

**Opinion of the Independent Financial Advisor
Concerning the Asset Acquisitions and
Connected Transactions**

(Supporting Document for Agenda 7 of
the 2022 Annual General Meeting of Shareholders)

of



Asset World Corp Public Company Limited

The Independent Financial Advisor



Capital Advantage Company Limited

March 10, 2022

- TRANSLATION -

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of Asset World Corp Public Company Limited 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.

No. 039/2022

March 10, 2022

Subject: Opinion of the Independent Financial Advisor concerning the Asset Acquisitions and Connected Transactions of Asset World Corp Public Company Limited

Attention: Shareholders
Asset World Corp Public Company Limited

Attachments: 1) Information of Hotels World 9 Co., Ltd., which is the asset to be acquired
2) Information of Variety Asset 1 Co., Ltd., which is the asset to be acquired
3) Information of Retail World 5 Co., Ltd., which is the asset to be acquired
3) Information of Imm Hotel Charoenkrung Co., Ltd., which is the asset to be acquired; and
4) Overview of Thailand Tourism and Hotel Industry

Business overview and operating performance of Asset World Corp Public Company Limited is shown in Clause 5 of Information Memorandum on the Asset Acquisitions and Connected Transactions under Schedule 2 (Enclosure No. 4) and Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) (Enclosure No. 1) of the Company, which are enclosed with the Notification of this Annual General Meeting of Shareholders.

References: 1) Resolutions of the Board of Directors' Meeting No. 1/2022 of Asset World Corp Public Company Limited held on February 18, 2022 and the amendments;
2) Information Memorandum on the Asset Acquisitions and Connected Transactions of Asset World Corp Public Company Limited dated February 18, 2022 and the amendments;
3) Securities Offering Statement Form and Prospectus for Initial Public Offering of Asset World Corp Public Company Limited;
4) Annual Registration Statement (Form 56-1) of Asset World Corp Public Company Limited for the year ended December 31, 2019 – 2020 and Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) for the year ended December 31, 2021
5) Audited financial statements of Asset World Corp Public Company Limited for the 12-month period ended December 31, 2019 – 2021;
6) Property appraisal report of Hotels World 9 Co., Ltd. (The Imperial Golden Triangle Resort) by CBRE (Thailand) Co., Ltd. No. I214022001 dated December 16, 2021 for public purposes;
7) Audited financial statements of Hotels World 9 Co., Ltd. for the 12-month period ended December 31, 2018 - 2020 and unaudited financial statements for the 12-month period ended December 31, 2021;
8) Property appraisal report of Variety Asset 1 Co., Ltd. by Thai Property Appraisal Lynn Phillips Co., Ltd. No. ThorPor 21-1887-1-354 dated November 17, 2021 for public purposes;
9) Audited financial statements of Variety Asset 1 Co., Ltd. for the 12-month period ended December 31, 2018 - 2020 and unaudited financial statements for the 12-month period ended December 31, 2021;
10) Property appraisal report of Retail World 5 Co., Ltd. by Thai Property Appraisal Lynn Phillips Co., Ltd. No. ThorPor 21-1886-1-353 dated November 17, 2021 for public purposes;

- 11) Audited financial statements of Retail World 5 Co., Ltd. for the 12-month period ended December 31, 2018 - 2020 and unaudited financial statements for the 12-month period ended December 31, 2021;
- 12) Property appraisal report of Imm Hotel Charoenkrung Co., Ltd. (Swan Hotel) by CBRE (Thailand) Co., Ltd. No. I211012009 dated December 16, 2021 for public purposes;
- 13) Audited financial statements of Imm Hotel Charoenkrung Co., Ltd. for the 12-month period ended December 31, 2018 - 2020 and unaudited financial statements for the 12-month period ended December 31, 2021;
- 14) Legal due diligence report of Hotels World 9 Co., Ltd. dated December 24, 2021, Variety Asset 1 Co., Ltd. and Retail World 5 Co., Ltd. dated October 28, 2021, and Imm Hotel Charoenkrung Co., Ltd. dated December 24, 2021 by Weerawong, Chinnavat & Partners Ltd.;
- 15) Draft Share Purchase Agreement of Hotels World 9 Co., Ltd., Draft Share Purchase Agreement of Variety Asset 1 Co., Ltd., Draft Share Purchase Agreement of Retail World 5 Co., Ltd., and Draft Share Purchase Agreement of Imm Hotel Charoenkrung Co., Ltd.; and
- 16) Company Affidavit, Memorandum of Association, and other information and documents, as well as interviews with the management and relevant staff of Asset World Corp Public Company Limited.

- Disclaimers: 1) Results of the study conducted by Capital Advantage Co., Ltd. (the "Independent Financial Advisor" or "IFA" or "CapAd") in this report are based on information and assumptions provided by management of Asset World Corp Public Company Limited, as well as information disclosed to the public on the websites of the Securities and Exchange Commission (www.sec.or.th) and the Stock Exchange of Thailand (www.set.or.th).
- 2) The Independent Financial Advisor shall not be responsible for profits or losses and any impacts resulting from the transactions
 - 3) The Independent Financial Advisor conducted the study with knowledge, skills, and cautiousness in accordance with the professional ethics.
 - 4) The Independent Financial Advisor considered and provided its opinions based on the situation and information at the present time. If such situation and information change significantly, the study results in this report may be affected.

The Board of Directors' Meeting No. 1/2022 of Asset World Corp Public Company Limited (the "Company" or "AWC"), held on February 18, 2022, resolved to propose to the 2022 Annual General Meeting of Shareholders ("AGM"), which will be held on April 22, 2022, to consider and approve agenda related to the Asset Acquisitions and Connected Transactions concerning the exercise of Right to Purchase or Develop according to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019 ("Right Granting Agreement") to acquire assets in the forms of lands and constructions as follow:

(Referring to agenda of the AGM 2022 of the Company)

Agenda 7.1 To consider and approve the investment in Hotels World 9 Co., Ltd. ("HW9") whereby the Company and its subsidiaries ("Purchasers of HW9 Ordinary Shares") will purchase 200,000 ordinary shares of HW9 with par value of Baht 10 per share, representing 100% of the total issued and paid-up shares of HW9 and net working capital, accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of HW9, at a total value of approximately Baht 442.38 million¹ from (1) Kasem Subsiri 1 Co.,

¹ Total consideration for the purchase of all ordinary shares and compensation for the transfer of rights to receive payments under loan agreements and all accrued interest payable of HW9 (which may be in form of the transfer of rights to receive payments under loan agreements or loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest payable of HW9), including the agreed purchase price of Baht 438.00 million and estimated current assets and liabilities (net working capital) of approximately Baht 4.38 million, totaling to the amount approximately Baht 442.38 million. *(Please refer to details of short-term loans and accrued interest payable as of December 31, 2021 in Attachment 1 Clause 5 of this report)* As at the Closing Date, the Company shall become lender of HW9 instead of the existing lenders of HW9.

Ltd., (2) TCC Hotels Group Co., Ltd., and (3) Wiengsiri Co., Ltd., (collectively referred to as the "Sellers of HW9 Ordinary Shares"), who are connected persons of the Company because they are in the group of companies of Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (collectively referred to as the "Grantors") in accordance with the terms of the Right Granting Agreement; that is, the Sellers of HW9 Ordinary Shares are companies in which the Grantors hold more than 50% of their total voting shares, directly and indirectly, ("Group of Companies of the Grantors"). At the same time, the Grantors are the major shareholders holding, directly and indirectly, an aggregate of 75.00% of the Company's paid-up capital.²

The Company shall acquire 50,000 shares of HW9 or representing 25.00%³ and the remaining shall be acquired through its subsidiaries: TCC Hotel Asset Management Company Limited ("THAM")⁴ shall acquire 149,999 shares of HW9, or representing 74.9995%, and Asset World Retail Company Limited ("AWR")⁵ shall acquire 1 share of HW9, or representing 0.0005% of the total issued and paid-up shares of HW9, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of HW9 (collectively referred to as the "Purchasers of HW9 Ordinary Shares").

HW9 operates a midscale hotel business under the name of "The Imperial Golden Triangle Resort" ("IGT Hotel") at Chiang Saen District, Chiang Rai Province, which the Company and its subsidiaries will acquire for improvement and development to be a 97-room luxury hotel focusing on Wellness and culture ("The Imperial Golden Triangle Resort Project" or "Transaction 1").

In addition, the Company plans to invest Baht 1,536.22 million (inclusive of VAT) for the development of the Project. Thus, total investment amount that the Company and its subsidiaries shall pay is Baht 1,978.60 million (inclusive of VAT).

Agenda 7.2 To consider and approve the investment in Ordinary Shares of Variety Asset 1 Company Limited ("VA1") and Retail World 5 Company Limited ("RW5") and net working capital, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of VA1 and RW5, at a total value of approximately Baht 653.47 million. In addition, the project development cost is at approximately Baht 983.84 million, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 1,637.31 million⁶ as follows:

The Investment in Variety Asset 1 Company Limited (VA1)

The Company and its subsidiaries ("Purchasers of VA1 Ordinary Shares") will purchase 500,000 ordinary shares of VA1 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of VA1 and net working capital, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of VA1, at a total value of approximately Baht 450.50 million⁷ from (1) TCC Capital

The Company estimates current assets and liabilities (net working capital) at approximately Baht 4.38 million or equivalent to approximately 1% of agreed purchase price of ordinary share of Baht 438.00 million, just in case that the Sellers of HW9 Ordinary Shares will advance development cost for the project before the Company invests in The Imperial Golden Triangle Resort Project. As such, there may be refund of VAT from construction cost. The Company estimates such amount of current assets and liabilities for the calculation of transaction size in order to propose for approval from the AGM.

² Based on information on closing of share register (XM) of the Company as of March 5, 2021 from Thailand Securities Depository Co., Ltd., which also include TCC Group International Limited.

³ The company to acquire shares can be changed to a subsidiary of Asset World Corp Public Company Limited later.

⁴ The Company holds, directly and indirectly, 100% of THAM's total issued and paid-up shares.

⁵ The Company holds, directly and indirectly, 100% of AWR's total issued and paid-up shares.

⁶ In order to clearly express opinion of the Independent Financial Advisor in this report, the transactions are separately explained as Transaction 2.1 and Transaction 2.2.

⁷ Total consideration for the purchase of all ordinary shares and compensation for the transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1 as of the Closing Date (which may be in form of the transfer of rights to receive payments under loan agreements or loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest payable), comprising the agreed purchase price of Baht 446.04 million and estimated current assets and liabilities (net working capital) of approximately Baht 4.46 million, totaling to the amount of approximately Baht 450.50 million. (Please refer to details of short-term loans and accrued interest payable as of December 31, 2021 in Attachment 2 Clause 5 of this report) As at the Closing Date, the Company shall become lender of VA1 instead of the existing lenders of VA1.

Land Limited (2) Yodkij Business Co. Ltd. and (3) Menghua's United Commercial Co., Ltd. (collectively referred to as the "Sellers of VA1 Ordinary Shares"), who are in the group of companies of the Grantors and, hence are considered as connected persons of the Company.

The Company shall acquire 125,000 shares of VA1, or representing 25.00%⁸, while the remaining shall be acquired through its subsidiaries: TCC Hotel Asset Management Company Limited (THAM) shall acquire 374,999 shares of VA1, or representing 74.9998%, and Asset World Retail Company Limited (AWR) shall acquire 1 share of VA1, or representing 0.0002% of total issued and paid-up shares of VA1, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of VA1 (collectively referred to as the "Purchasers of VA1 Ordinary Shares").

The objective is to acquire land (together with land in Transaction 2.2) for development of a 61-room luxury hotel alongside the Chao Phraya River as part of the river journey scheme under the name of the Songwat Project ("Songwat 1 Project" or "Transaction 2.1").

The Company plans to use a budget of Baht 660.27 million (inclusive of VAT) for the project development, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 1,110.77 million (inclusive of VAT).

The Investment in Retail World 5 Company Limited (RW5)

The Company and its subsidiaries ("Purchasers of RW5 Ordinary Shares") will purchase 100,000 ordinary shares of RW5 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of RW5 and net working capital, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of RW5, at a total value of approximately Baht 202.97 million⁹ from (1) TCC Capital Land Ltd., (2) Yodkij Business Co., Ltd., and (3) Queen's Park Hotel Co., Ltd. (collectively referred to as the "Sellers of RW5 Ordinary Shares"), who are in the group of companies of the Grantors and, hence are considered as connected persons of the Company.

The Company shall acquire 25,000 shares of RW5, or representing 25.00%¹⁰ while the remaining shall be acquired through its subsidiaries: TCC Hotel Asset Management Company Limited ("THAM") shall acquire 74,999 shares of RW5, or representing 74.999%, and Asset World Retail Company Limited ("AWR") shall acquire 1 share of RW5, or representing 0.001% of total issued and paid-up shares of RW5, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of RW5 (collectively referred to as the "Purchasers of RW5 Ordinary Shares").

The objective is to acquire land (together with land in Transaction 2.1) for development of a 28-room luxury hotel alongside the Chao Phraya River as part of the river journey scheme under the name of the Songwat Project ("Songwat 2 Project" or "Transaction 2.2").

The Company plans to use a budget of Baht 323.57 million (inclusive of VAT) for the project development, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 526.54 million (inclusive of VAT).

The Company estimated current assets and liabilities (net working capital) at approximately Baht 4.46 million or equivalent to approximately 1% of agreed purchase price of Baht 446.04 million, just in case that the Sellers of VA1 Ordinary Shares will advance development cost for the project before the Company invests in the Songwat 1 Project. As such, there may be refund of VAT from construction cost. The Company estimated such amount of current assets and liabilities for the calculation of transaction size in order to propose for approval from the AGM.

⁸ The company to acquire shares can be changed to a subsidiary of Asset World Corp Public Company Limited later.

⁹ Total consideration for the purchase of all ordinary shares and compensation for the transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5 as of the Closing Date, comprising the agreed purchase price of Baht 200.96 million and estimated current assets and liabilities (net working capital) of approximately Baht 2.01 million, totaling to the amount of approximately Baht 202.97 million. (Please refer to details of short-term loans and accrued interest payable as of December 31, 2021 in Attachment 3 Clause 5 of this report) As at the Closing Date, the Company shall become lender of RW5 instead of the existing lenders of RW5.

The Company estimated current assets and liabilities (net working capital) at approximately Baht 2.01 million or equivalent to approximately 1% of agreed purchase price of ordinary share of Baht 200.96 million, just in case that the Sellers of RW5 Ordinary Shares will advance development cost for the project before the Company invests in the Songwat 2 Project. As such, there may be refund of VAT from construction cost. The Company estimated such amount of current assets and liabilities for the calculation of transaction size in order to propose for approval from the AGM.

¹⁰ The company to acquire shares can be changed to a subsidiary of Asset World Corp Public Company Limited later.

Agenda 7.3 To consider and approve the investment in Imm Hotel Charoenkrung Co., Ltd. ("IHC") whereby the Company and its subsidiaries ("Purchasers of IHC Ordinary Shares") will purchase 5,000,000 ordinary shares of IHC with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of IHC and net working capital, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of IHC, at a total value of approximately Baht 303.00 million¹¹ from (1) TCC Hotels Group Co., Ltd., (2) Kasem Subsiri 1 Co., Ltd., and (3) Anantasiri Patana Co., Ltd. (collectively referred to as the "Sellers of IHC Ordinary Shares"), who are in the group of companies of the Grantors and, hence are considered as connected persons of the Company.

The Company shall acquire 1,250,000 shares of IHC, or representing 25.00%¹², while the remaining shall be acquired through its subsidiaries: TCC Hotel Asset Management Co., Ltd. ("THAM") shall acquire 3,749,999 shares of THAM, or representing 74.99998%, and Asset World Retail Co., Ltd. ("AWR") shall acquire 1 share of IHC, or representing 0.00002% of total issued and paid-up shares of IHC, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of IHC (collectively referred to as the "Purchasers of IHC Ordinary Shares").

The objective is to acquire land for development of a 69-room luxury hotel focusing on culture tourism and connecting to the future projects, namely the OP Place Project and the EAC Charoen Krung 40 Road Project, to cater to the upscale customers ("Swan Project" or "Transaction 3").

The Company plans to use a budget of Baht 579.00 million (inclusive of VAT) for the project modification and development, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 882.00 million (inclusive of VAT).

The four aforementioned transactions are classified as the purchase or the acquisition of another business according to Section 107 (2) (b) of the Public Limited Companies Act and the acquisition of assets pursuant to the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004), including the amendment thereto ("Notifications on Acquisition or Disposition of Assets"). The highest transaction size is equal to 3.24% according to the total value of consideration criteria based on the audited consolidated financial statements of the Company for the year ended December 31, 2021. When combined with the acquisition of assets of the Company during 6-month period before the date of the Board of Directors' resolution to propose to the shareholders' meeting for approving this transaction, the highest transaction size is equal to 13.55% which is lower than 15%. Therefore, the Company is not required to disclose information on such transactions to the Stock Exchange of Thailand ("SET"). However, since the entering into such transactions lead to the acquisition of subsidiaries of the Company, thus, it is required to disclose information regarding the investment in subsidiaries to the SET and the Board of Directors shall propose the shareholders' meeting to consider and approve the entering into asset acquisition transactions and connected transactions at the same time.

The entering into these transactions is deemed as connected transactions under the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions 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 Connected Transactions B.E. 2546 (2003)

¹¹ Total consideration for the purchase of all ordinary shares and compensation for the transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC as of the Closing Date (which may be in form of the transfer of rights to receive payments under loan agreements or loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest payable), comprising of the agreed purchase price of Baht 300.00 million and estimated current assets and liabilities (net working capital) of approximately Baht 3.00 million, totaling to the amount of approximately Baht 303.00 million. (Please refer to details of short-term loans and accrued interest payable as of December 31, 2021 in Attachment 4 Clause 5 of this report) As at the Closing Date, the Company shall become lender of IHC instead of the existing lenders of IHC.

The Company estimated current assets and liabilities (net working capital) at approximately Baht 3.00 million or equivalent to approximately 1% of agreed purchase price of ordinary share of Baht 300.00 million, just in case that the Sellers of IHC Ordinary Shares will advance development cost for the project before the Company invests in the Swan Project. As such, there may be refund of VAT from construction cost. The Company estimated such amount of current assets and liabilities for the calculation of transaction size in order to propose for approval from the AGM.

¹² The company to acquire shares can be changed to a subsidiary of Asset World Corp Public Company Limited later.

("Notifications on Connected Transactions") as they are the entering into the transactions with the Group of companies of the Grantors who are major shareholders of the Company, having direct and indirect shareholding of 75.00% of total issued and paid-up shares of the Company.¹³ Size of connected transactions is 5.78% of net tangible asset of the Company and its subsidiaries as of December 31, 2021. When combined with the connected transactions of the Company with the Grantors and Group of Companies of the Grantors during 6-month period before the date of the Board of Directors' resolution to propose to the shareholders' meeting for approving this transaction, the highest transaction size is equal to 5.80% which is higher than 3% of net tangible assets of the Company and its subsidiaries.

Therefore, the Company is required to disclose information on the entering into the asset acquisition and connected transactions to the Stock Exchange of Thailand and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek for approval from shareholders' meeting with affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

The Company has appointed Capital Advantage Co., Ltd. as the independent financial advisor ("Independent Financial Advisor" or "IFA" or "CapAd") to render an opinion to shareholders concerning the reasonableness and appropriateness of price and conditions of the asset acquisition and connected transactions.

CapAd has studied details of the Information Memorandum on Asset Acquisition Transactions and Connected Transactions of the Company, Securities Offerings Statement Form, Prospectus on the initial public offering, Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) and information from interviews with management and executives of the Company as well as documents received from the Company such as financial statements, business plan, financial projection, feasibility study of the projects, property appraisal reports, legal due diligence report, agreements and relevant documents, draft agreement for sale of shares of Hotels World 9 Co., Ltd., draft Share Purchase Agreement of Variety Asset 1 Co., Ltd., draft Share Purchase Agreement of Retail World 5 Co., Ltd., and draft Share Purchase Agreement of Imm Hotel Charoenkrung Co., Ltd., including information disclosed to the public, information disclosed on websites of the Stock Exchange of Thailand ("SET") and the Office of the Securities and Exchange Commission ("SEC"), and financial information available on various websites as a basis for rendering our opinion on such transactions.

The opinion of CapAd in this report is based on the assumption that all information and documents received from the Company's management are accurate and complete. CapAd is unable to assure or guarantee any accuracy or completeness of such information. In deriving its opinion, CapAd takes into account current operating environment and most up-to-date information at the time of issuance of this report. Any change or future incident may have a material impact on business operation and financial projection of the projects and assessment and analysis of Independent Financial Advisor, as well as decision of shareholders on the above asset acquisition transactions and the connected transactions.

In providing the opinion to shareholders, CapAd studies and analyzes information stated above by considering the reasonableness of the asset acquisition and connected transactions and all relevant factors. CapAd has considered such information thoroughly and reasonably according to the professional standards for the best interests of shareholders.

The attachments to this report of Independent Financial Advisor's opinion are deemed as part of this opinion report and are information that shareholders should consider in conjunction with this report.

After considering and studying all information on the asset acquisitions and connected transactions, CapAd would like to summarize the study results as follows:

¹³ Please refer to Footnote 2 on Page 3.

Abbreviation

"Company" or "AWC"	Asset World Corp Public Company Limited
"AWR"	Asset World Retail Company Limited, a subsidiary of the Company
"THAM"	TCC Hotel Asset Management Company Limited
"Right Granting Agreement"	The Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019
"Grantors"	Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi
"Group of Companies of the Grantors" or "TCC Group"	The companies in which the Grantors hold more than 50% of total voting shares, directly and indirectly
"Songwat Project"	consisting of Songwat 1 Project and Songwat 2 Project
<u>Transaction 1:</u>	
"Transaction 1" or	Acquisition of ordinary shares and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable, including estimated current assets and liabilities (net working capital) of Hotels World 9 Co., Ltd. in order to acquire land, constructions, and equipment for development of the Imperial Golden Triangle Resort Project
"The Imperial Golden Triangle Resort Project"	
"HW9"	Hotels World 9 Company Limited, the asset to be acquired in Transaction 1
"Sellers of HW9 Ordinary Shares"	consisting of (1) Kasem Subsiri Company Limited, (2) TCC Hotels Group Company Limited, and (3) Wiengsiri Company Limited
"Purchasers of HW9 Ordinary Shares"	consisting of (1) the Company, (2) THAM, and (3) AWR
<u>Transaction 2.1:</u>	
"Transaction 2.1" or	Acquisition of ordinary shares and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable, including estimated current assets and liabilities (net working capital) of Variety Asset 1 Co., Ltd. in order to acquire land for development of Songwat 1 Project, which is part of the "Songwat Project"
"Songwat 1 Project"	
"VA1"	Variety Asset 1 Co., Ltd., the asset to be acquired in Transaction 2.1
"Sellers of VA1 Ordinary Shares"	consisting of (1) TCC Capital Land Ltd., (2) Yodkij Business Co., Ltd., and (3) Menghua's United Commercial Co., Ltd.
"Purchasers of VA1 Ordinary Shares"	consisting of (1) the Company, (2) THAM, and (3) AWR
<u>Transaction 2.2:</u>	
"Transaction 2.2" or	Acquisition of ordinary shares and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable, including estimated current assets and liabilities (net working capital) of Retail World 5 Co., Ltd. in order to acquire land for development of Songwat 2 Project, which is part of the "Songwat Project"
"Songwat 2 Project"	
"RW5"	Retail World 5 Co., Ltd., the asset to be acquired in Transaction 2.2
"Sellers of RW5 Ordinary Shares"	consisting of (1) TCC Capital Land Ltd., (2) Yodkij Business Co., Ltd., and (3) Queen's Park Hotel Co., Ltd.
"Purchasers of RW5 Ordinary Shares"	consisting of (1) the Company, (2) THAM, and (3) AWR
<u>Transaction 3:</u>	
"Transaction 3" or	Acquisition of ordinary shares and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable, including estimated current assets and liabilities (net working capital) of Imm Hotel Charoenkrung Co., Ltd. in order to acquire land for development of the Swan Project
"Swan Project"	
"IHC"	Imm Hotel Charoenkrung Co., Ltd., the asset to be acquired in Transaction 3
"Sellers of IHC Ordinary Shares"	consisting of (1) TCC Hotels Group Co., Ltd., (2) Kasem Subsiri 1 Co., Ltd., and (3) Anantasiri Patana Co., Ltd.
"Purchasers of IHC Ordinary Shares"	consisting of (1) the Company, (2) THAM, and (3) AWR
<u>Others</u>	
"Independent Financial Advisor" or	Capital Advantage Company Limited
"IFA" or "CapAd"	
"SEC"	The Securities and Exchange Commission
"SET"	The Stock Exchange of Thailand
"Notifications on Acquisition or Disposition of Assets"	The Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 and the amendments
"Notifications on Connected Transaction"	The Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions 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 Connected Transaction B.E. 2546 and the amendments
"CBRE"	CBRE (Thailand) Co., Ltd., an independent property appraiser
"DSCR"	Debt Service Coverage Ratio
"EBITDA"	Earnings Before Interest, Taxes, and Depreciation and Amortization

"FAR"	Floor Area Ratio
"ICR"	Interest Coverage Ratio
"IPO"	Initial Public Offering
"IRR"	Internal Rate of Return
"NPV"	Net Present Value
"NTA"	Net Tangible Assets
"OSR"	Open Space Ratio
"Payback Period"	the length of time it takes to recover the cost of an investment
"TPA" or "Independent Property Appraiser 2"	Thai Property Appraisal Lynn Phillips Co., Ltd., an independent property appraiser
"WACC"	Weighted Average Cost of Capital

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Executive Summary

The Board of Directors' Meeting No. 1/2022 of Asset World Corp Public Company Limited (the "Company" or "AWC") held on February 18, 2022, resolved to propose to the Company's Annual General Meeting of Shareholders, which will be held on April 22, 2022, to consider and approve the Company and its subsidiaries to exercise the Right to Purchase or Develop according to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019 (the "Right Granting Agreement") to acquire assets in the forms of lands and constructions by entering into the asset acquisition and connected transactions as follows:

Transaction 1: Acquisition of ordinary shares in Hotels World 9 Co., Ltd. in order to acquire land and constructions for development of The Imperial Golden Triangle Resort Project

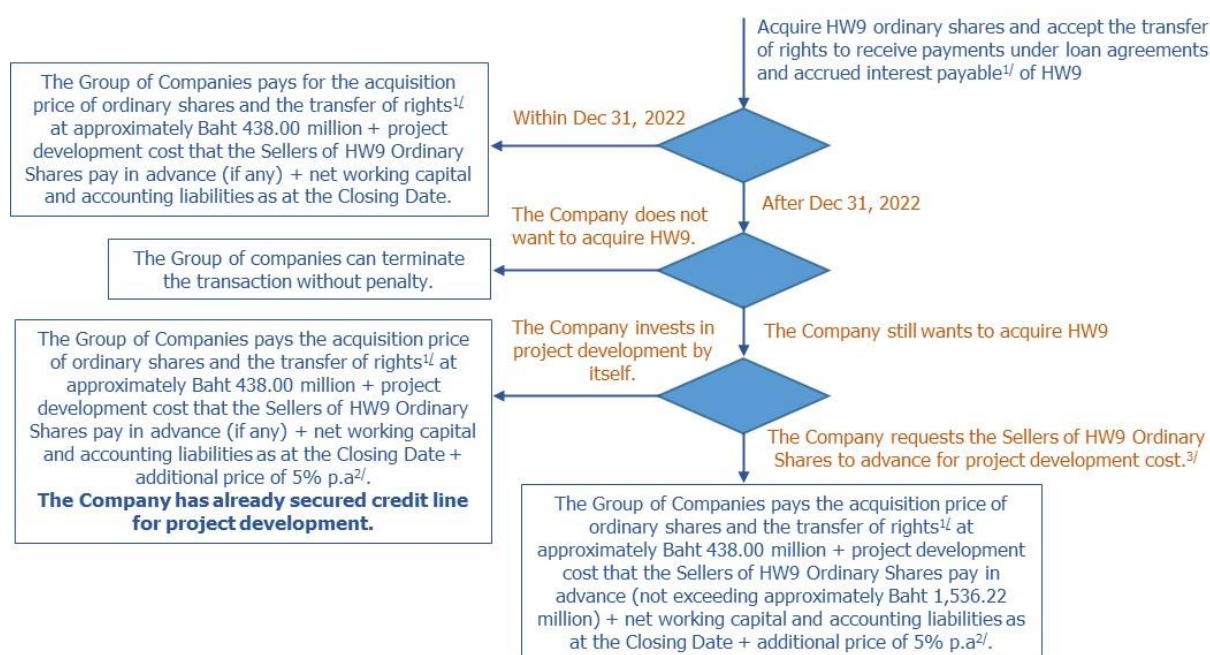
The Company and its subsidiaries, namely TCC Hotel Asset Management Co., Ltd. ("THAM") and Asset World Retail Co., Ltd. ("AWR"), will conduct the development of The Imperial Golden Triangle Resort Project through an acquisition of 200,000 ordinary shares of Hotels World 9 Co., Ltd. ("HW9") with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of HW9, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of HW9 at a total value of approximately Baht 438.00 million as well as estimated current assets and liabilities (net working capital) of HW9 as at the Closing Date of not more than Baht 4.38 million, for total value of approximately Baht 442.38 million.¹⁴ The Company, THAM, and AWR (collectively referred to as the "Purchasers of HW9 Ordinary Shares") will jointly acquire all ordinary shares of HW9 in proportion of 25%, 74.9995% and 0.0005%, respectively from (1) Kasem Subsiri 1 Co., Ltd., (2) TCC Hotels Group Co., Ltd., and (3) Wiengsiri Co., Ltd. (collectively referred to as the "Sellers of HW9 Ordinary Shares"), which are companies in the Group of companies of the Grantors. The two parties will comply with the criteria and terms of the HW9 Share Purchase Agreement between the Sellers of HW9 Ordinary Shares and the Purchasers of HW9 Ordinary Shares, under which the Company and its subsidiaries shall pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

The Company plans to use funds for development of The Imperial Golden Triangle Resort Project in the amount of Baht 1,536.22 million (inclusive of VAT). Thus, the total investment amount that the Company and its subsidiaries shall pay is Baht 1,978.60 million (inclusive of VAT).

The Company expects to complete the acquisition of ordinary shares and accept the transfer of rights to receive payment under loan agreement and all accrued interest payable of HW9 (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of HW9 Ordinary Shares want to purchase all HW9 ordinary shares and accept the transfer of rights to receive payment under loan agreements and all accrued interest payable of HW9, the Purchasers of HW9 Ordinary Shares shall pay additional price of 5% per annum of acquisition price of HW9 ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of HW9 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

Project model: HW9 is the owner of land and constructions covering a total area of 22-1-48 rai in Chiang Saen District, Chiang Rai Province, where The Imperial Golden Triangle Resort is currently situated,. The Company will renovate and develop such property into The Imperial Golden Triangle Resort Project managed by leading brands that features luxury hotel with 32 villas and 65 suites, focusing on wellness and culture tourism, as well as a riverside glasshouse restaurant and a boat restaurant in a riverside ambience of the Ruak and Mekong Rivers, highlighting the point of origin of the Golden Triangle combined with the R.A.I. concept (R = Relax, A = Art, and I = Inspiration) initiated by the Ministry of Tourism and Sports to promote tourism in Chiang Rai Province. The renovation will commence in Q2/2022. The hotel is scheduled for opening in Q3/2025.

¹⁴ Please refer to Footnote 1 on Page 2.



- Remark:
- 1/ May be in form of the transfer of rights to receive payments under loan agreements or in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest payable.
 - 2/ Based on total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of HW9 + project development cost that the Sellers of HW9 Ordinary Shares pay in advance (if any) + net working capital and accounting liabilities as at the Closing Date. (Please refer to details of credit line for the transactions in Part 2, Clause 4.1 Re: Sufficiency of Source of Funds for the Transactions)
 - 3/ Project development under the Company's plan by which the Company shall appoint all contractors and controllers of the project.

Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of the Songwat 1 Project

The Company and its subsidiaries (THAM and AWR) will develop the Songwat 1 Project (a part of Songwat Project) through an acquisition of 500,000 ordinary shares of Variety Asset 1 Co., Ltd. ("VA1") with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of VA1, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1 at a total value of approximately Baht 446.04, as well as estimated current assets and liabilities (net working capital) of VA1 as at the Closing Date at the amount not exceeding Baht 4.46 million, totaling approximately Baht 450.50 million¹⁵. The Company, THAM, and AWR (collectively referred to as the "Purchasers of VA1 Ordinary Shares") will jointly purchase all ordinary shares of VA1 in the proportion of 25%, 74.9998%, and 0.0002%, respectively from (1) TCC Capital Land Ltd., (2) Yodkij Business Co., Ltd., and (3) Menghua's United Commercial Co., Ltd. (collectively referred to as the "Sellers of VA1 Ordinary Shares") which are companies the Group of Companies of the Grantors. The two parties will comply with the criteria and terms of the VA1 Share Purchase Agreement between the Sellers of VA1 Ordinary Shares and the Purchasers of VA1 Ordinary Shares, under which the Company and its subsidiaries shall pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

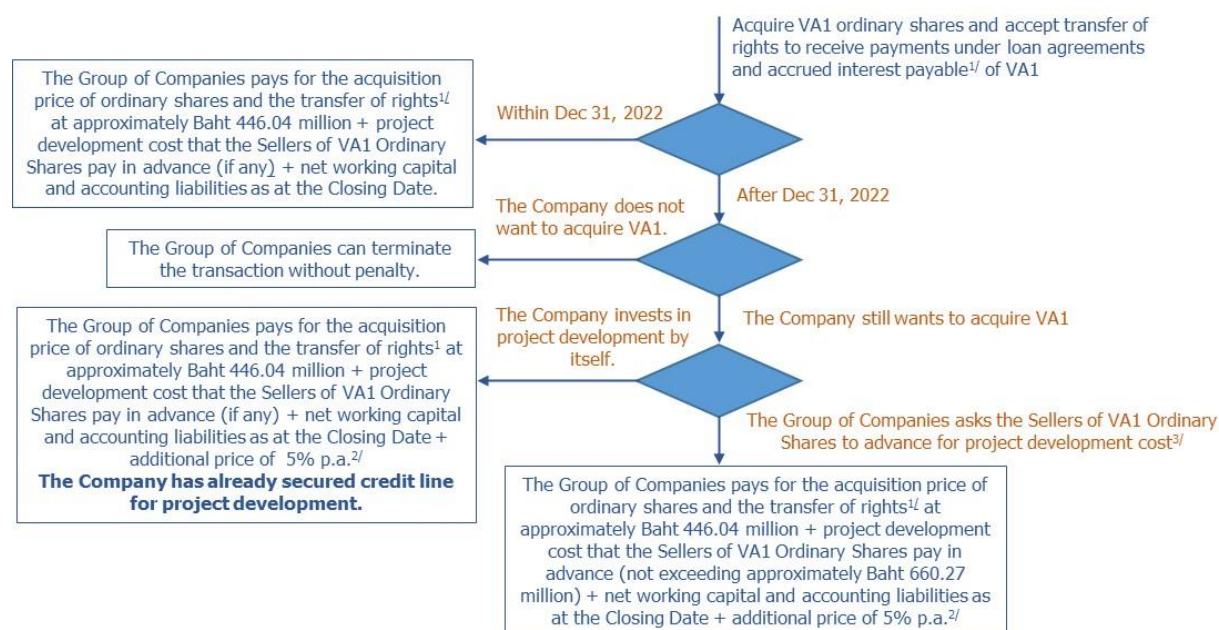
The Company has a plan to use funds for development of the Songwat 1 Project in the amount of Baht 660.27 million (inclusive of VAT). Thus, the total investment amount that the Company and its subsidiaries shall pay is Baht 1,110.77 million (inclusive of VAT).

The Company plans to complete the acquisition of ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of VA1 (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of VA1 Ordinary Shares want to purchase all VA1 ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of VA1, the Purchasers of

¹⁵ Please refer to Footnote 7 on Page 3.

VA1 Ordinary Shares shall pay additional price of 5% per annum of the acquisition price of VA1 ordinary shares, including net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of VA1 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

Project model: VA1 is the owner of land on the bank of the Chao Phraya River and on Songwat Road in Chakrawat Sub-district, Samphanthawong District, Bangkok, covering a total area of 2-0-20.8 rai. The Company plans to develop such area into a 61-room luxury hotel on the bank of the Chao Phraya River, managed by the Ritz-Carlton brand, as part of the river journey scheme under the name of the Songwat Project, which is comprised of the Songwat 1 Project and the Songwat 2 Project (the investment in VA1 is called the "Songwat 1 Project"). The development will commence in Q2/2022 and the hotel is scheduled for opening in Q1/2026.



- Remark:
- 1/ May be in form of the transfer of rights to receive payments under loan agreements or in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest payable.
 - 2/ Based on total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of VA1 + project development cost that the Sellers of VA1 Ordinary Shares pay in advance (if any) + net working capital and accounting liabilities as at the Closing Date. (Please refer to details of credit line for the transactions in Part 2, Clause 4.1 Re: Sufficiency of Source of Funds for the Transactions)
 - 3/ Project development under the Company's plan by which the Company shall appoint all contractors and controllers of the project.

Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat 2 Project

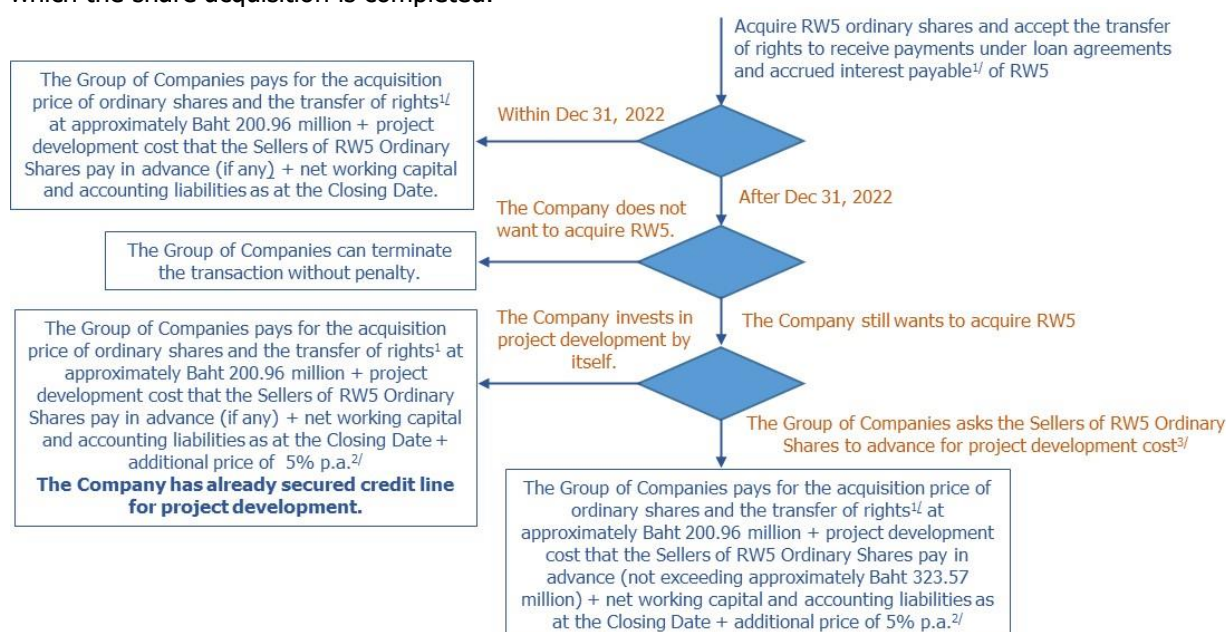
The Company and its subsidiaries (THAM and AWR) will develop the Songwat 2 Project (a part of the Songwat Project) through an acquisition of 100,000 ordinary shares of Retail World 5 Co., Ltd. ("RW5") with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of RW5, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5 at a total value of approximately Baht 200.96 million as well as estimated current assets and liabilities (net working capital) of RW5 as at the Closing Date of not more than Baht 2.01 million, totaling approximately Baht 202.97 million¹⁶. The Company, THAM, and AWR (collectively referred to as the "Purchasers of RW5 Ordinary Shares") will jointly acquire all ordinary shares of RW5 in proportion of 25%, 74.999%, and 0.001%, respectively from (1) TCC Capital Land Ltd. (2) Yodkij Business Co., Ltd., and (3) Queen's Park Hotel Co., Ltd. (collectively referred to as the "Sellers of RW5 Ordinary Shares"), which are companies in the Group of Companies of the Grantors. The two parties will comply with the criteria and terms of the RW5 Share Purchase Agreement between the Sellers of RW5 Ordinary Shares and the Purchasers of RW5 Ordinary Shares, under which the Company and its

¹⁶ Please refer to Footnote 9 on Page 4.

subsidiaries will pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

The Company has a plan to use funds for development of the Songwat 2 Project in the amount of Baht 323.57 million (inclusive of VAT). Thus, the total investment amount that the Company and its subsidiaries shall pay is Baht 526.54 million (inclusive of VAT).

The Company plans to complete the acquisition of RW5 ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of RW5 (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of RW5 Ordinary Shares want to purchase all RW5 ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of RW5, the Purchasers of RW5 Ordinary Shares shall pay additional price of 5% per annum of the acquisition price of RW5 ordinary shares, including net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of RW5 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.



- Remark:
- 1/ May be in form of the transfer of rights to receive payments under loan agreements or in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest payable.
 - 2/ Based on total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of RW5 + project development cost that the Sellers of RW5 Ordinary Shares pay in advance (if any) + net working capital and accounting liabilities as at the Closing Date. (Please refer to details of credit line for the transactions in Part 2, Clause 4.1 Re: Sufficiency of Source of Funds for the Transactions)
 - 3/ Project development under the Company's plan by which the Company shall appoint all contractors and controllers of the project.

Project model: RW5 is the owner of land on the bank of the Chao Phraya River and Songwat Road in Samphanthawong Sub-district, Samphanthawong District, Bangkok, covering a total area of 0-3-69.8 rai which the Company plans to develop into a 28-room luxury hotel on the bank of the Chao Phraya River as part of the River Journey scheme under the name of the Songwat Project, which is comprised of the Songwat 1 Project and the Songwat 2 Project to be managed by the Ritz-Carlton brand (the investment in RW5 is called the "Songwat 2 Project"). The development will commence in Q2/2022 and the hotel is scheduled for opening in Q1/2026.

Summary of Transaction 2

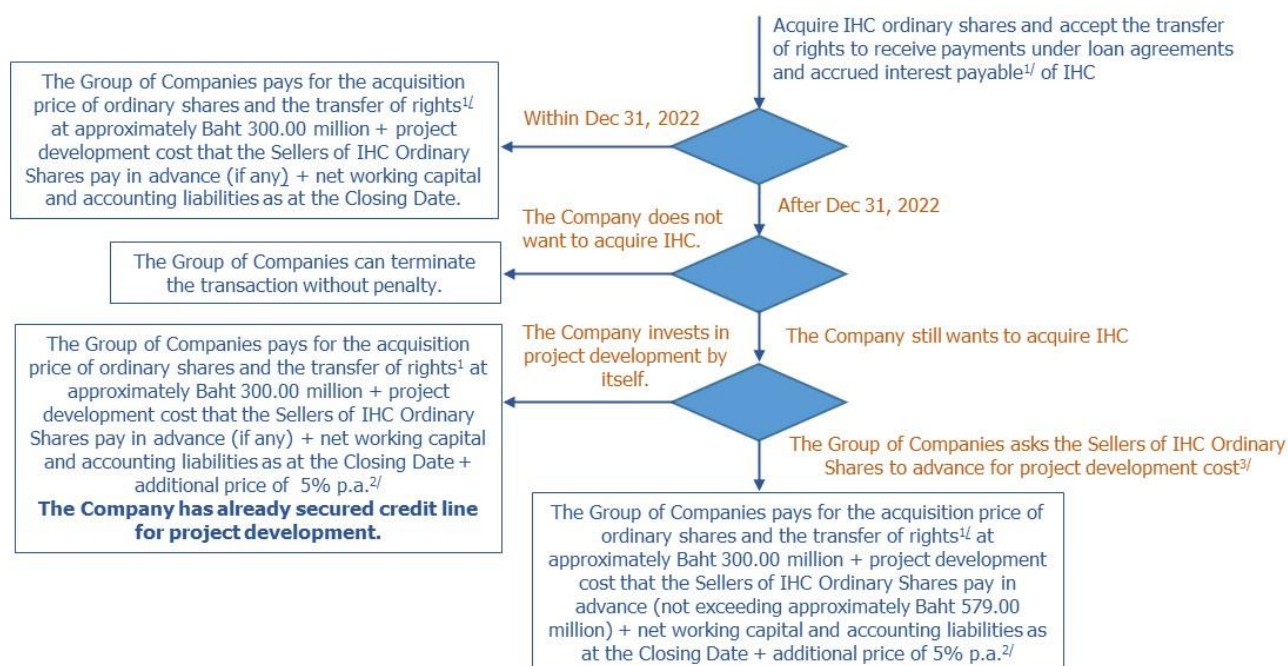
The Company and its subsidiaries (THAM and AWR) will acquire all ordinary shares of Variety Asset 1 Co., Ltd. (VA1) and Retail World 5 Co., Ltd. (RW5), including net working capital, and accept the transfer of rights under shareholder loan agreements and accrued interest payable of VA1 and RW5, totaling Baht 653.47 million. In addition, such transaction requires fund for project development at approximately Baht 983.84 million. Therefore, total investment that the Company and its subsidiary must pay is Baht 1,637.31 million.

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of the Swan Project

The Company and its subsidiaries (THAM and AWR) will develop the Swan Project (connected to/is a part of the OP Place Project and the EAC Project) through an acquisition of 5,000,000 ordinary shares of Imm Hotel Charoenkrung Co., Ltd. ("IHC") with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of IHC, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC at a total value of approximately Baht 300.00 million, as well as estimated current assets and liabilities (net working capital) of IHC as at the Closing Date of not more than Baht 3.00 million, for total value of approximately Baht 303.00 million¹⁷. The Company, THAM, and AWR (collectively referred to as the "Purchasers of IHC Ordinary Shares") will jointly purchase all ordinary shares of IHC in proportion of 25%, 74.99998%, and 0.00002%, respectively from (1) TCC Hotels Group Co., Ltd., (2) Kasem Subsiri 1 Co., Ltd., and (3) Anantasiri Patana Co., Ltd. (collectively referred to as the "Sellers of IHC Ordinary Shares") which are companies in the Group of Companies of the Grantors. The two parties will comply with the criteria and terms of the IHC Share Purchase Agreement between the Sellers of IHC Ordinary Shares and the Purchasers of IHC Ordinary Shares, under which the Company and its subsidiaries will pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

The Company has a plan to use funds for development of the Swan Project in the amount of Baht 579.00 million (inclusive of VAT). Thus, the total investment amount that the Company and its subsidiaries shall pay is Baht 882.00 million (inclusive of VAT).

The Company plans to complete the acquisition of IHC ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of IHC (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of IHC Ordinary Shares still want to purchase all IHC ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of IHC, the Purchasers of IHC Ordinary Shares shall pay additional price of 5% per annum of the acquisition price of IHC ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of IHC Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.



Remark: 1/ May be in form of the transfer of rights to receive payments under loan agreements or in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest payable.

¹⁷ Please refer to Footnote 11 on Page 5.

- 2/ Based on total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of IHC + project development cost that the Sellers of IHC Ordinary Shares pay in advance (if any) + net working capital and accounting liabilities as at the Closing Date. (Please refer to details of credit line for the transactions in Part 2, Clause 4.1 Re: Sufficiency of Source of Funds for the Transactions)
- 3/ Project development under the Company's plan by which the Company shall appoint all contractors and controllers of the project.

Project model: IHC is the owner of land and constructions, covering a total area of 0-2-97 rai, which is the current location of the Swan Hotel (closed since 2019). The Company plans to develop such property into the Swan Project, featuring a 69-room luxury lifestyle hotel focusing on culture and art tourism. The Swan Project will connect to the future projects, namely the adjacent OP Place Project and the EAC Charoen Krung 40 Road Project that will be in the same vicinity, to cater to the upscale target market under the concept of a time journey from classic to contemporary arts, and will also connect to a leisure travel along the Chao Phraya River under the River Journey scheme of the Company. The project renovation will commence in Q3/2022 and the hotel is scheduled for opening in Q4/2025.

Investment scheme of the 4 transactions can be summarized as follows:

Investment scheme of the 4 transactions	Invest in all ordinary shares, estimated net working capital, and rights to receive payments under loan agreements and accrued interest payable of HW9, VA1, RW5, and IHC. As at the Closing Date, the Company shall acquire ordinary shares of HW9, VA1, RW5, and IHC and become the lender of HW9, VA1, RW5, and IHC instead of the existing lenders of HW9, VA1, RW5, and IHC.
Rationale	As HW9, VA1, RW5, and IHC have land and building and vacant land as core assets, which are the assets that the Company wants. Therefore, the Company decides to invest in all shares of HW9, VA1, RW5, and IHC as well as loan, including accrued interest payable, related to the above-mentioned transactions, in order to save cost in the transfer of land ownership.

The entering into these transactions shall enable the Company and its subsidiaries to acquire lands and constructions for development into **luxury hotels with a total of 255 units** as follows: *(Please refer to details of assets of each transaction in Part 1 of this report.)*

Transaction	Type of Asset/Location	Project Name	Owner
1	Land and constructions of The Imperial Triangle Resort together with unutilized 2-storey reinforced concrete building <u>Area:</u> 22-1-48 rai <u>Location:</u> 222 Moo 1, Highway No. 1290 (Mae Sai - Chiang Khong Road) Km 25+300, Wiang Sub-district, Chiang Saen District, Chiang Rai Province	The Company plans to develop The Imperial Golden Triangle Resort Project to offer luxury hotels under the wellness and culture concept with 32 villas and 65 suites, including a riverside glasshouse restaurant and a boat restaurant in a riverside ambience of the Ruak River and Mekong River.	<u>Owner:</u> Hotels World 9 Co., Ltd.
2.1	Land with deteriorate commercial building, which the Company will demolish. <u>Area:</u> 2-0-20.8 rai <u>Location:</u> on the bank of the Chao Phraya River and Songwat Road, Chakrawat Sub-district, Samphanthawong District, Bangkok	The Company plans to develop the Songwat Project, comprising of the Songwat 1 Project (Transaction 2.1) and the Songwat 2 Project (Transaction 2.2), to offer luxury hotels on the bank of the Chao Phraya River and be a part of the river journey scheme under the Ritz Carlton brand, which will connect to the Lhong 1919 Project on the opposite side of the Chao Phraya River.	<u>Owner:</u> Variety Asset 1 Co., Ltd.
2.2	Vacant land <u>Area:</u> 0-3-69.8 rai <u>Location:</u> on the bank of the Chao Phraya River and Songwat Road, Samphanthawong Sub-district, Samphanthawong District, Bangkok	<u>The Songwat 1 Project</u> will offer 61 guest rooms and <u>The Songwat 2 Project</u> will offer 28 guest rooms.	<u>Owner:</u> Retail World 5 Co., Ltd.
3	Land and constructions of the Swan Hotel <u>Area:</u> 0-2-97 rai <u>Location:</u> 31 Soi Charoen Krung 36 (Trok Rongpasi), Charoenkrung Road, Bang Rak Sub-district, Bang Rak District, Bangkok	The Company plans to develop the Swan Project to offer a 69-room luxury hotel with the culture and art concept, which will connect to the future projects, namely the adjacent OP Place Project and the EAC Charoen Krung 40 Road Project located in the same vicinity, to cater to the upscale target market under the concept of a time journey from classic to contemporary arts, and will also link to the river journey scheme through various projects of the Company.	<u>Owner:</u> Imm Hotel Charoenkrung Co., Ltd.

If the Company acquires HW9, VA1, RW5, and IHC ordinary shares from the Sellers after December 31, 2022, the Company may oblige to pay additional price at the rate of 5% per annum of the acquisition price of ordinary shares, net working capital, accounting liabilities, and additional project

development cost (if any). The Company has to exercise its discretion to assess investment worthiness in order to protect the best interest of the Company and its shareholders.

The highest transaction size of the 4 transactions is equal to 3.24% according to the total value of consideration criteria based on the audited consolidated financial statements of the Company as of December 31, 2021. When combined with the acquisition of assets of the Company during the past 6 months prior to the date the Board of Directors resolved to seek for approval from the Company's shareholders' meeting for the entering into this transaction, the highest transaction size is equal to 13.55% which is less than 15%. Therefore, the Company is not required to disclose information on the entering into these transactions to the Stock Exchange of Thailand ("SET"). However, the entering into such 4 transactions shall cause an acquisition of the subsidiaries, the Company then is required to disclose information on the investment in subsidiaries to the SET. The Board of Directors shall propose the shareholders' meeting to consider and approve the entering into the asset acquisition transactions and connected transactions at the same time.

However, the entering into the 4 transactions above are deemed as connected transactions as it is the entering into the transactions with the companies in the Group of Companies of the Grantors who are major shareholders of the Company, having direct and indirect shareholding higher than 10.00% of total issued and paid-up shares of the Company. Size of connected transactions is 5.78% of net tangible asset of the Company and its subsidiaries as of December 31, 2021. When combined with other connected transactions with the Grantors and the Group Companies of the Grantors during the past 6 months prior to the date the Board of Directors resolved to seek for approval from the Company's shareholders' meeting for the entering into this transaction, the highest transaction size is equal to 5.80%, which is higher than 3% of the net tangible asset of the Company and its subsidiaries.

Therefore, the Company is required to disclose information on the entering into the asset acquisition and connected transactions to the Stock Exchange of Thailand, appoint the independent financial advisor to render the opinion to the shareholders, and seek for an approval from shareholders' meeting with affirmative votes of at least three-fourths of the total votes of shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

Capital Advantage Co., Ltd. ("Independent Financial Advisor" or "IFA" or "CapAd") is appointed by the Company to render an opinion on reasonableness and appropriateness of price and conditions concerning asset acquisitions and connected transactions. CapAd has considered objectives and necessities of the transaction, as well as its advantages, disadvantages, benefits, and risks as follows:

The acquisition of all ordinary shares and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable, including estimated current assets and liabilities (net working capital), of HW9 (for The Imperial Golden Triangle Resort Project), VA1 (for the Songwat 1 Project), RW5 (for the Songwat 2 Project), and IHC (for the Swan Project) is the investment in order to acquire land and constructions that are ready for development of luxury hotels that align with the Company's plan and strategy for business operation. It will also help to create added value to the Company through consistent investment in various property development. These properties are located in prime locations with a strong potential and different advantages of each area.

In addition, such investment is in line with the property development plan indicated in the prospectus for the initial public offering (IPO) of newly issued ordinary shares of the Company and also in line with the Right Granting Agreement and the Memorandum of Agreement on Investment in 2019, whereby the Company has received support from its connected person, TCC Group (Group of Companies of the Grantors, namely Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi) which owns a massive land bank in Thailand. This has enabled the Company to continuously access TCC Group's quality land and real estates in prime locations and be entitled to purchase some properties from TCC Group for its future project development.

Therefore, this investment will allow for ongoing property development and portfolio management of the Company, which will lead to consistent and sustainable growth in the future and help to add value to long-term investment and enhance the Company's growth potential as well as benefits to the Company and all shareholders.

The Company will gain benefits from the asset acquisition transactions and the connected transactions as follows:

Transaction 1: Acquisition of Ordinary Shares in Hotels World 9 Co., Ltd. in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project

Advantages and benefits of entering into the transaction 1 are as follows:

- (1) This project aligns with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the creation of added value of long-term investment and sustainable growth of the Company.
- (2) This is the management of the overall hospitality investment portfolio at the right timing by increasing number of guestrooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.
- (3) The Company will acquire plots of land in prime locations with business potentials, which are difficult to find and acquire at present and are suitable for development of luxury hotels of a style unique to each area so as to continuously generate cash flow, EBITDA and income for the Company in the long term.
- (4) This is the management of investment portfolio and diversification of investment in the hospitality business, which will feature the first hotels of AWC Group in Chiang Rai Province, and expansion of the hotel portfolio to a secondary city whose tourism will be promoted by the government sector and driven by domestic demand after COVID-19 situation.
- (5) This is an investment in the properties with existing buildings and systems that can be utilized, leading to shorter development period.
- (6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.
- (7) The acquisition price of HW9 and the internal rate of return of The Imperial Golden Triangle Resort Project are appropriate.

However, Transaction 1 is associated with the following disadvantages and risks as follows:

- (1) The Company will incur higher debt obligations, interest expenses, and debt to equity (D/E) ratio.
- (2) Land of The Imperial Golden Triangle Resort Project is subjected to land use restrictions under the applicable laws.
- (3) Risks involved with property development and business operation which may cause the project to fail to achieve the expected performance:
 - (3.1) Risk from competition among luxury hotels in the same vicinity;
 - (3.2) Risk potentially arising from reliance on the target groups which mostly are international tourists with high purchasing power;
 - (3.3) Risk potentially arising from fast-changing customer behaviors and stimulation by customers' adjustment to COVID-19 pandemic, likely prompting the Company to align its services with the changing customer demand in each period;
 - (3.4) Risk potentially arising from cost overrun;
 - (3.5) Risk concerned with application for relevant permits such as the EIA approval, construction permit, building modification permit, hotel business license, etc. Presently, the Company does not file for any application. It shall proceed after the Company receives an approval from this shareholders' meeting;
 - (3.6) Risk of a decline in the project's IRR in the case that the Company does not acquire HW9 within 2022 as it has to pay an additional price to the Sellers of HW9 Ordinary Shares at 5% per annum.
- (4) Risk incidental to the past tax burden of HW9.

The legal due diligence of HW9 was conducted only on the current cases. From such legal due diligence, there are no court cases, disputes, or other legal proceedings that have not been finalized but the Company may still be prone to risk incidental to the past tax burden of HW9. However, the Sellers of HW9 Ordinary Shares have provided the representation and warranty and also specified the liability for such tax in the Draft HW9 Share Purchase Agreement. There is also a condition that the Purchasers of HW9 Ordinary Shares must notify the Sellers of HW9 Ordinary Shares of the liability for any damage caused by the Sellers of HW9 Ordinary Shares' breach of the representation and warranty within 12 months from the date of sale and purchase of the shares (if any). Therefore, once the Company has acquired HW9 shares, it should thoroughly review all risks and notify the

Sellers of HW9 Ordinary Shares of its request in writing within 12 months from the date of sale and purchase of the shares (if there is any issue).

Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of the Songwat 1 Project, and

Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat 2 Project

Advantages and benefits of entering into Transaction 2.1 and Transaction 2.2 are as follows:

- (1) The projects align with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the creation of added value of long-term investment and sustainable growth of the Company.
- (2) This is the management of the overall hospitality investment portfolio by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.
- (3) The Company will acquire plots of land in prime locations with business potentials, which currently are difficult to find in that area and are located on the bank of the Chao Phraya River, opposite the Lhong 1919 Project that will be linked together as a group of projects on both banks of the Chao Phraya River, so as to continuously generate cash flow, EBITDA, and income for the Company in the long term.
- (4) The Songwat Project will enhance competitiveness of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project and can achieve economies of scale from the full utilization of land and central facilities (such as fitness center, spa, swimming pool, meeting rooms, restaurants, and parking area) of the Songwat 1 Project, the Songwat 2 Project, and the Lhong 1919 Project (which is located on the bank of the Chao Phraya River, opposite to the Songwat Project). The customers can visit/use service of other nearby projects of the Company such as the Mixed-use Woeng Nakhon Kasem Project, the Swan Project, the OP Place Project, and the EAC Project.
- (5) This is the management of the investment portfolio and diversification of investment risk in the hospitality business through development of luxury hotels on the bank of the Chao Phraya River in the inner Bangkok area.
- (6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.
- (7) The acquisition prices of VA1 and RW5 and the internal rates of return of the Songwat 1 and the Songwat 2 Projects are appropriate.

However, Transaction 2.1 and Transaction 2.2 are associated with the disadvantages and risks similar to those of Transaction 1.

According to the preliminary due diligence of VA1, the legal advisor of the Company found that some buildings on the area of VA1 are designated as the unregistered historical buildings. The Company shall request for the confirmation on the status of all buildings on land of VA1 from The Fine Arts Department before making investment in VA1.

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of the Swan Project

Advantages and benefits of entering into Transaction 3 are as follows:

- (1) This project aligns with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the creation of added value of long-term investment and sustainable growth of the Company.
- (2) This is the management of the overall hospitality investment portfolio by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.
- (3) The Company will acquire land and construction in a prime location with business potentials, next to the OP Place Project whose land is owned by AWC Group, resulting in the acquisition of an adjoining plot of land to enhance land use potential so as to generate cash flow, EBITDA, and recurring income for the Company in the long term.
- (4) The Swan Project will help to enhance capability and competitiveness of the hotel business group under the Plan for Development of the Luxury Hotel Project in Charoen Krung 36 - 40 Area, which

is another historic cultural and architectural area, and also to create economies of scale from the full utilization of land and central facilities (such as fitness center, spa, swimming pool, meeting rooms, restaurants and bars, and parking area) of the Swan Project, the OP Place Project, and the EAC Project. The customers can visit/use service of other nearby projects of the Company such as the Mixed-use Woeng Nakhon Kasem Project, the Songwat 1 Project, the Songwat 2 Place Project, and the Lhong 1919 Project (which is located on the bank of the Chao Phraya River, opposite to the Songwat Project).

- (5) This is the management of the investment portfolio and diversification of investment risk in the hospitality business through development of luxury hotels in Bang Rak area (Charoen Krung 36 – 40 Roads).
- (6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.
- (7) The acquisition prices of IHC and the internal rate of return of the Swan Project are appropriate.

However, Transaction 3 is associated with the disadvantages and risks similar to those of Transaction 1.

Benefits and advantages of entering into the transactions with connected persons in comparison with the transactions with the third parties are as follows:

- (1) Increase of advantages and competitiveness, while sustaining the Company's leadership in real estate development business and aligning with the policy on elimination of a conflict of interest.

In addition, the Company shall benefit from the flexibility of the Sellers of HW9, VA1, RW5, and IHC Ordinary Shares such as the termination of acquisition of HW9 and/or VA1 and/or RW5 and/or IHC ordinary shares after December 31, 2022 without any penalty. In the event that the acquisition of HW9 and/or VA1 and/or RW5 and/or IHC ordinary shares is not completed within December 31, 2022, the Company can develop the projects before paying the acquisition price of ordinary shares. The Company can also ask the Sellers of HW9 and/or VA1 and/or RW5 and/or IHC Ordinary Shares to advance project development cost. In this regard, the Company is required to pay additional price at a rate of 5% per annum¹⁸ of total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest of HW9 and/or VA1 and/or RW5 and/or IHC + project development cost that the Sellers of HW9 and/or VA1 and/or RW5 and/or IHC Ordinary Shares paid in advance (if any) + working capital and liabilities as at the Closing Date.

Since HW9, VA1, RW5, and IHC Share Purchase Agreements do not specify agreement term, thus, if the Company receives an approval from the shareholders' meeting to enter into Agenda 7.1 (Transaction 1), Agenda 7.2 (Transaction 2.1 and Transaction 2.2), and Agenda 7.3 (Transaction 3) and the Company decides to start the investment in these projects several years after December 31, 2022, the Company's management should then reconduct an analysis on such project investment based on the most updated information available at that time in order to reassure the projects' feasibility and rates of return before making an investment decision.

- (2) The Company has an opportunity to study information on the interesting properties as a basis for further planning and analysis of project feasibility before making an investment decision, together with flexibility in coordination.
- (3) The Company can keep confidential information of the project development during the negotiation for property acquisition.
- (4) The Company will indirectly gain benefit from the broad network and mutual support among diverse businesses in TCC Group.

Disadvantages of entering into the transactions with connected persons in comparison with the transactions with the third parties are as follows:

- (1) The Company has to rely on the connected persons (the Grantors) in procuring properties for its project development.
- (2) The entering into the 4 transactions is classified as large transactions according to the connected transaction criteria, thus, the Company is required to seek for approval for connected transactions and appoint an independent financial advisor to provide opinion to its shareholders, as well as to

¹⁸ The Company shall incur additional project cost by 5.00% (additional price paid to the Sellers of HW9/VA1/RW5/IHC Ordinary Shares) – 1.95% (current interest rate on loan of the Company, a part of which is referenced from THBFIX) = 3.05% per annum as mentioned in the disadvantages and risk of Transaction 1- 3 in Clause 2.2, Sub-clause (3.6) of this report.

disclose detailed information on the projects and to incur additional expenses on holding a shareholders' meeting.

However, an investment decision under the Rights Granting Agreement with the Grantors who own a large land bank and a great number of projects is considered beneficial to the Company. Besides, as the Company has no access and no offering from any other party, comparison with transactions with any third party may be impractical in this case.

