

**The Opinions of the Independent Financial Advisor
on the Asset Acquisition Transaction**

of



Dusit Thani Public Company Limited

Presented to

Shareholders of Dusit Thani Public Company Limited

Prepared by



Jay Capital Advisory Limited

19 March 2021

This English report of the Independent Financial Advisor's Opinions has been prepared solely for the convenience of foreign shareholders of DTC and should not be relied upon as the definitive and official document. The Thai language version of the Independent Financial Advisor's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

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Abbreviation	Full name
The Company or DTC	Dusit Thani Public Company Limited
CPN	Central Pattana Public Company Limited
CPB	The Crown Property Bureau
HRRJV or VMS	Vimarn Suriya Company Limited
REJV or SLP	Suanlum Property Company Limited
OJV or P4D	Phraram 4 Development Company Limited
Office Co or SLD	Saladang Property Management Company Limited
Mixed-Use Project or Project DCP	Mixed-use property development project including hotel, Residential, shopping center and office building
Project Land	Land with an area of 23 rai 2 ngan 2.72 square wah located at the intersection between Silom Road and Rama 4 Road, No. 1, Saladaeng Sub-District, intersection of Silom Road, Silom District, Bangkok
2017 AGM	Annual general meeting of the Company No. 24/2017 on 27 April 2017
2017 Approved Transactions	Resolution to approve the investment in a joint venture in a Mixed-Use Project on the land at the corner of Silom and Rama IV Roads in the Annual General Meeting of Shareholders No. 24/2017 on 27 April 2017
Project HRR	Development and Construction of Hotel, Residential and Shopping Center Bare Shell Project
Hotel Project	Development and Construction of Hotel in the Project HRR
Residential Project	Development and Construction of Residential in the Project HRR
Shopping Center Bare Shell Project	Development and Construction of Shopping Center Structures in the Project HRR
Project Retail	Shopping Center Business Project
Project Office	Development and Construction of office building
VMS Joint Venture Agreement	Joint venture agreement in relation to VMS between the Company and CPN dated 31 August 2016 (amendment dated 27 June 2017)
SLP Joint Venture Agreement	Joint venture agreement in relation to SLP between the Company and CPN dated 31 August 2016 (amendment dated 27 June 2017)
P4D Joint Venture Agreement	Joint venture agreement in relation to P4D between the Company and CPN dated 10 March 2017
Independent Financial Advisor or IFA	Jay Capital Advisory Limited
SET	Stock Exchange of Thailand
SEC	Office of the Securities and Exchange Commission
Notification on Acquisition and Disposition	Notification of Capital Market Supervisory Board Tor Chor 20/2551 on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and Amendments, and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets of B.E. 2547 dated 29 October 2004 and Amendments
Notification on Connected Transactions	the Notification of the Capital Market Supervisory Board No. 21/2551 Re: Rules on Connected Transaction and 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 Transaction B.E. 2546 (2003) (as amended)

19 March 2021

To: Shareholders
Dusit Thani Public Company Limited

Subject: Opinion of the Independent Financial Advisor on the Asset Acquisition Transaction

The Board of Directors' Meeting of Dusit Thani Public Company Limited (the "**Company**") No. 2/2017 held on 28 February 2017 and the Annual Meeting of Shareholders No. 24/2017 held on 27 April 2017 passed a resolution approving the joint investment in a mixed-use property development project which consists of a hotel, residence, retail shopping center and office building ("**Mixed-Use Project**" or "**Project DCP**") at the intersection of Silom Road and Rama IV Road ("**2017 Approved Transactions**"), the details of which are as follows:

1. A joint investment in a property development project involving the acquisition of a land lease right, the development and construction of the hotel, residence and the bare shell of the retail shopping center ("**Project HRR**") by Vimarn Suriya Company Limited ("**HRRJV**" or "**VMS**");
2. A joint investment in a retail shopping center ("**Project Retail**") by Suanlum Property Company Limited ("**REJV**" or "**SLP**"); and
3. A joint investment in an office building ("**Project Office**") by Pharam 4 Development Company Limited ("**OJV**" or "**P4D**") to which OJV will sublease the land to Saladang Property Management Company Limited ("**Office Co**" or "**SLD**") and Office Co shall be the operator of the office building business.

With respect to Project HRR and Project Retail, the Company and Central Pattana Public Company Limited ("**CPN**") has jointly and continuously operated such projects to this day. Such operations include planning the improvement and adjusting the strategy in operating the Mixed-Used Project in order to increase the proportion of luxury customers and super luxury¹ customers as the target customer as well as increasing the gross floor area of the retail shopping center and other related operations to develop Project HRR and Project Retail so that it is able to appropriately compete in the current market circumstance ("**Adjustment of Project HRR and Project Retail**").

With respect to Project Office, the Company has disposed 90 percent of the total shares of P4D to CPN on 28 June 2017 and subsequently, disposed all shares held by it in SLD to CPN on 26 June 2019 in accordance with the 2017 Approved Transactions, therefore, P4D and SLD Co is no longer a subsidiary of the Company. As such, at present, the Company does not involve in the operation of Project Office.

Subsequently, the Board of Directors of the Company No. 3/2021 held on 15 March 2021 passed a resolution approving the Increase in the investment value of Project HRR and Project Retail due to changes market condition of hotel and property to increase an ability to compete and has more consistency with target customer group for each project.

The abovementioned increase in the investment value is deemed as acquisition and disposal of assets pursuant to Notification on Acquisition or Disposal. The acquisition of assets, if calculated by using only the additional amount exceeding the approved amount in the 2017 Approved Transactions, has the highest transaction size equivalent to 33.82 percent. In which can be classified as type 2 transaction of the Notification on Acquisition and Disposition of Assets with a transaction size of more than or equal to 15.00 percent but less than 50.00 percent. Therefore, the Company is required to disclose information regarding the transaction to the SET and send circular notice to the shareholders of the Company. Nonetheless, the

¹ Luxury customers mean customers having a purchasing power of residence unit at a price per unit beginning at approximately THB 12 million; and super luxury customers mean customers having a purchasing power of residence unit at a price per unit beginning at approximately THB 20 million (based on CBRE).

Company views that such transaction has significant impact towards the shareholders, the Company then considers to propose such transaction to the shareholders' meeting for an approval.

However, if combined with the transaction size of the 2017 Approved Transactions, the highest transaction size will be equivalent to 128.21 percent based on the total value of consideration method.

The abovementioned transaction is classified as a type 4 transaction of transaction to acquire assets with a transaction size exceeding 100.00 percent but meet the conditions of Article 24 of the Notification on Acquisition and Disposition of Assets, which stipulates that in the event that the Transaction Category 4 meets all the following qualification, the SET may consider it to be a case exempted from having to apply for relisting of the Company's securities as follows:

1. Acquired business have similar characteristics or complement each other with the business of the company.
2. Listed companies do not have a policy to make significant changes in the core business of the company.
3. Listed companies resulting from the acquisition of the property have the qualifications to be registered with the Stock Exchange of Thailand.
4. There is no significant change in the board of directors of listed companies and in the control of the company or shareholders with control power of listed companies.

Asset acquisition transaction of the Company meets all conditions to be exempted of Article 24 of the Notification on Acquisition and Disposition of Assets. Therefore, the Company is required to disclose information about the transaction to the SET and must request approval from the shareholders' meeting with approval votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, without counting the shareholders who have an interest. Furthermore, the Company shall also circulate invitation letter with opinion of the independent financial advisor not less than 14 days prior to the shareholders' meeting date. The Board of Directors' had an resolution to propose such transaction to the shareholders' meeting which will be held on 29 April 2021 to consider approving such transaction.

If the Company's shareholders do not approve such transaction, it will cause VMS to conduct the feasibility study again, to be under the 2017 Approved Transactions value, which will cost VMS expenses and time including a risk that the Company will need to pay penalty fee to CPB from the delay of operation commencement of Project HRR.

In this approval, CPN is considered as a person who have an interest for entering into the transaction and have no right to vote as CPN is a major shareholder of the Company which hold the Company's shares of 17.09 percent as of 31 January 2021 and is a joint company for development of Project HRR and Project Retail with the Company.

In this regard, as CPN has purchased the ordinary shares of the Company on 9 May 2018, which occurred after the 2017 Approved Transactions, CPN has become a major shareholder of the Company, holding 17.09 percent of the total shares of the Company as of 30 December 2020 and is the Company's connected party since 9 May 2018.

Therefore, since 9 May 2018, the transactions between the Company and CPN can be divided into two categories as follows: (1) transactions based on the agreements which was executed and approved in the 2017 Approved Transactions, and occurring after 9 May 2018 ("2017 Approved Transactions"); (2) transactions in relation to Adjustment of Project HRR and Project Retail according to the resolution of the Board of Directors' Meeting No. 3/2021 on 15 March 2021 ("Transactions According to the Approved Adjustment of Project HRR and Retail"). However, such transactions do not require approval from the shareholders under the Notification of the Capital Market Supervisory Board No. 21/2551 Re: Rules on Connected Transaction and 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 Transaction B.E. 2546 (2003) (as amended) ("Notification on Connected Transactions") due to the following reasons:

(1) 2017 Approved Transactions

The Company has considered and opined that even though some of the Transactions Approved in 2017 had been completed after CPN became a connected party of the Company, since such transactions are still within the terms of the agreements which were signed and approved under the 2017 Approved Transactions, such transactions are not connected party transactions which must abide by the Notification on Connected Transactions.

(2) Transactions According to the Approved Adjustment of Project HRR and Project Retail

- (2.1) With respect to Transactions according to the Approved Adjustment of Project HRR and Retail, the Company has considered and opined that such transactions are merely adjustment of the project details to which the financial burden for both the Company and CPN will increase in proportion to its respective shareholding ratio that was approved under the 2017 Approved Transactions. As such, such transaction is fair and does not lead to any transfer of benefit and is exempted from complying with the Notification on Connected Transactions under Clause 7(5) of 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 (2003).
- (2.2) Other transactions which relate to the Mixed-Use Project between the Company and CPN (and/or the subsidiary of the Company and/or CPN) shall have the characteristics of an ordinary business transaction or an ordinary supporting business transaction, and entered into with general commercial conditions with respect to operations of the Mixed-Use Project, such as entering into/amending the agreement on joint usage of building, location, parking space or other facilities between HRRJV, REJV and Office Co and entering into/amending the hotel management agreement between HRRJV and the Company. Therefore, such transactions are within the authority of the Board of Directors' of the Company to which the Board of Directors' of the Company have already approved such transactions in the Board of Directors' Meeting of the Company No. 3/2021 on 15 March 2021.

The Board of Directors' Meeting No. 3/2021, on 15 March 2021, approved the appointment of Jay Capital Advisory Limited ("Independent Financial Advisor" or "IFA"), an enlisted financial advisor approved by the Securities and Exchange Commission ("SEC") which is independent from the Company, as the Independent Financial Advisor to provide opinions on the appropriateness of the transaction to shareholders of the Company for consideration to approve the asset acquisition of the Company this time.

This IFA Report is prepared based on information obtained from interviews of and documents received from the Company and information published to the general public. In addition, the Independent Financial Advisor has taken into account the current economic conditions including the COVID-19 outbreak situation until the date of preparation of this IFA report, in consideration for providing opinions on this transaction. Therefore, any significant changes to this information and/or situation in the future may alter the IFA's opinion on the transaction accordingly. The information and documents used in preparing this report included, but are not limited to the following:

- The resolutions of the Company's Board of Director's Meetings and Information Memorandum relating to the transaction.
- Information of the transaction which is disclosed through the information service system of the SET and/or website and/or public.
- Information disclosure (Form 56-1) for the year 2019 and draft Information disclosure (Form 56-1) for the year 2020 of the Company

- The Company's and its subsidiaries' audited consolidated financial statements for the year ended 31 December 2018 – 2020
- Audited financial statement of VMS and SLP for the year ended 31 December 2018 – 2019
- Draft audited financial statement of VMS and SLP for the year ended 31 December 2020
- Operating performance and investment projection of the Adjustment of Project HRR and Project Retail of the Company and CPN
- Memorandums, agreements, draft agreements related to development of Project DCP such as
 - Land Lease Agreement between CPB and the Company dated 22 December 2016 and as amended
 - Summary of Land Sublease Agreement between the Company and VMS dated 27 June 2017
 - Summary of VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 and as amended
 - Building Lease Arrangement Agreement between DTC and SLP dated 31 August 2016 and as amended
 - Bare Shell Lease Agreement between VMS and SLP dated 30 June 2020
 - SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 and as amended
 - Land Sublease Agreement between P4D and SLP dated 27 June 2017
 - Summary of P4D Joint Venture Agreement between the Company and CPN dated 10 March 2017
 - Loan term sheet that VMS received for development of the Project HRR
- Information from interviews with managements and officers of the Company.
- Information and documents obtained from the Company.

In addition, the IFA's opinion was based on the following assumptions:

- All information and documents provided by the Company including the interviews with management were valid and true. The opinion obtained was credible and close to the current situation. In this regard, the IFA has considered and reviewed the information received from the managements of the Company.
- No past events or imminent events or impending events would create significant impacts on each business of Project DCP and financial status of the Company.
- Agreements related to the investment for development of Project DCP are legitimate, effective and obligated, and conditions are unchanged, revoked or cancelled.

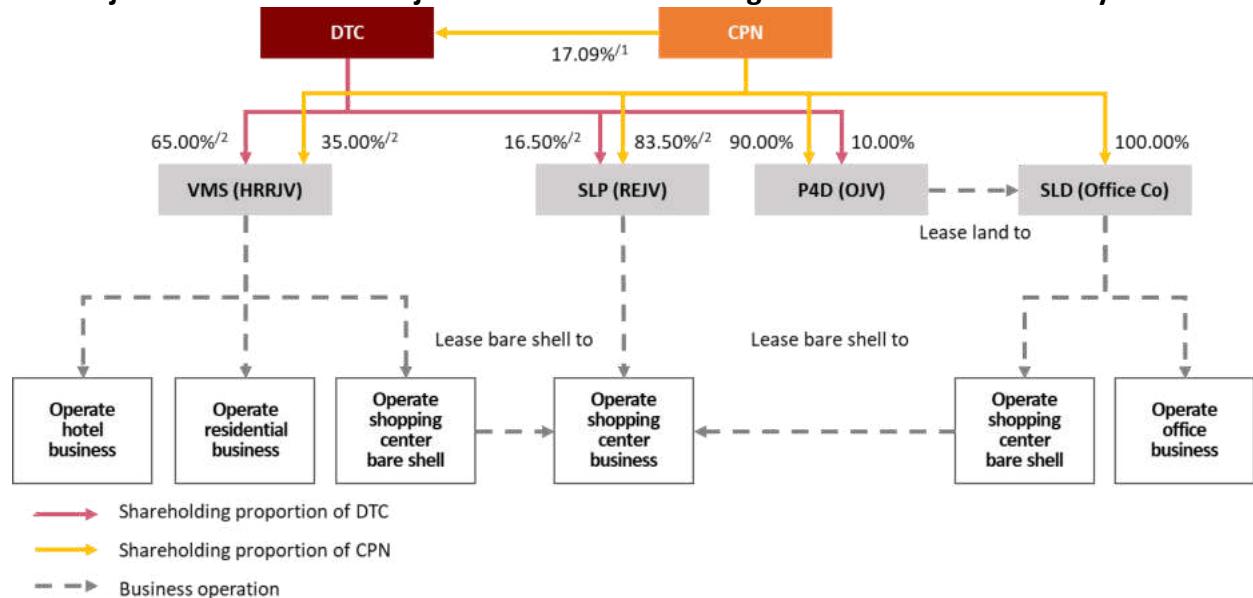
The IFA certified that we have studied, analyzed and prudently performed our duties as an Independent Financial Advisor, complying with the generally accepted professional standard and rendered our opinion based on the unbiased analysis with regards to the best benefit of the shareholders. However, it is important to note that the IFA's opinions are based on the information and documents received from the Company, the information from interviews with the Company's managements, other publicly available information and other related information. The IFA assumes that such information is accurate and reliable at the time the IFA prepared this opinion report. However, if such information is found to be inaccurate and/or incomplete and/or unreliable and/or have any significant changes in the future, the opinion provided by the IFA may differ accordingly. As a result, the IFA is unable to be held responsible for any adverse impacts on the Company and its shareholders resulting from the transaction. In addition, the objective of this report is merely to provide an opinion on the Transaction to the Company's shareholders only. Notwithstanding, the decision to vote is the sole discretion of the shareholders, which shall include the consideration of advantages, disadvantages, and risk associated with the Transaction as well as consideration of the attached documents submitted to the shareholders along with the invitation letter so as to make the most appropriate decision. In this regard, the opinion of the IFA does not certify the success of the Transaction as well as the possible impacts to the Company and/or to the Company's shareholders. The IFA does not hold any responsibilities for the impacts that might arise from such transaction both directly and indirectly.

The IFA has considered the reasonableness of the asst acquisition transaction of the Company in detail described as follows:

Executive Summary

At the Annual General Meeting of Shareholders No. 24/2017 of Dusit Thani Public Company Limited (“the Company”) on 27 April 2017 (“**2017 AGM**”), a resolution was passed approving the Company’s investment in a mixed-use real estate development project consisting of hotels, Residential, shopping malls and office buildings on the land with an area of 23 rai, 2 ngan, 2.72 sq.wa (“**Mixed-Use Project**” or the “**Project DCP**”) on the land at the corner of Silom and Rama IV Road (“Approval in 2017”), which is a joint development with Central Pattana Public Company Limited (“**CPN**”) including the signing of various agreements related to development of Project DCP, such as a land lease agreement with the Crown Property Bureau (“**CPB**” or “**Office of the Crown Property**”) at the corner of Silom and Rama IV Road (“**2017 Approved Transactions**”), which the Company and CPN jointly developed until now. Details of the joint venture between the Company and CPN are as follows:

A joint investment in Project DCP and shareholding structure as of 31 January 2021



Remark : /¹ On 9 May 2018, CPN acquired the Company's shares from persons other than Chanut and Children Co., Ltd. (Details of related persons of Chanut and Children Co., Ltd. are shown in the table of the major shareholders of the Company in Appendix 1: General Information of the Company in this report) and currently holds 17.09% of the Company's shares, resulting in CPN being one of the Company's major shareholders.

/² The Company will sell 5.00% and 1.50% of VMS and SLP shares, respectively, to CPN. Therefore, the Company's final shareholding in VMS and SLP will be 60.00% and 15.00% respectively.

Subsequently, the Company has considered changing the format and the investment value in the project due to changing hotel and real estate business conditions, and in order to be able to cope with the competition and increase the proportion of target luxury and super luxury customers, including the expansion of the project areas and other actions relevant to developing the Project HRR and Project Retail. Such project development includes planning, improvement and strategy adjustment for the Mixed-Use Project to be able to be able to effectively compete in the market in the current situation (“HRR Project and Project Retail Improvement”). VMS and SLP project improvements are as follows:

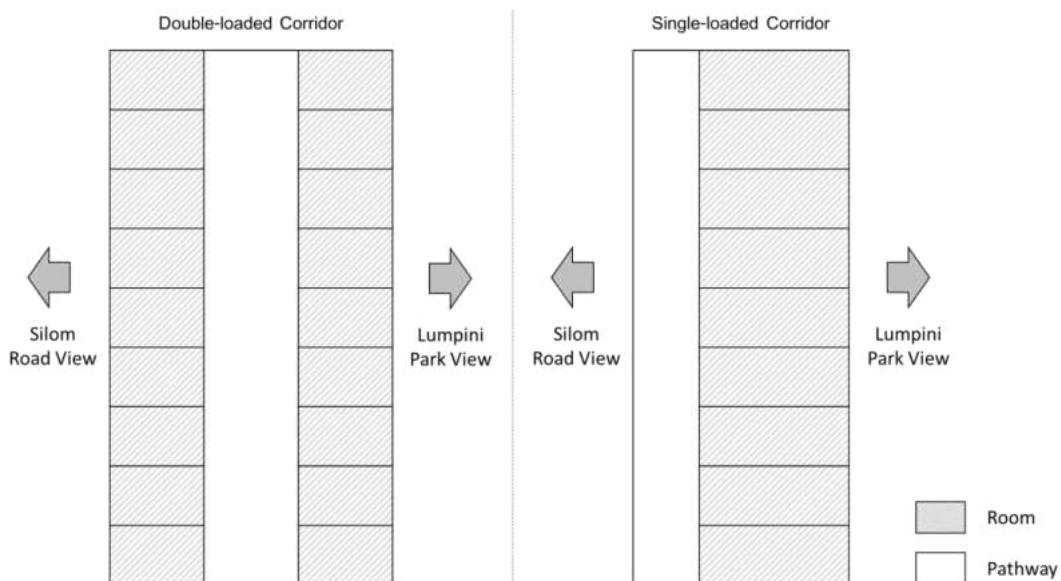
Project HRR

- Hotel Project

The Company considers increasing the investment value in the Hotel Project to enhance the potential and competitiveness, as well as the function of the project to be more consistent with the target customers which are luxury and super luxury group per the 2017 Approved Transactions, in which the adjustments to the Hotel Projects are as follows:

- (1) Increase the Hotel Project area from 42,000 square meters to 49,500 square meters, representing an increase of 7,500 square meters and which the changes are mainly from the building's height and underground area, specifically from 35 floors to 43 floors.
- (2) Change the hotel feature from Double-Loaded Corridor to Single-Loaded Corridor, which the details of the models are as follows:

Comparison of Double-loaded Corridor and Single-loaded Corridor



From the diagram above, buildings with Double-loaded Corridor will have the rooms on both sides of the corridor, while the Single-loaded Corridor will only have on one side. This makes the rooms more spacious in each residential unit and gives all the units the same view of Lumpini Park. The corridor's view would be the city and Silom road view and is more attractive. In addition, the development of Single-loaded Corridor, would help covers the disadvantage of the Double-Loaded Corridor project, as the Double-Loaded Corridor project would have wider building size which might allow the hotel guests to be able to see the inside of the residential rooms. Therefore, the development of Single-loaded Corridor project would (1) make the width of the hotel smaller (2) there would be more distance between the Residential Project (3) more privacy for the residents from the fact that there are no rooms with the residential building views.

- (3) increase in the dining rooms from 5 rooms according to 2017 Approved Transactions to 8 rooms and increase the number of banquet and meeting rooms from 4 rooms according to 2017 Approved Transactions to 6 rooms, which will allow the Company to generate more revenues from food and beverages from the increase in number of dining room, banquet and meeting rooms.

- Residential Project

The management of the Company considers to adjust the Residential Project due to the higher competition in the property development business from the Bank of Thailand's increase in the LTV ratio ceiling in 2019, as well as the COVID-19 virus outbreak in 2020. Causing the lower-mid range of

Residential Projects to be more competitive and have lower selling price as the purchasing power of the target customer is lower and the supply of low-rise buildings are higher.

For the Residential Project of the Project HRR, following are the improvements:

- (1) Increase the project area in the residential part from 82,513 square meters to 91,918 square meters, representing an increase of 9,405 square meters. In which the change is mainly from the height of the building, from 62 floors to 69 floors.
- (2) Classification of the Residential Project into 2 projects, namely (1) Dusit Parkside and (2) Dusit Residences for market segmentation. This enables the project to be able to sell to wider variety of customer groups, with different pricing range and brands. Whereby, Dusit Parkside and Dusit Residences have a similar average price which is equal to THB 340,000.00 per square meter. Dusit Parkside will have an average room area of 82.52 square meters and Dusit Residences will have an average room area of 191.00 square meters per room, which would cause Dusit Parkside's total selling price to be lower when compared to Dusit Residences. Such market segmentation allows VMS to be able to fulfill the needs of different target groups such as the common area development between Dusit Parkside and Dusit Residences.
- (3) Develop Dusit Residences project to be in the form of Single-loaded Corridor, which the details and advantages of such model can be seen as the diagram above, resulting to every unit of Dusit Residences to have the view of Lumpini park, as well as the corridor's view to be the city and Silom road.

- Shopping Center Bare Shell Project

The consideration to improve the Shopping Center Bare Shell Project is a result of a discussion between VMS and SLP in the regard of the bare shell that VMS sublease to SLP, which the area according to the Bare Shell Lease Agreement from 49,238 square meters to 63,304 square meters, which is equal to an increase of 14,066 square meters, which is mainly from the width of the building. VMS will then consider the additional 14,066 square meters, whereby the Company expects to finish the amendment of the Bare Shell Lease Agreement between VMS and SLP for the area of 63,304 square meters to be THB 6,500.00 million within September 2023.

Project Retail

- Increase the area of the Project Retail from 70,633 square meters to 79,203 square meters, representing an increase of 8,570 square meters which can be classified to area that SLP leases from VMS equals 63,304 square meter and from SLD equals 15,899 square meters.
- Adjust construction plan to higher rental rate. The leasable area of the project is reduced from 47,300 to 42,886 square meters, representing a reduction of 4,414 square meters, which results in the net leasable area to decrease from 66.97 percent of total shopping center area of 70,633 square meters based on the 2017 Approved Transactions to 54.15 percent of total shopping center area of 79,203 square meters, which the reduction in such area proportion will enable the shopping center to have more walkways which will enhance the image of the project.

Summary table of adjustment in investment value of Project HRR and Project Retail is as follows:

Project (Unit: THB million)	Project value based on 2017 Approved Transactions		Surplus project value		Total project value	
	Total project value	Value by shareholding proportion of the Company	Total project value	Total project value	Value by shareholding proportion of the Company	Total project value
Project HRR /¹						
- Hotel Project	4,267.00	2,560.00	2,171.00	1,303.00	6,438.00	3,863.00
- Residential Project	8,414.00	5,048.00	3,099.00	1,859.00	11,513.00	6,908.00
- Shopping Center Bare Shell Project	4,330.00	2,598.00	1,340.00	804.00	5,670.00	3,402.00
- Other common area investment / ²	2,289.00	1,373.00	390.00	234.00	2,679.00	1,607.00
Total of Project HRR	19,300.00	11,580.00	7,000.00	4,200.00	26,300.00	15,780.00
Project Retail /¹						
- Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project HRR and Project Retail	28,200.00	12,915.00	7,900.00	4,335.00	36,100.00	17,250.00

Remark /¹ Investment value by shareholding proportion of the Company is calculated according to target shareholding proportion of the Company in VMS and SLP which equals to 60.00 percent and 15.00 percent, respectively.

/² Other common area investment comprises car parking area, pathway inside the project, garden, etc.

Summary of maximum transaction size from investment in Project HRR and Project Retail

Case	Transaction size
(1) Total investment value	
(1.1) Project HRR	120.30 percent
(1.2) Project Retail	6.72 percent
Total transaction size	127.02 percent
(2) Surplus amount of investment value	
(2.1) Project HRR	32.02 percent
(2.2) Project Retail	0.61 percent
Total transaction size	32.63 percent

Remark As VMS is a subsidiary of the Company, the Company therefore applies responsibility proportion in the amount of 100.00 percent of project value in the transaction size calculation of Project HRR, whereas the transaction size of Project Retail is calculated based target shareholding proportion in SLP which is equivalent to 15.00 percent as it is an associate company.

From the above table, the transaction size for surplus amount of investment value and total investment value this time accounted for 32.63 percent and 127.02 percent, respectively, according to the total value of consideration criteria. During the past six months, the Company has acquired assets with the total transaction size of 1.19 percent on the total value of consideration criteria. Therefore, when counting the asset acquisition transaction that occurred during the past 6 months, the maximum transaction size of the asset acquisition transaction from the surplus investment value and the total investment value this time accounted for 33.82 percent and 128.21 percent, respectively, according to the total value of consideration criteria (calculation details are presented in 1.1.1 Type and Size of the Transaction of this report).

When considering only the surplus investment value, such transaction is classified as type 2 transaction of the Notification on Acquisition and Disposition of Assets with a transaction size of more than or equal

to 15.00 percent but less than 50.00 percent. Therefore, the Company is required to disclose information about regarding the transaction to the SET and send circular notice to the shareholders of the Company. Nonetheless, the Company views that such transaction has significant impact towards the shareholders, the Company then considers to propose such transaction to the shareholders' meeting for an approval.

In this regard, if combined with the transaction size of the 2017 Approved Transactions, the abovementioned transaction is classified as a type 4 transaction of transaction to acquire assets with a transaction size exceeding 100.00 percent but meet the conditions of Article 24 of the Notification on Acquisition and Disposition of Assets, which stipulates that in the event that the Transaction Category 4 meets all the following qualification, the SET may consider it to be a case exempted from having to apply for relisting of the Company's securities as follows:

1. Acquired business have similar characteristics or complement each other with the business of the company.
2. Listed companies do not have a policy to make significant changes in the core business of the company.
3. Listed companies resulting from the acquisition of the property have the qualifications to be registered with the Stock Exchange of Thailand.
4. There is no significant change in the board of directors of listed companies and in the control of the company or shareholders with control power of listed companies.

Asset acquisition transaction of the Company meets all conditions to be exempted of Article 24 of the Notification on Acquisition and Disposition of Assets. Therefore, the Company is required to disclose information about the transaction to the SET and must request approval from the shareholders' meeting with approval votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, without counting the shareholders who have an interest. In this approval, CPN is considered as a person who have an interest for entering into the transaction and have no right to vote as CPN is a major shareholder of the Company which hold the Company's shares of 17.09 percent as of 31 January 2021 and is a joint company for development of Project HRR and Project Retail with the Company.

From the analysis of the IFA regarding the reasonableness, fairness of investment value, views that entering into the said transaction is appropriate, with advantages and disadvantages of entering into the transaction and not entering into the transaction as follows:

Advantages of entering into the transaction

1. Increasing the investment value for the Project HRR and Project Retail will further enhance the potential of the project location, as a mixed-use model project situated in the heart of Bangkok, on the intersection of Silom Road and Rama IV Road (Saladaeng Intersection), a key CBD and important tourist attractions of Thailand. It is also in the vicinity of the MRT, Silom Station, and the BTS Saladaeng Station, allowing more convenient travel back and forth between the project and other locations, which has a connection point of MRT and BTS and located in the CBD in only one location which is in the Asoke area.

The project location is, therefore, considered special and limited .Increasing the investment value in the Project HRR and Project Retail will enhance the image of the project and is more consistent with luxury customer and super luxury customer, enabling the project to set higher prices for hotel rooms, residential unit and rental rate of shopping center space compared to the project model of the 2017 Approved Transaction which further brings out the potential of a exclusive and limited project location

2. Increase of the investment value for the Hotel Project will enhance the project's strengths and increase competitiveness as follows:

(1) Development of the Hotel Project as Single-loaded Corridor serves to enhance a more attractive image of the project, as well as eliminating disadvantages associated with Double-Loaded Corridor buildings as follows:

- Enlarges the space of each room and allowing all rooms to have a view of Lumpini Park.
- The development of the Hotel Project as a Double-Loaded Corridor model obscures the view of the Residential and allows hotel guests to see the rooms of the Residential Project. Developing the Hotel Project as Single-Loaded Corridor will fix that problem. Due to building structures are less wide, rendering increased distance between the hotel and Residential and giving hotel rooms views that are not the Residential Project. Eliminating said flaws is expected to help the Residential Project have a better sales rate and increase income for VMS

From the above distinction the Hotel Project will have an enhanced image when compared to the Hotel Project under the 2017 Approved Transactions and attract more tourists' attention. This also corresponds to the target customers of the Hotel Projects that are luxury and super luxury clients. Furthermore, the improvement of the Hotel Project will also enhance the overall image of the Company's Dusit brand.

(2) Increase the area of the Hotel Project that has the potential to generate income generation by increasing the number of dining rooms, banquet and meeting rooms from the 2017 Approved Transactions, of 9 rooms to 14 rooms, which will allow the Hotel Project to be able to generate more revenue from food and beverages from the usage of banquet rooms. In addition, even though the development of Single-loaded Corridor concept will reduce the numbers of rooms (from 330 rooms to 259 rooms), the adjustment of the investment value will allow the Hotel Project to raise the average daily rate from THB 6,608.00 per room per night based on the 2017 Approved Transactions limit to THB 9,981.99 per room per night based on the current investment value, which equals to an increase of THB 3,373.99 per room per night.

3. In addition to VMS receiving additional income from changing the investment value of the Project HRR, since the service is billed based on income and operating profit, the Company will also receive higher income from hotel management, higher marketing income and increased brand royalty revenue from VMS as well.

4. Increase of the investment value in the Residential Project enhances the attractiveness of the project as follows:

(1) Classification of the Residential Project into 2 projects namely Dusit Parkside and Dusit Residences, and development of specific common areas for each project will enhance the interest in the Residential Projects as follows:

- Market segmentation which allows projects to develop styles of each project to be more comprehensively in line with luxury and super luxury customer groups.
- The room space and selling price per unit of Dusit Parkside is reduced to make it easier for buyers to borrow to buy a unit of the project. This is in line with the Bank of Thailand's LTV ratio ceiling.

(2) Development of Dusit Residences in the single-loaded corridor model gives the project distinctive features such as:

- Making each of the units more spacious and giving all the units the same view of Lumpini Park.
- More privacy for the residents from the fact that there are fewer rooms on the same floor and the distance of the building from other projects is increased due to the less width of the building structure.

The improvement of the aforementioned project model adds to the attractiveness of the Residential Project to high-end customers, which in 2020, is the customer group less affected by the economic recession from the COVID-19 pandemic than other customers.

5. Based on the net present value appraisal from the investment in the Project HRR above, the IFA is of the view that **investing in the Project HRR and increasing the investment value in the Project HRR is appropriate because it has a positive net present value of cash flows** which is equivalent to THB 2,204.85 – 2,890.07 million, which is higher than net present value appraised in the IFA report that was prepared by Silom Advisory Company Limited dated 5 April 2017 based on the 2017 Approved Transaction which was equal to THB 536.02 – 700.18 million.
6. From the net present value appraisal from the investment in the Project Retail above, the IFA is of the view that Investing in the project and increasing its investment is **appropriate because it has a positive net present value of cash flows** which is equivalent to THB 96.74 – 120.03 million, which is higher than net present value appraised in the IFA report that was prepared by Silom Advisory Company Limited dated 5 April 2017 based on the 2017 Approved Transaction which was equal to THB 79.57 – 89.52 million.

Disadvantage and risks associated with entering into the transaction

1. An increase in the investment value of Project HRR and Project Retail would cause VMS and SLP to need to borrow more from financial institutions, which the increase in investment value of Project HRR and Project Retail can be summarized per below:

Project HRR

VMS will have more obligation from financial institutions based on the 2017 projection from THB 2,500.00 million and to become THB 5,500.00 million based on the limit given from the financial institutions that the Company receives in the present, which calculates to an increase of THB 3,000.00 million.

Project Retail

SLP will have more obligation from financial institutions from THB 5,300.00 million as its source of funding based on the projection of 2017 to be THB 5,450.00 million based on the assumptions that the IFA receives, which calculates to an increase of THB 150.00 million.

2. It is expected that, by increasing the investment value, the Company would benefit more from Project HRR and Project Retail as they will receive higher revenue from hotel room rates, sale of residential units. However, due to the uncertain economic conditions in the future, such as lower consumption and supply, delays in the recovery of international tourism and the new wave of COVID-19 outbreak, which may last for a long period affecting the operation of Project HRR and Project Retail, etc., the Company has a higher risk in the event that the Project HRR and Project Retail will not receive higher income from raising the investment value as expected.

Advantages of not entering into the transaction

1. If the Company's shareholders do not approve the increase in the investment value in the Project HRR and Project Retail this time, VMS and SLP will not need to use the additional loans from financial institutions worth THB 3,000.00 million and THB 150.00 million respectively, to be used as source of fund to develop the projects, which makes VMS and SLP to not have more financial costs that will arise from the new obligations.
2. If the Company does not increase the investment value in the Project HRR and Project Retail this time, the Company will be able to reduce the risk that the Project HRR and Project Retail will not benefit from the increase in the said investment value arising from uncertain future economic conditions such as reduced consumption, the speed of recovery in international tourism and the outbreak of deadly disease in the future.

Disadvantages of not entering into the transaction

1. If the Company's shareholders do not approve such transaction, VMS will need to re-conduct a new feasibility study in order to develop the Project HRR under the same investment value as approved

in 2017 AGM based on the preliminary design of the Project HRR, which cannot be used directly to develop and construct, which leads to a delay in the Project HRR.

The delay of the opening of the Project HRR of VMS, will cause VMS to lose the opportunity to record the revenue from the rental contract that has a specific period. Moreover, there is a risk that the Company will need to pay fine to CPB as VMS could not construct and operate the project within 1 July 2024 (without getting an approval letter from CPB) at the rate of THB 1.00 million until reaching THB 900.00 million based on the rental agreement with CPB dated 22 December 2016.

The Land Sublease Agreement between the Company and VMS dated 27 June 2017, states that VMS has to pay fine to the Company in the case that VMS could not construct and operate the project within 1 July 2024 (without getting an approval letter from the Company) at the rate of THB 0.65 million until reaching THB 581.25 million.

Hence, the penalty fee, in the case that the construction and operation cannot be commenced in the defined period (if any), that the Company needs to pay CPB for THB 900.00 million, partially, the Company will have a source of funds from the penalty fee receives from VMS of THB 581.25 million, the remaining of the penalty fee of THB 318.75, the Company will take full responsibility. However, The Company has a target equity ratio in VMS of 60.00 percent of VMS's total shares.

2. The Company would lose the opportunity to benefit from the increase in the investment value of the Project HRR and Project Retail

- (1) The opportunity to exploit the potential of a very special and limited project location whereby the increasing investment value enables the hotel room rates, sale price of the residential units and the rental price of the shopping center area can be set at a higher level.
- (2) The opportunity to increase the competitiveness of VMS and SLP under changing industry conditions to be able to effectively compete with mixed-use real estate projects, including nearby Hotel Projects, Residential and other shopping centers.
- (3) The opportunity for VMS to recognize revenue from the increased unit sales price of the Residential Projects which, in January 2021, the project has achieved 20 percent sales of the total condominium space which equals to 76 units.

In consideration of the appropriateness of the current investment value, the IFA has calculated the net present value that the Company will receive and spend on the investments in VMS and SLP, from the incorporation date of VMS and SLP, which was on 23 August 2016 until 30 June 2084, which is the maturity date of the lease agreements equivalent to 67 years 10 months under financial assumptions of the current project in Appendix 1 of this report. However, the IFA is unable to conduct the projection based on the original investment value per 2017 Approved Transaction as:

1. The original investment value feasibility study and preliminary design were, although, a general step for developing any project and a process prior to the recruiting of designers, developing interior designs, engineering plan and construction plan, as well as construction costing plan. The information from such feasibility study and preliminary design are not sufficient for the actual construction, the feasibility of the project and the projection in detail at present, and;
2. The current situation differs from the situation in 2017, such as, (1) the higher competition in the property sector, particularly other mixed-use projects nearby the Project DCP which are in process of construction and will be incorporated in the future and (2) obstacle from the demolition of the original Dusit Thani Hotel, which caused a delay in the construction period. This leads the Company to develop and change new strategy in developing the Project DCP to be aligned with the current situation, and such changes, have direct impact on the project model, construction cost, construction period, investments and financial assumptions of the Project in preparing the projection.

Opinion of the Independent Financial Advisor on the Acquisition of Assets
(For the purpose of translation only)

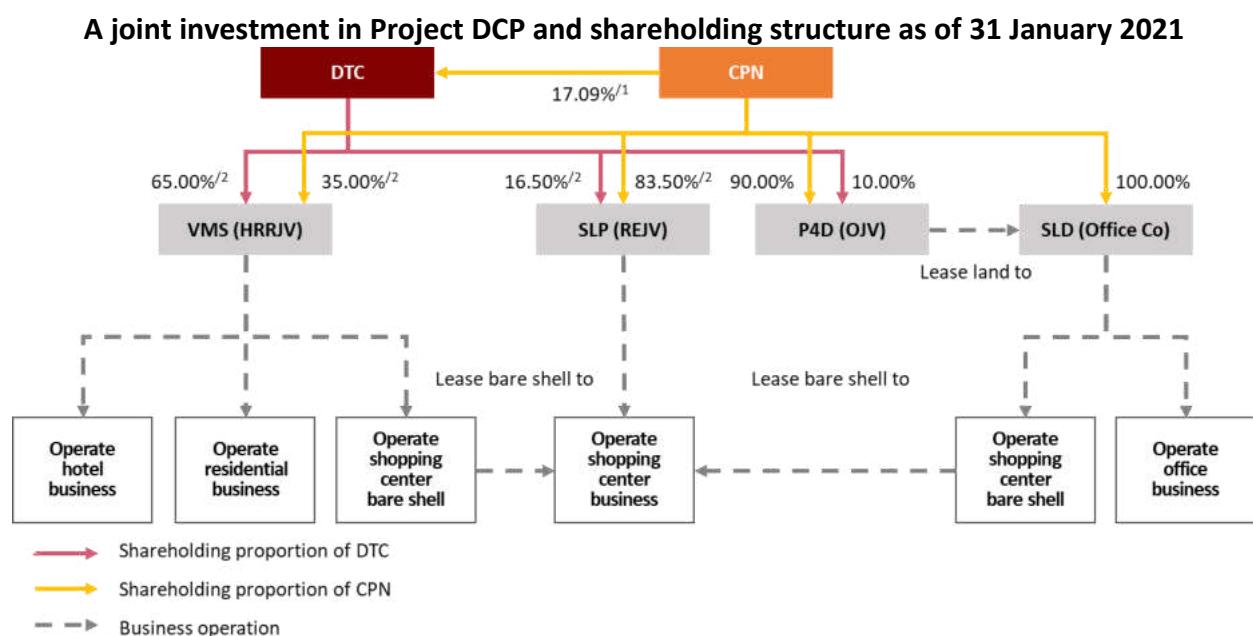
Hence, after considering the advantages, disadvantages and risks that the Company would face by entering into the Transaction, including the fairness of the investment value of such Transaction, the IFA views that the adjustment of the details and the increase in investment value of the Project DCP is **appropriate**, thus the shareholders should **approve** the Transaction.

