as the advance payment received from customers of THB 556.85 million.

Shareholders' Equity

As of December 31, 2016-2018, the Company had total shareholders' equity of THB 5,107.89 million, 5,066.72 million, and 5,721.87 million respectively

In 2017, the Company had total shareholders' equity of THB 5,066.7 million which was lower from the previous year by THB 41.17 million or lower by 0.81%. This decrease was mainly from the dividend payment approved the Annual General Meeting of Shareholders 2017 held on April 24, 2017.

In 2018, the Company had total shareholders' equity of THB 5,721.87 million which was higher from the previous year by THB 667.18 million or higher by 13.21%. This increase was from issuing new shares to KPNL for 597.00 million shares for acquiring assts of KPNL.

Net Debt to Equity Ratio

In 2017, the Company had total interest-bearing liabilities of THB 4,059.73 million. The Company has cash and equivalents of THB 647.88 million and short-term investment of THB 1.09 million. The Company had net debt to equity ratio of THB 0.67 times which was higher from the ratio of 0.35 times in 2016. This increase was mainly from the borrowing for developing the luxury condominium project named The Loft Silom opening

in July 2017 and the Company had acquired land to prepare for developing 2 new luxury condominium projects opening in 2018.

In 2018, the Company had total interest-bearing liabilities of THB 6,561.35 million. The Company has cash and equivalents of THB 896.04 million and short-term investment of THB 224.81 million. The Company had net debt to equity ratio (calculated from interest-bearing liabilities and cash equivalent items) of THB 0.96 times which was higher from the ratio of 0.67 times in 2017. This increase was mainly acquiring land to prepare for developing new condominium projects. However, the Company has the policy to maintain this net debt to equity not more than 1.50 times.

Cash Flow

During 2016-2018, the Company and subsidiaries had net cash flow of THB 1,133.73 million, THB 647.68 million, and THB 896.04 million respectively.

In 2017, the Company and subsidiaries had the net cash outflow for operating activities of THB 904.69 million, mostly from the expenses in developing projects The Loft Asoke and The Loft Silom as well as the decrease in net income. The Company and subsidiaries had the net cash outflow for investing activities of THB 458.26 million, mostly from the cash restricted or pledged of THB 356.20 million. The Company and subsidiaries had the net cash inflow for financing activities of THB 877.08 million, mostly from short-term borrowing from financial institutions of THB 361.40 million and the cash receipt from issuing debentures of THB 707.70 million. Moreover, the Company had paid the dividend of THB 250.28 million from the operating performance in 2016 on May 19, 2017.

In 2018, the Company and subsidiaries had the net cash outflow for operating activities of THB 849.78 million, mostly from the purchase of condominium units in The Diplomat projects and the deposit for acquiring land. The Company and subsidiaries had the net cash outflow for investing activities of THB 1,358.86 million, mostly from the payment for leasehold for the land on Phloen Chit Road to develop office building of THB 1,220.87 million. The Company and subsidiaries had the net cash inflow for financing activities of THB 2,455.52 million, mostly from long-term borrowing from financial institutions. As of December 31, 2018, the Company and subsidiaries had net cash flow of THB 896.04 million.

Appendix 2

Summary of Asset Appraisal for RML 548 Co., Ltd.

(Source: Appraisal Report)

Details of Asset Appraisal

Vacant Land – on Ploenchit Road, Lumpini, Pathumwan, Bangkok

Date	:	February 25, 2019
Characteristic	:	Leasehold for 2 land parcels with total area 6 rai 28 square wah
Location	:	On Ploenchit Road, Lumpini, Pathumwan, Bangkok
Purpose	:	Public Use
Details	:	Land Title Deed No. 16473 (former no. 15235) and 16474 (former no. 8809) (partially) Lumpini, Pathumwan, Bangkok
Ownership	:	Pattra Co., Ltd.
Obligation	:	Under the lease agreement with RML 548 Co., Ltd.
Leaseholder	:	RML 548 Co., Ltd
Lease Period	:	30 years starting from April 1, 2022 to March 31, 2052
Valuation Approach	:	Income Approach. The value of leasehold can be calculated from the premium of from rent by comparing the lease payment in the agreement and the market lease payment, then finding the present value of premiums for the remaining life of agreement.
Appraised Value	:	Value of leasehold is THB 107.85 million
Appraised Date	:	February 14, 2019
Valuer Company	:	GPV Global Property Valuation Co., Ltd.
Valuer	:	Mr. Tawatchai Pringwittayapong

Appendix 3

Summary of Appraisal Report of Raimon Land Nineteen Co., Ltd.