The appropriateness of the Draft Share Purchase Agreements

After considering the appropriateness of conditions of the Draft Share Purchase Agreements (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3), the Independent Financial Advisor views that conditions of the relevant agreements are appropriate and in normal course of business.

The Draft Share Purchase Agreements specify a special term regarding the payment that "In the event that purchasers and the sellers do not complete the sale and purchase of shares within December 31, 2022 for any reason, the purchasers have the right to terminate the agreement without any penalty by notifying the sellers in written notice. However, if the purchasers still wish to purchase the shares, the purchasers agree to pay an additional price of 5% per annum of the acquisition price, net working capital, accounting liabilities, and project investment (if any) until the date on which the share acquisition is completed".

The Independent Financial Advisor views that (a) the Company shall benefit from the flexibility of the Sellers of HW9, VA1, RW5, and IHC Ordinary Shares if the Company is unable to complete the acquisition within December 31, 2022, the Company can develop the projects before paying the acquisition price of ordinary shares. The Company can also ask the Sellers to advance project development cost. In this regard, the Company has to pay additional price of 5% per annum; (b) the Company can choose to borrow from financial institutions and pay interest on loan to financial institution and use such funds for project development or pay additional price at a rate of 5% per annum to the Sellers, and still be able to develop the projects (without any collateral for the Sellers). The option under (b) is at the Company's discretion. If the Company considers that the borrowing from financial institution has higher interest rate or inferior conditions or the Company can invest such amount and earn more than 5% return, the payment of additional price of 5% per annum to the Sellers after December 31, 2022 shall benefit the Company. The Independent Financial Advisor, therefore, views that the condition regarding additional price of 5% per annum shall provide more flexibility and option for project financing which will eventually benefit the Company.

After considering objectives and necessities of the transactions as well as advantages, disadvantages, benefits, and risks, the Independent Financial Advisor is of the opinion that the asset acquisition and connected transactions under the 4 transactions shall benefit the Company, and most of the risks are associated with the operation in the normal course of business. **Therefore, the asset acquisition and connected transactions under these 4 transactions are considered reasonable.**

In considering the appropriateness of price and conditions of the asset acquisition and connected transactions, the Independent Financial Advisor has the following opinions:

Price of Transaction 1: Acquisition of Ordinary Shares in Hotels World 9 Co., Ltd. in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 and fair value of land as determined by the Independent Property Appraiser are as follows:

The Imperial Golden Triangle Resort Project (HW9)	Appraised Value of Core Assets of HW9 (Baht million)	Acquisition Price of Ordinary Shares and Rights to Receive Payments under Loan Agreements of HW9 (Baht million)	(Higher) Lower than Appraised Value of Core Assets by	
			(Baht million)	(%)
	(1)	(2)	(3) = (2) – (1)	(3)/(1)
Land ^{1/}	112.50 ^{2/}			
Buildings and constructions ^{1/}	326.65 ^{2/}			
Total land and constructions	439.15^{2/}	438.00^{3/}	1.15	0.26%

Remark:

1/ Land and constructions of The Imperial Golden Triangle Resort are core assets of HW9.

2/ Fair value of Asset Group 1 (which is land and constructions of The Imperial Golden Triangle Resort) is equal to Baht 433.85 million, comprising of Baht 107.20 million of land and Baht 326.65 million of constructions (the property appraisal report indicated rounding amount to Baht 434.00 million).

Fair value of Asset Group 2 (which is the vacant land) is equal to Baht 5.30 million.

Based on the property appraisal report No. I214022001 dated December 16, 2021, prepared by CBRE (Thailand) Co., Ltd.

3/ Acquisition of HW9 ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of HW9 (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest) is aimed to acquire land and constructions for development of The Imperial Golden Triangle Resort Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of HW9 ordinary shares and rights to receive payments under loan agreements of HW9 at Baht 438.00 million, excluding estimated current asset and liabilities at the amount not exceeding Baht 4.38 million as of the Closing Date as it is an adjusted item to the acquisition price on the Closing date only.

The acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 is Baht 1.15 million lower than the appraised value of core assets (land and constructions) of HW9 (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9) determined by the Independent Property Appraiser which is equal to Baht 439.15 million, or lower by 0.26% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements of HW9 in the total amount not exceeding Baht 438.00 million is appropriate.**

From the feasibility study of The Imperial Golden Triangle Resort Project, the Independent Financial Advisor finds that net present value (NPV) of the project, after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 in total amount not exceeding Baht 438.00 million, is in the range of Baht 140.01 – 400.88 million (Baht 270.39 million in the base case), IRR is in the range of 8.62% – 9.60% per annum (9.10% per annum in the base case) which is higher than the discount rate (WACC) of 8.10% per annum, and payback period is 10.81 – 12.21 years from the first date of revenue recognition from The Imperial Golden Triangle Resort Project (July 1, 2025). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of all ordinary shares and right to receive payments under loan agreements and all accrued interest payable of HW9 in the total amount not exceeding Baht 438.00 million and the investment in the development of The Imperial Golden Triangle Resort Project is feasible and appropriate.**

Price of Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of the Songwat 1 Project

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of VA1 and fair value of land as determined by the Independent Property Appraiser are as follows:

The Songwat 1 Project (VA1)	Appraised Value of Core Assets of VA1	Acquisition Price of Ordinary Shares and Rights to receive Payments under Loan Agreements of VA1	(Higher) Lower than Appraised Value of Core Assets by	
	(Baht million)	(Baht million)	(Baht million)	(%)
	(1)	(2)	(3) = (2) – (1)	(3)/(1)
Land (core assets of VA1)	697.68 ^{1/}	446.04 ^{2/}	251.64	36.07%

Remark:

- 1/ Fair value of land is equal to Baht 697.68 million, according to the property appraisal report No. Tor.Por. 21-1887-1-354 dated November 17, 2021 prepared by Thai Property Appraiser Lynn Phillips Co., Ltd.
- 2/ The acquisition of VA1 ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest) is initiated in order to acquire land and constructions for development of the Songwat 1 Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of VA1 ordinary shares and rights to receive payments under loan agreements of VA1 of Baht 446.04 million, exclusive of estimated current asset and liabilities at the amount not exceed Baht 4.46 million as of the Closing date as it is an adjusted item to the acquisition price on the Closing date only.

The acquisition price of the ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 at the amount of Baht 446.04 million is Baht 251.64 million lower than the appraised value of core assets (land) of VA1 (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1) determined by TPA which is equal to Baht 697.68 million, or lower by 36.07% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 in the total amount not exceeding Baht 446.04 million is appropriate.**

From feasibility study of the Songwat 1 Project, the Independent Financial Advisor finds that net present value of the project ("NPV") after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 in total amount of Baht 446.04 million is in the range of Baht 83.36 – 238.63 million (Baht 160.98 million in the base case), IRR is in the range of 8.60% – 9.47% per annum (9.03% per annum in the base case) which is higher than discount rate (WACC) of 8.27% per annum, and payback period is 10.91 – 12.13 years from the first date of revenue recognition from the Songwat 1 Project (January 1, 2026). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 in the total amount not exceeding Baht 446.04 million and the investment in the development of the Songwat 1 Project is feasible and appropriate.**

Price of Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat 2 Project

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 and fair value of land as determined by the Independent Property Appraiser are as follows:

The Songwat 2 Project (RW5)	Appraised Value of Core Assets of RW5	Acquisition Price of Ordinary Shares and Rights to Receive Payments under Loan Agreements of RW5	(Higher) Lower than Appraised Value of Core Assets by	
	(Baht million)	(Baht million)	(Baht million)	(%)
	(1)	(2)	(3) = (1) – (2)	(3)/(1)
Land (core asset of RW5)	314.33 ^{1/}	200.96 ^{2/}	113.37	36.07%

Remark:

- 1/ Fair value of land is equal to Baht 314.33 million according to the property appraisal report No. Tor.Por. 21-1886-1-353 dated November 17, 2021 prepared by Thai Property Appraiser Lynn Phillips Co., Ltd.
- 2/ The acquisition of RW5 ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest) is initiated in order to acquire land and constructions for development for the Songwat 2 Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of RW5 ordinary shares and rights to receive payments under loan agreements of RW5 of Baht 200.96 million, excluding estimated current asset and liabilities at the amount not exceed Baht 2.01 million as of the Closing Date as it is an adjusted item to the acquisition price on the Closing date only.

Fair value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 at the amount of Baht 200.96 million is Baht 113.37 million lower than the appraised value of core assets (land) of RW5 (or value of ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of RW5) as determined by TPA which is at Baht 314.33 million as determined by TPA, or lower by 36.07% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 in the total amount not exceeding Baht 200.96 million is appropriate.**

From feasibility study of the Songwat Project, the Independent Financial Advisor finds that net present value of the Project ("NPV") after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 in total amount not exceeding Baht 200.96 million is in the range of Baht 108.87 – 178.44 million (Baht 143.71 million in the base case), IRR is in the range of 9.50% – 10.39% per annum (9.95% per annum in the base case) which is higher than the discount rate (WACC) of 8.09% per annum, and payback period is 9.55 – 10.59 years from the first date of revenue recognition from the Songwat 2 Project (January 1, 2027). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 in the total amount not exceeding Baht 200.96 million and the investment in the development of the Songwat 2 Project is feasible and appropriate.**

Price of Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of the Swan Project

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of IHC and fair value of the leasehold right of land as determined by the Independent Property Appraiser are as follows:

The Swan Project (IHC)	Appraised Value of Core Assets of IHC	Acquisition Price of Ordinary Shares and Rights to Receive Payments under Loan Agreements of IHC	(Higher) Lower than Appraised Value of Core Assets by	
	(Baht million)	(Baht million)	(Baht million)	(%)
	(1)	(2)	(3) = (1) – (2)	(3)/(1)
Land (core asset of IHC)	267.30 ^{1/}			
Building and constructions	37.30 ^{1/}			
Total value of land and building and constructions	304.60	300.00^{2/}	4.60	1.72%

Remark:

- 1/ The Appraisal price of land is equal to Baht 267.30 million and appraisal price of building and constructions is Baht 37.30 million, according to the property appraisal report No. I21102009 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.
- 2/ The acquisition of IHC ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest) is initiated to acquire land and constructions for development of the Swan Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of IHC ordinary shares and rights to receive payments under loan agreements of IHC at Baht 300.00 million, excluding estimated current assets and liabilities at the amount not exceed Baht 3.00 million as of the Closing date as it is an adjusted items to the acquisition price on the Closing date only.

Acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC at the amount of Baht 300 million is Baht 4.60 million lower than the appraised value of core assets (land and constructions) of IHC (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC) determined by CBRE which is equal to Baht 304.60 million, or lower by 1.72% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC). Though the buildings and constructions acquired with the land shall not be utilized in the development of the Swan Project and the appraisal price of land of Baht 267.30 million is lower than the acquisition price of IHC ordinary shares and rights to receive payments under loan agreements of IHC, the feasibility study of the Swan Project shows that the investment in shares and rights to receive payments under loan agreements of IHC at the amount of Baht 300 million is feasible. **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC in the total amount not exceeding Baht 300.00 million is appropriate.**

From feasibility study of the Swan Project, the Independent Financial Advisor finds that NPV of the project after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC in total amount of Baht 300.00 million is in the range of Baht 70.31 – 194.53 million (Baht 132.62 million in the base case), IRR is in the range of 8.67% – 9.62% per annum (9.14% per annum in the base case) which is higher than the discount rate (WACC) of 8.10% per annum, and payback period is 10.57 – 11.95 years from the first date of revenue recognition from the Swan Project (October 1, 2025). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payables of IHC in total amount not exceeding Baht 300.00 million and the investment in the development of the Swan Project is feasible and appropriate.**

Thus, the Independent Financial Advisor is of the opinion that price and conditions of the asset acquisition and connected transactions are appropriate.

When considering reasonableness of the asset acquisition and connected transactions and the appropriateness of price and conditions of the asset acquisition and connected transactions, **the Independent Financial Advisor opines that shareholder should approve the entering into the 4 asset acquisition and connected transactions.**

The shareholders should study information in all documents attached to the notice to shareholders' meeting prior to making the decision. The consideration to approve the asset acquisition and connected transactions rests primarily on and is the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that the above opinion is rendered with due care in accordance with the professional standards for the benefits of shareholders.

Details of the Independent Financial Advisor's opinion are as follows:

Part 1: General Details of the Asset Acquisitions and Connected Transactions**1. Characteristics and Details of the Transactions****1.1 Objectives and Background of the Transactions**

The Board of Directors' Meeting No. 1/2022 of Asset World Corp Public Company Limited (the "Company" or "AWC"), held on February 18, 2022, resolved to propose to the Company's Annual General Meeting of Shareholders, which will be held on April 22, 2022, to consider and approve the Company and its subsidiaries to exercise Right to Purchase or Develop according to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and additional Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019 (the "Right Granting Agreement") to acquire assets in the forms of lands and constructions for projects development. The transactions are conducted with major shareholders of the Company as follows:

Transaction 1: Acquisition of ordinary shares of Hotels World 9 Co., Ltd. in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project

This is an investment in Hotels World 9 Co., Ltd. ("HW9") through the acquisition of 200,000 ordinary shares of HW9 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of HW9, and acceptance of the transfer of rights to receive payments under loan agreements and all accrued interest payable of HW9 at a total value of approximately Baht 438.00 million as well as estimated current assets and liabilities (net working capital) of HW9 as at the Closing Date of approximately Baht 4.38 million, totaling approximately Baht 442.38 million¹⁹ from (1) Kasem Subsiri 1 Co., Ltd., (2) TCC Hotels Group Co., Ltd., and (3) Wiengsiri Co., Ltd. (collectively referred to as the "Sellers of HW9 Ordinary Shares"), which are connected persons of the Company as they are in the group of companies of Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (the "Grantors") according to conditions in the Right Granting Agreement, by which HW9 is a company in which the Grantors hold more than 50% of direct and indirect voting rights ("Group of Companies of the Grantors"). The Grantors are direct and indirect major shareholders of the Company, holding 75.00% of its total paid-up capital. The two parties will comply with the criteria and terms of the HW9 Share Purchase Agreement between the Sellers of HW9 Ordinary Shares and the Purchasers of HW9 Ordinary Shares.

Whereby the Company will purchase 50,000 shares of HW9, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotel Asset Management Company Limited ("THAM")²⁰ will purchase 149,999 shares of HW9, representing 74.9995%, and Asset World Retail Company Limited ("AWR")²¹ will purchase 1 share of HW9, representing 0.0005% of total issued and paid-up shares of HW9, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of HW9 (collectively referred to as the "Purchasers of HW9 Ordinary Shares").

The Company intends to acquire The Imperial Golden Triangle Resort (including the opposite land), located on the land owned by HW9 with a total area of 22-1-48 rai at the foot of a hill overlooking Mekong River and the Golden Triangle in Chiang Saen District, Chiang Rai Province, and offering 73 guestrooms in a five-storied Lanna style building, for further modification and development into luxury hotels with 32 villas and 65 suites boasting the wellness and culture concept, including a riverside glasshouse restaurant and a boat restaurant in a riverside ambience of the Ruak and Mekong Rivers (The Imperial Golden Triangle Resort Project).

The Company plans for HW9 to use a budget of approximately Baht 1,536.22 million (inclusive of VAT) for the improvement and development of The Imperial Golden Triangle Resort Project, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 1,978.60 million (inclusive of VAT).

¹⁹ Please refer to Footnote 1 on Page 2.

²⁰ The Company holds, directly and indirectly, 100% of total issued and paid-up shares of THAM.

²¹ The Company holds, directly and indirectly, 100% of total issued and paid-up shares of AWR.

Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of Songwat 1 Project

This is an investment in Variety Asset 1 Co., Ltd. ("VA1") through an acquisition of 500,000 ordinary shares of VA1 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of VA1, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1 at a total value of approximately Baht 446.04 million as well as estimated current assets and liabilities (net working capital) of VA1 as at the Closing Date of Baht 4.46 million, totaling approximately Baht 450.50 million²² from (1) TCC Capital Land Ltd., (2) Yodkij Business Co., Ltd., and (3) Menghua's United Commercial Co., Ltd. (collectively referred to as the "Sellers of VA1 Ordinary Shares") which are companies in the Group of Companies of the Grantors. Thus, they are deemed the connected persons of the Company. The two parties will comply with the criteria and terms of the VA1 Share Purchase Agreement between the Sellers of VA1 Ordinary Shares and the Purchasers of VA1 Ordinary Shares.

The Company will purchase 125,000 shares of VA1, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotels Asset Management Co., Ltd. (THAM) will purchase 374,999 shares of VA1, representing 74.9998%, and Asset World Retail Co., Ltd. (AWR) will purchase 1 share of VA1, representing 0.0002% of total issued and paid-up shares of VA1, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of VA1 (collectively referred to as the "Purchasers of VA1 Ordinary Shares").

The Company intends to acquire land on the bank of the Chao Phraya River in the area of Songwat Road, Tha Ratchawong Sub-district, Samphanthawong District, Bangkok, owned by VA1 under two contiguous land title deeds with a total area of 2-0-20.8 rai for development of a 61-room luxury hotel on the bank of the Chao Phraya River as part of the River Journey scheme under the name of the Songwat Project, which is comprised of Songwat 1 Project and Songwat 2 Project managed by The Ritz-Carlton (the investment in VA1 is referred to as the "Songwat 1 Project").

The Company plans for VA1 to use a budget of approximately Baht 660.27 million (inclusive of VAT) for the development of the Songwat 1 Project, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 1,110.77 million (inclusive of VAT).

Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of Songwat 2 Project

This is an investment in Retail World 5 Co., Ltd. ("RW5") through an acquisition of 100,000 ordinary shares of RW5 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of RW5, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5 at a total value of approximately Baht 200.96 million as well as estimated current assets and liabilities (net working capital) of RW5 as at the Closing Date of approximately Baht 2.01 million, totaling approximately Baht 202.97 million²³ from (1) TCC Capital Land Ltd., (2) Yodkij Business Co., Ltd., and (3) Queen's Park Hotel Co., Ltd. (collectively referred to as the "Sellers of RW5 Ordinary Shares") which are companies in the Group of Companies of the Grantors. Thus, they are deemed the connected persons of the Company. The two parties will comply with the criteria and terms of the RW5 Share Purchase Agreement between the Sellers of RW5 Ordinary Shares and the Purchasers of RW5 Ordinary Shares.

The Company will purchase 25,000 shares of RW5, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotels Asset Management Co., Ltd. (THAM) will purchase 74,999 shares of RW5, representing 74.999%, and Asset World Retail Co., Ltd. (AWR) will purchase 1 share of RW5, representing 0.001% of total issued and paid-up shares of RW5, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of RW5 (collectively referred to as the "Purchasers of RW5 Ordinary Shares").

The Company intends to acquire land on the bank of the Chao Phraya River in the area of Songwat Road, Samphanthawong Sub-district, Samphanthawong District, Bangkok, owned by RW5 under seven contiguous land title deeds with a total area of 0-3-69.8 rai for development of a 28-room luxury hotel on the bank of the Chao Phraya River as part of the River Journey scheme under the name of the Songwat Project, which is comprised of Songwat 1 Project and Songwat 2 Project managed by The Ritz-Carlton (the investment in RW5 is referred to as the "Songwat 2 Project").

²² Please refer to Footnote 7 on Page 3.

²³ Please refer to Footnote 9 on Page 4.

The Company plans for RW5 to use a budget of approximately Baht 323.57 million (inclusive of VAT) for the development of the Songwat 2 Project, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 526.54 million (inclusive of VAT).

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of Swan Project

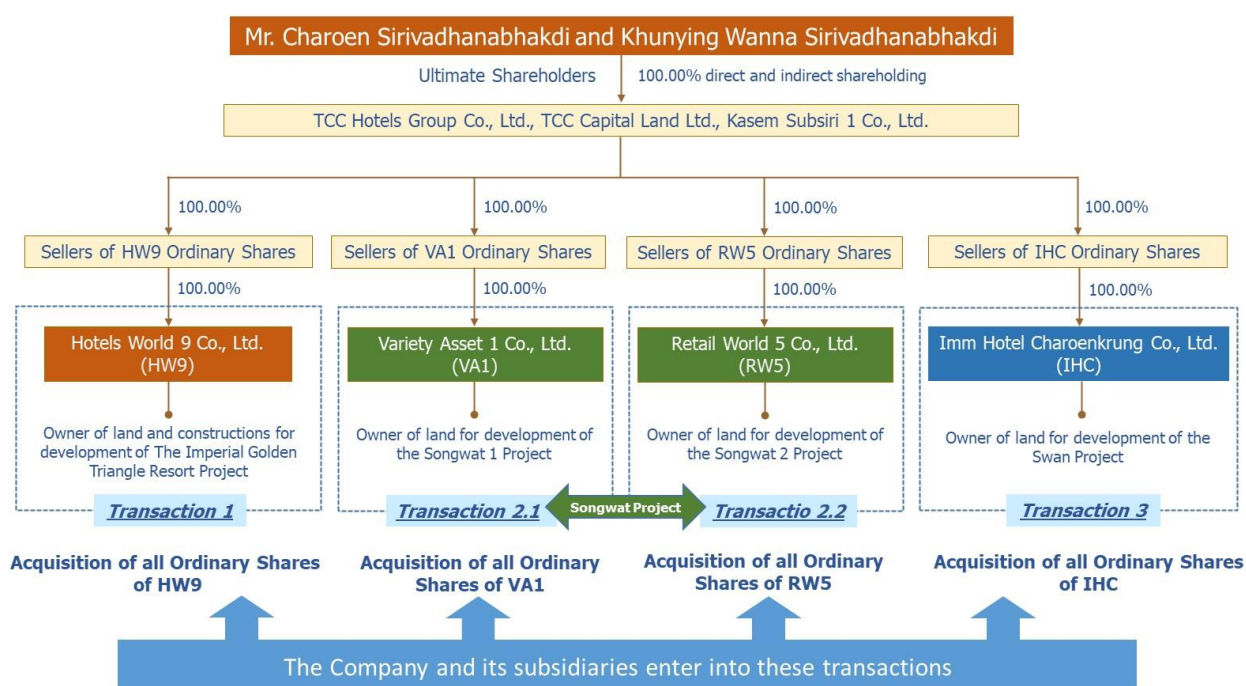
This is an investment in Imm Hotel Charoenkrung Co., Ltd. (IHC) through an acquisition of 5,000,000 shares of IHC with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of IHC, and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC at a total value of approximately Baht 300.00 million as well as estimated current assets and liabilities (net working capital) of IHC as at the Closing Date of approximately Baht 3.00 million, totaling approximately Baht 303.00 million²⁴ from (1) TCC Hotels Group Co., Ltd., (2) Kasem Subsiri 1 Co. Ltd., and (3) Anantasiri Patana Co., Ltd. (collectively referred to as the "Sellers of IHC Ordinary Shares") which are companies in the Group of Companies of the Grantors. Thus, they are deemed the connected persons of the Company. The two parties will comply with the criteria and terms of the IHC Share Purchase Agreement between Sellers of IHC Ordinary Shares and the Purchasers of IHC Ordinary Shares.

The Company will purchase 1,250,000 shares of IHC, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotels Asset Management Co., Ltd. (THAM) will purchase 3,749,999 shares of IHC, representing 74.99998%, and Asset World Retail Co., Ltd. (AWR) will purchase 1 share of IHC, representing 0.00002% of total issued and paid-up shares of IHC, and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of IHC (collectively referred to as the "Purchasers of IHC Ordinary Shares").

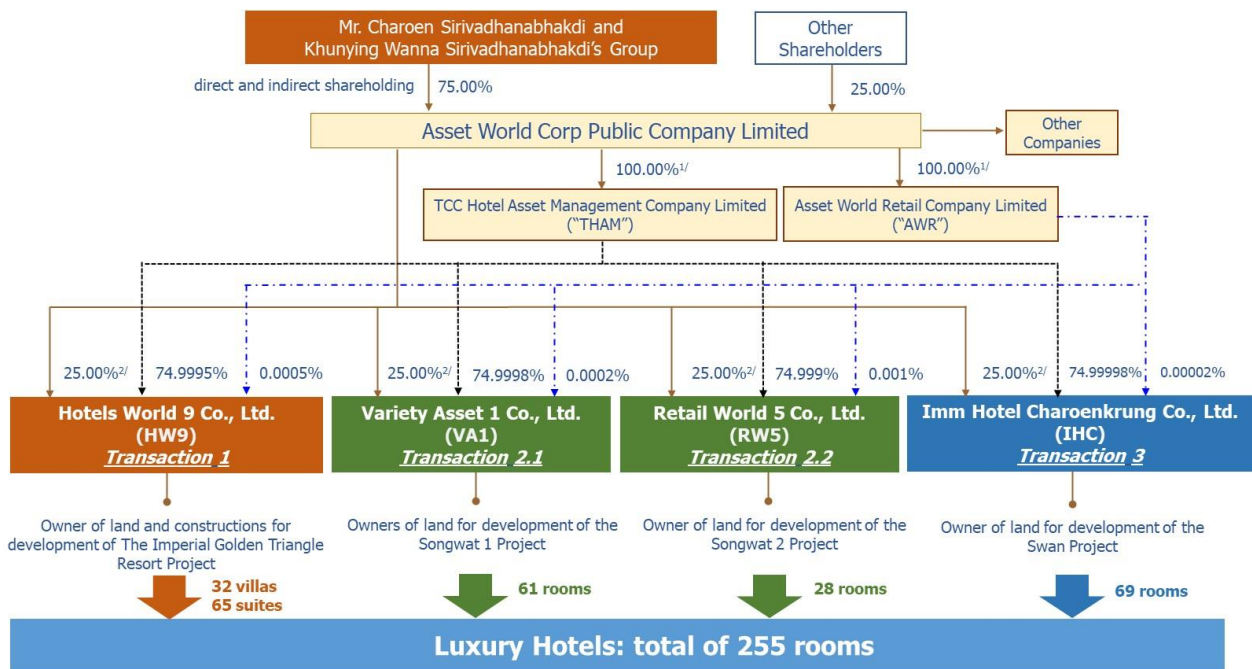
The Company intends to acquire land of SWAN Hotel which is located on the land owned by IHC with a total area of 0-2-97 rai for modification and development into a 69-room luxury hotel focusing on culture and art tourism. The SWAN Project will connect to the future projects, namely the adjacent OP Place Project and the EAC Charoen Krung 40 Road Project that will be in the same vicinity, to cater to the upscale target market under the concept of a time journey from classic to contemporary arts, and will also link to the river journey scheme through various projects of the Company ("Swan Project").

The Company plans for IHC to use a budget of approximately Baht 579.00 million (inclusive of VAT) for the development of the Swan Project, thereby bringing the total value of investment payable by the Company and its subsidiaries to Baht 882.00 million (inclusive of VAT).

Shareholding Structure prior to the Entering into Transaction 1 – 3



²⁴ Please refer to Footnote 11 on Page 5.

Shareholding Structure after the Entering into Transaction 1 – 3

Remark: 1/ Direct and indirect shareholding

2/ The company to acquire shares can be changed to a subsidiary of Asset World Corp Public Company Limited later.

Details of each transaction can be described as follows:

Transaction 1: Acquisition of ordinary shares in Hotels World 9 Co., Ltd. in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project
1) Date of the Transaction

The Company and its subsidiaries (THAM and AWR) will purchase all ordinary shares of HW9 after the Company obtains approval from the 2022 Annual General Meeting of Shareholders of the Company, which will be convened on April 22, 2022, for entering into such transaction and all related transactions, and after the conditions precedent specified in the HW9 Share Purchase Agreement have been completely fulfilled and/or have been waived by the relevant parties (*Please refer to the details in Part 1, Clause 7 of this report*). The Company expects to complete this transaction by December 2022.

The Company plans to complete the acquisition of ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of HW9 (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of HW9 Ordinary Shares want to purchase all HW9 ordinary shares and accept the transfer of rights under loan agreements and all accrued interest payable of HW9, the Purchasers of HW9 Ordinary Shares shall pay additional price of 5% per annum of the acquisition price of HW9 ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of HW9 Ordinary Shares.

The development of the hotel is expected to commence in Q2/2022. The full opening is scheduled in Q3/2025.

2) Contract Parties and Relationship with the Company

Asset to be acquired	: (a) 200,000 shares of Hotels World 9 Co., Ltd. (HW9) with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of HW9 (b) Rights to receive payments under loan agreements and all accrued interest payable of HW9 ^{1/} and (c) New working capital (estimated current assets and liabilities) of HW9 as at the Closing Date (d) Additional project development cost (if any)
Purchasers	: The Company as the purchaser of 25.00% of HW9 shares; TCC Hotel Asset Management (THAM) as the purchaser of 74.9995% of HW9 shares; and Asset World Retail Co., Ltd. (AWR) as the purchaser of 0.0005% of HW9 shares.
Sellers	: Kasem Subsiri 1 Co., Ltd. as the seller of 74.9995% of HW9 shares; TCC Hotels Group Co., Ltd. as the seller of 25.00% of HW9 shares; and Wiengsiri Co., Ltd. as the seller of 0.0005% of HW9 shares.
Relationship between the Purchasers and the Sellers	: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (who are directors and major shareholders of the Company) directly and indirectly hold more than 10.00% of total issued and paid-up shares of the Sellers. The Sellers, thus, are considered as connected persons of the Company according to the Notifications on Connected Transaction

Remark:

1/ Short-term loans from shareholders of HW9 will be converted to short-term loans from the Company by means of subrogation to the Company as at the Closing Date.

According to the unaudited financial statements of HW9 as of December 31, 2021, short-term loans from related companies were at Baht 288.64 million and accrued interest payable were at Baht 0.00 million (*Please refer to the details in Attachment 1, Clause 5, of this report*). It is expected that accrued interest payable shall increase during the year 2022 up to the Closing Date.

3) General Characteristics of the Transaction

The Company and its subsidiaries (THAM and AWR) will develop and restore The Imperial Golden Triangle Resort Project through an acquisition of the entire 200,000 shares of HW9 with par value of Baht 10 per share and acceptance of a transfer of rights to receive payment under loan agreements and all accrued interest payable of HW9 (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest payable²⁵), for a total value of approximately Baht 438.00 million and net working capital of HW9 as at the Closing Date of approximately Baht 4.38 million, making up a total value of approximately Baht 442.38 million from (1) Kasem Subsiri 1 Co., Ltd., (2) TCC Hotels Group Co., Ltd., and (3) Wiengsiri Co., Ltd. (collectively referred to as the "Sellers of HW9 Ordinary Shares"), which are in the Group of Companies of the Grantors and, hence, are considered as connected persons of the Company.

The Company, THAM, and AWR (collectively referred to as "Purchasers of HW9 Ordinary Shares") shall jointly purchase all ordinary shares of HW9, by which the Company shall acquire 50,000

²⁵ Total cost that the Company shall pay for the acquisition of HW9 remains unchanged at approximately Baht 442.38 million.

shares, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotel Asset Management (THAM) shall acquire 149,999 shares of HW9, representing 74.9995% and Asset World Retail (AWR) shall acquire 1 share of HW9, representing 0.0005% of total issued and paid-up shares of HW9 and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of HW9. The two parties will comply with the criteria and terms of the HW9 Share Purchase Agreement between the Sellers of HW9 Ordinary Shares and the Purchasers of HW9 Ordinary Shares under which the Company and its subsidiaries shall pay for acquisition of ordinary shares, net working capital, and the rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

HW9 is the owner of the land under title deeds No. 17060, 17061, and 11307 with a total area of 22-1-48 rai which presently being a location of The Imperial Golden Triangle Resort, Chiang Saen District, Chiang Rai Province that will be developed under The Imperial Golden Triangle Resort Project to become a luxury hotel. The development of the project shall commence around Q2/2022 and development period will take approximately 3 years and 4 months. The operation is expected to be within Q3/2025.

In addition, the Company plans to use additional funds for investment in development of The Imperial Golden Triangle Resort Project of Baht 1,536.22 million (inclusive of VAT). Thus, the total amount that the Company and its subsidiaries shall pay is at Baht 1,978.60 million (inclusive of VAT).

The entering into Transaction 1 (including Transaction 2.1, Transaction 2.2, and Transaction 3) above are in accordance with the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019. *(Please refer to the details in Clause 9.2 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company in Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting)*

4) Details of the Assets being Acquired

The Company, THAM, and AWR shall acquire all 200,000 ordinary shares of HW9 with par value of Baht 10 per share from existing shareholders, representing 100% of total issued and paid-up shares of HW9, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable (as at the Closing Date, the Company shall become lender of HW9 instead of existing lenders) in the aggregate amount of approximately Baht 438.00 million, including estimated current assets and liabilities (net working capital) of HW9 as at the Closing Date of approximately Baht 4.38 million, totaling approximately Baht 442.38 million. This will result in the acquisition of the land and building of The Imperial Golden Triangle Resort for development of The Imperial Golden Triangle Resort Project. Details of the assets to be acquired and the project can be summarized as follows:

4.1) Company Profile and Core Assets of HW9

HW9 was established on November 28, 2014 to engage in hotel business named The Imperial Golden Triangle Resort located in Chiang Saen District, Chiang Rai Province having hotel business registration No. 396, license No. 17/2564, expiring on December 31, 2025, consisting of 73 guest rooms.

Based on the information as of February 14, 2022, HW9 has registered and paid-up capital of Baht 2 million, divided into 200,000 ordinary shares with par value of Baht 10 per share *(Please refer to more details of HW9 in Attachment 1 of this report)*.

Core assets as shown in HW9's financial statements consist of land, building, and equipment that are main assets used for operation of The Imperial Golden Triangle Resort. The book value of such assets based on the audited financial statements for the 12-month period ended December 31, 2020 and the unaudited financial statement for the 12-month period ended December 31, 2021 were at Baht 244.52 million and Baht 239.11 million, respectively. The market value as appraised by an independent property appraiser approved by the SEC is approximately Baht 439.30 million. Details of such core assets are summarized as follows:

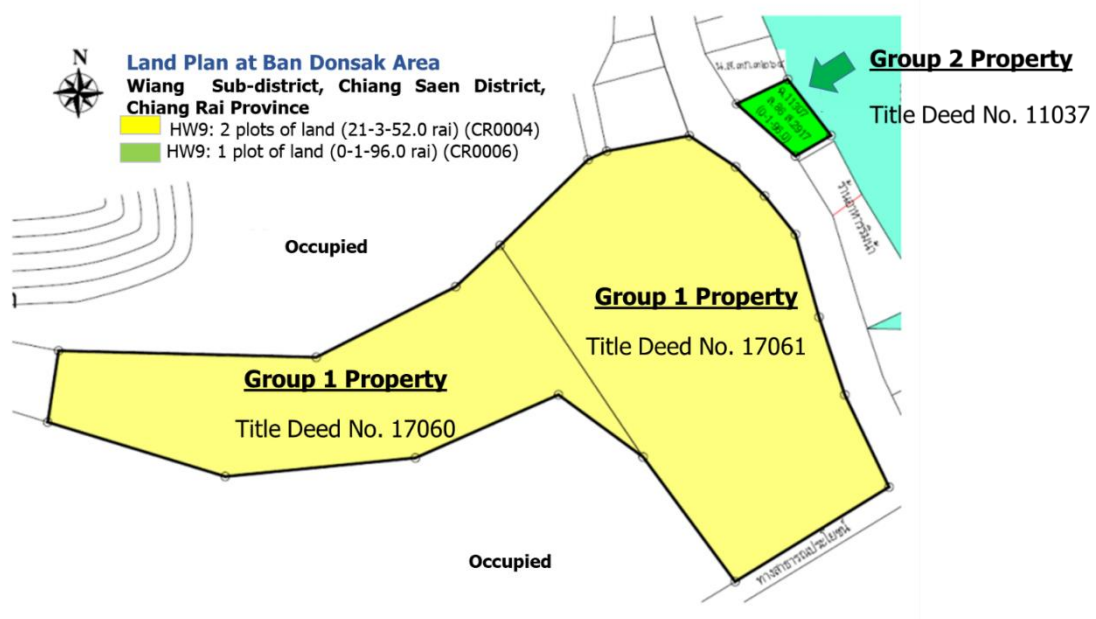
- 3 plots of land of 22-1-48 rai together with hotel building, office building, and other constructions

Summary of Land and Building	
Location	<p><u>Group 1 Property and Group 2 Property</u> No. 222 Moo 1, Highway No. 1290 (Mae Sai - Chiang Khong Road) Km. 25+300, Wiang Sub-district, Chiang Saen District, Chiang Rai Province</p> <p><u>Group 2 Property</u> Moo 1, Highway No. 1290 (Mae Sai - Chiang Khong Road) Km. 25+300, and Ruak Riverside (Golden Triangle), Wiang Sub-district, Chiang Saen District, Chiang Rai Province</p> <p><u>Group 1 and 2 Property are divided by Highway No. 1290 (Mae Sai – Chiang Khong Road)</u></p> <p>Nearby landmarks such as</p> <ul style="list-style-type: none"> - Golden Triangle Viewpoint, approximately 350 meters - Golden Triangle Community Police Station, approximately 400 meters - Ferry port to Laos, approximately 500 meters - Hall of Opium, Golden Triangle Park, approximately 1.4 kilometers - Golden Triangle Special Economic Zone (Laos), approximately 2 kilometers
Land size	<p>Total area: 22-1-48 rai consisting of</p> <p><u>Group 1 Property</u> (The Imperial Golden Triangle Resort Project) 2 adjacent plots of land with total area of 21-3-52 rai under the following land title deeds:</p> <ul style="list-style-type: none"> - Title Deed No. 17060, Parcel No. 54, Dealing File No. 4228, Area 8-3-55 rai - Title Deed No. 17061, Parcel No. 53, Dealing File No. 4227, Area 12-3-97 rai <p><u>Group 2 Property</u> (Ruak Riverside) 1 plot of land with area of 0-1-96 rai, Title Deed No. 11037, Parcel No. 86, Dealing File No. 2917</p>
Land characteristics	<p><u>Group 1 Property</u> Land is in polygon shape at foothill, approximately 1-2 meter higher than the road level</p> <ul style="list-style-type: none"> - East: Adjacent to Highway No. 1290 (Mae Sai - Chiang Khong Road), approximately 200 meters long - South: Adjacent to public way, approximately 84 meters long <p>Currently, there are 3 main buildings: (1) a 5-storey hotel building, (2) a 3-storey restaurant building, and (3) a theater building, as well as 11 supporting buildings located on the land.</p> <p><u>Group 2 Property</u> Land is in trapezoid shape and slope into Ruak Riverside</p> <ul style="list-style-type: none"> - West: Adjacent to Highway No. 1290 (Mae Sai - Chiang Khong Road), approximately 37 meters long - East: Alongside to Ruak River, approximately 34 meters long - South: Adjacent to public mine, approximately 20 meters long <p>Currently, there is an old and unoccupied 2-storey reinforced concrete building. Thus, the property appraiser did not appraise its value.</p>
Construction characteristics^{1/}	<p><u>Group 1 Property</u> (1) 3 main constructions: 5-storey hotel building with 73 guest rooms, 3-storey restaurant building, and theater building, total usable area of 9,020 square meters (2) 11 supporting buildings with total usable area of 921 square meters and 3 other constructions, total usable area of 921 square meters</p> <p><u>Group 2 Property</u> Not counted in usable area due to its dilapidate condition and being dismantled for rebuilding by the Company.</p>
Owner of lands and buildings	Hotels World 9 Co., Ltd. (HW9)
Encumbrance	None
Legal impact on the asset^{1/}	<p>The property is located in city planning area No. 1.2, community land (pink zone), according to the Announcement of the Chiang Rai Comprehensive Plan 2013 (B.E. 2556) and the amendment dated January 12, 2018, stipulating the requirements of land usage as follows:</p> <ul style="list-style-type: none"> • Allow to carry on or operate a business in a building that is not a high-rise building or a large building and the building must not be higher than 15 meters and having building space not more than 2,000 square meters <p>And according to the declaration of the Ministry of Interior regarding Chiang Rai Special Economic Zone, effective on November 16, 2018, stipulating the important land use requirements related to HW9's assets as follows:</p> <ul style="list-style-type: none"> • Not allow to construct or renovate a building with a height of more than 12 meters • Not allow to construct an extra-large building (interior area in the same building of 10,000 square meters or more), except if located along Highway No. 1290 (HW9's asset location)
Appraised value of lands and buildings	<p><u>Group 1 Property</u> On November 1, 2021, CBRE (Thailand) Co., Ltd. appraised value of lands by using the Market Approach and appraised value of buildings by using the Replacement Cost Approach for public purposes, and derived total value of Baht 434.00 million (Baht 107 million for land appraisal price and Baht 327 million for buildings appraisal price).</p> <p><u>Group 2 Property</u> On November 1, 2021, CBRE (Thailand) Co., Ltd. appraised value of lands by using the Market Approach for public purposes and derived value of Baht 5.30 million.</p>

Source: Property appraisal report of CBRE (Thailand) Co., Ltd. No. I214022001 dated December 16, 2021.

Remark: 1/ Current constructions are subjected land use requirement of the relevant legislation. In the development of the project, the Company has already undertaken the design of building and constructions layouts to be in accordance with the requirements of the relevant laws (Please refer to details in Part 2, Transaction 1, Clause 2.2 (2) of this report).

Land Title Deeds and Aerial Photography



Source: Property appraisal report of CBRE (Thailand) Co., Ltd. No. I214022001 dated December 16, 2021

Location Map



Source: The Company

Present Condition of Assets



Source: The Company and pictures from Google Map

4.2) Development Plan of The Imperial Golden Triangle Resort Project

The Company plans to develop the Imperial Golden Triangle Resort Project to feature luxury hotel under leading world-class brands that align with the lifestyle concept of wellness tourism and culture & art tourism, including a riverside restaurant which will be a selling point as a new check-in spot of Chiang Rai Province, highlighting the point of origin of the Golden Triangle combined with the R.A.I. concept (R = Relax, A = Art, and I = Inspiration) initiated by the Ministry of Tourism and Sports to promote tourism in Chiang Rai Province. Aspiring to be a tourist destination of Chiang Rai Province, the project will consist of:

- (1) A luxury hotel offering 32 villas each with a private pool and organic products for guests to relax, together with common facilities such as restaurants, swimming pools, fitness/sauna rooms, and treatment rooms;
- (2) A pool suite-type luxury hotel offering 65 suites each with a private pool surrounded by classic style decoration, together with common facilities such as meeting rooms, restaurants, swimming pools, and fitness/sauna rooms; and
- (3) A riverside glasshouse restaurant and a boat restaurant with an east-west cultural blend providing a scenic view of the Mekong River and the Golden Triangle, which will be a crucial check-in spot of the Golden Triangle.

The cost of project development (excluding land cost) is approximately Baht 1,536.22 million (inclusive of VAT) and the total construction area (usable area) is approximately 18,856 square meters, divided into three sections:

Construction on Group 1 Property

Section 1: Consisting of a villa-type luxury hotel with 32 newly built villas and complete facilities, covering a total construction area of 6,640.80 square meters

Section 2: Consisting of a pool suite-type luxury hotel offering 65 suites each with a private pool, which will be modified from the existing hotel building, together with an additional newly built hotel building and other facilities, covering a total construction area of 11,374.80 square meters

Construction on Group 2 Property

Section 3: Consisting of a glasshouse restaurant beside Ruak River and a boat restaurant with a total capacity of 110 seats, all to be newly constructed

Project development period

Construction is planned to begin by Q2/2022 and will take approximately 3 years and 4 months to complete. Grand opening is scheduled in Q3/2025.

HW9 will be responsible for preparing the EIA report and applying for the construction permit and the approval from the authorities concerned with construction work.

Target groups

Overall Target Customers of the Project	: Approximately 80% as international customers and 20% as Thai customers, with a focus on the high net worth group and also on wellness and excellent services. <u>Villa-type luxury hotel with 32 villas</u> Focusing on couples and families preferring ecotourism and wishing to escape from chaotic urban environment <u>Pool suite-type luxury hotel with 65 suites</u> Concentrating on business people requiring reception of their international business partners and seeking new business opportunities.
Target Groups for Each Part of the Project	: <u>Villa-type luxury hotel with 32 villas</u> <ul style="list-style-type: none"> • High net worth group: 50% • Traveling families: 30% • Families well educated with a love of culture: 20% <u>Pool suite-type luxury hotel with 65 suites</u> <ul style="list-style-type: none"> • International business travelers: 60% • Culture-based tourists: 30% • Visitors seeking rehabilitation of physical and mental health: 10% <u>Restaurants</u> <ul style="list-style-type: none"> • Hotel guests and external customers

5) Total Value of Assets being Acquired, Payment of Consideration, and Criteria for Determining Total Value of Assets being Acquired and Value of Consideration

Total value of the assets being acquired

Total value of the assets being acquired is approximately Baht 1,978.60 million, comprising of the entire 200,000 ordinary shares of HW9 with par value of Baht 10 per share and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of HW9 amounting to approximately Baht 438.00 million, and net working capital of HW9 as at the Closing Date of approximately Baht 4.38 million, making up a total value of assets of approximately Baht 442.38 million, as well as investment in development of The Imperial Golden Triangle Resort Project of approximately Baht 1,536.22 million (inclusive of VAT).

Payment of consideration

The Company shall pay cash in lump sum amount for acquisition of HW9 ordinary shares, rights to receive payments under loan agreements and all accrued interest payable and net working capital of HW9 in the total amount of approximately Baht 442.38 million to the Sellers of HW9 Ordinary Shares. The Company shall accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of HW9 on the same day (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest payable).

The project development cost of The Imperial Golden Triangle Resort Project in the amount of Baht 1,536.22 million (inclusive of VAT) will be paid in cash in installments as per the actual costs incurred.

Criteria for determining total value of assets being acquired and value of consideration

The Company will acquire HW9 ordinary shares, which have book value as of December 31, 2021 equivalent to Baht (51.10) million and accept transfer of rights to receive payments under loan agreements and all accrued interest payable as of the date on which the share acquisition is completed. As core asset of HW9 is the land and buildings of The Imperial Golden Triangle Resort (*Please refer to the details in Part 1, Transaction 1, Clause 4.1 of this report*), the Company considers criteria for determining total value of the acquired assets based on value of the land relying on the Market Approach, and value of buildings relying on the Replacement Cost Approach, according to the property appraisal report, and derives market value of the asset of Baht 439.30 million.

HW9 plans to use funds for investment in development of the project in the amount of Baht 1,536.22 million (inclusive of VAT). Thus, the total amount that the Company and its subsidiaries shall pay is Baht 1,978.60 million. From the Company's study of the project development and projected return on investment, The Imperial Golden Triangle Resort Project has a net present value (NPV) of Baht 1,776.20 million with the internal rate of return (IRR) of 11.60% per annum.

6) Calculation of Transaction Size

Asset acquisition transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
1. Net tangible asset (NTA) criteria	Not applicable to the 4 transactions because value of the net tangible asset of HW9, VA1, RW5, and IHC are negative	-
2. Net profit criteria	Not applicable to the 4 transactions because HW9, VA1, RW5 and IHC generate operating loss	-
3. Total value of consideration criteria	= Baht 1,978.60 ^{1/} million / Baht 138,897.29 ^{2/} million Remark: When combining transaction size of Transactions 1 - 4, transaction size is equal to 3.24%, whereby the sizes of Transactions 1 - 4 are 1.42%, 0.80%, 0.38%, and 0.64%, respectively.	1.42%
4. Total value of securities criteria	Not applicable because there is no issuance of new securities as consideration of assets acquired	-
Highest criteria: total value of consideration (Transaction 1)		1.42%
Highest transaction size of the 4 transactions based on total value of consideration criteria		3.24%
Highest transaction size of the 4 transactions, including transactions during the past 6 months		13.55%

Remark:

- 1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreements of HW9 totaling Baht 438.00 million, (2) HW9's estimated net working capital as at the Closing Date of approximately Baht 4.38 million²⁶, and (3) investment for development of The Imperial Golden Triangle Resort Project of approximately Baht 1,536.22 million (inclusive of VAT).
- 2/ Total assets of the Company according to the audited consolidated financial statements as of December 31, 2021.

Connected transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible assets (NTA) criteria	= Baht 1,978.60 ^{1/} million / Baht 77,792.80 ^{2/} million	2.54%
Connected transaction size: Transaction 1		2.54%
Total transaction size of 4 connected transactions (Transaction 2.1: 1.43%, Transaction 2.2: 0.68%, and Transaction 3: 1.13%)		5.78%
Total connected transaction size of the 4 transactions, including transactions during the past 6 months		5.80%

Remark:

- 1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreements of HW9 totaling Baht 438.00 million, (2) HW9's estimated net working capital as at the Closing Date of approximately Baht 4.38 million, and (3) investment for development of The Imperial Golden Triangle Resort Project of approximately Baht 1,536.22 million (inclusive of VAT). This estimation is for the case that the Sellers of HW9 Ordinary Shares pay project development cost before the Company invests in The Imperial Golden Triangle Resort Project.
- 2/ Net tangible assets of the Company = Total assets of Baht 138,897.29 million - Net intangible assets of Baht 200.19 million - Deferred income tax of Baht 1,213.70 million - Total liabilities of Baht 59,690.67 million, based on the Company's audited financial statements for the year ended December 31, 2021.

7) Conditions on Entering into the Transaction

Purchasers of HW9 Ordinary Shares shall acquire ordinary shares of HW9 from the Sellers of HW9 Ordinary Shares when all the conditions precedent specified in the HW9 Share Purchase Agreement are completely fulfilled and/or waiver is given by contract parties concerned. Conditions precedent and other significant conditions are as follows:

(a) The meetings of the Board of Directors and the Shareholders of all Purchasers of HW9 Ordinary Shares approve the entering into The Imperial Golden Triangle Resort Project and the compliance with the HW9 Share Purchase Agreement.

²⁶ The Company estimates current assets and liabilities (net working capital) at approximately Baht 4.38 million, equivalent to approximately 1% of the agreed acquisition price of Baht 438.00 million. This estimation is for the case that the Sellers of HW9 Ordinary Shares pay the project development cost before the Company invests in The Imperial Golden Triangle Resort Project. As such, there may be refund of VAT from construction cost. Thus, the Company estimates such amount of contingent working capital for the calculation of transaction size in order to propose for approval from the AGM.

(b) There is no events which cause material adverse effects to HW9 or the business operation of The Imperial Golden Triangle Resort Project.

(c) The Sellers of HW9 Ordinary Shares shall sell and transfer the ownership in any properties or assets of HW9, except for HW9's land and property related to HW9's land.

It is expected that the Company will successfully purchase HW9 ordinary shares from the Sellers of HW9 Ordinary Shares by December 31, 2022. However, if the purchase of HW9 ordinary shares from the Sellers of HW9 Ordinary Shares is not completed within the specified period and the Company still wish to acquire HW9 ordinary shares, the Company shall pay additional price at a rate of 5% per annum of the acquisition price of HW9 ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of HW9 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

The Company shall exercise its discretion to assess the investment worthiness in order to protect the best interest of the Company and its shareholders.

8) Agreements Related to the Entering into the Transaction

Summary of Draft HW9 Share Purchase Agreement is in Clause 9.1.1 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting.

Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of the Songwat 1 Project

1) Date of the Transaction

The Company and its subsidiaries (THAM and AWR) shall acquire all ordinary shares of VA1 after the Company obtains approval from the Company's 2022 Annual General Meeting of Shareholders, which will be convened on April 22, 2022, for the entering into such transaction and all related transactions, and after the conditions precedent specified in the VA1 Share Purchase Agreement have been completely fulfilled and/or have been waived by the relevant parties (*Please refer to the details in Part 1, Transaction 2.1, Clause 7*). The Company expects to complete this transaction by December 2022.

The Company plans to complete the acquisition of all ordinary shares of VA1 and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1 (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of VA1 Ordinary Shares want to purchase all VA1 ordinary shares and to accept transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1, the Purchasers of VA1 Ordinary Shares shall pay additional price of 5% per annum of the acquisition price of VA1 ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of VA1 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

The development of the Songwat 1 Project is expected to commence in Q2/2022 and the full opening is scheduled in Q1/2026.

2) Contract Parties and Relationship with the Company

Asset to be Acquired	: (a) 500,000 shares of Variety Asset 1 Co., Ltd. (VA1) with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of VA1 (b) Rights to receive payments under loan agreements and all accrued interest payable of VA1 ^{1/} and (c) Net working capital (estimated current assets and liabilities) of VA1 as at the Closing Date (d) Additional project development cost (if any)
Purchasers	: The Company as a purchaser of 25.00% of VA1 shares; TCC Hotel Asset Management Co., Ltd. (THAM) as a purchaser of 74.9998% of VA1 shares; and Asset World Retail Co., Ltd. (AWR) as a purchaser of 0.0002% of VA1 shares
Sellers	: TCC Capital Land Limited as a seller of 99.9996% of VA1 shares; Yodkij Business Co., Ltd. as a seller of 0.0002% of VA1 shares; and Menghua's United Commercial Co., Ltd. as a Seller of 0.0002% of VA1 shares
Relationship between the Purchasers and the Sellers	: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (who are directors and major shareholders of the Company) directly and indirectly hold more than 10.00% of total issued and paid-up shares of the Sellers. The Sellers, thus, are considered as connected persons of the Company according to the Notifications on Connected Transaction.

Remark:

1/ Short-term loans from shareholders of VA1 will be converted to short-term loans from the Company by means of subrogation to the Company as of the Closing Date.

According to the unaudited financial statements of VA1 as of December 31, 2021, short-term loans from related companies were at Baht 353.87 million and accrued interest payable were at Baht 0.36 million (*Please refer to the details in Attachment 2, Clause 5, of this report*). It is expected that accrued interest payable shall increase during the year 2022 up to the Closing Date.

3) General Characteristics of the Transaction

The Company and its subsidiaries (THAM and AWR) will develop the Songwat 1 Project through an acquisition of the entire 500,000 ordinary shares of VA1 with par value of Baht 10 per share and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1 (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest²⁷), totaling approximately Baht 446.04 million and net working capital VA1 as at the Closing Date of approximately Baht 4.46 million, making up a total value of approximately Baht 450.50 million from (1) TCC Capital Land Limited, (2) Yodkij Business Co., Ltd., and (3) Menghua's United Commercial Co., Ltd. (collectively referred to as the "Sellers of VA1 Ordinary Shares"), which are in the Group of Companies of the Grantors and, hence, are considered as connected persons of the Company.

²⁷ Total cost that the Company shall pay for the acquisition of VA1 remains unchanged at approximately Baht 450.50 million.

The Company, THAM and AWR (collectively referred to as the "Purchasers of VA1 Ordinary Shares") shall jointly purchase all ordinary shares of VA1, that is the Company shall acquire 125,000 ordinary shares of VA1, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotel Asset Management Co., Ltd.(THAM) shall acquire 374,999 shares of VA1, representing 74.9998%, and Asset World Retail Co., Ltd. (AWR) shall acquire 1 share of VA1, representing 0.0002% of total issued and paid-up shares of VA1 and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of VA1. The two parties will comply with the criteria and terms of the VA1 Share Purchase Agreement between the Sellers of VA1 Ordinary Shares and the Purchasers of VA1 Ordinary Shares, under which the Company and its subsidiaries shall pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

VA1 is the owner of the land under title deeds No. 1080 and 1434 with a total area of 2-0-20.8 rai, presently being a location of 3-storey commercial building and warehouse building which the Company will demolish to be vacant land for further development of Songwat 1 Project, a part of Songwat Project. The development shall commence around Q2/2022 and the project development period will take approximately 3 years and 9 months. The full opening is scheduled in Q1/2026.

In addition, the Company plans to use fund of Baht 660.27 million (inclusive of VAT) to develop the Songwat 1 Project. Thus, total investment amount that the Company and its subsidiaries shall pay is Baht 1,110.77 million (inclusive of VAT).

The entering into Transaction 2.1 (including Transaction 1, Transaction 2.2, and Transaction 3) above are in accordance with the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019. *(Please refer to the details in Clause 9.2 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting).*

4) Details of the Assets being Acquired

The Company and its subsidiary shall acquire the entire 500,000 ordinary shares of VA1 with par value of Baht 10 per share from the existing shareholders, representing 100% of total issued and paid-up shares of HW9, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable (as at the Closing Date, the Company shall become lender of VA1 instead of existing lenders) in the aggregate amount of approximately Baht 446.04 million and net working capital of VA1 as at the Closing Date of approximately Baht 4.46 million, for a total of approximately Baht 450.50 million. This will result in the acquisition of the land for development of the Songwat 1 Project. The Company will commence the development of the Songwat 1 Project during Q2/2022 – Q4/2025. The full opening is scheduled in Q1/2026. Details of the assets to be acquired and the project can be summarized as follows:

4.1) Company Profile and Core Asset of VA1

VA1 was established on September 4, 2009 to engage in real estate business for commercial purposes. Based on the information as of February 14, 2022, VA1 has registered and paid-up capital of Baht 5,000,000, divided into 500,000 ordinary shares with par value of Baht 10 per share *(Please find more details of VA1 in Attachment 2 of this report).*

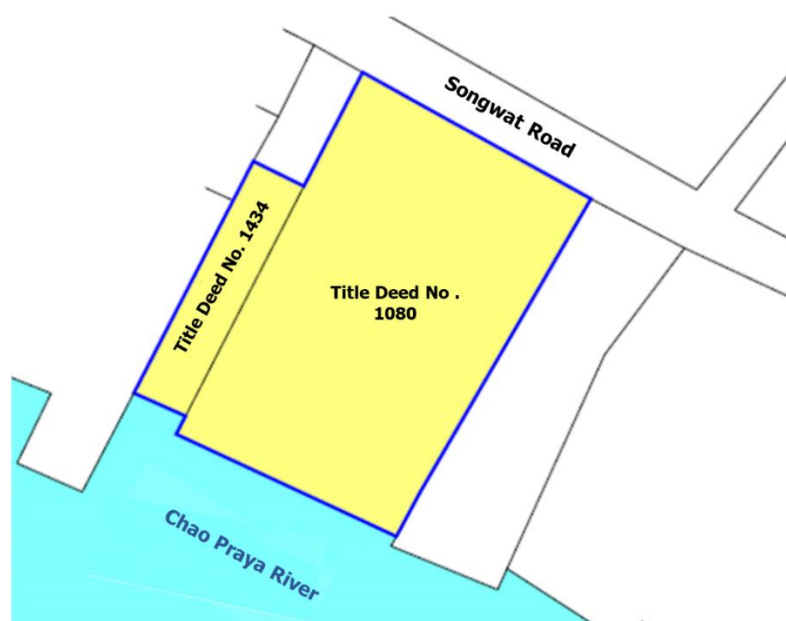
Core assets of VA1 are land and buildings, of which the Company will use only the land for development of the Songwat 1 Project. Market value of land as appraised by an independent property appraiser approved by the SEC is approximately Baht 697.68 million. Details of such core assets are summarized as follows:

Summary of Land	
Location	Adjacent to Songwat Road., Chakrawat Sub-district, Samphanthawong District, Bangkok and next to the Chao Phraya River. Nearby landmarks: - Sampheng: approximately 650 meters - Ratchawong Pier: approximately 350 meters - MRT Chaloem Ratchamongkhon Line (Blue Line), Wat Mangkon Station: approximately 560 meters
GPS	Latitude (Lat) 13.738159 Longitude (Long) 100.508907

Land details	2 adjacent plots of land with total area of 2-0-20.8 rai under the following land title deeds <ul style="list-style-type: none"> – Title deed No. 1080, Parcel No. 459, Dealing File No. 80, Area 1-3-24.8 rai – Title deed No. 1434, Parcel No. 11, Dealing File No. 398, Area 0-0-96 rai
Land characteristics	The plot of land is in a square shape, adjacent to Songwat Road (8.0-meter-wide asphalt road with 6-meter traffic surface lane), approximately 45 meters long. The land condition is at the level of the front traffic surface and 42-meter alongside the Chao Phraya River. (Currently, it is the location of a 3-storey commercial building and a warehouse building. The buildings are mostly in disrepair, lack of maintenance and abandoned. The buildings are about 77 years old and not gotten an appraisal because the Company intends to demolish them.)
Owner of land	Variety Asset 1 Co., Ltd. (VA1)
Encumbrance	None
Legal impact on the asset^{1/}	The asset is located in a commercial zone (red zone – Por.3-22) according to the Bangkok Comprehensive Plan 2013 (B.E 2556). Then, the land can be utilized as a hotel with no more than 80 rooms and total building area of not more than 5,000 square meters. The land utilization ratio is as follows: <ol style="list-style-type: none"> 1) Floor Area Ratio ("FAR") of not more than 7:1 with an additional 20% of FAR if providing an area for public use or a park or energy-saving building, etc. 2) Open Space Ratio (OSR) must be at least 4.5% with green area of not less than 50% of the vacant space. It is also subject to Bangkok Metropolitan Administration Regulations on Areas Prohibited from Construction, Modification, Use or Change of Use of Some Types of Buildings B.E. 2542, under which <ul style="list-style-type: none"> - the distance of more than 3 meters but not more than 15 meters from the bank of the Chao Phraya River, the building to be constructed must not be higher than 8 meters with a distance from the site boundary of at least 2 meters; - at the distance of more than 15 meters, the building to be constructed must not be higher than 16 meters..
Appraised value	On November 1, 2021, Thai Appraisal Lynn Phillips Co., Ltd. appraised the land for public purpose by using the Market Approach and derived value of Baht 697.68 million.

Source: Property appraisal report of Thai Appraisal Lynn Phillips Co., Ltd. No. ThorPor. 21-1887-1-354 dated November 17, 2021
Remark: 1/ In the development of the project, the Company has already undertaken the design of building and constructions layouts to be in accordance with the requirements of the relevant laws (Please refer to details in Part 2, Transaction 2.1 and Transaction 2.2, Clause 2.2 (2) of this report).

Land Title Deeds of the Songwat 1 Project



Source: Property appraisal report of Thai Appraisal Lynn Phillips Co., Ltd. No. ThorPor. 21-1887-1-354 dated November 17, 2021

4.2) Development Plan of the World-Class Wellness Tourism Hub on the Bank of the Chao Phraya River Project

The World-Class Wellness Tourism Hub on the Bank of the Chao Phraya River

The Company has launched the development of a wellness tourism hub on the bank of the Chao Phraya River, the principal river of Thailand, to become a new landmark for health-conscious tourists

from all over the world and to be a part of the river journey scheme which will feature two projects on both sides of the Chao Phraya River, namely:

- (1) Lhong 1919 Project (on the Thon Buri side of the Chao Phraya River); and
- (2) Songwat Project (on the Bangkok side of the Chao Phraya River), consisting of Songwat 1 Project (Transaction 2.1) and Songwat 2 Project (Transaction 2.2).

This also aims to connect cruise travel to the Company's other projects standing on the banks of the Chao Phraya River under the concept "The River Journey", providing river cruise experience along the important river of Thailand through such projects as the Asiatique and the Asiatique the Riverfront Destination. Additionally, it will connect to the historic route in Charoen Krung 36 (Trok Rongpasi) area, where the OP Place Project and the Swan Project (Transaction 3) will be located, via the Oriental Pier.

Customers may opt for the services in either of the above two projects that respond to their needs at any such moment or may spare the time to stay overnight/use services in each project. Both projects boast their own unique selling points, activities, room styles, and locations to offer a variety of options to customers.

Location Map



Source: Google Map

A brief detail of the Lhong 1919 Project and the Songwat Project are as follows:

The Lhong 1919 Project

- The project is located on Chiang Mai Road, Khlong San District, Bangkok, covering a total land area of 8-1-96.3 rai on the bank of the Chao Phraya River, opposite to Talat Noi and the Songwat Project.
- The project will be developed under a leasehold right of 30 years (from January 1, 2026 to December 31, 2055) with the lessor's commitment to renew the lease for another 30 years (from January 1, 2056 to December 31, 2085). The area will be handed over by December 31, 2021. The lessor

agrees not to charge any lease fee during the development period of the leased property, from the date the lessor hands over possession of the leased property until December 31, 2025.

- The development period will take approximately 4 years, starting from 2022.
- The total value of investment is estimated at Baht 3,436.00 million, comprising of lease fee of Baht 1,269.20 million and project development cost of Baht 2,166.80 million.
- The development of the Lhong 1919 Project aims to establish a prominent historical tourist spot which is home to old buildings with invaluable vintage Chinese architectural design. The Company also has an intention to develop and uplift the quality projects to a new standard for Thai tourism industry in a bid to enhance the country's strength in becoming the world-class wellness hub. At the same time, it aspires to establish the phenomenal "Integrated Wellness Destination" on the bank of the Chao Phraya River as a top-notch destination to attract both health-conscious individuals and a huge number of high-quality travelers from around the world or as a landmark in riverside health center of international standard. The project will be co-developed by the Ritz Carlton Hotel Company to ensure the impressive service and facility standards for the health-conscious target groups with high purchasing power.