Section 1 Asset Acquisition Transaction from Investment in Mixed-Use Project

1.1 Characteristics and Details of the Transaction

1.1.1 Background of Development of Mixed-Use Project

In the Annual General Meeting of Shareholders No. 24/2017 ("**2017 AGM**") of Dusit Thani Public Company Limited ("**the Company**") on 27 April 2017, a resolution was passed to approve the Company investing in a mixed-use real estate development project consisting of a hotel, Residential, shopping center and office building on plot of land totaling 23 rai 2 ngan 2.72 square wah ("**Mixed-Use Project**" or "**Project DCP**") in collaboration with Central Pattana Public Company Limited ("**CPN**") including the signing of various agreements related to development of Project DCP, such as a land lease agreement with the Crown Property Bureau ("**CPB**" or "**Office of the Crown Property**") at the corner of Silom and Rama IV Road ("**Approval in 2017**"), which the Company and CPN jointly developed until now. Details of the joint venture between the Company and CPN are as follows:



Remark : ^{/1} On 9 May 2018, CPN acquired the Company's shares from persons other than Chanut and Children Co., Ltd. (Details of related persons of Chanut and Children Co., Ltd. are shown in the table of the major shareholders of the Company in Appendix 5: General Information of the Company in this report) and currently holds 17.09% of the Company's shares, resulting in CPN being one of the Company's major shareholders.

^{/2} The Company will sell 5.00% and 1.50% of VMS and SLP shares, respectively, to CPN. Therefore, the Company's final shareholding in VMS and SLP will be 60.00% and 15.00% respectively.

The Company and CPN will jointly develop the Project DCP through 4 companies, namely (1) Vimarn Suriya Company Limited ("**HRRJV**" or "**VMS**") (2) Suanlum Property Company Limited. ("**REJV**" or "**SLP**") (3) Phraram 4 Development Company Limited ("**OJV**" or "**P4D**") and (4) Saladang Property Management Company Limited ("**Office Co**" or "**SLD**"), details of which are as follows.

1. **VMS** – is the developer and builder of the hotel ("**Hotel Project**"), residential buildings ("**Residential Project**") and shopping center bare shell for lease to SLP ("**Shopping Center Bare Shell Project**"), or collectively referred to as "**Project HRR**", on a plot of land totaling 21 rai 55.97 square wah to be sublet from the Company. The target shareholding proportion in VMS between the Company and CPN is 60.00 percent and 40.00 percent, respectively, and the target registered capital is THB 1,100.00

million, as specified in the joint venture agreement in VMS between the Company and CPN dated 31 August 2016 (and amendment dated 27 June 2017) ("**VMS Joint Venture Agreement**").

As of 31 January 2021, the Company holds 65.00 percent of VMS shares and will sell another 5.00 percent of the shares to CPN by 2022 in order to meet the target shareholding proportion as specified in the VMS Joint Venture Agreement and, in 2020, the Company and CPN have completed payment of the registered capital in VMS in the amount of THB 1,100.00 million as specified in the VMS Joint Venture Agreement.

2. **SLP** – is the developer of the shopping center ("Project Retail") on the building structure with total area of 79,203 square meters that SLP will lease from VMS and SLD in the proportion of 63,304 square meters and 15,899 square meters, respectively. The target shareholding in SLP between the Company and CPN is 15.00 percent and 85.00 percent, respectively. with target registered capital of SLP equal to THB 172.00 million as specified in the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (and its amendment dated 27 June 2017) ("**SLP Joint Venture Agreement**").

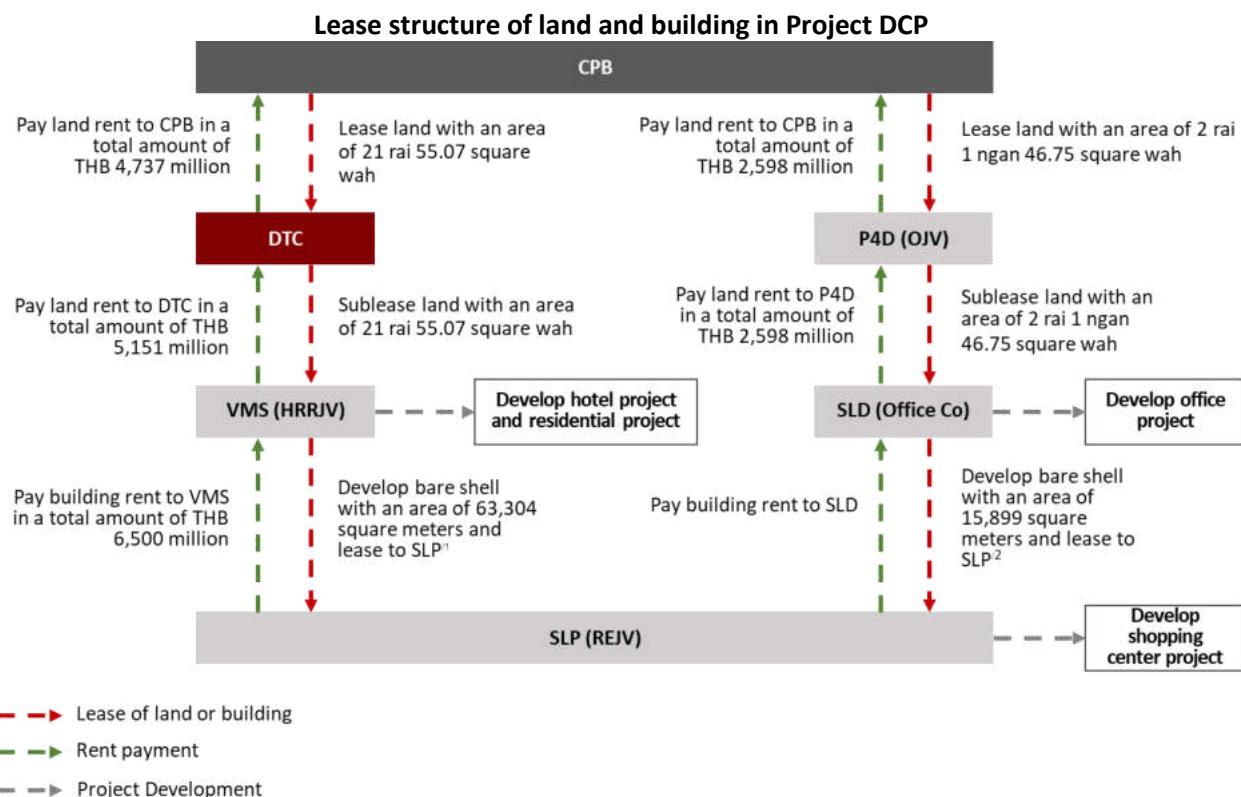
As of 31 January 2021, the Company holds 16.50 percent of SLP shares and will sell another 1.50 percent of shares to CPN by 2022 in order to meet the target shareholding proportion as stipulated in the SLP Joint Venture Agreement. In the year 2017, the Company and CPN have completed payment of the registered capital of SLP amounting to THB 172.00 million as specified in the SLP Joint Venture Agreement.

3. **P4D** – is the tenant of the plot of land with an area of 2 rai 1 ngan 46.75 square wah with CPB to sublease to SLD to develop the Project Office. The target shareholding in P4D between the Company and CPN is 10.00 percent and 90.00 percent, respectively, and the target registered capital in P4D is THB 1.00 million as specified in the P4D joint venture agreement between the Company and CPN dated 10 March 2017 ("**P4D Joint Venture Agreement**").

As of 31 January 2021, the Company and CPN hold 10.00 percent and 90.00 percent of P4D shares, respectively and have completed payment of the registered capital of P4D amounting to THB 1.00 million as specified in the P4D joint venture agreement.

4. **SLD** – is the developer of the office building project ("Project Office") on the plot of land totaling 2 rai 1 ngan 46.75 square wah which is subleased from P4D. As of 31 January 2021, CPN holds 100 percent shares of SLD and is the sole investor and developer of the Project Office through SLD.

Development of the mixed-use project will be undertaken on land totaling 23 rai 2 ngan 2.72 square wah at the intersection of Silom Road and Rama 4 Road, No. 1, Silom Sub-district, Bangrak District, Bangkok. ("**Project Land**") with details of the lease of land and buildings for the development of various projects in the Project DCP as approved in 2017 as follows:



Remark: ^{1/} As a result of the VMS and SLP joint venture agreements that were approved under the 2017 Approved Transaction, the Bare Shell structure that VMS will lease to SLP for the development of a Project Retail is 49,238 - 73,300 square meters and the Company has set the building structure area for consideration of the investment value in 2017 at 49,238 square meters. From negotiations between the Company and CPN after the 2017 Approved Transaction, the Company has increased the area of the Project Retail to be leased to SLP to 63,304 square meters as shown in the above diagram.

^{2/} CPN has considered SLP to lease 15,899 square meters of bare shell space from SLD to develop a Project Retail.

The Company has implemented the 2017 Approved Transactions by executing the Land Lease Agreement with CPB dated 22 December 2016 for a total of 30 years from July 1, 2024 and, at the end of the lease period, the Company will have the right to renew the lease for another 30 years according to the original terms and conditions which will expire on 30 June 2084 (excluding the construction period of 7 years starting from 1 July 2017). The Company has a total leased area of 23 rai 2 ngan 2.72 square wah at a total rental fee of THB 7,334.12 million divided into advance rental in the amount of THB 1,466.82 million and the remaining rental fee of THB 5,867.30 million, payable annually over the 60-year lease period, with the first installment due by 5 July 2024.

Subsequently, the Company entered into an amendment no.1 of the Land Lease Agreement with CPB on 23 June 2017 to divide the land lease agreement into 2 parts as approved in 2017, consisting of:

(1) An area of 21 rai 55.97 square wah that the Company leased from CPB, which has a total rental fee of THB 4,736.58 million, divided into advance payment of THB 947.32 million and the remaining THB 3,789.27 million to be paid annually over the 60-year rental period with payment the first installment within 5 July 2024. The total lease period is 30 years from 1 July 2024 and, at the end of the lease period, the Company will have the right to renew the lease for another 30 years in accordance with the original terms and conditions which will end on 30 June 2084 (excluding the construction period of 7 years from 1 July 2017).

The Company has entered into the Land Sublease Agreement an agreement to sublease the aforementioned area of 21 rai 55.97 square wah to VMS on 27 June 2017 for a total of 30 years from

1 July 2024 and at the end of the lease period VMS will have the right to extend the rental period for another 30 years according to the original terms and conditions which will expire on 30 June 2084 (excluding the construction period of 7 years starting from 1 July 2017). The total rental fee is THB 5,150.92 million, divided into advance rental payment of THB 1,361.65 million and the remaining rental fee of THB 3,789.27 million to be paid annually over the 60-year lease period with the first installment due by 5 July 2024. This scheduled payment of the rental fee by VMS to the Company is aligned with the schedule of the Company's payment to CPB, whereby VMS will use the said land for the development of the Project HRR, which consists of a Hotel Project, Residential Project and the Shopping Center Bare Shell Project.

However, the VMS's shopping center bare shell will be a bare shell development project on the land leased from the Company and to be rented to SLP for the development of the Project Retail which is framed in the retail rental agreement between VMS and the Company (as SLP representative) signed on 28 June 2017, stating that the lease agreement between VMS and SLP has a total lease term of 30 years from the start date of rental with the right to renew the lease for another 30 years. Moreover, the area of the building structure will be within the framework of 49,238 - 73,300 square meters and the rental fee for the first 49,238 square meters is THB 5,416.18 million or THB 110,000 per square meter. The rental fee for the area exceeding 49,238 square meters to 64,238 square meters will be equal to the cost of developing such additional area of VMS, and for the excess 64,238 square meters to 73,300 square meters, will be subsequently agreed to by VMS and SLP for that area.

Subsequently, on 30 June 2020, VMS entered into the Bare Shell Lease Agreement with SLP (details as shown in Summary of the Bare Shell Lease Agreement dated 30 June 2020 in Part 1.1.4 of this report), the start date of which is scheduled for 1 July 2024, and there is a lease term as defined in the aforementioned bare shell lease agreement dated 28 June 2017, with a leasable area of 63,304 sq m. In addition, VMS and SLP will further amend the Bare Shell Lease Agreement by September 2023 by setting the rental rate for the area of 49,238 to 63,304 square meters (or 14,066 square meters) at THB 1,083.82 million or THB 77,052 per square meter according to the costs required by VMS for the development of the said additional area. The total rental fee for the lease of bare shell to SLP of 63,304 square meters, amounts to THB 6,500.00 million. In addition, VMS has investment value for development of such area of not exceeding THB 5,670.00 million which an area of the shopping center bare shell is less than 64,234 square meters, VMS therefore shall not have to further negotiate for an excess rental fee from 64,238 square meters with SLP as defined in the Bare Shell Lease Agreement.

In this regard, the terms and conditions of the Bare Shell Lease Agreement between VMS and SLP on 30 June 2020 and the amendment of the Bare Shell Lease Agreement that VMS and SLP will enter into by September 2023 as mentioned above, have the rental area, the lease period and the lease fee within the framework of the terms of the Bare Shell Lease Agreement dated 28 June 2017, prior to CPN becoming the Company's major shareholder on 9 May 2018 from the acquisition of the Company's shares from other parties who are not Chanut and Children Co., Ltd. and related persons (details of related persons of Chanut and Children Co., Ltd. are shown in the table of the major shareholders of the Company in Appendix 5 General information of Dusit Thani Public Company Limited in this report). the Bare Shell Lease Agreement between VMS and the above SLP is not considered a connected transaction according to the Notification on Connected Transactions.

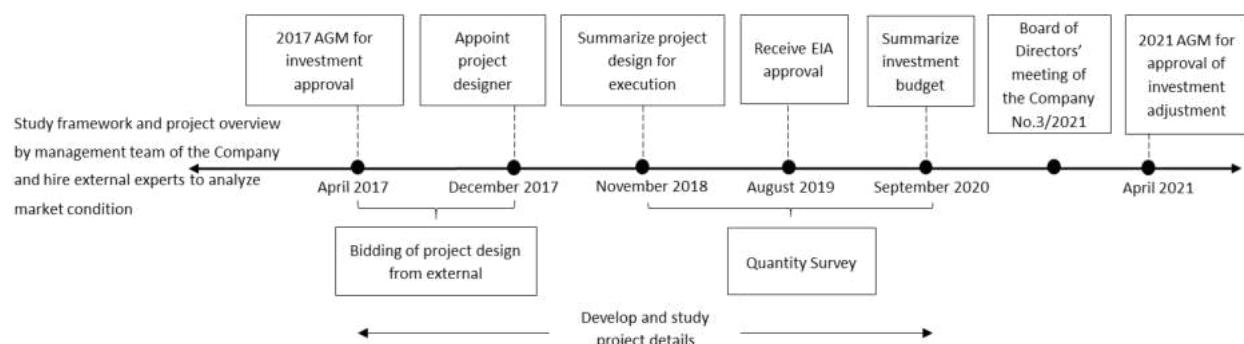
- (2) The land portion totaling 2 rai, 1 ngan, 46.75 square wah P4D leased from CPB, at a total rental fee of THB 2,597.54 million, divided into advance rental of THB 519.51 million and the remaining rental fee of THB 2,078.03 million to be paid annually throughout the rental period of 60 years with payment of the first installment by 5 July 2024, for the total lease term of 30 years from 1 July 2024 and at the end of the lease period P4D will have the right to renew the lease for a further 29 years and 6 months, which will end on 31 December 2083 (excluding the construction period of 7 years from 1 July 2017).

P4D signed a Land Sublease Agreement of 2 rai 1 ngan 46.75 square wah with SLD on 27 June 2017 for a total lease period of 30 years from 1 July 2024 whereby at the end of the lease period SLD will have the right to renew the lease period for another 29 years and 6 months, which will expire on 31 December 2083 (excluding the construction period of 7 years from 1 July 2017) with a total rental fee of THB 2,597.54 million divided into prepayment of THB 519.51 million and the remaining rental fee of THB 2,078.03 million to be paid annually over the 60-year lease period with the first payment due by 5 July 2024. The rental amount and the rental payment schedule that SLD pays to P4D is the same and consistent with the rental fee P4D has to pay to CPB. Moreover, the Company has transferred the leasehold right to P4D for only 29 years and 6 months. The Company will still have leasehold rights in the aforementioned portion of 2 rai 1 ngan 46.75 square wah from CPB for a period of 6 months from 1 January to 30 June 2084.

Subsequently, CPN considered SLP to lease the building area of 15,899 square meters from SLD with a total lease period of 30 years from 1 July 2024 with the right to extend the lease term for another 29 years and 6 months which will expire on 31 December 2083 for SLP to develop a Project Retail on the said plot.

1.1.2 The Company's Action According to 2017 Approved Transactions

Development timeline of Project HRR from the date of the 2017 AGM



At the 2017 AGM, the Company requested an investment in the Project HRR under the investment value of not more than THB 19,300.00 million based on the preliminary design of the Project HRR prepared by the Company's management from the study of industry data, past information of the Company and information provided by an external expert employed by the Company for market condition analysis and the preliminary consideration of the project model and estimated construction cost by the Company's management.

Following the 2017 AGM, the Company developed the layout of the project and studied the feasibility of the project in detail, as well as arranging bidding and a preliminary presentation by many designers from all over the world so that the Company may select a beautiful project best suited for the development of the Project HRR. The recruitment and selection of designers for the Project DCP was completed in December 2017 with the choice of Dragon Company Limited, a collaboration between a company in Thailand founded by Architects 49 International Limited and OMA Asia Hong Kong Limited.

Following the Company having continuously developed a project model including the architectural and engineering designs with the designer and selecting the final design of the Project HRR in November 2018 which such design has more details and clarity in term of architecture and engineering from preliminary design in 2017 such as project model, building layout and common area, etc., and has more consistency with current market condition (more details regarding changes of the project are presented in part 1.1.6 Information of Acquired Assets of this report). Then, the Company has therefore started to conduct a quantity survey in order to study all in-depth construction cost estimates of the Project DCP and hiring a

construction consultant to consider the investment value required for the development of the Project HRR. In addition, the Company has submitted an environmental impact assessment report or EIA of the project which was approved in August 2019.

Moreover, after the 2017 AGM, the Company started the demolition of Dusit Thani Bangkok, which had been in operation since 1970, to prepare land for the development of the Project DCP. There are more obstacles in the actual work than the Company anticipated, thus creating a delay in the demolition work of the original building as had been planned. For example, when a contractor dug into the ground to dismantle the foundation, the foundation structure of the original building, which was submerged, was found to be concrete with a depth of 4.00 meters, resulting in a longer demolition time. The contractor also had to contend with the impact of dust on the residents in the area, and was unable to perform drilling work on the foundation structure of the building at all times. However, as of 28 February 2021, the drilling of the building foundation has been completed and the development progress of the Project DCP is at 8.89 percent of the total project development cost which can be divided into progresses according to development cost of each project as follows:

- Hotel Project – equivalent to 9.30 percent of development cost of Hotel Project which is expected to complete construction and commence within 2023
- Residential Project – equivalent to 4.90 percent of development cost of Residential Project which is expected to complete construction and transfer unit leasehold right within 2025
- Project Retail – equivalent to 2.40 percent of development cost of Project Retail which is expected to complete construction and commence within 2024
- Project Office – equivalent to 3.00 percent of development cost of Project Office which is expected to complete construction and commence within 2024

In September 2020, the Company summarized the total investment required to develop the Project HRR, which amounted to not more than THB 26,300.00 million, an increase of THB 7,000.00 million compared to the Approval in 2017. The Company also found that the development of the Project Retail under SLP whose major shareholder is CPN, has increased its investment value from THB 8,900.00 million to THB 9,800.00 million as well, or an increase of THB 900.00 million compared to the 2017 Approved Transactions. The table of investment value for Project HRR and Project Retail as approved at the 2017 AGM and at present can be summarized as follows:

Project (Unit: THB million)	Project value based on 2017 Approved Transactions		Surplus project value		Total project value	
	Total project value	Value by shareholding proportion of the Company	Total project value	Total project value	Value by shareholding proportion of the Company	Total project value
Project HRR /¹						
- Hotel Project	4,267.00	2,560.00	2,171.00	1,303.00	6,438.00	3,863.00
- Residential Project	8,414.00	5,048.00	3,099.00	1,859.00	11,513.00	6,908.00
- Bare shell project	4,330.00	2,598.00	1,340.00	804.00	5,670.00	3,402.00
- Other common area investment / ²	2,289.00	1,373.00	390.00	234.00	2,679.00	1,607.00
Total of Project HRR	19,300.00	11,580.00	7,000.00	4,200.00	26,300.00	15,780.00
Project Retail /¹						
- Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00

Project (Unit: THB million)	Project value based on 2017 Approved Transactions		Surplus project value		Total project value	
	Total project value	Value by shareholding proportion of the Company	Total project value	Total project value	Value by shareholding proportion of the Company	Total project value
Total of Project HRR and Project Retail	28,200.00	12,915.00	7,900.00	4,335.00	36,100.00	17,250.00

Remark ^{1/} Investment value by shareholding proportion of the Company is calculated according to target shareholding proportion of the Company in VMS and SLP which equals to 60.00 percent and 15.00 percent, respectively.

^{2/} Other common area investment comprises car parking area, pathway inside the project, garden, etc.

In this regard, the Board of Directors' meeting of the Company No.3/2021 on 15 March 2021 had an resolution to propose such transaction to the shareholders' meeting which will be held on 29 April 2021 to consider approving such transaction. Please consider details of transaction size calculation in Part 1.1.3 Type and size of the transaction of this report.

1.1.3 Type and Size of the Transaction

Entering into said transaction is an acquisition of assets pursuant to the Notification on Acquisition or Disposal of Assets with calculation of the transaction size based on the Company's audited consolidated financial statements as of 31 December 2020 and the investment budget for the development of Project HRR and Project Retail according to the Company's shareholding proportion, classified as (1) the transaction size from total investment value and (2) the transaction size by surplus amount from the transaction size of the 2017 Approved Transactions as follows:

(1) Total investment value

Transaction size calculation of asset acquisition transaction from total investment value of Project HRR and Project Retail

Criteria	Project HRR	Project Retail
1. Net Tangible Asset (NTA)	Not application as it is an investment in assets	
2. Net Profit from Operation	Not application as it is an investment in assets	
3. Total Value of Consideration	<u>Total value of consideration paid for an investment in assets</u> <u>Total assets of the company</u> <u>THB 26,300.00 million</u> <u>THB 21,861.00 million</u> <u>120.30 percent</u>	<u>THB 1,470.00 million</u> <u>THB 21,861.00 million</u> <u>6.72 percent</u>
4. Value of Securities Issued by the Company as Consideration for the Asset	Not application as the Company does not issue securities	

Remark As VMS is a subsidiary of the Company, the Company therefore applies responsibility proportion in the amount of 100 percent of project value in the transaction size calculation of Project HRR, whereas the transaction size of the Project Retail is calculated based target shareholding proportion in the SLP which is equivalent to 15.00 percent as it is an associate company.

(2) Surplus amount of investment value

Transaction size calculation of asset acquisition transaction from surplus amount of Project HRR and Project Retail

Criteria	Project HRR	Project Retail
1. Net Tangible Asset (NTA)	Not application as it is an investment in assets	
2. Net Profit from Operation	Not application as it is an investment in assets	
3. Total Value of Consideration	<u>Total value of consideration paid for an investment in assets</u> <u>Total assets of the company</u>	
	<u>THB 7,000.00 million</u>	<u>THB 135.00 million</u>
	THB 21,861.00 million	THB 21,861.00 million
	32.02 percent	0.61 percent
4. Value of Securities Issued by the Company as Consideration for the Asset	Not application as the Company does not issue securities	

Remark As VMS is a subsidiary of the Company, the Company therefore applies responsibility proportion in the amount of 100 percent of project value in the transaction size calculation of Project HRR, whereas the transaction size of the Project Retail is calculated based target shareholding proportion in SLP which is equivalent to 15.00 percent as it is an associate company.

From the above calculation, asset acquisition transaction this time has an transaction size base on total value of consideration criteria summarized as follows:

Case	Transaction size
(1) Total investment value	
(1.1) Project HRR	120.30 percent
(1.2) Project Retail	6.72 percent
Total transaction size	127.02 percent
(2) Surplus amount of investment value	
(2.1) Project HRR	32.02 percent
(2.2) Project Retail	0.61 percent
Total transaction size	32.63 percent

Remark As VMS is a subsidiary of the Company, the Company therefore applies responsibility proportion in the amount of 100 percent of project value in the transaction size calculation of Project HRR, whereas the transaction size of SLP is calculated based target shareholding proportion in SLP which is equivalent to 15.00 percent.

From the above table, the transaction size for surplus amount of investment value and total investment value this time accounted for 32.63 percent and 127.02 percent, respectively, according to the total value of consideration criteria. During the past six months, the Company has acquired assets with the total transaction size of 1.19 percent on the total value of consideration criteria. Therefore, when counting the asset acquisition transaction that occurred during the past 6 months, the maximum transaction size of the asset acquisition transaction from the surplus investment value and the total total investment value this time accounted for 33.82 percent and 128.21 percent, respectively, according to the total value of consideration criteria.

When considering only the surplus investment value, such transaction is classified as type 2 transaction of the Notification on Acquisition and Disposition of Assets with a transaction size of more than or equal to 15.00 percent but less than 50.00 percent. Therefore, the Company is required to disclose information about regarding the transaction to the SET and send circular notice to the shareholders of the Company. Nonetheless, the Company views that such transaction has significant impact towards the shareholders, the Company then considers to propose such transaction to the shareholders' meeting for an approval.

In this regard, if combined with the transaction size of the 2017 Approved Transactions, the abovementioned transaction is classified as a type 4 transaction of transaction to acquire assets with a transaction size exceeding 100.00 percent but meet the conditions of Article 24 of the Notification on Acquisition and Disposition of Assets, which stipulates that in the event that the Transaction Category 4 meets all the following qualification, the SET may consider it to be a case exempted from having to apply for relisting of the Company's securities as follows:

1. Acquired business have similar characteristics or complement each other with the business of the company.
2. Listed companies do not have a policy to make significant changes in the core business of the company.
3. Listed companies resulting from the acquisition of the property have the qualifications to be registered with the Stock Exchange of Thailand.
4. There is no significant change in the board of directors of listed companies and in the control of the company or shareholders with control power of listed companies.

Asset acquisition transaction of the Company meets all conditions to be exempted of Article 24 of the Notification on Acquisition and Disposition of Assets. Therefore, the Company is required to disclose information about the transaction to the SET and must request approval from the shareholders' meeting with approval votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, without counting the shareholders who have an interest. In this approval, CPN is considered as a person who have an interest for entering into the transaction and have no right to vote as CPN is a major shareholder of the Company which hold the Company's shares of 17.09 percent as of 31 January 2021 and is a joint company for development of Project HRR and Project Retail with the Company.

In this regard, as CPN has purchased the ordinary shares of the Company on 9 May 2018, which occurred after the 2017 Approved Transactions, CPN has become a major shareholder of the Company, holding 17.09 percent of the total shares of the Company as of 30 December 2020 and is the Company's connected party since 9 May 2018. Thus, from 9 May 2017, the Company and CPN have the connected transaction divided into two categories as follows: (1) transactions based on the agreements which was executed and approved in the 2017 Approved Transactions, and occurring after 9 May 2018 (2) transactions in relation to Adjustment of Project HRR and Project Retail according to the resolution of the Board of Directors' Meeting No. 3/2021 on 15 March 2021 ("**Transactions According to the Approved Adjustment of Project HRR and Retail**"). However, such transactions do not require approval from the shareholders under the Notification on Connected Transactions due to the following reasons:

(1) 2017 Approved Transactions

The Company has considered and opined that even though some of the Transactions Approved in 2017 had been completed after CPN became a connected party of the Company, since such transactions are still within the terms of the agreements which were signed and approved under the 2017 Approved Transactions, such transactions are not connected party transactions which must abide by the Notification on Connected Transactions.

(2) Transactions According to the Approved Adjustment of Project HRR and Retail

With respect to Transactions according to the Approved Adjustment of Project HRR and Retail, the Company has considered and opined that such transactions are merely adjustment of the project details to which the financial burden for both the Company and CPN will increase in proportion to its respective shareholding ratio that was approved under the 2017 Approved Transactions. As such, such transaction is fair and does not lead to any transfer of benefit and is exempted from complying with the Notification on Connected Transactions under Clause 7(5) of 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 (2003).

In addition, Other transactions which relate to the Mixed-Use Project between the Company and CPN (and/or the subsidiary of the Company and/or CPN) shall have the characteristics of an ordinary business transaction or an ordinary supporting business transaction, and entered into with general commercial conditions with respect to operations of the Mixed-Use Project, such as entering into/amending the agreement on joint usage of building, location, parking space or other facilities between HRRJV, REJV and Office Co and entering into/amending the hotel management agreement between HRRJV and the Company. Therefore, such transactions are within the authority of the Board of Directors' of the Company to which the Board of Directors' of the Company have already approved such transactions in the Board of Directors' Meeting of the Company No. 3/2021 on 15 March 2021.

In this regard, the Company shall circulate invitation letter with opinion of the independent financial advisor not less than 14 days prior to the shareholders' meeting date according to the Notification on Acquisition and Disposition of Assets. The Board of Directors' had an resolution to propose such transaction to the shareholders' meeting which will be held on 29 April 2021 to consider approving such transaction.

1.1.4 Parties, Key Conditions of the Relevant Agreements

1. Summary of Land Lease Agreement between CPB and the Company

Date	22 December 2016 (as amended on 23 June 2017 in order to assign the leasing right to OJV)
Parties	(a) The Crown Property Bureau of Thailand (as lessor); and (b) The Company (as lessee)
Leased Property	Approximately 23 Rai 2 Ngan 2.72 square wah of land located at No. 1, Saladaeng Sub-District, intersection of Silom Road, Silom District, Bangkok
Purpose	To develop and operate a mixed-use complex consisting of a 5-star hotel, residence, retail shopping center and premium office. The ownership of the buildings and structures belong to the lessee or sub-lessee until the end of the agreement when the ownership of buildings and constructions shall belong to the lessor.
Term	<ul style="list-style-type: none">• 30 years commencing on 1 July 2024• Upon expiration of the leased term, the Company is entitled to extend the term for an additional period of 30 years according to the original terms and conditions.• The Company has a grace period of 7 years commencing from 1 July 2017 to construct the structures of the project.
Rent	The total rent is THB 7,334,121,600 which will be paid in instalments as follows: <ul style="list-style-type: none">• an advance payment of THB 1,466,824,320 payable within 5 July 2017; and• the remaining amount of THB 5,867,297,280 paid annually over a period of 60 years, which the first installment shall be paid within 5 July 2024. The Company may make an early pre-payment of the outstanding rent amount at an interest rate of 6 percent of the total outstanding rent.

Security	The Company shall place a bank guarantee with the Lessor in a form of a bank guarantee issued by a bank in an amount of equivalent to 2 years rent.
Material Conditions	The Company must waive its right under the existing land lease agreement including the right to extend the existing lease term prior to the enforceability of this agreement.
Transfer of leasing right and subleasing of the land and building and structure	<p>The lessor agrees that the lessee may sublease or assign the lease right under this agreement as follows:</p> <p>(1) assign the lease right or sublease the land having an area of 2 Rai 1 Ngan 46.75 square wah to OJV, with the following conditions that:</p> <ul style="list-style-type: none"> • the Company must hold at least 10 percent of the total shares of OJV; • OJV has the right to sublease the land in order to construct and/or use the in the operations of the office business and parking lot; • OJV agrees to make an advance rent payment in an amount of THB 519.51 million and the remaining amount of THB 2,078 million according to its present value (the rent is part of the rent in the aforementioned land lease agreement which is in an amount of THB 7,334,121,600), which shall be paid annually for 59 years and 6 months with an interest rate of 6 percent; <p>(2) assign the lease right or sublease the remaining land to HRRJV, with the following conditions:</p> <ul style="list-style-type: none"> • the Company must hold at least half of the shares in HRRJV; and • the Company agrees to pay an advance rent in an amount of THB 947.32 million and pay the remaining annual rent, which shall be paid annually for 60 years with an interest rate of 6 percent.
Demolition of the existing buildings	The Company will be responsible for demolishing the existing buildings and structures (The building and structure of the original Dusit Thani Bangkok Hotel, which has ceased operations on 5 January 2019) and shall pay for the difference between expenses for the demolition and the scrap value of the existing buildings and structures sold by the Company.
Penalty	If the Company does not apply for a construction permit in accordance with the construction plans approved by the Crown Property Bureau of Thailand within 12 months from the date which the Crown Property Bureau of Thailand approves such construction plan, or if the Company abandons the construction works for a consecutive period of more than 6 months, or does not commence construction of the buildings and structures in line with the construction plans approved by the governmental authorities or the Company delays the construction without written consent from the Crown Property Bureau of Thailand, the Company agrees to pay a penalty to the Crown Property Bureau at a rate of THB 1,000,000 per day with a cap of THB 900,000,000.
Step-In Rights	If HRRJV as the sublessee under Project HRR or OJV as the assignee of the lease right under Project Office breaches this agreement, resulting in termination of this agreement, HRRJV or OJV, who did not breach the agreement, as the case maybe, shall make the rental payments instead until a new lessee is found or within a period of no more than 2 years
Termination	<p>(1) In case any of the following events occur:</p> <ul style="list-style-type: none"> • a petition is filed to the court with respect to rehabilitation of the lessee; • the lessee becomes insolvent or is under receivership or is declared bankrupt under a court order;

	<ul style="list-style-type: none"> • the lessee disposes, distributes, or assigns the right under this agreement to another party without obtaining written approval from the lessor or subleases the leased property except as approved; or • the lessee does not notify the lessor of its intent within the specified period or does not notify the lessor of its intent to not repair the building and structure to normal in case the building and structure is damaged or destructed, the lessor has the right to immediately terminate this agreement by giving an advance written notice to the lessee. <p>(2) In case the lessee breaches any terms of this agreement apart from those stated above and such breach is not remedied within 60 days from the date of notice of such breach from the lessor or any other period as specified by the lessor, this agreement shall be immediately terminated upon the expiration of such period.</p>
Consequence of Termination	<p>The material consequence of termination is as follows:</p> <ol style="list-style-type: none"> (1) The ownership of the building and structure shall be vested in the lessor immediately without any encumbrances and consideration; (2) The lessee shall register the cancellation of the lease agreement registration at the Bangkok Land Office within 60 days. (3) The lessee agrees to pay any damages to the lessor in case the lessee is in breach of the agreement to which the lessor may enforce the bank guarantee. (4) If the agreement has been terminated for whatsoever reason, but the lessee still holds possession of the leased land and pays consideration to the lessor, it shall not be deemed that this lease agreement is automatically renewed, and such consideration shall be deemed as part of the damages.

2. Summary of Land Sublease Agreement between the Company and VMS (or HRRJV)

Date	27 June 2017
Parties	(a) The Company (as the sublessor); and (b) HRRJV (as the sublessee)
Leased Property	Approximately 21 Rai 55.97 square wah of land located at No. 1, Saladaeng Sub-District, intersection of Silom Road, Silom District, Bangkok
Purpose	To develop and operate a mixed-use complex consisting of a 5-star hotel, residence and retail shopping center
Penalty	If HRRJV does not apply for a construction permit in accordance with the construction plans approved by the Crown Property Bureau of Thailand within 12 months from the date which the Company approves such construction plan, or if HRRJV abandons the construction works for a consecutive period of more than 6 months, or does not commence construction of the buildings and structures in line with the construction plans approved by the governmental authorities or HRRJV delays the construction without written consent from the Company, HRRJV agrees to pay a penalty to the Crown Property Bureau at a rate of THB 645,828 per day with a cap of THB 581,245,521.
Other terms	According to the terms of the agreement with the Crown Property Bureau of Thailand

3. Summary of the VMS Joint Venture Agreement (or HRRJV) between the Company and CPN

Date	31 August 2016 (as amended on 27 June 2017)
Parties	(a) The Company; (b) CPN; and (c) HRRJV
Shareholding Proportion	The Company : CPN is 60:40
Conditions Precedent	1. The project and all relevant agreements have been approved by the shareholders' meeting of the Company under the 2017 Approved Transactions. 2. The Crown Property Bureau of Thailand and the Company has signed the Land Lease Agreement. 3. The Company and HRRJV has signed the Sublease Agreement. The aforementioned conditions precedent have been completed.
Directors	Unless agreed otherwise by the parties, the directors of HRRJV shall consist of 5 directors as follows: (1) the Company shall be entitled to nominate 3 directors; and CPN shall be entitled to nominate 2 directors.
The Company's Call Option	Within 5 years from the commencement date of investment in the project (28 June 2017), The Company will be entitled to acquire up to 10 percent of the total shares of HRRJV from CPN at a price to be agreed between the parties.
Deadlock	In the case of a deadlock, the Company will have a call option to acquire all shares of HRRJV from CPN at a price to be agreed between the parties. A deadlock event means: (1) a resolution of the board of directors of HRRJV cannot be passed in respect of any reserved matters e.g., appointment of the Chief Financial Officer, the establishment of a subsidiary, or change of accounting principles, which has a material adverse effect on the business operations after 2 (two) successive attempts; or (2) a resolution of the shareholders' meeting of HRRJV cannot be passed in respect of any reserved matters e.g., amendment of the articles or memorandum of association, merger or increase and reduction of capital, which has a material adverse effect on the business operations after 2 (two) successive attempts.
Termination / Exit Rights	<u>In case of a default by CPN:</u> • The Company will have a call option to acquire all of CPN's shares in HRRJV at a price to be agreed between the parties. <u>In case of a default by the Company:</u> CPN will have a put option to sell all of its shares in HRRJV at a price to be agreed between the parties.

4. Summary of Building Lease Arrangement Agreement between DTC and SLP (or REJV)

Date	31 August 2016 (as amended on 28 June 2017)
Parties	(a) The Company; and (b) REJV
Purpose	REJV intends to lease the bare shell, which HRRJV constructs, in order to further develop such bare shell. The Company agrees to be an agent to secure such right from HRRJV to REJV.
Arrangement Fee	If the Company could secure such right to REJV and REJV successfully enter into the bare shell lease agreement, REJV agrees to pay a total amount of THB 296.62 million to the Company

5. Summary of the Bare Shell Lease Agreement

Date	30 June 2020 The agreement is expected to be within September 2022
Parties	(a) HRRJV (as the lessor); and (b) REJV (as the lessee)
Term	<ul style="list-style-type: none"> • 30 years commencing from 1 July 2024. • At the end of the term the lessee will be entitled extend the term for an additional period of 30 years.
Leased Property	The bare shell and mechanical electrical & plumbing of the retail shopping center with a total gross floor area of approximately 63,304 square meters (excluding car parking area), located at No. 1, Saladaeng Sub-District, Intersection of Silom Road, Silom District, Bangkok. However, the Company will amend the bare shell lease agreement. Nevertheless, the total gross floor area of the leased bare shell will not be exceeding 73,300 square meters (excluding car parking area)
Purpose	To develop and operate a retail shopping center.
Rent	The total rent will be THB 5,416,180,000. However, the Company will amend the bare shell lease agreement with respect to the rent to be a total of THB 6,500,000,000 due to the increase of gross floor area of the bare shell. The increase of rent is calculated based on the actual construction cost which HRRJV has to pay and is in line with the approval under the 2017 Approved Transactions. Therefore, such transaction is not a connected transaction which must comply with the Notification on Connected Transactions.
Termination	Any party may terminate the agreement by giving written notice to the other party provided that an event of default has occurred due to the other party and it is not remedied within 60 days, or in case of an occurrence of a material breach of this agreement, such party may immediately terminate this agreement.
Consequence of Termination	<ol style="list-style-type: none"> 1. The lessee agrees that the ownership of the component and equipment attached to the leased property shall immediately be vested in the lessor or the Crown Property Bureau of Thailand (as the case may be) without any encumbrances and the lessee shall be responsible for any costs associated with such operation. 2. The lessee shall register the cancellation of the lease agreement registration at the Bangkok Land Office within 60 days. 3. The lessee shall return the leased property to the lessor in good condition and if there is a delay in such return, the lessee shall pay penalty to the lessor. 4. The lessee agrees to pay damages to the lessor in case the lessee is in breach of the agreement to which the lessor may enforce the bank guarantee. 5. If the agreement has been terminated for whatsoever reason, but the lessee still holds possession of the leased property and pays consideration to the lessor, it shall not be deemed that this lease agreement is automatically renewed, and such consideration shall be deemed as part of the damages.

6. Summary of the SLP Joint Venture Agreement (or REJV) between the Company and CPN

Date	31 August 2016 (as amended on 27 June 2017)
Parties	(a) the Company; (b) CPN; and (c) REJV
Shareholding	Company : CPN is 15:85
Conditions Precedent	<ol style="list-style-type: none"> 1. The project and all relevant agreements have been approved by the shareholders' meeting of the Company under the 2017 Approved Transactions.

	<p>2. The Crown Property Bureau of Thailand and the Company has signed the Land Lease Agreement.</p> <p>3. The Company and HRRJV has signed the Sublease Agreement.</p> <p>The aforementioned conditions precedent have been completed.</p>
Directors	<p>Unless agreed otherwise by the parties, the directors of REJV shall consist of 9 directors as follows:</p> <p>(1) The Company shall be entitled to nominate 2 directors; and CPN shall be entitled to nominate 7 directors.</p>
Deadlock	<ul style="list-style-type: none"> • <u>Before commercial operation of the project</u> <ul style="list-style-type: none"> ◦ The Company will have a call option to acquire all of CPN's shares in REJV at the agreed price. • <u>After commercial operation of the Project</u> <ul style="list-style-type: none"> ◦ The Company will have a put option to sell all of its shares in REJV at the agreed price. ◦ CPN will have a call option to acquire all of the Company's shares in REJV at the agreed price. <p>A deadlock event means:</p> <p>(1) a resolution of the board of directors of REJV cannot be passed in respect of any reserved matters e.g., the establishment of a subsidiary, or change of accounting principles, which has a material adverse effect on the business operations after 2 (two) successive attempts; or</p> <p>(2) a resolution of the shareholders' meeting of REJV cannot be passed in respect of any reserved matters e.g., amendment of the articles or memorandum of association, merger or increase and reduction of capital, which has a material adverse effect on the business operations after 2 (two) successive attempts.</p>
Termination/ Exit Rights	<p><u>In case of a default by CPN:</u></p> <ul style="list-style-type: none"> • Before commercial operation of the project, the Company will have a call option to acquire all of CPN's shares in REJV at the agreed price. • After commercial operation of the project, the Company will have a put option to sell all of its shares in REJV to CPN at the agreed price. <p><u>In case of a default by the Company:</u></p> <ul style="list-style-type: none"> • Before commercial operation of the project, CPN will have a put option to sell all of its shares in REJV to the Company at the agreed price. • After commercial operation of the project, CPN will have a call option to acquire all of the Company's shares in REJV at the agreed price.