(Source: Asset Appraisal Report)

Overview of Asset Appraisal Report

Vacant Land – Soi Sukhumvit 19, Sukhumvit Road, Khlong Tan Nuea, Watthana, Bangkok

Date	:	December 24, 2018
Characteristic	:	Vacant land
Location	:	Soi Sukhumvit 19, Sukhumvit Road, Khlong Tan Nuea, Watthana, Bangkok with the distance of 240 meters from Sukhumvit Road
Purpose	:	Public use
Details	:	<ul style="list-style-type: none"> - 1 land parcel with 2 land title deeds - The area based on title deeds is 1 rai 8 square wah - The area used in valuation is 1 rai 8 square wah
Ownership	:	KPN-Kappel Alliance (SK19) Co., Ltd.
Obligation	:	Under mortgage with one commercial bank
Infringement	:	None
Zoning	:	The land is located on red zone (Por. 5-3) in accordance with Bangkok Zoning Regulation BE 2556. The red zone is the commercial zone.
Valuation Approach	:	The Market Approach used in determining the value of the property and The Residual Method used for verification
Appraised Value	:	The market value based on current condition is THB 897.60 million
Appraised Date	:	December 10, 2018
Valuer Company	:	Landmark Consultant Co., Ltd.
Valuer	:	Mr. Mongkol Chai-arun

Summary of Valuation in the Asset Appraisal Report

Detail	Comparable 1		Comparable 2		Comparable 3	
Location	Soi Sukhumvit 23 with the distance of 420 meters from Sukhumvit Road		Soi Sukhumvit 26 with the distance of 50 meters from Sukhumvit Road		Soi Sukhumvit 38 with the distance of 20 meters from Sukhumvit Road	
Zoning	Commercial and Residential		Commercial and Residential		Commercial and Residential	
Area (sq.w.)	600.0 sq.w.		801.3 sq.w		637 sq.w	
Shape	Square		Rectangular		Rectangular	
Land Proportion (width)	50 meters		42 meters		40 meters	
Land Level	On the same level of road through the front		On the same level of road through the front		On the same level of road through the front	
Utility System	Electricity, water supply, telephone, drainage		Electricity, water supply, telephone, drainage		Electricity, water supply, telephone, drainage	
Road through the front	2-lane concrete road		2-land asphalt road		2-land asphalt road	
	6 meters / 10 meters		7 meters / 12 meters		7 meters / 10 meters	
Zoning	High-Density Residential Zone		High-Density Residential Zone		High-Density Residential Zone	
Usage	Residential		Commercial and Residential		Commercial and Residential	
Transaction Date	April 2018		August 2017		May 2017	
Ask Price (THB/sq.w.)						
Negotiated Price (THB/sq.w.)						
Expected selling price (THB/sq.w.)						
Market Price (THB/sq.w.)	1,400,000		2,127,019		1,650,000	
Adjustment (THB/sq.w.)	10%	140,000	10%	212,702	20%	330,000
Adjusted Price (THB/sq.w.)	1,540,000		2,339,721		1,980,000	
Relevant Factors						
Location	30%	462,000	(10%)	(233,972)	0%	0
Environment	10%	154,000	0%	0	0%	0
Area (sq.w.)	0%	0	0%	0	0%	0
Land Shape	(5%)	(77,000)	0%	0	0%	0
Land Proportion (Width)	0%	0	0%	0	0%	0
Land Level		0		0		0

Detail	Comparable 1		Comparable 2		Comparable 3	
Utility System	0%	0	0%	0	0%	0
Road through the Front	0%	0	0%	0	0%	0
Zoning and Other Restrictions	10%	154,000	10%	233,972	10%	198,000
Usage	0%	0	0%	0	0%	0
Total	45%	693,000	0%	0	10%	198,000
Value After adjustment (THB/sq.w.)	2,233,000		2,339,721		2,178,000	

Final Adjustment

Comparable	Final Adj P.	Absolute Adj	Proportion (1)	Inverse	Proportion (2)	Weight P.
1	2,233,000	847,000	0.5598	1.7862	0.1411	315,047
2	2,339,721	467,944	0.3093	3.2332	0.2554	597,504
3	2,178,000	198,000	0.1309	7.6411	0.6035	1,314,508
Total	6,750,721	1,512,944	1.0000	12.6605	1.0000	2,227,059
					Rounding (THB/sq.w.)	2,200,000

Total Value	THB 2,227,059 /sq.w.
Appraised Value (Rounding)	THB 2,200,000 /sq.w.
Value of Land	408.0 sq.w. x THB 2,200,000 /sq.w. = around THB 897,600,000