Map Showing the Location of the Songwat 1 Project and the Songwat 2 Project



Source: The Company

The Songwat Project

The Company plans to develop the Songwat Project, consisting of the Songwat 1 Project (Transaction 2.1) and the Songwat 2 Project (Transaction 2.2), to offer a luxury hotel of the wellness resort style on the bank of the Chao Phraya River, together with restaurant and luxurious pool bar. The project will be sited in the historic Thai-Chinese area (Yaowarat Area: China Town²⁸), providing an idyllic and relaxing view of the Chao Phraya River that aligns with the river journey concept under the Ritz Carlton brand. This will be a part of the Company's World-Class Wellness Tourism Hub on the Bank of the Chao Phraya River Project which aims to become the "Integrated Wellness Destination" for health-conscious tourists from all over the world. The details are as follows:

A brief detail of the Songwat Project are as follows:

²⁸ China Town area is a trade center and destination for both Thai and international tourists, including Bangkokians.

	Songwat 1 Project	Songwat 2 Project
Type of project	Five-star luxury hotel on the bank of the Chao Phraya River under the Ritz-Carlton brand	
Location	<ul style="list-style-type: none"> Songwat Road, Samphanthawong District, Bangkok, with the two projects being approximately 250 meters apart Both being sited next to the Chao Phraya River 	
Land area	2-0-20.8 rai	0-3-69.8 rai
Construction area	9,970 square meters	5,154 square meters
No. of guest rooms	Approximately 61 rooms	Approximately 28 rooms
Project area	7-storey building with 2 underground floors; consisting of guest rooms, lobby, fitness center, spa rooms, swimming pool, meeting rooms, 2 restaurants, pool bar, and parking lots (underground floors)	5-storey building with 2 underground floors; consisting of guest rooms, lobby, fitness center, swimming pool, meeting rooms, 2 restaurants, and parking lots (underground floors)
Parking capacity	70 cars	28 cars
Development period	Construction to commence around Q2/2022 and grand opening is scheduled in Q1/2026	
Selling points	<ul style="list-style-type: none"> Limited number of guest rooms to enhance privacy Healthy restaurants in a riverside atmosphere of the Chao Phraya River Private spa services 	
Main target customers	<ul style="list-style-type: none"> Foreign customers: 75%; Thais and expatriates residing in Thailand: 25% Couples and families desiring conservation and wellness tourism, wellness travelers, culture/business travelers, couples seeking a romantic experience, online influencers, etc. 	
Target groups for each project	Couples and families	Families
Development cost (excl. land cost)	Approximately Baht 660.27 million (inclusive of VAT)	Approximately Baht 323.57 million (inclusive of VAT)

Project development period for the Songwat 1 Project

Construction is planned to commence around Q2/2022 and will take approximately 3 years and 9 months to complete. The grand opening is scheduled in Q1/2026.

VA1 will be responsible for preparing the EIA report and applying for the construction permit and the approval from the authorities concerned with construction work.

5) Total Value of Assets being Acquired, Payment of Consideration, and Criteria for Determining Total Value of Assets being Acquired and Value of Consideration

Total value of the assets being acquired

Total value of the assets being acquired is approximately Baht 1,110.77 million, comprising of the entire 500,000 ordinary shares of VA1 with par value of Baht 10 per share and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1, amounting to approximately Baht 446.04 million and net working capital of VA1 as at the Closing Date of approximately Baht 4.46 million, making up a total value of assets of approximately Baht 450.50 million, as well as investment in development of the Songwat 1 Project of approximately Baht 660.27 million (inclusive of VAT).

Payment of consideration

The Company shall pay cash in lump sum amount for acquisition of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable, including net working capital of VA1 at approximately Baht 450.50 million to the Sellers of VA1 Ordinary Shares. The Company shall accept the transfer of shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 on the same day (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest payable).

The development cost of the Songwat 1 Project is at Baht 660.27 million (inclusive of VAT) is payable in cash in installments as per the actual costs incurred.

Criteria for determining total value of assets being acquired and value of consideration

The Company will acquire VA1 ordinary shares, which have book value as of December 31, 2021 equivalent to Baht (106.65) million, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable as of the date on which the share acquisition is completed. As core assets of VA1 are the land and building (*Please refer to the details in Part 1, Transaction 2.1, Clause 4.1 of this report*), of which the Company will use only the land, the Company considers criteria for determining total value of the assets being acquired based on value of the land relying on the Market Approach, according to the property appraisal report, and derives a market value of the asset of Baht 697.68 million.

VA1 plans to use funds for development of the project in the amount of Baht 660.27 million (inclusive of VAT). Thus, the total amount that the Company and its subsidiaries shall pay is Baht

1,110.77 million. From the Company's study of the project development and projected return on investment of the Songwat Project²⁹, the Songwat Project has net present value (NPV) of Baht 1,519.90 million with internal rate of return (IRR) of 11.21% per annum.

6) Calculation of Transaction Size

Asset acquisition transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
1. Net tangible asset (NTA) criteria	Not applicable to the 4 transactions because value of net tangible asset of HW9, VA1, RW5, and IHC are negative	-
2. Net profit criteria	Not applicable to the 4 transactions because HW9, VA1, RW5, and IHC generate operating loss	-
3. Total value of consideration criteria	= Baht 1,110.77 ^{1/} million / Baht 138,897.29 ^{2/} million Remark: When combining transaction size of Transactions 1 - 4, transaction size is equal to 3.24%, whereby the sizes of Transactions 1 - 4 are 1.42%, 0.80%, 0.38%, and 0.64%, respectively.	0.80%
4. Total value of securities criteria	Not applicable because there is no issuance of new securities as consideration of assets being acquired	-
Highest criteria: total value of consideration (Transaction 2.1)		0.80%
Highest transaction size of the 4 transactions based on total value of consideration criteria		3.24%
Highest transaction size of the 4 transactions, including transactions during the past 6 months		13.55%

Remark:

- 1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreements of VA1 totaling Baht 446.04 million, (2) VA1's estimated net working capital at of the Closing date of approximately Baht 4.46 million³⁰, and (3) investment for development of the Songwat 1 Project of approximately Baht 660.27 million (inclusive of VAT).
- 2/ Total assets of the Company according to the audited consolidated financial statements as of December 31, 2021.

Connected transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible asset (NTA) criteria	= Baht 1,110.77 ^{1/} million / Baht 77,792.80 ^{2/} million	1.43%
Connected transaction size: Transaction 2.1		1.43%
Total transaction size of 4 connected transactions (Transaction 1: 2.54%, Transaction 2.2: 0.68%, and Transaction 3: 1.13%)		5.78%
Total connected transaction size of the 4 transactions, including transactions during the past 6 months		5.80%

Remark:

- 1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreements of VA1 totaling Baht 446.04 million, (2) VA1's estimated net working capital as at the Closing date of approximately Baht 4.46 million, and (3) investment for development of the Songwat 1 Project of approximately Baht 660.27 million (inclusive of VAT). This estimation is for the case that the Sellers of VA1 Ordinary Shares pay the project development cost before the Company invests in the Songwat 1 Project.
- 2/ Net tangible assets of the Company = Total assets of Baht 138,897.29 million - Net intangible assets of Baht 200.19 million - Deferred income tax of Baht 200.19 million - Total liabilities of Baht 59,690.67 million, based on the Company's audited consolidated financial statements for the year ended December 31, 2021.

7) Conditions on Entering into the Transaction

The Purchasers of VA1 Ordinary Shares shall acquire ordinary shares of VA1 from the Sellers of VA1 Ordinary Shares when all the conditions precedent specified in the VA1 Share Purchase Agreement are completely fulfilled and/or waiver is given by contract parties concerned. Conditions precedent and other significant conditions are as follows:

- (a) The meetings of Board of Directors and the Shareholders of all Purchasers of VA1 Ordinary Shares approve the entering into the Songwat 1 Project and the compliance with the VA1 Share Purchase Agreement.

²⁹ Total cost that the Company and its subsidiaries must pay for the Songwat Project is Baht 1,637.31 million.

³⁰ The Company estimates current assets and liabilities (net working capital) at approximately Baht 4.46 million, or representing approximately 1% of the agreed price of the ordinary shares of Baht 446.04 million. This estimation is for the case that the Sellers of VA1 Ordinary Shares pay the project development cost before the Company invests in the Songwat 1 Project. As such, there may be refund of VAT from construction cost during applying for permission for construction of the project. Thus, the Company estimates such amount of contingent working capital for the calculation of transaction size in order to propose for approval from the AGM.

(b) There is no events which cause material adverse effects to VA1 or the business operation of the Songwat 1 Project.

(c) The Sellers of VA1 Ordinary Shares have sold and transferred the ownership in any properties or assets of VA1, except for VA1's land and property related to VA1's land.

It is expected that the Company will successfully purchase VA1 ordinary shares from the Sellers of VA1 Ordinary Shares by December 31, 2021. However, if the purchase of VA1 ordinary shares from the Sellers of VA1 Ordinary Shares is not completed within the specified period and the Company still wish to acquire VA1 ordinary shares, the Company shall pay additional payment at a rate of 5% per annum of the acquisition price of VA1 ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of VA1 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

The Company shall exercise its discretion to assess the investment worthiness in order to protect the best interest of the Company and its shareholders.

8) Agreements Related to the Entering into the Transaction

Summary of Draft VA1 Share Purchase Agreement is in Clause 9.1.2 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting.

Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat 2 Project

1) Date of the Transaction

The Company and its subsidiaries (THAM and AWR) shall acquire all ordinary shares of RW5 after the Company obtains approval from the Company's 2022 Annual General Meeting of Shareholders, which will be convened on April 22, 2022, for the entering into such transaction and all related transactions and after the conditions precedent specified in the RW5 Share Purchase Agreement have been completely fulfilled and/or have been waived by the relevant parties (*Please refer to the details in Part 1, Transaction 2.2, Clause 7 of this report*). The Company expects to complete this transaction by December 2022.

The Company plans to complete the acquisition of all ordinary shares of RW5 and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5 (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of RW5 Ordinary Shares want to purchase all RW5 ordinary shares and accept transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5, the Purchasers of RW5 Ordinary Shares shall pay additional amount at the rate of 5% per annum of the acquisition price of RW 5 ordinary shares as well as net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of RW5 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

The development of the Songwat 2 Project is expected to commence in Q2/2022 and the grand opening is scheduled in Q1/2026.

2) Contract Parties and Relationship with the Company

Asset to be acquired	: (a) 100,000 shares of Retail World 5 Co., Ltd. (RW5) with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of RW5; (b) Rights to receive payments under loan agreements and all accrued interest payable of RW5 ^{1/} ; and (c) Net working capital (estimated assets and liabilities) of RW5 as at the Closing Date; (d) Additional project development cost (if any).
Purchasers	: The Company as a purchaser of 25.00% of RW5 share TCC Hotel Asset Management Co., Ltd. (THAM) as a purchaser of 74.999% of RW5 shares, and Asset World Retail Co., Ltd. (AWR) as a purchaser of 0.001% of RW5 shares
Sellers	: TCC Capital Land Limited as a seller of 99.998% of RW5 shares Yodkij Business Co., Ltd. as a seller of 0.001% of RW5 shares, and Queen's Park Hotel Co., Ltd. as a seller of 0.001% of RW5 shares
Relationship between the Purchasers and the Sellers	: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (who are directors and major shareholders of the Company) directly and indirectly hold more than 10.00% of total issued and paid-up shares of the Sellers. The Sellers, thus, are considered as the connected persons of the Company according to the Notifications on Connected Transaction.

Remark:

1/ Short-term loans from shareholders of RW5 will be converted to short-term loans from the Company by means of subrogation to the Company as of the Closing Date.

According to the unaudited financial statements of RW5 as of December 31, 2021, short-term loans from related companies were at Baht 202.31 million and accrued interest payable were at Baht 0.04 million (*Please refer to the details in Attachment 3, Clause 5 of this report*). It is expected that accrued interest payable shall increase during the year 2022 up to the Closing Date.

3) General Characteristics of the Transaction

The Company and its subsidiaries (THAM and AWR) will develop the Songwat 2 Project through an acquisition of the entire 100,000 ordinary shares of RW5 with par value of Baht 10 per share and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5 (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest payable³¹), totaling approximately Baht 200.96 million, and net working capital of RW5 as of the Closing Date of approximately Baht 2.01 million, making up a total value of approximately Baht 202.97 million from (1) TCC Capital Land Limited, (2) Yodkij Business Co., Ltd., and (3) Queen's Park Hotel Co., Ltd. (collectively referred to as the "Sellers of RW5 Ordinary

³¹ Total cost that the Company shall pay for the acquisition of RW5 remain unchanged at approximately Baht 202.97 million.

Shares), which are in the Group of Companies of the Grantors and, hence, are considered as the connected persons of the Company.

The Company, THAM, and AWR (collectively referred to as the "Purchasers of RW5 Ordinary Shares") shall jointly acquire all ordinary shares of RW5, that is the Company shall acquire 25,000 ordinary shares of RW5, representing 25.00%. The remaining shares will be invested through its subsidiaries: TCC Hotel Asset Management Co., Ltd. (THAM) shall acquire 74,999 shares of RW5, representing 74.999%, and Asset World Retail Co., Ltd. (AWR) shall acquire 1 share of RW5, representing 0.001% of total issued and paid-up shares of RW5 and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of RW5. The two parties will comply with the criteria and terms of the RW5 Share Purchase Agreement between the Sellers of RW5 Ordinary Shares and the Purchasers of RW5 Ordinary Shares, under which the Company and its subsidiaries shall pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

RW5 is the owner of 7 adjoining plots of land with a total area of 0-3-69.8 rai, presently being parking space for rent, that will be used for development of the Songwat 2 Project, a part of Songwat Project. The development shall commence around Q2/2022 and the project development period will take approximately 3 years and 9 months. The grand opening is scheduled in Q1/2026.

In addition, the Company plans to use fund of Baht 323.57 million (inclusive of VAT) for investment in development of the Songwat 2 Project. Thus, total investment amount that the Company and its subsidiaries shall pay is Baht 526.54 million (inclusive of VAT).

The entering into Transaction 2.2 (including Transaction 1, Transaction 2.2, and Transaction 3) above are in accordance with the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019. *(Please refer to the details in Clause 9.2 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting)*

4) Details of the Assets being Acquired

The Company and its subsidiaries shall acquire all 100,000 ordinary shares of RW5 with par value of Baht 10 per share from existing shareholders, representing 100% of total issued and paid-up shares of RW5, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable (as at the Closing Date, the Company shall become lender of RW5 instead of existing lenders) in the aggregate amount of approximately Baht 200.96 million, as well as estimated current assets and liabilities (net working capital) of RW5 as at the Closing Date of approximately Baht 2.01 million, for a total of approximately Baht 202.97 million. This will result in the acquisition of the land for development of the Songwat 2 Project. The Company will commence the development of the Songwat 2 Project in Q2/2022 – Q4/2025. The full opening is expected to be within Q1/2026. Details of the assets to be acquired and the project can be summarized as follows:

4.1) Company Profile and Core Asset of RW5

RW5 was established on November 27, 2014 to engage in real estate business for commercial purpose. Based on the information as of February 14, 2022, RW5 has registered and paid-up capital of Baht 100,000, divided into 10,000 ordinary shares with par value of Baht 10 per share *(Please refer to more details of RW5 in Attachment 3 of this report)*.

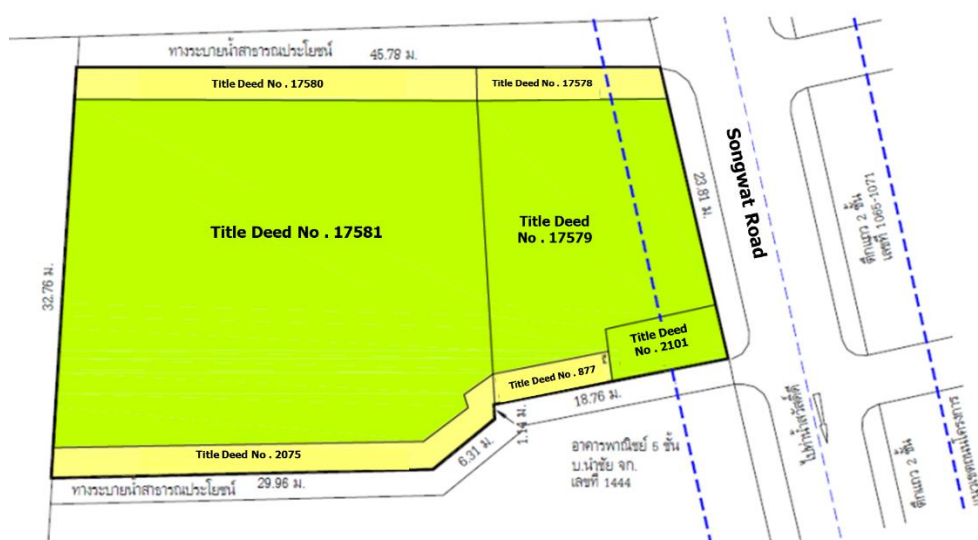
Core asset of RW5 is the vacant land that will be used for development of the Songwat 2 Project (presently being parking space for rent). The land's market value as appraised by an independent property appraiser approved by the SEC is approximately Baht 314.33 million. Details of such core asset are as follows:

Summary of Land	
Location	Adjacent to Songwat Road., Chakrawat Sub-district, Samphanthawong District, Bangkok and next to the Chao Phraya River Nearby landmarks: - Sampheng: approximately 850 meters - Ratchawong Pier: approximately 650 meters - MRT Chaloem Ratchamongkhon Line (Blue Line), Wat Mangkon Station: approximately 560 meters
GPS	Latitude (Lat) 13.738159 Longitude (Long) 100.508907

Land details	7 adjoining plots of land with total area of 0-3-69.8 rai, of which title deeds are as follows: <ul style="list-style-type: none"> - Title Deed No. 877, Parcel No. 110, Dealing File No. 225, Area 0-0-5.8 rai - Title Deed No. 2075, Parcel No. 108, Dealing File No. 386, Area 0-0-22 rai - Title Deed No. 2101, Parcel No. 444, Dealing File No. 397, Area 0-0-10 rai - Title Deed No. 17578, Parcel No. 106, Dealing File No. 1680, Area 0-0-9.3 rai - Title Deed No. 17579, Parcel No. 107, Dealing File No. 1681, Area 0-0-79.7 rai - Title Deed No. 17580, Parcel No. 105, Dealing File No. 1682, Area 0-0-20 rai - Title Deed No. 17581, Parcel No. 108, Dealing File No. 1683, Area 0-2-23 rai
Land characteristics	The plot of land is in a square shape, adjacent to Songwat Road (asphalt road, 8.0 meters wide with 6-meter traffic surface lane), approximately 25 meters long. The land condition is at the level of the front traffic surface and 33-meter alongside the Chao Phraya River. Presently it is used as parking space for rent.
Owner of Land	Retail World 5 Co., Ltd. (RW5)
Encumbrance	None
Legal Impact on the Asset^{1/}	Same as Transaction 2.1
Appraised Value	On November 1, 2021, Thai Appraisal Lynn Phillips Co., Ltd. appraised the land by using the Market Approach for public purpose and derived value at Baht 314.33 million.

Source: Property appraisal report of Thai Appraisal Lynn Phillips Co., Ltd. No. ThorPor. 21-1886-1-353 dated November 17, 2021
Remark: 1/ In the development of the project, the Company has already undertaken the design of building and constructions layouts to be in accordance with the requirements of the relevant laws (Please refer to details in Part 2, Transaction 2.1 and Transaction 2.2, Clause 2.2 (2) of this report).

Title Deeds of the Songwat 2 Project



Source: Property appraisal report of Thai Appraisal Lynn Phillips Co., Ltd. No. ThorPor. 21-1886-1-353 dated November 17, 2021

4.2) Development Plan for the Songwat 2 Project

The Company plans to develop the Songwat Project, consisting of the Songwat 1 Project (Transaction 2.1) and the Songwat 2 Project (Transaction 2.2), to offer a luxury hotel together with restaurant and luxurious pool bar on the bank of the Chao Phraya River, situated on the same side as Yaowarat area (China Town), in line with the river journey scheme under the Ritz-Carlton brand. This will be a part of the Company's World-Class Wellness Tourism Hub on the Bank of the Chao Phraya River Project which aims to become the "Integrated Wellness Destination" for health-conscious tourists from all over the world. The details are as described in Part 1, Transaction 2.1, Clause 4.2 of this report.

Development period for the Songwat 2 Project

The development of the Project is expected to commence in Q2/2022 and take approximately 3 years and 9 months. The grand opening is scheduled in Q1/2026.

RW5 will be responsible for preparing the EIA report and applying for the construction permit and the approval from the authorities concerned with construction work.

5) Total Value of Assets being Acquired, Payment of Consideration, and Criteria for Determining Total Value of Assets being Acquired and Value of Consideration

Total value of the assets being acquired

Total value of the assets being acquired is approximately Baht 526.54 million, comprising of entire 100,000 ordinary shares of RW5 with par value of Baht 10 and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5, amounting to approximately Baht 200.96 million and net working capital of RW5 as at the Closing Date of approximately Baht 2.01 million, making up a total value of assets of approximately Baht 202.97 million as well as investment in development of the Songwat 2 Project approximately Baht 323.57 million (inclusive of VAT).

Payment of consideration

The Company shall pay cash in lump sum amount for acquisition of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable, including net working capital of RW5, at approximately Baht 202.97 million to the Sellers of RW5 Ordinary Shares. The Company shall accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5 on the same day (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest payable).

The investment cost for development of the Songwat 2 Project in the amount of Baht 323.57 million (inclusive of VAT) will be paid in cash in installments as per the actual costs incurred.

Criteria for determining total value of assets being acquired and value of consideration

The Company will acquire RW5 ordinary shares, which have book value as of December 31, 2021 equivalent to Baht (19.49) million and accept the transfer of rights to receive payment under loan agreements and all accrued interest payable as of the date on which the share acquisition is completed. As core asset of RW5 is vacant land (*Please refer to the details in Part 1, Transaction 2.2, Clause 4.1 of this report*), the Company considers criteria for determining total value of acquired assets based on value of the land relying on the Market Approach, according to the property appraisal report, and derives a market value of the asset of Baht 314.33 million.

RW5 plans to use funds for investment in development of the project in the amount of Baht 323.57 million (inclusive of VAT). Thus, the total amount that the Company and its subsidiaries shall pay is Baht 526.54 million. From the Company's study of the project development and projected return on investment of the Songwat Project, the Songwat Project has a net present value (NPV) of Baht 1,519.90 million with the internal rate of return (IRR) of 11.21% per annum.

6) Calculation of Transaction Size

Asset acquisition transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
1. Net tangible asset (NTA) criteria	Not applicable to the 4 transactions because value of net tangible asset of HW9, VA1, RW5, and IHC are negative	-
2. Net profit criteria	Not applicable to the 4 transactions because HW9, VA1, RW5 and IHC generate operational loss	-
3. Total value of consideration criteria	= Baht 526.54 ^{1/} million / Baht 138,897.29 ^{2/} million Remark: When combining transaction size of Transactions 1 - 4, transaction size is equal to 3.24%, whereby the sizes of Transactions 1 - 4 are 1.42%, 0.80%, 0.38% and 0.64%, respectively.	0.38%
4. Total value of securities criteria	Not applicable because there is no issuance of new securities as consideration of assets acquired	-
Highest criteria: Total value of consideration criteria (Transaction 2.2)		0.38%
Highest transaction size of the 4 transactions based on total value of consideration criteria		3.24%
Highest transaction size of the 4 transactions, including transactions during the past 6 months		13.55%

Remark:

- 1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreements of RW5 totaling Baht 200.96 million, (2) estimated net working capital of RW5 as at the Closing Date of approximately Baht 2.01 million³², and (3) investment for development of the Songwat 2 Project of approximately Baht 323.57 million (inclusive of VAT).

³² The Company estimates current assets and liabilities (net working capital) at approximately Baht 2.01 million or approximately 1% of the agreed price of ordinary shares of Baht 200.96 million. This estimation is for the case that the Sellers of RW5 Ordinary Shares pay project development cost before the Company invests in the Songwat 2 Project. As such, there may be refund of VAT from construction cost. Thus, the Company estimates such amount of contingent working capital for the calculation of transaction size in order to propose for approval from the AGM.

2/ Total assets of the Company according to the audited consolidated financial statements as of December 31, 2021.

Connected transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible assets (NTA) criteria	= Baht 526.54 ^{1/} million / Baht 77,792.80 ^{2/} million	0.68%
Connected transaction size: Transaction 2.2		0.68%
Total transaction size of 4 connected transactions (Transaction 1: 2.54%, Transaction 2.1: 1.43%, and Transaction 3: 1.13%)		5.78%
Total connected transaction size of the 4 transactions, including transactions during the past 6 months		5.80%

Remark:

- 1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreements of RW5 totaling Baht 200.96 million, (2) estimated net working capital of RW5 as at the Closing Date of approximately Baht 2.01 million, and (3) investment for development of the Songwat 2 Project of approximately Baht 323.57 million (inclusive of VAT). This estimation is for the case that the Sellers of RW5 Ordinary Shares pays the project development cost before the Company invests in the Songwat 2 Project.
- 2/ Net tangible assets of the Company = Total assets of Baht 138,897.29 million - Net intangible assets of Baht 200.19 million - Deferred income tax of Baht 1,213.70 million - Total liabilities of Baht 59,690.67 million, based on the Company's audited consolidated financial statements for the year ended December 31, 2021.

7) Conditions on Entering into the Transaction

The Purchasers of RW5 Ordinary Shares shall acquire ordinary shares of RW5 from the Sellers of RW5 Ordinary Shares when all the conditions precedent specified in the RW5 Share Purchase Agreement are completely fulfilled and/or waiver is given by contract parties concerned. Conditions precedent and other significant conditions are as follows:

(a) The meetings of the Board of Directors and the shareholders of all Purchasers of RW5 Ordinary Shares shall resolve to approve the entering into the Songwat 2 Project and the compliance with the RW5 Share Purchase Agreement.

(b) There is no events which cause material adverse effects to RW5 or the business operation of the Songwat 2 Project.

(c) The Sellers of RW5 Ordinary Shares shall sell and transfer the ownership in any properties or assets of RW5, except for RW5's land and property related to RW5's land.

It is expected that the Company will successfully purchase RW5 ordinary shares from the Sellers of RW5 Ordinary Shares by December 31, 2022. However, if the purchase of RW5 ordinary shares from the Sellers of RW5 Ordinary Shares is not completed within the specified period and the Company still wish to acquire RW5 ordinary shares, the Company shall pay additional price at a rate of 5% per annum of the acquisition price of RW5 ordinary shares, including net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of RW5 Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

The Company shall exercise its discretion to assess investment worthiness in order to protect the best interest of the Company and its shareholders.

8) Agreements Related to the Entering into the Transaction

Summary of draft RW5 Share Purchase Agreement is in Clause 9.1.3 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting.

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of the Swan Project

1) Date of the Transaction

The Company and its subsidiaries (THAM and AWR) shall acquire all ordinary shares of IHC after the Company obtains approval from the Company's 2022 Annual General Meeting of Shareholders, which will be convened on April 22, 2022, for entering into such transaction and all related transactions, and after the conditions precedent specified in the IHC Share Purchase Agreement have been completely fulfilled and/or have been waived by the relevant parties (*Please refer to the details in Part 1, Transaction 3, Clause 7 of this report*). The Company expects to complete this transaction by December 2022.

The Company plans to complete the acquisition of all ordinary shares of IHC and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest payable) within December 31, 2022. However, if the transaction cannot be completed within such period and the Purchasers of IHC Ordinary Shares still want to purchase all IHC ordinary shares and accept transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC, The Purchasers of IHC Ordinary Shares shall pay additional price of 5% per annum of the acquisition price of IHC ordinary shares, including net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of IHC Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

The development of the Swan Project is expected to commence in Q3/2022 and the grand opening is scheduled in Q4/2025.

2) Contract Parties and Relationship with the Company

Asset to be acquired	: (a) 5,000,000 shares of Imm Hotel Charoenkrung Co., Ltd. (IHC) with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of IHC (b) Rights to receive payments under loan agreements and all accrued interest payable of IHC ^{1/} and (c) Net working capital (estimated assets and liabilities) of IHC as at the Closing Date (d) Additional project development cost (if any)
Purchasers	: The Company as a purchaser of 25.00% of IHC shares TCC Hotel Asset Management Co., Ltd. (THAM) as a purchaser of 74.99998% of IHC shares and Asset World Retail Co., Ltd. (AWR) as a purchaser of 0.00002% of IHC shares
Sellers	: TCC Hotels Group Co., Ltd. as a purchaser of 99.85% of IHC shares Kasem Subsiri 1 Co., Ltd. as a purchaser of 0.14998% of IHC shares and Anantasiri Patana Co., Ltd. as a purchaser of 0.00002% of IHC shares
Relationship between the Purchasers and the Seller	: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (who are directors and major shareholders of the Company) directly and indirectly hold more than 10.00% of total issued and paid-up shares of the Sellers. The Sellers, thus, are considered as connected persons of the Company according to the Notifications on Connected Transaction.

Remark:

- 1/ Short-term loans from shareholders of IHC will be converted to short-term loans from the Company by means of subrogation to the Company as of the Closing Date.
According to the unaudited financial statements of IHC as of December 31, 2021, short-term loans from related companies were at Baht 323.20 million and accrued interest payable were at Baht 0.00 million (*Please refer to the details in Attachment 4, Clause 5 of this report*). It is expected that accrued interest payable shall increase during the year 2022 up to the Closing Date.

3) General Characteristics of the Transaction

The Company and its subsidiaries (THAM and AWR) will develop the Swan Project through an acquisition of the entire 5,000,000 ordinary shares of IHC with par value of Baht 10 per share and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest payable³³) totaling approximately Baht 300.00 million and net working capital of IHC as of the Closing Date of approximately Baht 3.00 million, making up a total value of approximately Baht 303.00 million from (1) TCC Hotels Group Co., Ltd., (2) Kasem Subsiri 1 Co., Ltd., and (3) Anantasiri Patana Co., Ltd. (collectively referred to as the "Sellers of IHC Ordinary

³³ Total cost that the Company shall pay for the acquisition of IHC remains unchanged at approximately Baht 303.00 million.

Shares") which are in the Group of Companies of the Grantors and, hence, are considered as the connected persons of the Company.

The Company, THAM and AWR (collectively referred to as the "Purchasers of IHC Ordinary Shares") shall jointly acquire all ordinary shares of IHC, that is the Company shall acquire 1,250,000 ordinary shares of IHC, representing 25.00%, while the remaining shares will be invested through its subsidiaries: TCC Hotel Asset Management Co., Ltd. (THAM) shall acquire 3,749,999 shares, representing 74.99998%, and Asset World Retail Co., Ltd. (AWR) shall acquire 1 share, representing 0.00002% of total issued and paid-up shares of IHC and accept the transfer of rights to receive payments under shareholder loan agreements and all accrued interest payable of IHC. The two parties will comply with the criteria and terms of the RW5 Share Purchase Agreement between the Sellers of IHC Ordinary Shares and the Purchasers of IHC Ordinary Shares, under which the Company and its subsidiaries shall pay for acquisition of ordinary shares, net working capital, and rights to receive payments under loan agreements and all accrued interest payable in cash in a lump sum amount.

IHC is the owner of the land and buildings under title deed No. 2306 with area of 0-2-97 rai, presently being a location of the Swan Hotel, that will be used for development of a luxury hotel. The development of the project shall commence around Q3/2022 and the project development period will take approximately 3 years and 3 months. The grand opening is scheduled in Q4/2025.

In addition, the Company plans to use fund of Baht 579.00 million (inclusive of VAT) for investment in development of the Swan Project. Thus, total investment amount that the Company and its subsidiaries shall pay is Baht 882 million (inclusive of VAT).

The entering into Transaction 3 (including Transaction 1, Transaction 2.1, and Transaction 2.2) above are in accordance with the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated June 7, 2019 and Memorandum on Amendments to the Right Granting Agreement between the Company and Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi dated August 13, 2019. *(Please refer to the details in Clause 9.2 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting)*

4) Details of the Assets being Acquired

The Company and subsidiaries (THAM and AWR) shall acquire all 5,000,000 ordinary shares of IHC with par value of Baht 10 per share from the existing shareholders, representing 100% of total issued and paid-up shares of IHC and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable (as at the Closing Date, the Company shall become lender of IHC instead of existing lenders) in the combined amount of approximately Baht 300.00 million as well as the net working capital of IHC as at the Closing Date of approximately Baht 3.00 million, totaling approximately Baht 303.00 million. This will result in the acquisition of the land and building for development of the Swan Project. The Company will commence the development of the Swan Project in Q3/2022 – 2025. Details of the assets to be acquired and the project are as follows:

4.1) Company Profile and Core Asset of IHC

IHC was established on April 19, 2017 with an initial registered capital of Baht 100,000 (formerly named Phraya Mengrai Pattana 10 Company Limited and later changed name to Wannasap Pattana 1 Company Limited) to engage in a small hotel business with 67 rooms known as Swan Hotel (closed since 2019), which received a hotel business license No. 1/2017 on December 14, 2016, expire on December 31, 2021.

Based on the information as of February 15, 2022, IHC has registered and paid-up capital of Baht 50,000,000, divided into 5,000,000 ordinary shares with par value of Baht 10 per share. (IHC has just increased the registered and paid-up capital to Baht 50,000,000 in the beginning of February 2022.) *(Please refer to details of IHC in Attachment 4 of this report)*

The core assets of IHC are land and buildings, of which the Company will use only the land for development of the Swan Project. Such assets have market value as appraised by an independent property appraiser approved by the SEC of Baht 304.60 million. Details of such core assets are as follows:

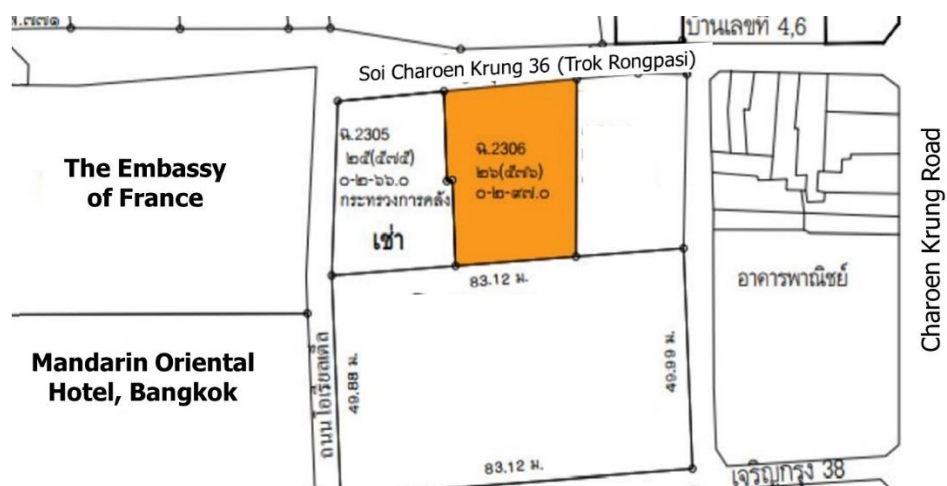
Summary of Land and Buildings	
Location	31 Soi Charoen Krung 36 (Trok Rongpasi), Charoen Krung Road, Bang Rak Sub-district, Bang Rak District, Bangkok Nearby landmarks: - The Embassy of France: approximately 110 meters

	<ul style="list-style-type: none"> - Grand Postal Office: approximately 280 meters - Mandarin Oriental Hotel, Bangkok: approximately 250 meters - Oriental Pier: approximately 250 meters
Details of land	1 plot of land with area of 0-2-97 rai under Title Deed No. 2306, Parcel No. 736, Dealing File No. 576
Land characteristics	The plot of land is in a rectangle shape, adjacent to Soi Charoen Krung 36 (asphalt road with 2-lane traffic), approximately 32 meters long. The land condition is at the level of the front traffic surface.
Details of buildings	<p>Main buildings consist of the following 3 buildings with 67 guest rooms (closed since 2019), with total construction area of 2,576.10 square meters, aging about 25-30 years old:</p> <ul style="list-style-type: none"> - 4-storey front building (1,601.60 square meters) used for guest rooms, lobby, banquet room, and kitchen - 3-storey common building (439 square meters) used for guest room and office space - 3-storey back building (535.50 square meters) used for guest room, office space, and warehouse <p>And a swimming pool area of approximately 265.54 square meters</p>
Owner of land and buildings	Imm Hotel Charoenkrung Co., Ltd. (IHC)
Encumbrance	None
Legal impact on the assets^{1/}	<p>The land is located in the commercial zoning area (Red Phor. 5-6) according to the Bangkok Comprehensive Plan 2013 (B.E. 2556). Pursuant to the regulations regarding the use of land in Red Zone, the assets can be utilized as a hotel with no more than 80 rooms, subject to the following land use ratio restrictions:</p> <ol style="list-style-type: none"> 1) Floor Area Ratio (FAR) must not exceed 10:1 and FAR bonus of up to 20% is granted to any building with an area reserved for public benefit or public park or a green building, etc. 2) Open Space Ratio (OSR) must not less than 3% with a green area of not less than 50% of the vacant space
Appraised value	On November 1, 2021, CBRE (Thailand) Co., Ltd. appraised the land by using the Market Approach for public purpose and derived value of Baht 267.30 million.

Source: Property appraisal report of CBRE (Thailand) Co., Ltd. No. I211012009 dated December 16, 2021

Remark: 1/ In the development of the project, the Company has already undertaken the design of building and constructions layouts to be in accordance with the requirements of the relevant laws (Please refer to details in Part 2, Transaction 3, Clause 2.2 (2) of this report).

Land Title Deeds of the Swan Project



Source: Property appraisal report of CBRE (Thailand) Co., Ltd. No. I211012009 dated December 16, 2021

4.2) Development Plan of the Luxury Hotel Project in Charoen Krung 36 and 40 Area

The Company plans to develop projects in the area of Charoen Krung 36 and Charoen Krung 40 Roads to feature a luxury hotel to preserve art and culture in that community through the architectural works under the concept of a time journey from classic to contemporary arts. They will consist of the classic-style EAC Charoen Krung 40 Road Project (not yet developed), the contemporary-style Swan Project on Charoen Krung 36 Road. In addition, the OP Place Charoen Krung 38 Road Project is the intersection of the two aforementioned styles. Thus, the three projects that will support the activities of each other are as follows:

(1) The OP Place Charoen Krung 38 Road Project: AWC Group is the owner of the land for this project. Consideration of the project details is underway with a plan to develop a 3.5-storey luxury hotel with a total usable area of approximately 5,370 square meters, offering around 24 – 28 guest rooms, spa rooms, restaurants, lobby, event area, etc.



(2) The EAC Charoen Krung 40 Road Project: This project is located on land owned by AWC Group on the bank of the Chao Phraya River, close to Oriental Pier. The brief details are as follows:

- The Company is in the process of land improvement into a luxury hotel (East Asiatique Hotel) under an international brand. The hotel will be modified from a 3-storey century-old building with a unique style, offering 50 guest rooms with a total construction area of approximately 4,797 square meters, divided into 12 standard rooms, 38 boat suites, 3 restaurants, and an expected club lounge for organizing events.
- The Company is in the process of conducting a feasibility study on overnight cruising service on the Chao Phraya River in order for customers to enjoy the history of Bangkok and North Ayutthaya. The main target group will be luxury tourists.
- The hotel will be under the operation and management of international hotel executives with experience in river cruise management.
- Grand opening is scheduled in 2026. The budget for investment is estimated at Baht 1,539 million.

In view of the strength of the area and the building architecture, the Company seeks to utilize it as a venue for luxurious event organizing and provide the Swan Project and the OP Place Project as accommodations for some of the visitors to the events. As such, the three projects will help fully support each other.

(3) The Swan Project: This project is located on Charoen Krung 36 Road, next to the OP Place Project. The Company plans to improve the Swan Project area as a luxurious tourist spot blended with the culture and art tourism. It will be developed into a luxury lifestyle hotel featuring a 7-storey modern building with 69 guest rooms, which will be connected to the future projects, the OP Place Project located in the adjoining area to allow for sharing of service areas and facilities, and the EAC Charoen Krung 40 Road Project (East Asiatique Hotel) located in the same vicinity.

The Swan Hotel

The project will consist of a 7-storey hotel building with 3 underground floors as parking lots, having a total construction area of approximately 7,341 square meters, as follows:

- 3 underground floors as parking lots with a combined capacity of 99 cars
- Floor 1: Lobby, restaurants, onsen spa, shops, gallery, and event zone
- Floors 2 – 6: 69 guestrooms
- Floor 7 (Rooftop): Swimming pool (stretching along the entire length of the building), pool bar, fitness center, and a specially designed garden
- The cost of project development (excluding land cost) is approximately Baht 579.00 million (inclusive of VAT)

Project overview

The project seeks to present a unique hotel in a new business model to allow for customers to experience the one-of-a-kind overnight accommodation with unrivalled services aided by new technologies.

Target groups

Thai and foreign high-income earners looking for an opulent experience with a blend of classic and contemporary, including couples, companion groups, families, and businessmen.

Project development period

Construction is planned to commence in Q3/2022 and will take approximately 3 years and 3 months to complete. Grand opening is scheduled in Q4/2025.

IHC will be responsible for preparing the EIA report and applying for the construction permit and the approval from the authorities concerned with construction work.

5) Total value of Assets being Acquired, Payment of Consideration, and Criteria for Determining Total Value of Assets being Acquired and Value of Consideration

Total value of assets being acquired

Total value of the assets being acquired is approximately Baht 882.00 million, comprising of the entire 5,000,000 ordinary shares of IHC with par value of Baht 10 per share and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC at an aggregate value of approximately Baht 300.00 million and net working capital of IHC as at the Closing Date of approximately Baht 3.00 million, making up a total value of assets of approximately Baht 303.00 million, as well as funds for investment in development of the Swan Project in the amount of approximately Baht 579.00 million (inclusive of VAT).

Payment of consideration

The Company shall pay cash in lump sum amount for acquisition of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable and net working capital of IHC in the amount of approximately Baht 303.00 million to the Sellers of IHC Ordinary Shares. The Company will accept the transfer of shares and rights to receive payments under loan agreements and all accrued interest payable of IHC on the same day (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest payable).

Investment in the development of the Swan Project in the amount of Baht 579.00 million (inclusive of VAT) will be paid in cash in installments as per the actual costs incurred.

Criteria for determining total value of assets being acquired and value of consideration

The Company will acquire IHC ordinary shares, which have book value as of December 31, 2021 equivalent to Baht (27.67) million and accept the transfer of rights under loan agreements and all accrued interest payable as of the date on which the share acquisition is completed. As core asset of IHC are the land and buildings (*Please refer to the details in Part 1, Transaction 3, Clause 4.1 of this report*) which the Company will use only the land, the Company considers criteria for determining total value of assets being acquired based on value of the land relying on the Market Approach, according to the property appraisal report, and derives a market value of the asset of Baht 304.60 million.

IHC plans to use funds for investment in development of the Project in the amount of Baht 579.00 million (inclusive of VAT). Thus, the total amount that the Company and its subsidiaries shall pay is Baht 882.00 million. From the Company's study of the project development and projected return on investment, the Swan Hotel has a net present value (NPV) of Baht 1,350.70 million with the internal rate of return (IRR) of 12.10% per annum.

6) Calculation of Transaction Size

Asset acquisition transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
1. Net tangible asset (NTA) criteria	Not applicable to the 4 transactions because value of net tangible asset of HW9, VA1, RW5, and IHC are negative	-
2. Net profit criteria	Not applicable to the 4 transactions because HW9, VA1, RW5, and IHC generate operating loss	-

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
3. Total value of consideration criteria	= Baht 882.00 ^{1/} million / Baht 138,897.29 ^{2/} million Remark: When combining transaction size of Transactions 1 - 4, transaction size is equal to 3.24%, whereby the sizes of Transactions 1 - 4 are 1.42%, 0.80%, 0.38%, and 0.64%, respectively.	0.64%
4. Total value of securities criteria	Not applicable because there is no issuance of new securities as consideration of assets acquired	-
Highest criteria: Total value of consideration criteria (Transaction 3)		0.64%
Highest transaction size of the 4 transactions based on total value of consideration criteria		3.24%
Highest transaction size of the 4 transactions, including transactions during the past 6 months		13.55%

Remark:

1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreement of IHC totaling Baht 300.00 million, (2) IHC's estimated net working capital as at the Closing Date of approximately Baht 3.00 million³⁴, and (3) investment for development of the Swan Project of approximately Baht 579.00 million (inclusive of VAT).

2/ Total assets of the Company according to the audited consolidated financial statements as of December 31, 2021.

Connected transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible asset (NTA) criteria	= Baht 882.00 ^{1/} million / Baht 77,792.80 ^{2/} million	1.13%
Connected transaction size: Transaction 3		1.13%
Total connected transaction size of the 4 transactions (Transaction 1: 2.54%, Transaction 2.1: 1.43%, and Transaction 2.2: 0.68%)		5.78%
Total connected transaction size of the 4 transactions, including transactions during the past 6 months		5.80%

Remark:

1/ Consisting of (1) payment for ordinary shares and rights to receive payments under loan agreement of IHC totaling Baht 300.00 million, (2) IHC's estimated net working capital as at the Closing date of approximately Baht 3.00 million, and (3) investment for development of the Swan Project of approximately Baht 579.00 million (inclusive of VAT). This estimation is for the case that the Sellers of IHC Ordinary Shares pays the project development cost before the Company invests in the Swan Project.

2/ Net tangible assets of the Company = Total assets of Baht 138,897.29 million - Net intangible assets of Baht 200.19 million - Deferred income tax of Baht 1,213.70 million - Total liabilities of Baht 59,690.67 million, based on the Company's audited consolidated financial statements for the year ended December 31, 2021

7) Conditions on Entering into the Transaction

The Purchasers of IHC Ordinary Shares shall acquire ordinary shares of IHC from the Sellers of IHC Ordinary Shares when all the conditions precedent specified in the IHC Share Purchase Agreement are completely fulfilled and/or waiver is given by contract parties concerned. Conditions precedent and other significant conditions are as follows:

(a) The meetings of the Board of Directors and the shareholders of all Purchasers of IHC Ordinary Shares approve the entering into the Swan Project and the compliance with the IHC Share Purchase Agreement.

(b) There is no events which cause material adverse effects to IHC or the business operation of the Swan Project.

(c) The Sellers of IHC Ordinary Shares shall sell and transfer the ownership in any properties or assets of IHC, except for IHC's land and property related to IHC's land.

It is expected that the Company will successfully acquire IHC ordinary shares from the Sellers of IHC Ordinary Shares by December 31, 2022. However, if the Company cannot acquire IHC ordinary shares from the Sellers of IHC Ordinary Shares within the specified period and the Company still wants to acquire IHC ordinary shares, the Company agrees to pay additional price at the rate of 5% per annum of the acquisition price of ordinary shares, net working capital, accounting liabilities, and additional project development cost (if any) to the Sellers of IHC Ordinary Shares, calculated from January 1, 2023 until the date on which the share acquisition is completed.

³⁴ The Company estimates current assets and liabilities (net working capital) at approximately Baht 3.00 million, equivalent to approximately 1% of the agreed price of the ordinary shares of Baht 300.00 million. This estimation is for the case that the Sellers of IHC Ordinary Shares pay project development cost before the Company invests in the Swan Project. As such, there may be refund of VAT from construction cost during the period of applying for permission for construction of the project. Thus, the Company estimates such amount of contingent working capital for the calculation of transaction size in order to propose for approval from the AGM.

The Company shall exercise its discretion to assess investment worthiness in order to protect the best interest of the Company and its shareholders.

8) Agreements Related to the Entering into the Transaction

Summary of Draft IHC Share Purchase Agreement is in Clause 9.1.4 of the Information Memorandum on Asset Acquisitions and Connected Transactions of the Company under Schedule 2 (Enclosure No. 4) enclosed with the notice to shareholders' meeting.

1.2 Sources of Funds for the Entering into the 4 Transactions

The Company's source of fund for the projects is borrowings from financial institutions in the total amount of approximately Baht 4,497.91 million, of which the Company has already been granted credit line from financial institutions with no collateral required for such loans. *(Please refer to details of credit line for the transactions in Part 2, Clause 4.1 Re: Sufficiency of Source of Funds for the Transactions)*

The Company expects that payment for such asset acquisition as well as the development of other projects which are in progress will not affect its liquidity and working capital since it has adequate cash and cash flow from operation.

1.3 Conditions on the Entering into the 4 Transactions

The Company and its subsidiaries shall enter into asset acquisition and connected transactions after the Company's 2022 General Meeting of Shareholders, which will be held on April 22, 2022, approves the entering into the proposed asset acquisition and connected transactions with affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interests.

The Company and its subsidiaries must comply with conditions on the entering into transaction as described in Transactions 1 - 3 mentioned earlier.

1.4 Connected Persons and/or Shareholders who have Conflict of Interest and are not Eligible to Vote

List of connected persons and/or shareholders who have conflict of interest and are not eligible to vote on Agenda 7 Re: "Consider and approve the entering into transactions regarded as the asset acquisition and connected transactions of the Company" for Transactions 1, Transaction 2.1, Transaction 2.2 and Transaction 3 at the Company's 2022 Annual General Meeting of Shareholders, which will be held on April 22, 2022, is presented in Clause 10 of the Company's Information Memorandum on the Asset Acquisitions and Connected Transactions under Schedule 2 (Enclosure No. 4) enclosed with the notice to the Annual General Meeting of Shareholders.

2. Information of Hotels World 9 Co., Ltd. which is the asset being acquired under Transaction 1
Please refer to Attachment 1 of this report

3. Information of Variety Asset 1 Co., Ltd. which is the asset being acquired under Transaction 2.1
Please refer to Attachment 2 of this report

4. Information of Retail World 5 Co., Ltd. which is the asset being acquired under Transaction 2.2
Please refer to Attachment 3 of this report

5. Information of Imm Hotel Charoenkrung Co., Ltd. which is the asset being acquired under Transaction 3
Please refer to Attachment 4 of this report

6. Overview of Thailand Tourism and Hotel Industry
Please refer to Attachment 5 of this report

Part 2: Opinion of the Independent Financial Advisor on Reasonableness of the Asset Acquisition Transactions and the Connected Transactions

In determining the reasonableness of the transactions, the Independent Financial Advisor takes the following important factors into consideration:

1. Objective and Necessity of the Transactions

Overview of the entering into the 4 transactions

The Company has operated as a holding company by holding shares in other companies which are leading real estate businesses to cater to the current lifestyle in Thailand on a full-fledged basis. The Company is both the owner and developer of the real estate projects covering core businesses: (1) hotel and service (hospitality) business and (2) retail and commercial buildings consisting of retail and wholesale properties as well as office buildings and mixed-use properties.

The Company's real estate projects are located in prime business and tourist areas of the country. All properties in hospitality business of the Company are located in business and tourist cities in Thailand which are Bangkok, Chiang Mai, Phuket, Hua Hin, Surat Thani (Koh Samui), and Krabi, under leading international hotel management (including Marriott International Inc., InterContinental Hotels Group (IHG), Hilton, Banyan Tree, Melia, and Okura).

The Company has ambition to make Thailand a true world-class tourism destination and to set up a better future for Thailand's economy. It runs business through quality asset management with a portfolio of carefully selected assets. The Company plans to continuously and diversely develop its property projects in order to create added value of investment in the long run which will lead to sustainable growth. It has 5-year overview business strategies (2022 – 2026)³⁵ as follows:



For its hospitality business, the Company sets specific market position of each hotel in order to respond to demands of target customers. From 2021 onwards, the Company shall focus on expansion to wellness and long-stay tourism as well as branded residence business.

In addition, the Company has in place a strategy for real estates in various forms for retail and wholesale businesses, with focus on Thai consumers and tourists, through a diverse range of retail businesses from lifestyle tourist destinations to community malls and wholesale business establishments. The Company aims to satisfy the needs of all groups of Thai consumers by managing the rental space and the tenant mix, and developing its real estate projects to be able to truly respond to consumers' needs continuously. The Company's retail business group aims to integrate online and offline shopping centers, or Omni Channel, and plans to improve various projects in order to offer new experience to customers. It is also committed to ongoing expansion of the platforms for retail and wholesale real estates to increase consumption and export market shares.

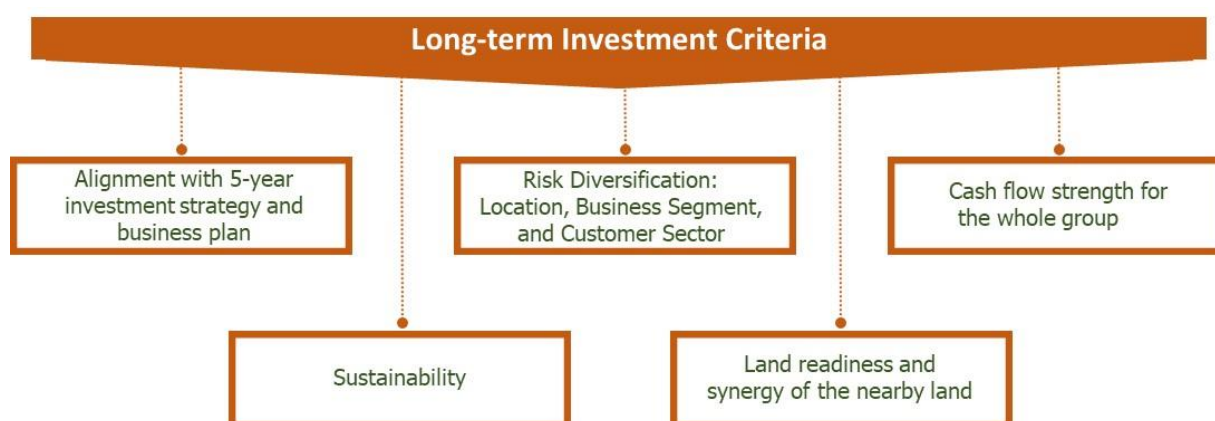
The Company is continuously supported by TCC Group (Group of Companies of the Grantors, namely Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi) for its hospitality business, retail and commercial building business, and mixed-use properties business. As TCC Group owns a large land bank in Thailand, the Company is able to access TCC Group's quality land and real

³⁵ These are the strategies consistently applied by the Company since 2019. Shareholders may study detailed business strategy in Form 56-1 for the year 2021 of the Company.

estates in prime locations. It has been granted the right to purchase certain real estates from TCC Group for future project development under the Right Granting Agreement dated June 7, 2019, which will support its expansion plan. More projects are expected for future development which will further enhance the Company's growth potential.

In 2019 - 2021, the Company continuously invested in several assets and projects³⁶ in accordance with investment plan for future projects and the Memorandum of Understanding with TCC Group as specified in the IPO Prospectus of the Company in 2019.

From 2022 onwards, the Company still adheres to manage the assets that the Company is interested to invest which are considered as high potential assets for investment/development in the future, part of which are under possession of TCC Group. Thus, in order to sustainably develop and manage investment portfolio in the long run, the Company considers the entering into Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3 according to the Right Granting Agreement dated June 7, 2019. Such determination to enter into the transactions is under long-term investment criteria of the Company as follows:



2. Comparison of Advantages and Disadvantages of the Transactions

Transaction 1: Acquisition of Ordinary Shares of Hotels World 9 Co., Ltd. in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project

2.1 Advantages and Benefits of the Transaction

(1) This project aligns with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the added value of long-term investment and sustainable growth of the Company.

Under its property development plan and business operation strategy described in Part 2, Clause 1 above, the Company will continuously invest in various real estate development projects covering all prime locations and customer needs. As such, by entering into these transactions, the Company will acquire land and constructions for modification/development into luxury hotel (Transactions 1) and land for development of luxury hotels (Transaction 2.1, Transaction 2.2, and Transaction 3) to cater to the target groups with high purchasing power and preference for wellness tourism and culture & art tourism. This accordingly aligns with the Company's 5-year plan and strategy for business operation and lies under its criteria for long-term investment, which will increase the opportunity for growth in its EBITDA and eventually lead to the added value of long-term investment and sustainable growth of the Company. The investment will be made in continuous development of various real estate projects covering all prime locations and customer needs.

The assets being acquired in Transaction 1 include land and constructions of The Imperial Golden Triangle Resort in Chiang Saen District, Chiang Rai Province, which is one of the target cities under the Company's strategy which focus on investment in top tourist provinces in Thailand. The Company is ready for project development of villa-type and pool suite-type luxury hotel managed by

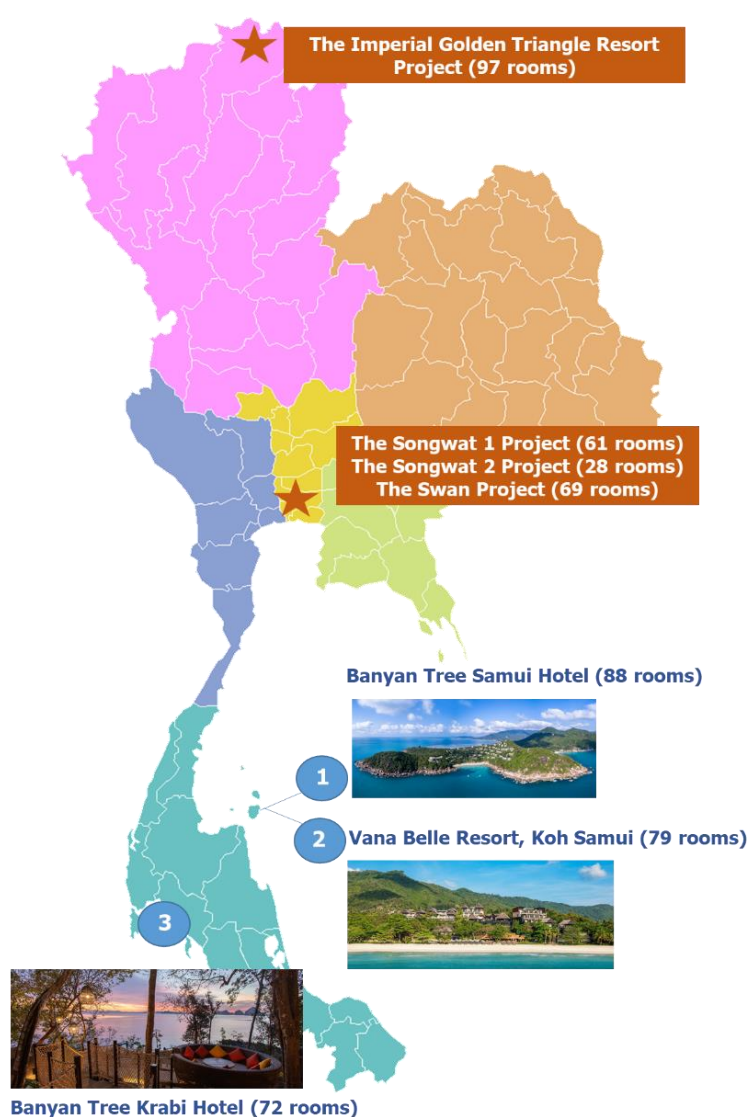
³⁶ This is an investment in the completely developed project, such as the Gateway Ekamai Project, and some projects are in the development phase, such as the Expansions at Asiatique The Riverfront Project, Pattaya Mixed-use Retail and Hotel Development Project, Woeng Nakhon Kasem Project, Lasalle Avenue 1 and 2 Project, OP Place Project, and EAC Project, etc.

international brand in the same location, which will generate a stream of stable cash flow and return from such investment as well as growth in its EBITDA, and lead to the sustainable growth and consistent value added for the Company in the long term.

(2) This is the management of the overall hospitality investment portfolio at the right timing by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.

As of year-end 2021, AWC Group operates 3 luxury hotels with 239 rooms, accounting for 4.84% of the total number of guest rooms and 11.17% of revenues from hospitality business, as follows:

Names of Commercially Operated Hotels	Hotel Management	Location	Year of Grand Opening	No. of Rooms	No. of Restaurants	RevPAR Index	
						2020	2021
Banyan Tree Samui Hotel	Banyan Tree	Koh Samui, Surat Thani	2010	88	5	99%	79.2%
Banyan Tree Krabi Hotel	Banyan Tree	Krabi (Tubkaek Beach)	2020	72	4	192%	207.7%
Vana Belle, A Luxury Collection Resort, Koh Samui	Marriott International, Inc.	Koh Samui, Surat Thani	2013	79	2	104%	123.6%
Equivalent to 4.84% of total guest rooms of the Company				239	13		



The Company's projects under development (luxury hotels) by 2026 are as follows:

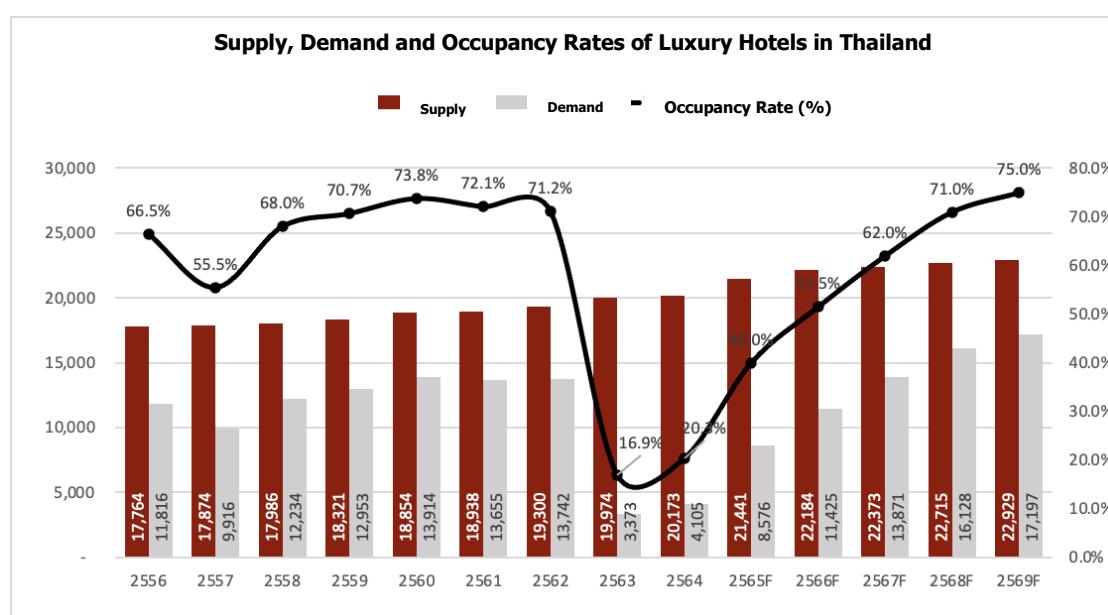
Names of Hotels under Development	Hotel Management	Location	Target Date of Opening	No. of Rooms
InterContinental Chiang Mai Mae Ping Hotel	IHG	Sridonchai, Chiang Mai	2022 (Fully open in 2023)	1,012
Pattaya Marriott Resort & Spa at Jomtien Beach	JW Marriott Banyan Tree	Bang Lamung, Chonburi	2023	306
Banyan Tree Jomtien Pattaya Hotel	Banyan Tree	Jomtien Beach, Pattaya, Chonburi	2026	85
JW Marriott Hotel The Pattaya Beach Resort & Spa	JW Marriott	Pattaya, Chonburi	2026	398
Pattaya Marriott Marquis Hotel	JW Marriott	Pattaya, Chonburi	2026	900
<i>Project in Charoen Krung 36-40 Area</i>				
East Asiatic Hotel	international hotel management	On the bank of the Chao Phraya River, near Oriental Pier, Charoen Krung 40 Road	2026	50 (12 standard rooms and 38 cruise ship rooms))
O.P. Place	international hotel management	Charoen Krung 38 Road	2025	24 - 28

Remark: Information is subject to change.

The 4 transactions will feature the development of luxury hotels, each of which seeks to offer a limited number of rooms and cater to high income earners desiring a high level of privacy. This will lead to an increase of 255 luxury hotel rooms, consisting of *Transaction 1*: The Imperial Golden Triangle Resort Project (97 rooms), *Transaction 2.1*: The Songwat 1 Project (61 rooms), *Transaction 2.2*: The Songwat 2 Project (28 rooms), and *Transaction 3*: The Swan Project (69 rooms).

It is expected that the Company will begin to recognize room and services revenues in its consolidated financial statements in Q3/2025 when international tourism recovers from COVID-19 pandemic and is anticipated to return to its pre-COVID-19 level in 2024 - 2025.³⁷

According to STR Inc.'s report, the occupancy rate of luxury hotels in Thailand is predicted to return to the pre-pandemic level in 2025, or equal to 71% in 2019 which was the year before COVID-19 outbreak, and the number of tourist arrivals will rebound to the pre-COVID-19 level in the next 4 years from 2021, or by 2025.³⁸



Source: STR, JLL, CBRE, Knight Frank & AWC

³⁷ Business Research Department, Export-Import Bank of Thailand, Chinese tourist market tends to slowly recover... putting pressure on global tourism, June 1, 2021: "...Thai tourism will likely recover by leaps and bounds in 2023 upon the gradual return of Chinese and Western tourists. It is forecasted that the number of Chinese visitors traveling overseas will bounce back to the 2019 level by Q1/2024 and to the capacity level (with the absence of COVID-19) by Q4/2025 due to China's policy on prevention of the spread of the virus in its country and the delay in vaccine distribution in the destination countries ..."