7. Summary of Land Sublease Agreement between P4D (or OJV) and SLD (or Office Co)

Date	27 June 2017
Parties	(a) OJV (as the sublessor); and (b) Office Co (as the sublessee)
Leased Property	Approximately 2-1-46.75 Rai of land located at No. 1, Saladaeng Sub-District, intersection of Silom Road, Silom District, Bangkok
Purpose	To develop and operate a premium-graded office building, commercial area and utilities and car parking area
Other terms	According to the terms of the agreement with the Crown Property Bureau of Thailand

8. Summary of the P4D Joint Venture Agreement (or OJV) between the Company and CPN

Date	10 March 2017
Parties	(a) The Company; (b) CPN; and (c) OJV (d) Office Co
Shareholding Proportion	The Company : CPN is 60:40
Conditions Precedent	1. The project and all relevant agreements have been approved by the shareholders' meeting of the Company under the 2017 Approved Transactions. 2. The Crown Property Bureau of Thailand and the Company has signed the Land Lease Agreement. 3. OJV and Office Co has signed the Sublease Agreement. The aforementioned conditions precedent have been completed.
Directors	Unless agreed otherwise by the parties, the directors of OJV shall consist of 9 directors as follows: (1) the Company shall be entitled to nominate 2 directors; and (2) CPN shall be entitled to nominate 7 directors.
Deadlock	In case of a deadlock, the shareholders shall organize the meeting to resolve the deadlock in a mutually agreeable manner. A deadlock event means: (1) a resolution of the board of directors of OJV cannot be passed in respect of any reserved matters e.g., the establishment of a subsidiary, or change of accounting principles, which has a material adverse effect on the business operations after 2 (two) successive attempts; or (2) a resolution of the shareholders' meeting of HRRJV cannot be passed in respect of any reserved matters e.g., amendment of the articles or memorandum of association, merger or increase and reduction of capital, which has a material adverse effect on the business operations after 2 (two) successive attempts.
Termination/ Exit Rights	<u>In case of a default by CPN:</u> The Company will have a call option to acquire all of CPN's shares in OJV at a price to be agreed between the parties. <u>In case of a default by the Company:</u> CPN will have a put option to sell all of its shares in OJV at a price to be agreed between the parties.

1.1.5 Value of Consideration, Criteria Used in Determining the Value of Consideration and Sources of Funds for the Transaction

Assets that the Company will acquire from entering into this transaction can be classified as (1) land leasehold rights, ownership of buildings and equipment for Project HRR and (2) leasehold rights of bare shell, ownership of buildings and equipment for Project Retail, the summary table of all the investment value for each 2017 Approved Transactions and at present is as follows:

Project (Unit: THB million)	Project value based on 2017 Approved Transactions		Surplus project value		Total project value	
	Total project value	Value by shareholding proportion of the Company	Total project value	Total project value	Value by shareholding proportion of the Company	Total project value
Project HRR /¹						
- Hotel Project	4,267.00	2,560.00	2,171.00	1,303.00	6,438.00	3,863.00
- Residential Project	8,414.00	5,048.00	3,099.00	1,859.00	11,513.00	6,908.00
- Bare shell project	4,330.00	2,598.00	1,340.00	804.00	5,670.00	3,402.00
- Other common area investment / ²	2,289.00	1,373.00	390.00	234.00	2,679.00	1,607.00
Total of Project HRR	19,300.00	11,580.00	7,000.00	4,200.00	26,300.00	15,780.00
Project Retail /¹						
- Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project HRR and Project Retail	28,200.00	12,915.00	7,900.00	4,335.00	36,100.00	17,250.00

Remark /¹ Investment value by shareholding proportion of the Company is calculated according to target shareholding proportion of the Company in VMS and SLP which equals to 60.00 percent and 15.00 percent, respectively.

/² Other common area investment comprises car parking area, pathway inside the project, garden, etc.

The value of consideration arises from mutually agreed leasehold right value and the project development value arises from project value estimation based on the project construction cost from the Company's project design consultant. Details of increased value of consideration based on shareholding proportion of the Company and sources of funds for Project HRR and Project Retail are as follows:

Project HRR

The Company has surplus investment of THB 7,000.00 million for Project HRR from transaction size under 2017 Approved Transactions, or equivalent to THB 4,200.00 million according to the Company's target shareholding in VMS at 60.00 percent.

VMS will have sources of funds for increase of investment value from shareholders' loans, loans from financial institutions and operational cash from selling of condominium units of Residential Project and renting of the shopping center bare shell.

VMS has currently received a loan offer from a financial institution that carries a loan amount of not exceeding THB 5,500.00 million and a repayment period of not exceeding 10 years.

Project Retail

The Company has surplus investment of THB 900.00 million for Project Retail from transaction size under 2017 Approved Transactions, or equivalent to, according to the Company's target shareholding in SLP, 15.00 percent.

However, SLP will have sources of funds for increase of investment value from shareholders' loans and loans from financial institutions.

In this regard, details of increased loan from financial institution of VMS and SLP are presented in part 1.2.2 Comparison of Advantages and Disadvantages of Entering into the Transaction of this report.

1.1.6 Information of Acquired Assets

(1) Investment in VMS

Joint venture	:	The Company and CPN which will invest in the proportion of 60.00 percent and 40.00 percent respectively.
Location	:	Intersection of Silom road and Rama 4 road
Area	:	21.00 rai 55.97 square wah (use the area with SLP)
Project type	:	Property development project for 60-year leasehold right (30 years + 30 years) comprising Hotel Project, Residential Project and shopping center bare shell

(1.1) Investment in Hotel Project

Hotel Project	2017 Approved Transactions	At present
Operating date	:	1 December 2021
Hotel area	:	42,000 square meters
Parking area	:	13,241 square meters
Floor	:	35 floors (including 1 underground floor)
Hotel room	:	330 rooms
Project type	:	Double-loaded Corridor
Average daily rate	:	Year 2023 : THB 6,608.00/room/night
Number of restaurants	:	5 rooms
Number of banquets and meeting rooms	:	4 rooms
Revenue projection (year 2024)	:	THB 1,281.00 million
		THB 1,547.19 million

(1.2) Investment in Residential Project

Residential Project	2017 Approved Transactions	At present
Selling date	:	1 January 2018
Lease right transfer date	:	1 April 2023
Project Type	:	1 brand : Double-loaded Corridor
Residential area	:	82,513 square meters
Parking area	:	21,472 square meters
Salable area	:	48,1000 square meters
		Dusit Parkside : 20,054 square meters Dusit Residences : 30,489 square meters Total 50,543 square meters
Floor	:	62 floors
Number of units	:	301 units
		Dusit Parkside : 246 units Dusit Residences : 160 units Total 406 units

Residential Project	2017 Approved Transactions	At present
Average unit area :	159 square meters per room	Dusit Parkside : 82 square meters per rooms Dusit Residences : 191 square meters per rooms Total 124 square meters per rooms
Average unit price ^{/1} :	THB 280,000.00 per square meters	THB 340,000.00 per square meters
Total unit value :	THB 13,624.00 million	THB 17,430.25 million

Remark /¹ The average unit price per square meter is for the 60-year leasehold right and it was increased from THB 280,000 based on the 2017 Approved Transactions, to THB 340,000 based on the current investment value. This is mainly from the change in the project model to be more in line with different target groups, such as classifying into 2 brands, namely, Dusit Parkside and Dusit Residences. Whereby, the Dusit Residences brand will be in a Single-loaded Corridor model (details of Single-loaded Corridor model are presented in part 1.2.1 Objectives and Benefits of the Transaction of this report)

(1.3) Investment in Shopping Center Bare Shell Project

Shopping Center Bare Shell Project	2017 Approved Transactions	At present
Date to transfer Lease right to SLP :	31 December 2021	27 April 2024
Shopping center area :	49,238 square meters	63,304 square meters
Parking area :	23,261 square meters	39,915 square meters
Bare shell leasehold right value :	THB 5,416.18 million	THB 6,500.00 million

(2) Investment in SLP and Project Retail

Investment in SLP and Project Retail	2017 Approved Transactions	At present
Joint venturer :	The Company and CPN which will invest in the proportion of 15.00 percent and 85.00 percent respectively.	
Location :	Intersection of Silom road and Rama 4 road	
Area :	Approximately 21.00 rai (use the area with VMS)	
Project type :	Property development project for shopping center	
Operating date :	1 July 2022	1 July 2024
Shopping center area :	70,633 square meters	79,203 square meters
Leasable area :	47,300 square meters	42,886 square meters
Parking area :	42,944 square meters	39,915 square meters
Floor :	7 floors (including 1 underground floor)	8 floors (including 1 underground floor)

The shopping center according to 2017 Approved Transactions of SLP has an area of 70,633 square meters, which is not the same as the shopping center bare shell of VMS, which is 49,238 square meters, since in 2017 the Company and CPN were in negotiations over that part of the area and set the area framework as 49,238 – 73,300 square meters specified in the SLP Joint Venture Agreement and other related agreements.

In addition, the current shopping center of SLP has an area of 70,203 square meters, which is 15,899 square meters higher than shopping center bare shell of VMS, which is 63,304 square meters. The surplus area is the area that SLP will lease from SLD.

Picture of Mixed-Use Project according to 2017 Approved Transactions



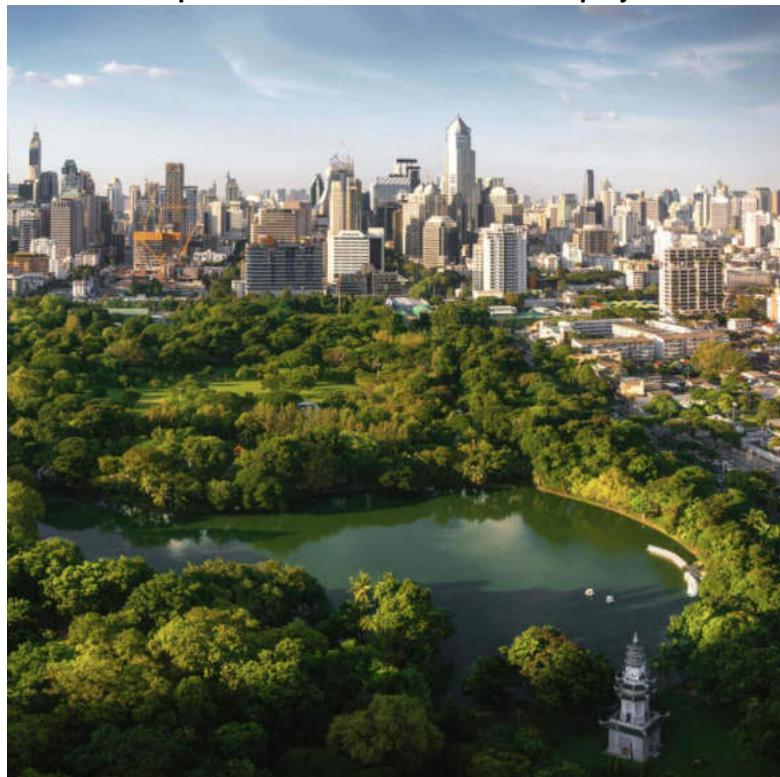
Picture of Mixed-Use Project under current investment value



From the picture above, the Hotel Project will be completed construction and the operation will commence as the first project in 2023. However, after the first phase of operation commencement, there will be an installation of a high barrier to separate the construction boundary from the Hotel Project to protect any externalities that may caused from other projects under construction nearby such as noise or pollution.

The residents in the Residential Project will not be affected from the constructions of other projects under Project DCP as it will be the last project to complete construction.

Lumpini Park view received from the project



Example of Dusit Parkside project



Example of Dusit Residences project

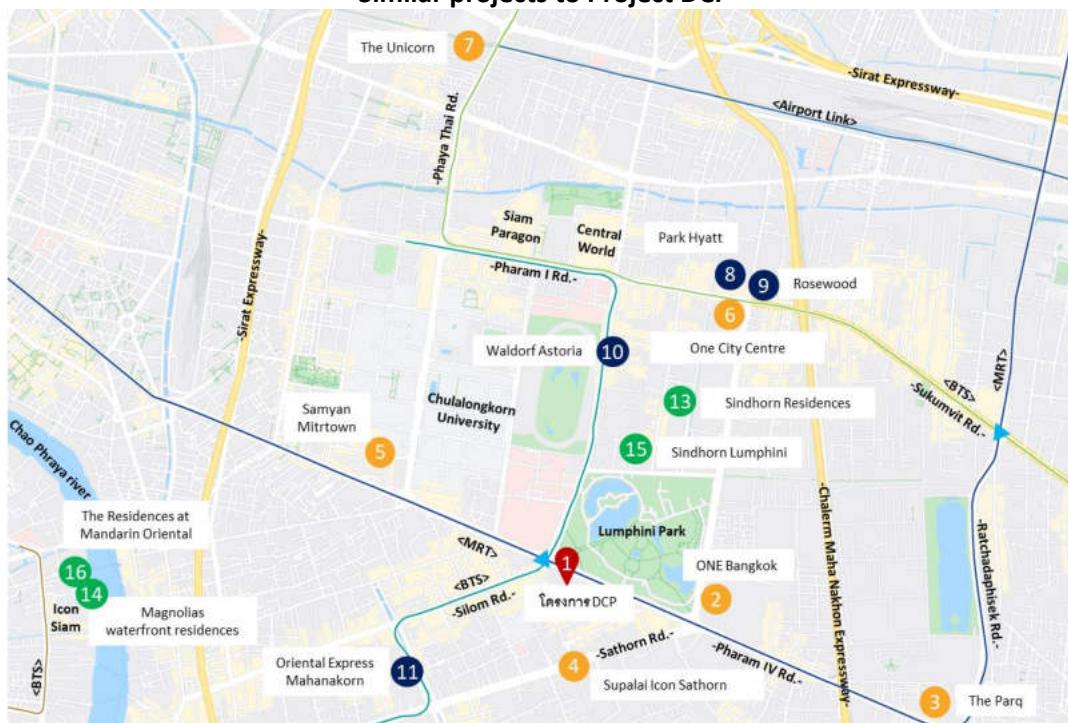


1.2 Reasonableness of the Transaction

1.2.1 Objectives and Benefits of the Transaction

The increase in the investment value of Project HRR and Project Retail from the 2017 Approved Transactions is due to an increase in competition of property business in present, along with the construction of the Mixed-Use Project that locates near the Project DCP which will open for operation in the future, which will comprise of Mixed-Use Project, Hotel Project and Residential Project that is comparable with the Project DCP of the Company as the followings:

Similar projects to Project DCP



No.	Project	Connected train station		Type
		BTS	MRT	
Mixed-Use Projects in CBD				
1	Project DCP	Saladaeng	Silom	Leasehold
2	ONE Bangkok	-	Lumpini	Leasehold
		-	Queen Sirikit National Convention Center	Leasehold
3	The Parq			
4	Supalai Icon Sathorn	-	-	Freehold
5	Samyan Mitrtown	-	Samyan	Leasehold
6	One City Centre	Ploenchit		Leasehold
7	The Unicorn Phayathai	Phya Thai	-	Freehold
Single-loaded corridor Hotel Projects				
8	Park Hyatt Bangkok	Ploenchit		-
9	Rosewood Bangkok	Ploenchit		-
10	Waldorf Astoria Bangkok	Chidlom	-	-
	Orient Express Mahanakorn Bangkok	Chongnonsi	-	-
11				
Double-loaded corridor Residential Projects				
12	Sindhorn Residence	-	-	Leasehold
13	Magnolias Waterfront Residences	Charoen Nakhon		Leasehold
Single-loaded corridor Residential Projects				
14	Sindhorn Lumphini	-	-	Leasehold
15	The residences at mandarin Oriental	Charoen Nakhon	-	Freehold

The Company and CPN have developed framework and considered increasing the investment value in the Project HRR and Project Retail to increase the competitiveness and potential and become more consistent with the target customers of each project, in which the adjustment of the VMS and SLP projects are as follows:

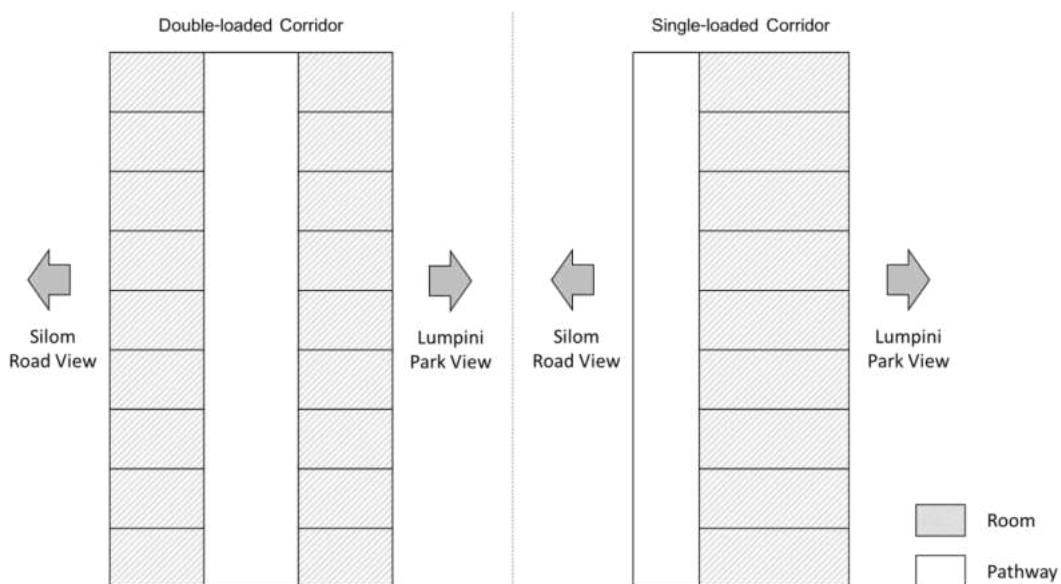
Project HRR

- Hotel Project

The Company considers increasing the investment value in the Hotel Project to enhance the potential and competitiveness, as well as the function of the project to be more consistent with the target customers which are luxury and super luxury group per the 2017 Approved Transactions, in which the adjustments to the Hotel Projects are as follows:

- (1) Increase the Hotel Project area from 42,000 square meters to 49,500 square meters, representing an increase of 7,500 square meters, which the changes are mainly from the building's height and underground area, specifically from 35 floors to 43 floors.
- (2) Change the hotel feature from Double-Loaded Corridor to Single-Loaded Corridor, which the details of Single-loaded Corridor are as follows:

Comparison of Double-loaded Corridor and Single-loaded Corridor



From the diagram above, buildings with Double-loaded Corridor will have the rooms on both sides of the corridor, while the Single-loaded Corridor will only have on one side. This makes the rooms more spacious in each residential unit and gives all the units the same view of Lumpini Park. The corridor's view would be the city and Silom road view and is more attractive. In addition, the development of Single-loaded Corridor, would help covers the disadvantage of the Double-Loaded Corridor project, as the Double-Loaded Corridor project would have wider building size which allow the hotel guests to be able to see the inside of the residential rooms. Therefore, the development of Single-loaded Corridor project would (1) make the width of the hotel smaller (2) there would be more distance between the Residential (3) more privacy for the residents from the fact that there are no rooms with residential buildings views.

- (3) Increase in the dining rooms from 5 rooms according to 2017 Approved Transactions to 8 rooms and increase the number of banquet and meeting rooms from 4 rooms according to 2017 Approved Transactions to 6 rooms, which will allow the Company to generate more revenues from food and beverages from the increase in number of dining room, banquet and meeting rooms.

- Residential Project

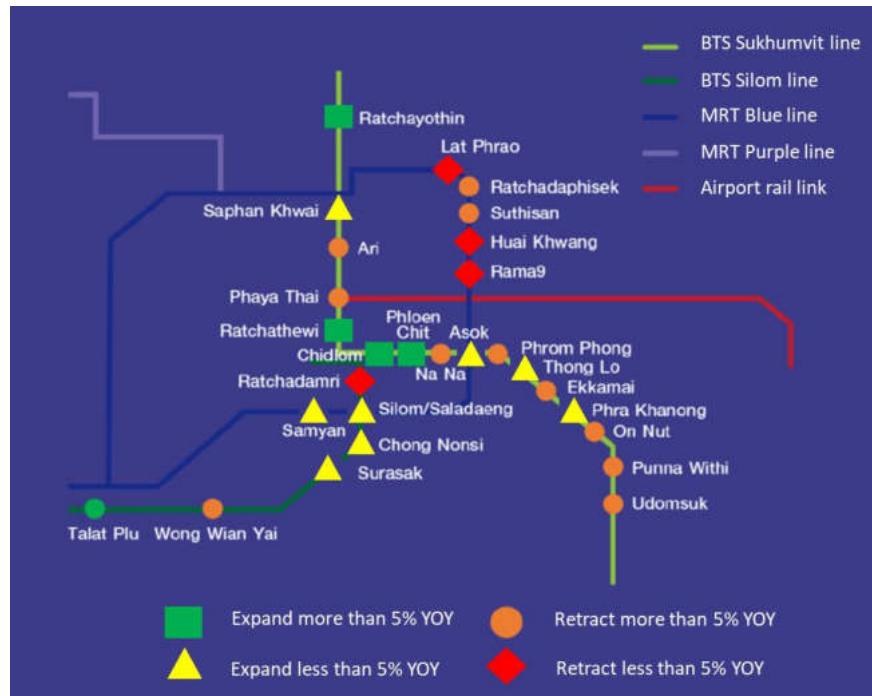
The Company considers to adjust the Residential of the Management of the Company, due to the higher competition in the property development business from the Bank of Thailand's increase in the LTV ratio ceiling in 2019, as well as the COVID-19 virus outbreak in 2020. Causing the lower-mid range of Residential Projects to be more competitive and have lower selling price as the purchasing power of the target customer is lower and the supply of low-rise buildings are higher.

However, luxury Residential Projects, meaning the selling price is on average THB 250,000 per square meter to THB 349,999 per square meter and selling price per unit is higher than THB 12.00 million, and super luxury Residential Projects, meaning the selling price is on average THB 350,000 per square meter and above and selling price per unit is higher than THB 20.00 million (source: CBRE (Thailand) Co., Ltd.), are less affected when comparing to the lower-mid range stated above, as the earnings and purchasing power of the target customers are less affected. Projects that are located in the CBD and near the train station are limited, the Company then consider to increase the investment value for the Residential Project to be more luxurious to align with the luxury and super luxury target group and achieving higher selling price of each unit.

The IFA studied the research on COVID-19 virus outbreak effect on the property sector, which can be summarized as follows:

In the second quarter of 2020, the condominium located near MRT, BTS and Airport Rail Link in the radius of 500 meters and in CBD, still maintain high growth, while the condominium located in other places have lower growth rate and, in some station, there is a decline in growth.

Expansion of condominium located near MRT, BTS and Airport Rail Link in the radius of 500 meters and in CBD



Source : EIC Data Analytics : Sluggish economy causing drag in condo prices and weakening growth by the Economic Intelligence Center – Siam Commercial Bank Plc. dated 30 June 2020

From the expansion of condominium located near MRT, BTS and Airport Rail Link in the radius of 500 meters and in CBD diagram above, shows that the location of Project DCP which is located near BTS Silom station and MRT Saladaeng station, still have a continuous growth during the second quarter of 2020 for not more than 5.00 percent when comparing year-on-year basis even with the COVID-19 virus outbreak during the time.

(Based on EIC Data Analytics : Sluggish economy causing drag in condo prices and weakening growth by the Economic Intelligence Center – Siam Commercial Bank Plc. dated 30 June 2020)

In the middle of 2020, residential supply are left unsold at a high level of 0.22 million units and 41.00 percent of such supply are mostly condominiums. In addition, when consider the price level, such supply of condominium with price ranging less than THB 3.00 million still left unsold for 63,000 units or equivalents to 70.00 percent of the whole condominium supply left for sale, as such pricing range is the range which was affected the most from the recession of the economy as its target group is the low-mid purchasing power. The situation is expected to get better slowly from COVID-19. Moreover, the high number of unit left unsold leads to a higher competition in price factor.

(Based on EIC Data Analytics : Looking residential market and challenge of the recovery after Covid-19 by the Economic Intelligence Center – Siam Commercial Bank Plc. dated 31 August 2020)

- The overview of the condominium that has the average selling price of more than THB 250,000.00 per square meter or the super luxury type, which mostly located in the CBD of Bangkok, which means the area such as Silom, Sathorn, Sukhumvit, Chidlom, Thonglor, Rachadamri, Langsuan, Chao Praya Riverside etc., which the target group of such type, does not get affected by the changes in the economy as much, as well as there is still some demand from the overseas customers.

At the end of second quarter of 2020, super luxury condominium that is currently on sale totals to 6,027 units, in which 4,050 units are sold, which is calculated to 67.20 percent of the total supply. It is also expected that all will be sold within 2 years.

Moreover, there are several super luxury condominium projects that sold all 100.00 percent of the sellable units right after the completion of the construction of the projects.

(Based on information provided by Research and Communications, Colliers International Thailand Co., Ltd. to Manager Online News website, published on August 6, 2020)

A summary of the improvements in the Residential Project is as follows:

- (1) Increase the project area in the residential part from 82,513 square meters to 91,918 square meters, representing an increase of 9,405 square meters. In which the change is mainly from the height of the building, from 62 floors to 69 floors.
- (2) Classification of the Residential Project into 2 projects, namely (1) Dusit Parkside and (2) Dusit Residences for market segmentation, into luxury and super luxury level respectively. This enables the project to be able to sell to wider variety of customer groups, with different pricing range and brands. Whereby, Dusit Parkside and Dusit Residences have a similar average price which is equal to THB 340,000.00 per square meter. Dusit Parkside will have an average room area of 82 square meters and Dusit Residences will have an average room area of 191.00 square meters per room, which would cause Dusit Parkside's total selling price to be lower when compared to Dusit Residences. Such market segmentation allows VMS to be able to fulfill the needs of different target groups such as the common area development between Dusit Parkside and Dusit Residences.
- (3) Develop Dusit Residences project to be in the form of Single-loaded Corridor, which the details and advantages of such model can be seen as the diagram above, resulting to every unit of Dusit Residences to have the view of Lumpini park, as well as the corridor's view to be the city and Silom road.

- Shopping Center Bare Shell Project

The consideration to improve the Shopping Center Bare Shell Project is a result of a discussion between VMS and SLP in the regard of the bare shell that VMS sublease to SLP, which the area according to the Bare Shell Lease Agreement from 49,238 square meters to 63,304 square meters, which is equal to an increase of 14,066 square meters, which is mainly from the width of the building. VMS will then consider the additional 14,066 square meters, whereby the Company expects to finish the amending of the Bare Shell Lease Agreement between VMS and SLP for the area of 63,304 square meters to be THB 6,500.00 million within September 2023.

Project Retail

- Increasing the Project Retail area from 70,633 square meters to 79,203 square meters, representing an increase of 8,570 square meters, divided into the building area that SLP will lease with VMS of 63,304 square meters and the area that it will lease with SLD of 15,899 square meters.
- Improving the construction drawings so that the project can charge a higher rental rate, whereby the rental area of the shopping center is modified to decrease from 47,300 square meters as approved in 2017 to 42,886 square meters, representing a reduction of the rental area of 4,414 square meters, resulting in a reduction of the leasable area from 66.97 percent of total shopping center area of 70,633 square meters

according to the 2017 Approved Transaction to 54.15 percent of total shopping center area of 79,203 square meters, which will increase walking space in the shopping center and enhance the image of the project.

Summary table of adjustment in investment value of Project HRR and Project Retail is as follows:

Project (Unit: THB million)	Project value based on 2017 Approved Transactions		Surplus project value		Total project value	
	Total project value	Value by shareholding proportion of the Company	Total project value	Total project value	Value by shareholding proportion of the Company	Total project value
Project HRR /¹						
- Hotel Project	4,267.00	2,560.00	2,171.00	1,303.00	6,438.00	3,863.00
- Residence project	8,414.00	5,048.00	3,099.00	1,859.00	11,513.00	6,908.00
- Bare shell project	4,330.00	2,598.00	1,340.00	804.00	5,670.00	3,402.00
- Other common area investment / ²	2,289.00	1,373.00	390.00	234.00	2,679.00	1,607.00
Total of Project HRR	19,300.00	11,580.00	7,000.00	4,200.00	26,300.00	15,780.00
Project Retail /¹						
- Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project Retail	8,900.00	1,335.00	900.00	135.00	9,800.00	1,470.00
Total of Project HRR and Project Retail	28,200.00	12,915.00	7,900.00	4,335.00	36,100.00	17,250.00

Remark /¹ Investment value by shareholding proportion of the Company is calculated according to target shareholding proportion of the Company in VMS and SLP which equals to 60.00 percent and 15.00 percent, respectively.

/² Other common area investment comprises car parking area, pathway inside the project, garden, etc.

1.2.2 Comparison of the Advantages and Disadvantages of Entering into the Transaction

Advantages of Entering into the Transaction

1. Increasing the investment value for the Project HRR and Project Retail will further amplify the potential of the project location

The Mixed-Use Project is located in the heart of Bangkok around the corner of Silom and Rama IV Road (Sala Daeng Intersection), a key economic and CBD and close to important tourist attractions of Thailand, as well as being in the vicinity of the MRT, Silom Station, and the BTS Saladaeng Station, allowing easy and more convenient travel back and forth between the project and other locations, which has a connection point of MRT and BTS and located in the CBD in only one location which is in the Asoke area.

Thus, the project location is considered very special and rare. Increasing the investment value in the Project HRR and Project Retail will enable the project to have better image and be aligned with luxury customers and super luxury customers allowing the project to set higher prices for hotel rooms, price of residential units and the rental rate of the shopping center area compared to the project model and investment value under the 2017 Approved Transactions, which brings out the potential of a more exclusive and limited project location.

2. Creating a Point of Distinction and Increasing the Competitiveness of the Hotel Project

Increasing of investment value for the Hotel Project will enhance the strengths and increase the competitiveness of the Hotel Project as follows:

- (1) Development of the Hotel Project in the Single-Loaded Corridor model greatly strengthens the image and attractiveness of the project, as well as eliminating shortcomings of the Double-loaded Corridor as follows:
- It provides more space in each residential unit and gives all the units the same view of Lumpini Park.
 - Development of the Hotel Project as a double-loaded corridor building model will obscure the view of the project's Residential, including allowing hotel guests to see the rooms of the Residential Project, while development of the project in the single-loaded corridor model will fix such problem due to the increased spacing between buildings because of building structures that are less wide and hotel rooms will not see into the Residential Projects. Removing such disadvantages is expected to help promote the sale of the Residential units and increase income for VMS.

From the above distinction the Hotel Project will have an enhanced image when compared to the Hotel Project under the 2017 Approved Transactions and attract more tourists' attention. This also corresponds to the target customers of the Hotel Projects that are luxury and super luxury clients. Furthermore, the improvement of the Hotel Project will also enhance the overall image of the Company's Dusit brand.

- (2) Increase in the area that will create opportunity for more revenue generation by increasing the number of dining rooms, banquet and meeting rooms from the 2017 Approved Transactions limit, from a total of 9 rooms to 14 rooms, which will allow the Hotel Project to be able to generate more revenue from food and beverages from the usage of banquet rooms. In addition, even though the development of Single-loaded Corridor concept will reduce the numbers of rooms (from 330 rooms to 259 rooms), the increase of the investment value will allow the Hotel Project to raise the average daily rate from THB 6,608.00 per room per night based on the 2017 Approved Transactions limit to THB 9,981.99 per room per night based on the current investment value, which calculates to an increase of THB 3,373.99 per room per night.

3. The Company will receive increased income from the management, marketing and increasing brand royalty fee

In addition to VMS receiving additional income from changing the investment value of the Project HRR, since the service is billed based on income and operating profit, the Company will also receive higher income from hotel management, higher marketing income and increased brand royalty revenue from VMS as well.

4. Attractiveness of the Residential Project is enhanced

Increasing of the investment value in the Residential Project enhances the attractiveness of the project as follows:

- (1) Classification of the Residential Project into 2 projects namely Dusit Parkside and Dusit Residences, and development of specific common areas for each project will enhance the interest in the Residential Projects as follows:
- Market segmentation which allows projects to develop styles of each project to be more comprehensively in line with luxury customers and super luxury customers
- The room space and selling price per unit of Dusit Parkside is reduced to make it easier for buyers to borrow to buy a unit of the project. This is in line with the Bank of Thailand's LTV ratio ceiling
- (2) Development of Dusit Residences in the single-loaded corridor model gives the project distinctive features such as:
- Making each of the units more spacious and giving all the units the same view of Lumpini Park.

- More privacy for the residents from the fact that there are fewer rooms on the same floor and the distance of the building from other projects is increased due to the smaller width of the building structure.

The improvement of the aforementioned project model adds to the attractiveness of the Residential Project to high-end customers, which in 2020, is the customer group less affected by the economic recession from the COVID-19 pandemic than other customers.

Disadvantage and risks associated with entering into the transaction

1. A higher amount is needed for VMS and SLP for the investment

An increase in the investment value of the Project HRR and Project Retail would cause VMS and SLP to need to borrow more from financial institutions, which the increase in investment value of the Project HRR and Project Retail can be summarized per below:

Project	Value based on the 2017 Approved Transactions	Increase	Net Value of the Project
Project HRR	19,300.00	7,000.00	26,300.00
Project Retail	8,900.00	900.00	9,800.00
Project HRR and Project Retail	28,200.00	7,900.00	36,100.00

Project HRR

From the table above, VMS will need to use more funding in the Project HRR at THB 7,000.00 million more, which VMS will need to borrow THB 2,500.00 million more based on the 2017 projection and to become THB 5,500.00 million from financial institutions based on the limit given from the financial institutions that the Company receives in the present, which calculates to an increase of THB 3,000.00 million, causing VMS to have higher obligation of liability.

For the remaining of the increase in the investment of VMS of THB 4,000.00 million, VMS will use other funding sources such as borrowing from the Company and CPN based on the shareholding proportion, as well as cash from selling Residential Project units and rental of shopping center bare shell operations.

Project Retail

From the table above, SLP will need to use the increase investment to develop Project Retail by THB 900.00 million, which SLP will have more obligation from financial institutions from THB 5,300.00 million as its source of funding based on the projection of 2017 to be THB 5,450.00 million based on the assumptions that the IFA receives, which calculates to an increase of THB 150.00 million, resulting in more obligation of liability.

For the increase in the investment value of SLP of THB 750.00 million, SLP will have other source of fund from loans from the Company and CPN based on the proportion of shareholding.

2. The Company may not receive benefits from increasing investment value as expected

It is expected that, by increasing the investment value, the Company will better receive benefits from Project HRR and Project Retail which will receive higher revenue from hotel room rates, price of residential units and rental rate of shopping center space. However, due to the uncertain economic conditions in the future, such as lower consumption and supply, delays in the recovery of international tourism and the new wave of Covid-19 which may last for a long period affecting operation of the Project HRR and Project Retail, etc., the Company has a higher risk in the event

that the HRR and Project Retail will not receive higher income from raising the investment value as expected.

1.2.3 Comparison of the Advantages and Disadvantages of Not Entering into the Transaction

Advantages of not entering into the transaction

1. VMS and SLP have no need to find additional sources of funds to enter into the transaction

If the Company's shareholders do not approve the increase in the investment value in the Project HRR and Project Retail this time, VMS and SLP will not need to use the additional loans from financial institutions worth THB 3,000.00 million and THB 150.00 million respectively, to be used as source of fund to develop the projects, which makes VMS and SLP to not have more obligations from financial institutions.

2. The Company would have reduced risk of the Project HRR and Project Retail not benefitting from the investment value increase as expected.

If the Company does not increase the investment value in the Project HRR and Project Retail this time, the Company will be able to reduce the risk that the Project HRR and Project Retail will not benefit from the increase in the said investment value arising from uncertain future economic conditions such as reduced consumption, the speed of recovery in international tourism and the outbreak of deadly disease in the future.

Disadvantages of not entering into the transaction

1. VMS has to conduct feasibility of the project from the beginning again to develop the Project HRR under the investment value. The Company will also face the risk of paying fine to CPB from the delay of the opening of the Project HRR.

If the Company's shareholders do not approve such transaction, it will cause VMS the costs, expenses and time, as the feasibility study needs to be conducted, recruit the designers such as interior, engineer, reproducing the plan, estimation of construction costs, including other actions related to the transaction to be under the 2017 Approved Transactions which will take approximately 2 – 3 years. As the original function was a preliminary design of the Project HRR only, which although considered a general step for developing any project but the preliminary design cannot be used as a construction plan directly.

The delay of the opening of Project HRR of VMS, will cause VMS to lose the opportunity to record the revenue from the rental contract that has a specific period. Moreover, there is a risk that the Company will need to pay fine to CPB as VMS could not construct and operate the project within 1 July 2024 (without getting an approval letter from CPB) at the rate of THB 1.00 million until reaching THB 900.00 million based on the rental agreement with CPB dated 22 December 2016.

The Land Sublease Agreement between the Company and VMS dated 27 June 2017, states that VMS has to pay the penalty fee to the Company in the case that VMS could not construct and operate the project within 1 July 2024 (without getting an approval letter from the Company) at the rate of THB 0.65 million until reaching THB 581.25 million.

Hence, the penalty fee, in the case that the construction and operation cannot be commenced in the defined period (if any), that the Company needs to pay CPB for THB 900.00 million, partially, the Company will have a source of funds from the penalty fee receives from VMS of THB 581.25 million, the remaining of the penalty fee of THB 318.75, the Company will take full responsibility. However, The Company has a target equity ratio in VMS of 60.00 percent of VMS's total shares.

2. The Company would lose the opportunity to benefit from the increase in the investment value of the Project HRR and Project Retail.

The Company would lose the opportunity to benefit from the increase in the investment value of the Project HRR and Project Retail as follows:

- (1) The opportunity to exploit the potential of a very special and limited project location whereby the increasing investment value enables the hotel room rates, sale price of the residential units and the rental price of the shopping center area can be set at a higher level.
- (2) The opportunity to increase the competitiveness of VMS and SLP under changing industry conditions to be able to effectively compete with mixed-use real estate projects, including nearby Hotel Projects, Residential and other shopping centers.
- (3) The opportunity for VMS to recognize revenue from the increased unit sales price of the Residential Projects which, in January 2021, the project has achieved 20 percent sales of the total condominium space which equals to 76 units.

1.3 Fairness of the Investment Value

For the consideration of this Transaction, the IFA has calculated the net present value of cash flow that the Company will receive from investing in VMS and SLP, from the establishment date of VMS and SLP which is on 23 August 2016 until 30 June 2084, which is the maturity date of the lease agreement, which is equivalent to 67 years 10 months, based on the current investment value, the cash flows comprise of:

VMS	SLP
Cash Inflows from Investments	
Dividend based on proportion of shares held	Dividend based on proportion of shares held
Loans payback	Loans payback
Interest receives from loans	Interest receives from loans
Profit from management, marketing and brand royalty fees	Profit from selling SLP shares to CPN
Profit from selling VMS shares to CPN	Arrangement fee from SLP
Land rental fee receives from VMS	
Cash Outflows for Investments	
Registered capital in the business	Registered capital in the business
Loans repayment	Loans repayment
Land rental fee paid to CBP	

The IFA forecasts the above cash flows based on management's estimates and adjusted some assumptions according to the IFA's opinion, namely (1) growth rate of average daily rate (ADR) and occupancy rate of the Hotel Project on the year that has major renovation, (2) Project Retail occupancy rate and average rental rate on the year that has major renovation and (3) assumption on loans from financial institutions to be used as funding for the projects development.

Nonetheless, the IFA has considered the effect from the COVID-19 virus outbreak up until the date of this report preparation. This projection assumes that Hotel Project and Project Retail will not be affected from the outbreak when commencing in 2023 and 2025 respectively. Therefore, if such situation changes significantly, it will have an effect to this IFA's opinion, the IFA then cannot confirm the actual effect from such factor towards the Company and the shareholders.

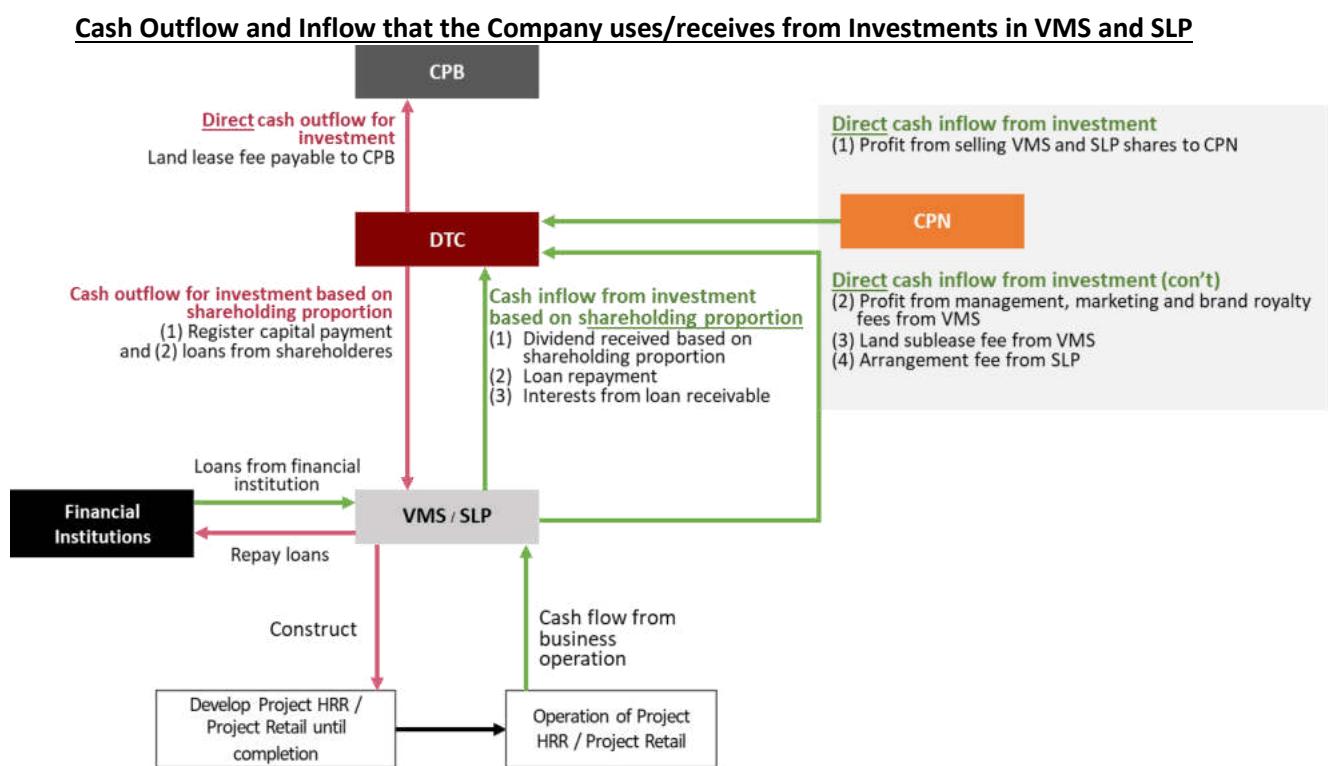
Then the IFA discounted such cash flow with the rate of return on equity (Ke) of the Company from investing in VMS and SLP.