³⁸ The occupancy rate of luxury hotels in Thailand exceeded 70% during 4 years before COVID-19 outbreak, staying at an average of 70.7% - 73.8% in 2016 - 2019. It then plunged to the minimum of 16.9% in 2020 as triggered by COVID-19 crisis. Eventhough COVID-19 pandemic still lingered in the beginning and mid of 2021, the reopening of the country led to a slight increase of the occupancy rate to 20.3%. It is expected that the occupancy rate will rise to 40% in 2022 and further to 51.5% and 62% in 2023 and 2024 respectively.

Factors bolstering growth of luxury hotels in Thailand are as follows:

- Thailand still remain as the major destination and among the top of the bucket list of international travelers. Upon the easing of COVID-19 situation, Thailand will certainly be the destination seeing the return of international visitors.
- Bangkok will still be among the world's most popular cities that could attract the international tourists.
- The workation (work + vacation) trend induces international travelers to work from anywhere and opt for Thailand as their workation destination since Thailand has a low cost of living and is home to an abundance of stunning natural attractions.
- Tourists having high purchasing power and choosing to stay at luxury hotels likely are the group that has been least affected by the economic downturn triggered by COVID-19 pandemic and will potentially be the first to recover and revisit the country.

(Source: STR Inc.)

Therefore, the entering into Transaction 1 (including Transaction 2.1, Transaction 2.2, and Transaction 3) is considered the management of the hospitality investment portfolio at the right timing by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio in prime locations. This will help diversify revenues to luxury hotels which cater to the clientele with high purchasing power who are least affected by the economic condition amid COVID-19 crisis and are ready to use the services upon the easing of COVID-19 situation when travelling can be done freely and/or without any international travel restrictions.

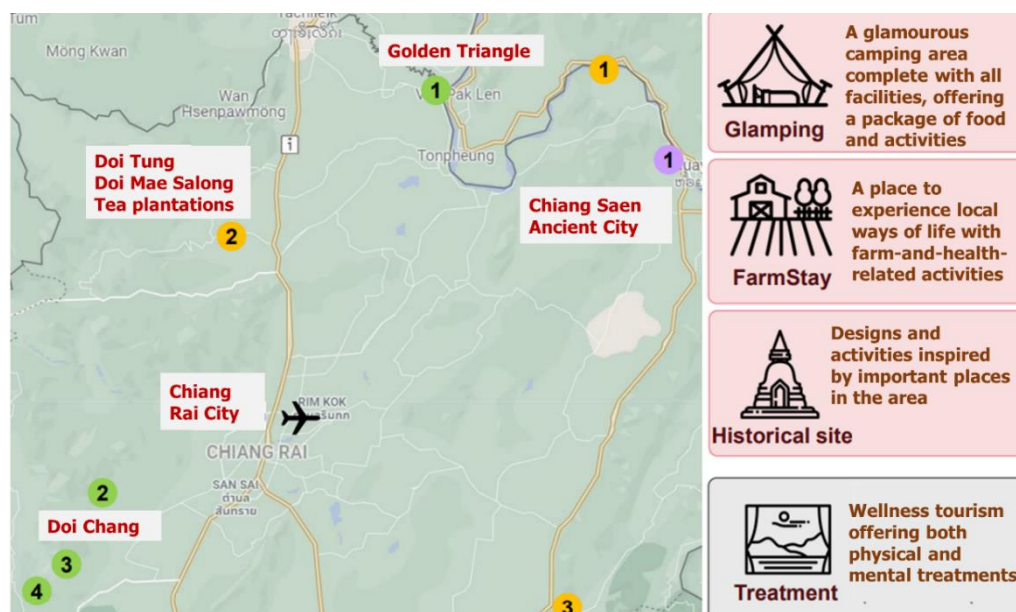
(3) The Company will acquire plots of land in prime locations with business potentials, which are difficult to find and acquire at present and are suitable for development of luxury hotels of a style unique to each area so as to continuously generate cash flow, EBITDA, and income for the Company in the long term.

The land and constructions (Transaction 1 and Transaction 3) and vacant land (Transaction 2.1 and Transaction 2.2) being acquired are in the prime locations with potentials for development into hotels according to the Company's plan and can be linked to its current projects, which will help generate a stream of stable cash flow and income for AWC Group. Each plot of land has its own uniqueness, depending on its location, and can differently create a benefit.

The land and constructions being acquired in Transaction 1 are deemed one of the large plots of land that are difficult to find in the Golden Triangle area. They consist of land with a total area of 22-1-48 rai together with a 5-storey hotel building, the size of which is suitable for a worthwhile investment in property development. The land is in the location where it is difficult to procure or acquire the ownership of a large parcel of land with potential for property development since most of the privately-owned land in such area is a small plot.

The strength of the project's location is that it is in the Golden Triangle area in Chiang Saen District, Chiang Rai Province, where the borders of Thailand, Laos People's Democratic Republic, and the Republic of the Union of Myanmar converge and also where the Mekong River and the Ruak River flow together from China. Furthermore, the Golden Triangle has long been an area well-known for its history and culture and a famous spot with a scenic view of the Mekong River and the 3 neighboring countries. It is one of Chiang Rai's popular tourist attractions and a significant economic area of not only Chiang Rai but also the Upper Northern Region. Therefore, the area is one of the top destinations in the Upper Northern Region of Thailand, propped by the following encouraging factors:

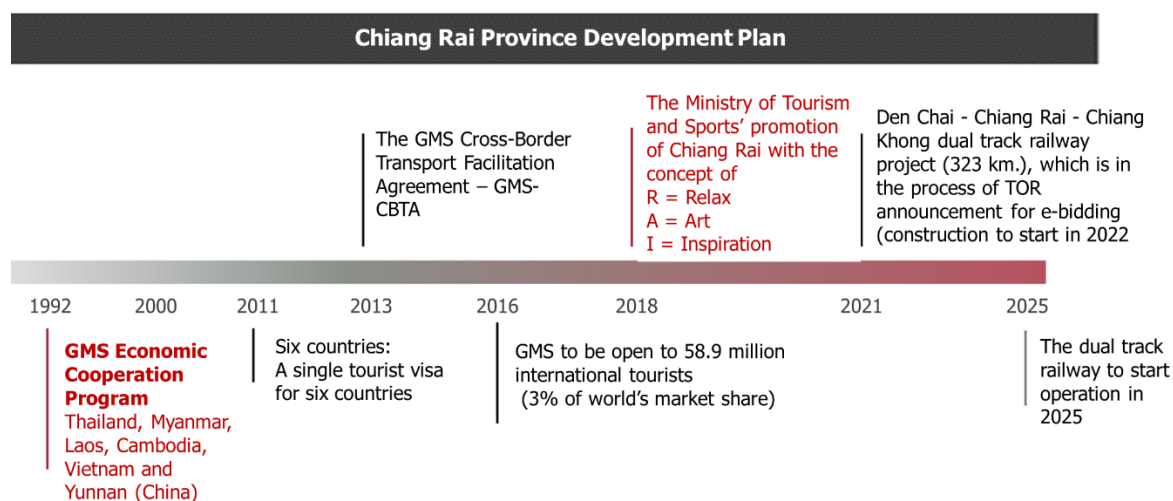
- (a) The land being acquired is in the area surrounded by mountains and is partly next to the Ruak River and adjacent to Highway No. 1290 (Mae Sai - Chiang Khong), thus being accessible both by land transport and by boat and ideal for arranging activities that suit the landscape.
- (b) It is in close proximity to other tourist spots in the Golden Triangle area and Chiang Saen District of Chiang Rai Province.
- (c) Visitors can take a one-day trip to other tourist attractions in Chiang Rai Province such as the temple tour, Doi Tung Royal Villa, Doi Mae Salong, Mae Sai Border Checkpoint, the Fourth Thai-Lao Friendship Bridge, etc.



Source: AWC

The Company plans to develop The Imperial Golden Triangle Resort Project to feature 2 luxury hotels under leading world-class brands that align with the lifestyle concept of wellness tourism and culture & art tourism, highlighting the point of origin of the Golden Triangle combined with the R.A.I. concept (R = Relax, A = Art, and I = Inspiration) initiated by the Ministry of Tourism and Sports to promote tourism in Chiang Rai Province and the Chiang Rai Province Development Plan to be a destination attracting tourists with high purchasing power to visit Chiang Rai.

Moreover, the Company will develop the parcel of land next to the Ruak River as a new check-in point of the Golden Triangle and Chiang Rai by establishing a glasshouse restaurant offering a panoramic view of the Golden Triangle and a boat restaurant to enjoy the ambience of the Ruak and Mekong Rivers.



The project will consist of (a) a luxury hotel of a world-class brand that offer 32 private villas each with a pool, focusing on a concept of the place for relaxation and health by using organic products, together with private spa services, restaurants using local organic ingredients, event area, a boat restaurant, and the Mekong River cruising by small boats; (b) a pool suite-type luxury hotel of a world-class brand offering 65 suites surrounded by classic style decoration with natural environment, some of which provide a view of the Golden Triangle and a balcony jacuzzi from natural hot spring, together with activities with the local community; and (c) a riverside glasshouse restaurant next to the Ruak River and a boat restaurant with an east-west cultural blend, providing a scenic view of the Mekong River and

the Golden Triangle and a new check-in point of the Golden Triangle, which the Company plans to become the top destination for tourists with available parking space.

Therefore, such area responds to the Company's desire to renovate and develop luxury wellness and culture hotels to serve the target groups with high purchasing power by offering accommodations where they can take a rest and enjoy activities along with a cultural and natural trip in the Golden Triangle area and Chiang Rai Province. This will generate a stream of stable cash flow and revenue for the Company in the long term.

(4) This is the management of investment portfolio and diversification of investment risk in the hospitality business, which will feature the first hotel of AWC Group in Chiang Rai Province, and expansion of hotel portfolio to a secondary city whose tourism will be promoted by the government sector and driven by domestic demand after COVID-19 situation.

As of the end of 2021, all of the properties in the hospitality business of AWC Group are located in business cities and popular tourism provinces in Thailand such as Bangkok, Chiang Mai, Phuket, Hua Hin, Surat Thani (Koh Samui), and Krabi.

Thus, the development of The Imperial Golden Triangle Resort Project in Transaction 1 is deemed as the management of investment portfolio and diversification of risk from investment in the hospitality business to other different locations, for instance, expanding the hotel portfolio to a secondary city whose tourism will be promoted by the government sector and driven by domestic demand after COVID-19 situation. The Imperial Golden Triangle Resort Project will feature the first hotel of AWC Group in Chiang Rai Province, offering a total of 97 guest rooms (divided into 32 villas and 65 suites), as an alternative for its customers to travel to all top tourist attractions in both the primary and secondary cities in Thailand and as a means of mitigating risk from heavy reliance on revenue generation from any single location.

Moreover, The Imperial Golden Triangle Resort Project will feature world-class hotel brand focusing on different target audiences. The target groups of the villa-type luxury hotel are couples and families preferring ecotourism and wishing to escape from hectic urban environment, while those of the pool-suite luxury hotel are business people requiring reception of their international business partners and seeking new business opportunities. Therefore, risk can be diversified through non-reliance on any particular market segment.

(5) This is an investment in the properties with existing buildings and systems that can be utilized, leading to shorter development period.

The properties being acquired in Transaction 1 are land and constructions, comprising of a 5-storey hotel building with 73 guest rooms, other supplemental buildings (such as restaurant buildings and a theatre building), and electricity and water supply systems. The Company plans to utilize existing structures of such buildings and renovate the systems and interior decorations into suites, thus helping to reduce development time. The development period of this project will be shorter than that of a whole new construction. However, the villas, additional hotel buildings, and landscape will all be newly constructed. Since villas are standalone buildings, construction will not be so lengthy as a high-rise building.

(6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.

Investment in Transaction 1 shall increase the Company's total assets from investment in HW9 of approximately Baht 1,978.60 million, comprising of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 in the combined amount of approximately Baht 438.00 million, as well as net working capital of HW9 as at the Closing Date of approximately Baht 4.38 million, totaling to the amount of approximately Baht 442.38 million, and project development cost of up to approximately Baht 1,536.22 million (inclusive of VAT).

From the consolidated financial statements as at December 31, 2021, the Company had total assets of Baht 138,897.29 million. After the investment in and development of the project is completed in 2025, the Company's total assets shall increase to approximately Baht 140,875.89 million,³⁹ excluding assets increased from other projects of the Company which are under development and implementation.

³⁹ When combining 4 projects (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3), the Company's total assets shall increase by Baht 4,497.91 million.

In addition, after entering into the transaction, the Company will record an increase in operating income which will enlarge size of the Company's business, boost its cash flows, and expand its capital base for development of new potential projects in the future.

(7) The acquisition price of HW9 and the internal rate of return of The Imperial Golden Triangle Resort Project are appropriate.

The acquisition price of shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 is lower than fair value of assets (land) of HW9 (or the value of shares and rights to receive payments under loan agreements and all accrued interest payable of HW9) as appraised by the independent property appraiser at Baht 439.15 million by Baht 1.15 million or by 0.26% of fair value and the rights to receive payments under loan agreements and all accrued interest payable of HW9. Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of the entire shares and rights to receive payments under loan agreements of HW9 of not more than Baht 438.00 million is reasonable.

From the feasibility study of the Imperial Golden Triangle Resort Project, the Independent Financial Advisor finds that Net Present Value (NPV) of the project, after deduction of the acquisition price of all shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 of not more than Baht 438.00 million, is equal to Baht 140.01 million – Baht 400.88 million (Baht 270.39 million in the base case), Internal Rate of Return (IRR) is in a range of 8.62% – 9.60% per annum (9.10% per annum in the base case), which is higher than the discount rate (WACC) of 8.10% per annum, and payback period is 10.81 – 12.21 years from the starting date of income recognition from The Imperial Golden Triangle Resort Project (from July 1, 2025). Therefore, the Independent Financial Advisor views that the acquisition of the entire ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 with a total value of not more than Baht 438.00 million and the development budget for the Imperial Golden Triangle Resort Project is a viable investment and such investment is appropriate. (Please refer to more details in Part 3, Transaction 1, of this report)

2.2 Disadvantages and Risks of the Transaction

(1) The Company will incur higher debt obligations, interest expenses, and debt to equity (D/E) Ratio.

Transaction 1 will involve a total investment value of approximately Baht 1,978.60 million, comprising of the acquisition of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable, as well as net working capital of HW9 of Baht 442.38 million (expected to be paid by 2022), and investment in development of The Imperial Golden Triangle Resort Project of Baht 1,536.22 million (inclusive of VAT) (to be gradually paid during the development period of 2022 - 2025). Sources of funds for investment in all 4 transactions will come from loans from financial institutions in Baht currency, the undrawn balance of which stood at Baht 10,500 million⁴⁰ as of the end of 2021 (which is not subject to the draw-down restrictions and does not affect the credit lines for other projects). As such, the investment in the 4 transactions will lead to an increase in the Company's debt obligations and finance costs and a relative increase in its D/E ratio. In this respect, the Company will concurrently consider the ratios related to the debt repayment capability.

According to its consolidated financial statements as of December 31, 2021, the Company recorded total liabilities of Baht 59,690.67 million, shareholders' equity of Baht 79,206.62 million, D/E ratio of 0.75 time, interest-bearing D/E ratio of 0.63 time which allows the Company to incur additional debts for further investment, and Debt Service Coverage Ratio (DSCR) and Interest Coverage Ratio (ICR) of 3.34 times which is in line with the threshold specified in the loan agreements with financial institutions at not lower than 2 times.

When considering total investment of the 4 transactions, liabilities of the Company shall increase by Baht 4,497.91 million which is the total value of the projects. After the entering into the 4 transactions in which the transfer of ordinary shares and rights to receive payments under loan agreements and all accrued interest shall be within December 2022, if calculate based on such financial statement without taking into account future operating performance, the financial ratios are still comply with the financial covenants (actual ratios shall depend on financial information as at the Closing Date and during project development period in 2022 - 2025) as follows:

⁴⁰ Please refer to details in Part 2, Clause 4.1 (Sufficiency of funding sources for the transactions) of this report.

Financial Ratio	Prior to the Entering into the Transactions (Based on 2021 Financial Statements)	After the Entering into the Transactions				Financial Covenants According to Current Loan Agreements with Financial Institution
		Transaction 1	Transaction 2.1 and Transaction 2.2	Transaction 3	Total 4 Transactions	
D/E ratio	0.75 time	0.78 time	0.77 time	0.76 time	0.81 time	-
Interest-bearing D/E ratio	0.63 time	0.65 time	0.65 time	0.64 time	0.68 time	Not exceed 1.5 times, based on consolidated financial statements of the Company
Debt Service Coverage Ratio (DSCR) and Interest Coverage Ratio (ICR)	3.34 times	3.23 times	3.25 times	3.29 times	3.11 times	At least 2 times, and other conditions ^{1/}

Remark:

1/ Under such loan agreements, the Company is obligated to fulfill the conditions such as maintaining of financial ratios, maintaining of control in the group of family-owned businesses, and maintaining of shareholding percentage in the Company and its subsidiaries. The Company is also subjected to certain restrictions regarding acquisition or disposition of assets, incurrence of additional debts over the assets or placing of the assets as collateral for additional debt incurrence, and dividend payment, unless otherwise prescribed in such loan agreements.

The increased Interest-bearing D/E Ratio will not exceed the threshold specified in financial covenants which is set at the maximum of 1.5 times. Taking into account its current financial structure, the Company is still able to raise additional debt financing for investment in/development of other projects of approximately Baht 60,284.73 million.⁴¹

(2) Land of The Imperial Golden Triangle Resort Project is subjected to land use restrictions under the applicable laws.

Land in The Imperial Golden Triangle Resort Project is located on Highway No. 1290 (Mae Sai – Chiang Khong Road), Wiang Sub-district, Chiang Saen District, Chiang Rai Province, which is in the area designated as Pink Zone (Community Area) according to the Chiang Rai Comprehensive Plan B.E. 2556 and the Revision dated January 12, 2018 which limits the height of all buildings used for business operation at not over 15 meters and the building area at not exceeding 2,000 square meters. There are also the restrictions on uses imposed under the laws governing the construction of buildings⁴² as follows:

- Pursuant to the Ministry of Interior's Notification Re: Designation of the Areas Prohibited from Construction, Modification, or Alteration of Use of Some Types or Categories of Buildings in Wiang Sub-district, Chiang Saen District, Chiang Rai Province, effective from November 16, 2018, the land of HW9 is not prohibited from use for operation of hotel business but is subject to the prohibition from construction and modification of a building higher than 12 meters.

Therefore, in the designing for development and modification of The Imperial Golden Triangle Resort Project, both the modification of the old hotel building and construction of a new building shall be subject to the building height limit of not exceeding 12 meters. Due to such limitations, the Company plans to use the land by (a) renovating only the internal structure of the old building, (b) allocating a part of the land for construction of 32 low-rise villas, and (c) constructing a glasshouse building on the bank of the Ruak River to offer a riverside atmosphere and a view of the Golden Triangle.

(3) Risks involved with property development and business operation which may cause the project to fail to achieve the expected performance

(3.1) Risk from competition among luxury hotels in the same vicinity

In the Golden Triangle and nearby areas, there are 2 other luxury hotels that are archivals, namely Anantara Golden Triangle Elephant Camp & Resort and Four Seasons Tented Camp Golden Triangle, both of which are luxury hotels penetrating the high-end tourist market with the following strengths:

⁴¹ Estimated by the Independent Financial Advisor.

⁴² Based on the property appraisal report of The Imperial Golden Triangle Resort Project by CBRE (Thailand) Co., Ltd., No. 1214022001 dated December 16, 2021 prepared for public purpose, and the legal due diligence report of Hotel World 9 Co., Ltd. by Weerawong, Chinnavat & Partners Ltd. dated December 24, 2021.

	Anantara Golden Triangle Elephant Camp & Resort	Four Seasons Tented Camp Golden Triangle
No. of guest rooms and other facilities	61 rooms (swimming pool, spa, exercise, fitness, and yoga rooms)	16 rooms (swimming pool, open-air spa, and bar)
Domestic : international customers	2 : 98	3 : 97
Target groups	Couples and families	Couples and families
Selling point	Experience in a close encounter with elephants	Glamping (glamor + camping)
Hotel's main features	<ul style="list-style-type: none"> - Room rate inclusive of meal and 1 activity per day, such as a close encounter with elephants, spa, Thai cooking, and other local cultural activities - Jungle Bubble accommodations offering a 360-degree view of nature and a close encounter with elephants 	<ul style="list-style-type: none"> - Room rate inclusive of all services such as activities with elephants, cruises, and spa - All rooms designed as unique tents to offer a classy camping experience - Focusing on high-end tourist group
Restaurants	<ul style="list-style-type: none"> - Breakfast with international cuisine; all-day Thai dishes - Italian food - Elephant Bar and Opium Terrace - Private dining: dining alongside elephants, in-room dining, and private Thai cooking class 	<ul style="list-style-type: none"> - Elephant camp dinner - Burma Bar - Private wine-pairing dinner (Wine Cellar) - Picnic in the bamboo jungle

The developed and modified The Imperial Golden Triangle Resort Project, which is scheduled for opening in Q3/2025, as luxury hotels highlighting unique styles of guestrooms, restaurants, and activities that encapsulate the history of the Golden Triangle, may offer different style from the 2 aforementioned rival hotels. However, such 2 rival hotels have their selling points that could as well truly address customer needs. The decision of high-end customers to use any services depends mainly on the style that meets their desire in each period and also on exquisite services.

(3.2) Risk potentially arising from reliance on the target groups which mostly are international tourists with high purchasing power

Approximately 80% of major target group of The Imperial Golden Triangle Resort Project is international customers that have high purchasing power while the rest, 20%, is local customers. This indicates heavy reliance on a particular group of customers to the extent that it may adversely affect the project's operating performance given that there is any incident hindering international travels and/or the countries of origin caution/prohibit their citizens from travelling to Thailand as in the previous events such as political demonstrations, the crackdown on zero-baht tours (an effect of Chinese tourists), Phuket boat capsizing (a severe impact from Chinese tourists), including COVID-19 outbreak in early 2020 (followed by subsequent waves up to early 2022 which is unpredictable as to when it will be over), which has dramatically affected travel and tourism worldwide with an inevitable halt in tourism, hotel industry, and land and air transport business across the world, including Thailand. Measures to stop the spread of COVID-19 have been implemented by most nations, including Thailand, such as the country lockdown to control international travels which has disrupted international traveling, the domestic lockdown to limit travels within a country, the limitations of types of business and service hours, etc. As a consequence, number of international visitors has suffered a historic contraction.

(3.3) Risk potentially arising from fast-changing customer behaviors and stimulation by customers' adjustment to COVID-19 pandemic, likely prompting the Company to align its services with the changing customer demand in each period

The COVID-19 pandemic, which emerged in 2020 and spread in subsequent waves until today, is a catalyst for changes to the "New Normal" that drive tourists to become more concerned about their health, the hygiene at dwelling places, desire for privacy, and shift towards the "workation".

Therefore, the Company needs to align its services and activities with customer needs so as to induce them to stay at or use services in its hotels and also to match changes in their lifestyles and demand in each period. The activities under the Company's study to develop the project will help to increase the length of stay in order to compensate for the lower average daily rate (ADR) due to the reliance on domestic travelers.

(3.4) Risk potentially arising from cost overrun

In this project, the Company will renovate the old hotel building and construct a new hotel section for the villas and other supplemental buildings such as a glasshouse restaurant and a boat restaurant, as well as renovate the landscape. The Company has already estimated total construction and development cost which also covers inflation throughout construction and development period. However, since the Company has not yet made the detailed construction design and employed the contractor, the actual construction cost may not be as estimated and may result in cost overrun. Besides, any revision to the plan, whether in whole or in part, could also lead to the cost overrun.

The Company is confident that, based on its experience in development and supervision of construction of the previous real estate projects, the employment of contractors, and the centralized procurement of materials and equipment, it is capable of forecasting cost and controlling the total development and construction cost to be within the budget while meeting the quality required by the Company even though the construction is outside the principal areas of the Company. Moreover, if the contract is made on a turnkey basis, the risk of cost overrun could be mitigated.

(3.5) Risk concerned with application for relevant permits such as the EIA approval, construction permit, building modification permit, hotel business license, etc.

The Company will have to apply for all approvals necessary for the development and modification of properties, including the permits for business operation, which will involve a lengthy consideration process. These include the preparation of an environmental impact assessment (EIA) report and the application for construction permit, building modification permit, hotel business license, and the approval from other concerned authorities. Since The Imperial Golden Triangle Resort Project involves with the modification of the old hotel building and construction of new buildings in the same compound to offer hotels of 80 guest rooms or more with a total usable area of 4,000 square meters or more, the EIA report is required. Presently, the Company does not file for any application. It shall proceed after the Company receives an approval from this shareholders' meeting.

(3.6) Risk of a decline in the project's IRR in the case that the Company does not acquire HW9 within 2022 as it has to pay an additional price to the Sellers of HW9 Ordinary Shares at 5% per annum

If the Company acquires HW9 within 2022 and raises loans to finance the investment in construction of the Imperial Golden Triangle Resort Project by itself, the Company will incur project cost from loan interest rate of approximately 1.95% per annum (which is the Company's current loan interest rate, a part of which is referenced from THBFIX).

Given that the Company does not acquire HW9 within 2022 and has the Sellers of HW9 Ordinary Shares pay for the project development cost before its acquisition of HW9, the Company has the obligation to make additional payment to the Sellers of HW9 Ordinary Shares at a rate of 5.00% per annum of total acquisition price of ordinary shares and rights to receive payments under loan agreement and accrued interest of HW9 + project development cost that the Seller of HW9 Ordinary Shares paid in advance (if any) + working capital and liabilities as at the Closing Date. As such, the Company shall incur additional project cost by $5.00\% - 1.95\% = 3.05\%$ per annum, resulting in a drop in the project's IRR. The decrease in the project's IRR will depend on the period that the Company enters into the transaction and construction cost that the Company has the Sellers of HW9 Ordinary Shares pay for project development cost before its acquisition of HW9.

However, the condition regarding additional price of 5% per annum shall provide more flexibility and option for project financing which will eventually benefit the Company as described in Part 2, Clause 4.2 of this report.

(4) Risk incidental to the past tax burden of HW9

The legal due diligence of HW9 by Weerawong, Chinnavat & Partners Ltd. was conducted only on the current cases at the Central Tax Court, the Civil Court, the Criminal Court, the Central Labor Court, the Intellectual Property and International Trade Court, the Central Bankruptcy Court, the Administrative Court, the Legal Execution Department, Chiang Rai Provincial Court, and the Labor Court of Region 5. From such legal due diligence, there are no court cases, disputes, or other legal proceedings that have not been finalized.

The Company may still be prone to risk incidental to the past tax burden of HW9. However, the Sellers of HW9 Ordinary Shares have provided the representation and warranty and also specified the

liability for such tax in the Draft HW9 Share Purchase Agreement. There is also a condition that the Purchasers of HW9 Ordinary Shares must notify the Sellers of HW9 Ordinary Shares of the liability for any damage caused by the Sellers of HW9 Ordinary Shares' breach of the representation and warranty within 12 months from the date of sale and purchase of the shares (if any). Therefore, once the Company has acquired the shares HW9 shares, it should thoroughly review all risks and notify the Sellers of HW9 Ordinary Shares of its request in writing within 12 months from the date of sale and purchase of the shares (if there is any issue).

**Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of the Songwat 1 Project, and
Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat 2 Project**

2.1 Advantages and Benefits of the Transactions

(1) The projects align with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the added value of long-term investment and sustainable growth of the Company.

- *Details are the same as those in Part 2, Transaction 1, Clause 2.1 (1).* -

The properties being acquired in Transaction 2.1 and Transaction 2.2 are 2 plots of land on Songwat Road, adjacent to the Chao Phraya River and opposite the Lhong 1919 Project, which are readily to be developed into luxury hotels under the Company's strategy and plan for business operation with a focus on customers having high purchasing power. Therefore, the Company will generate a stream of stable cash flow and return from such investment as well as growth in its EBITDA, which will lead to the added value added of long-term investment and sustainable growth for the Company.

(2) This is the management of the overall hospitality investment portfolio by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.

- *Details are the same as those in Part 2, Transaction 1, Clause 2.1 (2).* -

The Company will develop a group of luxury hotels on the bank of the Chao Phraya River, which is in the inner Bangkok area, that offer a total of 89 guest rooms under the Ritz-Carlton brand, consisting of the Songwat 1 Project (61 rooms) and the Songwat 2 Project (28 rooms) and 3 restaurants.

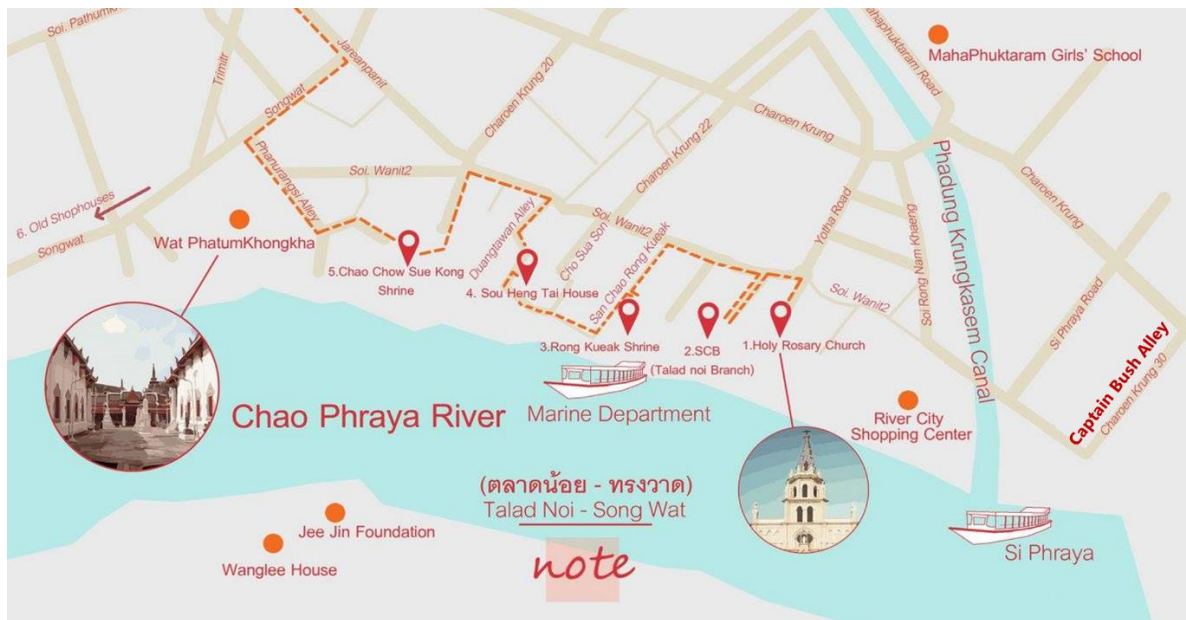
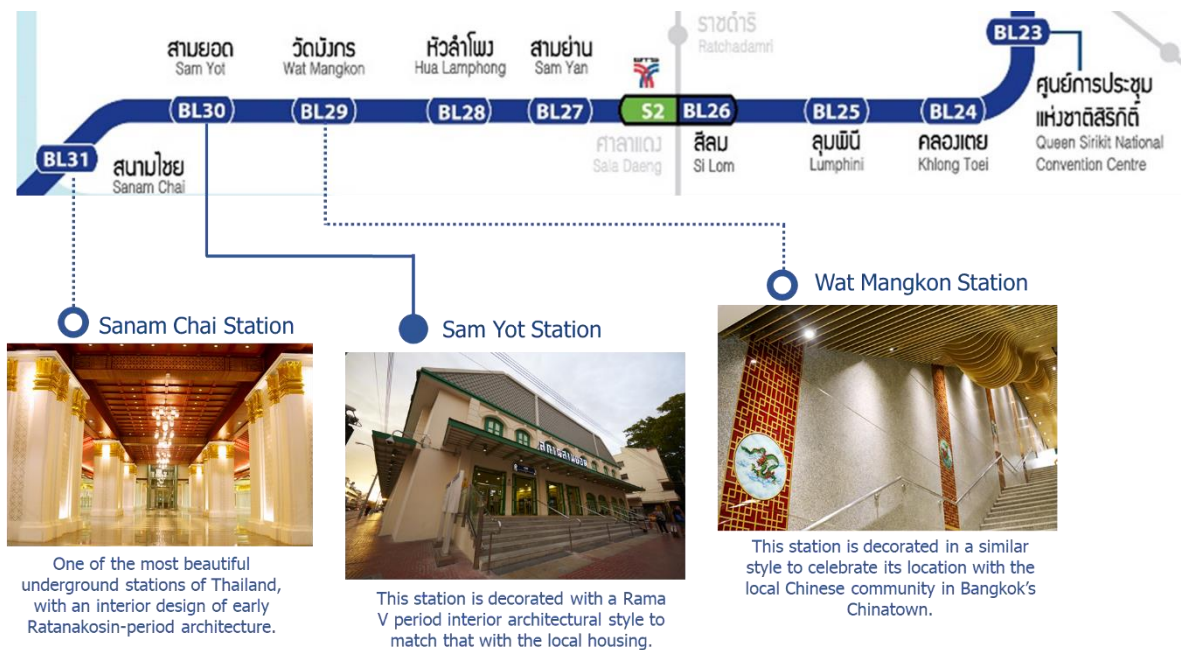
(3) The Company will acquire plots of land in prime locations with business potentials, which currently are difficult to find in that area and are located on the bank of the Chao Phraya River, opposite the Lhong 1919 Project that will be linked together as a group of projects on both banks of the Chao Phraya River, so as to continuously generate cash flow, EBITDA, and income for the Company in the long term.

- *Details are the same as those in Part 2, Transaction 1, Clause 2.1 (3).* -

The plots of land for development of the Songwat 1 Project and the Songwat 2 Project are on Songwat Road, adjacent to the Chao Phraya River and in close proximity to Yaowarat Road, which is a commercial and cultural center of Chinese-Thais whose ancestors had settled down there over a long period of time. It is difficult to find or acquire ownership of land with development potential in such area since most of the privately-owned plots of land in the area and located on the bank of the Chao Phraya River are tiny land lots and still in use. Several plots have been used for doing business for generations.

The advantage of such land is its prime location, as follows:

- The land has one side lying next to the Chao Phraya River and opposite the Lhong 1919 Project (which is on the Thon Buri side of the river), and is accessible by boat at Ratchawong Pier, approximately 350 - 650 meters from the project site. The Company plans to build a pier to serve its own customers.
- Another side of the land is adjacent to Songwat Road, which leads to 3 other main roads, Yaowarat Road, Chakkrawat Road, and Charoen Krung Road, in Samphanthawong District, Bangkok. The land is close to Yaowarat commercial center which is famous for trading of a variety of food, fruits, and gold, and Sampheng which is a wholesale market for various merchandises. It is also not far from the Woeng Nakhon Kasem Project which the Company is currently developing into a mixed-use project featuring a luxury hotel, a boutique hotel, two residential accommodation projects managed by the hotels, and the biggest underground retail area in Thailand.
- The land is approximately 650 meters from Wat Mangkon Station of the MRT Chaloem Ratchamongkhon Line (Blue Line), which is 2 stations away from Sanam Chai MRT Station (the most beautiful underground station of Thailand) from where travelers can take a walking tour to Koh Rattanakosin area, one of Thailand's prominent tourist attractions, and 3 stations from Silom Station (which connects to BTS Green Line). Besides, Sam Yot Station will in the future serve as an interchange station with the MRT Chalong Ratchadham (Purple Line Southern Extension).



- Songwat Road is also linked to Talat Noi, another old Chinese community on the bank of the Chao Phraya River accessible by land transport and by boat. From Talat Noi community, which nestles on the river bank opposite the Lhong 1919 Project, we can take a shortcut through Captain Bush Lane into Charoen Krung 36 Road where the Swan Project is located.

The Company plans to develop the Songwat Project, consisting of the Songwat 1 Project (Transaction 2.1) and the Songwat 2 Project (Transaction 2.2), to offer a luxury hotel focusing on the wellness tourism segment under the river journey scheme, together with selling points such as restaurant and luxurious pool bar on the bank of the Chao Phraya River. This will be a part of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project under the management of Ritz-Carlton brand, a world-renowned brand. Significant selling points of the Songwat Project are as follows:

- It will feature a riverside luxury hotel with a limited number of guest rooms to enhance privacy, along with spa services and fitness centers (the Songwat 1 Project only).
- An appealing riverside parcel of land will be reserved for construction of an extravagant restaurant with healthy menus and a pool bar for visitors to indulge a riverside atmosphere with a high level of privacy. It will cater to both the hotel's guests and walk-in customers

with high purchasing power and will serve as one of the top-notch meeting places or luxury restaurants for the target groups.

- There will be a private pier to exclusively serve the project's customers.

Therefore, this location responds to the Company's desire to develop 2 luxury hotels on the bank of the Chao Phraya River under the River Journey concept, which will be linked to the opposite Lhong 1919 Project. These 2 projects are scheduled for grand opening in Q1/2026 and Q4/2026 respectively. Moreover, the said location will allow for travelling to the Company's other projects lying along the Chao Phraya River, thus, generating a stream of cash flow, EBITDA, and recurring income for the Company in the long run.

(4) The Songwat Project will enhance competitiveness of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project and can be fully utilized to relatively achieve economies of scale.

The distinctive location and selling points of the project as described in (3) above will help to enhance the capacity and competitiveness of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project, which aims to become a meeting place and new landmark for health-conscious tourists from all over the world, as follows:

- World-class wellness tourism hub on the banks of the Chao Phraya River consists of the projects on both banks of the river, namely the Lhong 1919 Project and the Songwat Project. The Lhong 1919 Project, under the name "The Lhong 1919 Riverside Heritage Destination," will be a prominent historical tourist spot boasting the vintage Chinese architectural design on the bank of the Chao Phraya River. It will also offer famous shops and restaurants as new get-together riverside venues. The Company will develop a part of the area into a luxury wellness hotel.
- The Songwat Project will feature luxury hotels and riverside restaurants which will increase the number of luxury guestrooms, healthy restaurants, and selling points to attract the target groups to consistently use the services.
- It will optimize the use of land and accordingly create economies of scale from (1) the Lhong 1919 Project which is on the Thon Buri side of the River and opposite to (2) the Songwat Project which is on the Phra Nakhon side of the Chao Phraya River, in the inner Bangkok area close to China Town.
In addition, the economies of scale can be indirectly created as the tourists can also visit/use services of other projects along the Chao Phraya River as well as the nearby mixed-use project such as the Woeng Nakhon Kasem Project.
- The Company can address and satisfy customer needs on a fully-integrated basis.

(5) This is the management of the investment portfolio and diversification of investment risk in the hospitality business through development of luxury hotels on the bank of the Chao Phraya River in the inner Bangkok area.

- Details are the same as those in Part 2, Transaction 1, Clause 2.1 (4). -

The Songwat 1 Project (Transaction 2.1) and the Songwat 2 Project (Transaction 2.2) will be developed into the first luxury hotels of the Company that stand on the bank of the Chao Phraya River in the inner Bangkok area (Phra Nakhon Side). Transaction 1 will feature the first luxury hotel of the Company in Chiang Rai Province while Transaction 3 will offer a group of luxury hotels in Bang Rak area (Charoen Krung 36 and 40 Roads). This demonstrates the diversification of upscale hotels in various prime locations.

(6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.

Investment in Transaction 2.1 and Transaction 2.2 shall increase the Company's total assets from investment in VA1 and RW5 by approximately Baht 1,637.31 million, comprising of (1) Transaction 2.1: acquisition price of ordinary shares, rights to receive payments under loan agreements and all accrued interest payable, and net working capital of VA1 in the total amount of approximately Baht 450.50 million, and project development cost of approximately Baht 660.27 million (inclusive of VAT), and (2) Transaction 2.2: acquisition price of ordinary shares, rights to receive payments under loan agreements and all accrued interest payable, and net working capital of RW5 in the total amount of

approximately Baht 202.97 million, and project development cost of approximately Baht 323.57 million (inclusive of VAT).

From the consolidated financial statements as of December 31, 2021, the Company had total assets of Baht 138,897.29 million. After the investment in and development of the project is completed in 2029, the Company's total assets shall increase to approximately Baht 140,534.60 million,⁴³ excluding assets increased from other projects of the Company which are under development and implementation. In addition, after entering into the transaction, the Company will record an increase in operating income from a rise in rental and relevant service income. This will enlarge size of the Company's business, boost its cash flows, and expand its capital base for development of new potential projects in the future.

(7) The acquisition prices of VA1 and RW5 and the internal rates of return of the Songwat 1 and the Songwat 2 Projects are appropriate.

Core assets of VA1 and RW5 are the plots of land for development of the Songwat 1 Project and the Songwat 2 Project respectively.

VA1

The acquisition price of VA1 shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 of Baht 446.04 million is lower than fair value of assets (land) of VA1 (or value of shares and rights to receive payments under loan agreements and all accrued interest payable of VA1) as appraised by the independent property appraiser at Baht 697.68 million by Baht 251.64 million or by 36.07% of fair value and the rights to receive payments under loan agreements and all accrued interest payable of VA1. Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of the entire shares of VA1 and rights to receive payments under loan agreements of VA1 of not more than Baht 446.04 million is appropriate.

From the feasibility study of the Songwat 1 Project, the Independent Financial Advisor finds that Net Present Value (NPV) of the project, after deduction of the acquisition price for all shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 of not more than Baht 446.04 million, is equal to Baht 83.36 million – Baht 238.63 million (Baht 160.98 million in the base case), internal rate of return (IRR) is in a range of 8.60% – 9.47% per annum (9.03% per annum in the base case), which is higher than the discount rate (WACC) of 8.09% per annum, and payback period is 10.91 – 12.13 years from the starting date of income recognition from the Songwat 1 Project (from January 1, 2026). Therefore, the Independent Financial Advisor views that the acquisition of the entire ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 with a total value of not more than Baht 446.04 million and the development budget for the Songwat 1 Project is a viable investment and such investment is appropriate. *(Please refer to more details in Part 3, Section 2.1 – 2.2, of this report)*

RW5

The acquisition price of RW5 shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 of Baht 200.96 million is lower than fair value of assets (land) of RW5 (or value of shares and rights to receive payments under loan agreements and all accrued interest payable of RW5) as appraised by the independent property appraiser at Baht 314.33 million by Baht 113.37 million or by 36.07% of fair value and the rights to receive payments under loan agreements and all accrued interest payable of RW5. Therefore, the Independent Financial Advisor is of the opinion that the acquisition price for the entire shares of RW5 and rights to receive payments under loan agreements of RW5 of not more than Baht 200.96 million is appropriate.

From the feasibility study of the Songwat 2 Project, the Independent Financial Advisor finds that net present value (NPV) of the project, after deduction of the acquisition price for all shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 of not more than Baht 200.96 million, is equal to Baht 108.87 million – Baht 178.44 million (Baht 125.24 million in the base case), internal rate of return (IRR) is in a range of 9.50% – 10.39% per annum (9.95% per annum in the base case), which is higher than the discount rate (WACC) of 8.09% per annum, and payback period is 9.55 – 10.59 years from the starting date of income recognition from the Songwat 2 Project (from January 1, 2027). Therefore, the Independent Financial Advisor views that the acquisition of the entire ordinary shares and rights to receive payments under loan agreements and all accrued interest

⁴³ When combining the 4 projects (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3), the Company's total assets shall increase by Baht 4,497.91 million.

payable of RW5 with a total value of not more than Baht 200.96 million and the development budget for the Songwat 2 Project is a viable investment and such investment is appropriate. (Please refer to more details in Part 3, Section 2.3 – 2.4, of this report)

2.2 Disadvantages and Risks of the transactions

- (1) The Company will incur higher debt obligations, interest expenses, and debt to equity (D/E) Ratio.

- Please refer to details in Part 2, Transaction 1, Clause 2.2 (1) -

- (2) Land in the Songwat 1 Project and the Songwat 2 Project is subjected to land use restrictions under the applicable laws.

The plots of land in the Songwat 1 Project and the Songwat 2 Project are located on the bank of the Chao Phraya River and Songwat Road in Samphanthawong District, Bangkok. The area is designated as Red Zone according to the Bangkok Comprehensive Plan (B.E. 2556), which stipulates the Floor Area Ratio (FAR) at not over 7:1 with an FAR bonus of 20% to be granted if space is provided for public use or public park or green building, etc., and the Open Space Ratio (OSR) at not less than 4.5% with at least 50% of the open space being provided for water to run through for growing trees. In this zone, a hotel is allowed to be constructed with no more than 80 guest rooms and a total building space of not exceeding 5,000 square meters (because Songwat Road has a right of way of less than 16 meters and is not within a radius of 500 meters from the mass transit system). There are also the restrictions on uses imposed under the laws controlling the construction of buildings⁴⁴ as follows:

(a) Pursuant to the Ordinance of Bangkok Metropolitan Administration Re: Designation of the Areas Prohibited from Construction and Modification on the Chao Phraya Riverbank B.E. 2542 (1999), it is stipulated that:

- In the area between 3 and 15 meters of both sides of the riverbank, construction of buildings, which must not be a rowhouse, cannot exceed a height of 8 meters and the buildings must be at least 2 meters from the land boundary or must be at least 4 meters apart.
- In the area between 15 and 45 meters of both sides of the riverbank, construction of buildings cannot be higher than 16 meters.

(b) Under the Royal Decree on Land Acquisition, it is stipulated that Songwat Road shall be built and widened to 20 meters with the concerned officer being authorized to decide as to when to carry this out, and that the land on which such road shall vest in the state as from the date of the promulgation of the Royal Decree. As such, there is risk of partial land expropriation. However, in designing the project layout, the Company has already reserved the area along the expropriation line in order for the project to be unaffected, with the maximum setback of approximately 10 meters from the centerline of Songwat Road.

(c) The Songwat 1 Project: According to the preliminary legal due diligence of VA1, the legal advisor of the Company finds that some buildings on the area of VA1 are designated as the unregistered historical buildings. The Company shall request for written confirmation on the status of all buildings on the land of VA1 from The Fine Arts Department before the investment in VA1.

In designing the Songwat 1 Project layout, apart from compliance with the FAR and OSR requirements under the town planning law for the red zone area, all aforementioned land use restrictions must also be complied with. The Company accordingly plans to fully utilize the land for its optimum capacity and efficiency as follows: (1) the Songwat 1 Project: construction of a 9-storey building with 7 floors on the ground and 2 floors underground (parking lots) and the Songwat 2 Project: construction of a 7-storey building with 5 floors on the ground and 2 floors underground (parking lots); and (2) the riverfront area: low-rise building/area with a height of not exceeding 8 meters, etc.

(3) Risks involved with property development and business operation which may cause the project to fail to achieve the expected performance

⁴⁴ Based on the property appraisal report of VA1 by Thai Property Appraisal Lynn Phillips Co., Ltd. No. ThorPhor. 21-1886-1-353 dated November 17, 2021 prepared for public purpose, the property appraisal report of RW5 by Thai Property Appraisal Lynn Phillips Co., Ltd. No. ThorPhor. 21-1887-1-354 dated November 17, 2021 prepared for public purpose, and the legal due diligence report of VA1 and RW5 by Weerawong, Chinnawat & Partners Ltd. dated October 28, 2021.

(3.1) Risk from competition among luxury hotels in Bangkok and nearby areas

- Overall details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.1). -

Although there are no riverside luxury hotels in Songwat Road area that are the direct rivals, there are a number of luxury hotels and boutique hotels (which are small-scale hotels with 10 - 45 rooms and not managed by international professionals) along the Chao Phraya River especially on the Phra Nakhon Side, which are deemed as the major competitors of the Songwat Project and the Swan Project (including the OP Place Project and EAC Project of the Company). Such rival luxury hotels, for example, as Mandarin Oriental Hotel (Charoen Krung 40), Capella Bangkok, Shangri-La Bangkok, Four Seasons Hotel Bangkok at Chao Phraya River, Anantara Riverside Bangkok Resort, a hotel under development on Charoen Krung 36 Road, namely Vienna House Bangkok (Sunlakasathan or Rong Phasi Roi Chak Sam), have their own competitive edges and unique selling points.

(3.2) Risk potentially arising from reliance on the target groups which mostly are international tourists with high purchasing power

- Overall details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.2). -

The main target groups of the Songwat Project are foreign customers (approximately 75%) and Thais and expatriates residing in Thailand (approximately 25%), with a focus on couples and families desiring conservation and wellness tourism, wellness travelers, culture/business travelers, couples seeking a romantic experience, online influencers, etc.

(3.3) Risk potentially arising from fast-changing customer behaviors and stimulation by customers' adjustment to COVID-19 situation, likely prompting the Company to align its services with the changing customer demand in each period

- Overall details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.3). -

(3.4) Risk potentially arising from cost overrun

- Details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.4). -

The development of the Songwat 1 Project and the Songwat 2 Project will commence in Q2/2022 and will take approximately 3 years and 9 months to complete, which is not a long period. As structure of the building is not complicate, it is expected that the Company will be able to manage the project cost without difficulty.

(3.5) Risk concerned with application for relevant permits such as the EIA approval, the construction permit, the hotel business license, etc.

The Company will have to apply for all approvals necessary for the development of properties, including the permits for business operation, which will involve a lengthy consideration process. These include the preparation of an environmental impact assessment (EIA) report and the application for the construction permit, the demolition permit, the hotel business license, and the approval from other concerned authorities. Presently, the Company does not file for any application. It shall proceed after the Company receives an approval from this shareholders' meeting

(3.6) Risk of a decline in the project's IRR in the case where the Company does not acquire VA1 and RW5 within 2022 as it has to pay an additional price to the Sellers of VA1 and RW5 Ordinary Shares at 5% per annum

- Details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.6). -

(4) Risk incidental to the past tax burden of VA1 and RW5

- Details are the same as those in Part 2, Transaction 1, Clause 2.2 (4). -

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of the Swan Project
2.1 Advantages and Benefits of the Transaction

(1) This project aligns with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the added value of long-term investment and sustainable growth of the Company.

- Details are the same as those in Part 2, Transaction 1, Clause 2.1 (1). -

The assets being acquired in Transaction 3 are land and constructions of the Swan Hotel which is located on Charoen Krung 36 Road and adjacent to the Company's OP Place Project. The Company will renovate such property into a luxury hotel of only 69 rooms, focusing on customers with high purchasing power, which will enable the Company to generate a stream of stable cash flow and return from such investment as well as growth in its EBITDA and accordingly create added value to the long-term investment and sustainable growth for the Company.

(2) This is the management of the overall hospitality investment portfolio by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.

- Details are the same as those in Part 2, Transaction 1, Clause 2.1 (2). -

The Company will develop a group of luxury hotels in Bang Rak area (Charoen Krung 36 and 40 Roads). The Swan Hotel will offer 69 guest rooms and 3 restaurants and bars.

(3) The Company will acquire land and construction in a prime location with business potentials, next to the OP Place Project whose land is owned by AWC Group, resulting in the acquisition of an adjoining plot of land to enhance land use potential so as to generate cash flow, EBITDA, and recurring income for the Company in the long term.

- Overall details are the same as those in Part 2, Transaction 2, Clause 2.1 (3). -

The land and constructions of the Swan Project are located on Charoen Krung 36 Road, next to the land belonging to AWC Group that will be developed into the OP Place Project and are approximately 210 meters from another plot of land also belonging to AWC Group that will be developed into the EAC Project, thus, ensuring the optimized use of land. The large land plots surrounding this project are possessed by juristic entities such as the Crown Property Bureau, Embassy of France, Assumption College, Catholic Mission Foundation of Thailand, Mandarin Oriental Hotel, the Treasury Department, etc.

The project's advantage is its location, which is suitable for development of a luxury hotel that is ideal for leisure, business contact, traveling, and taking a trip to various places, as follows:

- It is close to many cultural tourist spots along Charoen Krung Road and important historical places in Bang Rak District of Bangkok such as Assumption Cathedral, which is over 113-year Roman Catholic church and one of the most beautiful churches in Thailand; and the historic building Sunlakasathan (Rong Phasi Roi Chak Sam), which was the first office of the Customs Department built during the reign of King Rama V, currently aged more than 130 years and being under development into a hotel of five stars or more with 70 - 80 rooms and scheduled to open in 2025 (land under leasehold right); the Grand Postal Building which was built in 1943; Captain Bush Lane, which is linked to the old Talat Noi community and Yaowarat, etc.
- It is close to the Oriental Pier, which can connect to the river journey that encompasses several projects of the Company such as the Asiatique, the Lhong 1919, the Songwat and other projects along the Chao Phraya River.
- It is approximately 20 meters from Charoen Krung Road, which leads to the important roads such as Yaowarat, Silom, and Sathon.

The Company plans to develop the Swan Project into a luxury hotel under the management of a world-renowned brand, focusing on luxury tourism blended with culture and art tourism under the concept of a time journey from classic to contemporary arts, and also connecting to a leisure travel along the Chao Phraya River under the River Journey scheme. Key selling points of the Swan Project are as follows:

- It will feature a luxury lifestyle hotel with a limited number of guest rooms, thus providing a high level of privacy, together with onsen spa service.

- The rooftop on the 7th Floor will feature a specially designed garden, a swimming pool that stretches along the entire length of the building, and a bar.
- Apart from restaurant and bar of the Swan Hotel, customers may opt to use services at the luxurious banquet room/club lounge of the EAC Project, which is located in a more than century-old building with a view of the Chao Phraya River, and bar of the OP Place.
- There will be a cruising service on the Chao Phraya River in order for customers to enjoy the atmosphere and visit important historic places as well as use services of other riverside projects of the Company.

The Company intends to develop the plots of land on Charoen Krung 36 - 40 Road into the upscale hotels, comprising of (a) the Swan Project, (b) the OP Place Project (which is on the adjoining plot of land and is under development planning), and (c) the EAC Charoen Krung 40 Project which is in the same vicinity. Therefore, the Company is able to develop and link the Swan Project to the OP Place Project, which will allow for joint area management in the future and accordingly enhance the efficiency in land use. Moreover, it will benefit from providing accommodations for the EAC Project's customers who can stay overnight at the Swan Project and the OP Place Project. As such, the 3 projects will support one another and can generate cash flow, EBITDA, and recurring income for the Company in the long term.

(4) The Swan Project will help to enhance capability and competitiveness of the hotel business group under the Plan for Development of the Luxury Hotel Project in Charoen Krung 36 - 40 Area, which is another historic cultural and architectural area, and also to create economies of scale.

The acquisition of assets in the Swan Project will enable the Company to increase its capability under the Plan for Development of the Luxury Hotel Project in Charoen Krung 36 - 40 Area. The selling points include a venue for organizing luxurious events/activities at the EAC Project, which is located in the century-old riverfront building offering an unobstructed view of the Chao Phraya River, and 3 hotels of 3 different styles. The interconnection of the 3 projects, once completed, will increase their competitiveness and attract high income-earning tourists to use their services, as well as enable the optimum use of land and the true fulfillment of customer needs.

After the completed link of the Swan Project with the OP Place Project, the total number of luxury accommodations will increase to 93 - 97 rooms, with total of 6 restaurants, tea rooms and bars, 2 spa service locations, and approximately 115-car parking lots, thus boosting the capacity to cater to a greater number of customers requiring hotel guest rooms. Combined with the EAC Charoen Krung 40 Road Project, there will be an additional 50 rooms of classic style and a venue for luxurious event organizing. The 3 hotels will support the operation of one another under the joint management of the Company's team and will individually provide a complete range of services without vying for customers among them, thus enabling the Company to leverage economies of scale and optimize its resource management.

(5) This is the management of the investment portfolio and diversification of investment risk in the hospitality business through development of luxury hotels in Bang Rak area (Charoen Krung 36 - 40 Roads).

- Details are the same as those in Part 2, Transaction 1, Clause 2.1 (4) and Transaction 2, Clause 2.1 (5). -

(6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.

Investment in Transaction 3 shall increase the Company's total assets from investment in IHC by approximately Baht 882.00 million, comprising of acquisition price of ordinary shares, rights to receive payments under loan agreements and all accrued interest payable, and net working capital of IHC in the total amount of approximately Baht 303.00 million, and project development cost of approximately Baht 579.00 million (inclusive of VAT).

From the consolidated financial statements as of December 31, 2021, the Company had total assets of Baht 138,897.29 million. After the investment in and development of the project is completed, the Company's total assets shall increase to approximately Baht 139,779.29 million,⁴⁵ excluding assets increased from other projects of the Company which are under development and implementation. In

⁴⁵ When combining the 4 projects (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3), the Company's total assets shall increase by Baht 4,497.91 million.

addition, after entering into the transaction, the Company will record an increase in operating income from a rise in rental and relevant service income. This will enlarge size of the Company's business, boost its cash flows, and expand its capital base for development of new potential projects in the future.

(7) The acquisition prices of IHC and the internal rate of return of the Swan Project are appropriate.

The acquisition price of IHC shares and rights to receive payments under loan agreements and all accrued interest payable of IHC of Baht 300.00 million is lower than fair value of assets (land and constructions) of IHC (or value of shares and rights to receive payments under loan agreements and all accrued interest payable of IHC) as appraised by the independent property appraiser at Baht 304.60 million by Baht 4.60 million or by 1.72% of fair value and the rights to receive payments under loan agreements and all accrued interest payable of IHC. Therefore, the Independent Financial Advisor is of the opinion that the acquisition price for the entire shares of IHC and rights to receive payments under loan agreements of IHC of not more than Baht 300.00 million is appropriate.

From the feasibility study of the Swan Project, the Independent Financial Advisor finds that net present value (NPV) of the project, after deduction of the acquisition price for all shares and rights to receive payments under loan agreements and all accrued interest payable of IHC of not more than Baht 300.00 million, is equal to Baht 70.31 million – Baht 194.53 million (Baht 132.62 million in the base case), internal rate of return (IRR) is in a range of 8.67% – 9.62% per annum (9.14% per annum in the base case), which is higher than the discount rate (WACC) of 8.10% per annum, and payback period is 10.57 – 11.95 years from the starting date of income recognition from the Swan Project (from October 1, 2025). Therefore, the Independent Financial Advisor views that the acquisition of the entire ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC with a total value of not more than Baht 300.00 million and the development budget for the Swan Project is a viable investment and such investment is appropriate. *(Please refer to more details in Part 3, Transactions 3, of this report.)*

2.2 Disadvantages and Risks of the Transaction

(1) The Company will incur higher debt obligations, interest expenses, and debt to equity (D/E) Ratio.

- Please refer to details in Part 2, Transaction 1, Clause 2.2 (1) –

(2) Land of the Swan Project is subjected to land use restrictions under the applicable laws.

Land of the Swan Project is located on Charoen Krung 36 Road, Bang Rak District, Bangkok. The area is designated as Red Zone according to the Bangkok Comprehensive Plan (B.E. 2556), which stipulates the Floor Area Ratio (FAR) at not over 10:1 with an FAR bonus of 20% to be granted if space is provided for public use or public park or green building, etc., and the Open Space Ratio (OSR) at not less than 3% with at least 50% of the open space being provided for water to run through for growing trees. In this zone, a hotel is allowed to be constructed with no more than 80 guest rooms (because Charoen Krung 36 Road has a right of way of less than 12 meters and is not within a radius of 500 meters from the mass transit system).

Therefore, the Company plans to fully utilize the land for its optimum capacity and efficiency by constructing a hotel building, with 7 floors on the ground and 3 floors underground as parking lots, offering 69 guest rooms, which does not exceed the legal limits. It will also allocate the area to be in line with the FAR and OSR requirements.

(3) Risks involved with property development and business operation which may cause the project to fail to achieve the expected performance

(3.1) Risk from competition among luxury hotels in the same vicinity

- Details are the same as those in Part 2, Transaction 2, Clause 3.1. -

The Swan Project is in close proximity to (a) Mandarin Oriental Hotel with 368 guest rooms, which is located on the bank of Chao Phraya River and is a globally recognized hotel with the SHA Extra Plus standard, offering a range of versatile guest rooms, 8 restaurants, 5 banquet rooms, a spa health center, etc., and (b) Vienna House Bangkok (Sunlakasathan or Rong Phasi Roi Chak Sam), which is located on Charoen Krung 36 Road and is scheduled for opening in 2025 as a 5-star boutique hotel with 70 – 80 guest rooms on a land area of over 5 rai, boasting the old neoclassical building with an interesting historical background story and with over 72 meters of the Chao Phraya river frontage.

Since the Mandarin Oriental Hotel and all other properties under development in this vicinity are classified as luxury hotels, the area of Charoen Krung 36 – 40 Roads is thus upgraded to a luxury culture tourism destination with the unique local identity.

(3.2) Risk potentially arising from reliance on the target groups which mostly are international tourists with high purchasing power

- Overall details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.2) and Part 2, Transaction 2.1 and Transaction 2.2, Clause 2.2 (3.2). –

(3.3) Risk potentially arising from fast-changing customer behaviors and stimulation by customers' adjustment to COVID-19 pandemic, likely prompting the Company to align its services with the changing customer demand in each period

- Overall details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.3). –

(3.4) Risk potentially arising from cost overrun

- Details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.4). –

The Swan Project will begin demolition of the old building and construction of a new building in Q1/2022 and will take approximately 3 years to complete, which is not a long period. As the structure of the building is not complicate, it is expected that the Company will be able to manage the project cost without difficulty.

(3.5) Risk concerned with application for relevant permits such as the EIA approval, the demolition permit, the construction permit, the hotel business license, etc.

The Company will have to apply for all approvals necessary for the development of properties, including the permits for business operation, which will involve a lengthy consideration process. These include the preparation of an environmental impact assessment (EIA) report and the application for the building demolition permit, the construction permit, the hotel business license, etc. Presently, the Company does not file for any application. It shall proceed after the Company receives an approval from this shareholders' meeting.

(3.6) Risk of a decline in the project's IRR in the case that the Company does not acquire IHC within 2022 as it has to pay an additional price to the Sellers of IHC Ordinary Shares at 5% per annum

- Details are the same as those in Part 2, Transaction 1, Clause 2.2 (3.6). –

(4) Risk incidental to the past tax burden of IHC

- Details are the same as those in Part 2, Transaction 1, Clause 2.2 (4). –

3. Comparison of Advantages and Disadvantages between Entering into the Transactions with Connected Persons and Transactions with the Third Parties

3.1 Benefits and Advantages of Entering into the Transactions with Connected Persons and Transactions with the Third Parties

(1) Increase of advantages and competitiveness, while sustaining the Company's leadership in real estate development business and aligning with the policy on elimination of a conflict of interest

By entering into the transactions, the Company will still benefit from the right to access the Grantors' land bank, which comprises of several large plots of land in prime areas including the properties in these 4 transactions, that are available for future project development when the Company is ready without the need to invest in those properties in advance for a long period of time. This will also limit the opportunity to access potential land lots of both existing and new rivals that will enter the property development business in various forms.

In addition, the Company shall benefit from the flexibility of the Sellers of HW9, VA1, RW5, and IHC Ordinary Shares such as the termination of acquisition of HW9 and/or VA1 and/or RW5 and/or IHC ordinary shares after December 31, 2022 without any penalty. In the event that the acquisition of HW9 and/or VA1 and/or RW5 and/or IHC ordinary shares is not completed within December 31, 2022, the Company can develop the projects before paying the acquisition price of ordinary shares. The Company can also ask the Sellers of HW9 and/or VA1 and/or RW5 and/or IHC Ordinary Shares to advance project development cost. In this regard, the Company is required to pay additional price at a rate of 5% per

annum⁴⁶ of total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest of HW9 and/or VA1 and/or RW5 and/or IHC + project development cost that the Sellers of HW9 and/or VA1 and/or RW5 and/or IHC Ordinary Shares paid in advance (if any) + working capital and liabilities as at the Closing Date.

Since HW9, VA1, RW5, and IHC Share Purchase Agreements do not specify agreement term, thus, if the Company receives an approved from the shareholders' meeting to enter into Agenda 7.1 (Transaction 1), Agenda 7.2 (Transaction 2.1 and Transaction 2.2), and Agenda 7.3 (Transaction 3) and the Company decides to start the investment in these projects several years after December 31, 2022, the Company's management should then reconduct an analysis on such project investment based on the most updated information available at that time in order to reassure the projects' feasibility and rates of return before making an investment decision.

Therefore, the entering into these transactions will support the Company's plan for continuous growth which will help create the advantages and enhance its competitiveness against other large developers, thereby providing one of the key strengths for the Company.

Moreover, the asset acquisitions in these 4 transactions are under the Right Granting Agreement as disclosed in the registration statement for securities offering and the IPO filing & prospectus of the Company. Hence, conflict of interest between the Company and the Grantors, who are the major shareholders of the Company, can be eliminated. The Company shall be able to dramatically grow from the development of assets acquired under the Right Granting Agreement.

(2) The Company has an opportunity to study information on the interesting properties as a basis for further planning and analysis of project feasibility before making an investment decision, together with flexibility in coordination.

By entering into the Right Granting Agreement with TCC Group, the Company can obtain information on all plots of land and projects of TCC Group as requested, including information on 4 transactions, in order to consider and study on project development feasibility in details. If any project is found feasible, the Company will then make an investment decision case by case.

Thus, the entering into these transactions with TCC Group, which is a connected person, will provide the Company with the opportunity to study information on the interesting properties as a basis for further planning and analysis of project feasibility before making an investment decision, together with the flexibility in coordination.

(3) The Company can keep confidential information of the project development during the negotiation for property acquisition.

During the initial period of information review, contact, and procurement of land or projects for development under the Company's strategy, the Company needs to keep this confidential in order to ensure that the information is not leaked to its competitors before it is disclosed publicly.

Therefore, the entering into these transactions with TCC Group, who is a connected person, will limit the access to this information within the group, which will be more beneficial to the Company's competitiveness.

(4) The Company will indirectly gain benefit from the broad network and mutual support among diverse businesses in TCC Group.

TCC Group is one of the large conglomerates in Southeast Asia. It currently operates 5 main types of businesses consisting of: (a) food and beverage business group comprising of Thai Beverage Group, Fraser & Neave Group, Oishi Group, Sermasuk Group, Beverage Corporation (Sabeco) Group; (b) industrial and trading business group comprising of Berli Jucker Group and MM Mega Market Group; (c) finance and insurance group comprising of Thai Group Holdings Business Group; (d) agricultural and agro industrial business group comprising of Siam Food Products Group; and (e) property business group both in Thailand and at international level.

Apart from transactions carried out through the Right Granting Agreement, the Company and TCC Group have entered into mutual transactions whereby each party can leverage the strengths of the other party to support and grow together. Revenues earned by the Company from TCC Group made up approximately 6%, 4%, and 3% of its total revenues in 2019 - 2021 respectively, whereas expenses

⁴⁶ The Company shall incur additional project cost of 5.00% (additional price paid to the Sellers of HW9/VA1/RW5/IHC Ordinary Shares) – 1.95% (current interest rate on loan of the Company, a part of which is referenced from THBFIX) = 3.05% per annum as mentioned in the disadvantages and risk of Transaction 1- 3 in Clause 2.2, Sub-clause (3.6) of this report.

paid to TCC Group were approximately 4%, 3%, and 3% of its total expenses in 2019 - 2021 respectively.

Therefore, the Company will indirectly gain benefit from the broad network and mutual support among diverse businesses in TCC Group whereby each party can leverage the strengths of the other party to support and grow together.

3.2 Disadvantages of Entering into the Transactions with Connected Persons and Transactions with the Third Parties

(1) The Company has to rely on the connected persons (the Grantors) in procuring properties for its project development.

In its land procurement, the Company will consider both land of third parties and land under the Right Granting Agreement subject to the same criteria. Under the Right Granting Agreement, the Company will benefit from the right to access the Grantors' land bank, which comprises of several large plots of land in prime areas that are available for future project development when the Company is ready. Moreover, the Company can easily access the information required for decision making when compared to requesting the information from third parties. At the same time, some of its staff members have been acquainted with the land and have studied information for a certain period of time before entering into the transaction process and decision making on the land procurement under the Right Granting Agreement. Therefore, the Company has, over the past 2-3 years, purchased properties mainly from the Grantors, including these transactions, resulting in the reliance on the connected persons (the Grantors) in procuring properties for its project development.

(2) The entering into the 4 transactions are classified as large transactions according to the connected transaction criteria, thus, the Company is required to seek for approval for connected transactions and appoint an independent financial advisor to provide opinion to its shareholders, as well as to disclose detailed information on the projects and incur additional expenses on holding a shareholders' meeting.

The entering into the 4 transactions are classified as material connected transactions. Therefore, the Company is required to hold a shareholders' meeting to approve the entering into the connected transactions and appoint an independent financial advisor to render opinion on such transactions. The Company must also disclose detailed and adequate information on the project development and financial projection of the projects to the shareholders in order to make a decision, thus allowing its competitors to know its move and to probably adjust their competition strategies. Moreover, the Company will incur additional expenses on holding the shareholders' meeting to approve the connected transactions, compared with entering into the transactions with the third parties which are not classified as connected transactions.

However, an investment decision under the Rights Granting Agreement with the Grantors who own a large land bank and a great number of projects is considered beneficial to the Company. Besides, as the Company has no access and no offering from any other party, comparison with transactions with any third party may be impractical in this case.

4. Other Analyses

4.1 Sufficiency of Source of Funds for the Transactions

In order to fund the 4 transactions, the Company will entirely use loans from financial institutions, of which it is able to draw down from time to time as deemed necessary. The main source of funds will be borrowing from financial institutions, comprising of (a) working capital facilities under the Revolving Development Credit Program – Cum Debenture ("RD CD") of Baht 30,000 million, which allows for the drawdown of loan to finance project investment and development and, after project completion and start of income recognition, the use of cash flow from operation or from debenture issuance for repaying such loan, providing the Company with revolving credit for further development of other projects (that is, the total credit line at any time shall not exceed Baht 30,000 million); and (b) term loans.

Forecasted use and source of fund are as follows:

Description/Project (Unit: Baht million)	Initial Investment Amount	Project Development Amount	Total	Source of Funds	Estimated Investment Period
Transaction 1			1,978.60		
(a) Acquisition price of HW9 ordinary shares ^{1/}	442.38			(a) RDCD facilities and (b) term loans, with the available undrawn balance as of the end of 2021 of Baht 8,000 million and Baht 2,500 million respectively ^{2/}	Within 2022
(b) Cost of project development		1,536.22			Year 2022 – Q3/2025
Transaction 2.1 and 2.2			1,637.31		
(a) Acquisition price of VA1 and RW5 ordinary shares ^{1/}	450.50 + 202.97				Within 2022
(b) Cost of project development		660.27 + 323.57			Year 2022 – Q1/2026
Transaction 3			882.00		
(a) Acquisition price of IHC ordinary shares ^{1/}	303.00				Within 2022
(b) Cost of project development		579.00			Year 2022 – Q4/2025
รวม	1,398.85	3,099.06	4,497.91		

Remark: 1/ Including rights to receive payments under loan agreements and all accrued interest payable as well as net working capital.

2/ Credit facilities from local financial institutions for financing the projects in Transactions 1 - 3 only, of which the Company will draw down in Baht currency. As of the end of 2021, the total undrawn balance of loans (a) and (b) amounts to Baht 82,523.82 million.

The Company believes that it has adequate funds for future project development.

4.2 Appropriateness of Conditions in the Draft Share Purchase Agreements

After reviewing the Draft Share Purchase Agreements (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3), the Independent Financial Advisor is of the opinion that conditions in the agreements are appropriate and in accordance with normal business practices.

The Draft Share Purchase Agreements specify a special term regarding the payment that "In the event that purchasers and the sellers do not complete the sale and purchase of shares within December 31, 2022 for any reason, the purchasers have the right to terminate the agreement without any penalty by notifying the sellers in written notice. However, if the purchasers still wish to purchase the shares, the purchasers agree to pay an additional price of 5% per annum of the acquisition price, net working capital, accounting liabilities, and project investment (if any) until the date on which the share acquisition is completed".

The Independent Financial Advisor views that (a) the Company shall benefit from the flexibility of the Sellers of HW9, VA1, RW5, and IHC Ordinary Shares if the Company is unable to complete the acquisition within December 31, 2022, the Company can develop the projects before paying the acquisition price of ordinary shares. The Company can also ask the Sellers to advance project development cost. In this regard, the Company has to pay additional price of 5% per annum; (b) the Company can choose to borrow from financial institutions and pay interest on loan to financial institution and use such funds for project development or pay additional price at a rate of 5% per annum to the Sellers, and still be able to develop the projects (without any collateral for the Sellers). The option under (b) is at the Company's discretion. If the Company considers that the borrowing from financial institution has higher interest rate or inferior conditions or the Company can invest such amount and earn more than 5% return, the payment of additional price of 5% per annum to the Sellers after December 31, 2022 shall benefit the Company. The Independent Financial Advisor, therefore, views that the condition regarding additional price of 5% per annum shall provide more flexibility and option for project financing which will eventually benefit the Company.

(Please refer to summary of Draft Share Purchase Agreements (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3) in Clause 9.1.1, 9.1.2, 9.1.3, and 9.1.4 of the Information Memorandum of Asset Acquisitions and Connected Transactions under Schedule 2 (Enclosure No. 4) enclosed with this notification to the shareholders' meeting)

5. Summary of Opinion of the Independent Financial Advisor on Reasonableness of the Asset Acquisitions and Connected Transactions

The acquisition of all ordinary shares and acceptance of transfer of rights to receive payments under loan agreements and all accrued interest payable, including estimated current assets and liabilities (net working capital) of HW9 (for The Imperial Golden Triangle Resort Project), VA1 (for the Songwat 1 Project), RW5 (for the Songwat 2 Project), and IHC (for the Swan Project) is the investment in order to acquire land and constructions and land with readiness for development of luxury hotels that aligns with the Company's plan and strategy for business operation. It will also help to create added value to the Company through consistent investment in various property development. These properties are located in prime locations with a strong potential and different advantages of each area.

In addition, such investment is in line with the property development plan indicated in the prospectus for initial public offering (IPO) of newly issued ordinary shares of the Company and also in line with the Right Granting Agreement and the Memorandum of Agreement on Investment in 2019, whereby the Company has received support from its connected person, TCC Group (group of companies of the Grantors, namely Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi) which owns a massive land bank in Thailand. This has enabled the Company to continuously access TCC Group's quality land and real estates in prime locations and be entitled to purchase some properties from TCC Group for its future project development.

Therefore, this investment will allow for ongoing property development and portfolio management of the Company, which will lead to consistent and sustainable growth in the future and help to add value to long-term investment and enhance the Company's growth potential as well as benefits to the Company and all shareholders.

The Company will gain benefits from the asset acquisition transactions and the connected transactions as follows:

Transaction 1: Acquisition of Ordinary shares of Hotels World 9 Co., Ltd. in order to Acquire Land and Constructions for Development of the Imperial Golden Triangle Resort Project

Advantages and benefits of entering into the transaction 1 are as follows:

- (1) This project aligns with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the added value of long-term investment and sustainable growth of the Company.
- (2) This is the management of the overall hospitality investment portfolio at the right timing by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.
The project will feature luxury hotel focusing on wellness tourism together with the selling point of glasshouse restaurant alongside the river and boat restaurant as well as the cultural tourism in the Golden Triangle area under management of world-renowned brand.
- (3) The Company will acquire plots of land in prime locations with business potentials, which are difficult to find and acquire at present and are suitable for development of luxury hotels of a style unique to each area so as to continuously generate cash flow, EBITDA and income for the Company in the long term.
- (4) This is the management of investment portfolio and diversification of investment risk in the hospitality business, which will feature the first hotels of AWC Group in Chiang Rai Province, and expansion of hotel portfolio to a secondary city whose tourism will be promoted by the government sector and driven by domestic demand after COVID-19 situation.
- (5) This is an investment in the properties with existing buildings and systems that can be utilized, leading to shorter development period.
- (6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.
- (7) The acquisition price of HW9 and the internal rate of return of The Imperial Golden Triangle Resort Project are appropriate.

However, Transaction 1 is associated with the following disadvantages and risks as follows:

- (1) The Company will incur higher debt obligations, interest expenses, and debt to equity (D/E) Ratio.

- (2) Land of The Imperial Golden Triangle Resort Project is subjected to land use restrictions under the applicable laws.
- (3) Risks involved with property development and business operation which may cause the project to fail to achieve the expected performance:
 - (3.1) Risk from competition among luxury hotels in the same vicinity;
 - (3.2) Risk potentially arising from reliance on the target groups which mostly are international tourists with high purchasing power;
 - (3.3) Risk potentially arising from fast-changing customer behaviors and stimulation by customers' adjustment to COVID-19 pandemic, likely prompting the Company to align its services with the changing customer demand in each period;
 - (3.4) Risk potentially arising from cost overrun;
 - (3.5) Risk concerned with application for relevant permits such as the EIA approval, construction permit, building modification permit, hotel business license, etc. Presently, the Company does not file for any application. It shall proceed after the Company receives an approval from this shareholders' meeting; and
 - (3.6) Risk of a decline in the project's IRR in the case that the Company does not acquire HW9 within 2022 as it has to pay an additional price to the Sellers of HW9 Ordinary Shares at 5% per annum.
- (4) Risk incidental to the past tax burden of HW9.
 The legal due diligence of HW9 was conducted only on the current cases. From such legal due diligence, there are no court cases, disputes, or other legal proceedings that have not been finalized but the Company may still be prone to risk incidental to the past tax burden of HW9. However, the Sellers of HW9 Ordinary Shares have provided the representation and warranty and also specified the liability for such tax in the Draft HW9 Share Purchase Agreement. There is also a condition that the Purchasers of HW9 Ordinary Shares must notify the Sellers of HW9 Ordinary Shares of the liability for any damage caused by the Sellers of HW9 Ordinary Shares' breach of the representation and warranty within 12 months from the date of sale and purchase of the shares (if any). Therefore, once the Company has acquired HW9 shares, it should thoroughly review all risks and notify the Sellers of HW9 Ordinary Shares of its request in writing within 12 months from the date of sale and purchase of the shares (if there is any issue).

Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. in order to Acquire Land for Development of the Songwat 1 Project, and

Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat 2 Project and

Advantages and benefits of entering into Transaction 2.1 and Transaction 2.2 are as follows:

- (1) The projects align with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the added value of long-term investment and sustainable growth of the Company.
- (2) This is the management of the overall hospitality investment portfolio by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.
- (3) The Company will acquire plots of land in prime locations with business potentials, which currently are difficult to find in that area and are located on the bank of the Chao Phraya River, opposite the Lhong 1919 Project that will be linked together as a group of projects on both banks of the Chao Phraya River, so as to continuously generate cash flow, EBITDA, and income for the Company in the long term.
- (4) The Songwat Project will enhance competitiveness of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project and can achieve economies of scale from the full utilization of land and central facilities (such as fitness center, spa, swimming pool, meeting rooms, restaurants and bars, and parking area) of the Songwat 1 Project, the Songwat 2 Project, and the Lhong 1919 Project (which is located on the bank of the Chao Phraya River, opposite to the Songwat Project). The customers can visit/use service of other nearby projects of the Company such as the Mixed-use Woeng Nakhon Kasem Project, the Swan Project, the OP Place Project, and the EAC Project.

- (5) This is the management of the investment portfolio and diversification of investment risk in the hospitality business through development of luxury hotels on the bank of the Chao Phraya River in the inner Bangkok area.
- (6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.
- (7) The acquisition prices of VA1 and RW5 and the internal rates of return of the Songwat 1 and the Songwat 2 Projects are appropriate.

However, Transaction 2.1 and Transaction 2.2 are associated with the disadvantages and risks similar to those of Transaction 1.

According to the preliminary due diligence of VA1, the legal advisor of the Company found that some buildings on the area of VA1 are designated as the unregistered historical buildings. The Company shall request for the confirmation on the status of all buildings on land of VA1 from The Fine Arts Department before making investment in VA1.

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. in order to Acquire Land for Development of the Swan Project

Advantages and benefits of entering into Transaction 3 are as follows:

- (1) This project aligns with the strategy for overall business operation and the plan for real estate development of the Company, which will lead to the added value of long-term investment and sustainable growth of the Company.
- (2) This is the management of the overall hospitality investment portfolio by increasing number of guest rooms and ratio of luxury hotels in the Company's portfolio to respond to the lifestyle of the target groups that have high purchasing power and are least affected by COVID-19 pandemic.
- (3) The Company will acquire land and construction in a prime location with business potentials, next to the OP Place Project whose land is owned by AWC Group, resulting in the acquisition of an adjoining plot of land to enhance land use potential so as to generate cash flow, EBITDA, and recurring income for the Company in the long term.
- (4) The Swan Project will help to enhance capability and competitiveness of the hotel business group under the Plan for Development of the Luxury Hotel Project in Charoen Krung 36 - 40 Area, which is another historic cultural and architectural area, and also to create economies of scale from the full utilization of land and central facilities (such as fitness center, spa, swimming pool, meeting rooms, restaurants and bars, and parking area) of the Swan Project, the OP Place Project, and the EAC Project. The customers can visit/use service of other nearby projects of the Company such as the Mixed-use Woeng Nakhon Kasem Project, the Songwat 1 Project, the Songwat 2 Project, and the Lhong 1919 Project (which is located on the bank of the Chao Phraya River, opposite to the Songwat Project).
- (5) This is the management of the investment portfolio and diversification of investment risk in the hospitality business through development of luxury hotels in Bang Rak area (Charoen Krung 36 - 40 Roads).
- (6) Enlargement of size of the Company's business leads to higher operating income and increase of performing assets that can generate more revenue in the long run.
- (7) The acquisition prices of IHC and the internal rate of return of the Swan Project are appropriate.

However, Transaction 3 is associated with the disadvantages and risks similar to those of Transaction 1.

Benefits and advantages of entering into the transactions with connected persons in comparison with the transactions with the third parties are as follows:

- (1) Increase of advantages and competitiveness, while sustaining the Company's leadership in real estate development business and aligning with the policy on elimination of a conflict of interest

In addition, the Company shall benefit from the flexibility of the Sellers of HW9, VA1, RW5, and IHC Ordinary Shares such as the termination of acquisition of HW9 and/or VA1 and/or RW5 and/or IHC ordinary shares after December 31, 2022 without any penalty. In the event that the acquisition of HW9 and/or VA1 and/or RW5 and/or IHC ordinary shares is not completed within December 31, 2022, the Company can develop the projects before paying the acquisition price of ordinary shares. The Company can also ask the Sellers of HW9 and/or VA1 and/or RW5 and/or IHC Ordinary Shares

to advance project development cost. In this regard, the Company is required to pay additional price at a rate of 5% per annum⁴⁷ of total acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest of HW9 and/or VA1 and/or RW5 and/or IHC + project development cost that the Sellers of HW9 and/or VA1 and/or RW5 and/or IHC Ordinary Shares paid in advance (if any) + working capital and liabilities as at the Closing Date. Since HW9, VA1, RW5, and IHC Share Purchase Agreements do not specify agreement term, thus, if the Company receives an approval from the shareholders' meeting to enter into Agenda 7.1 (Transaction 1), Agenda 7.2 (Transaction 2.1 and Transaction 2.2), and Agenda 7.3 (Transaction 3) and the Company decides to start the investment in these projects several years after December 31, 2022, the Company's management should then reconduct an analysis on such project investment based on the most updated information available at that time in order to reassure the projects' feasibility and rates of return before making an investment decision.

- (2) The Company has an opportunity to study information on the interesting properties as a basis for further planning and analysis of project feasibility before making an investment decision, together with flexibility in coordination.
- (3) The Company can keep confidential information of the project development during the negotiation for property acquisition.
- (4) The Company will indirectly gain benefit from the broad network and mutual support among diverse businesses in TCC Group.

Disadvantages of entering into the transactions with connected persons in comparison with the transactions with the third parties are as follows:

- (1) The Company has to rely on the connected persons (the Grantors) in procuring properties for its project development.
- (2) The entering into the 4 transactions is classified as large transactions according to the connected transaction criteria, thus, the Company is required to seek for approval for connected transactions and appoint an independent financial advisor to provide opinion to its shareholders, as well as to disclose detailed information on the projects and to incur additional expenses on holding a shareholders' meeting.

However, an investment decision under the Rights Granting Agreement with the Grantors who own a large land bank and a great number of projects is considered beneficial to the Company. Besides, as the Company has no access and no offering from any other party, comparison with transactions with any third party may be impractical in this case.

The appropriateness of the Draft Share Purchase Agreements

After considering the appropriateness of conditions of the Draft Share Purchase Agreements (Transaction 1, Transaction 2.1, Transaction 2.2, and Transaction 3), the Independent Financial Advisor views that conditions of the relevant agreements are appropriate and in normal course of business.

The Draft Share Purchase Agreements specify a special term regarding the payment that "In the event that purchasers and the sellers do not complete the sale and purchase of shares within December 31, 2022 for any reason, the purchasers have the right to terminate the agreement without any penalty by notifying the sellers in written notice. However, if the purchasers still wish to purchase the shares, the purchasers agree to pay an additional price of 5% per annum of the acquisition price, net working capital, accounting liabilities, and project investment (if any) until the date on which the share acquisition is completed".

The Independent Financial Advisor views that (a) the Company shall benefit from the flexibility of the Sellers of HW9, VA1, RW5, and IHC Ordinary Shares if the Company is unable to complete the acquisition within December 31, 2022, the Company can develop the projects before paying the acquisition price of ordinary shares. The Company can also ask the Sellers to advance project development cost. In this regard, the Company has to pay additional price of 5% per annum; (b) the Company can choose to borrow from financial institutions and pay interest on loan to financial institution and use such funds for project development or pay additional price at a rate of 5% per annum to the Sellers, and still be able to develop the projects (without any collateral for the Sellers). The option under

⁴⁷ The Company shall incur additional project cost of 5.00% (additional price paid to the Sellers of HW9/VA1/RW5/IHC Ordinary Shares) – 1.95% (current interest rate on loan of the Company, a part of which is referenced from THBFIX) = 3.05% per annum as mentioned in the disadvantages and risk of Transaction 1- 3 in Clause 2.2, Sub-clause (3.6) of this report.

(b) is at the Company's discretion. If the Company considers that the borrowing from financial institution has higher interest rate or inferior conditions or the Company can invest such amount and earn more than 5% return, the payment of additional price of 5% per annum to the Sellers after December 31, 2022 shall benefit the Company. The Independent Financial Advisor, therefore, views that the condition regarding additional price of 5% per annum shall provide more flexibility and option for project financing which will eventually benefit the Company.

After considering objectives and necessities of the transactions as well as advantages, disadvantages, benefits, and risks, the Independent Financial Advisor is of the opinion that the asset acquisition and connected transactions under the 4 transactions shall benefit the Company and most of the risks are associated with the operation in the normal course of business. **Therefore, asset acquisition and connected transactions under these 4 transactions are considered reasonable.**

Part 3: Opinion of the Independent Financial Advisor on the Appropriateness of the Acquisition Price and Conditions of the Asset Acquisitions and Connected Transactions

The Independent Financial Advisor evaluates the appropriateness of acquisition prices of assets by considering initial investment, which is the acquisition price of assets being acquired in these transactions and project development costs. Details of which are as follows:

Transaction 1: Acquisition of Ordinary Shares of Hotel World 9 Co., Ltd. ("HW9") in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project

The Company and/or its subsidiaries will purchase 200,000 ordinary shares of HW9 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of HW9, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of HW9, for at a total value of approximately Baht 438.00 million.⁴⁸ The Company also plans to make additional investment for development of The Imperial Golden Triangle Resort Project at the amount of Baht 1,536.22 million (inclusive of VAT).

Transaction 2.1: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. ("VA1") in order to Acquire Land for Development of the Songwat 1 Project

The Company and/or its subsidiaries will purchase 500,000 ordinary shares of VA1 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of VA1, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of VA1, for at a total value of approximately Baht 446.04 million.⁴⁹ The Company also plans to make additional investment for development of the Songwat 1 Project at the amount of Baht 660.27 million (inclusive of VAT).

Transaction 2.2: Acquisition of Ordinary Shares of Retail World 5 Co., Ltd. ("RW5") in order to Acquire Land for Development of the Songwat 2 Project

The Company and/or its subsidiaries will purchase 100,000 ordinary shares of RW5 with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of RW5, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of RW5, for at a total value of approximately Baht 200.96 million.⁵⁰ The Company also plans to make additional investment for development of the Songwat 2 Project at the amount of Baht 323.57 million (inclusive of VAT).

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoenkrung Co., Ltd. ("IHC") in order to Acquire Land for Development of the Swan Project

The Company and/or its subsidiaries will purchase 10,000 ordinary shares of IHC with par value of Baht 10 per share, representing 100% of total issued and paid-up shares of IHC, and accept the transfer of rights to receive payments under loan agreements and all accrued interest payable of IHC, for at a total value of approximately Baht 300.00 million.⁵¹ The Company also plans to make additional investment for development of the Swan Project at the amount of Baht 579.00 million (inclusive of VAT).

In determining fair value of the assets being acquired, the Independent Financial Advisor evaluates the appropriateness of the transactions based on information and documents obtained from the Company such as business plans of the Company, feasibility and financial forecasts of these 4 projects, audited financial statements and internal financial statements of HW9, VA1, RW5, and IHC, historical performance of AWC's comparable 7 hotels in central Bangkok namely The Athenee Hotel Bangkok, The Okura Prestige Bangkok, Bangkok Marriott Marquis Queen's Park Hotel, Bangkok Marriott Hotel The Surawongse, Hilton Sukhumvit Bangkok, Le Meridien Bangkok, and Double Tree by Hilton Hotel Sukhumvit, and other 6 hotel projects of AWC located in up-country, namely, Le Meridien Chiang Mai, Sheraton Samui Resort, Banyan Tree Samui, Vana Belle A Luxury Collection Resort - Koh Samui, Hua Hin Marriott Resort & Spa, and Phuket Marriott Resort & Spa - Nai Yang Beach, and other relevant

⁴⁸ Please refer to Footnote 1 on Page 2.

⁴⁹ Please refer to Footnote 7 on Page 3.

⁵⁰ Please refer to Footnote 9 on Page 4.

⁵¹ Please refer to Footnote 11 on Page 5.

documents including publicly disclosed information, such as Registration Statement for Securities Offering (Form 69-1) and IPO Prospectus of the Company, audited and reviewed financial statements of the Company, Information Memorandum on Asset Acquisitions and Connected Transactions of the Company, the property appraisal reports by CBRE (Thailand) Co., Ltd. and Thai property Appraisal Lynn Phillips Co., Ltd., industry information, financial information from various websites, and information from the SEC's website (www.sec.or.th) and the SET's website (www.set.or.th).

The Independent Financial Advisor renders its opinion based on the assumptions that all information and documents are accurate and complete, and reflects current and normal operating environment and most up-to-date information at the time of issuance of this report. Any change of such information may have material impact on business operation of the Company regarding the entering into these transactions and the Independent Financial A's opinion on these transactions as well as the shareholders' decisions.

Transaction 1: Acquisition of Ordinary Shares of Hotels World 9 Co., Ltd. ("HW9") in order to Acquire Land and Constructions for Development of The Imperial Golden Triangle Resort Project and the Project Development

Core assets of HW9 are 3 plots of land with total area of 22-1-48 Rai (35,792 sq.m. or 8,948 sq.wah) and building and constructions. Since the Company shall accept the transfer of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 (as at the Closing Date, the Company shall become lender of HW9 instead of the existing lenders), thus, in order to determine value of HW9 ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 and investment in The Imperial Golden Triangle Resort Project, the Independent Financial Advisor applied valuation approaches as follows:

- 1) Evaluate fair value of ordinary shares and rights to receive payments under loan agreement of HW9 by comparing with the appraisal price of land and constructions determined by the independent property appraiser.
- 2) In determining the appropriateness of investment in The Imperial Golden Triangle Resort Project, the Independent Financial Advisor considered future free cash flow (FCF) of The Imperial Golden Triangle Resort Project to calculate:
 - Internal rate of return ("IRR") of The Imperial Golden Triangle Resort Project
 - Net present value ("NPV") of The Imperial Golden Triangle Resort Project by using the weighted average cost of capital ("WACC") of Golden Triangle Resort Project as a discount rate, and
 - Payback Period ("PB") of The Imperial Golden Triangle Resort Project.

Summary of the valuation are as follows:

1.1 Fair value of Ordinary Shares and Rights to Receive Payments under Loan Agreements of HW9

The Independent Financial Advisor has determined fair value of ordinary shares and rights to receive payments under loan agreements of HW9 (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest) by comparing to the appraised price of land and constructions determined by the independent property appraiser.

The Company appointed CBRE (Thailand) Co., Ltd., ("CBRE" or "Independent Property Appraiser"), an independent property appraiser approved by the SEC, to appraise value of land and constructions. The Independent Property Appraiser conducted the property appraisal on November 1, 2021, for public purpose, to determine a fair market value of the assets according to the appraisal report dated December 16, 2021 (No. I214022001) by using the Cost Approach and Income Approach for evaluation of Asset Group 1 and Market Comparison Approach for Asset Group 2. Details of the asset appraisal are as follows:

Details of Assets Appraisal

The assets appraisals were made on plots of land and hotel, namely, The Imperial Golden Triangle Resort located at 222 Moo 1, Wiang Sub-district, Chiang Saen District, Chiang Rai, on land areas of 22-1-48 rai (35,792 sq.m. or 8,948 sq.wah). The assets were separated into 2 groups based on the utilization of assets as follows:

Asset Group 1: The Imperial Golden Triangle Report located on 2 plots of land with total area of 21-3-52 rai (35,008 sq.m. or 8,752 sq.wah). Three main buildings are located on these lands with a total area of 9,020 sq.m., comprising of 5-storey hotel building, 3-storey restaurant building, and a theatre (or multi-function) building. Besides, there are 11 supporting buildings.

Asset Group 2: Land and constructions alongside the Ruak River, comprised of a plot of land with total area of 0-1-96 rai (784 sq.m. or 196 sq.wah). The Independent Property Appraiser found that the construction located on such land, which is a 2-storey reinforced concrete building, was ruined and in unusable conditions.

- Land

No.		Title Deed No.	Land No.	Survey Page No.	Land Area as per Title Deed			Owner	Encumbrance
					Rai	Ngan	Sq.wah		
Asset Group 1									
1		17060	54	4228	8	3	55	Hotel World 9 Co., Ltd.	none
2		17061	53	4227	12	3	97		none
Total – Asset Group 1					21	3	52		

No.	Title Deed No.	Land No.	Survey Page No.	Land Area as per Title Deed			Owner	Encumbrance
				Rai	Ngan	Sq.wah		
Asset Group 2								
3	11037	86	2917	0	1	96	Hotel World 9 Co., Ltd	none
	Total – Asset Group 2			0	1	96		
	Total Area of Appraised Land			22	1	48		

- Buildings and constructions**

Details of main construction buildings with total area of 9,020 sq.m. and the supporting buildings with total area of 921 sq.m. are as follows:

No.	Details	Construction Area (sq.m.)	Land Size (width x length)
Main buildings			
1	5-storey hotel building	6,205.00	83 x 38
2	3-storey restaurant building	1,900.00	23 x 38
3	Theatre building	915.00	25 x 42
Total main building areas		9,020.00	
Supporting buildings			
4	Clubhouse	96.00	12 x 8
5	Swimming pool	375.00	15 x 25
6	Controlling system building	63.00	6 x 10.5
7	Power plant	35.00	5 x 7
8	Garbage shed	28.00	4 x 7
9	Garage 1	102.00	17 x 6
10	Garage 2	40.00	4 x 10
11	Guard house	9.00	3 x 3
12	Water work building	47.00	11 x 5
13	Residence 1	96.00	6 x 16
14	Residence 2	30.00	6 x 5
Total supporting building area		921.00	
Other constructions			
	Paved road with drain	3,000.00	
	Concrete patio with drain	2,000.00	
	Landscape area	18,000.00	

- Facilities and system**

The facilities and system comprise of air-condition system, fire protection system, transportation system, electrical system, communication system, sanitation, and management system.

1.1.1 Appraisal of Asset Group 1

The Independent Property Appraiser employed the Cost Approach to determine fair market value for the existing use of assets, and applied the Income Method of Valuation as a check method. Summary of the valuation are as follows;

(a) Cost Approach

o Land

The Independent Property Appraiser employed the Market Comparison Approach to determine fair market value of such land by selecting market data on comparable land that was offered for sale or sold. Subsequently, the adjustment was made to reflect the difference between the appraised land and the actual selling price of the comparable assets. In this regard, there were 4 selected data of land for comparison having an offering price/selling price in a range of Baht 12,500 – 17,136/sq.wah which is located on Chiang Saen district. Then, value of land was determined by taking into consideration various factors such as location, size and shape of land, characteristics, type and quality of development, and time period. The Weighted Quality Score was then applied to adjust value of the comparable asset.

Affected Factors	Appraisal Land	Data 1	Data 2	Data 3	Data 4
Type of property	Land and constructions	Vacant land	Vacant land	Mekong riverside vacant land	Mekong riverside vacant land
Location	Highway No. 1290, Wiang Sub-district, Chiang Saen District, Chiang Rai				Sai 1 Road, Wiang Sub-district, Chiang Saen District, Chiang Rai

Affected Factors	Appraisal Land	Data 1	Data 2	Data 3	Data 4
Land area	21.88 rai (8,752 sq.wah)	11.05 rai (4,420 sq.wah)	4.09 rai (1,634 sq.wah)	24.28 rai (9,710 sq.wah)	4.02 rai (1,609 sq.wah)
Front width, connected with road (meters)	200 m.	77 m.	78 m.	147 m.	60 m.
Front width, river side (meters)	-	-	75 m.	271 m.	-
Land shape	Polygon	Polygon	Nearly rectangular	Nearly rectangular	Nearly rectangular
Land level/filling	Slope at the foothill, appx. 1 – 2 m. above road level	Filled to road level	Filled to road level	Unfilled/appx. 2 – 3 m. below road level	Filled to road level
Type of land title document	Title Deed	Nor Sor 3 Kor	Title Deed	Title Deed	Title Deed
City plan	Area No. 6	Area No. 6	Area No. 7	Area No. 7	Area No. 5
<u>Offering price/sale and purchase price</u>					
Offering price/sale and purchase price (Baht/sq.wah)		12,500	17,136	13,226	12,500
Offering/sale and purchase period		Q4/2021	Q1/2021	Q4/2021	Q4/2021
Adjustment from offering price/purchase period		-35%	0%	-25%	-20%
Post-adjustment price (Baht/sq.wah)		8,125	17,136	9,919	10,000
<u>Data adjustment</u>					
Location		20%	20%	20%	15%
Accessibility		0%	-10%	-10%	0%
Surrounding		20%	20%	20%	15%
Land size		-10%	-20%	0%	-20%
Front road		0%	-10%	0%	-5%
Riverside		0%	-30%	-30%	0%
Land shape		0%	-10%	-10%	-10%
Area condition		5%	5%	20%	5%
Continuity of land		0%	0%	0%	0%
Land title document		10%	0%	0%	0%
City plan		0%	0%	0%	5%
Public utility		0%	0%	0%	0%
Development potential		10%	10%	10%	10%
Total adjustment		55%	-25%	20%	15%
Net adjusted price (Baht/sq.wah)		12,594	12,852	11,903	11,500
Weighted Quality Score		25%	25%	25%	25%
Net adjusted price x Weighted Quality Score (rounding)	Baht 12,212 per sq.wah or approximately Baht 12,200 per sq.wah or Baht 4,900,000 per rai				
Value of land	Baht 107,200,000				

Source: Property appraisal report No. I214022001 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

Fair value of land determined by the Independent Property Appraiser, according to the property appraisal report No. I214022001 dated December 17, 2021, is equal to Baht 12,200 per sq.wah (Baht 4.90 million per rai) or equivalent to total value of Baht 107.20 million.

○ Buildings and constructions

The Independent Property Appraiser employed the Cost Approach to determine fair value by considering the Replacement Cost New, deduct by physical deterioration depreciation, functional obsolescence, and external or economic obsolescence. Details of the asset appraisal are as follows:

	Items	Area (sq.m.)	Age (years)	Replacement Cost New ^{1/2/}		Total depreciation (%)	Net Replacement Value (Baht million)
				Unit (Baht/sq.m.)	Total (Baht million)		
	Main buildings						
1	5-storey hotel building	6,205.00	20	55,000	341.28	40%	204.77
2	3-storeys restaurant building	1,900.00	20	50,000	95.00	40%	57.00

	Items	Area (sq.m.)	Age (years)	Replacement Cost New ^{1/2/}		Total depreciation (%)	Net Replacement Value (Baht million)
				Unit (Baht/sq.m.)	Total (Baht million)		
3	Theater building	915.00	25	80,000	73.20	50%	36.60
	Total value of main buildings	9,020.00			509.48		298.37
	Supporting buildings						
4	Club house	96.00	25	14,000	1.34	50%	0.67
5	Swimming pool	375.00	25	17,000	6.38	50%	3.19
6	Controlling system building	63.00	25	9,500	0.60	50%	0.30
7	Power plant	35.00	25	9,500	0.33	50%	0.17
8	Garbage shed	28.00	25	6,500	0.18	50%	0.09
9	Garage 1	102.00	25	3,500	0.36	50%	0.18
10	Garage 2	40.00	25	4,000	0.16	50%	0.08
11	Guard room	9.00	25	15,000	0.14	50%	0.07
12	Water work building	47.00	30	20,000	0.94	60%	0.38
13	Residence 1	96.00	30	12,000	1.15	60%	0.46
14	Residence 2	30.00	30	12,000	0.36	60%	0.14
	Total value of supporting buildings	921.00			11.94		5.72
	Other constructions						
15	Paved road with drain	3,000.00	2	1,300	3.90	6%	3.67
16	Concrete polio with drain	2,000.00	2	1,500	3.00	6%	2.82
17	Landscape area	18,000.00	2	950	17.10	6%	16.07
	Total value of other constructions	23,000			24.00		22.56
	Total value of buildings and constructions				545.41		326.65

Source: Property appraisal report No. I214022001 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

Value of building and constructions under the Cost Approach is equal to Baht 326.65 million.

Therefore, the value of land and constructions of Assets Group 1 as determined by the Independent Property Appraiser according to the property appraisal report No. I214022001 dated December 17, 2021, under the Market Comparison Approach (land) and the Cost Approach (constructions), is equal to Baht 433.85 million.

The Independent Property Appraiser views that value of Asset Group 1 under the Cost Approach could reflect the acquisition cost of assets in current conditions. On the other hand, while the Income Method of Valuation analyzed direct return from use of assets and could reflect existing potential of assets, the appraised value derived from the Income Method of Valuation depends on various assumptions including COVID-19 pandemic that may significantly affect the appraised value.

The Independent Financial Advisor is of the same opinion as the Independent Property Appraiser that the Cost Approach should be able to measure fair value of Asset Group 1 as it could reflect the asset value based on its current conditions. In addition, the Company plans to renovate and upgrade the hotel as well as bringing in the management of international hotel chain. Therefore, the revenue generated capability of the assets based on its current conditions may not represent the potential value of the assets.

(b) Income Method of Valuation (as a secondary approach for valuation of Asset Group 1)

The Independent Property Appraiser applied the Income Method of Valuation to determine market value of the appraised assets as the assets are considered as revenue generating property.

Under the Income Method of Valuation, the Independent Property Appraiser estimated room revenue, food and beverage revenue, and other revenues, and adjusted with vacant rate and cash out flows such as F&B cost, management and operating expenses, and fixed costs to determine the future free cash flows from operation and discounted to present value with a discount rate. The derived total value of cash flows or NPV is market value of the assets.

The Independent Property Appraiser considered the historical operating performance of the Asset Group 1, namely "The Imperial Golden Triangle Resort", with 73 hotel rooms, 3 meeting rooms, and 1 restaurant.

Summary of the assumptions are as follows;

	Items	Assumptions	Amount (Baht million/year)
1	No. of hotel rooms	73 rooms	
2	Room revenue		18.65
	• Average Room Rate	Baht 1,400 per room ^{1/}	
	• Occupancy Rate	50% ^{2/}	
3	Food and beverage revenue	50% of room revenue ^{3/}	9.33
4	Other revenue	10% of room revenue	1.86
5	Net operating profit	25% of total revenue	7.46
6	Return on assets	7% per annum	
7	Market value of assets		106.58
	Market value of assets (rounding)		107.00

Source: Property appraisal report No. I214022001 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

Remark: 1/ Average room rate was assumed under normal situation based on historical average room rate of the project.

2/ Refer to occupancy rate of hotels in other tourism areas in normal situation and adjusted with a potential to gain higher occupancy rate after COVID-19 pandemic due to closure of many hotels.

3/ Ratio of food and beverage revenue is higher than those of other hotels which are at 30% – 40% of room revenue due to the fact that hotel has famous restaurant in the Golden Triangle area and banquet rooms for special occasions.

From the above assumptions, value of The Imperial Golden Triangle Resort is equal to Baht 107.00 million.

However, the Independent Property Appraiser employed the Income Method of Valuation approach as a secondary approach in order to review or recheck valuation of the main approach.

1.1.2 Appraisal of Asset Group 2

The Independent Property Appraiser employed the Market Comparison Approach to determine fair market value of land by selecting market price of comparable land that was offered for sale or was sold. Subsequently, the adjustment was made to reflect the difference between the appraised land and the actual selling price of the comparable assets. In this regard, there were 4 selected data of land which was in nearby location and similar environment to the appraised assets in Chiang Saen District having an offering/selling price in a range of Baht 16,066 – 17,136 per sq.wah. Hence, value of land was determined by taking into consideration various factors such as location, size and shape of land, characteristics, type and quality of development, and time period. The Weighted Quality Score was then applied to adjust value of the comparable asset.

Affected Factors	Appraised Land	Data 1	Data 2	Data 3	Data 4
Type of property	Vacant land - Ruak riverside	Vacant land - Mekong riverside	Vacant land - Mekong riverside	Vacant land - Mekong riverside	Vacant land - Mekong riverside
Location	Highway No. 1290, Wiang Sub-district, Chiang Saen District, Chiang Rai				
Land area	0.49 Rai (196 sq.wah)	4.09 Rai (1,634 sq.wah)	7.63 Rai (3,050 sq.wah)	3.96 Rai (1,582 sq.wah)	6.16 Rai (2,464 sq.wah)
Front width, connected with road (meters)	37 m.	78 m.	141 m.	62 m.	81 m.
Front width, riverside (meters)	34 m.	75 m.	127 m.	68 m.	90 m.
Land shape	Trapezoid	Nearly rectangular	Nearly rectangular	Nearly rectangular	Nearly rectangular
Land level/filling	Unfilled/appx. 4 - 5 m. below road level	Filled to road level	Filled to road level	Unfilled/appx. 1 m. below road level	Unfilled/appx. 1 m. below road level
Type of Land title document	Title Deed	Title Deed	Title Deed	Title Deed	Title Deed
City plan	Area No. 6	Area No. 7	Area No. 7	Area No. 7	Area No. 7
<u>offering price/sale and purchase price</u>					
Offering price/sale and purchase price (Baht/sq.wah)		17,136	16,066	16,250	16,250
Offering/sale and purchase period		Q1/2021	Q1/2021	Q4/2021	Q4/2021
Adjustment from offering price/purchase period		0%	-10%	-10%	-10%
Post-adjustment price (Baht/sq.wah)		17,136	14,459	14,625	14,625
<u>Data adjustment</u>					
Location		25%	25%	25%	25%

Affected Factors	Appraised Land	Data 1	Data 2	Data 3	Data 4
Accessibility		-5%	-5%	-5%	-5%
Surrounding		15%	15%	15%	15%
Land size		5%	10%	5%	10%
Front width, connected with road		10%	10%	10%	10%
Front width, riverside		10%	10%	10%	10%
Land shape		0%	0%	0%	0%
Area condition		0%	0%	10%	10%
Continuity of land		0%	0%	0%	0%
Type of Land title document		0%	0%	0%	0%
City plan		0%	0%	0%	0%
Public utility		0%	0%	0%	0%
Development potential		10%	10%	10%	10%
Total adjustment		70%	75%	89%	85%
Net adjusted price (Baht/sq.wah)		29,131	25,303	26,325	27,056
Weighted Quality Score		25%	25%	25%	25%
Net adjusted price x Weighted Quality Score (rounding)	Baht 26,954 per sq.wah or approximately Baht 27,000 per sq.wah Or Baht 5,290,000 per rai				
Value of land	Baht 5,300,000				

Source: Property appraisal report No. I214022001 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

Market value of land determined by the Independent Property Appraiser, according to the property appraisal report No. I214022001 dated December 16, 2021, is equal to Baht 27,000 per sq.wah (Baht 5.29 million per rai) or equivalent to total value of Asset Group 2 of Baht 5.30 million.

The Independent Financial Advisor is of an opinion that the Market Comparison Approach is an appropriate method in determining value of assets that has available comparable and sufficient market price. In addition, the Independent Financial Advisor views that the comparable data of vacant land used herein are reasonable as they are located in nearby areas and the riverside area. Moreover, CBRE made adjustment to various factors according to the characteristics of each asset comparing to those of the appraised assets. Therefore, the adjusted value should be able to reflect appropriate and more comparable value.

1.1.3 Summary of the Opinion of the Independent Financial Advisor on Fair Value of the Ordinary Shares and Right to Receive Payments under Loan Agreements of HW9

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 and fair value of land as determined by the Independent Property Appraiser are as follows:

The Imperial Golden Triangle Resort Project (HW9)	Appraised Value of Core Assets of HW9 (Baht million)	Acquisition Price of Ordinary Shares and Rights to Receive Payments under Loan Agreements of HW9 (Baht million)	(Higher) Lower than Appraised Value of Core Assets by	
			(Baht million)	(%)
	(1)	(2)	(3) = (2) – (1)	(3)/(1)
Land ^{1/}	112.50 ^{2/}			
Buildings and constructions ^{1/}	326.65 ^{2/}			
Total land and constructions	439.15^{2/}	438.00^{3/}	1.15	0.26%

Remark:

1/ Land and constructions of The Imperial Golden Triangle Resort are core assets of HW9.

2/ Fair value of Asset Group 1 (which is land and constructions of The Imperial Golden Triangle Resort) is equal to Baht 433.85 million, comprising of Baht 107.20 million of land and Baht 326.65 million of constructions (the property appraisal report indicated rounding amount to Baht 434.00 million).

Fair value of Asset Group 2 (which is the vacant land) is equal to Baht 5.30 million.

Based on the property appraisal report No. I214022001 dated December 16, 2021, prepared by CBRE (Thailand) Co., Ltd.

3/ Acquisition of HW9 ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of HW9 (which may be in form of loan from the Company to HW9 so that HW9 can use such amount to repay its loan and accrued interest) is aimed to acquire land and constructions for development of The Imperial Golden Triangle Resort Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of HW9 ordinary shares and rights to receive payments under loan agreements of HW9 at Baht 438.00 million, excluding estimated current asset and liabilities at the amount not exceeding Baht 4.38 million as of the Closing Date as it is an adjusted item to the acquisition price on the Closing date only.

Acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 is Baht 1.15 million lower than the appraised value of core assets (land and constructions) of HW9 (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9) determined by the Independent Property Appraiser which is equal to Baht 439.15 million, or lower by 0.26% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements of HW9 in the total amount not exceeding Baht 438.00 million is appropriate.**

1.2 The Appropriateness of Investment in The Imperial Golden Triangle Resort Project by Evaluating Free Cash Flow of the Project (FCF)

In determining the appropriateness of entering into the transaction, the Independent Financial Advisor has prepared financial projection of The Imperial Golden Triangle Resort Project based on financial projection prepared by the Company and historical operating performance of the Company's comparable up-country hotels, namely, Le Meridien Chiang Mai, Sheraton Samui Resort, Banyan Tree Samui, Vana Belle A Luxury Collection Resort, Koh Samui, Hua Hin Marriott Resort & Spa, and Phuket Marriott Resort and Spa, Nai Yang Beach, and other relevant information of tourism and hotel industry. The Independent Financial Advisor adjusted some assumptions in order to reflect industrial and economic conditions based on conservative basis. The Independent Financial Advisor prepares a 30-year financial projection (2022 – 2051) under assumption that HW9's business is on a going concern basis and there is no significant change under normal economic conditions and circumstances.

The Independent Financial Advisor constructs the financial projection based on industry information and historical performance of the Company in normal situation in 2019 or before COVID-19 pandemic in the early of 2020 until present period. The Imperial Golden Triangle Resort Project is a future project and expected to be under renovation and development for 40 months. The grand opening is scheduled in Q3/2025 when COVID-19 pandemic should not affect the business.

The Imperial Golden Triangle Resort Project

The Imperial Golden Triangle Resort Project comprises of hotels and restaurants as follows:

- (1) A luxury hotel offering 32 villas, each with a private pool and organic products for guests to relax, together with common facilities such as restaurants, swimming pools, fitness/sauna rooms, and treatment rooms;
- (2) A luxury hotel offering 65 suites, each with a private pool surrounded by classic style decoration, together with common facilities such as meeting rooms, restaurants, swimming pools, and fitness/sauna rooms (separate calculation of (1) and (2) due to different cost structure); and
- (3) A riverside glasshouse restaurant and a boat restaurant with an east-west cultural blend, providing a scenic view of the Mekong River and the Golden Triangle. The restaurants shall become a crucial check-in spot of the Golden Triangle.

The project cost (exclusive of land price) is approximately Baht 1,536.22 million (inclusive of VAT). The Imperial Golden Triangle Resort Project has Gross Floor Area ("GFA") of 18,855.60 sq.m. (excluding parking area, bridge, and outside walkway) and Net Leasable Area ("NLA") of 9,493.80 sq.m., consisted of:

The Imperial Golden Triangle Resort Project	Construction Area (sq.m.)	Project Cost^{3/} (exclusive of VAT) (Baht million)	Project Cost^{3/} (inclusive of VAT) (Baht million)	Opening Schedule
Luxury hotel – villas ^{1/}	6,640.80	607.14	649.64	Q3/2025
Luxury hotel – pool suites ^{2/}	11,374.80	828.58	886.58	Q3/2025
Riverside restaurants	840.00	- ^{4/}	- ^{4/}	Q3/2025
Total GFA	18,855.60			
Parking, bridge, and outside walkway	3,564.00	- ^{4/}	- ^{4/}	
Total	22,419.60	1,435.72	1,536.22	

Remark: 1/ The Company plans to construct new 32 villas and completed facilities.

2/ The Company plans to renovate the existing hotel building and construct a new hotel building with completed facilities.

3/ Exclusive of land and financial cost, but inclusive of project opening cost in the amount of Baht 29.10 million (exclusive of VAT).

- 4/ Construction costs of restaurants and other supporting facilities and areas are included in the project cost of both hotels.

Please refer to details of Thailand Tourism and Hotel Industry, in Attachment 5, Clause 1 and 2, of this report.

1.2.1 The Imperial Golden Triangle Resort Project: Luxury Hotel - Villas

The luxury hotel, managed by the world-class hotel management chain, offering 32 villas with a room size of 75 – 140 sq.m. with common facilities such as conference room with total area of 250 sq.m., swimming pool with total area of 580 sq.m., a restaurant, fitness center, and spa. The hotel is scheduled for opening in Q3/2025.

The Imperial Golden Triangle Resort Project will offer a holistic retreat with organic products and ingredients. Target groups of the hotel are high-end market interested in wellness with the exclusive experience, travelers, and well-educated family. Hotel's distribution channel shall be from the hotel chain's distribution network and loyalty membership program (50%), direct reservation (20%), and online travel agents (OTA) (30%).

Summary of assumptions used in financial projection is as follows;

- **Revenue from hotel business**

- Room revenue

- Average Room Rate (ARR)

The Company estimated the average room rate in the first year (2025) at Baht 15,000 per night. The Independent Financial Advisor reviewed the recent room rate of the luxury hotels and chain-hotel competitors nearby the Golden Triangle area as follows:

	Hotels	Location	Opened Period	Number of Rooms (rooms)	Room Size (sq.m.)	Average Room Rate (Baht/night)
1	Anantara Golden Triangle Elephant Camp & Resort	Wiang Sub-district, Chiang Saen District, Chiang Rai	2009	61 + 2 bubble	32 – 96 (bubble 22 sq.m.)	50,000 – 70,000 ^{1/}
2	Four Seasons Tented Camp Golden Triangle	Wiang Sub-district, Chiang Saen District, Chiang Rai	2012	16	54 - 232	65,000 - 70,000 ^{2/}
3	Le Meridien Chiang Rai Resort	Robwiang Sub-district, Muang District, Chiang Rai	2008	158	53 - 132	4,100 - 5,600 ^{3/4/}
4	The Imperial Golden Triangle Resort Project					
	Luxury hotel – Villas	Wiang Sub-district, Chiang Saen District, Chiang Rai	Q3/2025 ^{5/}	32	75 - 140	15,000 ^{6/}
	Luxury hotel - Pool Suites			65	45 - 90	10,000 ^{6/}

Source: Information from www.booking.com (information search date: January 9, 2022).

Remark: In general, room rate depends on location, room size, luxury and amenities, season, and novelty.

1/ Room rate for Deluxe Double or Twin Room with Three-Country Views room type for 2 persons is at approximately Baht 70,000 for January 2022 and Baht 50,000 for June 2022.

2/ Room rate for Tent with One King Bed room type for 2 persons is at approximately Baht 70,000 for January 2022 and Baht 65,000 for June 2022.

3/ Room rate for Deluxe Garden View room type for 2 persons is at approximately Baht 5,600 for January 2022 and Baht 4,100 for June 2022.

4/ However, the Le Meridien Chiang Rai Resort is located in Muang District, approximately at 70 km. from the Project and in inferior location. Thus, it has lower room rate than that of The Imperial Golden Triangle Resort Project.

5/ The Company plans for opening of The Imperial Golden Triangle Resort Project in Q3/2025.

6/ Estimated average room rate in the first year of operation.

The Independent Financial Advisor assumes that average room rate will increase by 7% per annum in 2026 – 2027 and increase by 5% per annum in 2028 - 2029 since the new hotel is more attractive to customers than the old ones. From 2030 onwards, the average room rate is assumed to increase by 3% per annum, close to the increase of room rate of hotels in northern area in 2019 but still was lower than the compound annual growth rate (CAGR) of the average room rate of hotels in northern area in 2015 - 2019 which was at approximately 6.6% per annum. (Please refer to Figure 5 of Attachment 5 of this report)

Occupancy rate

The occupancy rate in the first year (2025) is assumed at approximately 15% (calculated for full year) and increase by 45%, 50%, and 55% in 2026 – 2028, respectively. From 2029 onwards, the

occupancy rate is assumed to remain constant at 60% per annum which is higher than the occupancy rate of hotels in Chiang Rai (*the average occupancy rate of hotels in Chiang Rai is at approximately 55%, please refer to Figure 4 in Attachment 5 of this report*) since the hotel has only 32 villas and managed by the world class hotel chain. Besides, the Independent Financial Advisor views that great location having the Golden Triangle view and marketing plan focusing on the wellness and holistic retreat should enable the project to attract foreigner visitors. Also, the project has lower room rate than luxury hotels and competitors having nearby target market.

Location of The Imperial Golden Triangle Resort Project and Core Competitors



○ Food and beverage revenue

Luxury hotel – villas has restaurant with capacities of 86 seats, a glasshouse restaurant at Ruak riverside and restaurant on cruise ship with capacities of 36 seats. In addition, there is a conference room with an area of 250 sq.m. The food and beverage revenue is estimated based on significant assumptions as follows:

- Hotel: Food and beverage revenue is assumed at 35% of room revenue, close to the industrial standard of food and beverage revenue which is at approximately 30% - 40% of room revenue and those of 6 comparable up-country hotels of the Company⁵² which was at 27% - 36.5% of room revenue in 2019.
- Restaurant at Ruak riverside: Apart from food and beverage revenue from hotel, the glasshouse restaurant at Ruak riverside and restaurant on cruise ship with capacity of 36 seats (total capacity of 110 seats was allocated to Villas and Pool Suites by proportion of rooms) is located on the great scenic view of the Golden Triangle. The Company also plans to construct such restaurants to be check-in point for other customers. Thus, the hotel is expected to generate additional food and beverage revenue from such group of customers of approximately 7.55% - 11.57% of room revenues (assume 25 customers per day with food and beverage revenue at Baht 1,000 per person and increased at growth rate of room rate).

○ Other revenues

Other revenues consist of incomes from other department such as spa service, laundry service, telephone service, convenience/souvenir shops, and other revenues. Other revenues are assumed at approximately 20% of room revenue which is estimated from other revenues of Baht 3,000 per occupied room (based on revenue from spa service of approximately Baht 2,000 – 2,500 per occupied room (reference from other revenues per room of Banyan Tree Samui, a luxury hotel that has similar room rate, which was at Baht 2,011 per occupied room in 2019) and revenue from special package of Baht 500 – 1,000 per occupied room). Then, other revenues are assumed to increase at the growth of room rate according to business plan of the Company that focus on the Wellness and Holistic Retreat Hotel

⁵² Consisted of Le Meridien Chiang Mai, Sheraton Samui Resort, Banyan Tree Samui, Vana Bella, A Luxury Collection Resort, Koh Samui, Hua Hin Marriot Resort & Spa, and Phuket Marriot Resort & Spa, Nai Yang Beach.

offering special wellness and spa package for individual services. In addition, tour guide services or other services will generate more other revenues for the project.

▪ **Operating expenses: luxury hotel – villas**

○ Cost of room service

Cost of room service consists mainly of employee expenses, utilities expenses, and other expenses such as laundry expenses, cleaning expenses, and room amenities expenses.

In the first 3 years (2025 - 2027), cost of room service is assumed at 30.00%, 25.00%, and 24.00% of room revenue respectively. From 2028 onwards, it is assumed at 22.00% of room revenue, close to historical average ratio of cost of room service to room revenue of 6 comparable up-country hotels of the Company in 2019 which was at 17% -22% of room revenue.

○ Cost of food and beverage

Cost of food and beverages mainly consist of cost of food and beverages, employee expenses, utilities expenses, and other expenses.

In 2025 – 2027, cost of food and beverage is assumed at 78.00%, 75.00%, and 72.00% of food and beverage revenue, respectively. From 2028 onwards, cost of food and beverages is assumed at 69.00% of food and beverage revenue which is close to ratio of cost of food and beverages of 6 comparable up-country hotels of the Company in 2019 which was in the range of 67.5% - 84.36% of food and beverage revenue and close to those of the industrial standard from the Independent Financial Advisor's database which is in the range of 60% - 80% of food and beverage revenue.

○ Cost of service of other departments

The main cost of service of other departments consists of cost of spa service, cost of laundry, telephone, convenience/souvenir shops cost, and other costs. Cost of each service comprises of direct cost of services, employee expenses, and other expenses.

Cost of service of other departments in 2025 – 2026 is assumed at 55.00% and 52.00% of other revenues respectively. From 2027 onwards, cost of service of other departments is assumed at 48.00% of other revenues, which is in the range of the ratio of cost of service of other departments to other revenues of 6 comparable up-country hotels of the Company which is in the range of 43% - 86% of other revenues in 2019.

▪ **Selling and administrative expenses**

The Independent Financial Advisor determines selling and administrative expenses based on the Company's assumptions and adjusts some items to reflect the industrial standard and historical financial data of 6 comparable up-country hotels of the Company, according to conservative basis. Summary of the assumptions are as follows:

- Overhead department expenses consist of management fee, repair and maintenance and utilities expenses, IT expenses, utilities expenses, and marketing expenses. It is assumed at 20% -30% of total revenue, close to ratio of 6 comparable up-country hotels of the Company in 2019 which were at 25% - 38.50% of total revenue (average ratio of 30.80% of total revenue). Most of comparable hotels of the Company are in the initial phase of operation, making their selling and administrative expenses (most of which are fixed expenses) higher than those that opened for service for longer period. In addition, the villas and pool suites hotels shall have joint facilities which will lower selling and administrative expenses. Wages and cost of living in Chiang Rai are also lower than other tourism provinces such as Phuket and Samui.
- Land and building tax, property insurance premium, and other expenses are assumed at 1.00% of total revenue which is equal to average ratio of other expense to total revenue of 6 comparable up-country hotels of the Company which is at 0.99% of total revenue in 2019.
- Base management fee and incentive management fee are as agreed with hotel management brand.

▪ **Asset management fee⁵³**

Asset management fee is assumed at 0.2% of asset value (calculated from acquisition price of land, investment in the project, and annual capital expenditure (CapEx)) and at 5% of EBITDA which is the rate applied to other projects of the Company. The Company has lowered asset management fee from previous year.

⁵³ Asset management fee is recorded in income statement of HW9 for the purpose of tax calculation but such amount is added back when calculate cash flow of the project.

▪ Financial cost

The Company assumes ratio of loans to shareholders' equity of the project at 60:40 based on target debt to equity ratio of the Group of Companies. It estimates borrowing cost at 4.20% per annum (estimated interest rate of long-term loan after interest rate swap from floating to fixed rate) based on current loan rate of the Company, with repayment term of 12 years.

▪ Corporate income tax

Corporate income tax rate of 20% is assumed throughout the projection period.

▪ Project development cost

The development cost of The Imperial Golden Triangle Resort Project: Luxury hotel – Villas with 32 rooms is estimated at Baht 607.14 million (exclusive of VAT). The development period is during 2021 – 2026. Summary of cash outflow for project development is as follows:

(Unit: Baht million)

The Imperial Golden Triangle Resort Project: Luxury hotel – Villas	2022F	2023F	2024F	2025F	Total
Project development cost	8.96	137.43	304.74	146.40	597.54
Pre-opening expenses (realized to PL ^{1/})	-	-	-	9.60	9.60
Total (exclusive of VAT)	8.96	137.43	304.74	156.00	607.14^{2/}

Remark: 1/ Pre-opening expenses shall be realized to income statement in 2025.

2/ Exclusive of land price and financial cost.

Development cost of The Imperial Golden Triangle Resort Project: Luxury hotel – Villas is equal to Baht 89,979.78 per sq.m. (exclusive of parking area, walkway, and bridge) or Baht 77,958.68 per sq.m. (inclusive of parking area, walkway, and bridge but exclusive of pre-opening expenses), higher than development cost of internationally branded luxury hotel in Bangkok and Chiang Mai which is equal to Baht 60,000 – 65,000 per sq.m. (Source: Independent market research on Thailand's hospitality and retail sectors and Bangkok's office sector by Jones Lang LaSalle (Thailand) Ltd., dated August 21, 2019)

▪ Capital expenditure

The Independent Financial Advisor assumed capital expenditure in 2026 of 4.00% of total revenue, similar to hotel industrial standard.

▪ Assets and liabilities turnover

Based on the Company's policy as follows:

Trade account receivable	30.00	days on average
Trade account payable	30.00	days on average

▪ Summary of financial projection of The Imperial Golden Triangle Resort Project: Luxury hotel - Villas

(Unit: Baht million)

Luxury hotel - Villas	2025F ^{1/}	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F – 2051F
Room revenue	26.28	84.36	98.42	140.57	144.09	147.69	151.38	155.16	159.04	163.02	167.10 – 248.05
Food and beverage revenue	9.95	39.29	44.70	59.81	61.31	62.84	64.41	66.02	67.67	69.36	71.10 – 105.54
Other departments' revenue	5.26	16.87	19.68	28.11	28.82	29.54	30.28	31.03	31.81	32.60	33.42 – 49.61
Total revenue	41.48	140.52	162.80	228.50	234.21	240.06	246.07	252.22	258.52	264.99	271.61 – 403.21
Cost of room service	(7.88)	(21.09)	(22.64)	(29.52)	(30.26)	(31.01)	(31.79)	(32.58)	(33.40)	(34.23)	(35.09) – (52.09)
Cost of food and beverages	(7.76)	(29.47)	(32.18)	(41.27)	(42.30)	(43.36)	(44.44)	(45.55)	(46.69)	(47.86)	(49.06) – (72.82)
Cost of service of other departments	(2.89)	(8.77)	(9.45)	(13.49)	(13.83)	(14.18)	(14.53)	(14.90)	(15.27)	(15.65)	(16.04) – (23.81)
Total cost of sale and service	(18.53)	(59.33)	(64.27)	(84.28)	(86.39)	(88.55)	(90.76)	(93.03)	(95.36)	(97.74)	(100.19) – (148.73)
Gross profit margin	22.95	81.19	98.53	144.21	147.82	151.51	155.30	159.18	163.16	167.24	171.42 – 254.48
Selling and administrative expenses	(13.70)	(42.16)	(42.01)	(48.53)	(49.74)	(50.99)	(52.26)	(53.57)	(54.90)	(56.28)	(57.68) – (85.61)
EBITDA before asset management fee	9.25	39.03	56.53	95.68	98.07	100.52	103.04	105.62	108.26	110.96	113.74 – 168.87
Pre-opening expenses	(9.60)	-	-	-	-	-	-	-	-	-	-
Asset management fee	(2.13)	(3.63)	(4.52)	(6.49)	(6.63)	(6.77)	(6.92)	(7.07)	(7.22)	(7.38)	(7.54) – (10.73)
EBITDA	(2.48)	35.40	52.01	89.18	91.44	93.75	96.12	98.55	101.04	103.58	106.20 – 158.15

Luxury hotel - Villas	2025F ^{1/}	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F – 2051F
EBIT	(21.93)	(11.61)	4.35	40.61	41.93	48.77	58.18	60.25	62.62	65.05	72.66 – 145.67
EBT	(29.61)	(31.91)	(14.58)	23.97	27.57	36.69	48.38	52.73	57.38	62.09	71.75 – 145.67
Net profit (loss)	(29.61)	(31.91)	(14.58)	23.97	27.57	34.26	38.70	42.19	45.91	49.67	57.40 – 116.54

Remark: 1/ Schedule for opening in Q3/2025.