The IFA considered not using the entity's free cash flow (FCFF) or equity free cash flow (FCFE) as VMS and SLP are set up solely to run the Project DCP and there are clear conditions for capital increase and dividend payment. In addition, there are some cash flow items that will have a direct impact on the Company such as

- (1) The rent of land that the Company will pay to CPB and the land rental that VMS pays directly to the Company,
- (2) Profit from the sale of VMS and SLP shares to CPN and
- (3) Marketing management profits and brand royalty fee that the Company will receive directly from VMS
- (4) Building lease arrangement fee that the Company directly receives from SLP

Therefore, the IFA views that the calculation of the present value of the investment based on net cash flow that the Company will use and receive from investment in VMS and SLP, is deemed most appropriate.

The calculation of net cash flow that the Company will use and receive from investment in VMS and SLP can be explained per below diagram:



Whereby the IFA has estimated cash outflow for investment and cash inflow from investments in VMS and SLP, which can be classified per below:

Cash Outflow for Investment

- (1) Cash outflow for investment based on shareholding proportion which are capital payment and loans which the transactions will be proportionate to the Company's shareholding proportion in VMS and SLP.
- (2) Cash outflow spent directly in the investment which are land lease fee that is payable to CPB, which is an item that the Company needs to fully pay by itself for the whole amount.

Cash Inflow from Investment in VMS and SLP

- (1) Cash inflow from investment based on shareholding proportion which are dividend, loans payback and interest from loans of the Company in each year
- (2) Cash inflow receives directly from the investment with the details as the following:
 - (2.1) Profit from selling VMS and SLP shares that the Company is currently holding, to CPN,
 - (2.2) Profit from management, marketing and brand royalty fee that VMS pays directly to the Company,
 - (2.3) Land sublease fee for VMS to operate Project HRR and,
 - (2.4) Arrangement fee that the Company receives directly from SLP as the Company has secured the right of shopping center leasing for SLP

VMS and SLP will use cash from capital payment, loans from shareholders, and loans from financial institutions to develop Project HRR and Project Retail until completion and able to operate. After, VMS and SLP will have cash inflow from operation of each year, which VMS and SLP will use the said cash inflow to payback loans from shareholders and financial institutions first before starting to payout dividend to the Company based on its shareholding proportion.

The net cash flow that the Company expected to receive from the investments, have the example of calculation for the year 2025 as per below:

Example of calculation of net cash flow that the Company receives from VMS	2025 (Unit: THB million)
Loans Payback and Dividends Calculation	
Net profit from business operation	5,542.35
<i>Adjustment of non-cash items</i>	
- Depreciation and amortization	117.32
- Working capital from Hotel Project (increase) decrease	(7.33)
- Cost of property development for sale (increase) decrease	11,377.04
- Unearned revenue (decrease)	(11,391.44)
Cash used for investment	764.77
Cash paid back to financial institutions	(5,043.77)
Operating and Investing Cash Flow from VMS	
Beginning cash and cash equivalents balance of VMS	656.72
(Less) Capital reserves for operation	(50.00)
Cash for loans payback and dividend payment	1,965.66

From the table above, VMS will have cash flow for loans payback and dividend payment of THB 1,965.66 million, which at the beginning of 2025, VMS has to loans from shareholders of THB 2,673.06 million which is higher than the cash flow for loans payback and dividend payment, thus, in 2025, VMS will proceed to payback loans from shareholders of THB 1,965.66 million and will not have dividend payout, as the IFA assumes that VMS pays back its shareholders before paying out dividend. Moreover, since the Company has lent VMS based on the latest shareholding structure which equals to 60.00 percent of THB 1,965.66 million which is THB 1,179.40 million. In addition, the Company will have a cash inflow from interests from loans to VMS as well, which in 2025, the Company would have such interest of THB 43.66 million.

Moreover, in 2025, VMS has a transaction that directly affect the Company, such as land rental fee that VMS pays to the Company of THB 3,782.16 million, land lease fee that the Company pays to CPB of THB 3,782.16 million and profit from Hotel Project management, marketing and brand royalty fee of THB 73.88 million.

Based on the information above, the Company has the net cash inflow from VMS as the followings:

(Unit: THB million)	2025
Cash Outflow for Investment	
Land lease fee(the Company and CPB)	3,782.16
Net additional capital in VMS	-
Net loans to VMS	-
Net Cash Outflow for Investment	3,782.16
Cash Inflow from VMS	
Land lease fee (VMS and the Company)	3,782.16
Profit from hotel management, marketing and brand royalty fees	73.88
Profit from selling VMS shares	-
Net loan payback from VMS	1,179.40
Net interest receives from loans to VMS	43.66
Net Cash Inflow from VMS	5,079.09
Net Cash that the Company Receives	1,296.93

The IFA uses the key assumptions above to forecast the net cash flow that the Company expected to receive from investments in VMS and SLP.

The calculation of the present value of the investment is based on the expected net cash flow of the Company. It is obtained and used to invest in VMS and SLP.

Details of the key assumptions that the IFA uses to estimate the expected net cash flow which the Company earns and uses to invest in VMS and SLP in accordance with the current investment value ("Current Assumptions") and the amount approved in 2017 ("Assumptions in 2017") are as seen in Appendix 1 along with the details of the comparison of assumptions between the IFA report in the 2017 AGM as seen in Appendix 4. The details of the current assumptions can be summarized as follows:

1.3.1 Assumptions of the Project HRR

1.3.1.1 Assumptions of the Hotel Project

(1) Date of Commencement

The Hotel Project will commence on 1 November 2023 until 30 June 2084 which is the maturity date of the contract.

(2) Hotel Rooms Business

(2.1) Number of Rooms

The Hotel Project will have a total of 259 rooms which has 6 types of rooms as follows:

- (1) Deluxe
- (2) Deluxe Corner
- (3) Suite B
- (4) Corner Suite A
- (5) Presidential Suite
- (6) State Suite

(2.2) Average Daily Rate (ADR) and Occupancy rate

Year	ADR (THB/room/night)	Occupancy Rate (percent)
2023 (Base year)	9,981.99	51.00
2024	Growth at 4.00 - 5.00 per year	67.00
2025	based on the ADR of the previous year	72.00
2026	Growth 3.00 per year based on the ADR of the previous year	76.00
2027 onward		76.00
Years that expected to have renovation	No growth	70.00

(2.3) Accommodation Expenses

Accommodation expenses can be classified into two categories: (1) employee expenses and (2) other expenses. The assumptions of the IFA are as follows:

- **Employee Expenses:**

Year	Percentage of Hotel rooms revenue (Percent)
2023	18.53
2024 – 2025	8.59
2026 (Base)	8.15
Growth Rate	
2027 - 2084	Growth 3.00 per year based on expenses of the previous year

- **Other Expenses:** comprises of mainly outsourcing expense such as cleaning services, gardeners, laundry and dry-cleaning services, which equivalents to 15.00 – 16.00 percent of the hotel rooms revenue throughout the operation period of the Hotel Project

(3) Dining Room, Bouquet and Meeting Rooms Business

(3.1) Revenue from Food and Beverages from the Dining room, Bouquet and Meeting Rooms Business

Assumption	Number of Rooms	
Dining Rooms	8 Rooms	
Bouquet and Meeting Rooms	6 Rooms	
Year	Dining Rooms Revenue (As a percentage of rooms revenue)	Bouquet and Meeting Rooms (As a percentage of rooms revenue)
2023	76.53	78.97
2024	61.16	69.38
2025	57.87	67.21
2026 – 2084	55.54 – 66.00	61.70 – 78.16

(3.2) Costs of Food and Beverages

The IFA estimates food and beverage costs equal to 33.00 percent of food and beverage revenues over the projection period based on management estimates.

(3.3) Costs Related to Restaurants, Banquet and Meeting Room Services

Costs related to restaurant, banquet and meeting room services can be classified into two categories: (1) employee expenses and (2) other expenses. The assumptions of the IFA are as follows:

- **Employee Expenses:**

Year	As a percentage of food and beverage revenue (Percent)
2023	16.00
2024	10.60
2025	10.65
2026 – 2084	10.73 – 13.00

- **Other Expenses:** comprises of mainly outsourcing expense such as waiters, baristas and bartenders, which equivalents to 16.00 percent of the food and beverages revenue.

(4) Spa Business

(4.1) Income of the Spa Business

Year	As a percentage of room revenue (Percent)
2023	6.52
2024	5.13
2025	4.84
2026 - 2084	4.64

(4.2) Costs of the Spa Business

The IFA estimates expenses from spa services to be 50.00 percent of its revenues over the forecast period.

(5) Income and Costs of Other Services

The IFA estimates revenue from other services as equal to 4.00 percent of accommodation income throughout the projection period and estimates expenses as equal to 50.00 percent of the income from other services throughout the projection period.

(6) Administrative Expense

Year	As a percentage of total revenue (Percent)
2023	7.75
2024	6.20
2025	5.91

Year	As a percentage of total revenue (Percent)
2026 (Base)	5.74
Growth Rate	
2027 - 2084	Growth 3.00 percent per year of the total expenses of the previous year

(7) Marketing Expenses and Property Operation, Maintenance and Energy Cost (POMEC)

- **Marketing Expense:** comprises of the Public Relations and Marketing of the Mixed-Use Project through various media such as marketing for public relations of Hotel and Residential Projects which was prepared by the marketing team of VMS and outsourcing fee which the details are the followings:

Year	As a percentage of total revenue (Percent)
2023 - 2026	8.00
2027 - 2084	5.00

- **Property Operation, Maintenance and Energy Cost (POMEC):** comprises of maintenance and utility costs which the IFA assumes 10.00 – 11.00 of the total revenue.

(8) Management, Marketing and Brand Royalty Fees

The IFA estimates the management, marketing and brand royalty fee based on the terms of the agreement between the Company and VMS, which is a part of the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016, which can be classified into (1) Base Management Fee (2) Performance Management Fee (Incentive Management) Fee), (3) Marketing Contribution Fee, and (4) Brand Royalty Fee which is an expense paid to DTC as a Hotel Manager to be used as a public relation and the marketing of the Dusit Thani brand through various media and (4) Dusit Thani brand royalty fee for the Project

In addition, management fees, marketing and brand royalty fee. It will be considered as the cash inflow from investment in VMS as it is the income that the Company received directly from VMS.

(9) Land Rental Fee

Due to the fact that in 2025, VMS will pay all land rental to the Company, and VMS will continue to operate the Hotel Project throughout the lease period and there is no transfer of the leasehold right to others, therefore VMS has to record such land rental fee as an advance expense and gradually amortizing the rental of land in the Hotel Project until the end of the lease agreement.

(10) Working Capital of the Hotel Business

The IFA estimates the average receivable period, average sales period and average payable period is 30 days, 5 days, and 30 days, respectively.

(11) Investment for Hotel Renovation

Investment for Hotel Project improvement can be classified into two categories: (1) Normal CAPEX and (2) Major Renovation Investment, with the assumptions of the IFA as follows:

- **General Renovation of the Project (Normal CAPEX):** comprises of the purchase of furniture and in-room appliance within the rooms which the details are as the followings:

Year	As a percentage of total revenue (Percent)
2023	1.00
2024	2.00
2025 onward	3.00
The first year after major renovation of the Project	1.00
The second year after major renovation of the Project	2.00

- **Major Renovation:** It is estimated that the Hotel Project has investments in major renovation every 10 years, with an investment value equal to 3.00 percent of the previous 10 years' revenues starting from the year that the operation starts which are the years 2032, 2042, 2052, 2062 and 2072.

In addition, for the management of funding sources for each major renovation investment, the IFA assumes that VMS has borrowed from a financial institution to finance such project improvements. The interest rate assumption is the same as the current Project HRR development loan proposal, and the loan repayment period is 5 years with no capital reserve, which the IFA based its assumptions from the capital management policy as interviewed from the management of the Company.

1.3.1.2 Assumptions Related to the Residential Projects

(1) Commencement of Project Bookings and Delivery of Leasehold Rights in Units of the Residential Project

The IFA assumes the start date for reservations of the Residential Project is on September 1, 2020 based on the actual events in the past and estimates that the delivery of leasehold rights to the condominiums in the Residential Project will begin on 1 June 2025 and estimated the revenue and costs of the common fee of the Residential Project until 30 June 2084 which is the ending date of the Contract.

(2) Selling Price of the Unit

VMS's Residential Project can be classified into 2 projects: Dusit Parkside Project and Dusit Residences Project, whereby the IFA estimates the selling price of the condominium units based on the sales price table of VMS, the weighted average selling price for Dusit Residences and Dusit Parkside projects is approximately THB 340,000 per square meter throughout the projection period with details of the number of rooms for each project as follows:

Rooms	Number of Rooms
Dusit Parkside	246 Rooms
Dusit Residences	160 Rooms
Total Rooms	406 Rooms

(3) Absorption Rate

VMS has opened for customers to book to reserve units in the Residential Project since September 2020. As of 18 January 2021, a total of 20 percent of the residential units of the total apartment space have been booked which is totaled to 76 units, which are unfurnished units, with the details of the assumptions as the followings:

Year	Percentage of the sellable rooms area (Percent)
From Sep 2020	20.00
2021	25.00
2022	20.00
2023	15.00
2024	10.00
2025	7.00
2026	3.00

(4) Revenue and Costs from Common Services

The IFA estimates revenue from common services based on the expected rate of collection of the Residential Project, which is THB 150.00 per square meter with a growth of 1.00 percent per year.

The IFA estimates the cost of common services to be 95.00 percent of common service revenue throughout the projection period.

(5) Commission Fee

The IFA estimates commission fee at 1.74 percent of the value of the units sold. The rate is calculated from the proportion of sales of residential units between outsource and employees of VMS (In-house) which have different commission rates.

(6) Brand Royalty Fee

The IFA estimates the usage of the Dusit Thani brand royalty fee that the Company collects from VMS based on the terms of the Joint Venture Agreement of VMS and the Company and CPN dated 31 August 2016 (Amended version dated 27 June 2017) which the Company will start charging such fee from VMS in 2021. The brand royalty fee that VMS received is comparable to other projects of hotels in Dusit Group.

In addition, the Brand Royalty Fee will be considered as a cash inflow in VMS as it is a direct income that the Company receives from VMS.

1.3.1.3 Assumptions Related to the Shopping Center Bare Shell Project

(1) Revenue from Shopping Center Bare Shell Project

VMS will receive the rental fee for the shopping center bare shell from SLP in installments as agreed in the building lease agreement between VMS and SLP with a lease period of 60 years and 9 months^{/1} starting from 1 October 2023 with the total leasehold value of THB 6,500.00 million.

Note^{/1}: Lease period of 60 years 9 months is considered a period that does not constitute a breach of the terms of the Land Lease Agreement between CPB and the Company dated 22 December 2016 (amendment version regarding lease right transfer to OJV dated 23 June 2017)

1.3.1.4 Assumptions Related to VMS' Statement of Financial Position

(1) Cost of Real Estate Development Projects for Sale

The cost of real estate development for sale are costs of condominiums in the Residential Project which have not yet delivered the leasehold right to the customer and the cost of shopping center bare shell that has not yet been handed over to the SLP.

Such project costs will increase according to the investment in the Residential and Shopping Center Bare Shell Projects and will decrease as the delivery of the leasehold right to the customer and the handover of leasehold rights of shopping center building to SLP takes place

The lease of such Shopping Center Bare Shell would be under the framework of the 2017 Approved Transactions and the details of the lease would be based on the the bare shell lease agreement dated 30 June 2020 including the amendment in September 2023.

(2) Land, Buildings and Equipment

Land, buildings and equipment of VMS consist of (1) assets from the Hotel Project, which will be depreciated in a straight line until the end of the rental period with the Company, except for short-life assets such as furniture and in-room appliances and investment from Hotel Project improvements each year, etc., and (2) sales office for the Residential Project, which will be depreciated for a period of 3 years.

The buildings and other equipment of the Residential and the Shopping Center Bare Shell Projects are not considered in the item of land, buildings and equipment because they are assets that are developed for leasing to residential customers and SLP respectively.

(3) Pre-Paid Expenses

As VMS will prepay the land rental for the Project HRR, the rental fee will be recorded as an advance expense for the Hotel Project. The land lease will be amortized each year as VMS will operate the Hotel Project throughout the lease period and there is no transfer of such leasehold right to others.

However, for the Residential and Shopping Center Bare Shell Projects, prepayment of rent is not accrued as an upfront cost but will be recorded as the rental cost in the whole amount since VMS will deliver leasehold rights to Residential Project customers and rent the Shopping Center Bare Shell Project to SLP within the year 2025.

(4) Unearned Revenue

VMS's unearned revenue consists of (1) reservation and installment fees for the leasehold right of residential units from customers of the Residential Project, and (2) advance rental from the Shopping Center Bare Shell Project from SLP. The unearned revenue will be considered as VMS' revenue when VMS transferred the rental rights to the customers of the Residential Project and rental rights of the Shopping Center Bare Shell and fully paid the land rental fee to the Company in 2025.

1.3.1.5 Other Key Assumptions

(1) Establishment and Disposition of VMS Shares

VMS was incorporate on 23 August 2016 with a registered capital of THB 0.10 million which equivalents to 1,000.00 million shares with the Company as the sole shareholder. On 28 June 2017, the Company has increased the registered capital in VMS to THB 1,100.00 million which equivalents to 11.00 million shares

per the VMS Joint Venture Agreement. Such additional registered capital, the Company invested in THB 536.27 million and CPN invested in the remaining registered capital which results in the Company's shareholding ratio to decrease to 65.00 of total shares in VMS.

The Company expects to transfer the remaining 0.55 million shares or equivalents to 5.00 percent of total shares in VMS in 2022, to make the shareholding ratio between the Company and CPN to be 60:40 in VMS based on the 2017 Approved Transactions, and the Company expects to record the profit from selling such shares at THB 140.21 million.

In 2016 – 2019, VMS had the paid-up capital of THB 0.10 million, THB 825.03 million, THB 880.02 million and THB 880.02 million respectively. In 2020, VMS had the paid-up capital of THB 1,100.00 million which completes the registered capital of VMS. The IFA assumes that VMS has registered and paid-up capital after 2020 of THB 1,100.00 million throughout the projection period.

(2) Interest Income

The IFA considers interest income assumptions based on the interest rate of financial institutions as of 31 December 2020, which averaged to 0.25 percent per annum.

(3) Cash Flows Received and Paid from Renting and Leasing of Land

In 2017, the Company has made a prepayment of THB 947.32 million to CPB and has to pay the remaining rental fee annually to CPB over the term of the 60-year lease (1 July 2024 - 30 June 2084). The portion of such advance rental is net of leasehold rights that the Company has transferred to P4D, an area of 2 rai 1 ngan 46.75 square wah.

In 2017, VMS has subleased the land from the Company, paying advance rental of THB 1,361.65 million to the Company with the remaining rental fee to be paid annually to the Company throughout the 60-year lease agreement (1 July 2024 - 30 June 2084). Whereby the land rent of the Company and CPB, and sub-lease of VMS and the Company will have a coherent repayment schedule.

In which the advance rental fee of the year 2017 that the Company pays CPB and that VMS pays the Company, has a difference of THB 414.34 million which is considered the Premium that the Company directly receives from VMS

In addition, in 2025, VMS expects to make an advance payment of all remaining rental to the Company amounting to THB 3,782.16 million using operating cash flow. Then, in the same year, the Company will use the said cash to pay the total rent of THB 3,782.16 million in advance to CPB. In which such advance rental payment has the objective to reduce obligation with CPB in the future, as the Land Rental Agreement stated that the interest of the rental fee is equal to 6.00 percent per year.

(4) Debt to Equity Ratio

The IFA considers the assumption that the Debt to Equity (D / E) ratio is 1.5 times in accordance with the terms of the VMS Joint Venture Agreement, which requires that such ratio of VMS not exceed 1.5 times. The IFA uses such requirements to estimate VMS loans from financial institutions and shareholder loans for investment.

The VMS Shareholder Agreement states that:

- Debt (D) refers to interest-bearing liabilities
- Equity (E) calculated based on 2 cases, which are:

Case 1: Since the date of signing the Contract until 2 July 2027, meaning the sum of registered and paid-up capital and loans from shareholders.

Case 2: After 2 July 2027, meaning the sum of total shareholders' equity and loans from shareholders

The IFA uses the Debt to Equity Ratio (D/E) not more than 1.5 times, along with the consideration of the source of fund of Project HRR between loans from shareholders and loans from financial institutions.

(5) Investment in Project HRR

The IFA estimates the investment of the Project HRR based on VMS' investment value which is equal to no more than THB 26,300.00 million.

(6) Loans and Financial Costs

Loans of VMS comprises of:

1. For loan from financial institutions;
 - 1.1. Long-term loan for development and construction for Project VMS amounting to not more than THB 5,500.00 million with the loan term of not more than 10 years at less than the MLR which is equal to 5.25 percent (Based on the Bank of Thailand information as of 31 December 2020)
 - 1.2. Short-term loan for working capital of VMS at MOR or equivalents to 5.85 percent (Based on Bank of Thailand information as of 31 December 2020)
2. For loans from shareholders the IFA refers to the interest rate under the contractual agreement between the Company and CPN which is equal to MLR - 2.95 percent as of 31 December 2020 and, as of the date of this report, at 2.36 percent per annum. (Based on the Bank of Thailand information as of 31 December 2020)

During the construction of the project, financial costs are capitalized as part of the assets in accordance with the relevant accounting standards.

In addition, the IFA estimates VMS has borrowing from financial institutions to finance each major renovation of the Hotel Project. The interest rate assumption is the same as the current Project HRR development loan proposal, and the loan repayment period is 5 years.

(7) Income Tax Expenses

The IFA determines the income tax assumptions as equal to 20.00 percent according to the corporate income tax rate of Thailand.

(8) Capital Reserves and Dividend Payment

The IFA determines the assumptions for VMS's capital reserve in the form of cash in accordance with the terms of the VMS Joint Veenture Agreement between the Company and CPN to provide VMS with sufficient cash reserves for operations, investments and loan payments. For the cash in excess of reserves, the IFA estimates that VMS will pay the entire sum as dividend to the Company and CPN in proportion to their target shareholding at 60.00 percent and 40.00 percent, respectively. The conditions for dividend payment in the VMS Joint Venture Agreement are as follows:

1. Allocate legal reserves (5 percent of net profit each year until the completion of 10 percent of the registered capital).
2. Reserve various funds for use in VMS business operations such as repair expenses and working capital, etc.
3. Repay all loans extended in emergency cases from shareholders.
4. Pay as much dividends as VMS can afford.

(9) Discount Rate

The IFA uses the rate of returns on equity (Ke) as a discount rate to calculate the present value of the cash flow, which Ke can be calculated from the Capital Asset Pricing Model (CAPM), with the details of the equation as follows:

$$Ke = R_f + \beta (R_m - R_f)$$

Where

- R_f = Risk-free interest rate which the IFA based on the yield of 35-year government bonds as of 31 December 2020, equal to 2.22 percent per annum. (Source: www.thaibma.or.th)
- β = VMS's variance coefficient which the IFA calculated based on the Company's variance coefficient equal to 0.712 (Source: Bloomberg). The IFA then adjusted the impact of leveraging by removing the Company's capital structure according to the equation (Unleverage Beta = Leverage Beta / (1+ (1-tax) x (D / E) Company)) to obtain the Unleverage Beta and apply the target capital structure as specified in the VMS Shareholders Agreement at 1.50 times instead of the Leverage Beta = Unleverage Beta x (1+ (1-tax) x (D / E) VMS, which will get a beta value of 0.433).
- R_m = Market rate of return which the IFA refers to the average change of the SET Index over the past 35 years from 1986 - 2020, which is equal to 13.29 percent (Source: www.set.or.th and the calculation of the IFA)

The details of the calculation for Ke are shown in the table below.

Rate of Returns on Equity (Ke)	
Factors for Calculation	Assumption
Risk-free Rate (1)	2.22 Percent
Risk Premium (R _m – R _f) (2)	11.07 Percent
β (3)	0.433
Cost of Equity or Ke (4) = (1) + [(3) x (2)]	7.02 Percent

1.3.1.6 Estimated Net Cash Flow that the Company Receives Based on the Current Investment Value

From the above assumptions, the IFA has estimated the operating performance of VMS and calculated the net cash flow that the Company uses / receives from investment in VMS from the date of VMS establishment (23 August 2016) to the maturity of the lease agreement (30 June 2084), which has a net present cash flow value of THB 2,522.47 million. Performance of VMS and the estimated net cash flow that the Company expected to receive from 2016 - 2627 is as shown in Appendix 2. In this regard, the net cash flow that the Company expected to receive according to the current investment value in 2016 - 2025 can be summarized as follows:

(Unit: THB million)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Cash Outflows for Investment										
Land Rental (The Company and CPB) ^{/1}	-	947.32	-	-	-	-	-	-	234.46	3,782.16
Net Additional Capital in VMS ^{/2}	0.10	536.20	35.75	-	142.99	-	-	-	-	-
Loans for VMS ^{/3}	47.11	46.01	-	219.00	406.00	-	-	596.59	327.25	-
Net Cash Outflows for Investment	47.21	1,529.53	35.75	219.00	548.98	-	-	596.59	561.71	3,782.16
Cash Inflow from VMS										
Land Rental (VMS and the Company) ^{/1}	-	1,361.65	-	-	-	-	-	-	234.46	3,782.16
Profit from Hotel Management Fee, Marketing Fee and Brand Royalty Fee ^{/4}	-	-	-	-	-	62.75	27.89	26.97	71.38	73.88
Profit from Selling VMS Shares ^{/2}	-	-	-	-	-	-	140.21	-	-	-
Loans Repayment from VMS ^{/3}	-	-	93.12	-	-	-	-	-	-	1,179.40
Interest from VMS Loan ^{/3}	-	1.01	2.47	1.66	22.26	29.27	29.27	42.12	62.00	43.66
Net Cash Inflow from VMS	-	1,362.66	95.59	1.66	22.26	92.02	197.38	69.08	367.85	5,079.09
Net Cash that the Company Receives	(47.21)	(166.87)	59.84	(217.34)	(526.72)	92.02	197.38	(527.51)	(193.86)	1,296.93
Net Present Value of the Cash that the Company Receives as of 23 August 2016	2,522.47	Remark ^{/1} Details of the Land Rental can be seen in Other Key Assumptions (3) Cash Flows Received and Paid from Renting and Leasing of Land ^{/2} Net Additional Capital in VMS and Profit from Selling VMS Shares can be seen in Other Key Assumptions (1) Establishment and Disposition of VMS Shares ^{/3} Loans Repayment from VMS can be seen in Other Key Assumptions (6) Loans from Financial Institutions and Financial Costs ^{/4} Profit from Hotel Management Fee, Marketing Fee and Brand Royalty Fee can be seen in Assumptions related to Hotel Project (8) Marketing Expenses and Operation and Maintenance Costs (POMEC) and Assumptions related to Residential Project (6) Brand Royalty Fee								

From the discounted net cash flow that the Company expects to receive for each of the above years, it was found that the present value of such net cash flow as of the establishment of VMS (23 August 2016) is equal to **THB 2,522.47 million**.

In addition, the IFA performed a sensitivity analysis for assessing the appropriateness of raising the investment value in the VMS by revising the hypothesis of the Project HRR to reflect the potential impact of the change in various factors during 2017 – 2020 in order to reflect the potential change that might affect the present value of the Project. The factors are:

1. Change in the Occupancy Rate in the Hotel Project (+/- 10.00 percent from base case) which was considered based on the volatility of the occupancy rate of the Hotel Project from hotels under Dusit Group with the market hotel occupancy rate during 2015 – 2019.
2. Change in selling price of the Residential Project (+/- 10.00 percent from base case) which was considered based on the possibility to increase/decrease selling price of other residential projects by the IFA.

From the above factors, the result of the sensitivity analysis of the present value can be summarized as follows:

Sensitivity Analysis	
Details	Net Present Value of Project HRR (THB million)
<u>Case 1</u> Change in the Occupancy Rate in the Hotel Project (+/- 10.00 percent from base)	2,204.85 – 2,840.31
Base Case	2,522.47
<u>Case 2</u> Change in selling price of the Residential Project (+/- 10.00 percent from base)	2,434.90 – 2,890.07

Based on the sensitivity analysis from the revised Project HRR assumption above, the present value of net cash flow from investment in VMS is equal to **THB 2,204.85 – 2,890.07 million**.

Based on the net present value appraisal from the investment in the Project HRR above, the IFA views that investing in the Project HRR and increasing the investment value in the Project HRR is appropriate because the net present value of cash flows is higher when comparing to the net present value of Project HRR based on the investment value per 2017 Approved Transaction at THB 562.02 – 700.18 million which higher than net present value of cash flows of Project HRR according to investment value of the 2017 Approved Transaction based on the independent financial advisor report dated 5 April 2017 prepared by Silom Advisory Company Limited which rendered the opinion regarding the approval of investment in mixed-use property development project in the shareholder's meeting in 2017.

However, the IFA is unable to conduct the projection based on the original investment value per 2017 Approved Transaction as:

1. The original investment value feasibility study and preliminary design were, although, a general step for developing any project and a process prior to the recruiting of designers, developing interior designs, engineering plan and construction plan, as well as construction costing plan. The information from such feasibility study and preliminary design are not sufficient for the actual construction, the feasibility of the project and the projection in detail at present, and;
2. The current situation differs from the situation in 2017, such as, (1) the higher competition in the property sector, particularly other mixed-use projects nearby the Project DCP which are in process of construction and will be incorporated in the future and (2) obstacle from the demolition of the original Dusit Thani Hotel, which caused a delay in the construction period. This leads the Company to develop

and change new strategy in developing the Project DCP to be aligned with the current situation, and such changes, have direct impact on the project model, construction cost, construction period, investments and financial assumptions of the Project in preparing the projection.

1.3.2 Assumptions of Project Retail

1.3.2.1 Assumptions of Project Retail

(1) Commencement Date

Project Retail will start its operation on 1 July 2024 until 30 June 2084 which is the maturity date of the Bare Shell Lease Agreement

(2) Net Leasable Area

Item	Area
Net Leasable Area (NLA)	Area for Major Tenants: 19,751 sq.m. Area for Minor Tenants: 23,135 sq.m. Total: 42,886 sq.m.

(3) Occupancy Rate and Average Rental Rate

Year	Rental Rate After Discount (THB/sq.m./month)	Occupancy Rate (Percent)
2024	1,997.76	90.00
2025 (Base)	2,262.35	93.00
2026 – 2084	Growth 4.00 per year of the rental rate of previous year	95.00
Renovation Year	No growth	90.00

(4) Revenue from Rental Services

The IFA estimates rental service income at 40.00 percent of rental income, most of which is income from providing services to the lessor, such as utility services security service, cleaning services and other services. Other income from the aforementioned rental is a typical ratio in the shopping center business.

(5) Interest Income

The IFA considers interest income assumptions based on the interest rate on deposits of financial institutions as of 31 December 2020, which averaged to 0.25 percent per annum.

(6) Cost of Managing the Shopping Center

The administrative cost of operating a shopping center consists of utilities, security, cleaning and other costs. The details of the assumptions are as follows:

Year	As a percentage of rental revenue and services revenue (Percent)
2023	39.00
2024	38.00
2025	36.00
2026	34.00
2027 – 2084	33.00

(7) Management Fee

The IFA estimates the management fee between SLP and CPN based on the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amended version dated 27 June 2017) which the fee can be separated into Base Management Fee and Incentive Management Fee.

(8) Working Capital for the Shopping Center Business

The IFA estimates the average receivable period and average payable periods are 15 and 30 days.

(9) Renovation of Shopping Center

The IFA estimates shopping center improvements based on CPN's estimates, derived from CPN's shopping center renovation plans, with major improvements in 2034, 2044, 2054, 2064 and 2074.

1.3.2.2 Other Key Assumptions

(1) Establishment and Disposition of SLP Shares

SLP was established on 23 August 2016 with a paid-up registered capital of THB 0.10 million equals to 1,000.00 shares with the Company as the sole shareholder, and has proceeded to increase SLP's registered capital to THB 172.00 million equals to 1.72 million shares as agreed upon in the SLP Shareholders Agreement, in which the addition of such capital, the Company has invested more in the additional capital in SLP worth THB 63.54 million along with CPN as an investor in the remaining amount which results in the shareholding structure of the Company in SLP decreased to 37.00 percent of the total shares in SLP.

Then in 2018, the Company sold 0.26 million shares or equivalents to 15.00 percent of SLP shares to CPN and acknowledge the profit from selling such shares for THB 153.80 million. On 25 January 2021, the Company sold another 0.02 million shares or equivalents to 1.50 percent of SLP shares to CPN and acknowledge the profit from selling such shares for THB 209.56 million.

Where on 31 January 2021, the Company and CPN have the shareholding ratio equivalents to 16.50 percent and 83.50 percent respectively. The Company expects to sell another 0.02 million shares of SLP or equivalents to 1.50 percent of the SLP shares to CPN in 2022, to make the shareholding ratio equals to 15:85 in SLP to follow the Approval in 2017, which the Company expects to acknowledge the profit from selling such shares for THB 106.58 million.

In 2016, SLP had paid-up capital equivalents to THB 0.10 million and in 2017, SLP had paid-up capital equivalents to THB 172.00 million which is completed per the SLP registered capital. The IFA assumes that the SLP has registered and paid-up capital after 2017 to be THB 172.00 million and throughout the projection period.

(2) Cash Payment for the Rental of the Bare Shell of Shopping Center

SLP will pay VMS for the rental of shopping center bare shell in installments as agreed in the Building Rental Agreement between SLP and VMS, with a lease term of 60 years and 9 months starting from 1 October 2023 with the leasehold value totaling THB 6,500 million.

(3) Debt to Equity Ratio

The IFA considers the assumption that the debt to equity (D / E) ratio is 1.5 times as stipulated in the SLP Joint Venture Agreement that the ratio of SLP must not exceed 1.5 times. The IFA uses said requirement to estimate financial borrowing from financial institutions and shareholder loans for investment of SLP.

The SLP Shareholders Agreement states that

- Debt (D) refers to interest-bearing liabilities

- Equity (E) calculated based on 2 cases, which are:

Case 1: Since the date of signing the contract until 2 July 2027, meaning the sum of registered and paid-up capital and loans from shareholders.

Case 2: After 2 July 2027, meaning the sum of total shareholders' equity and loans from shareholders

In which, the IFA uses the Debt to Equity Ratio (D/E) not more than 1.5 times, along with the consideration of the source of fund of Project Retail between loans from shareholders and loans from financial institutions.

(4) Investment

The IFA estimates investment of the SLP project based on the investment plan of SLP, having a total investment value of not more than THB 9,800 million which includes management fees received by the Company from SLP in 2020 in the amount of THB 296.62 million from the Company's compliance with its duties under the terms and conditions stipulated in the shopping center leasehold right management agreement with SLP.

It will also be considered as the cash flow received from investing in SLP since it is the income that the Company has obtained directly from SLP.

(5) Loans from Financial Institutions and Financial Costs

Loans of SLP comprises of:

3. For loan from financial institutions used for the development of the Project Retail amounting to not more than THB 5,450.00 million with the loan term of not more than 12 years, which SLP will use such credit line in 2023 to develop the Project Retail
4. For loans from shareholders the IFA refers to the interest rate under the contractual agreement between the Company and CPN which is equal to MLR - 2.95 percent as of 31 December 2020 and, as of the date of this report, at 2.36 percent per annum. (Based on the Bank of Thailand information as of 31 December 2020)

During the construction of the project, financial costs are capitalized as part of the assets in accordance with the relevant accounting standards.

(6) Income Tax Expenses

The IFA determines the income tax assumptions as equal to 20.00 percent according to the corporate income tax rate of Thailand.

(7) Capital Reserves and Dividend Payment

The IFA determines the assumptions for the SLP's capital reserve in the form of cash in accordance with the terms of the SLP Joint Venture Agreement between the Company and CPN in order to provide SLP with sufficient cash reserves for operations, investments and settlement of loans. For the cash in excess of reserves, the IFA estimates that SLP will pay the entire sum as dividend to the Company and CPN in proportion to their target shareholding in SLP at 15.00 percent and 85.00 percent, respectively. The conditions for dividend payment in the SLP Shareholders Agreement are as follows:

1. Allocate legal reserves (5 percent of net profit each year until the completion of 10 percent of the registered capital).
2. Reserve various funds for use for SLP to be able to have continuous operation.
3. Reserve funds for a business plan or budget approved by the board of directors of SLP.
4. Pay as much dividend as SLP can afford.

(8) Discount rate

The IFA uses rate of return on equity (Ke) as a discount rate to calculate the present value of the cash flow, whereby Ke can be calculated from the Capital Asset Pricing Model (CAPM) equation with details of the equation as follows:

$$Ke = R_f + \beta (R_m - R_f)$$

Whereas

R_f = Risk-free interest rate which the IFA based on the yield of 35-year government bonds as of 31 December 2020, equal to 2.22 percent per annum. (Source: www.thaibma.or.th)

β = The variance coefficient of SLP, the IFA calculated based on CPN's variance coefficient 3 years backwards equals to 1.197 (source: Bloomberg). The IFA then adjusted the impact of leveraging by removing the Company's capital structure according to the equation ($Unleverage\ Beta = Leverage\ Beta / (1 + (1 - tax) \times (D / E) Company)$) to obtain the Unleverage Beta and apply the target capital structure as specified in the SLP Shareholders Agreement at 1.50 times instead of the Leverage Beta = Unleverage Beta $\times (1 + (1 - tax) \times (D / E) VMS$, which will get a beta value of 1.344

R_m = Market rate of return which the IFA refers to the average change of the SET Index over the past 35 years from 1986 - 2020, which is equal to 13.29 percent (Source: www.set.or.th and the calculation of the IFA)

The details of the calculation for Ke are shown in the table below.

Rate of Returns on Equity (Ke)	
Factors for Calculation	Assumption
Risk-free Rate (1)	2.22 Percent
Risk Premium ($R_m - R_f$) (2)	11.07 Percent
β (3)	1.344
Cost of Equity or Ke (4) = (1) + [(3) x (2)]	17.09 Percent

1.3.2.3 Estimated Net Cash Flow that the Company Receives Based on the Current Investment Value

From the above assumptions, the IFA estimates the operating performance of SLP and calculates the net cash flow that the Company uses / receives from the investment in SLP from the date of SLP inception (23 August 2016) to the maturity of the lease agreement (30 June 2084) with a net present value of cash flow equal to THB 106.34 million. The operating results of SLP and the estimated net cash flow that the Company expects to receive from 2016 - 2084 is as shown in Appendix 3. The net cash flow that the Company expects to receive according to the current investment value in 2016 - 2025 can be summarized as follows:

(Unit: THB million)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Cash Outflows for Investment										
Net Additional Capital in SLP ^{/1}	0.10	171.90	-	-	-	-	-	-	-	-
Net Loans for SLP ^{/2}	-	14.23	75.86	35.67	100.49	172.05	67.50	120.00	67.50	-
Net Cash Outflow for Investment	0.10	186.13	75.86	35.67	100.49	172.05	67.50	120.00	67.50	-
Cash Inflow from SLP										
Management Fee from SLP ^{/3}	-	-	-	-	296.62	-	-	-	-	-
Profit from Selling SLP Shares ^{/1}	-	-	153.80	-	-	209.56	106.58	-	-	-
Interest Receives from SLP ^{/2}	-	-	1.64	0.64	0.45	7.64	10.46	12.67	16.86	39.96
Total Cash Inflow from SLP	-	-	155.44	0.64	297.07	217.20	117.04	12.67	16.86	39.96
Total Cash Receives	(0.10)	(186.13)	79.58	(35.03)	196.58	45.15	49.54	(107.33)	(50.64)	39.96
Net Present Value of the Cash that the Company Receives as of 23 August 2016	106.34	Remark: ^{/1} Details of the additional capital and profit from selling SLP shares can be seen in Other Key Assumptions (1) Establishment and Disposition of SLP Shares ^{/2} Details of Net Loans for SLP can be seen in Other Key Assumptions (5) Loans from Financial Institutions and Financial Costs ^{/3} Details of Management Fee from SLP can be seen in Other Key Assumptions (4) Investments								

Based on the Net Present Value of Cash Flow that the Company receives in each year, as at the establishment date of SLP (23 August 2016), the NPV is equal to **THB 106.34 million**.

In addition, the IFA has constructed a sensitivity analysis which based on the operation factors. The IFA considers the range of sensitivity based on the CPN Management interview with the marketing research regarding the retail business during 2017 – 2020 in order to reflect the potential change that might affect the present value of the Project. The factors are:

1. Change in occupancy rate in the first year (+/- 10.00 percent from base) which was considered based on the possibility of the occupancy rate of the shopping center based on the market research (conducted on January 2020).
2. Change in the Management Expense of the Project Retail (+/- 10.00 percent from base) which was considered based on the volatility of the cost management of Project Retail on retail projects that are located in the similar locations during 2017 – 2020.

From the above factors, the result of the sensitivity analysis of the present value can be summarized as follows:

Sensitivity Analysis	
Details	Present value of the Project Retail (THB million)
<u>Case 1</u> Adjusted the shopping center rental rate in the first year down and up by 10.00 percent from the base case.	96.74 – 120.03
Base Case	106.34
<u>Case 2</u> Adjusted the cost of managing the Project Retail up and down by 10.00 percent from the base case.	99.58 – 113.60

Based on the sensitivity analysis from the above revision of the Project Retail assumptions, the present value of net cash flow from investing in SLP is equal to **THB 96.74 – 120.03 million**.

From the net present value appraisal from the investment in the Project Retail above, the IFA views that investing in the Project HRR and increasing the investment value in the Project HRR is appropriate because the net present value of cash flows is higher when comparing to the net present value of Project Retail based on the investment value per 2017 Approved Transaction at THB 79.57 – 89.52 million which higher than net present value of cash flows of Project HRR according to investment value of the 2017 Approved Transaction based on the independent financial advisor report dated 5 April 2017 prepared by Silom Advisory Company Limited which rendered the opinion regarding the approval of investment in mixed-use property development project in the shareholder's meeting in 2017.

However, the IFA is unable to conduct the projection based on the original investment value per 2017 Approved Transaction as:

1. The original investment value feasibility study and preliminary design were, although, a general step for developing any project and a process prior to the recruiting of designers, developing interior designs, engineering plan and construction plan, as well as construction costing plan. The information from such feasibility study and preliminary design are not sufficient for the actual construction, the feasibility of the project and the projection in detail at present, and;
2. The current situation differs from the situation in 2017, such as, (1) the higher competition in the property sector, particularly other mixed-use projects nearby the Project DCP which are in process of construction and will be incorporated in the future and (2) obstacle from the demolition of the original Dusit Thani Hotel, which caused a delay in the construction period. This leads the Company to develop and change new strategy in developing the Project DCP to be aligned with the current situation, and

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such changes, have direct impact on the project model, construction cost, construction period, investments and financial assumptions of the Project in preparing the projection.

Section 2 Summary of the Independent Financial Advisor Opinion

From the analysis of the IFA regarding the reasonableness, fairness of investment value, views that entering into the said transaction is appropriate, with advantages and disadvantages of entering into the transaction and not entering into the transaction as follows:

Advantages of entering into the transaction

1. Increasing the investment value for the Project HRR and Project Retail will further enhance the potential of the project location, as a mixed-use model project situated in the heart of Bangkok, on the intersection of Silom Road and Rama IV Road (Saladaeng Intersection), a key CBD and important tourist attractions of Thailand. It is also in the vicinity of the MRT, Silom Station, and the BTS Saladaeng Station, allowing more convenient travel back and forth between the project and other locations, which has a connection point of MRT and BTS and located in the CBD in only one location which is in the Asoke area.

The project location is, therefore, considered special and limited .Increasing the investment value in the Project HRR and Project Retail will enhance the image of the project and is more consistent with luxury customer and super luxury customer, enabling the project to set higher prices for hotel rooms, residential unit and rental rate of shopping center space compared to the project model of the 2017 Approved Transaction which further brings out the potential of a exclusive and limited project location

2. Increase of the investment value for the Hotel Project will enhance the project's strengths and increase competitiveness as follows:
 - (1) Development of the Hotel Project as Single-loaded Corridor serves to enhance a more attractive image of the project, as well as eliminating disadvantages associated with Double-Loaded Corridor buildings as follows:
 - Enlarges the space of each room and allowing all rooms to have a view of Lumpini Park.
 - The development of the Hotel Project as a Double-Loaded Corridor model obscures the view of the Residential and allows hotel guests to see the rooms of the Residential Project. Developing the Hotel Project as Single-Loaded Corridor will fix that problem. Due to building structures are less wide, rendering increased distance between the hotel and Residential and giving hotel rooms views that are not the Residential Project. Eliminating said flaws is expected to help the Residential Project have a better sales rate and increase income for VMS
 - (2) Increase the area of the Hotel Project that has the potential to generate income generation by increasing the number of dining rooms, banquet and meeting rooms from the 2017 Approved Transactions, of 9 rooms to 14 rooms, which will allow the Hotel Project to be able to generate more revenue from food and beverages from the usage of banquet rooms. In addition, even though the development of Single-loaded Corridor concept will reduce the numbers of rooms (from 330 rooms to 259 rooms), the adjustment of the investment value will allow the Hotel Project to raise the average daily rate from THB 6,608.00 per room per night based on the 2017 Approved Transactions limit to THB 9,981.99 per room per night based on the current investment value, which equals to an increase of THB 3,373.99 per room per night.

From the above distinction the Hotel Project will have an enhanced image when compared to the Hotel Project under the 2017 Approved Transactions and attract more tourists' attention. This also corresponds to the target customers of the Hotel Projects that are luxury and super luxury clients. Furthermore, the improvement of the Hotel Project will also enhance the overall image of the Company's Dusit brand.

- (2) Increase the area of the Hotel Project that has the potential to generate income generation by increasing the number of dining rooms, banquet and meeting rooms from the 2017 Approved Transactions, of 9 rooms to 14 rooms, which will allow the Hotel Project to be able to generate more revenue from food and beverages from the usage of banquet rooms. In addition, even though the development of Single-loaded Corridor concept will reduce the numbers of rooms (from 330 rooms to 259 rooms), the adjustment of the investment value will allow the Hotel Project to raise the average daily rate from THB 6,608.00 per room per night based on the 2017 Approved Transactions limit to THB 9,981.99 per room per night based on the current investment value, which equals to an increase of THB 3,373.99 per room per night.

3. In addition to VMS receiving additional income from changing the investment value of the Project HRR, since the service is billed based on income and operating profit, the Company will also receive higher income from hotel management, higher marketing income and increased brand royalty revenue from VMS as well.
4. Increase of the investment value in the Residential Project enhances the attractiveness of the project as follows:
 - (1) Classification of the Residential Project into 2 projects namely Dusit Parkside and Dusit Residences, and development of specific common areas for each project will enhance the interest in the Residential Projects as follows:
 - Market segmentation which allows projects to develop styles of each project to be more comprehensively in line with luxury and super luxury customer groups.
 - The room space and selling price per unit of Dusit Parkside is reduced to make it easier for buyers to borrow to buy a unit of the project. This is in line with the Bank of Thailand's LTV ratio ceiling.
 - (2) Development of Dusit Residences in the single-loaded corridor model gives the project distinctive features such as:
 - Making each of the units more spacious and giving all the units the same view of Lumpini Park.
 - More privacy for the residents from the fact that there are fewer rooms on the same floor and the distance of the building from other projects is increased due to the less width of the building structure.

The improvement of the aforementioned project model adds to the attractiveness of the Residential Project to high-end customers, which in 2020, is the customer group less affected by the economic recession from the COVID-19 pandemic than other customers.

5. Based on the net present value appraisal from the investment in the Project HRR above, the IFA is of the view that **investing in the Project HRR and increasing the investment value in the Project HRR is appropriate because it has a positive net present value of cash flows** which is equivalent to THB 2,204.85 – 2,890.07 million, which is higher than net present value appraised in the IFA report that was prepared by Silom Advisory Company Limited dated 5 April 2017 based on the 2017 Approved Transaction which was equal to THB 536.02 – 700.18 million.
6. From the net present value appraisal from the investment in the Project Retail above, the IFA is of the view that Investing in the project and increasing its investment is **appropriate because it has a positive net present value of cash flows** which is equivalent to THB 96.74 – 120.03 million, which is higher than net present value appraised in the IFA report that was prepared by Silom Advisory Company Limited dated 5 April 2017 based on the 2017 Approved Transaction which was equal to THB 79.57 – 89.52 million.

Disadvantage and risks associated with entering into the transaction

1. An increase in the investment value of Project HRR and Project Retail would cause VMS and SLP to need to borrow more from financial institutions, which the increase in investment value of Project HRR and Project Retail can be summarized per below:

Project HRR

VMS will have more obligation from financial institutions based on the 2017 projection from THB 2,500.00 million and to become THB 5,500.00 million based on the limit given from the financial

institutions that the Company receives in the present, which calculates to an increase of THB 3,000.00 million.

Project Retail

SLP will have more obligation from financial institutions from THB 5,300.00 million as its source of funding based on the projection of 2017 to be THB 5,450.00 million based on the assumptions that the IFA receives, which calculates to an increase of THB 150.00 million.

2. It is expected that, by increasing the investment value, the Company would benefit more from Project HRR and Project Retail as they will receive higher revenue from hotel room rates, sale of residential units. However, due to the uncertain economic conditions in the future, such as lower consumption and supply, delays in the recovery of international tourism and the new wave of COVID-19 outbreak, which may last for a long period affecting the operation of Project HRR and Project Retail, etc., the Company has a higher risk in the event that the Project HRR and Project Retail will not receive higher income from raising the investment value as expected.

Advantages of not entering into the transaction

1. If the Company's shareholders do not approve the increase in the investment value in the Project HRR and Project Retail this time, VMS and SLP will not need to use the additional loans from financial institutions worth THB 3,000.00 million and THB 150.00 million respectively, to be used as source of fund to develop the projects, which makes VMS and SLP to not have more financial costs that will arise from the new obligations.
2. If the Company does not increase the investment value in the Project HRR and Project Retail this time, the Company will be able to reduce the risk that the Project HRR and Project Retail will not benefit from the increase in the said investment value arising from uncertain future economic conditions such as reduced consumption, the speed of recovery in international tourism and the outbreak of deadly disease in the future.

Disadvantages of not entering into the transaction

1. If the Company's shareholders do not approve such transaction, VMS will need to re-conduct a new feasibility study in order to develop the Project HRR under the same investment value as approved in 2017 AGM based on the preliminary design of the Project HRR, which cannot be used directly to develop and construct, which leads to a delay in the Project HRR.

The delay of the opening of the Project HRR of VMS, will cause VMS to lose the opportunity to record the revenue from the rental contract that has a specific period. Moreover, there is a risk that the Company will need to pay fine to CPB as VMS could not construct and operate the project within 1 July 2024 (without getting an approval letter from CPB) at the rate of THB 1.00 million until reaching THB 900.00 million based on the rental agreement with CPB dated 22 December 2016.

The Land Sublease Agreement between the Company and VMS dated 27 June 2017, states that VMS has to pay fine to the Company in the case that VMS could not construct and operate the project within 1 July 2024 (without getting an approval letter from the Company) at the rate of THB 0.65 million until reaching THB 581.25 million.

Hence, the penalty fee, in the case that the construction and operation cannot be commenced in the defined period (if any), that the Company needs to pay CPB for THB 900.00 million, partially, the Company will have a source of funds from the penalty fee receives from VMS of THB 581.25 million,

the remaining of the penalty fee of THB 318.75, the Company will take full responsibility. However, The Company has a target equity ratio in VMS of 60.00 percent of VMS's total shares.

2. The Company would lose the opportunity to benefit from the increase in the investment value of the Project HRR and Project Retail

- (1) The opportunity to exploit the potential of a very special and limited project location whereby the increasing investment value enables the hotel room rates, sale price of the residential units and the rental price of the shopping center area can be set at a higher level.
- (2) The opportunity to increase the competitiveness of VMS and SLP under changing industry conditions to be able to effectively compete with mixed-use real estate projects, including nearby Hotel Projects, Residential and other shopping centers.
- (3) The opportunity for VMS to recognize revenue from the increased unit sales price of the Residential Projects which, in January 2021, the project has achieved 20 percent sales of the total condominium space which equals to 76 units.

In consideration of the appropriateness of the current investment value, the IFA has calculated the net present value that the Company will receive and spend on the investments in VMS and SLP, from the incorporation date of VMS and SLP, which was on 23 August 2016 until 30 June 2084, which is the maturity date of the lease agreements equivalent to 67 years 10 months under financial assumptions of the current project in Appendix 1 of this report. However, the IFA is unable to conduct the projection based on the original investment value per 2017 Approved Transaction as:

3. The original investment value feasibility study and preliminary design were, although, a general step for developing any project and a process prior to the recruiting of designers, developing interior designs, engineering plan and construction plan, as well as construction costing plan. The information from such feasibility study and preliminary design are not sufficient for the actual construction, the feasibility of the project and the projection in detail at present, and;
4. The current situation differs from the situation in 2017, such as, (1) the higher competition in the property sector, particularly other mixed-use projects nearby the Project DCP which are in process of construction and will be incorporated in the future and (2) obstacle from the demolition of the original Dusit Thani Hotel, which caused a delay in the construction period. This leads the Company to develop and change new strategy in developing the Project DCP to be aligned with the current situation, and such changes, have direct impact on the project model, construction cost, construction period, investments and financial assumptions of the Project in preparing the projection.

Hence, after considering the advantages, disadvantages and risks that the Company would face by entering into the Transaction, including the fairness of the investment value of such Transaction, the IFA views that the adjustment of the details and the increase in investment value of the Project DCP is **appropriate**, thus the shareholders should **approve** the Transaction.

The decision to vote to approve the transaction is at the discretion of the shareholders. However, the shareholders shall carefully study the information and considered the advantages, disadvantages and relates risks and limitations, as well as the opinions relating to each aspect of the transaction as per the appended documents to the Invitation to the Shareholders' Meeting with prudence and care before voting to approve such transaction appropriately.

Jay Capital Advisory Limited, as the IFA of the Company, hereby certifies that it has studied, analyzed the above information and prudently performed its duties in accordance with the professional standards. The opinion rendered is based on an objective and unbiased analysis of the information by considering the interest of the Company minority shareholders.

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The opinion regarding entering into the transaction provided above is based on the documents received and/or from interviews with DTC's management, publicly available information as well as any other relevant information. The IFA assumes that above information is true and correct. Therefore, should such information be incorrect and /or untrue and/or there are any substantial changes in the future, the opinion of the IFA on this transaction may affected accordingly. For these reasons, the IFA is thus unable to guarantee the impact from such factors to the Company and its shareholders in the future. Moreover, this opinion of the IFA is for the sole purpose of providing opinion to DTC's shareholders in connection with the entering into the transaction as detailed above. The opinion of the IFA provided in this regard is not to certify success of the transaction or the potential impact to DTC.

Yours Sincerely,

-Ms. Jirayong Anuman-Rajadhon-

(Ms. Jirayong Anuman-Rajadhon)
Managing Director and Supervisor
Jay Capital Advisory Limited, the Independent Financial Advisor

Appendix 1 Details of Financial Assumptions

1. Financial assumptions of VMS

As the Company jointly invested with CPN to develop the Project HRR through VMS which consists of 3 sub-projects namely (1) a Hotel Project (2) a Residential Project and (3) a Shopping Center Bare Shell Project, in forming VMS's estimates, the following important financial assumptions are made:

1.1. Hotel Project assumptions

When preparing financial estimates, the IFA considers the assumptions regarding the Residential Project under the overall assumptions of the project as follows:

Assumptions of the overall Hotel Project

Assumption	Description	Reference
Projection period	23 August 2016 (the date VMS was established) - 30 June 2084 (Expiry date of the lease)	Company data
Expected operation start date	1 November 2023 - 30 June 2084	

The Hotel Project consists of 3 types of businesses: (1) hotel room business (2) food and beverage distribution business of restaurant, banquet and meeting rooms and (3) spa business. The income assumptions, costs, expenses and other important assumptions of the Hotel Project of VMS, details of which are as follows:

1.1.1. Assumptions of income, cost and expenses of the hotel rooms business

Summary of the operating assumption of the Hotel Project

Assumption	Description		Reference
Income assumption			
Number of rooms	Comprising		
	Type of Rooms	Number of Rooms	
	Deluxe		
	Deluxe Corner		
	Suite B		
	Corner Suite A		
	Presidential Suite		
	State Suite		
Average Daily Rate (ADR)	Comprising		
	Year	Value	
	ADR		
	2023 (base year)	THB 9,981.99 /room/night	
	ADR Growth		
	2024 - 2025	Growth of 4.00 - 5.00% per year of the previous year's ADR	
	2026 onward	Growth of 3.00% per year of the previous year's ADR	
	Year of expected renovation	No growth	

Assumption	Description	Reference												
	<p>The IFA considered that market data that was given by the Company and relevant information from market researchers and found that they are reliable. The assumptions are that once the economic situation returns to normal state, there will be no effect from COVID-19 outbreak, starting from the business operation date. The IFA views that the above ADR estimate is reasonable because:</p> <ul style="list-style-type: none"> - ADR estimates are based on 5-star or more comparable hotels located in Bangkok, using 2018 as the base year since it is the year that the Company conducted a feasibility study of the project and the tourism situation has not been affected by the COVID-19 outbreak. - ADR Growth is divided into: <ul style="list-style-type: none"> - 2023 - 2025: based on the information of the Company's hotel operation during the first 3 years of service since opening which is in line with the growth of general ADR rates of new hotels. - From 2026 onward: based on data of comparable hotels with a 5-star rating and above, the historical average from 2011 - 2019, including the expected adjustment of Company strategy for targeting tourists with more purchasing power. This will enhance the hotel's ability to receive higher ADRs. 	provided by the market researcher dated 11 August 2016, 22 August 2016, Q2 2020 and Q1 2021												
Occupancy rate	<p>Comprising</p> <table border="1"> <thead> <tr> <th>Year</th><th>Occupancy rate (%)</th></tr> </thead> <tbody> <tr> <td>2023</td><td>51.00%</td></tr> <tr> <td>2024</td><td>67.00%</td></tr> <tr> <td>2025</td><td>72.00%</td></tr> <tr> <td>2026 - 2084</td><td>76.00%</td></tr> <tr> <td>Year of expected renovation</td><td>70.00%</td></tr> </tbody> </table> <p>The IFA considered that market data that was given by the Company and relevant information from market researchers and found that they are reliable. The assumptions are that once the economic situation returns to normal state, there will be no effect from COVID-19 outbreak, starting from the business operation date. The IFA views that the above occupancy rate estimates are appropriate due to:</p> <ul style="list-style-type: none"> - 2023-2025: This is the beginning of the hotel opening, with occupancy expected to grow from 51.00% to 72.00% over three years, comparable to that of new hotels of the Company in the past. - The occupancy rate from 2026 onwards is comparable to the average occupancy data for five-star hotels and above, dating back to the average from 2011 to 2019. 	Year	Occupancy rate (%)	2023	51.00%	2024	67.00%	2025	72.00%	2026 - 2084	76.00%	Year of expected renovation	70.00%	
Year	Occupancy rate (%)													
2023	51.00%													
2024	67.00%													
2025	72.00%													
2026 - 2084	76.00%													
Year of expected renovation	70.00%													
Hotel rooms cost assumptions														
Costs related to hotel rooms	<p>Comprising</p> <ul style="list-style-type: none"> - Employee Cost: is a fixed cost estimate based on the number of employees that are actually expected to be used since the launch of project operation. 	Information from management interviews, taking into												

Assumption	Description		Reference
	Year	Percentage of room income (%)	
	2023	18.53	
	2024 – 2025	8.59	
	2026 (base year)	8.15	
	Growth Rate		
	2027 - 2084	Growth of 3.00% per year of the previous year's cost	
	<ul style="list-style-type: none"> - Other expenses mainly consist of outsourcing expenses such as cleaning services, gardeners and laundry services which is equal to 15.00% - 16.00% of room revenue throughout the hotel operation period. <p>The IFA views that the above cost estimate is reasonable. This is because it is an estimate based on the number of personnel necessary to operate VMS's said business in line with internal information of the Dusit Hotels Group.</p>		

1.1.2. Revenue, Cost and Expenses Assumptions of Food and Beverage Sales of Dining Rooms, Banquet and Meeting Rooms

Summary of assumptions related to food and beverage sales of dining rooms, banquet and conference rooms

Assumptions	Description	Reference										
Income assumptions												
Number of dining, banquet and meeting rooms	Comprising <table border="1"> <thead> <tr> <th>Type</th> <th>Number of Rooms</th> </tr> </thead> <tbody> <tr> <td>Dining Rooms</td> <td>8</td> </tr> <tr> <td>Banquet and conference rooms</td> <td>6</td> </tr> </tbody> </table>	Type	Number of Rooms	Dining Rooms	8	Banquet and conference rooms	6	Company data				
Type	Number of Rooms											
Dining Rooms	8											
Banquet and conference rooms	6											
Income from sales of food and beverages in the dining rooms	<p>Estimated as a percentage of room income which is divided into 2 phases, namely (1) the first 3 operating periods, when occupancy is in a period of growth and (2) Year 4 onwards, when occupancy estimates are stable, with details as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Percentage of room income</th> </tr> </thead> <tbody> <tr> <td>2023</td> <td>76.53%</td> </tr> <tr> <td>2024</td> <td>61.16%</td> </tr> <tr> <td>2025</td> <td>57.87%</td> </tr> <tr> <td>2026 - 2084</td> <td>55.54% – 66.00%</td> </tr> </tbody> </table> <p>From management interviews and considering the Company's projections, the IFA is of the opinion that the estimate is reasonable because:</p> <ul style="list-style-type: none"> - The number of dining guests is estimated based on the number of people staying and classified by meals for which each restaurant will be open, i.e. for breakfast, lunch, dinner, based on information of Dusit hotels in the years 2017 - 2019. - Average food and beverage income per customer is approximately THB 500 - 1,500 per person depending on the type of restaurant, based on data from restaurants in 	Year	Percentage of room income	2023	76.53%	2024	61.16%	2025	57.87%	2026 - 2084	55.54% – 66.00%	Information from management interviews, taking into consideration past data and projections of the Company and the IFA
Year	Percentage of room income											
2023	76.53%											
2024	61.16%											
2025	57.87%											
2026 - 2084	55.54% – 66.00%											

Assumptions	Description	Reference									
	the Dusit group dating back to 2017 - 2019 for consideration.										
Income from sales of food and beverages in the banquet and conference rooms											
Comprising <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Year</th> <th>Percentage of room income</th> </tr> </thead> <tbody> <tr> <td>2023</td> <td>78.97%</td> </tr> <tr> <td>2024</td> <td>69.38%</td> </tr> <tr> <td>2025</td> <td>67.21%</td> </tr> <tr> <td>2026 - 2084</td> <td>61.70% – 78.16%</td> </tr> </tbody> </table>		Year	Percentage of room income	2023	78.97%	2024	69.38%	2025	67.21%	2026 - 2084	61.70% – 78.16%
Year	Percentage of room income										
2023	78.97%										
2024	69.38%										
2025	67.21%										
2026 - 2084	61.70% – 78.16%										
From management interviews and consideration of the Company's projection, the IFA is of the opinion that such estimates are reasonable. This is because the revenue from banquet and conference rooms is mainly from external parties such as weddings, etc. and seminars of external parties and group guests. This is in line with the information from the events and seminars of Dusit hotels dating back to 2017 - 2019.											
Cost and expense assumptions											
Food and beverage costs	Equivalent to 33.00% of income from sales of food and beverages From management interviews and consideration of the Company's projection, the IFA is of the opinion that such estimates are reasonable because it is in line with the food and beverage sales information of Dusit hotels dating back to 2017 - 2019.	Information from management interviews, taking into consideration past data and projections of the Company and the IFA									
Service costs of dining rooms, banquet and meeting rooms	Comprising <ul style="list-style-type: none"> - Employee expenses: These are fixed expenses based on the number of employees expected to be used from the opening of the service, showing the estimates under the above assumptions on food and beverage revenues as follows <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Year</th> <th>Percentage of income from food and beverage sales</th> </tr> </thead> <tbody> <tr> <td>2023</td> <td>16.00%</td> </tr> <tr> <td>2024</td> <td>10.60%</td> </tr> <tr> <td>2025</td> <td>10.65%</td> </tr> <tr> <td>2026 - 2084</td> <td>10.73% – 13.00%</td> </tr> </tbody> </table> - Other expenses mainly consist of outsource expenses such as waiters, baristas and bartenders, which is equal to 16.00% of food and beverage income. The IFA views that such estimates are reasonable because it is based on the number of personnel necessary to operate VMS's said business in line with internal information of the Dusit Hotels Group.		Year	Percentage of income from food and beverage sales	2023	16.00%	2024	10.60%	2025	10.65%	2026 - 2084
Year	Percentage of income from food and beverage sales										
2023	16.00%										
2024	10.60%										
2025	10.65%										
2026 - 2084	10.73% – 13.00%										

1.1.3. Revenue, cost and expense assumptions of the spa business and other services

Summary of assumptions related to spa business and other services

Assumption	Description	Reference										
Income assumptions												
Income from spa business	<p>Estimated as a percentage of room income which is divided into 2 phases, namely (1) the first 3 operating periods when occupancy is in a period of growth and (2) Year 4 onwards, when occupancy estimates are stable, with details as follows:</p> <table border="1"> <thead> <tr> <th>Year</th><th>Percentage of room income</th></tr> </thead> <tbody> <tr> <td>2023</td><td>6.52%</td></tr> <tr> <td>2024</td><td>5.13%</td></tr> <tr> <td>2025</td><td>4.84%</td></tr> <tr> <td>2026 - 2084</td><td>4.64%</td></tr> </tbody> </table> <p>From management interviews and consideration of the Company's projection, the IFA has the opinion that such estimates are reasonable since it is an estimate of service users and revenue per customer based on Devarana Spa data from 2015-2018, which is comparable to the spa business of the Project HRR expected to open in future.</p>	Year	Percentage of room income	2023	6.52%	2024	5.13%	2025	4.84%	2026 - 2084	4.64%	Information from management interviews, taking into consideration past data and projections of the Company
Year	Percentage of room income											
2023	6.52%											
2024	5.13%											
2025	4.84%											
2026 - 2084	4.64%											
Income from other services	<p>Equal to 4.00 percent of room income and consists of laundry income, telephone service and commission from the sale of tours, etc.</p> <p>From management interviews and consideration of the Company's projection, the IFA has the opinion that such estimates are reasonable because it is consistent with the data of Dusit hotels dating back to 2017 - 2019.</p>											
Cost and expense assumptions												
Expenses of spa business	<p>50.00% of income from spa business</p> <p>From management interviews and consideration of the Company's projection, the IFA has the opinion that such estimates are reasonable since it is consistent with the past performance of Devarana Spa in 2015-2018.</p>	Information from management interviews, taking into consideration past data and projections of the Company										
Expenses of other services	<p>50.00% of other income</p> <p>From management interviews and consideration of the Company's projection, the IFA has the opinion that such estimates are reasonable because it is consistent with the data of Dusit hotels dating back to 2017 - 2019.</p>	Information from management interviews, taking into consideration past data and projections of the Company										

1.1.4. Other cost assumptions

Summary of other cost assumptions

Assumption	Description		Reference														
Administrative expenses	Comprising <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Year</th> <th>Percentage of total income</th> </tr> </thead> <tbody> <tr> <td>2023</td> <td>7.75</td> </tr> <tr> <td>2024</td> <td>6.20</td> </tr> <tr> <td>2025</td> <td>5.91</td> </tr> <tr> <td>2026 (base year)</td> <td>5.74</td> </tr> <tr> <td colspan="2">Growth Rate</td></tr> <tr> <td>2027 - 2084</td> <td>Growth of 3.00% per year of the previous year's expenses</td> </tr> </tbody> </table>		Year	Percentage of total income	2023	7.75	2024	6.20	2025	5.91	2026 (base year)	5.74	Growth Rate		2027 - 2084	Growth of 3.00% per year of the previous year's expenses	Information from management interviews and internal information of Dusit.
Year	Percentage of total income																
2023	7.75																
2024	6.20																
2025	5.91																
2026 (base year)	5.74																
Growth Rate																	
2027 - 2084	Growth of 3.00% per year of the previous year's expenses																
	The IFA is of the opinion that the above cost estimate is reasonable because it is an estimate based on the number of personnel necessary to manage the operations of VMS in line with internal information of the Dusit Hotels Group.																
Marketing expenses	These comprise public relations and overall marketing costs of the Mixed-Use Project through various media such as marketing to promote hotel and Residential Projects, etc., marketed by VMS management and outsourcing, details of which are as follows: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Year</th> <th>Percentage of total income</th> </tr> </thead> <tbody> <tr> <td>2023 - 2026</td> <td>8.00%</td> </tr> <tr> <td>2027 - 2084</td> <td>5.00%</td> </tr> </tbody> </table> From management interviews and consideration of the Company's projection, the Independent Financial views that the above estimate is reasonable because it is consistent with the data of Dusit hotels dating back from 2017 - 2019.		Year	Percentage of total income	2023 - 2026	8.00%	2027 - 2084	5.00%	Information from management interviews, taking into consideration past data and projections of the Company and the IFA								
Year	Percentage of total income																
2023 - 2026	8.00%																
2027 - 2084	5.00%																
POMEC (Property Operations Maintenance and Energy Costs)	Consist of maintenance and various utility costs, equal to 10.00 – 11.00 percent of total income. From management interviews and consideration of the Company's projection, the IFA is of the opinion that the above estimates are reasonable because they are consistent with the aforementioned expenses of Dusit hotels in the past from 2017 – 2019.																
Marketing management fees and brand royalty fee	Estimated in accordance with the agreement between the Company and VMS as part of the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), consisting of: (1) Base Management Fee (2) Incentive Management Fee (3) Marketing Contribution Fee which is an expense paid to the DTC as the hotel manager for use in public relations and marketing of the Dusit Thani brand through various media. (4) Royalty Fee In addition, management fees, marketing and branding fees are also considered as the cash flow received from investing		Based on the conditions of the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017).														

Assumption	Description	Reference															
	<p>in VMS as it is income that the Company receives directly from VMS.</p>																
Land rental	<p>Comprising</p> <p>(1) VMS will pay the land sublease fee to the Company under the Land Sublease Agreement between the Company and VMS dated 27 June 2017.</p> <p>(2) The Company will pay the land rental to the Crown Property Bureau according to the land lease agreement between the CBD and the Company, dated 22 December 2016.</p> <p>Details of the estimated land rental payment of VMS and the Company are as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Land rental fee paid by VMS to the Company</th> <th>Land rental fee paid by VMS to CPB</th> </tr> </thead> <tbody> <tr> <td>2017 (Actual)</td> <td>1,361.65</td> <td>947.32</td> </tr> <tr> <td>2018-2023</td> <td>-</td> <td>-</td> </tr> <tr> <td>2024</td> <td>234.46</td> <td>234.46</td> </tr> <tr> <td>2025</td> <td>3,782.16</td> <td>3,782.16</td> </tr> </tbody> </table> <p>In 2025, the rent that the Company will pay to CPB is THB 3,782.16 million. Considering the source of funds together with the information received from the Company, the opinion is that the primary source of funds to pay the rent will come from VMS operations, with the option to pay the amount under the terms of the land lease agreement between CPB and the Company dated 22 December 2016 above.</p>	Year	Land rental fee paid by VMS to the Company	Land rental fee paid by VMS to CPB	2017 (Actual)	1,361.65	947.32	2018-2023	-	-	2024	234.46	234.46	2025	3,782.16	3,782.16	<ul style="list-style-type: none"> - Land Sublease Agreement between the Company and VMS - Land Lease Agreement between the CBD and the Company - Information from management interviews, taking into consideration past data and projections of the Company and the IFA
Year	Land rental fee paid by VMS to the Company	Land rental fee paid by VMS to CPB															
2017 (Actual)	1,361.65	947.32															
2018-2023	-	-															
2024	234.46	234.46															
2025	3,782.16	3,782.16															

1.1.5. Other key assumptions

Assumption	Description	Reference								
Working Capital for Hotel Business	<p>Comprising</p> <ul style="list-style-type: none"> - Average receivable period for room payment and other service charges from guest is 5 days. - Average inventory turnover period is 30 days. - Average payable period is 30 days. 	Past information of the Company during 2017 - 2020 and from interviews with management.								
Capital expenditure (CAPEX)	<p>Comprising</p> <p>(1) Normal CAPEX is investment in the purchase of furniture and in-room equipment with the following estimates:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Percentage of total income</th> </tr> </thead> <tbody> <tr> <td>2023</td> <td>1.00%</td> </tr> <tr> <td>2024</td> <td>2.00%</td> </tr> <tr> <td>2025 onward</td> <td>3.00%</td> </tr> </tbody> </table>	Year	Percentage of total income	2023	1.00%	2024	2.00%	2025 onward	3.00%	Information from management interviews, taking into consideration past data and projections of the Company and the IFA
Year	Percentage of total income									
2023	1.00%									
2024	2.00%									
2025 onward	3.00%									

Assumption	Description		Reference
	First year after a major renovation of the project	1.00%	
	2 nd year after a major renovation of the project	2.00%	
(2) It is estimated that VMS has an investment of 3.00% of total income for the past 10 years and invests in major renovations every 10 years from the year of operation, namely having major renovation in 2032, 2042, 2052, 2062 and 2072.			
<p>From management interviews and considering the Company's projection, the IFA views that such estimates are reasonable. This is because it is consistent with the previous data on the percentage of investment to income of the Dusit hotels in the year 2016 - 2018, including investment value in line with general practice of the hotel business.</p> <p>In addition, for the management of funding sources for each major renovation investment, the IFA assumes that VMS has borrowed from a financial institution to finance such project improvements. The interest rate assumption is the same as the current Project HRR development loan proposal and has a 5-year loan repayment period without any reserves, which the IFA assumes based on the capital management policies based on the management interview.</p>			

1.2. Assumptions related to the Residential Project

In preparing the financial estimate, the IFA considers the assumptions related to the Residential Project under the overall assumptions of the project as follows:

Assumptions of the overall Residential Project

Assumption	Description	Reference
Projection period	23 August 2016 (date of establishment of VMS) - 30 June 2084 (expiry date of the land lease agreement with CPB)	Company data
Number of units	406 units	
Area for sale (sq. m.)	Dusit Parkside : 20,054 sq.m. Dusit Residences : 30,489 sq.m. Total 50,543 square meters	
Start of project booking date	1 September 2020	
Estimated delivery of leasehold rights of condominium units	1 June 2025 – 31 December 2025	

In this regard, the assumptions of income, costs, expenses and other important assumptions of VMS's Residential Project, are as follows:

Summary of the operating assumptions of the Residential Project

Assumption	Description	Reference																
Income assumptions																		
Number of units	Comprising <table border="1"> <thead> <tr> <th>Type</th><th>Number of units</th></tr> </thead> <tbody> <tr> <td>Dusit Parkside Condominium Project</td><td>246 units</td></tr> <tr> <td>Dusit Residences Condominium Project</td><td>160 units</td></tr> <tr> <td>Total</td><td>406 units</td></tr> </tbody> </table>	Type	Number of units	Dusit Parkside Condominium Project	246 units	Dusit Residences Condominium Project	160 units	Total	406 units	Company data								
Type	Number of units																	
Dusit Parkside Condominium Project	246 units																	
Dusit Residences Condominium Project	160 units																	
Total	406 units																	
Absorption rate	Comprising <table border="1"> <thead> <tr> <th>Year</th><th>Proportion of reserved units (percent)</th></tr> </thead> <tbody> <tr> <td>Since Sep. 2020</td><td>20.00%^{/1}</td></tr> <tr> <td>2021</td><td>25.00%</td></tr> <tr> <td>2022</td><td>20.00%</td></tr> <tr> <td>2023</td><td>15.00%</td></tr> <tr> <td>2024</td><td>10.00%</td></tr> <tr> <td>2025</td><td>7.00%</td></tr> <tr> <td>2026</td><td>3.00%</td></tr> </tbody> </table> <p>Note /1 Based on the information received from the Company as of 18 January 2021, the number of apartments that have been booked in 2020 is equal to 20.00 percent of the total area or 76 units.</p> <p>The IFA is of the opinion that the above estimate of booking rates is appropriate because during the years 2016 - 2019, the Company hired a market researcher with expertise in real estate to conduct research on the condominium market and give advice on sizing and the selling price of the condominium units that are expected to meet the market demand, including projection of the condominium booking rate. Estimates of the reservation rates of such apartments have been continuously updated to reflect the current situation.</p> <p>According to data as of 18 January 2021, the total area of the project already reserved is 20.00% of the total area, or 76 units out of 406 units.</p>	Year	Proportion of reserved units (percent)	Since Sep. 2020	20.00% ^{/1}	2021	25.00%	2022	20.00%	2023	15.00%	2024	10.00%	2025	7.00%	2026	3.00%	Information from management interviews and updated by the IFA using relevant information provided by the market researcher dated 11 August 2016, 22 August 2016, Q2 2020, and Q1 2021
Year	Proportion of reserved units (percent)																	
Since Sep. 2020	20.00% ^{/1}																	
2021	25.00%																	
2022	20.00%																	
2023	15.00%																	
2024	10.00%																	
2025	7.00%																	
2026	3.00%																	
Selling price	Approximately THB 340,000.00 per square meter, calculated from the weighted average price for Dusit Residences and Dusit Parkside projects.																	
	The IFA is of the opinion that the above estimate of the booking rate is appropriate because during the years 2016 - 2019, the Company hired a market researcher who is specialized in real estate business to conduct market research of the condominium market and give advice on sizing and the selling price of condominium units that are expected to meet the market demand.																	

Assumption	Description	Reference
Revenue from the common area fee	<p>Equal to THB 150.00 per square meter per month which is a common care fee and various facilities, with a growth rate of 1.00 percent per year.</p> <p>According to management interviews, the central fee is calculated on a basis of sales price based on expected operating costs plus the appropriate cost plus margin.</p>	Information from management interviews taking into account relevant information provided by the market researcher dated 22 August 2016
Cost assumptions		
Central service cost	Estimated as equal to 95.00% of the revenues from central services throughout the projection period based on information from real estate development consultants of VMS's Residential Project.	Information from the real estate development consultants for VMS Residential Project.
Commission fee for sale of condominium units	<p>Representing 1.74 percent of the value of the units sold by averaging the cost of the company's sales staff and outsourced sales team.</p> <p>From management interviews and considering the Company's projection, the IFA views that the estimate is appropriate due to the use of the Company's sales staff who can take care of customers continuously in conjunction with the sales team of an external agency that has a wide network both at home and abroad, which is appropriate and is a normal operation of the condominium sales business.</p>	Information from management interviews and projections of the Company and the IFA
Brand royalty fee	<p>This is a brand royalty fee charged by the Company from VMS based on the terms of the agreement between the Company and VMS, which is part of the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017).</p> <p>Such brand royalty fee is comparable with other projects under hotels of Dusit brand.</p>	Based on the conditions in the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017).

1.3. Assumptions of the Shopping Center Bare Shell Project

In preparing the financial estimate, the IFA considers the assumptions related to the Shopping Center Bare Shell Project under the overall assumptions of the project as follows:

Overall assumptions of the Shopping Center Bare Shell Project

Assumption	Description	Reference
Projection period	23 August 2016 (date of establishment of VMS) - 30 June 2084 (expiry date of the Land Lease Agreement with CPB)	Company data

In this regard, important operational and other assumptions related to the Shopping Center Bare Shell Project can be summarized as follows:

Summary of operational assumptions of the Shopping Center Bare Shell Project

Assumption	Description	Reference
Income assumptions		
Rental income of the Shopping Center Bare Shell Project	<p>VMS will receive rental from SLP for subleasing the shopping center bare shell in installments as agreed in the building lease agreement between VMS and SLP with a lease period of 60 years and 9 months ^{/1} starting from 1 October 2023, with the total leasehold value equal to THB 6,500.00 million.</p> <p>The lease of the said shopping center bare shell will be within the framework as 2017 Approved Transactions and the lease details are in accordance with the Bare Shell Lease Agreement dated 30 June 2020 including the expected amendment in September 2023.</p> <p>Nonetheless, the IFA has not considered the parking services as VMS does not have any associated contract regarding the parking lot income.</p> <p><i>Note ^{/1}: Lease period of 60 years 9 months is considered a period that does not constitute a breach of the terms of the lease between CPB and the Company dated 22 December 2016 (amendment version regarding lease right transfer to OJV dated 23 June 2017)</i></p>	The Bare Shell Lease Agreement dated 30 June 2020

1.4. Assumptions regarding VMS's statement of financial position

In preparing the financial estimate, the assumptions for VMS's statement of financial position can be summarized as follows:

Summary of assumptions regarding VMS's statement of financial position

Assumption	Description	Reference
Cost of property development projects for sale	<p>The cost of property development for sale is the cost of a condominium project in a Residential Project that has not yet delivered the leasehold right to the customer and cost of shopping center building structure that has not yet been handed over to the SLP.</p> <p>The cost of such projects will increase in line with investment in the Residential Project and the Shopping Center Bare Shell Project, and will decrease as the leasehold rights of the condominium and the leasehold rights of the shopping center building are delivered to the customer and to SLP, respectively.</p> <p>The lease of the said shopping center will be within the framework as approved at the 2017 shareholders' meeting and the details</p>	Information from management interviews, projections of the Company and accounting standards.

Assumption	Description	Reference								
	thereof are in accordance with the Bare Shell Lease Agreement dated 30 June 2020.									
Land, buildings and equipment	<p>Land, buildings and equipment of VMS consist of:</p> <p>(1) Assets of the Hotel Project which will be depreciated in a straight line until the end of the rental period with the Company, except for short-life assets such as furniture and in-room appliances, as well as investment in Hotel Project improvements each year, etc.</p> <p>(2) Sales office for the Residential Project which will be depreciated for a period of 3 years.</p> <p>The buildings and other equipment of the Residential Project and the shopping center bare shell project are not considered land, building and equipment because they are assets that are developed for lease to the residential customers and SLP respectively.</p>	Information from management interviews, projections of the Company and accounting standards.								
Upfront cost	<p>VMS will pay the land rental fee of the Project HRR to the Company in 2025 as detailed in 1.1.4 Other expense assumptions of this Appendix. Based on management interviews, the accounting standards in VMS financial statements can be classified as follows:</p> <p>(1) Hotel Project: The rental is recorded as an advance expense and will be amortized to the land lease annually as VMS will conduct business in the Hotel Project throughout the lease period and there is no transfer of such leasehold right to others.</p> <p>(2) Residential and Shopping Center Bare Shell Projects: VMS will record rental as total rental costs in 2025 as VMS will deliver leasehold rights to Residential Project customers and SLP. VMS expects to begin delivering the full leasehold of condominiums to clients and rent out the shopping center structure to SLP within the year 2025.</p>	Information from management interviews, projections of the Company and accounting standards.								
Unearned Revenue	<p>VMS's unearned revenue consists of</p> <p>(1) Payment of reservation and installment fees from customers for the right to lease apartments of the Residential Project, with the following details:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Value (million Baht)</th> </tr> </thead> <tbody> <tr> <td>2020 - 2025</td> <td>184.53 - 3,564.82</td> </tr> </tbody> </table> <p>(2) Advance rental from the lease of the shopping center building bare shell from SLP.</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Value (million Baht)</th> </tr> </thead> <tbody> <tr> <td>2017 - 2024</td> <td>492.38 – 6,500.00</td> </tr> </tbody> </table> <p>VMS will record such advance income as the total revenue of VMS when VMS has handed over the leasehold right to the customer of the Residential Project, delivered the leasehold rights to the shopping center building and completed payment for the entire land lease to the Company.</p>	Year	Value (million Baht)	2020 - 2025	184.53 - 3,564.82	Year	Value (million Baht)	2017 - 2024	492.38 – 6,500.00	Information from management interviews, projections of the Company and accounting standards.
Year	Value (million Baht)									
2020 - 2025	184.53 - 3,564.82									
Year	Value (million Baht)									
2017 - 2024	492.38 – 6,500.00									

1.5. Other key assumptions of VMS

In preparing the financial estimate, other important assumptions for VMS can be summarized as follows.