1.2.2 The Imperial Golden Triangle Resort Project: Luxury Hotel – Pool Suites

The Luxury Hotel - Pool Suites will feature 65 pool suite rooms with area of 45 – 90 sq.m. (most of the rooms have area of 45 – 48 sq.m.). Besides, the Luxury Hotel – Pool Suites will provide central facilities such as 250-sq.m. conference room, 3 restaurants, 1,730-sq.m. swimming pool, fitness center/sauna, business lounge, and spa. The Luxury Hotel – Pool Suites is scheduled for opening in Q3/2025.

The Luxury hotel – Pool suites shall focus on business groups, cultural tourists, and wellness and conservation tourism. Selling points of the hotel are all pool suites rooms, convenient access, business lounge. The distribution channel shall be from the network of hotel brands and loyal membership program (approximately 50%), direct reservation (20%), and online travel agents (OTA) (30%).

Summary of significant assumptions for financial projections is as follows:

- **Revenue from hotel business**

- Room revenue

- Average Room Rate (ARR)

The average room rate of the pool suites is estimated at Baht 10,000 per night in the first year (2025). The Independent Financial Advisor has reviewed recent room rate of luxury hotels and hotel chain competitors in the Golden Triangle area (*Please refer to the table on Page 98 of this report*).

The Independent Financial Advisor assumes that the average room rate will increase by 7% per annum in 2026 – 2027 and increase by 5% per annum in 2028 – 2029 since the novelty of hotel makes it more attractive for customers than the old ones. From 2030 onwards, the average room rate is assumed to increase by 3% per annum which is close to the compound annual growth rate (CAGR) of hotels in the northern of Thailand in 2019, but still lower than CAGR of the average room rate of hotels in the northern Thailand in 2015 – 2019 which was at 6.6% per annum (*Please refer to Figure 5 in Attachment 5 of this report*).

- Occupancy rate

The occupancy rate in the first year (2025) is assumed at approximately 15% (calculated for full year) and increase to 48%, 55%, and 60% in 2026 – 2028, respectively. From 2029 onwards, the occupancy rate is assumed at 63% per annum, higher than occupancy rate of hotels in Chiang Rai (*occupancy rate of hotels in Chiang Rai is at approximately 55% (please refer to Figure 4 in Attachment 5 of this report)*) because of the limited number of 64 of pool suites, competitive room rate with the famous and world class chain of luxury hotels, and the great location with scenic view of the Golden Triangle.

- Food and beverage revenue

The Luxury Hotel – Pool Suites consists of 3 restaurants and pool bars with capacity of 180 seats, glasshouse restaurant at Ruak riverside and restaurant on cruise ship with capacity of 74 seats, and conference room area of 250 sq.m. The food and beverage revenue is estimated based on significant assumptions as follows:

- Hotel: Food and beverage revenue is at 35% of room revenue, which is in line with the industrial standard of 30% - 40% of room revenue and in line with that of 6 comparable up-country hotels of the Company⁵⁴ which is at 27% – 36.5% of room revenue (2019).
- Restaurant at Ruak riverside: The glasshouse restaurant at Ruak riverside and restaurant on cruise ship have capacity of 74 seats (total 110 seats which are allocated to Luxury Hotel – Villas and Pool Suites according to their rooms proportion). Such restaurants are located on the great view point in the Golden Triangle area. The Company plans to use the restaurants as a destination for other customers which will generate additional food and beverage revenue for the hotel of approximately 12.70% – 16.67% of room revenue (under the assumption that there are 52 customers per day and pay for food and beverage at Baht 1,000 per person and revenue increase by growth of room rate).

⁵⁴ Consist of Le Meridien Chiang Mai, Sheraton Samui Resort, Banyan Tree Samui, Vana Bella, A Luxury Collection Resort, Koh Samui, Hua Hin Marriot Resort & Spa, and Phuket Marriot Resort & Spa, Nai Yang Beach.

- Other revenues

Other revenues consist of revenue from other departments such as spa service revenue, laundry revenue, telephone revenue, revenue from convenience/souvenir shops, and other revenues. Other revenues are assumed at approximate 20.00% of room revenue which is estimated from other incomes of Baht 2,000 per occupied room or lower than other revenues per room of Luxury Hotel - Villas at approximately 33% since room rate of Pool Suites is lower than that of Villas by approximately 33%. Other revenues per room is assumed to increase at the same rate as growth of room rate. The Company plans to position the Luxury Hotel – Pool Suites to focus on Wellness tourism and Health and Spa services with individual package. Tourist guide service and other services are assumed to increase the project revenue as well.

- **Operating expenses: Luxury Hotel – Pool Suites**

- Cost of room service

Cost of room service consists mainly of employee expenses, utilities expenses, and other expenses such as laundry expenses, cleaning expenses, and other expenses or cost of room amenities.

In the first 3 years (2025 – 2027), cost of room service is assumed at 28.00%, 26.00%, and 24.00% of room revenue, respectively. From 2028 onwards, cost of room is assumed at 22.00% of room revenue, close to average ratio of 6 comparable up-country hotels of the Company which was at 17% - 22% of room revenue in 2019.

- Cost of food and beverages

Cost of food and beverages mainly consist of cost of food and beverage, employee expenses, utilities expenses, and other expenses.

Cost of food and beverages in 2025 – 2027 is assumed at 75.00%, 72.00%, and 70.00% of food and beverages revenue respectively. From 2028 onwards, cost of food and beverage is assumed at 68.00% of food and beverage revenue, close to cost of food and beverages in 2019 of the 6 comparable up-country hotels of the Company which was in the range of 67.5% - 84.36% of food and beverages revenue and to the industrial standard based on the Independent Financial Advisor's database which is in the range of 60% - 80% of food and beverages revenue.

- Cost of service of other departments

Cost of service of other departments consists mainly of spa service, laundry service, telephone, convenience/souvenir shops, and other expenses. Cost of each department comprises of direct service cost, employee expenses, and other expenses.

Cost of service of other departments in 2025 – 2026 is assumed at 50.00% and 48.00% of other revenues respectively. From 2027 onwards, cost of service of other departments is assumed at 45.00% of other revenues, which is in the range of ratio of cost of service of other departments to other revenues of 6 comparable up-country hotels of the Company which was in the range of 43% - 86% of other revenues in 2019. Ratio of cost of service of other departments to other revenues of Luxury Hotel - Pool Suites is slightly lower than that of Luxury hotel - Villas due to the economies of scales.

- **Selling and administrative expenses**

In this financial projection, the Independent Financial Advisor determines selling and administrative expenses based on the Company's assumptions and adjusted some items to reflect industry standard and historical financial data of 6 comparable up-country hotels of the Company according to conservative basis. Summary of the assumptions are as follows:

- Overhead department expenses consist of management fee, repair and maintenance expenses, IT expenses, utilities expenses, and marketing expenses which was at 17.30% - 28.00% of total revenue, close to the rate of 6 comparable up-country hotels of the Company in 2019 which was at 25.00% - 38.50% of total revenue (average ratio of 30.80% of total revenue). Most comparable hotels of the Company are in the initial phase of operation, making their overhead department expenses (most of which are fixed expenses) higher than those of the old hotels. In addition, joint facilities of Villas and Pool Suites will enable the hotels to lower their administrative expenses. Wages and cost of living in Chiang Rai are also lower than other tourist provinces such as Phuket and Samui.
- Land and building tax, property insurance premium, and other expenses are assumed at 1.00% of total revenue, equal to average ratio of other expenses to total revenue in 2019 of 6 comparable hotels of the Company which was at 0.99% of total revenue.
- Base management fee and incentive management fee are as agreed with hotel management brand.

▪ **Asset management fee⁵⁵**

Asset management fee is assumed at 0.2% of total asset value (calculated from acquisition price of land, project investment, and annual capital expenditure (CapEx) in the future) and at 5% of EBITDA which is the same rate of other projects of the Company. The Company has lowered the asset management fee from previous year.

▪ **Financial cost**

The Company assumes ratio of loan to shareholders' equity of the project at 60:40 based on target debt to equity ratio of the Group of Companies. It estimates borrowing cost at 4.20% per annum (estimated interest rate on long-term loan after interest rate swap from floating to fixed rate) based on current loan rate of the Company, with repayment term of 12 years.

▪ **Corporate income tax**

Corporate income tax rate of 20% is assumed throughout the projection period.

▪ **Project development cost**

Project development cost of The Imperial Golden Triangle Resort: Luxury Hotel – Pool Suites with 65 rooms is estimated at Baht 828.58 million (exclusive of VAT). The project development cost shall be gradually invested during 2021 - 2026. Summary of cash outflow for project development is as follows:

(Unit: Baht million)

The Imperial Golden Triangle Resort Project: Luxury Hotel – Pool Suites	2022F	2023F	2024F	2025F	Total
Project development cost	12.14	186.09	412.63	196.22	809.08
Pre-opening expenses (realized to PL ^{1/})	-	-	-	19.50	19.50
Total (exclusive of VAT)	12.14	186.09	412.63	215.72	828.58^{2/}

Remark: 1/ Pre-opening expenses shall be realized to income statement in 2025.

2/ Exclusive of land price and financial cost.

The Project shall improve the old building and develop a new building as well as construct and improve new central facilities area. Development cost of The Imperial Golden Triangle Resort: Luxury Hotel – Pool Suites is equal to Baht 71,129.04 per sq.m. (exclusive of parking area, walkway, and bridge) or Baht 59,234.97 per sq.m. (inclusive of parking area, walkway, and bridge but exclusive of pre-opening expenses), close to development cost of internationally branded luxury hotel in Bangkok and Chiang Mai which is at approximately Baht 60,000 – 65,000 per sq.m. (Source: Independent market research on Thailand's hospitality and retail sectors and Bangkok's office sector by Jones Lang LaSalle (Thailand) Ltd. dated August 21, 2019).

▪ **Capital expenditure**

The Independent Financial Advisor assumes capital expenditure in 2026 at 4.00% of total revenue, similar to hotel industrial standard.

▪ **Assets and liabilities turnover**

Based on the Company's policy as follows:

Trade account receivables	30.00	days on average
Trade account payables	30.00	days on average

⁵⁵ Asset management fee is recorded in income statement of HW9 for the purpose of tax calculation but such amount is added back when calculate cash flow of the project.

▪ **Summary of financial projection of The Imperial Golden Triangle Resort : Luxury Hotel – Pool Suites**

(Unit: Baht million)

Luxury Hotel – Pool Suites	2025F^{1/}	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F – 2051F
Room revenue	35.59	121.85	149.40	178.83	183.30	187.88	192.58	197.39	202.33	207.38	212.57 – 315.56
Food and beverage revenue	15.58	62.96	74.02	85.30	87.43	89.62	91.86	94.15	96.51	98.92	101.39 – 150.52
Other departments' revenues	7.12	24.37	29.88	35.77	36.66	37.58	38.52	39.48	40.47	41.48	42.51 – 6.11
Total revenue	58.28	209.18	253.29	299.89	307.39	315.07	322.95	331.02	339.30	347.78	356.47 – 529.19
Cost of room service	(9.96)	(30.46)	(34.36)	(37.55)	(38.49)	(39.45)	(40.44)	(41.45)	(42.49)	(43.55)	(44.64) – (66.27)
Cost of food and beverage	(11.68)	(45.33)	(50.33)	(58.00)	(59.45)	(60.94)	(62.46)	(64.02)	(65.62)	(67.26)	(68.95) – (102.35)
Cost of service of other departments	(3.56)	(11.70)	(13.45)	(16.09)	(16.50)	(16.91)	(17.33)	(17.77)	(18.21)	(18.66)	(19.13) – (28.40)
Total cost of sale and service	(25.20)	(87.49)	(98.14)	(111.65)	(114.44)	(117.30)	(120.23)	(123.24)	(126.32)	(129.48)	(132.72) – (197.02)
Gross profit margin	33.08	121.69	155.15	188.24	192.94	197.77	202.71	207.78	212.97	218.30	223.76 – 332.17
Selling and administrative expenses	(18.16)	(55.79)	(60.88)	(64.54)	(66.15)	(67.81)	(69.50)	(71.23)	(73.01)	(74.84)	(76.71) – (113.83)
EBITDA before asset management fee	14.91	65.90	94.28	123.70	126.79	129.96	133.21	136.55	139.96	143.46	147.05 – 218.33
Pre-opening expenses	(19.50)	-	-	-	-	-	-	-	-	-	-
Asset management fee	(3.11)	(5.67)	(7.11)	(8.61)	(8.79)	(8.97)	(9.16)	(9.35)	(9.55)	(9.75)	(9.96) – (14.09)
EBITDA	(7.70)	60.22	87.16	115.09	118.00	120.98	124.05	127.19	130.41	133.70	137.09 – 204.24
EBIT	(35.69)	(7.47)	18.46	45.19	46.88	56.04	68.75	71.58	74.65	77.78	89.45 – 187.67
EBT	(46.64)	(36.30)	(9.61)	19.12	24.06	36.47	52.43	58.50	64.81	71.19	85.73 – 187.67
Net profit (loss)	(46.64)	(36.30)	(9.61)	19.12	24.06	36.47	44.52	46.80	51.85	56.95	68.58 – 150.14

Remark: 1/ Schedule for opening in Q3/2025.

1.2.3 The Imperial Golden Triangle Resort Project: Total 2 hotels (Villas + Pool Suites)**▪ Summary of financial projection in 2025 - 2051: The Imperial Golden Triangle Resort Project - Total**

(Unit: Baht million)

The Imperial Golden Triangle Resort Project – Total	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F – 2051F
Hotel revenue – Villas	41.48	140.52	162.80	228.50	234.21	240.06	246.07	252.22	258.52	264.99	271.61 – 403.21
Hotel revenue – Pool Suites	58.28	209.18	253.29	299.89	307.39	315.07	322.95	331.02	339.30	347.78	356.47 – 529.19
Total revenue	99.76	349.70	416.09	528.38	541.59	555.13	569.01	583.24	597.82	612.76	628.08 – 932.39
Total cost of sale and service	(43.74)	(146.82)	(162.41)	(195.93)	(200.83)	(205.85)	(211.00)	(216.27)	(221.68)	(227.22)	(232.90) – (345.75)
Gross profit margin	56.03	202.88	253.69	332.45	340.76	349.28	358.01	366.96	376.14	385.54	395.18 – 586.65
Selling and administrative expenses	(31.86)	(97.95)	(102.88)	(113.08)	(115.89)	(118.80)	(121.76)	(124.80)	(127.91)	(131.12)	(134.39) – (199.44)
EBITDA before asset management fee	24.17	104.92	150.80	219.38	224.87	230.48	236.25	242.16	248.22	254.42	260.79 – 387.21
Pre-opening expenses	(29.10)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Assets management fee	(5.24)	(9.31)	(11.63)	(15.10)	(15.42)	(15.75)	(16.08)	(16.42)	(16.77)	(17.13)	(17.50) – (24.81)
EBITDA	(10.18)	95.62	139.17	204.27	209.45	214.73	220.17	225.74	231.45	237.29	243.29 – 362.39
EBIT	(57.61)	(19.07)	22.82	85.80	88.81	104.82	126.94	131.84	137.27	142.82	162.11 – 333.34
EBT	(76.24)	(68.21)	(24.19)	43.09	51.62	73.16	100.80	111.23	122.20	133.28	157.48 – 333.34
Net profit (loss)	(76.24)	(68.21)	(24.19)	43.09	51.62	70.73	83.22	88.99	97.76	106.62	125.99 – 266.68

▪ Terminal value growth

The Independent Financial Advisor assumes terminal value growth rate of 1.00% or approximately half of estimated inflation rate based on conservative basis.

▪ Discount rate

The Independent Financial Advisor employs the weighted average cost of capital ("WACC"), which is derived from the weighted average of cost of debt (Kd) and cost of equity (Ke), as a discount rate to calculate present value of free cash flow from the Project based on the following formula:

$$WACC = Ke * E/(D+E) + Kd * (1-T) * D/(D+E)$$

where Ke = Cost of equity or shareholders' required rate of return (Re)
 Kd = Cost of debt or interest rate on loan of the Project
 T = Corporate income tax rate
 E = Total shareholders' equity
 D = Interest-bearing debt

Cost of equity (Ke) or the required rate of return for shareholders (Re) is derived from the Capital Asset Pricing Model (CAPM) as follows:

$$Ke \text{ (or Re)} = R_f + \beta (R_m - R_f)$$

Where:

Risk Free Rate (Rf) = 2.99% per annum based on 30-year government bond yield (information as of January 10, 2022), which is the longest Thai government bond regularly issued and offered in the market under the assumption that the Company is on a going concern basis

Beta (β) = 0.60 - 1.39 times, based on median of Unlevered Beta of 14 comparable SET-listed Companies⁵⁶, consisting of 12 companies in Tourism & Leisure sector that operate hotel business, 1 company in Food & Beverage sector that generate revenue mainly from hotel business, and the Company (1-year historical average up to January 10, 2022) and adjusted with projected interest-bearing debt to equity ratio of the Project

Market Risk (Rm) = 11.74% per annum, which is the 30-year average of annual return from investment in the SET from 1992 – 2021 (period of the enforcement of Securities

⁵⁶ Consists of the Company, Minor International PCL., Asia Hotel PCL., Central Plaza Hotel PCL., Dusit Thani PCL., The Erawan Group PCL., Grande Asset Hotels and Property PCL., Laguna Resorts & Hotels PCL., The Mandarin Hotel PCL., OHTL PCL., and Royal Orchid Hotel (Thailand) PCL.

		and Exchange Act B.E. 2535) as it is the most suitable period to reflect average return from the SET
K _d	=	4.20% per annum, based on the estimated interest rate on loan of the Project according to the Company's projection
D/E Ratio	=	0 – 1.64 times, which is the target D/E ratio of the Project in the future
T	=	Estimated corporate income tax rate of 20% per annum

From the aforementioned assumptions, WACC is equal to 7.82% – 8.24% per annum (average of 8.10% per annum).

Summary of operating cash flows of The Imperial Golden Triangle Resort Project (total) are as follows:

(Unit: Baht million)

The Imperial Golden Triangle Resort Project – Total	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
EBITDA ^{2/}	0.00	0.00	0.00	(4.93) ^{4/}	104.92	150.80	219.38	224.87	230.48	236.25
Corporate income tax	0.00	0.00	0.00	0.00	0.00	0.00	(6.39)	(17.76)	(20.96)	(25.39)
Working capital	0.00	0.00	0.00	(5.84)	(15.40)	(5.09)	(8.69)	(0.61)	(0.90)	(0.92)
Capital Expenditure	(25.52) ^{3/}	(339.49)	(747.38)	(374.69)	(13.99)	(16.64)	(21.14)	(21.66)	(22.21)	(22.76)
Free cash flow of the Project	(23.67)	(291.92)	(595.94)	(285.04)	51.80	82.10	183.17	184.83	186.41	187.18
PV of FCF	(23.63)	(291.06)	(593.29)	(283.35)	51.42	81.38	108.03	101.04	94.41	87.78

(Unit: Baht million)

The Imperial Golden Triangle Resort Project – Total	2032F	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F
EBITDA ^{2/}	242.16	248.22	254.42	260.79	267.31	274.01	280.84	287.87	295.08	302.47
Corporate income tax	(26.37)	(27.45)	(28.56)	(32.42)	(37.40)	(38.60)	(39.82)	(41.08)	(42.62)	(44.71)
Working capital	(0.94)	(0.96)	(0.99)	(1.01)	(1.04)	(1.06)	(1.09)	(1.12)	(1.15)	(1.18)
Capital Expenditure	(23.33)	(23.91)	(24.51)	(25.12)	(25.75)	(26.40)	(27.06)	(27.73)	(28.42)	(29.14)
Free cash flow of the Project	191.52	195.89	200.35	202.23	203.13	207.95	212.88	217.94	222.89	227.45
PV of FCF	83.14	78.66	74.38	69.38	64.39	60.90	57.59	54.48	51.47	48.53

(Unit: Baht million)

The Imperial Golden Triangle Resort Project – Total	2042F	2043F	2044F	2045F	2046F	2047F	2048F	2049F	2050F	2051F
EBITDA ^{2/}	310.01	317.77	325.73	333.88	342.21	350.78	359.56	368.56	377.75	387.21
Corporate income tax	(46.06)	(47.45)	(48.88)	(53.16)	(58.60)	(60.14)	(61.71)	(63.33)	(64.97)	(66.67)
Working capital	(1.20)	(1.23)	(1.27)	(1.30)	(1.33)	(1.36)	(1.40)	(1.43)	(1.47)	(1.50)
Capital Expenditure	(29.86)	(30.61)	(31.38)	(32.16)	(32.96)	(33.79)	(34.63)	(35.50)	(36.39)	(37.30)
Free cash flow of the Project	232.89	238.48	244.21	247.26	249.31	255.49	261.81	268.30	274.92	281.74
PV of FCF	45.90	43.43	41.09	38.43	35.80	33.89	32.09	30.38	28.76	27.23

- Remark:
- 1/ Schedule for opening in Q3/2025.
 - 2/ Add back asset management fee paid to the Company.
 - 3/ Exclusive of the acquisition price of ordinary shares and right to receive payments under loan agreements and accrued interest payable of HW9 in order to acquire land and constructions of The Imperial Golden Triangle Resort Project.
 - 4/ Net from pre-opening expenses at Baht 29.10 million.

(Unit: Baht million)

The Imperial Golden Triangle Resort Project – Total	Base Case
Present value of cash flow of The Imperial Golden Triangle Resort Project in year 1 - 30 (PV of Cash Flow)	328.52
PV of Terminal Value	379.87
Present value of cash flow of The Imperial Golden Triangle Resort Project (PV of Cash Flow of the Project)	708.39
Less: Acquisition price of ordinary shares and rights to receive payments under loan agreements of HW9	(438.00)
Net present value of The Imperial Golden Triangle Resort Project (NPV of Project)^{1/}	270.39
Internal rate of return (IRR) (% per annum)	9.10%
Payback period from July 1, 2025 ^{2/} (from commercial operation date)	11.49 years

- Remark:
- 1/ Net of the acquisition price of ordinary shares and right to receive payments under loan agreement and accrued interest payable of HW9 in order to acquire land and constructions of The Imperial Golden Triangle Resort Project totaling Baht 438.00 million.
 - 2/ It is assumed that the Company will start generating revenue from The Imperial Golden Triangle Resort Project from Q3/2025.

According to the projection of cash flow of The Imperial Golden Triangle Resort Project in the base case under the discount rate of 7.92% - 8.24% per annum, net present value (NPV) of free cash

flow of the project is equal to Baht 270.39 million, internal rate of return (IRR) is 9.10% per annum, and payback period is 11.49 years from the first date of revenue recognition from The Imperial Golden Triangle Resort Project (July 1, 2025).

Sensitivity analysis

The IFA conducts sensitivity analysis on cash flows of The Imperial Golden Triangle Resort Project by adjusting the significant variables as follows;

- (1) Adjust room rate upward/downward by 5.00% from the base case.
- (2) Adjust project investment cost upward/downward by 5.00% from the base case.

Summary of the results of the sensitivity analysis is as follows:

• NPV of cash flow

The Imperial Golden Triangle Resort Project		NPV of Cash Flow (Baht million) ^{1/}		
		Project Investment Cost ^{2/} (Exclusive of Land price) (Inclusive of VAT 100%)		
		-5% (Baht 1,867.83 million)	0% (Baht 1,505.08 million)	+5% (Baht 1,580.33 million)
Room rate	-5%	243.36	191.57	140.01
	0% ^{3/}	322.04	270.39	215.82
	+5%	400.88	349.58	298.13

Remark: 1/ Net of the acquisition price of ordinary shares and right to receive payments under loan agreements and accrued interest payable of HW9 totaling Baht 438.00 million.

2/ Exclusive of land and building value (the acquisition price of ordinary shares and right to receive payments under loan agreements and accrued interest payable) and pre-opening project expenses.

3/ Base case: In 2025 (first year), room rate of Luxury Hotel – Villas = Baht 15,000 per night and room rate of Luxury Hotel – Pool Suites = Baht 10,000 per night.

• Project internal rate of return and project payback period

The Imperial Golden Triangle Resort Project		Project IRR (% per annum)			Payback Period (years) ^{1/}		
		Project Investment Cost (Exclusive of Land Price)			Project Investment Cost (Exclusive of Land Price)		
		-5% (Baht 1,867.83 million)	0% (Baht 1,505.08 million)	+5% (Baht 1,580.33 million)	-5% (Baht 1,867.83 million)	0% (Baht 1,505.08 million)	+5% (Baht 1,580.33 million)
Room rate	-5%	9.04%	8.82%	8.62%	11.54	11.88	12.21
	0%	9.32%	9.10%	8.88%	11.16	11.49	11.80
	+5%	9.60%	9.37%	9.15%	10.81	11.12	11.43

Remark: 1/ From the first date of revenue recognition from The Imperial Golden Triangle Resort Project (July 1, 2025).

The outcomes of the sensitivity analysis can be summarized as follows:

- If adjusting revenue and investment of the project, NPV of cash flow of The Imperial Golden Triangle Resort Project is in the range of Baht 140.01 – 400.88 million.
- Internal rate of return (IRR) is in the range of 8.62% – 9.60% per annum.
- Payback period is in the range of 10.81 – 12.21 years from the first date of revenue recognition from The Imperial Golden Triangle Resort Project (July 1, 2025).

The evaluation of NPV of cash flow and IRR of The Imperial Golden Triangle Resort Project is based on the assumptions provided by the Company under the current economic condition and circumstances. The Independent Financial Advisor bases its assessment on industry information or historical performance of the Company before COVID-19 pandemic in 2020 – present as The Imperial Golden Triangle Resort Project is the future project which is scheduled for opening in the next 4 years (2025). If there is any change in the Company's business plan and policy including government policy or economic change or unusual event the may cause material variation from the current business plan of The Imperial Golden Triangle Resort Project or from the forecast and variables used herein, the projection constructed under the above assumptions may change significantly, leading to a relative change in present value of cash flow and IRR of The Imperial Golden Triangle Resort Project accordingly.

Summary of Opinion of the Independent Financial Advisor on the Appropriateness of Investment in The Imperial Golden Triangle Resort Project

From the feasibility study of The Imperial Golden Triangle Resort Project, the Independent Financial Advisor finds that net present value (NPV) of the project, after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of HW9 in total amount not exceeding Baht 438.00 million, is in the range of Baht 140.01 – 400.88 million (Baht 270.39 million in the base case), IRR is in the range of 8.62% – 9.60% per annum (9.10% per annum in the base case) which is higher than the discount rate (WACC) of 8.10% per annum, and payback period is 10.81 – 12.21 years from the first date of revenue recognition from The Imperial Golden Triangle Resort Project (July 1, 2025). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of all ordinary shares and right to receive payments under loan agreements and all accrued interest payable of HW9 in the total amount not exceeding Baht 438.00 million and the investment in the development of The Imperial Golden Triangle Resort Project is feasible and appropriate.**

Transaction 2: Acquisition of Ordinary Shares of Variety Asset 1 Co., Ltd. and Retail World 5 Co., Ltd. in order to Acquire Land for Development of the Songwat Project and Project Investment

The core asset of VA1 is 2 plots of land with total area of 2-0-20.8 rai (3,280 sq.m. or 820 sq.wah) and the core asset of RW5 is 7 plots of land with total area of 0-3-69.8 rai (1,479.20 sq.m, or 369.80 sq.wah). The Company shall receive the transfer of shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 and RW5 (as at the Closing Date, the Company shall become lender of VA1 and RW5 instead of the existing lenders). Thus, to evaluate fair value of the ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of VA1 and RW5 to be acquired in this transaction and investment in the Songwat Project, the Independent Financial Advisor applies valuation approaches as follows;

- 1) Evaluate fair value of ordinary shares and right to receive payments under loan agreements of VA1 and RW5 by comparing acquisition price with appraisal price determined by the Independent Property Appraiser.
- 2) In determining the appropriateness of investment in the Songwat project, the Independent Financial Advisor determines free cash flow (FCF) of the Songwat Project to calculate:
 - Internal rate of return (IRR) of the Songwat Project.
 - Net present value (NPV) of the Songwat Project by applying weighted average cost of capital (WACC) of the Songwat Project as a discount rate
 - Payback period (PB) of the Songwat Project

Summary of the valuation are as follows:

2.1 Fair Value of Ordinary shares and Rights to Receive Payments under Loan Agreements of VA1 (Songwat 1 Project)

The Independent Financial Advisor evaluates fair value of ordinary shares and right to receive payments under loan agreements of VA1 (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest) by comparing acquisition price with appraisal price of land determined by the independent property appraiser.

The Company appointed Thai Property Appraisal Lynn Phillips Co., Ltd. ("The Independent Property Appraiser 2" or "TPA"), an independent property appraiser approved by the SEC, to appraise value of land. The Independent Property Appraiser conducted the property appraisal on November 1, 2021 according to the appraisal report dated November 17, 2021 (No. Tor.Por. 21-1887-1-354) for public purposes by employing Market Approach. Details of main appraisal assumptions are as follows:

The Independent Property Appraiser 2 (TPA) determined fair market value of 2 plots of land with total area of 2-0-20.8 rai (3,280 sq.m. or 820 sq.wah) located on Songwat Road, Chakrawat Sub-district, Samphanthawong District, Bangkok. Summary of land details and valuation is as follows:

No.	Title Deed No.	Parcel No.	Survey Page No.	Land Area as per Title Deed			Owner	Encumbrance
				Rai	Ngan	Sq.wah		
1	1080	459	80	1	3	24.8	Variety Asset 1 Co., Ltd.	None
2	1434	11	398	0	0	96.0		None
Total				2	0	20.8		

The Independent Property Appraiser 2 employed the Market Comparison Approach to determine fair market value of land by selecting market data on comparable land that was offered for sale or sold. Subsequently, the adjustment was made to reflect the difference between the appraised land and the actual selling price of the comparable assets. In this regard, there were 5 selected data of land for comparison located on Songwat Road, Charoen Krung Road, Soi Kalan Tan, and riverside having an offering price/selling price in a range of Baht 0.14 – 1.89 million per sq.wah. The value of land was determined by taking into consideration various factors such as location, size and shape of land, characteristics, type and quality of development, and time period. The Weighted Quality Score ("WQS") was then applied to adjust value of the comparable assets. Summary of data on comparable land by the Independent Property Appraiser is as follows:

Data on Comparable Land by the Independent Property Appraiser 2

Affected Factors	Appraised Land	Data 1	Data 2	Data 3	Data 4	Data 5
Type of property	Land and constructions (decadent)	3 of 3-storey buildings	3-storey building	3 of 2-storey buildings	2 of 2-storey buildings	Vacant land
Location	Songwat Road	Next to Soi Kalan Tan	Charoen Krung Road	Songwat Road	Songwat Road	Chao Phraya riverside
Land area	2-0-20.8 rai (820 sq.wah)	0-0-29 rai (29 sq.wah)	0-0-83.3 rai (83.3 sq.wah)	0-0-52.2 rai (52.2 sq.wah)	0-0-83.6 rai (83.6 sq.wah)	1-2-37 rai (637 sq.wah)
Land shape	Square	Square	Square	Square	Square	Square
Land size	width 45 m.	10 x 11.5 m.	width 4 m.	12 x 17 m.	9 x 37 m.	width 50 m.
Land level/filling	Filled to road level	Filled to road level	Filled to road level	Filled to road level	Filled to road level	Unfilled, lower than road level
Front width (meters)	6-m. paved road	5-m. reinforced concrete road	18-m. and 5-m. paved road	6-m. paved road	6-m. paved road	-
Public utilities	Electricity, water supply, telephone	Electricity, water supply, telephone	Electricity, water supply	Electricity, water supply, drainage ditch	Electricity, water supply, telephone	Electricity, water supply
Strength/Weakness	Commercial quarter at Chao Phraya riverside	Business quarter	Business quarter	Business quarter	-	Landlocked

Source: Property appraisal report No. Tor.Por. 21-1887-1-354 dated November 17, 2021 prepared by Thai Property appraisal Lynn Phillips Co., Ltd.

The Weighted Quality Score by the Independent Property Appraisal 2

Details		Appraised land	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price/sale and purchase price	Baht/sq.wah		1,172,413	480,192	1,885,714	825,358	138,147
Offering price/purchase period			July 2021	July 2021	July 2021	July 2021	July 2021
Post adjustment price	Baht/sq.wah		1,000,000	440,000	1,650,000	770,000	130,000
Data adjustment	Weighted score (%)	Score					
		Appraised land	Data 1	Data 2	Data 3	Data 4	Data 5
Location	30%	7	7	8	8	8	7
Land shape/size	20%	5	8	4	8	6	4
Land level	15%	8	8	7	9	7	5
Transportation	10%	7	6	8	7	7	5
Public utilities	10%	9	9	9	9	9	9
Development potential	15%	8	6	5	8	6	5
Weighted Quality Score	100%	7.10	7.30	6.70	8.15	7.15	5.80
Net adjusted price x Weighted Quality Score	Baht/sq.wah	850,000^{1/}					
Value of land	Baht million	697.68					

Remark: 1/ Rounding

Source: Property appraisal report No. Tor.Por. 21-1887-1-354 dated November 17, 2021 prepared by Thai Property appraisal Lynn Phillips Co., Ltd.

Value of land as determined by the Independent Property Appraiser, according to the property appraisal report No. Tor.Por. 21-1887-1-354 dated November 17, 2021, is equal to Baht 0.85 million per sq.wah or the total of Baht 697.68 million.

The Independent Financial Advisor is of an opinion that the Market Comparable Approach is an appropriate method in determining value of assets that has available comparable and sufficient market price of assets sold/offered for sales. In addition, the Independent Financial Advisor views that comparable data of vacant land used herein are appropriate as they are located nearby the appraised assets. Besides, the Independent Property Appraiser made adjustment to various factors according to the characteristics of each asset comparing to those the appraised assets. Therefore, the adjusted value should be able to reflect appropriate and more comparable value.

Summary of the Opinion of the Independent Financial Advisor on Fair Value of the Ordinary Shares and Rights to Receive Payments under Loan Agreements and All Accrued Interest Payables of VA1

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of VA1 and fair value of land as determined by the Independent Property Appraiser are as follows:

The Songwat 1 Project (VA1)	Appraised Value of Core Assets of VA1	Acquisition Price of Ordinary Shares and Rights to receive Payments under Loan Agreements of VA1	(Higher) Lower than Appraised Value of Core Assets by	
	(Baht million)	(Baht million)	(Baht million)	(%)
	(1)	(2)	(3) = (2) – (1)	(3)/(1)
Land (core assets of VA1)	697.68 ^{1/}	446.04 ^{2/}	251.64	36.07%

Remark:

- 1/ Fair value of land is equal to Baht 697.68 million, according to the property appraisal report No. Tor.Por. 21-1887-1-354 dated November 17, 2021 prepared by Thai Property Appraiser Lynn Phillips Co., Ltd.
- 2/ The acquisition of VA1 ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 (which may be in form of loan from the Company to VA1 so that VA1 can use such amount to repay its loan and accrued interest) is initiated in order to acquire land and constructions for development of the Songwat 1 Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of VA1 ordinary shares and rights to receive payments under loan agreements of VA1 of Baht 446.04 million, exclusive of estimated current asset and liabilities at the amount not exceed Baht 4.46 million as of the Closing date as it is an adjusted item to the acquisition price on the Closing date only.

The acquisition price of the ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 at the amount of Baht 446.04 million is Baht 251.64 million lower than the appraised value of core assets (land) of VA1 (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1) determined by TPA which is equal to Baht 697.68 million, or lower by 36.07% of the appraised value of core assets (or value of the ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 in the total amount not exceeding Baht 446.04 million is appropriate.**

2.2 The Appropriateness of Investment in the Songwat 1 Project by Evaluating Free Cash Flow of the Project (FCF)

In determining the appropriateness of entering into the transaction, the Independent Financial Advisor has estimated free cash flow of the Songwat Project based on financial projection prepared by the Company and historical operating performance of other 7 hotels of the Company, namely The Athenee Hotel Bangkok, The Okura Prestige Bangkok, Bangkok Marriott Marquis Queen's Park Hotel, Bangkok Marriott Hotel The Surawongse, Hilton Sukhumvit Bangkok, Le Meridien Bangkok, and Double Tree by Hilton Hotel Sukhumvit, and other relevant tourism and hotel industry. The Independent Financial Advisor adjusted some assumptions in order to reflect industrial and economic conditions based on conservative basis. The Independent Financial Advisor prepares a 30-year financial projection (2022 - 2051) under the assumption that VA1 business in on a going concern basis and there is no significant change under normal economic conditions and circumstances.

The Independent Financial Advisor constructs the financial projection based on industry information and historical performance of the Company in normal situation in 2019 or before COVID-19 pandemic in Thailand in the beginning of 2020 until present period since the Songwat 1 Project is scheduled to operate in the next 4 years (grand opening is scheduled in Q1/2026) when COVID-19 pandemic should not affect the business.

Please refer to details of the Songwat 1 Project and Songwat 2 Project in Part 2, Transaction 2, Clause 2.3 -2.4, of this report.

Please refer to details of Thailand Tourism and Hotel Industry in Attachment 5, Clause 1 and 3, of this report.

The Songwat Project

The Company plans to develop the Songwat Project, comprising of the Songwat 1 Project (Transaction 2.1) and the Songwat 2 Project (Transaction 2.2), to be the luxury hotels on the bank of the Chao Phraya River, located on the same side as China town. Subsequently, the project shall become part of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project which is an aim to be the important integrated wellness destination for tourists around the world.

- (1) **The Songwat 1 Project:** The 5-star luxury hotel located on the bank of the Chao Phraya River with 61 rooms on an area of 2-0-20.8 rai, comprising of a 7-storey building with 2-storey basement.
- (2) **The Songwat 2 Project:** The 5-star luxury hotel located on the bank of the Chao Phraya River with 28 rooms on an area of 0-3-69.8 rai, comprising of a 5-storey building with 2-storey basement, approximately 250 m. from the Songwat 1 Project.

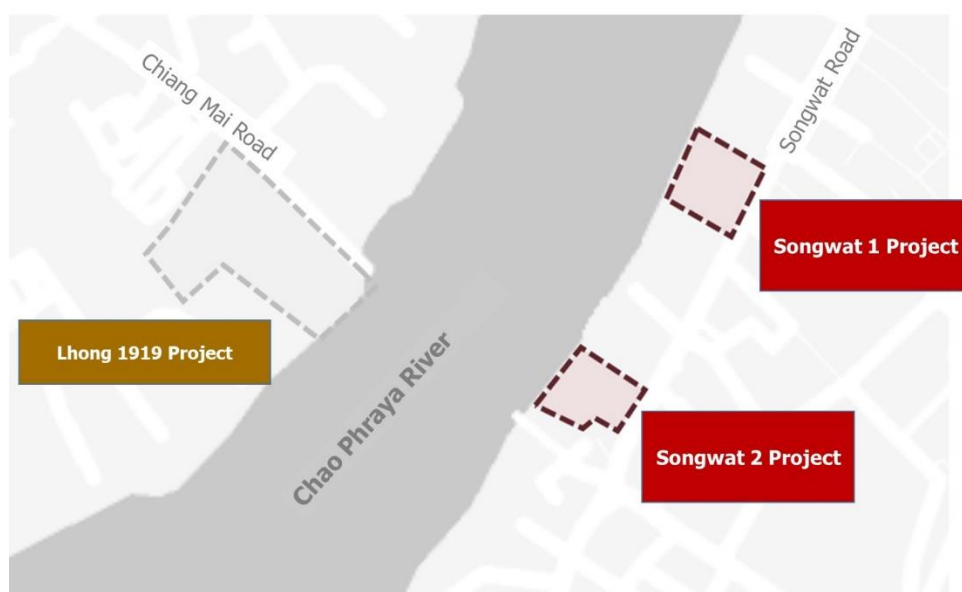
The construction and development budget (exclusive of land price) of the Songwat 1 Project and the Songwat 2 Project is at Baht 983.83 million (inclusive of VAT). There is Gross Floor Area ("GFA") of 15,124.17 sq.m. (inclusive of parking area) with Net Leasable Area ("NLA") of 5,862.00 sq.m. Area of the projects are as follows:

The Songwat Project	Gross Floor Area (GFA)	Net Leasable Area (NLA)	Project Development Budget (exclusive of VAT) (Baht million)	Project Development Budget (inclusive of VAT) (Baht million)	Expected Opening Period
	(sq.m.)				
Songwat 1 Project	9,970.27	4,017.00	617.07 ^{1/}	660.26	Q1/2026
Songwat 2 Project	5,153.90	1,845.00	302.40 ^{2/}	323.57	Q1/2026
Total	15,124.17	5,862.00	919.47	983.83	

Remark: 1/ Exclusive of land price and financial cost but inclusive of pre-opening expenses in an amount of Baht 15.26 million (exclusive of VAT).

2/ Exclusive of land price and financial cost but inclusive of pre-opening expenses in an amount of Baht 7.54 million (exclusive of VAT).

Location of the Songwat 1 Project and the Songwat 2 Project



2.2.1 The Songwat 1 Project

The luxury hotel on the bank of the Chao Phraya River, managed by the world-class hotel chain, with 61 rooms of 60 - 120 sq.m. area (average of 68.6 sq.m. per room) and central facilities consisting of 302-sq.m. restaurant, 97-sq.m. pool bar, 100-sq.m. meeting room, 62-sq.m. spa, 115-sq.m. swimming pool, and 110-sq.m. fitness center.

The Songwat 1 Project will be the luxury hotel that offers wellness and culture service, located in Thai – Chinese cultural area with relaxing and comfort scenic view of the Chao Phraya River. The hotel's target group consists of foreign tourists and domestic at 75% and 25% respectively, especially couple and family seeking for conservation and wellness experience, culture and business tourist, romantic and on-line influencer.

Significant assumptions used in financial projection of the Songwat 1 Project are as follows:

- **Revenue from hotel business – the Songwat 1 Project**

- Room revenue

- Average Room Rate: ARR

The average room rate in the first year (2026) is estimated at Baht 12,000 per night (for an average area of 68.6 sq.m. per room). The Independent Financial Advisor reviews recent room rate of luxury hotels which are located on the bank of the Chao Phraya River as follows:

	Hotel	Location	Number of Rooms (rooms)	Room Area (sq. m.)	Average Room Rate – Deluxe Room (Baht/night)
1	Mandarin Oriental Hotel	Charoen Krung Road	354	35 – 376	43,500 ^{1/}
2	Shangri-La Bangkok	Soi Wat Suan Phlu	802	36 – 84	5,200 ^{2/}
3	The Peninsula Bangkok	Charoen Nakhon Road	367	43 – 364	12,000 ^{3/}
4	Anantara Riverside Bangkok Resort	Charoen Nakhon Road	376	38 – 114	5,200 ^{4/}
5	The Siam Hotel	Khao Road	39	80 – 130	22,000 ^{5/}
6	Four Seasons Hotel Bangkok at Chao Phraya River	Charoen Krung Road	299	50 – 450	16,500 ^{6/}
7	Capella Bangkok	Charoen Krung Road	101	61 - 595	22,500 ^{7/}

Source: www. booking.com (information as of January 10, 2022)

Remark: In general, room rate depends on location, room size, luxury level and amenities, season, and novelty.

1/ Room rate for Deluxe Premium room (43 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 43,500 (January 2022).

2/ Room rate for Deluxe room (36 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 5,200 (January 2022).

3/ Room rate for Deluxe King Size Bed room (45 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 12,000 (January 2022).

4/ Room rate for Deluxe room (38 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 5,200 (January 2022).

5/ Room rate for Siam Suite (80 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 22,000 (January 2022).

6/ Room rate for Deluxe King Size Bed room (50 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 16,500 (January 2022).

7/ Room rate for King Size Bed room, riverside zone (61 sq. m.) for 2 persons inclusive of breakfast is at approximately Baht 22,500 (January 2022).

Location of the Songwat Project and Rival Hotels on the Bank of the Choa Phraya River



The Independent Financial Advisor assumes that the average room rate will increase by 7% and 5% per annum in 2027 – 2028. From 2029 onwards, the average room rate is assumed to increase by 3% per annum, equal to the compound annual growth rate (CAGR) of luxury hotels in Bangkok in 2011 – 2019 which was at 3% per annum. (Source: *Bangkok Luxury Hotel Market Ended of 2019 by Phoenix Property Development and Consultancy*)

Occupancy rate

The occupancy rate in the first 4 years (2026 – 2029) is assumed at approximately 42.45% - 64.78% and remain constant at 72% from 2030 onwards, in line with the range of occupancy rate of luxury hotels in Bangkok in 2012 – 2019 which was at approximately 70% - 80% (Please refer to Figure 8 of Attachment 5 of this report). The Independent Financial Advisor views that since location of the project on the bank of the Chao Phraya River, competitive price, full amenities, novelty, and limited number rooms for privacy, it is a great opportunity for the project to attract the foreign tourists. According to the historical data of 7 hotels of the Company in Bangkok, the average occupancy rate was at 82.72%⁵⁷ in 2019.

○ Food and beverages revenue

The Songwat 1 Project has restaurant and pool bar with total area of 400 sq.m. (capacity of 75 seats) and conference room with an area of 100 sq.m. The food and beverages revenue which is estimated based on significant assumptions as follows:

- Hotel room and meeting room: Food and beverages revenue is assumed at 40% of room revenue, in line with industrial standard in which food and beverages revenue is at approximately 30% - 40% of room revenue. Besides, the historical data of 7 comparable hotels in Bangkok of the Company shows that ratio of food and beverage revenue was at 24% - 107% of room revenue in 2019 (average ratio of 54% of room revenue in 2019).
- Restaurant: Apart from hotel customers, the Songwat 1 Project shall generate food and beverages revenue from other customers which is a normal practice of hotels alongside the Chao Phraya River

⁵⁷ In 2019, The Athenee Hotel Bangkok had occupancy rate of 77.4%, The Okura Prestige Bangkok had occupancy rate of 85%, Hilton Sukhumvit Bangkok had occupancy rate of 88.5%, Bangkok Marriott Hotel The Surawongse had occupancy rate of 78%, Le Meridien Bangkok had occupancy rate of 83.5%, Bangkok Marriot Marquis Queen's Park Hotel had occupancy rate of 76%, and Double Tree by Hilton Hotel Sukhumvit had occupancy rate of 91%.

to have selling point of restaurant with scenic view of the Chao Phraya River. In this regard, restaurant and pool bar of the Songwat 1 Project with an area of 400 sq.m. shall be designed to offer view of the Chao Phraya River. Thus, it is expected that the hotel should be able to generate additional food and beverages revenue of 5.69% of room revenue (under the assumptions of 30 customers per day, food and beverage revenue of Baht 1,000 per person, and increase at the same rate as growth of room rate).

- Other revenues

Other revenues are revenue from service of other departments such as spa revenue, parking income, laundry revenue, telephone charge, revenue from convenience/souvenir shops, rental income, and other income. Other revenues are assumed at 7% - 8% of room revenue. Since the Songwat 1 Project is the luxury hotel, offering privacy and scenic view of the Chao Phraya River, with 62-sq.m. spa, its ratio of other revenues to room revenue is higher than that of 7 comparable hotels of the Company in Bangkok⁵⁸ which have average ratio of other incomes to room revenue of 2.1% - 6.7% or average of 4% of room revenue in 2019 due to different concepts and target groups of the project.

- **Operating expenses: the Songwat 1 Project**

- Cost of room service

Cost of room consists mainly of employee expenses, utilities expenses, and other expenses such as laundry expenses, cleaning expenses, and other room amenities expenses.

Cost of room service in the first 3 years (2026 – 2028) is assumed at 20.10%, 19.99%, and 19.75% of room revenue respectively. From 2029 onwards, it is assumed at 19.50% of room revenue, close to ratio of cost of room revenue of 7 comparable hotels in Bangkok of the Company which is at 17% - 24% of room revenue in 2019 (average ratio of 20.7% of room revenue).

- Cost of food and beverages

Cost of food and beverages consists mainly of food and beverages expenses, employee expenses, utilities expenses, and other expenses.

In 2026 – 2028, cost of food and beverages is assumed at 71.40%, 70.89%, and 68.22% of food and beverages revenue respectively. Then, cost of food and beverages is assumed at 63.50% of food and beverages revenue from 2029 onwards, close to ratio of cost of food and beverage of 7 comparable hotels in Bangkok of the Company which is at 54% - 83% of room revenue in 2019 (average at 70.94% of room revenue in 2019).

- Cost of service of other departments

Cost of service of other departments mainly consists of cost of spa service, laundry, telephone charge, convenience/souvenir shops, and other costs. Cost of service of each department comprises of direct service costs, employee expenses, and other expenses.

In 2026 – 2028, cost of service of other departments is assumed at 64.16%, 59.69%, and 57.25% of other revenues respectively. From 2029 onwards, cost of service of other departments is assumed at 52.50% of other revenues, based on ratio of 7 comparable hotels of the Company in Bangkok which is at 31% - 60% of other revenues in 2019.

- **Selling and administrative expenses**

In this financial projection, the Independent Financial Advisor determines selling and administrative expenses based on the Company's assumptions and adjusts some items to reflect industry standard and historical financial data of 7 comparable hotels in Bangkok of the Company according to conservative basis. Summary of assumptions are as follows:

- Overhead department expenses consist of management fee, repair & maintenance and utilities expenses, IT expenses, utilities expenses, and marketing expenses. Overhead department expenses are assumed at 19.78% - 29.15% of total revenue, close to ratio of 7 comparable hotels in Bangkok of the Company which were at 20.6% - 26.8% of total revenue in 2019 (average of 23.5% of total revenue).
- Land and building tax, insurance, and other expenses are assumed at 1.50% of total revenue, equal to an average ratio of other expenses to total revenue of 7 comparable hotels in Bangkok of the Company which was at 1.33% of total revenue in 2019.

⁵⁸ 7 hotels in Bangkok of the Company are The Athenee Hotel Bangkok, The Okura Prestige Bangkok, Bangkok Marriot Marquis Queen's Park Hotel, Bangkok Marriott Hotel The Surawongse, Hilton Sukhumvit Bangkok, Le Meridien Bangkok, and Double Tree by Hilton Hotel Sukhumvit.

- Base management fee and incentive management fee are assumed at the rate as agreed with the hotel management chain.

- **Asset management fee⁵⁹**

Asset management fee is assumed at 0.2% of asset value (which was calculated from acquisition price of land, investment in the Songwat Project, and annual capital expenditure ("CapEx")) and 5% of EBITDA which is the rate applied to other projects of the Company. The Company has lowered the asset management fee from that of previous year.

- **Financial cost**

The Company assumes ratio of loans to shareholders' equity of the project at 60:40 based on target debt to equity ratio of the Group of Companies. It estimates borrowing cost at 4.20% per annum (estimated interest rate on long-term loan after interest rate swap from floating to fixed rate) based on current loan rate of the Company, with repayment term of 12 years.

- **Corporate income tax**

Corporate income tax rate of 20% is assumed throughout the projection period.

- **Project development cost**

Project development cost of the Songwat 1 Project with 61 rooms is estimated at Baht 617.07 million (exclusive of VAT). The development period is during 2022 – 2025. Summary of cash outflow for project development is as follows:

(Unit: Baht million)

The Songwat 1 Project	2022F	2023F	2024F	2025F	Total
Project development cost	9.03	138.42	306.92	147.44	601.81
Pre-opening expenses (realized to PL ^{1/})	-	-	-	15.26	15.26
Total (exclusive of VAT)	9.03	138.42	306.92	162.70	617.07^{2/}

Remark: 1/ Pre-opening expenses shall be realized to income statement in 2025, prior to the opening in the beginning of 2026.

2/ Exclusive of land price and financial cost.

Development cost of the Songwat 1 Project is equal to Baht 60,360.45 per sq.m. (inclusive of parking space but exclusive of pre-opening expenses), close to development cost of internationally branded luxury hotels in Bangkok which is equal to Baht 60,000 – 65,000 per sq.m. (Source: Independent market research on Thailand's hospitality and retail sectors and Bangkok's office sector, dated August 21, 2019 by Jones Lang LaSalle (Thailand) Ltd.)

- **Capital expenditure**

From 2026 onwards, the Independent Financial Advisor assumes capital expenditure of 4.00% of total revenue, based on industrial standard.

- **Assets and liabilities turnover**

Based on the Company's policy as follows:

Trade account receivables	30.00	days on average
Trade account payables	30.00	days on average

- **Summary of financial projection of the Songwat 1 Project**

(Unit: Baht million)

The Songwat 1 Project	2026F ^{1/}	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F	2036F – 2051F
Room revenue	113.41	151.27	183.46	200.30	229.29	236.17	243.25	250.55	258.07	265.81	273.78 – 426.55
Food and beverages revenue	57.21	71.69	83.89	90.38	101.13	104.17	107.29	110.51	113.83	117.24	120.76 – 188.14
Other departments' revenues	7.94	11.35	14.68	16.02	18.34	18.89	19.46	20.04	20.65	21.26	21.90 – 34.12
Total revenue	178.57	234.31	282.03	306.70	348.77	359.23	370.01	381.11	392.54	404.32	416.45 – 648.81
Cost of room service	(22.79)	(30.23)	(36.23)	(39.06)	(44.71)	(46.05)	(47.43)	(48.86)	(50.32)	(51.83)	(53.39) – (83.18)
Cost of food and beverages	(40.85)	(50.82)	(57.23)	(57.39)	(64.22)	(66.15)	(68.13)	(70.17)	(72.28)	(74.45)	(76.68) – (119.47)
Cost of service of other departments	(5.09)	(6.77)	(8.40)	(8.41)	(9.63)	(9.92)	(10.22)	(10.52)	(10.84)	(11.16)	(11.50) – (17.91)

⁵⁹ Asset management fee is recorded in income statement of VA1 for the purpose of tax calculation but such amount is added back when calculate cash flow of the project.

The Songwat 1 Project	2026F ^{1/}	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F	2036F – 2051F
Total cost of sale and service	(68.74)	(87.83)	(101.87)	(104.86)	(118.56)	(122.12)	(125.78)	(129.56)	(133.44)	(137.45)	(141.57) – (220.56)
Gross profit margin	109.83	146.48	180.16	201.84	230.20	237.11	244.22	251.55	259.10	266.87	274.88 – 428.25
Selling and administrative expenses	(64.20)	(75.54)	(85.57)	(91.13)	(96.69)	(99.55)	(102.49)	(105.52)	(108.64)	(111.86)	(115.17) – (178.62)
EBITDA before asset management fee	50.48	77.14	102.06	119.06	143.09	147.38	151.80	156.36	161.05	165.88	170.85 – 266.19
Asset management fee	(4.85)	(6.20)	(7.47)	(8.35)	(9.58)	(9.82)	(10.07)	(10.33)	(10.59)	(10.87)	(11.15) – (16.55)
EBITDA	45.63	70.94	94.59	110.71	133.51	137.56	141.73	146.03	150.45	155.01	159.70 – 249.63
EBIT	8.85	33.22	55.74	70.64	92.04	108.25	111.87	115.77	119.85	124.19	128.65 – 232.56
EBT	(21.88)	2.60	26.05	43.13	67.78	87.54	94.88	102.48	110.27	118.17	125.57 – 232.56
Net profit (loss)	(21.88)	2.60	26.05	36.20	54.22	70.03	75.90	81.99	88.22	94.53	100.46 – 186.05

Remark: 1/ Schedule for opening in Q1/ 2026.

▪ Terminal value growth

The Independent Financial Advisor assumes terminal value growth of 1.00% or approximately half of estimated inflation rate based on conservative basis.

▪ Discount rate

Most assumptions for calculation of discount rate of the Songwat 1 Project are similar to those of the Imperial Golden Tringle Resort Project (*Please refer to details of assumptions for calculation in Part 3, Transaction 1, Clause 1.2.3 of this report*), except for the following assumptions:

Beta (β) = 0.60 - 1.47 times, based on median of Unlevered Beta of 14 comparable SET-listed Companies⁶⁰, comprising of 12 companies in Tourism & Leisure sector that operate hotel business, 1 company in Food & Beverage sector that generate revenue mainly from hotel business, and the Company (1-year historical data up to January 10, 2022) and adjusted with projected interest-bearing debt to equity ratio of the Project.

D/E Ratio = 0 – 1.82 times, which is the target D/E ratio of the Project in the future

From the above assumptions, WACC is equal to 7.80% – 8.24% per annum (the average of 8.09% per annum).

Based on the information and above assumptions, summary of cash flows of the Songwat 1 Project are as follows:

(Unit: Baht million)

The Songwat 1 Project	2022F	2023F	2024F	2025F	2026F ^{1/}	2027F	2028F	2029F	2030F	2031F
EBITDA ^{2/}	0.00	0.00	0.00	(15.26) ^{3/}	50.50	77.16	102.18	119.35	143.59	147.90
Corporate income tax	0.00	0.00	0.00	0.00	0.00	(5.37)	(11.17)	(14.18)	(18.50)	(21.74)
Working capital	0.09	0.46	1.15	2.10	(13.72)	(2.73)	(2.12)	(15.41)	(5.98)	(1.00)
Capital Expenditure	(13.46)	(152.23)	(327.43)	(175.22)	(7.11)	(9.39)	(11.35)	(12.36)	(14.10)	(14.52)
Free cash flow of the Project	(13.36)	(151.77)	(326.28)	(188.39)	29.67	59.66	77.53	77.39	105.02	110.64
PV of FCF	(12.39)	(130.53)	(260.26)	(139.39)	20.33	37.97	45.77	42.36	53.27	52.00

(Unit: Baht million)

The Songwat 1 Project	2032F	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F
EBITDA ^{2/}	152.34	156.91	161.61	166.46	171.46	176.60	181.90	187.36	192.98	198.77
Corporate income tax	(22.46)	(23.24)	(24.06)	(24.93)	(25.83)	(26.75)	(27.70)	(28.68)	(29.69)	(30.73)
Working capital	(1.12)	(1.15)	(1.19)	(1.22)	(1.26)	(1.30)	(1.34)	(1.38)	(1.42)	(1.46)
Capital Expenditure	(14.95)	(15.40)	(15.87)	(16.34)	(16.83)	(17.34)	(17.86)	(18.39)	(18.94)	(19.51)
Free cash flow of the Project	113.80	117.11	120.50	123.97	127.54	131.22	135.00	138.91	142.93	147.07
PV of FCF	49.52	47.16	44.88	42.68	40.58	38.57	36.67	34.85	33.13	31.50

(Unit: Baht million)

The Songwat 1 Project	2042F	2043F	2044F	2045F	2046F	2047F	2048F	2049F	2050F	2051F
EBITDA ^{2/}	204.73	210.87	217.20	223.71	230.42	237.34	244.46	251.79	259.34	267.12
Corporate income tax	(31.80)	(33.54)	(34.81)	(35.98)	(40.08)	(41.32)	(42.60)	(43.91)	(45.27)	(46.66)
Working capital	(1.50)	(1.55)	(1.60)	(1.64)	(1.69)	(1.74)	(1.80)	(1.85)	(1.90)	(1.96)
Capital Expenditure	(20.10)	(20.70)	(21.32)	(21.96)	(22.62)	(23.30)	(24.00)	(24.72)	(25.46)	(26.22)

⁶⁰ Consists of the Company, Minor International PCL., Asia Hotel PCL., Central Plaza Hotel PCL., Dusit Thani PCL., The Erawan Group PCL., Grande Asset Hotels and Property PCL., Laguna Resorts & Hotels PCL., The Mandarin Hotel PCL., OHTL PCL., and Royal Orchid Hotel (Thailand) PCL.

The Songwat 1 Project	2042F	2043F	2044F	2045F	2046F	2047F	2048F	2049F	2050F	2051F
Free cash flow of the Project	151.33	155.08	159.47	164.13	166.03	170.98	176.07	181.31	186.71	192.28
PV of FCF	29.94	28.35	26.93	25.61	23.93	22.77	21.66	20.61	19.61	18.66

Remark: 1/ Schedule for opening in Q1/2026.
2/ Add back asset management fee paid to the Company.
3/ Pre-opening expenses of Baht 15.26 million.

(Unit: Baht million)

The Songwat 1 Project	Base Case
Present value of cash flow of the Songwat 1 Project in year 1 - 30 (PV of Cash Flow)	347.77
Present value of Terminal value	260.25
Present value of cash flow of the Songwat 1 Project (PV of Cash Flow of the Project)	607.02
Less: Acquisition price of ordinary shares and rights to receive payments under loan agreements of VA1	(446.04)
Net present value of the Songwat 1 Project (NPV of Project)^{1/}	160.98
Internal rate of return (IRR) (% per annum)	9.03%
Payback period (years) from January 1, 2026 ^{2/} (from commercial operation date)	11.49

Remark: 1/ Net of the acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of VA1 totaling Baht 446.04 million.

2/ It is assumed that the Company will start generating revenue from the Songwat 1 Project from Q1/2026.

According to the projection of cash flow of the Songwat 1 Project in the base case under the discount rate of 7.80% – 8.24% per annum, net present value (NPV) of free cash flow of the Songwat 1 Project is Baht 160.98 million, internal rate of return (IRR) is 9.03% per annum, and payback period is 11.49 years from the first date of revenue recognition from the Songwat 1 Project (January 1, 2026).

Sensitivity analysis

The Independent Financial Advisor conducts sensitivity analysis on cash flows of the Songwat 1 Project by adjusting the significant variables as follows:

- (1) Adjust room rate upward/downward by 5% from the base case.
- (2) Adjust project investment upward/downward by 5% from the base case.

Summary of results of the sensitivity analysis is as follows:

• Net present value of cash flow

The Songwat 1 Project		NPV of Cash Flow (Baht million) ^{1/}		
		Project Investment ^{2/} (Exclusive of Land price) (Inclusive of VAT 100%)		
		-5%	0%	+5%
		(Baht 611.74 million)	(Baht 643.94 million)	(Baht 676.14 million)
Room rate	-5%	128.80	106.30	83.36
	0% ^{3/}	183.76	160.98	138.49
	+5%	238.63	215.72	193.30

Remark: 1/ Net of the acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of VA1 totaling Baht 446.04 million.

2/ Exclusive of land price (the acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable) and pre-opening expenses.

3/ Base case: In 2026 (first year), room rate of the Songwat 1 Project is at baht 12,000 per night.

• Project internal rate of return and project payback period

The Songwat 1 Project		Project IRR (% per annum)			Payback Period (years) ^{1/}		
		Project Investment (Exclusive of Land Price)			Project Investment (Exclusive of Land Price)		
		-5%	0%	+5%	-5%	0%	+5%
		(Baht 611.74 million)	(Baht 643.94 million)	(Baht 676.14 million)	(Baht 611.74 million)	(Baht 643.94 million)	(Baht 676.14 million)
Room rate	-5%	8.88%	8.74%	8.60%	11.70	11.93	12.13
	0%	9.18%	9.03%	8.89%	11.27	11.49	11.71
	+5%	9.47%	9.32%	9.17%	10.91	11.10	11.31

Remark: 1/ It is assumed that the Company will start generating revenue from the Songwat 1 Project from January 1, 2026.

The outcomes of the sensitivity analysis are as follows:

- NPV of cash flow of the Songwat 1 Project is in the range of Baht 83.36 – 238.63 million.
- Internal rate of return (IRR) is in the range of 8.60% – 9.47% per annum.

- Payback period is in the range of 10.91 – 12.13 years from the first date of revenue recognition from Songwat 1 Project (January 1, 2026).

The calculation of NPV of cash flow and IRR of the Songwat 1 Project is based on assumptions provided by the Company under current economic condition and circumstances. The Independent Financial Advisor bases its assessment on industry information or historical performance of the Company before COVID-19 pandemic in 2020 – present as the Songwat 1 Project is the future project which is scheduled for opening in the next 5 years (2026). If there is any change in the Company's business plan and policy including government policy or economic condition or unusual event that may cause material variation from current business plan of the Songwat 1 Project or from the forecasts and variables used herein, the projection constructed under the above assumptions may change significantly, leading to a relative change in NPV of cash flow and IRR of the Songwat 1 Project.

Summary of Opinion of the Independent Financial Advisor on the Appropriateness of the Investment in the Songwat 1 Project

From feasibility study of the Songwat 1 Project, the Independent Financial Advisor finds that net present value of the Project ("NPV") after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 in total amount of Baht 446.04 million is in the range of Baht 83.36 – 238.63 million (Baht 160.98 million in the base case), IRR is in the range of 8.60% – 9.47% per annum (9.03% per annum in the base case) which is higher than discount rate (WACC) of 8.27% per annum, and payback period is 10.91 – 12.13 years from the first date of revenue recognition from the Songwat 1 Project (January 1, 2026). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of VA1 in the total amount not exceeding Baht 446.04 million and the investment in the development of the Songwat 1 Project is feasible and appropriate.**

2.3 Fair value of Ordinary Shares and Rights to Receive Payments under Loan Agreements of RW5 (the Songwat 2 Project)

The Independent Financial Advisor evaluates fair value of ordinary shares and rights to receive payments under loan agreements of RW5 (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest) by comparing acquisition price with appraisal price determined by the Independent Property Appraiser.