Summary of other important assumptions for VMS

Assumption	Description	Reference
Establishment and disposition of VMS shares	<p>Based on the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017).</p> <p>VMS was established on 23August 2016 with a paid-up registered capital of THB 0.10 million, with the Company as the sole shareholder, and on 28 June 2017, the Company increased the registered capital of VMS to THB 1,100.00 million, and on the same day, the Company sold 35.00 percent of VMS's shares to CPN and expects to transfer the remaining 5.00 percent of the shares in 2022 in order to render the final shareholding proportion between the Company and CPN to be 60:40 in VMS as approved in 2017. Subsequently, in 2020, the Company and CPN have completed payment of the total value of VMS shares.</p> <p>In 2016 - 2019, VMS had paid-up capital equal to THB 0.10 million, THB 825.03 million, THB 880.02 million and THB 880.02 million, respectively, and in 2020, VMS has paid-up capital equal to THB 1,100.00 million, which is the total registered capital of VMS.</p>	VMS Joint Venture Agreement between the Company and CPN
Interest income	Equal to 0.25 percent per year, referring to the savings interest rate of 4 commercial banks, namely Bangkok Bank, Krung Thai Bank, Kasikorn Bank and Siam Commercial Bank according to the information of the Bank of Thailand as of 29 December 2020.	Bank of Thailand
Cash flows received and paid for renting to VMS and land lease from CPB	VMS is estimated to pay the land sublease to the Company under the Land Sublease Agreement between the Company and VMS dated 27 June 2017, and the Company pays land rental to CPB according to the Land Lease Agreement between CPB and the Company, dated 22 December 2016. Details of such payment are shown in 1.1.4 Other expense assumptions of the Hotel Project in this Appendix.	<ul style="list-style-type: none"> - Land Sublease Agreement between the Company and VMS - Land Lease Agreement between CPB and the Company - Information from management interviews, taking into consideration past data and projections of the Company and the IFA.

Assumption	Description	Reference
Debt to equity ratio	<p>According to the terms of the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), the maximum debt to equity (D / E) ratio of VMS is equal to not more than 1.5 times, whereby the said contract stipulates that:</p> <ul style="list-style-type: none"> - Debt (D) refers to interest-bearing debt - Equity (E) is calculated from 2 cases, namely <ul style="list-style-type: none"> - Case 1: From the date of signing the agreement until 2 July 2027, means the sum of the paid-up capital and the loans from the shareholders. - Case 2: After 2 July 2027, means the sum of shareholders' equity and loans from shareholders. <p>In which the calculation of shareholders' equity since the signing date of the contract until 2 July 2027, is the sum of registered and paid-up capital with loans from shareholders and does not include the retained earnings (loss) as it is still a development phase of the project, so the retained earnings (loss) are excluded.</p> <p>In this regard, the IFA uses the aforementioned requirements for estimating loans from financial institutions and shareholders' loans for investment of VMS.</p>	VMS Joint Venture Agreement between the Company and CPN
Project HRR investment	Not exceeding THB 26,300 million based on the investment plan of the Project HRR through VMS.	Information from management interviews, taking into consideration past data and projections of the Company and the IFA
Loans and financial cost	<p>Comprising</p> <ol style="list-style-type: none"> 1. Loans from a financial institution according to a loan proposal from a financial institution received by VMS, they are: <ol style="list-style-type: none"> 1.1. Long-term loan from financial institutions for use as a source of funds for the construction of VMS projects, the borrowing limit is not more than THB 5,500.00 million; the loan term is not more than 10 years, with the interest rate not exceeding MLR or equal to 5.25% (based on data from the Bank of Thailand as of 31 December 2020). 1.2. Short-term loans from financial institutions to be used as working capital of VMS with interest rate equal to MOR. 2. Loans from shareholders according to the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), with the interest rate not exceeding MLR - 1.00% or equal 	<ul style="list-style-type: none"> - A loan offer from a financial institution. - VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017) - Projections of the Company and the IFA

Assumption	Description	Reference
	<p>to 4.31% (based on data from the Bank of Thailand as of 31 December 2020).</p> <p>During the construction of the project, financial costs are capitalized as part of the assets in accordance with the relevant accounting standards and will be considered as the cash flow that the Company earns from investing in VMS as well.</p> <p>In addition, in the event that VMS obtain loans to finance the major renovation of the Hotel Project, the IFA estimates VMS to borrow from a financial institution on the same interest rate assumption as the borrowing offer from the financial institution above and having a 5-year loan repayment period.</p>	
Income tax expense	Equal to 20.00 percent according to Thailand's corporate income tax rate	Revenue Department
Capital reserve and dividend payment	<p>Based on the VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), the conditions for dividend payment according to VMS's target shareholding structure at 60.00 percent by the Company and 40.00 percent by CPN as follows:</p> <ol style="list-style-type: none"> (1) Allocate legal reserves (5 percent of net profit each year until the completion of 10 percent of the registered capital) (2) Reserve various funds for use in VMS business operations such as repair expenses and working capital, etc. (3) Repay all emergency loans from shareholders (4) Pay as much dividend as VMS can afford. <p>The IFA therefore considered the payment of dividends according to the terms of the above contract in order to provide VMS with sufficient cash reserves and continue to pay the excess cash to VMS shareholders.</p>	<ul style="list-style-type: none"> - VMS Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017) - Projections of the Company and the IFA

1.6. Discount rate assumption of VMS

The IFA uses the rate of return on equity (Ke) as a discount rate to calculate the present value of the cash flow, whereby Ke can be calculated from the Capital Asset Pricing Model (CAPM) equation with the details of the equation as follows:

$$Ke = R_f + \beta (R_m - R_f)$$

Whereas

- R_f = Risk-free interest rate which the IFA based on the yield of 35-year government bonds as of 31 December 2020, is at 2.22 percent per annum (Source: www.thaibma.or.th), which is the yield of long-life government bonds with regular issuance and trading, as well as covering the economic cycle
- β = The variance coefficient of VMS is calculated by the IFA, based on the Company's variance coefficient for the past 3 years, which is 0.712 (Source: Bloomberg) as it operates similar businesses to VMS and has the appropriate amount of information

which can be used to better reflect investment conditions and long-term investors' expectations than short-term information. Then, the IFA adjusted the impact of debt formation by taking out the Company's capital structure as appropriate. (Unlevered Beta = Levered Beta / (1+ (1-tax) x (D / E)_{Company})) will render the Unlevered Beta and then substitute the target capital structure as specified in the VMS Joint Venture Agreement at 1.50 times in the Leverage Beta equation = Unlevered Beta x (1+ (1-tax) x (D / E)_{VMS}, which gives the beta value of 0.433.

- Rm = Market rate of return whereby the IFA refers to the average change of the SET Index over the past 35 years from 1986 - 2020, which is equal to 13.29% (Source: www.set.or.th And the calculation of the IFA), which is the period that reflects the investment situation in various periods and is a better option than short-term information.

Details of the calculation of Ke are represented in the table below.

Calculation of the rate of return on equity (Ke)

Calculation factors	Assumptions used
Risk-free Rate (1)	2.225%
Risk Premium (Rm – Rf) (2)	11.075%
β (3)	0.4335
Cost of Equity or Ke (4) = (1) + [(3) x (2)]	7.02%

2. Financial assumptions of SLP

The Company jointly invested with CPN to develop a Project Retail through SLP to develop real estate in the shopping center category with the assumptions of the overall project as follows:

Assumptions of the overall Project Retail

Assumption	Description	Reference
Projection period	23 August 2016 (date of establishment of SLP) - 30 June 2084 (expiry date of the land lease agreement with CPB)	Company data and interviews with the management of the Company and CPN
The date on which the leasehold is delivered to SLP	27 April 2024	
Operation start date	1 July 2024 - 30 June 2084	

In this regard, important operational and other assumptions of the Project Retail can be summarized as follows:

2.1. Assumptions related to the operation of the Project Retail

In preparing the financial estimate, the IFA considered the assumptions related to the project under the overall assumptions of the project as follows:

Assumptions related to the operation of the Project Retail

Assumption	Description	Reference														
Income assumption																
Net Leasable Area (NLA)	Equals 42,886 square meters, consisting of : (1) Space for major tenants equals 19,751 square meters (2) Space for minor tenants equals 23,135 square meters	Company data														
Rental rate	Comprising <table border="1"> <thead> <tr> <th>Year</th> <th>Value</th> </tr> </thead> <tbody> <tr> <td colspan="2">Average rental rate</td></tr> <tr> <td>2024</td> <td>THB 1,997.76 /sq.m./month</td></tr> <tr> <td>2025 (base year)</td> <td>THB 2,262.35 /sq.m./month</td></tr> <tr> <td colspan="2">Growth rate</td></tr> <tr> <td>2026 - 2084</td> <td>Growth of 4.00% per year of the previous year's rental rate</td></tr> <tr> <td>Year of expected major renovation</td> <td>No growth</td></tr> </tbody> </table>	Year	Value	Average rental rate		2024	THB 1,997.76 /sq.m./month	2025 (base year)	THB 2,262.35 /sq.m./month	Growth rate		2026 - 2084	Growth of 4.00% per year of the previous year's rental rate	Year of expected major renovation	No growth	Information from interviews with CPN's management which the IFA considered together with relevant publicly-disclosed information..
Year	Value															
Average rental rate																
2024	THB 1,997.76 /sq.m./month															
2025 (base year)	THB 2,262.35 /sq.m./month															
Growth rate																
2026 - 2084	Growth of 4.00% per year of the previous year's rental rate															
Year of expected major renovation	No growth															
The IFA views that the above rental rate estimates are appropriate because the estimated rental rates and the rental growth rates are similar and consistent to the rental rate and the growth rate of shopping centers in the CBD, according to Colliers International Thailand Research.																
Occupancy rate	Comprising <table border="1"> <thead> <tr> <th>Year</th> <th>Occupancy rate</th> </tr> </thead> <tbody> <tr> <td>2024</td> <td>90.00%</td></tr> <tr> <td>2025</td> <td>93.00%</td></tr> <tr> <td>2026 - 2084</td> <td>95.00%</td></tr> <tr> <td>The years expected to have major renovations are 2034, 2044, 2054, 2064, 2074.</td> <td>90.00%</td></tr> </tbody> </table>	Year	Occupancy rate	2024	90.00%	2025	93.00%	2026 - 2084	95.00%	The years expected to have major renovations are 2034, 2044, 2054, 2064, 2074.	90.00%					
Year	Occupancy rate															
2024	90.00%															
2025	93.00%															
2026 - 2084	95.00%															
The years expected to have major renovations are 2034, 2044, 2054, 2064, 2074.	90.00%															
The IFA views that the above average rental rate estimates are appropriate because the value of the estimated rental rates are comparable to shopping centers located in the CBD, according to Colliers International Thailand Research.																
Other service income	Equals 40.00 percent of rental income, of which most is derived from providing services to the lessor, such as utility, security, cleaning and other services. The other income rates above are based on the proportion of other income compared with income from leasing in the past.	Information from CPN's management interviews and estimates.														
Cost and expense assumptions																
Shopping center management cost	Comprises utility bills, security fee, cleaning fee, employee salary and other costs. <table border="1"> <thead> <tr> <th>Year</th> <th>Percentage of rental income and service income</th> </tr> </thead> <tbody> <tr> <td>2024</td> <td>39.00%</td></tr> <tr> <td>2025</td> <td>38.00%</td></tr> <tr> <td>2026</td> <td>36.00%</td></tr> <tr> <td>2027</td> <td>34.00%</td></tr> </tbody> </table>	Year	Percentage of rental income and service income	2024	39.00%	2025	38.00%	2026	36.00%	2027	34.00%	Information from interviews with CPN's management which the IFA considered together with relevant publicly				
Year	Percentage of rental income and service income															
2024	39.00%															
2025	38.00%															
2026	36.00%															
2027	34.00%															

Assumption	Description		Reference
	2028 – 2084	33.00%	disclosed information.
The cost ratio of shopping center management has decreased each year because there are some costs that do not vary with income. The IFA views that the above cost estimates are reasonable. This is because the cost estimates are consistent and within the scope of the performance of other comparable shopping centers.			
Administrative fee	Estimated in accordance with the conditions stipulated in the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017).		SLP Joint Venture Agreement between the Company and CPN
Other important assumptions of the Project Retail			
Working Capital for Shopping Center Business	Comprising <ul style="list-style-type: none"> - The average receivable period equals 15 days (based on 56-1 form of CPN for the year 2016 – 2018) - The average payable period equals 30 days (based on expected payable days) 		Information from CPN's management interviews and estimates
Capital expenditure (CAPEX)	Estimated reserve for building improvement (CAPEX Reserve) is approximately 4.00% of total income, with improvements made every 10 years, including 2034, 2044, 2054, 2064 and 2074.		combined with the IFA's considerations.

2.2. Other important assumptions of SLP

In preparing the financial estimate, other important assumptions for SLP can be summarized as follows:

Summary of other important assumptions of SLP

Assumption	Description	Reference
Interest income	Equals 0.25 percent per year, based on the savings interest rate of five commercial banks, namely Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank and Krungsri Bank according to the information of the Bank of Thailand as of 29 December 2020.	Bank of Thailand
Establishment and disposal of shares of SLP	<p>Based on the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017).</p> <p>SLP was established on 23 August 2016 with a paid-up registered capital of THB 0.10 million, with the Company being the sole shareholder and proceeded to increase the registered capital of SLP to THB 172.00 million as stipulated in the SLP Joint Venture Agreement.</p> <p>In 2017, the Company sold 83.50% of SLP's shares to CPN and completed the increase of the registered capital of SLP. As of 25 January 2021, the Company has 16.50% and CPN has 83.50% stake in SLP, respectively. The Company expects</p>	SLP Joint Venture Agreement between the Company and CPN

Assumption	Description	Reference
	<p>to sell another 1.50% of SLP shares to CPN in 2022 so that the final shareholding between the Company and CPN is 15:85 in SLP as approved in 2017.</p> <p>Where in 2016, SLP had a paid-up capital of THB 0.10 million and in 2017, SLP had a paid-up capital of THB 172.00 million, which completes the registered capital of SLP.</p>	
Cash flow payment for rental of shopping center bare shell	<p>Based on the Bare Shell Lease Agreement between HRRJV (VMS) and REJV (SLP) dated 30 June 2020.</p> <p>SLP will pay rent for the shopping center bare shell to VMS in installments as agreed in the building lease agreement between SLP and VMS for a lease period of 60 years and 9 months starting from 1 October 2023, with the total leasehold value equal to THB 6,500.00 million.</p>	Bare Shell Lease Agreement between HRRJV (VMS) and REJV (SLP) dated 30 June 2020
Debt to equity ratio	<p>According to the terms of the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), the maximum Debt to Equity (D / E) ratio of VMS is equal to not more than 1.5 times, whereby the said contract stipulates that</p> <ul style="list-style-type: none"> - Debt (D) refers to interest-bearing debt - Shareholders' equity (E) is calculated in 2 cases, namely <ul style="list-style-type: none"> - Case 1: From the date of signing the agreement until 2 July 2027 means the sum of the paid-up capital and the loans from the shareholders. - Case 2: After 2 July 2027, means the sum of shareholders' equity and loans from shareholders. <p>The calculation of shareholders' equity since the signing date of the agreement until 2 July 2027, is the sum of registered and paid-up capital with loans from shareholders and does not include the retained earnings (loss) as it is still a development phase of the project, so the retained earnings (loss) are excluded.</p> <p>In this regard, the IFA uses the aforementioned requirements to estimate financial borrowing from financial institutions and shareholder loans for investment of SLP.</p>	SLP Joint Venture Agreement between the Company and CPN
Investment in Project Retail	<p>Not exceeding THB 9,800.00 million based on the investment plan of the Project Retail through SLP. The said investment includes the management fee received from SLP in 2020 amounting to THB 297.00 million from having performed its duties under the terms and conditions stipulated in the Building Lease Arrangement Agreement with SLP dated 31 August 2016 (Amendment dated 28 June 2017).</p> <p>In addition, the aforementioned management fee is considered as the Company's cash inflow from investing in SLP as it is the Company's income obtained directly from SLP.</p>	Building Lease Arrangement Agreement with SLP dated 31 August 2016 (Amendment dated 28 June 2017)
Loans and financial cost	Comprising	- Information from CPN's

Assumption	Description	Reference
	<ol style="list-style-type: none"> 1. Loans from financial institutions to be used as a source of funds for the construction of the SLP project, with the credit line not exceeding THB 5,450.00 million, and the loan term of not more than 12 years 2. Loans from shareholders based on the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), with the interest rate equal to MLR - 2.95% or 2.36% (refer to the data from the Bank of Thailand as of 31 December 2020). <p>During the construction of the project Financial costs are capitalized as part of the assets in accordance with the relevant accounting standards.</p>	management interviews - SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (as amended on 27 June 2017)
Income tax expense	Equal to 20.00 percent according to the rate of corporate income tax in Thailand	Revenue Department
Capital reserve and dividend payment	<p>Based on the SLP Joint Venture Agreement between the Company and CPN dated 31 August 2016 (Amendment dated 27 June 2017), the conditions for dividend payment according to the target shareholding proportion of SLP are at 15.00% by the Company and 85.00% by CPN as follows:</p> <ol style="list-style-type: none"> (1) Allocate legal reserves (5 percent of net profit each year until the completion of 10 percent of the registered capital) (2) Reserve various funds for use in SLP business operations such as repair expenses and working capital, etc. (3) Repay all emergency loans from shareholders (4) Pay as much dividend as SLP can afford. <p>The IFA therefore considered the payment of dividends according to the terms of the above contract in order to provide SLP with sufficient cash reserves and continue to pay the excess cash to SLP shareholders.</p>	- SLP Joint Venture Agreement between the Company and CPN - Estimates of the Company and the IFA

2.3. Discount rate assumption of SLP

The IFA uses the rate of return on equity (Ke) as a discount rate to calculate the present value of the cash flow, whereby Ke can be calculated from the Capital Asset Pricing Model (CAPM) equation with the details of the equation as follows:

$$Ke = R_f + \beta (R_m - R_f)$$

Whereas:

- R_f = Risk-free interest rate which the IFA based on the yield of 35-year government bonds as of 31 December 2020, is at 2.22 percent per annum (Source: www.thaibma.or.th), which is the yield of long-life government bonds with regular issuance and trading, as well as covering the economic cycle
- β = The variance coefficient of SLP is calculated by the IFA, based on the variance coefficient for the past 3 years of Central Pattana Plc. ("CPN") which equals 1.197 (source: Bloomberg) as CPN operates similar businesses to SLP and has the appropriate amount of information which can be used to better reflect investment

conditions and long-term investors' expectations than short-term information. Then, the IFA adjusted the impact of debt formation by taking out CPN's capital structure as appropriate. (Unlevered Beta = Levered Beta / (1+ (1-tax) x (D / E)_{CPN})) will render the Unlevered Beta and then substitute the target capital structure as specified in the SLP Joint Venture Agreement at 1.50 times in the Leverage Beta equation = Unlevered Beta x (1+ (1-tax) x (D / E)_{SLP}), which gives the beta value of 1.344.

- Rm = Market rate of return whereby the IFA refers to the average change of the SET Index over the past 35 years from 1986 - 2020, which is equal to 13.29% (Source: www.set.or.th And the calculation of the IFA), which is the period that reflects the investment situation in various periods and is a better option than short-term information.

Details of the calculation of Ke are represented in the table below

Calculation of the rate of return on equity (Ke)

Calculation factors	Assumptions used
Risk-free Rate (1)	2.22%
Risk Premium (Rm – Rf) (2)	11.07%
β (3)	1.344
Cost of Equity or Ke (4) = (1) + [(3) x (2)]	17.09%

Appendix 2 Cash Flow from Operations and Net Cash Flow that the Company Receives from VMS

Details of projection of VMS's operating performance and financial status according to current investment value and net cash flow that the Company receives from VMS based on the IFA's Assumption from 2016 – 2084 are presented as follows:

Projection of VMS's operating performance and financial status based on current investment value

The IFA presented projection of operating performance and financial status of VMS based on accrual basis for presenting revenue cost expenses and profit that expected to occur from the operation of the Project HRR of VMS in each year with the details as follows:

(Unit: THB Million)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Statement of Income										
Hotel Project Revenue	-	-	-	-	-	-	-	208.61	1,547.19	1,680.73
Residential Project Revenue	-	-	-	-	-	-	-	-	-	16,741.25
Project Retail Revenue	-	-	-	-	-	-	-	-	-	6,500.00
Other Revenue	-	0.23	0.94	1.14	0.72	0.66	1.12	0.79	1.00	1.64
Total Revenue	-	0.23	0.94	1.14	0.72	0.66	1.12	209.40	1,548.18	24,923.62
Hotel Project Cost	-	-	-	-	-	-	-	(111.42)	(686.21)	(739.40)
Residential Project Cost *	-	-	-	-	-	-	-	-	-	(11,037.23)
Project Retail Cost *	-	-	-	-	-	-	-	-	-	(5,729.38)
Sales, General and Administrative Expense	(0.29)	(18.25)	(8.21)	(26.58)	(70.22)	(472.39)	(244.70)	(392.58)	(915.19)	(774.89)
Total Costs and Expenses	(0.29)	(18.25)	(8.21)	(26.58)	(70.22)	(472.39)	(244.70)	(504.01)	(1,601.40)	(18,280.89)
EBIT	(0.29)	(18.02)	(7.27)	(25.43)	(69.50)	(471.73)	(243.58)	(294.61)	(53.22)	6,642.74
Interest Expense	(0.00)	(0.39)	(0.34)	(0.29)	(1.85)	(2.21)	(2.21)	(5.74)	(28.41)	(20.35)
EBT	(0.29)	(18.41)	(7.61)	(25.73)	(71.35)	(473.94)	(245.79)	(300.35)	(81.63)	6,622.38
Tax Expense	-	-	-	-	-	-	-	-	-	(1,080.03)
Net Profit	(0.29)	(18.41)	(7.61)	(25.73)	(71.35)	(473.94)	(245.79)	(300.35)	(81.63)	5,542.35
Statement of Financial Position										
Total Assets	53.92	1,533.14	1,920.84	2,342.23	3,867.07	5,782.17	8,004.70	13,588.48	19,863.30	7,009.16
Total Liabilities	54.11	726.82	1,067.17	1,514.51	2,860.65	5,276.63	7,744.95	13,629.08	19,985.53	1,589.04
Total Shareholders' Equities	(0.19)	806.32	853.67	827.73	1,006.42	505.54	259.75	(40.59)	(122.22)	5,420.13

Remark * Residential and Retail Project Cost are based on all investments for development of Residential Project and Retail Project that can be capitalized as development cost, which will be realized as costs when VMS has transferred unit leasehold right and the shopping center bare shell.

Opinion of the Independent Financial Advisor on the Acquisition of Assets
 (For the purpose of translation only)

(Unit: THB Million)	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Statement of Income										
Hotel Project Revenue	1,783.21	1,835.70	1,892.94	1,946.37	1,982.30	2,063.17	2,018.11	2,157.81	2,221.83	2,287.35
Residential Project Revenue	826.46	99.50	100.50	101.50	102.52	103.54	104.58	105.62	106.68	107.74
Project Retail Revenue *	-	-	-	-	-	-	-	-	-	-
Other Revenue	0.13	0.13	0.11	0.13	0.13	0.13	0.13	0.13	0.13	0.13
Total Revenue	2,609.80	1,935.32	1,993.55	2,047.99	2,084.94	2,166.83	2,122.82	2,263.56	2,328.63	2,395.22
Hotel Project Cost	(779.92)	(804.19)	(820.46)	(845.49)	(862.97)	(899.59)	(901.10)	(954.47)	(984.84)	(1,013.08)
Residential Project Cost	(573.99)	(95.52)	(96.48)	(97.44)	(98.41)	(99.40)	(100.39)	(101.40)	(102.41)	(103.44)
Project Retail Cost	-	-	-	-	-	-	-	-	-	-
Sales, General and Administrative Expense	(737.41)	(751.32)	(727.85)	(755.20)	(772.99)	(798.15)	(789.97)	(860.47)	(872.97)	(890.34)
Total Costs and Expenses	(2,091.32)	(1,651.03)	(1,644.79)	(1,698.13)	(1,734.37)	(1,797.14)	(1,791.46)	(1,916.34)	(1,960.22)	(2,006.86)
EBIT	518.48	284.29	348.76	349.86	350.57	369.69	331.35	347.22	368.41	388.37
Interest Expense	(35.46)	(19.54)	(11.50)	(2.36)	-	-	(14.81)	(5.93)	(4.44)	(2.96)
EBT	483.02	264.75	337.26	347.50	350.57	369.69	316.54	341.29	363.96	385.40
Tax Expense	(96.60)	(52.95)	(67.45)	(69.50)	(70.11)	(73.94)	(63.31)	(68.26)	(72.79)	(77.08)
Net Profit	386.41	211.80	269.81	278.00	280.46	295.75	253.23	273.04	291.17	308.32
Statement of Financial Position										
Total Assets	6,630.99	6,547.27	6,465.20	6,368.27	6,265.39	6,167.08	6,503.12	6,336.90	6,194.05	6,078.26
Total Liabilities	824.44	528.93	177.05	69.49	70.93	73.94	522.27	437.01	349.87	262.55
Total Shareholders' Equities	5,806.54	6,018.34	6,288.15	6,298.78	6,194.46	6,093.14	5,980.85	5,899.88	5,844.18	5,815.71

Remark * from 2026 onwards, VMS will not have residential project revenue as it has transferred leasehold right of the shopping center bare shell to SLP in 2025 and SLP will be an operator of retail business.

Opinion of the Independent Financial Advisor on the Acquisition of Assets
 (For the purpose of translation only)

(Unit: THB Million)	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
Statement of Income										
Hotel Project Revenue	2,359.46	2,425.05	2,496.62	2,570.33	2,652.17	2,725.15	2,662.08	2,851.33	2,941.31	3,022.33
Residential Project Revenue	108.82	109.91	111.01	112.12	113.24	114.37	115.52	116.67	117.84	119.02
Project Retail Revenue	-	-	-	-	-	-	-	-	-	-
Other Revenue	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13
Total Revenue	2,468.41	2,535.09	2,607.76	2,682.57	2,765.54	2,839.65	2,777.72	2,968.13	3,059.28	3,141.48
Hotel Project Cost	(1,043.45)	(1,072.40)	(1,103.18)	(1,134.86)	(1,169.30)	(1,201.38)	(1,211.15)	(1,271.10)	(1,309.29)	(1,345.28)
Residential Project Cost	(104.47)	(105.51)	(106.57)	(107.64)	(108.71)	(109.80)	(110.90)	(112.01)	(113.13)	(114.26)
Project Retail Cost	-	-	-	-	-	-	-	-	-	-
Sales, General and Administrative Expense	(914.16)	(936.29)	(960.76)	(994.12)	(1,025.56)	(1,050.46)	(1,038.33)	(1,137.65)	(1,155.85)	(1,177.44)
Total Costs and Expenses	(2,062.08)	(2,114.20)	(2,170.51)	(2,236.61)	(2,303.57)	(2,361.64)	(2,360.38)	(2,520.76)	(2,578.27)	(2,636.97)
EBIT	406.33	420.88	437.24	445.96	461.97	478.01	417.34	447.37	481.01	504.50
Interest Expense	(1.48)	-	-	-	-	-	(21.71)	(8.68)	(6.51)	(4.34)
EBT	404.85	420.88	437.24	445.96	461.97	478.01	395.63	438.69	474.50	500.16
Tax Expense	(80.97)	(84.18)	(87.45)	(89.19)	(92.39)	(95.60)	(79.13)	(87.74)	(94.90)	(100.03)
Net Profit	323.88	336.71	349.80	356.77	369.58	382.41	316.50	350.95	379.60	400.13
Statement of Financial Position										
Total Assets	5,963.38	5,848.14	5,733.12	5,609.83	5,483.17	5,355.75	5,869.63	5,651.50	5,464.50	5,312.23
Total Liabilities	175.40	88.14	90.67	93.28	96.11	98.74	756.42	629.97	501.74	373.32
Total Shareholders' Equities	5,787.98	5,760.00	5,642.45	5,516.55	5,387.06	5,257.01	5,113.21	5,021.52	4,962.76	4,938.91

Opinion of the Independent Financial Advisor on the Acquisition of Assets
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(Unit: THB Million)	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055
Statement of Income										
Hotel Project Revenue	3,112.47	3,204.48	3,305.70	3,397.64	3,498.15	3,601.65	3,528.02	3,769.28	3,880.85	3,996.61
Residential Project Revenue	120.21	121.41	122.62	123.85	125.09	126.34	127.60	128.88	130.17	131.47
Project Retail Revenue	-	-	-	-	-	-	-	-	-	-
Other Revenue	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13
Total Revenue	3,232.80	3,326.02	3,428.45	3,521.62	3,623.36	3,728.12	3,655.75	3,898.29	4,011.14	4,128.20
Hotel Project Cost	(1,384.39)	(1,424.24)	(1,467.08)	(1,507.87)	(1,551.31)	(1,596.02)	(1,612.17)	(1,688.87)	(1,737.59)	(1,788.16)
Residential Project Cost	(115.40)	(116.55)	(117.72)	(118.90)	(120.08)	(121.29)	(122.50)	(123.72)	(124.96)	(126.21)
Project Retail Cost	-	-	-	-	-	-	-	-	-	-
Sales, General and Administrative Expense	(1,207.40)	(1,238.10)	(1,242.39)	(1,285.13)	(1,324.75)	(1,359.54)	(1,346.17)	(1,403.63)	(1,423.68)	(1,452.32)
Total Costs and Expenses	(2,707.19)	(2,778.90)	(2,827.19)	(2,911.89)	(2,996.15)	(3,076.85)	(3,080.84)	(3,216.23)	(3,286.23)	(3,366.69)
EBIT	525.61	547.12	601.25	609.73	627.21	651.27	574.91	682.06	724.91	761.51
Interest Expense	(2.17)	-	-	-	-	-	(28.69)	(11.48)	(8.61)	(5.74)
EBT	523.44	547.12	601.25	609.73	627.21	651.27	546.22	670.59	716.31	755.77
Tax Expense	(104.69)	(109.42)	(120.25)	(121.95)	(125.44)	(130.25)	(109.24)	(134.12)	(143.26)	(151.15)
Net Profit	418.75	437.70	481.00	487.78	501.77	521.02	436.98	536.47	573.05	604.62
Statement of Financial Position										
Total Assets	5,161.24	5,010.86	4,890.93	4,758.84	4,621.88	4,485.43	5,196.95	4,939.16	4,722.55	4,553.46
Total Liabilities	245.16	117.06	120.58	123.93	127.51	131.18	1,000.56	833.25	663.65	494.19
Total Shareholders' Equities	4,916.08	4,893.80	4,770.35	4,634.90	4,494.37	4,354.25	4,196.39	4,105.91	4,058.91	4,059.26

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(Unit: THB Million)	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065
Statement of Income										
Hotel Project Revenue	4,122.95	4,236.80	4,363.18	4,492.43	4,634.54	4,763.52	4,659.03	4,985.40	5,144.07	5,286.33
Residential Project Revenue	132.78	134.11	135.45	136.81	138.18	139.56	140.95	142.36	143.79	145.22
Project Retail Revenue	-	-	-	-	-	-	-	-	-	-
Other Revenue	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13
Total Revenue	4,255.85	4,371.03	4,498.76	4,629.36	4,772.84	4,903.20	4,800.11	5,127.89	5,287.98	5,431.68
Hotel Project Cost	(1,842.04)	(1,892.88)	(1,947.99)	(2,004.26)	(2,064.71)	(2,122.23)	(2,141.58)	(2,245.48)	(2,313.73)	(2,377.75)
Residential Project Cost	(127.47)	(128.75)	(130.03)	(131.34)	(132.65)	(133.98)	(135.31)	(136.67)	(138.03)	(139.41)
Project Retail Cost	-	-	-	-	-	-	-	-	-	-
Sales, General and Administrative Expense	(1,491.57)	(1,528.08)	(1,525.14)	(1,581.26)	(1,633.49)	(1,675.09)	(1,657.64)	(1,824.09)	(1,853.43)	(1,888.86)
Total Costs and Expenses	(3,461.08)	(3,549.71)	(3,603.16)	(3,716.85)	(3,830.85)	(3,931.29)	(3,934.54)	(4,206.23)	(4,305.20)	(4,406.02)
EBIT	794.77	821.32	895.60	912.51	941.99	971.91	865.57	921.65	982.78	1,025.66
Interest Expense	(2.87)	-	-	-	-	-	(37.93)	(15.17)	(11.38)	(7.59)
EBT	791.90	821.32	895.60	912.51	941.99	971.91	827.64	906.48	971.40	1,018.07
Tax Expense	(158.38)	(164.26)	(179.12)	(182.50)	(188.40)	(194.38)	(165.53)	(181.30)	(194.28)	(203.61)
Net Profit	633.52	657.06	716.48	730.00	753.60	777.53	662.11	725.18	777.12	814.46
Statement of Financial Position										
Total Assets	4,386.08	4,217.91	4,094.17	3,955.92	3,811.61	3,666.22	4,641.95	4,337.48	4,087.97	3,899.14
Total Liabilities	325.01	155.58	160.11	164.73	169.70	174.43	1,323.82	1,102.80	878.85	654.55
Total Shareholders' Equities	4,061.06	4,062.33	3,934.06	3,791.18	3,641.91	3,491.79	3,318.13	3,234.67	3,209.11	3,244.58

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(Unit: THB Million)	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075
Statement of Income										
Hotel Project Revenue	5,443.08	5,605.47	5,782.90	5,942.93	6,120.25	6,301.84	6,179.15	6,598.08	6,793.90	6,995.57
Residential Project Revenue	146.68	148.14	149.62	151.12	152.63	154.16	155.70	157.26	158.83	160.42
Project Retail Revenue	-	-	-	-	-	-	-	-	-	-
Other Revenue	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13
Total Revenue	5,589.88	5,753.74	5,932.65	6,094.18	6,273.01	6,456.12	6,334.98	6,755.46	6,952.85	7,156.11
Hotel Project Cost	(2,446.55)	(2,517.86)	(2,593.92)	(2,665.77)	(2,743.49)	(2,822.97)	(2,853.44)	(2,987.87)	(3,074.49)	(3,163.65)
Residential Project Cost	(140.81)	(142.22)	(143.64)	(145.08)	(146.53)	(147.99)	(149.47)	(150.97)	(152.48)	(154.00)
Project Retail Cost	-	-	-	-	-	-	-	-	-	-
Sales, General and Administrative Expense	(1,938.31)	(1,989.50)	(1,988.33)	(2,060.10)	(2,126.64)	(2,184.42)	(2,165.34)	(2,382.59)	(2,418.09)	(2,468.30)
Total Costs and Expenses	(4,525.67)	(4,649.57)	(4,725.89)	(4,870.95)	(5,016.66)	(5,155.39)	(5,168.25)	(5,521.43)	(5,645.06)	(5,785.96)
EBIT	1,064.21	1,104.16	1,206.76	1,223.23	1,256.35	1,300.74	1,166.73	1,234.03	1,307.80	1,370.15
Interest Expense	(3.79)	-	-	-	-	-	(50.18)	(20.07)	(15.05)	(10.04)
EBT	1,060.41	1,104.16	1,206.76	1,223.23	1,256.35	1,300.74	1,116.55	1,213.95	1,292.74	1,360.12
Tax Expense	(212.08)	(220.83)	(241.35)	(244.65)	(251.27)	(260.15)	(223.31)	(242.79)	(258.55)	(272.02)
Net Profit	848.33	883.33	965.41	978.58	1,005.08	1,040.59	893.24	971.16	1,034.19	1,088.09
Statement of Financial Position										
Total Assets	3,712.35	3,526.86	3,400.19	3,252.10	3,095.75	2,940.22	4,268.55	3,900.38	3,604.62	3,391.85
Total Liabilities	430.65	206.95	213.20	219.10	225.49	232.03	1,752.90	1,460.27	1,163.72	867.37
Total Shareholders' Equities	3,281.70	3,319.91	3,186.99	3,032.99	2,870.26	2,708.20	2,515.65	2,440.11	2,440.91	2,524.48

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(Unit: THB Million)	2076	2077	2078	2079	2080	2081	2082	2083	2084
Statement of Income									
Hotel Project Revenue	7,218.20	7,418.21	7,638.49	7,866.43	8,115.69	8,340.69	8,589.61	8,844.81	4,518.15
Residential Project Revenue	162.02	163.64	165.28	166.93	168.60	170.29	171.99	173.71	87.72
Project Retail Revenue	-	-	-	-	-	-	-	-	-
Other Revenue	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13
Total Revenue	7,380.35	7,581.97	7,803.89	8,033.49	8,284.42	8,511.10	8,761.72	9,018.65	4,606.00
Hotel Project Cost	(3,259.90)	(3,350.40)	(3,447.62)	(3,548.24)	(3,655.65)	(3,757.26)	(3,866.94)	(3,979.26)	(2,038.74)
Residential Project Cost	(155.54)	(157.10)	(158.67)	(160.25)	(161.86)	(163.47)	(165.11)	(166.76)	(84.21)
Project Retail Cost	-	-	-	-	-	-	-	-	-
Sales, General and Administrative Expense	(2,537.62)	(2,602.01)	(2,597.06)	(2,695.99)	(2,787.83)	(2,860.83)	(2,939.98)	(3,021.33)	(1,739.79)
Total Costs and Expenses	(5,953.05)	(6,109.51)	(6,203.35)	(6,404.48)	(6,605.34)	(6,781.56)	(6,972.03)	(7,167.36)	(3,862.74)
EBIT	1,427.29	1,472.46	1,600.54	1,629.01	1,679.08	1,729.54	1,789.69	1,851.29	743.25
Interest Expense	(5.02)	-	-	-	-	-	-	-	-
EBT	1,422.27	1,472.46	1,600.54	1,629.01	1,679.08	1,729.54	1,789.69	1,851.29	743.25
Tax Expense	(284.45)	(294.49)	(320.11)	(325.80)	(335.82)	(345.91)	(357.94)	(370.26)	(148.65)
Net Profit	1,137.82	1,177.97	1,280.43	1,303.21	1,343.26	1,383.63	1,431.75	1,481.03	594.60
Statement of Financial Position									
Total Assets	3,182.33	2,971.37	2,837.86	2,679.24	2,509.91	2,338.54	2,169.98	1,825.70	657.48
Total Liabilities	571.61	275.38	283.37	291.64	300.46	308.82	317.83	327.06	-
Total Shareholders' Equities	2,610.72	2,696.00	2,554.50	2,387.60	2,209.44	2,029.72	1,852.14	1,498.63	657.48

Summary of Net Cash that the Company Receives from VMS based on the Current Investment

From the projection of operating performance and financial position of VMS based on current investment value, the IFA has calculated net cash flow that the Company will receive from the investment in VMS based on cash basis from 2016 – 2084 as follows:

(Unit: THB Million)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Cash Flow from Investments										
Land Rental (the Company and CPB)	-	947.32	-	-	-	-	-	-	234.46	3,782.16
Net Additional Investment VMS	0.10	536.20	35.75	-	142.99	-	-	-	-	-
Net Loans for VMS	47.11	46.01	-	219.00	406.00	-	-	596.59	327.25	-
Net Cash Flow from Investments	47.21	1,529.53	35.75	219.00	548.98			596.59	561.71	3,782.16
Cash Receives from VMS										
Land Rental (VMS and the Company)	-	1,361.65	-	-	-	-	-	-	234.46	3,782.16
Profit from Hotel Management Fee, Marketing Fee and Brand Loyalty Fee *	-	-	-	-	-	62.75	27.89	26.97	71.38	73.88
Profit from Selling VMS Shares	-	-	-	-	-	-	140.21	-	-	-
Net Loans from VMS	-	-	-	93.12	-	-	-	-	-	1,179.40
Net Interests from Loans with VMS	-	1.01	2.47	1.66	22.26	29.27	29.27	42.12	62.00	43.66
Net Cash Received from VMS	-	1,362.66	95.59	1.66	22.26	92.02	197.38	69.08	367.85	5,079.09
Net Cash that the Company Receives	(47.21)	(166.87)	59.84	(217.34)	(526.72)	92.02	197.38	(527.51)	(193.86)	1,296.93
Discounted Difference in Cash that the Company will Received as of 23 August 2016	2,522.47									

Remark * the Company will charge brand loyalty fee from VMS since 2021

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(Unit: THB Million)	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Cash Flow from Investments										
Net Cash Flow from Investments	-	-	-	-	-	-	-	-	-	-
Cash Receives from VMS										
Land Rental (VMS and the Company)	72.86	70.66	74.72	76.76	78.19	81.28	78.27	84.42	86.87	89.46
Net Dividend Receives from VMS	-	-	-	160.42	230.87	238.24	219.32	212.40	208.13	202.07
Net Loans from VMS	169.70	-	199.74	-	-	-	-	-	-	-
Net Interests from Loans with VMS	14.62	10.97	6.90	1.42	-	-	-	-	-	-
Net Cash Received from VMS	257.17	81.63	281.36	238.60	309.06	319.52	297.58	296.82	295.00	291.53
Net Cash that the Company Receives	257.17	81.63	281.36	238.60	309.06	319.52	297.58	296.82	295.00	291.53

(Unit: THB Million)	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
Cash Flow from Investments										
Net Cash Flow from Investments	-	-	-	-	-	-	-	-	-	-
Cash Receives from VMS										
Profit from Hotel Management Fee, Marketing Fee and Brand Loyalty Fee	92.34	94.89	97.72	100.64	103.91	106.75	102.37	111.03	114.61	117.76
Net Dividend Receives from VMS	210.97	218.81	280.41	289.60	299.44	307.48	276.18	265.58	263.02	254.38
Net Cash Received from VMS	303.31	313.71	378.13	390.23	403.35	414.23	378.55	376.61	377.63	372.14
Net Cash that the Company Receives	303.31	313.71	378.13	390.23	403.35	414.23	378.55	376.61	377.63	372.14

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(Unit: THB Million)	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055
Cash Flow from Investments										
Net Cash Flow from Investments	-	-	-	-	-	-	-	-	-	-
Cash Receives from VMS										
Profit from Hotel Management Fee, Marketing Fee and Brand Royalty Fee	121.30	124.92	128.95	132.52	136.47	140.55	135.19	148.32	152.75	157.35
Net Dividend Receives from VMS	264.95	275.99	362.67	373.93	385.38	396.68	356.91	376.17	372.03	362.56
Net Cash Received from VMS	386.25	400.91	491.62	506.45	521.85	537.23	492.09	524.49	524.78	519.90
Net Cash that the Company Receives	386.25	400.91	491.62	506.45	521.85	537.23	492.09	524.49	524.78	519.90

(Unit: THB Million)	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065
Cash Outflows for Investments										
Net Cash Outflows for Investments	-	-	-	-	-	-	-	-	-	-
Cash Inflows from VMS										
Profit from Hotel Management Fee, Marketing Fee and Brand Royalty Fee	162.43	166.89	171.91	177.04	182.76	187.82	180.34	195.41	201.76	207.31
Net Dividend Receives from VMS	379.03	393.47	506.85	523.73	541.72	556.59	501.46	485.18	481.61	467.39
Net Cash Inflows from VMS	541.46	560.36	678.76	700.77	724.49	744.40	681.81	680.60	683.37	674.70
Net Cash that the Company Receives	541.46	560.36	678.76	700.77	724.49	744.40	681.81	680.60	683.37	674.70

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(Unit: THB Million)	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075
Cash Outflows for Investments										
Net Cash Outflows for Investments	-	-	-	-	-	-	-	-	-	-
Cash Inflows from VMS										
Profit from Hotel Management Fee, Marketing Fee and Brand Loyalty Fee	213.51	219.93	227.04	233.28	240.29	247.48	238.32	257.59	265.30	273.24
Net Dividend Receives from VMS	486.73	507.07	659.00	679.55	700.69	721.59	651.47	628.02	620.04	602.71
Net Cash Inflows from VMS	700.23	727.00	886.04	912.83	940.98	969.08	889.79	885.61	885.34	875.95
Net Cash that the Company Receives	700.23	727.00	886.04	912.83	940.98	969.08	889.79	885.61	885.34	875.95

(Unit: THB Million)	2076	2077	2078	2079	2080	2081	2082	2083	2084
Cash Outflows for Investments									
Net Cash Outflows for Investments	-	-	-	-	-	-	-	-	-
Cash Inflows from VMS									
Profit from Hotel Management Fee, Marketing Fee and Brand Loyalty Fee	282.11	289.88	298.56	307.53	317.48	326.22	336.03	346.09	176.56
Net Dividend Receives from VMS	630.95	655.62	853.16	882.06	912.85	938.01	965.60	1,100.72	861.45
Net Cash Inflows from VMS	913.06	945.49	1,151.71	1,189.60	1,230.33	1,264.23	1,301.63	1,446.82	1,038.01
Net Cash that the Company Receives	913.06	945.49	1,151.71	1,189.60	1,230.33	1,264.23	1,301.63	1,446.82	1,038.01

Appendix 3 Cash Flow from Operations and Net Cash Flow that the Company Receives from SLP

Details of projection of SLP's operating performance and financial status according to current investment value and net cash flow that the Company receives from SLP based on the IFA's Assumption from 2016 – 2084 are presented as follows:

Projection of SLP's operating performance and financial status based on current investment value

The IFA presented projection of operating performance and financial status of SLP based on accrual basis for presenting revenue cost expenses and profit that expected to occur from the operation of the Project Retail of SLP in each year with the details as follows:

(Unit: THB Million)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Statement of Income										
Revenue from Rental Fee and Services	-	-	-	-	-	-	-	-	665.44	1,469.94
Other Revenue	-	0.04	0.07	0.12	0.04	0.10	0.50	0.73	1.54	2.63
Total Revenue	-	0.04	0.07	0.12	0.04	0.10	0.50	0.73	666.98	1,472.57
Costs from Retail	-	-	-	-	-	-	-	-	(259.52)	(543.88)
Operating Profit	-	0.04	0.07	0.12	0.04	0.10	0.50	0.73	407.46	928.69
Sales, General and Administrative Expenses	(0.08)	(0.38)	(0.14)	(5.84)	(1.19)	(3.09)	(4.17)	(12.51)	(273.24)	(218.15)
EBIT	(0.08)	(0.34)	(0.07)	(5.72)	(1.15)	(3.00)	(3.67)	(11.79)	134.21	710.54
Interest Expense	-	-	-	-	-	-	-	-	(56.19)	(266.41)
EBT	(0.08)	(0.34)	(0.07)	(5.72)	(1.15)	(3.00)	(3.67)	(11.79)	78.02	444.13
Tax Expense	-	-	-	-	-	-	-	-	(11.91)	(88.83)
Net Profit	(0.08)	(0.34)	(0.07)	(5.72)	(1.15)	(3.00)	(3.67)	(11.79)	66.10	355.30
Statement of Financial Position										
Total Assets	0.09	523.23	1,026.04	1,130.55	1,784.27	2,928.24	3,374.57	4,562.78	9,591.06	10,498.39
Total Liabilities	0.07	351.64	854.52	964.75	1,619.61	2,766.57	3,216.57	4,416.57	9,378.75	9,930.78
Total Shareholders' Equities	0.02	171.59	171.52	165.81	164.66	161.66	157.99	146.21	212.31	567.62

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(Unit: THB Million)	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Statement of Income										
Revenue from Rental Fee and Services	1,572.14	1,648.90	1,714.86	1,783.45	1,854.79	1,928.98	2,006.14	2,086.39	2,072.00	2,113.44
Other Revenue	4.71	6.09	6.00	6.13	6.33	6.48	6.85	7.30	7.69	0.25
Total Revenue	1,576.86	1,654.99	1,720.86	1,789.58	1,861.12	1,935.46	2,012.99	2,093.69	2,079.69	2,113.69
Costs from Retail	(565.97)	(560.63)	(565.90)	(588.54)	(612.08)	(636.56)	(662.03)	(688.51)	(683.76)	(697.43)
Operating Profit	1,010.89	1,094.37	1,154.96	1,201.04	1,249.04	1,298.90	1,350.96	1,405.18	1,395.93	1,416.25
Sales, General and Administrative Expenses	(221.49)	(279.81)	(228.25)	(231.39)	(301.87)	(238.07)	(241.62)	(320.91)	(238.42)	(334.56)
EBIT	789.39	814.55	926.71	969.65	947.17	1,060.83	1,109.34	1,084.27	1,157.51	1,081.70
Interest Expense	(284.59)	(284.59)	(264.55)	(243.85)	(222.47)	(200.38)	(177.56)	(153.98)	(105.43)	(42.79)
EBT	504.80	529.96	662.15	725.79	724.70	860.45	931.79	930.29	1,052.08	1,038.91
Tax Expense	(100.96)	(105.99)	(132.43)	(145.16)	(144.94)	(172.09)	(186.36)	(186.06)	(210.42)	(207.78)
Net Profit	403.84	423.97	529.72	580.64	579.76	688.36	745.43	744.23	841.66	831.13
Statement of Financial Position										
Total Assets	10,904.11	10,721.39	10,625.21	10,560.69	10,473.99	10,473.87	10,508.08	10,517.61	8,212.04	7,981.95
Total Liabilities	9,932.65	9,325.96	8,700.06	8,054.90	7,388.43	6,699.95	5,988.74	5,254.03	2,106.80	1,045.59
Total Shareholders' Equities	971.46	1,395.43	1,925.15	2,505.79	3,085.55	3,773.91	4,519.34	5,263.58	6,105.24	6,936.36

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(Unit: THB Million)	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
Statement of Income										
Revenue from Rental Fee and Services	2,257.50	2,347.80	2,441.72	2,539.39	2,640.96	2,746.60	2,856.46	2,970.72	2,950.23	3,009.24
Other Revenue	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25
Total Revenue	2,257.75	2,348.05	2,441.97	2,539.64	2,641.21	2,746.85	2,856.71	2,970.97	2,950.48	3,009.49
Costs from Retail	(744.98)	(774.78)	(805.77)	(838.00)	(871.52)	(906.38)	(942.63)	(980.34)	(973.58)	(993.05)
Operating Profit	1,512.78	1,573.28	1,636.20	1,701.64	1,769.69	1,840.47	1,914.08	1,990.63	1,976.91	2,016.44
Sales, General and Administrative Expenses	(416.56)	(338.90)	(343.19)	(439.67)	(352.31)	(357.14)	(465.66)	(367.39)	(357.55)	(406.24)
EBIT	1,096.22	1,234.38	1,293.01	1,261.97	1,417.39	1,483.33	1,448.42	1,623.24	1,619.36	1,610.20
Interest Expense	(22.88)	(13.55)	(8.13)	(2.71)	-	-	-	-	(18.18)	(32.72)
EBT	1,073.34	1,220.83	1,284.88	1,259.26	1,417.39	1,483.33	1,448.42	1,623.24	1,601.18	1,577.48
Tax Expense	(214.67)	(244.17)	(256.98)	(251.85)	(283.48)	(296.67)	(289.68)	(324.65)	(320.24)	(315.50)
Net Profit	858.67	976.67	1,027.90	1,007.41	1,133.91	1,186.67	1,158.74	1,298.59	1,280.95	1,261.99
Statement of Financial Position										
Total Assets	7,756.39	7,528.62	7,301.00	7,073.53	6,846.22	6,619.08	6,392.11	6,165.33	7,033.00	6,775.95
Total Liabilities	553.24	391.69	230.23	68.88	71.64	74.50	77.48	80.58	1,180.03	961.63
Total Shareholders' Equities	7,203.15	7,136.93	7,070.76	7,004.65	6,774.58	6,544.58	6,314.63	6,084.75	5,852.98	5,814.32

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(Unit: THB Million)	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055
Statement of Income										
Revenue from Rental Fee and Services	3,214.37	3,342.94	3,476.66	3,615.73	3,760.36	3,910.77	4,067.20	4,229.89	4,200.72	4,284.73
Other Revenue	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25
Total Revenue	3,214.62	3,343.19	3,476.91	3,615.98	3,760.61	3,911.02	4,067.45	4,230.14	4,200.97	4,284.98
Costs from Retail	(1,060.74)	(1,103.17)	(1,147.30)	(1,193.19)	(1,240.92)	(1,290.55)	(1,342.18)	(1,395.86)	(1,386.24)	(1,413.96)
Operating Profit	2,153.88	2,240.02	2,329.61	2,422.79	2,519.69	2,620.47	2,725.27	2,834.28	2,814.73	2,871.02
Sales, General and Administrative Expenses	(406.54)	(412.42)	(544.50)	(424.90)	(431.51)	(580.09)	(445.55)	(452.99)	(438.97)	(500.76)
EBIT	1,747.34	1,827.60	1,785.11	1,997.89	2,088.18	2,040.38	2,279.73	2,381.28	2,375.76	2,370.26
Interest Expense	(25.45)	(18.18)	(10.91)	(3.64)	-	-	-	-	(23.52)	(42.33)
EBT	1,721.89	1,809.43	1,774.21	1,994.25	2,088.18	2,040.38	2,279.73	2,381.28	2,352.24	2,327.93
Tax Expense	(344.38)	(361.89)	(354.84)	(398.85)	(417.64)	(408.08)	(455.95)	(476.26)	(470.45)	(465.59)
Net Profit	1,377.51	1,447.54	1,419.36	1,595.40	1,670.54	1,632.30	1,823.78	1,905.03	1,881.79	1,862.35
Statement of Financial Position										
Total Assets	6,524.90	6,270.70	6,016.71	5,762.94	5,509.41	5,256.11	5,003.05	4,750.26	5,912.77	5,624.42
Total Liabilities	747.19	530.68	314.31	98.08	102.00	106.08	110.32	114.74	1,537.14	1,254.78
Total Shareholders' Equities	5,777.70	5,740.02	5,702.41	5,664.87	5,407.41	5,150.03	4,892.73	4,635.52	4,375.63	4,369.64

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(Unit: THB Million)	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065
Statement of Income										
Revenue from Rental Fee and Services	4,576.81	4,759.88	4,950.28	5,148.29	5,354.22	5,568.39	5,791.12	6,022.77	6,263.68	6,514.22
Other Revenue	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25
Total Revenue	4,577.06	4,760.13	4,950.53	5,148.54	5,354.47	5,568.64	5,791.37	6,023.02	6,263.93	6,514.47
Costs from Retail	(1,510.35)	(1,570.76)	(1,633.59)	(1,698.93)	(1,766.89)	(1,837.57)	(1,911.07)	(1,987.51)	(2,067.01)	(2,149.69)
Operating Profit	3,066.71	3,189.37	3,316.93	3,449.60	3,587.58	3,731.07	3,880.30	4,035.50	4,196.91	4,364.78
Sales, General and Administrative Expenses	(501.18)	(682.01)	(518.27)	(527.32)	(730.74)	(546.54)	(556.73)	(785.54)	(578.35)	(650.13)
EBIT	2,565.53	2,507.35	2,798.67	2,922.28	2,856.84	3,184.53	3,323.57	3,249.96	3,618.57	3,714.65
Interest Expense	(32.93)	(23.52)	(14.11)	(4.70)	-	-	-	-	(33.49)	(60.27)
EBT	2,532.60	2,483.84	2,784.56	2,917.57	2,856.84	3,184.53	3,323.57	3,249.96	3,585.08	3,654.38
Tax Expense	(506.52)	(496.77)	(556.91)	(583.51)	(571.37)	(636.91)	(664.71)	(649.99)	(717.02)	(730.88)
Net Profit	2,026.08	1,987.07	2,227.65	2,334.06	2,285.47	2,547.62	2,658.86	2,599.97	2,868.06	2,923.50
Statement of Financial Position										
Total Assets	5,344.62	5,060.35	4,776.37	4,492.71	4,209.37	3,926.37	3,643.72	3,361.44	5,105.93	4,764.10
Total Liabilities	978.06	698.39	418.91	139.65	145.23	151.04	157.08	163.36	2,196.29	1,797.80
Total Shareholders' Equities	4,366.56	4,361.96	4,357.46	4,353.06	4,064.14	3,775.33	3,486.64	3,198.07	2,909.64	2,966.30

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(Unit: THB Million)	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075
Statement of Income										
Revenue from Rental Fee and Services	6,774.79	7,045.79	7,327.62	7,620.72	7,925.55	8,242.57	8,572.27	8,915.17	9,271.77	9,642.64
Other Revenue	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25
Total Revenue	6,775.04	7,046.04	7,327.87	7,620.97	7,925.80	8,242.82	8,572.52	8,915.42	9,272.02	9,642.89
Costs from Retail	(2,235.68)	(2,325.11)	(2,418.11)	(2,514.84)	(2,615.43)	(2,720.05)	(2,828.85)	(2,942.00)	(3,059.68)	(3,182.07)
Operating Profit	4,539.36	4,720.93	4,909.75	5,106.13	5,310.37	5,522.77	5,743.67	5,973.41	6,212.34	6,460.82
Sales, General and Administrative Expenses	(907.51)	(674.44)	(687.34)	(976.86)	(714.69)	(729.19)	(1,054.86)	(759.96)	(776.27)	(1,090.38)
EBIT	3,631.85	4,046.48	4,222.42	4,129.28	4,595.68	4,793.58	4,688.81	5,213.45	5,436.07	5,370.44
Interest Expense	(46.88)	(33.49)	(20.09)	(6.70)	-	-	-	-	(24.86)	(44.74)
EBT	3,584.97	4,013.00	4,202.33	4,122.58	4,595.68	4,793.58	4,688.81	5,213.45	5,411.21	5,325.70
Tax Expense	(716.99)	(802.60)	(840.47)	(824.52)	(919.14)	(958.72)	(937.76)	(1,042.69)	(1,082.24)	(1,065.14)
Net Profit	2,867.98	3,210.40	3,361.86	3,298.06	3,676.54	3,834.87	3,751.05	4,170.76	4,328.97	4,260.56
Statement of Financial Position										
Total Assets	4,422.69	4,081.71	3,741.17	3,401.09	3,061.50	2,722.41	2,383.83	2,045.81	3,212.44	2,927.79
Total Liabilities	1,399.59	1,001.67	604.03	206.71	214.97	223.57	232.52	241.82	1,755.59	1,464.83
Total Shareholders' Equities	3,023.09	3,080.04	3,137.13	3,194.39	2,846.52	2,498.83	2,151.32	1,803.99	1,456.85	1,462.96

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(Unit: THB Million)	2076	2077	2078	2079	2080	2081	2082	2083	2084
Statement of Income									
Revenue from Rental Fee and Services	10,028.35	10,429.48	10,846.66	11,280.53	11,731.75	12,201.02	12,689.06	13,196.62	6,862.24
Other Revenue	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25
Total Revenue	10,028.60	10,429.73	10,846.91	11,280.78	11,732.00	12,201.27	12,689.31	13,196.87	6,862.49
Costs from Retail	(3,309.36)	(3,441.73)	(3,579.40)	(3,722.57)	(3,871.48)	(4,026.34)	(4,187.39)	(4,354.89)	(2,264.54)
Operating Profit	6,719.24	6,988.00	7,267.51	7,558.20	7,860.52	8,174.93	8,501.92	8,841.99	4,597.95
Sales, General and Administrative Expenses	(758.65)	(777.00)	(1,189.08)	(815.93)	(836.57)	(1,300.11)	(880.37)	(903.58)	(346.30)
EBIT	5,960.59	6,211.00	6,078.43	6,742.27	7,023.95	6,874.83	7,621.55	7,938.40	4,251.66
Interest Expense	(34.80)	(24.86)	(14.91)	(4.97)	-	-	-	-	-
EBT	5,925.79	6,186.15	6,063.52	6,737.30	7,023.95	6,874.83	7,621.55	7,938.40	4,251.66
Tax Expense	(1,185.16)	(1,237.23)	(1,212.70)	(1,347.46)	(1,404.79)	(1,374.97)	(1,524.31)	(1,587.68)	(850.33)
Net Profit	4,740.64	4,948.92	4,850.82	5,389.84	5,619.16	5,499.86	6,097.24	6,350.72	3,401.32
Statement of Financial Position									
Total Assets	2,643.75	2,360.34	2,077.59	1,795.53	1,514.18	1,233.58	953.74	674.71	-
Total Liabilities	1,174.47	884.53	595.02	305.97	318.21	330.94	344.18	357.94	-
Total Shareholders' Equities	1,469.28	1,475.81	1,482.57	1,489.56	1,195.97	902.64	609.57	316.77	-

Summary of Net Cash that the Company Receives from SLP based on the Current Investment

From the projection of operating performance and financial position of SLP based on current investment value, the IFA has calculated net cash flow that the Company will receive from the investment in SLP based on cash basis from 2016 – 2084 as follows:

(Unit: THB Million)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Cash Outflows for Investment										
Net Additional Investments in SLP	0.10	171.90	-	-	-	-	-	-	-	-
Net Loans to SLP	-	14.23	75.86	35.67	100.49	172.05	67.50	120.00	67.50	-
Net Cash Outflows for Investment	0.10	186.13	75.86	35.67	100.49	172.05	67.50	120.00	67.50	-
Cash Inflows from SLP										
Management Fee from SLP	-	-	-	-	296.62	-	-	-	-	-
Profit from Selling SLP Shares	-	-	153.80	-	-	209.56	106.58	-	-	-
Net Interests from Loans with SLP	-	-	1.64	0.64	0.45	7.64	10.46	12.67	16.86	39.96
Net Cash Inflows from SLP	-	-	155.44	0.64	297.07	217.20	117.04	12.67	16.86	39.96
Net Cash that the Company Receives	(0.10)	(186.13)	79.58	(35.03)	196.58	45.15	49.54	(107.33)	(50.64)	39.96
Discounted Cash that the Company will Received as of 23 August 2016	106.34									

(Unit: THB Million)	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Cash Outflows for Investment										
Net Cash Outflows for Investment	-	-	-	-	-	-	-	-	-	-
Net Cash Inflows from SLP										
Net Loans from SLP	-	-	-	-	-	-	-	-	480.84	172.46
Net Interests from Loans with SLP	42.69	42.69	39.68	36.58	33.37	30.06	26.63	23.10	15.81	6.42
Net Cash Inflows from SLP	42.69	42.69	39.68	36.58	33.37	30.06	26.63	23.10	496.66	178.88
Net Cash that the Company Receives	42.69	42.69	39.68	36.58	33.37	30.06	26.63	23.10	496.66	178.88

Opinion of the Independent Financial Advisor on the Acquisition of Assets
 (For the purpose of translation only)

(Unit: THB Million)	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
Cash Outflows for Investment										
Net Cash Outflows for Investment	-	-	-	-	-	-	-	-	-	-
Net Cash Inflows from SLP										
Net Dividend from SLP	88.78	156.43	164.11	161.03	204.60	212.50	208.30	229.27	226.91	195.10
Net Cash Inflows from SLP	88.78	156.43	164.11	161.03	204.60	212.50	208.30	229.27	226.91	195.10
Net Cash that the Company Receives	88.78	156.43	164.11	161.03	204.60	212.50	208.30	229.27	226.91	195.10

(Unit: THB Million)	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055
Cash Outflows for Investment										
Net Cash Outflows for Investment	-	-	-	-	-	-	-	-	-	-
Net Cash Inflows from SLP										
Net Dividend from SLP	212.12	222.78	218.55	244.94	289.20	283.45	312.16	324.34	321.25	280.25
Net Cash Inflows from SLP	212.12	222.78	218.55	244.94	289.20	283.45	312.16	324.34	321.25	280.25
Net Cash that the Company Receives	212.12	222.78	218.55	244.94	289.20	283.45	312.16	324.34	321.25	280.25

(Unit: THB Million)	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065
Cash Outflows for Investment										
Net Cash Outflows for Investment	-	-	-	-	-	-	-	-	-	-
Net Cash Inflows from SLP										
Net Dividend from SLP	304.37	298.75	334.82	350.77	386.16	425.46	442.13	433.28	473.48	430.03
Net Cash Inflows from SLP	304.37	298.75	334.82	350.77	386.16	425.46	442.13	433.28	473.48	430.03
Net Cash that the Company Receives	304.37	298.75	334.82	350.77	386.16	425.46	442.13	433.28	473.48	430.03

Opinion of the Independent Financial Advisor on the Acquisition of Assets
 (For the purpose of translation only)

(Unit: THB Million)	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075
Cash Outflows for Investment										
Net Cash Outflows for Investment	-	-	-	-	-	-	-	-	-	-
Net Cash Inflows from SLP										
Net Dividend from SLP	421.68	473.02	495.71	486.12	603.66	627.38	614.78	677.71	701.42	638.17
Net Cash Inflows from SLP	421.68	473.02	495.71	486.12	603.66	627.38	614.78	677.71	701.42	638.17
Net Cash that the Company Receives	421.68	473.02	495.71	486.12	603.66	627.38	614.78	677.71	701.42	638.17

(Unit: THB Million)	2076	2077	2078	2079	2080	2081	2082	2083	2084
Cash Outflows for Investment									
Net Cash Outflows for Investment	-	-	-	-	-	-	-	-	-
Net Cash Inflows from SLP									
Net Dividend from SLP	710.15	741.36	726.61	807.43	886.91	868.98	958.55	996.53	557.71
Net Cash Inflows from SLP	710.15	741.36	726.61	807.43	886.91	868.98	958.55	996.53	557.71
Net Cash that the Company Receives	710.15	741.36	726.61	807.43	886.91	868.98	958.55	996.53	557.71

Appendix 4 Comparison of Financial Assumptions and Fairness of Investment Value between This IFA Report and the IFA Report Dated 5 April 2017

According to the 2017 AGM of the Company held on 27 April 2017, approval was given to the Company to invest in a mixed-use property development project. The Company appointed Silom Advisory Company Limited as the IFA to prepare the independent financial advisor's opinion report on 5 April 2017. Following said approval of the investment, the Company has continued to develop the mixed-use property development project as detailed in Section 1 of this report.

However, in September 2020, the Company concluded the total investment required for the development of the Project HRR, at not exceeding THB 26,300 million, an increase of THB 7,000 million compared to 2017 Approved Transactions. In addition, it was found that Project Retail, which will be developed by SLP and whose major shareholder is CPN, has also increased its investment value from THB 8,900 million to THB 9,800 million, an increase of THB 900 million compared to 2017 Approved Transactions.

Details of the comparison of key financial assumptions between this IFA report and the Independent Financial Advisor's Opinion Report prepared by Silom Advisory Company Limited dated 5 April 2017, can be summarized as follows:

1. Assumption of VMS

Assumption	Assumption in 2017	Current assumption			
1. Hotel Project					
Projection period	23 August 2559 - 30 June 2084				
Expected operating date	1 December 2021	1 November 2023 - 30 June 2084			
1.1 Hotel business					
Room	330 rooms	259 rooms			
Average daily rate (ADR) and average occupancy rate					
Year	ADR (THB/Room/Night)	Occupancy Rate (percent)	ADR (THB/Room/Night)	Occupancy Rate (percent)	
2021	5,900.00	30.00	-	-	
2022	6,300.00	50.00	-	-	
2023	6,600.00	70.00	9,981.99	51.00	
2024 – 2025	6,800.00		Growth at 4.00 - 5.00 per annum	67.00	
2026 onwards	Growth at 3.00 per annum		Growth at 3.00 per annum	76.00	
Expected renovation year			No growth	70.00	
Room expenses					
. Staff expenses					
Year	Percentage to room revenue				
2021	21.00 percent	-			
2022	18.00 percent	-			
2023	15.00 percent	18.53 percent			
2024		8.59 percent			
2025		8.59 percent			

Assumption	Assumption in 2017	Current assumption		
2026		8.15 percent		
2027 – 2084		Growth at 3.00 per annum from previous year		
. Other expenses				
Year	Percentage to room revenue			
2021	9.00 percent	-		
2022	8.00 percent	-		
2023 – 2084	7.00 percent	15.00 - 16.00 percent		
Administration expenses	Based on agreements			
Working capital	Based on the Company's historical data and management's projection	<ul style="list-style-type: none"> - Average receivable day for room and other service revenue from guests is 5 days - Average inventory day is 30 days - Average payable day is 30 days 		
1.2 Food and beverage business from dining rooms, banquet and meeting rooms				
Number of dining rooms	5 rooms	8 rooms		
Number of banquet and meeting rooms	4 rooms	6 rooms		
Year	Percentage to room revenue			
	Revenue from restaurant	Revenue from banquet and meeting room	Revenue from restaurant	Revenue from banquet and meeting room
2021	160.00 percent	36.00 percent	-	-
2022	74.00 percent	52.00 percent	-	-
2023			76.53 percent	78.97 percent
2024			61.16 percent	69.38 percent
2025			57.87 percent	67.21 percent
2569 - 2626			55.54 – 66.00 percent	61.70 – 78.16 percent
2627	74.00 percent	42.00 percent		
Service expenses from restaurant, banquet and meeting room				
. Staff expenses				
Year	Percentage to room revenue			
2021	21.00 percent		-	
2022	18.00 percent		-	
2023			18.53 percent	
2024			8.59 percent	
2025			8.59 percent	
2026			8.15 percent	
2027 – 2084			Growth at 3.00 percent per annum from previous year	
. Other expenses				
Year	Percentage to room revenue			
2021	9.00 percent		-	
2022	8.00 percent		-	
2023 – 2084	7.00 percent		15.00 - 16.00 percent	

Assumption	Assumption in 2017	Current assumption
Administration expenses	Based on agreements	
2. Residential Project		
Lease right transfer date	1 April 2023	1 June 2025 – 31 December 2025
Number of units (unit)	301 units	406 units
Salable area (sq.m.)	48,1000 sq.m.	Dusit Parkside : 20,054 sq.m. Dusit Residences : 30,489 sq.m. Total 50,543 sq.m.
Selling rate	THB 250,000.00 – 290,000.00/sq.m.	Approximately THB 340,000.00/sq.m.
Absorption rate		
Year	Absorption Rate (Percent)	
2018	27.00	-
2019	29.00	-
2020	30.00	20.00 ¹ (start from September)
2021	10.00	25.00
2022	3.00	20.00
2023	1.00	15.00
2024	-	10.00
2025	-	7.00
2026	-	3.00
Common area revenue	THB 80.00/sq.m./month at 3.00 percent growth rate per annum according to inflation	THB 150.00/sq.m./month at 1.00 percent growth rate per annum
Cost and expenses of Residential Project		
Common area cost	95.00 percent of common area revenue	
Commission fee	3.00 percent of sold unit value	1.74 percent of sold unit value
Brand royalty fee	Based on agreements	
3. Shopping center bare shell		
Projection period	23 August 2016 - 30 June 2084	
Revenue from lease of shopping center bare shell	Based on bare shell lease agreement between VMS and SLP	

2. Assumption of SLP

Assumption	Assumption in 2017	Current assumption								
Project overview										
Projection period	23 August 2016 - 30 June 2084									
Lease right transfer date to SLP	31 December 2021	27 April 2024								
Operating date	1 July 2022 - 30 June 2084	1 June 2024 - 30 June 2084								
Revenue assumption										
Leasable area (sq.m.)	47,300 sq.m.	42,886 sq.m.								
Rental rate	Rental rate starts on average at approximately THB 1,350.00 per sq.m. with 3.00 percent growth per annum in 2023 and 4.00 percent from 2024 onwards	<table border="1"> <thead> <tr> <th>Year</th><th>Amount</th></tr> </thead> <tbody> <tr> <td>Average rental rate</td><td></td></tr> <tr> <td>2024</td><td>THB 1,997.76 /sq.m./month</td></tr> <tr> <td>2025 (base year)</td><td>THB 2,262.35</td></tr> </tbody> </table>	Year	Amount	Average rental rate		2024	THB 1,997.76 /sq.m./month	2025 (base year)	THB 2,262.35
Year	Amount									
Average rental rate										
2024	THB 1,997.76 /sq.m./month									
2025 (base year)	THB 2,262.35									

Assumption	Assumption in 2017	Current assumption						
		/sq.m./month						
Growth of rental rate								
2026 - 2084		Growth at 4.00 percent per annum from rental rate of previous year						
		Expected renovation year						
		No growth						
Occupancy rate	80.00 – 96.00 percent, which occupancy rate will ramp up after start operating	Year	Occupancy rate					
		2024	90.00 percent					
		2025	93.00 percent					
		2026 - 2084	95.00 percent					
		Expected renovation year including 2034, 2044, 2054, 2064, 2074						
Other service revenue	Equivalent to 40.00 percent of rental revenue which mainly is revenue from service to tenants such as utilities, security, cleaning and others							
Cost and expense assumption								
Shopping center management cost								
Year		Percentage to rent and service revenue (percent)						
2022		55.00 percent						
2023		50.00 percent						
2024		40.00 percent						
2025		38.00 percent						
2026		36.00 percent						
2027		34.00 percent						
2028 – 2084		34.00 percent						
Administration expenses		33.00 percent						
Based on agreements								

Appendix 5 General Information of Dusit Thani Public Company Limited

1. Company background

Dusit Thani Public Company Limited (“the Company” or “DTC”), established in 1949 by Thanpuying Chanut Piyaoui, is a leading hotel business registered in Thailand which has a unique Thai style service at the international standard level. At present, the main businesses include hotel business, education business and food business, etc., which are operated under the corporate group.

The Company was listed on the Stock Exchange of Thailand in 1975 and transformed from a limited company to a public limited company in 1993. Currently, the major shareholders are Thanpuying Chanut and related persons holding a total of 49.94 percent of shares. At the end of 2020, the Company has paid-up capital of THB 850 million, divided into 850 million ordinary shares with a par value of THB 1 per share.

As of the end of 2020, the Company has a total of 340 hotels and villas under its management, comprising 44 hotels and 296 villas, covering 15 countries, totaling 11,535 rooms. Details of the nature of business of the Company and companies in the corporate group are as follows:

Nature of business of the Company's group	
Company	Nature of Business
Hotel business, hotel management service and others related to hotel business	
Dusit Thani PCL	<ul style="list-style-type: none">Is the owner of the trademarks for the hotels, namely "Dusit Thani", "Dusit Devarana", "Dusit D2", "Dusit Princess", "Dusit Residence" and "ASAI HOTELS"Is the owner of the trademarks for spas, namely "Devarana Spa," "Nam Spa," "DVN Spa," "d v n urban" and "dvn".Owns and operates hotels such as Dusit Thani Bangkok * and Dusit Thani PattayaProvides hotel management services under 5 subsidiaries, 3 hotels under Dusit Management Company Limited, i.e. Dusit Thani Laguna Phuket, Dusit D2 Chiang Mai and Dusit Thani Hua Hin, and 2 under Dusit Thai Property Plc, i.e. Dusit Princess Srinakarin and Dusit Princess Chiang Mai.Currently, Dusit Thani PCL operates hotels in Thailand, namely dusitD2 Khao Yai, dusitD2 Aonang, Krabi and manages hotels under White Label Hotel platform including Seapine Recreation Centre comprising 1 golf yard, Chainarai Riverside and Green Lake Resort, Chiang Mai.Granted license for use of the hotel trademark and trade name to Dusit Thani Krabi Beach Resort and Dusit Princess Moonrise Beach Resort Phu Quoc Vietnam <p>Note *Currently under major renovation.</p>
Dusit Thani Philippines, Inc.	<ul style="list-style-type: none">Owns the Dusit Thani Manila Hotel in the Philippines which is managed by Dusit Worldwide Co., Ltd.Provides hotel management services namely Dusit Thani Mactan Cebu Resort, Dusit Thani Residence Davao, dusitD2 Davao and Dusit Thani Lubi Plantation Resort
Dusit Thai Properties Plc.	<ul style="list-style-type: none">Owns the "Royal Princess" trademarkOwns land and buildings at Dusit Thani Hua HinOwns Dusit Princess Chiang Mai and Dusit Princess Srinakarin.

Company	Nature of Business
	<ul style="list-style-type: none"> Granted license for use of the trademark and trade name to Pathumwan Princess Hotel and Royal Princess Larn Luang.
Dusit Overseas Co., Ltd.	<ul style="list-style-type: none"> Provides hotel management services to 6 hotels opened overseas, namely Dusit Thani Abu Dhabi, Dusit Thani Dubai, Dusit Thani Lakeview Cairo, dusitD2 Thimphu, Bhutan, Dusit Doha and dusitD2 Salwa Doha Hotel. Granted license for use of the trademark and trade name to dusitD2 Kenz Hotel and Dusit Princess Residence – Dubai Marina.
Dusit Management Co., Ltd.	Is a special purpose juristic person established to operate Dusit Thani Laguna Phuket, dusitD2 Chiang Mai and Dusit Thani Hua Hin to support the asset management of Dusit Thani Real Estate Investment and Leasehold Trust ("DREIT").
Dusit USA Management Inc.	Is an entity incorporated in Delaware, USA for hotel management services in the United States, currently operating Dusit Thani Guam and Dusit Beach Resort Guam.
Dusit Fudu Hotel Management (Shanghai) Co., Ltd.	Provides hotel management services at a number of hotels opened in the People's Republic of China, namely dusitD2 Fudu Binhu Hotel, Changzhou, Dusit Thani Fudu Qingfeng Garden Hotel, Changzhou, Dusit Thani Dongtai Jiangsu, Dusit Thani Wujin Changzhou, Dusit Thani Sandalwoods Resort Shaungyue Bay Huizhou, Dusit Devarana Hot Springs and Spa Conghua, Guangzhou, Heritage Villas Zhouzhuang Managed by Dusit, dusitD2 Society Hill Tianjin and Dusit Thani Wellness Resort Suzhou Jiangsu,.
Dusit Saudi LLC	Is a joint venture between Dusit Overseas Company Limited and Dyar Hotels and Resorts Limited to operate a hotel management business in Saudi Arabia, the Middle East and North Africa.
Dusit Worldwide Co., Ltd.	<ul style="list-style-type: none"> Is a regional operating office which provides hotel management services to overseas enterprises such as Dusit Thani Manila and hotels under the management of Dusit Overseas Co., Ltd. Provides marketing services for both domestic and international hotels for affiliated enterprises.
Dusit Worldwide Maldives Co., Ltd.	Manages of Dusit Thani Maldives in the Republic of Maldives.
Dusit Maldives Management Co., Ltd.	Subleases and leases assets related to the operation of Dusit Thani Maldives, and transfers related rights and obligations from Dusit Maldives Investments to operate Dusit Thani Maldives.
Dusit China Capital Co., Ltd/	Holds majority shares in Dusit Fudu Hotel Management (Shanghai) Co., Ltd.
Dusit Thani Properties Co., Ltd.	Investment in various companies
D&J Co., Ltd. (formerly known as Dusit Colours Co., Ltd.)	Provides management and technical consulting services related to hotels, serviced apartments, real estate, restaurants, spas, etc. involved in the form of franchise and / or partial ownership in Japan.
ASAI Holdings Co., Ltd.	Management hotels under brand "ASAI" including ASAI Bangkok Chinatown Hotel and invests in other companies.
LVM Holding Pte Ltd.	Investment in other companies' core businesses such as reservation operations and management of luxury villas in

Company	Nature of Business
	different countries including Thailand under the brand Elite Havens.
Devarana Spa Co., Ltd.	<ul style="list-style-type: none"> • Operates health and spa business (spa services) • On 17 November 2020, Devarana Spa Co., Ltd. was dissolved and is now in the process of liquidation. This does not affect the operations of the company in any way.
Dusit Hospitality Services Co., Ltd.	Engages in support service projects such as outside catering business, cleaning service, restaurant business and providing pre-opening planning services to hotels
Grace Me Co., Ltd.	Provides comprehensive house-keeping and lifestyle care services consisting of cleaning service, laundry and dry-cleaning services as well as pest control services.
Education Business	
Dusit Thani College Bangkok	An educational institution in hotel administration and management
Le Cordon Bleu Dusit Co., Ltd.	French culinary arts school
Dusit Hospitality Management College (DHMC) under the management of Dusit Hospitality Education Philippines, Inc.	Is engaged in the business of hotel management education and hotel management in the Philippines.
Dusit Excellence Co., Ltd.	Is engaged in property rental business.
The Cooking Capital Bangkok Co., Ltd.	Established in 11 February 2021 to support the development of culinary arts and beverages through provision of such services as counseling, renting space and location of operation.
The Food Education Bangkok Co., Ltd.	Newly established in 11 February 2021 to operate a specialized educational institution in culinary arts.
Property development business	
Vimarn Suriya Co., Ltd.	Operates a property development business relating to real estate, hotels, Residential and shopping center structures under the Dusit Central Park Project.
Suanlum Property Co., Ltd.	Develops Project Retail Under the Dusit Central Park Project
Phraram 4 Development Co., Ltd.	Subleases land to Saladaeng Property Management Co., Ltd., the developer of the office building project under the Dusit Central Park Project.
The Origin Dusit Co., Ltd.	Developer of the Hampton Sriracha by Origin and Dusit, a condominium in Chonburi Province
Food business	
Dusit Foods Co., Ltd.	Investment in other companies
Dusit Gourmet Co., Ltd.	Marketing of food products under the Dusit brand
Epicure Catering Co., Ltd.	Operates catering service to international schools
The Caterers Joint Stock Co., Ltd. ("The Caterers")	Operates catering service in Vietnam
Dusit Real Foods Co., Ltd.	Operates a health food restaurant business
Other related business	
Dusit Thani Properties REIT Co., Ltd.	Manager of Dusit Thani real estate investment trust and leasehold rights
Dusit Thani Freehold and Leasehold Real Estate Investment Trust (DREIT)	<ul style="list-style-type: none"> • Investment in real estate and leasehold properties, including the sublease rights of real estate including hotel and other real estate types that is associated with or promotes benefits to

Company	Nature of Business
	<ul style="list-style-type: none"> hotel real estate (converted from Dusit Thani Freehold and Leasehold Property Fund or DTCPF in late 2017) Owns Dusit Thani Laguna Phuket and dusitD2 Chiang Mai hotels and owns leasehold rights at Dusit Thani Hua Hin and Dusit Thani Maldives.
Dusit Maldives Investment Private Limited	Owns the Dusit Thani Maldives Hotel and supports transactions related to the Dusit Thani Maldives project.
Dusit Thani REIT Co., Ltd.	Holds stakes in Dusit Maldives Investment Co., Ltd.

Revenue structure of the Company's group during 2018 - 2020

Unit: THB million	2018		2019		2020	
	Revenue	Percent	Revenue	Percent	Revenue	Percent
Revenue from hotel business	4,626	83	3,776	62	1,579	48
Revenue from education business	425	8	390	6	386	12
Revenue from food business	19	0	402	7	456	14
Other revenue	495	9	1,549	25	899	27
Total revenue	5,565	100	6,117	100	3,320	100

Source : SET

2. List of shareholders

As of 30 December 2020, major shareholders of the Company are as follows:

Major shareholders of the Company as of 30 December 2020

No.	Name	Shareholding Proportion	
		Amount (shares)	Percent
1	Chanut & Children Co., Ltd. and related person	424,475,680	49.94
2	Central Pattana PCL	145,238,320	17.09
3	Ananda Development PCL	42,500,000	5.00
4	Mr. Chatri Sophonpanich	42,389,600	4.99
5	Mr. Vichit Chinwongvorakul	33,240,000	3.91
6	Thai Life Insurance PCL	21,882,430	2.57
7	Mrs. Jarunee Chinwongvorakul	19,323,200	2.27
8	Thai NVDR Co., Ltd.	16,815,616	1.98
9	Mr. Sahanun Chentrakul	8,390,000	0.99
10	Dusit Thani Properties Co., Ltd.	4,715,000	0.55
Total 10 major shareholders		758,969,846	89.29
Other shareholders		91,030,154	10.71
Total		850,000,000	100.00

Source : The Company

Remark : * Group of Thanpuying Chanut Piyaoui and related persons, comprising of Chanut and Children Co., Ltd., Group of Mr. Chanin Donavanik, Group of Ms. Sinee Thienprasiddhi, and Group of Ms. Sunong Salirathavibhaga

3. Board of Directors

As of 31 December 2020, Board of Directors of the Company are as follows:

Board of Directors of the Company as of 31 December 2020

Name	Position
Mr. Arsa Sarasin	Chairman/Independent Director
Mr. Chanin Donavanik	Vice Chairman / Executive Committee Chairman / Investment Committee Member
Mrs. Suphajee Suthumpun	Director / Executive Director / Group Chief Executive Officer / Investment Committee Member
Mrs. Varang Chaiyawan	Director / Nomination, Remuneration and Corporate Governance Committee Member
Mrs. Sinee Thienprasiddhi	Director / Executive Director
Professor Hiran Radeesri	Independent Director / Audit Committee Chairman
Mrs. Pranee Phasipol	Independent Director / Audit Committee Member
Mr. Teerapol Chotichananapibul	Independent Director / Audit Committee Member
Professor Dr.Kittipong Kittayarak	Independent Director / Nomination, Remuneration and Corporate Governance Committee
Prof. Emeritus Dr. Khunying Suchada Kiranandana	Independent Director / Nomination, Remuneration and Corporate Governance Committee Chairperson
Mr. Pakhawat Kovithvathanaphong	Independent Director / Investment Committee Chairman
Mr. Somprasong Boonyachai	Independent Director / Investment Committee Member

Source : SET and the Company

The authorized directors are Mr. Chanin Donavanik, Mrs. Sinee Thienprasiddhi, and Mrs. Suphajee Suthumpun, whereby two of these three directors jointly sign and affix the Company's seal.