The Company appointed Thai Property Appraisal Lynn Phillips Co., Ltd. ("The Independent Property Appraiser 2" or "TPA"), an independent property appraiser approved by the SEC, to appraise value of the land. The Independent Property Appraiser conducted the property appraisal on November 1, 2021, according to the appraisal report dated November 17, 2021 (No. Tor.Por. 21-1886-1-353) for public purposes, by employing the Market Approach. Details of the main assumptions are as follows:

The Independent Property Appraiser 2 (TPA) determines value of plots of land with total area of 369.8 sq.wah, which is located on Songwat Road, Chakrawat Sub-district, Samphanthawong District, Bangkok. Summary of land details and valuation is as follows:

No.	Title Deed No.	Parcel No.	Survey Page No.	Land Area as per Title Deed			Owner	Encumbrance
				Rai	Ngan	Sq.wah		
1	877	110	225	0	0	5.8	Retail World 5 Co., Ltd.	None
2	2075	108	386	0	0	22.0		
3	2101	444	397	0	0	10.0		
4	17578	106	1680	0	0	9.3		
5	17579	107	1681	0	0	79.7		
6	17580	105	1682	0	0	20.0		
7	17581	108	1683	0	2	23.0		
Total				0	0	69.8		

The Independent Property Appraiser 2 employs the Market Comparison Approach to determine fair market value of such lands by selecting market data on comparable land that was offered for sale or was sold. Subsequently, the adjustment was made to reflect the difference between the appraised lands and the actual selling price of the comparable assets. In this regard, there were 5 selected data of land on Songwat Road for comparison having an offering price/selling price in a range of Baht 0.14 – 1.89 million per sq.wah. Then, value of land was determined by taking into consideration various factors such as location, size and shape of land, characteristics, type and quality of development, and time period. The Weighted Quality Score ("WQS") was then applied to adjust value of the comparable asset.

Data on Comparable Land by the Independent Property Appraiser 2

Affected Factors	Appraised Land	Data 1	Data 2	Data 3	Data 4	Data 5
Type of property	Vacant land	3 of 3-storey commercial buildings	3-storey commercial building	3 of 2-storey commercial buildings	2 of 2-storey commercial buildings	Vacant land
Location	Songwat Road	Next to Soi Kalan Tan	Next to Charoen Krung Road	Next to Songwat Road	Next to Songwat Road	Alongside the Chao Phraya River
Land area	0-3-69.8 rai (369.8 sq.wah)	0-0-29 rai (29 sq.wah)	0-0-83.3 rai (83.3 sq.wah)	0-0-52.2 rai (52.2 sq.wah)	0-0-83.6 rai (83.6 sq.wah)	1-2-37 rai (637 sq.wah)
Land shape	Square	Square	Square	Square	Square	Square
Land size	Width 25 m.	10 x 11.5 m.	Width 4 m.	12 x 17 m.	9 x 37 m.	Width 50 m.
Land level/filling	Filled to road level	Filled to road level	Filled to road level	Filled to road level	Filled to road level	Unfilled, below road level
Front width (meters)	6-m. paved road	5-m. reinforced concrete road	18-m. and 5-m. paved road	6-m. paved road	6-m. paved road	-
Public utilities	Electricity, water supply, telephone	Electricity, water supply, telephone	Electricity, water supply	Electricity, water supply, drainage ditch	Electricity, water supply, telephone	Electricity, water supply
Strength/Weakness	Commercial quarter at Chao Phraya riverside	Business quarter	Business quarter	Business quarter	-	Landlocked

Source: Property appraisal report No. Tor.Por. 21-1886-1-353 dated November 17, 2021 prepared by Thai Property Appraiser Lynn Phillips Co., Ltd.

The Weighted Quality Score by the Independent Property Appraiser 2

Details		Appraised Land	Data 1	Data 2	Data 3	Data 4	Data 5
Offering price/sale and purchase price	Baht/sq.wah		1,172,413	480,192	1,885,714	825,358	138,147
Offering/sale and purchase period			July 2021	July 2021	July 2021	July 2021	July 2021
Post-adjustment price	Baht/sq.wah		1,000,000	440,000	1,650,000	770,000	130,000
Affected Factors	Weight (%)	Score					
		Appraised Land	Data 1	Data 2	Data 3	Data 4	Data 5
Location	30%	7	7	8	8	8	7
Land size and shape	20%	5	8	4	8	6	4
Land level/filling	15%	8	8	7	9	7	5
Transportation	10%	7	6	8	7	7	5
Public utility	10%	9	9	9	9	9	9
Development potential	15%	8	6	5	8	6	5
Weighted Quality Score	100%	7.10	7.30	6.70	8.15	7.15	5.80
Value of land	Baht/sq.wah	850,000^{1/}					
Total	Baht million	314.33					

Remark: 1/ rounding

Source: Property appraisal report No. Tor.Por. 21-1886-1-353 dated November 17, 2021 prepared by Thai Property Appraiser Lynn Phillips Co., Ltd.

Value of land as determined by the Independent Property Appraiser, according to the property appraisal report No. Tor.Por. 21-1886-1-353 dated November 17, 2021, is equal to Baht 0.85 million per sq.wah or equivalent to the total value of **Baht 314.33 million**.

The Independent Financial Advisor is of an opinion that the Market Comparable Approach is an appropriate method in determining value of assets that has available comparable and sufficient market price of assets sold/offered for sale. In addition, the Independent Financial Advisor views that the comparable data of vacant land used herein are appropriate as they are located nearby the appraised assets. Besides, the Independent Property Appraiser made adjustment to various factors according to the characteristics of each asset comparing to those the appraised assets. Therefore, the adjusted value should be able to reflect appropriate and more comparable value.

Summary of the Opinion of the Independent Financial advisor on Fair Value of the Ordinary Shares and Rights to Receive Payments under Loan agreements and All Accrued Interest Payables of RW5

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 and fair value of land as determined by the Independent Property Appraiser are as follows:

The Songwat 2 Project (RW5)	Appraised Value of Core Assets of RW5	Acquisition Price of Ordinary Shares and Rights to Receive Payments under Loan Agreements of RW5 (Baht million)	(Higher) Lower than Appraised Value of Core Assets by	
	(Baht million)		(Baht million)	(%)
	(1)		(3) = (1) – (2)	(3)/(1)
Land (core asset of RW5)	314.33 ^{1/}	200.96 ^{2/}	113.37	36.07%

Remark:

- 1/ Fair value of land is equal to Baht 314.33 million according to the property appraisal report No. Tor.Por. 21-1886-1-353 dated November 17, 2021 prepared by Thai Property Appraiser Lynn Phillips Co., Ltd.
- 2/ The acquisition of RW5 ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 (which may be in form of loan from the Company to RW5 so that RW5 can use such amount to repay its loan and accrued interest) is initiated in order to acquire land and constructions for development for the Songwat 2 Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of RW5 ordinary shares and rights to receive payments under loan agreements of RW5 of Baht 200.96 million, excluding estimated current asset and liabilities at the amount not exceed Baht 2.01 million as of the Closing Date as it is an adjusted item to the acquisition price on the Closing date only.

Fair value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 at the amount of Baht 200.96 million is Baht 113.37 million lower than the appraised value of core assets (land) of RW5 (or value of ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of RW5) as determined by TPA which is at Baht 314.33 million, or lower by 36.07% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5).

Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 in the total amount not exceeding Baht 200.96 million is appropriate.

2.4 The Appropriateness of Investment in the Songwat 2 Project by Considering Free Cash Flow of the Project (FCF)

In determining the appropriateness of the entering into this transaction, the Independent Financial Advisor prepares financial projection of the Songwat Project based on financial projection prepared by management of the Company and historical data of 7 comparable hotels in Bangkok of the Company, namely The Athenee Hotel Bangkok, The Okura Prestige Bangkok, Bangkok Marriott Marquis Queen's Park Hotel, Bangkok Marriott Hotel The Surawongse, Hilton Sukhumvit Bangkok, Le Meridien Bangkok, and Double Tree by Hilton Hotel Sukhumvit, and other relevant tourism and hotel industry. The Independent Financial Advisor adjusts some assumptions in order to reflect industrial and economic conditions based on conservative basis. The Independent Financial Advisor prepares the 30-year financial projection (2022 – 2051) under the assumption that RW5's business (the Songwat 2 Project) is on a going concern basis and there is no significant change under normal economic conditions and circumstances.

The Independent Financial Advisor constructs the financial projection based on industry information and historical performance of the Company in 2019 or before COVID-19 pandemic in Thailand in the beginning of 2020 – present since the Songwat 2 Project is scheduled to operate in the next 4 years (Q1/2026) when COVID-19 pandemic should not affect the business.

Please refer to details of the Songwat 2 Project in Part 2, Transaction 2, Clause 2.1 – 2.2 of this report.

Please refer to details of Thailand Tourism and Hotel Industry in the Attachment 5, Clause 1 and 3 of this report.

The Songwat 2 Project

The luxury hotel on the bank of the Chao Phraya River, managed by the world class hotel chains, consists of 28 rooms with room area of 60 – 120 sq.m. (average area of 60 sq.m. per room) with central facilities such as 208-sq.m. restaurant (with river view), 141-dq.m. swimming pool, and 105-sq.m. fitness center. The project is scheduled for opening in Q1/2026.

The Songwat 2 Project is a part of the Songwat Project and a part of the Company's World-Class Wellness Tourism Hub on the Banks of the Chao Phraya River Project. Target group of the Songwat 2 Project is family group so it shall provide kid's facilities, art gallery, and fully facilities for family.

Summary of significant assumptions for financial projection are as follows;

- **Revenue from hotel business – the Songwat 2 Project**

- Room revenue

- Average Room Rate ("ARR")

The average room rate in the first year (2026) is estimated at Baht 12,000 per night (average room area of 60 sq.m. per room). The Independent Financial Advisor has checked recent room rate of luxury hotels on the bank of the Chao Phraya River. (Please see the table on page 114)

The Independent Financial Advisor assumes that the average room rate will increase by 7% and 5% per annum in 2027 – 2028. From 2029 onwards, the average room rate is assumed to increase by 3% per annum, equal to the compound annual growth rate (CAGR) of luxury hotels in Bangkok in 2011 - 2019 which was at 3% per annum. (Source: *Bangkok Luxury Hotel Market Ended of 2019 by Phoenix Property Development and Consultancy*)

- Occupancy rate

The occupancy rate in the first 4 years (2026 – 2029) is assumed at approximately 42.45% – 64.78% and constant at 78% from 2030 onwards (slightly higher than occupancy rate of the Songwat 1 Project because of limited number of rooms), which is in line with the range of occupancy rate of luxury hotels in Bangkok in 2012 – 2019 which was at approximately 70% -80% (Please refer to Figure 8 in Attachment 5 of this report). The Independent Financial Advisor views that location of the project at the back of the Chao Phraya River, competitive room rate, full facilities, novelty, and limited number

of rooms for privacy shall enable the project to attract foreign visitors. According to the historical data of 7 hotels in Bangkok of the Company, the average occupancy rate was at 82.72%⁶¹ in 2019.

- Food and beverages revenue

The Songwat 2 Project has riverside restaurant with capacity of 52 seats. The food and beverage revenue is estimated based on significant assumptions as follows:

- Hotel: Food and beverages revenue is assumed at 35% of room revenue, according to industrial standard of ratio of food and beverage at 30% - 40% of room revenue and historical data of 7 hotels in Bangkok of the Company, of which the ratio of food and beverages revenue was at 24% - 107% of room revenue in 2019 (average ratio of 54% of room revenue in 2019).
- Restaurant: Apart from hotel customers, the Songwat 2 Project shall generate food and beverages revenue from other customers. Since the Songwat 2 Project is located on the bank of the Chao Phraya River, its restaurant shall be designed to attract other customers as well. It is expected that the restaurant shall generate additional food and beverages revenue of 6.49% of room revenue (under the assumption of 17 customers per day, food and beverage revenue of Baht 1,000 per person, and increase by growth of room rate).

- Other revenues

Other revenues consist of revenue from service of other departments such as parking revenue, laundry revenue, telephone charge, revenue from convenience/souvenir shops, rental income and other incomes. Other revenues are assumed at 5% of room revenue, close to historical data of comparable 7 hotels in Bangkok of the Company which was at 2.1% - 6.7% of other revenues in 2019.

- **Operating expenses: the Songwat 2 Project**

- Cost of room service

Cost of room service consists mainly of employee expenses, utilities expenses, and other expenses such as laundry expenses, cleaning expenses and other amenities expenses.

In the first 3 years (2026 - 2028), cost of room service is assumed at 20.10%, 19.99%, and 19.75% of room revenue respectively. From 2029 onwards, it is assumed at 18.96% of room revenue, close to historical data of 7 comparable hotels in Bangkok of the Company which was at 17% - 24% of room revenue (average ratio of 20.70% of room revenue) in 2019.

- Cost of food and beverages

Cost of food and beverages consists mainly of cost food and beverages, employee expenses, utilities expenses, and other expenses.

In 2026 - 2028, cost of food and beverages is assumed at 71.40%, 70.89%, and 68.22% of food and beverages revenue respectively. From 2029 onwards, cost of food and beverages is assumed at 67.00% of food and beverage revenue, close to ratio of cost of food and beverage of 7 comparable hotels in Bangkok of the Company which was at 54% - 83% of room revenue (average ratio of 70.94% of room revenue) in 2019.

- Cost of service of other departments

Costs of service of other departments consist mainly of laundry, telephone, convenience/souvenir shops, and other costs. Cost of each department comprises of direct service costs, employee expenses, and other expenses.

In 2026 - 2028, cost of service of other departments is assumed at 64.16%, 59.69%, and 57.25% of other revenues respectively. From 2029 onwards, cost of service of other departments is assumed at 55.00% of other revenue, based on historical data of 7 comparable hotels in Bangkok of the Company which was at 31% - 60% of other revenues in 2019.

- **Selling and administrative expenses**

- similar to those of the Songwat 1 Project -

⁶¹ In 2019, The Athenee Hotel Bangkok had occupancy rate of 77.4%, The Okura Prestige Bangkok had occupancy rate of 85%, Hilton Sukhumvit Bangkok had occupancy rate of 88.5%, Bangkok Marriott Hotel The Surawongse had occupancy rate of 78%, Le Meridien Bangkok had occupancy rate of 83.5%, Bangkok Marriott Marquis Queen's Park Hotel had occupancy rate of 76%, and Double Tree by Hilton Hotel Sukhumvit had occupancy rate of 91%.

▪ **Asset management fee⁶²**

Asset management fee is assumed at 0.2% of asset value (calculated from acquisition price of land, investment in the project, and annual capital expenditure ("CapEx")) and 5% of EBITDA which is the rate applied to other projects of the Company. The Company has lowered asset management fee from previous year.

▪ **Financial cost**

The Company assumes ratio of loans to shareholders' equity of the project at 60:40 based on target debt to equity ratio of the Group of Companies. It estimates borrowing cost at 4.20% per annum (estimated interest rate on long-term loan after interest rate swap from floating to fixed rate) based on current loan rate of the Company, with repayment term of 12 years.

▪ **Corporate income tax**

Corporate income tax rate of 20% is assumed throughout the projection period.

▪ **Project development cost**

Project development cost of the Songwat 2 Project with 28 rooms is estimated at Baht 302.40 million (exclusive of VAT) which will be gradually paid during development period in 2022 – 2025. Summary of cash outflow for project development is as follows:

(Unit: Baht million)

The Songwat 2 Project	2022F	2023F	2024F	2025F	Total
Project development cost	4.42	67.82	150.38	72.24	294.86
Pre-opening expenses (realized to PL ^{1/})	-	-	-	7.54	7.54
Total (Exclusive of VAT)	4.42	67.82	150.38	79.78	302.40^{2/}

Remark: 1/ Pre-opening expenses shall be realized to income statement in 2025, prior to the opening in the beginning of 2026.
2/ Exclusive of land price and financial cost

Development cost of the Songwat 2 Project is equal to Baht 57,211.04 per sq.m.(inclusive of parking space but exclusive of pre-opening expenses), lower than development cost of internationally branded luxury hotel in Bangkok which is equal to Baht 60,000 – 65,000 per sq.m. (Source: Independent market research on Thailand's hospitality and retail sectors and Bangkok's office sector dated August 21, 2019 by Jones Lang LaSalle (Thailand) Ltd.) since the project has only 5-storey building with 2-storey basement (parking area). Besides, the Songwat 1 Project and the Songwat 2 Project are in a nearby location, enabling them to share some common facilities.

▪ **Capital expenditure**

The Independent Financial Advisor assumes the capital expenditure in 2026 of 4.00% of total revenue, similar to the hotel industrial standard.

▪ **Asset and liabilities turnover**

Based on the Company's policy as follows:

Trade account receivables	30.00	days on average
Trade account payables	30.00	days on average

▪ **Summary of financial projection of the Songwat 2 Project**

(Unit: Baht million)

The Songwat 2 Project	2026F ^{1/}	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F	2036F – 2051F
Room revenue	52.06	69.44	84.21	91.94	114.02	117.44	120.96	124.59	128.33	132.18	136.14 – 212.11
Food and beverages revenue	21.60	28.81	34.94	38.14	47.30	48.72	50.18	51.69	53.24	54.84	21.60 - 88.00
Other departments income	2.60	3.47	4.21	4.60	5.70	5.87	6.05	6.23	6.42	6.61	6.81 – 10.61
Total revenue	76.26	101.72	123.36	134.68	167.02	172.03	177.19	182.51	187.98	193.62	199.43 – 310.71
Cost of room service	(10.46)	(13.88)	(16.63)	(17.43)	(21.62)	(22.27)	(22.94)	(23.62)	(24.33)	(25.06)	(25.81) – (40.22)
Cost of food and beverages	(15.42)	(20.42)	(23.83)	(25.56)	(31.69)	(32.64)	(33.62)	(34.63)	(35.67)	(36.74)	(37.84) – (58.96)
Cost of service of other departments	(1.67)	(2.07)	(2.41)	(2.53)	(3.14)	(3.23)	(3.33)	(3.43)	(3.53)	(3.63)	(3.74) – (5.83)

⁶² Asset management fee is recorded in income statement of VA1 for the purpose of tax calculation but such amount is added back when calculate cash flow of the project.

The Songwat 2 Project	2026F ^{1/}	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F	2036F – 2051F
Total cost of sale and service	(27.55)	(36.37)	(42.87)	(45.52)	(56.45)	(58.14)	(59.89)	(61.68)	(63.53)	(65.44)	(67.40) – (105.01)
Gross profit margin	48.71	65.34	80.48	89.16	110.57	113.89	117.31	120.83	124.45	128.19	132.03 – 205.70
Selling and administrative expense	(25.49)	(30.24)	(34.30)	(36.39)	(41.75)	(43.00)	(44.29)	(45.62)	(46.99)	(48.40)	(49.85) – (77.66)
EBITDA before asset management fee	23.22	35.10	46.19	52.77	68.83	70.89	73.02	75.21	77.47	79.79	82.18 – 128.04
Asset management fee	(2.26)	(2.86)	(3.43)	(3.77)	(4.58)	(4.70)	(4.82)	(4.95)	(5.07)	(5.21)	(5.34) – (7.79)
EBITDA	20.96	32.24	42.76	49.00	64.24	66.19	68.20	70.26	72.39	74.59	76.84 – 120.10
EBIT	3.09	13.96	23.99	29.70	44.27	52.14	53.85	55.68	57.59	59.68	61.83 – 111.87
EBT	(11.36)	(0.20)	10.61	17.56	33.60	42.95	46.24	49.79	53.42	57.22	60.80 – 111.87
Net profit (loss)	(11.36)	(0.20)	10.61	15.75	26.88	34.36	36.99	39.83	42.73	45.77	48.64 – 89.50

Remark: 1/ Schedule for opening in Q1/2026.

▪ Terminal value growth

The Independent Financial Advisor assumes terminal growth rate of 1.00% or approximately half of estimated inflation rate based on conservative basis.

▪ Discount rate

Most assumptions for calculation of discount rate of the Songwat 2 Project are similar to those of The Imperial Golden Tringle Resort Project (*Please refer to details of assumptions for calculation in Part 3, Transaction 1, Clause 1.2.3 of this report*), except for the following assumptions:

Beta (β) = 0.60 - 1.46 times, based on median of Unlevered Beta of 14 comparable SET-listed Companies⁶³, comprising of 12 companies in Tourism & Leisure sector that operate hotel business, 1 company in Food & Beverage sector that generate revenue mainly from hotel business, and the Company (1-year historical data up to January 10, 2022) and adjusted with projected interest-bearing debt to equity ratio of the Project.

D/E Ratio = 0 – 1.80 times, which is the target D/E ratio of the Project in the future.

From the above assumptions, discount rate or WACC is equal to 7.80% – 8.24% per annum (average of 8.09% per annum).

From the above data and assumptions, operating cash flows of the Songwat 2 Project is as follows:

(Unit: Baht million)

The Songwat 2 Project	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
EBITDA ^{2/}	0.00	0.00	0.00	(7.54) ^{3/}	23.22	35.10	46.19	52.77	68.83	70.89
Corporate income tax	0.00	0.00	0.00	0.00	0.00	(1.90)	(4.80)	(5.94)	(8.85)	(10.43)
Working capital	0.04	0.21	0.53	0.97	(3.21)	(0.41)	(0.28)	0.45	(1.12)	(8.16)
Capital Expenditure	(6.42)	(74.13)	(159.95)	(85.36)	76.73	(4.07)	(4.93)	(5.38)	(6.68)	(6.88)
Free cash flow of the Project	(6.38)	(73.92)	(159.42)	(91.92)	96.74	28.73	36.18	41.90	52.17	45.43
PV of FCF	(5.92)	(63.58)	(127.17)	(68.02)	66.40	18.29	21.36	22.94	26.47	21.35

(Unit: Baht million)

The Songwat 2 Project	2032F	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F
EBITDA ^{2/}	73.02	75.21	77.47	79.79	82.18	84.65	87.19	89.81	92.50	95.27
Corporate income tax	(10.77)	(11.14)	(11.52)	(11.94)	(12.37)	(12.81)	(13.26)	(13.73)	(14.22)	(14.72)
Working capital	(0.33)	(0.34)	(0.35)	(0.36)	(0.37)	(0.38)	(0.39)	(0.41)	(0.42)	(0.43)
Capital Expenditure	(7.09)	(7.30)	(7.52)	(7.74)	(7.98)	(8.22)	(8.46)	(8.72)	(8.98)	(9.25)
Free cash flow of the Project	54.83	56.43	58.08	59.75	61.47	63.24	65.07	66.95	68.88	70.88
PV of FCF	23.86	22.72	21.63	20.57	19.55	18.58	17.66	16.79	15.96	15.17

(Unit: Baht million)

The Songwat 2 Project	2042F	2043F	2044F	2045F	2046F	2047F	2048F	2049F	2050F	2051F
EBITDA ^{2/}	98.13	101.08	104.11	107.23	110.45	113.76	117.18	120.69	124.31	128.04
Corporate income tax	(15.23)	(15.99)	(16.66)	(17.22)	(19.22)	(19.81)	(20.42)	(21.06)	(21.70)	(22.37)
Working capital	(0.44)	(0.46)	(0.47)	(0.49)	(0.50)	(0.52)	(0.53)	(0.55)	(0.56)	(0.58)
Capital Expenditure	(9.53)	(9.81)	(10.11)	(10.41)	(10.72)	(11.04)	(11.37)	(11.71)	(12.07)	(12.43)
Free cash flow of the Project	72.93	74.81	76.87	79.12	80.01	82.39	84.85	87.37	89.98	92.66
PV of FCF	14.43	13.67	12.98	12.34	11.53	10.97	10.44	9.93	9.45	8.99

Remark: 1/ Schedule for opening in Q1/2026.

⁶³ Consists of the Company, Minor International PCL., Asia Hotel PCL., Central Plaza Hotel PCL., Dusit Thani PCL., The Erawan Group PCL., Grande Asset Hotels and Property PCL., Laguna Resorts & Hotels PCL., The Mandarin Hotel PCL., OHTL PCL., and Royal Orchid Hotel (Thailand) PCL.

2/ Add back asset management fee paid to the Company.

3/ Pre-opening project expenses

(Unit: Baht million)

The Songwat 2 Project	Base Case
Present value of cash flow of the Songwat 2 Project in year 1 - 30 (PV of Cash Flow)	219.31
Present value of terminal value	125.36
Present value of cash flow of the Songwat 2 Project (PV of Cash Flow of the Project)	344.67
Less: Acquisition price of ordinary shares and rights to receive payments under loan agreements of RW5	(200.96)
Net present value of the Songwat 2 Project (NPV of Project)^{1/}	143.71
Internal rate of return (IRR) (% per annum)	9.95%
Payback period from January 1, 2026 ^{2/} (from commercial operation date)	10.04

Remark:

1/ Net of the acquisition price of ordinary shares and rights receive payments under loan agreements and accrued interest payable of RW5 totaling Baht 200.96 million.

2/ It is assumed that the Company will start generating revenue from the Songwat Project in Q1/2026.

According to the projection of cash flow of the Songwat 2 Project in the base case under the discount rate of 7.80% – 8.24% per annum, net present value (NPV) of free cash flow of the Songwat 2 Project is Baht 143.71 million, internal rate of return (IRR) is at 9.95% per annum, and payback period is 10.04 years from the first date of revenue recognition from the Songwat 2 Project (January 1, 2026).

Sensitivity analysis

The Independent Financial Advisor conducts sensitivity analysis on cash flows of the Songwat Project by adjusting the significant variables as follows:

- (1) Adjust room rate upward/downward by 5% from the base case.
- (2) Adjust project investment upward/downward by 5% from the base case.

Summary of the results of the sensitivity analysis is as follows:

• Net present value of cash flow

The Songwat 2 Project		NPV of Cash Flow (Baht million) ^{1/}		
		Project Investment ^{2/} (Exclusive of Land price) (Inclusive of VAT 100%)		
		-5% (Baht 299.73 million)	0% (Baht 315.50 million)	+5% (Baht 331.43 million)
Room rate	-5%	126.06	117.34	108.87
	0% ^{2/}	152.28	143.71	134.94
	+5%	178.44	169.86	161.31

Remark: 1/ Net of the acquisition price of ordinary shares and rights to receive payments under loan agreements and accrued interest payable of RW5 totaling Baht 200.96 million.

2/ Exclusive of Land price (the acquisition price of shares and rights to receive payments under loan agreements and accrued interest payable) and pre-opening expenses.

3/ Base case: In 2026 (the first year), room rate of the Songwat 2 Project is at Baht 12,000 per night.

• Project internal rate of return and project payback period

The Songwat 2 Project		Project IRR (% per annum)			Payback Period (years) ^{1/}		
		Project Investment (Exclusive of Land Price)			Project Investment (Exclusive of Land Price)		
		-5% (Baht 299.73 million)	0% (Baht 315.50 million)	+5% (Baht 331.43 million)	-5% (Baht 299.73 million)	0% (Baht 315.50 million)	+5% (Baht 331.43 million)
Room rate	-5%	9.78%	9.64%	9.50%	10.23	10.41	10.59
	0%	10.09%	9.95%	9.81%	9.89	10.04	10.21
	+5%	10.39%	10.24%	10.10%	9.55	9.72	9.90

Remark: 1/ It is assumed that the Company will start generating revenue from the Songwat 2 Project from January 1, 2026.

The outcomes of the sensitivity analysis are as follows:

- NPV of cash flow of the Songwat Project after adjusted revenue and investment is in the range of Baht 108.87 – 178.44 million.
- Internal rate of return (IRR) is in the range of 9.50% – 10.39% per annum.
- Payback period is in the range of 9.55 – 10.59 years from the first date of revenue recognition from the Songwat Project (January 1, 2026).

Calculation of NPV of cash flow and IRR of the Songwat Project is based on assumptions provided by the Company under current condition and circumstances. The Independent Financial Advisor bases its assessment on industry information or historical performance of the Company before COVID-19 pandemic in 2020 – present as the Songwat Project is the future project which is scheduled for opening in the next 5 years (2026). If there is any change in the Company's business plan and policy including government policy or economic or unusual event that may cause material variation from current business plan or from the forecasts and variables used herein, the projection constructed under the above assumptions may changes significantly, leading to a relative change in present value of cash flow and IRR of the Songwat 2 Project.

Summary of Opinion of the Independent Financial Advisor on the Appropriateness of the Investment in the Songwat 2 Project

From feasibility study of the Songwat Project, the Independent Financial Advisor finds that net present value of the Project ("NPV") after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 in total amount not exceeding Baht 200.96 million is in the range of Baht 108.87 – 178.44 million (Baht 143.71 million in the base case), IRR is in the range of 9.50% – 10.39% per annum (9.95% per annum in the base case) which is higher than the discount rate (WACC) of 8.09% per annum, and payback period is 9.55 – 10.59 years from the first date of revenue recognition from the Songwat 2 Project (January 1, 2026). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of RW5 in the total amount not exceeding Baht 200.96 million and the investment in the development of the Songwat 2 Project is feasible and appropriate.**

Transaction 3: Acquisition of Ordinary Shares of Imm Hotel Charoen Krung Co., Ltd. ("IHC") in order to Acquire Land and Constructions for Development of the Swan Project and Project Investment

Core asset of IHC is a plot of land with total area 0-2-97 rai (1,188 sq.m. or 297 sq.wah) and the hotel building. The Swan Hotel has the main building with total area of 3,711 sq.m. and supporting area of 1,769 sq.m. Since the Company shall accept the transfer of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC (as at the Closing Date, the Company shall become lender of IHC instead of the existing lenders), thus, in order to determine value of IHC ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC and investment in the Swan Project, the Independent Financial Advisor applied valuation approaches as follows:

1) Evaluate fair value of ordinary shares and rights to receive payments under loan agreements of IHC by comparing with the appraisal price of land and constructions determined by the independent property appraiser.

2) In determining the appropriateness of investment in the Swan Project, the Independent Financial Advisor considers future cash flow of the Swan Project (Free Cash Flow of the Project: FCF) to calculate:

- Internal rate of return ("IRR") of the Swan Project
- Net present value ("NPV") of the Swan Project by using the weighted average cost of capital ("WACC") of Swan Project as a discount rate, and
- Payback period ("PB") of the Swan Project.

3.1 Fair value of Ordinary Shares and Rights to Receive Payments under Loan Agreements and All Accrued Interest Payables of IHC

The Independent Financial Advisor determines fair value of ordinary shares and rights to receive payments under loan agreements of IHC (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued interest) by comparing to the appraised price of land and constructions determined by the independent property appraiser.

The Company appointed CBRE (Thailand) Co., Ltd., ("CBRE" or "Independent Property Appraiser"), an independent property appraiser approved by the SEC, to appraised value of land and constructions. The Independent Property Appraiser conducted the property appraisal on November 1, 2021 to determine a fair market value of the assets, according to the appraisal report dated December 16, 2021 (Ref. No. I21102009), for public purposes by employing the Cost Approach in determining value of land and the Replacement Cost New Approach in determining value of constructions. Details of the asset appraisal are as follows:

- **Land**

The appraisal was made on a plot of land with total area of 0-2-97 rai (1,188 sq.m. or 297 sq.wah). The Land is located on 31 Soi Charoen Krung 36, Charoen Krung Road, Bang Rak Sub-district, Bang Rak District, Bangkok. Summary of land details and valuation is as follows:

No.	Title Deed No.	Parcel No.	Survey Page No.	Land Area as per Title Deed			Owner	Encumbrance
				Rai	Ngan	Sq.wah		
1	2306	736	576	0	2	97	Wannasub Pattana 1 Co., Ltd. (recently, "Imm Hotel Charoen Krung Co., Ltd.")	none

The Independent Property Appraiser employed the Market Comparison Approach to determine fair market value of such land by selecting market data on comparable land that was offered for sale or was sold. Subsequently, the adjustment was made to reflect the difference between the appraised land and the actual selling price of the comparable assets. In this regard, there were 4 selected data of land which is located on Si Phraya Road, Pramuan Road, and Silom Road for comparison having an offering price/selling price in a range of Baht 0.60 – 1.50 million per sq.wah. Then, value of land was determined by taking into consideration various factors such as location, size and shape of land, characteristics, type and quality of development and time period. The Weighted Quality Score was then applied to adjust value of the comparable asset.

Affected Factors	Appraised Land	Data 1	Data 2	Data 3	Data 4
Type of property	Land and constructions	Vacant land	Vacant land	Vacant land	Vacant land
Location	Charoen Krung Road, Bangrak Sub-district, Bangrak District, Bangkok	Si Phraya Road, Si Phraya Sub-district, Bangrak District, Bangkok	Pramuan Road, Silom Sub-district, Bangrak District, Bangkok	Silom Road, Suriyawong Sub-district, Bangrak District, Bangkok	Si Phraya Road, Bangrak Sub-district, Bangrak District, Bangkok
Land area	0.74 rai (297 sq.wah)	3.37 rai (1,346 sq.wah)	2.03 rai (810 sq.wah)	3.03 rai (1,210 sq.wah)	0.52 rai (208.4 sq.wah)
Front width (meters)	32 m.	38 m.	13 m.	71 m.	23 m.
Land shape	Rectangular	Polygon	L shape	Rectangular	Nearly rectangular
Land level/filling	Filled to road level	Filled to road level	Filled to road level	Filled to road level	Filled to road level
City plan	Por. 5 Commerce (Red)	Por. 5 Commerce (Red)	Por. 5 Commerce (Red)	Por. 5 Commerce (Red)	Por. 5 Commerce (Red)
Holding right on assets	Freehold	Freehold	Freehold	Freehold	Freehold
<u>Offering price/sale and purchase price</u>					
Offering price/sale and purchase price (Baht/sq.wah)		882,424	900,000	1,500,000	600,000
Offering/sale and purchase period		Q4/2018	Q4/2016	Q4/2019	Q4/2021
Adjustment from offering price/purchase		-	-	-	-10%
Adjustment from offering price/purchase period		+10%	+20%	+5%	-
Post-adjustment price (Baht/sq.wah)		970,666	1,080,000	1,575,000	540,000
<u>Data adjustment</u>					
Location		0%	-5%	0%	5%
Transportation		-5%	-5%	0%	5%
Accessibility		-5%	-5%	-10%	-5%
Surrounding		-5%	-10%	-10%	5%
Land size		-15%	-10%	-15%	0%
Front width		0%	5%	-5%	0%
Land shape		5%	5%	0%	5%
Area condition		0%	0%	0%	0%
Continuity of land		0%	0%	0%	0%
Land title document		0%	0%	0%	0%
City plan		0%	0%	0%	0%
Building control regulation		-5%	-5%	-10%	-5%
Public utilities		0%	0%	0%	0%
Development potential		-5%	-5%	-10%	5%
Total adjustment		-35%	-35%	-60%	15%
Net adjusted price (Baht/sq.wah)		630,933	702,000	630,000	621,000
Weighted Quality score		25%	25%	25%	25%
Adjusted price x Weighted Quality score (rounding)	Baht 645,983 per sq.wah or approximately Baht 646,000 per sq.wah				
Value of land after adjustment of limited supply factor (40%)	Baht 900,000 sq.wah or Baht 360,000,000 per rai				
Total Value of land	Baht 267,300,000				

Source: Property appraisal report No. I21102009 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

Value of land as determined by the Independent Property Appraiser, according to the property appraisal report No. I21102009 dated December 16, 2021, is equal to Baht 0.90 million per sq.wah or Baht 360.00 million per rai, totaling **Baht 267.30 million**.

The Independent Financial Advisor is of an opinion that the Market Comparison Approach is an appropriate method in determining value of assets that has available comparable and sufficient market price of assets sold/offered for sale. In addition, the Independent Financial Advisor views that the comparable data such as vacant land used herein are appropriate as they are located in the nearby area of the appraised asset. Besides, CBRE made adjustment to various factors according to the

characteristics of each asset comparing to those of the appraised assets. Therefore, the adjusted value should be able to reflect appropriate and more comparable value.

- **Building and constructions**

The Independent Property Appraiser employed the Cost Approach to determine fair value by considering Replacement Cost New and deducted by physical deterioration, functional obsolescence, and external or economic obsolescence. Details of the asset appraisal are as follows:

	Items	Area (sq.m.)	Age (Year)	Replacement Cost New ^{1/2/}		Total Depreciation (%)	Net Replacement Value (Baht million)
				Unit (Baht/sq.m.)	Total (Baht million)		
	Buildings						
1	Front building	1,601.60	20	22,000	35.24	40%	21.14
2	Middle building	439.00	20	22,000	9.66	40%	5.79
3	Back building	535.50	20	22,000	11.78	40%	7.07
	Total value of buildings	2,576.10			56.67		34.00
	Other constructions						
4	Common area near swimming pool	265.54	20	10,000	2.66	40%	1.59
5	Other constructions	5%	20		2.83	40%	1.70
	Total value of other constructions				5.49		3.29
	Total value of buildings and constructions				62.16		37.30

Source: Property appraisal report No. I21102009 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

Value of building and constructions under the Cost Approach is equal to Baht 37.30 million.

Thus, value of land and constructions as determined by the Independent Property Appraiser, according to the property appraisal report No. I21102009 dated December 16, 2021, by using the Market Comparison Approach (land) and the Cost Approach (constructions) is equal to **Baht 304.60 million**.

The Independent Property Appraiser views that the Cost Approach is the appropriate approach to determine fair market value of asset that has unique characteristics and availability of comparable data is limited.

The Independent Financial Advisor agrees with the Independent Property Appraiser on the application of the Cost Approach to determine fair value of the appraised assets as it could reflect value of asset with unique characteristics based on its current conditions.

Summary of Opinion of the Independent Financial Advisor on Fair Value of the Ordinary shares and Rights to Receive Payments under Loan Agreements and All Accrued Interest Payable of IHC

Summary of acquisition price of ordinary shares and rights to receive payments under loan agreement and all accrued interest payable of IHC and fair value of the leasehold right of land as determined by the Independent Property Appraiser are as follows:

The Swan Project (IHC)	Appraised Value of Core Assets of IHC	Acquisition Price of Ordinary Shares and Rights to Receive Payments under Loan Agreements of IHC	(Higher) Lower than Appraised Value of Core Assets by	
	(Baht million)	(Baht million)	(Baht million)	(%)
	(1)	(2)	(3) = (1) – (2)	(3)/(1)
Land (core asset of IHC)	267.30 ^{1/}			
Building and constructions	37.30 ^{1/}			
Total value of land and building and constructions	304.60	300.00^{2/}	4.60	1.72%

Remark:

1/ The Appraisal price of land is equal to Baht 267.30 million and appraisal price of building and constructions is Baht 37.30 million, according to the property appraisal report No. I21102009 dated December 16, 2021 prepared by CBRE (Thailand) Co., Ltd.

2/ The acquisition of IHC ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC (which may be in form of loan from the Company to IHC so that IHC can use such amount to repay its loan and accrued

interest) is initiated to acquire land and constructions for development of the Swan Project. Thus, the Independent Financial Advisor compares fair value of land with acquisition price of IHC ordinary shares and rights to receive payments under loan agreements of IHC at Baht 300.00 million, excluding estimated current assets and liabilities at the amount not exceed Baht 3.00 million as of the Closing date as it is an adjusted items to the acquisition price on the Closing date only.

Acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC at the amount of Baht 300 million is Baht 4.60 million lower than the appraised value of core assets (land and constructions) of IHC (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC) determined by CBRE which is equal to Baht 304.60 million, or lower by 1.72% of the appraised value of core assets (or value of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC). Though the buildings and constructions acquired with the land shall not be utilized in the development of the Swan Project and the appraised value of land of Baht 267.30 million is lower than the acquisition price of IHC shares and rights to receive payments under loan agreements of IHC, the feasibility study of the Swan Project shows that the investment in shares and rights to receive payments under loan agreements of IHC at the amount of Baht 300 million is feasible (Please refer to details in Part 3, Clause 3.2 of this report). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC in the total amount not exceeding Baht 300.00 million is appropriate.**

3.2 The Appropriateness of Investment in the Swan Project by Considering Free Cash Flow of the Project (FCF)

In considering the appropriateness of the entering into this transaction, the Independent Financial Advisor prepares financial projection of the Swan Project based on financial projection prepared by management of the Company and historical performance of 7 comparable hotels in Bangkok of the Company, namely The Athenee Hotel Bangkok, The Okura Prestige Bangkok, Bangkok Marriott Marquis Queen's Park Hotel, Bangkok Marriott Hotel The Surawongse, Hilton Sukhumvit Bangkok, Le Meridien Bangkok, and Double Tree by Hilton Hotel Sukhumvit and other relevant tourism and hotel industry information. The Independent Financial Advisor adjusts some certain assumptions in order to reflect industry outlook and economic condition as well as to be in accordance with conservative basis. With this regard, the Independent Financial Advisor prepares financial forecast for a period of 30 years (2022 – 2051) under the assumption that IHC is on a going concern basis and there is no significant change in operations under normal economic conditions and circumstances.

The Independent Financial Advisor constructs the financial projection based on industry information and historical performance of the Company in 2019 or before COVID-19 pandemic in Thailand in the beginning of 2020 – present since the Swan Project is scheduled to operate in the next 4 years and is scheduled for opening in Q1/2026 when COVID-19 pandemic should not affect the business.

Please refer to details of Thailand Tourism Industry and Luxury Hotel Business in Bangkok in Attachment 5, Clause 1 and 3, of this report.

The Swan Project

The Company plans to develop the Swan Project by renovating the original Swan Hotel's area to offer the 7-storey luxury hotel in modern style that corresponds to neighboring buildings.

The Swan Project is the life-style hotel linking the future projects which consists of the OP Place Project which is in the adjacent area and the EAC Project which is located on Charoen Krung 40 Road in the same zone for high-end target groups.

The Swan Hotel has 69 rooms with an average area of 42 sq.m. per room and central facilities such as 197-sq.m. restaurant, 279-sq.m. swimming pool and fitness center, and parking area with capacity of 99 cars. The project is scheduled for opening in Q4/2025. The Swan Project is located on an area of 0-2-97 rai, comprising of 7-storey building and 3-storey basement.

The construction and development budget (exclusive of land price) is approximately Baht 570 million (inclusive of VAT) and Gross Floor Area ("GFA") of 7,590 sq.m. (inclusive of parking area), consisted is as follows:

The Swan Project	Construction Area (GFA) ^{1/}	Net Leasable Area (NLA) ^{1/}	Project Development Budget (Exclusive of VAT)	Project Development Budget (Inclusive of VAT)	Opening Period
	(sq.m.)		(Baht million)	(Baht million)	
The Swan Project	7,341 ^{1/}	3,226	532.71 ^{2/}	570.00	Q4/2025

Remark: 1/ Total GFA is equal to 7,341 sq.m., dividing into building and facility area of 5,105 sq.m. and parking area of 2,236 sq.m.

2/ Exclusive of land price and financial cost but inclusive of pre-opening expenses of Baht 21 million (exclusive of VAT).

Significant assumptions for the financial projection can be summarized as follows:

▪ **Revenue from Hotel business – the Swan Project**

○ Room revenue

Average Room Rate ("ARR")

The Company estimates the average room rate in the first year (2025) at Baht 7,300 per night (average room area of 42 sq.m. per room). The Independent Financial Advisor has reviewed recent room rate of competing small hotels in nearby area. Details are as follows:

	Hotels	Location	Number of Rooms (rooms)	Room Area (sq.m.)	Average Room Rate Deluxe Room (Baht/night)
Luxury hotels on the bank of the Chao Phraya River					
1	Mandarin Oriental Hotel	Charoen Krung Road	354	35 – 376	43,500 ^{1/}
2	Shangri-La Hotel	Soi Wat Suan Phlu	802	36 – 84	5,200 ^{2/}
3	The Peninsula Hotel	Charoen Nakhon Road	367	43 – 364	12,000 ^{3/}
4	Anantara Riverside Bangkok Resort	Charoen Nakhon Road	376	38 – 114	5,200 ^{4/}
5	Four Seasons Hotel Bangkok at Chao Phraya River	Charoen Krung Road	299	50 – 450	16,500 ^{5/}
6	Capella Bangkok	Charoen Krung Road	101	61 – 595	22,500 ^{6/}
Boutique hotels on the bank of the Chao Phraya River					
7	The Siam Hotel	Khao Road	39	80 – 130	22,000 ^{7/}
8	Sala Rattanakosin Bangkok	Maha Rat Road	15	25 – 66	4,000 ^{8/}
9	Amdaeng Riverside Hotel	Chiangmai Road	10	45	4,440 ^{9/}
10	Praya Palazzo Hotel	Somdej Prapinklao Road	17	25 – 45	7,100 ^{10/}

Source: www.booking.com (information as of January 10, 2022)

Remark: In general, room rate depends on location, room size, luxury-level and amenities, season, and novelty.

1/ Room rate of Deluxe Premium room (43 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 43,500 (January 2022).

2/ Room rate for Deluxe room (36 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 5,200 (January 2022).

3/ Room rate for Deluxe King Size Bed room (45 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 12,000 (January 2022).

4/ Room rate for Deluxe room (38 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 5,200 (January 2022).

5/ Room rate for Deluxe King Size Bed room (50 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 16,500 (January 2022).

6/ Room rate for King Size Bed room at riverside (61 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 22,500 (January 2022).

7/ Room rate for Siam Suite room (80 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 22,000 (January 2022).

8/ Room rate for Deluxe room (32 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 4,000 (January 2022).

9/ Room rate for Riverside Grand Deluxe room (45 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 4,440 (January 2022).

10/ Room rate for Junior Suite room (35 sq.m.) for 2 persons inclusive of breakfast is at approximately Baht 7,100 (February 2022).

The Independent Financial Advisor assumes that the average room rate will increase by 5% - 7% per annum in 2026 – 2028. From 2029 onwards, the average room rate is assumed to increase by 3% per annum which is equal to the compound annual growth rate (CAGR) of average room rate of luxury hotel in Bangkok in 2011 – 2019 which was at 3% per annum. (Source: Bangkok Luxury Hotel Market Ended of 2019 by Phoenix Property Development and Consultancy)

Occupancy rate

The occupancy rate in the first 4 years (2025 – 2028) is assumed at approximately 42.45% – 64.78% and remain constant at 80% from 2029 onwards, close to historical data of occupancy rate of 7 comparable hotels in Bangkok of the Company⁶⁴ with room rate at approximately Baht 3,000 – Baht 7,000, which was at 75% - 91% (average occupancy rate of 82.72%⁶⁵) in 2019.

- Food and beverages revenue

The Swan Hotel shall be connected to the OP Place Project, the Company's future project. Both 2 projects will share the central facilities and amenity area such as lobby, restaurant, pool bar, swimming pool, retail shops, and parking area (with capacity of 99 cars) due to area limitation of each project and economical size of projects. The OP Place Project is 3-storey building which has approximately 18 – 25 fewer rooms but bigger size (area of 55 – 135 sq.m.) and has central facilities such as lobby, restaurant, spa, and event area. On the other hand, the Swan Project (7-storey building and 3-storey basement) has 69 rooms but in smaller size.

Restaurant and Banquet rooms of 2 projects have total area of 1,271 sq.m. and shall provide service to both hotel customers and other customers. Therefore, the Independent Financial Advisor assumes food and beverages revenue in 2025 - 2028 at 34%, 36%, and 40% of room revenue respectively. From 2029 onwards, food and beverages revenue is assumed at 42% of room revenue, based on the historical information of 7 comparable hotels in Bangkok of the Company which had ratio of food and beverages revenue at 24% - 107% of room revenue (average ratio of 54% of room revenue) in 2019.

- Other revenues

Other revenues consist of revenue from service of other departments such as spa revenue, rental income, parking income, laundry, telephone charge, revenue from convenience/souvenir shops, and other incomes. Other revenues are assumed at 6.65% of room rate, close to historical data of 7 comparable hotels in Bangkok of the Company which was at 2% - 7% of room revenue in 2019.

- **Operating expenses: The Swan Project**

- Cost of room service

Cost of room service consists mainly of employee expenses, utilities expenses, and other expenses such as laundry expenses, cleaning expenses, and other amenities expenses.

In the first 3 years (2025 – 2027), cost of room service is assumed at 25.83%, 22.78%, and 21.17% of room revenue respectively. From 2028 onwards, cost of room service is assumed at 20.91% of room revenue, close to the historical data of 7 comparable hotels in Bangkok of the Company which was at 17% - 24% of room revenue (average ratio of 20.7% of room revenue) in 2029.

- Cost of food and beverages

Core of cost of food and beverages consists mainly of cost of food and beverages, employee expenses, utilities expenses, and other expenses.

Cost of food and beverages in 2025 – 2027 is assumed at 73.29%, 67.57%, and 64% of food and beverages revenue respectively. From 2028 onwards, cost of food and beverages is assumed at 63.72% of food and beverages revenue, close to cost of food and beverages of 7 comparable hotels of the Company which was at 54% - 83% of food and beverages revenue (average ratio of 70.94% of food and beverages revenue) in 2019.

- Cost of service of the other departments

Cost of service of the other departments consists mainly of cost of laundry services, telephone, convenience/souvenir shops, and other costs. Cost of each department service comprises of direct service costs, employee expenses, and other expenses.

⁶⁴ 7 hotels in Bangkok of the Company comprise of The Athenee Hotel Bangkok, The Okura Prestige Bangkok, Bangkok Marriott Marquis Queen's Park Hotel, Bangkok Marriott Hotel The Surawongse, Hilton Sukhumvit Bangkok, Le Meridien Bangkok, and Double Tree by Hilton Hotel Sukhumvit.

⁶⁵ In 2019, The Athenee Hotel Bangkok had occupancy rate of 77.4%, The Okura Prestige Bangkok had occupancy rate of 85%, Hilton Sukhumvit Bangkok had occupancy rate of 88.5%, Bangkok Marriott Hotel The Surawongse had occupancy rate of 78%, Le Meridien Bangkok had occupancy rate of 83.5%, Bangkok Marriott Marquis Queen's Park Hotel had occupancy rate of 76%, and Double Tree by Hilton Hotel Sukhumvit had occupancy rate of 91%.

Cost of service of the other departments is assumed at 58% of other revenues, based on historical information on cost of service of other departments of 7 comparable hotels of the Company which was at 31% - 60% of other revenues in 2019.

▪ **Selling and administrative expenses**

In this financial projection, the Independent Financial Advisor determines selling and administrative expenses based on the Company's assumptions and adjusts some items to reflect industry standard and historical performance of 7 comparable hotels in Bangkok of the Company according to conservative basis. Summary of the assumptions are as follows:

- Overhead department expenses consist of management fee, repair & maintenance and utilities expenses, IT expenses, utilities expense, and marketing expenses. The overhead department expenses are assumed at 19.21% - 26.43% of total revenue, close to historical data of 7 comparable hotels in Bangkok of the Company which was at 20.60% - 26.80% of total revenue in 2019 (average ratio of 23.50% of total revenue).
- Land and building tax, property insurance premium, and other expenses are assumed at 2% of total revenue, slightly higher than average of 7 comparable hotels in Bangkok of the Company in 2019 which was at 1.33% of total revenue.
- Base management fee and incentive management fee are as agreed with the branded hotel management.

▪ **Asset management fee⁶⁶**

Asset management fee is assumed at 0.2% of asset value (calculated from acquisition price of land, project investment, and annual capital expenses (CapEx)) and 5% of EBITDA which is the rate applied to other projects of the Company. The Company has lowered asset management fee from previous year.

▪ **Financial cost**

The Company assumes ratio of loans to shareholders' equity of the project at 60:40 based on target debt to equity ratio of the Group of Companies. It estimates borrowing cost of 4.20% per annum (estimated interest rate on long-term loan after interest rate swap from floating to fixed rate) based on current loan rate of the Company, with repayment term of 12 years.

▪ **Corporate income tax**

Corporate income tax rate of 20% is assumed throughout the project period.

▪ **Project development cost**

The project development cost of the Swan Project with 69 rooms is estimated at Baht 532.71 million (exclusive of VAT) which will be gradually paid during 2022 – 2026. Summary of cash outflow for the project development is as follows:

(Unit: Baht million)

The Swan Project	2022F	2023F	2024F	2025F	2026F	Total
Project development cost	25.59	102.34	153.51	179.10	51.17 ^{2/}	511.71
Pre-opening expenses (<i>realized to PL^{1/}</i>)	-	-	-	21.00	-	21.00
Total (exclusive of VAT)	25.59	102.34	153.51	200.10	51.17	532.71^{2/}

Remark: 1/ Pre-opening expenses shall be realized to income statement in 2025.

2/ Partial construction cost paid in 2026 according to installment term.

3/ Exclusive of land price and financial cost.

The development cost of the Swan Project is estimated at Baht 69,705.76 per sq.m. (inclusive of parking area but exclusive of pre-opening expenses), higher than the development cost of internationally branded luxury hotel in Bangkok which is equal to Baht 60,000 – 65,000 per sq.m. (Source: Independent market research on Thailand's hospitality and retail sectors and Bangkok's office sector dated August 21, 2019 by Jones Lang LaSalle (Thailand) Ltd.)

⁶⁶ Asset management fee is recorded in income statement of IHC for the purpose of tax calculation but such amount is added back when calculate cash flow of the project.

▪ Capital expenditure

The Independent Financial Advisor assumes that the capital expenditure in 2026 onwards is equal to 4.00% of total revenue, similar to hotel industrial standard.

▪ Assets and liabilities turnover

Based on the Company's policy as follows:

Trade account receivables 30.00 days on average

Trade account payables 30.00 days on average

▪ Summary of financial projection of the Swan Project

(Unit: Baht million)

The Swan Project	2025F ^{1/}	2026F	2027F	2028F	2029F	2030F	2031F	2032F	2033F	2034F	2035F – 2051F
Room revenue	30.12	137.90	158.84	170.25	178.71	184.07	189.60	195.28	201.14	207.18	213.39 – 342.43
Food and beverages revenue	10.24	49.64	60.36	68.10	75.06	77.31	79.63	82.02	84.48	87.01	89.62 – 143.82
Other department incomes	2.00	9.17	10.56	11.32	11.88	12.24	12.61	12.99	13.38	13.78	14.19 – 22.77
Total revenue	42.37	196.72	229.76	249.68	265.66	273.63	281.83	290.29	299.00	307.97	317.21 – 509.02
Cost of room service	(7.78)	(31.41)	(33.62)	(35.60)	(37.38)	(38.50)	(39.65)	(40.84)	(42.07)	(43.33)	(44.63) – (71.62)
Cost of food and beverages	(7.51)	(33.54)	(38.63)	(43.39)	(47.82)	(49.26)	(50.74)	(52.26)	(53.83)	(55.44)	(57.10) – (91.64)
Cost of service of other departments	(1.16)	(5.32)	(6.13)	(6.57)	(6.89)	(7.10)	(7.31)	(7.53)	(7.76)	(7.99)	(8.23) – (13.21)
Total cost of sale and service	(16.45)	(70.27)	(78.38)	(85.56)	(92.09)	(94.86)	(97.70)	(100.63)	(103.65)	(106.76)	(109.97) – (176.46)
Gross profit margin	25.92	126.44	151.39	164.11	173.56	178.77	184.13	189.66	195.35	201.21	207.24 – 332.56
Selling and administrative expense	(14.68)	(57.79)	(63.58)	(67.87)	(72.09)	(74.26)	(76.47)	(78.74)	(81.09)	(83.53)	(86.02) – (137.80)
EBITDA before asset management expenses	11.24	68.65	87.81	96.24	101.47	104.51	107.66	110.91	114.26	117.67	121.22 – 194.77
Pre-opening expenses	(21.00)										
Asset management fee	(2.32)	(5.21)	(6.18)	(6.63)	(6.91)	(7.08)	(7.26)	(7.45)	(7.64)	(7.83)	(8.03) – (12.23)
EBITDA	(12.08)	63.44	81.63	89.62	94.56	97.43	100.40	103.46	106.62	109.84	113.19 – 182.54
EBIT	(20.77)	28.40	45.67	52.66	56.54	61.22	72.06	74.89	77.84	80.90	84.99 – 168.83
EBT	(26.12)	4.96	23.27	32.10	38.63	45.94	59.43	64.89	70.49	76.18	82.49 – 168.83
Net profit (loss)	(26.12)	4.96	22.85	25.68	30.90	36.75	47.54	51.91	56.39	60.94	65.99 – 135.06

Remark: 1/ Schedule for opening in Q4/2025.

▪ Terminal value growth

The Independent Financial Advisor assumes terminal value growth of 1.00% or approximately half of estimated inflation rate, based on conservative basis.

▪ Discount rate

Most assumptions for calculation of discount rate of the Swan Project are similar to those of The Imperial Golden Tringle Resort Project (*Please refer to details of assumptions for calculation in Part 3, Transaction 1, Clause 1.2.3 of this report*), except for the following assumptions:

Beta (β) = 0.60 - 1.45 times, based on median of Unlevered Beta of 14 comparable SET-listed Companies⁶⁷, comprising of 12 companies in Tourism and Leisure sector that operate hotel business, 1 company in Food & Beverage sector that generate revenue mainly from hotel business, and the Company (1-year historical data up to January 10, 2022) and adjusted with projected interest-bearing debt to equity ratio of the Project.

D/E Ratio = 0 – 1.77 times, which is the target D/E ratio of the Project in the future

From the above assumptions, the discount rate or WACC is equal to 7.81% – 8.24% per annum (the average of 8.10% per annum).

From the aforementioned information and assumptions, summary of operation cash flows of the Swan Project are as follows:

⁶⁷ Consists of the Company, Minor International PCL., Asia Hotel PCL., Central Plaza Hotel PCL., Dusit Thani PCL., The Erawan Group PCL., Grande Asset Hotels and Property PCL., Laguna Resorts & Hotels PCL., The Mandarin Hotel PCL., OHTL PCL., and Royal Orchid Hotel (Thailand) PCL.

(Unit: Baht million)

The Swan Project	2022F	2023F	2024F	2025F ^{1/}	2026F	2027F	2028F	2029F	2030F	2031F
EBITDA ^{2/}	0.00	0.00	0.00	(9.76)	68.65	87.81	96.24	101.47	104.51	107.66
Corporate income tax	0.00	0.00	0.00	0.00	(1.53)	(9.13)	(10.53)	(11.31)	(12.24)	(14.41)
Working capital	0.07	0.37	0.91	(0.93)	(12.90)	(2.26)	(1.33)	(1.02)	(0.51)	(0.53)
Capital Expenditure	(56.56)	(140.75)	(196.60)	(169.27)	(4.29)	(9.19)	(9.99)	(10.63)	(10.95)	(11.27)
Free cash flow of the project	(56.49)	(140.38)	(195.69)	(179.97)	49.94	67.23	74.39	78.51	80.81	81.44
PV of FCF	(52.39)	(120.75)	(156.11)	(133.17)	34.28	42.79	43.90	42.94	40.94	38.21

(Unit: Baht million)

The Swan Project	2032F	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F
EBITDA ^{2/}	110.91	114.26	117.67	121.22	124.88	128.65	132.49	136.49	140.61	144.85
Corporate income tax	(14.98)	(15.57)	(16.18)	(17.00)	(18.20)	(18.88)	(19.56)	(20.28)	(21.03)	(22.38)
Working capital	(0.55)	(0.56)	(0.58)	(0.60)	(0.62)	(0.63)	(0.65)	(0.67)	(0.69)	(0.71)
Capital Expenditure	(11.61)	(11.96)	(12.32)	(12.69)	(13.07)	(13.46)	(13.86)	(14.28)	(14.71)	(15.15)
Free cash flow of the project	83.78	86.17	88.60	90.94	93.00	95.68	98.41	101.26	104.18	106.61
PV of FCF	36.37	34.60	32.89	31.20	29.48	28.02	26.63	25.31	24.06	22.75

(Unit: Baht million)

The Swan Project	2042F	2043F	2044F	2045F	2046F	2047F	2048F	2049F	2050F	2051F
EBITDA ^{2/}	149.17	153.67	158.31	163.08	167.94	173.01	178.22	183.59	189.07	194.77
Corporate income tax	(23.15)	(23.96)	(24.78)	(26.25)	(28.97)	(29.88)	(30.81)	(31.77)	(32.75)	(33.77)
Working capital	(0.73)	(0.76)	(0.78)	(0.80)	(0.83)	(0.85)	(0.88)	(0.90)	(0.93)	(0.96)
Capital Expenditure	(15.60)	(16.07)	(16.56)	(17.05)	(17.56)	(18.09)	(18.63)	(19.19)	(19.77)	(20.36)
Free cash flow of the project	109.68	112.89	116.19	118.97	120.58	124.19	127.90	131.73	135.62	139.68
PV of FCF	21.62	20.56	19.55	18.49	17.32	16.48	15.68	14.92	14.19	13.50

Remark: 1/ Schedule for opening in Q4/2025.

2/ Add back asset management fee paid to the Company

(Unit: Baht million)

The Swan Project	Base Case
Present value of cash flow of the Swan Project in year 1 - 30 (PV of Cash Flow)	244.27
Present value of terminal value	188.35
Present value of cash flow of the Swan Project (PV of Cash Flow of the Project)	432.62
Less: Acquisition price of ordinary shares and rights to receive payments under loan agreements of IHC	(300.00)
Net present value of the Swan Project (NPV of Project)^{1/}	132.62
Internal rate of return (IRR) (% per annum)	9.14%
Payback period from October 1, 2025 ^{2/} (from commercial operation date)	11.25

Remark:

1/ Net of the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC totaling Baht 300.00 million.

2/ It is assumed that the Company will start generating revenue from The Swan Project from Q4/2025.

According to the projection of cash flow of the Swan Project in the base case under the discount rate of 7.81% – 8.24% per annum, net present value (NPV) of free cash flow of the Swan Project Baht 132.62 million, internal rate of return (IRR) is 9.14% per annum, and payback period is 11.25 years from the first date of revenue recognition from the Swan Project (October 1, 2025).

Sensitivity analysis

The Independent Financial Advisor conducts sensitivity analysis on cash flows of the Swan Project by adjusting the significant variables as follows:

- (1) Adjust room rate upward/downward by 5% from the base case.
- (2) Adjust project investment upward/downward by 5% from the base case.

Summary of the sensitivity analysis is as follows:

• Net present value (NPV) of cash flow of the project

The Swan Project		NPV of Cash Flow (Baht million) ^{1/}		
		Project Investment ^{2/} (Exclusive of Land Price) (Inclusive of VAT 100%)		
		-5% (Baht 520.15 million)	0% (Baht 547.53 million)	+5% (Baht 574.91 million)
Room rate	-5%	109.22	89.97	70.31
	0% ^{2/}	151.88	132.62	113.14
	+5%	194.53	175.015	155.76

Remark: 1/ Net of the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC totaling Baht 300.00 million.

2/ Exclusive of land price (the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable) and pre-opening expenses.

3/ Base case: In 2025 (the first year), room rate of the Swan project is Baht 7,300 per night.

• **Project internal rate of return and project payback period**

The Swan Project		Project IRR (% per annum)			Payback Period (years) ^{1/}		
		Project Investment (Exclusive of Land Price)			Project Investment (Exclusive of Land Price)		
		-5% (Baht 520.15 million)	0% (Baht 547.53 million)	+5% (Baht 574.91 million)	-5% (Baht 520.15 million)	0% (Baht 547.53 million)	+5% (Baht 574.91 million)
Room rate	-5%	9.00%	8.83%	8.67%	11.42	11.69	11.95
	0%	9.31%	9.14%	8.97%	10.98	11.25	11.48
	+5%	9.62%	9.44%	9.27%	10.57	10.82	11.07

Remark: 1/ The Company assumed to start generating revenue from the Swan Project from October 1, 2025.

The outcomes of the sensitivity analysis are as follows:

- Net present value of cash flow of the Swan Project, by adjusting revenue and investment, is in the range of Baht 70.31 – 194.53 million.
- Internal rate of return (IRR) is in the range of 8.67% – 9.62% per annum.
- Payback period of the Project is in the range of 10.57 – 11.95 years from the first date of revenue recognition from the Swan Project (October 1, 2025).

The net present value of cash flow and IRR of the Swan Project are based on the assumptions from the Company. The Independent Financial Advisor bases its assessment on the industrial information or the Company's historical performance before COVID-19 pandemic in 2020 – present since the Swan Project is the future Project which is scheduled for opening in the next 4 years (2025) under the current economic condition and circumstance. Therefore, if there is any change in the Company's business plan and policy including government policy or economic change or unusual event that may cause material variation from the current business operation of the Swan Project or from the forecasts and variables used herein, the projection under the above assumptions may change significantly, leading to a relative change in present value of cash flow and IRR of the Swan Project.