4. Summary of financial position and operating performance

Financial information based on audited consolidated financial statement of the Company for the year ending 31 December 2018 -2020 is as follows:

Summary of financial position and operating performance for the year 2018 - 2020

Dusit Thani Public Company Limited	Jan - Dec		
	2018	2019	2020
Income Statement (unit : THB million)			
Revenue from sales and services	4,633	4,193	2,272
Cost of sales and services	(2,746)	(2,715)	(1,474)
Cost of services - depreciation and amortisation	(462)	(372)	(665)
Total cost of sales and services	(3,208)	(3,087)	(2,138)
Gross profit (loss)	1,424	1,105	134
Management service income	222	307	111
Interest income	19	25	17
Dividend income	17	17	-

Dusit Thani Public Company Limited	Jan - Dec		
Income Statement (unit : THB million)	2018	2019	2020
Realised income from deferred rental revenue	25	25	25
Arrangement fee income	-	-	231
Gain on capital reduction of subsidiary	-	-	23
Gain on measurement of financial assets	-	-	109
Gain on sales of investments	366	244	139
Gain on reclassification of investments	-	464	127
Gain on step acquisition	-	-	46
Gain on sales of property, plant and equipment	-	582	5
Share of profit (loss) from investments	66	(4)	61
Other income	217	264	155
Total other revenue	932	1,925	1,048
Profit before expenses	2,356	3,030	1,182
Selling expenses	(363)	(330)	(220)
Administrative expenses	(1,451)	(1,667)	(1,404)
Depreciation and amortisation	(37)	(89)	(188)
Loss on remeasuring of trading securities	-	(31)	-
Loss on sale of equipment - net	(5)	-	-
Finance costs	(65)	(118)	(421)
Total expenses	(1,921)	(2,235)	(2,233)
Profit (loss) before income tax expense	436	795	(1,051)
Tax (expense) income	(86)	(189)	1
Profit (loss) for the year	350	606	(1,050)
Profit (loss) attributable to owners of the parent	290	320	(1,011)
Profit (loss) attributable to Non-controlling interests	60	286	(39)

Dusit Thani Public Company Limited	As of 31 Dec		
Balance Sheet (unit : THB million)	2018	2019	2020
Cash and cash equivalents	1,112	2,600	1,420
Other current financial assets	457	933	153
Trade and other current receivables	849	1,465	653
Inventories	77	69	61
Short-term loans to other party	-	15	15
Current portion of prepaid rental of land and buildings	79	115	-
Other current assets	43	90	226
Non-current assets classified as held for sale	-	-	9
Total current assets	2,617	5,288	2,538
Available-for-sale investments	473	-	-
Other non-current financial assets	36	36	508
Investments in associates	1,980	1,814	1,588
Investments in joint ventures	63	180	193
Long-term loans to related parties	195	234	226
Investment properties	173	175	175
Property, plant and equipment	4,300	3,475	4,849
Advance payment for construction	-	-	550
Prepaid rental of land and buildings	821	1,381	-
Right-of-use assets	-	-	9,437
Intangible assets other than goodwill	314	617	821
Goodwill	305	581	652
Deferred tax assets	86	75	93

Dusit Thani Public Company Limited	As of 31 Dec		
Balance Sheet (unit : THB million)	2018	2019	2020
Deposits	100	291	148
Withholding tax	41	36	40
Other non-current assets	68	53	44
Total non-current assets	8,956	8,949	19,323
Total assets	11,573	14,237	21,861
Short-term loans from financial institutions	167	1,762	2,252
Short-term loans from related parties	5	-	-
Trade and other current payables	1,248	1,380	1,388
Current portion of payable for acquisition of business	67	62	34
Current portion of long-term loans from financial institutions	241	96	233
Current portion of lease liabilities	1	-	243
Current portion of debentures	-	-	999
Current portion of deferred rental revenue	25	25	25
Employee benefit obligations	88	-	-
Income tax payable	28	152	23
Other current liabilities	64	271	142
Total current liabilities	1,935	3,749	5,339
Payable for acquisition of business	60	-	24
Long-term loans	601	1,602	2,470
Long-term loans from other party	-	-	26
Lease liabilities	-	-	7,355
Debentures	997	998	-
Deferred rental revenue	534	508	483
Deferred tax liabilities	71	129	110
Provisions for employee benefits	171	196	202
Deposit for right to lease building	985	985	1,368
Customer's deposits	-	-	169
Liabilities from investment in joint venture	88	103	-
Other non-current liabilities	54	63	155
Total non-current liabilities	3,560	4,583	12,361
Total liabilities	5,495	8,333	17,701
Authorised share capital	850	850	850
Issued and paid-up share capital	850	850	850
Treasury shares	(16)	(16)	(16)
Premium on ordinary shares	1,643	1,643	1,643
Surplus on treasury shares	18	18	18
Retained earnings	2,208	2,412	1,149
Other components of equity	268	(182)	(175)
Equity attributable to owners of the parent	4,971	4,726	3,469
Non-controlling interests	1,107	1,179	690
Total equity	6,078	5,904	4,160
Total liabilities and equity	11,573	14,237	21,861

Dusit Thani Public Company Limited	Jan - Dec		
	2018	2019	2020
Net cash from (used in) operating activities	790	450	729
Net cash from (used in) investing activities	(841)	(779)	(2,615)
Net cash from (used in) financing activities	153	1,875	640
Net increase (decrease) in cash and cash equivalents before effect of exchange rates	102	1,545	(1,246)
Effect of exchange rate changes on cash and cash equivalents	(11)	(57)	66
Net increase (decrease) in cash and cash equivalents	91	1,488	(1,180)

Dusit Thani Public Company Limited	2018	2019	2020
	Financial Ratio	2018	2019
Profitability ratio			
Gross profit margin	31%	26%	6%
EBITDA margin	18%	23%	7%
Net profit margin	5%	5%	(31%)
Efficiency ratio			
Return to equity	6%	7%	(25%)
Return to assets	5%	7%	(4%)
Liquidity ratio			
Current ratio (time)	1.4	1.4	0.5
Financial policy ratio			
Interest-bearing debt to equity ratio (time)	0.4	0.9	3.9
Debt to equity ratio (time)	1.1	1.8	5.1
Interest coverage ratio (time)	7.7	7.8	(1.5)

Operating Performance of the Company

Revenue

Revenue from hotel business

In 2020, the Company's revenue from the hotel business was THB 1,579 million, a decrease of 58 percent from the previous year, mainly due to the decrease in the number of tourists. However, in the fourth quarter of 2020, domestic hotel revenues increased from the gradual opening of hotels and adjustment of sales and marketing strategies that the Company formulated to be in line with the state's tourism promotion measures.

Revenue from education business

In 2020, the Company's revenue from education business was THB 386 million, a decrease of 1 percent from the previous year, mainly due to the decrease in the income of Dusit Thani College from postponing short-term training schedules due to the COVID-19 pandemic.

Revenue from food business

In 2020, the Company's revenue from food business was THB 456 million, an increase of 13 percent from the previous year, mainly due to the revenue of The Caterers in Vietnam, which the Group acquired in the third quarter of 2020.

Other income

In 2020, the Company's revenue from other businesses was THB 899 million, a 42-percent decrease from the previous year. This was mainly due to lower income from the profit from the sale of Dusit Thani Maldives Hotel to Dusit Thani Freehold and Leasehold Real Estate Investment Trust.

Net profit (loss)

In 2020, the Company had a net loss of THB 1,050 million, a decrease from the previous year which posted a net profit of THB 606 million, mainly due to the impact of the COVID-19 pandemic and the negative impact of adopting TFRS 16.

Financial Position

Assets

As of December 31, 2018 - 2020, the Company has total assets of THB 11,573 million, THB 14,237 million, and THB 21,861 million, respectively. As of 31 December 2020, the Company's total assets increased from the previous period by THB 7,624 million or equivalent to 54 percent, mainly due to the recording of right of use assets of THB 9,437 million and the first implementation of TFRS 16.

Liabilities

As of 31 December 2018 - 2020, the Company had total liabilities of THB 5,495 million, THB 8,333 million, and THB 17,701 million, respectively. As of 31 December 2020, the Company's total liabilities increased from the previous period by THB 9,368 million or 112 percent, mainly due to the recording of lease liability of THB 7,355 million and the first implementation of TFRS 16.

Shareholders' Equity

As of 31 December 2018 - 2020, the Company had total shareholders' equity of THB 4,971 million, THB 4,726 million and THB 3,469 million, respectively. As of 31 December 2020, the Company's total shareholders' equity decreased from the previous period in the amount of THB 1,256 million or 27 percent, mainly due to the decrease in operating results, dividend payment and the capital reduction of subsidiaries.

5. Industry condition

Thai economy in 2020 and outlook for 2021

Overall, the Thai economy in 2020 declined by 6.1 percent compared with a 2.3 percent expansion in 2019. Export value, private consumption and total investment fell 6.6 percent, 1.0 percent and 4.8 percent, respectively, the average headline inflation was -0.8 percent and the current account registered a surplus of 3.3 percent of GDP.

Thai economy in 2020 and outlook for 2021

(%YoY)	2019		2020		Projection 2021
	Year	Year	Q3	Q4	
GDP (CVM)	2.3	-6.1	-6.4	-4.2	2.5 - 3.5
Investment ^{1/}	2.0	-4.8	-2.6	-2.5	5.7
Private	2.7	-8.4	-10.6	-3.3	3.8
Public	0.1	5.7	17.6	0.6	10.7
Private Consumption	4.0	-1.0	-0.6	0.9	2.0
Government Consumption	1.7	0.8	2.5	1.9	5.1
Export of Goods ^{2/}	-3.3	-6.6	-8.2	-1.5	5.8
Volume ^{2/}	-3.7	-5.9	-7.6	-1.6	3.8
Import of Goods ^{2/}	-5.6	-13.5	-19.4	-5.9	6.5
Volume ^{2/}	-5.7	-11.8	-18.1	-5.5	4.0
Current Account to	7.0	3.3	5.3	-0.8	2.3
GDP (%)					
Inflation	0.7	-0.8	-0.7	-0.4	1.0 - 2.0

Note: ^{1/} Investment means Gross Fixed Capital Formation

^{2/} Based on the Bank of Thailand's data

Source: Q4/2020 Thailand economic outlook by NESDC dated 15 February 2021

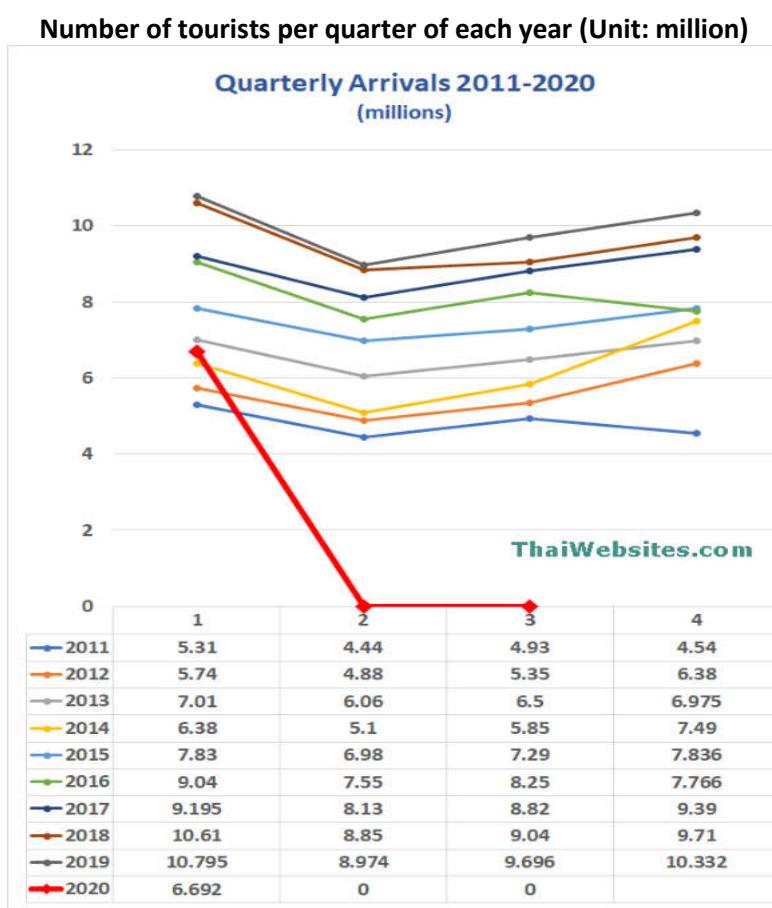
From the above table, the Thai economy in 2021 is expected to expand by 2.5 - 3.5 percent, with major supporting factors consisting of:

- (1) Trends of economic recovery and resurgence of world trade volumes;
- (2) Driving force from government spending;
- (3) A return to the expansion of domestic private demand and
- (4) Adaptation to an unusually low expansion in 2020.

It is expected that the export value of goods in USD will grow by 5.8 percent, private consumption and total investment to grow by 2.0 percent and 5.7 percent, respectively, with the average headline inflation in the range of 1.0 - 2.0 percent and the current account registering a surplus of 2.3 percent of GDP.

Overview of hotel market

The 2020 global COVID-19 pandemic affected society and the economy at its core with the personal service sector, especially tourism and services as well as retail were severely impacted due to international travel restrictions which disrupted tourism around the world. The number of tourists to Thailand in the first quarter of 2020 fell to 6.692 million, a 38.01-percent drop from the number in Q1 of 2019, which had 10.795 million tourists. In March 2020 only 819,429 tourists came to Thailand compared to 3,473,088 tourists in March 2019 (76.41 percent decrease). During the second and third quarters of 2020, no tourists entered Thailand and in the fourth quarter there were very few.



Source: www.thaiwebsites.com refer to information from the Ministry of Tourism and Sports

Risks other than COVID-19

In the fourth quarter of 2020, the global launch of vaccine programs raised hope that the tourism industry is on the verge of recovering. This can be a long and delayed process, however, as vaccine delivery and inoculation occur periodically during which International travel is expected to continue to decline.

Nevertheless, attractive and tempting hotel deals will be essential to stimulate and focus on the domestic tourism market.

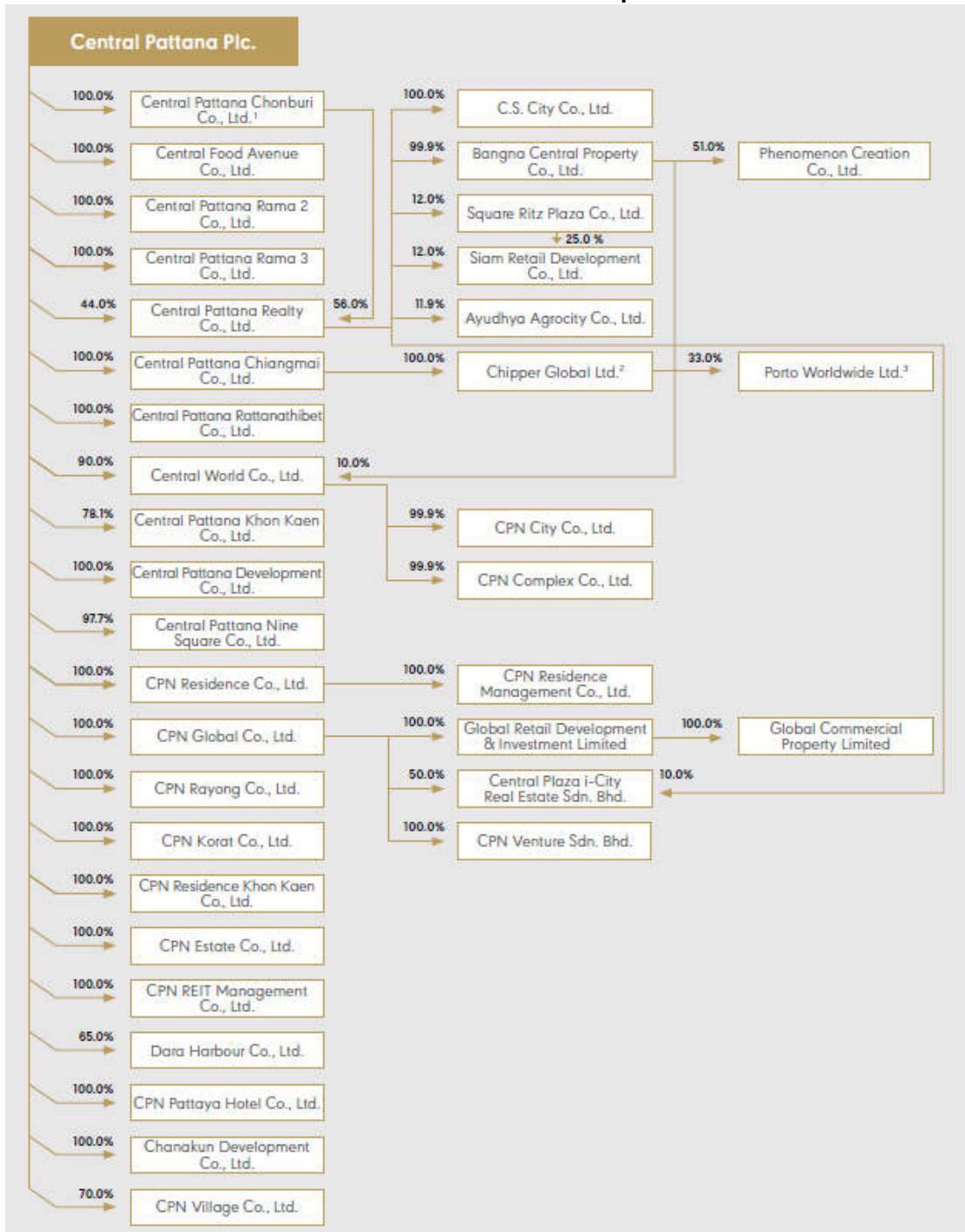
Other risks which may potentially impact on Thai tourism industry in the post-COVID-19 period aside from the effects of the ongoing contagion include continued political turmoil, dependence on Chinese tourists entering the country and the appreciation of the Baht (which increases the cost of tourists entering the country). In 2019, the Baht increased by about 10 percent against the US dollar. Starting in 2020, one US dollar equals THB 30, while one euro equals THB 33-34. Another risk is recurrence of high levels of air pollution during the dry (cold) season (which is the height of tourism season) in the past 3 years in Bangkok, Chiang Mai and other provinces. This could adversely affect the tourism industry as well as tourists may choose to travel elsewhere.

Appendix 6 General Information of Central Pattana Public Company Limited

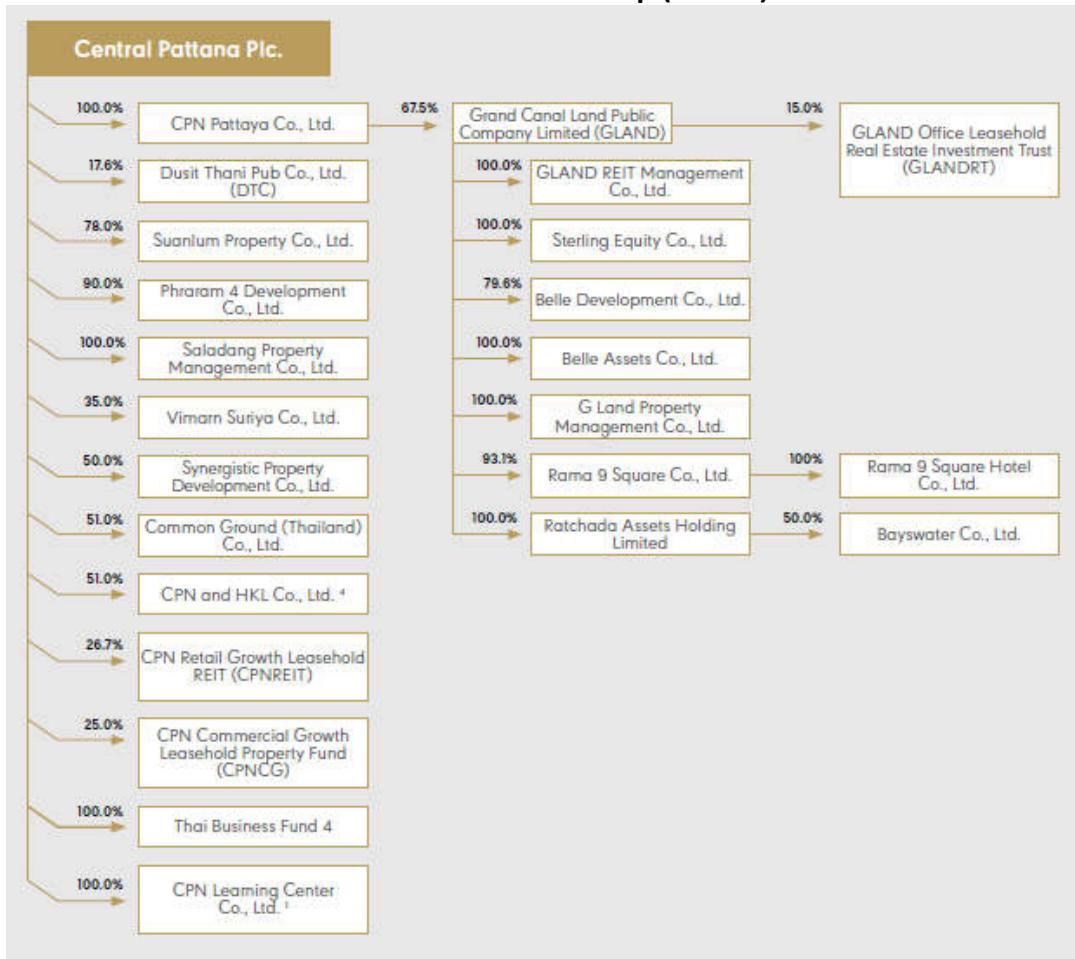
1. Company background

Central Pattana Public Company Limited (“CPN”) was established on 17 June 1980 with an initial registered capital of THB 300 million under the name “Central Plaza Company Limited”. It was listed on the Stock Exchange of Thailand on 1 March 1995 with a registered capital of THB 1,000 million, par value of THB 10 per share. CPN has a total paid-up capital of THB 2,244 million with a par value of THB 0.5 per share with Central Holding Co. and members of the Chirathivat family as the major shareholders. The structure of the CPN group is as follows:

Structure of CPN's Group



Structure of CPN's Group (Cont'd)



Source : 56-1 form year 2020 of CPN

Revenue structure of CPN's group during 2018 - 2020

Unit: THB million	2018		2019		2020	
	Revenue	Percent	Revenue	Percent	Revenue	Percent
Revenue from Rental and services						
Shopping centers	28,078	79	30,433	79	23,563	73
Office buildings	948	3	1,410	4	1,286	4
Hotels	1,208	3	1,121	3	306	1
Food centers	733	2	851	2	446	1
Residential Properties	2,762	8	2,904	8	2,262	7
Other income	1,613	5	1,683	4	4,200	13
Total revenue	35,341	100	38,403	100	32,062	100

Source : SET

2. List of shareholders

As of 5 March 2021, major shareholders of CPN are as follows:

Major shareholders of CPN as of 5 March 2021

No.	Shareholders	Shareholding proportion	
		Number (shares)	Percent
1	Central Holding Co.,Ltd.	1,176,343,960	26.21
2	Thai NVDR Co.,Ltd.	280,015,134	6.24
3	Bbhisl Nominees Limited	100,249,700	2.23
4	Social Security Office	96,900,800	2.16
5	South East Asia Uk (Type C) Nominees Limited	96,395,689	2.15
6	State Street Europe Limited	79,418,449	1.77
7	Niti Osathanugrah	77,050,300	1.72
8	Bank Of Singapore Limited-THB SEG AC	57,968,648	1.29
9	Ubs Ag Singapore Branch	56,016,000	1.25
10	Credit Suisse Ag, Hong Kong Branch	50,146,200	1.12
Total 10 major shareholders		2,070,504,880	46.13
Other shareholders		2,417,495,120	53.87
Total		4,488,000,000	100.00

Source : SET

3. Board of Directors

As of 5 March 2021, Board of Directors of CPN are as follows:

Board of Directors of CPN as of 5 March 2021

Name	Position
Mr. Suthichai Chirathivat	Chairman
Mr. Preecha Ekkunagul	President And Chief Executive Officer / Director
Mr. Kobchai Chirathivat	Director
Mr. Sudhitham Chirathivat	Director
Mr. Prin Chirathivat	Director
Mr. Suthikiati Chirathivat	Director
Mr. Sudhisak Chirathivat	Director
Mrs. Nidsinee Chirathivat	Director
Mr. Karun Kittisataporn	Independent Director / Audit Committee
Mr. Paitoon Taveebhol	Independent Director / Chairman Of Audit Committee
Mrs. Jotika Savanananda	Independent Director / Audit Committee
Mr. Veravat Chutichetpong	Independent Director / Audit Committee

Source : SET

The authorized directors are divided into 2 cases: (1) Mr. Sudhitham Chirathivat, Mr. Prin Chirathivat, Mr. Kobchai Chirathivat, Mr. Preecha Ekkunagul, whereby two of these four directors jointly sign and affix CPN's seal; and (2) in case of any tax return or financial statement filing with

a government or any other agency, any authorized director under (1) shall sign and affix CPN's seal.

4. Financial position and operating performance

Financial information based on audited consolidated financial statement of CPN for the year ending 31 December 2018 -2020 is as follows:

Summary of financial position and operating performance for the year 2018 - 2020

Central Pattana Public Company Limited	Jan – Dec		
Income Statement (unit : THB million)	2018	2019	2020
Revenue from rental and services	29,026	31,843	24,848
Revenue from food center services	733	851	446
Revenue from hotel operation	1,208	1,121	306
Revenue from sale of real estate	2,762	2,904	2,262
Investment income	115	187	1,099
Other income	1,613	1,683	4,200
Total revenue	35,457	38,590	33,161
Cost of rental and services	14,143	15,481	13,055
Cost of food center services	332	394	304
Cost of hotel operation	423	379	166
Cost of sale of real estate	1,565	1,833	1,512
Administrative expenses	6,114	6,839	5,536
Total expenses	22,577	24,925	20,573
Profit (loss) from operating activities	12,879	13,665	12,589
Finance costs	(426)	(811)	(1,865)
Share of profit of subsidiaries, joint ventures and associates accounted for using equity method	987	1,292	1,042
Profit before income tax expense	13,440	14,146	11,765
Tax expense	(2,057)	(2,336)	(2,148)
Profit for the year	11,383	11,809	9,617

Central Pattana Public Company Limited	As of 31 Dec		
Balance Sheet (unit : THB million)	2561	2562	2563
Cash and cash equivalents	3,021	2,053	7,219
Trade accounts receivable	1,279	1,356	3,571
Other receivables	3,169	3,606	2,057
Real estate development for sales	7,787	8,362	9,032
Current investments	46	1,001	2,006
Total current assets	15,301	16,378	23,886
Long-term investments in related parties and other long-term investments	2,082	1,756	1,956
Restricted bank deposits	11	1	1
Investments in associates	7,046	7,357	5,731
Investments in joint ventures	2,853	4,809	2,454
Advance payment for shares	-	2,310	-
Finance lease receivable	-	-	16,398

Central Pattana Public Company Limited	As of 31 Dec		
Balance Sheet (unit : THB million)	2561	2562	2563
Long-term loans to related parties	4,518	5,167	932
Investment properties	108,412	104,503	159,983
Property, plant and equipment	1,646	1,597	3,242
Goodwill	1,036	1,036	1,036
Leasehold rights	14,086	20,783	-
Deferred tax assets	1,900	2,226	3,392
Other non-current assets	2,815	2,009	2,762
Total non-current assets	146,407	153,555	197,888
Total assets	161,708	169,933	221,774
Short-term loans from financial institutions	7,948	4,970	11,732
Trade accounts payable	1,782	1,694	911
Other payables	6,180	5,564	4,913
Current portion of lease liabilities	-	-	2,112
Short-term loans from related parties	90	126	226
Current portion of long-term loans	2,928	3,769	6,173
Current portion of advance received from rental income	1,720	1,842	1,905
Income tax payable	662	921	484
Contractor payables	3,272	2,188	2,098
Total current liabilities	24,583	21,075	30,554
Long-term loans from related parties	-	693	724
Long-term loans	19,522	24,471	27,630
Lease liabilities	418	-	43,487
Deferred tax liabilities	2,035	1,975	2,624
Advance received from rental income	32,310	32,293	30,649
Deposits received from customers	7,693	8,028	7,866
Non-current provisions for employee benefits	461	649	731
Provision for decommissioning and restoration	275	287	384
Guarantees received for leasehold rights	234	1	1
Total non-current liabilities	62,949	68,396	114,096
Total liabilities	87,532	89,471	144,650
Authorised share capital	2,244	2,244	2,244
Issued and paid-up share capital	2,244	2,244	2,244
Premium on ordinary shares	8,559	8,559	8,559
Retained earnings	55,232	61,681	58,920
Treasury shares	-	-	(761)
Other components of equity	(308)	(356)	(171)
Equity attributable to owners of the parent	65,726	72,128	68,790
Non-controlling interests	8,450	8,334	8,333
Total equity	74,176	80,462	77,123
Total liabilities and equity	161,708	169,933	221,774

Central Pattana Public Company Limited	Jan - Dec		
Cash Flow Statement (unit : THB million)	2018	2019	2020
Net cash from (used in) operating activities	17,139	17,771	7,761

Central Pattana Public Company Limited	Jan - Dec		
Cash Flow Statement (unit : THB million)	2018	2019	2020
Net cash from (used in) investing activities	(18,450)	(15,896)	(7,732)
Net cash from (used in) financing activities	1,884	(2,666)	5,114
Net increase (decrease) in cash and cash equivalents	574	(791)	5,143

Central Pattana Public Company Limited	2561	2562	2563
Financial Ratio			
Profitability ratio			
Gross profit margin	51%	51%	46%
Operating profit margin	36%	35%	36%
Net profit margin	31%	31%	30%
Efficiency ratio			
Return on equity	16%	15%	12%
Return on assets	8%	7%	5%
Liquidity ratio			
Current ratio (time)	0.6	0.8	0.8
Quick ratio (time)	0.1	0.1	0.3
Financial policy ratio			
Interest-bearing debt to equity ratio (time)	1.2	1.1	1.9
Debt to equity ratio (time)	0.4	0.4	0.5
Interest coverage ratio (time)	32.5	18.4	7.3

Operating performance and financial position of CPN

Revenue

CPN's main income is divided into rental and service income, revenue from food court service, revenue from hotel operations and revenue from real estate sales with details as follows:

Rental and service income

In 2020, CPN had rental and service income of THB 24,848 million, a decrease of 22 percent from the previous year mainly due to rental exemptions and rental discounts for shopping center operators according to its guidelines to help each operator as appropriate. Moreover, the number of activities and events in the period was below the normal level.

Revenue from food court service

In 2020, CPN's revenue from food court services was THB 446 million, a 48-percent drop from the previous year. This was mainly due to the temporary closure of the shopping center during the lockdown period imposed by the government sector. However, with the reopening of shopping center services, the number of people coming to use the service has continued to steadily increase, resulting in revenue recovery accordingly.

Revenue from hotel operations

In 2020, CPN's revenue from hotel operations was THB 306 million, a decrease of 73 percent from the previous year. This was mainly due to the decrease in tourists from the COVID-19 pandemic since the beginning of the year and government lockdown measures prevented tourists from

traveling during this period. CPN, therefore, announced the temporary closure of its hotels since April and gradually resumed service in November 2020, resulting in minor revenue recovery.

Revenue from real estate sales

In 2020, CPN's revenue from property sales was THB 2,262 million, down 22 percent from the previous year. This was mainly due to the drop in real estate transfers. Nevertheless, some project transfers continued in 2020, mainly condominium projects such as Escent Nakhon Ratchasima, Phil Phahol 34, Escent Ubon Ratchathani, Escent Park Ville, Chiang Mai and Belle Grand Rama 9, resulting in CPN being able to transfer ownership and recognize the revenue as planned.

Net profit

In 2020, CPN posted a net profit of THB 9,617 million, a decrease of 19 percent from the previous year. This was mainly due to the impact of the COVID-19 pandemic situation which affected revenue in all businesses. However, CPN places emphasis on cost and expense management at an appropriate level in order to enable its businesses to operate efficiently as normal and maintain returns to shareholders.

Financial position

Assets

As of 31 December 2018 - 2020, CPN had total assets of THB 161,708 million, THB 169,933 million and THB 221,774 million, respectively. As of 31 December 2020, CPN's total assets increased from the previous period by THB 51,841 million, or 31 percent, mainly due to an increase in investment properties.

Liabilities

As of 31 December 2018 – 2020, CPN had total liabilities of THB 87,532 million, THB 89,471 million, and THB 144,650 million, respectively. As of 31 December 2020, CPN's total liabilities increased from the previous period of THB 55,179 million, or 62 percent, mainly due to lease liabilities and short-term loans from financial institutions.

Shareholders' equity

As of 31 December 2018 - 2020, CPN has total shareholders' equity of THB 74,176 million, THB 80,462 million and THB 77,123 million respectively. As of 31 December 2020, CPN's total shareholders' equity decreased from the previous period by THB 3,339 million or 4 percent, mainly due to a decrease in retained earnings from dividend payment to shareholders.

5. Industry condition

As CPN's main income comes from rental and service income of shopping center and office spaces, CPN's business operations are directly related to the overall economy retail rental market and the office rental market, details of which are as follows:

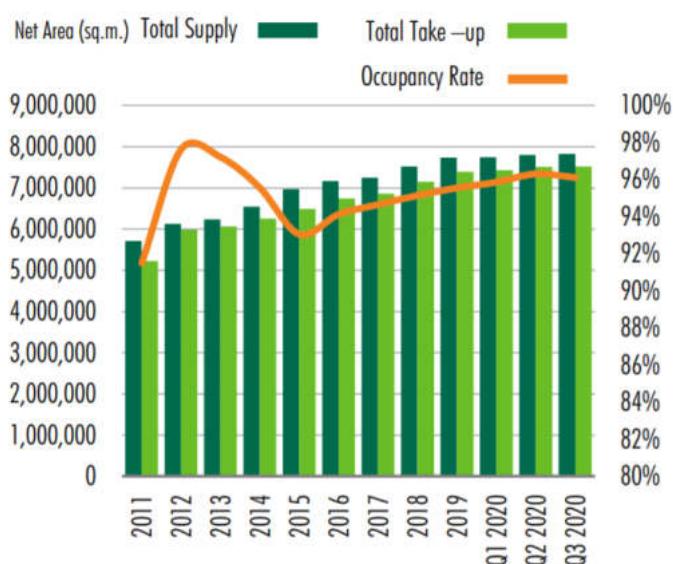
Thai economy in 2020 and outlook for 2021

Details appear in Appendix 1: General information Dusit Thani Public Company Limited, Article 5 Industry conditions.

Market overview of retail rental space

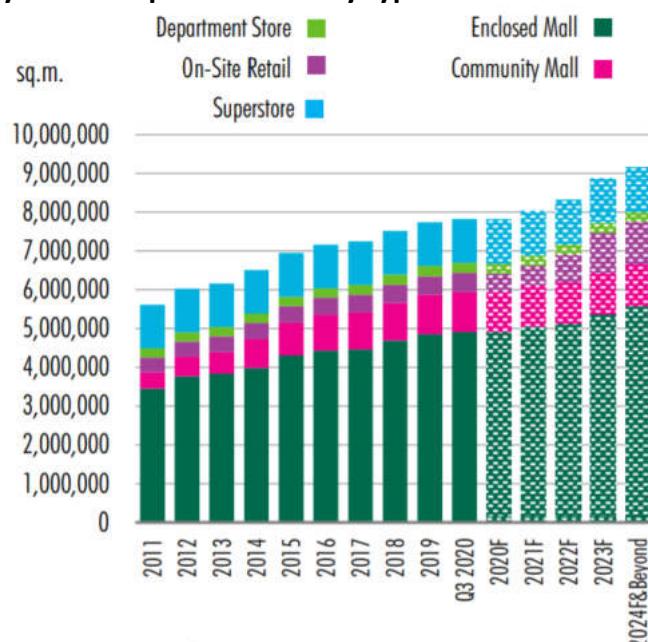
As of the third quarter of 2020, the retail rental market continued to slow down due to declines in purchasing power and household debt. The supply of retail space for rent in Bangkok is approximately 7.8 million square meters, the occupancy rate is 96 percent and the area under construction is 569,341 square meters, with the supply and demand of retail space, the retail rental cost over the past 10 years, and the supply of retail space by type and forecast for the future, details of which are as follows:

Supply and demand of retail space for rent



Source: Retail rental space market report by CBRE dated 8 December 2020

Supply of retail space for rent by type and forecast for future



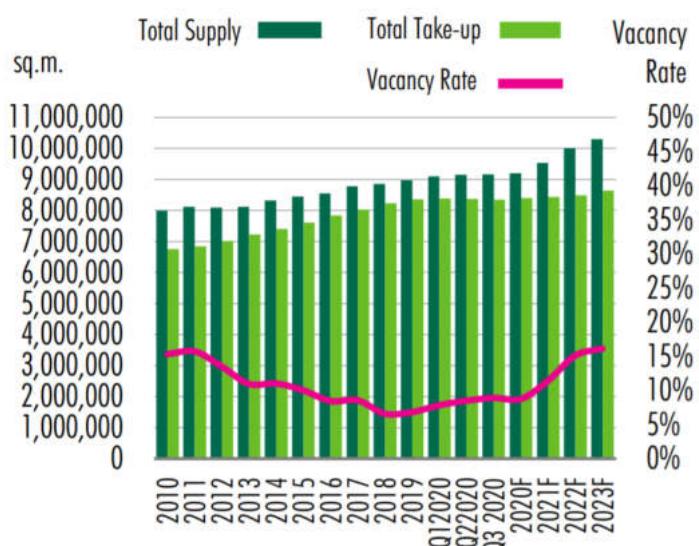
Source: Retail rental space market report by CBRE dated 8 December 2020

Revenue from major retail developers fell in the third quarter of 2020 due to discounts to tenants affected by COVID-19, with the resurgence in the retail rental market depending mainly on government stimulus and the return of foreign tourists. This is because domestic demand cannot fully support the retail rental market.

Market overview of office rental space

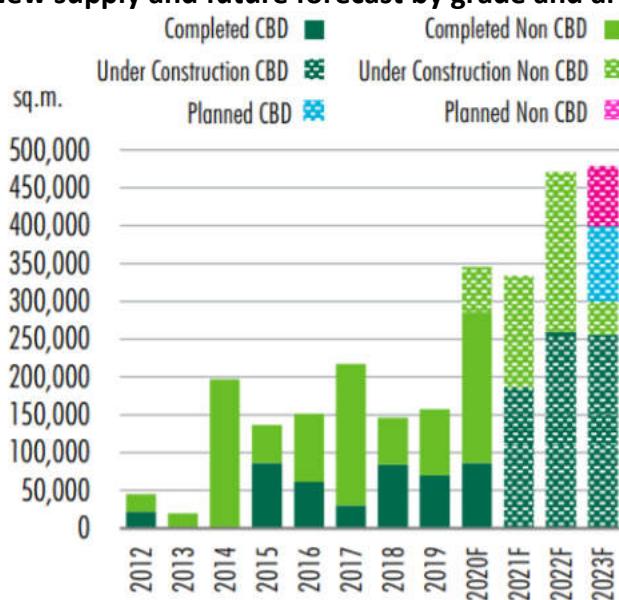
As of the third quarter of 2020, the overall office rental market slightly improved from the previous quarter. The supply of office space for rent in Bangkok is 9.2 million square meters while demand is 8.4 million square meters. The occupancy rate is 91.1 percent and the area under construction is 1.2 million square meters with 3 new office buildings recently opened. The details of supply, demand and vacant area of the office rental market in the past 10 years and the future forecast are as follows:

Supply, demand and vacant area of the office rental market and the future forecast



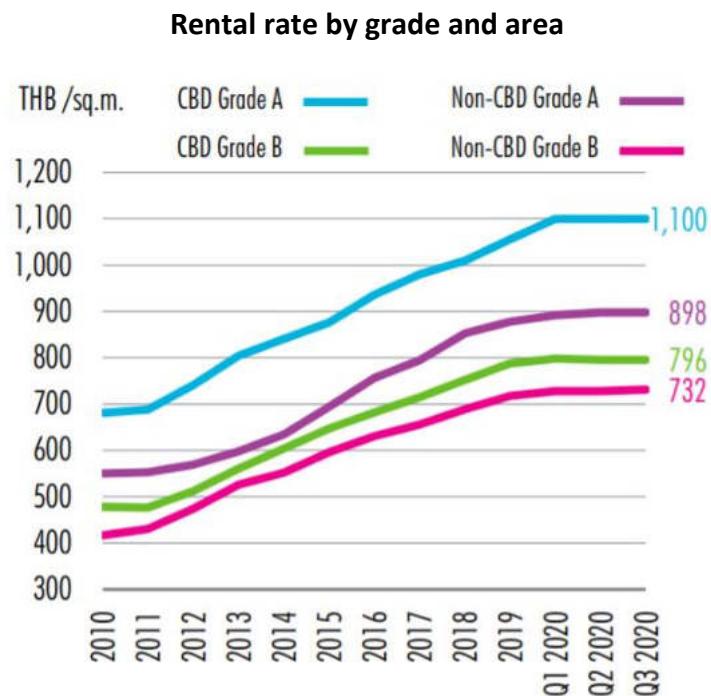
Source: Retail rental space market report by CBRE dated 8 December 2020

New supply and future forecast by grade and area



Source: Retail rental space market report by CBRE dated 8 December 2020

As of the third quarter of 2020, office rental rates were static from the previous quarter, especially Grade A offices in the CBD area with rental rates of THB 1,100 per square meter per month fixed for 3 consecutive quarters. It is expected that future rental rates will be constant and may decrease during 2022 - 2023 due to a large supply of new space during this period. The rental rates by grades and areas over the past 10 years are detailed as follows:



Note: Based on 100-300 sq. m. transactions

Source: Retail rental space market report by CBRE dated 8 December 2020