Summary of Opinion of the Independent Financial Advisor on the Appropriateness of the Investment in the Swan Project

From feasibility study of the Swan Project, the Independent Financial Advisor finds that NPV of the project after deduction of acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payable of IHC in total amount of Baht 300.00 million is in the range of Baht 70.31 – 194.53 million (Baht 132.62 million in the base case), IRR is in the range of 8.67% – 9.62% per annum (9.14% per annum in the base case) which is higher than the discount rate (WACC) of 8.10% per annum, and payback period is 10.57 – 11.95 years from the first date of revenue recognition from the Swan Project (October 1, 2025). **Therefore, the Independent Financial Advisor is of the opinion that the acquisition price of ordinary shares and rights to receive payments under loan agreements and all accrued interest payables of IHC in total amount not exceeding Baht 300.00 million and the investment in the development of the Swan Project is feasible and appropriate.**

Part 4: Summary of Opinion of the Independent Financial Advisor on the Asset Acquisitions and Connected Transactions

Please refer to the opinion of the Independent Financial Advisor in “**Executive Summary**” on page 11 of this report.

However, shareholders should carefully study all documents and information attached to the notice to this shareholders’ meeting, for the sake of their own decision making. Decision whether to approve the Asset Acquisitions and Connected Transactions rests primarily and is the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that it cautiously provides the above opinion in accordance with professional standard for the benefit of the shareholders.

Sincerely Yours,

The Independent Financial Advisor
Capital Advantage Co., Ltd.

-Patchara Netsuwan-

(Mr. Patchara Netsuwan)
Managing Director

-Patchara Netsuwan-

(Mr. Patchara Netsuwan)
Supervisor

Attachment 1

Information of Hotels World 9 Company Limited

1. General Information

Company name : Hotels World 9 Co., Ltd. (HW9)
 Main business : Hotel business
 Head Office : 288 – 288/1-9, 1st floor Surawongse Road, Si Phraya Sub-district, Bang Rak District, Bangkok 10500
 Branch : 222 Moo 1, Wiang Sub-district, Chiang Saen District, Chiang Rai
 Registered capital : Baht 2,000,000, divided into 200,000 ordinary shares at par value of Baht 10 per share
 Paid-up capital : Baht 2,000,000, divided into 200,000 ordinary shares at par value of Baht 10 per share

2. Business Overview

Hotels World 9 Co., Ltd. (HW9) was established on November 28, 2014, to operate The Imperial Golden Triangle Resort located on 22-1-48 rai land plot in Chiang Saen District, Chiang Rai Province. The Imperial Golden Triangle Resort Project will be renovated as a luxury hotel, consisting of 32 villas and 65 suites managed by 2 leading brands, focusing on Wellness and Cultural Tourism and a glasshouse riverside restaurant overlooking the scenery of the Mekong River and The Golden Triangle area.

3. Board of Directors

As of February 14, 2022, HW9's Board of Directors consist of 8 directors as follows:

Name	Position
1. Mr. Kiartisak Lertsiriamorn	Director
2. Miss Pornpimol Chirtchoochai	Director
3. Mr. Pattavee Pongnontakul	Director
4. Miss Aim-on Wongsiri	Director
5. Miss Nongnuch Suteekul	Director
6. Mrs. Pikulthong Dowwiengkun	Director
7. Miss Malai Udomnitirat	Director
8. Miss Chuanchuen Limpasene	Director

Source: HW9's affidavit as of July 15, 2021, and <http://corpusxweb.bol.co.th/corpus/home> as of February 14, 2022

Remark: Authorized directors are Mr. Kiartisak Lertsiriamorn or Miss Pornpimol Chirtchoochai or Mr. Pattavee Pongnontakul or Miss Aim-on Wongsiri co-sign with Miss Nongnuch Suteekul or Miss Pikulthong Dowwiengkun or Miss Malai Udomnitirat or Miss Chuanchuen Limpasene, total 2 directors and affix the company's seal

4. Shareholder Structure

Prior to the entering into the transaction

As of December 27, 2021, HW9 had registered and paid-up capital of Baht 2,000,000, divided into 200,000 ordinary shares at par value of Baht 10 per share. Details of shareholders are as follows:

Shareholder Name	Number of Shares	Shareholding (%)
1. Kasem Subsiri 1 Co., Ltd. ^{1/}	149,999	74.9995
2. TCC Hotels Group Co., Ltd. ^{2/}	50,000	25.0000
3. Wiengsiri Co., Ltd.	1	0.0005
Total	200,000	100.0000

Source: HW9's shareholder list (BorAorJor.5) as of December 27, 2021

Remark: (source: <http://corpusxweb.bol.co.th/corpus/home>)

1/ Kasem Subsiri 1 Co., Ltd.

Registered and paid-up capital: Baht 50,000,000, divided into 5,000,000 ordinary shares at par value of Baht 10 per share
Major shareholder: TCC Hotels Group Co., Ltd. with 99.99% shareholding and Preedee Prapa Co., Ltd. and Mediafront Co., Ltd. hold 1 share each.

Ultimate shareholders: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi

Directors: Mr. Kiartisak Lertsiriamorn, Miss Pornpimol Chirtchoochai, Mr. Pattavee Pongnontakul, Miss Nongnuch Suteekul, Miss Malai Udomnitirat, and Miss Chuanchuen Limpasene

2/ TCC Hotels Group Co., Ltd.

Registered and paid-up capital: Baht 3,000,000,000, divided into 300,000,000 ordinary shares at par value of Baht 10 per share

Major shareholder: TCC Asset World Corporation Co., Ltd. with 75% shareholding and TCC Land Co., Ltd. with 25% shareholding

Ultimate shareholders: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi

Directors: Mr. Kiartisak Lertsiriamorn, Miss Pornpimol Chirtchoochai, Mr. Pattavee Pongnontakul, Miss Nongnuch Suteekul, Miss Malai Udomnitirat, and Miss Chuanchuen Limpasenee

TCC Asset World Corporation Co., Ltd.

Registered and paid-up capital: Baht 17,350,000,000, divided into 1,735,000,000 ordinary shares at par value of Baht 10 per share

Ultimate shareholders: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi

Directors: Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Surapong Pornsirikul, Mrs. Thasane Natenee, Mr. Kiartisak Lertsiriamorn, Miss Pornpimol Chirtchoochai, Miss Malai Udomnitirat, and Miss Wanvisa Suwan

TCC Land Co., Ltd.

Registered and paid-up capital: Baht 23,500,000,000, divided into 2,350,000,000 ordinary shares at par value of Baht 10 per share

Ultimate shareholders: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi

Directors: Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Surapong Pornsirikul, Mr. Kiartisak Lertsiriamorn, Miss Pornpimol Chirtchoochai, Mrs. Thasane Natenee, Miss Malai Udomnitirat, and Mrs. Nidda Tirawattanachai

After the entering into the transaction

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Hotel Asset Management Co., Ltd. ^{1/}	149,999	74.9995
2. Asset World Corp PCL.	50,000	25.0000
3. Asset World Retail Co., Ltd. ^{1/}	1	0.0005
Total	200,000	100.0000

Remark:

1/ TCC Hotel Asset Management Co., Ltd. (THAM) and Asset World Retail Co., Ltd (AWR) are wholly-owned subsidiaries of the Company, in which the Company holds 100% direct and indirect shareholding in both companies.

5. Financial Highlights

- Statement of financial position for the year ended December 31, 2019, 2020, and 2021 are as follows:

Statement of Financial Position (Unit: Baht thousand)	Dec. 31, 2019 Audited ^{1/}	Dec. 31, 2020 Audited ^{1/}	Dec. 31, 2021 Unaudited ^{2/}
Current assets			
Cash and cash equivalents	661.21	1,501.73	1,489.14
Trade receivables	799.84	606.46	387.59
Other receivables	230.96	166.00	205.97
Inventory	427.32	343.61	260.59
Other current assets	33.18	272.66	126.67
Total current assets	2,152.51	2,890.46	2,469.96
Non-current assets			
Property, plant, and equipment	239,284.92	244,519.55	239,408.50
Intangible assets	382.19	340.88	-
Other non-current assets	2.88	2.88	2.88
Total non-current assets	239,669.99	244,863.31	239,411.38
Total assets	241,822.50	247,753.77	241,881.34
Current liabilities			
Trade payables	538.51	1,322.62	370.14
Other payables	1,033.86	1,514.85	1,312.50
Short-term loan from related company	246,324.00	270,719.50	288,642.50
Other current liabilities	293.84	113.46	208.91
Total current liabilities	248,190.21	273,670.43	290,534.05
Non-current liabilities			
Provision for employee benefits	2,357.39	2,343.42	2,430.79
Other non-current liabilities	20.00	20.00	20.00
Total non-current liabilities	2,377.39	2,363.42	2,450.79
Total liabilities	250,567.60	276,033.85	292,984.84
Shareholders' equity			
Registered capital			
200,000 ordinary shares at par value of Baht 10 per share	2,000.00	2,000.00	2,000.00
Issued and paid-up capital			
200,000 ordinary shares at par value of Baht 10 per share	2,000.00	2,000.00	2,000.00
Retained (losses)	(10,745.10)	(30,280.08)	(53,103.50)
Total shareholders' equity	(8,745.10)	(28,280.08)	(51,103.50)
Total liabilities and shareholders' equity	241,822.50	247,753.77	241,881.34

- Statement of comprehensive income for the year ended December 31, 2019, 2020, and 2021

Statement of Comprehensive Income (Unit: Baht thousand)	2019 Audited^{1/}	2020 Audited^{1/}	2021 Unaudited^{2/}
Room revenue	14,772.15	6,549.92	3,511.83
Food and beverages revenue	12,400.74	4,318.94	1,806.15
Other revenues	1,055.47	706.69	938.22
Total revenue	28,228.36	11,575.55	6,256.20
Cost of room services	(5,946.65)	(3,824.83)	(3,242.30)
Cost of food and beverages	(8,014.37)	(4,082.81)	(2,986.14)
Depreciation expense and cost of rent	(5,278.59)	(5,803.10)	(5,484.48)
Maintenance and utility expenses	(2,717.49)	(1,296.37)	(1,147.54)
Total cost	(21,957.10)	(15,007.11)	(12,860.46)
Selling expenses	(762.35)	(490.77)	(419.57)
Administrative expenses	(7,995.51)	(5,684.11)	(5,637.78)
(Losses) before finance costs	(2,486.60)	(9,606.44)	(12,661.61)
Finance costs	(9,653.29)	(9,928.52)	(10,161.81)
Net (loss) for the year	(12,139.89)	(19,534.96)	(22,823.42)

Remark:

1/ Financial statements for the year ended December 31, 2019 and 2020 were audited by Fides Audit Co., Ltd., a certified public accountant who is not in the approved list of the SEC.

2/ Financial statements for the year ended December 31, 2021 is an internal financial statement that has not been audited by a certified public accountant.

Management Discussion and Analysis of HW9

Operating Performance

Revenue

Revenue of HW9 consists of room revenue, food and beverages revenue, and other revenues.

In 2020, HW9 had total revenue of Baht 11.57 million, consisting of Baht 6.55 million room revenue, Baht 4.32 million food and beverages revenue, and Baht 0.71 million other revenues. Total revenue decreased by 58.99% from 2019 as a result of Baht 8.22 million decrease in room revenue or decrease by 55.66% YoY. Food and beverages revenue declined by Baht 8.08 million or 65.17% due to COVID-19 outbreak. The controlling measures were implemented by the government including the temporary close of educational institutions, entertainment venues, and no seminar and meeting activities are allowed. The department stores and market were also temporarily closed as well as the announcement of the Emergency Decree and Curfews. International visitors were not allowed to enter the country from April 3, 2020 onwards. This caused a significant decrease in the occupancy rate from 41.47% in 2019 to 20.09% in 2020. Moreover, the average daily rate (ADR) in 2020 declined to Baht 1,220 per night compared to Baht 1,336 per night in 2019.

In 2021, total revenue of HW9 was Baht 6.26 million, consisting of Baht 3.51 million room revenue, Baht 1.80 million food and beverages revenue, and Baht 0.94 million other revenues. Total revenue dropped by 45.95% from 2020 due to the decrease in all types of revenue. Room revenue decreased by Baht 3.03 million or 46.38% from 2020 and food and beverages revenue decreased by Baht 2.5 million or 58.18% YoY due to the continued COVID-19 outbreak from 2020. As domestic tourism is not yet recovered, the occupancy rate in 2021 dropped to 14.87% which was in line with the statistic of tourists traveling to Chiang Rai gathered by The Ministry of Tourism and Sports which showed that there were 1.03 million travellers in Chiang Rai during 11 months of 2021 compared with 1.90 million travellers in 2020, or a decline of 46.11% YoY. In addition, the average daily rate decreased by 27% from 2020 to Baht 886 per night.

Total cost and gross profits (losses)

Total cost of HW9 comprise of cost of room service, cost of food and beverages, depreciation expenses and rental costs as well as maintenance and utility expenses.

In 2020, HW9 had total cost of Baht 15.00 million, decreased by Baht 6.95 million or 31.65% from 2019. In 2021, total cost was at Baht 12.86 million, decreased by Baht 2.14 million or 14.30% from 2020. Although total cost in 2020 and 2021 decreased, cost of hotel business such as depreciation expense, rental cost and cost of the employee were fixed so the decrease in cost was less than the decrease in revenue. As a result, HW9 posted a gross loss of Baht (3.43) million and Baht (6.61) million in 2020 and 2021 respectively.

Selling and administrative expenses

Selling and administrative expenses of HW9 tended to decrease in 2020 – 2021. In 2020, selling and administrative expenses were Baht 6.17 million, decreased by Baht 2.58 million or 29.49% from 2019 due to the decrease in sale promotion expenses and employee-related expenses. In 2021, selling and administrative expenses of HW9 were Baht 6.05 million, decreased by 0.12 million or 1.94% from 2020 mainly due to the decrease in marketing expenses and employee-related expenses.

Net (loss)

HW9 reported net loss of Baht (19.53) million and Baht (22.82) million in 2020 - 2021 due mainly to the substantial drop in room revenue and food and beverages revenue as a result of the impact from COVID-19 pandemic which caused the decrease in the number of tourists. This led to a lower occupancy rate and average daily rate as well as lower food and beverages revenue while the finance costs increased from the increase in short-term loans from related company.

Financial position

Assets

In 2020 - 2021, HW9 had total assets of Baht 247.75 million and Baht 241.88 million respectively. Core assets were property, plant, and equipment worth Baht 244.52 million (98.69% of total assets) and Baht 239.41 million (98.88% of total assets) in 2020 – 2021 respectively.

In 2020, total assets increased by Baht 5.93 million from 2019, due mainly to the increase in cash and cash equivalents, property, plant, and equipment. In 2021, total assets decreased by Baht 5.87 million from 2020 as a result of the decrease in property, plant and equipment, trade receivables, and other current assets.

Liabilities

Total liabilities of HW9 in 2020 - 2021 were at Baht 276.03 million and Baht 292.98 million respectively. HW9's major liabilities was short-term loan from related company at the amount of Baht 270.72 million (98.92% of total liabilities) and Baht 288.64 million (99.35% of total liabilities) in 2020 – 2021, respectively. Such short-term loan from related company will be converted to short-term loan from the Company by means of subrogation on the Closing date.

In 2020, total liabilities increased by Baht 25.47 million from Baht 250.57 million in 2019 to Baht 276.03 million, due mainly to the increased in short-term loan from related company and trade payables. In 2021, total liabilities increased by Baht 16.95 million to Baht 292.98 million due mainly to the increase in short-term loan from related company.

Shareholders' equity

Due to the fact that HW9 had retained losses of Baht (10.74) million in 2019 while its registered capital was at only Baht 2 million, HW9 had negative equity of Baht (8.74) million. Combining with net loss in 2020, the retained losses was Baht (30.28) million, as a result, HW9 reported negative equity of Baht (28.28) million and Baht (51.10) million in 2020 and 2021, respectively.

Attachment 2

Information of Variety Asset 1 Company Limited

1. General Information

Company name : Variety Asset Co., Ltd. (VA1)
 Main business : Commercial property development
 Head office : 288-288/1-9 Surawongse Road, Si Phraya Sub-district, Bang Rak District, Bangkok 10500
 Registered capital : Baht 5,000,000, divided into 500,000 ordinary shares at par value of Baht 10 per share
 Paid-up capital : Baht 5,000,000, divided into 500,000 ordinary shares at par value of Baht 10 per share

2. Business Overview

Variety Asset Co., Ltd. (VA1) was incorporated on September 4, 2009 to operate property development business for rent. VA1 is the owner of 2-0-20.8 rai land plot which will be developed as a 61-room luxury hotel on the bank of the Chao Phraya River and a part of the river journey scheme under the Songwat Project. The investment in VA1 is referred to as the "Songwat 1 Project".

3. Board of Directors

As of November 5, 2021, VA1's Board of directors consists of 7 directors as follows:

Name	Position
1. Miss Pornpimol Chirtchoochai	Director
2. Mr. Sonchai Asavalertpalakorn	Director
3. Mr. Piya Rodkerd	Director
4. Mr. Kiartisak Lertsiriamorn	Director
5. Mrs. Thasanee Nateneee	Director
6. Miss Anchulee Tameerak	Director
7. Miss Malai Udomnitirat	Director

Source: VA1's affidavit as of November 5, 2021

Remark: Authorized directors are Miss Pornpimol Chirtchoochai or Mr. Sonchai Asavalertpalakorn or Mr. Piya Rodkerd co-sign with Mr. Kiartisak Lertsiriamorn or Mrs. Thasanee Nateneee or Miss Anchulee Tameerak or Miss Malai Udomnitirat, total 2 directors and affix the company's seal.

4. Shareholder Structure

Prior to the entering into the transaction

As of February 14, 2022, VA1 had registered and paid-up capital of Baht 5,000,000, divided into 500,000 ordinary shares at par value of Baht 10 per share. Details of shareholders are as follows:

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Capital Land Ltd. ^{1/}	499,998	99.9996
2. Yodkij Business Co., Ltd.	1	0.0002
3. Menghua's United Commercial Co., Ltd.	1	0.0002
Total	500,000	100.0000

Source: VA1's shareholder list (BorAorJor.5) as of July 27, 2021 and <https://corpusxweb.bol.co.th/corpus/home> as of February 14, 2022

Remark: (Source: <http://corpusxweb.bol.co.th/corpus/home>)

1/ TCC Capital Land Ltd.

Registered and paid-up capital: Baht 3,800,000,000, divided into 38,000,000 ordinary shares at par value of Baht 100 per share

Shareholders: TCC Asset World Corporation Co., Ltd. with 75% shareholding, TCC Land Co., Ltd. with 25% shareholding, and TCC Land Retail Co., Ltd. and TCC Hotels Group Co., Ltd. with 1 share each.

Ultimate shareholders: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi

Directors: Miss Pornpimol Chirtchoochai, Mr. Montri Srisakulmekee, Mr. Sonchai Asavalertpalakorn, Mr. Piya Rodkerd, Mr. Kiartisak Lertsiriamorn, Miss Nongnuch Sutheekul, and Miss Malai Udomnitirat

Please refer to details of registered capital, shareholders, and directors of TCC Asset World Corporation Co., Ltd. and TCC Land Co., Ltd. who are major shareholders of TCC Capital Land Ltd. in Attachment 1, Clause 4 Re: Shareholder structure prior to the entering into the transaction.

After the entering into the transaction

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Hotel Asset Management Co., Ltd. ^{1/}	374,999	74.9998
2. Asset World Corp PCL.	125,000	25.0000
3. Asset World Retail Co., Ltd. ^{1/}	1	0.0002
Total	500,000	100.0000

Remark:

1/ TCC Hotel Asset Management Co., Ltd. (THAM) and Asset World Retail Co., Ltd. (AWR) are wholly-owned subsidiaries of the Company, in which the Company holds 100% direct and indirect shareholding in both companies.

5. Financial Highlights

- Statement of financial position for the year ended December 31, 2019, 2020, and 2021 are as follows:

Statement of Financial Position (Unit: Baht thousand)	Dec. 31, 2019 Audited ^{1/}	Dec. 31, 2020 Audited ^{1/}	Dec. 31, 2021 Unaudited ^{2/}
Current assets			
Cash and cash equivalents	82.18	170.20	97.63
Prepaid expenses	16.34	17.45	17.45
Other current assets	7.71	0.00	33.50
Total current assets	106.23	187.65	148.58
Non-current assets			
Investment properties	245,583.69	245,398.66	245,236.74
Other non-current assets	2,331.55	2,337.55	2,305.55
Total non-current assets	247,915.24	247,736.21	247,542.29
Total assets	248,021.47	247,923.86	247,690.87
Current liabilities			
Trade payables	194.55	198.33	41.73
Short-term loan	325,797.00	335,890.00	353,869.00
Accrued interest	325.01	4,790.80	358.71
Accrued expenses	488.43	26.77	57.73
Other current liabilities	11.08	2.81	17.95
Total current liabilities	326,816.07	340,908.71	354,345.12
Total liabilities	326,816.07	340,908.71	354,345.12
Shareholders' equity			
Registered capital			
500,000 ordinary shares at par value of Baht 10 per share	5,000.00	5,000.00	5,000.00
Issued and paid-up capital			
500,000 ordinary shares at par value of Baht 10 per share	5,000.00	5,000.00	5,000.00
Retained (losses)	(83,794.60)	(97,984.85)	(111,654.25)
Total shareholders' equity	(78,794.60)	(92,984.85)	(106,654.25)
Total liabilities and shareholders' equity	248,021.47	247,923.86	247,690.87

- Statement of comprehensive income for the year ended December 31, 2019, 2020, and 2021

Statement of Comprehensive Income (Unit: Baht thousand)	2019 Audited ^{1/}	2020 Audited ^{1/}	2021 Unaudited ^{2/}
Total revenue	0.29	0.28	0.03
Selling and administrative expenses	(1,771.95)	(1,444.59)	(823.37)
(Loss) before finance costs	(1,771.66)	(1,444.31)	(823.34)
Finance costs	(9,931.87)	(12,745.94)	(12,846.05)
Net (loss) for the year	(11,703.53)	(14,190.25)	(13,669.39)

Remark:

1/ Financial statements for the year ended December 31, 2019 and 2020 were audited by Fides Audit Co., Ltd., a certified public accountant who is not on the approved list of the SEC.

2/ Financial statements for the year ended December 31, 2021 is an internal financial statement that has not been audited by a certified public accountant.

Management Discussion and Analysis of VA1
Operating Performance

In the past 3 years, VA1 did not operate any business, having only little interest income while there was selling and administrative expenses and finance costs from short-term loan from related company totalling Baht 14.19 million in 2020 and Baht 13.67 million in 2021. As a result, there was net losses equivalent to the expenses incurred in 2020 - 2021.

Financial Position**Assets**

In 2020 - 2021, VA1 had total assets of Baht 247.92 million and Baht 247.69 million respectively. Its core asset was investment property of Baht 245.39 million (98.98% of total assets) in 2020 and Baht 245.24 million (99.01% of total assets) in 2021.

Liabilities

In 2020 - 2021, VA1's total liabilities were Baht 340.91 million and Baht 354.34 million respectively. The main liabilities were short-term loan from related company amounting to Baht 335.89 million and accrued interest payable of Baht 4.79 million in 2020. In 2021, short-term loan from related company and accrued interest payable were at Baht 353.87 million and Baht 0.36 million, respectively. Such short-term loan from related company and accrued interest payable in 2021 will be converted to short-term loan from the Company by mean of subrogation on the Closing date.

Shareholders' equity

Since VA1 had retained losses of Baht (83.79) million in 2019, net loss of Baht (14.19) million in 2020 and Baht (13.67) million in 2021 caused the increase in retained losses. With paid-up capital of only Baht 5 million, VA1 reported negative equity of Baht (92.98) million in 2020 and Baht (106.65) million in 2021 accordingly.

Attachment 3

Information of Retail World 5 Company Limited

1. General Information

Company name : Retail World 5 Co., Ltd. (RW5)
 Main business : Commercial property development
 Head office : 288-288/1-9 Surawongse Road, Si Phraya Sub-district, Bang Rak District, Bangkok 10500
 Registered capital : Baht 1,000,000, divided into 100,000 ordinary shares at par value of Baht 10 per share
 Paid-up capital : Baht 1,000,000, divided into 100,000 ordinary shares at par value of Baht 10 per share

2. Business Overview

Retail World 5 Co., Ltd. (RW5) was incorporated on November 27, 2014 to operate commercial property development business. RW5 is the owner of 0-3-69.8 rai land plot. After the acquisition of RW5 shares, the Company plans to develop such land into a 28-room luxury hotel on the bank of the Chao Phraya River as a part of the river journey scheme under the Songwat Project. The investment in RW5 is referred to as the "Songwat 2 Project".

3. Board of Directors

As of February 14, 2022, RW5's Board of directors consisted of 6 directors as follows:

Name	Position
1. Mr. Montri Srisakulmekee	Director
2. Mr. Sonchai Asavalertpalakorn	Director
3. Mr. Kiartisak Lertsiriamorn	Director
4. Miss Aim-on Wongsiri	Director
5. Mrs. Duangjai Damrongwongsakul	Director
6. Miss Anchulee Tameerak	Director

Source: RW5's affidavit as of March 15, 2021 and <http://corpusxweb.bol.co.th/corpus/home> as of February 14, 2022

Remark: Authorized directors are Mr. Montri Srisakulmekee or Mr. Sonchai Asavalertpalakorn or Miss Aim-on Wongsiri co-sign with Mr. Kiartisak Lertsiriamorn or Miss Anchulee Tameerak or Mrs. Duangjai Damrongwongsakul, total 2 directors and affix the company's seal.

4. Shareholder Structure

Prior to the entering into the transaction

As of July 21, 2021, RW5 had registered and paid-up capital of Baht 1,000,000, divided into 100,000 ordinary shares at par value of Baht 10 per share. Details of shareholders are as follows:

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Capital Land Ltd. ^{1/}	99,998	99.998
2. Yodkij Business Co., Ltd.	1	0.001
3. Queen's Park Hotel Co., Ltd.	1	0.001
Total	10,000	100.000

Source: RW5's shareholder list (BorAorJor.5) as of July 21, 2021 and <http://corpusxweb.bol.co.th/corpus/home> as of February 14, 2022

Remark:

- 1/ Please refer to details of registered capital, shareholders, and directors of TCC Capital Land Ltd. in Attachment 2, Clause 4
 Re: Shareholder structure prior to the entering into the transaction.

After the entering into the transaction

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Hotel Asset Management Co., Ltd. ^{1/}	74,999	74.999
2. Asset World Corp PCL.	25,000	25.000
3. Asset World Retail Co., Ltd. ^{1/}	1	0.001
Total	100,000	100.0000

Remark:

- 1/ TCC Hotel Asset Management Co., Ltd. (THAM) and Asset World Retail Co., Ltd. (AWR) are wholly-owned subsidiaries of the Company, in which the Company holds 100% direct and indirect shareholding in both companies.

5. Financial Highlights

- Statement of financial position for the year ended December 31, 2019, 2020, and 2021 are as follows:

Statement of Financial Position (Unit: Baht thousand)	Dec. 31, 2019 Audited^{1/}	Dec. 31, 2020 Audited^{1/}	Dec. 31, 2021 Unaudited^{2/}
Current assets			
Cash and cash equivalents	590.38	458.09	395.21
Other receivables	5.38	8.81	9.48
Other current assets	369.96	6.56	43.38
Total current assets	965.72	473.46	448.07
Non-current assets			
Investment properties – net	180,600.73	180,450.92	180,301.11
Equipment – net	227.42	170.34	113.25
Project development expenses	2,022.30	2,022.30	2,022.30
Other non-current assets – Deposits	15.00	15.00	15.00
Total non-current assets	182,865.45	182,658.56	182,451.66
Total assets	183,831.17	183,132.02	182,899.73
Current liabilities			
Trade payables	-	-	21.74
Accrued expenses	225.52	123.62	2.34
Interest payables	1,030.58	226.35	41.01
Short-term loan from related company	196,840.00	202,991.00	202,306.00
Other current liabilities	5.58	28.16	18.08
Total current liabilities	198,101.68	203,369.13	202,389.17
Total liabilities	198,101.68	203,369.13	202,389.17
Shareholders' equity			
Registered capital			
100,000 ordinary shares at par value of Baht 10 per share	1,000.00	1,000.00	1,000.00
Issued and paid-up capital			
100,000 ordinary shares at par value of Baht 10 per share	1,000.00	1,000.00	1,000.00
Retained (losses)	(15,270.51)	(21,237.11)	(20,489.44)
Total shareholders' equity	(14,270.51)	(20,237.11)	(19,489.44)
Total liabilities and shareholders' equity	183,831.17	183,132.02	182,899.73

- Statement of comprehensive income for the year ended December 31, 2019, 2020, and 2021

Statement of Comprehensive Income (Unit: Baht thousand)	2019 Audited^{1/}	2020 Audited^{1/}	2021 Unaudited^{2/}
Total revenue	3,114.70	3,279.04	5,712.53
Selling and administrative expenses	(1,296.70)	(1,618.08)	(1,698.88)
Profit before finance costs	1,818.00	1,660.96	4,013.65
Finance costs	(7,541.56)	(7,627.56)	(3,265.99)
Net profit (loss)	(5,723.56)	(5,966.60)	747.66

Remark:

- 1/ Financial statements for the year ended December 31, 2019 and 2020 were audited by ASV International Ltd., a certified public accountant who is not in the approved list of the SEC.
- 2/ Financial statements for the year ended December 31, 2021 is an internal financial statement that has not been audited by a certified public accountant.

Management Discussion and Analysis of RW5

Operating Performance

Total revenue

In 2020, RW5 had total revenue of Baht 3.28 million which was mainly derived from parking fees. Total revenue in 2020 increased by Baht 0.17 million or 5.46% from 2019.

In 2021, total revenue increased by Baht 2.43 million or 74.08% to Baht 5.71 million as a result of the increase in interest income.

Net profit (loss)

In 2020, RW5 reported net loss of Baht (5.97) million, increased by Baht 0.24 million or 4.19% from 2019 because selling and administrative expenses and finance costs increased more than the increase in revenue.

In 2021, RW5 posted net profit of Baht 0.75 million, increased by Baht 6.72 million due to higher interest income with 57.21% reduction in finance costs as a result of short-term loan repayment to related company during the year.

Financial Position**Assets**

In 2020 – 2021, RW5 had total assets of Baht 183.13 million and Baht 182.90 million respectively. Its core asset was investment property of Baht 180.45 million (98.24% of total assets) in 2020 and Baht 180.30 million (98.54% of total assets) in 2021.

In 2020, total assets of RW5 decreased by Baht 0.70 million from Baht 183.83 million in 2019 to Baht 183.13 million, due mainly to the decrease in cash and cash equivalents, other current assets, investment properties, and equipment which decreased from the amortization of depreciation expenses.

In 2021, total assets decreased by Baht 0.23 million from 2020, due mainly to the decrease in cash and cash equivalents, investment property, and equipment which decreased from the amortization of depreciation expenses.

Liabilities

In 2020 - 2021, total liabilities of RW5 were at Baht 203.37 million and Baht 202.39 million respectively. Major liabilities in 2020 were short-term loans from related companies of Baht 202.99 million and accrued interest payable of Baht 0.23 million while major liabilities in 2021 were short-term loan from related company of Baht 202.31 million and accrued interest payable of Baht 0.04 million. Such short-term loan will be converted to short-term loan from the Company by means of subrogation on the Closing Date.

Shareholders' equity

In 2019, RW5 had retained losses of Baht (15.27) million. With net loss of Baht (5.97) million in 2020, the retained losses increased to Baht (21.24) million. Since RW5 has only Baht 1 million paid-up capital, it reported negative equity of Baht (20.24) million in 2020.

In 2021, RW5 reported net profit of Baht 0.75 million, reducing retained losses to Baht (20.49) million and increasing the equity. However, the equity remained negative at Baht (19.49) million.

Attachment 4

Information of Imm Hotel Charoenkrung Company Limited

1. General Information

Company name : Imm Hotel Charoenkrung Co., Ltd. (IHC)
 Main business : Commercial property development
 Head office : 288-288/1-9 Surawongse Road, Si Phraya Sub-district, Bang Rak District, Bangkok 10500
 Branch : 31 Rongpasi Lane (Charoen Krung 36), Charoen Krung Road, Bang Rak Sub-district, Bang Rak District, Bangkok 10500
 Registered capital : Baht 50,000,000 million, divided into 5,000,000 ordinary shares at par value of Baht 10 per share
 Paid-up capital : Baht 50,000,000 million, divided into 5,000,000 ordinary shares at par value of Baht 10 per share

2. Business Overview

Imm Hotel Charoenkrung Co., Ltd. (IHC) is the owner of land and constructions on the area of 0-2-97 rai. After the acquisition of IHC shares, such land will be developed into a 69-room luxury hotel, with the emphasis on cultural tourism under the concept of a journey through classic to contemporary arts. This project will be connected to the future projects, namely the OP Place Project and the EAC Project on Charoenkrung 40 Road to serve high-end customers.

3. Board of Directors

As of February 15, 2022, IHC's Board of Directors consist of 6 directors as follows:

Name	Position
1. Mr. Kiartisak Lertsiriamorn	Director
2. Miss Pornpimol Chirtchoochai	Director
3. Mr. Pattavee Pongnontakul	Director
4. Miss Nongnuch Suteekul	Director
5. Miss Chuanchuen Limpasenee	Director
6. Miss Malai Udomnitirat	Director

Source: IHC's affidavit as of October 18, 2021 and <http://corpusxweb.bol.co.th/corpus/home> as of February 14, 2022

Remark: Authorized directors are Mr. Kiartisak Lertsiriamorn or Miss Pornpimol Chirtchoochai or Mr. Pattavee Pongnontakul co-sign with Miss Nongnuch Suteekul or Miss Chuanchuen Limpasenee or Miss Malai Udomnitirat, total 2 directors and affix the company's seal

4. Shareholder Structure

Prior to the entering into the transaction

As of February 15, 2022, IHC had registered and paid-up capital of Baht 50,000,000, divided into 5,000,000 ordinary shares at par value of Baht 10 per share. Details of shareholders are as follows:

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Hotel Group Co., Ltd. ^{1/}	4,992,500	99.85000
2. Kasem Subsiri 1 Co., Ltd. ^{2/}	7,499	0.14998
3. Anantasiri Patana Co., Ltd.	1	0.00002
Total	5,000,000	100.00000

Source: IHC's shareholder list (BorAorJor.5) as of February 15, 2022

Remark:

- 1/ Please refer to details of registered capital, shareholders, and directors of TCC Hotels Group Co., Ltd. in Attachment 1, Clause 4 Re: Shareholder structure prior to the entering into the transaction.
- 2/ Please refer to details of registered capital, shareholders, and directors of Kasem Subsiri 1 Co., Ltd. in Attachment 1, Clause 4 Re: Shareholder structure prior to the entering into the transaction.

After the entering into the transaction

Shareholder Name	Number of Shares	Shareholding (%)
1. TCC Hotel Asset Management Co., Ltd. ^{1/}	3,749,999	74.99998
2. Asset World Corp PCL.	1,250,000	25.00000
3. Asset World Retail Co., Ltd. ^{1/}	1	0.00002
Total	5,000,000	100.00000

Remark:

- 1/ TCC Hotel Asset Management Co., Ltd. (THAM) and Asset World Retail Co., Ltd. (AWR) are wholly-owned subsidiaries of the Company, in which the Company holds 100% direct and indirect shareholding in both companies.

5. Financial Highlights

- Statement of financial position for the year ended December 31, 2019, 2020, and 2021 are as follows:

Statement of Financial Position (Unit: Baht thousand)	Dec. 31, 2019 Audited ^{1/}	Dec. 31, 2020 Audited ^{1/}	Dec. 31, 2021 Unaudited ^{2/}
Current assets			
Cash and cash equivalents	36.54	625.19	120.16
Other receivables	-	9.53	-
Other current assets - VAT refund	-	285.39	323.07
Total current assets	36.54	920.11	443.23
Non-current assets			
Investment properties – net	-	295,151.49	295,303.28
Equipment – net	-	2,462.92	-
Other non-current assets	30,000.00	4.00	4.00
Total non-current assets	30,000.00	297,618.41	295,307.28
Total assets	30,036.54	298,538.52	295,750.51
Current liabilities			
Other payables	10.88	315.04	143.86
Short-term loan from related company	30,060.00	311,547.00	323,197.00
Other current assets – withholding tax	-	49.39	78.72
Total current liabilities	30,070.88	311,911.43	323,419.58
Non-current liabilities			
Other non-current liabilities – retention	-	47.08	-
Total non-current liabilities	-	47.08	-
Total liabilities	30,070.88	311,958.51	323,419.58
Shareholders' equity			
Registered capital			
10,000 ordinary shares at par value of Baht 10 per share ^{1/}	100.00	100.00	100.00
Issued and paid-up capital			
10,000 ordinary shares at par value of Baht 10 per share ^{1/}	100.00	100.00	100.00
Retained (losses)	(134.34)	(13,519.98)	(27,769.07)
Total shareholders' equity	(34.34)	(13,419.98)	(27,669.07)
Total liabilities and shareholders' equity	30,036.54	298,538.53	295,750.51

Remark: 1/ IHC will increase its issued and paid-up capital from Baht 100,000 to Baht 50,000,000 in February 2022.

- Statement of comprehensive income for the year ended December 31, 2019, 2020, and 2021

Statement of Comprehensive Income (Unit: Baht thousand)	2019 Audited ^{1/}	2020 Audited ^{1/}	2021 Unaudited ^{2/}
Total revenue	-	-	-
Selling and administrative expenses	(32.33)	(2,587.93)	(2,717.14)
(Loss) before finance costs	(32.33)	(2,587.93)	(2,717.14)
Finance costs	(69.07)	(10,797.72)	(11,531.94)
Net (loss)	(101.40)	(13,385.64)	(14,249.08)

Remark:

- 1/ Financial statements for the year ended December 31, 2019 and 2020 were audited by ASV International Ltd., a certified public accountant who is not on the approved list of the SEC.
- 2/ Financial statements for the year ended December 31, 2021 is an internal financial statement that has not been audited by a certified public accountant.

Management Discussion and Analysis of IHC

Operating Performance

In the past 3 years, IHC did not operate any business so there was no revenue but there were selling and administrative expenses as well as finance costs totalling Baht 13.38 million in 2020 and Baht 14.25 million in 2021, resulting in net loss equivalent to the expenses incurred in 2020 - 2021.

Financial Position

Assets

In 2020 - 2021, IHC had total assets of Baht 298.54 million and Baht 295.75 million, respectively. Core asset was the investment properties of Baht 295.15 million (98.86% of total assets) in 2020 and Baht 295.30 million (99.85% of total assets) in 2021.

Liabilities

In 2020 - 2021, total liabilities of IHC were Baht 311.96 million and Baht 323.42 million, respectively. Main liabilities was short-term loan from related company amounting to Baht 311.55 million in 2020 and Baht 323.19 million in 2021. Such short-term loan from IHC's shareholders will be converted to short-term loan from the Company by means of subrogation on the Closing Date.

Shareholders' equity

IHC had retained losses of Baht (0.13) million in 2019. With net loss of Baht (13.38) million and Baht (14.25) million in 2020 and 2021 respectively, it recorded negative equity of Baht (13.42) million in 2020 and Baht (27.77) million in 2021.

Attachment 5

Thailand Tourism and Hotel Industry

1. Thailand Tourism Industry

International Tourist Arrivals to Thailand

In 2020, number of international tourist arrivals to Thailand was totaling 6.70 million, decreased from 39.92 million tourists in 2019, or decreased by 83.21% from 2019 due to COVID-19 pandemic. In January – August 2021, number of international tourist arrivals dropped to only 0.07 million.

In 2015 - 2019, international and domestic tourism continued to grow and lifted the national occupancy rate to an average of 68.8%, which is considered satisfactory by hoteliers.

(Remark: Satisfactory occupancy rate is at 65% - 70%, according to the interview with the hoteliers and the data processing of the Bank of Thailand)

In 2019, international tourist arrivals increased by 4.6%, adding to the 7.3% rise in 2018, taking number of international tourist arrivals to a historical high of 39.9 million. This had lifted occupancy rate to 71.4%, another record for Thailand. The supporting factors for such increase include (1) the increase in direct and charter flights to Thailand and the expansion of services offered by low-cost airlines and (2) tourism promotion such as waiving of fees for Visa On Arrival (VOA) for arrivals from 21 countries.

In 2019, the domestic tourism segment remained at similar level to that of 2018 with 166 million domestic trips in the year. The muted growth can be explained by an increasing number of Thai outbound tourists, which recorded a new high of 10.4 million (increased by 4.8% from 2018) because of the appreciation of Baht currency and tourism promotions by various foreign governments (e.g. Japan and Vietnam) to attract Thai tourists.

In 2020, hotel and tourism industries worldwide suddenly had to endure the unprecedented and immediate disruption by the COVID-19 pandemic. To keep the pandemic under control, governments imposed strict lockdowns that severely restricted international travel. Global travel crashed by a record-breaking rate of 74% from 2019 level. The hardest-hit were the Asia-Pacific region (-84%), with severe drops in arrivals in Singapore (-85.1%), Thailand (-83.2%), South Korea (-85.6%), and Japan (almost -90%).

(Source: Hotel Industry Outlook 2021 – 2023, published in February 2021 by Krungsri Research, Bank of Ayudhya PCL.)

Figure 1: Thailand Tourism Statistics



Source: Ministry of Tourism & Sports

Remark: 1/ % growth of number of international tourist arrivals to Thailand during January – October 2021 comparing to those of the same period of 2020.

2/ Major events affecting Thailand's tourism

2016: Around end of 2016, there was the government's effort to stop zero-dollar tours from China

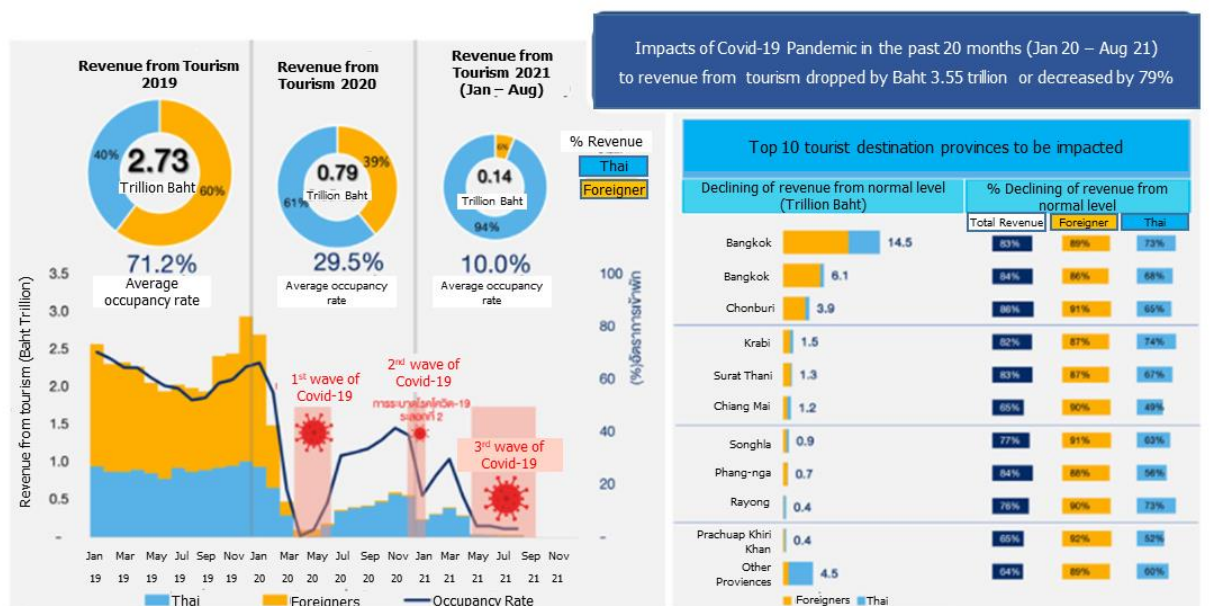
2018 – 2019: Phoenix tour boat capsized in Phuket resulting in declining number of Chinese tourists until November 2018

The offering of a Visa on Arrival fee exemption for 20 countries and 1 economic zone (including China and India) effective from November 15, 2018 – April 30, 2019, May 1, 2019 – October 31, 2019 and extended to April 30, 2020.

Number of international tourist arrivals to Thailand in 10M2021 was approximately 106,000 , decreased by 98.41% from the same period of last year. Kasikorn Research Center is of the opinion that the reopening to international tourists with no quarantine requirement from November 1, 2021 will gradually increase the number of international tourist arrivals in Thailand during November – December 2021. The reopening plan may help bolster the number of international tourist arrivals in Thailand by roughly 64% during the final two months of 2021, when compared to the case of no such plan at all. As a result, the number of international tourist arrivals in Thailand may increase to approximately 180,000 (from the prior estimate of 150,000) in 2021, helping to generate tourism revenue of at least Baht 13.50 billion.

(Source: Industry Outlook Analysis No. 3279 by Kasikorn Research Center dated October 15, 2021)

Figure 2: Impacts of Covid-19 Pandemic to Thailand Tourism



Thailand Tourism Outlook 2022

TTB Analytics estimate tourism revenue for 2022 to increase to Baht 600 billion and the average occupancy rate of hotels of approximately 23.8% under the assumption of no lock-down but implementation of universal prevention measurements.

- Thai tourists are the first group to recover continuing from the last quarter of 2021. The average occupancy rate of hotels from Thai tourists shall be at approximately 19.8%, improved from year 2021 which had average occupancy rate of approximately 14.1%. It is expected that revenue generated from Thai tourists should reach approximately Baht 460 billion.
- International tourist arrival to Thailand will gradually recover mostly from tourists from Europe and USA due to fully vaccination for COVID-19 of their population and allow the entry and exit of the countries. In 2022, it is expected that the number of tourist arrivals to Thailand shall be 3 million and average occupancy rate for international tourists is 3.9%, which is higher than that of 2021 which had the average occupancy rate of only 0.7%. It is expected that revenue generated from international tourists should reach Baht 140 billion.
- Major tourist destination provinces that depend mostly on Thai tourists, such as Rayong, Prachuap Khiri Khan and Chiang Mai, will be the first to recover. The occupancy rate is expected to be around 32.7% - 43.3% in 2022, compared to occupancy rate in 2019 which was at 66% - 74%.
- Major international tourist destination provinces such as Phang Nga, Phuket, Surat Thani, Chonburi, Krabi, Bangkok and Songkhla, is expected to continue having low occupancy rate of around 11.3%

- 27.2% in 2022, compared with the occupancy rate of 2019 which was in the range of 66% - 83%.

This group is consistently affected by the situation as it depends mostly on international tourists.

(Source: Economic Analysis "TTB Analytics Assessment of Covid Effect to Tourism Industry" dated September 29, 2021)

In addition, Krungsri Research expects that the recovering of international tourist arrivals to Thailand to pre-pandemic level may take years or around 2025.

(Source: Weekly Economic Review dated September 21, 2021, by Krungsri Research)

Sian Fenner, Lead Economist at Oxford Economics, forecasts that Thailand tourism will start to recover in 2022 with number of international tourist arrivals of around 66%, but still lower than the level in 2019 before the COVID-19 pandemic. The full recovery of number of international tourist arrivals to pre-COVID-19 level is expected in 2025.

(Source: <https://www.posttoday.com/world/666967>)

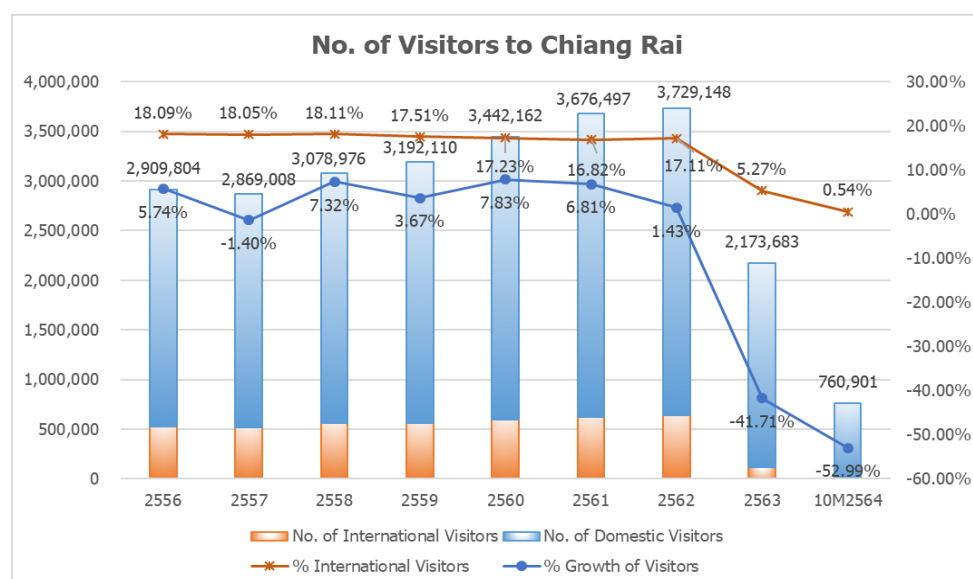
2. Hotel Business in Chiang Rai

The Government has been promoted the secondary city tourism by a number of measures such as tax deduction for tourists, tax exempt for seminar arrangement in the secondary city, and promotion of tourism in each secondary city.

Chiang Rai is one of 55 secondary destinations with number of visitors of approximately 3.7 million per year in 2018 – 2019. In 2019, majority of visitors were domestic tourists (83%) while international tourists accounted for 17%, equivalent to domestic tourist of approximately 3.1 million and international tourists of approximately 0.6 million.

The average growth of number of visitors was 4.5% per annum (2012 – 2019). However, in 2020 – 10M2021, number of visitors decreased by 41.71% and 52.99% comparing to the same period of prior year, respectively, as a result of COVID-19 pandemic. Summary of number of visitors to Chiang Rai in 2013 – 10M2021 are as follows:

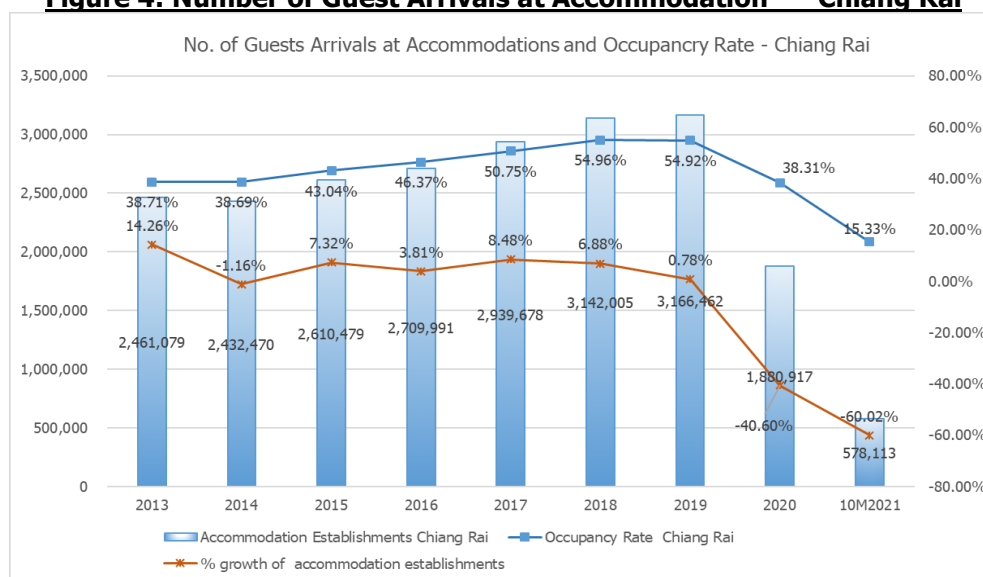
Figure 3: No. of Visitors to Chiang Rai



Source: Ministry of Tourism & Sports

The number of guest arrivals at accommodations of 2015 – 2019 had been continuously improved with total number of guest arrivals at accommodations of around 3.17 million in 2019. However, in 2020 – 10M2021, number of guest arrivals at accommodations decreased drastically due to COVID-19 pandemic and the lockdown measurement.

According to the information from the Ministry of Tourism & Sports, the number of accommodations in Chiang Rai in 2019 was totaling 17,053 rooms from 669 accommodations, comprised of 8,279 hotel rooms, 7,157 resort rooms, and 1,617 guest house rooms. The number of rooms in 2019 were close to those of 2018.

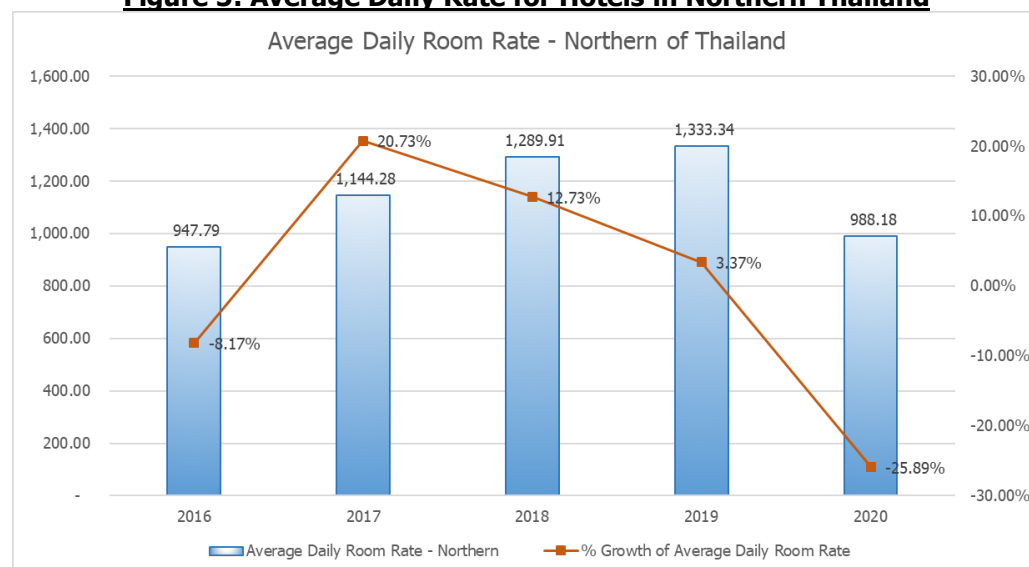
Figure 4: Number of Guest Arrivals at Accommodation* – Chiang Rai

Source: Ministry of Tourism & Sports

Remark: * Number of guest arrivals at accommodation included guest arrivals at hotels, resorts, and others.

The average occupancy rate also successively improved due to the increase in number of visitors to Chiang Rai in 2014 – 2019 with the CAGR of 5.42% per annum, while number of accommodations had slightly increased with the CAGR of 2.2% per annum. In 2019, the occupancy rate was 54.92%, closed to that of the prior year.

From the Bank of Thailand's information, the average daily rate for hotels in Northern Thailand in 2019 was Baht 1,333.34, slightly increased from 2018, while the average daily rate in 2020 was Baht 988.18, decreased by 25.89% from the prior year due to Thailand's border closure and the COVID-19 pandemic. However, in 2016 – 2019, number of rooms had been increased by 6.61% per annum (CAGR).

Figure 5: Average Daily Rate for Hotels in Northern Thailand

Source: Bank of Thailand

3. Luxury Hotel Business in Bangkok

The hotel industry is directly related to the tourism sector both from growing number of international tourist arrivals and domestic tourists. In 2018, hotels and restaurants combined accounted for 5.6% of Thai GDP, bringing in Baht 920 billion. Thailand is a top tourist destination partly because of the world-class tourism attractions spread throughout the country with Bangkok as a major and perennially popular tourist attraction. The country benefits from competitively-priced accommodation

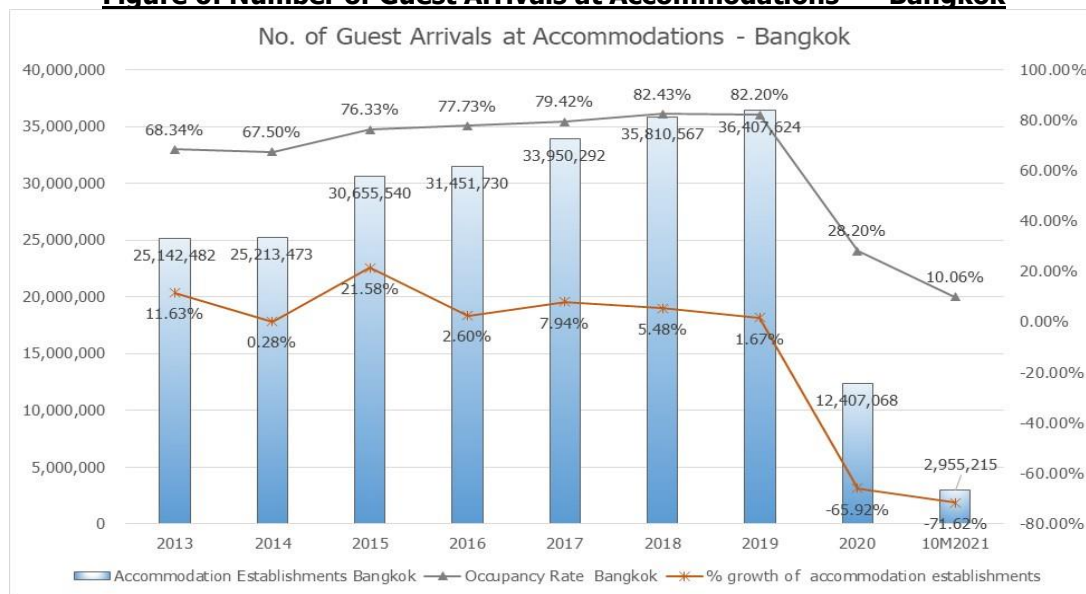
and low cost of living which, when compared to other countries, is considered good value for money. Besides, the country's constantly improved infrastructure and extensive communications network makes travel becomes more convenient.

(Source: *Hotel Industry Outlook 2019 – 2021* published in July 2019 by Krungsri Research)

Number of guest arrivals at accommodations in Bangkok in 2018 was approximately 35.81 million persons (comprised of 14.09 million Thai tourists and 21.72 million international tourists), increased by 5.48% from 2017. Number of guest arrivals at accommodations in Bangkok in 2019 was at 36.41 million persons, increased by 1.67% from prior year, while number of guest arrivals at accommodations in Bangkok in 2020 dropped to 12.41 million persons, decreased by 65.92% from 2019.

The occupancy rate in 2018 – 2019 was at approximately 82%, higher than that of 2017 which had the occupancy rate of 79%. The increase was mainly from demand growth while the supply was rather stable in 2017 – 2018.

Figure 6: Number of Guest Arrivals at Accommodations* – Bangkok



Source: Ministry of Tourism & Sports

Remark: * Number of guest arrivals at accommodations included guest arrivals at hotels, resorts, and others in Bangkok.

▪ Supply for Luxury Hotel in Bangkok

The Mid-range class hotels constitute approximately 50% of total central Bangkok's hotel supply, followed by first class hotels (21%), luxury hotels (17%), and economy hotels (12%), from a total of 76,712 rooms in 2021.

(Source: *Market View – Bangkok Luxury Hotel, Q3 2021* by CBRE)

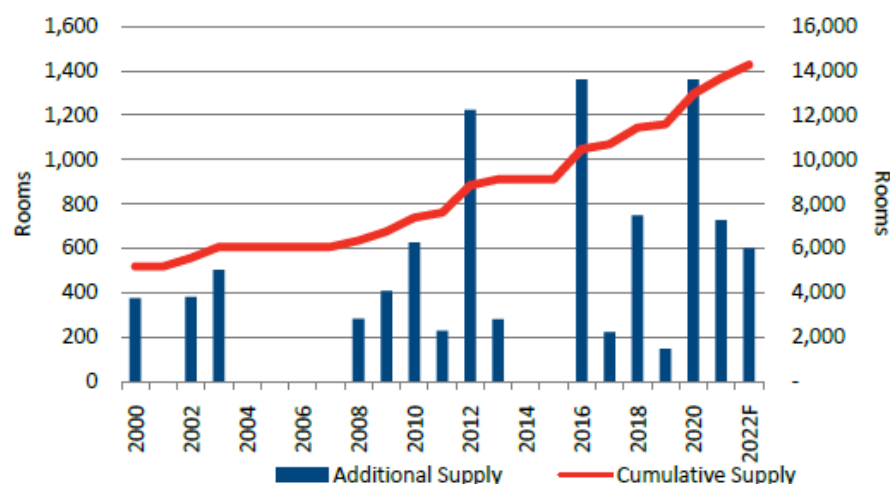
Sukhumvit area remained the location with the highest volume of luxury hotel supply, representing 39% of Bangkok's total supply. The remaining supply dispersed in Lumpini, riverside, and Silom/Sathorn areas at 24%, 17%, and 14% respectively.

(Source: *Bangkok Luxury Hotel Market Overview 1H2021* by Knight Frank)

The overall supply of luxury hotels in Bangkok in 1H/2021 remained at approximately 12,943 rooms. There was no new launch of the luxury hotel in 1H/2021. However, it was found that there were 3 upscale and mid-scale launched in 1H/2021, totaling 371 rooms, namely Maitria Hotel Rama 9 Bangkok - A Chatrium Collection with 230 rooms located on Rama 9 Road (opened in March 2021) and The Quarter Silom Hotel by UHG with 141 rooms. Another hotel is Oakwood Hotel and Residence Bangkok, renovated from formerly Astera Sathorn Hotel, with 142 rooms located in the heart of Sathorn area.

There are 4 luxury hotels in Bangkok currently under construction totaling 726 rooms expected to be launched in 2H/2021 and another 600 rooms to be launched in 2022. Besides, the grand openings of 2 luxury hotels in Bangkok with approximately 423 rooms were postponed in 1H/2021 and it is expected that there may be an adjustment of opening plan in the future.

(Source: *Bangkok Luxury Hotel 1H2021* by Research and Communication, Colliers Thailand)

Figure 7: Cumulative and Future Supply of Luxury Hotels in Bangkok**Cumulative and Future Supply as of 1H 2021**

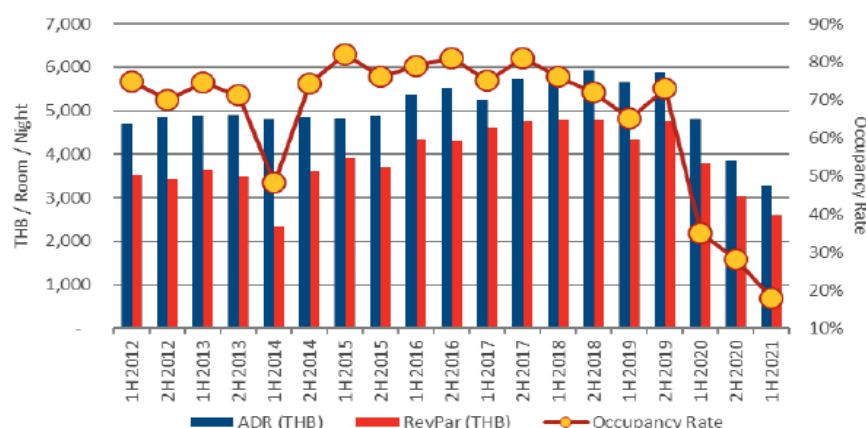
Source: Research and Communication, Colliers Thailand

Source: Bangkok Luxury Hotel 1H2021 by Research and Communication, Colliers Thailand

- **Occupancy Rate of Luxury Hotels in Bangkok**

Average occupancy rate of luxury hotels in Bangkok as of the 1H/2021 was around 18%, a 10% drop from the average occupancy rate in 2H/2020.

Bangkok tourism has been heavily relied on international tourists. COVID-19 pandemic affected number of international tourist arrivals to Thailand from 2020 to present. From Colliers' information, occupancy rate for luxury hotels in Bangkok in the 1H/2021 dropped to 18% from the occupancy rate of 73% in 2019, and the average daily rate was Baht 3,100 per night, decreased from the average daily rate of Baht 5,800 per night in 2019. (Please refer to Figure 4 of Part 3, Transaction 2, Clause 2.2 of this report)

Figure 8: Historical Performance of Luxury Hotels in Bangkok**Average occupancy rate, ADR and revenue per room of luxury hotels in Bangkok as of 1H 2021**

Source: Research and Communication, Colliers Thailand

Source: Bangkok Luxury Hotel 1H2021 by Research and Communication, Colliers Thailand

Remark: 1/ Average Daily Rate (ADR) is room rate per night.

2/ Revenue Per Available Room (RevPAR) = ADR * Occupancy Rate

3/ In 1H/2014, the occupancy rate was dramatically decreased due to political crisis and coup.

CBRE believes that the Bangkok hotel market will gradually improve in the upcoming quarters as daily cases are decreasing and the ratio of vaccinated population continues to increase. The government has also announced their plans to relax entry requirements and commencing subsidized domestic tourist campaigns such as Phase 3 of the “We Travel Together” scheme within Q4/2021 to aid hospitality businesses in the upcoming high season.

(Source: Market View – Bangkok Luxury Hotel, Q3 2021 by CBRE)